

**The Governor and Company of the Bank of Ireland (Bank of Ireland)
Rule 9 Waiver Approval and Notice of Extraordinary General Court**

24 AUGUST 2011

On 27 July 2011, the Bank announced the proposed investments of, in aggregate up to €1.123 billion in Ordinary Stock in the Bank by Fairfax, WL Ross, CRMC, Fidelity Investments and Kennedy Wilson (the "Investors"), by way of purchases by the Investors from the NPRFC of units of Ordinary Stock of the Bank.

The Bank hereby announces that a circular containing a notice of a general meeting is being posted to stockholders today. The meeting is to seek approval for a waiver of the obligation under Rule 9 of the Irish Takeover Rules, in connection with the Investors (together with related parties) increasing their aggregate holding of Ordinary Stock of the Bank up to 34.96 per cent.

Under Rule 9 of the Rules, any persons acting in concert who acquire 30 per cent. or more of the voting rights in a corporation that is subject to the Rules, such as the Bank, are obliged to make a mandatory offer to the remaining Ordinary Stockholders to acquire the balance of the issued Ordinary Stock.

The Panel has determined that the Investors are acting in concert and it has agreed to waive the requirement to make a mandatory offer under Rule 9 subject to a number of conditions, including the passing of a Whitewash Resolution on a poll by a majority of the Independent Stockholders.

The general meeting will be held at 9.00 a.m. on Friday 9 September 2011 at O'Reilly Hall, UCD, Belfield, Dublin 4, Ireland.

Copies of the Circular are available at the registered office of the Bank at 40 Mespil Road, Dublin 4, Ireland and at Bow Bell House, 1, Bread Street, London EC4M 9BE, England and on the Bank of Ireland website at www.bankofireland.com/egc2011

All words and phrases defined in the Circular shall have the same meaning when used in this announcement.

Ends

For further information please contact:

Bank of Ireland

| | | |
|----------------|----------------------------------|---------------------|
| John O'Donovan | Group Chief Financial Officer | +353 (0)76 623 4703 |
| Andrew Keating | Director of Group Finance | +353 (0)1 637 8141 |
| Tony Joyce | Head of Group Investor Relations | +353 (0)76 623 4729 |
| Dan Loughrey | Head of Group Communications | +353 (0)76 623 4770 |

IBI Corporate Finance

| | |
|-------------|--------------------|
| Tom Godfrey | +353 (0)1 637 7800 |
| Mark Spain | +353 (0)1 637 7800 |

Credit Suisse

| | |
|----------------|----------------------|
| Chris Williams | +44 (0) 20 7888 8888 |
| Lewis Burnett | +44 (0) 20 7888 8888 |
| Paul Hemings | +44 (0) 20 7888 8888 |