Attendance Card

Please bring this card with you to the AGM and present it at Shareholder registration/accreditation.

AIB Group plc (the "Company") invites you to attend the Annual General Meeting ("AGM") of the Company to be held at **10 Molesworth Street, Dublin 2, Ireland** on Wednesday, 29 April 2020 at 11.00 a.m. and at any adjournment thereof.

Shareholder Reference Number

Form of Proxy - Annual General Meeting to be held on Wednesday, 29 April 2020

To cast your vote online **...It's fast, easy and secure!**
www.eproxyappointment.com

You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

Control Number: 916412 **SRN:** **PIN:**

To view the Annual Financial Report and Notice of AGM online, log on to **www.aib.ie/investorrelations**

To be effective, completed Forms of Proxy must be lodged with the Company's Registrar at: Computershare Investor Services (Ireland) Limited, P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, Ireland, or through the voting website, set out above, by Monday, 27 April 2020 at 11.00 a.m.

Explanatory Notes:

(1) Pursuant to Section 1105 of the Companies Act 2014, 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.

(2) 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. If you wish to appoint a proxy other than the Chairman of the AGM, please insert the proxy's name and address and delete the words "the Chairman of the AGM or".

(3) To be valid, this 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 by post 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 AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used.

(4) This Form of Proxy must (i) in the case of an individual shareholder be signed or submitted electronically in accordance with Note (8) below by the shareholder or his/her duly authorised attorney; or (ii) in the case of a corporate shareholder be given either under its common seal or be signed on its behalf by a duly authorised officer or attorney of the corporate shareholder or submitted electronically in accordance with Note (8) below.

(5) If this Form of Proxy is signed and returned without any indication as to how the person appointed is to vote, the proxy will exercise discretion as to how to vote or whether to abstain from voting.

(6) Completion and return of this Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending and voting in person at the AGM.

(7) In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

(8) Internet Voting: If, as an alternative to submitting this Form of Proxy, you wish to appoint (or remove) a proxy electronically, you may do so by accessing the Registrar's website at www.eproxyappointment.com. You can access this site from any internet enabled computer. 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 your Control Number, all of which are shown at the top of the Form of Proxy. CREST members who wish to appoint a proxy via the CREST electronic proxy appointment service should refer to the section entitled "Appointment of proxies" in the Shareholder Information section of the Notice of AGM for instructions on how to do so.

(9) The "Withhold" option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolutions.

(10) Resolutions 5(a), (c), (d), (e), (f), (g), (h) and (j) must be approved by a majority vote of both: (1) the shareholders; and (2) the independent shareholders (as defined in the Listing Rules of the Irish Stock Exchange plc and the Listing Rules of the Financial Conduct Authority). When the Company announces the results of the votes on these resolutions, it will disclose the level of support received for each resolution from shareholders and also from independent shareholders.

Kindly Note: This Form of Proxy is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised Form of Proxy is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for failure to carry out any instruction that does not comply with these conditions.

All Holders

Poll Card To be completed **only** at the AGM when the Poll is called.

	For	Against	Withhold
1. To receive and consider the financial statements for the year together with the reports of the Directors and the Auditor thereon	☐	☐	☐
2. To declare a final dividend	☐	☐	☐
3. To authorise the Directors to fix the remuneration of the Auditor	☐	☐	☐
4. To consider the continuation in office of Deloitte as Auditor	☐	☐	☐
5(a) To appoint Basil Geoghegan	☐	☐	☐
5(b) To reappoint Colin Hunt	☐	☐	☐
5(c) To reappoint Sandy Kinney Pritchard	☐	☐	☐
5(d) To reappoint Carolan Lennon	☐	☐	☐
5(e) To appoint Elaine MacLean	☐	☐	☐
5(f) To reappoint Brendan McDonagh	☐	☐	☐
5(g) To reappoint Helen Normoyle	☐	☐	☐
5(h) To appoint Ann O'Brien	☐	☐	☐
5(i) To reappoint Tomás O'Midheach	☐	☐	☐
5(j) To appoint Raj Singh	☐	☐	☐
6. To consider the Directors' Remuneration Report	☐	☐	☐
7. To consider the Remuneration Policy	☐	☐	☐
8. To authorise the Directors to allot relevant securities	☐	☐	☐
9(a) Limited authorisation for the Directors to disapply pre-emption rights	☐	☐	☐
9(b) Limited authorisation for the Directors to disapply pre-emption rights for an acquisition or specified capital event	☐	☐	☐
10. To authorise the purchase by the Company of its own shares	☐	☐	☐
11. To determine the re-issue price range at which the any treasury shares held may be re-issued off-market	☐	☐	☐
12. To authorise the Directors to convene general meetings on 14 days' notice	☐	☐	☐

Signature

Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example. ☒

I/We hereby appoint the Chairman of the AGM OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our Proxy to attend, speak and vote for me/us and on my/our behalf in the manner indicated below at the Annual General Meeting (the "AGM") of the Company to be held at **10 Molesworth Street, Dublin 2, Ireland on Wednesday, 29 April 2020 at 11.00 a.m.** and at any adjournment thereof. My/Our Proxy shall decide on how to vote on my/our behalf in respect of any other business of the AGM and any procedural resolutions moved at the AGM.

FOLD HERE FOLD HERE

I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.
*** For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).**

☐ Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

	For	Against	Withhold
1. To receive and consider the financial statements for the year together with the reports of the Directors and the Auditor thereon	☐	☐	☐
2. To declare a final dividend	☐	☐	☐
3. To authorise the Directors to fix the remuneration of the Auditor	☐	☐	☐
4. To consider the continuation in office of Deloitte as Auditor	☐	☐	☐
5(a) To appoint Basil Geoghegan	☐	☐	☐
5(b) To reappoint Colin Hunt	☐	☐	☐
5(c) To reappoint Sandy Kinney Pritchard	☐	☐	☐
5(d) To reappoint Carolan Lennon	☐	☐	☐
5(e) To appoint Elaine MacLean	☐	☐	☐
5(f) To reappoint Brendan McDonagh	☐	☐	☐
5(g) To reappoint Helen Normoyle	☐	☐	☐
5(h) To appoint Ann O'Brien	☐	☐	☐
5(i) To reappoint Tomás O'Midheach	☐	☐	☐
5(j) To appoint Raj Singh	☐	☐	☐
6. To consider the Directors' Remuneration Report	☐	☐	☐
7. To consider the Remuneration Policy	☐	☐	☐
8. To authorise the Directors to allot relevant securities	☐	☐	☐
9(a) Limited authorisation for the Directors to disapply pre-emption rights	☐	☐	☐
9(b) Limited authorisation for the Directors to disapply pre-emption rights for an acquisition or specified capital event	☐	☐	☐
10. To authorise the purchase by the Company of its own shares	☐	☐	☐
11. To determine the re-issue price range at which the any treasury shares held may be re-issued off-market	☐	☐	☐
12. To authorise the Directors to convene general meetings on 14 days' notice	☐	☐	☐

I/we would like my/our proxy to vote on the resolutions proposed at the AGM as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).