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, 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, 19th June 2014

Notice of the Annual General Meeting of Allied Irish Banks, p.l.c. to be held at **Bankcentre, Ballsbridge, Dublin 4, Ireland,** on Thursday**, 19th June 2014,** 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, 17th June 2014.

Allied Irish Banks, p.l.c.

(Incorporated under the Companies Acts, 1963 to 2013 – No. 24173)

Letter from the Chairman
to the Ordinary Shareholders

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

27 May 2014

Dear Shareholder,

Notice of the Annual General Meeting ("AGM") to be held on Thursday, 19 June 2014, at Bankcentre, Ballsbridge, Dublin 4, is set out on pages 4 & 5 of this document and this letter explains the items of business to be dealt with.

Resolution 1 proposes adoption of the Annual Financial Report, including the Report of the Directors and Statement of Accounts, for the year ended 31 December 2013.

Resolution 2 proposes adoption of the Report on directors' remuneration and interests for the year ended 31 December 2013, the full text of which is set out on pages 331 to 335 of the 2013 Annual Financial Report.

Resolution 3 relates to the appointment and re-appointment of Directors. Mr. Mark Bourke will be co-opted to the Board on 29 May 2014 and, being eligible, offers himself for appointment. With the exception of Dr. Michael Somers and Mr. Dick Spring, who, as Government appointed Directors, are not required to seek re-appointment, all other Directors will retire from office at the AGM and, being eligible, offer themselves for re-appointment.

Biographical information is provided following the Notice of the Meeting in respect of Mr. Bourke and on pages 20 to 22 of the 2013 Shareholders' Report in respect of all other 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 4 seeks authority from shareholders to enable the Directors to determine the remuneration of the Auditor.

Resolution 5 relates to the remuneration of Non-Executive Directors and seeks approval, in accordance with the Articles of Association, for the implementation of a revised schedule of fees. The effect of the change is a further reduction, following a voluntary 25% reduction in 2009, to the aggregate level of fees paid to the current group of Non-Executive Directors based on their current membership of the Board, Board Committees and Subsidiary Company Boards.

Resolution 6 relates to notice of intention received from a shareholder to propose resolutions to remove eleven Directors. These resolutions will be dealt with as part of Resolution 3 of the Notice in accordance with established practice, save for resolutions, if proposed, relating to Dr. Michael Somers and Mr. Dick Spring, who, as Government appointed Directors are not retiring and offering themselves for re-appointment.

Action to be taken
A Form of Proxy accompanies this document for use in connection with the AGM and I would encourage you to vote by completing, signing and returning the Form. Alternatively, you may submit your votes or appoint a proxy through the internet and instructions on how to do so are found on the reverse of the Form. Completion and return of this Form will not prevent a member from attending and voting in person at the meeting. All proxy appointments/votes must be received by the Registrar not later than 10.00 a.m. on Tuesday, 17 June 2014.

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 the resolutions to be proposed in connection with items 1 to 5 of the Notice are in the best interests of the Company and its shareholders and so recommend that you vote in favour of those resolutions. However, the Directors believe that the resolutions to be proposed in connection with item 6 are not in the best interests of the Company and its shareholders and so recommend that you vote against these 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, 19 June 2014 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 31 December 2013.

   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 receive the Report on directors' remuneration and interests for the year ended 31 December 2013.

   Explanatory Note
   In response to the introduction of a requirement in the UK, it has become the practice for quoted companies to put the directors' remuneration report to a vote of the shareholders. The vote is advisory only, however, and the directors' remuneration is not conditional on the resolution being passed.

3. (i) To appoint Mr. Mark Bourke a Director.

   (ii) To re-appoint the following Directors, by separate resolutions:

(a) Mr. Simon Ball	(d) Mr. Thomas Foley	(g) Mr. Jim O'Hara
(b) Mr. Bernard Byrne	(e) Mr. Peter Hagan	(h) Mr. Thomas Wacker
(c) Mr. David Duffy	(f) Mr. David Hodgkinson	(i) 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 following the Notice of the Meeting in respect of Mr. Bourke and on pages 20 to 22 of the 2013 Shareholders' Report in respect of all other Directors

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

   Explanatory Note
   The Company's Auditor, Deloitte & Touche, 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 for 2014.

5. To approve a revised schedule of fees paid to Non-Executive Directors.

   Explanatory Note
   With the exception of the Chairman and Deputy Chairman, who have been paid on an annual flat fee basis, fees paid to Non-Executive Directors have previously comprised a basic annual fee of €36,500, which was voluntarily reduced by 25% to €27,375 in February 2009, and additional remuneration paid in respect of meeting attendance and for performing additional duties as (i) chairman of a Board Committee, (ii) the Senior Independent Director, or (iii) a member of the board of a subsidiary company, all of which were also reduced by 25% in 2009. The aggregate fees paid to Non-Executive Directors on this basis during 2013 amounted to €1,162,000, as illustrated in the Report on directors' remuneration and interests in the Annual Financial Report.

   The revised structure, which applies to all Non-Executive Directors other than the Chairman, whose flat fee is unchanged, involves replacement of meeting attendance fees with a lower committee membership flat fee, a reduction in the flat fees payable for chairmanship of Committees and membership of subsidiary company boards, and an increased basic annual fee of €65,000. This structure is consistent with practice in peer companies. The aggregate fees payable to the same Non-Executive Directors under the new proposal, ceteris paribus, would be €1,060,000.

   Non-Executive Directors' remuneration is non-pensionable.

6. The Directors have received notice from a shareholder, Mr. Niall Murphy, of his intention to propose resolutions for the removal of Mr. Simon Ball, Mr. Bernard Byrne, Mr. David Duffy, Mr. Thomas Foley, Mr. Peter Hagan, Mr. David Hodgkinson, Mr. Jim O'Hara, Dr. Michael Somers, Mr. Dick Spring, Mr. Thomas Wacker and Ms. Catherine Woods as Directors of the Company.

Explanatory Note
The resolutions in respect of Messrs. Ball, Byrne, Duffy, Foley, Hagan, Hodgkinson, O'Hara, Wacker and Ms. Woods will not be permitted and, in line with established practice, will be dealt with as part of item 3 of the Notice as to permit a resolution to remove a Director already re-appointed at the meeting would, in effect, ask shareholders to vote twice on the same issue.

The resolutions in respect of Dr. Somers and Mr. Spring, who, as "Government Appointees", are not retiring and offering themselves for re-appointment, will, if proposed, be put to the meeting.

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

27 May 2014

Biography:

Mark Bourke – *Finance Director Designate.*

Mr. Bourke joined AIB in April 2014 as Chief Financial Officer and member of the Leadership Team and will be co-opted to the Board on 29 May 2014.

He joined AIB from IFG Group plc where he held a number of senior roles, including Group Chief Executive Officer, Deputy Chief Executive Officer and Finance Director. Mr. Bourke began his career at PricewaterhouseCoopers ("PWC") in 1989 and is a former Partner in international tax services with PWC US in California. He is a member of the Institute of Chartered Accountants in Ireland ("ICAI") and Institute of Taxation in Ireland ("AITI").

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 Annual General 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 attend 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.

(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, 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 a proxy 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 time(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 of Annual General Meeting is 523,438,445,437 (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.