

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the course of action to take, you should immediately consult your stockbroker, solicitor, accountant or other independent financial adviser (being, in the case of an Irish Stockholder, an adviser who is authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations, 2007 (as amended) or the Investment Intermediaries Act, 1995 or the Stock Exchange Act, 1995 (as amended) and, in the case of a UK Stockholder, an independent investment adviser authorised under the Financial Services and Markets Act 2000) or if you are resident in a territory outside Ireland and the United Kingdom, another appropriately authorised independent financial adviser.

If you have sold or transferred all your Ordinary Stock in Bank of Ireland please forward this document and the accompanying Form of Proxy to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected.

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**GOVERNOR'S LETTER TO  
HOLDERS OF ORDINARY STOCK**

and

**NOTICE OF THE ANNUAL GENERAL COURT**

on

**Wednesday, 15 June 2011 at 11 a.m.**

in the

**O'Reilly Hall, UCD, Belfield, Dublin 4**

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Notice of the Annual General Court of Bank of Ireland is set out on pages 5 to 9 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 Court **must be completed and returned** either electronically at **www.eproxyappointment.com** or to the Registrar, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland as soon as possible, **so as to reach the Registrar**, Computershare Investor Services (Ireland) Limited, **no later than 48 hours before the meeting.**

Governor

Head Office  
40 Mespil Road  
Dublin 4

12 May 2011

Dear Stockholder,

Notice of the Annual General Court (“AGC”) to be held at 11 a.m. on Wednesday, 15 June 2011, at the O’Reilly Hall, UCD, Belfield, Dublin 4 is set out on pages 5 to 9 of this document.

The Court of Directors (the “Court”) is recommending for your approval all the resolutions that will be proposed at the meeting. I will comment on the resolutions as follows:

**Resolution 1** proposes the adoption of the Report of the Directors and the Accounts for the year ended 31 December 2010.

**Resolution 2** is to receive the Report on Directors’ Remuneration as set out on pages 173 to 184 of the Annual Report for the year ended 31 December 2010.

**Resolutions 3(i) and (ii)** relate to the election of Patrick Kennedy and the re-election of Directors as outlined below.

In accordance with best practice in relation to the re-election of Directors and subject to the Bank’s Bye-Laws, all Directors are retiring at the AGC, with the exception of Mr. Tom Considine and Mr. Joe Walsh, who were nominated to the Court by the Minister for Finance.

In the interests of facilitating board renewal and a reduction in the size of the Court, Paul Haran, Dennis Holt and Heather Ann McSharry are not offering themselves for re-election and will retire from the Court at the conclusion of the AGC. Reflecting the smaller size of the Court and the balance between executive and non-executive Directors, it is appropriate to reduce the complement of executive Directors. Consequently, Denis Donovan and Des Crowley are not offering themselves for re-election to the Court.

The following Directors, being eligible, are offering themselves for re-election: Pat Molloy, Richie Boucher, Rose Hynes, Jerome Kennedy, John O’Donovan and Patrick O’Sullivan.

A biographical note in respect of each Director standing for election or re-election is contained on pages 171 and 172 in the Annual Report.

Following evaluation, the Court has concluded that each Director standing for re-election makes a valued contribution to the deliberations of the Court, continues to be effective and demonstrates continuing commitment to the role.

**Resolution 4** seeks the usual authority from Stockholders to enable the Directors to determine the remuneration of the auditors.

Apart from the ordinary business outlined above, there are 5 items of special business as follows:

#### **Resolution 5 – Renewal of authority to re-issue units of stock**

Resolution 5 seeks to determine the re-issue price range at which stock purchased and held as treasury stock may subsequently be re-issued off-market. In accordance with Bye-Law 41, the re-issue price of treasury stock for the purposes of any employee stock scheme will be the price provided for in such scheme and the re-issue price in all other circumstances will be in the range 95% to 120% of the average closing price of the stock on the Irish Stock Exchange for the five business days immediately preceding the day on which the stock is re-issued.

**Resolution 6 – Renewal of authority to call an Extraordinary General Court on 14 days’ notice for the passing of an ordinary resolution**

Resolution 6, if passed, will maintain the existing authority in the Bye-Laws which permits the Bank to convene an Extraordinary General Court on 14 clear days’ notice in writing, where the purpose of the meeting is to consider an ordinary resolution.

**Resolution 7 and Resolution 8 – Renewal of authority to allot Ordinary Stock on a non-pre-emptive basis**

Under resolution 7, the Directors are seeking authority to allot up to the equivalent of 5% of the issued Ordinary Stock *for cash* on a non-pre-emptive basis (i.e. other than on a pro rata basis to Stockholders). This approximates to a nominal amount of €26 million.

Under resolution 8, the Directors are seeking a general authority to allot and issue Ordinary Stock *otherwise than for cash*. This authority shall be for a nominal amount not exceeding, at the date of the passing of the resolution, the lesser of 10% of the issued Ordinary Stock or the authorised but unissued Ordinary Stock in the capital of the Bank.

As a result of the passing of these resolutions, Stockholders will have granted two distinct and separate authorisations empowering the Directors to allot and issue Ordinary Stock on a non-pre-emptive basis.

The authorities being sought will remain in force until 14 September 2012 or the date of the AGC in 2012, whichever is the earlier. **There are currently no plans to issue any Ordinary Stock on foot of either of these authorisations.**

**Resolutions 9(i) and (ii) – Seek authority to create distributable reserves through the cancellation of stock premium**

Under Irish company law, any dividends on the Preference Stock and Ordinary Stock must be funded from distributable reserves and any redemption of the Preference Stock or repurchase of Ordinary Stock by the Bank must be funded from the distributable reserves of the Bank or from the proceeds of a fresh issue of stock for that purpose. Section 72 of the Companies Act, 1963 enables a company, subject to Stockholder approval and the approval of the High Court, to create distributable reserves through the cancellation of stock premium.

The Bank wishes to ensure that it is not constrained from paying dividends, redeeming the Preference Stock or repurchasing the Ordinary Stock by a lack of distributable reserves in circumstances where the Bank is otherwise in a position to pay dividends, redeem the Preference Stock or repurchase the Ordinary Stock. Accordingly, a special resolution will be proposed at the AGC to seek the approval of Stockholders to the cancellation of stock premium of the Bank, the reserve created on cancellation of stock premium to be treated as distributable reserves.

The passing of resolution 9(i) will enable the Bank to take the necessary steps following the AGC to seek the approval of the High Court to the cancellation of €3.92 billion of the Bank’s stock premium account. Resolution 9(ii) seeks to give the Directors greater flexibility in relation to the implementation of Resolution 9(i). The passing of resolution 9(ii) will enable the Directors, on behalf of the Bank, to seek the approval of the High Court to the cancellation of such lesser sum as the Directors may approve at their discretion and in addition will enable the Directors to determine not to seek the approval of the High Court at all in pursuance of resolution 9(i).

**Recommendation**

The Directors believe that the above resolutions proposed to the AGC are in the best interests of the Bank and its Stockholders 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 3,492,317 units of Ordinary Stock.

**Action to be taken**

You will find a Form of Proxy accompanying this document for use in connection with the AGC. 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 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, 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 a.m. on

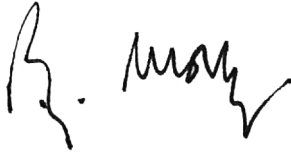
Monday, 13 June 2011. Stockholders voting electronically will need their 5-digit PIN Number, Stockholder Reference Number and the Control Number, which are all printed on the enclosed Form of Proxy. The appointment of a proxy will not preclude a Stockholder from attending and voting in person at the AGC.

If you would like to submit a question in advance of the AGC, please send it by email to [agcquestions@boi.com](mailto:agcquestions@boi.com) or send it in writing with your Form of Proxy to the Registrar by no later than 4 days in advance of the AGC. I will respond to questions raised when the item of business to which they relate is under consideration by the meeting. Any other questions submitted, that are not relevant to the meeting, will be responded to subsequently by an appropriate executive.

Finally, in the interests of protecting the environment and promoting efficiency in our company, 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 Stockholder 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.

**If you wish to attend the Annual General Court, please detach your Attendance Card from your Form of Proxy and bring it with you to the meeting.**

Yours sincerely,

A handwritten signature in black ink, appearing to read 'P. Molloy', with a stylized flourish at the end.

**Patrick J Molloy**  
Governor

## NOTICE OF THE ANNUAL GENERAL COURT

**NOTICE IS HEREBY GIVEN that the Annual General Court of The Governor and Company of the Bank of Ireland (the "Bank") will be held on Wednesday, 15 June 2011, at 11 a.m. in the O'Reilly Hall, University College Dublin, Belfield, Dublin 4, Ireland, for the following purposes:-**

1. To receive the Report of the Directors and the Accounts for the year ended 31 December 2010.
2. To receive the Report on Directors' Remuneration for the year ended 31 December 2010.
3. (i) To elect Patrick Kennedy as a Director.  
(ii) To re-elect the following Directors, by separate resolutions:-
  - (a) Pat Molloy
  - (b) Richie Boucher
  - (c) Rose Hynes
  - (d) Jerome Kennedy
  - (e) John O'Donovan
  - (f) Patrick O'Sullivan

*Biographical information in respect of each Director is provided on pages 171 and 172 in the Annual Report. Please also refer to the Governor's Letter to Stockholders.*

4. To authorise the Directors to determine the remuneration of the auditors.
5. To consider and, if thought fit, pass the following resolution as a special resolution:-

"THAT, for the purposes of Section 209 of the Companies Act, 1990 (the "1990 Act"), the re-issue price range at which any units of treasury stock for the time being held by the Bank may be re-issued off-market shall be determined in accordance with Bye-Law 41 of the Bye-Laws of the Bank.

This resolution shall take effect and the authority 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 Court of the Bank after the passing of this resolution or 14 December 2012 unless previously varied or renewed in accordance with the provisions of Section 209 of the 1990 Act."
6. To consider and, if thought fit, pass the following resolution as a special resolution:-

"THAT a General Court, other than an Annual General Court and other than a General Court called for the passing of a special resolution, may be called by not less than 14 clear days' notice in writing."
7. To consider and, if thought fit, pass the following resolution as a special resolution:-

"THAT the Directors be and are hereby generally empowered to issue, allot, grant options over or otherwise dispose of Ordinary Stock of the Bank for cash on a non-pre-emptive basis (including the issue of securities convertible into Ordinary Stock) 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 Stock of a nominal amount of €26 million; and
  - (ii) expire on 14 September 2012 or on the date of the Annual General Court of the Bank in 2012, whichever is the earlier; and

PROVIDED FURTHER THAT any Ordinary Stock which may be issued pursuant to any employee stock issue or stock option scheme approved by a General Court shall be disregarded for the purpose of both the maximum limit and the expiry date set out above."
8. To consider and, if thought fit, pass the following resolution as a special resolution:-

"THAT the Directors be and are hereby generally empowered to issue, allot, grant options over or otherwise dispose of Ordinary Stock of the Bank otherwise than for cash on a non-pre-emptive basis (including the issue of securities convertible into Ordinary Stock) 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 Stock of a nominal amount, at the date of the passing of the resolution, of the lesser of 10% of the issued Ordinary Stock or the authorised but unissued Ordinary Stock in the capital of the Bank; and
- (ii) expire on 14 September 2012 or on the date of the Annual General Court of the Bank in 2012, whichever is the earlier; and

PROVIDED FURTHER THAT any Ordinary Stock which may be issued pursuant to any employee stock issue or stock option scheme approved by a General Court shall be disregarded for the purpose of both the maximum limit and the expiry date set out above.”

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

“THAT subject to and with the consent of the High Court:-

- (i) the stock premium of the Bank be reduced by cancelling €3.92 billion of the stock premium of the Bank (or such lesser amount as determined in accordance with paragraph (ii) below), the reserve resulting from the cancellation of the stock premium to be treated as profits available for distribution as defined by Section 45 of Companies (Amendment) Act, 1983; and
- (ii) the Directors be and they are hereby authorised to determine, on behalf of the Bank, to proceed to seek the approval of the High Court to a reduction of stock premium for such lesser amount as the Directors may approve in their absolute discretion or to determine not to proceed to seek the approval of the High Court at all in pursuance of paragraph (i) above.”

**By Order**  
**Helen Nolan, Secretary**  
**Bank of Ireland**  
**Head Office**  
**40 Mespil Road**  
**Dublin 4**

**12 May 2011**

## Notes

### Entitlement to attend and vote

1. Only those Stockholders who are holders of fully paid units of capital stock of the Bank and are registered on the Bank's register of members at:
  - 6 p.m. on 13 June 2011 (being the record date specified by the Bank for eligibility for voting pursuant to section 134A of the Companies Act 1963 and Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations, 1996); or
  - if the Annual General Court is adjourned, at 6 p.m. on the day two days prior to the adjourned Annual General Court,

shall be entitled to participate and vote at the Annual General Court.

### Website giving information regarding the Annual General Court

2. Information regarding the Annual General Court, including the information required by section 133A(4) of the Companies Act, 1963, is available from [www.bankofireland.com/investor](http://www.bankofireland.com/investor).

### Attending in person

3. The Annual General Court will be held at 11 a.m. If you wish to attend the Annual General Court in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the Annual General Court to allow time for registration. Please bring the Attendance Card attached to your Form of Proxy and present it at the Stockholder registration desk before the commencement of the Annual General Court.

### Electronic Participation

4. Stockholders can appoint a proxy and give voting instructions electronically by logging on to the website of the Bank's Registrars, Computershare Investor Services (Ireland) Limited: [www.eproxyappointment.com](http://www.eproxyappointment.com). Stockholders will need their 5-digit PIN Number, Stockholder Reference Number and the Control Number, which are all printed on the enclosed Form of Proxy.

### Voting by Corporate Representatives

5. Any corporation sole or body corporate which is a member of the Bank 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 at any General Court of the Bank.

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 he represents as that representative could exercise if he were an individual member of the Bank present in person.

### Appointment of proxies

6. A Stockholder who is entitled to attend, speak, ask questions and vote at the Annual General Court is entitled to appoint a proxy to attend, speak, ask questions and vote instead of him. A Stockholder may appoint more than one proxy to attend, speak, ask questions and vote at the Annual General Court in respect of stock held in different securities accounts. A Stockholder 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 stock held by that Stockholder. A proxy need not be a Stockholder of the Bank. If you wish to appoint more than one proxy then please contact the Bank's Registrars, Computershare Investor Services (Ireland) Limited, on +353 1 247 5414 or via electronic means by sending an email to the Registrars at [clientservices@computershare.ie](mailto:clientservices@computershare.ie).
7. A Form of Proxy for use by Stockholders is enclosed with this Notice of Annual General Court (or is otherwise being delivered to Stockholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a Stockholder from attending the Annual General Court and voting in person should they wish to do so.

### **Completion of a Form of Proxy**

8. 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 Bank's Registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland not later than 48 hours before the Annual General Court or adjourned Annual General Court or (in the case of a poll taken otherwise than at or on the same day as the Annual General Court or adjourned Annual General Court) at least 48 hours before the taking of the poll at which it is to be used.

### **Appointment of a proxy by a CREST Member**

9. CREST Members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Court 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.
10. 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 Euroclear's 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 Bank's Registrars, Computershare Investor Services (Ireland) Limited, (ID Number 3RA50) by the latest time(s) for receipt of proxy appointments specified in this Notice of Annual General Court or adjourned Annual General Court. 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.
11. CREST Members and, where applicable, their CREST Sponsors or voting service providers, should note that Euroclear 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 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Bank may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996.

### **Questions at the Annual General Court**

12. Under section 134C of the Companies Act, 1963, the Bank must (subject to any reasonable measures the Bank may take to identify Stockholders) answer any question you ask relating to the business being dealt with at the Annual General Court unless:
  - (i) answering the question would interfere unduly with the preparation for the Annual General Court or the confidentiality and business interests of the Bank; or
  - (ii) the answer has already been given on a website in the form of an answer to a question; or
  - (iii) it appears to the Chairman of the Annual General Court that it is undesirable in the interests of the good order of the Court that the question be answered.

### **Submission of questions**

13. If you wish to submit a question in advance of the Annual General Court, please send your question(s) in writing by email to [agcquestions@boi.com](mailto:agcquestions@boi.com) or send it in writing with your Form of Proxy to the Registrar by no later than 4 days in advance of the Annual General Court.



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

14. Stockholders holding 3% or more of the units of Ordinary Stock may table a draft resolution for an item on the agenda in accordance with the terms of section 133B of the Companies Act, 1963, subject to any contrary provision in company law. 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 Secretary no later than 42 days in advance of the Annual General Court. Furthermore, Stockholders are reminded that there are provisions in company law which impose other conditions on the right of Stockholders to propose resolutions at any General Court of the Bank.
15. Stockholders holding 3% or more of the units of Ordinary Stock may put an item on the agenda of the AGC in accordance with Section 133B of the Companies Act, 1963. In order to exercise this right, written details of the item the Stockholders wish to have included in the Annual General Court agenda together with a written explanation as to why the item is to be included in the agenda must be received by the Secretary no later than 42 days in advance of the Annual General Court.

### **Voting on a Poll**

16. Pursuant to Section 138 of the Companies Act, 1963 where a poll is taken at the Annual General Court, a Stockholder, present in person or by proxy, holding more than one unit of stock need not cast all his / her votes in the same way.

### **Outstanding Stock Options**

17. As at 10 May 2011 (being the latest practicable date prior to publication of this Notice), the outstanding stock options issued by the Bank would result in the issue of 8,185,791 new units of Ordinary Stock if such stock options were to be exercised.

### **1992 Preference Stockholders**

18. Holders of the Sterling and euro Preference Stock, although entitled to receive copies of the Annual Report and Notice of any General Court, are not entitled to attend and vote at this meeting in respect of their holding of such stock.

## LOCATION MAP

The O'Reilly Hall is situated inside the main entrance to the campus of University College Dublin, Belfield. Located four miles on the south side of Dublin city centre, the campus is accessible from the Stillorgan Dual Carriageway. Car parking is available in Car Park No. 2.

