

## Final Terms dated 15 November 2019

## AIB Group plc

Issue of €500,000,000 Fixed Rate Callable Resettable Subordinated Notes due 2029  
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in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the “**Prospectus Directive**”).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 and the supplemental Base Prospectus dated 11 November 2019, which together constitute 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 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, as so supplemented. 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 office of the Issuer and in electronic form on the website of the Issuer [www.aibgroup.com](http://www.aibgroup.com) (access through the “Investor Relations” link), the website of the Central Bank, [www.centralbank.ie](http://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](http://www.ise.ie).

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|----|----------------|---|
| 1. | <b>Issuer:</b> | AIB Group plc   |
| 2. | (i)            | Series Number: 4  |
|    | (ii)           | Tranche Number: 1   |
|    | (iii)          | Date on which the<br>Notes become<br>fungible: Not Applicable |

3.	<b>Specified Currency or Currencies:</b>	Euro (“€”)
4.	<b>Aggregate Nominal Amount of Notes:</b>	€500,000,000
5.	<b>Issue Price:</b>	99.580 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:	19 November 2019
	(ii) Interest Commencement Date:	Issue Date
8.	<b>Maturity Date:</b>	19 November 2029
9.	<b>Interest Basis:</b>	1.875 per cent. Resettable Notes
10.	<b>Redemption/Payment Basis:</b>	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.	<b>Change of Interest Basis:</b>	Not Applicable
12.	<b>Put/Call Options:</b>	Call (further particulars specified at item 19 below)
13.	<b>Status of the Notes:</b>	Subordinated
14.	<b>Method of distribution:</b>	Syndicated

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15.	<b>Fixed Rate Note Provisions:</b>	Not Applicable
16.	<b>Resettable Note provisions:</b>	Applicable
	(i) Initial Rate of Interest:	1.875 per cent. per annum payable annually in arrear
	(ii) First Margin:	+ 2.15 per cent. per annum
	(iii) Subsequent Margin:	Not Applicable
	(iv) Resettable Note Interest Payment Date(s):	19 November in each year commencing on 19 November 2020, up to and including the Maturity Date
	(v) First Resettable Note Reset Date:	19 November 2024
	(vi) Second Resettable Note Reset Date:	Not Applicable
	(vii) Subsequent Resettable Note Reset Date:	Not Applicable

(viii)	Business Day Convention:	Not Applicable
(ix)	Business Centre(s):	London
(x)	Reset Rate:	Single Mid-Swap Rate
(xi)	Relevant Screen Page:	Reuters screen ICESWAP2
(xii)	Mid-Swap Maturity:	Six months
(xiii)	Fixed Leg Swap Duration:	Annual
(xiv)	Benchmark Duration:	Fixed Leg Swap Duration
(xv)	Subsequent Reset Rate Time:	Not Applicable
(xvi)	Day Count Fraction:	Actual/Actual – ICMA
17.	<b>Floating Rate Note Provisions:</b>	Not Applicable
18.	<b>Zero Coupon Note Provisions:</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

19.	<b>Call Option:</b>	Applicable
(i)	Optional Redemption Date(s):	19 November 2024
(ii)	Optional Redemption Amount(s) of each Note:	€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 Conditions
20.	<b>Put Option:</b>	Not Applicable
21.	<b>Capital Disqualification Event for partial exclusion:</b>	Applicable
22.	<b>Loss Absorption Disqualification Event:</b>	Not Applicable
23.	<b>Final Redemption Amount of each Note:</b>	€1,000 per Calculation Amount
24.	<b>Early Redemption Amount:</b>	
	– Early Redemption Amount(s) per	€1,000 per Calculation Amount

Calculation Amount payable on redemption for taxation reasons or on event of default or on redemption for regulatory reasons:

25. **Substitution and Variation:** Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

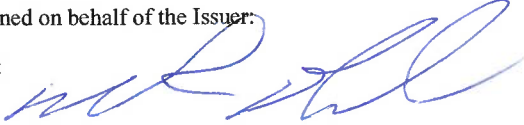
26. **Form of Notes:** Bearer Notes:  
Temporary Global Note exchangeable for Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
27. **Governing Law:** Irish Law Notes
28. **New Global Note:** No
29. **Green Bonds:** No
30. **Financial Centre(s):** London and TARGET2
31. **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:



Duly authorised

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 19 November 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:  
Ba1 by Moody's Investors Service Limited ("**Moody's**");  
BB by S&P Global Ratings 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 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

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: 1.964 per cent. per annum up to (but excluding) the First Resettable Note Reset Date

The yield is calculated on the basis of the Rate of Interest applicable up to (but excluding) the First Resettable Note Reset Date and the Issue Price as at the Issue Date. It is not an indication of future yield.

### 5. Operational Information

ISIN: XS2080767010

Common Code: 208076701

CFI: DTFUFB, 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 20291119, 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
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:	<b>Joint Lead Managers</b> BNP Paribas Citigroup Global Markets Limited J&E Davy Merrill Lynch International NatWest Markets N.V. UBS Europe SE
(B) Stabilisation Manager(s) (if any):	<b>Co-Manager</b> JB Capital Markets, S.V., S.A.U.
(iii) If non-syndicated, name of Dealer:	Not Applicable
(iv) U.S. Selling Restrictions:	Reg. S Compliance Category 2, TEFRA D