

Bank of Ireland Group

The Governor and Company of the Bank of Ireland
(Established in Ireland by Charter in 1783, and having limited liability
Registered in Ireland No. C-1)

€25,000,000,000
Euro Note Programme

This supplement (the **Supplement**) is supplemental to and should be read in conjunction with the base prospectus dated 18 June 2015 and the supplement dated 7 August 2015 (together, the **Base Prospectus**) issued for the purposes of giving information with regard to the issue of notes (the **Notes**) by The Governor and Company of the Bank of Ireland (the **Issuer**) under the €25,000,000,000 Euro Note Programme (the **Programme**) during the period of twelve months after the date of the Base Prospectus. Words and expressions defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement constitutes a base prospectus supplement for the purposes of Directive 2003/71/EC (the **Prospectus Directive**) as amended (which includes the amendments made by Directive 2010/73/EU (the **2010 PD Amending Directive**)) and is issued in accordance with Article 16 thereof and relevant Irish laws. This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU laws pursuant to the Prospectus Directive. Such approval relates only to the Notes which are to be admitted to trading on the regulated market of the Irish Stock Exchange Plc (the **Irish Stock Exchange**) or other regulated markets for the purposes of Directive 2004/39/EC or which are to be offered to the public in any Member State of the European Economic Area.

This Supplement is also a supplementary listing particulars which is supplemental to and should be read in conjunction with the Listing Particulars dated 18 June 2015 and the supplementary listing particulars dated 7 August 2015 (together, the **Listing Particulars**) relating to the Programme.

Application has been made to the Irish Stock Exchange for this Supplement to be approved by the Irish Stock Exchange pursuant to the Programme which has also been approved on the Global Exchange Market.

The Issuer accepts responsibility for the information contained in this Supplement. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge and belief, in accordance with the facts and does not omit anything likely to affect its import.

The purpose of this Supplement is to incorporate by reference into the Base Prospectus and the Listing Particulars the Annual Report of the Issuer for the 12 months ended 31 December 2015 (the **Annual Report**).

ADDITIONAL DOCUMENTS INCORPORATED BY REFERENCE

The Annual Report was filed with the Irish Stock Exchange and the Central Bank on 14 March 2016 and is hereby incorporated by reference into the Base Prospectus and the Listing Particulars by way of this Supplement. The Issuer will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the request of such person, a copy of the document deemed to be incorporated herein by reference unless the document has been modified or superseded. Such requests should be directed to the Issuer at 40 Mespil Road, Dublin 4, Ireland. In addition, the document deemed to be incorporated herein by reference is also available at:

<http://www.bankofireland.com/about-bank-of-ireland/investor-relations/financial-information/financial-information/>

The section entitled “Documents Deemed to be Incorporated by Reference” on page 35 of the Base Prospectus and the Listing Particulars should be read subject to the insertion of additional limbs, limbs (e) and (f) as set out below:

(e) the interim management statement of the Issuer dated 4 November 2015; and

(f) the audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2015 and the auditor’s report dated 19th February 2016 by PricewaterhouseCoopers thereon.

AMENDMENTS TO THE BASE PROSPECTUS

1. Summary of the Programme

The Summary of the Programme on pages 10 – 18 should be read subject to the following changes:

B.12	Selected historical key financial information		<i>Year ended 31 December 2015</i>	<i>Year ended 31 December 2014</i>	<i>Year ended 31 December 2013 (restated)*</i>
			<i>€m</i>	<i>€m</i>	<i>€m</i>
		<u>Income Statement:</u>			
		Total operating income.....	4,804	5,051	3,986
		Profit/(Loss) after tax for the period/year	947	786	(486)
		<u>Balance Sheet:</u>			
		Loans and advances to Banks....	4,578	4,851	4,759
		Loans and advances to customers	84,689	82,118	84,514
		Other Assets	41,693	42,831	42,860
		Total Assets	130,960	129,800	132,133
		Deposits by banks	952	3,855	12,213
		Debt securities in issue.....	13,243	16,040	15,280
		Other Liabilities	107,652	101,158	96,757
		Total Liabilities.....	121,847	121,053	124,250
		Total Equity	9,113	8,747	7,883
		* The year ended 31 December 2013 has been restated to reflect the impact of IFRIC 21 ‘Levies’.			
	Statement of no material adverse change	There has been no material adverse change in the financial position or prospects of the Bank since 31 December 2015, the date of the latest published annual audited accounts of the Bank.			
	Description of significant changes to	There has been no significant change to the financial or trading position of the Group since 31 December 2015 ¹ , the date of the latest accounts of the Bank.			

¹ The equivalent statement in the Supplement to the Base Prospectus and the Listing Particulars dated 7 August 2015 refers to the date of the interim report of the Issuer for the six months ending 30 June 2015. This statement in this supplement dated 31 March 2016 is updated to reflect the release of the Annual Report of the Issuer for the twelve months ended 31 December 2015.

	financial or trading position	
B.17	Credit ratings assigned to the Issuer²	<p>As at the date of this Supplement, the long-term/short term credit ratings for the Group are BBB- (Positive) / A-3 from Standard and Poor's Credit Market Services Europe Limited ("S&P"); Baa2 (Positive) / P-2 (Deposit Rating: Baa2 (Positive) / P-2) from Moody's Investors Services Limited ("Moody's"); BBB- (Positive) / F3 from Fitch Ratings Limited ("Fitch"); and BBB (High) (Stable) / R-1 (low) from DBRS Ratings Limited ("DBRS").</p> <p><i>Each of Standard & Poor's, Moody's, Fitch and DBRS is established in the EU and is registered under Regulation (EC) No 1060/2009 (as amended) (the "CRA Regulation"). In general, European regulated investors may use credit ratings for regulatory purposes only if they are issued by a credit rating agency established in the European Union and registered in accordance with the CRA Regulation (or is endorsed and published or distributed by subscription by such a credit rating agency in accordance with the CRA Regulation).</i></p> <p><i>Issue specific summary:</i></p> <p>[The Notes [have been]/[are expected to be] rated [] by []. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.]</p> <p>[Not Applicable - No ratings have been assigned to the Issuer or its debt securities at the request of or with the co-operation of the Issuer in the rating process.]</p>

2. Risk Factors

The first paragraph of the Risk Factor entitled "Downgrades to the Irish sovereign or the Group's credit ratings or outlook could impair the Group's access to private sector funding, trigger additional collateral requirements and weaken its financial position" on page 21 is updated as follows:

"As at the date of this Supplement, the long-term/short term sovereign credit ratings for Ireland are: A+ (Stable) / A-1 from S&P; Baa1 (Positive) / P-2 from Moody's; A (Stable) / F1 from Fitch; and A (High) (Stable) / R-1 (Middle) from DBRS Inc. (Source: National Treasury Management Agency website).

As at the date of this Supplement, the long-term/short term credit ratings for the Group are BBB- (Positive) / A-3 from S&P; Baa2 (Positive) / P-2 (Deposit Rating: Baa2 (Positive) / P-2) from Moody's; BBB- (Positive) / F3 from Fitch; and BBB (High) (Stable) / R-1 (low) from DBRS."

3. Recent Developments

The below additional disclosure is added to the section entitled "Recent Developments" on page 97 of the Base Prospectus and the Listing Particulars:

On 23 November 2015, the Group announced that it received ECB approval to exercise its discretion to redeem the remaining 2009 Preference Stock with a nominal value of €1.3 billion at par on 4 January 2016 and served notice of redemption to holders of the stock. As a result a financial liability was recognised in the audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2015 (the **2015 Financial Statements**) to redeem the stock within the Group's other liabilities at a fair value of €1,297 million with a corresponding reduction in Stockholders' equity through the creation of a reserve for 2009 Preference Stock to be redeemed within other reserves. A liability was also recognised in the 2015 Financial Statements in respect of the obligation to make a final dividend payment of €116 million on the redemption date of 4 January 2016.

² Element B.17 is revised to reflect a change to the credit ratings assigned to the Issuer and to the disclosure on page 21 of the Risk Factors.

GENERAL

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus or the Listing Particulars by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus or the Listing Particulars, the statements in (a) above will prevail.

No website referred to in this Supplement forms part of this Supplement, the Base Prospectus or the Listing Particulars.

For as long as the Programme remains in effect or any Notes are outstanding, copies of (i) the current Base Prospectus and the Listing Particulars in relation to the Programme, together with any amendments or supplements thereto (including this Supplement) and (ii) any documents incorporated therein by reference may be inspected physically at the head office of the Issuer.