

Governance

Corporate Governance Statement

Note: Page numbers and note references in the Corporate Governance Statement reference to the Bank of Ireland Annual Report year ended 31 December 2015.

The Court of Directors (the 'Court') is accountable to stockholders for the overall direction and control of the Group. It is committed to high standards of governance designed to protect the long-term interests of stockholders and all other stakeholders while promoting the highest standards of integrity, transparency and accountability.

A key objective of the Group's governance framework is to ensure compliance with applicable legal and regulatory requirements. The Governor and Company of the Bank of Ireland (the 'Bank') is subject to the Central Bank of Ireland's Corporate Governance Code for Credit Institutions and Insurance Undertakings 2013 (the 'Irish Code' which is available on www.centralbank.ie), including the additional requirements of Appendix 1 and Appendix 2 of the Irish Code for High Impact Designated Institutions, and Credit Institutions which are deemed 'Significant' Institutions (for the purposes of the Capital Requirements Directive ('CRD IV')), respectively. The Irish Code was split and renamed on the 15 December 2015 to provide for requirements for Credit Institutions and Insurance Undertakings separately. The requirements of the Irish Code were not altered as a result of this split. The Corporate Governance Requirements for Credit Institutions 2015 apply to Credit Institutions with effect from 11 January 2016. The Bank is also subject to the UK Corporate Governance Code 2014 published by the Financial Reporting Council in the UK (the 'UK Code' which is available on www.frc.org.uk) and the Irish Corporate Governance Annex to the Listing Rules of the Irish Stock Exchange (the 'Irish Annex' which is available on www.ise.ie).

The Directors believe that the Bank complied with the provisions of the Irish Code throughout 2015. They also believe the Bank complied with the provisions of the UK Code and the Irish Annex

throughout 2015, otherwise than as set out herein:

- Tom Considine is a member of the Group Audit Committee. As Tom Considine was nominated by the Minister for Finance under the terms of the Credit Institutions (Financial Support) Scheme, 2008 and is not required to stand for election or regular re-election by stockholders, he has not been classified as an independent Non-executive Director. The Group Audit Committee continues to benefit from the judgement and the quality of the contributions of Tom Considine and comprises a minimum of three independent Non-executive Directors as per provision C.3.1 of the UK Code. In accordance with the Bye-Laws of the Bank, Directors nominated by the Minister for Finance may not serve as a Director of the Bank for a period of longer than nine years after his or her date of appointment; and
- provision B.7.1 of the UK Code recommends annual election of directors by stockholders. In accordance with the Bye-Laws of the Bank, Government nominated Directors are not required to put themselves up for re-election on an annual basis and accordingly Tom Considine was not submitted for re-election at the Annual General Court held in 2015. Government nominated Directors are subject to an annual review of their fitness and probity.

Details of how the Bank applied the main and supporting principles of the UK Code throughout the year ended 31 December 2015 are set out in this Corporate Governance Statement and in the Remuneration Report. These also cover the disclosure requirements set out in the Irish Annex, which supplement the requirements of the UK Code with additional corporate governance provisions.

The Group believes it has robust governance arrangements, which include a clear organisational structure with well defined, transparent and consistent lines of responsibility, effective processes to identify, manage, monitor and report the risks to which it is or might be exposed and appropriate internal control mechanisms, including sound administrative and accounting procedures, IT systems and controls. The system of governance is subject to regular internal review.

Directors are aware that, should they have any material concern about the overall corporate governance of the Group, it should be reported without delay to the Court and, should their concerns not be satisfactorily addressed within five business days, the Directors should report the concern to the Central Bank of Ireland.

The Court's oversight of risk and control is supported through delegation of certain responsibilities to Committees of the Court, the principal Committees being the Group Audit Committee, the Court Risk Committee, the Group Nomination and Governance Committee and the Group Remuneration Committee. Details of these Committees are set out on pages 125 to 132 and 147. The Chairman of each Committee formally reports on key aspects of Committee proceedings to the subsequent scheduled meeting of the Court and minutes of principal Committees are tabled at the Court as soon as possible for noting and / or discussion as necessary. The terms of reference of the Committees are reviewed annually by the relevant Committees and by the Court and are available on the Group's website (www.bankofireland.com) or by request to the Group Secretary.

The Court of Directors

Court size and composition

At close of business on 31 December 2015, the Court comprised twelve

The Court of Directors

Directors: the Governor, who was independent on appointment, two Executive Directors and nine Non-executive Directors, seven of whom have been determined by the Court to be independent Non-executive Directors in accordance with the requirements of the UK Code and Irish Code. Patrick O'Sullivan resigned as a Director with effect from 29 April 2015. Fiona Muldoon was appointed to the Court with effect from 12 June 2015. Biographical details, including each Director's background, experience and independence classification, are set out on pages 141 to 146.

The composition of the Court and its Committees is reviewed by the Group Nomination and Governance Committee and the Court, on an annual basis, to ensure that there is an appropriate mix of skills and experience. This includes a review of tenure, an assessment of the skills profile of the Court and consideration of succession for key roles, to ensure the Court and Committees comprise Directors having a comprehensive understanding of the Group's activities and the risks associated with them. In addition, where any appointment or resignation will alter the overall size of the Court, a review is undertaken to ensure that the composition remains appropriate. The Court regards its current size and composition as appropriate to provide the broad range of skills and experience necessary to govern the business effectively, while enabling full and constructive participation by all Directors.

In 2015 the Group completed a review of the ongoing fitness and probity of persons in 'pre-approval controlled functions' (PCFs) whereby Directors were asked to confirm any changes in circumstances in respect of their compliance with the Fitness and Probity Standards issued by the Central Bank of Ireland (the 'Standards'). All changes in circumstances disclosed were assessed and their materiality determined. Time commitments of Directors were considered as part of this review process and Directors confirmed that they

continue to have sufficient time to perform their roles. The Court concluded that each of the Directors of the Court has the requisite standard of fitness, probity and financial soundness to perform their functions with reference to the Standards and provided the required confirmation to that effect to the Central Bank of Ireland.

Role of the Court

The Court's role is to provide leadership of the Group within the boundaries of Risk Appetite and a framework of prudent and effective controls which enable risk to be identified, assessed, measured and controlled. The Court sets the Group's strategic aims and risk appetite to support the strategy, ensuring that the necessary financial and human resources are in place for the Group to meet its objectives, and reviews management performance. The Court has a schedule of matters specifically reserved for its decision which is reviewed and updated regularly. Matters requiring Court approval include:

- the determination of strategy;
- determination of risk appetite, approval of the Group Risk Framework and approval of the Group's Risk Appetite Statement;
- approval of the Group's Internal Capital Adequacy Assessment Process;
- overseeing the culture, values and ethics of the Group;
- overseeing the management of the business;
- overseeing the internal control and risk management systems of the Group;
- approval of the Group's business plans and budgets;
- overseeing corporate governance and succession planning;
- acquisitions or divestments of companies for sums greater than €40 million except for credit management purposes;
- approval of Core equity tier 1 capital investments of greater than €20 million in a regulated subsidiary and €40 million in any other subsidiary;
- approving capital expenditure (in excess of €40 million);

- approving guarantees entered into by the Group, other than in the normal course of business;
- approving changes in the funding / benefits of Group pension schemes;
- the approval of equity underwriting sums of greater than €20 million; and
- certain specified senior management appointments.

The Court is also responsible for endorsing the appointment of individuals who may have a material impact on the risk profile of the Group and monitoring on an ongoing basis their appropriateness for the role. The removal from office of the head of a 'control function', as defined in the Irish Code, is also subject to Court approval.

The Court is responsible for determining high-level policy and strategic direction in relation to the nature and scale of risk that the Group is prepared to assume to achieve its strategic objectives. The Court approves the Group Risk Framework on an annual basis and receives regular updates on the Group's risk environment and exposure to the Group's material risk types through a Court Risk Report reviewed quarterly (and monthly for liquidity, credit, capital and operational risk). Further information on risk management and the Court's role in the risk governance of the Group is set out in the Risk Management Report at pages 68 to 71.

The work of the Court follows an agreed schedule of topics which evolves based on business need and is formally reviewed annually by the Court. The Court monitors and reviews the performance of the Group through a series of updates, receives updates from the Group's principal businesses on the execution of their business strategy and considers reports from each of the principal Court Committees. The strategy of the Group and performance against strategic goals continued to receive considerable focus throughout 2015. In addition the following are amongst matters which received Court attention during the year:

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- Group strategy;
- capital strategy and capital allocation;
- Internal Liquidity Adequacy Assessment Process;
- the financial performance of the Group;
- the performance of the Group's business divisions and its major subsidiaries;
- Retail UK strategy update and Post Office partnership review;
- IT strategy and risk profile;
- the Mortgage Arrears Resolution Strategy (MARS);
- the Group's distribution strategy;
- review of wealth management and New Ireland Assurance Company;
- review of the Group leveraged acquisition finance business;
- Group values and culture;
- leadership development and engagement;
- the Group Recovery Plan;
- developments in the regulatory and corporate governance environment including the Companies Act 2014;
- outcomes of regulatory reviews including Risk Mitigation Plans;
- annual Court effectiveness evaluation and annual Fitness and Probity review of the Court;
- developments from an economic, investor and stakeholder perspective;
- the implications for the Group of a possible British exit from the EU;
- overview of Additional tier 1 capital prospectus and transactions; and
- related party transactions and disclosure obligations.

The Court held twelve meetings during the year ended 31 December 2015. As part of its oversight of major subsidiaries, the Court visited the registered office of its UK subsidiary, Bank of Ireland (UK) plc, during the year. Further details on the number of meetings of the Court and its Committees and attendance by individual Directors are set out on page 134.

Agendas and papers are circulated prior to each meeting to provide the Directors with relevant information to enable them to discharge fully their duties.

The Group Secretary provides dedicated support for Directors on any matter relevant to the business on which they require advice separately from or additional to that available in the normal Court process. The Bank has in place Directors' and Officers' liability insurance in respect of legal actions against its Directors.

Conflicts of interest

A Court Conflicts of Interest Policy has been approved which sets out how actual, potential or perceived conflicts of interest are to be identified, reported and managed to ensure that Directors act at all times in the best interests of the Bank. This policy is reviewed on an annual basis.

The Group Code of Conduct, which applies to all employees and Directors of the Group, clarifies the duty on all employees to avoid conflicts of interests. The Code of Conduct is reviewed on an annual basis and communicated throughout the Group.

Time commitment

The Group ensures that individual Directors of the Court have sufficient time to dedicate to their duties, having regard to applicable regulatory limits on the number of directorships which may be held by any individual Director. The Bank has been classified as a 'significant institution' under the European Union (Capital Requirements) Regulations 2014 (the 'Regulations'). During the year ended 31 December 2015, all Directors were within the directorship limits set out for significant institutions under the Regulations.

Governor, Deputy Governor, Senior Independent Director and Group Chief Executive Officer

The respective roles of the Governor, who is Chairman of the Court, and the Group Chief Executive Officer, which are separate, are set out in writing and have been agreed by the Court. The Governor oversees the operation and effectiveness of the Court, including ensuring that agendas cover the key strategic items confronting the Group and encouraging all

Directors to participate fully in the discussions and activities of the Court. He also ensures that there is effective communication with stockholders and promotes compliance with corporate governance standards. The Governor commits a substantial amount of time to the Group and his role has priority over any other business commitment. There were no changes to the other significant commitments of the Governor during the year ended 31 December 2015. During the year, the Governor and Non-executive Directors met without the executive Directors present, to discuss a range of business matters.

The Deputy Governor deputises for the Governor as required and is a Trustee of the Bank Staff Pension Scheme.

The 'Senior Independent Director' (SID) provides Court members, the Group Secretary, stockholders and customers with an additional channel, other than the Governor or the Group Chief Executive Officer, through which to convey, should the need so arise, concerns affecting the Governorship or the Court, or any other issue.

The Group Chief Executive Officer is responsible for execution of approved strategy, holds delegated authority from the Court for the day-to-day management of the business and has ultimate executive responsibility for the Group's operations, compliance and performance. Procedures are in place to review the Group Chief Executive's contract at least every five years and this was formally reviewed in 2015.

Balance and independence

The independence status of each Director on appointment is considered by the Group Nomination and Governance Committee and the Court. In addition, the independence status of each Director is reviewed on an annual basis to ensure that the determination regarding independence status remains appropriate. In 2015 the Court considered the principles relating to independence contained in the Irish Code and the UK

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Code and concluded that the previously determined independence status of each Director was appropriate. Specifically the Court concluded that the Governor was independent on appointment, and that each current Non-executive Director, with the exception of Tom Considine and Brad Martin, is independent within the meaning of the Irish Code and the UK Code. Tom Considine was nominated by the Minister for Finance under the terms of the Credit Institutions (Financial Support) Scheme, 2008 and is not required to stand for election or regular re-election by stockholders. Brad Martin represents a significant stockholder in the Bank.

Neither therefore, is considered independent by reference to the terms of the Irish Code and the UK Code. The Court values and benefits from their judgement and the quality of their contribution to the deliberations of the Court and its Committees.

Each of the Governor, Deputy Governor and all of the Non-executive Directors bring independent challenge and judgement to the deliberations of the Court through their character, objectivity and integrity.

Role of the Group Nomination and Governance Committee

At 31 December 2015 the Group Nomination and Governance Committee ('N&G Committee') comprised four members. It is chaired by the Governor and its composition is fully compliant with the Irish Code, the UK Code and CRD IV. Patrick O'Sullivan resigned from the N&G Committee on 29 April 2015 and Patrick Haren was appointed to the N&G Committee on 27 November 2015. Biographical details, including each member's background and experience, are set out on pages 141 to 146. The key responsibilities of the N&G Committee include:

- leading the process for appointments and renewals for the Court and Court Committees;
- overseeing the process for key subsidiary Board Non-executive Director appointments and renewals;

- with the support of the Group Secretary, keeping Court governance arrangements under review and making appropriate recommendations to the Court to ensure corporate governance practices are consistent with good practice corporate governance standards;
- overseeing subsidiary governance to ensure that appropriate and proportionate governance arrangements are in place for Group subsidiaries; and
- overseeing the Group's Corporate Responsibility Programme.

The N&G Committee met six times in 2015. Recruitment and succession planning for the Court, Committees of the Court and for the Boards of substantial regulated subsidiaries received considerable attention during the year. As Patrick O'Sullivan retired following the 2015 Annual General Court, the N&G Committee oversaw the succession to the positions of Deputy Governor and Senior Independent Director. Patrick Kennedy was appointed Deputy Governor and Patrick Haren was appointed Senior independent Director on 29 April 2015. The N&G Committee also led the process culminating in the appointment of an additional Non-executive Director, Fiona Muldoon, on 12 June 2015. Additional matters considered by the N&G Committee during the year included: a review of;

- the Court and Court Committee composition, including consideration of the skills profile of the Court;
- the independence of each Non-executive Director of the Court;
- the fitness and probity of pre-approval controlled function holders in the Bank;
- the annual Court Performance evaluation including individual director evaluations;
- the effectiveness of the Court's committees;
- the effectiveness of the boards of substantial regulated subsidiaries;
- the Senior Management Development Programme;
- the Group Code of Conduct;

- the Group Speak Up policy;
- the Court Conflicts of Interest Policy;
- the Court Diversity Policy and diversity targets;
- the Director and Key Function Holder Assessment Policies;
- the Court Governance and Subsidiary Governance Policies;
- the Group Corporate Governance Statement and Annual Compliance Statement;
- upstream corporate governance developments;
- feedback from governance meetings with Investors;
- the corporate social responsibility reporting framework of the Group; and
- appointments to the Bank's pension schemes.

Diversity

The Court benefits from the diverse range of skills, knowledge and experience acquired by the Non-executive Directors as directors of other companies, both national and international, or as leaders in the public and private sectors. The effectiveness of the Court depends on ensuring the right balance of Directors with banking or financial services experience and broader commercial experience. Following review in 2015, the N&G Committee determined that the skills profile of the Court was appropriate in the areas identified as relevant to the business of the Group including: financial services (incorporating retail, corporate and insurance sector experience), strategy development, finance, risk management, business experience, economics, corporate finance, human resources, customer engagement, international experience, engagement with investors / capital markets, credit, IT skills and experience of dealing with regulators and governments. Directors bring their individual knowledge, skills and experience to bear in discussions on the major challenges facing the Group.

The Group recognises the benefits of having a diverse board. In reviewing Court composition and identifying suitable candidates, the N&G Committee considers the benefits of all aspects of

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diversity including the skills identified as relevant to the business of the Group, regional and industry experience, background, nationality, gender, age and other relevant qualities in order to maintain an appropriate range and balance of skills, experience and background on the Court. During 2015 the N&G Committee reviewed the Court Diversity Policy (the latest version of which is available on the Group's website) and the measurable objectives set out thereunder. The Court had set a target of achieving and maintaining a minimum of 15% female representation on the Court by the end of 2015. In 2015 the 15% target was achieved, following the appointment of Fiona Muldoon, and the Court continued to focus on improving diversity. As at 31 December 2015, there was 17% female representation on the Court.

Appointments to the Court

The Court is committed to identifying the people best qualified and available to serve on the Court and is responsible for the appointment of Directors (with the exception of the Government nominated Director). The Court plans for its own renewal with the assistance of the N&G Committee, which regularly reviews Court composition, tenure and succession planning. In accordance with the Director Assessment Policy and Court Diversity Policy all appointments are made on merit against objective criteria (including the skills and experience the Court as a whole requires to be effective) with due regard for the benefits of diversity on the Court.

Prior to the appointment of a Director, the N&G Committee approves a job specification, assesses the time commitment involved and identifies the skills and experience required for the role, having regard to the formal assessment of the skills profile of the Court and succession planning. The recruitment process for Non-executive Directors is supported by an experienced third party professional search firm which develops an appropriate pool of candidates and provides independent assessments of the candidates. The Group then works with that firm to shortlist candidates, conduct

interviews / meetings (including meetings with members of the N&G Committee and the Court) and complete comprehensive due diligence. In accordance with the Director Assessment Policy of the Court, the assessment process and the due diligence completed is extensive and includes self-certification confirmations of probity and financial soundness and external checks involving a review of various publicly available sources. It also involves the N&G Committee satisfying itself as to the candidate's ability to devote sufficient time to the role, independence, fitness and probity, and assessing and documenting its consideration of possible conflicts of interests. The N&G Committee then makes a recommendation to the Court. Appointments will not proceed where conflicts emerge which are significant to the overall work of the Court.

The processes described above were followed in the selection and appointment of Fiona Muldoon to the Court in June 2015. Harty International, an external search consultancy firm which, among other consultants, also assists with executive searches for the Group, was engaged in respect of this Non-executive Director appointment.

All newly-appointed Directors are provided with a comprehensive letter of appointment detailing their responsibilities as Directors, the terms of their appointment and the expected time commitment for the role. A copy of the standard terms and conditions of appointment of Non-executive Directors can be inspected during normal business hours by contacting the Group Secretary. Directors are required to devote adequate time to the business of the Group, which includes attendance at regular meetings and briefings, preparation time for meetings and visits to business units. In addition, Non-executive Directors are normally required to sit on at least one Committee of the Court, which involves the commitment of additional time. Certain Non-executive Directors, such as the Deputy Governor, Senior Independent Director and Committee Chairmen, are

required to allocate additional time in fulfilling those roles.

Induction and professional development

On appointment, all Non-executive Directors receive a comprehensive induction programme designed to familiarise them with the Group's operations, management and governance structures, including the functioning of the Court and the role of the key committees. In addition, new Non-executive Directors undertake significant induction in relation to risk and business matters, including visits to or presentations by Group businesses and briefings with senior management. Further meetings are arranged as required based on the particular circumstances of each Director.

On an ongoing basis, briefings appropriate to the business of the Group are provided to all Non-executive Directors. In order to ensure that the Directors continue to further their understanding of the issues facing the Group, Directors are provided with professional development sessions and briefings on a range of technical matters tailored to their particular requirements. During the year ended 31 December 2015, the modules attended by Directors included Trends and Insights in Regulatory Enforcement; Accounting Training to include IFRS plus Irish and UK GAAP; Risk appetite Statement Deep Dive; Companies Act 2014; Lobbying Legislation; UK BOI Mortgage Sales Platform; Distribution Policy; Financial and Cybercrime Risk; Group Code of Conduct; Countering the Financing of Terrorism; and Sanctions Risk Awareness. Directors are also offered the option of attending suitable external educational courses, events or conferences designed to provide an overview of current issues of relevance to Directors.

The Directors have access to the advice and services of the Group Secretary, who is responsible for advising the Court on all governance issues and for ensuring that the Directors are provided with relevant information on a timely basis to enable

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them to consider issues for decision and to discharge their oversight responsibilities. The Directors also have access to the advice of the Group Legal Adviser and to independent professional advice, at the Group's expense, if and when required. Committees of the Court have similar access and are provided with sufficient resources to undertake their duties.

Performance evaluation

There is a formal process in place for annual evaluation of the Court's own performance, that of its principal Committees and of individual Directors (including the Governor). An evaluation of the Court's performance and that of its Committees is conducted every year, with an externally facilitated review conducted at least every third year. The objective of these evaluations is to review past performance with the aim of identifying any opportunities for improvement, determining whether the Court / Committee as a whole is effective in discharging its responsibilities and, in the case of individual Directors, to determine whether each Director continues to contribute effectively and to demonstrate commitment to the role.

Court evaluation

Following an external evaluation in 2013 by ICSA Board Evaluation, internal evaluations were conducted for 2015. This comprehensive self-evaluation process, which was led by the Governor and supported by the Group Secretary, considered overall performance relative to the role of the Court and consisted of:

- completion of written evaluations by each Director;
- one to one discussions between the Governor and each Director; and
- discussion by the Court of the assessment and recommendations for change or improvement.

The outcome of the Court evaluation was considered by the N&G Committee and collectively discussed by the Court. The Court concluded that it continues to be effective.

Committee evaluations

The Chairman of each principal Court Committee led the self-evaluation process in respect of Committee performance. The process was supported by the completion of questionnaires tailored to each specific Committee. The results of this process were considered by each individual Committee with conclusions and any relevant recommendations reported to the Court. The Court concluded that each of its principal Committees continues to be effective.

Director evaluations

The annual individual Director performance evaluation was led by the Governor and involved;

- the circulation of tailored questionnaires to Directors;
- one to one discussions between the Governor and each Director;
- consideration of the findings by the N&G Committee; and
- presentation of the overall findings to the Court for consideration.

The Court concluded that each individual Director continues to make a valuable contribution to the deliberations of the Court, continues to be effective and demonstrates continuing commitment to the role.

Governor evaluation

The Senior Independent Director leads the process of evaluation of the Governor's performance, based on written submissions and one to one discussion with each Director. The Senior Independent Director presents the results of these assessments to the Group Nomination and Governance Committee and the Court for discussion, without the Governor being present. The Senior Independent Director then meets the Governor to present him with the Court's conclusions on his effectiveness. The Senior Independent Director also meets individual Directors on such other occasions as are deemed appropriate.

The Court concluded that the Governor continues to lead the Court effectively, continues to make a valued contribution

and demonstrates continuing commitment to the role.

Term of appointment and re-election of Directors

Non-executive Directors are normally appointed for an initial three year term, with an expectation of a further term of three years, assuming satisfactory performance and subject to the needs of the business, stockholder re-election and continuing fitness and probity. A Non-executive Director's term of office will not extend beyond nine years in total unless the Court, on the recommendation of the N&G Committee, concludes that such extension is necessary due to exceptional circumstances. In respect of Executive Directors, no service contract exists between the Bank and any Director which provides for a notice period from the Group of greater than one year. None of the Non-executive Directors has a contract of service with the Group.

It is Group practice that, following evaluation, all Court Directors, with the exception of Government nominated Directors, are subject to annual re-election by stockholders. All Directors retired at the Annual General Court held on 29 April 2015, with the exception of Tom Considine, who was nominated to the Court by the Minister for Finance. The requirement to stand for election and regular re-election is dispensed with for as long as a Director remains a Government nominated Director. In accordance with the Bye-Laws of the Bank, Directors nominated by the Minister for Finance may not serve as a Director of the Bank for a period of longer than nine years after their date of appointment.

The following Directors, being eligible, offered themselves for re-election and were re-elected at the Annual General Court in 2015: Kent Atkinson, Richie Boucher, Pat Butler, Patrick Haren, Archie G Kane, Andrew Keating, Patrick Kennedy, Davida Marston, Brad Martin and Patrick Mulvihill. Fiona Muldoon was appointed to the Court on 12 June 2015 and will offer herself for election at the forthcoming Annual General Court.

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Remuneration

The Remuneration Report, incorporating the responsibilities of the Group Remuneration Committee, is set out on pages 148 to 156. The Group Remuneration Committee is chaired by the Senior Independent Director and its composition is compliant with the requirements of the Irish Code and the recommendations of the UK Code.

Deloitte are the current advisors to the Group Remuneration Committee. Deloitte did not provide any remuneration services during the financial period, Deloitte provided other services to the Group including regulatory, business controls and risk focused advisory services.

Directors' loans

The Companies Act, International Accounting Standard 24 - Related Party Disclosures (IAS 24) and a condition imposed on the Bank's licence by the Central Bank of Ireland in August 2009 require the disclosure in the Annual Report of information on transactions between the Bank and its Directors and their connected persons. The amount of outstanding loans to Directors (and relevant loans to connected persons) is set out on pages 262 to 267.

A condition imposed on the Bank's licence by the Central Bank of Ireland in May 2010 requires the Bank to maintain a register of loans to Directors and relevant loans to their connected persons, which is updated quarterly and is available for inspection by stockholders on request for a period of one week following quarterly updates. The Group's process for ensuring compliance with the Central Bank of Ireland's Code of Practice on Lending to Related Parties as amended ('Related Party Lending Code') has been in place since 1 January 2011 and is subject to regular review. A Related Party Lending Committee of the Court is in place which is authorised to review and approve lending to Related Parties as more particularly defined in the Related Party Lending Code.

Accountability and audit

The Report of the Directors, including a going concern statement and a viability statement, is set out on pages 135 to 136. This Corporate Governance Statement forms part of the Report of the Directors.

Internal controls

The Directors acknowledge their overall responsibility for the Group's systems of internal control and for reviewing their effectiveness. Such systems are designed to control, rather than eliminate, the risk of failure to achieve business objectives and can provide reasonable, but not absolute, assurance against material misstatement or loss. Such losses could arise because of the nature of the Group's business in undertaking a wide range of financial services that inherently involves varying degrees of risk.

The Group's overall control systems include:

- a clearly defined organisation structure with defined authority limits and reporting mechanisms to higher levels of management and to the Court, which support the maintenance of a strong control environment;
- a three lines of defence approach to the management of risk across the Group: line management in individual businesses and relevant Group functions; central risk management functions; and Group Internal Audit;
- Court and Management Committees with responsibility for core policy areas;
- a comprehensive set of policies and processes relating to key risks; business & strategic risk, credit risk, life insurance risk, liquidity risk, market risk, model risk, operational risk, pension risk, regulatory risk, and reputation risk (further details are given in the Risk Management Report on pages 60 to 121);
- monthly reporting by business units which enables progress against business objectives to be monitored, trends to be evaluated and variances to be acted upon by the Court and relevant subsidiary Boards;

- regular meetings, prior to each Court or relevant subsidiary Board, of the senior management teams, where the Executive Directors and other senior executives responsible for running the Group's businesses, amongst other matters, review performance and explore strategic and operational issues;
- reconciliation of data, consolidated into the Group's financial statements, to the underlying financial systems. A review of the consolidated data is undertaken by management to ensure that the financial position and results of the Group are appropriately reflected, through compliance with approved accounting policies and the appropriate accounting for non-routine transactions; and
- a Code of Conduct setting out the standards expected of all Directors, officers and employees. This covers arrangements, should the need arise, for the independent investigation and follow up of any concerns raised by staff regarding matters of financial and non-financial reporting.

The Group operates a comprehensive internal control framework over financial reporting with documented procedures and guidelines to support the preparation of the Consolidated financial statements. The main features are as follows:

- a comprehensive set of accounting policies relating to the preparation of the annual and interim financial statements in line with International Financial Reporting Standards as adopted by the European Union and as issued by the IASB;
- a Group Internal Audit function with responsibility for providing independent, reasonable assurance to key internal (Court, Group & Subsidiary Audit and Risk committees and Senior Management) and external (Regulators and External Auditors) stakeholders on the effectiveness of the Group's risk management and internal control framework;

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- a compliance framework incorporating the design and testing of specific controls over key financial processes to confirm that the Group's key controls are appropriate to mitigate the financial reporting risks;
- a robust control process is followed as part of interim and annual financial statements preparation, involving the appropriate level of management review and attestation of the significant account line items, and where judgements and estimates are made they are independently reviewed to ensure that they are reasonable and appropriate. This ensures that the consolidated financial information required for the interim and annual financial statements is presented fairly and disclosed appropriately;
- the Annual Report, and Interim Report are also subject to detailed review and approval through a structured governance process involving senior and executive finance personnel;
- summary and detailed papers are prepared for review and approval by the GAC covering all significant judgmental and technical accounting issues together with any significant presentation and disclosure matters; and
- user access to the financial reporting system is restricted to those individuals that require it for their assigned roles and responsibilities.

The Directors confirm that the Court, through its Committees, has reviewed the effectiveness of the Group's systems of internal control for the year ended 31 December 2015. This review involved consideration of the reports of the internal audit and the risk management functions, (including regulatory compliance and operational risk) and establishing that appropriate action is being taken by management to address issues highlighted. In addition, any reports of the External Auditors which contain details of any material control issues identified arising from their work are reviewed by the GAC, if they arise. After each meeting of the GAC, its Chairman reports to the Court on all significant issues considered

by the Committee and the minutes of meetings are circulated to all members of the Court.

Following the year ended 31 December 2015, the Court reviewed the GAC's conclusions in relation to the Group's systems of internal control and the appropriateness of the structures in place to manage and monitor them. This process involved a confirmation that a system of internal control in accordance with the Financial Reporting Council Guidance on Internal Control was in place throughout the year and up to the date of the signing of these financial statements. It also involved an assessment of the ongoing process for the identification, evaluation and management of individual risks and of the roles of the various Committees and Group risk management functions and the extent to which various significant challenges facing the Group are understood and are being addressed. Further details of the risk management framework are included in the Risk Management Report on pages 68 to 73.

Group Code of Conduct and Speak Up Policy

The Group has a Code of Conduct in place which is applicable to all Employees and Directors of the Group. The Code of Conduct sets out the standards that are expected from all those who work for the Group and gives guidance on how these standards should be applied. Training on the Code of Conduct is mandatory across the Group.

The Group has a Speak Up policy in place for all staff, including Directors, which is in accordance with international practice. This policy is reviewed on an annual basis in line with the Group Code of Conduct. The Speak Up policy gives an assurance that it is safe and acceptable to raise a concern about malpractice, risk or potential wrongdoing and outlines how to speak up and raise a concern. The Court and Group Chief Executive are committed to this policy, which encourages staff to raise concerns openly and locally. Where this is not possible or the problem has not

been resolved effectively at that level, there are clear alternative senior contacts within the Group to whom the concern may be addressed. If staff would prefer independent, confidential advice this is available from Public Concern at Work, an independent, not-for-profit organisation, through a free phone number and a dedicated email address. In the case of concerns regarding fraudulent financial reporting, fraudulent accounting or irregularities in audit work, these can be raised directly with the Chairman of the Group Audit Committee, an independent Non-executive Director, whose contact details are available from Public Concern at Work. With reference to the Protected Disclosures Act 2014, a review of the Group Speak Up policy was conducted to ensure that the standards set out in this Act are being met.

Group Audit Committee

At 31 December 2015, the Group Audit Committee (GAC) comprised five Non-executive Directors. The Court believes that the GAC as a whole has an appropriate mix of skills and relevant financial / banking experience. The Court believes that Kent Atkinson is independent and may be regarded as an Audit Committee financial expert. Biographical details, including each member's background and experience, are set out on pages 141 to 146.

One of the key responsibilities of the GAC is to assist the Court in monitoring the integrity of the financial statements and to recommend to the Court that it believes that the Annual Report taken as a whole is fair, balanced and understandable and provides the information necessary for stockholders to assess the Group's position and performance, business model and strategy. To achieve this for the current reporting period, the GAC reviewed the Annual Report and considered whether the financial statements were consistent with the operating and financial reviews elsewhere in the Annual Report. The GAC also reviewed the governance and approval processes in place in the Group and also reviewed the GAC Report within the

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Corporate Governance Statement. These governance and approval processes include the completion by management of disclosure checklists to ensure all required disclosures from applicable company law, listing requirements and accounting standards are included and the draft Annual Report reviewed by the Disclosure Committee. In considering whether the Annual Report was fair, balanced and understandable, the GAC also considered the treatment and disclosure of key events as presented in the financial statements.

The GAC considered, inter alia the following key significant accounting issues in its review of the financial statements for the year ended 31 December 2015. In addressing these issues, the GAC considered the appropriateness of management's judgements and estimates and, where appropriate, discussed those judgements and estimates with the External Auditor.

Loan impairment

The GAC considered the methodology for loan loss provisioning, including the specific trigger events which are considered as an indicator of impairment, as set out on pages 96 to 100 and an asset quality report from the CRC. The GAC also discussed and challenged management's assumptions used in determining the overall level of impairments recognised in the financial year and the total impairment allowance at the year end with management noting the requirements of IAS 39 in respect of the timing of recognition of impairments (the incurred loss methodology) and the requirements of the Central Bank of Ireland.

The GRPC approves the Group's provisioning methodology on a half yearly basis. The CRC, on an annual basis, provides observations on the Group's asset quality management and profile to the GAC as an input into the GAC's assessment of year end impairment provisions.

The GAC reviewed management papers and was satisfied that the level of loans

classified as impaired at year end was consistent with the Group's methodology, and that the calculation and resulting provision recognised and disclosures were appropriate based on the requirements of IAS 39.

Deferred tax assets

The GAC considered the extent of deferred tax assets to be recognised in respect of unutilised tax losses, and in particular the projections for future taxable profits against which those losses may be utilised in the future. In order for the Group to recognise these assets it must have convincing evidence of sufficient future taxable profits against which the losses can be utilised.

The Group has prepared Base and Stress case financial projections which are being used to support the Group's 2016 Internal Capital Adequacy Assessment Process (ICAAP). The projections for future taxable profits incorporate economic factors (e.g. inflation, unemployment level, interest rates etc.) and expected performance targets from each division within the Group (e.g. expected new business, expected costs, loan losses etc.). As part of this process, the Group prepares detailed impairment projections, involving an extensive review of projection models for loan loss provisions and challenge of key assumptions and scenarios.

The ICAAP projections are prepared for the purpose of the Group's assessment of its capital adequacy. They are subjected to considerable internal governance at a divisional and Group level and are reviewed in detail and approved by executive management and the Court. Management's assessment of the projections determined that it was probable that there would be sufficient taxable profits in the future to recover the deferred tax asset arising from unused tax losses.

The GAC discussed with management its assessment of the recoverability of the deferred tax asset and the related disclosures. The GAC concluded that it

was probable that there would be sufficient taxable profits in the future to recover the deferred tax asset arising from unused tax losses, and that the related disclosures were as required under IAS 12.

Going concern

The GAC considered management's assessment of the appropriateness of preparing the financial statements of the Group for the year ended 31 December 2015 on a going concern basis. In making this assessment, matters considered include the performance of the Group's business, profitability projections, funding and capital plans, under both base and plausible stress scenarios, together with a range of other factors such as the outlook for the Irish economy taking due account of the availability of collateral to access the Eurosystem, along with the ongoing developments in the eurozone. The considerations assessed by the GAC are set out in the Going Concern disclosure within the accounting policies in note 1 to the Consolidated financial statements.

On the basis of review performed and the discussions with management, the GAC was satisfied that there were no material uncertainties related to events or conditions that may cast significant doubt on the Group's and Bank's ability to continue as a going concern over the period of assessment. This assessment together with the Going Concern disclosure (as set out on page 177) was subsequently proposed to the Court of Directors for assessment and approval by the Directors.

Retirement benefit obligations

The GAC considered management's key assumptions and judgements used in determining the actuarial values of the liabilities of each of the Group's sponsored defined benefit pension schemes under IAS 19 (Revised). Management considered advice from independent actuaries, Willis Towers Watson, for the determination of significant actuarial assumptions including discount rates and inflation. The key assumptions proposed by management

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and considered by the GAC were assumptions relating to inflation rates, demographic assumptions and discount rates in Ireland and the UK which are used in determining liabilities at the balance sheet date.

The GAC was satisfied that the inflation rates, discount rates and other significant assumptions are consistently applied and that the accounting for the Group's sponsored defined benefit pension schemes and related disclosures were in accordance with IAS 19 (Revised).

Further detail on the inflation rates, discount rates and other significant assumptions related to Retirement benefit obligations are set out in note 42 to the Consolidated financial statements.

Life assurance operations

The GAC considered management's key assumptions and judgements used in determining the value of in-force business and insurance contract liabilities. The key assumptions in projecting future surpluses and other net cash flows attributable to the shareholder arising from business written were the risk discount rate, unit growth rate, realistic interest rate, lapse rates, mortality, morbidity and expenses.

The GAC was satisfied that the significant assumptions are consistently applied and that the accounting for the Group's value of in-force business and insurance contract liabilities is appropriate.

Further information on these significant items is set out in the Critical Accounting Estimates and Judgements in note 2 to the Consolidated financial statements.

In close liaison with the Court Risk Committee, the GAC is responsible for the appropriateness and completeness of the system of internal control. It reviews the manner and framework in which management ensures and monitors the adequacy of the nature, extent and effectiveness of internal control systems, including accounting control systems, and thereby maintains an effective system of internal control.

In addition the GAC has responsibility for:

- assisting the Court in meeting obligations under relevant Stock Exchange listing rules and other applicable laws and regulations;
- monitoring and reviewing the effectiveness of the Group's Internal Audit function and its operations; and
- discharging the statutory responsibility of the Bank under relevant statutes or regulations.

The GAC is also responsible for overseeing all matters relating to the relationship between the Group and its External Auditor, including the external audit plan, terms of engagement, audit and non-audit fee budgets, interim findings and audit finding reports. The GAC also meets annually with the External Auditors without management present.

PricewaterhouseCoopers (PwC) have acted as sole auditors to the Group since 1990. The External Auditors are required to rotate the audit engagement partner every five years and this process occurred in 2015. The Group is committed to ensuring the independence and objectivity of the External Auditor and on an annual basis the GAC formally reviews the effectiveness, independence and performance of the External Auditor. This process is supported by tailored questionnaires completed by GAC members and relevant senior management personnel. The responses received in 2015 were collated and presented to the GAC for discussion. No issues were identified as a result of the review process conducted and the GAC's own interactions with the External Auditors. The GAC concluded that they remain satisfied with the performance of PwC as External Auditor.

As an additional check on independence, the GAC has developed and implemented a Group Policy on the Provision of Non-Audit Services by the Group's Statutory Auditor. The Group policy ensures, among other things, that auditor objectivity and independence are not compromised. Under this policy, a key procedural control requires that any engagement of the

External Auditors to provide non-audit services must be pre-approved by the GAC. Further details of non-audit services provided during the year are set out in note 14 to the financial statements 'Auditors' remuneration'. The GAC monitors compliance with the Group policy on the provision of non-audit services and receives reports on the performance of such services. During 2015 the GAC considered the changing EU regulatory framework in respect of the provision of non-audit services by the statutory auditor. Compliance with the transitional timeline in respect of relevant changes will continue to be monitored by the GAC.

On 16 June 2014, the European parliament and council passed into law a new Audit Directive and Regulation ('Directive') which updated the EU regulatory framework on statutory audits. Member states will have two years to implement legislation to transpose, adopt and publish the provisions to comply with the directive. Accordingly, such legislation will apply to the year ended 31 December 2017, being the first financial year starting on or after 16 June 2016. The legislation covers mandatory audit firm rotation, additional restrictions on the provision of non-audit services, requirements relating to audit committee oversight of the performance of the audit, and new requirements regarding reporting by the Auditor. There are a number of options which Member States can choose to adopt. It is unclear what options will be adopted when local legislation is enacted in Ireland.

In accordance with the transitional provisions under the new EU Framework, the Group must change external audit firm no later than 2020. The EU Framework supplements the UK Code which recommends the tendering of the external audit contract at least every ten years. During 2014, the GAC considered the impact of the EU Framework and the recommendation of the UK code and being conscious of the need to facilitate a smooth transition, and to ensure the continuing quality and effectiveness of the

The Court of Directors (continued)

external audit service, it is the current intention of the Group to conduct an Audit tender in 2017. This tender will be in respect of appointment to the role of Group Auditor for the year ended 31 December 2018.

The GAC met nine times in 2015 and matters considered included:

- year end, interim, and 2014 Form 20-F reporting, including the significant accounting issues;
- the Group's Pillar III Disclosure Policy and disclosures;
- the governance and approval arrangements underlying the fair, balanced and understandable assessment;
- a review of the Group Accounting Policies and Group Impairment Policy;
- approval of the Internal Audit plan and budget for 2016;
- Group Internal Audit reports and findings;
- annual review of Group Internal Audit terms of reference and an external effectiveness review of Group Internal Audit and its programme of actions;
- the External Auditor's audit plan, report and external audit findings;
- the External Auditor's effectiveness, partner rotation, independence, audit fee and non-audit fee approval;
- updates on International Financial Reporting Standards, Companies Act 2014 and the UK Corporate Governance Code;
- reports from Group Regulatory Compliance and Operational Risk;
- the effectiveness of internal control over financial reporting and IT Risk assessment;
- the Group Anti-Fraud programme;
- reports from the Group Investment Committee regarding Post Implementation Reviews for individual capital expenditure programmes greater than €20 million; and
- annual Group Audit Committee evaluation process.

The GAC was provided with a technical training session on accounting updates during the year. The GAC also meets at least annually with the Group Chief Internal Auditor and with the PwC Group Audit Partner without any other

management present and with senior management.

Court Risk Committee

The Court Risk Committee (CRC) is established to monitor risk governance and to assist the Court in discharging its responsibilities in ensuring that risks are properly identified, reported, and assessed; that risks are properly controlled; and that strategy is informed by and aligned with the Group's risk appetite.

As at 31 December 2015, the CRC comprised seven Non-executive Directors. Biographical details, including each member's background and experience, are set out on pages 141 to 146. To ensure co-ordination with the work of the GAC, the Chairman of the GAC is a member of the CRC and the Chairman of the CRC is a member of the GAC. At least one member of the CRC is also a member of the Group Remuneration Committee to ensure remuneration decisions are informed from a risk perspective. Fiona Muldoon was appointed to the CRC on 27 November 2015.

The CRC makes recommendations to the Court on risk issues where the Court has reserved authority, maintains oversight of the Group's risk profile, including adherence to Group risk principles, policies and standards, and approves material risk policies within delegated discretion. Further information on the risk management framework of the Group, the risk governance of the Group and the role of the CRC is set out in the Risk Management Report on pages 68 to 71.

The CRC also provides advice to the Group Remuneration Committee to inform remuneration decisions from a risk perspective, monitors the risk elements of any due diligence appraisal of any acquisition or divestment activity reserved for Court decision, as required, and considers the findings of Group Internal Audit and Group Credit Review in respect of risk management.

The CRC met ten times in 2015. In addition to the quarterly Court Risk Reports, Risk Appetite Statement, Group

Risk Framework and Group Liquidity Stress Testing Results, the CRC also considered, amongst other matters:

- the Group ICAAP Report and supporting documents;
- Funding and Liquidity Policy;
- management's assessment of risk in the Group, including management's view on the likelihood of occurrence and the mitigants available;
- the Group's asset quality. The observations of this asset quality review were brought to the attention of the GAC in the context of its assessment of impairment provisions;
- the Group Credit Policy;
- the Group Country Risk Policy and limits;
- Group Market Risk Policy;
- Group Operational Risk Policy;
- Group Policy on Derivatives;
- Commercial Property Valuation Policy;
- the review and challenge process, through which the CRC satisfied itself that appropriate processes and monitoring policies are in place to meet the requirements of the Risk Appetite Statement;
- Group VaR limit;
- a review and challenge process in respect of Bank and Sovereign debt;
- outcomes of regulatory reviews including Risk Mitigation Plans;
- the Group Recovery Plan;
- IT risk and cybercrime;
- Anti-Money Laundering, Countering the Financing of Terrorism and Financial Sanctions;
- review quality of external risk disclosures;
- upstream risk register;
- Group Risk Policy Committee effectiveness review;
- conduct risk; and
- minutes of risk committee meetings of material subsidiaries.

The Group Risk Policy Committee (GRPC) is the most senior management risk committee and reports to the CRC. During 2015 the CRC reviewed the terms of reference of the GRPC and considered the findings of the GRPC annual review of effectiveness of its operations. On an ongoing basis the CRC reviews decisions of the GRPC through its minutes as presented to the CRC and receives

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reports from the committee chairman.

Further details on the role of GRPC in the risk governance of the Group are set out in the Risk Management Report on pages 70 to 71.

Relations with Stockholders

Communication with stockholders is given high priority. One of the responsibilities of the Governor is to ensure effective communication with stockholders and to ensure that Directors develop an understanding of the views of major investors. The Group seeks to provide through its Annual Report a fair, balanced and understandable assessment of the Group's performance and prospects. The Group uses its website (www.bankofireland.com) to provide stockholders and potential investors with recent and relevant financial information including annual and interim reports. Copies of presentations to analysts and investors are also made available on the Group website, so that information is available to all stockholders. Annual and interim results presentations are webcast live so that all stockholders can receive the same information at the same time.

The Investor Relations section on the Group's website is updated with presentations and all stock exchange releases as they are made. It also contains dedicated investor relations contact details. The Group has an active and well developed Investor Relations programme, which involves regular meetings by Executive Directors, selected senior executives and the Director of Group Investor Relations and other authorised speakers with the Group's principal institutional stockholders, other investors, financial analysts and brokers. All meetings with stockholders are conducted in such a way as to ensure that price sensitive information is not divulged. A dedicated Debt Investor section of the Group website provides access to relevant information, including presentations, publications, bond tables and suitable treasury, capital and debt contacts within the Group.

Directors receive an investor relations update from management at all scheduled Court meetings. The content of this

update is varied, based on recent investor activities, but typically includes market updates, details of recent equity and debt investor interactions, share price and valuation analysis, analyst updates, and share register analysis. All Directors are encouraged and facilitated to hear the views of investors and analysts at first hand. The Governor met with a number of major stockholders to discuss governance and remuneration matters in 2015 and the Court was updated on the outcome of these discussions. The Governor and / or the Senior Independent Director are available to all stockholders if they have concerns that cannot be resolved through the normal channels.

Annual General Court

The aim of the Court is to make constructive use of the Annual General Court (AGC) and all stockholders are encouraged to participate. Questions are invited from stockholders in advance of the AGC, and a dedicated email address is provided for this purpose. A substantial part of the agenda of the AGC is dedicated to responding to stockholder questions. A 'Help Desk' facility is provided by the Group's registrar to assist stockholders to resolve any specific queries that they may have in relation to their stockholding. The AGC was held on 29 April 2015 in the O'Reilly Hall, UCD, Belfield, Dublin 4 ('2015 AGC'). In line with the Group's policy to issue notice of the Annual General Court at least 20 working days before the meeting, notice of the 2015 AGC was circulated to stockholders on 18 March 2015. The Governor (who is also Chairman of the Group Nomination and Governance Committee) and the Chairmen of the Group Audit Committee, Court Risk Committee and Group Remuneration Committee were in attendance to hear the views of stockholders and answer questions. It is usual for all Directors on the Court at the time of the AGC to attend and all members of the Court attended the 2015 AGC.

At the 2015 AGC separate resolutions were proposed on each substantially separate issue and voting was conducted by way of poll. The results of

every general court of the Bank, including details of votes cast for, against and withheld on each resolution, are posted on the Group's website and released to the Irish and London Stock Exchanges. As soon as the results of the 2015 AGC were calculated and verified, these were released to applicable exchanges, as set out above, and were made available on the Group's website.

The AGC of the Bank in 2016 is scheduled to be held on Thursday 28 April 2016. Shareholders who will be unable to attend on this date are encouraged to submit queries and vote in advance to ensure continued participation.

New York Stock Exchange (NYSE)

On 21 January 2015, the Bank announced that the Court had resolved to voluntarily delist its American Depositary Shares from the New York Stock Exchange and to terminate its sponsored ADR programme. The Bank noted at that time that the delisting of the ADRs from the NYSE and termination of the ADR programme were consistent with the Group's investor relations strategy. Trading in Ireland and the United Kingdom accounted for the majority of the trading in the Group's shares in 2014. In contrast, ADRs accounted for c.7.5% of worldwide trading in Bank of Ireland's shares and ADRs. Accordingly, the Group concluded that the benefits of reduced administrative complexity exceed those of continuing the programme. The last day of trading on the New York Stock Exchange was 13 February 2015 and the sponsored ADR programme terminated on 22 April 2015. In the 11 months since 1 March 2015, US trading accounted for less than 5% of worldwide trading in Bank of Ireland's shares and ADRs. The Group intends to file a Form 15F with the US Securities and Exchange Commission to deregister and terminate its reporting obligations under Section 13(a) and 15(d) of the US Securities Exchange Act of 1934, once the necessary conditions are met.

Attendance at scheduled and unscheduled meetings of the Court and its Committees during the year ended 31 December 2015

Name	Court Scheduled		Court Unscheduled		Group Audit Committee Scheduled		Group Audit Committee Unscheduled		Group Nomination and Governance Committee Scheduled		Group Nomination and Governance Committee Unscheduled		Group Remuneration Committee Scheduled		Group Remuneration Committee Unscheduled		Court Risk Committee Scheduled		Court Risk Committee Unscheduled	
	A	B	A	B	A	B	A	B	A	B	A	B	A	B	A	B	A	B	A	B
Kent Atkinson	11	11	1	1	8	8	1	1	-	-	-	-	-	-	-	-	8	8	2	2
Richie Boucher	11	11	1	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Pat Butler	11	10	1	1	-	-	-	-	5	5	1	1	5	5	1	1	8	8	2	1
Tom Considine	11	11	1	1	8	8	1	1	-	-	-	-	-	-	-	-	8	8	2	2
Patrick Haren <i>(Appointed to the Group Nomination and Governance Committee on 27 November 2015.)</i>	11	10	1	1	8	8	1	1	-	-	-	-	5	5	1	1	-	-	-	-
Archie G Kane	11	11	1	1	-	-	-	-	5	5	1	1	5	5	1	1	-	-	-	-
Andrew Keating	11	11	1	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Patrick Kennedy	11	11	1	1	-	-	-	-	5	5	1	1	5	5	1	1	8	8	2	2
David Marston	11	11	1	1	8	7	1	1	-	-	-	-	-	-	-	-	8	8	2	2
Bradley Martin <i>(Appointed to the Group Remuneration Committee on 27 November 2015.)</i>	11	11	1	0	-	-	-	-	-	-	-	-	-	-	1	0	-	-	-	-
Fiona Muldoon <i>(Appointed to the Court 12 June 2015 Appointed to the Court Risk Committee on 27 November 2015)</i>	6	6	0	0	-	-	-	-	-	-	-	-	-	-	-	-	1	1	0	0
Patrick Mulvihill	11	11	1	1	8	8	1	1	-	-	-	-	-	-	-	-	8	8	2	2
Patrick O'Sullivan <i>(Resigned 29 April 2015)</i>	4	4	0	0	3	3	0	0	2	2	0	0	-	-	-	-	-	-	-	-

Column A Indicates the number of meetings held during the period the Director was a member of the Court and / or the Committee and was eligible to attend.
Column B Indicates the number of meetings attended.