

## Bank of Ireland Group PLC (the "Company")

### Results of the 2019 Annual General Meeting ("AGM")

14 May 2019

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All of the resolutions proposed at the AGM of the Company held on 14 May 2019 were duly passed.

The results of the voting on each resolution are as follows:

#### Resolution 1

To receive and consider the Company's Financial Statements, the Report of the Directors and the Auditors' Report for the year ended 31 December 2018.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
1	791,296,797	99.99	41,103	0.01	446,714	791,337,900

#### Resolution 2

To declare a final dividend.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
2	791,672,090	100.00	6,694	0.00	105,830	791,678,784

#### Resolution 3

To receive and consider the Group Remuneration Committee Report for the year ended 31 December 2018.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
3	789,273,290	99.70	2,384,721	0.30	126,603	791,658,011

#### Resolution 4

To elect the following Directors, by separate resolutions:

- (a) Evelyn Bourke;
- (b) Ian Buchanan; and
- (c) Steve Pateman.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
4 (a)	789,796,964	99.76	1,871,301	0.24	116,300	791,668,265
4 (b)	791,100,597	99.93	558,807	0.07	124,389	791,659,404
4 (c)	791,099,892	99.93	555,129	0.07	129,544	791,655,021

To re-elect the following Directors, by separate resolutions:

- (d) Richard Goulding
- (e) Patrick Haren;
- (f) Andrew Keating;
- (g) Patrick Kennedy;
- (h) Francesca McDonagh;
- (i) Fiona Muldoon; and
- (j) Patrick Mulvihill.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
4 (d)	790,951,126	99.91	704,446	0.09	129,022	791,655,572
4 (e)	787,686,790	99.50	3,969,945	0.50	127,879	791,656,735
4 (f)	782,794,699	98.88	8,862,837	1.12	126,982	791,657,536
4 (g)	784,923,124	99.15	6,739,438	0.85	121,007	791,662,562
4 (h)	791,117,940	99.93	550,107	0.07	116,567	791,668,047
4 (i)	789,650,203	99.75	2,017,870	0.25	116,492	791,668,073
4 (j)	790,954,034	99.91	700,222	0.09	130,309	791,654,256

#### **Resolution 5**

To consider the continuation in office of KPMG as Auditors of the Company.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
5	791,260,437	99.95	394,379	0.05	128,369	791,654,816

#### **Resolution 6**

To authorise the Directors to fix the remuneration of the Auditors.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
6	791,327,571	99.96	348,517	0.04	108,497	791,676,088

#### **Resolution 7**

To authorise purchases of Ordinary Shares by the Company or subsidiaries.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
7	790,300,475	99.81	1,476,354	0.19	7,756	791,776,829

#### **Resolution 8**

To authorise the Directors to issue Ordinary Shares.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
8	782,959,087	98.89	8,803,150	1.11	14,482	791,762,237

### **Resolution 9**

To authorise the Directors to issue Ordinary Shares on a non-pre-emptive basis for cash.

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes Withheld</b>	<b>Votes Total</b>
9	786,052,203	99.28	5,699,993	0.72	42,369	791,742,196

### **Resolution 10**

To authorise the Directors to issue contingent equity conversion notes, and Ordinary Shares on the conversion of such notes.

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes Withheld</b>	<b>Votes Total</b>
10	791,533,574	99.97	218,291	0.03	32,633	791,751,865

### **Resolution 11**

To authorise the Directors to issue for cash on a non-pre-emptive basis, contingent equity conversion notes, and Ordinary Shares on the conversion of such notes.

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes Withheld</b>	<b>Votes Total</b>
11	782,505,345	98.83	9,241,292	1.17	37,977	791,746,637

The "Vote Withheld" option is provided to enable abstention on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and is not counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

The full text of each resolution was set out in the Chairman's Letter to holders of Ordinary Shares and Notice of the Annual General Meeting which was posted to shareholders on 9 April 2019.

In accordance with Irish Listing Rule 6.6.2 and UK Listing Rule 9.6.2, copies of the resolutions will be submitted to the Irish Stock Exchange and the UK's National Storage Mechanism and will shortly be available for inspection at the following locations:

Company Announcements Office  
The Irish Stock Exchange t/a Euronext Dublin  
28 Anglesea Street  
Dublin 2

and at

<http://www.morningstar.co.uk/uk/NSM>

14 May 2019

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