THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action to be taken, you are recommended to seek your own personal financial and taxation advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser being, in the case of Shareholders in Ireland, an organisation or firm authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations 2007 (as amended) and, in the case of Shareholders in the United Kingdom, a firm authorised under the Financial Services and Markets Act 2000 ("FSMA"), or from another appropriately authorised independent financial adviser if you are in a territory outside Ireland or the United Kingdom.

If you have sold or otherwise transferred all of your Ordinary Shares, please pass this Circular and accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee.

Allied Irish Banks, p.l.c.

Annual General Meeting

Thursday, 28th June 2012

Notice of the Annual General Meeting of Allied Irish Banks, p.l.c. to be held at **Bankcentre, Ballsbridge, Dublin 4, Ireland,** on Thursday**, 28th June 2012,** at 10.00 a.m. is set out in this document, accompanying which is a Form of Proxy for use in connection with the resolutions at the Meeting. To be valid, Forms of Proxy must be returned so as to be received by the Bank's Registrar, Computershare Investor Services (Ireland) Ltd., P.O. Box 954, Dublin 18, Ireland, not later than 10.00 a.m. on Tuesday, 26th June 2012.

Allied Irish Banks, p.l.c.

(Incorporated under the Companies Acts, 1963 to 2009 – No. 24173)

Letter from the Chairman
to the Ordinary Shareholders

Group Headquarters and
Registered Office:
BANKCENTRE,
BALLSBRIDGE,
DUBLIN 4.

5th June 2012

Dear Shareholder,

Notice of the Annual General Meeting ("AGM") to be held on Thursday, 28th June 2012, at Bankcentre, Ballsbridge, Dublin 4 is set out on pages 3 to 4 of this document, and this letter explains the items of business to be dealt with.

Resolution 1 proposes the adoption of the Annual Financial Report, including the Report of the Directors and Statement of Accounts, for the year ended 31st December 2011.

Resolution 2 relates to the re-appointment of Directors. With the exception of; (i) Mr. Declan Collier, who is resigning from the Board due to other business commitments; and (ii) Dr. Michael Somers and Mr. Dick Spring, who are remaining in office but as Government appointed Directors are not required to seek re-appointment, all Directors will retire from office at the AGM and offer themselves for re-appointment.

Biographical information is provided on pages 17 & 18 of the 2011 Shareholders' Report in respect of all Directors.

All Directors are experienced and knowledgeable and the Board is confident that each Director being proposed will continue to make a valuable contribution and provide an independent and objective perspective in discharging his or her duties as a Director.

Resolution 3 seeks authority from shareholders to enable the Directors to determine the remuneration of the Auditor.

Action to be taken
A Form of Proxy ("the Form") accompanies this document for use in connection with the AGM and I would encourage you to vote by completing, signing and returning the Form. Completion and return of this Form will not prevent a member from attending and voting in person at the meeting. You may instead appoint a proxy or submit your votes through the internet; instructions on how to do so are found on the reverse of the Form. All proxy appointments/votes must be received by the Registrar not later than 10.00 a.m. on Tuesday, 26th June 2012.

If you wish to attend the AGM, please detach your Attendance Card from your Form of Proxy and bring it with you to the meeting.

Recommendation
The Directors believe that each of the resolutions to be proposed are in the best interests of the Company and its shareholders, and so they recommend that you vote in favour of the resolutions.

Yours sincerely,

David Hodgkinson
Chairman

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Allied Irish Banks, p.l.c. will be held at Bankcentre, Ballsbridge, Dublin 4, on Thursday, 28th June 2012 at 10.00 a.m. for the following purposes:

1. To receive the Annual Financial Report, including the Report of the Directors and Statement of Accounts, for the year ended 31st December 2011.

   Explanatory Note
   The Annual Financial Report was sent to shareholders who requested it and copies will be available at the AGM. Shareholder information, including the Annual Financial Report, is available on AIB's website at www.aibgroup.com/investorrelations.

2. To re-appoint the following Directors:

   (a) Mr. Simon Ball
   (b) Mr. Bernard Byrne
   (c) Mr. David Duffy
   (d) Mr. David Hodgkinson
   (e) Mr. Jim O'Hara
   (f) Mr. Thomas Wacker
   (g) Ms. Catherine Woods

   Explanatory Note
   Dr. Michael Somers and Mr. Dick Spring, as "Government Appointees", are not required to seek re-appointment. Biographical information is provided on pages 17 & 18 of the 2011 Shareholders' Report in respect of all Directors.

3. To authorise the Directors to determine the remuneration of the Auditor.

   Explanatory Note
   The Company's Auditor, KPMG, whose audit and non-audit services are monitored by the Audit Committee, has indicated willingness to continue in office. This resolution gives the Directors authority to approve fees in relation to the audit of the Accounts for 2012.

By order of the Board
David O'Callaghan,
Company Secretary,
Bankcentre,
Ballsbridge,
Dublin 4
5th June 2012

NOTES

Entitlement to attend and vote

(1) Pursuant to regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, only those Shareholders registered on the Company's register of members: (i) at the close of business on the day two days prior to the Annual General Meeting; or (ii) if the Annual General Meeting is adjourned, at the close of business on the day two days prior to the adjourned Annual General Meeting, shall be entitled to attend and vote at the meeting or, if relevant, any adjournment thereof. Changes to entries on the Company's register of members after that time will be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

Attending in person

(2) The Annual General Meeting will be held at Bankcentre, Ballsbridge, Dublin 4. If you wish to attend in person, you are recommended to arrive at least 15 minutes before the time appointed for holding of the Annual General Meeting to allow time for registration. Please bring the attendance card attached to your Form of Proxy and present it at the shareholder registration desk before the commencement of the Annual General Meeting.

Appointment of proxies

(3) A Shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak and vote instead of the Shareholder. A proxy need not be a Shareholder. If you wish to appoint more than one proxy please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited, on +353 1 247 5411.

(4) A Form of Proxy for use by Shareholders is enclosed with this Notice (or is otherwise being delivered to Shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a Shareholder from attending the Annual General Meeting and voting in person should the Shareholder wish to do so.

(5) To be valid, a Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be lodged with the Company's Registrar, Computershare Investor Services (Ireland) Limited, of Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, not later than 48 hours before the Annual General Meeting or adjourned Annual General Meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) at least 48 hours before the taking of the poll at which it is to be used.

(6) To appoint (or remove) a proxy electronically, log on to the website of the Registrar, Computershare Investor Services (Ireland) Limited: www.eproxyappointment.com. To log in, you will require your unique PIN (which will expire at the end of the voting period), and your Shareholder Reference Number (SRN) and the Control Number, all of which are printed on the face of the accompanying Form of Proxy.

(7) CREST members may appoint one or more proxies through the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual. CREST Personal Members or other CREST Sponsored Members and those CREST Members who have appointed a voting service provider(s) should refer to their CREST Sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

(8) In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by the Company's Registrars, Computershare Investor Services (Ireland) Limited, as issuer's agent (CREST Participant ID 3RA50) by the latest times(s) for receipt of proxy appointments specified in this Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services (Ireland) Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

(9) CREST members and, where applicable, their CREST Sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or Sponsored Member or has appointed a voting service provider(s), to procure that his CREST Sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST Sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(10) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.

Issued shares and total voting rights

(11) The total number of issued ordinary shares in the Company on the date of this Notice is 517,117,096,249 (excluding Treasury Shares).

(12) Voting on each of the resolutions will be decided on a poll. This means that shareholders who attend the Annual General Meeting, as well as those who are not able to attend but have sent proxy forms, may have their votes taken into account according to the number of shares they hold.

(13) All resolutions are ordinary resolutions and require a simple majority of votes cast at the meeting to be passed.

Shareholder information, including the Annual Financial Report, is available on AIB's website at www.aibgroup.com/investorrelations.