

Stockholder Reference Number

Bank of Ireland Stock Incentive Plan (UK) Form of Direction - High Court Convened Stockholder Meeting to be held on 28 April 2017



To cast your vote online...**It's fast, easy and secure!**
www.eproxyappointment.com

You will be asked to enter the Control Number, the Stockholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

Control Number: 914328

SRN:

PIN:



To view the Circular and Notice of the High Court Convened Stockholder Meeting online, log on to www.bankofireland.com/investor

**To be effective, completed Forms of Direction must be lodged with the Company's Registrar at:
Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland or through
the voting website, see above, by Tuesday 25th April 2017 at 2 p.m.**

Explanatory Notes:

1. To be effective, this Form of Direction must be lodged at the office of the Company's Registrar or through the voting website by 2 p.m. on Tuesday 25th April 2017.
2. The Circular and Notice of the High Court Convened Stockholder Meeting are available to download at www.bankofireland.com/investor.
3. The "Vote Withheld" option overleaf is provided to enable you to abstain on the resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' the resolution.
4. Any alterations made to this form should be initialled.

Please see overleaf for Form of Direction

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Bank of Ireland and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders:

Form of Direction

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I would like the Trustees of the Bank of Ireland Stock Incentive Plan (UK) to exercise the voting rights attached to the Ordinary Stock held for me in respect of the Resolution to be proposed at the High Court Convened Stockholder Meeting of the Governor and Company of the Bank of Ireland to be held in the **Aviva Stadium, Lansdowne Road, Dublin 4, Ireland** on 28 April 2017 at 2 p.m. and any adjournment thereof in the following manner:

Resolution

1. To approve the Scheme of Arrangement.

	For	Against	Vote Withheld
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

FOLD
HERE

FOLD
HERE

(Please Sign and Date in the space provided)

Signature

Date

DD / MM / YY



BOIB

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Merrill Corporation Ltd, London
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