

RESOLUTIONS
OF
AIB GROUP PLC
(the “Company”)

At the Annual General Meeting of the Company held at 10 Molesworth Street, Dublin 2 on Thursday, 2 May 2024, the following Resolutions were passed: Resolutions 6 to 8 (inclusive) and Resolution 15 were passed as Ordinary Resolutions and Resolutions 9 to 14 (inclusive) and Resolution 16 were passed as Special Resolutions.

ORDINARY RESOLUTIONS

6. To consider the Directors’ Remuneration Report as set out on pages 106 to 108 of the 2023 Annual Financial Report (Advisory Resolution).
7. To consider the Remuneration Policy as set out on pages 101 to 105 of the 2023 Annual Financial Report (Advisory Resolution).
8. That the Directors be and are hereby authorised pursuant to and in accordance with Section 1021(1) of the Companies Act 2014 (as amended) (the “Act”), in substitution for all existing such authorities, to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Act) up to an aggregate nominal amount of €545,573,678.13 during the period commencing on the date of the passing of this Resolution and expiring at the conclusion of the next annual general meeting of the Company or 1 August 2025 (whichever shall be earlier), provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.
15. That, subject to the passing of Resolutions 14 and 16, the Directors be and are hereby authorised to make and implement an Odd-lot Offer in accordance with the terms and conditions set out on pages 25 to 27 of the Circular of which this Notice of Annual General Meeting forms part, but so that such authority shall expire on 1 November 2025.

SPECIAL RESOLUTIONS

9. As separate resolutions:
 - (a) That, subject to the passing of Resolution 8, the Directors be and are hereby empowered pursuant to section 1023 of the Companies Act 2014 (as amended) (“the “**Act**”) to allot equity securities (within the meaning of Section 1023 of the Act) for cash under the authority given by Resolution 8 as if sub-section (1) of Section 1022 of the Act did not apply to any such allotment, provided that this power shall be limited:
 - (i) to the allotment of equity securities in connection with a rights issue, open offer or other invitation to or in favour of the holders of Ordinary Shares of €0.625 each

where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of Ordinary Shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory, or otherwise howsoever); and

- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of €81,836,051.72,

during the period commencing on the date of the passing of this Resolution and expiring on the conclusion of the next annual general meeting of the Company or 1 August 2025 (whichever shall be earlier), provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

- (b) That, subject to the passing of Resolution 8, the Directors be and are hereby empowered pursuant to Section 1023 of the Companies Act 2014 (as amended) (the “**Act**”) (and in addition to any authority granted under Resolution 9(a)) to allot equity securities (within the meaning of Section 1023 of the Act) for cash under the authority given by Resolution 8 as if sub-section (1) of Section 1022 of the Act did not apply to any such allotment, provided that this power shall be:

- (i) limited to the allotment of equity securities up to an aggregate nominal amount of €81,836,051.72; and

- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles for the disapplication of Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting,

during the period commencing on the date of the passing of this Resolution and expiring on the conclusion of the next annual general meeting of the Company or 1 August 2025 (whichever shall be earlier), provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

10. That the Company and/or any of its subsidiaries (as defined by Section 7 of the Companies Act 2014 (as amended) (the “**Act**”) be and they are hereby generally authorised to make market purchases or overseas market purchases (each term as defined in Section 1072 of the Act), of shares of any class of the Company (the “**Share**” or “**Shares**”) on such terms and conditions and in such manner as the Directors may from time to time determine but subject to the provisions of the Act and to the following restrictions and provisions:

- (a) the maximum number of Shares authorised to be acquired pursuant to the terms of this Resolution shall be such number of Shares whose aggregate nominal value shall

equal 10% of the aggregate nominal value of the issued share capital of the Company as at the close of business on the date of the passing of this Resolution;

- (b) the minimum price which may be paid for any Share shall be the nominal value of the Share;
- (c) the maximum price (excluding expenses) which may be paid for any Share in the Company (a "Relevant Share") shall be the higher of:
 - (i) 5% above the average of the closing quotation prices of a Relevant Share on Euronext Dublin for the five business days immediately preceding the day of purchase (and, in respect of any business day on which there shall be no dealing in such shares on Euronext Dublin, the price which is equal to (A) the mid-point between the high and low market guide prices in respect of such shares for that business day, or (B) if there shall be only one such market guide price so published, the market guide price so published; such prices shall be as published in the Daily Official List of Euronext Dublin (or any successor publication thereto or any equivalent publication for securities admitted to trading on Euronext Dublin)); and
 - (ii) the amount stipulated by Article 5(6) of the Market Abuse Regulation 2014 (No. 596/2014) or any corresponding provision of any replacement legislation, being the value of a Relevant Share calculated on the basis of the higher of the price for:
 - A. the last independent trade of; and
 - B. the highest current independent bid for;

any number of Relevant Shares on the trading venue where the purchase pursuant to the authority conferred by this Resolution will be carried out.

If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on Euronext Dublin or its equivalent; and

- (d) the authority hereby granted shall commence on the date of the passing of this Resolution and expire at the conclusion of the next annual general meeting of the Company or 1 August 2025 (whichever shall be earlier). The Company or any such subsidiary may before such expiry enter into a contract for the purchase of Shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

11. That, subject to the passing of Resolution 10, for the purposes of Sections 109 and/or 1078 of the Companies Act (as amended) (the "**Act**") the re-issue price range at which any treasury shares (as defined in the Companies Act, 2014) for the time being held by the Company may be re-issued (including by way of re-issue off market) shall be as follows:

- (a) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120% of the Appropriate Price; and
- (b) the minimum price at which a treasury share may be re-issued off-market shall be the nominal value of the share where such share is re-allotted under an employees' share scheme (as defined by Section 64 of the Companies Act 2014) and in all other circumstances shall be 95% of the Appropriate Price.

For the purposes of this resolution the expression “Appropriate Price” shall mean the average of the closing quotation prices of Ordinary Shares in the capital of the Company for the five business days immediately preceding the day on which the treasury share is re-issued, as published in the Daily Official List of Euronext Dublin (or any successor publication thereto any equivalent publication for securities admitted to trading on the market in Ireland on which the Company’s Ordinary Shares are from time to time admitted to trading) or if on any business day there shall be no dealing of Ordinary Shares on the trading venue or a closing price is not otherwise available the price which is equal to:

- (i) the mid-point between the high and low market guide prices in respect of such shares for such business day as published in in the Daily Official List of Euronext Dublin (or any successor publication thereto any equivalent publication for securities admitted to trading on the market in Ireland on which the Company’s Ordinary Shares are from time to time admitted to trading); or
- (ii) if there shall be only one such market guide price so published, the market guide price so published).

The authority hereby conferred shall commence on the date of the passing of this Resolution and expire at the conclusion of the next annual general meeting of the Company or 1 November 2025 (whichever shall be the earlier) and is without prejudice or limitation to any other authority of the Company to re-issue treasury shares on-market.

12. That in accordance with Section 1102 of the Companies Act 2014 (as amended) and Articles 57 and 58 of the Articles of Association of the Company, the Directors of the Company be and are unconditionally authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 clear days’ notice. The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting.
13. That the Company is hereby authorised to make off-market purchases (as defined by Section 1072 of the Companies Act 2014) from the Minister for Finance or his nominee of fully paid Ordinary Shares in the capital of the Company at such times and at such prices and in such numbers and otherwise on the terms and conditions set out in the contract between the Company and the Minister for Finance dated 3 June 2021 (a copy of which was produced to the annual general meeting on 6 May 2021 and made available for inspection at the Company’s registered office prior to such date), which was originally approved by special resolution passed at the annual general meeting and then renewed at the annual general meeting on 4 May 2023, provided that:
 - (i) the authority hereby conferred shall, unless previously varied, revoked or renewed, expire at the conclusion of the next annual general meeting of the Company, or 1 August 2025 (whichever is earlier); and
 - (ii) where the Company concludes a contract to purchase Ordinary Shares pursuant to the authority hereby conferred prior to the expiry of such authority (which will or may be executed wholly or partly after such expiry), it may make a purchase of Ordinary Shares pursuant to such contract as if the authority had not expired.
14. That the addition of the following as a new Article 163 to the Company’s Articles of Association be and is hereby approved:

“Odd-lot Offers

For the purposes of this article:

“Odd-lot Offer” shall mean an offer by the Company to Odd-lot Holders to purchase all their Ordinary Shares in the Company on the terms and conditions set out in such offer; “Odd-lot” shall mean a holding of 20 or fewer Ordinary Shares in the Company; and “Odd-lot Holders” shall mean members who hold Odd-lots.

Subject to the members of the Company passing or having passed an ordinary resolution to give a specific authority for such Odd-lot Offer and the provisions of any applicable legislation, the Company may at any time make and implement an Odd-lot Offer on such terms as the Board shall determine. Upon the implementation of any Odd-lot Offer, unless Odd-lot Holders to whom any such offer is made have, in accordance with the terms of the Odd-lot Offer, elected to retain their Odd-lots, such Odd-lot Holders shall, subject to applicable law and regulation, be deemed (i) to have agreed to sell any Odd-lots so held on the terms of the Odd-lot Offer and (ii) to have appointed any member of the Board or other person nominated by the Company as the attorney and agent of such Odd-lot Holders with irrevocable authority to complete and execute all or any contracts and/or other documents at the attorney’s discretion in relation to the Odd-lots for the purchase of such Odd-lots by the Company and to do all such other acts and things as may in the opinion of such attorney be necessary or expedient for the purchase of such Odd-lots or in connection with such Odd-lot Offer; and the Board shall be entitled to cause such Odd-lots to be sold (including to the Company) on such basis as the Board may determine and the Company shall account to such Odd-lot Holders for the proceeds attributable to them pursuant to the sale of such Odd-lots.

Each holder of an Odd-lot for which proceeds from the sale of Odd-lots have not been transferred in accordance with the terms of an Odd-lot Offer shall be recorded as a creditor in the Company’s accounts. No trust shall be created in respect of unclaimed proceeds, no interest shall be payable in respect of the same and the Company shall not be required to account for any money earned on the unclaimed proceeds. Any such proceeds unclaimed for a period of 12 (twelve) years from the date of sale of the Odd-lots may be declared forfeited by the Board for the benefit of one or more charitable institutions nominated by the Board in its sole discretion.”

16. That, subject to the passing of Resolutions 14 and 15, the terms of the proposed contract providing for the purchase by the Company of certain of its own shares tabled at the Annual General Meeting and initialled by the Chair for the purposes of identification be and are hereby approved and authorised for the purposes of section 1075 of the Companies Act 2014 and otherwise, but so that such approval and authority shall expire on 1 November 2025.