
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the course of action to be taken, please immediately consult your independent professional adviser (being, in the case of shareholders in Ireland, an adviser authorised or exempt under the Investment Intermediaries Act 1995 or the Stock Exchange Act 1995 and, in the case of shareholders in the United Kingdom, an adviser authorised pursuant to the United Kingdom Financial Services and Markets Act 2000).

If you have sold or otherwise transferred all your shares in Allied Irish Banks, p.l.c., please pass this document and the accompanying Form of Proxy to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



Allied Irish Banks, p.l.c.

**Annual General Meeting
Tuesday, 22nd April 2008**

Notice of the Annual General Meeting of Allied Irish Banks, p.l.c. to be held at **Bankcentre, Ballsbridge, Dublin 4, Ireland**, on **Tuesday, 22nd April 2008 at 12 o'clock noon**, is set out in this document, accompanying which is a Form of Proxy for use in connection with the resolutions at the Meeting. To be valid, Forms of Proxy must be returned so as to be received by the Bank's Registrar, Computershare Investor Services (Ireland) Ltd., P.O. Box 954, Dublin 18, Ireland, not later than 12 o'clock noon on 20th April 2008.

Allied Irish Banks, p.l.c.

(Incorporated in Ireland under the Companies Acts 1963 to 2006 - No. 24173)

Letter from the Chairman to the Ordinary Shareholders

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

10th March 2008

Dear Shareholder,

I am pleased to send you information about our Annual General Meeting (“AGM”), to be held on 22nd April 2008 at Bankcentre, Ballsbridge, Dublin 4. I hope you can attend.

The Notice of the AGM appears on pages 4 to 6, and this letter explains the major items of business to be dealt with.

Item 3 - Re-appointment of Directors

All the Directors will retire from office at the AGM and, with the exception of Mr. Adrian Burke and Mr. Jim O’Leary, who are retiring from the Board after long and distinguished service, offer themselves for re-appointment. This is provided for at item number 3 of the Notice.

All the Directors going forward for re-appointment are experienced and knowledgeable, and the Board is confident that each Director being proposed for re-appointment will continue to make a valuable contribution and provide an independent and objective perspective in discharging his or her duties as a Director.

Items 5 and 6 - Renewal of authorities to purchase the Company’s shares and to set the price for their re-issue

The Directors wish to have their authority to make market purchases of the Bank's Ordinary Shares renewed. Accordingly, the resolution at number 5 of the Notice provides authority for the Directors to purchase up to 91.8 million Ordinary Shares. The maximum and minimum price that may be paid for each share is detailed in the explanatory note to the resolution. This authority will provide flexibility in the management of the Group’s capital, and will be exercised only if the Directors consider it to be in the best interests of the Company.

The Resolution at number 6 sets the price range within which any shares so purchased and held as treasury shares may be re-issued. Further information is given in the explanatory note to the resolution.

Item 7 - Renewal of authority to allot shares other than to existing shareholders

The Directors wish to have renewed their authority to allot shares for cash, without being required to offer them first to existing shareholders. The Resolution at number 7 provides for this in respect of up to 45.9 million Ordinary Shares.

Item 8 - Electronic Communication

Recent legislation augments the ability of the Company to use electronic means to convey information to shareholders, provided principally that: (a) the decision to use these means is taken in a general meeting; (b) shareholders are contacted in writing to request their consent; and (c) shareholders are able to request at any time in the future that information is conveyed in writing. The Resolution at item number 8 of the Notice addresses proviso (a).

Electronic communication may suit shareholders who no longer wish to receive our bulky Annual Report and Accounts. The use of electronic means will provide faster communication with shareholders, as well as benefitting the environment by saving paper and reducing costs for the Company. These changes have no effect on shareholders who have already opted for electronic communication under earlier legislation.

If this Resolution is passed, shareholders will be contacted, in writing, to seek their consent to the use of electronic means to convey information to them. However, shareholders who would like to continue to receive printed copies of documents may choose to do so, and those who consent to the use of electronic means will be able to request, at any time in the future, that information be conveyed in writing.

Item 9 - Amendments to the Articles of Association

The Directors wish to make a number of amendments to the Articles of Association, as provided for in the Resolution at item 9 of the Notice. These amendments mainly relate to and are, in part, contingent on the passing of the Resolution at item 8 dealing with electronic communication with shareholders.

A copy of the Memorandum and Articles of Association, amended to reflect the proposed changes, may be inspected by shareholders at Bankcentre, Ballsbridge, Dublin 4, and at Allied Irish Bank (GB), 9/10 Angel Court, London, EC2R 7AB, during business hours until the close of the AGM.

Items 10 and 11 - Resolutions from Shareholders

A shareholder has given notice of her intention to propose a resolution that Mr. Niall Murphy, a former employee of AIB, be appointed a Director of the Company. Mr. Niall Murphy has given notice of his intention to propose a resolution to remove me as a Director. The Board considers these resolutions to be without merit. I would remind shareholders that Mr. Murphy has been attempting to remove Directors for many years.

Action to be taken

I would encourage you to vote by completing, signing and returning the enclosed Proxy Form. Alternatively, you may appoint a proxy and submit your votes through the internet; instructions on how to do so are found on the reverse of the Form. All proxy appointments/votes must be received by the Registrar not later than 12 o'clock noon on 20th April 2008.

If you would like to submit a question in advance of the AGM, you will find instructions on the back of the Proxy Form. Submitting a question will not preclude you from asking that, or any other, question at the AGM; I will respond to all submitted questions, in writing, after the AGM.

Recommendations

The Directors believe that the Resolutions to be proposed in connection with items 1 to 9 of the Notice are in the best interests of the Company and its shareholders, and so they recommend that you vote in favour of those resolutions, as they intend to themselves, in respect of their shares. The Directors believe that the other resolutions are not in the best interests of the Company and its shareholders, and so recommend that you vote against those resolutions, if they are proposed, as the Directors intend to themselves, in respect of their shares.

Yours sincerely,

Dermot Gleeson

Chairman

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Allied Irish Banks, p.l.c. will be held at Bankcentre, Ballsbridge, Dublin 4, on Tuesday, 22nd April 2008 at 12 o'clock noon for the following purposes:

1. To receive the Report of the Directors and Statement of Accounts for the year ended 31st December 2007.
2. To declare the final dividend of €0.512 per Ordinary Share recommended by the Directors.
3. To re-appoint the following Directors:

(a) Mr. Kieran Crowley	(f) Ms. Anne Maher	(k) Mr. Eugene J. Sheehy
(b) Mr. Colm Doherty	(g) Mr. Daniel O'Connor	(l) Mr. Bernard Somers
(c) Mr. Donal Forde	(h) Mr. John O'Donnell	(m) Mr. Michael J. Sullivan
(d) Mr. Dermot Gleeson	(i) Mr. Sean O'Driscoll	(n) Mr. Robert G. Wilmers
(e) Mr. Stephen L. Kingon	(j) Mr. David Pritchard	(o) Ms. Jennifer Winter.

Explanatory Note

Biographical information in respect of the Directors is given on pages 6 and 7 of the Annual Report and Accounts.

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

Explanatory Note

The Company's Auditor, KPMG, whose audit and non-audit services are monitored by the Audit Committee, has indicated willingness to continue in office. This resolution gives the Directors authority to approve fees in relation to the audit of the Accounts for 2008.

5. To consider and, if thought fit, pass a Special Resolution in the following terms:

“That the Company and/or any subsidiary (as such expression is defined by Section 155 of the Companies Act 1963) of the Company be and is hereby generally authorised to make market purchases (as defined by Section 212 of the Companies Act 1990 (“the 1990 Act”)) of Ordinary Shares of €0.32 each of the Company (“share” or “shares” as appropriate) on such terms and conditions and in such manner as the Directors, or, as the case may be, the Directors of such subsidiary, may from time to time determine, but subject however to the provisions of the 1990 Act and to the following restrictions:

 - (a) the maximum number of shares so authorised to be acquired shall be 91.8 million;
 - (b) the minimum and maximum prices which may be paid for any such share shall be determined in accordance with Article 52 of the Articles of Association.

The authority hereby conferred shall be effective from 23rd April 2008 and shall expire at the close of business on the earlier of the date of the next Annual General Meeting, or 21st October 2009, unless previously varied, revoked or renewed in accordance with the provisions of Section 215 of the 1990 Act. The Company, or any such subsidiary, may, before such expiry, enter into a contract for the purchase of shares which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authority conferred hereby had not expired.”

Explanatory Note

This resolution enables the Company, if the Directors so decide, to buy up to 91.8 million Ordinary Shares in the market, being approximately 10% of the number of shares in issue. The maximum price that may be paid for each share is 5% above the average closing price of the shares on the Irish Stock Exchange for the previous five business days. The minimum price that may be paid for each share is its nominal value. The authority will remain in force until the AGM in 2009 or 21st October 2009, whichever is earlier. It would be intended to hold as treasury shares any shares bought on foot of this authority.

There are options outstanding over some 11.1 million Ordinary Shares, which represent 1.2% of the issued Ordinary Shares (1.3% when shares held as treasury shares are excluded). Were this authority to be used in full and the purchased shares cancelled, the outstanding options would represent 1.3% of the issued Ordinary Shares.

6. Subject to the passing of the Resolution set out at item 5 above, to consider and, if thought fit, pass a Special Resolution in the following terms:

“That for the purposes of Section 209 of the Companies Act 1990 (“the 1990 Act”), the price range within which any treasury shares for the time being held by the Company may be re-issued off-market shall be determined in accordance with Article 53 of the Articles of Association. The authority hereby conferred shall be effective from 23rd April 2008 and shall expire at the close of business on the earlier of the date of the next Annual General Meeting, or 21st October 2009, unless previously varied or renewed in accordance with the provisions of Section 209 of the 1990 Act.”

Explanatory Note

This resolution sets the price range for the re-issue off-market of treasury shares. If any shares are re-issued under the employee share schemes, the price will be determined as provided for in the rules of the particular scheme. If the shares are re-issued in any other circumstances, the price may not be more than 5% below, or 20% above, the average closing price of the shares on the Irish Stock Exchange for the previous five business days. The Company holds some 37.8 million Ordinary Shares as treasury shares.

7. To consider and, if thought fit, pass a Special Resolution in the following terms:

“That the power conferred on the Directors by paragraph (b) (ii) of Article 8 of the Articles of Association be and is hereby renewed for the period ending on the date of the Annual General Meeting in 2009 or, if earlier, 21 July 2009, and for such period the Section 23 Amount (as defined in paragraph (d)(iv) of the said Article) shall be €14.69 million.”

Explanatory Note

This resolution renews the Directors’ authority to allot shares for cash, without being required to offer such shares first to existing shareholders. The authority would remain in force until the AGM in 2009 or, if earlier, 21st July 2009. The proposed limit represents approximately 45.9 million Ordinary Shares, which is approximately 5% of the issued Ordinary Shares, and accords with the Guidelines of the Irish Association of Investment Managers.

8. To consider and, if thought fit, pass a Resolution in the following terms:

“That, in addition to its existing entitlement to use electronic communications, the Company be and is hereby authorised to use electronic means to convey information to shareholders, debt securities holders, and others, subject to and in accordance with the provisions of the Transparency (Directive 2004/109/EC) Regulations 2007.”

Explanatory Note

The Transparency (Directive 2004/109/EC) Regulations allow companies to use electronic means to convey information to their shareholders, debt securities holders and others, provided a decision to use those means is taken by the company at a general meeting, and provided those persons are contacted in writing to request their consent to the use of electronic means. Those who do not wish to receive information by electronic means will be able to request that information be conveyed in writing, and, in that event, they will continue to receive the various documents sent to shareholders, including the Annual Report and Accounts, in paper form. This Resolution, if adopted, will constitute a decision of the Company to use electronic means to convey information to shareholders and debt securities holders. The above Regulations provide that shareholders who do not reply, within a reasonable period of time, to a company’s request for consent to the use of electronic means may be deemed to have consented to it. Such shareholders will, in future, be sent all documentation in paper form, except the Annual Report and Accounts, which will be available on AIB’s website.

9. To consider and, if thought fit, pass a Special Resolution in the following terms:

“That the Articles of Association of the Company be and are hereby amended as follows:

- (a) in Article 2, by deleting “2001” in the definition of “The Acts” and substituting “2005 and every other Act or statutory instrument which is to be read or construed together, or as one with, any of those Acts.”

and, subject to the passing of the Resolution set out at item 8 above,

- (b) in Article 139 by the deletion of the first sentence of that Article and the substitution of the following:
“A notice or other document may be served by the Company upon any member either personally, by sending it through the post in a prepaid envelope or wrapper addressed to such member at his address as appearing in the Register of Members, by an electronic communication as defined in, and permitted by, the Electronic Commerce Act 2000 and by electronic means as defined in, and permitted by, the Transparency (Directive 2004/109/EC) Regulations 2007.”
- (c) In Article 144 by the insertion of new paragraphs (b) and (c) (with the existing paragraph (b) becoming (d)):
“(b) Any notice or other document, if served by an electronic communication or by electronic means, shall be deemed to have been served at the time it is sent, and in providing such service, a certificate in writing signed by the Secretary or any other clerk, official, officer or employee of the Company that the notice or other document was so sent shall be conclusive evidence of that fact.
(c) Any notice or other document, if served by being made available in an electronic communication or otherwise using electronic means, shall be deemed to have been served when notice of the fact that it has been made available is served.””

Explanatory Note

The change at (b) is to the effect that a notice or document may be served electronically. The changes at (c) provide that a notice or document served electronically is deemed to be served at the time it is sent, while a notice or document served by being made available electronically is deemed to be served when notice of that fact is given.

10. The Directors have received notice from a shareholder of her intention to propose a resolution that Mr. Niall Murphy be appointed a Director of the Company.

Explanatory Note

This notice is from Mrs. Loraine Murphy, who has proposed the appointment of Mr. Murphy as a Director each year since 1999. Mr. Murphy's name first went before shareholders for appointment as a Director, on foot of a similar notice from a shareholder, in 1988. On each occasion, the resolution has been overwhelmingly rejected by the shareholders.

11. The Directors have received a notice from a shareholder, Mr. Niall Murphy, of his intention to propose a resolution for the removal of Mr. Dermot Gleeson as a Director of the Company. In line with usual practice, a resolution to remove a Director already re-appointed at the Meeting will not be permitted.

By order of the Board

W. M. KINSELLA

Secretary

NOTES

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote instead of the member. A proxy need not be a member of the Company.
2. To be entitled to attend and vote at the Meeting (and for the purpose of determining the number of votes that may be cast), members must be entered on the Register of Members at close of business on 20th April 2008.
3. Notwithstanding the appointment of a proxy, a member may attend and vote at the Meeting and such attendance will have the effect of cancelling the appointment.
4. CREST members may appoint one or more proxies through the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Further information on CREST procedures and requirements is contained in the CREST Manual. The message appointing a proxy(ies) must be received by the Registrar (3RA50) not later than 12 o'clock noon on Sunday, 20th April 2008. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.

Bankcentre,
Ballsbridge,
Dublin 4.

10th March 2008