

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.

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|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Name of the Issuer The Governor & Company of the Bank of Ireland | 2 | Name of person discharging managerial responsibilities Mr V. Prem Watsa. - Director |
| 3 | State whether notification relates to a person closely associated with a person discharging managerial responsibilities named in 2 and identify the connected person RiverStone Insurance UK Limited RiverStone Managing Agency Limited | 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 relation to person named in 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 RiverStone Insurance UK Limited (Disposal) RiverStone Managing Agency Limited (Acquisition) |
| 7 | State the nature of the transaction Transfer - Disposal & Acquisition of Ordinary Stock | 8 | Number of shares, derivatives or other financial instruments linked to them acquired 109,169,511 units of Ordinary Stock – Acquired by RiverStone Managing Agency Limited |
| 9 | Number of shares, derivatives or other financial instruments linked to them disposed of 109,169,511 (Disposed of by RiverStone Insurance UK Limited) | 10 | Price per share or derivative or other financial instrument linked to them or value of transaction €0.088 per unit of Ordinary Stock |
| 11 | Date and place of transaction 27 June 2012, Canada | 12 | Date issuer informed of transaction 29 June 2012 |
| 13 | Any additional information | 14 | Name of contact and telephone number for queries Jeremy Crean Deputy Group Secretary Tele No: + 353 (0) 76 623 4761 |

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

Jeremy Crean, Deputy Group Secretary

Date of notification

2 July 2012

Information required under ISE Listing Rule 6.10

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|----|---------------------------------------------------------------------------------------------------------------------------------------------------|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 15 | Description of class of share Ordinary Stock of €0.05 per unit | 16 | Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage) 0.362298% |
| 17 | Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage) 0.362298% | 18 | Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage) 2,807,563,858 units of Ordinary Stock of €0.05 per unit 9.31739% of Ordinary Stock (No net change in holding resulting from the transaction) |

If a person discharging managerial responsibilities has been granted options by the issuer, please complete the following boxes:

| | | | |
|----|----------------------------------------------------------------------------------------------------------------|----|--------------------------------------------------------------------------------------|
| 19 | Date of grant N/A | 20 | Period during which or date on which it can be exercised N/A |
| 21 | Total amount paid (if any) for grant of the option N/A | 22 | Description of shares involved (class and number) N/A |
| 23 | Exercise price (if fixed at time of grant) or indication that the price is to be fixed at the time of exercise | 24 | Total number of shares over which options are held following notification N/A |

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| | N/A | | |
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Name and signature of duly designated officer of issuer responsible for making notification

Jeremy Crean, Deputy Group Secretary

Date of notification

2 July 2012