

**THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014 (“MAR”)**

**AIB Group plc announces amendment to and extension of cash tender offer**

8 May 2025 — AIB Group plc (the “Offeror”) announces an amendment to the offer to purchase for cash for any and all of its outstanding Fixed-to-Floating Rate Senior Notes due 2026 (the “Notes”) subject to the satisfaction (or waiver) of the New Financing Condition (as defined below) (such offer, the “Offer”) which it announced on 8 May 2025.

The Offeror is making the Offer on the terms and subject to the conditions set forth in the offer to purchase dated 8 May 2025 (as amended by this announcement, the “Offer to Purchase”) and subject to the offer restrictions set out below and as more fully described in the Offer to Purchase. The Offer to Purchase is available, subject to eligibility confirmation and registration, from the Offer Website: <https://deals.is.kroll.com/aib>. Capitalized terms used in this announcement and not otherwise defined have the meanings ascribed to them in the Offer to Purchase.

The terms of the Offer (including the Offer to Purchase) are hereby amended as follows:

- (i) the Reference Treasury Security is “3.750 per cent U.S. Treasury due 30 April 2027” and all references to “4.250 per cent. U.S. Treasury due 15 October 2025” shall be replaced with “3.750 per cent U.S. Treasury due 30 April 2027”;
- (ii) all references to “FIT3” shall be replaced with “FIT1”; and
- (iii) the timetable and key dates of the Offer shall be amended as below to reflect the extension of the offer period and all references to such dates shall be read and construed accordingly:

<b>Events</b>	<b>Times and Dates (all times are New York City time)</b>
<b><i>Commencement of the Offer</i></b>	
Offer announced. Offer to Purchase available from the Information and Tender Agent.	8 May 2025
<b><i>Price Determination Time</i></b>	
Calculation by the Dealer Manager of the Total Consideration for the Notes in the manner described in this Offer to Purchase.	11:00 a.m. on 15 May 2025
The Offeror will publish an announcement stating the Total Consideration for the Notes as promptly as practicable after the Price Determination Time.	
<b><i>Withdrawal Deadline</i></b>	
Final deadline for Holders who have tendered Notes in the Offer to validly withdraw their Tender Instructions, unless a later deadline is required by law.	5:00 p.m. on 15 May 2025
<b><i>Expiration Deadline</i></b>	
Final deadline for receipt of valid Tender Instructions by the Information and Tender Agent in order for Holders to be able to participate in the Offer.	5:00 p.m. on 15 May 2025

### ***Announcement of Results***

Announcement by the Offeror of whether it will accept, on the Settlement Date (subject to the satisfaction (or waiver of the Offeror in its sole and absolute discretion) of the conditions set out in this Offer to Purchase, including, but not limited to, the New Financing Condition), valid tenders of Notes pursuant to the Offer and, if so, (i) the aggregate principal amount of the Notes accepted for purchase on the Settlement Date, (ii) the Total Consideration, and (iii) the aggregate principal amount of the Notes that will remain outstanding following completion of the Offer, if any.

As promptly as practicable after the Expiration Deadline (currently expected to be 16 May 2025)

### ***Guaranteed Delivery Deadline***

The deadline for holders to tender Notes pursuant to the guaranteed delivery procedures described under “Procedures for Participating in the Offer –Guaranteed Delivery Procedures”.

5.00 p.m. on 16 May 2025

### ***Settlement Date***

The Settlement Date is expected to be two Business Days after the Expiration Deadline.

19 May 2025

Aside from the amendments above (and any consequential amendments stemming directly from the above) the terms of the Offer set out in the Offer to Purchase shall remain unchanged.

The Offeror has retained Morgan Stanley & Co LLC to act as the Dealer Manager for the Offer, Goodbody Stockbrokers to act as Structuring Adviser for the Offer and Kroll Issuer Services Limited to act as the Information and Tender Agent for the Offer. Questions regarding procedures for tendering Notes may be directed to Kroll Issuer Services Limited at +44 (0) 20 7704 0880 or by email at [aib@is.kroll.com](mailto:aib@is.kroll.com). Additionally, the Offer material is available at <https://deals.is.kroll.com/aib>. Questions regarding the Offer may be directed to Morgan Stanley & Co. LLC at (within the United States) +1 212 761 1057 (U.S. Collect) or +1 800 624 1808 (U.S. toll free) / (outside the United States) +44 20 7677 5040 or by email to [liabilitymanagementeuropa@morganstanley.com](mailto:liabilitymanagementeuropa@morganstanley.com).

This press release is for informational purposes only and does not constitute an offer to sell, or a solicitation of an offer to buy, any security (including the Notes). No offer, solicitation, or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful. The Offer is only being made pursuant to the Offer to Purchase. Holders are urged to carefully read the Offer to Purchase before making any decision with respect to the Offer.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required by the Offeror, the Dealer Manager and the Information and Tender Agent to inform themselves about and to observe any such restrictions.

**This announcement is released by AIB Group plc and contains information that qualified as inside information for the purposes of Article 7 of MAR, encompassing information relating to the Offer and proposed issue of New Notes described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Eoin Moore, Head of Term Funding.**

**DISCLAIMER** This announcement must be read in conjunction with the Offer to Purchase. This announcement and the Offer to Purchase contain important information which should be read carefully before any decision is made with respect to the Offer. If any Holder is in any doubt as to the contents of the Offer to Purchase or the action it should take, it is recommended to seek its own financial, accounting, regulatory and legal advice, including in respect of any financial, accounting and tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the Offer. None of the Offeror, the Dealer Manager, the Structuring Adviser or the Information and Tender Agent or any of their respective directors, officers, employees, agents, advisers or affiliates has made or will make any assessment of the merits and risks of the Offer or of the impact of the Offer on the interests of Holders either as a class or individuals, and none of them makes any recommendation whether Holders should tender Notes pursuant to the Offer. None of the Offeror, the Dealer Manager, the Structuring Adviser or the Information and Tender Agent (or any of their respective directors, officers, employees, agents, advisers or affiliates) is providing Holders with any legal, business, tax, financial, investment, accounting or other advice in this announcement and/or the Offer to Purchase and/or in connection with the Offer. Holders should consult with their own advisers as needed to assist them in making investment decisions, and to advise them whether they are legally permitted to tender Notes for cash.

### **Offer and Distribution Restrictions**

*This announcement and the Offer to Purchase do not constitute an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this announcement and the Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and the Offer to Purchase comes are required by each of the Offeror, the Dealer Manager, the Structuring Adviser and the Information and Tender Agent to inform themselves about, and to observe, any such restrictions.*

#### ***Ireland***

The Offer is not being made, directly or indirectly, to the public in Ireland and no offers or sales of any notes or securities under or in connection with such Offer may be effected to persons in Ireland except in conformity with the provisions of Irish laws and regulations (the “Applicable Irish Laws”) including: (i) the Companies Act 2014 (as amended) (the “Companies Act”); (ii) the Irish Central Bank Acts 1942 to 2018 (as amended) and any codes of practice made under Section 117(1) of the Central Bank Act 1989 (as amended); (iii) Regulation (EU) 2017/1129, the European Union (Prospectus) Regulations 2019 and any rules issued under Section 1363 of the Companies Act by the Central Bank of Ireland (the “Central Bank”); (iv) the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) and any codes or rules of conduct applicable thereunder, Regulation (EU) No 600/2014 and any delegated or implementing acts adopted thereunder and the provisions of the Investor Compensation Act 1998 (as amended); and (v) the MAR, the European Union (Market Abuse) Regulations 2016 (as amended) and any rules and guidelines issued under Section 1370 of the Companies Act 2014 (as amended) by the Central Bank.

The Offer and any other documents or materials relating to the Offer must not be distributed to persons in Ireland otherwise than in conformity with the provisions of the Applicable Irish Laws.

#### ***United Kingdom***

The communication of this announcement is not being made, and has not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended.

The communication of this announcement, the Offer to Purchase and any other documents or materials relating to the Offer is not being made and such documents and/or materials have not been approved by an authorised

person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, this announcement, the Offer to Purchase and such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to, and may only be acted upon by, those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Financial Promotion Order”)), or persons who are within Article 43 of the Financial Promotion Order or to any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (together, “relevant persons”). Any investment or investment activity to which the Offer relates is available only to relevant persons and will be engaged in only with relevant persons (and is subject to other restrictions referred to in the Financial Promotion Order).

### ***Belgium***

The Offer is not being made, and will not be made or advertised, directly or indirectly, to any individual in Belgium qualifying as a consumer within the meaning of Article I.1 of the Belgian Code of Economic Law, as amended from time to time (a “Belgian Consumer”) and this announcement, the Offer to Purchase or any other documents or materials relating to the Offer have not been and shall not be distributed, directly or indirectly, in Belgium to Belgian Consumers.

### ***France***

The Offer is not being made, directly or indirectly, in the Republic of France (“France”) other than to qualified investors (*investisseurs qualifiés*) as defined in Article 2(e) of Regulation (EU) 2017/1129 (as amended). Neither this announcement, the Offer to Purchase nor any other documents or materials relating to the Offer have been or shall be distributed in France other than to qualified investors (*investisseurs qualifiés*) and only qualified investors (*investisseurs qualifiés*) are eligible to participate in the Offer. This announcement has not been and will not be submitted for clearance to nor approved by the *Autorité des Marchés Financiers*.

### ***Italy***

None of this announcement, the Offer to Purchase or any other documents or materials relating to the Offer have been or will be submitted to the clearance procedures of the Commissione Nazionale per le Società e la Borsa (“CONSOB”) pursuant to Italian laws and regulations.

The Offer is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “Financial Services Act”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of May 1999, as amended (the “Issuers’ Regulation”). The Offer is also being carried out in compliance with article 35-bis, paragraph 7 of the Issuers’ Regulation.

Holders or beneficial owners of the Notes that are located in Italy may tender their Notes in the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes and/or the Offer.

## **General**

This announcement and the Offer to Purchase do not constitute an offer to buy or the solicitation of an offer to sell Notes, and tenders of Notes in the Offer will not be accepted from Holders, in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and the Dealer Manager or its affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by the Dealer Manager or its affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

## **Forward-Looking Information**

Some of the information contained in this announcement and the Offer to Purchase may constitute “forward-looking statements” within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Although the Offeror has based these forward-looking statements on its expectations and projections about future events, it is possible that actual results may differ materially from its expectations. In many cases, the Offeror includes a discussion of the factors that are most likely to cause forward-looking statements to differ from actual results together with the forward-looking statements themselves.

In addition, Holders should consider the risks described in “*Risk Factors and Other Considerations*” in the Offer to Purchase. Such risks could also cause actual results to differ from forward-looking information. In light of these and other uncertainties, the forward-looking statements included in this announcement and the Offer to Purchase should not be regarded as a representation by the Offeror that its plans and objectives will be achieved.

The Offeror undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or for any other reason.

## **New Notes**

Any investment decision to purchase any New Notes should be made solely on the basis of the information contained in the base prospectus dated 26 March 2025 in connection with the Offeror’s U.S.\$10,000,000,000 Global Medium Term Note Programme (the “Base Prospectus”), the supplement to the Base Prospectus dated 7 May 2025 and the Final Terms in respect of the New Notes (together, the “Prospectus”), pursuant to which the New Notes are intended to be issued, and no reliance is to be placed on any representations other than those contained in the Prospectus. Subject to compliance with all applicable securities laws and regulations, the Prospectus is available on the website of the Offeror and from the joint lead managers of the issue of the New Notes, on request. The New Notes have not been and will not be registered under the United States Securities Act of 1933. The Offer is not an offer to sell or a solicitation of an offer to buy the New Notes. No action has been or will be taken in any jurisdiction in relation to the New Notes to permit a public offering of securities.

*Compliance information for the New Notes:* **MiFID II and UK MiFIR product governance** – eligible counterparties and professional clients only (all distribution channels). **PRIPs Regulation and UK PRIIPs Regulation**– no sales to EEA or UK retail investors; no key information document has been or will be prepared. See the Prospectus for further information.