

Stockholder Reference Number

Bank of Ireland Stock Incentive Plan (UK) Form of Direction - Extraordinary General Court ('EGC') to be held on 28 April 2017



To cast your vote online...**It's fast, easy and secure!**
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You will be asked to enter the Control Number, the Stockholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

Control Number: 914330

SRN:

PIN:



To view the Circular and Notice of the EGC online, log on to www.bankofireland.com/investor

**To be effective, completed Forms of Direction must be lodged with the Company's Registrar at:
Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland or through
the voting website, see above, by Tuesday 25th April 2017 at 2.15 p.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 2.15 p.m. on Tuesday 25th April 2017.
2. The Circular and Notice of the EGC are available to download at 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 Stock held for me in respect of the Resolutions to be proposed at the Extraordinary General Court of the Governor and Company of the Bank of Ireland (the "Company") to be held in the **Aviva Stadium, Lansdowne Road, Dublin 4, Ireland** on 28 April 2017 at 2.15 p.m. (or, if later, as soon as possible after the conclusion or adjournment of the High Court Convened Stockholder Meeting to be held at the same venue on 28 April 2017 at 2.00 p.m.) and any adjournment thereof in the following manner:

Resolutions	For	Against	Vote Withheld
1. To approve the Scheme of Arrangement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the reduction of the issued capital stock of the Company pursuant to the Scheme of Arrangement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Directors to allot stock to Bank of Ireland Group plc in connection with the Scheme of Arrangement and apply the reserves of the Company to pay up such stock.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve amendments to the Bye-Laws.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve, on an advisory basis, the creation of distributable reserves in Bank of Ireland Group plc following implementation of the Scheme of Arrangement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

FOLD
HERE

FOLD
HERE

(Please Sign and Date in the space provided)

Signature

Date

DD / MM / YY



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