

# Bank of Ireland Group plc

## Notice of Annual General Meeting

To be held on  
Tuesday 19 May 2020  
at 11:00 a.m.

**This document is important and requires your immediate attention.** If you are in any doubt about the course of action to take, you should consult an appropriate independent professional adviser who, if you are taking advice in Ireland, is authorised or exempted pursuant to the European Union (Markets in Financial Instruments) Regulations, 2017 (as amended) or the Investment Intermediaries Act, 1995 (as amended), or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 (as amended), or if you are resident in a territory outside Ireland and the United Kingdom, another appropriately authorised independent professional adviser.

**Your attention is drawn to the special arrangements for the AGM in response to the Coronavirus (COVID-19) set out in this document.**

If you have sold or transferred all your shares in Bank of Ireland Group plc, please forward this document and the accompanying Form of Proxy to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Notice of the Annual General Meeting of Bank of Ireland Group plc (the “Company”) is set out on pages 6 - 11 of this document.

A Form of Proxy relating to the meeting accompanies this document. To be valid, **Forms of Proxy** for use at the Annual General Meeting **must be completed and returned** either electronically at [www.eproxyappointment.com](http://www.eproxyappointment.com) or to the Registrar, Computershare Investor Services (Ireland) Limited, P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland as soon as possible, so as to reach the Registrar **no later than 11.00 a.m. on Sunday, 17 May 2020.**

## Chairman's letter



15 April 2020

Dear Shareholder,

The Annual General Meeting (the “AGM”) of Bank of Ireland Group plc will be held at 11.00 a.m. on Tuesday, 19 May 2020 at Baggot Plaza, 27 - 33 Upper Baggot Street, Dublin 4, D04 VX58, with Shareholders having the ability to listen to the meeting by telephone and the ability to vote by submitting a proxy form in advance of the meeting. The Notice of AGM is set out on pages 6 - 11 of this document (the “Notice of AGM”).

The well-being of Shareholders, employees and service providers is a primary concern for the Directors of the Company. Due to the restrictions on gatherings and travel, save for very limited purposes, under the regulations and the guidance issued by the Government of Ireland and the Department of Health relating to the Coronavirus (COVID-19), the AGM will proceed under very constrained circumstances and it is expected that the meeting will only be able to proceed with the minimum number of Shareholders required to establish a quorum under the Articles of Association:

- **Shareholders are requested not to attend the AGM in person and instead to submit a proxy form accompanying the Notice of AGM to ensure they can vote and be represented at the AGM without attending in person.** This can be done in advance of the AGM by availing of one of the ways you can appoint a proxy set out in the notes section of the Notice on pages 9 - 11. Please note the deadlines for receipt of the proxy appointment for it to be valid. By submitting a proxy form you will be able to ensure that your vote on the proposed resolutions is cast at the AGM in accordance with your wishes without attending in person.

- If you wish to listen live to the AGM proceedings, you can do so by availing of the telephone facility which you access by dialing the following number at the time of the meeting:

Ireland:	01 2421075 or 1800 946812
UK Direct:	01296 480 180
International direct:	+44 1296 480 180
Passcode:	420 270 22#

Shareholders availing of this facility should also please ensure to submit their proxy form by the relevant deadline in advance of the AGM, as it will not be possible to vote using the telephone facility.

- Shareholders who have a question to raise with us are requested to submit those questions in writing in advance of the AGM either by post to the Group Secretary, Bank of Ireland Group plc, Baggot Plaza, 27 - 33 Upper Baggot Street, Dublin 4, D04 VX58, or by email to [agmquestions@boi.com](mailto:agmquestions@boi.com). All correspondence should include sufficient information to identify a Shareholder on the Register of Members. Responses to the most common questions will be posted on our website on [www.bankofireland.com/investor](http://www.bankofireland.com/investor) and we also anticipate responding in writing directly to any individual Shareholder who poses a question.
- Overall, we will be seeking to conduct the AGM as safely and efficiently as possible and in compliance with the applicable law, regulations and guidance in effect in connection with the Coronavirus (COVID-19) at the time of the meeting.

In the event that it is not possible to convene and hold the AGM either in compliance with applicable public health guidelines or requirements, applicable law or where it is otherwise considered that proceeding with the AGM as planned poses an unacceptable health and safety risk, the AGM may be adjourned or postponed to a different time and/or venue, in which case notification of such adjournment or postponement will be given in accordance with the Company's Articles of Association.

The Company will continue to monitor the impact of the Coronavirus (COVID-19) and any relevant updates regarding the AGM will be available on [www.bankofireland.com/investor](http://www.bankofireland.com/investor), including any changes to the arrangements for the AGM outlined in this letter.

Shareholders are also encouraged to keep up-to-date with, and follow, the regulations and guidance from the Government of Ireland and the Department of Health as circumstances may change at short notice.

On 24 February 2020 the Company announced its intention to propose a dividend of 17.5 cent per share, in respect of the year ended 31 December 2019. On 30 March 2020 the Company announced that in light of the evolving Coronavirus (COVID-19) pandemic and following the recommendation of the European Central Bank (ECB) of 27 March 2020 on dividend distributions for all significant institutions during the Coronavirus (COVID-19) pandemic, the Company would not be proceeding with the proposed dividend. The Company will assess dividends at a future date, the earliest of which, in line with the ECB's recommendation, would be 1 October 2020. The Company has entered 2020 maintaining a strong financial position and robust capital base. We are committed to supporting customers through the Coronavirus (COVID-19) pandemic and we are offering a range of supports, in a responsible, prudent and sustainable way, to both business and personal customers. We recognise the critical role we play in supporting all stakeholders, including Shareholders.

The Coronavirus (COVID-19) global pandemic is a complex and evolving situation, and is expected to have a material impact on the Group's financial performance in 2020. Our outlook for 2020 included in our 24 February announcement should therefore no longer be considered current in these circumstances. Further details will be provided in the Group's Q1 trading update, at which point more information on the economic and financial impacts should be available.

The following resolutions proposed at the AGM, along with my comments on the resolutions, are as follows:

**Resolution 1** proposes, following a review of the Company's affairs, to receive and consider the Company's Financial Statements for the year ended 31 December 2019, together with the Report of the Directors and the Auditor's Report.

**Resolution 2(a)-(c) and 2(d)-(l)**, which are proposed as separate resolutions, relate to the election and re-election of Directors as outlined below.

In accordance with the UK Corporate Governance Code which recommends the annual re-election of Directors, all Directors are retiring at the AGM.

Eileen Fitzpatrick was appointed to the Board on 15 May 2019, Michele Greene was appointed to the Board on 5 December 2019, and Myles O'Grady was appointed to the Board on 15 January 2020. Being eligible, these Directors are offering themselves for election to the Board.

The following Directors, being eligible, are offering themselves for re-election: Evelyn Bourke, Ian Buchanan, Richard Goulding, Patrick Haren, Patrick Kennedy, Francesca McDonagh, Fiona Muldoon, Patrick Mulvihill and Steve Pateman. A note on my tenure as Chairman is

contained in the 2019 Annual Report at page 66.

Following evaluation, the Board has concluded that each Director standing for election makes a valued contribution to the deliberations of the Board, continues to be effective and demonstrates continuing commitment to their role. A summary of the skills and experience brought by each Director to the Board is set out in Appendix 1.

**Resolution 3** to consider the continuation in office of KPMG as Auditor of the Company until the conclusion of the next AGM of the Company. This is an advisory resolution which is put to the members of the Company as a matter of good corporate governance practice; accordingly, it is not binding on the Company.

**Resolution 4** to authorise the Directors to fix the remuneration of the Auditor for the 2020 financial year.

**Resolution 5** to authorise the calling of an Extraordinary General Meeting on 14 days' notice for the passing of an ordinary resolution

Resolution 5, if passed, will approve the existing authority in the Articles of Association which permits the Company to convene an Extraordinary General Meeting on 14 clear days' notice in writing, where the purpose of the meeting is to consider an ordinary resolution. The additional flexibility afforded by this authority will only be used in limited and time sensitive circumstances where it would be to the advantage of Shareholders as a whole.

Apart from the ordinary business outlined above, there are 8 items of special business as follows:

**Resolution 6** to receive and consider the Group Remuneration Committee Report for the year ended 31 December 2019 as set out on pages 98 to 109 of the 2019 Annual Report. This is an advisory, non-binding resolution and is put to the members of the Company as a matter of good corporate governance practice.

**Resolution 7** to receive and consider the Directors' Remuneration Policy as set out on pages 99 to 103 of the 2019 Annual Report. In accordance with new legislation implementing the amended EU Shareholder Rights Directive this resolution is being proposed as a non-binding advisory resolution.

**Resolution 8** to authorise the amendment of the Articles of Association of the Company

Resolution 8, which is being proposed as a special resolution, seeks to authorise the Company to amend Article 74 of its Articles of Association, to reduce the minimum number of Directors from ten (10) to eight (8). A copy of the Articles of Association in the form amended by this resolution is available on the Company's website [www.bankofireland.com/investor](http://www.bankofireland.com/investor) and will remain available up to the date of the AGM.

**Resolution 9** to authorise the purchase of the Company's own Ordinary Shares

Resolution 9, which is being proposed as a special resolution, seeks to authorise the Company, or any of its subsidiaries, to make market purchases of up to approximately 10% of its issued Ordinary Shares at the date of passing of the resolution. The authority being sought, if granted, will remain in force until the AGM to be held in 2021 or 19 August 2021, whichever is the earlier. While Directors do not have any current intention to exercise the power to purchase the Company's own Ordinary Shares (and have no conflict of interest in making this recommendation), in certain circumstances it may be advantageous for the Company to purchase its own Ordinary Shares and this resolution seeks authority from Shareholders to make such purchases in the market. The Directors therefore consider it to be desirable for this general authority to be available to provide flexibility in the management of the Company's capital resources. Any Ordinary Shares so purchased would be cancelled. Any such purchases would be made only at a price level that the Directors considered to be in the best interest of Shareholders generally, after taking into account the Company's overall financial position and regulatory capital obligations and requirements. In addition, the authority being sought will provide that the minimum price which may be paid for such Shares shall not be less than the nominal value of the Shares and the maximum price shall be the higher of 105% of the average market price of such Ordinary Shares and the amount stipulated by Article 3(2) of Commission Delegated Regulation (EU) 2016/1052.

**Resolution 10** to authorise the Directors to allot Ordinary Shares

Resolution 10, is an ordinary resolution to authorise the Directors to issue new Ordinary Shares up to a maximum of 356,011,500 Shares, representing approximately 33% of the issued share capital of the Company as at 3 April 2020 (the latest practicable date prior to the publication of this Notice), subject to statutory pre-emption rights where applicable.

**Resolution 11** to renew the Directors' authority to allot Ordinary Shares on a non pre-emptive basis

Resolution 11, which will be proposed as a special resolution, is to authorise the Directors' to allot Ordinary Shares for cash without offering them first to the other Ordinary Shareholders.

The authority in resolution 11 is limited to an allotment pursuant to a rights issue authorised under resolution 10 and up to 53,941,000 Ordinary Shares (representing approximately 5% of the Company's issued Ordinary Shares) otherwise than in connection with an offer

to Ordinary Shareholders in accordance with their pre-emption rights.

The pre-emption disapplication authority being sought in resolution 11 is in line with the authority approved by Shareholders at the 2019 AGM and with institutional shareholder guidance, in particular the Pre-emption Group's Statement of Principles.

The Directors confirm their intention to follow the provisions of the Pre-emption Principles regarding cumulative usage of authorities within a rolling three-year period. These principles provide that companies should consult Shareholders prior to issuing, other than to existing Shareholders, shares for cash representing in excess of 7.5% of the Company's issued share capital in any rolling three-year period.

The authority being sought, if granted, will remain in force until 19 August 2021 or the date of the AGM in 2021, whichever is the earlier. There are currently no plans to issue any Ordinary Shares on foot of this authorisation.

**Resolutions 12 and 13** to authorise the Directors to allot Ordinary Shares on conversion or exchange of Additional Tier 1 Contingent Equity Conversion Notes

In addition to and separate from resolutions 10 and 11, under resolutions 12 and 13, the Directors are seeking a general authority to issue Additional Tier 1 Contingent Equity Conversion Notes ("**AT1 ECNs**") and to allot Ordinary Shares issued upon conversion or exchange of AT1 ECNs without first offering them to existing Shareholders. If passed, the resolutions will authorise the Directors to issue AT1 ECNs and in the event of conversion of AT1 ECNs to allot Ordinary Shares on a non-pre-emptive basis up to an aggregate of 161,823,000 Ordinary Shares of €1.00 each, which approximates to 15% of the issued Ordinary Shares of the Company as at 3 April 2020, the latest practicable date before the publication of this document.

The authority sought in these resolutions will provide the Directors with a degree of flexibility to comply with, or maintain compliance with, regulatory capital requirements or targets applicable to the Company or its subsidiaries (together the "**Group**").

AT1 ECNs are debt instruments that will convert or exchange the holder's claim into Ordinary Shares if a defined trigger event occurs. This trigger event will be defined in the terms and conditions of any future issuance but is expected to reference the Group's Common Equity Tier 1 ("**CET1**") capital ratio. If the CET1 ratio falls below a specified level, the instrument will convert to Ordinary Shares. A non-viability event may also lead to a conversion or exchange of the AT1 ECNs into Ordinary Shares.

The authority sought in these resolutions 12 and 13 is consistent with the authority sought at the AGM in 2019.

The authority being sought will, if granted, remain in force until 19 August 2021 or the date of the AGM in 2021, whichever is the earlier, unless previously varied or renewed in accordance with company law. Resolution 12 authorises the issue of AT1 ECNs and resulting Ordinary Shares and is proposed as an ordinary resolution. Resolution 13 authorises the disapplication of statutory pre-emption rights in respect of such issuances and is proposed as a special resolution. The resolutions are in addition to the authorities sought in resolutions 10 and 11.

### **Recommendation**

The Directors believe that the above resolutions proposed to the AGM are in the best interests of the Company and its Shareholders as a whole and accordingly recommend that you vote in favour of them, as they intend to do in respect of their own beneficial holdings amounting to 235,146 Ordinary Shares.

### **Action to be taken**

You will find a Form of Proxy accompanying this document for use in connection with the AGM. The Form of Proxy (together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof) should be completed and returned as soon as possible to the Registrar, Computershare Investor Services (Ireland) Limited, P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, or by submitting your proxy details electronically at [www.eproxyappointment.com](http://www.eproxyappointment.com) and in any event, in order to be valid, so as to arrive not later than 11.00 a.m. on Sunday, 17 May 2020. Shareholders voting electronically will need their 5-digit PIN Number, Shareholder Reference Number and the Control Number, which are all printed on the enclosed Form of Proxy.

If you would like to submit a question in advance of the AGM, please send it by email to [agmquestions@boi.com](mailto:agmquestions@boi.com) or send it in writing to the Group Secretary, Bank of Ireland Group plc, Baggot Plaza, 27 - 33 Upper Baggot Street, Dublin 4, D04 VX58 in advance of the AGM. I will respond to questions by making written responses available on our website at [www.bankofireland.com/investor](http://www.bankofireland.com/investor). We also anticipate responding to all questions individually by correspondence.

Finally, in the interests of protecting the environment and promoting efficiency in Bank of Ireland, I would ask you to consider electing, through our Registrar at [www.computershare.com/ie/ecomms](http://www.computershare.com/ie/ecomms), to receive your Shareholder documentation on-line as soon as it is published on our website. As well as being speedier and less bulky, you can access some or all of the information at your convenience.

Shareholders who have consented or have been deemed to consent to receive the Annual Report and other Shareholder communications electronically will receive notice of General Meetings electronically.

Finally, I would like to take the opportunity to wish you and your families well in this current environment.

Yours faithfully

**Patrick Kennedy**  
Chairman

# Notice of the Annual General Meeting

Notice is hereby given that the Annual General Meeting (the “AGM”) of Bank of Ireland Group plc (the “Company”) will be held on Tuesday, 19 May 2020, at 11.00 a.m. in Baggot Plaza, 27 - 33 Upper Baggot Street, Dublin 4, D04 VX58 for the following purposes:

## Ordinary Business

1. Following a review of the Company’s affairs, to receive and consider the Company’s Financial Statements for the year ended 31 December 2019 together with the Report of the Directors and the Auditor’s Report.
2. To elect the following Directors to the Board, by separate resolutions:
  - (a) Eileen Fitzpatrick
  - (b) Michele Greene
  - (c) Myles O’GradyTo re-elect the following Directors, by separate resolutions:
  - (d) Evelyn Bourke
  - (e) Ian Buchanan
  - (f) Richard Goulding
  - (g) Patrick Haren
  - (h) Patrick Kennedy
  - (i) Francesca McDonagh
  - (j) Fiona Muldoon
  - (k) Patrick Mulvihill
  - (l) Steve Pateman
3. To consider the continuation in office of KPMG as Auditor of the Company until the conclusion of the next AGM of the Company.
4. To authorise the Directors to fix the remuneration of the Auditor for the 2020 financial year.
5. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT an Extraordinary General Meeting (other than an Extraordinary General Meeting called for the passing of a special resolution) may be called by not less than 14 clear days’ notice in writing in accordance with Article 50(b) of the Company’s Articles of Association.”

## Special Business

6. To receive and consider, and if thought fit, approve as a non-binding advisory resolution, the Group Remuneration Committee Report for the year ended 31 December 2019 as set out on pages 98 to 109 of the 2019 Annual Report.
7. To receive and consider, and if thought fit, approve as a non-binding advisory resolution the 2019 Directors’ Remuneration Policy, as set out on pages 99 to 103 of the 2019 Annual Report.
8. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT Article 74 of the Company’s Articles of Association be and is hereby amended by the substitution of the number eight (8) and the deletion of the number ten (10) after the words “nor less than”.”
9. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT

  - (a) the Company and/or any subsidiary (as such expression is defined by Section 7 of the Companies Act 2014, as amended) of the Company be generally authorised to make purchases on a securities market (within the meaning of Section 1072 of the Companies Act 2014, as amended) of Ordinary Shares of the Company having a nominal value of €1.00 each on such terms and conditions and in such manner as the Directors or, as the case may be, the Directors of such subsidiary, may from time to time determine but subject, however, to the provisions of the Companies Act 2014, as amended, and to the following restrictions and provisions:
    - (i) the maximum number of Ordinary Shares authorised to be acquired pursuant to the terms of this resolution shall, subject to the proviso hereinafter set out, not exceed 107,882,287 Ordinary Shares;

- (ii) the minimum price (excluding expenses) which may be paid for any Ordinary Share to be purchased shall be the nominal value thereof;
- (iii) the maximum price (excluding expenses) which may be paid for any Ordinary Share to be purchased shall be the higher of:
  - (A) 5% above the average of the closing quotation prices of such Ordinary Shares as published in the Daily Official List of the Irish Stock Exchange, t/a Euronext Dublin (or any successor publication thereto) for the five business days immediately preceding the day of purchase, and, in respect of any business day on which there shall be no dealing in such Ordinary Shares on Euronext Dublin, the price which is equal to the midpoint between the high and low market guide prices in respect of such Ordinary Shares for that business day, or if there shall be only one such market guide price so published, the market guide price so published; such prices shall be as published in the Daily Official List of the Irish Stock Exchange, t/a Euronext Dublin (or any successor publication thereto);
  - (B) the amount stipulated by Article 3(2) of Commission Delegated Regulation (EU) 2016/1052 and any corresponding provision of any replacement legislation, being the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:
    - (i) the last independent trade of; and
    - (ii) the highest current independent bid or offer for any number of Ordinary Shares on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out.

If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on Euronext Dublin or its equivalent.

This resolution shall take effect and the authorities hereby conferred shall be effective immediately and shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company after the passing of this resolution or 19 August 2021 unless previously varied, revoked or renewed in accordance with the provisions of Section 1074 of the Companies Act 2014, as amended. The Company or any such subsidiary may

before such expiry enter into a contract for the purchase of Ordinary Shares which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authorities conferred hereby had not expired.”

10. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot and issue relevant securities (within the meaning of section 1021 of the Companies Act 2014, as amended) of the Company up to an aggregate of 356,011,500 Ordinary Shares of €1.00 each provided that this authority shall expire at the close of business on the date of the Annual General Meeting of the Company to be held in 2021 or on 19 August 2021, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be issued and allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.”

11. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT, if resolution 10 is approved, the Directors be and are hereby generally authorised, as is referred to in Article 9(e) of the Articles of Association of the Company, to allot and issue equity securities (within the meaning of section 1023(1) of the Companies Act 2014, as amended) for cash pursuant to the authority conferred on the Directors by resolution 10 as if section 1022(1) of the Companies Act 2014, as amended, did not apply provided that this power shall be limited to:

(a) the allotment of equity securities in connection with any rights issue or other pre-emptive issue in favour of Ordinary Shareholders (other than those holders with registered addresses outside the State to whom an offer would, in the opinion of the Directors, be impractical or unlawful in any jurisdiction) on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of such Ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them and subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with regulatory requirements, legal or practical problems in respect of overseas shareholders, or shareholders subject to legal restrictions or sanctions, fractional elements or otherwise; and

- (b) the allotment of equity securities for cash (otherwise than under paragraph (a) above) together with all treasury shares (as defined in Section 1078 of the Companies Act 2014, as amended) re-issued while this authority remains operable shall not exceed 53,941,000 Ordinary Shares of €1.00 each (being equivalent to approximately 5% of the nominal value of the issued Ordinary Share capital of the Company as at the date of this resolution);

provided that this authority shall expire at the close of business on the date of the Annual General Meeting of the Company to be held in 2021 or 19 August 2021, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require such securities to be issued and allotted after such expiry and the Directors may allot such securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.”

12. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT in addition and separate to the authority granted by resolution 10, the Directors be and are hereby generally empowered pursuant to section 1021 of the Companies Act 2014, as amended, to issue, allot, grant options over or otherwise dispose of:

- (a) Additional Tier 1 contingent equity conversion notes that automatically convert into or are exchanged for Ordinary Shares in the Company in prescribed circumstances (“AT1 ECNs”) where the Directors consider that such issuance of AT1 ECNs would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory capital requirements or targets applicable to the Company and/or the Company and its subsidiaries from time to time; and
- (b) Ordinary Shares pursuant to the conversion or exchange of AT1 ECNs, or to agree to do any of the foregoing acts,

PROVIDED THAT the power conferred by this resolution shall:

- (i) be limited to the issue, allotment, grant of options over or other disposal of Ordinary Shares up to a maximum aggregate nominal amount of 161,823,000 Ordinary Shares of €1.00 each and of AT1 ECNs convertible or exchangeable into Ordinary Shares up to such maximum aggregate nominal amount;
- (ii) expire on 19 August 2021 or at the close of business on the date of the Annual General Meeting of the Company to be held in 2021, whichever is the earlier, but so that the

Company may make offers and enter into agreements before the authority expires which would or might require AT1 ECNs or Ordinary Shares to be issued or allotted or rights to subscribe for or to convert or exchange any security into Ordinary Shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer as if the authority had not expired.”

13. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT, if resolution 12 is approved and in addition and separate to the authorities granted by resolutions 10 and 11, the Directors be and are hereby generally empowered, as is referred to in Article 9(e) of the Articles of Association of the Company, to issue, allot, grant options over or otherwise dispose of equity securities (within the meaning of section 1023(1) of the Companies Act 2014, as amended) or a right to subscribe for, or convert any securities into, Ordinary Shares, including AT1 ECNs (as defined in resolution 12) and any Ordinary Shares issued pursuant to the conversion or exchange of AT1 ECNs of the Company for cash pursuant to the authority conferred on the Directors by resolution 12 above as if section 1022(1) of the Companies Act 2014, as amended, did not apply up to a maximum aggregate amount provided for in paragraph (b)(i) of resolution 12, provided that: this authority shall expire at the close of business on the date of the Annual General Meeting of the Company to be held in 2021 or 19 August, 2021, whichever is earlier, but so that the Company may make offers and enter into agreements before the authority expires which would or might require AT1 ECNs or Ordinary Shares to be issued or allotted or rights to subscribe or convert or exchange any security into Ordinary Shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer as if the authority had not expired.”

**By Order of the Board**  
**Sarah McLaughlin**  
**Group Secretary**

**Bank of Ireland Group plc**  
**Baggot Plaza**  
**27 - 33 Upper Baggot Street**  
**Dublin 4**



# Notes

## Important notice to Shareholders regarding Coronavirus (COVID-19)

1. The well-being of Shareholders, employees and service providers is a primary concern for the Directors of the Company. Due to the restrictions on travel and meetings under the regulations and the guidance issued by the Government of Ireland and the Department of Health relating to the Coronavirus (COVID-19), the AGM will proceed under very constrained circumstances:

- **Shareholders are requested not to attend the AGM in person and instead to submit a proxy form accompanying the Notice of AGM to ensure they can vote and be represented at the AGM without attending in person.** This can be done in advance of the AGM by availing of one of the ways you can appoint a proxy set out in these notes. Please note the deadlines for receipt of the proxy appointment for it to be valid. By submitting a proxy form you will be able to ensure that your vote on the proposed resolutions is cast at the AGM in accordance with your wishes without attending in person.
- If you wish to listen live to the AGM proceedings, you can do so by availing of the telephone facility which you access by following the instructions set out at note 5.

Shareholders availing of this facility should also please ensure to submit their proxy form by the relevant deadline in advance of the AGM, as it will not be possible to vote using the telephone facility.

- Shareholders who may have a question to raise with us, are requested to submit those questions in writing in advance of the AGM either by post to the Group Secretary, Bank of Ireland Group plc, Baggot Plaza, 27 - 33 Upper Baggot Street, Dublin 4, D04 VX58, or by email to [agmquestions@boi.com](mailto:agmquestions@boi.com). All correspondence should include sufficient information to identify a Shareholder on the Register of Members. Responses to the most common questions will be posted on our website on [www.bankofireland.com/investor](http://www.bankofireland.com/investor) and we also anticipate responding in writing directly to any individual Shareholder who poses a question.
- Overall, we will be seeking to conduct the AGM as

safely and efficiently as possible and in compliance with the applicable law, regulations and guidance in effect in connection with the Coronavirus (COVID-19) at the time of the meeting.

2. In the event that it is not possible to convene and hold the AGM either in compliance with applicable public health guidelines or requirements, applicable law or where it is otherwise considered that proceeding with the AGM as planned poses an unacceptable risk to health and safety, the AGM may be adjourned or postponed to a different time and/or venue, in which case notification of such adjournment or postponement will be given in accordance with the Company's constitution.

### Entitlement to attend and vote

3. Only those Shareholders who are holders of fully paid shares of the Company and are registered on the Company's register of members at:
  - 6.00 p.m. on 17 May 2020 (being the record date specified by the Company for eligibility for voting); or
  - if the AGM is adjourned, at 6.00 p.m. on the day two days prior to the adjourned AGM
 shall be entitled to participate and vote at the AGM.

### Website giving information regarding the AGM

4. This AGM notice, details of the total number of shares and voting rights at the date of giving this notice, the documents to be submitted to the meeting, copies of any draft resolutions and copies of the forms to be used to vote by proxy are available on the Company's website at: [www.bankofireland.com/investor](http://www.bankofireland.com/investor).

### Joining the meeting by telephone

5. You can listen live to the proceedings at the AGM by telephone on the following number:
 

Ireland:	01 2421075 or 1800 946812
UK Direct:	01296 480 180
International direct:	+44 1296 480 180
Passcode:	420 270 22#
6. It will not, however, be possible for Shareholders to vote or ask questions during the AGM using the telephonic access facility. In order to vote and ask questions please follow the steps set out in these notes to appoint a proxy and submit questions by email or post in advance of the AGM.

## Electronic Participation

7. Shareholders can appoint a proxy and give voting instructions electronically by logging on to the website of the Company's Registrar, Computershare Investor Services (Ireland) Limited: [www.eproxyappointment.com](http://www.eproxyappointment.com).
8. Shareholders will need their 5-digit PIN Number, Shareholder Reference Number and Control Number, which you will receive on your Form of Proxy or via email if you have elected to receive Shareholder communications electronically.

## Voting by Corporate Representatives

9. Any corporation sole or body corporate which is a member of the Company may, by a document executed by or on behalf of such corporation sole or resolution of its Directors or other governing body of such body corporate, authorise such individual as it thinks fit to act as its representative in connection with the AGM. Any individual so authorised shall not be entitled to appoint a proxy but shall otherwise be entitled to exercise the same powers on behalf of the corporation sole or body corporate which they represent as that representative could exercise if they were an individual member of the Company present in person. In light of the restrictions and guidelines in relation to the Coronavirus (COVID-19), corporations sole or bodies corporate wishing to vote at the AGM are requested to submit a proxy form or otherwise appoint a proxy in advance of the meeting rather than appoint a corporate representative.

## Appointment of proxies

10. A Shareholder who is entitled to attend, speak, ask questions and vote at the AGM is entitled to appoint a proxy to attend, speak, ask questions and vote instead of him/her. A Shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the AGM in respect of shares held in different securities accounts. A Shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that Shareholder. A proxy need not be a Shareholder of the Company. If you wish to appoint more than one proxy then please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited, on +353 1 247 5414 or via electronic means by sending an email to the Registrar at: [clientservices@computershare.ie](mailto:clientservices@computershare.ie)
11. A Form of Proxy for use by Shareholders is enclosed with this Notice of AGM (or is otherwise being delivered to Shareholders).
12. In the case of joint holders, the vote of the senior who

tenders a vote, including by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names appear on the register of members.

## Completion of a Form of Proxy

13. To be valid, a Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be lodged with the Company's Registrar, Computershare Investor Services (Ireland) Limited, P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 Ireland not later than 48 hours before the AGM (or in the case of a poll taken otherwise than at or on the same day as the AGM at least 48 hours before the time appointed for the taking of a poll), or in the case of an adjourned AGM, by the commencement of the adjourned AGM (or in the case of a poll taken otherwise than at or on the same day as the adjourned AGM, by the commencement of the taking of the poll).

## Appointment of a proxy by a CREST Member

14. CREST Members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by following the procedures laid down in the CREST Manual. CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed a voting service provider(s) should refer to their CREST Sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.
15. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with EUI's (Euroclear UK and Ireland) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited, (ID Number 3RA50) by the latest time(s) for receipt of proxy appointments specified in this Notice of AGM or adjourned AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Computershare Investor Services (Ireland) Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
16. CREST Members and, where applicable, their CREST Sponsors or voting service provider(s) should note

that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST Member concerned to take (or, if the CREST Member is a CREST Personal Member or Sponsored Member or has appointed a voting service provider(s), to procure that his/her CREST Sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST Members and, where applicable, their CREST Sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid the CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations, 1996 as amended.

#### **Submission of questions**

17. If you wish to submit a question in advance of the AGM, please send your question(s) in writing by email to [agmquestions@boi.com](mailto:agmquestions@boi.com) or send it in writing to the Group Secretary, Baggot Plaza, 27 - 33 Upper Baggot Street, Dublin 4, D04 VX58 in advance of the AGM. All correspondence should include sufficient information to identify a Shareholder on the Register of Members.

#### **Shareholders' right to table draft resolutions**

18. Shareholders holding 3% or more of the Ordinary Shares may table a draft resolution for an item on the agenda. In order to exercise this right, the full text of the draft resolution and the agenda item to which it relates (or, if supporting a draft resolution tabled by another Shareholder, clearly identifying the draft resolution and agenda item which is being supported) must be received by the Group Secretary at Bank of Ireland, 40 Mespil Road, Dublin 4, D04 C2N4 or by email to [agmquestions@boi.com](mailto:agmquestions@boi.com) no later than 42 days in advance of the AGM. Furthermore, Shareholders are reminded that there are provisions in company law which impose other conditions on the right of Shareholders to propose resolutions at any General Meeting of the Company.
19. Shareholders holding 3% or more of the Ordinary Shares may put an item on the agenda of the AGM. In order to exercise this right, written details of the item the Shareholders wish to have included in the AGM agenda together with a written explanation as to why the item is to be included in the agenda or a draft resolution to be adopted at the AGM must be received by the Group Secretary no later than 42 days in advance of the AGM.

#### **Voting on a Poll**

20. Where a poll is taken at the AGM, Shareholders holding more than one share need not use all his/her votes or cast his/her votes in the same way.

#### **Outstanding Share Options**

21. There are no outstanding share options in issue by the Company.

# Appendix 1



## **Eileen Fitzpatrick**

Independent

### **Role**

Non-Executive Director (May 2019), Member, Audit and Remuneration Committees (May 2019). Workforce Engagement Director (January 2020).

### **Particular Skills**

Eileen has extensive capital markets and public sector experience, and has held a number of senior roles in both the asset management and stockbroking industries.

### **External Appointments**

Chairman of the Outside Appointments Board, Department of Public Expenditure and Reform. Non-Executive Director of a number of KKR investment management firms in Ireland.

### **Experience**

Eileen joined the NTMA in 2006 as a Director, where she oversaw the Alternative Assets Investment Programme, for the National Pensions Reserve Fund. Eileen was subsequently appointed as head of NewERA at the NTMA, a position she held from November 2011 to January 2019. Prior to her appointment at the NTMA Eileen was Chief Executive Officer at AIB Investment Managers from 2000 to 2006. From 1987 to 2000 Eileen held a number of senior investment and stockbroking positions, including with AIB Investment Managers, Goodbody Stockbrokers, National City Brokers and Montgomery Govett.

Eileen has served in a number of nonexecutive positions including as Chairman of the Irish Association of Investment Managers, as a board member of the Chartered Accountants Regulatory Board, as a member of the Government's Top Level Appointments Committee, and as a member of the Governing Body of University College Dublin. She joined a number of KKR investment management firms in Ireland in March 2020 as Non-Executive Director.

### **Qualifications**

PhD in Science from University College Dublin.



## **Michele Greene**

Non-Independent

### **Role**

Non-Executive Director (December 2019). Member, Risk Committee and GTOC (December 2019).

### **Particular Skills**

Extensive experience of financial services and retail banking, particularly in the areas of payments and digital innovation.

### **External Appointments**

Director of Mololo Limited.

### **Experience**

Michele held the role of Managing Director of Virgin Money's Digital Bank until July 2018, prior to which she was Director of Strategic Development, responsible for the bank's future development. Michele joined Virgin Money initially as Director of Banking, with responsibility for building the bank's new credit card business. Before joining Virgin Money, she was Chief Financial Officer of MBNA Europe where she held executive positions on the boards of MBNA Europe Ltd and Premium Credit Finance Limited.

Michele's earlier career was spent at Goldman Sachs, Credit Lyonnais and KPMG.

### **Qualifications**

Masters Degree from Trinity College Dublin and Fellow of Chartered Accountants Ireland.



## **Myles O'Grady**

Non-Independent

### **Role**

Group Chief Financial Officer, Executive Director (January 2020).

### **Particular Skills**

Significant expertise working with international and domestic regulators, government and state authorities, investors, market analysts and international investment banks. Experienced across strategy development, business restructuring and recovery, finance function transformation, investor relations and Initial Public Offerings.

### **External Appointments**

None.

### **Experience**

Myles has 30 years' experience as a finance professional with over 25 years in financial services. Prior to joining the Group he was Chief Financial Officer at D|Res Properties, an Irish homebuilding and property development company. Previously, he was Group Director of Finance and Investor Relations at Allied Irish Bank Group plc (AIB), an Irish financial services group operating predominantly in the Republic of Ireland and the UK.

Myles' earlier career was spent at Citibank, Dresdner Kleinwort Benson and AIB Bank.

### **Qualifications**

Fellow of the Chartered Association of Certified Accountants, an INSEAD certified Board Director and member of the Institute of Directors Ireland.



### **Patrick Kennedy**

Independent (on appointment)

#### **Role**

Non-Executive Director (July 2010). Chairman (August 2018, Deputy Chairman April 2015). Chair, Group Nomination, Governance and Responsible Business Committee (August 2018, Member from September 2014).

Member, Risk Committee from January 2011 and Chair July 2016 to July 2018. Member, Remuneration Committee from January 2011 to July 2016. Member of the Audit Committee from July 2016 to July 2018.

Member of Group Transformation Oversight Committee (August 2018).

#### **Particular Skills**

Strong leadership qualities. Deep knowledge of the Bank with exceptional commercial acumen. In-depth knowledge of international business, management, finance, corporate transactions, strategic development and risk management gained from a highly successful career in national and international business.

#### **External Appointments**

Chairman and Chair of the Audit, Risk, Remuneration and Nomination Committees of Carrawler.

#### **Experience**

Patrick was Chief Executive of Paddy Power plc from 2006 to 2014, prior to which he served as an Executive Director from 2005 and Non-Executive Director from 2004. Prior to joining Paddy Power plc, Patrick worked at Greencore Group plc for seven years where he was Chief Financial Officer and also held a number of senior strategic and corporate development roles. He previously worked with KPMG Corporate Finance in Ireland and the Netherlands, with McKinsey & Co. in London, Dublin and Amsterdam and as a Non-Executive Director of Elan Corporation plc.

#### **Qualifications**

Fellow Chartered Accountants Ireland.



### **Patrick Haren**

Independent

#### **Role**

Non-Executive Director (January 2012). Deputy Chairman (August 2018). Senior Independent Director (April 2015). Member, Nomination, Governance and Responsible Business Committee (November 2015). Member, Audit Committee from January 2012 to July 2018. Remuneration committee Chair from May 2015 and Member from January 2012 to January 2020.

Trustee of the Bank of Ireland Staff Pensions Fund.

#### **Particular Skills**

Experienced Chief Executive Officer who has gained extensive strategic, corporate development and transactional experience.

#### **External Appointments**

None.

#### **Experience**

Patrick acts as an Advisor to Green Sword Environmental Ltd. He is a former Chief Executive Officer of the Viridian Group, having joined Northern Ireland Electricity (NIE) in 1992 as Chief Executive. He previously worked with the ESB, including as Director - New Business Investment and also served as a board member of Invest Northern Ireland for a number of years. Patrick led the privatisation of NIE by Initial Public Offering and grew the business under the new holding company Viridian through to 2007, positioning the company as the market leader in independent electricity generation and supply in competitive markets in Ireland, North and South. He is a past Director of Bank of Ireland (UK) plc where he also served as Chair of the Remuneration Committee and a member of the Nomination Committee.

#### **Qualifications**

Fellow of the Institute of Directors (UK). Awarded a knighthood in 2008 for services to the electricity industry in Northern Ireland. Member of the Institute of Banking (Ireland).



### **Francesca McDonagh**

Non-Independent

#### **Role**

Group Chief Executive Officer and Executive Director (October 2017).

#### **Particular Skills**

A skilled global banker, renowned for strategic thinking and a proven track record in successfully executing strategy. A history of delivering strong financial performance coupled with leadership of transformation to drive future results. Experience in a range of senior banking roles, and in a range of countries and operating structures. She brings to the Board a leadership style characterised by strong commercial results orientation, a clear strategic vision and significant customer focus.

#### **External Appointments**

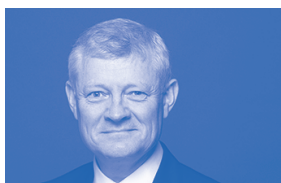
Director of IBEC Company Limited By Guarantee. Member of the Prudential Regulation Authority Practitioner Panel.

#### **Experience**

Francesca joined the Group from HSBC Group, where she held a number of senior management roles over a twenty year period including Group General Manager and Regional Head of Retail Banking and Wealth Management, UK and Europe, Regional Head of Retail Banking and Wealth Management, Middle East and North Africa, and Head of Personal Financial Services, Hong Kong. She has previously served on the board of the British Bankers' Association (BBA), where she was Deputy Chair, and on the board of the National Centre for Universities and Business in the UK.

#### **Qualifications**

Bachelor of Arts Degree in Politics, Philosophy and Economics from Oxford University. Awarded an OBE in 2017 for services to banking. Fellow of the Institute of Banking (Ireland).



### **Ian Buchanan**

Independent

#### **Role**

Non-Executive Director (May 2018). Member, Risk Committee (May 2018). Director, Bank of Ireland (UK) plc (September 2018) and a member of its Risk Committee (October 2019).

Chair of Group Transformation Oversight Committee (August 2018).

#### **Particular Skills**

Extensive technology, digital, business transformation and customer operations experience gained through his work in a number of international retail, commercial and investment banks.

#### **External Appointments**

Non-Executive Director of Openwork Holdings Limited.

#### **Experience**

Ian was Group Chief Information Officer for Barclays plc and Chief Operating Officer for Barclaycard until 2016. Before joining Barclays in 2011, Ian was Chief Information Officer for Société Générale Corporate & Investment Banking (2009 to 2011), a member of the public board and Group Manufacturing Director of Alliance & Leicester plc (2005 to 2008) and a member of the Executive Committee and Chief Operations & Technology Officer of Nomura International (1994 to 2005). Ian's earlier career was spent at Credit Suisse, Guinness, and BP.

#### **Qualifications**

Bachelor of Science degree in Physics from the University of Durham.



### **Evelyn Bourke**

Independent

#### **Role**

Non-Executive Director (May 2018). Member, Audit and Nomination, Governance and Responsible Business Committees (May 2018).

#### **Particular Skills**

Strong track record in global executive management and extensive experience in financial services, risk and capital management, and mergers and acquisitions.

#### **External Appointments**

Group Chief Executive Officer of BUPA.

#### **Experience**

Evelyn was appointed Group Chief Executive Officer of BUPA in July 2016, having been Acting Chief Executive Officer from April 2016. She is also a member of the BUPA board. She joined BUPA as Chief Financial Officer in September 2012, from Friends Life Group, where she was Chief Executive Officer of its Heritage division. Previously at Friends Provident, she was the Executive Director responsible for strategy, capital and risk and, prior to that, Chief Financial Officer. She was previously a Non-Executive Director of the IFG plc, Dublin, where she was Chair of the Board Risk Committee. Evelyn's earlier career was spent at Standard Life Assurance plc, Chase De Vere Financial Solutions, St. James's Place, Nascent Group, Tillinghast Towers Perrin, in the UK, and Lifetime Assurance and New Ireland Assurance in Dublin.

#### **Qualifications**

Fellow of Institute and Faculty of Actuaries. MBA from London Business School.



### **Richard Goulding**

Independent

#### **Role**

Non-Executive Director (July 2017). Chair, Risk Committee (Aug 2018, Member, July 2017). Member, Remuneration Committee (July 2017). Member, Audit Committee (August 2018).

Member of Group Transformation Oversight Committee (August 2018).

#### **Particular Skills**

Extensive risk management and executive experience in a number of banks with an international profile, and brings a strong understanding of banking and banking risks, with a deep knowledge of operational risk.

#### **External Appointments**

Non-Executive Director of Citigroup Global Markets Limited, where he is Chair of the Risk Committee and a member of the Audit and Remuneration and Nomination Committees. Non-Executive Director of Zopa Bank Limited, where he is Chair of the Risk Committee and a member of the Audit, Nomination and Remuneration Committees.

#### **Experience**

Richard held the role of Group Chief Risk Officer (2006 to 2015) and Director (2013 to 2015) at Standard Chartered Bank, where he was a member of the Group Executive Committee, prior to which he held the role of Chief Operating Officer, Wholesale Banking Division. Before joining Standard Chartered in 2002, he held senior executive positions with Old Mutual Financial Services in the U.S., UBS Warburg / SBC Warburg, London and Switzerland, Astra Holding plc, Bankers Trust Company and the Midland Bank Group, London.

#### **Qualifications**

Qualified Chartered Accountant (South Africa), Bachelor of Commerce degree and a postgraduate degree in finance from the University of Natal, South Africa.



### **Fiona Muldoon**

Independent

#### **Role**

Non-Executive Director (June 2015). Member, Risk Committee (November 2015). Member, Nomination, Governance and Responsible Business Committee (January 2019).

#### **Particular Skills**

Significant experience in governance, regulatory compliance and financial oversight and is an experienced financial services professional. Significant previous experience within a financial institution with an international focus.

#### **External Appointments**

None.

#### **Experience**

Fiona will stand down in April 2020 as Group Chief Executive of FBD Holdings plc and FBD Insurance plc, one of Ireland's largest property and casualty insurers. She served from 2011 to 2014 with the Central Bank of Ireland including as Director, Credit Institutions and Insurance Supervision. Fiona spent 17 years of her career with XL Group in Dublin, London and Bermuda, where she worked in various management positions including general insurance responsibilities, corporate treasury and strategic activities including capital management, rating agency engagement and corporate development.

#### **Qualifications**

Bachelor of Arts Degree from University College Dublin, Fellow Chartered Accountants Ireland.



### **Patrick Mulvihill**

Independent

#### **Role**

Non-Executive Director (December 2011). Chair, Audit Committee (April 2018, Member December 2011). Member, Risk Committee (December 2011 to May 2017, January 2018 to date).

Member of Group Transformation Oversight Committee (April 2016). Trustee of the Bank of Ireland Staff Pensions Fund (December 2017).

#### **Particular Skills**

In-depth knowledge of financial and management reporting, regulatory compliance, operational, risk and credit matters within a global financial institution.

#### **External Appointments**

Non-Executive Director of International Fund Services (Ireland) Limited. Director of Beachvista Limited.

#### **Experience**

Patrick spent much of his career at Goldman Sachs, retiring in 2006 as Global Head of Operations covering all aspects of Capital Markets Operations, Asset Management Operations and Payment Operations. He previously held the roles of Co-Controller, Co-Head of Global Controller's Department, covering financial / management reporting, regulatory reporting, product accounting and payment services. He was also a member of the firm's Risk, Finance and Credit Policy Committees. Patrick has over twenty years' experience of international financial services and has held a number of senior management roles based in London and New York with Goldman Sachs.

#### **Qualifications**

Fellow Chartered Accountants Ireland and Associate of the Institute of Directors.



### **Steve Pateman**

Independent

#### **Role**

Non-Executive Director (September 2018). Chair, Remuneration Committee (January 2020, Member September 2018). Member, Audit and Risk Committees (September 2018).

#### **Particular Skills**

Brings to the Board the strategic insights of a Chief Executive Officer of a UK Bank and a strong lending and credit background with deep commercial experience including the operational challenges facing lending institutions.

#### **External Appointments**

Chief Executive Officer of Arora Group.

#### **Experience**

Steve joined Arora Group as Chief Executive Officer in March 2020. Prior to this, Steve was Chief Executive Officer of Hodge Group from January 2019 to March 2020, and a Chief Executive Officer of Shawbrook Bank Limited from October 2015 to December 2018. He joined Shawbrook from Santander UK, where he was Executive Director and head of UK banking and was responsible for the bank's Corporate, Commercial, Business and Retail Banking operations as well as Wealth Management. He also held a number of senior positions at Santander UK, Royal Bank of Scotland and NatWest. Steve was appointed Vice President of the Chartered Bankers Institute in June 2017. He was Director of The Mortgage Lender Limited from May 2018 to January 2019.

#### **Qualifications**

Fellow of the Chartered Banker Institute. Awarded an Honorary Doctorate from the University of Kent for services to banking.

