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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 ANNUAL GENERAL MEETING

on

Friday, 20 April 2018 at 11.00 a.m.

in the

O'Reilly Hall, UCD, Belfield, Dublin 4

Notice of the Annual General Meeting of Bank of Ireland Group plc (the “Company” or “BoIG plc”) 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 Meeting **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 Wednesday, 18 April 2018.**

20 March 2018

Dear Shareholder,

Notice of the Annual General Meeting (the “AGM”) to be held at 11.00 a.m. on Friday, 20 April 2018, 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 AGM. I will comment on the resolutions as follows:

Resolution 1 to receive and consider the Company’s Financial Statements for the year ended 31 December 2017, together with the Report of the Directors and the Auditors’ Report.

Resolution 2 to declare a final dividend of 11.5 cents per Ordinary Share for the year ended 31 December 2017, payable to the holders thereof on the register of members at 5:00 p.m. on 20 April 2018 and to be paid on 24 May 2018.

Resolution 3 to receive and consider the Group Remuneration Committee Report for the year ended 31 December 2017 which is set out on pages 118 to 123 of the Annual Report. This is an advisory, non-binding resolution.

Our goal is to operate a remuneration policy consistent with EBA Guidelines. The Group Remuneration Committee will engage with major shareholders during 2018 in regard to the adoption of an appropriate executive incentive scheme and to obtain feedback from major shareholders on any such scheme, with initial potential awards to be made in 2019 by reference to the 2018 financial year. The Board will seek approval for any such scheme from the Minister for Finance and will present any required resolution to shareholders in due course.

Resolutions 4(a)–(j), which are proposed as separate resolutions, relate to the election of Directors as outlined below.

In July 2017, a corporate restructuring programme was completed whereby BoIG plc became the new holding company of The Governor and Company of the Bank of Ireland (the “Bank”) and its subsidiaries (together the “Group”). The Directors of the Bank prior to completion of the corporate restructuring (other than Brad Martin who retired from the Bank’s Court of Directors on 28 April 2017) were also appointed to the Board of BoIG plc. As BoIG plc is the newly established parent company of the Group, all Directors are offering themselves for election, rather than re-election.

The following Directors, being eligible, are offering themselves for election: Kent Atkinson, Richard Goulding, Patrick Haren, Archie G Kane, Andrew Keating, Patrick Kennedy, Davida Marston, Francesca McDonagh, Fiona Muldoon and Patrick Mulvihill.

In accordance with good corporate governance practice, I am standing for election at this AGM, however, as announced on 21 February, 2018, I have informed the Company that I intend to stand down as Chairman of BoIG plc and as Governor of the Bank later this year. As part of the Board’s ongoing succession planning, a process is underway to appoint a new Chairman and Governor. Further details regarding my successor and my retirement date will be provided to shareholders once that process has concluded.

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.

Kent Atkinson, Patrick Haren and Patrick Mulvihill have completed terms of six years each on the Board and Patrick Kennedy has served for over seven years (in each case including on the Court of the Bank). In accordance with Provision B.2.3 of the UK Corporate Governance Code, the evaluations of these Directors, carried out by the Nomination and Governance Committee, were particularly rigorous, and took into account the need for continuity as well as progressive refreshing of the Board. A summary of the skills and experience brought by each Director to the Board is provided in Appendix 1.

Resolution 5–Appointment of Auditors

Resolution 5 is an advisory resolution. KPMG has been appointed by the Board, as statutory Auditor to the Company, on the recommendation of the Audit Committee, in place of PwC.

Resolution 6 seeks the usual authority from shareholders to enable the Directors to fix the remuneration of the Auditors

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 purchase up to approximately 10% of its own Ordinary Shares. The authority will expire on the earlier of the AGM to be held in 2019 or **20 July 2019**. 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 maximum 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 the general authority of the Directors to issue Ordinary Shares subject to statutory pre-emption rights to the extent applicable.

While the current guidelines of the Investment Association (“IA”) permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of a company’s issued share capital (provided that any issuance under that authority in excess of one-third of a company’s issued share capital can only be used to allot shares pursuant to a fully pre-emptive rights issue), this resolution reverts to the more limited authority that was permitted under older versions of the IA guidelines. This change is in response to the negative votes cast by some large shareholders at last year’s Annual General Court of the Bank (“AGC”).

For this reason, Resolution 8 differs from the equivalent resolution last year in that it seeks a more limited general authority (equivalent to that granted by stockholders at the 2015 AGC) to allot Ordinary Shares up to a maximum of 356,011,500 Ordinary Shares, representing approximately 33% of the issued Ordinary Shares of the Company as at 13 March 2018 (the latest practicable date prior to the publication of this Notice), subject to statutory pre-emption rights where applicable.

The authority being sought, if granted, will remain in force until **20 July 2019** or the date of the AGM in 2019, whichever is the earlier. **There are currently no plans to issue any Ordinary Shares on foot of this authorisation.**

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, proposes a Directors’ authority 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 (i) to a rights issue or other pre-emptive issue authorised under Resolution 8 and (ii) up to 53,941,000 Ordinary Shares (representing approximately 5% of the Company’s issued Ordinary Shares as at 13 March 2018 (the latest practicable date prior to the publication of this Notice)) 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 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 **20 July 2019** or the date of the AGM in 2019, 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 and separate to Resolutions 8 and 9, under Resolutions 10 and 11, 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 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 13 March 2018 (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 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 AGC in 2017.

The authority being sought will, if granted, remain in force until **20 July 2019** or the date of the AGM in 2019, 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 104,920 units of 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, 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 Wednesday, 18 April 2018. 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.

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,



Archie G Kane
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 Friday, 20 April 2018, at 11.00 a.m. in the O’Reilly Hall, UCD, Belfield, 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 2017 together with the Report of the Directors and the Auditors’ Report.
2. That the final dividend recommended by the Directors of 11.5 cents per share for the year ended 31 December 2017, be declared payable on the Ordinary Shares to all members whose names appear on the register of members at 5:00 p.m. on 20 April 2018 and that such dividend be paid on 24 May 2018.
3. To receive and consider the Group Remuneration Committee Report for the year ended 31 December 2017 (excluding the part containing the Group Remuneration Policy), which is set out at pages 118 to 123 of the Annual Report.
4. To elect the following Directors, by separate resolutions:
 - (a) Kent Atkinson
 - (b) Richard Goulding
 - (c) Patrick Haren
 - (d) Archie G Kane
 - (e) Andrew Keating
 - (f) Patrick Kennedy
 - (g) Davida Marston
 - (h) Francesca McDonagh
 - (i) Fiona Muldoon
 - (j) Patrick Mulvihill
5. To consider the continuation in office of KPMG as Auditors of the Company.
6. To authorise the Directors to fix the remuneration of the Auditors for the 2018 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 Irish Stock Exchange Daily Official List (or any successor publication thereto) for the five business days immediately preceding the day of purchase, and, in respect of any business day on which there shall be no dealing in such Ordinary Shares on the Irish Stock Exchange, the price which is equal to the midpoint between the high and low market guide prices in respect of such 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 Irish Stock Exchange Daily Official List (or any successor publication thereto); and

- (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 the Irish Stock Exchange or its equivalent.

This resolution shall take effect and the authorities hereby conferred shall be effective immediately and shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company after the passing of this resolution or 20 July 2019 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 2019 or on 20 July 2019, 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 (within the meaning of 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 2019 or 20 July 2019, 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 20 July 2019 or at the close of business on the date of the Annual General Meeting of the Company to be held in 2019, 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 in addition and separate to the authority granted by Resolution 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 2019 or 20 July 2019, 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
Company Secretary
Bank of Ireland Group plc
40 Mespil Road
Dublin 4

20 March 2018

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 18 April 2018 (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 body corporate which is a member of the Company may, by a 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 body corporate which such individual represents as that body corporate could exercise if it 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. 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, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, 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 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.

Questions at the AGM

13. The Company will (subject to any reasonable measures the Company may take to identify Shareholders) answer any question you 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 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

Archie G Kane (65)

Chairman

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

Appointed: June 2012 (5.5 years)

Independent: On Appointment

Committee Membership:

Chairman of the Nomination and Governance Committee and member of the Remuneration Committee since June 2012 (5.5 years).

External Appointments:

Non-executive Director of Melrose Industries PLC, where he is a member of the Audit Committee, the Remuneration Committee and the Nominations Committee. Trustee of the Stratford-Upon-Avon Literary Festival.

Kent Atkinson (72)

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. Previous board appointments include Coca-Cola HBC AG, Cookson Group plc, Gemalto N.V., Standard Life plc, Telent plc (formerly Marconi plc), UK Asset Resolution Limited 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 Mergers and Acquisitions (M&A), Remuneration and Nomination Committees.

Appointed: January 2012 (6 years)

Independent: Yes

Committee Membership:

Member of the Audit Committee since January 2012 (6 years) and Chairman since April 2012. Member of the Risk Committee since January 2012 (6 years). Member of the Remuneration Committee since July 2016 (1.5 years).

External Appointments:

None.

Richard Goulding (58)

Non-executive Director

Richard held the role of Group Chief Risk Officer and Director at Standard Chartered Bank, 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.

Richard has 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. He is a qualified Chartered Accountant (South Africa), having previously obtained a Bachelor of Commerce degree and a postgraduate degree in finance from the University of Natal, South Africa.

Appointed: July 2017 (0.5 years)

Independent: Yes

Committee Membership:

Member of the Risk Committee and Remuneration Committee since July 2017 (0.5 years).

External Appointments:

Non-executive Director of Citigroup Global Markets Limited, where he is Chairman of the Risk Committee and a member of the Audit and Remuneration & Nomination Committees.

Non-executive Director of Zopa Group Limited, where he is Chairman of the Risk Committee and a member of the Audit Committee.

Patrick Haren (67)

Senior Independent Director; Non-executive Director

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

Patrick is an experienced Chief Executive Officer who has gained extensive strategic, corporate development and transactional experience, having led the privatisation of NIE by IPO and grown the business under the new holding company Viridian through to 2007, positioning the company as the market leader in independent electricity generation and supply in competitive markets in Ireland, North and South. 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. 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).

Appointed: January 2012 (6 years)

Independent: Yes

Committee Membership:

Member of the Remuneration Committee since January 2012 (6 years) and Chairman since May 2015 (2.5 years). Member of the Audit Committee since January 2012 (6 years) and member of the Nomination and Governance Committee since November 2015 (2 years).

External Appointments:

Advisory role to Green Sword Environmental Ltd.

Andrew Keating (47)

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.

Appointed: February 2012 (6 years)

Independent: No

Committee Membership:

None.

External Appointments:

Non-executive Director of Irish Management Institute CLG.

Patrick Kennedy (48)

Deputy Chairman; 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. He was previously a Non-Executive director of Elan Corporation plc.

Patrick has in-depth knowledge of international business, management, finance, corporate transactions, strategic development and risk management through his involvement in Paddy Power plc and Elan Corporation plc, Greencore Group plc and McKinsey & Co. He is a Fellow of Chartered Accountants Ireland.

Appointed: July 2010 (7.5 years)

Independent: Yes

Committee Membership:

Member of the Risk Committee since January 2011 (7 years) and Chairman since July 2016 (1.5 years). Member of the Nomination and Governance Committee since September 2014 (3.5 years). Member of the Audit Committee since July 2016 (1.5 years).

External Appointments:

Chairman of Cartrawler, where is a member of the Audit, Risk, Remuneration and Nomination Committees.

Davida Marston (64)

Non-executive Director

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

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

Appointed: April 2013 (5 years)

Independent: Yes

Committee Membership:

Member of the Audit Committee since April 2013 (5 years). Member of the Risk Committee from April 2013 to May 2017.

External Appointments:

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

Francesca McDonagh (42)

Group Chief Executive Officer and Executive Director

Francesca was appointed Group Chief Executive Officer in October 2017. She 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.

Francesca is a very experienced global retail banker, with an exceptional track record, both in terms of financial performance and her leadership of transformation to drive future results 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 and a clear strategic vision, with significant customer empathy.

Francesca is a member of the PRA Practitioner Panel. 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. Francesca has a Bachelor of Arts Degree in Politics, Philosophy and Economics from Oxford University.

Appointed: October 2017 (0.5 years)

Independent: No

Committee Membership:

None.

External Appointments:

None.

Fiona Muldoon (50)

Non-executive Director

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

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

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

Appointed: June 2015 (2.5 years)

Independent: Yes

Committee Membership:

Member of the Risk Committee since November 2015 (2.5 years).

External Appointments:

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

Patrick Mulvihill (55)

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

Appointed: December 2011 (6 years)

Independent: Yes

Committee Membership:

Member of the Audit Committee since December 2011 (6 years). Member of the Risk Committee from December 2011 to May 2017 and January 2018 to date.

External Appointments:

Non-executive Director of International Fund Services (Ireland) Limited. Director of Beachvista Limited. Director and Chairman of Virtu Financial Transaction Services Limited (In Members Voluntary Liquidation).

LOCATION MAP



