

**The Governor and Company of the Bank of Ireland (“Bank of Ireland”)
Total voting rights in respect of the Extraordinary General Court of the Bank of Ireland to be
held on Monday 18 June 2012 (“EGC”)**

In conformity with Regulation 27 of the Transparency (Directive 2004/109/EC) Regulations 2007 Bank of Ireland announces that, as at **30 May 2012**:

1. Bank of Ireland has in issue 30,132,505,842 units of Ordinary Stock, of nominal value of €0.05 each, with voting rights (the ‘**Ordinary Stock**’). Bank of Ireland holds 22,008,690 units of Ordinary Stock in treasury which do not carry voting rights; and
2. Bank of Ireland has in issue 1,837,041,304 units of preference stock of €0.01 each (the ‘**2009 Preference Stock**’) which carry voting rights in limited circumstances which do not apply to the EGC.

The resolution to be proposed at the EGC proposes to approve the securities repurchase transaction between Bank of Ireland and Irish Bank Resolution Corporation Limited. The entry by Bank of Ireland into the transaction with Irish Bank Resolution Corporation Limited, which is wholly owned by the Minister for Finance and therefore an associate of the Minister for Finance under the listing rules, and the receipt by Bank of Ireland of fees and expenses of Bank of Ireland associated with the transaction, is deemed to be a related party transaction and, because of its size, a class 1 transaction under the listing rules. As a result, neither the National Pensions Reserve Fund Commission (“NPRFC”) nor the Minister for Finance will vote on the resolution to be proposed at the EGC and they will take all reasonable steps to ensure that their associates will not vote on the resolution.

The total number of voting rights, as at the date of the giving of the Notice of the EGC (excluding the voting rights attaching to the Ordinary Stock held by the NPRFC and the two Directors nominated by the Minister for Finance and the Ordinary Stock held by the Bank of Ireland as treasury stock) are 25,574,299,915.

30May 2012
Helen Nolan
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