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 independent 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 CHAIR

and

NOTICE OF ANNUAL GENERAL MEETING

to be held on Thursday, 4 May 2023 at 10.00 a.m.

at 10 Molesworth Street

Dublin 2

Ireland

Shareholders may join the proceedings in person or over the two-way telephone conference call facility. 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. A Form of Proxy for use at the Annual General Meeting is enclosed. We also invite Shareholders to submit relevant questions in advance of the meeting by email – these will be answered at the meeting.

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

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

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10 Molesworth Street
Dublin 2
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https://group.aib.ie

31 March 2023

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, 4 May 2023 at 10.00 a.m. at 10 Molesworth Street, Dublin 2, Ireland is set out on pages 10 to 14 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 2022. A full copy of the 2022 Annual Financial Report is available on the Company's website https://aib.ie/investorrelations/

Resolution 2 – Dividend

Resolution 2 seeks Shareholder approval to declare a final dividend of 6.2 euro cent per ordinary share for the year ended 31 December 2022 payable, if approved, on 12 May 2023 to holders of ordinary shares on the register of members at the close of business on 31 March 2023.

Resolution 3 – Remuneration of the Auditor

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

Resolution 4 – Appointment of Auditors

Resolution 4 seeks approval from shareholders for the appointment of PricewaterhouseCoopers as Auditor in place of Deloitte who will resign from office at the conclusion of the Annual General Meeting, having served ten years in office, the maximum period permitted.

A formal external audit tender process was completed by the Audit Committee on behalf of the Board in 2021 and PricewaterhouseCoopers have been selected by the Board as the proposed statutory auditor commencing with the 2023 financial year.

Resolution 5 – Re-election of Directors

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

AIB Group plc. Registered Office: 10 Molesworth Street, Dublin 2. Registered in Ireland, No. 594283. Directors: J. Pettigrew (Chair, British), A. Chaumartin (French), D. Galvin, B. Geoghegan, T. Horgan, J.C. Hunt, E MacLean (British), A. Maguire, B. McDonagh, H. Normoyle, A. O'Brien, F. O'Dwyer, S.K. Pritchard, J. Sijbrand (Netherlands), R. Singh (USA).

The Board continues its practice of requiring all 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 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 78 to 81 of the 2022 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 Company is subject. Therefore, the 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 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 re-election of each proposed independent Director will be considered separately at the meeting. Accordingly, the resolutions to which this matter applies are: 5 a), c), d), f), g), h), i), j), k), l), n) and o).

On page 90 of the 2022 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 as Directors by the Board following their nomination by the Minister for Finance in Ireland. As noted in his biography on page 80 of the 2022 Annual Financial Report, 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.

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 111 to 114 of the 2022 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 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 109 to 110 of the 2022 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 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 €556,964,265.21, representing approximately one third of the Company's issued share capital (excluding treasury shares) on 23 March 2023, being the latest practicable date prior to the publication of this document (the "**Latest Practicable Date**"). 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 3 August 2024.

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 €83,544,639.78, representing approximately 5% of the nominal value of the Company's issued share capital as at the Latest Practicable Date.

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 €83,544,639.78, which represents approximately 5% of the Company's issued share capital as at the Latest Practicable Date 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 revised Statement of Principles published in November 2022 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 revised Statement of Principles and consistent with the good practice template resolutions as published in November 2022.

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 3 August 2024.

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 warrants to subscribe for ordinary shares in the Company (which, at the Latest Practicable Date, is 271,166,685, representing 10.14% of the Company's issued share capital (excluding treasury shares)), would represent 11.27% 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 3 August 2024.

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 3 November 2024.

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. The exercise of this authority would only be considered by the Directors in limited circumstances where time is of the essence and where it would be to the advantage of Shareholders generally at that time.

Resolution 13 – Renewal of authority to make off-market purchases of ordinary shares from the Minister for Finance

Resolution 13 will be proposed as a Special Resolution to renew the authority of the Company to make, subject to the Minster for Finance's agreement, off-market purchases of ordinary shares from the Minister for Finance (or his nominee) on the same terms and conditions as contemplated in the contract entered into between the Company and the Minister for Finance dated 3 June 2021 (a copy of which was produced to the Annual General Meeting on 6 May 2021 and made available at the Company's registered office prior to such date) (the "Directed Buyback Contract"), which was originally approved by special resolution passed at that Annual General Meeting. The authority of the Company to make such off-market purchases under the Directed Buyback Contract was renewed by Shareholders at the Company's last Annual General Meeting on 5 May 2022. For the avoidance of doubt, the existing authority granted at the 2022 AGM for off-market purchases under the Directed Buyback Contract will also remain in place until the earlier of the conclusion of the 2023 Annual General Meeting or 4 August 2023. A copy of the Directed Buyback Contract will be available for inspection at the Company's registered office during normal business hours until the close of business on 4 May 2023 and will also be available for inspection for at least 15 minutes prior to and during the AGM. A copy of the Directed Buyback Contract will also be available on www.aib.ie/investorrelations.

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 book building process, and otherwise on the terms and conditions of the Directed Buyback Contract.

Renewal of the authority to make off-market purchases of ordinary shares from the Minister for Finance 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, 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 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 unlikely 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.

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

Joining from Republic of Ireland	01 582 2042
Joining from UK / International	+44 (0) 203 481 4240
Quoting Conference ID:	7294576

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

Move towards payment of dividends electronically

I would like to take this opportunity to remind Shareholders that we are working to introduce the payment of dividends by direct credit transfer. In order to facilitate this change, Shareholders passed a resolution at the 2021 Annual General Meeting of the Company, on 6 May 2021, to make certain amendments to the Articles of Association. If Shareholders would like to elect to receive dividends electronically at this time, you can do so via our Registrar Computershare's online portal, or download a form on www.investorcentre.com/ie. The relevant forms will also be included with all dividend cheque payments, if approved, on 12 May 2023. Signing up for direct credit transfer would mean quick and easy access to your funds and would also help to reduce the impact on the environment.

AGM Information

Information regarding the AGM including a copy of this AGM Notice, details of the total number of shares and voting rights at the date of giving of this Notice, the Annual Report and Financial Statements, copies of any draft resolutions and copies of the forms to be used to vote by proxy and to vote by correspondence, and a copy of the Directed Buyback Contract are available on the Company's website at www.aib.ie/investorrelations. The ISIN for AIB Group plc's Ordinary Shares is IE00BF0L3536. The unique identifier code of the AGM for the purposes of Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018 is available at www.aib.ie/investorrelations.

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 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,

Jim Pettigrew
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. If Shareholders are not able to attend the meeting in person they may join the proceedings via a conference call and in such circumstances are requested 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.

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 4 May 2023 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 2022 together with the reports of the Directors and the Auditor thereon.

2. To declare a final dividend of 6.2 euro cent per ordinary share for the year ended 31 December 2022 payable on 12 May 2023 to holders of the ordinary shares on the register of members at close of business on 31 March 2023.

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

4. To appoint PricewaterhouseCoopers as Auditor of the Company.

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

    a) Anik Chaumartin
    b) Donal Galvin
    c) Basil Geoghegan
    d) Tanya Horgan
    e) Colin Hunt
    f) Sandy Kinney Pritchard
    g) Elaine MacLean
    h) Andy Maguire
    i) Brendan McDonagh
    j) Helen Normoyle
    k) Ann O'Brien
    l) Fergal O'Dwyer
    m) Jim Pettigrew
    n) Jan Sijbrand
    o) Raj Singh

6. To consider the Directors' Remuneration Report as set out on pages 111 to 114 of the 2022 Annual Financial Report (Advisory Resolution).

7. To consider the Remuneration Policy as set out on pages 109 to 110 of the 2022 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 €556,964,265.21 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 3 August 2024 (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 €83,544,639.78,

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 3 August 2024 (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 €83,544,639.78; and

(ii) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve 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 3 August 2024 (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 next annual general meeting of the Company or 3 August 2024 (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 next annual general meeting of the Company or 3 November 2024 (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.

13. That the Company is hereby authorised to make 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 terms and conditions set out in the contract between the Company and the Minster for Finance dated 3 June 2021 (a copy of which was produced to the General Meeting on 6 May 2021 and made available for inspection at the Company's registered office prior to such date), which was originally approved by special resolution passed at the General Meeting and then renewed at the Annual General Meeting on 5 May 2022, 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 3 August 2024 (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

31 March 2023

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 30 April 2023; 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. Shareholders and other relevant persons may also join the proceedings via a conference call and 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.

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 2,673,428,473. 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 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

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.

    The Company is also inviting questions from Shareholders 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 and answered at the meeting.

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 23 March 2023 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.