

## FINAL TERMS

### AIB MORTGAGE BANK u.c.

Legal Entity Identifier (LEI): 549300CGO72ED3XVUZ04

Issue of EUR 1,000,000,000 Floating Rate Mortgage Covered Securities due 15 November 2029 under the €20,000,000,000 Mortgage Covered Securities Programme

THE SECURITIES (AS DESCRIBED HEREIN) ARE MORTGAGE COVERED SECURITIES ISSUED IN ACCORDANCE WITH THE ASSET COVERED SECURITIES ACT 2001 (AS AMENDED) OF IRELAND (THE "ACT"). THE ISSUER HAS BEEN REGISTERED BY THE CENTRAL BANK (AS DEFINED BELOW) AS A DESIGNATED MORTGAGE CREDIT INSTITUTION PURSUANT TO THE ACT. THE FINANCIAL OBLIGATIONS OF THE ISSUER UNDER THE SECURITIES ARE SECURED ON THE COVER ASSETS THAT COMPRISE A COVER ASSETS POOL MAINTAINED BY THE ISSUER IN ACCORDANCE WITH THE ACT.

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities has led to the conclusion that: (i) the target market for the Securities 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 Securities to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Securities (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Securities 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 Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 (the "Insurance Distribution Directive"), 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 Regulation (EU) 2017/1129 (the "Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Securities (collectively, the "Conditions" and each a "Condition") set forth in the Base Prospectus dated 19 May 2023 (the "Base Prospectus") which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "Prospectus Regulation") and relevant Irish laws. The Central Bank of Ireland (reference to which includes, with respect to actions prior to the commencement of relevant sections of the Central Bank Reform Act 2010 on 1 October 2010, the Irish Financial Services Regulatory Authority, as part of the Central Bank and Financial Services Authority of Ireland) has approved the Base Prospectus under Part 4 of the Central Bank (Investment Market Conduct) Rules 2019 as having been drawn up in accordance with the Prospectus Regulation and Commission Delegated Regulation (EU) 2019/980 and Commission Delegated Regulation (EU) 2019/979, as amended (the "EU Prospectus Regulations").

This document ("Final Terms") constitutes the final terms of the Securities described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in

order to obtain all relevant information. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and any final terms issued in connection with the Base Prospectus have been published on the Issuer's website at <https://aib.ie/investorrelations/debt-investor/mortgage-bank> and on the website of the Irish Stock Exchange plc, trading as Euronext Dublin at <https://live.euronext.com/en/markets/dublin/bonds/list>.

1. Issuer: AIB Mortgage Bank u.c.
2. (i) Series Number: 45  
(ii) Tranche Number: 1  
(iii) Date on which Securities become fungible: Not Applicable
3. Specified Currency or Currencies: Euro (€)
4. Aggregate Nominal Amount of Securities  
(i) Series: 1,000,000,000  
(ii) Tranche: 1,000,000,000
5. Issue Price: 100 percent of the Aggregate Nominal Amount
6. Specified Denominations: €100,000
7. (i) Issue Date: 25 May 2023  
(ii) Interest Commencement Date: 25 May 2023
8. Maturity Date: 15 November 2029
9. Extended Maturity Date: Applicable  
(See Conditions 4(e) and 6(h)) The Extended Maturity Date is 15 November 2030
10. Interest Commencement Date:  
(i) Period to Maturity Date: 25 May 2023  
(ii) Period from Maturity Date up to Extended Maturity Date: Maturity Date
11. Interest Basis:  
(i) Period to Maturity Date: One Month EURIBOR + 0.26% per cent. Floating Rate  
(ii) Period from Maturity Date up to Extended Maturity Date: One Month EURIBOR + 0.26% per cent. Floating Rate

- |     |                           |   |
|-----|---------------------------|---|
| 12. | Redemption Basis:         | Redemption at par   |
| 13. | Change of Interest Basis: | Not Applicable  |
| 14. | Put/Call Options:         | Investor Put – Not Applicable<br>Issuer Call – Not Applicable |

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

- |      |  |                |
|------|--|----------------|
| 15.  | Fixed Rate Security Provisions:                  |                |
| (i)  | To Maturity Date:                                | Not Applicable |
| (ii) | From Maturity Date up to Extended Maturity Date: | Not Applicable |
| (a)  | Rate(s) of Interest:                             |                |
| (I)  | To Maturity Date:                                | Not Applicable |
| (II) | From Maturity Date up to Extended Maturity Date: | Not Applicable |
| (b)  | Interest Payment Date(s):                        |                |
| (I)  | To Maturity Date:                                | Not Applicable |
| (II) | From Maturity Date up to Extended Maturity Date: | Not Applicable |
| (c)  | Fixed Coupon Amount(s):                          |                |
| (I)  | To Maturity Date:                                | Not Applicable |
| (II) | From Maturity Date up to Extended Maturity Date: | Not Applicable |
| (d)  | Broken Amount(s):                                |                |
| (I)  | To Maturity Date:                                | Not Applicable |
| (II) | From Maturity Date up to Extended Maturity Date: | Not Applicable |
| (e)  | Day Count Fraction:                              |                |
| (I)  | To Maturity Date:                                | Not Applicable |
| (II) | From Maturity Date up to Extended Maturity Date: | Not Applicable |

(f) Determination Date(s):

(I) To Maturity Date: Not Applicable

(II) From Maturity Date up to Extended Maturity Date: Not Applicable

16. Floating Rate Security Provisions:

(i) To Maturity Date: Applicable

(ii) From Maturity Date up to Extended Maturity Date: Applicable

(a) Interest Period(s)/Specified Interest Payment Dates:

(I) To Maturity Date: Interest Periods: first short period commencing on 25 May 2023 up to but excluding 15 June 2023 and thereafter, one month commencing on 15 June 2023 up to but excluding 15 November 2029.

Specified Interest Payment Dates: subject to adjustment in accordance with the Business Day Convention specified below, the 15<sup>th</sup> day of each month commencing on 15 June 2023 up to and including 15 November 2029.

(II) From Maturity Date up to Extended Maturity Date: Interest Periods: one month commencing on 15 May 2029 up to but excluding 15 November 2030.

Specified Interest Payment Dates; subject to adjustment in accordance with the Business Day Convention specified below, the 15<sup>th</sup> day of each month commencing on 15 December 2029 up to and including 15 November 2030.

(b) Business Day Convention:

(I) To Maturity Date: Modified Following Business Day Convention

(II) From Maturity Date up to Extended Maturity Date: Modified Following Business Day Convention

(c) Additional Business Centre(s):

(I) To Maturity Date: Dublin

- |      |  |        |
|------|--|--------|
| (II) | From Maturity Date up to Extended Maturity Date: | Dublin |
|------|--|--------|
- (d) Manner in which the Rate(s) of Interest and Interest Amount(s) is to be determined:
- |      |  |                           |
|------|--|---------------------------|
| (I)  | To Maturity Date:                                | Screen Rate Determination |
| (II) | From Maturity Date up to Extended Maturity Date: | Screen Rate Determination |
- (e) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Principal Paying Agent):
- |      |  |                        |
|------|--|------------------------|
| (I)  | To Maturity Date:                                | Principal Paying Agent |
| (II) | From Maturity Date up to Extended Maturity Date: | Principal Paying Agent |
- (f) Screen Rate Determination:
- |      |  |   |
|------|--|---|
| (I)  | To Maturity Date:                                |   |
|      | – Reference Rate:                                | One Month EURIBOR   |
|      | – Interest Determination Date(s):                | Second day on which the T2 System is open prior to the start of each Interest Period if EURIBOR |
|      | – Relevant Screen Page:                          | Reuters EURIBOR01   |
|      | – Relevant Fallback Screen Page:                 | Not Applicable  |
| (II) | From Maturity Date up to Extended Maturity Date: |   |
|      | – Reference Rate:                                | One Month EURIBOR   |
|      | – Interest Determination Date(s):                | Second day on which the T2 System is open prior to the start of each Interest Period if EURIBOR |

– Relevant Screen Page: Reuters EURIBOR01

– Relevant Fallback Screen Page: Not Applicable

(g) ISDA Determination:

(I) To Maturity Date: Not Applicable

(h) Margin(s):

(I) To Maturity Date: + 0.26 percent per annum

(II) From Maturity Date up to Extended Maturity Date: + 0.26 percent per annum

(i) Minimum Rate of Interest:

(I) To Maturity Date: 0 (zero) percent per annum

(II) From Maturity Date up to Extended Maturity Date: 0 (zero) percent per annum

(j) Maximum Rate of Interest:

(I) To Maturity Date: Not Applicable

(II) From Maturity Date up to Extended Maturity Date: Not Applicable

(k) Day Count Fraction:

(I) To Maturity Date: Actual/360

(II) From Maturity Date up to Extended Maturity Date: Actual/360

17. Zero Coupon Security Provisions: Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

18. Issuer Call: Not Applicable

19. Investor Put: Not Applicable

20. Final Redemption Amount of each Security: €100,000 per Security of €100,000 Specified Denomination

#### GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

21. Form of Securities, Issue Procedures and Clearing Systems: **Bearer Securities**
22. (i) New Global Note: Yes  
(ii) New Safekeeping Structure: No
23. Green Securities: No
24. Social Securities: No
25. Additional Financial Centre(s): Not Applicable
26. Talons for future Coupons to be attached to Definitive Bearer Securities (and dates on which such Talons mature): Yes
27. Details relating to Instalment Securities:  
(i) Instalment Amount(s): Not Applicable  
(ii) Instalment Date(s): Not Applicable
28. Whether Condition 5(h) applies: Condition 5(h) not applicable (*Condition 5(h) relates to Registered Securities in definitive form only*)
29. Overcollateralisation Percentage for the purposes of Condition 11(c): 105 percent

#### LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to issue, list and admit to trading the Securities described herein pursuant to the €20,000,000,000 Mortgage Covered Securities Programme of AIB Mortgage Bank u.c.

#### RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: Eoin Moore  
Duly authorised:

Date of Final Terms: 24 May 2023

By: Patricia Leahy  
Duly authorised:

Date of Final Terms: 24 May 2023

## ***PART B – OTHER INFORMATION***

### **1. LISTING AND ADMISSION TO TRADING**

- |       |   |   |
|-------|---|---|
| (i)   | Listing:  | Irish Stock Exchange plc, trading as Euronext Dublin  |
| (ii)  | Admission to trading:                                       | Application has been made by the Issuer to the Irish Stock Exchange plc, trading as Euronext Dublin for the Securities to be admitted to the Official List and trading on its regulated market with effect from 25 May 2023 |
| (iii) | Estimate of total expenses related to admission to trading: | Listing fee €1000   |

### **2. RATINGS**

- |          |   |
|----------|---|
| Ratings: | The Securities to be issued are expected to be rated:<br><br>Moody's Investors Service Limited: Aaa<br><br>Moody's Investors Service Limited is established in the EU and registered under Regulation (EC) No 1060/2009 (the "EU CRA Regulation").<br><br>No assurance can be given that such rating will be obtained and retained. |
|----------|---|

### **3. NOTIFICATION**

None

### **4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

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

### **5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- |     |                        |   |
|-----|------------------------|---|
| (i) | Reasons for the offer: | The Issuer expects to use the net proceeds of the Securities to support its business. |
|-----|------------------------|---|

- |      |                         |                |
|------|-------------------------|----------------|
| (ii) | Estimated net proceeds: | €1,000,000,000 |
|------|-------------------------|----------------|

*(If proceeds are intended for more than one use – will need to split out and present in order of priority. If proceeds insufficient to fund all proposed uses – state amount and sources of other funding.)*

### **6. YIELD (Fixed Rate Securities only)**



Indication of yield: Not applicable

## 7. OPERATIONAL INFORMATION

- |       |  |   |
|-------|--|---|
| (i)   | ISIN:  | XS2630115546  |
| (ii)  | Common Code:   | 263011554   |
| (iii) | CFI Code   | DAVNFB  |
| (iv)  | FISN Code  | AIB MORTGAGE BA/VAREMTN 20291115  |
| (v)   | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking SA and the relevant identification number(s): | Not Applicable  |
| (vi)  | Delivery:  | Delivery free of payment  |
| (vii) | Name(s) and address(es) of initial Paying Agent(s):  | Principal Paying Agent<br>The Bank of New York Mellon<br>160 Queen Victoria Street<br>London EC4V 4LA<br>United Kingdom   |
| (ix)  | Intended to be held in a manner which would allow Eurosystem eligibility:  | Yes. Note that the designation “yes” simply means that the Securities are intended upon issue to be deposited with one of the international central securities depositaries (“ICSDs”) as common safekeeper and does not necessarily mean that the Securities will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

## 8. DISTRIBUTION

- |     |   |                            |
|-----|---|----------------------------|
| (a) | Method of Distribution:                     | Non-Syndicated             |
| (b) | If syndicated, names of Dealers:            | Not Applicable             |
| (c) | Date of Subscription Agreement:             | Not Applicable             |
| (d) | Stabilising Manager(s) (if any):            | Not Applicable             |
| (e) | If non-syndicated, name of relevant Dealer: | Allied Irish Banks, p.l.c. |
| (f) | US Selling Restrictions                     | TEFRA C                    |

- |     |   |            |
|-----|---|------------|
| (g) | Prohibition of Sales to EEA<br>Retail Investors | Applicable |
| (h) | Prohibition of Sales to UK Retail<br>Investors  | Applicable |