



Attendance Card

This card is used for registration and accreditation when attending the EGM. However, to comply with Public Health Guidance limiting the assembly of people in response to the COVID-19 pandemic, Shareholders are requested not to attend in person and to submit their votes on the resolutions in advance using the Form of Proxy below.

The Extraordinary General Meeting ("EGM") of AIB Group plc (the "Company") will be held at 10 Molesworth Street, Dublin 2, Ireland on Friday, 5 February 2021 at 10.00 a.m.

Shareholder Reference Number

Form of Proxy - Extraordinary General Meeting to be held on Friday, 5 February 2021



To cast your vote online ...It's fast, easy and secure!
www.eproxyappointment.com

You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

Control Number: 916906

SRN:

PIN:

To view the Notice of EGM online, log on to www.aib.ie/investorrelations

To be effective, completed Forms of Proxy must be lodged with the Company's Registrar at:

Computershare Investor Services (Ireland) Limited, P.O. Box 13030, 3100 Lake Drive, Citywest Business Campus, Dublin 24, Ireland, or through the voting website, set out above, by Wednesday, 3 February 2021 at 10.00 a.m.

Explanatory Notes:

- Pursuant to Section 1105 of the Companies Act, only those shareholders registered on the Company's register of members: (i) at the close of business on the day two days prior to the EGM; or (ii) if the EGM is adjourned, at the close of business on the day two days prior to the adjourned EGM, shall be entitled to attend and vote at the EGM or, if relevant, any adjournment thereof. Changes to entries on the Company's register of members after that time will be disregarded in determining the rights of any person to attend and vote at the EGM.
- A shareholder who is entitled to attend and vote at the EGM is entitled to appoint a proxy (or more than one proxy as alternates) to attend, speak and vote instead of the shareholder. A proxy need not be a shareholder. If you wish to appoint more than one proxy please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited, on +353 1 247 5411. If you wish to appoint a proxy other than the Chairman of the EGM, please insert the proxy's name and address and delete the words "the Chairman of the EGM or".
- To be valid, a Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be returned by post to Computershare Investor Services (Ireland) Limited, PO Box 13030, Dublin 24, Ireland or (during normal business hours) by hand to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, not later than 48 hours before the EGM or adjourned EGM or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) at least 48 hours before the taking of the poll at which it is to be used.
- This Form of Proxy must (i) in the case of an individual shareholder be signed or submitted electronically in accordance with Note (8) below by the shareholder or his/her duly authorised attorney; or (ii) in the case of a corporate shareholder be given either under its common seal or be signed on its behalf by a duly authorised officer or attorney of the corporate shareholder or submitted electronically in accordance with Note (8) below.
- If this Form of Proxy is signed and returned without any indication as to how the person appointed is to vote, the proxy will exercise discretion as to how to vote or whether to abstain from voting.
- Completion and return of this Form of Proxy (or submission of proxy instructions electronically) would not normally prevent a shareholder from attending and voting in person at the EGM, however, we are currently strongly discouraging Shareholders from physical attendance in person to comply with Public Health Guidance limiting the assembly of people in response to the COVID-19 pandemic. Instead we are requesting Shareholders to submit their votes on the resolutions in advance of the meeting through the completion and submission of a Form of Proxy and to join the proceedings via a two way conference call. Shareholders should be aware that attendance on the conference call will not constitute attendance at the meeting (and it will not be possible to vote electronically in real time at the meeting).
- In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- Internet Voting: If, as an alternative to submitting this Form of Proxy, you wish to appoint (or remove) a proxy electronically, you may do so by accessing the Registrar's website at www.eproxyappointment.com. You can access this site from any Internet-enabled computer. To log in you will require your unique PIN (which will expire at the end of the voting period), your Shareholder Reference Number (SRN) and your Control Number, all of which are shown at the top of the Form of Proxy. CREST members who wish to appoint a proxy via the CREST electronic proxy appointment service should refer to the section entitled "Appointment of proxies" in the Shareholder Information section of the Notice of EGM for instructions on how to do so.
- The "Withhold" option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolutions.

Kindly Note: This Form of Proxy is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised Form of Proxy is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for failure to carry out any instruction that does not comply with these conditions.

All Holders

Poll Card

To be completed **only** at the EGM when the Poll is called.

	For	Against	Withhold
1. To approve the Migration of the Migrating Shares to Euroclear Bank's central securities depository.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve and adopt the new Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Company to take any and all actions necessary to implement the Migration and to appoint any persons as attorney or agent for the holders of the Migrating Shares to do any and all things necessary to implement the Migration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby appoint the Chairman of the EGM OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our Proxy to attend, speak and vote for me/us and on my/our behalf in the manner indicated below at the Extraordinary General Meeting (the "EGM") of the Company to be held at **10 Molesworth Street, Dublin 2, Ireland on Friday, 5 February 2021 at 10.00 a.m.** and at any adjournment thereof. My/Our Proxy shall decide on how to vote on my/our behalf in respect of any other business of the EGM and any procedural resolutions moved at the EGM.

I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

	For	Against	Withhold
1. To approve the Migration of the Migrating Shares to Euroclear Bank's central securities depository.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve and adopt the new Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Company to take any and all actions necessary to implement the Migration and to appoint any persons as attorney or agent for the holders of the Migrating Shares to do any and all things necessary to implement the Migration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we would like my/our proxy to vote on the resolutions proposed at the EGM as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).