

Bank of Ireland Group PLC (the “Company”)

Results of the 2020 Annual General Meeting (“AGM”)

19 May 2020

The Company announces that at its AGM, held on 19 May 2020, all of the resolutions proposed were duly passed on a poll.

Resolutions 1 to 5 (inclusive) were passed as ordinary resolutions and resolutions 6 to 13 (inclusive) were passed as special resolutions. The full text of each resolution was set out in the Chairman’s Letter to holders of Ordinary Shares and Notice of the AGM which was posted to shareholders on 15 April 2020 and is available on the Company website at <https://investorrelations.bankofireland.com>.

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

Resolution 1

To receive and consider the Company’s Financial Statements for the year ended 31 December 2019, together with the Report of the Directors and the Auditor’s Report.

Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
1	761,679,245	100	22,049	0.00	761,701,294	359,965

Resolution 2

To elect the following Directors, by separate resolutions:

- (a) Eileen Fitzpatrick;
- (b) Michele Greene; and
- (c) Myles O’Grady.

Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
2 (a)	761,955,708	99.99	55,140	0.01	762,010,848	50,300
2 (b)	761,944,743	99.99	65,254	0.01	762,009,997	51,262
2 (c)	757,382,642	99.39	4,626,606	0.61	762,009,248	52,011

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

- (d) Evelyn Bourke;
- (e) Ian Buchanan;
- (f) Richard Goulding;
- (g) Patrick Haren;
- (h) Patrick Kennedy;
- (i) Francesca McDonagh;
- (j) Fiona Muldoon;
- (k) Patrick Mulvihill; and
- (l) Steve Pateman.

Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
2 (d)	758,589,554	99.55	3,418,256	0.45	762,007,810	53,422
2 (e)	761,934,804	99.99	66,672	0.01	762,001,476	59,783
2 (f)	761,931,277	99.99	78,249	0.01	762,009,526	51,733
2 (g)	758,452,655	99.53	3,533,177	0.47	762,005,832	54,468
2 (h)	754,515,174	99.02	7,490,599	0.98	762,005,773	55,486
2 (i)	761,932,021	99.99	72,510	0.01	762,004,531	54,817
2 (j)	758,455,438	99.53	3,554,590	0.47	762,010,028	51,227
2 (k)	761,800,171	99.97	207,817	0.03	762,007,988	53,271
2 (l)	761,927,321	99.99	79,750	0.01	762,007,071	54,188

Resolution 3

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

Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
3	760,037,927	99.93	499,735	0.07	760,537,662	1,523,308

Resolution 4

To authorise the Directors to fix the remuneration of the Auditor for the 2020 financial year.

Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
4	761,416,070	99.92	596,448	0.08	762,012,518	48,700

Resolution 5

To approve the convening of an Extraordinary General Meeting on 14 days' notice for the passing of an ordinary resolution.

Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
5	719,152,842	94.38	42,857,727	5.62	762,101,569	50,690

Resolution 6

To receive and consider the Group Remuneration Committee Report for the year ended 31 December 2019.

Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
6	760,480,635	99.80	1,521,025	0.20	762,001,660	59,599

Resolution 7

To receive and consider the 2019 Directors' Remuneration Policy.

Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
7	745,181,436	97.79	16,803,213	2.21	761,984,649	76,610

Resolution 8

To authorise the amendment of the Articles of Association of the Company.

Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
8	761,895,566	99.99	86,882	0.01	761,982,448	77,144

Resolution 9

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

Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
9	758,187,722	99.51	3,740,171	0.49	761,927,893	133,366

Resolution 10

To authorise the Directors to issue Ordinary Shares.

Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
10	730,825,761	95.90	31,217,567	4.10	762,043,328	18,842

Resolution 11

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

Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
11	760,403,567	99.79	1,635,867	0.21	762,039,434	21,825

Resolution 12

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

Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
12	761,327,163	99.91	708,602	0.09	762,035,765	25,494

Resolution 13

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.

Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
13	756,301,377	99.25	5,722,381	0.75	762,023,758	37,501

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.

In accordance with Listing Rule 6.1.60 of Euronext Dublin and Listing Rule 9.6.2 of the Financial Conduct Authority, copies of all resolutions, other than those concerning ordinary business, will be submitted to the Euronext Dublin and the UK's National Storage Mechanism and will shortly be available for inspection at www.fca.org.uk/markets/primary-markets/regulatory-disclosures/national-storage-mechanism.

19 May 2020

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