

All Correspondence to:  
The Trustees of the Staff Scheme  
c/o Computershare Investor Services (Ireland) Limited  
P.O. Box 13030  
3100 Lake Drive  
Citywest Business Campus  
Dublin 24  
D24 AK82  
Ireland

Shareholder Reference Number

**Form of Direction - Bank of Ireland Stock Incentive Plan (UK) Annual General Meeting ('AGM') to be held on 14 May 2019**



To cast your vote online...**It's fast, easy and secure!**  
**www.eproxyappointment.com**

You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

Control Number: **915684**

SRN:

PIN:



To view the Annual Report and Accounts, the Chairman's Letter and Notice of the AGM online, log on to [www.bankofireland.com/investor](http://www.bankofireland.com/investor)

To be effective, votes must be lodged with the Company's Registrar at:  
Computershare Investor Services (Ireland) Limited, P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland or  
through the voting website, see above, by Friday 10 May 2019 at 11.00 a.m.

**Explanatory Notes:**

1. To be effective, this Form of Direction must be lodged at the office of the Company's Registrar or through the voting website by 11.00 a.m. on Friday 10 May 2019.
2. The Annual Report and Accounts, the Chairman's Letter and Notice of the AGM are available to download at [www.bankofireland.com/investor](http://www.bankofireland.com/investor).
3. The "Vote Withheld" option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Any alterations made to this form should be initialled.

**Please see overleaf for Form of Direction**

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Bank of Ireland and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

**All Named Holders:**

# Form of Direction

Please use a **black** pen, Mark with an **X** inside the box as shown in this example.



I would like the Trustees of the Bank of Ireland Stock Incentive Plan (UK) to exercise the voting rights attached to the Ordinary Shares held for me in respect of the Resolutions relating to the AGM of Bank of Ireland Group PLC (the "Company") to be held in the **Concert Hall, RDS, Merrion Road, Ballsbridge, Dublin 4** on 14 May 2019 at 11.00 a.m. and any adjournment thereof.

Resolutions	For	Against	Vote Withheld
1. To receive and consider the Company's Financial Statements, the Report of the Directors and the Auditors' Report for the year ended 31 December 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and consider the Group Remuneration Committee Report for the year ended 31 December 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect the following Directors, by separate resolutions:			
(a) Evelyn Bourke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Ian Buchanan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Steve Pateman*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect the following Directors, by separate resolutions:			
(d) Richard Goulding*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Patrick Haren*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Andrew Keating	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Patrick Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) Francesca McDonagh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) Fiona Muldoon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(j) Patrick Mulvihill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To consider the continuation in office of KPMG as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to fix the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. † To authorise purchases of Ordinary Shares by the Company or subsidiaries.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. † To authorise the Directors to issue Ordinary Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. † To authorise the Directors to issue Ordinary Shares on a non-pre-emptive basis for cash.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. † To authorise the Directors to issue contingent equity conversion notes, and Ordinary Shares on the conversion of such notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. † To authorise the Directors to issue for cash on a non-pre-emptive basis, contingent equity conversion notes, and Ordinary Shares on the conversion of such notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

...FOLD...  
HERE

...FOLD...  
HERE

† See Chairman's Letter and Notice of AGM at [www.bankofireland.com/investor](http://www.bankofireland.com/investor)  
\* Member of Group Remuneration Committee

(Please Sign and Date in the space provided)

**Signature**

**Date**

DD / MM / YY



BOIB

04

EXT 1871

