

Final Terms dated 24 November 2015

Allied Irish Banks, p.l.c.

Issue of 750,000,000 Fixed Rate Resettable Subordinated (Tier 2) Notes due 2025
under the €10,000,000,000

Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 11 June 2015 and the supplemental Base Prospectus dated 18 November 2015 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC, as amended (the “**Prospectus Directive**”) of the European Parliament and of the Council on markets in financial instruments as amended, to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Final Terms and the Base Prospectus and the supplemental Base Prospectus are available for inspection at the London office of the Agent and the offices in Dublin and London of the Issuer and in electronic form on the website of the Issuer www.aibgroup.com (access through the “Investor Relations” link), the website of the Central Bank, www.centralbank.ie (for so long as the Central Bank decides to provide a service of publishing such documents on its website) and on the website of the Irish Stock Exchange at www.ise.ie.

1.	(a)	Issuer:	Allied Irish Banks, p.l.c. acting through its registered office in Dublin
2.	(i)	Series Number:	119
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes become fungible:	Not Applicable
3.		Specified Currency or Currencies:	Euro “ EUR ”
4.		Aggregate Nominal Amount of Notes:	EUR 750,000,000
	(i)	Series:	EUR 750,000,000
	(ii)	Tranche:	EUR 750,000,000
5.		Issue Price:	99.876 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	100,000 and integral multiples of 1,000 in excess thereof up to and including 199,000. No Notes in definitive form will be issued with a denomination above 199,000
	(ii)	Calculation Amount:	1,000
7.	(i)	Issue Date:	26 November 2015
	(ii)	Interest Commencement Date:	Issue Date

8.	Maturity Date:	26 November 2025
9.	Interest Basis:	Fixed Rate Reset
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Call (further particulars specified below)
13.	(i) Status of the Notes:	Subordinated
	(ii) Date Board approval for issuance of Notes obtained:	21 May 2015
14.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions:	Not Applicable
16.	Resetable Note provisions:	Applicable
	(i) Initial Rate of Interest:	4.125 per cent. per annum payable annually in arrear
	(ii) First Margin:	3.95 per cent. per annum
	(iii) Subsequent Margin:	Not Applicable
	(iv) Resetable Note Interest Payment Date(s):	26 November in each year commencing on 26 November 2016 and ending on 26 November 2025
	(v) First Resetable Note Reset Date:	26 November 2020
	(vi) Second Resetable Note Reset Date:	Not Applicable
	(vii) Relevant Screen Page:	Bloomberg ICAE 1
	(viii) Subsequent Resetable Note Reset Date:	Not Applicable
	(ix) Mid-Swap Rate:	Euro Single Mid-Swap Rate
	(x) Mid-Swap Maturity:	5 year
	(xi) Day Count Fraction:	Actual/Actual – ICMA, unadjusted
17.	Floating Rate Note Provisions:	Not Applicable
18.	Zero Coupon Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19.	Call Option:	Applicable
	(i) Optional Redemption Date(s):	26 November 2020

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|-------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|
| (ii) | Optional Redemption Amount(s) of each Note: | EUR 1,000 per Calculation Amount |
| (iii) | Notice period: | Minimum period: 15 days
Maximum period: 30 days |
| 20. | Put Option: | Not Applicable |
| 21. | Final Redemption Amount of each Note: | EUR 1,000 per Calculation Amount |
| 22. | Early Redemption Amount: | |
| (i) | Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or on redemption for regulatory reasons: | EUR 1,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 23. | Form of Notes: | Bearer Notes
Temporary Global Note exchangeable for Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note |
| 24. | New Global Note: | No |
| 25. | Financial Centre(s): | TARGET |
| 26. | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No |

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

The previous paragraph should be read in conjunction with the second paragraph on the second page of the Base Prospectus.

Signed on behalf of the Issuer:

By:

Duly authorised




PART B – OTHER INFORMATION

1. Listing

- (i) Listing: Irish Stock Exchange
- (ii) Admission to trading: Application has been made for the Notes to be admitted to the Official List and to be admitted to trading on the regulated market of the Irish Stock Exchange with effect from 26 November 2015. No assurance can be given that such listing will be obtained and/or maintained.
- (iii) Estimate of total expenses related to admission to trading: EUR 600

2. Ratings

- Ratings: The following ratings reflect the ratings allocated to Notes of this type issued under the Programme generally:
- The Notes are expected to be rated:
- B2 by Moody's Investor Services Limited ("**Moody's**")
- B by Standard & Poor's Credit Market Services Europe Limited ("**S&P**"), and
- BB- by Fitch Ratings Ltd. ("**Fitch**"),
- on or shortly after the Issue Date.
- No assurance can be given that such rating will be obtained and/or retained.
- Each of Moody's, S&P and Fitch is established in the EU and registered under Regulation (EC) No 1060/2009 (the "CRA Regulation").

3. Interests of Natural and Legal Persons involved in the Issue

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer..

5. Operational Information

- ISIN: XS1325125158
- Common Code: 132512515
- Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable
- Delivery: Delivery against payment
- Name and address of additional Paying Agent(s) (if any): Not Applicable
- Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the

ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

6. **Distribution**

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
 - (A) Names of Managers: **Joint Lead Managers**
BNP Paribas
Deutsche Bank AG, London Branch
Goodbody Stockbrokers
Morgan Stanley & Co. International plc
Nomura International plc
UBS Limited
Co-Lead Manager
Merrion Stockbrokers Limited
 - (B) Stabilising Manager(s)
(if any): Deutsche Bank AG, London Branch
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) U.S. Selling Restrictions: Reg. S Compliance Category 2, TEFRA D