

Launch of Odd lot Offer AIB Group plc

Launch of Odd-lot Offer and Finalisation of Offer Price

9 September 2024

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AIB Group plc (“**AIB**” or the “**Company**”) announces that it has today launched an Odd-lot Offer pursuant to which Shareholders holding 20 or fewer ordinary shares of €0.625 each (“**Shares**”) in AIB (the “**Odd-lot Holders**”) will be offered the opportunity to have their Shares purchased by the Company at a 5% premium to the market price volume-weighted average price of the Shares traded on Euronext Dublin over the five consecutive trading days up to and including 6 September 2024 as calculated on 6 September 2024.

Introduction

At the Annual General Meeting of the Company held on 2 May 2024 Shareholders approved the making by the Company of an Odd-lot Offer at any time within 18 months of the date of that meeting. The circular to Shareholders dated 3 April 2024, which was issued to Shareholders in advance of the Annual General Meeting (the “**Circular**”), and the Odd-lot Purchase Contract, which was available for inspection by Shareholders, set out the terms and conditions applying to an Odd-lot Offer.

The Directors have decided to proceed with the launch of an Odd-lot Offer. The Odd-lot Offer opens today, 9 September 2024, and will close on 7 October 2024.

Shareholders with registered addresses in Ireland and the UK who were Odd-lot Holders on the First Record Date (being 3 April 2024) and who remain Odd-lot Holders on the Second Record Date (being 7 October 2024) (“**Eligible Odd-lot Holders**”) will be offered the opportunity to have their Shares purchased by the Company. The price per Share to be paid to Eligible Odd-lot Holders whose Shares are purchased by the Company (the “**Offer Price**”) will be €5.65, being a 5 per cent. premium to the volume-weighted average price of Shares traded on Euronext Dublin over the five consecutive trading days up to and including 6 September 2024 as calculated on 6 September 2024.

Background

Principally as a result of the Irish Government recapitalisations of AIB following the financial crisis, the Company has a share register which has an unusually large number of small Shareholders. The Company has more than 75,000 Shareholders of which almost 69,000 (89%) are Shareholders who hold 20 or fewer Shares and, in aggregate, represent approximately 0.01% of the total number of Shares in issue.

By carrying out an Odd-lot Offer, the Directors will facilitate the disposal by Eligible Odd-lot Holders of their Shares without the dealing costs that would typically render such disposal uneconomic, whilst giving Eligible Odd-lot Holders the ability to opt-out of such a disposal.

The Directors believe that the Odd-lot Offer is to the benefit of Shareholders as a whole as it will lower the Company's cost base and will facilitate a reduction in the number of Shareholders in the Company in an equitable manner.

The maximum number of Shares eligible to participate in the Odd-lot Offer is 283,542, representing approximately 0.01% of the issued share capital of the Company, as determined on 3 April 2024 (being the First Record Date). Therefore, if all Eligible Odd-lot Holders have their holdings acquired in the Odd-lot Offer, the maximum cash consideration payable to such Odd-lot Holders would be approximately €1,602,012.

Details of the Odd-lot Offer

The Circular and the Odd-lot Purchase Contract set out the terms and conditions applying to the Odd-lot Offer.

Shareholders with registered addresses in Ireland and the UK who were Odd-lot Holders on the First Record Date (being 3 April 2024) and who remain Odd-lot Holders on the Second Record Date (being 7 October 2024) will be offered the opportunity to have their Shares acquired by the Company. Shareholders who became Odd-lot Holders between the First Record Date and the Second Record Date will not be entitled to participate in this Odd-lot Offer.

Holdings under the same name with different designations will be treated as separate holdings of Shareholders for these purposes.

As the purpose of an Odd-lot Offer is to simplify the Company's share register and make it more cost efficient, the Odd-lot Offer is open to the registered holders of Ordinary Shares only and not to Euroclear Participants or CDI Holders. For securities law reasons, only those Shareholders with registered addresses in the UK and Ireland will be eligible to participate in an Odd-lot Offer.

Shareholders who wish to retain their Odd-lot Holdings can do so by completing and returning the Opt-Out Form to the address stipulated on that form.

Holdings of Eligible Odd-lot Holders who do not opt out of the Odd-lot Offer by returning the Opt-Out Form will be acquired by the Company at the Offer Price.

No Odd-lot Holder shall be entitled to make a partial election in respect of the Odd-lot Offer. To the extent that an Odd-lot Holder attempts to make a partial election in respect of the Odd-lot Offer, such Odd-lot Holder shall be deemed to have elected to participate in the Odd-lot Offer in respect of their entire shareholding without anything further being required.

Further information

Shareholders should note that Shareholders approved the mechanism to permit this Odd-lot Offer at the Annual General Meeting of the Company held on 2 May 2024.

The Offer Price is set in euro.

Shareholders with a registered address in Ireland will be paid by cheque in euro. Shareholders with a registered address in the United Kingdom will be paid by cheque in sterling on the basis that the cash amount payable in euro to which they would otherwise be entitled will be paid in sterling based on an exchange rate determined by the Company by reference to the exchange rate prevailing on the day on which the Company converts the relevant amount of euro into sterling. Fluctuations in the euro / sterling exchange rate are at the risk of such Shareholders.

All unclaimed and / or uncashed proceeds from the sale of Odd-lots will be retained by the Company until claimed and will be dispatched to the Odd-lot Holder only upon the Odd-lot Holder applying in writing to the Company. No interest shall be payable, and the Company shall not be required to account for any money earned on the unclaimed proceeds. Any such proceeds unclaimed for a period of 12 (twelve) years from the date of sale of the Odd-lots may be declared by the Directors to be forfeited for the benefit of one or more charitable institutions nominated by the Directors at their discretion.

The Directors of the Company, in their absolute discretion, reserve the right to withdraw the Odd-lot Offer at any time.

Financial effects of the Odd-lot Offer

As at the First Record Date, 3 April 2024, the number of Shares eligible to participate in the Odd-lot Offer was 283,542, representing approximately 0.01 per cent of the issued share capital of the Company.

Therefore, the Odd-lot Offer and the potential purchase of Shares by the Company pursuant to the Odd-lot Offer is not expected to have a significant effect on the earnings, headline earnings per Share, net asset value or tangible net asset value per Share of the Company. Any purchase of Shares pursuant to an Odd-lot Offer will be funded by available cash resources.

Taxation

Shareholders should take into account the tax implications for them of participating in the Odd-lot Offer. In order to assist Shareholders, a general description of the Irish and UK tax treatment of participating in the Odd-lot Offer for certain classes of Shareholder will be made available on the Company's website at www.aibgroup/investorrelations. Shareholders who are in any doubt as to their own tax position should consult their own professional adviser.

Key dates and times

The key dates and times are as follows:

First Record Date	3 April 2024
Odd-lot Offer opens	9 September 2024
Odd-lot Offer closes	7 October 2024 (12:00 noon)
Record Date to determine those Odd-lot Holders entitled to participate in the Odd-lot Offer (the "Second Record Date" referred to in the Circular)	7 October 2024 (close of business)
Purchase of Odd-lots from Eligible Odd-lot Holders	8 October 2024
Dispatch of cheques for the proceeds of the Odd-lot Offer	22 October 2024

Notes:

1. The above dates and times are subject to change. Any changes will be released via a Regulatory Information Service announcement.
2. All references to time are to Irish time.

3. To be eligible to participate in an Odd-lot Offer in respect of his/her holding of Odd-lots, a Shareholder must be an Odd-lot Holder on the First Record Date and must remain an Odd-lot Holder on the Second Record Date and must be entered on the Register with an address in Ireland or the UK.

Capitalised terms in this announcement, unless otherwise defined have the same meaning given to them in the Circular.

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