

FINAL TERMS

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND

Issue of €500,000,000 2.75 per cent. Notes due 5 June 2016

Under the €25,000,000,000
Euro Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the prospectus dated 19 December 2012 (the "Prospectus") as supplemented by the supplement to it dated 19 April 2013 which, as so supplemented, constitutes a base prospectus for the purposes of Directive 2003/71/EC (as amended) (the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplement are available for viewing at <http://www.bankofireland.com/about-bank-of-ireland/investor-relations/debt-investors/debt-capital-issuance/?t=1369910611> and copies may be obtained during normal business hours at the principal office of the Issuer at The Governor and Company of the Bank of Ireland, 40 Mespil Road, Dublin 4, Ireland and the specified office of the Paying Agent.

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| 1. | Issuer: | The Governor and Company of the Bank of Ireland |
| 2. | (i) Series Number: | 709 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | Specified Currency or Currencies: | euro ("€") |
| 4. | Aggregate Nominal Amount: | |
| | — Tranche: | €500,000,000 |
| | — Series: | €500,000,000 |
| 5. | Issue Price: | 99.864 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denominations: | €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000. |
| | (ii) Calculation Amount: | €1,000 |
| 7. | (i) Issue Date: | 5 June 2013 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 5 June 2016 |
| 9. | Interest Basis: | 2.75 per cent. Fixed Rate
(further particulars specified below) |
| 10. | Redemption/Payment Basis: | Redemption at par |
| 11. | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | Status of the Notes: | Ordinary |
| 14. | Method of distribution: | Syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Note Provisions | Applicable |
| (i) | Rate of Interest: | 2.75 per cent. per annum payable annually in arrear on each Interest Payment Date |
| (ii) | Interest Payment Date(s): | 5 June in each year from (and including) 5 June 2014 up to (and including) the Maturity Date |
| (iii) | Fixed Coupon Amount(s): | €27.50 per Calculation Amount |
| (iv) | Broken Amount(s): | Not Applicable |
| (v) | Day Count Fraction: | Actual/Actual (ICMA), unadjusted |
| (vi) | Determination Date(s): | 5 June in each year |
| 16. | Fixed Rate Reset Note Provisions: | Not Applicable |
| 17. | Floating Rate Note Provisions | Not Applicable |
| 18. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 19. | (a) | Issuer Call: | Not Applicable |
| | (b) | Regulatory Event Redemption: | Not Applicable |
| | (c) | Issuer Call due to a Tax Event: | Applicable |
| 20. | | Investor Put: | Not Applicable |
| 21. | | Final Redemption Amount: | €1,000 per Calculation Amount |
| 22. | | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | €1,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 23. | (i) | Form of Notes: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes upon the occurrence of an Exchange Event. |
| | (ii) | New Global Note: | Yes |
| 24. | | Additional Financial Centre(s) or other special provisions relating to Payment Dates: | Not Applicable |
| 25. | | Talons for future Coupons to be attached to definitive Notes: | No |

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the regulated market of the Irish Stock Exchange and to listing on its Official List of the Notes described herein pursuant to the €25,000,000,000 Euro Note Programme of The Governor and Company of the Bank of Ireland.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of The Governor and Company of the Bank of Ireland.

By: 
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be listed on the Official List of the Irish Stock Exchange and admitted to trading on the Irish Stock Exchange's regulated market with effect from 5 June 2013.
- (ii) Estimate of total expenses related to admission to trading: €500

2. RATINGS

The Notes to be issued are expected to be rated:
Moody's Investors Services Limited ("Moody's"): Ba2
Standard and Poor's Credit Market Services Europe Limited ("S&P"): BB+

Each of S&P and Moody's are established in the European Union and are registered under Regulation (EC) No. 1060/2009 (as amended). As such S&P and Moody's are included in the list of credit ratings agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. YIELD

Indication of yield: 2.798 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. DISTRIBUTION

- (i) If syndicated, names of Managers: **Joint Lead Managers**
BNP Paribas
Deutsche Bank AG, London Branch
Morgan Stanley & Co International plc
The Royal Bank of Scotland plc
Co-Managers
Glas Securities Limited
J&E Davy, t/a Davy
Natixis
- (ii) Date of Subscription Agreement: 31 May 2013
- (iii) Stabilising Manager(s) (if any): Not Applicable
- (iv) If non-syndicated, name and address of relevant Dealer: Not Applicable
- (v) TEFRA: TEFRA D

6. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS0940658361 |
| (ii) | Common Code: | 094065836 |
| (iii) | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s) | Not applicable |
| (iv) | Delivery: | Delivery against payment |
| (v) | Name and addresses of initial Paying Agent(s) (if any) | <p>Citibank, N.A., London Branch
 Citigroup Centre
 Canada Square
 Canary Wharf
 London E14 5LB</p> <p>Citibank International plc, Ireland Branch
 1 North Wall Quay
 Dublin 1
 Ireland</p> |
| (vi) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (vii) | Intended to be held in a manner which would allow Eurosystem eligibility: | <p>Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.</p> |

NEITHER THESE FINAL TERMS NOR, TO THE EXTENT THAT THEY RELATE TO THE NOTES DESCRIBED HEREIN, THE EXEMPT INFORMATION MEMORANDUM AND SUPPLEMENTS REFERRED TO BELOW HAVE BEEN, OR WILL BE, APPROVED BY THE CENTRAL BANK.