

The Governor and Company of the Bank of Ireland (“Bank of Ireland”)

Results of Annual General Court

28 April 2016

All of the resolutions proposed at the Annual General Court of Bank of Ireland held on 28 April 2016 were duly passed.

The results of the voting on each resolution are as follows:

Resolution 1

To consider the Report of the Directors, the Auditors’ Report and the Accounts for the year ended 31 December 2015.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
1	21,538,024,736	99.97	7,374,661	0.03	172,044	21,545,399,397

Resolution 2

To consider the Report on Directors’ Remuneration for the year ended 31 December 2015.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
2	21,399,204,487	99.34	141,515,434	0.66	4,850,685	21,540,719,921

Resolution 3

(i) To elect Fiona Muldoon a Director of the Court.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
3(i)	21,460,980,891	99.61	83,816,198	0.39	772,689	21,544,797,089

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

- (a) Kent Atkinson
- (b) Richie Boucher
- (c) Pat Butler
- (d) Patrick Haren
- (e) Archie G Kane
- (f) Andrew Keating
- (g) Patrick Kennedy
- (h) Davida Marston
- (i) Brad Martin
- (j) Patrick Mulvihill

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
3(ii)(a)	21,442,032,384	99.52	102,983,493	0.48	553,526	21,545,015,877
3(ii)(b)	21,432,374,688	99.48	112,619,841	0.52	342,319	21,544,994,529
3(ii)(c)	21,391,559,944	99.59	89,085,775	0.41	64,924,059	21,480,645,719
3(ii)(d)	21,459,585,473	99.60	85,346,962	0.40	512,648	21,544,932,435
3(ii)(e)	21,437,916,783	99.50	107,094,145	0.50	560,513	21,545,010,928
3(ii)(f)	21,367,616,510	99.18	176,911,880	0.82	513,883	21,544,528,390
3(ii)(g)	21,460,304,031	99.61	84,802,968	0.39	461,959	21,545,106,999
3(ii)(h)	21,460,155,566	99.61	84,900,236	0.39	495,639	21,545,055,802
3(ii)(i)	21,303,487,048	99.19	174,046,106	0.81	68,036,624	21,477,533,154
3(ii)(j)	21,458,612,643	99.60	86,469,326	0.40	478,176	21,545,081,969

Resolution 4

To authorise the Directors to fix the remuneration of the Auditors.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
4	21,436,007,079	99.50	108,335,627	0.50	994,342	21,544,342,706

Resolution 5

To authorise purchases of Ordinary Stock by the Bank or subsidiaries.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
5	21,533,850,161	99.99	2,135,369	0.01	9,585,736	21,535,985,530

Resolution 6

To determine the re-allotment price range for Treasury Stock.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
6	21,165,199,172	98.24	378,724,769	1.76	591,420	21,543,923,941

Resolution 7

To authorise the Directors to issue stock.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
7	20,022,909,870	92.93	1,522,169,292	7.07	492,104	21,545,079,162

Resolution 8

To renew the Directors' authority to issue Ordinary Stock on a non-pre-emptive basis for cash.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
8	19,770,215,871	94.59	1,130,199,229	5.41	645,149,859	20,900,415,100

Resolution 9

To authorise the Directors to issue contingent equity conversion notes, and Ordinary Stock on the conversion of such notes.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
9	20,816,994,380	98.34	351,220,817	1.66	377,356,139	21,168,215,197

Resolution 10

To authorise the Directors to issue for cash on a non-pre-emptive basis, contingent equity conversion notes, and Ordinary Stock on the conversion of such notes.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
10	20,341,851,031	96.10	826,092,363	3.90	377,604,857	21,167,943,394

Resolution 11

To maintain the existing authority to convene an EGC by 14 days' notice.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
11	20,154,733,224	93.55	1,390,604,253	6.45	233,964	21,545,337,477

Resolution 12

To adopt amended Bye-Laws of the Bank.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
12	21,542,833,748	99.99	1,879,429	0.01	858,264	21,544,713,177

The "Vote Withheld" option is provided to enable abstention on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and is not counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

The full text of each resolution was set out in the Governor's Letter to holders of Ordinary Stock and Notice of the Annual General Court which was posted to stockholders on 14 March 2016.

In accordance with Irish Listing Rule 6.6.2 and UK Listing Rule 9.6.2 copies of the resolutions will be submitted to the Irish Stock Exchange and the UK's National Storage Mechanism and will shortly be available for inspection at the following locations:

Company Announcements Office
The Irish Stock Exchange
28 Anglesea Street
Dublin 2

and at

[<http://www.hemscott.com/nsm.do>]

28 April 2016

For further information contact:

Helen Nolan, Group Secretary

Tel: + 353 (0) 76 6234710