

**The Governor and Company of the Bank of Ireland (the “Bank”)
Resolution Passed at the Extraordinary General Court
18 June 2012**

The Resolution proposed at the Extraordinary General Court of the Bank held today 18 June 2012 was duly passed.

The result of the voting on the Resolution is as follows:

Resolution:

That the Transaction (as defined in the Circular issued by the Governor and Company of the Bank of Ireland (the “Bank”) dated 30 May 2012 (the “Circular”)), between the Bank and Irish Bank Resolution Corporation Limited (“IBRC”), being a related party transaction and a class 1 transaction for the purposes of the Listing Rules of the Irish Stock Exchange Limited and the Listing Rules of the UK Listing Authority, be and is hereby approved and any member of the Bank of Ireland Group (the “Group”) be and is hereby authorised to perform the obligations of the Group arising under the Agreement and to do all such other acts and execute such other documents arising from the entry into the Transaction.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
1	16,955,424,141	99.98	3,903,034	0.02	42,810,373	16,959,327,175

As the NPRFC, which currently holds 15.13% of the Ordinary Stock of the Bank, is deemed to be a related party of the Bank pursuant to the Listing Rules, it did not vote on the Resolution.

Terms used and not otherwise defined in this announcement have the meaning given to such terms in the circular published on 30 May 2012 (the “Circular”).

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.

Copies of the Resolution have been forwarded to the Irish Stock Exchange and available for inspection at the following location:

Company Announcements Office,
Irish Stock Exchange,
28 Anglesea Street,
Dublin 2,
Ireland.
Tel: + 353 (1) 6174200

and on the following website:

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

18 June 2012

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