SUPPLEMENT

ALLIED IRISH BANKS, P.L.C.
(*a company incorporated with limited liability in Ireland*)

€10,000,000,000

Euro Medium Term Note Programme

This base prospectus supplement (the "**Supplement**") is supplemental to and should be read in conjunction with the base prospectus dated 21 May 2013 (the "**Base Prospectus**"), issued for the purposes of giving information with regard to the issue of securities (the "**Securities**") by Allied Irish Banks, p.l.c. (the "**Issuer**") under the Issuer's €10,000,000,000 Euro Medium Term Note Programme (the "**Programme**").

Words and expressions defined in the Base Prospectus shall, unless the context otherwise requires or otherwise defined in this Supplement, have the same meaning when used in this Supplement. Words and expressions defined in this Supplement and also defined in the Base Prospectus shall have the meaning given to them in this Supplement. This document constitutes a supplement to the Base Prospectus for the purposes of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and is issued in accordance with article 16 thereof and regulation 51 of the Prospectus (Directive 2003/71/EC) Regulations 2005, as amended, of Ireland (the "**Irish Prospectus Regulations**"). This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**") as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. Such approval relates only to the Securities issued under the Programme which are to be admitted to trading on a regulated market for the purposes of Directive 2004/39/EC or which are to be offered to the public in any Member State of the European Economic Area.

For the purposes of part 6 of the Irish Prospectus Regulations, the Issuer accepts responsibility for the information contained in this Supplement. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information in this Supplement is, to the best of the knowledge of the Issuer, in accordance with the facts, and does not omit anything likely to affect the import of such information. This declaration is included in this Supplement in compliance with items 1.2 of annex IX to Commission Regulation (EC) No. 809/2004, as amended.

The date of this Supplement is 18 November 2013.

Upon approval of this Supplement by the Central Bank, this Supplement will be filed with the Registrar of Companies in Ireland in accordance with regulation 38(1)(b) of the Irish Prospectus Regulations.

To the extent that there is any inconsistency between (a) any statement in, or incorporated by reference in, this Supplement and (b) any statement in, or incorporated by reference in, the Base Prospectus, the statement in (a) will prevail.

Save as disclosed in this Supplement, there has been no significant change in the information contained in the Base Prospectus and no significant new matter has arisen in relation to the Issuer since 21 May 2013, the date of approval of the Base Prospectus.

The issue of this Supplement was authorised in accordance with resolutions of the Board of Directors of the Issuer on 18 April 2013.

INCORPORATION BY REFERENCE

1. The half-yearly financial report of the Issuer for the six month period ended 30 June 2013 and the auditor's report dated 31 July 2013 by Deloitte & Touche thereon which have been previously published and have been filed with the Central Bank are incorporated in, and form part of, this Supplement save that any statement contained therein shall be deemed to be modified or superseded for the purpose of the Base Prospectus to the extent that a statement contained in any subsequent document which is deemed to be incorporated by reference to the Base Prospectus by virtue of any supplement to the Base Prospectus modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Base Prospectus. To the extent the half-yearly financial report referred to above contains information which is incorporated by reference in that half-yearly financial report, but are not expressly incorporated by reference in this Supplement, that information does not form part of this Supplement.

2. The Issuer will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the request of such person, a copy of the half-yearly financial report deemed to be incorporated herein by reference unless such half-yearly financial report has been modified or superseded as specified above. Requests for the half-yearly financial report should be directed to the Issuer at its office set out at the end of the Base Prospectus. In addition, the half-yearly financial report will be available (i) in printed form free of charge from the Issuer at its registered office; and (ii) in electronic form free of charge at

   http://www.aib.ie/servlet/BlobServer/document.pdf?blobkey=id&blobwhere=1370660714146&blobcol=urlfile&blobtable=AIB_Download&blobheader=application/pdf&blobheadername1=Content-Disposition&blobheadervalue1=document.pdf

AMENDMENTS TO THE BASE PROSPECTUS

3. At page 7 of the Base Prospectus, the '*AIB restructure'* risk factor shall be deleted.

4. At page 8 of the Base Prospectus, the '*Liquidity risk*' risk factor shall be deleted and replaced with:

   "*Liquidity risk*

   Liquidity risk is the risk that the Group does not have sufficient financial resources to meet its obligations as they fall due, or will have to do so at an excessive cost. This risk arises from mismatches in the timing of cash flows.

Economic, monetary and political conditions have stabilised within the Eurozone in the last 12 months. There is still a risk (albeit largely reduced) that certain EU/Eurozone members may not be able to support their debt burdens and meet future financial obligations, which may then be reflected in a further downgrade of sovereign credit ratings. This could adversely affect the cost and availability of funding to EU Member States and European banks. The Irish sovereign ratings have a direct impact on the Group's rating, which is a key factor in attracting and retaining deposits. Any future downgrade could threaten the Group's liquidity and funding including its deposit base and might also impede access to wholesale funding markets.

Until recently, AIB has been operating in an exceptionally challenging environment where wholesale market conditions restricted the Group's funding access to short duration, mainly secured funding. However, there has been recent improvement in market sentiment towards Irish issuers and AIB plans to re-engage in a balanced and measured manner to ensure viable funding levels whilst building confidence with external investors.

Certain funding facilities utilised by AIB require AIB to provide collateral. Furthermore subsidiaries of AIB use covered bonds as an important funding tool. Mortgages and other assets transferred by AIB, as originator, comprise the cover pool for covered bonds or as collateral for certain secured funding facilities and do not form part of the general assets of AIB that would be available to holders of Notes in the case of insolvency or liquidation of AIB. The Notes are unsecured obligations, and the holders are structurally subordinated to the covered bondholders and lenders under certain secured facilities to the extent of the cover pool or collateral. Holders of the Notes are not likely to ever have access to this cover pool or collateral should AIB become insolvent or be liquidated.

To meet its funding requirements, the Group has accessed a range of central bank liquidity facilities, including certain additional liquidity schemes introduced by central banks for market participants during periods of dislocation in the funding markets. This has included a switch from short term ECB drawings into two 3-year Longer-Term Refinancing Operations ("LTROs") in December 2011 and March 2012. In accessing central bank and other secured lending facilities, the Group has relied significantly on its qualifying liquid assets.

The completion of the deleveraging programme combined with a stable customer deposits base has reduced the Group's reliance on ECB funding and central bank liquidity facilities. The Group's withdrawal from the ELG Scheme has had a negligible impact on deposit balances. However, in the unlikely event that AIB exhausts its stock of available collateral, it would be necessary to seek alternative sources of funding, including continued support by the Irish Government.

The Financial Measures Programme requires each domestic Irish bank to meet liquidity requirements including targets set for Basel III ratios, Net Stable Funding Ratio ("NSFR") and Liquidity Coverage Ratio ("LCR"). If these regulatory requirements are not met it could impact the Group's ability to issue to the wholesale market in a cost effective manner."

5. At page 10 of the Base Prospectus, under the heading '*Deferred tax assets*', the paragraph from 'New capital adequacy rules' to 'starting on 1 January 2014.' inclusive shall be deleted and replaced with the following:

   "New capital adequacy rules, consistent with Basel III principles, are within the EU Capital Requirements Regulation (part of the Capital Requirements Directive IV package). The new rules will, inter alia, require the Group to deduct from its common equity capital, the value of most of the Group's deferred tax assets, including all deferred tax assets arising from unused tax losses. The deduction from common equity capital is to be phased in evenly over 10 years."

6. At page 11 of the Base Prospectus, the '*Ireland's dependence on financial support'* risk factor shall be deleted.

7. At page 12 of the Base Prospectus, the '*Competition'* risk factor shall be deleted.

8. At page 12 and 13 of the Base Prospectus, the '*Capital requirements*' risk factor shall be deleted and replaced with:

   "*Capital requirements*

   The Group's target capital requirements as determined by the Central Bank under its Prudential Capital Assessment Review ("PCAR") are currently a core tier 1 ratio of 10.5% in the base scenario and 6% in a stressed scenario, (excluding a requirement for an additional protective buffer). As at June 2013, the Group achieved a core tier 1 ratio of 15.1% which is above the required level. AIB carries out extensive forward-looking stress tests on its capital position on a quarterly basis and, over the course of 2013, these have confirmed that the Group does not require additional capital within the defined stress level. However, given the levels of uncertainty in the current economic environment, there is a possibility that the economic outturn over the capital planning period may be materially worse than the stress scenario envisaged and/or that losses on the Group's credit portfolio may be above forecast levels. Were such losses to be significantly greater than currently forecast, there is a risk that the Group's capital position could be eroded to the extent that it would have insufficient capital to meet its regulatory requirements.

   The Capital Requirements Regulation ("CRR") and the Capital Requirements Directive ("CRD"), the EU's implementation of the Basel III reforms, were published in the EU Official Journal on 27 June 2013. As a result of these regulations, credit institutions may be required to increase the quantity and quality of their regulatory capital. Full details of requirements in this regard have yet to be confirmed by the competent authorities, and it is possible that the Group's target regulatory capital requirements may ultimately increase as a result.

   The Central Bank is conducting a Balance Sheet Assessment of the three Covered Banks during Q4 2013, in advance of Ireland's anticipated exit from the EU / IMF Programme of Financial Support. In addition, the ECB announced during October 2013 that it will undertake a comprehensive assessment of the banking system, to be concluded in October 2014. This ECB exercise will entail a Supervisory Risk

Assessment, an Asset Quality Review and a Stress Test to provide a forward-looking view of banks' shock absorption capacity under stress. The outcome of these assessments may lead to a range of follow-up actions for banks, possibly including requirements for changes in the Group's provisions or capital.".

9. At page 14 of the Base Prospectus, under the heading '*Effect of governmental policy and increased regulation*', the text from "The Central Bank has on 13 March 2013 announced two new measures…" to "…it is anticipated that the revised code will be published by 31 May 2013." inclusive shall be deleted and replaced with the following:

"On 31 March 2013, the Central Bank published mortgage arrears resolution targets ("MART") which set performance targets for the main Irish mortgage credit institutions (including the Issuer and other members of the AIB Group: AIB Mortgage Bank, EBS Limited and EBS Mortgage Finance) in relation to mortgages in arrears for proposing and concluding sustainable solutions for borrowers in arrears over 90 days. The first targets applied for the quarter ending 30 June 2013 and subsequent targets become progressively more demanding as time passes. The targets apply to Irish mortgages in arrears whether in the nature of principal dwelling home/primary residence or buy-to-let mortgages. The Central Bank stated that it will consider regulatory action, including the imposition of additional capital requirements, for Irish credit institutions that fail to meet targets or which demonstrate poor resolution strategies or poor execution of their strategies. The Issuer has met its 2013 Q2 and Q3 targets and is working to meet its Q4 target.

On 17 September 2013 the Central Bank issued a statement setting out targets for 'concluded' arrangements with mortgage arrears customers which disclosed that the Central Bank, in agreement with the EU, IMF and European Central Bank has set its expectations of the Irish mortgage credit institutions in that regard and that the Central Bank requires those institutions to have concluded arrangements with 15 per cent of their over 90-day mortgage arrears customers by end of December 2013. Furthermore, the Central Bank disclosed that it is setting expectations for end March 2014 for sustainable solutions offered to customers to reach 70 per cent of over 90-day arrears and for concluded solutions to reach 25 per cent.

The Code of Conduct on Mortgage Arrears has been revised with effect from 1 July 2013. Under the Code of Conduct on Mortgage Arrears, the 12 month moratorium period during which legal proceedings for repossession could not previously be commenced (under the previous version of the code) has been replaced by new requirements. The Code of Conduct on Mortgage Arrears requires a lender to wait at least eight months from the date the arrears arose before commencing legal action against a co-operating borrower. Separately, a lender is required to give three months' notice to the borrower before a lender may commence legal proceedings where the lender is unwilling to offer an alternative repayment arrangement or the borrower is unwilling to accept an alternative repayment arrangement offered by the lender. Accordingly, under the Code of Conduct on Mortgage Arrears a lender is not permitted to commence legal proceedings until three months have passed from the date that such notice is issued (where the lender declines to offer an arrangement or where the borrower does not accept an arrangement offered) or eight months from the date the arrears arose, whichever date is later.

In a press release dated 27 June 2013, the Central Bank summarised the main changes to the Code of Conduct on Mortgage Arrears as follows:

"The main changes to the CCMA are:

- Greater clarity around when a borrower is considered to be cooperating and, in recognition of the serious impact of being classified as not cooperating, a new provision requiring lenders to provide a warning letter giving at least 20 business days' notice to the borrower, outlining the implications of being classified as not cooperating and providing specific information on how to avoid this classification.

- Requirement on lenders to have a board-approved communications policy that will protect borrowers against unnecessarily frequent contacts and harassment, while ensuring that lenders can make the necessary contact to progress resolution of arrears cases. This replaces the limit of three successful, unsolicited communications per month and allows for an approach to lender and borrower communication that is suited to individual needs and circumstances.

- A new requirement for lenders to provide the Standard Financial Statement (SFS) at the earliest opportunity, and to offer assistance to borrowers with completing it. In addition, lenders can now agree with the borrower to put a temporary arrangement in place to prevent the arrears from worsening while the full SFS is being completed and assessed.

- Where there is no other sustainable option available, lenders can now offer an arrangement to distressed mortgage holders which provides for the removal of the tracker rate, but only as a last resort, where the only alternative option is repossession of the home. Lenders must be able to demonstrate that there is no other sustainable option that would allow the borrower to keep the tracker rate, and the arrangement offered must be a long-term, sustainable solution that is affordable for the borrower.

- Cooperating borrowers must now be given at least eight months from the date arrears first arise before legal action can commence and at the end of the MARP process, lenders will be required to provide a newly introduced three-month notice period to allow co-operating borrowers time to consider their options, such as voluntary surrender or an arrangement under the Personal Insolvency Act, before legal action can commence.

- Transparency for borrowers has been improved through increased information requirements for lenders, including more detail in the MARP booklet on:

  - how the alternative repayment arrangements offered by the lender work and their key features;

  - explanations of other options such as voluntary surrender or trading down;

– explanations of the meaning and implications of not co-operating;

– summary information on a lender's potential use of confidentiality agreements;

– information on the borrower's right of appeal;

– a link to keepingyourhome.ie, where borrowers can get further information and assistance; and

– summary of the lender's communications policy."

The Central Bank measures referred to above may adversely affect the Issuer's and the Group's businesses and the value of their respective assets, and hence the value of Notes and the Issuer's ability to meet its obligations in respect of the Notes."

10. At page 14 of the Base Prospectus, under the heading '*Effect of governmental policy and increased regulation*', immediately above the paragraph which commences with the words 'On 21 July 2010, the United States enacted the Dodd-Frank Wall Street Reform', the following shall be inserted:

"During 2013 agreement was reached at EU level on the CRR and CRD package. This transposes the Basel III international standards agreed at global level. The aim of this package is to strengthen EU banks, through increased capital and buffers; increased and EU wide consistent supervision; new liquidity and leverage ratios; and improved corporate governance. Implementation will begin on 1 January 2014 and will be phased in on an annual incremental transition basis, with full effect on 1 January 2019.".

11. At page 15 of the Base Prospectus, immediately above the heading 'New bankruptcy laws', the text from 'In March 2013, agreement was reached on a single supervisory mechanism ("SSM")' to 'will be the formal ratification of the agreement by the European Parliament.' shall be deleted and replace with the following:

"In early November 2013 an EU Regulation establishing the Single Supervisory Mechanism ("SSM") came into force. This will see the largest banks in the Eurozone, including AIB, coming under the direct prudential supervision of the ECB rather than national supervisors. It is envisaged that the ECB will commence their supervisory duties in November 2014.".

12. At page 16 of the Base Prospectus, under the heading '*New bankruptcy laws*', immediately above the paragraph which commences with the words "Once all provisions are commenced, the Act…", the following shall be inserted:

"Six new specialist judges of the Circuit Court were appointed in July 2013 for the purposes of performing and exercising the functions, powers and jurisdiction conferred on the Circuit Court by the Act. The ISI began issuing authorisations for personal insolvency practitioners and approved intermediaries in August 2013. The ISI has commenced accepting debtor applications in respect of Debt Relief Notices, Debt Settlement Arrangements and Personal Insolvency Arrangements from 9 September 2013 and the courts have begun to consider applications for and grant applications for protective certificates.

The Act has been amended by the Finance Act 2013 and the Courts and Civil Law (Miscellaneous Provisions) Act 2013. The Finance Act 2013 makes a number of changes to tax law in connection with the Act. In addition, the Finance Act 2013 inserted new provisions in the Act to ensure that certain tax liabilities will be paid during the course of a Debt Settlement Arrangement or a Personal Insolvency Arrangement. While some of the amendments made by the Courts and Civil Law (Miscellaneous Provisions) Act 2013 are technical in nature, key substantive changes include those in relation to certain restrictions applicable to creditors, new provisions regarding the variation of Debt Settlement Arrangements and Personal Insolvency Arrangements and the removal of debtor information from the public insolvency registers maintained by the ISI. The Courts and Civil Law (Miscellaneous Provisions) Act 2013 also provides for certain amendments to the Bankruptcy Act 1988 (although the relevant sections have not yet been commenced), including the integration of the Office of the Official Assignee in Bankruptcy with the ISI.".

13. At page 19 of the Base Prospectus, the '*Operational/reputational risk*' risk factor shall be deleted and replaced with:

"*The Group faces heightened operational risks*

The Group faces a heightened operational risk profile given the current economic environment and in the context of taking forward the significant organisational changes required to support the delivery of cost savings and the impact of an on-going organisational voluntary severance programme.

One of its key operational risks is people risk. The Group's efforts to restore and sustain the stability of its business on a long-term basis depend, in part, on the availability of skilled management and the continued service of key members of staff both at its head office and at each of its business units.

Under the terms of the recapitalisation of AIB by the Irish Government the Group is required to comply with certain executive pay and compensation arrangements. As a result of these restrictions, the Group cannot guarantee that it will be able to attract, retain and remunerate highly skilled and qualified personnel in a highly competitive market. Failure by the Group to staff its day-to-day operations appropriately or failure to attract and appropriately develop, motivate and retain highly skilled and qualified personnel could have an adverse effect on the Group's results, financial condition and prospects.

Delivering the overall level of change has placed, and will continue to place, added risk on the organisation, including the challenge to meet tight delivery timelines in the face of competing priorities and resource demands. Negative public or industry opinion can result from the actual, or perceived, manner in which the Group conducts its business activities or from the restructuring of the Group. This could adversely affect the Group's ability to keep and attract customers the loss of which would adversely affect the Group's results, financial condition and prospects.

Similarly, any weakness in the Group's risk controls or loss mitigation actions in respect of operational risk could have a material adverse effect on the Group's results, financial condition and operations.".

14. At page 20 of the Base Prospectus, the '*Contributions to pension schemes*' risk factor shall be deleted.

15. At page 22 of the Base Prospectus, under the heading '*General economic conditions continue to be very challenging for mortgage and other lending to customers*', the text from 'Furthermore, since 2011 a number of initiatives and regulations' to 'may result in more customers choosing this as a debt solution.' inclusive shall be deleted.

16. At page 25 of the Base Prospectus, under the heading '*The proposed directive establishing a framework for the recovery and resolution of credit institutions and investment firms (the "Crisis Management Directive")*' the final paragraph from "However, the draft Crisis Management Directive" to "in relation to the Notes" inclusive shall be deleted in its entirety and replaced with the following:

"Although at the ECOFIN Council of 27 June 2013, finance ministers of the European Union Member States agreed on a general approach to a Crisis Management Directive which opens the way for trilogue negotiations between the European Council, the European Commission and the European Parliament which ought ultimately to lead to the finalisation of a directive, until finally implemented, it is not possible for the Group to predict the precise effects of the bail-in tool and its use in relation to the Notes.".

17. At page 25 of the Base Prospectus, under the heading '*European Union Directive on the taxation of savings income*' the text from "will instead impose a withholding system for a transitional period" to "unless during such period they elect otherwise." inclusive shall be deleted and replaced with the following:

"currently impose a withholding system and this is expected to last for a transitional period until they elect to impose the Savings Directive. The end of this transitional period depends on the conclusion of certain other agreements relating to the exchange of information with certain other countries. Luxembourg has announced that it will cease to withhold from 1 January 2015 and will instead provide the required information. A number of non-EU countries and territories have adopted similar measures.".

18. At page 28 of the Base Prospectus, under the heading '*Documents Incorporated by Reference*', the existing language shall be deleted and replaced with the following:

"The:

(1) audited annual consolidated financial statements of AIB for each of the financial years ended 31 December 2011 and 31 December 2012, respectively, in each case together with the audit reports thereon; and

(2) the unaudited half-yearly financial report 2013 of AIB for the six months ended 30 June 2013,

which in each case have been previously published, shall be incorporated in, and form part of, this Base Prospectus, save that any statement contained herein, or in a document all or the relative portion of which is incorporated by reference herein, shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained in any such document, all or the relative portion of which is deemed to be incorporated by reference herein, modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Base Prospectus.

AIB will provide, without charge, to each person to whom a copy of this Base Prospectus has been delivered, upon the written request of any such person, a copy of any or all of the documents which, or portions of which, are incorporated herein by reference. Written requests for such documents should be directed to AIB at its registered office set out at the end of this Base Prospectus.

The documents referred to above are available electronically on AIB's website via the following links:

http://www.aib.ie/servlet/BlobServer/document.pdf?blobkey=id&blobwhere=1363098966072&blobcol=urlfile&blobtable=AIB_Download&blobheader=application/pdf&blobheadername1=Content-Disposition&blobheadervalue1=document.pdf

http://www.aib.ie/servlet/BlobServer/document.pdf?blobkey=id&blobwhere=1332771051476&blobcol=urlfile&blobtable=AIB_Download&blobheader=application/pdf&blobheadername1=Content-Disposition&blobheadervalue1=document.pdf

http://www.aib.ie/servlet/BlobServer/document.pdf?blobkey=id&blobwhere=1370660714146&blobcol=urlfile&blobtable=AIB_Download&blobheader=application/pdf&blobheadername1=Content-Disposition&blobheadervalue1=document.pdf

http://www.aib.ie/servlet/ContentServer?pagename=AIB_Investor_Relations/Miscellaneous/ir_article_printer&c=AIB_Article&cid=1096576948103&channel=IRFP".

19. At page 75 of the Base Prospectus, immediately above the paragraph commending with the words 'The distribution of assets and the average number of employees between major operating divisions,' the following text shall be inserted:

"In May 2012 the Group returned to public funding markets through the issuance of £395m Sterling Prime residential mortgage backed securities. This was followed in November 2012 by a €500m AIB Mortgage Bank 3 year secured Asset Covered Securities (ACS) bond, the first public ACS issued by the Group since June 2007. AIB Mortgage Bank has continued to issue ACS during 2013, with two further public benchmark issues in January and September.

In October 2013 AIB agreed a €500m two year floating rate bilateral term funding transaction, secured by a high quality portfolio of Irish credit card receivables. This was the first transaction of its kind for an Irish bank and establishes a structure that is expected to provide a stable source of cost effective funding into the future. It is consistent with the

Bank's stated strategy to engage with the market in a balanced and measured manner with a series of well placed, appropriately structured and priced transactions. This transaction was another step in diversifying AIB's funding base and will further reduce AIB's reliance on monetary authority funding.".

20. At page 78 of the Base Prospectus, immediately above the heading '*The restructured business of the Group*', the following text shall be inserted:

"In September 2013 AIB announced the fulfilment of this non-core deleveraging target, ahead of schedule and within PCAR 2011 capital assumptions.".

21. At page 84 of the Base Prospectus, under the heading '*Leadership Team (in addition to the Executive Directors above)*',

21.1 the text "Peter Spratt Interim CEO, AIB Group (UK) plc" shall be deleted and replaced with "Steve Reid Managing Director, AIB Group (UK) plc"; and

21.2 the text "Paul Stanley Acting Chief Financial Officer" shall be deleted and replaced with "Myles O'Grady Acting Chief Financial Officer".

22. At page 89 of the Base Prospectus, immediately before the heading '*(h) Capital Gains Tax*', the following text shall be inserted:

"From 1 January 2014, it is anticipated that the rate of DIRT in all circumstances will be 41% (subject to the enactment of the Finance (No.2) Bill 2013 in its current form).".

23. At page 91 of the Base Prospectus, under the heading '*Notes issued by the London Branch*', immediately before subparagraph '(b)', the following text shall be inserted:

"Securities will be treated as listed on the Irish Stock Exchange if they are included in the Official List of the Irish Stock Exchange and are admitted to trading on the regulated market of the Irish Stock Exchange.".

24. At page 91 of the Base Prospectus, under the heading '*Notes issued by the London Branch*', in the first line of subparagraph '(f)', the text "neither resident nor ordinarily resident" shall be deleted and replaced with "not resident (nor, in the case of an individual Noteholder, domiciled)".

25. At page 92 of the Base Prospectus, under the heading '*European Union Directive on the Taxation of Savings Income*' the text from "will instead impose a withholding system for a transitional period" to "unless during such period they elect otherwise." inclusive shall be deleted and replaced with the following:

"currently impose a withholding system and this is expected to last for a transitional period until they elect to impose the Savings Directive. The end of this transitional period depends on the conclusion of certain other agreements relating to the exchange of information with certain other countries. Luxembourg has announced that it will cease to withhold from 1 January 2015 and will instead provide the required information. A number of non-EU countries and territories have adopted similar measures.".

26. At page 92 of the Base Prospectus, under the heading '*FATCA Withholding*', in the sixth line of the second paragraph, the text "(a) January 1, 2014" shall be replaced with "(a) July 1, 2014".

27. At page 109 of the Base Prospectus, under the heading '*AUDITORS OF AIB*' substitute the existing text with the following:

"**Deloitte & Touche**
Deloitte & Touche House
22 Earlsfort Terrace
Dublin 2
Ireland".