

Group Code of Conduct

An introduction by Richie Boucher, Group Chief Executive

The Bank of Ireland Group Code of Conduct (the Code) is the standard that we set ourselves for what we say and do in our relationships with our customers, suppliers, employees, Government and regulators. It is our commitment to the behaviours that are expected from each of us.

The Code gives us guidance on how these behaviours should apply to all activities of the Group. We are all required to follow both the spirit and the letter of this Code in our dealings with others, both internally and externally, and in our personal financial dealings.

The Code is not, nor can it be, specific to each and every situation that we may encounter as an employee or director of a Group business unit. However, the intention of the Code is very clear and includes details of what action you can take if you have any concerns.

Each employee has a personal responsibility to read the Code and understand what it means. If you are in doubt about any part of the Code please consult with your manager.

If you suspect that a breach of this Code or of any Group policy has occurred, you are obliged to report this to your manager or you can raise your concern as described in the Group's Speak Up policy.

There have been a number of changes made to this latest version of the Code, in order to bring greater clarity and understanding to some aspects. So I would ask each of you to personally review it and refamiliarise yourselves with its contents.

Thank you,

Richie Boucher
Group Chief Executive

January 2011

Compliance Policy Statement

This policy applies to all employees and directors of the Bank of Ireland Group.

Bank of Ireland Group provides a wide range of financial services to customers in various markets and jurisdictions. In all markets in which we do business, we are committed to operating with integrity and accountability, specifically we are committed to:

- Complying with the legal, regulatory and other requirements of the jurisdiction concerned and,
- Acting honestly, fairly and reasonably in all dealings with customers, suppliers, employees, Government and regulators.

It is Bank of Ireland Group policy that bribery and corruption are unacceptable and that staff along with business and commercial partners are expected to act at all times with integrity and honesty. The Group will not consider any business activities that involve bribery or corruption to be binding.

By complying with the letter and the spirit of the law and regulations, we aim to:

- Preserve the reputation and integrity of the Group and engender trust in the Group
- Meet the requirements of all regulatory bodies
- Avoid adverse publicity associated with non-compliance
- Avoid the cost of 'having to put things right'
- Protect the business of the Group and its staff.

All staff have a role to play in achieving these objectives.

1. As an employee of the Group, you are personally accountable for compliance with both the letter and the spirit of this policy.
2. You must act with integrity in all dealings with customers and other parties with whom the Group is connected, and in all internal matters. No employee should act in a manner that could lead to any damage to our reputation.
3. Where you have doubts or concerns about any matter relating to our compliance with legal or regulatory obligations, you have a duty to:
 - discuss the matter fully with your Manager or,
 - discuss it directly with Senior Line Management or,
 - raise the matter with your business unit Regulatory Compliance and Operational Risk Partner or,
 - bring it to the Group's attention independently of management, via the Group's Speak Up policy.
4. You will not be criticised by management, nor will you suffer as a consequence of bringing a breach or suspected breach of our legal or regulatory obligations to the attention of the Group through appropriate channels.
5. Employees who knowingly witness explicit non-compliance with legal or regulatory obligations, and who then fail in their duty to report the activity, are placing themselves at risk of an allegation of involvement in the non-compliant activity, and consequently are exposed to the associated sanctions.

A good reputation is hard won and easily lost. Every employee has a role to play in protecting our reputation; this is a duty, not an option.

January 2011

1. Persons to whom this Code applies

This Code applies to all employees of Bank of Ireland Group.

By way of definition, *employee* means any person employed by any member of the Group on foot of a contract of employment, whether full-time or part-time, permanent or temporary, fixed-purpose or fixed-term.

This policy also applies to all directors of the Group and any of its subsidiaries.

Elements of the Code continue to apply after an employee has left the Group (see sections 3.2 and 3.4).

2. Your Personal Responsibilities under this Code

2.1. Act with Integrity and Honesty

You are expected to act with integrity and honesty in your dealings with customers and other parties with whom the Group is connected and in all internal matters. This is an overriding principle that should govern all your actions and decisions.

The reputation of the Group depends on the conduct of individual employees. In performing your duties, you are accountable for your conduct to colleagues, line management, your compliance officer, customers and shareholders.

If you are in doubt about any of your proposed actions or decisions, consult your manager, compliance officer or senior line management. Often a good test, if in doubt, is to ask yourself the question “would I be comfortable if my actions became public?”

If you become aware of any fraud or irregularity by an employee or customer or any activity likely to damage the reputation of the Group or have the Group’s integrity brought into question, you must promptly report it to your manager, senior line management, compliance officer or via the Group’s Speak Up policy.

2.2. Report Wrongdoing

You are obliged to report suspected breaches of this Code of Conduct or of any Group policy or code. You will not suffer because you have raised a concern in good faith to the Group or to an appropriate authority.

- A report made in good faith means a report of conduct defined as wrongdoing, where the person making the report has reasonable cause to believe the concern is true and where the report is made without malice.
- “Wrongdoing” means a breach or suspected breach of these standards, or a concern in respect of potential improprieties including but not limited to matters of financial reporting, financial control, accounting and auditing or other matters.

All employees are accountable for their actions and, as such, the Group regards genuine whistle-blowers as witnesses of wrongdoing, not as complainants. We hold each other accountable, so an individual making a properly motivated report in good faith is acting to defend the Group’s reputation and integrity, and is supporting the word and spirit of this Code of Conduct. However, such a report should not be treated as an alternative or substitute remedy for staff disputes properly considered in the context of grievance procedures.

If you wish to raise a concern, you should do so in accordance with the procedures set out in the Group's Speak Up policy.

In addition, if you are unsure about whether or how to raise your concern, you can contact the independent UK-based charity Public Concern at Work (PCaW) for advice. All contact with PCaW is confidential; Group management will not be informed of your contact without your prior consent. PCaW can provide advice about the options you have in raising your concern and, if you ask, can pass information to the appropriate person directly on your behalf. In particular, if you report concerns regarding the Group's accounting, financial control or audit processes, PCaW will contact the Chairman of the Audit Committee directly. PCaW's contact details are appended to this Code.

All reports made in good faith and resulting investigations will be kept confidential, unless disclosure is required under any enactment, regulatory requirement or an order of a Court. Separate specific legislative/regulatory frameworks (for example, the UK Public Interest Disclosure Act, 1998) will be directly applicable to certain business units and this Code does not replace such provisions.

2.3. Social Networking

You are prohibited from participating in social networking sites such as facebook, twitter etc while at work or from your Bank pc or laptop and are prohibited while at work or otherwise from posting comments about your employment or experiences at work, either positive or negative, at any time. In the course of your work, if required, you may request access to these sites via the appropriate Group IT authorisation form.

2.4. External Threats

You will be aware, from your employment with the Bank and from media coverage, of external threats faced by the Group. You should not associate with known or suspected criminals or others who may present a threat to the Group, to you or to your colleagues. If you become aware of any threat to the Group, to you or to your colleagues, you must notify your manager immediately. If you do not notify your manager, you may be subject to disciplinary action up to and including dismissal.

2.5. Avoid Conflicts of Interest

You must avoid situations where personal interests conflict, or appear to conflict, with the interests of the Group or its customers. You must take appropriate measures to recognise and manage situations where a conflict of interest does arise.

For the purpose of this Code, a conflict of interest occurs when an employee's private or personal interests interfere, or may appear from the perspective of a reasonable person to interfere, with the interests of the Group or its customers. A conflict situation may arise when an employee takes actions or has interests that may make it difficult to perform his or her duties objectively and effectively. Conflicts of interest may also arise when an employee, or a member of his or her family, receives personal benefits as a result of his or her position in the Group.

You cannot engage in the selling or promotion of any product or service where there is any conflict with the Group, or where there could be a perception of a conflict with the Group.

Information received in the course of our business dealings should not be used for personal gain or any purpose except that for which it is given.

It is vital that customers and potential customers have confidence in the Group. You must avoid actual or apparent conflicts of interest, some possible examples of which follow below.

Employees must have prior written approval from a Group Executive Committee (GEC) member or a direct report of a GEC member before accepting any external positions or outside interests, or any gift or invitation that could be perceived to be a conflict of interest (see paragraphs 2.5a, 2.5b and 2.5f).

The approval should establish the parameters regarding what is and is not permitted and the processes for addressing potential conflicts if required. The request for approval should be routed through your manager.

This approval is subject to renewal, at a minimum every three years. If it is not renewed it will be deemed to have lapsed. **It is the employee's responsibility to re-apply for approval.**

A conflict of interest can sometimes occur within the Group. If you are subject to an internal conflict of interest, you should seek guidance from your manager on how to deal with the situation.

2.5a. External / Private Interests

As a Group employee, you are encouraged to participate actively in the communities in which you live and work. The Group is supportive of employees who undertake work for, or accept positions in, organisations in their communities that are generally perceived to be of benefit to the community.

However, in normal circumstances **you should not hold a position or have an outside interest that materially interferes with the time or attention that should be devoted to your duties in the Group.** Where such an interest, or position, requires a non-trivial time commitment during normal business hours or could lead to any damage to the Group's reputation, the prior written approval must note this.

2.5b. Business Involvement

The primary business duty of employees is to the Group and any external business activities that conflict with this duty must be avoided.

If you are considering becoming involved in any capacity in a business outside the Group, you must have prior written approval as described above. If the involvement you are considering may require or lead to your holding a non-executive directorship, and you are an Executive, then you should in addition refer to the Group's policy on management holding non-executive director positions ('NED Policy', available on **insite**) before seeking approval.

If your involvement is approved, you are required to be alert at all times to any potential conflict of interest that may arise while holding such role. Where a conflict arises, or seems likely to arise, you are obliged to discuss the situation with your manager so that any potential negative impact for the Group can be managed. Where such circumstances arise, you should consider taking advice on your personal position from the Group Secretary or the Group Legal Adviser.

You must ensure that the business outside the Group with which you are involved understands that you are acting in a personal capacity and that you do not represent the Bank of Ireland Group in any respect.

Any financial transactions relating to approved business interests should be negotiated through separately designated and properly established accounts. Accounts designated as staff accounts must not be used for such purposes.

You should be particularly careful to observe the provisions of this Code when considering entering into a business relationship with a Group customer: in particular, your involvement in such an activity remains subject to this Code even if a third party - such as a spouse - maintains the formal link to the venture.

2.5c. Political Activities

If you are a member of a political party, you must ensure that your involvement is not prejudicial to the interests of the Group.

It is acceptable for you to participate in political parties. This includes membership of any party and accepting nomination to stand in either national or local government elections. Applications for career breaks for this purpose will be considered in accordance with the Group's guidelines on flexible working.

Where canvassing arises, either on your own behalf or on behalf of other members of a political party, you have a special responsibility to ensure that any involvement in such canvassing is not perceived as associating the Group with any particular political party. It is also important that no customer relationship with the Group is in any way affected, influenced or used.

2.5d. Transactions with Connected Persons

You are prohibited from approving transactions with Connected Persons or providing out of course or exceptional treatment to Connected Persons (for example, lending on favoured terms, covering trading losses, and waiving commissions, charges or fees).

For the purpose of this Code, the term "Connected Persons" includes your spouse or family members, or any significant other non-family relationship, or any entity controlled by you or another Connected Person, or any entity with which you are associated.

2.5e. Lending to parties related to the Bank of Ireland Group

You must comply with the Central Bank of Ireland Code of Practice on Lending to Related Parties and are prohibited from approving transactions without the requisite internal and regulatory approvals having been received.

For the purpose of this Code, parties related to the Bank of Ireland Group include a Director, Senior Manager or significant shareholder of the Bank of Ireland Group or any of its regulated subsidiaries and any persons connected to the related party as per 2.5d. Senior Managers are management who report directly to the Court/Board of directors or Chief Executive/Managing Director of the Bank of Ireland Group or any of its regulated subsidiaries. Any lending to related parties must be referred to the office of the Group Secretariat. A significant shareholding is 10% or more of the shares or voting rights. A list of Regulated Subsidiaries is available on request from Group Regulatory Compliance and Operational Risk.

2.5f. Gifts and Invitations

You may not accept gifts, sponsorships, invitations or other benefits if they could be deemed to influence or compromise your position or any business decision of the Group.

Accepting gifts, sponsorships, invitations, money, hospitality or any other benefit may create an appearance of impropriety or may raise a potential conflict of interest. You may not accept any gifts that might influence the decisions that you make in business transactions involving the Group, or that others might reasonably believe would influence those decisions, could compromise your integrity or ability to exercise independent judgement. Modest gifts and favours, which would not be regarded by others as improper, may be accepted on an occasional basis.

You are prohibited from requesting gifts, sponsorships, invitations and other benefits in exchange for the provision of advice, products or services.

You should notify your manager about all offers of gifts, sponsorships, invitations and other benefits, which could be seen to compromise your integrity, regardless of whether you accept the offer.

As it is not practical to place a Group-wide monetary value on what is acceptable, each Division will issue local guidance on (a) the offer of gifts, sponsorships, invitations and other benefits which may not be accepted without prior approval and (b) those offers you must notify your manager about, regardless of whether you accept the offer. If you have questions regarding the appropriateness of a gift, invitation or other benefit, you can discuss this with your manager or Compliance Officer.

As a general rule, meals, refreshments, entertainment, accommodation or travel of reasonable value, should only be accepted on the basis that the expense would be deemed an appropriate business expense if it were to be charged to the Group.

No sponsorship should be sought or accepted by a staff member in his/her capacity as a Group employee or as a member of a Group Club/Society where it could be seen to influence or compromise business decisions.

2.6. Your Financial Affairs

You should conduct your own financial affairs in a prudent manner and should avoid financial situations that could reflect unfavourably on the Group or on yourself.

Employees are free to assume appropriate financial commitments and obligations. However, as an employee of a financial institution, you should be aware of the dangers inherent in over-extending yourself financially and exercise particular care to keep your financial affairs, including your tax affairs, in good order.

The Group may conduct credit checks on new employees.

You should never engage in any transaction that is inappropriate to your position in the Group.

Any employee who finds him or herself in a difficult financial situation should seek advice from their manager, senior line manager, HR Business Partner or Staff Direct.

The Group recognises that difficulties can arise from within and outside the workplace and provides a confidential Employee Assistance Programme (EAP) to support individuals in dealing with difficult situations and problems they may encounter. The EAP service can assist individuals experiencing a wide range of difficulties including financial problems. The EAP service is independent and confidential and is provided to each employee without prejudice to security of employment, individual reputation or career prospects. It is run by external professionals who provide information, support and/or counselling.

2.7. Follow the Code

You are responsible for knowing the contents of this Code of Conduct and adhering to the standards as detailed herein. Where you are responsible for managing other employees, you should ensure that they make themselves aware of the provisions of this Code.

Where this Code refers to the need for you to have 'approval' for any action, you must apply in writing for such approval, and ensure that the approval is confirmed in writing, and you should retain these written records.

The Group may, from time to time, assess your awareness and knowledge, as well as compliance with this Code. You may also be asked to make a declaration of your awareness and understanding of the Code and its implications for your duties.

If a situation arises where you find yourself inadvertently in breach of this Code, you should - without delay - consult your manager, compliance officer, senior line management or the

Group Secretary who will deal with the matter in a sympathetic manner and assist you in ensuring that the breach is remedied effectively.

However, a wilful breach of any provision in this Code or failure to disclose a known inadvertent breach will be regarded seriously and may lead to disciplinary action which may include dismissal.

For your protection, and for the protection of the Group and its customers, the Bank may record all outbound or external incoming telephone calls.

3. Responsibilities that your Role may bring

3.1. Legislation / Regulation / Codes of Practice and Group Policy

All business decisions and actions taken must comply with the law, any applicable regulatory directives, all relevant codes of practice (including voluntary codes to which the Group subscribes) and all Group policies.

As indicated in the compliance policy statement, the Group is resolute in its commitment to compliance in full with the legal, regulatory and other requirements of the various jurisdictions in which the Group operates and will provide guidelines covering such requirements which must be followed by staff at all times.

The Group does not approve of any actions outside these rules, even if you believe that such actions are performed for the benefit of the Group. Where your position requires you to make judgments on behalf of the Group, the Group requires you to comply in full and make your decisions with complete integrity, honesty and transparency, and to be accountable for your decisions.

It should be noted that you, and/or others, may be disciplined internally or prosecuted externally for any failure to comply with legislation or regulation dealing with taxation, money laundering, company law, market abuse, data protection, consumer protection, competition law, equality and health and safety legislation or other relevant regulations or codes of practice. You must adhere to any specific guidelines published by the Group on these subjects. Falsification or concealment of records, interference in auditing processes or illegal destruction of documentation are all prohibited under this policy.

Once again, if you are in any doubt as to how any of these subjects affect you, you should raise the matter with your manager, senior line management or compliance officer.

3.2. Confidential Information

You should treat all information obtained through employment with the Group as confidential unless there is unambiguous evidence or indication to the contrary (for example, a direction from management or a customer). You must only use confidential information for the proper performance of your duties. Confidential information should only be discussed within the Group on a “need to know” basis, and should never be discussed outside the Group.

You may not, without authorisation, release information in respect of any aspect of the Group’s activities to any third party, including news media. If asked to comment on any aspect of Group business by an external party, whether it is a casual or a targeted question, you must refer the person to Group Communications.

You have a duty to ensure the confidentiality of Group and customer and employee information by complying with relevant legislation and internal information security policies.

In addition, you must comply with data protection and privacy regulations that protect the privacy and integrity of individuals’ personal data. When you handle personal data, you are

in a position of trust. It is important to ensure that personal data is only used for the purpose for which it was collected. Unauthorised disclosure of personal data could lead to the Group, a business unit or an individual being prosecuted. Personal data must only be used to assist you in the legitimate performance of your duties; it must never be disclosed to third parties who have no right of access to it.

It should be noted that you, and/or others, may be disciplined if you breach the Group's Data Protection and Privacy policy and associated standards (which include password standards, confidential information encryption, and third party data access).

3.3. Provision of Advice

You must not give legal, tax, accounting or investment advice to any customer, unless you are appropriately qualified and specifically authorised to do so as part of your duties/job description.

In general, customers should be advised to seek professional legal, tax and accounting advice from their own advisers.

3.4. Insider Dealing

You may not deal in the shares of any company at any time when you are in possession of inside information about that company. This applies to all dealings such as buying/selling shares or equity options and spread betting whether on your own behalf, on behalf of others or on behalf of the Group. You are prohibited by law and by this Code from unauthorised passing on of inside information to any other employee or third party, unless in the normal course of employment. This continues to apply following cessation of employment for whatever reason.

“Inside information” means information of a precise nature, which has not been made public, and which, if it were made public would be likely to have a significant effect on the price of the relevant financial instrument.

Under market abuse legislation, it is a criminal offence for a person who possesses inside information to use it to acquire or dispose of financial instruments to which that information relates whether for the person's own account or for the account of a third party, directly or indirectly. For example, even the fact that the Group had declined to grant or renew a credit could fall into this category. This applies to all companies' securities affected by the information, whether directly or indirectly.

It is also a criminal offence to communicate inside information to anyone who is not authorised to have it, or to act on such information, if it is given to you. For this reason, if you receive an investment tip, you should not act on it, or pass it on, if you think it may be based on inside information.

Employees working in sensitive areas of the Group may be required to seek approval in advance of any dealing in the shares or securities of any listed company, or any derivatives. Your manager, senior line management, compliance officer or the Group Secretary should be consulted if you are in any doubt on this point.

3.5. Accounting Complaints

The Group Secretary is responsible for ensuring our procedures for the receipt, retention and treatment of such complaints are established and executed in line with our obligations under legislation. Should you receive a complaint regarding the Group's accounting, financial control or audit processes (including a complaint from a third party such as a shareholder or customer), you should direct the complainant immediately to the Group Secretary. Any complaint in respect of the Group Secretary should be directed to the Group Legal Adviser.

4. Dealing in Bank of Ireland Stock

In this section, 'dealing' means buying or selling of Bank stock (including Bristol and West securities), or exercising options (including SAYE options), as principal or agent. For the purposes of this Code, equity spread betting is also considered as dealing.

If you wish to deal in Bank stock, your obligations in relation to dealing fall into one of three categories below.

(A) Persons Discharging Managerial Responsibility (PDMRs)

PDMRs for the Group are the Directors of the Court, members of the Group Executive Committee (GEC) and the Group Secretary.

PDMRs have strict legal obligations with regard to share dealing, including but not limited to mandatory disclosure to Stock Exchanges and restrictions on dealing by connected persons, which include family members. PDMRs should refer to the detailed documentation they have received from the Group Secretary's Office in relation to their regulatory obligations (and those of their connected persons) including procedures for requesting clearance to deal.

(B) Employee Insiders

Employee Insiders are employees who are on a Group insider list. Employee Insiders will normally have been advised of their responsibilities as an Employee Insider and will be aware that their name is on the Group's insider list. However, if you are in any doubt, you should consult your GEC member or the Group Secretary and, in the mean time, assume that the restrictions applying to Employee Insiders apply also to you.

Employee Insiders must have prior written permission, obtained from the Group Secretary's Office, before dealing in Bank of Ireland stock. Permission cannot be granted:

- During close periods, which are normally
 - from 1 January until the preliminary announcement of annual results (late February to the middle of March) inclusive and
 - 1 July until the announcement of the interim results (middle of August)
- When inside information relating to the Group exists.

Employees should not deal in Bank stock on the basis of considerations of a short-term nature. (An investment with a maturity of one year or less will always be considered to be of a short-term nature.)

An Employee Insider who has been granted permission to deal must do so within two business days of receiving clearance.

(C) Other employees

All other employees, who are not PDMRs or Employee Insiders, may deal in Bank stock at any time without seeking prior approval, provided that they are not in possession of inside information. However, stock options (including SAYE stock options) may not be exercised during close periods.

These conditions for dealing apply to all transactions, including "bed-and-breakfast" deals, and continue to apply for six months after termination of employment for any reason. (A bed & breakfast transaction is one whereby an investor sells particular shares one day and subsequently purchases an equal number with a view to efficient tax planning).

In general, when buying or selling Bank stock, you are free to deal with a stockbroker of your choice. However, you must ensure that:

- The broker is aware that you are an employee of the Group;

- Special credit, or any form of facility that is not generally available to clients of the broker, is not obtained without the consent of the Group Secretary.

If you act as a trustee of a trust (e.g. a family discretionary trust) you must not disclose any confidential information about the Group. If you are not a PDMR or Employee Insider you may take part in any decision of the trustees to deal in Bank stock provided you are not in possession of inside information. If you are a PDMR or Employee Insider, and you wish to take part in a trust's decision to deal in Bank stock, you will be subject to the procedures outlined above.

Please consult your manager, senior line management, compliance officer or the Group Secretary if you have queries in respect of any aspect of this Code.

Always remember, if in doubt - Ask!

To seek advice about raising a concern, or to make a report, please refer to the Group's Speak Up policy or contact:

John G Murphy
Head of Group Regulatory, Compliance and Operational Risk
Email: John_G.Murphy@boimail.com
Phone: +353 1 604 3953

In addition, you can contact Public Concern at Work (PCaW) for free advice:

☎ From the Republic of Ireland on: 1800 246 137 (free phone);
☎ From the UK on: 0800 008 6430 (free phone);
☎ From other countries on: 00 44 207 404 6609;
✉ or by email at: advice28@pcaw.co.uk.

All contact with PCaW is confidential.

31 December 2010

BOI Classification - Green

Bank of Ireland is regulated by the Central Bank of Ireland. In the UK, Bank of Ireland is authorised by the Central Bank of Ireland and authorised and subject to limited regulation by the Financial Services Authority. Details about the extent of our authorisation and regulation by the Financial Services Authority are available on request.