

## The Governor and Company of the Bank of Ireland

### Resolutions Passed at the Extraordinary General Court

All of the resolutions proposed at the Extraordinary General Court of the Bank held on 11 July 2011 were duly passed.

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

#### Resolution 1

To approve the Government Transaction as a related party transaction pursuant to the Listing Rules.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
1	772,790,402	99.65	2,717,785	0.35	3,921,505	779,429,692

#### Resolution 2

To approve the Renominalisation of the Ordinary Stock and the Deferred Stock.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
2	2,682,609,581	99.90	2,768,927	0.10	3,900,560	2,689,279,068

#### Resolution 3

To increase the Bank's authorised Capital Stock.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
3	2,667,600,327	99.34	17,854,116	0.66	3,824,625	2,689,279,068

#### Resolution 4

To issue Ordinary Stock and disapply pre-emption rights to effect the Proposals.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
4	2,667,544,997	99.33	17,895,954	0.67	3,838,177	2,689,279,068

#### Resolution 5

To issue the Allotment Instrument in respect of Allotment Instruments Stock necessary to effect the Debt for Equity Offers.

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
5	2,681,304,165	99.85	4,023,595	0.15	3,950,153	2,689,277,913

## **Resolution 6**

To issue Ordinary Stock under the State Placing and Debt for Equity Offers at a discount of more than 10%.

<b>RESOLUTION</b>	<b>VOTES FOR</b>	<b>%</b>	<b>VOTES AGAINST</b>	<b>%</b>	<b>VOTES WITHHELD</b>	<b>VOTES TOTAL</b>
6	771,357,902	99.46	4,172,352	0.54	3,898,438	779,428,692

As the NPRFC (National Pensions Reserve Fund Commission), which currently holds 36.04% of the Existing Ordinary Stock, is a related party it did not vote on resolutions 1 and 6.

Pursuant to the Resolutions being passed by Stockholders, the renominalisation of the Bank's units of Ordinary Stock from €0.10 to €0.05 each will become effective at the close of business today (11 July 2011). No new stock certificates will be issued in respect of the €0.05 Ordinary Stock as existing stock certificates for Existing Ordinary Stock will remain valid in respect of the same number of €0.05 Ordinary Stock arising from the renominalisation.

Capitalised terms used and not otherwise defined in this announcement have the meaning given to such terms in the Prospectus published on 18 June 2011.

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 to holders of Ordinary Stock and Notice of the Extraordinary General Court which was posted to stockholders on 18 June 2011.

Copies of these resolutions have been forwarded to the Irish Stock Exchange and are available for inspection at the following location:

Company Announcements Office,  
Irish Stock Exchange,  
28 Anglesea Street,  
Dublin 2,  
Ireland.  
Tel: + 353 1 6174200

and on the following website:

<http://www.hemscott.com/nsm.do>

11 July 2011

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