

Notification of Transactions of (1) Persons Discharging Managerial Responsibility and (2) Persons closely associated with Persons Discharging Managerial Responsibility

This form is intended for use by an issuer making a notification required by Rules 7.2 and 7.3 of the **Central Bank of Ireland's Market Abuse Rules** in relation to a person falling within either of the above categories of individual. These categories are defined in Regulation 12 (8) of the Market Abuse (Directive 2003/6/EC) Regulations 2005 and are detailed as part of this form.

All relevant boxes should be completed in block capital letters.

1	Name of the Issuer The Governor & Company of the Bank of Ireland	2	Name of person discharging managerial responsibilities Mr. Andrew Keating – Chief Financial Officer
3	State whether notification relates to a person closely associated with a person discharging managerial responsibilities named in 2 and identify the connected person Mrs Loreto Keating, spouse of PDMR named in 2 (joint purchase)	4	Indicate whether the notification is in respect of a holding of the person referred to in 2 or 3 above or in respect of a non-beneficial interest Notification in respect of the persons referred to in 2 and 3 above
5	Description of shares or derivatives or other financial instruments linked to them Ordinary Stock of €0.05 per unit	6	Name of registered shareholder(s) and, if more than one, number of shares or derivatives or other financial instruments linked to them, held by each shareholder Davycrest Nominees
7	State the nature of the transaction Acquisition of Ordinary Stock	8	Number of shares, derivatives or other financial instruments linked to them acquired 95,197
9	Number of shares, derivatives or other financial instruments linked to them disposed of N/A	10	Price per share or derivative or other financial instrument linked to them or value of transaction 25.97 cent per share
11	Date and place of transaction 22 February 2016, Dublin, Ireland	12	Date issuer informed of transaction 22 February 2016
13	Any additional information N/A	14	Name of contact and telephone number for queries Helen Nolan Group Secretary Tel: +353 (0)76 623 4710

Person authorised on behalf of the issuer responsible for making the notification

Helen Nolan, Group Secretary

Date of notification: 22 February 2016

Information required under Irish Stock Exchange Listing Rule 6.10

The following additional information is required to be disclosed under ISE Listing Rule 6.10 in respect of interests in securities of a director or secretary or their connected persons. An issuer is not being required to submit the information below to the Central Bank in respect of any PDMR who is also a director/secretary/connected persons.

15	Name of director or secretary (if not required to be stated in box 2) See box 2	16	State whether the notification relates to a single transaction being notified in accordance with the Market Abuse Rules and ISE LR 6.10 Single Transaction
17	Description of class of share Ordinary Stock	18	Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage) 0.00029%
19	Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage) N/A	20	Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage) 0.00102%

If a person whose interests are required to be disclosed under ISE Listing Rule 6.10 has been granted options by the issuer, please complete the following boxes:

21	Date of grant N/A	22	Period during which or date on which it can be exercised N/A
23	Total amount paid (if any) for grant of the option N/A	24	Description of shares involved (class and number) N/A

25	Exercise price (if fixed at time of grant) or indication that the price is to be fixed at the time of exercise N/A	26	Total number of shares over which options are held following notification N/A

Name and signature of duly designated officer of issuer responsible for making notification

Helen Nolan, Group Secretary

Date of notification: 22 February 2016

The duly designated officer of the issuer responsible for making this notification acknowledges and confirms that he/she is aware that the information as has been provided in response to the questions 15 to 26 above is not information which has been required by or which has been requested by the Central Bank, and is information which is required to be provided to the Irish Stock Exchange only.