

# Form of Proxy for Extraordinary General Meeting



E659

## Allied Irish Banks, p.l.c.

Registered Office: Bankcentre, Ballsbridge, Dublin 4.  
Registered in Ireland, No. 24173.

Internet Voting: You may submit your vote via the internet (see overleaf). To do so, you will need your PIN and Shareholder Reference Number (SRN), shown below.

PIN

SRN

I/We, the undersigned member(s) of Allied Irish Banks, p.l.c., hereby appoint the Chairman of the Meeting or [see Note (e) over] \_\_\_\_\_ as my/our Proxy to vote for me/us and on my/our behalf in the manner indicated below at the Extraordinary General Meeting of the Company to be held on 13th May 2009 and at any and every adjournment thereof. My/Our Proxy shall decide on how to vote on my/our behalf in respect of any procedural resolutions moved at the Meeting.

**PLEASE INDICATE WITH AN "X" IN THE BOXES BELOW HOW YOU WISH YOUR VOTES TO BE CAST (see notes overleaf).**

A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" the resolution.

### The Directors recommend that you vote FOR these Resolutions:

- |   | FOR                      | Against                  | Withhold                 |   | FOR                      | Against                  | Withhold                 |  | FOR                      | Against                  | Withhold                 |
|---|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1. To increase the Company's authorised share capital   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 4. To authorise the capitalisation of reserves                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 7. To adopt new Articles of Association  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To grant the Directors' authority to allot relevant securities   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5. To dis-apply statutory pre-emption rights for the granting of the Warrants | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8. To renew the Directors' authority to allot shares for cash on a non pre-emptive basis | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the issue of ordinary shares on the exercise of the Warrants at a discount of more than 10% | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6. To authorise the purchase of Preference Shares of the Company              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |  |                          |                          |                          |

Note: Resolutions 1 to 7 are interconditional.

Signature

Dated

2009

## Attendance Card for Extraordinary General Meeting

Please Detach



Signature of Shareholder

Allied Irish Banks, p.l.c.

Signature of Proxy (if applicable)

Attendance Card for the Extraordinary General Meeting to be held on Wednesday, 13th May 2009 at Bankcentre, Ballsbridge, Dublin 4, commencing at 10:00 a.m.

**Do not post this Attendance Card - complete it prior to arrival at the Extraordinary General Meeting, and present it at the Shareholders' Registration Desk.**

A limited number of car parking spaces will be available at Bankcentre at the front and side of the building.

# Extraordinary General Meeting



Allied Irish Banks, p.l.c.

## FORM FOR SUBMITTING YOUR QUESTION IN ADVANCE OF THE EXTRAORDINARY GENERAL MEETING

Questions (and the identity of the questioner) may be disclosed to the EGM. Questions on similar or related topics may be grouped together for answer. To submit a question by e-mail, send your question to [agmoregm.question@aib.ie](mailto:agmoregm.question@aib.ie). You must quote your name and SRN (shown overleaf).

Question \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name \_\_\_\_\_

I will attend the EGM  *or* I will not attend the EGM  (Please tick as appropriate)

## NOTES ON COMPLETING THE FORM OVERLEAF

- To be valid, the Form overleaf and, if applicable, any power of attorney or resolution under which it is signed, or a notarially certified copy of such power of attorney or resolution, must be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited, Heron House, P.O. Box 954, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, not less than forty-eight hours before the time appointed for the holding of the Meeting or any adjournment of the Meeting.
- This Form must (i) in the case of an individual member be signed by the member or his/her attorney; or (ii) in the case of a corporate member be given either under its common seal or be signed on its behalf by a duly authorised officer of the corporate member.
- Completion and return of this Form will not prevent a member from attending and voting in person; such attendance will have the effect of cancelling the appointment of the proxy.
- In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- You are entitled to appoint a proxy of your choice. If you wish to appoint a proxy other than the Chairman of the Meeting, please insert the proxy's name and address and delete the words "*the Chairman of the Meeting or*".
- If this Form is signed and returned without any indication as to how the person appointed is to vote, the Proxy will exercise discretion as to how to vote or whether to abstain from voting.
- This Form, which is personalised, may only be used in respect of the share account of which details are shown overleaf. Any alteration to such details, or any attempt to use the Form in respect of any other share account, may render the Form invalid.
- Internet Voting:** If, as an alternative to submitting this Form, you wish to submit your proxy appointment and/or vote electronically, you may do so by accessing the Registrar's website at [www.computershare.com/ie/voting/aib](http://www.computershare.com/ie/voting/aib). You can access this site from any internet enabled computer. To log in, you will require your unique PIN (which will expire at the end of the voting period), and your Shareholder Reference Number (SRN), both of which are shown at the top of the Form overleaf. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to Note 4 of the Notice of Extraordinary General Meeting for instructions on how to do so.

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

### Poll card to be completed at the EGM. The Directors recommend that you vote FOR these Resolutions:

	FOR	Against	Withhold		FOR	Against	Withhold		FOR	Against	Withhold
1. To increase the Company's authorised share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. To authorise the capitalisation of reserves	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. To adopt new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To grant the Directors' authority to allot relevant securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. To dis-apply statutory pre-emption rights for the granting of the Warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To renew the Directors' authority to allot shares for cash on a non pre-emptive basis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the issue of ordinary shares on the exercise of the Warrants at a discount of more than 10%	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. To authorise the purchase of Preference Shares of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Note: Resolutions 1 to 7 are interconditional.

Signature \_\_\_\_\_