

**Bank of Ireland
US Branch
Resolution Plan**

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1. Introduction

The Governor and Company of the Bank of Ireland ('Bank of Ireland', and together with its subsidiaries and affiliates, 'Bank of Ireland Group' or the 'Group') is required to prepare a resolution plan pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act ('DFA') and rules issued by the Federal Deposit Insurance Corporation ('FDIC') and the Board of Governors of the Federal Reserve System ('FRB') (collectively herein the 'Agencies').

In accordance with such requirements, the US Branch Resolution Plan ('Resolution Plan') describes how Bank of Ireland's US operations could be resolved within a reasonable period of time, without reliance on extraordinary government support and in a manner that substantially mitigates the risk that the failure of Bank of Ireland Group would have serious adverse effects on financial stability in the United States.

The US Branch is based in Stamford, Connecticut, with Representative Offices in Manhattan, New York, Irvine, California and Chicago, Illinois.

2. Name of material entities

Bank of Ireland meets the definition of a Covered Company as defined under FRB Regulation QQ, and the US Branch is considered to be a Material Entity, for the purposes of the Resolution Plan.

3. Core operations / Critical business lines

Bank of Ireland does not have any Core Operations or Critical Business Lines in the US as defined in FRB Regulation QQ.

4. Consolidated financial information

Bank of Ireland Overview

Bank of Ireland Group is one of the largest financial services groups in Ireland with total assets of \$147 billion as at 31 December 2017. The Group provides a broad range of banking and other financial services. These services include; current account and deposit services, overdrafts, term loans, mortgages, business and corporate lending, international asset financing, leasing, installment credit, invoice discounting, foreign exchange facilities, interest and exchange rate hedging instruments, life assurance, pension and protection products. All of these services are provided by the Group in Ireland with selected services being offered in the UK and internationally.

The Group operates through 5 operating segments as follows:

Retail Ireland

Retail Ireland offers a comprehensive range of banking products and related financial services to the personal and business markets including deposits, mortgages, consumer and business lending, credit cards, current accounts, money transmission services, commercial finance, asset finance and general insurance. Retail Ireland serves customers through a distribution network of branches, central support teams, ATMs and through Direct Channels (telephone, mobile and online).

Bank of Ireland Life

Bank of Ireland Life includes the Group's wholly owned subsidiary, New Ireland Assurance Company plc (NIAC). Through Bank of Ireland Life, the Group offers a wide range of life assurance, pension, investment and protection products to the Irish market through the Group's branch network, its financial advisors and independent brokers.

Retail UK

The Retail UK division incorporates the financial services partnership and foreign exchange joint venture with the UK Post Office, the financial services partnership with the AA, the UK residential mortgage business, the Group's branch network in Northern Ireland (NI), the Group's business banking business in NI and the Northridge Finance motor and asset finance, vehicle leasing and fleet management business. The Group also has a business banking business in Great Britain (GB) which is being run-down. The Retail UK division includes the activities of Bank of Ireland (UK) plc, the Group's wholly owned UK licensed banking subsidiary.

Corporate and Treasury

Corporate and Treasury comprises the Group's Corporate Banking and Global Markets activities across the Republic of Ireland, UK and selected international jurisdictions. In Ireland, Corporate Banking is a market leading provider of integrated relationship banking services to Irish and Northern Irish companies, multi-national corporations and financial institutions, as well as a key provider of funding to the commercial investment and property development market. In International markets, Corporate Banking's strategy is to focus on our mid-market European and US Acquisition Finance business ('LAF') where the Group has a strong track record for more than 20 years.

Global Markets transacts in a range of market instruments on behalf of both its customers and the Group itself. The activities include transactions in inter-bank deposits and loans, FX spot and forward contracts, options, financial futures, bonds, swaps, forward rate agreements and equity tracker products. In addition, Global Markets manages the Group's euro area liquid asset portfolio.

Group Centre

Group Centre comprises Group Manufacturing, Group Finance, Group Risk, Group Governance and Regulatory and Group Human Resources. These Group central functions establish and oversee policies and provide and manage certain processes and delivery platforms for the divisions

The table below highlights key financial metrics of the Bank of Ireland Group, analyzed by the four core operating segments (and Group Centre which includes the support functions).

December 31, 2017 (USD million)						
	Retail			Corporate	Group	
	Total	Ireland	BOI Life	Retail UK	& Treasury	Centre
Loans and advances to customers	91,089	41,616	-	33,523	15,951	-
Customer deposits	91,045	53,009	-	25,683	12,353	-
Net interest income	2,540	1,203	14	654	650	19
Underlying profit or loss before tax	1,218	804	120	116	625	(447)
Staff numbers at period end	10,892	4,011	880	1,666	628	3,707

The US Branch is part of Bank of Ireland's Corporate & Treasury Division.

5. Description of derivative activities and hedging activities

The US Branch enters into derivative transactions for customer related hedging activities, US Branch balance sheet risk management transactions and trading purposes. The derivatives instruments are predominantly swaps, futures, options and forward contracts.

The US Branch is a pricing provider for customer related activities in a number of derivative products. Bank of Ireland's client driven focus allows for customers to take, transfer, modify or reduce current or expected risks. Bank of Ireland's risk positions arising from customer trades may be hedged immediately in the market or held over a period of time, depending on general market conditions.

The US Branch uses derivatives for hedging purposes in the management of its own asset and liability portfolios and structural positions. This enables the US Branch to optimize the overall cost to Bank of Ireland of accessing debt capital markets and to mitigate the market risk which would otherwise arise from structural imbalances in the maturity and other profiles of its assets and liabilities. The US Branch did not have any structural hedges in place, as at December 31, 2017.

6. Material payment, clearing and settlement systems

The US Branch uses payment, clearing and settlement systems to conduct financial transactions and facilitate the clearing and settlement of customer security, derivative and cash transactions with counterparties and customers. These systems are known as Financial Market Utilities ('FMU'). The following is a list of payment, clearing and settlement systems that the US Branch is either a member of, or uses to effect the transactions of the US Branch.

FMU	Type
Fedwire Funds Service ('Fedwire Funds') / Fedwire Security Service ('Fedwire Securities')	Payment Processing & Cash Settlement / Clearing & Depositories
The Depository Trust & Clearing Corporation ('DTCC')	Clearing & Depositories
The Society for Worldwide Interbank Financial Telecommunication ('SWIFT')	Interbank Financial Telecommunication
Chicago Mercantile Exchange	Future Transactions Settlement
LCH Clearnet	Interest Rate Swaps transactions

7. Foreign operations

Bank of Ireland's main operations outside of Ireland are in the UK. BOI UK is the Group's licensed banking subsidiary in the UK. It comprises the financial services relationship with the UK Post Office and AA plc, its branch business in Northern Ireland, the UK residential mortgage business, and other parts of its UK business banking operations.

In addition to the above, the Group is involved in LAF activities in the US, UK and Europe, and deposits and treasury services in the UK and US.

The US Branch does not have any foreign operations.

8. Material supervisory authorities

Bank of Ireland is a financial holding company primarily supervised and regulated by the Federal Reserve Bank of New York ('FRBNY') under the Bank Holding Company Act of 1956. The US Branch is additionally licensed and subject to regulation and examination by the Connecticut Department of Banking ('CDB'). The Representative Office in Chicago is licensed by the Illinois Department of Financial & Professional Regulation, Department of Banking and supervised by the Federal Reserve Bank of Chicago. The Representative Office in New York is licensed by the New York Department of Financial Services and supervised by the Federal Reserve Bank of New York. The Representative Office in California is licensed by the California Department of Business Oversight and supervised by the Federal Reserve Bank of San Francisco.

Offshore, the regulatory agencies with authority over Bank of Ireland are the European Central Bank, Central Bank of Ireland, the Financial Conduct Authority and the Prudential Regulatory in the UK.

9. Principal officers of the US Branch

The principal officers of BOI US Branch and their current titles are set forth below:

Name	Title
Tony Dunne	US Country Manager and Chief Operating Officer
Frank Cahill	Head of US Leveraged Acquisition Finance
Diana Gager	Head of Operations US
Steven Fitzgerald	Chief Financial Officer US
Megan Silvia	Head of Compliance US

10. Corporate governance structure

The US Branch Resolution Plan is developed, considered and approved within the Group's risk governance framework.

In May 2013, the Bank Recovery & Resolution (BRR) Steering Committee was formed and is responsible for the approval of the overarching strategy on Recovery and Resolution in the Group.

The information within the US Branch Resolution Plan has been compiled using data from published corporate documents and regulatory filings, as well as through a series of workshops involving a cross-functional team of subject matter experts from the Group, who were identified by the US Country Manager. The cross-functional team was responsible for developing and challenging the outputs for the US Branch Resolution Plan.

As part of the approval of the 2013 Resolution Plan, the Court delegated that Group Risk Policy Committee ('GRPC') could approve subsequent annual resolution plans, subject to the absence of material changes. In accordance with this, the US Branch Resolution Plan was approved by the GRPC on December 17, 2018.

Within the US Branch, the US Advisory Risk Committee, which is responsible for overseeing the operations and support of the Group's Corporate Banking and Global Markets activities in the US, recommended the US Branch Resolution Plan for approval to GRPC on December 10, 2018.

11. Management Information Systems ('MIS')

The US Branch relies on Bank of Ireland's global technology and MIS to generate management reports, conduct business activities (including but not limited to trading management, loan and deposit origination, portfolio management), accounting and financing (including but not limited to operation and regulatory reporting), risk and compliance management (including but not limited to transaction monitoring and customer analytics) and general office support.

Bank of Ireland's global technology has a common set of reporting solutions and is managed through a global production support and infrastructure model. Specifically, Bank of Ireland relies on internally developed and third-party systems. Bank of Ireland maintains a governance framework with documented policies, standards and procedures to ensure the systems producing MIS are accurate, reliable and timely.

All of the key information technology systems used by the US Branch are owned and governed by Bank of Ireland Group.

Bank of Ireland's MIS provides reporting capabilities that allow for the generation and distribution of key internal reports used by senior management to monitor the financial health, risks and operations of the US Branch. The US Branch's material MIS include systems for deal capture and settlement, P&L calculation, market risk monitoring, liquidity risk monitoring, general ledger reporting and regulatory reporting. Bank of Ireland's MIS also support the capability to collect, maintain and report the information and data underlying this Resolution Plan.

12. The US Branch resolution strategy

The Resolution Plan incorporates all FRB/FDIC assumptions set forth in FRB Regulation QQ, including that the failure of the Covered Company is an idiosyncratic event and not the result of a worldwide financial crisis.

In the Group's resolution scenario, it is assumed that the US Branch, which is licensed by the CDB, a member of the FRB, and jointly regulated by the CDB and FRBNY, would be resolved under Connecticut State Banking law. The Resolution Plan assumes that the CDB would nominate a receiver ('CDB receiver') for the US Branch and seek sufficient powers to liquidate assets and pay US Branch creditors.

The Resolution Plan describes the steps that the CDB receiver would take to dispose of these assets, and the timeframe for wind-down. The liquid nature of these assets means that the Resolution Plan assumes that the CDB receiver will be able to satisfy US Branch creditor obligations and to meet the operational funding requirements of the US Branch during its wind-down period as part of an orderly resolution process.