

Final Terms dated 24 May 2019

AIB Group plc

Issue of €750,000,000 Senior Unsecured 1.250 per cent. Notes due 2024
under the €10,000,000,000

Euro 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in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the “**Prospectus Directive**”).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 such for the purposes of the Conditions set forth in the Base Prospectus dated 14 May 2019 which constitutes a base prospectus for the purposes of the Prospectus Directive. 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.

- | | | |
|----|--|----------------|
| 1. | Issuer: | AIB Group plc |
| 2. | (i) Series Number: | 3 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | Euro (“€”) |

4.	Aggregate Nominal Amount of Notes:	€750,000,000
5.	Issue Price:	99.433 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:	28 May 2019
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	28 May 2024
9.	Interest Basis:	1.250 per cent. Fixed Rate
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:	Not Applicable
13.	(i) Status of the Notes:	Senior
	(ii) Loss Absorption Note:	Applicable
	(iii) Waiver of Set-off:	Applicable – Condition 3(b) applies
	(iv) Restricted Events of Default:	Applicable – Condition 9(b) applies
14.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions:	Applicable
	(i) Rate of Interest:	1.250 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	28 May in each year commencing on 28 May 2020, up to and including the Maturity Date
	(iii) Fixed Coupon Amount:	€12.50 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual – ICMA
	(vi) Determination Date(s):	Not Applicable
16.	Resettable Note provisions:	Not Applicable

17. **Floating Rate Note Provisions:** Not Applicable
18. **Zero Coupon Note Provisions:** Not Applicable

PROVISIONS RELATING TO REDEMPTION

19. **Call Option:** Not Applicable
20. **Put Option:** Not Applicable
21. **Loss Absorption Disqualification Event:** Applicable
- Loss Absorption Disqualification Event for partial exclusion: Applicable
22. **Final Redemption Amount of each Note:** €1,000 per Calculation Amount
23. **Early Redemption Amount:** €1,000 per Calculation 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:
24. **Substitution and Variation:** Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

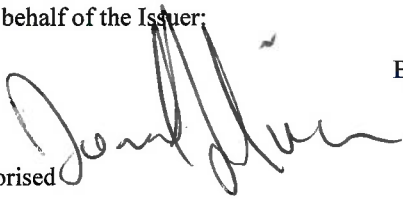
25. **Form of Notes:** Bearer Notes:
Temporary Global Note exchangeable for Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
26. **Governing Law:** Irish Law Notes
27. **New Global Note:** No
28. **Green Bonds:** No
29. **Financial Centre(s):** London and TARGET2
30. **Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):** No

RESPONSIBILITY

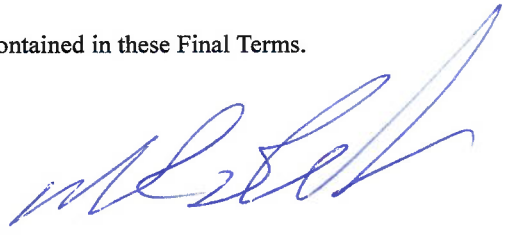
The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:



By:



Duly authorised

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 28 May 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. Fixed Rate Notes only – Yield

- Indication of yield: 1.368 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. Operational Information

- ISIN: XS2003442436
- Common Code: 200344243
- CFI: DTFXFB, as updated, as set out on the website of the Association of National Number Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- FISN: ALLIED IRISH BA/1EMTN 20240528, as updated, as set out on the website of the Association of National Number Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN /Not Applicable

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. 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 Goldman Sachs International HSBC Bank plc Morgan Stanley & Co. International plc Nomura International plc UBS Europe SE
(B) Stabilisation Manager(s) (if any):	Co-Lead Manager Cantor Fitzgerald Ireland Limited
(iii) If non-syndicated, name of Dealer:	Morgan Stanley & Co. International plc
(iv) U.S. Selling Restrictions:	Not Applicable
	Reg. S Compliance Category 2, TEFRA D