

The Governor and Company of the Bank of Ireland (the "Bank")

Results of the 2020 Annual General Court ("AGC")

19 May 2020

All of the resolutions proposed at the AGC of the Bank held on 19 May 2020 were duly passed.

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

Resolution 1

To receive and consider the Bank'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	%	Votes Withheld	Votes Total
1	32,363,275,074	100	0	0	0	32,363,275,074

Resolution 2

To elect the following Directors as members of the Court, by separate resolutions:

- (i) Eileen Fitzpatrick;
- (ii) Michele Greene; and
- (iii) Myles O'Grady.

To re-elect the following Directors as members of the Court, by separate resolutions:

- (iv) Evelyn Bourke;
- (v) Ian Buchanan;
- (vi) Richard Goulding;
- (vii) Patrick Haren;
- (viii) Patrick Kennedy;
- (ix) Francesca McDonagh;
- (x) Fiona Muldoon;
- (xi) Patrick Mulvihill; and
- (xii) Steve Pateman

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
2 (i)	32,363,275,074	100	0	0	0	32,363,275,074
2 (ii)	32,363,275,074	100	0	0	0	32,363,275,074
2 (iii)	32,363,275,074	100	0	0	0	32,363,275,074
2 (iv)	32,363,275,074	100	0	0	0	32,363,275,074
2 (v)	32,363,275,074	100	0	0	0	32,363,275,074
2 (vi)	32,363,275,074	100	0	0	0	32,363,275,074
2 (vii)	32,363,275,074	100	0	0	0	32,363,275,074
2 (viii)	32,363,275,074	100	0	0	0	32,363,275,074
2 (ix)	32,363,275,074	100	0	0	0	32,363,275,074
2 (x)	32,363,275,074	100	0	0	0	32,363,275,074
2 (xi)	32,363,275,074	100	0	0	0	32,363,275,074

2 (xii)	32,363,275,074	100	0	0	0	32,363,275,074
---------	----------------	-----	---	---	---	----------------

Resolution 3

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

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
3	32,363,275,074	100	0	0	0	32,363,275,074

Resolution 4

To consider, and if thought fit, pass the following resolution as a special resolution:

“THAT an Extraordinary General Court (other than an Extraordinary General Court called for the passing of a special resolution) may be called by not less than 14 days’ notice in writing in accordance with Bye Law 47(b) of the Bank’s Bye Laws.”

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
4	32,363,275,074	100	0	0	0	32,363,275,074

Resolution 5

To receive and consider, and if thought fit approve, as a non-binding advisory resolution, the 2019 Directors’ Remuneration Policy, as set out on pages 99 to 103 of the 2019 Annual Report of Bank of Ireland Group plc.

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
5	32,363,275,074	100	0	0	0	32,363,275,074

Resolution 6

To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT Bye-Law 72 of the Bank’s Bye-Laws be and is hereby amended by the substitution of the number eight (8) and the deletion of the number ten (10) after the words “shall not be less than”.”

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
6	32,363,275,074	100	0	0	0	32,363,275,074

Resolution 7

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Bank to allot and issue relevant securities (within the meaning of section 1021 of the Companies Act 2014, as amended) of the Bank up to an aggregate of the entire authorised but unissued Ordinary Stock units of €0.05 each, provided that this authority shall expire at the close of business on the date of the Annual General Court of the Bank to be held in 2021 or on 19 August 2021, whichever is earlier, save that the Bank may before such expiry make an offer or agreement which would or might require relevant securities to be issued and allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.”

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
7	32,363,275,074	100	0	0	0	32,363,275,074

Resolution 8

To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT the Directors be and are hereby generally authorised to allot and issue equity securities (within the meaning of section 1023(1) of the Companies Act 2014, as amended) for cash pursuant to the authority conferred on the Directors by Resolution 7 as if section 1022(1) of the Companies Act 2014, as amended, did not apply, provided that:

- (i) this power shall be limited to the allotment of equity securities for cash, together with all treasury shares (within the meaning of Section 1078 of the Companies Act 2014, as amended) re-issued while this authority remains operable, shall not exceed the entire authorised but unissued units of Ordinary Stock of €0.05 each; and
- (ii) this authority shall expire at the close of business on the date of the Annual General Court of the Bank to be held in 2021 or 19 August 2021, whichever is earlier, save that the Bank may before such expiry make an offer or agreement which would or might require such securities to be issued and allotted after such expiry and the Directors may allot such securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.”

Resolution	Votes For	%	Votes Against	%	Votes Withheld	Votes Total
8	32,363,275,074	100	0	0	0	32,363,275,074

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.

The full text of each resolution was set out in the Governor's Letter and Notice of the Annual General Court which was sent to the holder of the Ordinary Stock and posted to the holders of the Sterling Preference Stock and Euro Preference Stock on 21 April 2020.

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

For further information contact:

Sarah McLaughlin, Group Secretary

Tel: +353 (0) 76 624 8577 / Email: sarah.mclaughlin@boi.com