

## FINAL TERMS

## THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND

Issue of €750,000,000 3.25 per cent. Notes due 15 January 2019

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 4 September 2013 (the "Prospectus") as supplemented by the supplements to it dated 22 November 2013 and 16 December 2013 which together constitute 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 supplements 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:   | 710  |
|     | (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:   | €750,000,000   |
|     | — Series:  | €750,000,000   |
| 5.  | Issue Price:   | 99.605 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:  | 15 January 2014  |
|     | (ii) Interest Commencement Date:   | Issue Date   |
| 8.  | Maturity Date:   | 15 January 2019  |
| 9.  | Interest Basis:  | 3.25 per cent. Fixed Rate<br>(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:                 | 3.25 per cent. per annum payable annually in arrear on each Interest Payment Date                    |
| (ii)  | Interest Payment Date(s):         | 15 January in each year from (and including) 15 January 2015 up to (and including) the Maturity Date |
| (iii) | Fixed Coupon Amount(s):           | €32.50 per Calculation Amount  |
| (iv)  | Broken Amount(s):                 | Not Applicable   |
| (v)   | Day Count Fraction:               | Actual/Actual (ICMA)   |
| (vi)  | Determination Date(s):            | 15 January 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

- |     |  |                               |
|-----|--|-------------------------------|
| 19. | Issuer Call:   | Not 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 either at the option of the Bank or 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 15 January 2014.
- (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"): Ba3

Standard and Poor's Credit Market Services Europe Limited ("S&P"): BB+

Each of Moody's and S&P are established in the European Union and are registered under Regulation (EC) No. 1060/2009 (as amended). As such Moody's and S&P 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: 3.337 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**  
Citigroup Global Markets Limited  
Deutsche Bank AG, London Branch  
Morgan Stanley & Co. International plc  
Nomura International plc  
The Royal Bank of Scotland plc  
**Co-Managers**  
Investec Bank plc (Irish Branch)  
J&E Davy, t/a Davy
- (ii) Date of Subscription Agreement: 13 January 2014
- (iii) Stabilising Manager(s) (if any): Deutsche Bank AG, London Branch
- (iv) If non-syndicated, name and address of relevant Dealer: Not Applicable
- (v) U.S. Selling Restrictions: TEFRA D

**6. HISTORIC INTEREST RATES**

Not Applicable

**7. OPERATIONAL INFORMATION**

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|-------|--|---|
| (i)   | ISIN Code:   | XS1014670233  |
| (ii)  | Common Code:   | 101467023   |
| (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)   | Citibank, N.A., London Branch<br>Citigroup Centre<br>Canada Square<br>Canary Wharf<br>London E14 5LB<br><br>Citibank International plc, Ireland Branch<br>1 North Wall Quay<br>Dublin 1<br>Ireland  |
| (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:  | 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. |

**8. THIRD PARTY INFORMATION**

Not Applicable