

18 March 2020

Euroclear Bank SA/NV
Boulevard Roi Albert II 1,
1210 Bruxelles,
Belgium

For the attention of: New Issues Acceptance Department By email: newissues@euroclear.com

cc to Raymond.Mallon@euroclear.com and to An.Mestdagh@Euroclear.com

RE-Ireland–Migration of securities of The Governor and Company of the Bank of Ireland to Euroclear Bank

Re Notifications and Statements required by Section 5 Migration of Participating Securities Act 2019 (the “Act”)

Dear Sirs,

We hereby notify you for the purpose of Section 5(a) of the Act of the proposal that the relevant participating securities in the Governor and Company of the Bank of Ireland (the “Bank”), with ISIN codes IE0000730790 and IE0000730808, are to be the subject of Migration in accordance with the Act to Euroclear Bank, which has been authorised as a central securities depository by the National Bank of Belgium¹.

We hereby request:

- (a) the statement specified in Section 5(6)(a) of the Act following consideration by Euroclear Bank of Article 23 of the CSD Regulation as it relates to the proposed provision of the services of the settlement system concerned to the Bank; and
- (b) the statement specified in Section 5(6)(b) of the Act to the effect that, following (i) such inquiries as have been made of the Bank by Euroclear Bank, and (ii) the provision of such information by or on behalf of the Bank, in writing, to Euroclear Bank as the latter specifies, Euroclear Bank is satisfied that the relevant participating securities in the Bank meet the criteria stipulated by Euroclear Bank for what is commonly referred to as the entry of the participating securities into the settlement system operated by Euroclear Bank.

As part of the information to be provided to Euroclear as mentioned in (b) above, we confirm that the following matters will be done in time for the Migration and that this will be confirmed before then in writing to Euroclear:

- 1) the Bank confirms that it has an issuer agent which meets or will by the time of Migration meet Euroclear Bank's requirements for being an issuer agent in respect of the Irish issuer CSD service;
- 2) nothing in the Bank's bye-laws will prevent a shareholder from voting in the manner permitted by section 190 of Companies Act 2014;
- 3) nothing in the Banks's bye-laws would prevent voting at meetings from being conducted on the basis of a poll only; and
- 4) electronic proxy voting with respect to meetings of the Bank may occur through the use of SWIFT-formatted electronic messages, being the form as near to the form attached to section 184 of the 2014 Act as circumstances permit.

Unless otherwise defined all terms and expressions used in this letter shall have the same meaning as in the Act.

Yours faithfully



Sarah McLaughlin

Group Secretary

For and on behalf of The Governor and Company of the Bank of Ireland

¹ In accordance with Regulation (EU) No 909/2014 of the European Parliament and of the Council of 23 July 2014 on improving securities settlement in the European Union and on central securities depositories and amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) No 236/2012 (the "CSD Regulation").

Legal Information

Bank of Ireland - The Governor and Company of the Bank of Ireland, incorporated by charter in Ireland with Limited Liability. A tied agent of New Ireland Assurance Company plc, trading as Bank of Ireland Life.

Directors:

A list of names and personal details of every director of the company is available for inspection to the public at the company's registered office for a nominal fee and on the Bank of Ireland Group website.

Registered Information

Registered No. C-1

Registered Office and Head Office -
40 Mespil Road,
Dublin 4,
Ireland.

Bank of Ireland is regulated by the Central Bank of Ireland.

A member of

Bank of Ireland Group 