



The Trustees of the Staff Scheme c/o Computershare Investor Services (Ireland) Limited P.O. Box 954 Heron House Corrig Road Sandyford Industrial Estate Dublin 18 Ireland

Stockholder Reference Number

Form of Direction - Bank of Ireland Stock Incentive Plan (UK) Annual General Court ('AGC') to be held on 25 April 2014



To cast your vote online...It's fast, easy and secure! Control Number: 912197

www.eproxyappointment.com

SRN:

You will be asked to enter the Control Number, the Stockholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

PIN:



To view the Annual Report and Accounts, the Governor's Letter and Notice of the AGC online, log on to www.bankofireland.com/investor

To be effective, votes must be lodged with the Company's Registrar at:

Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland or through the voting website, see above, by Tuesday 22 April 2014 at 9.30 am

Explanatory Notes:

- 1. To be effective, this Form of Direction must be lodged at the office of the Company's Registrars or through the voting website by 9.30 a.m. on Tuesday 22 April 2014.
- 2. The Annual Report and Accounts, the Governor's Letter and Notice of the AGC are available to download at www.bankofireland.com/investor.
- 3. The "Vote Withheld" option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- 4. Any alterations made to this form should be initialled.

Please see overleaf for Form of Direction

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Bank of Ireland and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All	Named	Ho	lders
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Form of Direction

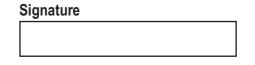
Please use a **black** pen, Mark with an **X**. inside the box as shown in this example.



I would like the Trustees of the Bank of Ireland Stock Incentive Plan (UK) to exercise the voting rights attached to the Ordinary Stock held for me in respect of the Resolutions relating to the Annual General Court of The Governor and Company of the Bank of Ireland (the "Company") to be held in the **O'Reilly Hall**, **UCD Relfield Dublin 4 Ireland** on 25 April 2014 at 9.30 a.m. and any adjournment thereof

	UCD, Belfield, Dublin 4, Ireland on 25 April 2014 at 9.30 a.m. and any adjournment thereof. Vote			
Re	Resolutions For Against V			
1.	To consider the Report of the Directors, the Auditors' Report and the Accounts for the year ended 31 December 2013.			
2.	To consider the Report on Directors' Remuneration for the year ended 31 December 2013.			
3.	(i) To elect Brad Martin a Director of the Court			
	(ii) To re-elect the following Directors, by separate resolutions:-			
	(a) Kent Atkinson			
	(b) Richie Boucher			
	(c) Pat Butler*			
	(d) Patrick Haren*			
	(e) Archie Kane*			
	(f) Andrew Keating			
	(g) Patrick Kennedy*			
	(h) Davida Marston			
	(i) Patrick Mulvihill			
	(j) Patrick O'Sullivan			
	(k) Wilbur L. Ross Jr.			
4.	To authorise the Directors to fix the remuneration of the Auditors.			
5.	† To determine the re-issue price range for treasury stock.			
6.	† To renew the Directors' authority to issue Ordinary Stock on a non-pre-emptive basis for cash.			
7.	† To renew the Directors' authority to issue Ordinary Stock on a non-pre-emptive basis other than for cash.			
8.	† To authorise the Directors to issue for cash or non-cash on a non-pre-emptive basis, contingent equity conversion notes, and Ordinary Stock on the conversion of such notes.			
9.	† To maintain the existing authority to convene an EGC by 14 days' notice.			
† *	See Governor's Letter available at www.bankofireland.com/investor Member of Group Remuneration Committee			

(Please Sign and Date in the space provided)



DD / MM / YY

Date



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