

Form of Proxy for 2017 Annual General Meeting

EXT0575



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 the Control Number, your Shareholder Reference Number (SRN) and PIN, all shown below.

CONTROL NUMBER	914273
SRN	
PIN	

I/We, the undersigned member(s) of Allied Irish Banks, p.l.c. (the "Company"), hereby appoint the Chairman of the Annual General Meeting or [see Note (f) over]

or failing him/her

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

as my/our Proxy to attend, speak and vote for me/us and on my/our behalf in the manner indicated below at the Annual General Meeting (the "Meeting") of the Company to be held at the R.D.S. Concert Hall, Ballsbridge, Dublin 4 on Thursday, 27 April 2017 at 10 a.m. and at any adjournment thereof. My/Our Proxy shall decide on how to vote on my/our behalf in respect of any other business of the Meeting and 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 resolutions to be voted on are set out in full in the Notice of Meeting.

	For	Against	Withhold		For	Against	Withhold		For	Against	Withhold
Ordinary Business				3(viii) To re-elect Ms. Helen Normoyle				Special Business			
1. To receive the financial statements for the year, together with the reports of the Directors and Auditor thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3(ix) To re-elect Mr. Jim O'Hara	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. To authorise Directors to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3(x) To re-elect Mr. Richard Pym	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(a) To empower Directors to disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(i) To elect Ms. Carolan Lennon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3(xi) To re-elect Dr. Michael Somers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(b) Additional authority to empower Directors to disapply pre-emption rights for an acquisition or other specified capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(ii) To elect Mr. Brendan McDonagh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3(xii) To re-elect Ms. Catherine Woods (each of which is proposed as a separate resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To authorise the market purchase by the Company of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(iii) To re-elect Mr. Simon Ball	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. To authorise the Directors to fix the remuneration of the Auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To determine the price range at which treasury shares may be re-issued off-market.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(iv) To re-elect Mr. Mark Bourke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. To receive the report on Directors' remuneration and interests for the year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3(v) To re-elect Mr. Bernard Byrne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>								
3(vi) To re-elect Mr. Tom Foley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>								
3(vii) To re-elect Mr. Peter Hagan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>								

Signature

Dated

2017

In the case of a corporate shareholder this proxy must be given either under its common seal or be signed on its behalf by a duly authorised officer or attorney of the corporate shareholder.

Attendance Card for 2017 Annual General Meeting

Please Detach



Attendance Card for the Annual General Meeting to be held on Thursday, 27 April 2017 at the R.D.S. Concert Hall, Ballsbridge, Dublin 4, commencing at 10.00 a.m.

Allied Irish Banks, p.l.c.

Do not post this Attendance Card - on arrival at the Meeting, present it at the Shareholders' Registration Desk. Complete the Poll Card on the reverse when a Poll is called at the Meeting.

Parking will be available in the R.D.S. – enter via the Merrion Road gate.



NOTES ON COMPLETING THE FORM OVERLEAF

- (a) 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 Meeting; or (ii) if the Meeting is adjourned, at the close of business on the day two days prior to the adjourned Meeting, shall be entitled to attend and vote at the 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 Meeting.
- (b) 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 Meeting or adjourned Meeting 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.
- (c) This Form must (i) in the case of an individual shareholder be signed or submitted electronically in accordance with Note (i) 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 (i) below.
- (d) 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 meeting.
- (e) 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.
- (f) A shareholder who is entitled to attend and vote at the 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 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.
- (g) 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.
- (h) 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.
- (i) 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 at the top of the Form overleaf. 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 Annual General Meeting for instructions on how to do so.
- (j) The "Withhold" 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.

	For	Against	Withhold		For	Against	Withhold		For	Against	Withhold	
Ordinary Business					Special Business							
1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3(viii) To re-elect Ms. Helen Normoyle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
				3(ix) To re-elect Mr. Jim O'Hara	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
				3(x) To re-elect Mr. Richard Pym	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3(xi) To re-elect Dr. Michael Somers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
3(i)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3(xii) To re-elect Ms. Catherine Woods	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7(b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3(ii)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(each of which is proposed as a separate resolution).								
3(iii)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. To authorise the Directors to fix the remuneration of the Auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3(iv)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>									
3(v)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. To receive the report on Directors' remuneration and interests for the year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3(vi)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>									
3(vii)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>									