



25 April 2018

AIB GROUP PLC (the “Company”)

RESULTS OF ANNUAL GENERAL MEETING 2018

The Company announces that at its Annual General Meeting (“AGM”), held today at the R.D.S. Concert Hall, Ballsbridge, Dublin 4, all of the resolutions proposed were duly passed on a poll, with the exception of resolution 7.

Resolutions 1 to 6 (inclusive) and resolution 8 were passed as ordinary resolutions and resolutions 9 to 12 (inclusive) were passed as special resolutions.

The full text of each resolution, together with explanatory notes, are set out in the Notice of AGM which was circulated to shareholders on 22 March 2018 and made available on the Company’s website at www.aib.ie/investorrelations

The results of the voting on the resolutions are as follows:

	Resolution	Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
1	To receive and consider the financial statements for the year, together with the reports of the Directors and Auditor thereon	2,540,325,701	99.99999	250	0.00001	2,540,325,951	143
2	To declare a final dividend	2,540,325,755	99.99999	281	0.00001	2,540,326,036	53
3(a)	To re-appoint Mr. Simon Ball	2,539,625,023	99.97245	699,948	0.02755	2,540,324,971	1,119
3(b)	To re-appoint Mr. Thomas (Tom) Foley	2,539,454,330	99.96570	871,293	0.03430	2,540,325,623	467
3(c)	To re-appoint Mr. Peter Hagan	2,535,447,757	99.80801	4,877,250	0.19199	2,540,325,007	1,083
3(d)	To re-appoint Ms. Carolan Lennon	2,540,283,305	99.99833	42,369	0.00167	2,540,325,674	420
3(e)	To re-appoint Mr. Brendan McDonagh	2,540,249,754	99.99701	75,851	0.00299	2,540,325,605	485
3(f)	To re-appoint Ms. Helen Normoyle	2,540,276,473	99.99806	49,192	0.00194	2,540,325,665	423
3(g)	To re-appoint Mr. James (Jim) O’Hara	2,538,464,030	99.92672	1,861,573	0.07328	2,540,325,603	490
3(h)	To re-appoint Mr. Richard Pym	2,538,862,918	99.94242	1,462,722	0.05758	2,540,325,640	448
3(i)	To re-appoint Ms. Catherine Woods	2,535,323,398	99.80309	5,002,280	0.19691	2,540,325,678	415
3(j)	To re-appoint Mr. Bernard Byrne	2,540,254,173	99.99719	71,371	0.00281	2,540,325,544	549
3(k)	To re-appoint Mr. Mark Bourke	2,533,580,972	99.73450	6,744,607	0.26550	2,540,325,579	514
4	To authorise the Directors to fix the	2,481,069,337	97.70784	58,204,222	2.29216	2,539,273,559	1,052,534

Resolution		Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
	remuneration of the Auditor						
5	To consider the continuation in office of Deloitte as Auditor	2,519,819,331	99.23388	19,453,916	0.76612	2,539,273,247	1,052,847
6	To consider the Directors' Remuneration Report	2,536,979,142	99.86839	3,343,251	0.13161	2,540,322,393	3,701
7	To consider the revised Remuneration Policy	605,154,885	23.85303	1,931,859,391	76.14697	2,537,014,276	3,311,812
8	To authorise the Directors to allot relevant securities	2,534,448,590	99.76884	5,872,205	0.23116	2,540,320,795	750
9(a)	To empower the Directors to disapply pre-emption rights	2,540,306,920	99.99947	13,570	0.00053	2,540,320,490	1,055
9(b)	Additional authority to empower Directors to disapply pre-emption rights for an acquisition or other specified capital investment	2,530,308,814	99.60590	10,011,302	0.39410	2,540,320,116	1,428
10	To authorise the market purchase by the Company of its own shares	2,534,234,780	99.76204	6,044,866	0.23796	2,540,279,646	41,902
11	To determine the price range at which treasury shares may be re-issued off-market	2,523,371,783	99.33280	16,948,930	0.66720	2,540,320,713	828
12	To authorise the Directors to call certain general meetings on 14 clear days' notice	2,522,388,223	99.29408	17,932,757	0.70592	2,540,320,980	564

In accordance with Listing Rule 6.2.2E of Euronext Dublin and Listing Rule 9.2.2E of the Financial Conduct Authority, resolutions 3(a) to 3(i) (inclusive), relating to the re-election of the independent non-executive Directors, were passed by majority of each of:

- the shareholders of the Company, and
- the independent shareholders of the Company (that is, the shareholders of the Company entitled to vote on the election of Directors who are not controlling shareholders¹).

Votes cast by shareholders excluding the controlling shareholder are shown below.

¹ Controlling shareholder: shareholder(s) that exercise or control more than 30% of the voting rights of the Company.

Resolution		Votes For	%	Votes Against	%	Total Votes Cast	Votes Withheld
3(a)	To re-appoint Mr. Simon Ball	609,188,480	99.88523	699,948	0.11477	609,888,428	1,119
3(b)	To re-appoint Mr. Thomas (Tom) Foley	609,017,787	99.85714	871,293	0.14286	609,889,080	467
3(c)	To re-appoint Mr. Peter Hagan	605,011,214	99.20030	4,877,250	0.79970	609,888,464	1,083
3(d)	To re-appoint Ms. Carolan Lennon	609,846,762	99.99305	42,369	0.00695	609,889,131	420
3(e)	To re-appoint Mr. Brendan McDonagh	609,813,211	99.98756	75,851	0.01244	609,889,062	485
3(f)	To re-appoint Ms. Helen Normoyle	609,839,930	99.99193	49,192	0.00807	609,889,122	423
3(g)	To re-appoint Mr. James (Jim) O'Hara	608,027,487	99.69477	1,861,573	0.30523	609,889,060	490
3(h)	To re-appoint Mr. Richard Pym	608,426,375	99.76017	1,462,722	0.23983	609,889,097	448
3(i)	To re-appoint Ms. Catherine Woods	604,886,855	99.17981	5,002,280	0.82020	609,889,135	415

Notes:

1. A "Vote Withheld" is not a vote in law and is not counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
2. The total number of ordinary shares in issue as at Monday, 23 April 2018 was 2,714,381,237.
3. The total number of ordinary shares held by shareholders excluding the controlling shareholder on Monday, 23 April 2018 was 783,944,694.

In accordance with Listing Rule 6.6.2 of Euronext Dublin and Listing Rule 9.6.2 of the Financial Conduct Authority, copies of all resolutions, other than those concerning ordinary business, passed at the AGM today have been submitted to Euronext Dublin and the UK National Storage Mechanism and will be shortly available for inspection at www.morningstar.co.uk/uk/NSM.

The Company notes that the advisory vote on the Remuneration Policy (resolution 7) was not carried at today's AGM. Under the UK Corporate Governance Code, where a significant portion of votes have been cast against a resolution the Company is required to explain, when announcing the results of voting, what actions it intends to take to understand the reasons behind the vote result.

In an announcement last week, the Company noted the Minister for Finance's (the "Minister") intention to vote against the Remuneration Policy. The Company also welcomed the Minister's intention to establish a review on banking remuneration practices, which is consistent with the Board's objectives to address the elevated risk associated with the current remuneration structure.

Notwithstanding the above, in the interests of good corporate governance, it was important that all shareholders had the opportunity to have their say on the Remuneration Policy.

The Minister represented 76.09% of the total votes cast. Of the remaining 23.91% of shareholders who voted, 99.77% voted for the Remuneration Policy, while 0.23% voted against it.

This reflects our previous announcement, where we noted that institutional shareholders and proxy advisers recognised the need for a fit-for-purpose remuneration policy in the interests of all those invested in the Company.

Our ability to retain and attract the skills necessary to maximise the value of the Company for all shareholders, including the taxpayer, is in part dependent on our ability to compete with the remuneration practices of other employers. Accordingly, we look forward to the conclusion of the Minister's review of banking remuneration practices. The Company will continue to engage with shareholders on this matter.

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