

FINAL TERMS

Final Terms dated 6 October 2022

AIB Group plc

Legal entity identifier (LEI): 635400AKJBGNS5WNQL34

Issue of U.S.\$750,000,000 Fixed-to-Floating Rate Senior Notes due 2026
under the U.S.\$10,000,000,000

Global Medium Term Note Programme

PART A – CONTRACTUAL TERMS

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES (ECPS) ONLY TARGET MARKET – Solely for the purposes of the 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 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 Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

UK MIFIR 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 Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”) (the “UK MiFIR”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s 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 (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 (as amended, 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 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.

PROHIBITION OF SALES TO UK 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 United Kingdom (the “UK”). For these purposes a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of the UK MiFIR; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the “UK Prospectus Regulation”). Consequently, no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Terms used herein shall be deemed to be defined as such in the “*Description of the Notes*” in the Base Prospectus dated 16 September 2022 which constitutes a base prospectus for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation 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 <https://live.euronext.com/en/markets/dublin/bonds/list>.

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:	United States dollar (“U.S.\$”)
4.	Aggregate Nominal Amount of Notes:	U.S.\$750,000,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
	(ii) Calculation Amount:	U.S.\$1,000
7.	(iii) Issue Date:	14 October 2022
	(iv) Interest Commencement Date:	Issue Date
8.	Maturity Date:	14 October 2026
9.	Interest Basis:	In respect of the period from (and including) the Issue Date to (but excluding) 14 October 2025 (the “Optional Redemption Date”) 7.583 per cent. per annum Fixed Rate and thereafter SOFR + 3.456 per cent. per annum Floating Rate

- (further particulars specified below)
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:** Applicable – see paragraph 9 above
12. **Put/Call Options:** Call (further particulars specified at item 19 below)
13. (i) Status of the Notes: Senior
- (ii) Loss Absorption Note: Applicable
- (iii) Waiver of Set-off: Applicable – “No Set-off” applies
- (iv) Restricted Events of Default: Applicable – Restricted Events of Default applies
- (v) Date Board approval for issuance of Notes obtained: 23 June 2022
14. **Method of distribution:** Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Note Provisions:** Applicable from (and including) the Interest Commencement Date to (but excluding) the Optional Redemption Date
- (i) Rate of Interest: 7.583 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 14 April and 14 October in each year, commencing on 14 April 2023
- (iii) Fixed Coupon Amount: U.S.\$37.92 per Calculation Amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: 30/360, unadjusted
- (vi) Determination Date(s): Not Applicable
16. **Resettable Note provisions:** Not Applicable
17. **Floating Rate Note Provisions:** Applicable from (and including) the Optional Redemption Date to (but excluding) the Maturity Date
- (i) Interest Period(s): means the period beginning on (and including) the Optional Redemption Date and ending on (but excluding) the following Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date
- (ii) Specified Interest Payment Dates: 14 January 2026, 14 April 2026, 14 July 2026 and the Maturity Date
- (iii) First Interest Payment Date: 14 January 2026
- (iv) Business Day Convention: Modified Following Business Day Convention
- (v) Business Centre(s): New York City and London

(vi)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(vii)	Calculation Agent:	The Bank of New York Mellon
(viii)	Screen Rate Determination:	Applicable – SOFR
	– Reference Rate:	SOFR Compounded Index Rate where “p” is: two U.S. Government Securities Business Days
	– Interest Determination Date(s):	The date which is “p” U.S. Government Securities Business Days prior to each Interest Payment Date
	– Relevant Screen Page:	Not Applicable
	– Relevant Fallback Screen Page:	Not Applicable
(ix)	ISDA Determination:	
	– Floating Rate Option:	Not Applicable
	– Designated Maturity:	Not Applicable
	– Reset Date:	Not Applicable
	– ISDA Definitions:	Not Applicable
(x)	Linear Interpolation:	Not Applicable
(xi)	Margin(s):	+3.456 per cent. per annum
(xii)	Minimum Rate of Interest:	Not Applicable
(xiii)	Maximum Rate of Interest:	Not Applicable
(xiv)	Day Count Fraction:	Actual/360, adjusted
18.	Zero Coupon Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19.	Call Option:	Applicable
(i)	Optional Redemption Date(s):	14 October 2025
(ii)	Optional Redemption Amount(s) of each Note:	U.S.\$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 Base Prospectus
20.	Put Option:	Not Applicable
21.	Capital Disqualification Event for partial exclusion:	Not Applicable
22.	Loss Absorption Disqualification Event:	Applicable

	– Loss Absorption Disqualification Event for partial exclusion:	Applicable
23.	Final Redemption Amount of each Note:	U.S.\$1,000 per Calculation Amount
24.	Early Redemption 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:	U.S.\$1,000 per Calculation Amount
25.	Substitution and Variation:	Applicable
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
26.	Form of Notes:	Restricted Global Note registered in the name of a nominee for DTC Unrestricted Global Note registered in the name of a nominee for DTC
27.	Financial Centre(s):	New York City

PART B – OTHER INFORMATION

1. **Listing**

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| (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 14 October 2022. No assurance can be given that such listing will be obtained and/or maintained. |
| (iii) Estimate of total expenses related to admission to trading: | €1,050 |

2. **Ratings**

Ratings:

The Notes are expected to be rated:
A3 by Moody's Investor Services Limited ("Moody's");
BBB- by S&P Global Ratings Europe Limited ("S&P"); and
BBB by Fitch Ratings Ireland Limited ("Fitch"),
on or shortly after the Issue Date.

No assurance can be given that such rating will be obtained and/or retained.

Each of S&P and Fitch is established in the EU and registered under Regulation (EC) No 1060/2009 (the "EU CRA Regulation"). Moody's is not established in the European Union but the credit ratings assigned by Moody's are endorsed by Moody's Deutschland GmbH, which is established in the European Union and registered under the EU 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. **Estimated Net Proceeds**

Estimated net proceeds:	U.S.\$748,125,000
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5. **Yield:**

Indication of yield:	7.583 per cent. per annum in respect of the Fixed Rate Period
	The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7. **Operational Information:**

ISIN – 144A Note:	US00135TAC80
ISIN – Reg S Note:	USG0R4HJAC07
CFI:	DBVUFR
FISN:	AIB GRP PLC/FXD FR NT 2026 UNSE

CUSIP – 144A Note:	00135TAC8
CUSIP – Reg S Note:	G0R4HJAC0
Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, S.A. and The Depository Trust Company and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Name and address of additional Paying Agent(s) (if any):	Not Applicable
Name and address of Registrars:	The Bank of New York Mellon SA/NV, Luxembourg Branch 2-4 Rue Eugene Ruppert Vertigo Building – Polaris Luxembourg, 2453 Luxembourg

8. **Distribution:**

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| (i) Method of distribution: | Syndicated |
| (ii) If syndicated: | |
| (A) Names of Managers: | BofA Securities, Inc., Citigroup Global Markets Inc., Goldman Sachs International, Goodbody Stockbrokers UC, J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC |
| (B) Stabilisation Manager(s) (if any): | Not Applicable |
| (iii) If non-syndicated, name of Dealer: | Not Applicable |
| (iv) U.S. Selling Restrictions: | Reg. S Compliance Category 2, Rule 144A |

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