THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, bank manager, accountant or other professional adviser, who, if you are taking advice in Ireland, is authorised or exempted under the Investment Intermediaries Act, 1995 or the European Communities (Markets in Financial Instruments) Regulations 2017 or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 of the United Kingdom.

If you have sold or transferred all your ordinary shares in AIB Group plc, please forward this document and the Form of Proxy at once to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

AIB Group plc

LETTER FROM THE DEPUTY CHAIRMAN

and

NOTICE OF ANNUAL GENERAL MEETING

to be held on Wednesday 29 April 2020 at 11.00 a.m.

at 10 Molesworth Street,

Dublin 2

Ireland

AIB Group plc Letter from the Deputy Chairman and Notice of Annual General Meeting

Contents

	Page
Letter from the Deputy Chairman to the Shareholders of AIB Group plc	2
Notice of Annual General Meeting	6
Shareholder Information	10

AIB Group plc
10 Molesworth Street
Dublin 2
Ireland
+353 1 6600311
https://group.aib.ie

27 March 2020

To the Shareholders of AIB Group plc

Dear Shareholder,

The Notice of the Annual General Meeting of AIB Group plc (the "Company") to be held on Wednesday 29 April 2020 at 11.00 a.m. at 10 Molesworth Street, Dublin 2, Ireland is set out on pages 6 to 9 of this document.

The resolutions to be proposed at the Annual General Meeting are set out in detail in the Notice and explanatory notes on the resolutions are set out below.

Resolution 1 – Financial Statements

Resolution 1 deals with the consideration of the financial statements of the Company for the year ended 31 December 2019. A full copy of the 2019 Annual Financial Report is available on the Company's website https://group.aib.ie.

Resolution 2 – Dividend

Resolution 2 deals with the declaration of a final dividend of €0.08 per ordinary share for the year ended 31 December 2019. If approved, the final dividend will be paid on 7 May 2020 to Shareholders on the register at the close of business on 27 March 2020.

Resolution 3 – Remuneration of the Auditor

Resolution 3 authorises the Directors to determine the remuneration of the Auditor.

Resolution 4 – Continuation in office of the Auditor

While Section 383 of the Companies Act, 2014 provides for the automatic reappointment of the auditor of an Irish company at a company's annual general meeting except in very specific and limited circumstances, the Directors continue to believe that it is important for Shareholders to be provided with an opportunity to have a say on the continuation in office of Deloitte and Resolution 4 is being tabled as an "advisory", non-binding, resolution for this purpose.

Resolution 5 – Election and Re-election of Directors

Resolution 5 deals with the proposed election and re-election of all Directors who are putting themselves forward at the AGM, in accordance with the UK Corporate Governance Code.

Basil Geoghegan, Elaine MacLean, Ann O'Brien and Raj Singh were appointed to the Board since the 2019 AGM and will offer themselves for election. The Board continues its practice of requiring all other Directors to retire annually and to offer themselves for re-election.

The Board undertakes a formal annual evaluation of its Directors and is satisfied that all the Directors proposed for election or re-election performed effectively during the year, and since, in offering independent and constructive challenge to management and have committed sufficient time to discharge their responsibilities effectively. All of the Directors are experienced and knowledgeable and the Board is confident that they each bring valuable skills to the Board and provide an objective perspective. Biographies of each of the Directors, including their skills, acumen and areas of expertise relevant to their role as Directors, are set out on pages 44 and 45 of the 2019 Annual Financial Report.

As he exercises control over more than 30% of the voting rights of the Company, the Minister for Finance in Ireland is what is termed a "Controlling Shareholder" for the purposes of the Listing Rules to which the Group is subject. As a consequence, the election or re-election of any independent Director must be approved by a majority of both the Shareholders of the Company and the Shareholders excluding the Controlling Shareholder(s). When the Company announces the results of the votes on the resolutions to elect or re-elect independent Directors, it will disclose the votes cast on each separate resolution both by the Shareholders as a whole and the Shareholders excluding the Controlling Shareholder. The election or re-election of each proposed Director will be considered separately at the meeting. Accordingly the resolutions to which this matter applies are: 5 a), c), d), e), f), g), h) and j).

On page 189 of the 2019 Annual Financial Report, the Board set out its determination of the independence of its Directors. Particular care was taken by the Board in arriving at its view that Ann O'Brien and Raj Singh were considered independent, given that they were both appointed to the Board following the nomination of the Minister for Finance in Ireland. As noted on page 44, Brendan McDonagh was formerly a Director of the National Treasury Management Agency, an entity which would be considered to be associated with the Minister for Finance. The Board determined at the time of Mr McDonagh's appointment in 2016 that he should be considered to be independent and remains of this view. The Board is satisfied that each of the Directors considered by it to be independent, and disclosed as such, is free from any relationships or other circumstances which are likely to affect the exercise of their independent judgement.

Resolution 6 – Directors' Remuneration Report

Resolution 6 will be proposed as an Ordinary Resolution to deal with the Directors' Remuneration Report. This Report is set out on pages 216 to 218 of the 2019 Annual Financial Report and it has been the practice of the Board for many years now to put this Report to a Shareholder vote. Shareholders should note that in Ireland there is no legal obligation on the Company to put such a resolution to Shareholders. While it is therefore an "advisory" resolution, and not binding on the Company, the Board recognises that the tabling of such a resolution is best practice in this area and is an acknowledgement of Shareholders' rights to have a "say on pay".

Resolution 7 – Remuneration Policy

Resolution 7 will be proposed as an Ordinary Resolution to ask Shareholders to consider the Remuneration Policy as set out in the Corporate Governance Remuneration Statement on pages 212 to 215 of the 2019 Annual Financial Report.

This is also an "advisory" resolution and is being tabled for the same reason as Resolution 6 immediately preceding it.

Resolution 8 – Authority to allot shares

Resolution 8 will be proposed as an Ordinary Resolution to authorise the Directors to allot shares up to an aggregate nominal amount of €565,496,091.04, representing approximately one third of the Company's issued share capital (excluding Treasury Shares) on 27 March 2020. The Directors have no present intention of making any new issue of shares and will exercise this authority only if they consider it to be in the best interests of Shareholders generally at that time. This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company or 28 July 2021.

Resolutions 9 (a) and (b) – Disapplication of pre-emption rights

Resolution 9 (a) will be proposed as a Special Resolution to renew the Directors' authority to allot shares for cash other than strictly pro-rata to existing shareholdings. The proposed authority is limited to (i) the allotment of shares for cash in connection with any rights issue (or other pro-rata offer) to Shareholders and (ii) otherwise in an amount up to an aggregate nominal amount of €84,824,413.66, representing approximately 5% of the nominal value of the Company's issued share capital as at the date of this document.

Resolution 9 (b) will also be proposed as a Special Resolution to empower the Directors, in addition to the authority sought under Resolution 9(a), to allot shares for cash otherwise than in accordance with statutory pre-emption rights in an amount up to an aggregate nominal value of €84,824,413.66, which represents approximately 5% of the Company's issued share capital as at the date of this document for the purposes of what the Directors determine to be an acquisition or other specified capital investment.

The expression "specified capital investment" is defined by the Statement of Principles published in March 2015 by the Pre-Emption Group as "one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the listed company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to Shareholders to enable them to reach an assessment of the potential return. Items that are regarded as operating expenditure rather than capital expenditure will not typically be regarded as falling within the term "specified capital investment"."

The division of the authorisation to allot equity securities into two resolutions is in conformity with the Pre-Emption Group's Monitoring Report and consistent with the good practice template resolutions as published in May 2016.

The Directors have no current intention to issue shares pursuant to these powers, which will expire on the earlier of the date of the next Annual General Meeting of the Company or 28 July 2021

Resolution 10 – Authority to purchase own shares

Resolution 10 will be proposed as a Special Resolution to renew the authority of the Company, or any subsidiary, to make market purchases of up to 10% of the aggregate nominal value of the Company's issued share capital and to hold these shares as Treasury Shares or cancel them at the Directors' discretion. The resolution also sets out the minimum and maximum prices that may be paid for shares purchased in this manner. If the Directors were to exercise the authority being renewed by this resolution up to the maximum number of shares allowed, the total number of options to subscribe for ordinary shares in the Company (which, on the date of this document, is

271,166,685, representing 9.99% of the Company's issued share capital (excluding Treasury Shares)), would represent 11.1% of the issued share capital (excluding Treasury Shares).

The Directors will exercise this authority only if they consider it to be in the best interests of Shareholders generally at that time. This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company or 28 July 2021.

Resolution 11 – Re-issue price of Treasury Shares

Resolution 11 will be proposed as a Special Resolution to authorise the Company to re-issue Treasury Shares off-market at certain specified minimum and maximum prices. This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company or 28 October 2021.

Resolution 12 – Notice of General Meetings

Resolution 12 will be proposed as a Special Resolution to maintain the existing authority in the Company's Articles of Association which permits the convening of an Extraordinary General Meeting of the Company on 14 days' notice where the purpose of the meeting is to consider an Ordinary Resolution only.

Form of Proxy

Those Shareholders unable to attend the Meeting may appoint a proxy. Your proxy may be submitted by post by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland. Your proxy may also be submitted through the internet; instructions on how to do this are set out on the Form of Proxy. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to Note 8 on page 11 of this document. All proxy votes must be received by the Company's Registrar not less than 48 hours before the time appointed for the Meeting or any adjournment of the Meeting. The submission of a proxy will not prevent you attending in person and voting at the Meeting should you wish to do so.

Recommendation

The Directors are satisfied that the resolutions set out in the Notice of the Annual General Meeting are in the best interests of the Company and its Shareholders. Accordingly, the Directors unanimously recommend you to vote in favour of each of the resolutions set out in the attached Notice, as they intend to do in respect of all the ordinary shares which they own or control in the capital of the Company.

Yours faithfully,

Brendan McDonagh
Deputy Chairman
AIB Group plc

AIB Group plc
Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 10 Molesworth Street, Dublin 2, Ireland on 29 April 2020 at 11.00 a.m. for the following purposes:

To consider and, if thought fit, pass the following resolutions as **Ordinary Resolutions**:

1. Following a review of the Company's affairs, to receive and consider the financial statements for the year ended 31 December 2019 together with the reports of the Directors and the Auditor thereon.

2. To declare a final dividend of €0.08 per ordinary share for the year ended 31 December 2019.

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

4. To consider the continuation in office of Deloitte as Auditor of the Company until the conclusion of the next Annual General Meeting of the Company (Advisory Resolution).

5. By separate resolutions, to elect or re-elect (as appropriate) the following persons as Directors of the Company:

    a) Basil Geoghegan
    b) Colin Hunt
    c) Sandy Kinney Pritchard
    d) Carolan Lennon
    e) Elaine MacLean
    f) Brendan McDonagh
    g) Helen Normoyle
    h) Ann O'Brien
    i) Tomás O'Midheach
    j) Raj Singh

6. To consider the Directors' Remuneration Report as set out on pages 216 to 218 of the 2019 Annual Financial Report (Advisory Resolution).

7. To consider the Remuneration Policy as set out on pages 212 to 215 of the 2019 Annual Financial Report (Advisory Resolution).

8. That the Directors be and are hereby authorised pursuant to and in accordance with Section 1021(1) of the Companies Act 2014 (as amended) (the "**Act**"), in substitution for all existing such authorities, to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Act) up to an aggregate nominal amount of €565,496,091.04 during the period commencing on the date of the passing of this Resolution and expiring at the conclusion of the annual general meeting of the Company in 2021 or 28 July 2021 (whichever shall be earlier), provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

To consider and, if thought fit, pass the following resolutions as **Special Resolutions:**

9. As separate resolutions:
    (a) That, subject to the passing of Resolution 8, the Directors be and are hereby empowered pursuant to section 1023 of the Companies Act 2014 (as amended) ("the "**Act**") to allot equity securities (within the meaning of Section 1023 of the Act) for cash under the authority given by Resolution 8 as if sub-section (1) of section 1022 of the Act did not apply to any such allotment, provided that this power shall be limited:

(i) to the allotment of equity securities in connection with a rights issue, open offer or other invitation to or in favour of the holders of ordinary shares of €0.625 each where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of ordinary shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory, or otherwise howsoever); and

(ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of €84,824,413.66,

during the period commencing on the date of the passing of this Resolution and expiring on the conclusion of the annual general meeting of the Company in 2021 or 28 July 2021 (whichever shall be earlier), provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

(b) That, subject to the passing of Resolution 8, the Directors be and are hereby empowered pursuant to section 1023 of the Companies Act 2014 (as amended) (the "**Act**") (and in addition to any authority granted under Resolution 9(a) to allot equity securities (within the meaning of Section 1023 of the Act) for cash under the authority given by Resolution 8 as if sub-section (1) of section 1022 of the Act did not apply to any such allotment, provided that this power shall be:

(i) limited to the allotment of equity securities up to an aggregate nominal amount of €84,824,413.66; and

(ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles for the disapplication of Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting,

during the period commencing on the date of the passing of this Resolution and expiring on the conclusion of the annual general meeting of the Company in 2021 or 28 July 2021 (whichever shall be earlier), provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

10. That the Company and/or any of its subsidiaries (as defined by Section 7 of the Companies Act 2014 (as amended) (the "**Act**") be and they are hereby generally authorised to make market purchases or overseas market purchases (each term as defined in Section 1072 of the Act), of shares of any class of the Company (the "Share" or "Shares") on such terms and conditions and in such manner as the Directors may from time to time determine but subject to the provisions of the Act and to the following restrictions and provisions:
    (a) the maximum number of Shares authorised to be acquired pursuant to the terms of this Resolution shall be such number of Shares whose aggregate nominal value shall equal 10% of the aggregate nominal value of the issued share capital of the Company as at the close of business on the date of the passing of this Resolution;
    (b) the minimum price which may be paid for any Share shall be the nominal value of the Share;
    (c) the maximum price (excluding expenses) which may be paid for any Share in the Company (a "Relevant Share") shall be the higher of:

        (i) 5% above the average of the closing quotation prices of a Relevant Share on Euronext Dublin for the five business days immediately preceding the day of purchase (and, in respect of any business day on which there shall be no dealing in such shares on Euronext Dublin, the price which is equal to (A) the mid-point between the high and low market guide prices in respect of such shares for that business day, or (B) if there shall be only one such market guide price so published, the market guide price so published; such prices shall be as published in the Daily Official List of Euronext Dublin (or any successor publication thereto or any equivalent publication for securities admitted to trading on Euronext Dublin)); and

        (ii) the amount stipulated by Article 5(6) of the Market Abuse Regulation 2014 (No. 596/2014) or any corresponding provision of any replacement legislation, being the value of a Relevant Share calculated on the basis of the higher of the price for:
            A. the last independent trade of; and
            B. the highest current independent bid for;

        any number of Relevant Shares on the trading venue where the purchase pursuant to the authority conferred by this Resolution will be carried out.

    If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on Euronext Dublin or its equivalent; and

    (d) the authority hereby granted shall commence on the date of the passing of this Resolution and expire at the conclusion of the annual general meeting of the Company in 2021 or 28 July 2021 (whichever shall be earlier). The Company or any such subsidiary may before such expiry enter into a contract for the purchase of Shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

11. That, subject to the passing of Resolution 10, for the purposes of Sections 109 and/or 1078 of the Companies Act (as amended) (the "**Act**") the re-issue price range at which any treasury shares (as defined in the Companies Act, 2014) for the time being held by the Company may be re-issued (including by way of re-issue off market) shall be as follows:

    (a) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120% of the Appropriate Price; and

    (b) the minimum price at which a treasury share may be re-issued off-market shall be the nominal value of the share where such share is re-allotted under an employees' share scheme (as defined by Section 64 of the Companies Act 2014) and in all other circumstances shall be 95% of the Appropriate Price.

    For the purposes of this resolution the expression "Appropriate Price" shall mean the average of the closing quotation prices of ordinary shares in the capital of the Company for the five business days immediately preceding the day on which the treasury share is re-issued, as published in the Daily Official List of Euronext Dublin (or any successor publication thereto any equivalent publication for securities admitted to trading on the market in Ireland on which the Company's ordinary shares are from time to time admitted to trading) or if on any business day there shall be no dealing of ordinary shares on the trading venue or a closing price is not otherwise available the price which is equal to:

    (i) the mid-point between the high and low market guide prices in respect of such shares for such business day as published in in the Daily Official List of Euronext Dublin (or any successor publication thereto any equivalent publication for securities admitted to trading on the market in Ireland on which the Company's ordinary shares are from time to time admitted to trading); or

    (ii) if there shall be only one such market guide price so published, the market guide price so published).

    The authority hereby conferred shall commence on the date of the passing of this Resolution and expire at the conclusion of the annual general meeting of the Company in 2021 or 28 July 2021 (whichever shall be the earlier) and is without prejudice or limitation to any other authority of the Company to re-issue treasury shares on-market.

12. That in accordance with Section 1102 of the Companies Act 2014 (as amended) and Articles 57 and 58 of the Articles of Association of the Company, the Directors of the Company be and are unconditionally authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 clear days' notice. The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting.

By Order of the Board

Helen Dooley
Group Company Secretary
AIB Group plc
10 Molesworth Street
Dublin 2
Ireland

27 March 2020

AIB Group plc
Shareholder Information

Entitlement to attend and vote

1. Pursuant to Section 1105 of the Companies Act, 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 AGM; or (ii) if the AGM is adjourned, at the close of business on the day two days prior to the adjourned AGM, shall be entitled to attend and vote at the AGM 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 AGM.

Information regarding the meeting

2. Information regarding the AGM, including the information required by Section 1103 of the Companies Act, is available from www.aib.ie/investorrelations

Attending in person

3. The AGM will be held at 10 Molesworth Street, Dublin 2, however we are discouraging Shareholders from physical attendance in person this year to comply with Public Health Guidance limiting the assembly of people in response to the COVID-19 pandemic. Instead we are encouraging Shareholders to join the proceedings via a conference call and to submit their votes on the resolutions in advance of the meeting through the appointment of a proxy – see further below.

Appointment of proxies

4. A Shareholder who is entitled to attend and vote at the AGM is entitled to appoint a proxy (or more than one proxy as alternates) 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.

5. 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 AGM and voting in person should the Shareholder wish to do so.

6. 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 returned to Computershare Investor Services (Ireland) Limited, PO Box 13030, Dublin 24, Ireland or to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, not later than 48 hours before the AGM or adjourned AGM 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.

7. 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.

8. 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.

9. 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 Registrar, 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.

10. 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 15 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.

11. 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

12. The total number of issued ordinary shares in the Company on the date of this Notice of Annual General Meeting is 2,714,381,237.

13. Voting on each of the resolutions will be decided on a poll. This means that Shareholders who attend the AGM, 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.

14. Resolutions 1 to 8 are ordinary resolutions and require a simple majority of votes cast (in person or by proxy) at the meeting to be passed. Resolutions 9 to 13 are special resolutions and require the approval of 75 percent of votes cast (in person or by proxy) at the meeting to be passed.

Questions at the meeting

15. Pursuant to Section 1107 of the Companies Act, the Company must answer any question which a Shareholder may ask relating to the business being dealt with at the AGM unless:
    (a) answering the question would interfere unduly with the preparation for the AGM or the confidentiality and business interests of the Company;
    (b) the answer has already been given on a website in a question and answer format; or
    (c) it appears to the Chairman of the AGM that it is undesirable in the interests of good order of the meeting that the question be answered.

    In response to the challenges presented by Coronavirus (COVID-19) for the AGM in 2020, the Company is inviting questions from Shareholders this year to be submitted at least 48 hours in advance of the meeting by email to secretariat@aib.ie. All questions received will be collated, read into the meeting record, answered at the meeting and thereafter directly to the Shareholder.

Shareholders' right to table draft resolutions and to put items on the agenda

16. Pursuant to Section 1104 of the Companies Act, a Shareholder or a group of Shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all Shareholders who have a right to vote at the AGM, have a right to put an item on the agenda for the AGM and/or table a draft resolution for inclusion in the agenda of the AGM subject to any contrary provisions in company law which impose other conditions on the right of members to put items on the agenda for or to propose resolutions at the AGM.

    Requests:
    (a) may be in hard copy form or in electronic form;
    (b) must set out in writing details of the item to be included and/or draft resolution in full or, if supporting an item to be included or a draft resolution sent by another member, clearly identify the item to be included and/or the draft resolution which is being supported;
    (c) must be authenticated by the person or persons making it (by identifying the Shareholder or Shareholders meeting the qualification criteria and, if in hard copy, by being signed by the Shareholder or Shareholders); and
    (d) must have been received by the Company no later than 18 March 2020 having regard to the 42 day period specified in Section 1104.

    In addition to the above, requests must be made in one of the following ways:

    (a) a hard copy request which is signed by the Shareholder(s), stating the full name and address of the Shareholder(s) and is sent to the Company Secretary at the Company's Registered Office; or
    (b) a request which states the full name and address of the Shareholder(s) and is sent by email to secretariat@aib.ie. A requested item or draft resolution must not be such as would be incapable of being passed or otherwise be ineffective or redundant (whether by reason of inconsistency with any enactment or the Company's Memorandum and Articles of Association, or on account of the substantive nature of other resolutions on the agenda of the AGM, or otherwise). Any requested item or draft resolution must not be defamatory of any person.