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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

Wednesday, 29 April 2015 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 5 to 7 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 **no later than 11.00 a.m. on Monday, 27 April 2015.**

Governor
Bank of Ireland
40 Mespil Road
Dublin 4

18 March 2015

Dear Stockholder,

Notice of the Annual General Court (“AGC”) to be held at 11.00 a.m. on Wednesday, 29 April 2015, in the O’Reilly Hall, UCD, Belfield, Dublin 4 is set out on pages 5 to 7 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 2014.

Resolution 2 to consider the Report on Directors’ Remuneration as set out on pages 140 to 148 of the Annual Report for the year ended 31 December 2014.

Resolutions 3(a)—(j) relate to the re-election of Directors as outlined below.

In accordance with the UK Corporate Governance Code, which recommends the annual re-election of Directors 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.

Patrick O’Sullivan is not offering himself for re-election and will retire from the Court at the conclusion of the AGC. 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, Brad Martin, Davida Marston and Patrick Mulvihill.

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 their role. A biographical note in respect of each Director standing for re-election is contained 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 six items of special business as follows:

Resolution 5—Renewal of authority to re-issue Treasury 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 minimum re-issue price of Treasury Stock for the purposes of any scheme (as defined in Bye-Law 41) will be the issue price provided for in such scheme and in all other circumstances the minimum re-issue 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-issued. The maximum re-issue 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-issued. The authority being sought will, if granted, remain in force until 29 October 2016 or the date of the AGC in 2016, whichever is the earlier, unless previously varied or renewed in accordance with company law.

As of the date of this letter, the Companies Act 2014 (the “Act”) is not yet in effect. It is expected to be commenced before the AGC in 2016. The Act consolidates existing company law in Ireland and will make a number of amendments to existing legislation, including applying certain statutory provisions to the Bank which are not currently applicable to it. Reference is made to the Act in each of resolutions 5 to 9 to ensure that the resolutions passed at the 2015 AGC will continue to be effective after the commencement of the Act and prior to the date of the 2016 AGC.

Resolution 6—Authority to allot Ordinary Stock

The Act imposes a requirement on the Bank for the first time to seek Stockholder approval in order to be able to issue stock. As the Act is likely to commence before the AGC in 2016, resolution 6 is proposed to ensure that, with effect from the date of application of the relevant new statutory provisions to the Bank, the Bank will continue to be in a position to allot stock should the need arise in line with the Bank’s current ability to do so.

Under resolution 6, the Directors are seeking the authority to allot up to 10,600,000,000 units of Ordinary Stock (representing approximately 33% of the existing issued Ordinary Stock as at 12 March 2015, being the latest practicable date before the publication of this document). Currently, the Bank has authority pursuant to its Bye-Laws to issue up to 100% of its authorised but unissued stock. The lower authority sought in this resolution represents the customary practice for Irish companies whose securities are admitted to trading on a stock exchange and who are subject to the equivalent existing statutory requirement.

The authority being sought, if granted, will remain in force until 29 July 2016 or the date of the AGC in 2016, whichever is the earlier. **There are currently no plans to issue any Ordinary Stock on foot of this authorisation.**

Resolution 7—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 1,600,000,000 of the units of Ordinary Stock authorised pursuant to resolution 6 (representing approximately 5% of the issued Ordinary Stock as at 12 March 2015, being the latest practicable date before the publication of this document), for cash on a non-pre-emptive basis (i.e. other than on a pro rata basis to existing Stockholders). This approximates to a nominal amount of €80 million and a value of €582,400,000 based on the closing price of the Bank’s Ordinary Stock on the Irish Stock Exchange at 12 March 2015. Resolution 7 is proposed as a special resolution.

The authority sought in this resolution 7 is consistent with the authority sought at AGCs in prior years and has been altered to align it with the statutory requirements contained in sections 1022 and 1023 of the Act in relation to non-pre-emptive issuances, which will apply to the Bank upon commencement of the Act.

The authorities being sought, if granted, will remain in force until 29 July 2016 or the date of the AGC in 2016, whichever is the earlier. **There are currently no plans to issue any Ordinary Stock on foot of this authorisation.**

Resolutions 8 and 9—Authority to allot Ordinary Stock on conversion or exchange of Additional Tier 1 Contingent Equity Conversion Notes

In addition and separate to resolutions 6 and 7, under resolutions 8 and 9, 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 12 March 2015, 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 8 and 9 is consistent with the authority sought at the AGC in 2014, but has been split into two resolutions to align the authorities with the statutory requirements of the relevant sections of the Act (sections 1021-1023), which will apply the relevant statutory requirements to the Bank for the first time.

The authority being sought will, if granted, remain in force until 29 July 2016 or the date of the AGC in 2016, whichever is the earlier, unless previously varied or renewed in accordance with company law. Resolution 8 authorises the issue of AT1 ECNs and resulting Ordinary Stock and is proposed as an ordinary resolution. Resolution 9 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 6 and 7.

Resolution 10—Renewal of authority to call an Extraordinary General Court on 14 days’ notice for the passing of an ordinary resolution

Resolution 10, 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. 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.

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 1,322,300 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 and in any event, in order to be valid, so as to arrive not later than 11.00 a.m. on Monday, 27 April 2015. 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 or furnished via email. 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 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, 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 Wednesday, 29 April 2015, 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 2014.
2. To consider the Report on Directors’ Remuneration for the year ended 31 December 2014.
3. 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) Brad Martin
 - (i) Davida Marston
 - (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, 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 **29 October 2016** or on the date of the Annual General Court of the Bank in 2016, whichever is the earlier, unless previously varied or renewed in accordance with the provisions of Section 209 of the 1990 Act.

Upon the commencement of the Companies Act 2014 (or, if later, the date on which the corresponding section in such Act to section 209 of the 1990 Act is applied to the Bank) this resolution shall constitute a resolution within the meaning of that section of the 2014 Act.”

6. 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, allot, grant options over or otherwise dispose of “relevant securities” (being any stock issued by the Bank (other than stock issued pursuant to any employee stock issue or stock option scheme) or any right to subscribe for, or to convert any security into, stock in the Bank) of the Bank up to an aggregate of 10,600,000,000 units of Ordinary Stock of €0.05 each, 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 2016 or on **29 July 2016**, 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 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 and provided that, upon the commencement of section 1021 of the Companies Act 2014 (or, if later, the date on which such section is applied to the Bank) this resolution shall constitute a resolution within the meaning of section 1021 of such Act.”

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 “equity securities” (being Ordinary Stock (other than Ordinary Stock allotted as bonus shares or allotted pursuant to any employee stock issue or stock option scheme) or a right to subscribe for, or to convert any securities into, Ordinary Stock) of the Bank for cash pursuant to the authority conferred on the Directors by resolution 6 above on a non-pre-emptive basis up to an aggregate of 1,600,000,000 units of Ordinary Stock of €0.05 each, 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 2016 or **29 July 2016**, 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 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 and provided that, upon the commencement of section 1023(3) of the Companies Act 2014 (or, if later, the date on which such section is applied to the Bank) this resolution shall constitute a resolution within the meaning of section 1023(3) disapplying section 1022(1) of such Act in accordance with the terms set out in this resolution.”

8. 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 6, the Directors be and are hereby generally empowered 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 **29 July 2016** or at the close of business on the date of the Annual General Court of the Bank to be held in 2016, 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; and

(iii) upon the commencement of section 1021 of the Companies Act 2014 (or, if later, the date on which such section is applied to the Bank) this resolution shall constitute a resolution within the meaning of section 1021 of such Act.”

9. 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 7, the Directors be and are hereby generally empowered to issue, allot, grant options over or otherwise dispose of “equity securities” (being Ordinary Stock (other than Ordinary Stock allotted as bonus shares or allotted pursuant to any employee stock issue or stock option scheme) or a right to subscribe for, or convert any securities into, Ordinary Stock, including AT1 ECNs (as defined in resolution 8) 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 8 above on a non-pre-emptive basis up to a maximum aggregate amount provided for in paragraph (b)(i) of resolution 8, provided that:

(a) this authority shall expire at the close of business on the date of the Annual General Court of the Bank to be held in 2016 or **29 July 2016**, 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; and

(b) upon the commencement of section 1023(3) of the Companies Act 2014 (or, if later, the date on which such section is applied to the Bank) this resolution shall constitute a resolution

within the meaning of section 1023(3) disapplying section 1022(1) of such Act in accordance with the terms set out in this resolution.”

10. 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).”

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

18 March 2015

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 27 April 2015 (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 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 shares 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.

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 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
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. 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 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 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 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 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 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. Pursuant to Section 138 of the Companies Act, 1963 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. As at 12 March 2015 (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 491,137 new units of Ordinary Stock if such stock options were to be exercised.

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

Kent Atkinson

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 (3 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 (3 years) and Chairman since April 2012. Member the Court Risk Committee since January 2012 (3 years).

Richie Boucher

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 the 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 (8.5 years) and appointed Group Chief Executive Officer in February 2009 (6 years).

Independent: No

External Appointments: None

Committee Membership: None

Pat Butler

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 (3 years)

Independent: Yes

External Appointments: Chairman of the Investment Committee of British Business Bank and Director of its commercial arm, British Business Bank Investments Ltd. Director of Hikma Pharmaceuticals plc and Governor of the British Film Institute.

Committee Membership: Member of the Group Nomination and Governance Committee and member of the Court Risk Committee since December 2011 (3 years). Member of the Group Remuneration Committee since October 2013 (1.5 years).

Patrick Haren

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 in 1993 and grown the business under the new holding company Viridian through 2000 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 (3 years).

Independent: Yes

External Appointments: None

Committee Membership: Member of the Group Audit Committee and member of the Group Remuneration Committee since January 2012 (3 years).

Archie G Kane

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. He is a former member of the UK Takeover Panel, the Financial Services Global Competitiveness Group, the Insurance Industry Working Group and HM Treasury 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 (2.5 years).

Independent: On appointment

External Appointments: None

Committee Membership: Chairman of the Group Nomination and Governance Committee and member of the Group Remuneration Committee from June 2012 (2.5 years).

Andrew Keating

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 (3 years).

Independent: No

External Appointments: None

Committee Membership: None

Patrick Kennedy

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 (4.5 years).

Independent: Yes

External Appointments: None

Committee Membership: Member of the Group Remuneration Committee and member of the Court Risk Committee since January 2011 (4 years). Member of the Group Nomination and Governance Committee since September 2014 (0.5 year).

Brad Martin

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 Ridley Inc. and Resolute Forest Products Inc. and serves as a Director of Eurobank Ergasias SA. Previous Board appointments include HUB International Limited, Cunningham Lindsey Group Limited, Blue Ant Media, 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 (1.5 years).

Independent: For the purposes of the CBI Irish Code and the UK Code—No

For the purposes of the NYSE Standards—Yes

External Appointments: Chairman of Ridley Inc. and Resolute Forest Products Inc. Director of Eurobank Ergasias SA., where he is Chairman of the Nomination and Remuneration Committees and a member of the Audit and Risk Committees.

Committee Membership: None

Davida Marston

Non-executive Director

Davida is a Non-executive Director of Liberbank S.A., where she is a member of the Nomination and Remuneration Committee and Mears Group plc (UK), where she chairs the Audit 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.

Term of Office: Appointed to the Court in April 2013 (1.5 years).

Independent: Yes

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

Committee Membership: Member of the Group Audit Committee and member of the Court Risk Committee since April 2013 (1.5 years).

Patrick Mulvihill

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.

Term of Office: Appointed to the Court in December 2011 (3 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 (3 years).

LOCATION MAP



