



## WBK & Bank Zachodni Shareholders Approve Merger

20th December 2000

Allied Irish Banks, p.l.c. ("AIB") Polish subsidiaries have today issued the following statement...

Today an Extraordinary General Meeting of Shareholders of Wielkopolski Bank Kredytowy SA has been held in Poznań, devoted to considering the proposed merger of Wielkopolski Bank Kredytowy SA and Bank Zachodni SA, recommended by the Bank's Management Board and Bank Council. WBK shareholders have decided in favour of the merger by 96.49% majority of votes. Bank Zachodni (BZ) shareholders, who voted at the BZ EGM in Wroclaw, voted 100% in favour of the merger.

According to the EGM WBK resolution, both banks will be merged by transferring the total assets of Wielkopolski Bank Kredytowy SA to Bank Zachodni SA in exchange for the shares that Bank Zachodni SA will issue to the shareholders of Wielkopolski Bank Kredytowy SA.

As a result of today's decisions the share capital of Bank Zachodni SA will be increased by 400,093,020 zloty by way of issuing 40,009,302 ordinary G series bearer shares with the nominal value of 10 zloty. Consequently, the share capital of Bank Zachodni will grow to 729,602,840 zloty.

The Extraordinary General Meeting of Shareholders approved the share exchange ratio recommended by the Management Boards of Wielkopolski Bank Kredytowy and Bank Zachodni, i.e. one Merger Issue share in exchange for 1.72 shares of Wielkopolski Bank Kredytowy.

The Merger Issue shares will be granted to the shareholders through the National Depository of Securities. WBK shareholders obliged the Management Board of our bank to recommend a "Reference Day" in agreement with the Management Board of Bank Zachodni. The Reference Date should not fall later than on the seventh business day after the registration of Bank Zachodni SA's capital increase.

The Extraordinary General Meeting of Shareholders decided that the number of Merger Issue shares to be granted to each WBK shareholder will be determined by means of dividing the number of shares in Wielkopolski Bank Kredytowy SA held by a given shareholder on the Reference Day, by the share exchange ratio and rounding the resulting quotient down to the nearest integer. The difference will be paid out in cash by Bank Zachodni SA. The cash payment will amount to the product of an arithmetic mean of the share price of Wielkopolski Bank Kredytowy SA on 30 consecutive listings on the primary market of the Warsaw Stock Exchange S.A. (fixings), prior to the Reference Day.

The merger of the banks will be effected on the basis of the balance sheets of Bank Zachodni SA and Wielkopolski Bank Kredytowy SA prepared as of December 31, 1999.

More information on the concluded meeting of Extraordinary General Shareholders' Meeting of Wielkopolski Bank Kredytowy will be provided by: Przemysław Hewelt – 061 8564716 and Piotr Gajdziński – 061 8564017.

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