

Bank of Ireland Group PLC

Notice of Annual General Meeting

Tuesday 14 May 2019
11.00 am

Concert Hall
RDS, Merrion Road
Ballsbridge, Dublin 4

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, 2017 (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 shares in Bank of Ireland Group PLC, 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.

Notice of the Annual General Meeting of Bank of Ireland Group PLC ("the Company") is set up 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 Meeting **must be completed and returned** either electronically at www.eproxyappointment.com or to the Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland as soon as possible, so as to reach the Registrar **no later than 11.00 a.m. on Sunday, 12 May 2019.**

Chairman's letter



9 April 2019

Dear Shareholder,

I am pleased to invite you to attend the Annual General Meeting (the "AGM") of Bank of Ireland Group PLC which will be held at 11.00 a.m. on Tuesday, 14 May 2019 at the Concert Hall, RDS, Merrion Road, Ballsbridge, Dublin 4. The Notice of AGM is set out on pages 5 to 7 of this document.

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

Resolution 1 proposes, following a review of the Company's affairs, to receive and consider the Company's Financial Statements for the year ended 31 December 2018, together with the Report of the Directors and the Auditors' Report.

Resolution 2 to declare a final dividend of 16 cents per Ordinary Share for the year ended 31 December 2018, payable to the holders thereof on the register at 5.00 p.m. on 10 May 2019 and to be paid on 10 June 2019.

Resolution 3 to receive and consider the Group Remuneration Committee Report for the year ended 31 December 2018 as set out on pages 150 to 156 of the Annual Report. This is an advisory resolution which is put to the members of the Company as a matter of good corporate governance practice; accordingly, it is not binding on the Company.

Our goal is to operate a remuneration policy, with appropriate fixed and variable pay incentive structures, which enables the Group to attract and retain talent and motivate employees in all roles across the Group. Under the terms of the Minister's Letter 2011, the implementation of any variable pay incentive scheme requires approval from the Irish Minister for Finance.

As advised to Shareholders in 2018, the Group Remuneration Committee engaged with major Shareholders in regard to the adoption of appropriate executive incentive scheme(s) and to obtain feedback from major Shareholders on any such scheme(s). This

engagement has continued into 2019.

In the event of the remuneration restrictions being removed/amended and the Group deciding to progress with the implementation of any such scheme(s), proposals would be brought to Shareholders for their formal approval either at an EGM or an AGM, as appropriate.

Resolutions 4(a)-(c) and 4(d)-(j), which are proposed as separate resolutions, relate to the election and re-election of Directors as outlined below.

In accordance with the UK Corporate Governance Code which recommends the annual re-election of Directors, all Directors are retiring at the AGM.

Having served on the Board since January 2012, Kent Atkinson is not offering himself for re-election and will retire from the Board at the conclusion of the AGM.

Evelyn Bourke and Ian Buchanan were appointed to the Board on 17 May 2018 and Steve Pateman was appointed to the Board on 10 September 2018; being eligible, these Directors are offering themselves for election to the Board.

The following Directors, being eligible, are offering themselves for re-election: Richard Goulding, Patrick Haren, Andrew Keating, Patrick Kennedy, Francesca McDonagh, Fiona Muldoon and Patrick Mulvihill.

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

Resolution 5 to consider the continuation in office of KPMG as Auditors of the Company until the conclusion of the next AGM of the Company. This is an advisory resolution which is put to the members of the Company as a matter of good corporate governance practice; accordingly, it is not binding on the Company.

Resolution 6 to authorise the Directors to fix the remuneration of the Auditors for the 2019 financial year.

Apart from the ordinary business outlined above, there are 5 items of special business as follows:

Resolution 7 – Authority to purchase own Ordinary Shares

Resolution 7, which is being proposed as a special resolution, seeks to authorise the Company, or any of its subsidiaries, to make market purchases of up to approximately 10% of its issued Ordinary Shares at the date of passing of the resolution. The authority

Legal Information:

Bank of Ireland Group PLC incorporated in Ireland as a public limited company

Directors:

Patrick Kennedy (Chairman), Patrick Haren (Deputy Chairman) (British), Francesca McDonagh (Group Chief Executive), Kent Atkinson (British), Evelyn Bourke, Ian Buchanan (British), Richard Goulding, Andrew Keating, Fiona Muldoon, Patrick Mulvihill, Steve Pateman (British), Group Secretary: Helen Nolan

Registered Information:

Registered No. 593672

Registered Office and Head Office – 40 Mespil Road, Dublin 4, Ireland.

being sought, if granted, will remain in force until 14 August 2020 or the date of the AGM in 2020, whichever is the earlier. While Directors do not have any current intention to exercise the power to purchase the Company's own Ordinary Shares (and have no conflict of interest in making this recommendation), in certain circumstances it may be advantageous for the Company to purchase its own Ordinary Shares and this resolution seeks authority from Shareholders to make such purchases in the market. The Directors therefore consider it to be desirable for this general authority to be available to provide flexibility in the management of the Company's capital resources. Any Ordinary Shares so purchased would be cancelled.

Any such purchases would be made only at a price level that the Directors considered to be in the best interest of Shareholders generally, after taking into account the Company'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 Shares shall not be less than the nominal value of the Shares and the maximum price shall be the higher of 105% of the average market price of such Ordinary Shares and the amount stipulated by Article 3(2) of Commission Delegated Regulation (EU) 2016/1052.

Resolution 8 – Authority to allot Ordinary Shares

Resolution 8 is an ordinary resolution to authorise the Directors to issue new Ordinary Shares up to a maximum of 356,011,500 Shares, representing approximately 33% of the issued share capital of the Company as at 2 April 2019 (the latest practicable date prior to the publication of this Notice), subject to statutory pre-emption rights where applicable.

Resolution 9 – Renewal of authority to allot Ordinary Shares on a non-pre-emptive basis

Resolution 9, which will be proposed as a special resolution, is to authorise the Directors to allot Ordinary Shares for cash without offering them first to the other Ordinary Shareholders.

The authority in resolution 9 is limited to an allotment pursuant to a rights issue authorised under resolution 8 and up to 53,941,000 Ordinary Shares (representing approximately 5% of the Company's issued Ordinary Shares) otherwise than in connection with an offer to Ordinary Shareholders in accordance with their pre-emption rights.

The pre-emption disapplication authority being sought in resolution 9 is in line with the authority approved by Shareholders at the 2018 AGM and with institutional Shareholder guidance, in particular the Pre-emption Group's Statement of Principles.

The Directors confirm their intention to follow the provisions of the Pre-emption Principles regarding

cumulative usage of authorities within a rolling three-year period. These principles provide that companies should consult Shareholders prior to issuing, other than to existing Shareholders, shares for cash representing in excess of 7.5% of the Company's issued share capital in any rolling three-year period.

The authority being sought, if granted, will remain in force until 14 August 2020 or the date of the AGM in 2020, whichever is the earlier. There are currently no plans to issue any Ordinary Shares on foot of this authorisation.

Resolutions 10 and 11 – Authority to allot Ordinary Shares on conversion or exchange of Additional Tier 1 Contingent Equity Conversion Notes

In addition to and separate from resolutions 8 and 9, under resolutions 10 and 11, the Directors are seeking a general authority to issue Additional Tier 1 Contingent Equity Conversion Notes ("AT1 ECNs") and to allot Ordinary Shares issued upon conversion or exchange of AT1 ECNs without first offering them to existing Shareholders. If passed, the resolutions will authorise the Directors to issue AT1 ECNs and in the event of conversion of AT1 ECNs to allot Ordinary Shares on a non-pre-emptive basis up to an aggregate of 161,823,000 Ordinary Shares of €1.00 each, which approximates to 15% of the issued Ordinary Shares of the Company as at 2 April 2019, 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 Company or its subsidiaries (together the "Group").

AT1 ECNs are debt instruments that will convert or exchange the holder's claim into Ordinary Shares 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 Shares. A non-viability event may also lead to a conversion or exchange of the AT1 ECNs into Ordinary Shares.

The authority sought in these resolutions 10 and 11 is consistent with the authority sought at the AGM in 2018.

The authority being sought will, if granted, remain in force until 14 August 2020 or the date of the AGM in 2020, whichever is the earlier, unless previously varied or renewed in accordance with company law. Resolution 10 authorises the issue of AT1 ECNs and resulting Ordinary Shares and is proposed as an ordinary resolution. Resolution 11 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 8 and 9.

Recommendation

The Directors believe that the above resolutions proposed to the AGM are in the best interests of the Company and its Shareholders 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 149,574 Ordinary shares.

Action to be taken

You will find a Form of Proxy accompanying this document for use in connection with the AGM. 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, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, 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 Sunday, 12 May 2019. Shareholders voting electronically will need their 5-digit PIN Number, Shareholder's 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 Shareholder from attending and voting in person at the AGM.

If you would like to submit a question in advance of the AGM, please send it by email to **agmquestions@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 AGM. 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 Shareholder 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.

Shareholders who have consented or have been deemed to consent to receive the Annual Report and other Shareholder communications electronically will receive notice of General Meetings electronically.

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

Yours faithfully,



Patrick Kennedy
Chairman

Notice of the Annual General Meeting

Notice is hereby given that the Annual General Meeting (the “AGM”) of Bank of Ireland Group PLC (the “Company”) will be held on Tuesday, 14 May 2019, at 11.00 a.m. in the Concert Hall, RDS, Merrion Road, Ballsbridge, Dublin 4 for the following purposes:

Ordinary Business

1. Following a review of the Company’s affairs, to receive and consider the Company’s Financial Statements for the year ended 31 December 2018 together with the Report of the Directors and the Auditors’ Report.
2. That the final dividend recommended by the Directors of 16 cents per share for the year ended 31 December 2018, be declared payable on the Ordinary Shares to all members whose names appear on the register of members at 5.00 pm on 10 May 2019 and that such dividend be paid on 10 June 2019.
3. To receive and consider the Group Remuneration Committee Report for the year ended 31 December 2018.
4. To elect the following Directors to the Board, by separate resolutions:
 - (a) Evelyn Bourke
 - (b) Ian Buchanan
 - (c) Steve Pateman

To re-elect the following Directors, by separate resolutions:

 - (d) Richard Goulding
 - (e) Patrick Haren
 - (f) Andrew Keating
 - (g) Patrick Kennedy
 - (h) Francesca McDonagh
 - (i) Fiona Muldoon
 - (j) Patrick Mulvihill
5. To consider the continuation in office of KPMG as Auditors of the Company until the conclusion of the next AGM of the Company.
6. To authorise the Directors to fix the remuneration of the Auditors for the 2019 financial year.

Special Business

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

“THAT

 - (a) the Company and/or any subsidiary (as such expression is defined by Section 7 of the Companies Act 2014, as amended) of the Company be generally authorised to make purchases on a securities market (within the meaning of Section 1072 of the Companies Act 2014, as amended) of Ordinary Shares of the Company having a nominal value of €1.00 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, as amended, and to the following restrictions and provisions:
 - (i) the maximum number of Ordinary Shares authorised to be acquired pursuant to the terms of this resolution shall, subject to the proviso hereinafter set out, not exceed 107,882,287 Ordinary Shares;
 - (ii) the minimum price (excluding expenses) which may be paid for any Ordinary Share to be purchased shall be the nominal value thereof;
 - (iii) the maximum price (excluding expenses) which may be paid for any Ordinary Share to be purchased shall be the higher of:
 - (A) 5% above the average of the closing quotation prices of such Ordinary Shares as published in the Daily Official List of the Irish Stock Exchange, t/a Euronext Dublin (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 Ordinary Shares on Euronext Dublin, the price which is equal to the midpoint between the

high and low market guide prices in respect of such Ordinary Shares 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 Daily Official List of the Irish Stock Exchange, t/a Euronext Dublin (or any successor publication thereto);

(B) the amount stipulated by Article 3(2) of Commission Delegated Regulation (EU) 2016/1052 and any corresponding provision of any replacement legislation, being the value of an Ordinary Share 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 Shares 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 Euronext Dublin 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 Meeting of the Company after the passing of this resolution or 14 August 2020 unless previously varied, revoked or renewed in accordance with the provisions of Section 1074 of the Companies Act 2014, as amended. The Company or any such subsidiary may before such expiry enter into a contract for the purchase of Ordinary Shares 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.”

8. 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 Company to allot and issue relevant securities (within the meaning of section 1021 of the Companies Act 2014, as amended) of the Company up to an aggregate of 356,011,500 Ordinary Shares of €1.00 each provided that this

authority shall expire at the close of business on the date of the Annual General Meeting of the Company to be held in 2020 or on 14 August 2020, whichever is earlier, save that the Company 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.”

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

“THAT, if resolution 8 is approved, the Directors be and are hereby generally authorised, as is referred to in Article 9(e) of the Articles of Association of the Company, to allot and issue equity securities (within the meaning of section 1023(1) of the Companies Act 2014, as amended) for cash pursuant to the authority conferred on the Directors by resolution 8 as if section 1022(1) of the Companies Act 2014, as amended, did not apply provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with any rights issue or other pre-emptive issue in favour of Ordinary Shareholders (other than those holders with registered addresses outside the State to whom an offer would, in the opinion of the Directors, be impractical or unlawful in any jurisdiction) on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of such Ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them and subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with regulatory requirements, legal or practical problems in respect of overseas shareholders, fractional elements or otherwise; and
- (b) the allotment of equity securities for cash (otherwise than under paragraph (a) above) together with all treasury shares (as defined in Section 1078 of the Companies Act 2014, as amended) re-issued while this authority remains operable shall not exceed 53,941,000 Ordinary Shares of €1.00 each (being equivalent to approximately 5% of the nominal value of the issued Ordinary Share capital of the Company as at the date of this resolution);

provided that this authority shall expire at the close of business on the date of the Annual General Meeting of the Company to be held in 2020 or 14 August 2020, whichever is earlier, save that the Company 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.”

10. 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 8, the Directors be and are hereby generally empowered pursuant to section 1021 of the Companies Act 2014, as amended, 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 Shares in the Company 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 Company and/or the Company and its subsidiaries from time to time; and
- (b) Ordinary Shares 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 Shares up to a maximum aggregate nominal amount of 161,823,000 Ordinary Shares of €1.00 each and of AT1 ECNs convertible or exchangeable into Ordinary Shares up to such maximum aggregate nominal amount;
- (ii) expire on 14 August 2020 or at the close of business on the date of the Annual General Meeting of the Company to be held in 2020, whichever is the earlier, but so that the Company may make offers and enter into agreements before the authority expires which would or might require AT1 ECNs or Ordinary Shares to be issued or allotted or rights to subscribe for or to convert or exchange any security into Ordinary Shares to be granted after the authority expires and the Directors may allot shares 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, if resolution 10 is approved and in addition and separate to the authorities granted by resolutions 8 and 9, 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, as amended) or a right to subscribe for, or convert any securities into, Ordinary Shares, including AT1 ECNs (as defined in resolution 10) and any Ordinary Shares issued pursuant to the conversion or exchange of AT1 ECNs) of the Company for cash pursuant to the authority conferred on the Directors by resolution 10 above as if section 1022(1) of the Companies Act 2014, as amended, did not apply up to a maximum aggregate amount provided for in paragraph (b)(i) of resolution 10, provided that: this authority shall expire at the close of business on the date of the Annual General Meeting of the Company to be held in 2020 or 14 August 2020, whichever is earlier, but so that the Company may make offers and enter into agreements before the authority expires which would or might require AT1 ECNs or Ordinary Shares to be issued or allotted or rights to subscribe or convert or exchange any security into Ordinary Shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer as if the authority had not expired.”

By Order
Helen Nolan
Group Secretary

Bank of Ireland Group PLC
40 Mespil Road
Dublin 4

Notes

Entitlement to attend and vote

1. Only those Shareholders who are holders of fully paid shares of the Company and are registered on the Company's register of members at:
 - 6 p.m. on 12 May 2019 (being the record date specified by the Company for eligibility for voting); or
 - if the AGM is adjourned, at 6 p.m. on the day two days prior to the adjourned AGM

shall be entitled to participate and vote at the AGM.

Website giving information regarding the AGM

2. This AGM 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 Company's website at:
www.bankofireland.com/investor.

Attending in person

3. The AGM will be held at 11.00 a.m. If you wish to attend the AGM in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the AGM to allow time for registration. Please bring the Attendance Card attached to your Form of Proxy and present it at the Shareholder registration desk before the commencement of the AGM.

Electronic Participation

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

Voting by Corporate Representatives

5. Any corporation sole or body corporate which is a member of the Company 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 Meeting of the Company.

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 Company present in person.

Appointment of proxies

6. A Shareholder who is entitled to attend, speak, ask questions and vote at the AGM is entitled to appoint a proxy to attend, speak, ask questions and vote instead of him/her. A Shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the AGM in respect of shares held in different securities accounts. A Shareholder 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 shares held by that Shareholder. A proxy need not be a Shareholder of the Company. If you wish to appoint more than one proxy then please contact the Company'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 Shareholders is enclosed with this Notice of AGM (or is otherwise being delivered to Shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a Shareholder from attending the AGM 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 Company's Registrar,

Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 Ireland not later than 48 hours before the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) 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 AGM 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 Company’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 AGM or adjourned AGM. 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/her 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 Company 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, as amended.

Questions at the AGM

13. The Company will (subject to any reasonable measures the Company may take to identify Shareholders) answer any question a Shareholder may ask relating to the business being dealt with at the AGM unless:
 - (i) answering the question would interfere unduly with the preparation for the AGM or the confidentiality and business interests of the Company; or
 - (ii) the answer has already been given on the Company’s website in a question and answer format; or
 - (iii) it appears to the Chairman of the AGM 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 AGM, please send your question(s) in writing by email to agmquestions@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 AGM.

Shareholders’ right to table draft resolutions

15. Shareholders holding 3% or more of the Ordinary Shares 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 Shareholder, 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, D04 C2N4 or by email to agmquestions@boi.com no later than 42 days in advance of the AGM. Furthermore, Shareholders are reminded that there are provisions in company law which impose other conditions on the right of Shareholders to propose resolutions at any General Meeting of the Company.
16. Shareholders holding 3% or more of the Ordinary Shares may put an item on the agenda of the AGM. In order to exercise this right, written details of the item the Shareholders wish to have included in the AGM 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 AGM must be received by the Secretary no later than 42 days in advance of the AGM.

Voting on a Poll

17. Where a poll is taken at the AGM, a Shareholder, present in person or by proxy, holding more than one share need not use all his/her votes or cast his/her votes in the same way.

Outstanding Share Options

18. There are no outstanding share options in issue by the Company.

Appendix 1

DIRECTORS



Patrick Kennedy

Independent (on appointment)

Role

Non-Executive Director (July 2010). Chairman (August 2018, Deputy Chairman April 2015). Chair, Group Nomination and Governance Committee (August 2018, Member from September 2014).

Member, Risk Committee from January 2011 and Chair July 2016 to July 2018. Member, Remuneration Committee from January 2011 to July 2016. Member of the Audit Committee from July 2016 to July 2018.

Member of Group Transformation Oversight Committee (August 2018).

Particular Skills

Strong leadership qualities. Deep knowledge of the Bank with exceptional commercial acumen. In-depth knowledge of international business, management, finance, corporate transactions, strategic development and risk management gained from a highly successful career in national and international business.

External Appointments

Chairman and Chair of the Audit, Risk, Remuneration and Nomination Committees of Carrawler.

Experience

Patrick was Chief Executive of Paddy Power plc from 2006 to 2014, prior to which he served as an Executive Director from 2005 and Non-Executive Director from 2004. 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. He previously worked with KPMG Corporate Finance in Ireland and the Netherlands, with McKinsey & Co. in London, Dublin and Amsterdam and as a Non-Executive Director of Elan Corporation plc.

Qualifications

Fellow Chartered Accountants Ireland.



Patrick Haren

Independent

Role

Non-Executive Director (January 2012). Deputy Chairman (August 2018). Senior Independent Director (April 2015). Chair, Remuneration Committee (May 2015, Member January 2012). Member, Nomination and Governance Committee (November 2015). Member, Audit Committee from January 2012 to July 2018.

Trustee of the Bank of Ireland Staff Pensions Fund.

Particular Skills

Experienced Chief Executive Officer who has gained extensive strategic, corporate development and transactional experience.

External Appointments

None.

Experience

Patrick acts as an Advisor to Green Sword Environmental Ltd. He 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 led the privatisation of NIE by IPO and grew 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. He is a past director of Bank of Ireland (UK) plc where he also served as Chair of the Remuneration Committee and a member of the Nomination Committee.

Qualifications

Member of the Institute of Directors (UK). Awarded a knighthood in 2008 for services to the electricity industry in Northern Ireland.



Francesca McDonagh

Non-Independent

Role

Group Chief Executive Officer and Executive Director (October 2017).

Particular Skills

A skilled global banker, renowned for strategic thinking and a proven track record in successfully executing strategy. A history of delivering strong financial performance coupled with leadership of transformation to drive future results. Experience in a range of senior banking roles, and in a range of countries and operating structures. She brings to the Board a leadership style characterised by strong commercial results orientation, a clear strategic vision and significant customer focus.

External Appointments

Director of Ibec Company Limited By Guarantee. Member of the PRA Practitioner Panel.

Experience

Francesca joined the Group from HSBC Group, where she held a number of senior management roles over a twenty year period including Group General Manager and Regional Head of Retail Banking and Wealth Management, UK and Europe, Regional Head of Retail Banking and Wealth Management, Middle East and North Africa, and Head of Personal Financial Services, Hong Kong. She has previously served on the board of the British Bankers' Association (BBA), where she was Deputy Chair, and on the board of the National Centre for Universities and Business in the UK.

Qualifications

Bachelor of Arts Degree in Politics, Philosophy and Economics from Oxford University. Awarded an OBE in 2017 for services to banking.



Ian Buchanan
Independent

Role

Non-Executive Director (May 2018).
Member, Risk Committee (May 2018).
Director, Bank of Ireland (UK) plc
(September 2018).

Chair of Group Transformation Oversight
Committee (August 2018).

Particular Skills

Extensive technology, digital, business
transformation and customer operations
experience gained through his work
in a number of international retail,
commercial and investment banks.

External Appointments

Non-Executive Director of Openwork
Holdings Limited.

Experience

Ian was Group Chief Information Officer
for Barclays plc and Chief Operating
Officer for Barclaycard until 2016. Before
joining Barclays in 2011, Ian was Chief
Information Officer for Société Générale
Corporate & Investment Banking (2009
to 2011), a member of the public board
and Group Manufacturing Director
of Alliance & Leicester plc (2005 to
2008) and a member of the Executive
Committee and Chief Operations
& Technology Officer of Nomura
International (1994 to 2005). Ian's earlier
career was spent at Credit Suisse,
Guinness, and BP.

Qualifications

Bachelor of Science degree in Physics
from the University of Durham.



Evelyn Bourke
Independent

Role

Non-Executive Director (May 2018).
Member, Audit and Nomination and
Governance Committees (May 2018).

Particular Skills

Strong track record in global executive
management and extensive experience
in financial services, risk and capital
management, and mergers and
acquisitions.

External Appointments

Group CEO of BUPA.

Experience

Evelyn was appointed Group CEO of
BUPA in July 2016, having been Acting
CEO from April 2016. She is also a
member of the Bupa board. She joined
Bupa as CFO in September 2012, from
Friends Life Group, where she was Chief
Executive Officer of its Heritage division.
Previously at Friends Provident, she
was the Executive Director responsible
for strategy, capital and risk and, prior
to that, Chief Financial Officer. She was
previously a Non-Executive Director of
the IFG plc, Dublin, where she was Chair
of the Board Risk Committee. Evelyn's
earlier career was spent at Standard Life
Assurance plc, Chase De Vere Financial
Solutions, St. James's Place, Nascent
Group, Tillinghast Towers Perrin, in the
UK, and Lifetime Assurance and New
Ireland Assurance in Dublin.

Qualifications

Fellow of Institute and Faculty of
Actuaries. MBA from London Business
School.



Richard Goulding
Independent

Role

Non-Executive Director (July 2017).
Chair, Risk Committee (Aug 2018,
Member, July 2017). Member,
Remuneration Committee (July 2017).
Member, Audit Committee (August
2018).

Member of Group Transformation
Oversight Committee (August 2018).

Particular Skills

Extensive risk management and
executive experience in a number of
banks with an international profile,
and brings a strong understanding of
banking and banking risks, with a deep
knowledge of operational risk.

External Appointments

Non-Executive Director of Citigroup
Global Markets Limited, where he is
Chair of the Risk Committee and a
member of the Audit and Remuneration
and Nomination Committees. Non-
Executive Director of Zopa Bank Limited,
where he is Chair of the Risk Committee
and a member of the Audit, Nomination
and Remuneration Committees.

Experience

Richard held the role of Group Chief
Risk Officer and Director at Standard
Chartered Bank from 2006 to 2015,
where he was a member of the Group
Executive Committee, prior to which he
held the role of Chief Operating Officer,
Wholesale Banking Division. Before
joining Standard Chartered in 2002, he
held senior executive positions with Old
Mutual Financial Services in the U.S.,
UBS Warburg / SBC Warburg, London
and Switzerland, Astra Holding plc,
Bankers Trust Company and the Midland
Bank Group, London.

Qualifications

Qualified Chartered Accountant (South
Africa), Bachelor of Commerce degree
and a postgraduate degree in finance
from the University of Natal, South
Africa.



Andrew Keating
Non-Independent

Role

Group Chief Financial Officer, Executive Director (February 2012).

Particular Skills

Extensive financial management and leadership experience, having worked for twenty years in executive and senior finance roles in Bank of Ireland and Ulster Bank. Andrew has a deep and broad knowledge of financial management, risk and capital management, and related regulatory and governance requirements. Andrew has strong leadership qualities, embraces change and transformation, and is exceptionally focussed on delivering commercial results. Andrew is a strong advocate for Culture Transformation, and he is the Group Sponsor of Inclusion and Diversity.

External Appointments

Non-executive Director of Irish Management Institute CLG.

Experience

Andrew joined the Group in 2004 and held a number of senior finance leadership roles before being appointed as an Executive Director and Group Chief Financial Officer in 2012. Prior to his appointment as Group Chief Financial Officer, Andrew held the role of Director of Group Finance. Andrew joined the Group from Ulster Bank where he held a number of senior finance roles, including Chief Accountant. He qualified as a Chartered Accountant with Arthur Andersen.

Qualifications

Bachelor of Commerce from University College Cork, Masters of Accounting from University College Dublin, Fellow of Chartered Accountants Ireland.



Fiona Muldoon
Independent

Role

Non-Executive Director (June 2015). Member, Risk Committee (November 2015). Member, Nomination and Governance Committee (January 2019).

Particular Skills

Significant experience in governance, regulatory compliance and financial oversight and is an experienced financial services professional. Significant previous experience within a financial institution with an international focus.

External Appointments

Group Chief Executive of FBD Holdings plc and Chief Executive of FBD Insurance plc. Director of Insurance Ireland (Member Association) CLG.

Experience

Fiona is Group Chief Executive of FBD Holdings plc and FBD Insurance plc, one of Ireland's largest property and casualty insurers. She served from 2011 to 2014 with the Central Bank of Ireland including as Director, Credit Institutions and Insurance Supervision. Fiona spent 17 years of her career with XL Group in Dublin, London and Bermuda, where she worked in various management positions including general insurance responsibilities, corporate treasury and strategic activities including capital management, rating agency engagement and corporate development.

Qualifications

Bachelor of Arts Degree from University College Dublin, Fellow Chartered Accountants Ireland.



Patrick Mulvihill
Independent

Role

Non-Executive Director (December 2011). Chair, Audit Committee (April 2018, Member December 2011). Member, Risk Committee (December 2011 to May 2017, January 2018 to date).

Member of Group Transformation Oversight Committee (April 2016). Trustee of the Bank of Ireland Staff Pensions Fund (December 2017).

Particular Skills

In-depth knowledge of financial and management reporting, regulatory compliance, operational, risk and credit matters within a global financial institution.

External Appointments

Non-Executive Director of International Fund Services (Ireland) Limited. Director of Beachvista Limited.

Experience

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 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.

Qualifications

Fellow Chartered Accountants Ireland and Associate of the Institute of Directors.



Steve Pateman

Independent

Role

Non-Executive Director (September 2018). Member, Audit, Risk and Remuneration Committees (September 2018).

Particular Skills

Brings to the Board the strategic insights of a Chief Executive Officer of a UK Bank and a strong lending and credit background with deep commercial experience including the operational challenges facing lending institutions.

External Appointments

Director and CEO of Hodge Group.

Experience

Steve was Chief Executive Officer of Shawbrook Bank Limited from October 2015 to December 2018. He joined Shawbrook from Santander UK, where he was Executive Director and Head of UK Banking and was responsible for the bank's Corporate, Commercial, Business and Retail Banking operations as well as Wealth Management. He also held a number of senior positions at Santander UK, Royal Bank of Scotland and NatWest. In January 2019, Steve joined Julian Hodge Bank Limited as CEO and was appointed to the Board in February 2019. Steve is a member of the Financial Capability Board for the Money Advice Service and was appointed Vice President of the Chartered Institutes of Bankers Scotland in June 2017 and Chair of the Professional Standards Board in December 2018. Steve was Director of The Mortgage Lender Limited from May 2018 to January 2019.

Location map

Concert Hall
RDS, Merrion Road,
Ballsbridge, Dublin 4

Please use the Merrion Road entrance.
Parking is available through the Merrion Road gate



