



Attendance Card

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

Allied Irish Banks, p.l.c. (the "Company") invites you to attend the Court Meeting of the Company the ("Court Meeting") to be held at **The Ballsbridge Hotel, Pembroke Road, Dublin 4, Ireland** on Friday 3 November 2017 at 10.00 a.m.

Shareholder Reference Number

Ordinary Share ("Share") Green Form of Proxy - Court Meeting to be held on Friday 3 November 2017



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

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

Control Number: 914615

SRN:

PIN:

To view the Circular and Notice of Court Meeting online, log on to www.aib.ie/investorrelations

To be effective, completed Forms of Proxy must be lodged with the Company's registrar at:

Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, or through the voting website, see above, by Wednesday 1 November 2017 at 10.00 a.m.

Explanatory Notes:

- Only those shareholders registered on the Company's register of members: (i) at the close of business on the day two days prior to the Court Meeting; or (ii) if the Court Meeting is adjourned, at the close of business on the day two days prior to the adjourned Court Meeting, shall be entitled to attend and vote at the Court Meeting 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 Court Meeting.
- To be valid, the Form overleaf and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be returned by post to Computershare Investor Services (Ireland) Limited, P.O. Box 954, Sandyford, Dublin 18, D18 Y2X6, Ireland or (during normal business hours) by hand to Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, D18 Y2X6, Ireland, not later than 48 hours before the Court Meeting or adjourned Court Meeting or (in the case of a poll taken otherwise than at or on the same day as the Court Meeting or adjourned Court Meeting) at least 48 hours before the taking of the poll at which it is to be used. If the Form is not returned so as to be received by the time mentioned above, it may be handed to Computershare at the venue of the Court Meeting or to the Chairman at the Court Meeting before the taking of the poll.
- This Form must (i) in the case of an individual Shareholder be signed or submitted electronically in accordance with Note (9) below by the shareholder or his/her duly authorised attorney; or (ii) in the case of a corporate shareholder be given either under its common seal or be signed on its behalf by a duly authorised officer or attorney of the corporate shareholder or submitted electronically in accordance with Note (9) below.
- Completion and return of this Form (or submission of proxy instructions electronically) will not prevent a shareholder from attending and voting in person at the Court Meeting.
- 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.
- A shareholder who is entitled to attend and vote at the Court Meeting is entitled to appoint a proxy (or more than one proxy as alternates) to attend, speak and vote instead of the shareholder. A proxy need not be a shareholder. If you wish to appoint more than one proxy please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited, on +353 1 247 5411. If you wish to appoint a proxy other than the Chairman of the Court Meeting, please insert the proxy's name and address and delete the words "the Chairman of the meeting or". If you wish to appoint an alternate proxy, please insert the alternate's name and address in the box provided.
- 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 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.
- Internet Voting: If, as an alternative to submitting this Form, you wish to appoint (or remove) a proxy electronically, you may do so by accessing the Registrar's website at www.eproxyappointment.com. You can access this site from any internet enabled computer. To log in you will require your unique PIN (which will expire at the end of the voting period), your Shareholder Reference Number (SRN) and your Control Number, all of which are shown on this Form.
- CREST members may appoint proxies through the CREST electronic proxy appointment service in accordance with the procedures described in the CREST manual. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message (whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by AIB Bank's Registrars, Computershare Investor Services (Ireland) Limited, as issuer's agent (CREST Participant ID 3RA50) not later than 48 hours before the Court Meeting or, in the case of an adjourned Court Meeting, not later than 48 hours prior to the time and date set for the adjourned Court Meeting or, in the case of a poll taken otherwise than at or on the same day as the Court Meeting or adjourned Court Meeting, not later than 48 hours before the taking of the poll at which it is to be used. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services (Ireland) Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. AIB Bank may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.
- The "Vote Withheld" option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolutions.

All Holders

Poll Card

To be completed **only** at the Court Meeting when the Poll is called.

Resolution

For Against **Vote Withheld**

1. To approve the Scheme of Arrangement.

Signature _____

Form of Proxy

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



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

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

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf on any matter at the Court Meeting of the Company to be held at **The Ballsbridge Hotel, Pembroke Road, Dublin 4, Ireland on Friday, 3 November 2017 at 10.00 a.m.** and at any adjourned meeting thereof.

I/We direct that my/our vote(s) be cast on the specified resolution as indicated by an X in the appropriate box.

* For the appointment of more than one proxy, please refer to Explanatory Note 6 (see front).

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

Resolution

For Against **Vote Withheld**

1. To approve the Scheme of Arrangement.

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

Signature

--

Date

DD / MM / YY

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





Attendance Card

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

Allied Irish Banks, p.l.c. (the "Company") invites you to attend the Extraordinary General Meeting ("EGM") of the Company to be held at **The Ballsbridge Hotel, Pembroke Road, Dublin 4, Ireland** on Friday 3 November 2017 at 10.15 a.m. (or, if later, as soon as possible after the conclusion or adjournment of the Court Meeting to be held at the same venue on Friday 3 November 2017 at 10.00 a.m.)

Shareholder Reference Number

Ordinary Share ("Share") Purple Form of Proxy - Extraordinary General Meeting ("EGM") to be held on Friday 3 November 2017



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

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

Control Number: 914616

SRN:

PIN:

To view the Circular and Notice of EGM online, log on to www.aib.ie/investorrelations

To be effective, completed Forms of Proxy must be lodged with the Company's registrar at:
Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, or through the voting website, see above, by Wednesday 1 November 2017 at 10.15 a.m.

Explanatory Notes:

- Pursuant to Section 1095 of the Companies Act 2014, only those shareholders registered on the Company's register of members: (i) at the close of business on the day two days prior to the EGM; or (ii) if the EGM is adjourned, at the close of business on the day two days prior to the adjourned EGM, shall be entitled to attend and vote at the EGM 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 EGM.
- To be valid, the Form overleaf and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be returned by post to Computershare Investor Services (Ireland) Limited, P.O. Box 954, Sandyford, Dublin 18, D18 Y2X6, Ireland or (during normal business hours) by hand to Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, D18 Y2X6, Ireland, not later than 48 hours before the EGM or adjourned EGM or (in the case of a poll taken otherwise than at or on the same day as the EGM or adjourned EGM) at least 48 hours before the taking of the poll at which it is to be used.
- This Form must (i) in the case of an individual shareholder be signed or submitted electronically in accordance with Note (9) below by the shareholder or his/her duly authorised attorney; or (ii) in the case of a corporate shareholder be given either under its common seal or be signed on its behalf by a duly authorised officer or attorney of the corporate shareholder or submitted electronically in accordance with Note (9) below.
- Completion and return of this Form (or submission of proxy instructions electronically) will not prevent a shareholder from attending and voting in person at the EGM.
- 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.
- A shareholder who is entitled to attend and vote at the EGM is entitled to appoint a proxy (or more than one proxy as alternates) to attend, speak and vote instead of the shareholder. A proxy need not be a shareholder. If you wish to appoint more than one proxy please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited, on +353 1 247 5411. If you wish to appoint a proxy other than the Chairman of the EGM, please insert the proxy's name and address and delete the words "the Chairman of the meeting or". If you wish to appoint an alternate proxy, please insert the alternate's name and address in the box provided.
- 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 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.
- Internet Voting: If, as an alternative to submitting this Form, you wish to appoint (or remove) a proxy electronically, you may do so by accessing the Registrar's website at www.eproxyappointment.com. You can access this site from any internet enabled computer. To log in you will require your unique PIN (which will expire at the end of the voting period), your Shareholder Reference Number (SRN) and your Control Number, all of which are shown on this Form. CREST members who wish to appoint a proxy via the CREST electronic proxy appointment service should refer to Notes 7 to 10 of the Notice of Extraordinary General Meeting for instructions on how to do so.
- The "Vote Withheld" option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolutions.

All Holders

Poll Card

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

Resolution

- | | For | Against | Vote Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1. To authorise the Directors to carry the Scheme of Arrangement into effect, to approve the cancellation of ordinary shares in the Company pursuant to the Scheme of Arrangement and to authorise the Directors to issue ordinary shares in the Company to AIB Group plc and to apply the reserves of the Company in paying up such shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve, on an advisory and non-binding basis, the creation of distributable reserves in AIB Group plc following the Scheme of Arrangement becoming effective. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature _____

Form of Proxy

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



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

|

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

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf on any matter at the Extraordinary General Meeting of the Company to be held at **The Ballsbridge Hotel, Pembroke Road, Dublin 4, Ireland on Friday, 3 November 2017 at 10.15 a.m.** (or, if later, as soon as possible after the conclusion or adjournment of the Court Meeting to be held at the same venue on Friday 3 November 2017 at 10.00 a.m.) and at any adjourned meeting thereof.

I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

* For the appointment of more than one proxy, please refer to Explanatory Note 6 (see front).

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

Resolution

- | | For | Against | Vote Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1. To authorise the Directors to carry the Scheme of Arrangement into effect, to approve the cancellation of ordinary shares in the Company pursuant to the Scheme of Arrangement and to authorise the Directors to issue ordinary shares in the Company to AIB Group plc and to apply the reserves of the Company in paying up such shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve, on an advisory and non-binding basis, the creation of distributable reserves in AIB Group plc following the Scheme of Arrangement becoming effective. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

Signature

Date

DD / MM / YY

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

