**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.

Your attention is drawn to the special arrangements for the Annual General Meeting in response to the Coronavirus ("COVID-19") pandemic, which are set out in this Notice of the Annual General Meeting.

# AIB Group plc

## LETTER FROM THE DEPUTY CHAIRMAN

and

## NOTICE OF ANNUAL GENERAL MEETING

to be held on Thursday 6 May 2021 at 10.00 a.m.

at 10 Molesworth Street,

Dublin 2

Ireland

A Form of Proxy for use at the Annual General Meeting is enclosed. As personal attendance at the Meeting may present a real risk to you and to others, and indeed may not be permitted at all by health guidelines, we invite Shareholders to submit their votes either through completion and submission of a Form of Proxy, or by the other means described in this document, and instead to join the proceedings over the two way telephone conference call facility. We also invite Shareholders to submit relevant questions in advance of the meeting by email – these will be answered at the meeting and thereafter directly to the Shareholder.

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

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

1 April 2021

**To the Shareholders of AIB Group plc**

Dear Shareholder,

The Notice of the Annual General Meeting ("AGM") of AIB Group plc (the "Company") to be held on Thursday 6 May 2021 at 10.00 a.m. at 10 Molesworth Street, Dublin 2, Ireland is set out on pages 11 to 15 of this document.

The resolutions to be proposed at the AGM 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 2020. A full copy of the 2020 Annual Financial Report is available on the Company's website https://group.aib.ie

**Resolution 2 – Remuneration of the Auditor**

Resolution 2 authorises the Directors to determine the remuneration of the Auditor.

**Resolution 3 – 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 as Auditor of the Company and Resolution 3 is being tabled as an "advisory", non-binding, resolution for this purpose.

**Resolution 4 – Election and Re-election of Directors**

Resolution 4 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.

Andy Maguire and Fergal O'Dwyer were appointed to the Board since the 2020 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.

AIB Group plc. Registered Office: 10 Molesworth Street, Dublin 2. Registered in Ireland, No. 594283.
Directors: B McDonagh (Deputy Chair), B Geoghegan, C Hunt, S Kinney Pritchard, C Lennon, E MacLean (British), A Maguire, H Normoyle, A O'Brien, F O'Dwyer, R Singh (USA)

The Board undertakes a formal annual evaluation of its Directors and is satisfied that all the Directors 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. Other than for Mr Maguire, 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 54 and 55 of the 2020 Annual Financial Report. Mr Maguire was appointed to the Board on 15 March 2021 and after the publication of the 2020 Annual Financial Report. He has extensive financial services experience spanning thirty-five years, including sixteen years with the Boston Consulting Group where he was Managing Partner of the London office covering the UK and Ireland, prior to which he held several global roles including Global Head of Retail Banking. From 2014 to 2020, Mr Maguire was the Group Chief Operating Officer for HSBC Holdings plc with responsibility for operations, technology, real estate, change and transformation and operational resilience. He is currently the chair of Thought Machine, a core banking Technology Company. He holds a BAI from Trinity College Dublin.

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 Company 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 independent Director will be considered separately at the meeting. Accordingly the resolutions to which this matter applies are: 4 a), c), d), e), f), g), h), i), j) and k).

On page 185 of the 2020 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 originally appointed to the Board by the Directors following the nomination of the Minister for Finance in Ireland. As noted on page 54, 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, are free from any relationships or other circumstances which are likely to affect the exercise of their independent judgement and disclosed as such in the 2020 Annual Financial Report.

### Resolution 5 – Directors' Remuneration Report

Resolution 5 will be proposed as an Ordinary Resolution to deal with the Directors' Remuneration Report. This Report is set out on pages 205 to 207 of the 2020 Annual Financial Report and has been prepared in accordance with the requirements of the European Union (Shareholders' Rights) Regulations 2020 (the "**Regulations**"). In accordance with the provisions of the Regulations, and consistent with the Company's prior practice, a resolution on this Report is being put to Shareholders on an advisory basis. Whilst an "advisory" resolution is 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 6 – Remuneration Policy

Resolution 6 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 201 to 202 of the 2020 Annual Financial Report and which has been prepared in accordance with the requirements of the Regulations.

This is also an "advisory" resolution and is being tabled for the same reason as Resolution 5 immediately preceding it.

### Resolution 7 – Authority to allot shares

Resolution 7 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 1 April 2021. 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 5 August 2022.

### Resolutions 8 (a) and (b) – Disapplication of pre-emption rights

Resolution 8 (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 8 (b) will also be proposed as a Special Resolution to empower the Directors, in addition to the authority sought under Resolution 8(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 5 August 2022.

### Resolution 9 – Authority to purchase own shares

Resolution 9 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 warrants 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 5 August 2022.

### Resolution 10 – Re-issue price of Treasury Shares

Resolution 10 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 5 November 2022.

### Resolution 11 – Amendment to the Articles of Association

Resolution 11 will be proposed as a Special Resolution to amend the Articles of Association of the Company to permit the Directors to resolve that any dividends declared in the future by the Directors or declared by Shareholders on the recommendation of the Directors shall be paid by electronic means only.

### 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.

### Resolution 13. Authority to make off-market purchases of ordinary shares from the Minister for Finance

Resolution 13 will be proposed as a Special Resolution to grant the Company authority to make, subject to the Minster for Finance's agreement, off-market purchases of ordinary shares from the Minister for Finance (or his nominee) pursuant to the Directed Buyback Contract which it is envisaged will be entered into by the Company shortly after the Annual General Meeting. I would like to draw your attention to Appendix 1, which sets out the background to, and gives further information on, Resolution 13.

The Directors consider it may, in certain circumstances, be in the best interests of AIB and its Shareholders for AIB to purchase its own shares from the Minister for Finance (or his nominee). AIB may agree with the Minister for Finance to make off-market purchases of its ordinary shares at such times and on such number of occasions as the Directors may determine (provided it does not exceed 4.99 per cent of AIB's Ordinary Share capital in any 12 month period):

(a) by way of one or more standalone purchases;

(b) through a non-discretionary, broker-managed directed trading programme (subject to certain parameters); or

(c) in conjunction with any offer or sale by the Minister for Finance (or his nominee) by way of or including an institutional placing.

Any such off-market purchases shall be made at the relevant market price on the date the Ordinary Shares are contracted to be purchased or, if made in conjunction with an institutional placing by the Minister for Finance (or his nominee), at the placing or offering price as determined through a bookbuilding process, and otherwise on the terms and conditions of the agreed form Directed Buyback Contract, which are summarised in Appendix 1.

Authority to enter into the Directed Buyback Contract will give AIB the flexibility, if appropriate at the relevant time and with the agreement of the Minister for Finance, to help facilitate the return of AIB to full private ownership over time through the use of AIB's excess capital. The Directors will only make off-market purchases with the Minister for Finance's agreement and where, in light of market conditions prevailing generally at the time, they consider that such off-market purchases will be in the best interests of Shareholders as a whole. Neither AIB nor the Minister for Finance would be under an obligation to agree to make such off-market purchases and would only do so subject to regulatory approval from the European Central Bank at the time.

Under Chapter 11 of the Irish Listing Rules and Chapter 11 of the UK Listing Rules, entering into the Directed Buyback Contract with the Minister for Finance constitutes a "related party transaction". However, the proposed off-market purchase is treated as a "smaller" related party transaction under Irish Listing Rule 11.1.15 and UK Listing Rule 11.1.10R and as such does not require the approval of independent holders of ordinary shares. If AIB wishes to purchase more than 4.99 per cent. of its issued share capital from the Minister for Finance in a 12-month period or the transaction would otherwise exceed the "smaller" related party transaction limits set out in the Irish Listing Rules and the UK Listing Rules (including when aggregated with any other relevant transactions), AIB will seek approval from its independent Shareholders for the relevant arrangements.

Under the Companies Act 2014, the Minister for Finance and his nominee are not permitted to vote the Ordinary Shares to which Resolution 13 relates (being 4.99 per cent. of AIB's Ordinary Share capital).

**Public Health Guidelines and the AGM**

The well-being of our Shareholders, employees and other attendees is a top priority for AIB. In light of the ongoing impact of the COVID-19 pandemic and in order to comply with public health guidance, the proceedings at the AGM will be conducted over a live telephone conference call.

As personal attendance at the AGM may present a real risk to you and to others, and indeed may not be permitted at all by health guidelines, we invite Shareholders to submit Forms of Proxy in advance to ensure that your vote counts at the AGM and instead to join the proceedings over the conference call facility.

To access the live telephone conference call, Shareholders should use the following numbers:

| | |
|---|---|
| Joining from Republic of Ireland | **+353 (0)1 5060650** |
| Joining from UK / International | **+44 (0) 2071 928338** |
| Quoting Event Passcode No: | **2783937** |

It is recommended that Shareholders dial in at least 15 minutes prior to the start time.

The Company continues to monitor the impact of COVID-19 and any relevant updates regarding the AGM, including any changes to the arrangements outlined in this Letter and the Notice of the AGM, will be announced via a Regulatory Information Service and made available on www.aib.ie/investorrelations.

In the event that it is not possible to hold the AGM either in compliance with public health guidelines or applicable law or where it is otherwise considered that proceeding with the AGM as planned poses an unacceptable health and safety risk, the AGM may be adjourned or postponed or relocated to a different time and/or venue, in which case notification of such adjournment or postponement or relocation will be given in accordance with applicable law.

## 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 Chair
AIB Group plc

## Voting Instructions

### Proxy voting

Those Shareholders unable to attend the Meeting may appoint a proxy. For Shareholders whose name appears in the register of members of the Company at the record date, 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 Computershare's voting website www.eproxyappointment.com, instructions on how to do this are set out on the Form of Proxy. Electronic proxy voting by Euroclear Nominees Limited as nominee for Euroclear Bank SA/NV ("Euroclear Bank" or "EB") in respect of the ordinary shares registered in the name of Euroclear Nominees Limited may also occur through the use of a secured mechanism to exchange electronic messages (as agreed by the Company with Euroclear Bank).

***Deadlines for receipt by the Company of proxy voting instructions***

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. However, persons holding through the Euroclear Bank or (via a holding of CREST depository interests ("CDIs")) CREST systems will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity. The submission of a proxy will not prevent you attending and voting at the Meeting should you wish to do so. However, we are discouraging Shareholders from physical attendance this year to comply with Public Health Guidance limiting the assembly of people due to the COVID-19 pandemic. We are instead 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.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

The following information for EB Participants and holders of CDIs is based on the information available to the Company as at the date of this document.

***Further information for EB Participants***

Participants in the Euroclear system ("**EB Participants**") can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" (the "**EB Services Descriptions**". EB Participants can either send:

- electronic voting instructions to instruct Euroclear Nominees Limited (as sole registered shareholder of all ordinary shares held through the Euroclear system) ("**Euroclear Nominees**") (or to appoint the chairman of the meeting as proxy) to:
    - vote in favour of all or a specific resolution(s);
    - vote against all or a specific resolution(s);
    - abstain from all or a specific resolution(s); or
    - give a discretionary vote to the chairman in respect of one or more of the resolutions being put to a shareholder vote; or

- a proxy voting instruction to appoint a third party (other than Euroclear Nominees/the chairman of the meeting) to attend the meeting and vote for the number of ordinary shares specified in the proxy voting instruction.

Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one (1) hour prior to the Company's proxy appointment deadline (being 48 hours before the relevant meeting).

Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions.

EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including the new voting deadlines and procedures.

***Further information for CREST members with holdings of CDIs***

Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system has arranged for voting instructions relating to the CDIs held in CREST to be received via a third party service provider, Broadridge Financial Solutions Limited ("Broadridge"). Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK & Ireland" webpage (see section CREST International Service – Proxy voting). CREST members can complete and submit proxy appointments (including voting instructions) electronically through Broadridge.

If you hold CDIs you will be required to make use of the Euroclear UK & Ireland proxy voting service facilitated on EUI's behalf by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions as required.

To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete the following documentation: Meetings and Voting Client Set-up Form (CRT408).

Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com

Fully completed and returned applications forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

The voting service will process and deliver proxy voting instructions received from CREST members on the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. The same voting options as described above for EB Participants will be available (i.e. electronic votes by means of chairman proxy appointments or appointing a third party proxy).

Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out above. Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI holder after the voting deadline but there is no guarantee that these will be processed within the requisite timeframes. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions.

CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

## 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 6 May 2021 at 10.00 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 2020 together with the reports of the Directors and the Auditor thereon.

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

3. 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).

4. 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) Andy Maguire
    g) Brendan McDonagh
    h) Helen Normoyle
    i) Ann O'Brien
    j) Fergal O'Dwyer
    k) Raj Singh

5. To consider the Directors' Remuneration Report as set out on pages 205 to 207 of the 2020 Annual Financial Report (Advisory Resolution).

6. To consider the Remuneration Policy as set out on pages 201 to 202 of the 2020 Annual Financial Report (Advisory Resolution).

7. 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 next annual general meeting of the Company or 5 August 2022 (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:**

8. As separate resolutions:
    (a) That, subject to the passing of Resolution 7, 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 7 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 next annual general meeting of the Company or 5 August 2022 (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 next annual general meeting of the Company or 5 August 2022 (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.

9. 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 next annual general meeting of the Company or 5 August 2022 (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.

10. 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 next annual general meeting of the Company or 5 August 2022 (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.

11. That the Articles of Association of the Company be and are hereby amended by the insertion of the following subsection (d) in Article 129 of the Articles of Association:

"(d) If the Directors decide that a dividend payment will be made by electronic means to an account (of a type approved by the Directors) nominated by a Holder or joint Holders, but no such account is nominated by the Holder or joint Holders or an electronic transfer into a nominated account is rejected or refunded, the Company may credit the amount payable to an account of the Company to be held until such time as the Holder nominates a valid account."

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.

13. That the terms of the contract between the Company and the Minster for Finance (a copy of which has been produced to the meeting and has been made available for inspection at the Company's registered office from the date of the notice of this meeting to the date of this meeting (the "**Directed Buyback Contract**") providing for off-market purchases (as defined by section 1072 of the Companies Act 2014) from the Minister for Finance or his nominee of fully paid ordinary shares in

the capital of the Company ("Ordinary Shares") at such times and at such prices and in such numbers and otherwise on the other terms and conditions set out in the Directed Buyback Contract, be and are hereby approved and authorised for the purposes of section 1075 of the Companies Act 2014 and the Company be and is hereby authorised to make, subject to the Minister for Finance's agreement, such off-market purchases from the Minister for Finance or his nominee, provided that:

(i) the authority hereby conferred shall, unless previously varied, revoked or renewed, expire at the conclusion of the next Annual General Meeting of the Company, or 5 August 2022 (whichever is earlier); and

(ii) where the Company concludes a contract to purchase Ordinary Shares pursuant to the authority hereby conferred prior to the expiry of such authority (which will or may be executed wholly or partly after such expiry), it may make a purchase of Ordinary Shares pursuant to such contract as if the authority had not expired.

By Order of the Board

**Conor Gouldson**
Group Company Secretary
AIB Group plc
10 Molesworth Street
Dublin 2
Ireland

1 April 2021

# AIB Group plc
# Shareholder Information

## Entitlement to attend and vote

1. Pursuant to Section 1105 of the Companies Act, only those persons registered on the Company's register of members: (i) at 6.00 p.m. on Sunday 2 May 2021; or (ii) if the AGM is adjourned, at the close of business on the day before the date that falls 72 hours prior to the adjourned AGM (for the purposes of these Notes only, being a "**Shareholder**"), 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 and others 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 and other relevant persons 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) would not ordinarily prevent a Shareholder from attending the AGM and voting in person should the Shareholder wish to do so, however physical attendance at the AGM in 2021 is not being encouraged and indeed may not be permitted.

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. For Shareholders wishing 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. Electronic proxy voting by Euroclear Nominees Limited as nominee for Euroclear Bank SA/NV ("**Euroclear Bank**") in respect of the ordinary shares registered in the name of Euroclear Nominees Limited may occur through the use of a secured mechanism to exchange electronic messages (as agreed with Euroclear Bank).

9. Persons who hold their interests in ordinary shares of the Company as Belgian law rights through the Euroclear Bank system or as CREST depository interests through the CREST system should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting voting instructions for the AGM through the respective systems.

10. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

## 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 2,714,381,237. The Company does not hold any shares in treasury.

12. 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.

13. Resolutions 1 to 7 are ordinary resolutions and require a simple majority of votes cast (in person or by proxy) at the meeting to be passed. Resolutions 8 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

14. 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 Chair 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 COVID-19 for the AGM in 2021, 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 in this way will be collated, read aloud at the meeting, answered at the meeting and thereafter directly to the Shareholder.

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

15. 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 25 March 2021 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.

## Appendix 1

### Summary Information on the Directed Buyback Contract

It is intended that, if Resolution 13 is approved, the Company and the Minister for Finance will enter into the Directed Buyback Contract which will give the Company flexibility if appropriate at the relevant time and with the agreement of the Minister for Finance, to help facilitate the return of AIB to full private ownership over time through the use of AIB's excess capital.

Under the proposed terms of the Directed Buyback Contract to be entered into between the Company and the Minister for Finance, if Resolution 13 is approved, the Company may agree with the Minister for Finance to make off-market purchases of its ordinary shares at such times and on such number of occasions as the Directors may determine (provided it does not exceed 4.99 per cent of AIB's Ordinary Share capital in any 12 month period):

(a) by way of one or more standalone purchases;

(b) through a non-discretionary, broker-managed directed trading programme (subject to certain parameters); or

(c) in conjunction with any offer or sale by the Minister for Finance by way of or including an institutional placing.

Neither the Company nor the Minister for Finance would be under an obligation to agree to make such off-market purchases and would only do so subject to regulatory approval from the European Central Bank at the time.

Under the proposed terms of the Directed Buyback Contract, an off-market purchase from the Minister for Finance (or his nominee) would only be made, provided that:

(a) the price payable by the Company to the Minister for Finance (or his nominee) will:

  (i) subject to paragraph (x) below, be the relevant market price per ordinary share on the date the ordinary share is contracted to be purchased as determined by the Directors; and

  (ii) be greater than or equal to the nominal value of an ordinary share at the relevant time (being €0.625 at the date of this Notice of General Meeting); and

  (iii) be less than or equal to the higher of:

    (A) 105 per cent. of the average of the mid-market quotations for an ordinary share as derived from The Daily Official List of Euronext Dublin for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and

    (B) that stipulated by Commission-adopted Regulatory Technical Standards pursuant to Article 5(6) of the Market Abuse Regulation (2014/596/EU);

(b) the consideration payable by the Company to the Minister for Finance (or his nominee) for any off-market purchase pursuant to the Directed Buyback Contract expressed as a percentage of the Company's market capitalisation at the date of such

off-market purchase (the "Consideration Percentage") shall not (when aggregated with the Consideration Percentage for any other purchases of ordinary shares by the Company from the Minister for Finance (or his nominee) within the previous 12 months) exceed 4.99 per cent.;

(c) the number of ordinary share which the Company may purchase from the Minister for Finance (or his nominee) shall, without prejudice to paragraph (y) below, not exceed such number of ordinary shares that, when aggregated with any other purchases of ordinary shares by the Company from the Minister for Finance (or his nominee) within the previous 12 months, equals 4.99 per cent. of the Company's ordinary share capital in issuance (i) at the time of the relevant off-market purchase or (ii) on the date of the Directed Buyback Contract (whichever is lower); and

(d) the proposed off-market purchase will, when aggregated with any other related party transactions entered into between the Company or any member of its corporate group and the Minister for Finance (or an associate) within the previous 12 months and which has not been approved by shareholders, be treated as a "smaller" related party transaction under Irish Listing Rule 11.1.15 and UK Listing Rule 11.1.10R.

In addition, an off-market purchase from the Minister for Finance in conjunction with an offer or sale by the Minister for Finance (or his nominee) of ordinary shares by way of or including an institutional placement would only be made provided that:

(x) the price payable by the Company to the Minister for Finance (or his nominee) will be the same price per ordinary share payable by institutional investors in the share offering as determined through a book building process; and

(y) the number of ordinary shares which the Company may purchase from the Minister for Finance (or his nominee) in such an off-market purchase shall not exceed 50 per cent. of the number of ordinary shares, which are the subject of the relevant share offering by the Minister for Finance; and

(z) any off-market purchase from the Minister for Finance (or his nominee) pursuant to the Directed Buyback Contract will settle immediately following and on the same business day as the settlement of the relevant share offering.

The Directed Buyback Contract shall only be entered into by the Company and the Minister for Finance if Resolution 13 is passed. Once signed, it shall remain in force until the earlier of (a) expiry of the authority conferred by Resolution 13 (unless such authority is renewed); and (b) termination by agreement in writing between the Company and the Minister for Finance.

Effect on the Minister for Finance's shareholding of the exercise in full of the off-market purchase authority

The shareholding of the Minister for Finance as at 1 April 2021 (being the latest practicable date prior to the publication of this document) was 1,930,436,543 ordinary shares in the Company. In addition, the Minister for Finance holds Warrants to subscribe for 271,166,685 ordinary shares in the Company representing as at 1 April 2021 (being the latest practicable date prior to the publication of this document) 9.99 per cent of the issued ordinary share capital of the Company (the "**Warrants**").

If the Company exercises in full the authority granted by Resolution 13, the shareholding of the Minister for Finance would be 1,794,988,920 ordinary shares (excluding any ordinary shares which

may otherwise be sold by the Minister for Finance (or his nominee) in an institutional placement in conjunction with an off-market purchase by the Company or otherwise) and assuming the Minister of Finance does not subscribe for ordinary shares under the Warrants. The exercise of the authority granted by Resolution 13 therefore would have the effect of reducing the Minister for Finance's holding of ordinary shares in the Company.

**Dated the day of 2021**

**AIB GROUP PLC**

**and**

**THE MINISTER FOR FINANCE OF IRELAND**

# SHARE PURCHASE DEED

**THIS DEED** is made on 2021 between:

(1) **AIB GROUP PLC,** a public limited company incorporated in Ireland with company number 594283 whose registered office is at 10 Molesworth Street, Dublin 2 (the "**Company**"); and

(2) **THE MINISTER FOR FINANCE OF IRELAND**, a corporation sole having its address at Government Buildings, Upper Merrion Street, Dublin 2 (the "**Minister**").

**RECITALS:**

(A) The Minister is the beneficial owner of 1,930,436,543 ordinary shares of €0.625 each in the capital of the Company (the "**Shares**"). The Shares owned by the Minister are held in the Ireland Strategic Investment Fund, a statutory fund owned by the Minister, and are managed and controlled by the National Treasury Management Agency (as the controller and manager of the Ireland Strategic Investment Fund) (the "**NTMA**") pursuant to directions in writing provided by the Minister to the NTMA.

(B) The Company and the Minister have agreed that the Company may, with the Minister's agreement, make off-market purchases of Ordinary Shares from the Minister (or his nominee).

(C) Such off-market purchases of Ordinary Shares may be made at such times and on such number of occasions as the Company and the Minister may agree, including through a Directed Trading Programme or in conjunction with a Share Offering (each as described below).

(D) This Deed sets out the terms and conditions of any such off-market purchase referred to in Recital (B) and constitutes the contract required by section 1075 of the Companies Act 2014 for such off-market purchases of its own shares by the Company.

**NOW IT IS DECLARED THAT**, it is hereby agreed as follows:

1. **Interpretation**

In this Deed, unless the context otherwise requires, the provisions in this clause 1 apply:

1.1 Definitions

"**Approved Price Range**" means a price per Ordinary Share (exclusive of expenses) that is:

(a) greater than or equal to the nominal value of an Ordinary Share at the relevant time (being €0.625 at the date of this Deed); and

(b) less than or equal to the higher of:

(i) 105 per cent. of the average of the mid-market quotations for an Ordinary Share as derived from The Daily Official List of Euronext Dublin for the five Trading Days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and

(ii) that stipulated by Commission-adopted Regulatory Technical Standards pursuant to Article 5(6) of the Market Abuse Regulation (2014/596/EU);

"**Business Day**" means any day (other than a Saturday or Sunday) on which banks are generally open for normal banking business in Dublin and the City of London;

"**Company Nominated Broker(s)**" has the meaning set out in clause 3.2(b)(i);

"**Directed Trading Programme**" means an arrangement under which one or more Company Nominated Brokers and one or more of the Minister's Nominated Brokers may (in their sole discretion and acting

on behalf of the Company or the Minister, as the case may be) agree purchases and sales of Ordinary Shares at the Relevant Market Price on any Trading Day during a Directed Trading Programme Period;

"**Directed Trading Programme Period**" has the meaning set out in clause 3.2(a)

"**Encumbrance**" means any pledge, mortgage, charge, lien or encumbrance or other claim;

"**Euronext**" means The Irish Stock Exchange plc (trading as Euronext Dublin);

"**FSMA**" means the Financial Services and Markets Act 2000, including any regulations made pursuant thereto;

"**Irish Listing Rules**" means the Listing Rules of Euronext Dublin, Euronext Dublin Rule Book: Book II, as amended by Euronext Dublin from time to time;

"**UK Listing Rules**" means the Listing Rules made by the Financial Conduct Authority pursuant to section 73A of FSMA, as amended from time to time;

"**Main Markets**" means the main market for listed securities of Euronext Dublin and the London Stock Exchange plc;

"**Minister's Nominated Broker(s)**" has the meaning set out in clause 3.2(b)(ii);

"**Off-Market Purchase Completion**" means completion of any off-market purchase of Ordinary Shares from the Minister (or his nominee) by the Company in accordance with clause 3;

"**Ordinary Share**" means an ordinary share of €0.625 in the capital of the Company;

"**Relevant Market Price**" means the price per Ordinary Share prevailing as at the relevant Time of Sale as appearing on, or derived from, the Euronext Dublin Daily Official List (or any successor publication) in respect of the Ordinary Shares or, when the Time of Sale is outside of trading hours on Euronext Dublin, such price as at the most recent close of trading on Euronext Dublin;

"**Share Offering**" means any offer or sale of Ordinary Shares by the Minister (or his nominee) by way of or including an institutional placement, whether to persons located in Ireland, the United Kingdom and/or in any other jurisdiction excluding, for the avoidance of doubt, any sale of Ordinary Shares to the Company pursuant to this Deed;

"**Share Offering Price**" means, in respect of any Share Offering, the price at which each Ordinary Share is to be sold in such Share Offering (as determined through a bookbuilding process) or, if different, the price at which each Ordinary Share is to be sold in the institutional placement that forms part of that Share Offering (as determined through a bookbuilding process);

"**Shareholder Approval**" means a special resolution of the Company's members approving the terms of this Deed pursuant to section 1075 of the Companies Act 2014 and authorising the Company to make off-market purchases from the Minister (or his nominee);

"**Time of Sale**" means the time and date on which the Company (or the Company Nominated Broker(s) acting on its behalf) agrees to make an off-market purchase other than an off-market purchase in conjunction with a Share Offering; and

"**Trading Day**" means any day during which the Ordinary Shares are traded on the Main Markets.

1.2 Interpretation

(a) Words incorporating the singular only shall include the plural and vice-versa and references to persons shall include individuals, bodies corporate (wherever incorporated), corporations

sole, unincorporated associations and partnerships (including limited partnerships) and wherever any such associations or partnerships are formed or organised.

(b) References to a statutory provision include any subordinated legislation made from time to time under that provision.

(c) References to a statutory provision include that provision as from time to time modified, supplemented, replaced or re-enacted so far as such modification, supplement, replacement or re-enactment applies or is capable of applying to any transactions entered into in accordance with this Deed.

(d) References in this Deed to clauses are to clauses of this Deed.

(e) Headings shall be ignored in construing this Deed.

(f) References in this Deed to times and dates are to Dublin, Ireland times and dates.

2. **Right to make off-market purchases of Ordinary Shares**

2.1 Subject to the agreement of the Minister, the Company shall be entitled to make an off-market purchase of Ordinary Shares from the Minister (or his nominee), provided that:

(a) the proposed off-market purchase will, when aggregated with any other related party transactions (as such term is defined in the Irish Listing Rules and the UK Listing Rules) entered into between the Company or any member of its corporate group and the Minister (or an associate (as such term is defined in the Irish Listing Rules and the UK Listing Rules) of the Minister) within the previous 12 months and which has not been approved by the Company's members be treated as a "**smaller**" related party transaction under Irish Listing Rule 11.1.15 and UK Listing Rule 11.1.10R;

(b) without prejudice to clause 2.2(b), the proposed off-market purchase will not result in more than the lower of 4.99 per cent. of:

(i) the Company's issued ordinary share capital as at the date of this Deed; and

(ii) the Company's issued ordinary share capital as at the date of the relevant off-market purchase, having been purchased within the previous 12 months;

(c) subject to clause 2.2(a) the price payable by the Company to the Minister (or his nominee) (or to the NTMA, on the Minister's behalf) for any off-market purchase of an Ordinary Share shall be the Relevant Market Price provided that such price is within the Approved Price Range;

(d) the consideration payable by the Company to the Minister (or his nominee) (or to the NTMA, on the Minister's behalf) for any off-market purchase pursuant to this Deed expressed as a percentage of the Company's market capitalisation at the date of such off-market purchase (the "**Consideration Percentage**") will not (when aggregated with the Consideration

Percentage for any other purchases by the Company from the Minister (or his nominee) within the previous 12 months) exceed 4.99 per cent.;

(e) written confirmation has been received from a sponsor in accordance with Irish Listing Rule 11.1.15(2)(a) and UK Listing Rule 11.1.10R(2)(b); and

(f) the European Central Bank has approved the relevant purchase by the Company of its Ordinary Shares.

2.2 If an off-market purchase is made in conjunction with a Share Offering pursuant to clause 3.2, then the following additional conditions shall apply:

(a) the price payable by the Company to the Minister (or his nominee) (or to the NTMA, on the Minister's behalf) for such off-market purchase of an Ordinary Share shall be the relevant Share Offering Price (and, for the avoidance of doubt, clause 2.1(c) shall not apply); and

(b) the number of Ordinary Shares which the Company may elect to purchase off-market at the time of such Share Offering shall not exceed 50 per cent of the number of Ordinary Shares, which are the subject of the relevant Share Offering.

3. **Procedure for off-market purchases**

3.1 In respect of any off-market purchase other than an off-market purchase by the Company of Ordinary Shares from the Minister (or his nominee) conducted through a Directed Trading Programme or in conjunction with a Share Offering:

(a) the Company or the Minister may notify the other party in accordance with clause 7 of the number of Ordinary Shares it or he offers to purchase or sell (or procure the sale of), as the case may be, off-market at the Relevant Market Price and the proposed Time of Sale and completion date for such off-market purchase and the time by which such offer must be accepted;

(b) on receipt of any notification pursuant to clause 3.1(a), the Minister or the Company, as the case may be, may notify the other party in accordance with clause 7 of its decision to accept or decline the Company's offer to purchase or the Minister's offer to sell (or procure the sale of), as the case may be, off-market such number of Ordinary Shares on the terms specified in the notification. Any notification pursuant to this clause 3.1(b), must be given to the other party by the time specified in the notification of the offer. If the Minister or the Company does not so notify the other party pursuant to this clause 3.1(b) then it or he shall be deemed to have declined the relevant offer; and

(c) on giving notice of the acceptance of an offer pursuant to clause 3.1(b), the Minister shall be bound to sell (or procure the sale of) and the Company shall be bound to purchase the number of Ordinary Shares specified in the relevant notice at the Relevant Market Price at the relevant Off-Market Purchase Completion.

3.2 In respect of any off-market purchase by the Company of Ordinary Shares from the Minister (or his nominee) conducted through a Directed Trading Programme:

(a) the Company and the Minister may agree to commence a Directed Trading Programme for a specified period of time which shall end no later than the date of termination of this Deed (the "**Directed Trading Programme Period**");

(b) on or prior to the commencement of the Directed Trading Programme Period:

(i) the Company may appoint one or more broker(s) (the "**Company Nominated Broker(s)**") to purchase on behalf of the Company (at the sole discretion of such

Company Nominated Broker(s)) Ordinary Shares from the Minister (or his nominee) (or the Minister's Nominated Broker(s) acting on behalf of the Minister) at the Relevant Market Price (subject to a maximum price to be specified by the Company) on any Trading Day for the duration of the Directed Trading Programme Period (up to a maximum aggregate number of Ordinary Shares); and

(ii) the Minister may appoint one or more broker(s) (the "**Minister Nominated Broker(s)**") to sell on behalf of the Minister (at the sole discretion of such Minister Nominated Broker(s)) Ordinary Shares to the Company (or the Company Nominated Broker(s)) at the Relevant Market Price (subject to a minimum price to be specified by the Minister) on any Trading Day for the duration of the Directed Trading Programme Period (up to a maximum aggregate number of Ordinary Shares); and

(c) the Company Nominated Broker(s) and the Minister Nominated Broker(s) may (in their sole discretion and acting on behalf of the Company or the Minister, as the case may be) agree purchases and sales of Ordinary Shares in accordance with any instructions given to them by the Company and the Minister as the case may be (including those referred to in clause 3.2(b) and subject to the conditions in clause 2.1).

3.3 In respect of any off-market purchase by the Company of Ordinary Shares from the Minister (or his nominee) in conjunction with a Share Offering:

(a) subject to applicable laws and the Minister agreeing to sell Ordinary Shares to the Company, the Minister may notify the Company in accordance with clause 7 of a proposed Share Offering prior to the announcement of such Share Offering;

(b) on receipt of any notification pursuant to clause 3.3(a) and subject to applicable laws, the Company shall notify the Minister in accordance with clause 7 of any decision to make an off-market purchase in conjunction with the proposed Share Offering referred to in clause 3.3(a). Any such notice shall (subject to clause 2.2(b)) specify the number of Ordinary Shares to be purchased off-market and may not be given following the announcement of such Share Offering; and

(c) on giving notice pursuant to clause 3.3(b), the Company shall be bound to purchase and, if he agrees to sell, the Minister shall be bound to sell (or procure the sale of) the number of Ordinary Shares specified in the relevant notice at the relevant Share Offering Price at the relevant Off-Market Purchase Completion.

3.4 Subject to applicable law, each party shall provide the other party with a reasonable opportunity to comment on any references to any proposed off-market purchase in any announcement relating to such an off-market purchase or, if applicable, a Share Offering.

4. **Off-Market Purchase Completion**

4.1 On any Off-Market Purchase Completion:

(a) the Company (or the Company Nominated Broker(s) acting on its behalf) shall pay to the Minister (or to the NTMA, on the Minister's behalf) (or the Minister Nominated Broker(s) acting on its behalf) an amount equal to the product of (i) the number of Ordinary Shares the

subject of the relevant off-market purchase; and (ii) the price payable for each Ordinary Share in accordance with clause 2.1(c) and 2.2(a), as applicable; and

(b) the Minister (or the Minister Nominated Broker(s) acting on its behalf) shall procure the transfer to the Company (or the Company Nominated Broker(s) acting on its behalf) of Ordinary Shares the subject of the relevant off-market purchase.

4.2 An Off-Market Purchase Completion shall take place at such time as the Company (or the Company Nominated Broker(s) acting on its behalf) and the Minister (or the Minister Nominated Broker(s) acting on its behalf) may agree in writing, provided that if an off-market purchase is made in conjunction with a Share Offering it shall take place at the same time as, or immediately following and on the same business day as, settlement of the relevant Share Offering.

4.3 If any condition in clause 2.1 is not satisfied or, in the case of an off-market purchase in conjunction with a Share Offering, the relevant Share Offering does not proceed to settlement, (otherwise than as a result of default by the Company on its obligations under clause 3.3(c)), neither the Company (or the Company Nominated Broker(s) acting on its behalf) nor the Minister (or the Minister Nominated Broker(s) acting on its behalf) shall have any obligations in respect of the relevant proposed off-market purchase or any claim against the other in respect of it.

4.4 Ordinary Shares sold in an off-market purchase pursuant to this Deed shall be sold free from Encumbrances.

5. **Termination**

5.1 Subject to clause 5.2, this Deed shall terminate with immediate effect and all rights and obligations of the parties under this Deed shall cease forthwith upon the earlier of:

(a) the date that the Shareholder Approval expires; and

(b) agreement in writing between the parties to terminate this Deed, provided that, if either party requests that this Deed be terminated, the other party shall not unreasonably withhold or delay its agreement.

5.2 Termination of this Deed shall be without prejudice to the rights of either party that may have arisen prior to termination. The whole of this clause 5 and clauses 6 to 10 shall survive termination of this Deed.

6. **Warranties/Undertakings**

6.1 The Minister warrants and undertakes to the Company that the following warranties will be true and not misleading (i) as at the date of each notification by the Company or the Minister pursuant to clause 3, (ii) on each Trading Day during a Directed Trading Programme Period on which a Company Nominated Broker agrees to purchase Ordinary Shares from the Minister or its nominee (or the Minister Nominated Broker(s) acting on behalf of the Minister), and (iii) as at the date of each Off-Market Purchase Completion:

(a) each of the Ordinary Shares the subject of the relevant off-market purchase is beneficially owned by the Minister (or his nominee) has the power to sell or procure the sale of the

Ordinary Shares the subject of the relevant off-market purchase, in each case free from all Encumbrances; and

(b) the Ordinary Shares the subject of the relevant off-market purchase are all fully paid.

7. **Notices**

7.1 Any notice or other communication in connection with this Deed shall be in writing and shall be sufficiently given or served if delivered or sent:

(a) in the case of the Company to:

Attention: Group Company Secretary
AIB Group PLC
10 Molesworth Street
Dublin 2

Email address: secretariat@aib.ie

with a copy to:

Head of AIB Investor Relations
10 Molesworth Street
Dublin 2

Email address: Investor.relations@aib.ie

(b) in the case of the Minister to:

The Minister for Finance
Government Buildings
Upper Merrion Street
Dublin 2

For the attention of: Head of Shareholding and Financial Advisory Division
Email address: Des.Carville@finance.gov.ie

7.2 A copy of each notice delivered by email shall be sent by hand or post to the recipient in accordance with clause 7.1, but failure to send such a copy shall not render any notice ineffective.

7.3 Any such notice or other communication shall be delivered by hand, post or email. In the absence of evidence of earlier receipt, a notice or other communication is deemed given:

(a) if sent by email, when sent (provided that an email shall be deemed not to have been sent if the sender receives a delivery failure notification); or

(b) if delivered by hand or post, at the time of actual delivery.

7.4 A party may change its notice details for the purposes of clause 7.1 by notifying the other party of such change, provided that such notification shall only be effective on:

(a) the date specified in the notification as the date on which the change is to take place, being not less than five Business Days after the date of such notice; or

(b) if no date is specified or the date specified is less than five Business Days after the date on which notice is given, the date falling five Business Days after notice of any such change has been given.

8. **Entire agreement**

This Deed contains the whole agreement between the parties in relation to the subject matter of this Deed to the exclusion of any terms implied by law which may be excluded by contract and supersedes any previous written or oral agreement between the parties in relation to the matters dealt with in this Deed.

9. **Further Assurances**

Each party agrees to do all things and execute all deeds, instruments, transfers or other documents as may be necessary or desirable to give full effect to the provisions of this Deed and the transactions contemplated by it.

10. **Assignment**

10.1 Subject to clause 10.2, neither party to this Deed shall be permitted to assign, transfer or novate, or purport to assign, transfer or novate, all or any of its rights, benefits or obligations under this Deed to any other person without the prior written consent of the other party.

10.2 The Minister shall be permitted to transfer, assign or novate its rights and obligations under this Deed to the NTMA, any Minister or Department of the Government of Ireland or any other entity or agency of or related to the Government of Ireland.

11. **Counterparts**

This Deed may be executed in any number of counterparts. All counterparts together will be taken to constitute one instrument.

12. **Variation**

No variation of this Deed shall be effective unless in writing and signed by or on behalf of each party.

13. **Non-exclusivity**

Nothing in this Deed shall confer on the Company any right of first refusal or pre-emption right on the sale by the Minister (or his nominee) of any Ordinary Shares and nothing in this Deed shall oblige the Minister to notify the Company in advance of any sale by the Minister (or his nominee) of any Ordinary Shares**.**

14. **Governing Law and Jurisdiction**

This Deed and any non-contractual obligations arising out of or in connection with it shall be governed by and construed in accordance with Irish law. Each party submits to the exclusive jurisdiction of the Irish courts to settle any dispute which may arise out of or in connection with this Deed.

**GIVEN** under the common seal of
**AIB GROUP PLC** and
**DELIVERED** as a **DEED**

_____
Director/Secretary/Authorised Person

_____
Director/Secretary/Authorised Person

**PRESENT** when the Official Seal of the
**MINISTER FOR FINANCE** was affixed
hereto and authenticated by the signature of:

_____
A person authorised by section 15(1) of the Ministers and Secretaries Act 1924 to sign on behalf of the Minister for Finance