

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the course of action to take, you should consult an appropriate independent professional adviser who, if you are taking advice in Ireland, is authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations, 2007 (as amended) or the Investment Intermediaries Act, 1995 (as amended), or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 (as amended), or if you are resident in a territory outside Ireland and the United Kingdom, another appropriately authorised independent professional adviser.

If you have sold or transferred all your Ordinary Stock please forward this document and the accompanying Form of Proxy to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

**and**

**NOTICE OF THE ANNUAL GENERAL COURT**

**on**

**Thursday, 28 April 2016 at 11.00 a.m.**

**in the**

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

Notice of the Annual General Court of The Governor and Company of the Bank of Ireland ("Bank of Ireland" or the "Bank") is set out on pages 6 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](http://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 **no later than 11.00 a.m. on Tuesday, 26 April 2016.**

Governor  
**Bank of Ireland**  
40 Mespil Road  
Dublin 4

14 March 2016

Dear Stockholder,

Notice of the Annual General Court (“AGC”) to be held at 11.00 a.m. on Thursday, 28 April 2016, in the O’Reilly Hall, UCD, Belfield, Dublin 4 is set out on pages 6 to 9 of this document.

The following resolutions will be proposed at the AGC. I will comment on the resolutions as follows:

**Resolution 1** to consider the Report of the Directors, the Auditors’ Report and the Accounts for the year ended 31 December 2015.

**Resolution 2** to consider the Report on Directors’ Remuneration as set out on pages 148 to 156 of the Annual Report for the year ended 31 December 2015.

**Resolutions 3(i)—(ii)**, which are proposed as separate resolutions, relate to the election and the re-election of Directors as outlined below.

In accordance with the UK Corporate Governance Code, which recommends that Directors put themselves forward for re-election annually and subject to the Bank’s Bye-Laws, all Directors are retiring at the AGC, with the exception of Tom Considine, who was nominated to the Court by the Minister for Finance.

Fiona Muldoon was appointed to the Court on 12 June 2015 and, being eligible, is offering herself for election. The following Directors, being eligible, are offering themselves for re-election: Kent Atkinson, Richie Boucher, Pat Butler, Patrick Haren, Archie G Kane, Andrew Keating, Patrick Kennedy, Davida Marston, Brad Martin and Patrick Mulvihill.

Following evaluation, the Court has concluded that each Director standing for election and re-election makes a valued contribution to the deliberations of the Court, continues to be effective and demonstrates continuing commitment to their role. A summary of the skills and experience brought by each Director to the Court is summarised in Appendix 1.

**Resolution 4** seeks the usual authority from Stockholders to enable the Directors to fix the remuneration of the Auditors.

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

#### **Resolution 5—Authority to purchase own Ordinary Stock**

Resolution 5, which is being proposed as a special resolution, seeks to authorise the Bank, or any of its subsidiaries, to purchase up to 10% of its own Ordinary Stock. The authority will, if granted, remain in force until **28 July 2017** or the date of the AGC in 2017, whichever is the earlier. The Directors do not have any current intention to exercise the power to purchase the Bank’s own Ordinary Stock.

Any such purchases would be made only at a price level that the Directors considered to be in the best interest of Stockholders generally, after taking into account the Bank’s overall financial position and regulatory capital obligations and requirements. In addition, the authority being sought will provide that the minimum price which may be paid for such stock units shall not be less than the nominal value of the Ordinary Stock and the maximum price shall be the higher of 105% of the average market price of such

Ordinary Stock and the amount stipulated by Article 5(1) of the EU Market Abuse (Buyback and Stabilisation) Regulation 2003.

Resolution 5 is conditional upon the passing of resolution 12 (Adoption of new Bye-Laws).

#### **Resolution 6—Renewal of authority to re-allot Treasury Stock**

Resolution 6, which will be proposed as a special resolution, seeks to determine the re-allotment price range at which stock purchased and held as Treasury Stock may subsequently be re-allotted off-market. In accordance with Bye-Law 41, the minimum re-allotment price of Treasury Stock for the purposes of any scheme (as defined in Bye-Law 41) will be the allotment price provided for in such scheme and in all other circumstances the minimum re-allotment price of Treasury Stock will be 95% 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-allotted. The maximum re-allotment price of Treasury Stock will be 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-allotted. The authority being sought will, if granted, remain in force until **28 October 2017** or the date of the AGC in 2017, whichever is the earlier, unless previously varied or renewed in accordance with company law.

#### **Resolution 7—Authority to allot Ordinary Stock**

Resolution 7 is the general authority of the Directors to issue Ordinary Stock subject to statutory pre-emption rights to the extent applicable and is proposed in accordance with the Investment Association (“IA”) guidelines on Directors’ authority to allot shares.

The IA guidelines permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of a company’s issued share capital, provided that any issuance under that authority in excess of one-third of a company’s issued share capital can only be used to allot shares pursuant to a fully pre-emptive rights issue.

Resolution 7 seeks in accordance with the IA guidelines a renewal of the general authority granted by Stockholders at the 2015 AGC to allot Ordinary Stock up to a maximum of 10,600,000,000 units of Ordinary Stock of €0.05 each (representing approximately 33% of the existing issued Ordinary Stock of the Bank) subject to statutory pre-emption rights where applicable. Resolution 7 also seeks authority in accordance with the IA guidelines for the Directors to issue up to a maximum of a further 10,600,000,000 units of Ordinary Stock of €0.05 each (representing approximately 33% of the existing issued Ordinary Stock of the Bank) which could only be allotted pursuant to a rights issue (i.e. an offer of rights to subscribe for Ordinary Stock made to existing Stockholders in proportion to their holdings of Ordinary Stock and where there is an entitlement to sell those subscription rights).

The authority being sought, if granted, will remain in force until **28 July 2017** or the date of the AGC in 2017, whichever is the earlier. **There are currently no plans to issue any Ordinary Stock on foot of this authorisation.**

#### **Resolution 8—Renewal of authority to allot Ordinary Stock on a non pre-emptive basis**

Resolution 8, which will be proposed as a special resolution, proposes that the Directors’ authority to allot Ordinary Stock for cash up to a designated limit without offering them first to the other Ordinary Stockholders be renewed.

The Pre-emption Group’s Statement of Principles, as updated in March 2015, has increased companies’ supported authority to issue shares for cash otherwise than in connection with a pre-emptive offer from 5% to 10%, provided that the additional 5% is used in connection with an acquisition or specified capital investment.

This authority in resolution 8 is limited to an allotment pursuant to a rights issue authorised under resolution 7 and up to 3,200,000,000 units of Ordinary Stock (representing approximately 10% of the Bank’s issued Ordinary Stock) otherwise than in connection with an offer to Ordinary Stockholders in accordance with their pre-emption rights.

The Court of Directors intends to adhere to the provisions in the Pre-emption Group's Statement of Principles, and not to allot Ordinary Stock for cash on a non pre-emptive basis pursuant to the authority in resolution 8:

- (i) in excess of an amount equal to 5% of the total issued Ordinary Stock of the Bank excluding Ordinary Stock held in treasury; or
- (ii) in excess of an amount equal to 7.5% of the total issued Ordinary Stock of the Bank excluding Ordinary Stock held in Treasury Stock within a rolling three-year period, without prior consultation with Stockholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authorities being sought, if granted, will remain in force until **28 July 2017** or the date of the AGC in 2017, whichever is the earlier. **There are currently no plans to issue any Ordinary Stock on foot of this authorisation.**

#### **Resolutions 9 and 10—Authority to allot Ordinary Stock on conversion or exchange of Additional Tier 1 Contingent Equity Conversion Notes**

In addition and separate to resolutions 7 and 8, under resolutions 9 and 10, the Directors are seeking a general authority in the terms of the resolutions to issue Additional Tier 1 Contingent Equity Conversion Notes ("AT1 ECNs") and to allot Ordinary Stock issued upon conversion or exchange of AT1 ECNs without first offering them to existing Stockholders. If passed, the resolutions will authorise the Directors to issue AT1 ECNs and in the event of conversion of AT1 ECNs to allot Ordinary Stock on a non-pre-emptive basis up to an aggregate of 5,000,000,000 units of Ordinary Stock of €0.05 each, which approximates to 15% of the issued Ordinary Stock of the Bank as at 8 March 2016, the latest practicable date before the publication of this document.

The authority sought in these resolutions will provide the Directors with a degree of flexibility to comply with, or maintain compliance with, regulatory capital requirements or targets applicable to the Bank or its subsidiaries (together the "Group").

AT1 ECNs are debt instruments that will convert or exchange the holder's claim into Ordinary Stock if a defined trigger event occurs. This trigger event will be defined in the terms and conditions of any future issuance but is expected to reference the Group's Common Equity Tier 1 ("CET1") capital ratio. If the CET1 ratio falls below a specified level, the instrument will convert to Ordinary Stock. A non-viability event may also lead to a conversion or exchange of the AT1 ECNs into Ordinary Stock.

The authority sought in these resolutions 9 and 10 is consistent with the authority sought at the AGC in 2015.

The authority being sought will, if granted, remain in force until 28 July 2017 or the date of the AGC in 2017, whichever is the earlier, unless previously varied or renewed in accordance with company law. Resolution 9 authorises the issue of AT1 ECNs and resulting Ordinary Stock and is proposed as an ordinary resolution. Resolution 10 authorises the disapplication of statutory pre-emption rights in respect of such issuances and is proposed as a special resolution. The resolutions are in addition to the authorities sought in resolutions 7 and 8.

#### **Resolution 11—Renewal of authority to call an Extraordinary General Court on 14 days' notice for the passing of an ordinary resolution**

Resolution 11 is proposed as a special resolution. If passed, it 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. The additional flexibility afforded by this authority will only be used in limited and time sensitive circumstances where it would clearly be to the advantage of Stockholders as a whole.

#### **Resolution 12—Adoption of new Bye-Laws**

The Companies Act 2014 was commenced on 1 June 2015. The purpose of resolution 12, which is proposed as a special resolution, is to amend the Bye-Laws of the Bank in order to bring them into line with the

provisions of the Companies Act 2014 applicable to the Bank, together with a number of tidy-up changes. A summary of the proposed changes and the rationale for each of them is set out in Appendix 2 attached to this letter. A copy of the Bye-Laws in the form amended by this resolution is available on the Bank's website [www.bankofireland.com/investor](http://www.bankofireland.com/investor) and will also be available for inspection at the registered office of the Bank during business hours on any business day from the date of the notice of AGC up to and including the date of the AGC as well as being available at the AGC on 28 April 2016.

### **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 1,503,874 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 11.00 a.m. on Tuesday, 26 April 2016. 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 four business days in advance of the AGC. I will respond to questions raised at the meeting when the item of business to which they relate is under consideration by the meeting. Any other questions submitted that are not related to the business of the meeting will be responded to subsequently by an appropriate executive.

Finally, in the interests of protecting the environment and promoting efficiency in Bank of Ireland, 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.

Stockholders who have consented or have been deemed to consent to receive the Annual Report and other Stockholder communications electronically will receive notice of General Courts electronically.

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

Yours faithfully,



**Archie G Kane**  
Governor

## NOTICE OF THE ANNUAL GENERAL COURT

**NOTICE IS HEREBY GIVEN that the Annual General Court (“AGC”) of The Governor and Company of the Bank of Ireland (the “Bank”) will be held on Thursday, 28 April 2016, at 11.00 a.m. in the O’Reilly Hall, UCD, Belfield, Dublin 4 for the following purposes:**

### ORDINARY BUSINESS

1. To consider the Report of the Directors, the Auditors’ Report and the Accounts for the year ended 31 December 2015.
2. To consider the Report on Directors’ Remuneration for the year ended 31 December 2015.
3. (i) To elect Fiona Muldoon a Director of the Court.  
(ii) To re-elect the following Directors, by separate resolutions:
  - (a) Kent Atkinson
  - (b) Richie Boucher
  - (c) Pat Butler
  - (d) Patrick Haren
  - (e) Archie G Kane
  - (f) Andrew Keating
  - (g) Patrick Kennedy
  - (h) Davida Marston
  - (i) Brad Martin
  - (j) Patrick Mulvihill
4. To authorise the Directors to fix the remuneration of the Auditors.

### SPECIAL BUSINESS

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

“THAT

- (a) subject to resolution 12 set out in the Notice of this AGC being duly passed, the Bank and/or any subsidiary (as such expression is defined by section 7 of the Companies Act 2014) of the Bank be generally authorised to make market purchases (as defined by section 1072 of the Companies Act 2014) of units of Ordinary Stock of the Bank having a nominal value of €0.05 each on such terms and conditions and in such manner as the Directors or, as the case may be, the directors of such subsidiary, may from time to time determine but subject, however, to the provisions of the Companies Act 2014 and to the following restrictions and provisions:
  - (i) the maximum number of units of Ordinary Stock authorised to be acquired pursuant to the terms of this resolution shall, subject to the proviso hereinafter set out, not exceed 3,200,000,000 units of Ordinary Stock;
  - (ii) the minimum price which may be paid for any units of Ordinary Stock to be purchased shall be the nominal value thereof;
  - (iii) the maximum price (excluding expenses) which may be paid for any such units of Ordinary Stock to be purchased shall be the higher of:
    - (A) 5% above the average of the closing quotation prices of such units of Ordinary Stock as published in the Irish Stock Exchange Daily Official List (or any successor publication thereto) for the five business days immediately preceding the day of purchase, and, in respect of any business day on which there shall be no dealing in such units of Ordinary Stock on the Irish Stock Exchange, the price which is equal to the midpoint between the high and low market guide prices in respect of such units of Ordinary Stock for that business day, or if there shall be only one such market guide price so published, the market guide price so published; such prices shall be as published in the Irish Stock Exchange Daily Official List (or any successor publication thereto);
    - (B) the amount stipulated by Article 5(1) of the Market Abuse (Buyback and Stabilisation) Regulation 2003 and any corresponding provision of any replacement legislation, being the value of a unit of Ordinary Stock calculated on the basis of the higher of the price quoted for:
      - (i) the last independent trade of; and

- (ii) the highest current independent bid or offer for any number of Ordinary Stock on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out.

If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange or its equivalent.

This resolution shall take effect and the authorities 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 **28 July 2017** unless previously varied, revoked or renewed in accordance with the provisions of section 1074 of the Companies Act 2014. The Bank or any such subsidiary may before such expiry enter into a contract for the purchase of units of Ordinary Stock which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authorities conferred hereby had not expired.”

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

“THAT, for the purposes of section 109 and/or 1078 of the Companies Act 2014, to the extent applicable to the Bank, the re-allotment price range at which any units of Treasury Stock for the time being held by the Bank may be re-allotted (including by way of re-allotment 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 **28 October 2017** or on the date of the Annual General Court of the Bank in 2017, whichever is the earlier, unless previously varied or renewed in accordance with the provisions of section 109 and 1078 of the Companies Act 2014 (as applicable) and is without prejudice or limitation to any other authority of the Bank to re-allot Treasury Stock on-market.”

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Bank to issue and allot relevant securities (within the meaning of section 1021 of the Companies Act 2014) and Treasury Stock (within the meaning of section 1078 of the Companies Act 2014) of the Bank up to an aggregate of:

- (i) 10,600,000,000 units of Ordinary Stock of €0.05 each; and
- (ii) a further 10,600,000,000 units of Ordinary Stock of €0.05 provided that (i) they are equity securities (within the meaning of section 1023(1) of the Companies Act 2014) and (ii) they are offered by way of a rights issue to holders of Ordinary Stock on the register of stockholders at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary stockholders are proportionate (as nearly as may be practicable) to the respective numbers of units of Ordinary Stock held by them on any such record dates, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas stockholders, fractional entitlements or otherwise (a “Rights Issue”);

provided that this authority shall expire at the close of business on the date of the Annual General Court of the Bank to be held in 2017 or on **28 July 2017**, whichever is earlier, save that the Bank may before such expiry make an offer or agreement which would or might require relevant securities to be issued and allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.”

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 and allot equity securities (within the meaning of section 1023(1) of the Companies Act 2014) for cash and Treasury Stock (within the meaning of section 1078 of the Companies Act 2014) pursuant to the authority

conferred on the Directors by resolution 7 as if section 1022(1) of the Companies Act 2014 did not apply provided that this power shall be limited to the issue and allotment of:

- (i) the aggregate number of units of Ordinary Stock of €0.05 authorised to be issued pursuant to a Rights Issue (as defined in paragraph (ii) of resolution 7) pursuant to paragraphs (i) and (ii) of resolution 7; and
- (ii) 3,200,000,000 units of Ordinary Stock of €0.05 each (otherwise than pursuant to paragraph (i) of this resolution 8);

provided that this authority shall expire at the close of business on the date of the Annual General Court of the Bank to be held in 2017 or **28 July 2017**, whichever is earlier, save that the Bank may before such expiry make an offer or agreement which would or might require such securities to be issued and allotted after such expiry and the Directors may allot such securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.”

9. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT in addition and separate to the authority granted by resolution 7, the Directors be and are hereby generally empowered pursuant to section 1021 of the Companies Act 2014 to issue, allot, grant options over or otherwise dispose of:

- (a) Additional Tier 1 contingent equity conversion notes that automatically convert into or are exchanged for Ordinary Stock in the Bank in prescribed circumstances (“AT1 ECNs”) where the Directors consider that such issuance of AT1 ECNs would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory capital requirements or targets applicable to the Bank and/or the Bank and its subsidiaries from time to time; and
- (b) Ordinary Stock pursuant to the conversion or exchange of AT1 ECNs, 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 up to a maximum aggregate nominal amount of 5,000,000,000 units of Ordinary Stock of €0.05 each and of AT1 ECNs convertible or exchangeable into Ordinary Stock up to such maximum aggregate nominal amount;
- (ii) expire on **28 July 2017** or at the close of business on the date of the Annual General Court of the Bank to be held in 2017, whichever is the earlier, but so that the Bank may make offers and enter into agreements before the authority expires which would or might require AT1 ECNs or Ordinary Stock to be issued or allotted or rights to subscribe for or to convert or exchange any security into Ordinary Stock to be granted after the authority expires and the Directors may allot stock or grant such rights under any such offer as if the authority had not expired.”

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

“THAT in addition and separate to the authority granted by resolution 8, the Directors be and are hereby generally empowered to issue, allot, grant options over or otherwise dispose of equity securities (within the meaning of section 1023(1) of the Companies Act 2014) or a right to subscribe for, or convert any securities into, Ordinary Stock, including AT1 ECNs (as defined in resolution 9) and any Ordinary Stock issued pursuant to the conversion or exchange of AT1 ECNs) of the Bank for cash pursuant to the authority conferred on the Directors by resolution 9 above as if section 1022(1) of the Companies Act 2014 did not apply up to a maximum aggregate amount provided for in paragraph (b)(i) of resolution 9, provided that this authority shall expire at the close of business on the date of the Annual General Court of the Bank to be held in 2017 or **28 July 2017**, whichever is earlier, but so that the Bank may make offers and enter into agreements before the authority expires which would or might require AT1 ECNs or Ordinary Stock to be issued or allotted or rights to subscribe or convert or exchange any security into Ordinary Stock to be granted after the authority expires and the Directors may allot stock or grant such rights under any such offer as if the authority had not expired.”



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

“THAT an Extraordinary General Court (other than an Extraordinary General Court called for the passing of a special resolution) may be called by not less than 14 clear days’ notice in writing in accordance with Bye-Law 47 (b).”

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

“THAT, the Bye-Laws of the Bank which have been signed by the Secretary for identification purposes and which have been available for inspection at the registered office of the Bank since the date of the Notice of this AGC be and are hereby adopted as the new Bye-Laws of the Bank in substitution for and to the exclusion of the existing Bye-Laws of the Bank.”

**By Order  
Helen Nolan  
Group Secretary  
Bank of Ireland  
40 Mespil Road  
Dublin 4**

**14 March 2016**

## 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 26 April 2016 (being the record date specified by the Bank for eligibility for voting); or
  - if the AGC is adjourned, at 6 p.m. on the day two days prior to the adjourned AGCshall be entitled to participate and vote at the AGC.

### Website giving information regarding the Annual General Court

2. This AGC notice, details of the total number of stock and voting rights at the date of giving this notice, the documents to be submitted to the meeting, copies of any draft resolutions and copies of the forms to be used to vote by proxy are available on the Bank's website at: [www.bankofireland.com/investor](http://www.bankofireland.com/investor).

### Attending in person

3. The AGC will be held at 11.00 a.m. If you wish to attend the AGC in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the AGC 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 AGC.

### Electronic Participation

4. Stockholders can appoint a proxy and give voting instructions electronically by logging on to the website of the Bank's Registrar, Computershare Investor Services (Ireland) Limited: [www.eproxyappointment.com](http://www.eproxyappointment.com) Stockholders will need their 5-digit PIN Number, Stockholder Reference Number and Control Number, which you will receive on your Form of Proxy or via email if you have elected to receive Stockholder communications electronically.

### 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 they represent as that representative could exercise if they 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 AGC 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 AGC 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 Registrar, Computershare Investor Services (Ireland) Limited, on +353 1 247 5414 or via electronic means by sending an email to the Registrar at [clientservices@computershare.ie](mailto:clientservices@computershare.ie)
7. A Form of Proxy for use by Stockholders is enclosed with this Notice of AGC (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 AGC and voting in person should they wish to do so.

8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names appear on the register of members.

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

9. 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 Registrar, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland not later than 48 hours before the AGC or adjourned AGC or (in the case of a poll taken otherwise than at or on the same day as the AGC or adjourned AGC) at least 48 hours before the time appointed for the taking of a poll.

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

10. CREST Members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGC 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.
11. 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 EUI's (Euroclear UK and Ireland) 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 Registrar, Computershare Investor Services (Ireland) Limited, (ID Number 3RA50) by the latest time(s) for receipt of proxy appointments specified in this Notice of AGC or adjourned AGC. 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.
12. CREST Members and, where applicable, their CREST Sponsors or voting service provider(s) should note that EUI 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 provider(s) 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**

13. The Bank will (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 AGC unless:
  - (i) answering the question would interfere unduly with the preparation for the AGC or the confidentiality and business interests of the Bank; or
  - (ii) the answer has already been given on the Bank's website in a question and answer format; or
  - (iii) it appears to the Chairman of the AGC that it is undesirable in the interests of the good order of the meeting that the question be answered.

### **Submission of questions**

14. If you wish to submit a question in advance of the AGC, please send your question(s) in writing by email to **agcquestions@boi.com** or send it in writing with your Form of Proxy to the Registrar by no later than four business days in advance of the AGC.

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

15. Stockholders holding 3% or more of the units of Ordinary Stock may table a draft resolution for an item on the agenda. 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 Stockholder, clearly identifying the draft resolution and agenda item which is being supported) must be received by the Secretary at Bank of Ireland, 40 Mespil Road, Dublin 4 or by email to **agcquestions@boi.com** no later than 42 days in advance of the AGC. 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.
16. Stockholders holding 3% or more of the units of Ordinary Stock may put an item on the agenda of the AGC. In order to exercise this right, written details of the item the Stockholders wish to have included in the AGC agenda together with a written explanation as to why the item is to be included in the agenda or a draft resolution to be adopted at the AGC must be received by the Secretary no later than 42 days in advance of the AGC.

### **Voting on a Poll**

17. Where a poll is taken at the AGC, a Stockholder, present in person or by proxy, holding more than one unit of stock need not use all his/her votes or cast his/her votes in the same way.

### **Outstanding Stock Options**

18. The outstanding stock options issued by the Bank lapsed on 5 January 2016.

### **Preference Stockholders**

19. Holders of the Sterling Preference Stock 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.

## Appendix 1

### DIRECTORS

#### **Archie G Kane (63)**

##### **Governor**

Archie retired from Lloyds Banking Group plc in May 2011, where he was Group Executive Director - Insurance and Scotland. Prior to that, he held a number of senior and general management positions with Lloyds Banking Group plc and TSB Bank plc. He was Chairman of the Association of British Insurers and Chairman of the Association of Payments and Clearing Services. He is a former member of the UK Takeover Panel, the Financial Services Global Competitiveness Group, the Insurance Industry Working Group, HM Treasury Financial Services Committee and the Financial Services Advisory Board - Government of Scotland. He is a member of TheCityUK Advisory Council.

Archie has extensive experience of the financial services industry, having spent more than twenty five years in various senior commercial, strategic and operational roles in Lloyds Banking Group plc and TSB Bank plc. He is a member of the Institute of Chartered Accountants Scotland (ICAS).

**Term of Office:** Appointed to the Court in June 2012. Appointed Governor on 29 June 2012 (3.5 years).

**Independent:** On appointment.

**External Appointments:** Trustee of the Stratford Literary Festival.

**Committee Membership:** Chairman of the Group Nomination and Governance Committee and member of the Group Remuneration Committee from June 2012 (3.5 years).

#### **Kent Atkinson (70)**

##### **Non Executive Director**

Kent was Group Finance Director of Lloyds TSB Group between 1994 and 2002. Prior to that, he held a number of senior executive appointments in Retail Banking with Lloyds, including Regional Executive Director for their South East region, and worked for twenty two years in South America and the Middle East with the Group.

In addition to his extensive commercial and financial executive experience in the financial services industry, Kent has significant experience as a Non-executive Director across a range of international companies. He currently serves as Senior Independent Director and Chairman of the Audit Committee of UK Asset Resolution Limited (which includes Bradford & Bingley plc and NRAM plc). Previous board appointments include Coca-Cola HBC AG, Cookson Group plc, Gemalto N.V., Standard Life plc, Telent plc (formerly Marconi plc) and Millicom International Cellular S.A.

Kent has significant experience in governance, risk management and financial oversight, including in the capacity of Senior Independent Director, Chair of Audit Committee of a number of entities, and as a member of Risk, Strategy and M&A, Remuneration and Nomination Committees.

**Term of Office:** Appointed to the Court in January 2012 (4 years).

**Independent:** Yes.

**External Appointments:** Member of the Board of UK Asset Resolution Limited (which includes Bradford & Bingley plc and NRAM plc), where he is the Senior Independent Director, Chairman of the Audit Committee and a member of the Risk Committee.

**Committee Membership:** Member of the Group Audit Committee since January 2012 (4 years) and Chairman since April 2012. Member of the Court Risk Committee since January 2012 (4 years).

#### **Richie Boucher (57)**

##### **Group Chief Executive Officer, Executive Director**

Richie was appointed Group Chief Executive Officer in 2009. He joined the Group as Chief Executive, Corporate Banking in December 2003 from Royal Bank of Scotland. He was appointed Chief Executive, Retail Financial Services Ireland in January 2006. He is a past President of the Institute of Banking in Ireland (2008) and of the Irish Banking Federation (2006).

Richie has over thirty years' experience in all aspects of financial services. He has held a number of key senior management roles within Bank of Ireland, Royal Bank of Scotland and Ulster Bank through which he has developed extensive leadership, strategy development, financial, people, operational and risk management skills. He is a Fellow of the Institute of Banking.

**Term of Office:** Appointed to the Court in October 2006 (9.5 years) and appointed Group Chief Executive Officer in February 2009 (7 years).

**Independent:** No.

**External Appointments:** None.

**Committee Membership:** None.

### **Pat Butler (55)**

#### **Non Executive Director**

Pat is a partner of The Resolution Group, a financial services investment firm specialising in large scale restructuring. Prior to this he spent twenty five years with McKinsey & Co., where he was a senior Director and led the firm's UK Financial Services Practice and its EMEA Retail Banking Practice. At McKinsey & Co., he advised banks, insurance companies and asset managers in the UK, US, Australia, South Africa, Middle East and several European countries, as well as a range of companies outside financial services, on issues of strategy, operations, performance improvement and organisation.

Pat has considerable strategic experience in a broad range of industries with an international profile, and an in-depth strategic and operational knowledge of the European and International Banking sector in particular. He is a Fellow of Chartered Accountants Ireland.

**Term of Office:** Appointed to the Court in December 2011 (4 years).

**Independent:** Yes.

**External Appointments:** Non-executive Director of British Business Bank Investments Ltd, the commercial arm of British Business Bank. Non-executive Director of Hikma Pharmaceuticals plc, where he is Chairman of the Audit Committee and a member of the Nomination and Compliance, Responsibility and Ethics Committees. Governor of the British Film Institute. Non-executive Director of The Resolution Foundation and Res Media Limited.

**Committee Membership:** Member of the Group Nomination and Governance Committee and member of the Court Risk Committee since December 2011 (4 years). Member of the Group Remuneration Committee since October 2013 (2.5 years).

### **Tom Considine (71)**

#### **Non Executive Director**

Tom is a former Secretary General of the Department of Finance and a former member of the Advisory Committee of the National Treasury Management Agency. He was also formerly a board member of the Central Bank and Financial Services Authority of Ireland and a former member of the Council of the Economic & Social Research Institute.

Tom was nominated as a Director of the Bank by the Minister for Finance under the terms of the Credit Institutions (Financial Support) Act, 2008 and is not required to stand for election or regular re-election by stockholders. Apart from the information available in the public domain at the time of nomination, a description of the skills and expertise brought to the Board by this appointment was not provided by the Government. However, the Court notes the value and benefit gained from Tom's membership of the Court and its Committees through his judgement and quality of contribution.

Tom has extensive experience in the public service, including at the most senior level in the Department of Finance and representing Ireland at European Union level. He is a former President of the Institute of Public Administration. He has experience in finance at a strategic level, financial regulation, fiscal policy and risk management. As a former Secretary General of the Department of Finance and board member of the Central Bank and Financial Services Authority, he has broad experience of the wider macroeconomic environment and related policy issues. He is a Fellow of the Association of Chartered Certified Accountants.

**Term of Office:** Appointed to the Court in January 2009 (7 years).

**Independent:** No.

**External Appointments:** None.

**Committee Membership:** Chairman of the Court Risk Committee since July 2009 (6.5 years) and member of the Group Audit Committee since January 2009 (7 years).

## **Patrick Haren (65)**

### **Senior Independent Director; Non Executive Director**

Patrick is a former CEO of the Viridian Group, having joined Northern Ireland Electricity (NIE) in 1992 as Chief Executive. He previously worked with the ESB, including as Director - New Business Investment and also served as a board member of Invest Northern Ireland for a number of years.

Patrick is an experienced Chief Executive Officer who has gained extensive strategic, corporate development and transactional experience, having led the privatisation of NIE by IPO and grown the business under the new holding company Viridian through to 2007, positioning the company as the market leader in independent electricity generation and supply in competitive markets in Ireland, North and South. Patrick was appointed to the board of Bank of Ireland (UK) plc in June 2012 where he also serves as Chair of the Remuneration Committee and a member of the Nomination Committee. He was awarded a knighthood in 2008 for services to the electricity industry in Northern Ireland. He is a member of the Institute of Directors (UK).

**Term of Office:** Appointed to the Court in January 2012 (4 years).

**Independent:** Yes.

**External Appointments:** None.

**Committee Membership:** Member of the Group Audit Committee since January 2012 (4 years).

Member of the Group Remuneration Committee since January 2012 (4 years) and Chairman since May 2015. Member of the Group Nomination and Governance Committee since November 2015.

## **Andrew Keating (45)**

### **Group Chief Financial Officer, Executive Director**

Andrew joined the Group in 2004, prior to which he held a number of senior finance roles with Ulster Bank, having qualified as a Chartered Accountant with Arthur Andersen. Prior to his appointment as Group Chief Financial Officer, Andrew held the role of Director of Group Finance.

Andrew is an experienced financial services professional who has held a number of senior finance roles in Bank of Ireland and Ulster Bank. He has in-depth knowledge of financial reporting and related regulatory and governance requirements. He is a Fellow of Chartered Accountants Ireland.

**Term of Office:** Appointed to the Court in February 2012 (4 years).

**Independent:** No.

**External Appointments:** None.

**Committee Membership:** None.

## **Patrick Kennedy (46)**

### **Deputy Governor; Non Executive Director**

Patrick was Chief Executive of Paddy Power plc from 2006 to 2014. He served as an Executive Director of Paddy Power plc since 2005 and a Non-executive Director since 2004, during which time he served as Chairman of the Audit Committee. He was a member of the Risk Committee of Paddy Power plc from 2006 to 2014. Prior to joining Paddy Power plc, Patrick worked at Greencore Group plc for seven years where he was Chief Financial Officer and also held a number of senior strategic and corporate development roles. Patrick also worked with KPMG Corporate Finance in Ireland and the Netherlands and as a strategy consultant with McKinsey & Co. in London, Dublin and Amsterdam.

As an experienced Chief Executive Officer and Finance Director, Patrick has in-depth knowledge of international business, management, finance, corporate transactions, strategic development and risk management through his involvement in Paddy Power plc, Elan Corporation plc (where he was Chairman of the Leadership, Development and Compensation Committee and a member of the Transaction Committee), Greencore Group plc and McKinsey & Co. He is a Fellow of Chartered Accountants Ireland.

**Term of Office:** Appointed to the Court in July 2010 (5.5 years).

**Independent:** Yes.

**External Appointments:** Chairman of Cartrawler.

**Committee Membership:** Member of the Group Remuneration Committee and member of the Court Risk Committee since January 2011 (5 years). Member of the Group Nomination and Governance Committee since September 2014 (1.5 years).

## **Davida Marston (62)**

### **Non Executive Director**

Davida is a Non-executive Director of Liberbank S.A., where she is Chair of the Nomination Committee and a member of the Remuneration Committee. She is a former Director of a number of companies, including CIT Bank Limited, ACE European Group Limited and Europe Arab Bank plc. She was a member of the UK senior management team of Citigroup's UK Corporate Bank (1990-2003), which included a period as Regional Head UK and Ireland for the Banks and Securities business, and a senior manager at Bank of Montreal (1981-1990).

Davida has considerable financial services experience, both as an Executive and Non-executive Director and as Chair of Audit and Risk Committees in financial services companies. She has extensive non-executive experience with banking, life assurance and non-financial services companies. She is a Fellow of the Institute of Directors.

**Term of Office:** Appointed to the Court in April 2013 (2.5 years).

**Independent:** Yes.

**External Appointments:** Non-executive Director of Liberbank S.A., where she is Chair of the Nomination Committee and a member of the Remuneration Committee.

**Committee Membership:** Member of the Group Audit Committee and member of the Court Risk Committee since April 2013 (2.5 years).

## **Brad Martin (56)**

### **Non Executive Director**

Brad is Vice President, Strategic Investments, Fairfax Financial Holdings Limited, a publicly traded financial services holding company which, through its subsidiaries, is engaged in property and casualty insurance and reinsurance and investment management. Brad gained 11 years' experience with the Canadian Law Firm, Torys LLP, including a year on secondment to the Ontario Securities Commission, becoming a Partner in the firm in 1995. He has worked in a variety of senior roles in the Fairfax Financial Group and served on the boards of a number of companies in which Fairfax is a significant investor. He is the Chairman of Resolute Forest Products Inc. and serves as a Director of Eurobank Ergasias SA. Previous Board appointments include Ridley Inc., HUB International Limited, Cunningham Lindsey Group Limited, Odyssey Re Group Limited, Northbridge Financial Corporation, The Brick Limited and Chairman of Invescor Restaurant Group Inc.

Brad is a highly qualified lawyer with strong experience in a legal professional firm and in-house with Fairfax Financial Holdings Limited. He has particular skills in the areas of corporate strategy, operations management, acquisitions, restructures, corporate finance, legal and corporate governance and people management.

At the date of his appointment, Fairfax noted that it was pleased to have been able to nominate someone of Brad's calibre and experience as its nominee to the Court.

**Term of Office:** Appointed to the Court in July 2013 (2.5 years).

**Independent:** No.

**External Appointments:** Chairman of Resolute Forest Products Inc. Non-executive Director of Eurobank Ergasias SA., where he is Chairman of the Nomination and Remuneration Committees and a member of the Audit and Risk Committees. Non-executive Director of Blue Ant Media Inc.

**Committee Membership:** Member of the Group Remuneration Committee since November 2015.

## **Fiona Muldoon (48)**

### **Non Executive Director**

Fiona is Group Chief Executive of FBD Holdings plc and FBD Insurance plc, one of Ireland's largest property and casualty insurers.

Prior to this, Fiona served from 2011 to 2014 with the Central Bank of Ireland including as Director, Credit Institutions and Insurance Supervision. She also spent 17 years of her career with XL Group in Dublin, London and Bermuda, where she worked in various senior financial management positions with responsibilities for corporate treasury and strategic activities including capital management, rating agency engagement, corporate development, corporate finance, liquidity, foreign exchange and cash management.



Fiona has significant experience in governance, regulatory compliance and financial oversight and is an experienced financial services professional. She has significant previous experience within a financial institution with an international focus. Fiona has a Bachelor of Arts Degree from University College Dublin and is a Fellow of Chartered Accountants Ireland.

**Term of Office:** Appointed to the Court in June 2015 (0.5 year).

**Independent:** Yes.

**External Appointments:** Group Chief Executive of FBD Holdings plc and FBD Insurance plc.

**Committee Membership:** Member of the Court Risk Committee since November 2015.

### **Patrick Mulvihill (53)**

#### **Non Executive Director**

Patrick spent much of his career at Goldman Sachs, retiring in 2006 as Global Head of Operations covering all aspects of Capital Markets Operations, Asset Management Operations and Payment Operations. He previously held the roles of Co-Controller, Co-Head of Global Controller's Department, covering financial / management reporting, regulatory reporting, product accounting and payment services. He was also a member of the firm's Risk, Finance and Credit Policy Committees. Patrick is a Non-executive Director of International Fund Services (Ireland) Limited.

Patrick has over twenty years' experience of international financial services and has held a number of senior management roles based in London and New York with Goldman Sachs. As a result, he has an in depth knowledge of financial and management reporting, regulatory compliance, operational, risk and credit matters within a significant financial institution with an international focus. Patrick is a Fellow of Chartered Accountants Ireland and Associate of the Institute of Directors.

**Term of Office:** Appointed to the Court in December 2011 (4 years).

**Independent:** Yes.

**External Appointments:** Non-executive Director of International Fund Services (Ireland) Limited and Director of Beachvista Limited.

**Committee Membership:** Member of the Group Audit Committee and member of the Court Risk Committee since December 2011 (4 years).

## Appendix 2

### Resolution 12

#### Explanation of the Proposed Amendments to the Bye-Laws

##### 1. Introduction

The purpose of Resolution 12 is to make certain amendments to the Bye-Laws to ensure that the Companies Act 2014, which came into force on 1 June 2015, does not have an unintended effect on the Bye-Laws by altering how the provisions in the Bye-Laws are to be applied.

It is also proposed to:

- (a) remove from the Bye-Laws the provisions relating to the 2009 Preference Stock (which has now been redeemed and cancelled by the Bank) and the rights attaching to the 2009 Preference Stock;
- (b) amend the wording of the Bye-Laws which set out the terms on which the Bank may vary its capital and capitalise its reserves in the event of a consolidation of Ordinary Stock; and
- (c) use this opportunity to make some small housekeeping amendments to the Bye-Laws.

Each of the proposed amendments is explained in the following paragraphs. The Bye-Law references used throughout refer to the new numbering contained in the proposed amended version of the Bye-Laws.

##### 2. Companies Act 2014 Amendments

- (a) Bye-Laws 1, 40, 41, 60(c), 99(d) and 102(f) contain references to sections in previous companies legislation. This resolution will amend these statutory references in order to ensure that they are consistent with the corresponding provisions in the Companies Act 2014 which are applicable to the Bank.
- (b) The Companies Act 2014 adopts a new approach in regard to the articles of association of all companies. The Companies Act 2014 contains specific sections which apply to the Bank unless the Bye-Laws specifically exclude them.
- (c) Under the Companies Act 2014, the Bank is classified as an unregistered company and therefore only specified provisions of the Companies Act 2014 are applicable to the Bank, set out in Schedule 14 of the Companies Act 2014. The following optional provisions which are applicable to the Bank deal with matters which are already specified in the Bye-Laws of the Bank, therefore it is necessary to include a new provision in Bye-Law 2, to dis-apply these optional sections of the Companies Act 2014. A summary of each of the provisions which are therefore being **excluded** by the new Bye-Laws 2(b) and (c) is set out below:
  - (i) Section 124 and Section 125(1) and (2) deal with the declaration and payment of dividends by the Bank. These sections are being disapplied as these matters are already covered by Bye-Laws 113 to 124;
  - (ii) Section 125(3) deals with the use of cheques, negotiable instruments and bank transfers for the payment of dividends by the Bank. This section is being disapplied as the matter is already covered by Bye-Law 121;
  - (iii) Section 126 deals with the capitalisation of distributable profits. This section is being disapplied as the matter is already dealt with by Bye-Laws 130 to 132;
  - (iv) Section 180(5) deals with the provision of notices to Stockholders in connection with an offer of capital stock on a pre-emptive basis in accordance with section 1022 of the Act. This section is being disapplied as the list of persons entitled to notice of general courts is dealt with in Bye-Law 137;
  - (v) Section 181(1) deals with the provision of notices to Stockholders in connection with an offer of capital stock on a pre-emptive basis. This section is being disapplied as the matter is already covered by Bye-Law 47;
  - (vi) Section 218(3) to (5) deals with timing of a deemed receipt of a notice. This section is being disapplied as the matter is already covered by Bye-Laws 134 and 140;

- (vii) Sections 338(5), 338(6) and 339(7) deal with the delivery of the financial statements of the Bank. These sections are being disapplied as delivery methods are already dealt with in Bye-Law 129 and Bye-Law 140;
  - (viii) Section 618(1)(b) deals with the distribution of property on a winding up of the Bank by means of a members voluntary winding up. This section is being disapplied as under section 1328(3), the Bank, as an unregistered company, cannot be wound up voluntarily; and
  - (ix) Section 620(8) stipulates timeframes regarding unclaimed dividends. This section is being disapplied as the Bank has stipulated longer timeframes in Bye-Law 123.
- (d) The optional provisions of the Companies Act 2014 which are being specifically **included** are sections 83 and 84, which set out powers necessary to implement capital reductions. Section 83 is not currently specified in Schedule 14 of the Act as being applicable to the Bank, however it is anticipated that in the medium term an order under section 1313 of the Companies Act 2014 to make section 83 applicable to the Bank could be brought into force. The application of section 83 to the Bank would mean that the Bank has the same flexibility as a plc in this regard.
- (e) **Amendments to other Bye-Laws arising from the Companies Act 2014**
- (i) In various places in the Bye-Laws, the expression “undenominated capital” is being inserted as this expression is now used in the Companies Act 2014 to refer to that part of a body corporate’s issued capital stock which is not represented by the nominal value paid up on the issued capital stock.
  - (ii) In various places in the Bye-Laws, the term “Acts” is being replaced with “Act” to reflect the new definition of the Companies Act 2014.
  - (iii) Bye-Laws 9(a) and 39(b) have been amended to reflect the fact that the Directors’ authority to allot stock is subject to the requirements of the Companies Act 2014. The amount specified in Bye-Law 9(a) which must be paid up on a unit of stock on its allotment has been increased from 5% to one-quarter of the nominal value of the stock. This is a new requirement applicable to the Bank under section 1026(1) of the Companies Act 2014.
  - (iv) Bye-Law 12(a) has been amended to remove the reference to “Stock Exchange Nominee” as this is no longer a concept under the Companies Act 2014, following repeal of Companies (Amendment) Act 1977.
  - (v) Bye-Law 39(d) has been deleted as it is not entirely consistent with sections 1021-1022 of the Companies Act 2014, which deal with the requirements relating to issues of stock on a pre-emptive basis. Following the commencement of the Companies Act 2014, the Bank is now subject to statutory provisions requiring the Directors to be authorised to issue stock in the Bank, including on a non pre-emptive basis. Compliance with these new requirements is reflected in the stock issuance resolutions being tabled at the AGC.
  - (vi) Bye-Law 40 is being amended to reflect the application to the Bank of Chapter 5 of Part 17 of the Companies Act 2014 in respect of the purchase of stock by the Bank. Bye-Law 40(d) prescribes parameters for the minimum and maximum price range which can be included in a resolution proposed to Stockholders to approve market purchases by the Bank of its own stock. It is proposed to delete Bye-Law 40(d), to remove the specific price range and instead allow the limits for purchases of own stock to be set out in the resolutions of Stockholders which are required to implement any purchases. This gives the Directors flexibility to adjust the price range which is proposed for Stockholder approval from time to time, without amending the Bye-Laws, and flexibility to reflect changes to corporate governance standards.
  - (vii) Bye-Law 41 is being amended for consistency with section 1078 of the Companies Act 2014, to refer to the re-allotment of Treasury Stock, rather than the re-issue.
  - (viii) Bye-Laws 49(a) and 125, 127, 128, 129 and 140 have been amended to refer to the Bank’s “financial statements”, for consistency with the new terminology for financial information contained in the Companies Act 2014. Bye-Laws 125, 126 and 127 have been further amended to take account of the new requirements regarding the maintenance of accounting records set out in Chapter 2 of Part 6 of the Companies Act 2014.

- (ix) The provisions of Bye-Law 60 relating to the imposition by the Directors of restrictions on stock in the event that a Stockholder fails to disclose his or her interests in stock have been amended to lower the percentage interest in stock which must be affected by the failure before restrictions are applied, from 5% to 3%. This is to reflect the lowering of the threshold for disclosure of interests in stock in section 1052 of the Companies Act 2014.
- (x) Bye-Law 78(b) is being amended to take account of the application to the Bank of Chapter 2 of Part 7 of the Companies Act 2014 to the Bank, relating to the Bank's register of charges. The changes reflect that the Bank will retain the old arrangements which applied under the Bye-Laws in respect of its register of charges for charges created before the commencement of the Companies Act 2014.
- (xi) Bye-Law 102(f) is being amended to reflect the new definition of "connected person" contained in the Companies Act 2014.
- (xii) Bye-Laws 130 and 120(d) are being amended to expand the description of the Bank's reserves which can be used for the purpose of capitalisations, for consistency with the terms used in the Companies Act 2014.

### 3. Amendments arising from the redemption and cancellation of the 2009 Preference Stock

The terms of the 2009 Preference Stock entitled the holder thereof (formerly described in the Bye-Laws as the "Government Preference Stockholder") to certain rights and these rights imposed restrictions on other provisions of the Bye-Laws which no longer apply as the entire of the 2009 Preference Stock has been redeemed and cancelled by the Bank. The following amendments are being proposed as a result:

- (a) the removal of Bye-Law 6(I) which sets out the substantive terms of the 2009 Preference Stock;
- (b) the removal of references to the 2009 Preference Stock and provisions relating to the rights attaching to the 2009 Preference Stock and the restrictions imposed under various Bye-Laws as a result of these terms, which are no longer required, in Bye-Laws: 1 (Definitions), 3 (Capital Stock of the Bank); 39(c) and 39(d) (according to the new numbering of this Bye-Law contained in the proposed Bye-Laws) (Increase of Capital Stock); 40(b) and (e) (Purchase of Own Stock); 46(g) (General Courts); 59(d) (Votes of Members); 71 (formerly titled, Capital Resolutions); 113, 114, 119, 120 (Dividends and Reserves); 130 (Capitalisation of Reserves); and 132 (formerly titled, Capitalisation in respect of the 2009 Bonus Stock).
- (c) the amendment of Bye-Laws 99 and 87(i) to reflect the fact that while the right of the Government Preference Stockholder to nominate persons to be appointed Directors of the Bank no longer applies, the Minister for Finance retains the ability to direct the appointment of a public interest Director under the requirements of the Credit Institutions (Financial Support) Scheme 2008, for so long as the rules such scheme are applicable to the Bank.

### 4. Amendments relating to the variation of capital and capitalisation of reserves

- (a) A new Bye-Law 3(f) is proposed to give the Bank the power to effect a consolidation, division and sub-division of Ordinary Stock. The new Bye-Law will also give the Bank the power to cancel Ordinary Stock which has not been taken or agreed to be taken by any person and reduce the amount of its authorised capital stock by the amount of the Ordinary Stock so cancelled. Each of these powers may only be exercised with the approval of an ordinary resolution of Stockholders in General Court. The Directors have no current plans to propose any such resolution for the variation of capital.
- (b) A new Bye-Law 3(g) is proposed to give the Directors the authority to deal with any fractional entitlements to units of Ordinary Stock arising as a result of a consolidation of Ordinary Stock. Under Bye-Law 3(g), in the event that, following a consolidation of Ordinary Stock, a Stockholder would have an entitlement to a fraction of a unit of Ordinary Stock, the Directors will have the authority to either arrange for the sale of that fractional entitlement in the market on behalf of the Stockholder, or alternatively, round up the fractional entitlement to a full unit of Ordinary Stock and use the Bank's reserves to capitalise the full unit of Ordinary Stock, so that the Stockholder receives a full unit of Ordinary Stock, fully paid up.

Bye-Law 3(g) also gives the Directors the authority to determine at their discretion that if fractions of units of Ordinary Stock are being sold in the market and, if the resolution approving the consolidation so provides, sale proceeds of €5.00 or less will not be distributed to the Stockholder but will be retained by the Bank for its own use, or donated to charity.

The powers set out in Bye-Law 3(g) apply only in connection with a consolidation of Ordinary Stock, which consolidation must be approved by Stockholders in General Court.

- (c) A new Bye-Law 132 is proposed to give the Directors the authority to capitalise the Bank's reserves for the purpose of paying up in full units of Ordinary Stock to be issued to Stockholders who would otherwise have fractional entitlements to units of Ordinary Stock following a consolidation, in effect rounding-up a fractional entitlement to the next nearest whole unit of Ordinary Stock in the event of a consolidation. The powers set out in Bye-Law 132 apply only in connection with a consolidation of Ordinary Stock, which consolidation must be approved by Stockholders in General Court.

## 5. **Miscellaneous Amendments**

A number of housekeeping changes are provided for in the revised Bye-Laws, including:

- (a) the change in numbering of Bye-Laws 71 to 147 as a result of the deletion of Bye-Law 71 (formerly titled, Capital Resolutions). Corresponding changes are also made to all Bye-Laws which contain cross-references to these Bye-Laws;
- (b) in Bye-Law 1, the correction of the definition of "Office" to refer to 40 Mespil Road, Dublin 4;
- (c) Bye-Law 53 has been amended to clarify that members may be present by proxy as well as in person;
- (d) Bye-Law 60(h) has been amended to correct a cross reference to a preceding paragraph; and
- (e) the copy of the resolution of Stockholders dated 8 July 2008 which is annexed to the Bye-Laws is proposed to be removed, as the authority contained in this resolution expired in 2013.

LOCATION MAP





