

# Anglo Irish Bank Corporation plc



## NOTICE OF ANNUAL GENERAL MEETING

OF

ANGLO IRISH BANK CORPORATION PLC

(the "Company")

**NOTICE** is hereby given that the Forty Third Annual General Meeting of the Company will be held in the Round Room at The Mansion House, Dublin 2, on Friday 1 February 2008 at 10.00 a.m. for the following purposes:

### Ordinary Business:

- 1 To receive and consider the accounts for the year ended 30 September 2007 and the reports of the Directors and Auditors thereon.
- 2 To declare a final dividend on the Ordinary Shares in the capital of the Company in respect of the year ended 30 September 2007.
- 3 To re-elect (by separate resolution) each of the following Directors who retire in accordance with the Articles of Association and, being eligible, offer themselves for re-election:
  - (a) Noël Harwerth
  - (b) William McAteer
  - (c) Ned Sullivan
  - (d) Lar Bradshaw
  - (e) Michael Jacob
- 4 To authorise the Directors to determine the remuneration of the Auditors.

### Special Business:

- 5 To consider and, if thought fit, pass the following resolution as a special resolution:-

That:-

- (a) the Company and/or any subsidiary (being a body corporate as referred to in the European Communities (Public Limited Company Subsidiaries) Regulations 1997) of the Company be generally authorised to make market purchases (as defined by Section 212 of the Companies Act 1990 (the "1990 Act" )) of shares of any class of the Company on such terms and conditions and in such manner as the Directors may from time to time determine in accordance with and subject to the provisions of the 1990 Act, and Article 8(c) of the Articles of Association of the Company;
- (b) the reissue price range at which any treasury shares (as defined by section 209 of the 1990 Act) for the time being held by the Company may be reissued off market shall be the price range set out in Article 8 (d) of the Articles of Association of the Company; and
- (c) the authorities hereby conferred shall expire at the close of business on the earlier of the date of the next annual general meeting of the Company after the passing of this resolution or 30 April 2009 unless, in any such case, previously revoked or renewed in accordance with the provisions of the 1990 Act.

- 6 To consider and, if thought fit, pass the following resolution as a special resolution:-

That the Articles of Association of the Company be and are hereby amended by the deletion of Article 8(a) thereof in its entirety and the substitution of the following therefor:

- "8(a) (i) The Directors, for the purposes of Section 20 of the Companies (Amendment) Act, 1983 (the "1983 Act"), shall be generally and unconditionally authorised to allot and issue relevant securities (as defined by the said Section 20) up to an amount equal to the authorised but unissued share capital of the Company as at the close of business on 1 February 2008 and to allot and issue any shares purchased by the Company pursuant to the provisions of the Companies Act, 1990 (the "1990 Act") and held as treasury shares (as defined by Section 209 of the 1990 Act) ("Treasury Shares").

(ii) The authority conferred by this Article shall expire on 31 January 2013 unless previously renewed, varied or revoked by the Company in general meeting save that the Company may before such date make any offers or agreements which would or might require any such securities to be allotted or issued after such expiry and the Directors may allot and issue any such securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.”

7. To consider and, if thought fit, pass the following resolution as a special resolution:-

That, for the purposes of Section 24 of the Companies (Amendment) Act 1983 (the “1983 Act”) the Directors be empowered to allot equity securities for cash pursuant to and in accordance with Article 8 (b) of the Articles of Association of the Company. The authority hereby conferred shall expire at the close of business on the earlier of the date of the next annual general meeting of the Company after the passing of this resolution or 30 April 2009, unless previously revoked or renewed in accordance with the provisions of the 1983 Act and Article 8(b).

8. To consider and, if thought fit, pass the following resolution as an ordinary resolution:-

That the Rules of the Anglo Irish Bank Corporation plc 2008 Performance Share Award Plan (the “Performance Share Plan”), summarised in the Appendix to the Chairman’s Letter dated 2 January 2008, be approved and the Directors be authorised to:

- (a) adopt the Performance Share Plan and make such modifications to the Performance Share Plan as they may consider appropriate to take account of the requirements of best practice and to do all such other acts and things as they may consider appropriate to implement the Performance Share Plan; and
- (b) establish further plans based on the Performance Share Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such plans are treated as counting against the limits on individual or overall participation in the Performance Share Plan.

9. To consider and, if thought fit, pass the following resolution as an ordinary resolution:-

That, subject to the passing of Resolution 8, the amended Rules of the Anglo Irish Bank Corporation plc 1999 Share Option Scheme (the “Amended Rules”), summarised in the Appendix to the Chairman’s Letter dated 2 January 2008, be approved and the Directors be authorised to adopt them and to make such modifications as they may consider appropriate to take account of the requirements of best practice and to do all such other acts and things as they may consider appropriate to implement the Amended Rules.

## **BY ORDER OF THE BOARD**

Natasha Mercer  
Secretary

### ***Registered Office***

Stephen Court,  
18/21 St Stephen’s Green,  
Dublin 2.

2 January 2008

### **Notes**

1. A member entitled to attend and vote is entitled to appoint a proxy (who need not be a member) to attend, speak and vote instead of that member. A Proxy Form is enclosed for use if desired, which should be lodged at the office of the Registrar at Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandymount Industrial Estate, Dublin 18 not later than forty eight hours prior to the time fixed for the holding of the meeting.
2. The Company, pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, specifies that only those Shareholders registered in the register of members of the Company as at 10.00 a.m. on 30 January 2008 (or in the case of any adjournment as at 24 hours before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.