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

Tuesday, 24 May 2016

Notice of the Annual General Meeting of Allied Irish Banks, p.l.c. to be held in the R.D.S. Concert Hall, Ballsbridge, Dublin 4, Ireland, on Tuesday, 24 May 2016, 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 Sunday, 22 May 2016.

Allied Irish Banks, p.l.c.

(Incorporated under the Companies Acts 2014 – No. 24173)

Letter from the Chairman
to the Shareholders

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

Dear Shareholder,

21 April 2016

I am pleased to invite you to attend the Annual General Meeting ("AGM") which will be held in the R.D.S. Concert Hall, Ballsbridge, Dublin 4, on Tuesday, 24 May 2016 at 10.00 a.m.

Notice of the AGM is set out on page 3 of this document, and this letter explains the items of business to be dealt with.

Resolution 1 proposes adoption of the financial statements for the year ended 31 December 2015, including the Directors' Report and the Auditors' Report thereon.

Resolution 2 proposes adoption of the report on directors' remuneration and interests for the year ended 31 December 2015, the full text of which is set out within the Directors' Remuneration Report on pages 192 to 195 of the 2015 Annual Financial Report and in summary on pages 21 to 22 of the 2015 Shareholders' Report.

Resolution 3 relates to the appointment and re-appointment of Directors. Ms. Helen Normoyle was co-opted to the Board on 17 December 2015 and, being eligible, offers herself for appointment. With the exception of Dr. Michael Somers who, as a Government appointed Director, is 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 in respect of all Directors is provided on pages 166 to 169 of the 2015 Annual Financial Report and on pages 17 to 20 of the 2015 Shareholders' Report.

All Directors are experienced and knowledgeable and the Board is confident that they each bring valuable skills to the Board and provide an objective perspective.

The performance of the Directors, with the exception of Ms. Helen Normoyle who joined the Board on 17 December 2015, has been formally evaluated and each is considered to be effective and to demonstrate commitment to the role.

Resolution 4 seeks authority from shareholders to enable the Directors to determine the remuneration of the Auditor.

Action to be taken
A Form of Proxy for use in connection with the AGM accompanies this document and I 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 Sunday, 22 May 2016.

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 is in the best interests of the Company and its shareholders, and so they recommend that you vote in favour of the resolutions.

Yours sincerely,
Richard Pym
Chairman.

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Allied Irish Banks, p.l.c. will be held in the R.D.S. Concert Hall, Ballsbridge, Dublin 4, on Tuesday, 24 May 2016 at 10.00 a.m. for the following purposes:

1. To receive the financial statements for the year ended 31 December 2015, including the Directors' Report and Auditors' Report thereon.

   Explanatory Note
   The financial statements for the year ended 31 December 2015 are included in the 2015 Annual Financial Report, sent to shareholders at their request and in the 2015 Shareholders' Report sent to all other shareholders. Copies of both Reports will be available at the AGM. Shareholder information, including the aforementioned financial statements, is available on AIB's website at investorrelations.aib.ie.

2. To receive the report on directors' remuneration and interests for the year ended 31 December 2015 contained within the Directors' Remuneration Report.

   Explanatory Note
   This vote is advisory only and the directors' remuneration is not conditional on the resolution being passed.

3. (i) To appoint Ms. Helen Normoyle a Director.

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

   (a) Mr. Simon Ball;
   (b) Mr. Mark Bourke;
   (c) Mr. Bernard Byrne;
   (d) Mr. Thomas Foley;
   (e) Mr. Peter Hagan;
   (f) Mr. Jim O'Hara;
   (g) Mr. Richard Pym;
   (h) Ms. Catherine Woods.

   Explanatory Note
   Dr. Michael Somers, as a "Government Appointee", is not required to seek re-appointment. Biographical information in respect of all Directors is provided on pages 166 to 169 of the 2015 Annual Financial Report and on pages 17 to 20 of the 2015 Shareholders' Report.

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

   Explanatory Note
   The Company's Auditor, Deloitte, 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 2016.

By order of the Board

David O'Callaghan,
Company Secretary,
Bankcentre,
Ballsbridge,
Dublin 4

21 April 2016

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 in the R.D.S. Concert Hall, 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. 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, 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), 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 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 2,714,381,238.

(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 investorrelations.aib.ie