

Stockholder Reference Number

Form of Direction - Bank of Ireland Stock Incentive Plan (UK) Annual General Court ('AGC') to be held on 28 April 2016



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

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: 913522

SRN:

PIN:



To view the Annual Report and Accounts, the Governor's Letter and Notice of the AGC online, log on to 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 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland or through
the voting website, see above, by Friday 22 April 2016 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 22 April 2016.
2. The Annual Report and Accounts, the Governor's Letter and Notice of the AGC 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 relating to the Annual General Court of The Governor and Company of the Bank of Ireland (the "Company") to be held in the **O'Reilly Hall, UCD, Belfield, Dublin 4, Ireland** on 28 April 2016 at 11.00 a.m. and any adjournment thereof.

Resolutions

	For	Against	Vote Withheld
1. To consider the Report of the Directors, the Auditors' Report and the Accounts for the year ended 31 December 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To consider the Report on Directors' Remuneration for the year ended 31 December 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. (i) To elect Fiona Muldoon a Director of the Court.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(ii) To re-elect the following Directors, by separate resolutions:			
(a) Kent Atkinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Richie Boucher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Pat Butler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Patrick Haren	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Archie G Kane	<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) Davida Marston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) Brad Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(j) Patrick Mulvihill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the Directors to fix the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise purchases of Ordinary Stock by the Bank or subsidiaries.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To determine the re-allotment price range for Treasury Stock.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise the Directors to issue stock.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To renew the Directors' authority to issue Ordinary Stock on a non-pre-emptive basis for cash.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the Directors to issue contingent equity conversion notes, and Ordinary Stock on the conversion of such notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the Directors to issue for cash on a non-pre-emptive basis, contingent equity conversion notes, and Ordinary Stock on the conversion of such notes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To maintain the existing authority to convene an EGC by 14 days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To adopt amended Bye-Laws of the Bank.	<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



BOIB

10

EXT0396

