

**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 the pricing of its cash tender offer**

15 May 2025 - AIB Group plc (the “Offeror”) announces the pricing of its previously announced offer to purchase for cash 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 in the Offer to Purchase) (such previous announcement, the “Launch Announcement” and such offer, the “Offer”).

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 the announcement made by the Offeror on 8 May 2025 entitled “AIB Group plc announces amendment to and extension of cash tender offer” (together, 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 following table sets forth certain terms of the Offer:

Title of Notes	CUSIP / ISIN Number(s)	Outstanding Principal Amount	Fixed Spread	Optional Redemption Date	Reference Treasury Security	Bloomberg Reference Page	Reference Yield <sup>(1)</sup>	Total Consideration <sup>(2)</sup>	Amount Subject to the Offer
Fixed-to-Floating Rate Senior Notes due 2026	00135TAC8 (144A) / US00135TA0 (144A) G0R4HJAC0 (Reg S) / USG0R4HJ07 (Reg S)	U.S.\$750,000,000	70 basis points	14 October 2025	3.750 per cent U.S. Treasury due 30 April 2027	FIT1	3.990 per cent.	U.S.\$1,011.30 <sup>(3)</sup>	Any and all

Notes:

- (1) The Reference Yield is calculated based on the bid side price of the Reference Treasury Security as reported on Bloomberg Reference Page FIT1 at 11:00 a.m. (New York City time) on 15 May 2025.
- (2) The applicable Total Consideration is calculated with reference to the Fixed Spread and the Reference Yield.
- (3) Per U.S.\$1,000 in principal amount of Notes

The Offer will expire at 5:00 p.m., New York City time, on 15 May 2025, unless extended or earlier terminated by the Offeror in its sole and absolute discretion (such time and date, as the same may be extended, the “Expiration Deadline”). Holders who validly tender their Notes may withdraw such Notes at any time prior to 5:00 p.m., New York City time, on 15 May 2025 (such time and date, as the same may be extended, the “Withdrawal Deadline”).

To participate in the Offer, and be eligible to receive the Total Consideration, Holders must validly tender and not validly withdraw their Notes so that they are received by the Information and Tender Agent at or prior to

the Expiration Deadline (as the same may be extended), or deliver a properly completed and duly executed notice of guaranteed delivery by no later than 5:00 p.m. (New York City time) on 16 May 2025, which is the Business Day after the Expiration Deadline (as the same may be extended), in accordance with the guaranteed delivery procedures described in the Offer to Purchase.

The Total Consideration was calculated in the manner set out in the Offer to Purchase, with reference to the Purchase Yield being the sum of (i) the Fixed Spread specified in the table above and (ii) the Reference Yield based on the bid side price of the Reference Treasury Security specified above as reported on Bloomberg Reference Page FIT1 at 11:00 a.m. (New York City time) on 15 May 2025.

In addition to the Total Consideration, Holders whose Notes are accepted for purchase will also be eligible to receive a cash payment representing accrued and unpaid interest from, and including, the last interest payment date for the Notes up to, but excluding, the Settlement Date (as defined below). The “Settlement Date” will occur promptly after the Expiration Date and is expected to be on or about 19 May 2025 (subject to extension).

The Total Consideration and the Accrued Interest Payment for Notes validly tendered pursuant to the Offer at or prior to the Expiration Deadline, and accepted for purchase, and the Notes accepted for purchase pursuant to the guaranteed delivery procedures, will be paid to Holders on the Settlement Date.

Subject to applicable law and the terms and conditions of the Offer to Purchase, the Offeror may terminate the Offer, waive any or all of the conditions to the Offer (including, but not limited to, the New Financing Condition) prior to the Expiration Deadline, extend the Expiration Deadline, or amend the terms of the Offer.

Unless stated otherwise, further announcements in connection with the Offer will be made by the Offeror by (i) publication through the website of Euronext Dublin; (ii) the delivery of notices to DTC for communication to Direct Participants and (iii) for the launch announcement and any announcement related to a material change to the Offer, publication via PR Newswire. Such announcements may also be made (a) on the relevant Reuters Insider Screen and/or (b) by the issue of a press release to a Notifying News Service. Copies of all such announcements, press releases and notices can also be obtained from the Information and Tender Agent, the contact details for which are set out below. Significant delays may be experienced where notices are delivered to DTC and Holders are urged to contact the Information and Tender Agent for the relevant announcements during the course of the Offer. In addition, Holders may contact the Dealer Manager for information using the contact details below.

The Offeror has retained Morgan Stanley & Co. LLC to act as the Dealer Manager for the Offer, and Goodbody Stockbrokers UC 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 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 Launch Announcement and the Offer to Purchase. This announcement, the Launch 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 Launch 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, the Launch 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, the Launch Announcement and the Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this announcement, the Launch 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 Launch Announcement and 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 Launch 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 who are within Article 43(2) 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 Launch 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 Launch 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 Launch 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 (“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 14 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 or 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, the Launch 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 any of 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.