

FINAL TERMS

Final Terms dated 4 April 2019

AIB Group plc

Legal entity identifier (LEI): 635400AKJBGNS5WNQL34

**Issue of U.S.\$1,000,000,000 Fixed-to-Floating Rate Senior Notes due 2025
under the U.S.\$10,000,000,000 Global Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

MiFID II product governance/Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “MiFID II”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2002/92/EC, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “Prospectus Directive”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Terms used herein shall be deemed to be defined as in the “*Description of the Notes*” in the Base Prospectus dated 2 April 2019. 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. 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 are available for inspection at the London office of the Agent and the office 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 Euronext Dublin at www.ise.ie.

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| 1. | Issuer: | AIB Group plc |
| 2. | (i) Series Number: | 2 |
| | (ii) Tranche Number: | 1 |

(iii)	Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:	United States dollar (“U.S.\$”)
4.	Aggregate Nominal Amount of Notes:	U.S.\$1,000,000,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof up to and including U.S.\$399,000
	(ii) Calculation Amount:	U.S.\$1,000
7.	(i) Issue Date:	10 April 2019
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	10 April 2025
9.	Interest Basis:	In respect of the period from (and including) the Issue Date to (but excluding) 10 April 2024 (the “First Call Date”) 4.263 per cent. per annum Fixed Rate and thereafter 3m U.S.\$ LIBOR +187.4 bps per annum Floating Rate (further particulars specified below)
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:	Applicable – see paragraph 9 above
12.	Put/Call Options:	Call (further particulars specified at item 19 below)
13.	(i) Status of the Notes:	Senior
	(ii) Loss Absorption Note:	Applicable
	(iii) Waiver of Set-off:	Applicable – “No Set-off” applies
	(iv) Restricted Events of Default:	Applicable – Restricted Events of Default applies
	(v) Date Board approval for issuance of Notes obtained:	28 March 2019
14.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions:	Applicable from (and including) the Interest Commencement Date to (but excluding) the First Call Date
	(i) Rate of Interest:	4.263 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	10 April and 10 October in each year, commencing on 10 October 2019 up to and including 10 April 2024
	(iii) Fixed Coupon Amount:	U.S.\$21.32 per Calculation Amount

	(iv)	Broken Amount(s):	Not Applicable
	(v)	Day Count Fraction:	30/360, unadjusted
	(vi)	Determination Date(s):	Not Applicable
16.		Resettable Note provisions:	Not Applicable
17.		Floating Rate Note Provisions:	Applicable from (and including) the First Call Date to (but excluding) the Maturity Date
	(i)	Interest Period(s):	means the period beginning on (and including) the First Call Date and ending on (but excluding) the following Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date
	(ii)	Specified Interest Payment Dates:	10 July 2024, 10 October 2024, 10 January 2025 and the Maturity Date
	(iii)	First Interest Payment Date:	10 July 2024
	(iv)	Interest Period Date:	As set out in the Base Prospectus
	(v)	Business Day Convention:	Modified Following Business Day Convention
	(vi)	Business Centre(s):	New York City and London
	(vii)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(viii)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Not Applicable
	(ix)	Screen Rate Determination:	
		– Reference Rate:	LIBOR
		– Interest Determination Date(s):	The Floating Rate will be initially determined two Business Days in London prior to 10 April 2024 and will be reset quarterly two Business Days in London prior to 10 July 2024, 10 October 2024 and 10 January 2025
		– Relevant Screen Page:	Reuters LIBOR01 (or any replacement page which displays that rate)
	(x)	ISDA Determination:	
		– Floating Rate Option:	Not Applicable
		– Designated Maturity:	Not Applicable
		– Reset Date:	Not Applicable
		– ISDA Definitions:	Not Applicable
	(xi)	Linear Interpolation:	Not Applicable
	(xii)	Margin(s):	+187.4bps per annum
	(xiii)	Minimum Rate of Interest:	Not Applicable

- (xiv) Maximum Rate of Interest: Not Applicable
- (xv) Day Count Fraction: Actual/360, adjusted
- 18. **Zero Coupon Note Provisions:** Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 19. **Call Option:** Applicable
 - (i) Optional Redemption Date(s): 10 April 2024
 - (ii) Optional Redemption Amount(s) of each Note: U.S.\$1,000 per Calculation Amount
 - (iii) If redeemable in part:
 - (a) Minimum Redemption Amount: Not Applicable
 - (b) Maximum Redemption Amount: Not Applicable
 - (iv) Notice period: As set out in the Base Prospectus
- 20. **Put Option:** Not Applicable
- 21. **Capital Disqualification Event for partial exclusion:** Not Applicable
- 22. **Loss Absorption Disqualification Event:** Applicable
 - Loss Absorption Disqualification Event for partial exclusion: Applicable
- 23. **Final Redemption Amount of each Note:** U.S.\$1,000 per Calculation Amount
- 24. **Early Redemption Amount:**
 - Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or on redemption following a Loss Absorption Disqualification Event: U.S.\$1,000 per Calculation Amount
- 25. **Substitution and Variation:** Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 26. **Form of Notes:**
 - Restricted Global Note registered in the name of a nominee for DTC
 - Unrestricted Global Note registered in the name of a nominee for DTC
- 28. **Green Bonds:** No
- 29. **Financial Centre(s):** New York City

PART B – OTHER INFORMATION

1. **Listing**

- (i) Listing: Euronext Dublin
- (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 Euronext Dublin with effect from 10 April 2019. No assurance can be given that such listing will be obtained and/or maintained.
- (iii) Estimate of total expenses related to admission to trading: €1,000

2. **Ratings**

- Ratings: The Notes are expected to be rated:
Baa3 by Moody's Investor Services Limited ("Moody's");
BBB- by Standard & Poor's Credit Market Services Europe Limited ("S&P"); and
BBB- 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 are 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:**

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. **Yield:**

- Indication of yield: 4.263 per cent. per annum in respect of the Fixed Rate period
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. **Operational Information:**

- ISIN – 144A Note: US00135TAB08
- ISIN – Reg S Note: USG0R4HJAB24
- CFI: DBVNGR
- FISN: AIB GRP PLC/VAR RATE NT 2025 SR 144
- FISN: AIB GRP PLC/VAR RATE NT 2025 SR
- CUSIP – 144A Note: 00135T AB0
- CUSIP – Reg S Note: G0R4HJ AB2

Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, S.A. and The Depository Trust Company and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Name and address of additional Paying Agent(s) (if any):	Not Applicable
Name and address of Registrars:	The Bank of New York Mellon SA/NV, Luxembourg Branch 2-4 Rue Eugene Ruppert Vertigo Building – Polaris Luxembourg, 2453 Luxembourg

7. **Distribution:**

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| (i) Method of distribution: | Syndicated |
| (ii) If syndicated: | |
| (A) Names of Managers: | Barclays Capital Inc.
Goldman Sachs & Co. LLC
J.P. Morgan Securities LLC
Merrill Lynch, Pierce, Fenner & Smith Incorporated
Morgan Stanley & Co. LLC |
| (B) Stabilising Manager(s) (if any): | Morgan Stanley & Co. LLC |
| (iii) If non-syndicated, name of Dealer: | Not Applicable |
| (iv) U.S. Selling Restrictions: | Reg. S Compliance Category 2, Rule 144A |

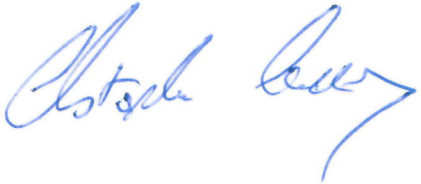
RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: 

Duly authorised

By: 

Duly authorised