



31 March 2025

AIB GROUP PLC (the “Company”)

NOTICE OF ANNUAL GENERAL MEETING 2025

The Annual General Meeting (“AGM”) of the Company will be held on Thursday, 1 May 2025 at 10.00 a.m. at 10 Molesworth Street, Dublin 2, D02 R126, Ireland.

AGM Documents

The following documents have been posted or made available to the Company’s shareholders (“Shareholders”) today:

- Letter from the Chair and Notice of the 2025 AGM
- Form of Proxy

Copies of the Notice and the Form of Proxy will be submitted to Euronext Dublin and the UK National Storage Mechanism and will be shortly available for inspection at:

<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Directed Buyback

The Company is also announcing, pursuant to UK Listing Rule 9.6.4, that the business of the AGM will include the consideration and, if thought fit, approval of 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 up to €1.2 billion (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) € 6.2607 (being the volume-weighted average price of Ordinary Shares traded on Euronext Dublin for the five business days up to and including 25 March 2025, calculated by reference to data sourced from Bloomberg, less 36.984 cent (to account for the proposed dividend for 2024, the record date for which will be after the Latest Practicable Date)), and (ii) a price per Ordinary Share equal to the volume-weighted average price of Ordinary Shares traded on Euronext Dublin for the five business days immediately preceding 1 May 2025, calculated by reference to data sourced from Bloomberg.

If the Proposed Transaction is consummated, AIB intends to cancel the Ordinary Shares which are purchased. The Proposed Transaction will constitute a related party transaction for the purposes of both the Irish Companies Act 2014 and the UK Listing Rules. Therefore (and in addition to Shareholder approval of the resolutions to be proposed in relation to the Proposed Transaction), consummation of the Proposed Transaction will be subject to (i) the Board’s determination that such action is in the best interests of the Company and (ii) receipt of written confirmation from the Company’s sponsor in accordance with UK Listing Rule 8.2.1(3) that the terms of the proposed arrangement are fair and reasonable as far as the independent Shareholders are concerned.

Proxy Voting

We invite Shareholders who will not attend the AGM in person to submit Forms of Proxy in advance to ensure that their votes count at the AGM. These forms can be submitted by availing of one of the options set out in the Voting Instructions section of the Letter from the Chair.

Questions

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

Documents available on the Company’s website

Copies of the Letter from the Chair and Notice of the 2025 AGM, the AIB Group plc Annual Financial Report for the year ended 31 December 2024, the Directed Buyback Contract, Current Constitution of

the Company (dated 2 May 2024), and details of the total number of shares and voting rights at the date of the Notice are also available to view on the Company's website:
www.aib.ie/investorrelations/shareholder-information/annual-general-meeting.

Q1 2025 Trading Update

The Company will issue its Q1 2025 Trading Update on Thursday, 1 May 2025.

Contact details:

Conor Gouldson
Group Company Secretary
AIB Group plc
10 Molesworth Street
Dublin 2
Tel: +353 (0)1 7720030
email:
conor.w.gouldson@aib.ie

Niamh Hore
Head of Investor Relations
AIB Group plc
10 Molesworth Street
Dublin 2
Tel: +353 (0)86 3135647
email:
niamh.a.hore@aib.ie

Paddy McDonnell
Head of Media Relations
AIB Group plc
10 Molesworth Street
Dublin 2
Tel: +353 (0)87 7390743
email:
paddy.x.mcdonnell@aib.ie