

# Standard Form TR-1

## Standard form for notification of major holdings

**NOTIFICATION OF MAJOR HOLDINGS** (to be sent to the relevant issuer and to the Central Bank of Ireland)

**1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:**

Bank of Ireland Group plc (“**BOIG plc**”)

**2. Reason for the notification** (please tick the appropriate box or boxes):

- An acquisition or disposal of voting rights  
 An acquisition or disposal of financial instruments  
 An event changing the breakdown of voting rights  
 Other (please specify):

**3. Details of person subject to the notification obligation:**

Name:

National Treasury Management Agency  
(the “**NTMA**”)  
  
Ireland Strategic Investment Fund (the  
“**ISIF**”)

Minister for Finance of Ireland

City and country of registered office (if applicable):

Treasury Building, Grand Canal Street, Dublin 2, Ireland,  
D02 XN96

**4. Full name of shareholder(s)** (if different from 3.):

National Treasury Management Agency, as controller and manager of the Ireland Strategic Investment Fund

**5. Date on which the threshold was crossed or reached:**

7 July 2017

**6. Date on which issuer notified:**

10 July 2017

**7. Threshold(s) that is/are crossed or reached:**

The NTMA's' percentage of voting rights in BOIG plc has increased from 0% to 13.95%/ Each 1% threshold from 0% up to 13.95% has been crossed.

**8. Total positions of person(s) subject to the notification obligation:**

	% of voting rights attached to shares (total of 9.A)	% of voting rights through financial instruments (total of 9.B.1 + 9.B.2)	Total of both in % (9.A + 9.B)	Total number of voting rights of issuer

Resulting situation on the date on which threshold was crossed or reached	13.95%	0%	13.95%	1,078,822,872
Position of previous notification (if applicable)	N/A	N/A	N/A	

**9. Notified details of the resulting situation on the date on which the threshold was crossed or reached:**

**A: Voting rights attached to shares**

Class/type of shares ISIN code (if possible)	Number of voting rights		% of voting rights	
	Direct	Indirect	Direct	Indirect
Ordinary shares of €1.00  (ISIN: IE00BD1RP616)	NIL	150,503,745	NIL	13.95%
<b>SUBTOTAL A</b>	NIL	150,503,745	NIL	13.95%

**B 1: Financial Instruments according to Regulation 17(1)(a) of the Regulations**

Type of financial instrument	Expiration date	Exercise/ Conversion Period	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
N/A	N/A	N/A	N/A	N/A
		<b>SUBTOTAL B.1</b>	N/A	N/A

**B 2: Financial Instruments with similar economic effect according to Regulation 17(1)(b) of the Regulations**

Type of financial instrument	Expiration date	Exercise/ Conversion Period	Physical or cash settlement	Number of voting rights	% of voting rights
N/A	N/A	N/A	N/A	N/A	N/A
			<b>SUBTOTAL B.2</b>	N/A	N/A

**10. Information in relation to the person subject to the notification obligation (please tick the applicable box):**

Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer.

Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity:

Name	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
NTMA as controller and manager of ISIF	13.95%	NIL	13.95%

**11. In case of proxy voting: [name of the proxy holder] will cease to hold [% and number] voting rights as of [date]**

N/A

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## 12. Additional information:

The National Treasury Management Agency (Amendment) Act 2014 (the “**NTMA Act 2014**”) was enacted into Irish law on 26 July 2014. In December 2014, pursuant to the NTMA Act 2014 the ordinary stock held in the Governor and Company of the Bank of Ireland (the “**Bank**”), previously held by the National Pension Reserve Fund became assets and liabilities of the ISIF by operation of law.

Pursuant to a scheme of arrangement that became effective on 7 July 2017, the NTMA’s 13.95% holding of voting rights in the Bank was cancelled in exchange for a 13.95% holding of voting rights in BOIG plc. The scheme of arrangement entitled each holder of ordinary stock in the Bank to receive one BOIG plc share for each individual holding of 30 units of ordinary stock. Fractional entitlements to BOIG plc shares arising as a result of the 30:1 exchange ratio were rounded up.

Ordinary shares of BOIG plc owned indirectly by the NTMA, as controller and manager of the ISIF, is held in the name of BNY Custodial Nominees (Ireland) Limited.

Done at Dublin on 10 July 2017

Contact: Helen Nolan, Group Secretary

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