

AIB MORTGAGE BANK

Issue of €750,000,000 0.625 per cent. Mortgage Covered Securities due 3 February 2022 under the €20,000,000,000 Mortgage Covered Securities Programme

THE SECURITIES (AS DESCRIBED HEREIN) ARE MORTGAGE COVERED SECURITIES ISSUED IN ACCORDANCE WITH THE ASSET COVERED SECURITIES ACT 2001 (AS AMENDED) OF IRELAND (THE “ACT”). THE ISSUER HAS BEEN REGISTERED BY THE CENTRAL BANK (AS DEFINED BELOW) AS A DESIGNATED MORTGAGE CREDIT INSTITUTION PURSUANT TO THE ACT. THE FINANCIAL OBLIGATIONS OF THE ISSUER UNDER THE SECURITIES ARE SECURED ON THE COVER ASSETS THAT COMPRISE A COVER ASSETS POOL MAINTAINED BY THE ISSUER IN ACCORDANCE WITH THE ACT.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Securities (the “**Conditions**”) set forth in the Base Prospectus dated 18 December 2014 (the “**Base Prospectus**”) which constitutes a base prospectus for the purposes of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended (the “**Prospectus Directive**”) and relevant Irish laws. The Central Bank of Ireland (reference to which includes, with respect to actions prior to the commencement of relevant sections of the Central Bank Reform Act 2010 on 1 October 2010, the Irish Financial Services Regulatory Authority, as part of the Central Bank and Financial Services Authority of Ireland) has approved the Base Prospectus under Part 7 of the Prospectus (Directive 2003/71/EC) Regulations 2005, as amended (the “**Prospectus Regulations**”) as having been drawn up in accordance with the Prospectus Regulations and Commission Regulation (EC) No. 809/2004, as amended (the “**EU Prospectus Regulation**”).

This document (“**Final Terms**”) constitutes the final terms of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available at www.aibgroup.com, access through ‘Investor Relations’ – AIB Mortgage Bank.

1. Issuer: AIB Mortgage Bank
2. (a) Series Number: 29
(b) Tranche Number: 1
(c) Date on which Securities become fungible: Not applicable
3. Specified Currency or Currencies: euro (€)
4. (a) Aggregate Nominal Amount of Securities:
(i) Series: €750,000,000
(ii) Tranche: €750,000,000
(b) Specify whether Securities to be admitted to trading: Yes – Series 29 and Tranche 1
5. (a) Issue Price: 99.164 per cent. of the Aggregate Nominal Amount
(b) Net proceeds (Required only for listed issues): €741,667,500
(c) Specify whether expenses or taxes will be charged to investors: No
6. Specified Denominations: €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Securities in definitive form will be issued with a denomination above €199,000.
7. Issue Date: 3 February 2015
8. Maturity Date: 3 February 2022
9. Extended Maturity Date: Applicable
(See Conditions 4(d) and 6(h)) The Extended Maturity Date is 3 February 2023.
10. Interest Commencement Date:
(i) Period to Maturity Date: 3 February 2015
(ii) Period from Maturity Date up to Extended Maturity Date: Maturity Date
11. Interest Basis:

- (i) Period to Maturity Date: 0.625 per cent. Fixed Rate
- (ii) Period from Maturity Date up to Extended Maturity Date: One month EURIBOR + 0.27 per cent. Floating Rate
(further particulars specified below)
- 12. Redemption Basis: Redemption at par
- 13. Change of Interest Basis: Applicable on Maturity Date subject to Conditions 4(d) and 6(h). See paragraphs 9 and 11 above and paragraphs 17 and 18 below
- 14. Put/Call Options: Not Applicable
- 15. Listing/Admission to Regulated Market: Admission to the Official List of the Irish Stock Exchange and to trading on its regulated market
- 16. Method of Distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 17. Fixed Rate Security Provisions:
 - (i) To Maturity Date: Applicable
 - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
 - (a) Rate(s) of Interest:
 - (i) To Maturity Date: 0.625 per cent. per annum payable in arrear on each Interest Payment Date
 - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
 - (b) Interest Payment Date(s):
 - (i) To Maturity Date: 3 February in each year, commencing 3 February 2016, up to and including the Maturity Date
 - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
 - (c) Fixed Coupon Amount(s):
 - (i) To Maturity Date: €625 per €100,000 in nominal amount

- (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
- (d) Broken Amount(s):
 - (i) To Maturity Date: Not Applicable
 - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
- (e) Day Count Fraction:
 - (i) To Maturity Date: Actual/Actual (ICMA)
 - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
- (f) Determination Date(s):
 - (i) To Maturity Date: 3 February in each year commencing on 3 February 2016
 - (ii) From Maturity Date up to Extended Maturity Date: Not Applicable

18. Floating Rate Security Provisions:

- (i) To Maturity Date: Not Applicable
- (ii) From Maturity Date up to Extended Maturity Date: Applicable
 - (a) Interest Period(s)/Specified Interest Payment Dates:
 - (i) To Maturity Date: Not Applicable
 - (ii) From Maturity Date up to Extended Maturity Date: Interest Periods: One month
Specified Interest Payment Dates: the 3rd day of each month
 - (b) Business Day Convention:
 - (i) To Maturity Date: Not Applicable
 - (ii) From Maturity Date up to Extended Maturity Date: Modified Following Business Day Convention
 - (c) Additional Business Centre(s):
 - (i) To Maturity Date: Not Applicable

- (ii) From Maturity Date up to Extended Maturity Date: Not Applicable
- (d) Manner in which the Rate(s) of interest and Interest Amount(s) is to be determined:
 - (i) To Maturity Date: Not Applicable
 - (ii) From Maturity Date up to Extended Maturity Date: Screen Rate Determination
- (e) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Principal Paying Agent):
 - (i) To Maturity Date: Not Applicable
 - (ii) From Maturity Date up to Extended Maturity Date: Principal Paying Agent
- (f) Screen Rate Determination:
 - (i) To Maturity Date: Not Applicable
 - Reference Rate: Not Applicable
 - Interest Determination Date(s): Not Applicable
 - Relevant Screen Page: Not Applicable
 - (ii) From Maturity Date up to Extended Maturity Date: Applicable
 - Reference Rate: One month EURIBOR
 - Interest Determination Date(s): For the first Interest Period commencing on the Maturity Date, two Business Days after the Maturity Date in accordance with Condition 4(d)(ii).

For each other Interest Period, the second day on which the TARGET2 System is open prior to the start of the Interest Period.

	– Relevant Screen Page:	EURIBOR01
(g)	ISDA Determination:	Not Applicable
	(i) To Maturity Date:	
	– Floating Rate Option:	Not Applicable
	– Designated Maturity:	Not Applicable
	– Reset Date:	Not Applicable
	- ISDA Definitions:	Not Applicable
	(ii) From Maturity Date up to Extended Maturity Date:	Not Applicable
	– Floating Rate Option:	Not Applicable
	– Designated Maturity:	Not Applicable
	– Reset Date:	Not Applicable
	- ISDA Definitions:	Not Applicable
(h)	Margin(s):	
	(i) To Maturity Date:	Not Applicable
	(ii) From Maturity Date up to Extended Maturity Date:	+ 0.27 per cent. per annum
(i)	Minimum Rate of Interest:	
	(i) To Maturity Date:	Not Applicable
	(ii) From Maturity Date up to Extended Maturity Date:	Nil
(j)	Maximum Rate of Interest:	
	(i) To Maturity Date:	Not Applicable
	(ii) From Maturity Date up to Extended Maturity Date:	Not Applicable
(k)	Day Count Fraction:	

- | | | | |
|-----|------|--|----------------|
| | (i) | To Maturity Date: | Not Applicable |
| | (ii) | From Maturity Date
up to Extended
Maturity Date: | Actual/360 |
| 19. | | Zero Coupon Security Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 20. | | Issuer Call: | Not Applicable |
| 21. | | Investor Put: | Not Applicable |
| 22. | | Final Redemption Amount of each Security: | €100,000 per €100,000 nominal amount, plus €1,000 per €1,000 of nominal amount in excess of €100,000 nominal amount |

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

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| 23. | | Form of Securities, Issue Procedures and Clearing Systems: | Bearer Securities:

Temporary Bearer Global Security exchangeable for a Permanent Bearer Global Security which is exchangeable for Definitive Bearer Securities only upon an Exchange Event |
| 24. | (a) | New Global Note: | Yes |
| | (b) | New Safekeeping Structure: | No |
| 25. | | Additional Financial Centre(s): | Not Applicable |
| 26. | | Talons for future Coupons to be attached to Definitive Bearer Securities (and dates on which such Talons mature): | No |
| 27. | | Details relating to Instalment Securities: | |
| | (i) | Instalment Amount(s): | Not Applicable |
| | (ii) | Instalment Date(s): | Not Applicable |
| 28. | | Whether Condition 5(h) applies: | Condition 5(h) not applicable |
| 29. | | Overcollateralisation Percentage for the purposes of Condition 11(c): | 105 per cent. |

DISTRIBUTION

30. (a) If syndicated, names of Dealers: **Lead Managers:**
- Barclays Bank PLC
5 The North Colonnade
Canary Wharf
London E14 4BB
- BNP Paribas
10 Harewood Avenue
London NW1 6AA
- Commerzbank Aktiengesellschaft
Kaiserstraße 16 (Kaiserplatz)
60311 Frankfurt am Main
Federal Republic of Germany
- HSBC France
c/o HSBC Bank plc
8 Canada Square
London E14 5HQ
- UBS Limited
100 Liverpool Street
London EC2M 2RH
- Co-Lead Managers:**
- J & E Davy
Davy House
49 Dawson Street
Dublin 2, Ireland
- Merrion Stockbrokers Ltd
2nd Floor, Guild House
Guild Street
IFSC
Dublin 1, Ireland
- (b) Date of Subscription Agreement: 30 January 2015
- (c) Stabilising Dealer(s) (if any): Barclays Bank PLC
BNP Paribas
Commerzbank Aktiengesellschaft
HSBC France
UBS Limited
31. If non-syndicated, name of relevant Dealer: Not Applicable
32. Commission Payable/Selling Concession The Managers will be paid a total fee of 0.275% on the nominal amount of the Securities.

33. Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA D

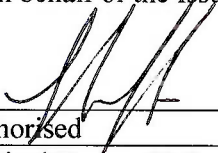
LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to issue, list and admit to trading the Securities described herein pursuant to the €20,000,000,000 Mortgage Covered Securities Programme of AIB Mortgage Bank.

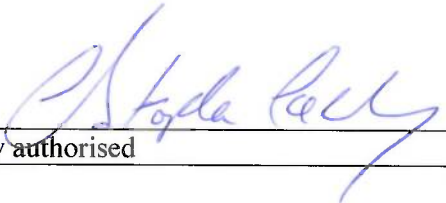
RESPONSIBILITY

The Issuer accepts the responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:



Duly authorised
Date of Final Terms: 30 January 2015



Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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|-------|---|--|
| (i) | Listing: | Irish Stock Exchange |
| (ii) | Admission to trading: | Application has been made to the Irish Stock Exchange for the Securities to be admitted to the Official List and trading on its regulated market with effect from 3 February 2015. |
| (iii) | Estimate of total expenses related to admission to trading: | Listing fees: €500 |

2. RATINGS

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|----------|---|
| Ratings: | The Securities to be issued are expected to be rated as follows: |
| | Standard & Poor's Credit Market Services Europe Limited: A |
| | Moody's Investors Service Limited: A3 |
| | Fitch Ratings Limited: A |
| | Credit ratings included or referred to in these Final Terms have been issued by Standard & Poor's, Moody's and Fitch, each of which is established in the European Union and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies. |

3. NOTIFICATION

None.

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealers, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer.

5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

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| (i) | Reasons for the offer: | The Issuer expects to use the net proceeds of the Securities to support its business. |
| (ii) | Estimated net proceeds: | €741,667,500 |

(iii)	Estimated total expenses:	€500 (listing fees)
6.	YIELD (<i>Fixed Rate Notes only</i>)	
	Indication of yield:	0.748 per cent. The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.
7.	OPERATIONAL INFORMATION	
(i)	ISIN Code:	XS1179936551
(ii)	Common Code:	117993655
(iii)	Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking S.A. and the relevant identification number(s):	Not Applicable
(iv)	Delivery:	Delivery against payment
(v)	Name(s) and address(es) of initial Paying Agent(s):	Principal Paying Agent: The Bank of New York Mellon One Canada Square London E14 5AL United Kingdom
(vi)	Names and addresses of additional Paying Agent(s) (if any):	None
(vii)	Intended to be held in a manner which would allow Eurosystem eligibility:	Yes Note that the designation “yes” simply means that the Securities are intended upon issue to be deposited with one of the international central securities depositories (“ICSDs”) as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper) and does not necessarily mean that the Securities will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met. The Securities will be deposited initially upon issue with one of the ICSDs acting as common safekeeper.