

# 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.**

1	Name of the Issuer <b>The Governor &amp; Company of the Bank of Ireland</b>	2	Name of person discharging managerial responsibilities <b>Wilbur L. Ross, Jr. - Director</b>														
3	State whether notification relates to a person closely associated with a person discharging managerial responsibilities named in 2 and identify the connected person  <b>WLR Recovery Fund IV, L.P. WLR IV Parallel ESC, L.P. WLR Recovery Fund V, L.P. WLR V Parallel ESC, L.P. WLR/GS Master Co-Investment, L.P.</b>	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  <b>Notification in respect of persons named in 2. and 3.</b>														
5	Description of shares or derivatives or other financial instruments linked to them  <b>Ordinary Stock of €0.05 per unit</b>	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 <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 5px;"> <thead> <tr> <th style="width: 70%;">Shareholder</th> <th style="width: 30%;">Number of Shares disposed of</th> </tr> </thead> <tbody> <tr> <td><b>Wilbur L. Ross, Jr.</b></td> <td style="text-align: center;">1,000</td> </tr> <tr> <td><b>WLR Recovery Fund IV, L.P.</b></td> <td style="text-align: center;">1,355,338,135</td> </tr> <tr> <td><b>WLR IV Parallel ESC, L.P.</b></td> <td style="text-align: center;">5,018,519</td> </tr> <tr> <td><b>WLR Recovery Fund V, L.P.</b></td> <td style="text-align: center;">312,899,989</td> </tr> <tr> <td><b>WLR V Parallel ESC, L.P.</b></td> <td style="text-align: center;">314</td> </tr> <tr> <td><b>WLR/GS Master Co-Investment, L.P.</b></td> <td style="text-align: center;">120,561,272</td> </tr> </tbody> </table>	Shareholder	Number of Shares disposed of	<b>Wilbur L. Ross, Jr.</b>	1,000	<b>WLR Recovery Fund IV, L.P.</b>	1,355,338,135	<b>WLR IV Parallel ESC, L.P.</b>	5,018,519	<b>WLR Recovery Fund V, L.P.</b>	312,899,989	<b>WLR V Parallel ESC, L.P.</b>	314	<b>WLR/GS Master Co-Investment, L.P.</b>	120,561,272
Shareholder	Number of Shares disposed of																
<b>Wilbur L. Ross, Jr.</b>	1,000																
<b>WLR Recovery Fund IV, L.P.</b>	1,355,338,135																
<b>WLR IV Parallel ESC, L.P.</b>	5,018,519																
<b>WLR Recovery Fund V, L.P.</b>	312,899,989																
<b>WLR V Parallel ESC, L.P.</b>	314																
<b>WLR/GS Master Co-Investment, L.P.</b>	120,561,272																
7	State the nature of the transaction  <b>Disposal of Ordinary Stock</b>	8	Number of shares, derivatives or other financial instruments linked to them acquired <b>NIL</b>														

9	Number of shares, derivatives or other financial instruments linked to them disposed of <b>1,793,819,229 units of Ordinary Stock</b>	10	Price per share or derivative or other financial instrument linked to them or value of transaction <b>€0.265</b>
11	Date and place of transaction <b>London, 9 June 2014</b>	12	Date issuer informed of transaction <b>11 June 2014</b>
13	Any additional information <b>n/a</b>	14	Name of contact and telephone number for queries <b>HELEN NOLAN GROUP SECRETARY TEL: + 353 (0) 76 623 4710</b>
<p><b>Person authorised on behalf of the issuer responsible for making the notification</b>  <b>Helen Nolan</b>  <b>Group Secretary</b></p> <p><b>Date of notification 11 June 2014</b></p>			

## Information required under Irish Stock Exchange Listing Rule 6.10

The following additional information is required to be disclosed under ISE Listing Rule 6.10 in respect of interests in securities of a director or secretary or their connected persons. An issuer is not being required to submit the information below to the Central Bank in respect of any PDMR who is also a director/secretary/connected persons.

15	Name of director or secretary (if not required to be stated in box 2)	16	State whether the notification relates to a single transaction being notified in accordance with the Market Abuse Rules and ISE LR 6.10
17	Description of class of share <b>Ordinary Stock of €0.05 per unit</b>	18	Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)  <b>N/A</b>
19	Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)  <b>5.543%</b>	20	Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)  <b>NIL</b>

If a person whose interests are required to be disclosed under ISE Listing Rule 6.10 has been granted

options by the issuer, please complete the following boxes:

21	Date of grant  N/A	22	Period during which or date on which it can be exercised  N/A
23	Total amount paid (if any) for grant of the option  N/A	24	Description of shares involved (class and number)  N/A
25	Exercise price (if fixed at time of grant) or indication that the price is to be fixed at the time of exercise  N/A	26	Total number of shares over which options are held following notification  N/A

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

**Helen Nolan  
Group Secretary**

**Date of notification 11 June 2014**

The duly designated officer of the issuer responsible for making this notification acknowledges and confirms that he/she is aware that the information as has been provided in response to the questions 15 to 26 above is not information which has been required by or which has been requested by the Central Bank, and is information which is required to be provided to the Irish Stock Exchange only.