

This announcement and the information contained herein is restricted and not for release, publication or distribution, directly or indirectly, in whole or in part, into any jurisdiction in which release, publication or distribution would be unlawful. This announcement is an advertisement and does not constitute a prospectus or a prospectus equivalent document. Investors should not acquire any securities referred to in this communication except on the basis of information contained in the prospectus issued by Bank of Ireland Group plc on 4 April 2017 (the "Prospectus").

Terms used and not otherwise defined in this announcement have the meaning given to such terms in the circular published by Bank of Ireland on 4 April 2017.

The Governor and Company of the Bank of Ireland

Update on the resolution strategy for the Group: All stockholder resolutions passed and an application made for listing of Designated Stock

28 April 2017

As announced on 31 March 2017, the Group intends to implement a corporate reorganisation which would result in Bank of Ireland Group plc ("BOIG plc") being introduced as the listed holding company of the Group. The reorganisation will be implemented by a scheme of arrangement under the Companies Act 2014 (the "Scheme").

Stockholder resolutions

Today, two meetings were held including a meeting convened by the High Court of Ireland for ordinary stockholders subject to the Scheme (the "High Court Convened Stockholder Meeting") and an Extraordinary General Court of the Governor and Company of the Bank of Ireland (the "Bank" or the "Company"), ("EGC"). At these meetings, resolutions relating to the Scheme were proposed and duly passed. The results of the voting on each of the resolutions are available in the Additional Information section of this announcement.

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 Company Announcements Office, The Irish Stock Exchange, 28 Anglesea Street, Dublin 2 and <http://www.morningstar.co.uk/uk/NSM>

Additional Listing of Designated Stock

In connection with the Scheme, the Group has made an application for the admission of 1 (one) unit of ordinary stock of nominal value €0.05 (the "Designated Stock") to (a) the Official Lists of the Irish Stock Exchange and the UK Listing Authority and (b) to trade on the Main Securities Market of the Irish Stock Exchange and the London Stock Exchange's market for listed securities. Admission is expected to become effective on 3 May 2017.

As set out in the Prospectus, the Designated Stock, which constitutes a single unit of ordinary stock issued in favour of BOIG plc, will be excluded from the Scheme to ensure that the Bank continues to meet minimum shareholding requirements prescribed under the Companies Act 2014 during implementation of the Scheme. As the Designated Stock will be held by BOIG plc, it will be retained in issue following implementation of the Scheme and will be held by BOIG plc on the same basis as the new ordinary stock issued to BOIG plc (or its nominee) pursuant to the terms of the Scheme.

Ends

For further information please contact:

Bank of Ireland

Helen Nolan	Group Secretary	+353 (0) 76 623 4710
Alan Hartley	Director of Group Investor Relations	+353 (0) 766 23 4850
Pat Farrell	Head of Group Communications	+353 (0) 766 23 4770

Additional Information

High Court Convened Stockholder Meeting

The resolution proposed at the High Court Convened Stockholder Meeting held today was duly passed.

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

Resolution

To approve the Scheme.

Present (in person or by proxy) and Voting			Votes For the Resolution				Votes Against the Resolution				Votes Withheld			
	No. of Stockholders	Ordinary Stock Represented	No. of Stockholders		Ordinary Stock Represented		No. of Stockholders		Ordinary Stock Represented		No. of Stockholders		Ordinary Stock Represented	
			No.	%	No.	%	No.	%	No.	%	No.	%	No.	%
Total	1,701	20,975,840,189	1,533	90.12	20,967,316,134	99.96	168	9.88	8,524,055	0.04	43	N/A	7,053,568	N/A

Extraordinary General Court

All of the resolutions proposed at the EGC held today were duly passed.

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

Resolution 1

To approve the Scheme of Arrangement.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
1	20,994,597,585	99.95	10,306,510	0.05	26,573,277	21,004,904,095

Resolution 2

To approve the reduction of the issued capital stock of the Company pursuant to the Scheme of Arrangement.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
2	21,014,107,464	99.95	10,592,994	0.05	6,788,476	21,024,700,458

Resolution 3

To authorise the Directors to allot stock to Bank of Ireland Group plc in connection with the Scheme of Arrangement and apply the reserves of the Company to pay up such stock.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
3	21,014,099,853	99.95	10,546,069	0.05	6,856,588	21,024,645,922

Resolution 4

To approve amendments to the Bye-Laws.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
4	21,012,114,567	99.95	10,320,419	0.05	9,098,571	21,022,434,986

Resolution 5

To approve, on an advisory basis, the creation of distribute reserves in BOIG plc following implementation of the Scheme of Arrangement.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
5	21,011,774,833	99.96	9,313,952	0.04	9,263,133	21,021,088,785

The total number of units of Ordinary Stock of €0.05 each in issue at the record time for the entitlement to vote was 32,363,275,074 (excluding 22,008,690 units of treasury stock).

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.

Forward Looking Statement

This announcement contains certain forward-looking statements with respect to certain of the Group's plans and its current goals and expectations relating to its future financial condition and performance, the markets in which it operates, and its future capital requirements. These forward-looking statements often can be identified by the fact that they do not relate only to historical or current facts. Generally, but not always, words such as 'may,' 'could,' 'should,' 'will,' 'expect,' 'intend,' 'estimate,' 'anticipate,' 'assume,' 'believe,' 'plan,' 'seek,' 'continue,' 'target,' 'goal', 'would,' or their negative variations or similar expressions identify forward-looking statements, but their absence does not mean that a statement is not forward looking. Examples of forward-looking statements include among others, statements regarding the Group's proposed corporate re-organisation, its near term and longer term future capital requirements and ratios, level of ownership by the Irish Government, loan to deposit ratios, expected impairment charges, the level of the Group's assets, the Group's financial position, future income, business strategy, projected costs, margins, future payment of dividends, the implementation of changes in respect of certain of the Group's pension schemes, estimates of capital expenditures, discussions with Irish, United Kingdom, European and other regulators and plans and objectives for future operations.

Nothing in this announcement should be considered to be a forecast of future profitability or financial position and none of the information in this document is or is intended to be a profit forecast or profit estimate. Any forward-looking statement speaks only as at the date it is made. The Group does not undertake to release publicly any revision to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date hereof.

IMPORTANT NOTICE

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this communication or its accuracy, fairness or completeness.

The contents of this announcement are not to be construed as legal, financial or tax advice. Each prospective investor should consult his own legal adviser, financial adviser or tax adviser for legal, financial or tax advice, respectively.

Davy is authorised and regulated in Ireland by the Central Bank of Ireland.

Davy is acting as Irish Sponsor and joint UK Sponsor to Bank of Ireland Group and no one else for the purpose of the transaction described herein and will not be responsible to anyone other than Bank of Ireland Group for providing the protections offered to clients of Davy nor for providing advice in relation to such transaction.

UBS Limited is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom.

UBS Limited is acting as joint UK Sponsor to Bank of Ireland Group and no one else for the purpose of the transaction described herein and will not be responsible to anyone other than Bank

NOTICE TO OVERSEAS INVESTORS

The distribution of this document and issue (pursuant to the Scheme or otherwise), delivery or transfer of BOIG plc Shares in certain jurisdictions other than Ireland and the United Kingdom may be restricted by law. No action has been taken by BOIG plc or Davy and UBS Limited (together the "Sponsors") to permit a public offering of BOIG plc Shares or possession or distribution of this document (or any other offering or publicity materials relating to BOIG plc Shares) in any other jurisdiction where action for that purpose may be required or doing so is restricted by law. Accordingly, neither this document nor any advertisement may be distributed or published in any other jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this document comes are required by BOIG plc and the Sponsors to inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute or form part of an offer to sell or the solicitation of an offer to buy or subscribe for, BOIG plc Shares to any person in any jurisdiction to whom or in which such offer or solicitation is unlawful. Further information on the restrictions to which the distribution of this document is subject is set out in Section 8 of Part V of the Prospectus.

NOTICE TO INVESTORS IN THE EUROPEAN ECONOMIC AREA

In relation to each member state (each, a "Member State") of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State") except for the allotment and issuance of BOIG plc Shares pursuant to the Scheme in Ireland and the United Kingdom in respect of which the Prospectus has been published, with effect from and including the date on which the Prospectus Directive was implemented in that Relevant Member State (the "relevant implementation date"), no BOIG plc Shares have been offered or will be offered to the public in that Relevant Member State prior to the publication of a prospectus in relation to the BOIG plc Shares which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in the Relevant Member State in which the offer to the public is to take place, all in accordance with the Prospectus Directive, except that with effect from and including the relevant implementation date, offers of BOIG plc Shares may be made to the public in that Relevant Member State at any time:

- (i) to any legal entity which is a "qualified investor", within the meaning of Article 2(1)(e) of the Prospectus Directive, including any relevant implementing directive measure in that relevant member state;
- (ii) to fewer than, 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive); or
- (iii) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of BOIG plc Shares shall result in a requirement for the publication by BOIG plc or the Bank of a prospectus pursuant to Article 3 of the Prospectus Directive or supplemental prospectus pursuant to Article 16 of the Prospectus Directive.

In the case of any BOIG plc Shares being offered to a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, each such financial intermediary will be deemed to have represented, acknowledged and agreed that the BOIG plc Shares issued to it pursuant to the Scheme have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer to the public other than their offer or resale in a relevant member state to qualified investors, in circumstances in which the prior consent of the Sponsors has been obtained to each such proposed offer or resale.

BOIG plc and the Sponsors and their affiliates will rely upon the truth and accuracy of the foregoing representations, acknowledgements and agreements.

For the purposes of the provisions above, the expression an “offer to the public” in relation to any BOIG plc Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of offer and any BOIG plc Shares to be offered so as to enable an investor to decide to acquire the BOIG plc Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State.

NOTICE TO INVESTORS IN JAPAN, SWITZERLAND, THE UNITED ARAB EMIRATES OR THE REPUBLIC OF SOUTH AFRICA

The BOIG plc Shares have not been and will not be registered under the applicable securities laws of Japan, Switzerland, the Republic of South Africa, or the United Arab Emirates. Accordingly, subject to certain exceptions, the BOIG plc Shares may not be issued (pursuant to the Scheme or otherwise), delivered, transferred, offered or sold in Japan, Switzerland, the Republic of South Africa or the United Arab Emirates or to, or for the account or benefit of, any resident of Japan, Switzerland, the Republic of South Africa or the United Arab Emirates.

NOTICE TO INVESTORS IN THE UNITED STATES

The BOIG plc Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or under the securities laws of any state, district or other jurisdiction of the United States, and may not be offered, sold, delivered or transferred except pursuant to an available exemption from or in a transaction not subject to the registration requirements of the Securities Act and applicable US state securities laws. It is expected that the BOIG plc Shares will be issued in reliance on the exemption from the registration requirements of the Securities Act provided by section 3(a)(10) of the Securities Act.

EXEMPTION FROM REGISTRATION UNDER THE US SECURITIES ACT

For the purposes of qualifying for the exemption from the registration requirements of the Securities Act provided by section 3(a)(10) thereof with respect to the BOIG plc Shares to be issued pursuant to the Scheme, the Bank will apprise the High Court that, if sanctioned, its sanctioning of the Scheme will be relied upon by the Bank and BOIG plc as an approval of the Scheme following a High Court Hearing on its fairness to the Ordinary Stockholders at which High Court Hearing all Ordinary Stockholders will be entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all Ordinary Stockholders. Ordinary Stockholders (whether or not US persons (as defined in the Securities Act)) who are affiliates of the Bank or will be affiliates of BOIG plc at the Effective Date will be subject to certain US resale restrictions relating to the BOIG plc Shares received pursuant to the Scheme.

None of the US Securities and Exchange Commission, any other US federal or US State securities commission or any US regulatory authority has approved or disapproved of the BOIG plc Shares offered by the Prospectus nor have such authorities reviewed or passed upon the accuracy or adequacy of the Prospectus or any accompanying documents. Any representation to the contrary is a criminal offence in the United States.

NOTICE TO INVESTORS IN CANADA

This document is not, and under no circumstances is to be construed as, a prospectus under Canadian securities laws, an advertisement or a public offering of the securities described herein in Canada. No securities commission or similar regulatory authority in Canada has in any way passed upon the merits of the BOIG plc Shares nor has it reviewed or passed upon the accuracy or adequacy of this document or any accompanying documents. Any representation to the contrary is an offence in Canada.

NOTICE TO INVESTORS IN AUSTRALIA

This document is made available to persons in Australia without a disclosure document pursuant to an exemption and declaration made by the Australian Securities and Investments Commission that BOIG plc does not have to comply with Part 6D.1 or 6D.3 of the Australian Corporations Act 2001 (Cth) (the “Corporations Act”) for an offer of BOIG plc Shares to Ordinary Stockholders in the Bank.

This document is not a prospectus, product disclosure statement or any other form of “disclosure document” for the purposes of the Corporations Act and is not required to, and does not contain all the information which would be required in a disclosure document under the Corporations Act.

This document has not been lodged with or been the subject of notification to the Australian Securities and Investments Commission or ASX or any other regulatory body or agency in Australia. Accordingly, the BOIG plc Shares may not be offered, issued, sold or distributed in Australia by any person other than by way of or pursuant to an offer or invitation made by BOIG plc of BOIG plc Shares to Ordinary Stockholders in the Bank. If you are in Australia, this announcement is made available to you provided you are an Ordinary Stockholder in the Bank.

The persons referred to in this document may not hold Australian financial services licences and may not be licensed to provide financial product advice in relation to the BOIG plc Shares. No “cooling-off” regime will apply to an acquisition of BOIG plc Shares.

This document does not take into account the investment objectives, financial situation or needs of any particular person. Accordingly, before making any investment decision in relation to this announcement, you should assess whether the acquisition of BOIG plc Shares is appropriate in light of your own financial circumstances or seek professional advice.