

Bank of Ireland invites you to attend the Extraordinary General Court ("EGC") of the Bank of Ireland to be held in the **O'Reilly Hall, UCD, Dublin 4**, on 19 May 2010 at 11 a.m.

Stockholder Reference Number

DETACH HERE

Sterling Preference Stock Form of Proxy – Extraordinary General Court ("EGC") to be held on 19 May 2010

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 (i) different account holders; or (ii) uniquely designated accounts. The Bank and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

Explanatory Notes: Registrar's helpline – Irish Freephone 1800 930 490/UK Freephone 0800 923 1510/Overseas International +353 1247 5414

- Every holder has the right to appoint some other person(s) of their choice, who need not be a stockholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). A Stockholder may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different units of stock held by that Stockholder. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of units of stock in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a stockholder, the full voting entitlement for that designated account). Where a poll is taken at the EGC, a Stockholder, present in person or proxy, holding more than one unit of stock is not required to cast all their votes in the same way.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on the Irish Freephone no. 1800 930 490 /UK Freephone No. 0800 923 1510 or Overseas International +353 1 247 5414 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of units of stock in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out below. A Stockholder wishing to appoint a proxy by electronic means may do so on the Registrar's website www.computershare.com/ie/voting/bankofireland. Details of the requirements are set out in the box below. A Stockholder who wishes to appoint more than one proxy by electronic means must contact the Registrars by sending an email to clientservices@computershare.ie.
- 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.
- Pursuant to Section 134A of the Companies Act 1963 and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the date of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 11 a.m. on Monday, 17 May 2010. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the registrar's helpline on the Irish Freephone no. 1800 930 490 /UK Freephone No. 0800 923 1510 or Overseas International +353 1 247 5414 to request a change of address form or go to www.investorcentre.com/ie to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The appointment of a proxy will not preclude a member from attending the meeting and voting in person.

To be effective, all votes must be lodged at the office of the Company's registrars at:

Computershare Investor Services (Ireland) Limited, P.O. Box 11838, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 by 11 a.m. on Monday, 17 May 2010.

LODGE YOUR PROXY VOTE USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK

All Named Holders:

SRN.

PIN.



To Vote Using the Internet

Go to the following website:

www.computershare.com/ie/voting/bankofireland

You will be asked to enter the Stockholder Reference Number and PIN Number as printed opposite and agree to certain terms and conditions.

To submit a question in advance

Send your email to egcquestions@boimail.com or write to the Registrar's address given above.

Poll Card

To be completed **only** at the EGC when the Poll is called.

Resolutions

	For	Against	Vote Withheld
1. To approve the Renominalisation of Ordinary Stock.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To increase the Bank's authorised capital stock.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To adopt the new Bye-Laws.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To issue Ordinary Stock and disapply pre-emption rights to effect the Proposals, excluding the Government Transaction.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To issue the Allotment Instrument in respect of Allotment Instruments Stock necessary to effect the Debt for Equity Offers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To issue Ordinary Stock pursuant to the Proposals at a discount of more than 10% to the middle market price.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To approve the Government Transaction as a related party transaction pursuant to the Listing Rules, issue Ordinary Stock at a discount of more than 10% to the middle market price and disapply pre-emption rights in respect of the Government Transaction and to approve the Warrant Cancellation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To reduce stock premium.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Form of Proxy

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



I/We hereby appoint the Chairman of the EGC OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf on any matter at the Extraordinary General Court of Bank of Ireland to be held in the **O'Reilly Hall, UCD, Dublin 4**, on 19 May 2010 at 11 a.m., and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

Resolutions

	For	Against	Vote Withheld
1. To approve the Renominalisation of Ordinary Stock.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To increase the Bank's authorised capital stock.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To adopt the new Bye-Laws.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To issue Ordinary Stock and disapply pre-emption rights to effect the Proposals, excluding the Government Transaction.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To issue the Allotment Instrument in respect of Allotment Instruments Stock necessary to effect the Debt for Equity Offers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To issue Ordinary Stock pursuant to the Proposals at a discount of more than 10% to the middle market price.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To approve the Government Transaction as a related party transaction pursuant to the Listing Rules, issue Ordinary Stock at a discount of more than 10% to the middle market price and disapply pre-emption rights in respect of the Government Transaction and to approve the Warrant Cancellation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To reduce stock premium.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We would like my/our proxy to vote on the resolutions proposed at the EGC as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the EGC.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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