

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, bank manager, accountant or other independent professional adviser, who, if you are taking advice in Ireland, is authorised or exempted under the Investment Intermediaries Act, 1995 or the European Communities (Markets in Financial Instruments) Regulations 2017 or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 of the United Kingdom.

If you have sold or transferred all your ordinary shares in AIB Group plc (the “**Company**”), please forward this document and the Form of Proxy at once to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



**AIB Group plc**

**Letter from the Chair,**

**Notice of 2026 Annual General Meeting**

**to be held on Thursday, 30 April 2026 at 10.00 a.m.**

**at 10 Molesworth Street, Dublin 2, D02 R126, Ireland**

This document should be read as a whole and in conjunction with the accompanying Form of Proxy for the AGM. Your attention is drawn in particular to the Letter from the Chair to the Shareholders of the Company set out on pages 3 to 9 of this document.

We invite Shareholders to submit their votes either through completion and submission of a Form of Proxy, or by the other means described in this document. A Form of Proxy for use at the AGM is enclosed. We also invite Shareholders to submit relevant questions in advance of the meeting by email – these will be answered at the meeting.

None of the Company, its Directors, officers, employees or advisers or their respective affiliates makes any recommendation to Shareholders in relation to participation in any Odd-lot Offer that may be made. Whether or not Shareholders decide to participate in an Odd-lot Offer will depend, amongst other things, on their own individual circumstances, including their own tax position. Shareholders are recommended to consult their duly authorised independent advisers in making their own decisions.

Neither the contents of the Company’s website, any website mentioned in this document, nor any website directly or indirectly linked to these websites have been verified and they do not form part of this document.

Unless the context otherwise requires capitalised terms in this document have the meaning ascribed to them in Appendix 3 (Definitions) to this document.

# AIB Group plc

## Letter from the Chair, Notice of Annual General Meeting

### Contents

### Page

|   |    |
|---|----|
| Letter from the Chair to the Shareholders of AIB Group plc        | 3  |
| Voting Instructions   | 10 |
| Notice of Annual General Meeting                                  | 11 |
| Shareholder Information   | 16 |
| Appendix 1. Odd-lot Offer. Background                             | 19 |
| Appendix 2. Odd-lot Offer. The Proposed Terms of an Odd-lot Offer | 22 |
| Appendix 3. Definitions   | 25 |



**AIB Group plc**  
10 Molesworth Street  
Dublin 2, D02 R126, Ireland

**T** (01) 660 0311  
**www.aibgroup.com**

30 March 2026

## **To the Shareholders of AIB Group plc**

Dear Shareholder,

The Notice of the Annual General Meeting (“**AGM**”) of AIB Group plc (the “**Company**”) to be held on Thursday, 30 April 2026 at 10.00 a.m. at 10 Molesworth Street, Dublin 2, D02 R126, Ireland is set out on pages 11 to 15 of this Circular.

The resolutions to be proposed at the AGM are set out in detail in the Notice and explanatory notes on the resolutions are set out below.

### **Resolution 1 – Financial Statements**

Resolution 1 deals with the consideration of the financial statements of the Company for the year ended 31 December 2025. A full copy of the 2025 Annual Financial Report is available on the Company’s website <https://aib.ie/investorrelations/>.

### **Resolution 2 – Dividend**

Resolution 2 seeks Shareholder approval to declare a final dividend of 46.257 cent per Ordinary Share for the year ended 31 December 2025, payable, if approved, on 8 May 2026 to holders of Ordinary Shares on the register of members at 5:00 pm (Irish time) on 27 March 2026.

### **Resolution 3 – Remuneration of the Auditor**

Resolution 3 authorises the Directors to determine the remuneration of the Auditor.

### **Resolution 4 – Continuation in office of the Auditor**

While Section 383 of the Companies Act provides for the automatic reappointment of the auditor of an Irish company at a company’s annual general meeting except in very specific and limited circumstances, the Directors continue to believe that it is important for Shareholders to be provided with an opportunity to have a say on the continuation in office of PricewaterhouseCoopers as Auditor of the Company until the conclusion of the next annual general meeting of the Company.

Resolution 4 is being tabled as an advisory, non-binding, resolution for this purpose.

### **Resolution 5 – Election and Re-election of Directors**

Resolution 5 deals with the proposed election and re-election (as relevant) of all Directors who are putting themselves forward at the AGM, in accordance with the UK Corporate Governance Code.

Ms Anne Sheehan was appointed to the Board since the 2025 annual general meeting and will offer herself for election. The Board continues its practice of requiring all other Directors to retire annually and to offer themselves for re-election.

The Board undertakes a formal annual evaluation of its Directors and is satisfied that all the Directors performed effectively during the year, and since, in offering constructive challenge to management and have committed sufficient time to discharge their responsibilities effectively. All of the Directors are experienced and knowledgeable, and the Board is confident that they each bring valuable skills to the Board and provide an objective perspective. Biographies of each of the Directors, including their skills, acumen and areas of expertise relevant to their role as Directors, are set out on pages 122 to 125 of the 2025 Annual Financial Report.

On page 150 of the 2025 Annual Financial Report, the Board set out its determination of the independence of its Directors. The Board is satisfied that each of the Directors considered by it to be independent are free from any relationships or other circumstances which are likely to affect the exercise of their independent judgement.

### **Resolution 6 – Directors’ Remuneration Report**

Resolution 6 will be proposed as an Ordinary Resolution to deal with the Directors’ Remuneration Report. This Report is set out on pages 161 to 163 of the 2025 Annual Financial Report and has been prepared in accordance with the requirements of the European Union (Shareholders’ Rights) Regulations 2020 (the “**Regulations**”).

In accordance with the provisions of the Regulations, and consistent with the Company’s prior practice, a resolution on this Report is being put to Shareholders on an advisory basis. Whilst an advisory resolution is not binding on the Company, the Board recognises that the tabling of such a resolution is best practice in this area and is an acknowledgement of Shareholders’ rights to have a “say on pay”.

### **Resolution 7 – Remuneration Policy**

Resolution 7 will be proposed as an Ordinary Resolution to ask Shareholders to consider the Remuneration Policy as set out in the Corporate Governance Remuneration Statement on pages 155 to 160 of the 2025 Annual Financial Report and which has been prepared in accordance with the requirements of the Regulations. The Regulations require that the Remuneration Policy is presented to shareholders for consideration at least once every four years or earlier if any material change is made to the Remuneration Policy. The Company’s current Remuneration Policy was put to Shareholders for consideration, and was approved by Shareholders, at the Company’s AGM held in 2024.

During 2025, the Remuneration Committee reviewed the existing Remuneration Policy to ensure it remained fit for purpose in being able to attract and retain the best levels of talent with the Company while ensuring that the Remuneration Policy remains in line with corporate governance best practice.

As set out in the Company’s 2025 Annual Financial Report, a key change to the Remuneration Policy is the introduction by the Company of a fixed share allowance for executive Directors (the “**FSA**”) and the adoption of a shareholding requirement which will apply during employment and for two years post-employment. The changes look to ensure that executive directors can be provided with levels of remuneration which move closer to market levels in a way that creates direct alignment to shareholder interests and the long-term sustainable performance of the Group through a material shareholding. Other minor changes, including the alignment of executive Director pension contributions to the wider workforce are also proposed.

The Remuneration Policy will provide the framework for Director remuneration and, subject to approval, will apply from the date of the AGM until the 2030 annual general meeting of the Company,

unless a new or revised policy is put to Shareholders by way of an advisory vote at an earlier date. This is an advisory resolution only and is not binding on the Company and is being put to Shareholders in accordance with the Regulations.

#### **Resolution 8 – Basic Fees of Non-Executive Directors**

Resolution 8 relates to the basic fees of non-executive Directors. Pursuant to Article 90 of the Articles of Association, the fees of the Directors may be set from time to time by the Shareholders. Accordingly, Resolution 8 seeks approval from Shareholders by an Ordinary Resolution to set an aggregate cap for the basic fees payable to non-executive Directors of an amount not exceeding €1,200,000 per year.

The basic fees for non-executive Directors have been set at an amount not exceeding €65,000 per non-executive Director since 2014. It is proposed to set an aggregate cap, rather than a fixed fee per non-executive Director, to provide appropriate flexibility to future-proof the Board's remuneration framework and to align AIB's approach with prevailing market practice among its peers.

This total aggregate cap represents the basic fees that may be paid to the non-executive Directors in a single year and does not include remuneration payable to executive Directors, fees paid to the Chair or Deputy Chair or fees paid to Directors for their participation on board committees, as the Senior Independent Director or as a director of any subsidiaries of the Company. The proposed increase in the basic fees reflects the increasing responsibilities and time commitments given by non-executive Directors to their duties to the Company, the change in circumstances of the Company, and broader economy, since 2014 (when the basic fees were last reviewed) and also the need to attract and retain suitably qualified and experienced persons to serve as non-executive Directors of the Company.

#### **Resolution 9 – Authority to allot shares**

Resolution 9 will be proposed as an Ordinary Resolution to authorise the Directors to allot shares up to an aggregate nominal amount of €443,752,301.25, representing approximately one third of the Company's issued share capital (excluding treasury shares) as at the Latest Practicable Date. The Directors have no present intention of making any new issue of shares, save for any issue of shares for the purposes of any employee share scheme, and will exercise this authority only if they consider it to be in the best interests of Shareholders generally at that time. This authority will, if renewed, expire on the earlier of the date of the next annual general meeting of the Company or at 5:00 pm (Irish time) on 31 July 2027.

#### **Resolutions 10 (a) and (b) – Disapplication of pre-emption rights**

Resolution 10 (a) will be proposed as a Special Resolution to renew the Directors' authority to allot shares for cash other than strictly pro-rata to existing shareholdings. The proposed authority is limited to (i) the allotment of shares for cash in connection with any rights issue (or other pro-rata offer) to Shareholders and (ii) otherwise in an amount up to an aggregate nominal amount of €66,562,845.19, representing approximately 5% of the nominal value of the Company's issued share capital as at the Latest Practicable Date.

Resolution 10 (b) will also be proposed as a Special Resolution to empower the Directors, in addition to the authority sought under Resolution 10 (a), to allot shares for cash otherwise than in accordance with statutory pre-emption rights in an amount up to an aggregate nominal value of €66,562,845.19, which represents approximately 5% of the Company's issued share capital as at the Latest Practicable Date, for the purposes of what the Directors determine to be an acquisition or other specified capital investment.

The expression “specified capital investment” is defined in the revised Statement of Principles published in November 2022 by the Pre-Emption Group as “one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the listed company, the assets, the subject of the transaction and (where appropriate) the profits attributable to them, is made available to Shareholders to enable them to reach an assessment of the potential return”. Items that are regarded as operating expenditure rather than capital expenditure will not typically be regarded as falling within the term “specified capital investment”.

The division of the authorisation to allot equity securities into two resolutions is in conformity with the revised Statement of Principles and consistent with the good practice template resolutions as published in November 2022.

The Directors have no current intention to issue shares pursuant to these powers, which will expire on the earlier of the date of the next annual general meeting of the Company or at 5:00 pm (Irish time) on 31 July 2027.

### **Resolution 11 – Authority to purchase own shares**

Resolution 11 will be proposed as a Special Resolution to renew the authority of the Company, or any subsidiary, to make market purchases of the Company’s own Ordinary Shares up to a maximum of 10% of the nominal value of the Company’s issued share capital, and to hold these shares as treasury shares or cancel them at the Directors’ discretion. The resolution also sets out the minimum and maximum prices that may be paid for shares purchased in this manner.

As announced on 4 March 2026, the Company launched a share buyback programme to repurchase ordinary shares for up to a maximum aggregate consideration of €1 billion (the “**Buyback Programme**”). The Buyback Programme commenced on 4 March 2026. The Buyback Programme is currently operating under the shareholder authority granted to the Company at the 2025 Annual General Meeting which authorised purchases of up to 10% of the Company’s issued share capital. If Shareholders fail to approve Resolution 11 at the AGM, our existing authority to repurchase shares will expire at the conclusion of the AGM and we will be unable to continue the Buyback Programme following the AGM.

If approved, the Directors will exercise this authority (including for the purposes of the Buyback Programme) only if they consider it to be in the best interests of Shareholders generally at that time. This authority will, if renewed, expire on the earlier of the date of the next annual general meeting of the Company or at 5:00 pm (Irish time) on 31 July 2027.

### **Resolution 12 – Re-issue price of Treasury Shares**

Resolution 12 will be proposed as a Special Resolution to authorise the Company to re-issue treasury shares off-market at certain specified minimum and maximum prices. This authority will, if renewed, expire on the earlier of the date of the next annual general meeting of the Company or at 5:00 pm (Irish time) on 31 October 2027.

### **Resolution 13 – Notice of General Meetings**

Resolution 13 will be proposed as a Special Resolution to maintain the existing authority in the Company’s Articles of Association which permits the convening of an Extraordinary General Meeting of the Company on 14 days’ notice where the purpose of the meeting is to consider an Ordinary Resolution only. On behalf of the Directors, I can confirm that the exercise of this authority would

only be considered by them in limited circumstances where time is of the essence and where the Directors believe it would be to the advantage of Shareholders generally at that time.

### Odd-lot Offer

This year we will be proposing Resolutions 14, 15 and 16 to enable the making of a future Odd-lot Offer, pursuant to which Shareholders (that are deemed to be Eligible Odd-lot Holders) holding 50 or fewer Ordinary Shares in the Company will be offered the opportunity to sell their shares at a 5% premium to the market price (being, for this purpose, the volume weighted average price of Ordinary Shares traded on Euronext Dublin over the five trading days prior to the date on which the Offer Price is finalised) and to do so without dealing or other costs that would normally be required in such a disposal, whilst giving those Shareholders the ability to opt-out of such a disposal by making the requisite election.

Following the success of the 2024 Odd-lot Offer, at the annual general meeting in 2025, Shareholders who held above the 20-share threshold (which applied to the 2024 Odd-lot Offer) asked the Board to consider making it available at a higher threshold.

Of the c.14,360 Shareholders on the share register today, approximately c.11,453 Shareholders hold 50 or fewer Ordinary Shares.

As originally explained at the time of the proposal to adopt the original odd-lot mechanism in 2024, there are a number of benefits to the adoption of the Odd-lot Offer:

- the ability of Shareholders with small shareholdings to deal their shares is constrained by disproportionate dealing and other costs;
- based on our experience with mailing annual reports and dividend statements, we also believe that a number of these small Shareholders are inactive: they (or their estates) may not realise that they have a small holding in the Company or may not attribute any real value to that small holding; and
- the Company's recurring costs of administration resulting from the relatively large number of Shareholders are disproportionate to the size of these small shareholdings and affect Shareholders as a whole.

Regulatory approval has been received from the European Central Bank for the reduction in capital which would result from any Odd-lot Offer.

Therefore, we are seeking Shareholder approval in Resolutions 14, 15 and 16 to implement an Odd-lot Offer at any time within the next 18 months. Subject to Shareholder approval, the Board will determine an appropriate time to make such an Odd-lot Offer. Details of the action Eligible Odd-lot Holders should take and the timetable for implementation of any Odd-lot Offer will be communicated to Eligible Odd-lot Holders at that time.

As part of the arrangements, Shareholders are being asked to approve an amendment to Article 163 of our Articles of Association, inserted in 2024, to amend the meaning of an Odd-lot Holder from a holding of 20 or fewer Ordinary Shares to a holding of 50 or fewer Ordinary Shares in the Company. Eligible Odd-lot Holders who do not respond to the Odd-lot Offer, if made, will be deemed to have agreed to accept it. However, Shareholders can elect to retain their shareholding in the Company.

Any Eligible Odd-lot Holders who opted out of the 2024 Odd-lot Offer who wish to continue to retain their shareholding will be required to again return a duly completed Opt-Out Form within the timeframes determined by the Board.

For securities law reasons, any Odd-lot Offer will be made only to those Shareholders with registered addresses in Ireland and the UK, and not to Euroclear Participants or CDI Holders.

Further details of the background to and reasons for the Odd-lot Offer, how it will operate and details of those Shareholders who will be eligible to participate are set out on pages 19 to 24 of this Circular.

The Directors have no present intention of making any further changes to the threshold beyond what is proposed in this Circular.

#### **Resolution 14 – Authority to make an Odd-lot Offer**

Subject to the passing of Resolutions 15 and 16, the Directors are seeking the authority by way of Ordinary Resolution to implement an Odd-lot Offer and to purchase Ordinary Shares from those Shareholders who hold 50 or fewer shares and who are deemed to accept the Odd-lot Offer. Should this Resolution 14 be passed, it will be valid for a period of 18 months from the date of the Annual General Meeting and the Directors may resolve to implement an Odd-lot Offer at any time within that 18-month period.

#### **Resolution 15 – Authority to make an off-market purchase of shares**

The purchase of Ordinary Shares by the Company pursuant to an Odd-lot Offer will be an off-market purchase (as such term is defined in Section 1072 of the Companies Act) and will be effected under the Odd-Lot Purchase Contract. The off-market purchase is subject to Shareholder approval and Resolution 15 is being proposed as a Special Resolution to obtain that approval. The authority contained in Resolution 15 is being sought for a period of 18 months from the date of the Annual General Meeting.

The Odd-Lot Purchase Contract will be available for inspection on the Company's website <https://aib.ie/investorrelations/>, during normal business hours at the Registered Office of the Company for 21 days prior to the Annual General Meeting, and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to the commencement of, and during the continuance of, the Annual General Meeting.

#### **Resolution 16 – Amendment to Articles of Association for Odd-lot Offer**

In order to facilitate the making of an Odd-lot Offer, Resolution 16 will be proposed as a Special Resolution to revise the definition of "Odd-lot" in Article 163(a)(ii) in the Articles of Association such that it will be as follows: "'**Odd-lot**' shall mean a holding of 50 or fewer Ordinary Shares in the Company; and".

#### **Resolution 17 – Amendment to Articles of Association - Warrants**

Resolution 17 will be proposed as a Special Resolution and proposes to delete Article 137 of the Articles of Association in its entirety. This reflects that the warrant instrument issued by the Company to the Minister for Finance was cancelled in October 2025, and the related capitalisation provisions are no longer required.

A copy of the constitution incorporating the proposed changes under Resolutions 16 and 17, together with a comparison against the existing Articles of Association, will be available for inspection on the Company's website <https://aib.ie/investorrelations/>, during normal business hours at the Registered Office of the Company for 21 days prior to the Annual General Meeting, and at the place of the Annual General Meeting for at least 15 minutes prior to the commencement of, and during the continuance of, the Annual General Meeting.

### **Move to payment of dividends electronically**

I would like to take this opportunity to remind Shareholders that in 2025 we introduced the payment of dividends by direct credit transfer only. In order to facilitate this change, Shareholders passed a resolution at the 2021 annual general meeting of the Company, on 6 May 2021, to make certain amendments to the Articles of Association. As permitted by the approval granted at the 2021 annual general meeting, we ceased issuing dividend cheques in November 2025 and now pay dividends electronically only to your bank account. If you have not done so already, I would like to take this opportunity to encourage you to register on Computershare's Investor Centre platform and update your bank details, which can be done via this secure platform at [www.investorcentre.com/ie](http://www.investorcentre.com/ie), or download a form on [www.investorcentre.com/ie](http://www.investorcentre.com/ie). Direct credit transfer is the most secure method of payment, allows quick and easy access to your funds, and helps to reduce the impact on the environment.

### **AGM Information**

Information regarding the AGM including a copy of the attached Notice, details of the total number of shares and voting rights at the date of giving of the attached Notice and the 2025 Annual Financial Report, copies of any draft resolutions and copies of the forms to be used to vote by proxy and to vote by correspondence, are available on the Company's website at [www.aib.ie/investorrelations](http://www.aib.ie/investorrelations). The ISIN for AIB Group plc's Ordinary Shares is IE00BF0L3536. The unique identifier code of the AGM for the purposes of Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018 is available at [www.aib.ie/investorrelations](http://www.aib.ie/investorrelations).

### **Recommendation**

The Directors are satisfied that Resolutions 1 to 17 set out in the Notice of the Annual General Meeting are in the best interests of the Company and its Shareholders. Accordingly, the Directors unanimously recommend you vote in favour of each of the resolutions set out in the attached Notice, as they intend to do in respect of all the Ordinary Shares which they own or control in the capital of the Company.

Yours faithfully,

**Jim Pettigrew**

Chair

AIB Group plc

## Voting Instructions

### Proxy voting

Those Shareholders unable to attend the AGM may appoint a proxy. For Shareholders whose name appears in the register of members of the Company at the record date (being 6.00 p.m. on Sunday 26 April 2026), your proxy may be submitted by post by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland. Your proxy may also be submitted through Computershare's voting website [www.eproxyappointment.com](http://www.eproxyappointment.com), instructions on how to do this are set out on the Form of Proxy. Electronic proxy voting by Euroclear Nominees Limited as nominee for Euroclear Bank SA/NV ("**Euroclear Bank**") in respect of the Ordinary Shares registered in the name of Euroclear Nominees Limited may also occur through the use of a secured mechanism to exchange electronic messages (as agreed by the Company with Euroclear Bank).

### ***Deadlines for receipt by the Company of proxy voting instructions***

All proxy votes must be received by the Company's Registrar not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear Bank or (via a holding of CDIs) CREST systems will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity. The submission of a proxy will not prevent you attending and voting at the AGM should you wish to do so. If Shareholders are not able to attend the meeting in person they are requested to submit their votes on the resolutions in advance of the meeting through the appointment of a proxy.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

## AIB Group plc

### Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 10 Molesworth Street, Dublin 2, D02 R126, Ireland on 30 April 2026 at 10.00 a.m. (Irish time) for the following purposes:

To consider and, if thought fit, pass Resolutions 1 to 9 (inclusive), and Resolution 14 as **Ordinary Resolutions** and Resolutions 10 to 13 (inclusive) and Resolutions 15 to 17 (inclusive) as **Special Resolutions**.

1. Following a review of the Company's affairs, to receive and consider the Company's financial statements for the year ended 31 December 2025 together with the reports of the Directors and the Auditor thereon.
2. To declare a final dividend of 46.257 cent per Ordinary Share for the year ended 31 December 2025 payable on 8 May 2026 to holders of the Ordinary Shares on the Company's register of members at 5:00 pm (Irish time) on 27 March 2026.
3. To authorise the Directors to fix the remuneration of the Auditor.
4. To consider the continuation in office of PricewaterhouseCoopers as Auditor of the Company (Advisory Resolution).
5. By separate resolutions, to elect or re-elect (as appropriate) the following persons as Directors of the Company:
  - a) Anik Chaumartin
  - b) Donal Galvin
  - c) Basil Geoghegan
  - d) Tanya Horgan
  - e) Colin Hunt
  - f) Sandy Kinney Pritchard
  - g) Elaine MacLean
  - h) Andrew Maguire
  - i) Fergal O'Dwyer
  - j) James Pettigrew
  - k) Anne Sheehan
  - l) Jan Sijbrand
6. To consider the Directors' Remuneration Report as set out on pages 161 to 163 of the 2025 Annual Financial Report (Advisory Resolution).
7. To consider the Remuneration Policy as set out on pages 155 to 160 of the 2025 Annual Financial Report (Advisory Resolution).
8. That the aggregate basic fees permitted to be paid to the non-executive Directors in accordance with Article 90 of the Articles of Association shall be fixed at an amount not exceeding €1,200,000 per annum, together with (a) such special remuneration that the Directors may from time to time determine shall be paid to any non-executive Director, whether in substitution for or in addition to their fees as a non-executive Director, while holding the office of Chair or Deputy Chair of the Company and/or (b) such additional remuneration that the Directors may from time to time determine shall be paid to any non-executive Director for acting as (i) the Senior Independent Director of the Company and/or (ii) a member and, where applicable, chair of any committee of the board of directors of the Company and/or (iii) a director of any subsidiary of the Company from time to time (and, where applicable, as a member and (as the case may be) chair of any committee of the board of directors of any such subsidiary).
9. That the Directors be and are hereby authorised pursuant to and in accordance with Section 1021(1) of the Companies Act 2014 (as amended) (the "**Act**"), in substitution for all existing such authorities, to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Act) up to an aggregate nominal amount of €443,752,301.25 during the

period commencing on the date of the passing of this Resolution and expiring at the conclusion of the next annual general meeting of the Company or at 5:00 pm (Irish time) on 31 July 2027 (whichever shall be earlier), provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

10. As separate resolutions:

(a) That, subject to the passing of Resolution 9, the Directors be and are hereby empowered pursuant to Section 1023 of the Act to allot equity securities (within the meaning of Section 1023 of the Act) for cash under the authority given by Resolution 9 as if sub-section (1) of Section 1022 of the Act did not apply to any such allotment, provided that this power shall be limited:

- (i) to the allotment of equity securities in connection with a rights issue, open offer or other invitation to or in favour of the holders of Ordinary Shares of €0.625 each where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of Ordinary Shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any

stock exchange in, any territory, or otherwise howsoever); and

- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of €66,562,845.19,

during the period commencing on the date of the passing of this Resolution and expiring on the conclusion of the next annual general meeting of the Company or at 5:00 pm (Irish time) on 31 July 2027 (whichever shall be earlier), provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

(b) That, subject to the passing of Resolution 9, the Directors be and are hereby empowered pursuant to Section 1023 of the Act (and in addition to any authority granted under Resolution 10(a)) to allot equity securities (within the meaning of Section 1023 of the Act) for cash under the authority given by Resolution 9 as if sub-section (1) of Section 1022 of the Act did not apply to any such allotment, provided that this power shall be:

- (i) limited to the allotment of equity securities up to an aggregate nominal amount of €66,562,845.19; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which

the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles for the disapplication of pre-emption rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting,

during the period commencing on the date of the passing of this Resolution and expiring on the conclusion of the next annual general meeting of the Company or at 5:00 pm (Irish time) on 31 July 2027 (whichever shall be earlier), provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

11. That the Company and/or any of its subsidiaries (as defined by Section 7 of the Act) be and they are hereby generally authorised to make market purchases or overseas market purchases (each term as defined in Section 1072 of the Act), of shares of any class of the Company (the “Share” or “Shares”) on such terms and conditions and in such manner as the Directors may from time to time determine but subject to the provisions of the Act and to the following restrictions and provisions:

(a) the maximum number of Shares authorised to be acquired pursuant to the terms of this Resolution shall be such number of Shares whose aggregate nominal value shall equal 10% of the aggregate nominal value of the issued share capital of the Company as at the close of business on the date of the passing of this Resolution;

(b) the minimum price which may be paid for any Share shall be the nominal value of the Share;

(c) the maximum price (excluding expenses) which may be paid for any Share in the Company (a “Relevant Share”) shall be the higher of:

(i) 5% above the average of the closing quotation prices of a Relevant Share on Euronext Dublin for the five business days immediately preceding the day of purchase (and, in respect of any business day on which there shall be no dealing in such shares on Euronext Dublin, the price which is equal to (A) the mid-point between the high and low market guide prices in respect of such shares for that business day, or (B) if there shall be only one such market guide price so published, the market guide price so published; such prices shall be as published in the Daily Official List of Euronext Dublin (or any successor publication thereto or any equivalent publication for securities admitted to trading on Euronext Dublin)); and

(ii) the technical standards stipulated by article 5(6) of Market Abuse Regulation 2014 (No. 596/2014) or any corresponding provision of any replacement legislation, being the value of a Relevant Share calculated on the basis of the higher of the price for:

(a) the last independent trade of;  
and

(b) the highest current independent bid for,

any number of Relevant Shares on the trading venue where the purchase pursuant to the authority conferred by this Resolution will be carried out.

If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on Euronext Dublin or its equivalent; and

- (d) the authority hereby granted shall commence on the date of the passing of this Resolution and expire at the conclusion of the next annual general meeting of the Company or at 5:00 pm (Irish time) on 31 July 2027 (whichever shall be earlier). The Company or any such subsidiary may before such expiry enter into a contract for the purchase of Shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

12. That, subject to the passing of Resolution 11, for the purposes of Sections 109 and/or 1078 of the Act, the re-issue price range at which any treasury shares (as defined in the Act) for the time being held by the Company may be re-issued (including by way of re-issue off market) shall be as follows:

- (a) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120% of the Appropriate Price; and

- (b) the minimum price at which a treasury share may be re-issued off-market shall be:

- (i) in the case of a share re-issued under an employees' share scheme (as defined by Section 64 of the Act), an amount equal to the nominal value of such share; or

- (ii) in all other cases or circumstances an amount equal to 95% of the Appropriate Price (as defined in paragraph (c)).

- (c) For the purposes of this Resolution the expression "Appropriate Price" shall mean the average of the closing quotation prices of Ordinary Shares in the capital of the Company for the five business days immediately preceding the day on which the treasury share is re-issued, as published in the Daily Official List of Euronext Dublin (or any successor publication thereto or any equivalent publication for securities admitted to trading on the market in Ireland on which the Ordinary Shares are from time to time admitted to trading) or if on any business day there shall be no dealing of Ordinary Shares on the trading venue or a closing price is not otherwise available the price which is equal to:

- (i) the mid-point between the high and low market guide prices in respect of such shares for such business day as published in in the Daily Official List of Euronext Dublin (or any successor publication thereto any equivalent publication for securities admitted to trading on the market in Ireland on which the Ordinary Shares are from time to time admitted to trading); or
- (ii) if there shall be only one such market guide price so published, the market guide price so published.

The authority hereby conferred shall commence on the date of the passing of this Resolution and expire at the conclusion of the next annual general meeting of the Company or at 5:00 pm (Irish time) on 31 October 2027 (whichever shall be the earlier) and is without prejudice or limitation to any

other authority of the Company to re-issue treasury shares on-market.

13. That in accordance with Section 1102 of the Act and Articles 57 and 58 of the Articles of Association, the Directors of the Company be and are unconditionally authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 clear days' notice. The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the passing of this Resolution unless previously renewed, varied or revoked by the Company in general meeting.
14. That, subject to the passing of Resolutions 15 and 16, the Directors be and are hereby authorised to make and implement an Odd-lot Offer in accordance with the terms and conditions set out on pages 22 to 24 of the Circular of which this Notice of Annual General Meeting forms part, but so that such authority shall expire on 31 October 2027.
15. That, subject to the passing of Resolutions 14 and 16, the terms of the proposed contract providing for the purchase by the Company of certain of its own shares tabled at the Annual General Meeting and initialled by the Chair for the purposes of identification be and are hereby approved and authorised for the purposes of Section 1075 of the Act and otherwise, but so that such approval and authority shall expire on 31 October 2027.
16. That Article 163(a)(ii) of the Articles of Association of the Company be and is hereby deleted in its entirety and replaced with the following:
  - (ii) *“Odd-lot” shall mean a holding of 50 or fewer Ordinary Shares in the Company; and*
17. That the entirety of Article 137 and the heading “CAPITALISATION IN RESPECT OF THE WARRANT INSTRUMENT” be and is hereby deleted in its entirety from the Articles of Association of the Company and be replaced with the words “[Not used]”.

By Order of the Board

**Conor Gouldson**

Group Company Secretary  
AIB Group plc  
10 Molesworth Street  
Dublin 2  
D02 R126  
Ireland

30 March 2026

## AIB Group plc Shareholder Information

### Entitlement to attend and vote

1. Pursuant to Section 1105 of the Act, only those persons who are holders of fully paid shares of the Company and are registered on the Company's register of members: (i) at 6.00 p.m. (Irish time) on Sunday 26 April 2026; or (ii) if the AGM is adjourned for 14 days or more, at the close of business on the day before the date that falls 72 hours prior to the adjourned AGM (for the purposes of these Notes only, being a "Shareholder"), shall be entitled to attend and vote at the AGM 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 AGM.

### Information regarding the meeting

2. Information regarding the AGM, including the information required by Section 1103 of the Act, is available from [www.aib.ie/investorrelations](http://www.aib.ie/investorrelations).

### Attending in person

3. The AGM will be held at 10 Molesworth Street, Dublin 2, D02 R126, Ireland. Shareholders and other relevant persons may also submit their votes on the resolutions in advance of the meeting through the appointment of a proxy – see further below.

### Appointment of proxies

4. A Shareholder who is entitled to attend and vote at the AGM 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.

5. A Form of Proxy for use by Shareholders is enclosed with this Notice (or is otherwise being delivered to Shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) would not ordinarily prevent a Shareholder from attending the AGM and voting in person should the Shareholder wish to do so.
6. To be valid, a Form of Proxy 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 to Computershare Investor Services (Ireland) Limited, PO Box 13030, Dublin 24, Ireland or to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, not later than 48 hours before the AGM or adjourned AGM 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.
7. For Shareholders wishing to appoint (or remove) a proxy electronically, log on to the website of the Registrar, Computershare Investor Services (Ireland) Limited:  
[www.eproxyappointment.com](http://www.eproxyappointment.com).  
  
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 the Control Number, all of which are printed on the face of the Form of Proxy provided to you for the meeting.
8. Electronic proxy voting by Euroclear Nominees Limited as nominee for Euroclear Bank SA/NV ("Euroclear Bank") in respect of the Ordinary Shares registered in the name of Euroclear Nominees Limited may occur through the use of a secured mechanism to exchange

electronic messages (as agreed with Euroclear Bank).

9. Persons who hold their interests in Ordinary Shares of the Company as Belgian law rights through the Euroclear Bank system or as CREST depository interests through the CREST system should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting voting instructions for the AGM through the respective systems.
10. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

### Issued shares and total voting rights

11. The total number of issued Ordinary Shares in the Company on the Latest Practical Date is 2,130,011,046. The Company does not hold any shares in treasury.
12. Voting on each of the resolutions will be decided on a poll. This means that Shareholders who attend the AGM, as well as those who are not able to attend but have sent proxy forms, may have their votes taken into account according to the number of shares they hold.
13. Resolutions 1 to 9 (inclusive), and Resolution 14 are ordinary resolutions and require a simple majority of votes cast (in person or by proxy) at the meeting to be passed. Resolutions 10 to 13 (inclusive) and Resolutions 15 to 17 (inclusive) are special resolutions and require the approval of 75 percent of votes cast (in person or by proxy) at the meeting to be passed.
14. In accordance with section 105(5) of the Act, votes cast in respect of shares held by or on behalf of Odd-lot Holders on the First Record Date will be excluded when determining whether Resolution 15 is

passed. For technical reasons, in order to effect this, the aggregate number of shares held by or on behalf of Odd-lot Holders on the First Record Date will be deducted from the votes cast in favour of the resolution.

### Questions at the meeting

15. Pursuant to Section 1107 of the Act, a Shareholder may ask a question relating to the business being dealt with at the AGM and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of the Shareholder. An answer is not required where:
  - (a) answering the question would interfere unduly with the preparation for the AGM or the confidentiality and business interests of the Company;
  - (b) the answer has already been given on the Company's website in a question-and-answer format; or
  - (c) it appears to the Chair of the AGM that it is undesirable in the interests of good order of the meeting that the question be answered.

The Company is also inviting questions from Shareholders to be submitted at least 48 hours in advance of the meeting by email to [secretariat@aib.ie](mailto:secretariat@aib.ie). All questions received in this way will be collated, read aloud and answered at the meeting.

### Shareholders' right to table draft resolutions and to put items on the agenda

16. Pursuant to Section 1104 of the Act, a Shareholder or a group of Shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all Shareholders who have a right to vote at the AGM, have a right to put an item on the agenda for the AGM and/or table a draft resolution for inclusion on the

agenda of the AGM subject to any contrary provisions in company law which impose other conditions on the right of members to put items on the agenda for or to propose resolutions at the AGM.

draft resolution must not be defamatory of any person.

Requests:

- (a) may be in hard copy form or in electronic form;
- (b) must set out in writing details of the item to be included and/or draft resolution in full or, if supporting an item to be included or a draft resolution sent by another member, clearly identify the item to be included and/or the draft resolution which is being supported;
- (c) must be authenticated by the person or persons making it (by identifying the Shareholder or Shareholders meeting the qualification criteria and, if in hard copy, by being signed by the Shareholder or Shareholders); and
- (d) must have been received by the Company no later than 19 March 2026 having regard to the 42-day period specified in Section 1104(2) of the Act.

In addition to the above, requests must be made in one of the following ways:

- (i) a hard copy request which is signed by the Shareholder(s), stating the full name and address of the Shareholder(s) and is sent to the Company Secretary at the Company's Registered Office; or
- (ii) a request which states the full name and address of the Shareholder(s) and is sent by email to [secretariat@aib.ie](mailto:secretariat@aib.ie). A requested item or draft resolution must not be such as would be incapable of being passed or otherwise be ineffective or redundant (whether by reason of inconsistency with any enactment or the Company's Articles of Association, or on account of the substantive nature of other resolutions on the agenda of the AGM, or otherwise). Any requested item or

## Appendix 1: Odd Lot-Offer - Background

### Overview

The Odd-lot Offer provides Shareholders who hold 50 or fewer Ordinary Shares an opportunity to sell their Ordinary Shares at a premium to the market price without dealing or other costs.

Eligible Odd-lot Holders who do not take positive action to opt-out of the Odd-lot Offer are deemed to have accepted it. Eligible Odd-lot Holders can, however, elect to retain their shareholding in the Company, if they so choose.

The Directors are seeking authority, at the AGM, to implement an Odd-lot Offer at any time within 18 months of the AGM.

This section:

- (i) explains the background to, and reasons for, making an Odd-lot Offer;
- (ii) provides an explanation of the terms upon which any Odd-lot Offer will be made if Resolutions 14 to 16 in the Notice of the Annual General Meeting are passed; and
- (iii) provides an explanation as to why the Directors unanimously consider an Odd-lot Offer to be in the best interests of the Company and Shareholders as a whole.

### Background to and reasons for an Odd-lot Offer

Following the success of the 2024 Odd-lot Offer, at the annual general meeting in 2025, certain Shareholders who previously held above the 20-share threshold (which applied in 2024) expressed interest in participating in any future iteration of this programme.

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 Shareholders with small shareholdings. Before the 2024 Odd-lot Offer almost 67,000 (89%) of the Company's approximate 75,000 registered holders of Ordinary Shares at the time held 20 or fewer Ordinary Shares, representing, in aggregate, approximately 0.01% of the total number of Ordinary Shares in issue. Following the 2024 Odd-lot Offer, the number of Shareholders was reduced by 60,055.

Of the c.14,360 Shareholders on the share register today, approximately 11,453 Shareholders hold 50 or fewer Ordinary Shares.

By carrying out an Odd-lot Offer, the Directors will facilitate the disposal by Eligible Odd-lot Holders of their shares at a 5% premium to the volume weighted average price of Ordinary Shares traded on Euronext Dublin over the five trading days prior to the date on which the Offer Price is finalised without the dealing costs that would typically render such disposal uneconomic, whilst giving active Shareholders the ability to opt-out of such a disposal.

The Directors believe that an Odd-lot Offer would be 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 Odd-lot Offer

Under the terms of an Odd-lot Offer, Eligible Odd-lot Holders will be able to elect to retain their Odd-lot holdings by opting out of the Odd-lot Offer. The holdings of Eligible Odd-lot Holders who do not opt-out of an Odd-lot Offer will have their Ordinary Shares acquired by the Company at the Offer Price.

### **Eligible Odd-lot Holders**

Eligible Odd-lot Holders are those Shareholders with registered addresses in Ireland and the UK who are recorded on the share register as holding 50 or fewer Ordinary Shares in book-entry form.

If an Odd-lot Offer is made, Shareholders with registered addresses in Ireland and the UK who are Odd-lot Holders on the First Record Date and who remain Odd-lot Holders on the Second Record Date (being the record date announced by the Directors when an Odd-lot Offer is declared) will be entitled to participate in an Odd-lot Offer. Shareholders who become Odd-lot Holders between the First Record Date and the Second Record Date will not be entitled to participate in an Odd-lot Offer.

Holdings under the same name with different designations will be treated as separate holdings of Shareholders for these purposes. As Euroclear Participants and CDI Holders have means of trading their Ordinary Shares through intermediaries, any Odd-lot Offer will be 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 Ireland and the UK will be eligible to participate in an Odd-lot Offer.

### **When will an Odd Lot Offer be made?**

If Resolutions 14 to 16 are passed at the AGM, the Directors will have the authority to determine when to carry out an Odd-lot Offer at any time in the following 18 months.

An Odd-lot Offer, if made, will be made on the Terms and Conditions set out in Appendix 2 to this Circular.

The detailed timetable for implementation of any proposed Odd-lot Offer will be communicated to Eligible Odd-lot Holders when any such Odd-lot Offer is made. The Directors shall be able to determine the details of such timetable at their sole discretion. Details of the action Eligible Odd-lot Holders should take, including details of the Opt-Out Form, will also be communicated to Eligible Odd-lot Holders at the time the Odd-lot Offer is made.

Any purchase of Ordinary Shares pursuant to an Odd-lot Offer will be funded by available cash resources.

### **Offer Price**

If an Odd-lot Offer is made, the Offer Price will be a 5% premium to the volume weighted average price of Ordinary Shares traded on Euronext Dublin over the five trading days prior to the date on which the Offer Price is finalised. The Offer Price will be published by an RIS announcement at the time the Odd-lot Offer is made.

### **Transaction costs**

Given the nature of an Odd-lot Offer, Eligible Odd-lot Holders will not bear any transaction costs with respect to any Odd-lot Offer.

### **Financial effects and effects on share capital**

It is anticipated that any Odd-lot Offer that is announced by the Directors and any potential buyback of Ordinary Shares by the Company pursuant to such Odd-lot Offer will not have a significant effect on the earnings, headline earnings per Ordinary Share, net asset value, regulatory capital position or tangible net asset value per Ordinary Share of the Company.

If the Company were to implement an Odd-lot Offer immediately after the AGM, based on the holdings of Odd-lots on 24 March 2026, the maximum number of Ordinary Shares that could be purchased pursuant to such an Odd-lot Offer would be 179,602 (0.008% of the Ordinary Shares in issue as at that date).

### **Taxation**

Shareholders should take into account the tax implications for them of participating in an Odd-lot Offer. In order to assist Shareholders, a general description of the Irish and UK tax treatment of participating in an Odd-lot Offer for certain classes of Shareholder will be made available on the Company's website [www.aib.ie/investorrelations](http://www.aib.ie/investorrelations) in the event that an Odd-lot Offer is being implemented. Shareholders who are in any doubt as to their own tax position should consult their own professional adviser.

## **Appendix 2: The Proposed Terms of an Odd-lot Offer**

### **General**

Eligible Odd-lot Holders will be entitled to participate in an Odd-lot Offer on the terms and subject to the conditions set out in this Circular, the Odd-Lot Purchase Contract and the Opt-Out Form (which form will be sent to Eligible Odd-lot Holders in due course). The consideration to be paid for each Ordinary Share pursuant to an Odd-lot Offer will be the Offer Price, which will be calculated on the basis set out in the paragraph entitled "Offer Price" in Appendix 1 to this Circular.

Unless an Odd-lot Offer has been terminated by the Directors, the Company will purchase Odd-lots in accordance with the terms of such Odd-lot Offer.

Ordinary Shares purchased by the Company pursuant to an Odd-lot Offer will be acquired as soon as practicable following the close of such Odd-lot Offer free and clear from all liens, charges and encumbrances and together with all rights attaching thereto. Holders of Odd-lots will not, therefore, be entitled to receive any dividends paid by the Company by reference to a record date on or after the date of such purchase.

Those Eligible Odd-lot Holders who do not elect to retain their Odd-lots by returning the duly completed Opt-Out Form will be deemed to have agreed that, in consideration of the Company agreeing to process their tender, such Eligible Odd-lot Holder will not revoke their deemed tender or withdraw their Ordinary Shares from the Odd-lot Offer. Odd-lot Holders should note that once deemed tendered, Ordinary Shares may not be sold or otherwise transferred.

No Eligible Odd-lot Holder shall be entitled to partially opt-out of an Odd-lot Offer. To the extent that an Eligible Odd-lot Holder attempts to opt-out on a partial basis, such Eligible Odd-lot Holder shall be deemed to have agreed to sell their entire Odd-lot holding without anything further being required.

### **Eligibility of the Odd-lot Offer**

To be eligible to participate in an Odd-lot Offer in respect of their 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.

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

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

The Directors shall be entitled to refuse to implement the purchase of Ordinary Shares pursuant to an Odd-lot Offer in respect of any Shareholder whom the Directors in their absolute discretion believe has either (i) become a holder of an Odd-lot in order to take advantage of such Odd-lot Offer or (ii) split their existing shareholding in order to participate in such Odd-lot Offer, and such Shareholder will have no claim against the Company or any Director arising out of or in connection with such refusal.

### **Purchased Ordinary Shares**

Any Ordinary Shares acquired by the Company pursuant to an Odd-lot Offer will be cancelled.

## Representations and Warranties from holders of Odd-lots

Each holder of Odd-lots whose Ordinary Shares are purchased pursuant to any proposed Odd-lot Offer is deemed to irrevocably undertake, represent, warrant and agree to and with the Company so as to bind such holder and their personal or legal representatives, heirs, successors and assigns to the effect that:

- (i) not electing to retain their Odd-lots through the execution of an Opt-Out Form shall constitute an offer to sell to the Company the number of Ordinary Shares comprising such holder's holding of Odd-lots on and subject to the terms and conditions set out or referred to in this Circular, the Opt-Out Form and the Odd-Lot Purchase Contract;
- (ii) such holder of Odd-lots has full power and authority to tender, sell, assign or transfer the Ordinary Shares in respect of which such offer is deemed accepted (together with all rights attaching thereto) and, when the same are purchased by the Company, the Company will acquire such Ordinary Shares free and clear from all liens, charges, restrictions, claims, equitable interests and encumbrances and together with all rights on or after the date of such purchase attaching thereto and such representation and warranty will be true in all respects at the time the Company purchases such Ordinary Shares as if it had been entered into afresh at such time and shall not be extinguished by such purchase;
- (iii) such holder of Odd-lots is the owner of the Ordinary Shares in respect of which such offer is deemed accepted;
- (iv) any Director or other person nominated by the Company will be irrevocably appointed as the attorney and agent of such holder of Odd-lots and a failure to execute and return an Opt-Out Form such that it is received by the Company before the date on which the Odd-lot Offer is closed shall constitute an irrevocable instruction to the attorney, to complete and execute all or any contracts and/or other documents at the attorney's discretion in relation to the Ordinary Shares for the purchase of such Ordinary Shares by the Company and to do all such other acts and things as may in the opinion of such attorney be necessary or expedient for the purchase of such Ordinary Shares, or in connection with, such Odd-lot Offer;
- (v) such holder of Odd-lots agrees to ratify and confirm each and every act or thing which may be done or effected by the Company or any of its Directors or any person nominated by the Company in the proper exercise of its or his or her powers and/or authorities hereunder and under the Articles of Association;
- (vi) such holder of Odd-lots shall do all such acts and things as shall be necessary and execute any additional documents deemed by the Company to be desirable, in each case to complete the purchase of the Ordinary Shares and/or to perfect any of the authorities expressed to be given hereunder; and
- (vii) in circumstances where a holder of Odd-lots has a registered address in Ireland or the United Kingdom but is resident in a jurisdiction outside Ireland and/or the United Kingdom, such holder of Odd-lots has fully observed any applicable legal requirements and that the invitation under such Odd-lot Offer may be made to him or her under the laws of the relevant jurisdiction.

## Additional Provisions

The failure of any person to receive a copy of this Circular or the Opt-Out Form shall not invalidate any aspect of any proposed Odd-lot Offer.

Any Odd-lot Offer, all Opt-Out Forms, and all contracts and non-contractual obligations arising out of or in connection with any such Odd-lot Offer and Opt-Out Forms shall be governed by and construed in accordance with Irish law.

Documents of title relating to Odd-lots should not be sent to the Registrar.

## Payment

Delivery of the consideration for the Ordinary Shares to be purchased pursuant to any proposed Odd-lot Offer will be made by cheque and/or Electronic Funds Transfer to each holder of Odd-lots whose Ordinary Shares are purchased pursuant to any proposed Odd-lot Offer by the Registrar who will act as agent for such Shareholders for the purpose of receiving the consideration and transmitting such proceeds to such Shareholders. Under no circumstance will interest be paid on the consideration to be paid by the Company or the Registrar regardless of any delay in making such payment.

The Offer Price will be set in euro. Shareholders with a registered address in Ireland will be paid in euro. Shareholders with a registered address in the United Kingdom will be paid 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 Shareholders tendering Odd-lots.

With respect to each holder of Odd-lots whose Ordinary Shares are purchased pursuant to any proposed Odd-lot Offer but (i) for whom the Company does not have an up-to-date address or (ii) to whom the Company otherwise determines it cannot make payments, the proceeds of an Odd-lot Offer will be retained by the Company until claimed and each such Shareholder will be recorded as a creditor in the Company's accounts.

All unclaimed proceeds from the sale of Odd-lots will be retained by the Company until claimed. No trust shall be created in respect of the unclaimed proceeds, no interest shall be payable in respect of the same 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 forfeited for the benefit of one or more charitable institutions nominated by the Directors in their sole discretion.

## Overseas Shareholders

For securities law reasons, only those Shareholders with registered addresses in Ireland and the United Kingdom will be eligible to participate in an Odd-lot Offer. An Odd-lot Offer made to persons, if they are resident in, or citizens of, jurisdictions outside the United Kingdom or Ireland, may be affected by the laws of the relevant jurisdictions.

### Appendix 3: Definitions

The following definitions apply throughout this Circular unless the context otherwise requires.

|                               |  |
|-------------------------------|--|
| “€” or “euro”                 | the currency of the member states of the European Union that have adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome on 25 March 1957) as amended by the Treaty on European Union (signed in Maastricht on 7 February 1992) |
| 2024 Odd-lot Offer            | the odd-lot offer made in 2024 to holders of a Book-entry holding of 20 or fewer Ordinary Shares outside of the Euroclear system   |
| Annual General Meeting or AGM | the Annual General Meeting of the Company to be held on 30 April 2026  |
| 2025 Annual Financial Report  | the annual report of the Company for the year ended 31 December 2025   |
| Articles of Association       | the memorandum and articles of association of the Company (as most recently amended by the members at the annual general meeting held on 2 May 2024)   |
| Business Day                  | any day (other than a Saturday or Sunday) on which banks are generally open for normal banking business in Dublin and the City of London   |
| Book-entry or book-entry form | Ordinary Shares not in the Euroclear System and in relation to the electronic record of ownership as evidence of title (that replaced physical certificates following Dematerialisation on 1 January 2025)   |
| CDIs                          | CREST depository interests issued by CREST Depository Limited in respect of Ordinary Shares  |
| CDI Holders                   | the holder(s) of CDIs from time to time and “CDI Holder” means any one of them   |
| Circular                      | this document  |
| Company                       | AIB Group plc  |
| Companies Act or Act          | the Companies Act 2014 of Ireland (as amended)   |
| CREST                         | the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK is the Operator (as defined in the CREST Regulations)   |
| CREST Regulations             | the Uncertificated Securities Regulations 2001 (SI 2001 No.2001/3755) of the United Kingdom  |
| Dematerialisation             | means that, with effect from 1 January 2025, paper share certificates are no longer issued or valid as evidence of title, and ownership of shares is recorded solely through electronic Book-entry records on the Company’s register   |
| Directors or Board            | the directors of the Company   |
| Eligible Odd-lot Holders      | those members with registered addresses in the UK or Ireland who were Odd-lot Holders on the First Record Date and who remain Odd-lot Holders on the Second Record Date  |
| Euroclear Bank                | Euroclear Bank SA/NV, an international central securities depository and operator of the Euroclear System  |
| Euroclear Participant         | holders of interests in Ordinary Shares in book-entry form through the Euroclear System  |
| Euroclear System              | the securities settlement system operated by Euroclear Bank and governed by Belgian law  |
| Euroclear UK                  | Euroclear UK & International Limited   |

|  |  |
|--|--|
| Euronext Dublin                            | The Irish Stock Exchange plc, trading as Euronext Dublin   |
| First Record Date                          | 30 March 2026, being the first date on which a Shareholder must be an Odd-lot Holder to be eligible to participate in an Odd-lot Offer   |
| Form of Proxy                              | the form of proxy accompanying this Circular for use by Shareholders at the Annual General Meeting   |
| FSA  | the AIB Group plc 2026 Fixed Share Allowance   |
| Group                                      | the Company and its subsidiaries, as defined under the Companies Act   |
| Ireland                                    | the Republic of Ireland  |
| Latest Practicable Date                    | 24 March 2026  |
| Notice of Annual General Meeting or Notice | the notice of the 2026 Annual General Meeting as set out in this Circular  |
| Odd-lot(s)                                 | a Book-entry holding of 50 or fewer Ordinary Shares outside of the Euroclear system  |
| Odd-lot Holders                            | members who hold Odd-lots  |
| Odd-lot Offer                              | any Odd-lot offer made to holders of Odd-lots as described in this Circular  |
| Offer Price                                | the price per Ordinary Share to be paid to holders of Odd-lots whose Ordinary Shares are purchased pursuant to an Odd-lot Offer  |
| Odd-Lot Purchase Contract                  | the purchase contract to be entered into between the Company and those Shareholders who are Odd-lot Holders on the First Record Date pursuant to which the Company will purchase the Odd-lot holdings of those Shareholders who were Odd-lot Holders on the First Record Date and who remain Odd-lot Holders on the Second Record Date (and who do not elect to retain their Odd-lot) a draft of which is to be tabled at the Annual General Meeting and initialled by the Chair of the Company for the purposes of identification |
| Opt-Out Form                               | the opt-out form to be sent to holders of Odd-lots pursuant to the terms of an Odd-lot Offer   |
| Ordinary Resolution                        | approval by a simple majority of votes cast (in person or by proxy) at the AGM   |
| Ordinary Shares                            | ordinary shares of €0.625 each in the capital of the Company   |
| Registered Office                          | 10 Molesworth Street, Dublin 2, D02 R126, Ireland  |
| Registrar                                  | Computershare Investor Services (Ireland) Limited  |
| Regulations                                | European Union (Shareholders' Rights) Regulations 2020   |
| Remuneration Committee                     | the Remuneration Committee of the Company  |
| Second Record Date                         | the date or dates on which a Shareholder who was an Odd-lot Holder on the First Record Date must remain an Odd-lot Holder in order to be eligible to participate in an Odd-lot Offer, such date or dates to be determined by the Directors and communicated to the Shareholders at the time of making such Odd-lot Offer   |
| Shareholders                               | the registered holders of Ordinary Shares in the Company (which, unless otherwise specified) does not include Euroclear Participants and CDI Holders   |
| Special Resolution                         | approval by not less than 75% of votes cast (in person or by proxy) at the AGM   |
| United Kingdom or UK                       | the United Kingdom of Great Britain and Northern Ireland   |