



3 April 2024

AIB Group plc

Notice of Extraordinary General Meeting

An extraordinary general meeting of AIB Group plc (“**AIB**” or the “**Company**”) will be held at 10 Molesworth Street, Dublin 2, D02 R126, Ireland on 2 May 2024 at 11.00 a.m. (or, if later, as soon thereafter as the Company’s 2024 AGM shall have been concluded or adjourned) (the “**EGM**”).

Shareholders may attend the EGM in person or listen in to the proceedings over a conference call facility. Instructions on how to listen in to the conference call are available below.

Business of the EGM

The Company announces, pursuant to Irish Listing Rule 9.4.4 and UK Listing Rule 12.4.4, that the business of the EGM will be to consider and, if thought fit, approve certain resolutions relating to the terms and conditions of a proposed contract for the off-market purchase by the Company of ordinary shares of €0.625 each in the issued capital of AIB (“**Ordinary Shares**”) from the Minister for Finance (the “**Minister**”) for a total consideration of €999 million (being €1 billion less expected costs) (the “**Proposed Transaction**”). The total consideration will be satisfied through the use of the Company’s excess capital. The price per Ordinary Share payable in respect of the Proposed Transaction, if consummated, will be the higher of (i) €4.5922 (being the volume-weighted average price of Ordinary Shares traded on Euronext Dublin for the five business days up to and including 28 March 2024, as calculated by reference to data sourced from the Euronext Dublin website) and (ii) a price to be announced via Regulatory News Service on 26 April 2024 (which will be the volume-weighted average price of Ordinary Shares traded on Euronext Dublin for the five business days immediately preceding 26 April 2024, as calculated by reference to data sourced from the Euronext Dublin website).

If the Proposed Transaction is consummated, AIB intends to cancel the Ordinary Shares which are purchased.

For the purposes of the Irish Listing Rules and the UK Listing Rules, the Proposed Transaction will constitute a related party transaction and a class 2 transaction and for the purposes of the Irish Companies Act 2014, the Proposed Transaction will constitute a related party transaction.

EGM Documents

The following documents have been posted or made available to shareholders today:

- a shareholder circular (including the notice of EGM) (the “**Circular**”); and
- a form of proxy.

Copies of the above documents and details of the total number of shares and voting rights at the date of the Circular are also available to view on the Company’s website: <https://aib.ie/investorrelations/shareholder-information/extraordinary-general-meeting>

In accordance with Listing Rule 6.1.59 of Euronext Dublin and Listing Rule 9.6.1 of the Financial Conduct Authority, copies of the Circular and the Form of Proxy will be submitted to Euronext Direct and the UK National Storage Mechanism and will be shortly available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The board of the Company (the “**Board**”) strongly urges shareholders of the Company (“**Shareholders**”) to review the contents of the Circular in their entirety, including the documents referred to therein, and consider the Board’s recommendation to vote in favour of the resolutions.

Proxy Voting

The Board invites Shareholders who will not attend the EGM in person to submit Forms of Proxy in advance to ensure that their votes count at the EGM. These forms can be submitted by availing of one of the options set out in the Voting Instructions section of the Circular.

Questions

While Shareholders will have an opportunity to ask questions at the EGM, the Board also invites Shareholders to submit relevant questions in advance of the EGM by email to secretariat@aib.ie.

EGM Conference Call Details

The EGM will be broadcast by live telephone conference call. To access the call, Shareholders should use the following numbers:

Joining from Republic of Ireland	+353 (0) 1 436 0959
Joining from UK / International	+44 (0) 33 0551 0200
Joining from USA	+1 786 697 3501
Quoting Conference ID:	AIB

It is recommended that Shareholders dial in at least 15 minutes prior to the start time.

Contact Details:

Donal Galvin Chief Financial Officer Tel: +353-1-6418300 email: donal.j.galvin@aib.ie	Niamh Hore Head of Investor Relations Tel: +353-86-3135647 email: niamh.a.hore@aib.ie	Louise Kelly Media Relations Tel: +353-87-2161545 email: louise.y.kelly@aib.ie
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Forward Looking Statements

This document contains certain forward looking statements with respect to the financial condition, results of operations and business of AIB and certain of the plans and objectives of the AIB Group. These forward looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward looking statements sometimes use words such as ‘aim’, ‘anticipate’, ‘target’, ‘expect’, ‘estimate’, ‘intend’, ‘plan’, ‘goal’, ‘believe’, ‘may’, ‘could’, ‘will’, ‘seek’, ‘continue’, ‘should’, ‘assume’, or other words of similar meaning. Examples of forward looking statements include, among others, statements regarding the AIB Group’s future financial position, capital structure, Government shareholding in the AIB Group, income growth, loan losses, business strategy, projected costs, capital ratios, estimates of capital expenditures, and plans and objectives for future operations. Because such statements are inherently subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward looking information. By their nature, forward looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by these forward looking statements. These are set out in the principal risks on pages 27 to 30 in the 2023 Annual Financial Report. In addition to matters relating to the AIB Group’s business, future performance will be impacted by the AIB Group’s ability along with governments and other stakeholders to measure, manage and mitigate the

impacts of climate change effectively, the impact of higher inflation on customer sentiment and by Irish, UK and wider European and global economic and financial market considerations. Future performance will further be impacted by the direct and indirect consequences of the Russia-Ukraine War on European and global macroeconomic conditions. Any forward looking statements made by or on behalf of the AIB Group speak only as of the date they are made. The AIB Group cautions that the list of important factors on pages 27 to 30 of the 2023 Annual Financial Report is not exhaustive. Investors and others should carefully consider the foregoing factors and other uncertainties and events when making an investment decision based on any forward looking statement.