

The Governor and Company of the Bank of Ireland (the "Company") invites you to attend the Extraordinary General Court ("EGC") of 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.).

Stockholder Reference Number

Ordinary Stock ("Stock") Form of Proxy - Extraordinary General Court ("EGC") to be held on 28 April 2017



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: 914329

SRN:

PIN:



To view the Circular and Notice of the EGC online, log on to www.bankofireland.com/investor
To submit a question in advance, send your email to: egc2017questions@boi.com or write to the Registrar's address given below.
If you wish to receive future stockholder communications by email please register your email address at www.computershare.com/ie/ecomms

To be effective, completed Forms of Proxy 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 Wednesday 26 April 2017 at 2.15 p.m.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a Stockholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). A Stockholder may appoint more than one proxy to attend and vote at the meeting 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 the Stockholder. If the proxy is being appointed in relation to less than your full voting entitlement please enter in the box next to the proxy holder's name (see reverse) the number of units of Stock in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a Stockholder, the full voting entitlement for that designated account). Where a poll is taken at the EGC, a Stockholder present in person or proxy, holding more than one unit of Stock, is not required to cast all their votes in the same way.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 247 5414 or you may photocopy **the reverse only** of this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of units of Stock in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A Stockholder wishing to appoint a proxy by electronic means may do so on the Registrar's website www.eproxyappointment.com. Details of the requirements are set out in the box above. A Stockholder who wishes to appoint more than one proxy by electronic means must contact the Registrar by sending an email to clientservices@computershare.ie
- To be effective, the completed Form of Proxy, together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out above.
- 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.
- Pursuant to Section 1105 of the Companies Act, 2014 and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6 p.m. on the day which is two days before the date of the meeting (or in the case of an adjournment as at 6 p.m. on the day which is two days before the date of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 2.15 p.m. on Wednesday 26 April 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +353 1 247 5414 to request a change of address form or go to www.investorcentre.com/ie to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The appointment of a proxy will not preclude a Stockholder from attending the meeting and voting in person.

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:

Poll Card

To be completed **only** at the EGC when the Poll is called (if required).

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"/>

Signature _____

Form of Proxy

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



I/We hereby appoint the Chairman of the meeting OR the following person

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Please leave this box blank if you have selected the Chairman. Do not insert your own name(s) as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf on any matter at the Extraordinary General Court of the Company to be held in the **Aviva Stadium, Lansdowne Road, Dublin 4, Ireland** on Friday, 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 at any adjourned meeting thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

* For the appointment of more than one proxy, please refer to Explanatory Notes 2 and 6 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

FOLD HERE

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

I/We would like my/our proxy to vote on the resolutions proposed at the EGC as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary)

Signature

Date

DD/ MM/ YY

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