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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

**30th October 2025**

**Permanent TSB Group Holdings PLC ("PTSB", the "Bank" or "Company")**

**Announcement of Commencement of Formal Sale Process**

- **The Board of PTSB is today announcing the commencement of a Formal Sale Process ("FSP").**
- **PTSB has a compelling strategic position within the highly attractive Irish banking market, having undergone a significant transformation in recent years, demonstrating strong business and financial performance and continued growth in its balance sheet and customer base.**
- **PTSB has seen a significant increase in appetite for its shares from international investors, along with unprecedented demand for its recent Green Tier 2 issuance. This is against a backdrop of increased consolidation activity in the European banking sector.**
- **Consequently, the Board of PTSB, with the support of its largest shareholder, the Minister for Finance of Ireland, Paschal Donohoe (Minister for Finance), has concluded that it is now in the best interests of the Bank and its key stakeholders to commence a FSP with the intention of identifying a new long-term owner of the Bank. The Company has appointed Goldman Sachs International ("GSI") as financial adviser in relation to the FSP.**
- **PTSB is an important part of the retail banking market and wider Irish economy, and its continued sustainable growth is critical to ensuring competition in the market and providing choice to consumers. PTSB's operations, products and services are unaffected by this announcement, and the Bank will continue to support and service customers as normal.**
- **PTSB continues to deliver on its recent strategic and financial progress, as reflected in its Q3 2025 trading statement issued today, which demonstrates sustained momentum across all key business lines. Relative to last year, PTSB's deposit book has grown 7%, the mortgage book is up 4%, and its business banking book is up 11%. PTSB also intends to restart dividend payments to shareholders next year, subject to its financial position and required regulatory approvals.**

## **Background to the Formal Sale Process**

PTSB has a compelling strategic position as Ireland's third largest bank, having undergone a significant transformation in recent years, demonstrating strong business and financial performance and continued growth in its balance sheet and customer base, supported by a refreshed customer-focused brand.

PTSB has returned to profitability and strengthened its capital position and is now poised to execute its three-year strategy, with strong momentum already achieved this year.

In recent months, PTSB has seen a significant increase in appetite for its shares from international investors, along with unprecedented demand for its recent Green Tier 2 issuance. This is against a backdrop of increased consolidation activity in the European banking sector.

Consequently, the Board of PTSB, with the support of its largest shareholder, the Minister for Finance, has concluded that now is the right time to seek a new owner to support the next phase of the Bank's growth and strategic development, under the framework of a FSP in accordance with the Irish Takeover Rules.

The Board believes that such a process could identify a new long-term owner of the Bank, one which, subject to agreeing terms satisfactory to the Board and requisite shareholder approval, could be value creative for shareholders and beneficial for customers and colleagues.

PTSB's operations, products and services are unaffected by this announcement, and the Bank will continue to support and service customers as normal.

PTSB is an important part of the retail banking market and wider Irish economy, and its continued sustainable growth is critical to ensuring competition in the market and providing choice to consumers.

There can be no assurance that the FSP will result in any offer or transaction being completed. If the FSP does not lead to a successful transaction on agreeable terms, the Bank will continue to progress its strategy and delivery of its medium-term guidance, announced in the Q3 statement today.

The Company has appointed GSI as financial adviser in relation to the FSP.

### **Chair of PTSB, Julie O'Neill said:**

*"PTSB has fundamentally transformed itself and built a sustainable business model that is competing very strongly in the Irish personal and business banking markets. Notwithstanding this success, there is a significant market opportunity for the Bank to increase further its presence and share of the Irish retail banking market.*

*Given the robust economic backdrop and increased investor appetite in PTSB shares, the Board is of the view that now is the right time to seek a new long-term owner for the Bank that will enable PTSB to unlock its potential for further growth and scale.*

*If successful, this FSP would result in the exit of the State's last remaining shareholding in the Irish banking sector and, most importantly, return capital to the State and taxpayers.*

*This FSP is a positive development for PTSB and evidence of the Bank's position of strength in the Irish retail banking market.*

*PTSB customers are not impacted by the FSP and our team of dedicated colleagues will continue to support and service customers as normal"*

### **The Minister for Finance of Ireland, Paschal Donohoe said:**

*"PTSB has made great progress in building a strong competitive franchise in the Irish retail banking market as evidenced by its Q3 2025 trading update released today. With increased investor interest in European banks, this presents the State with the opportunity to exit its last remaining shareholding in an Irish bank after 17 years.*

*The State's investment in PTSB was made during the financial crisis to safeguard the stability of the banking system and protect depositors. A sale of the State's investment would be consistent with the objective of recovering taxpayer funds that were used to rescue the Irish banks and deploying these to more productive purposes.*

*The State has and continues to be very supportive of PTSB, and the Government believes that it is in the long-term interests of PTSB and citizens in general that the Bank be returned to full private ownership.*

*PTSB is an important part of the retail banking market and wider Irish economy, and its continued sustainable growth provides choice to consumers."*

### **PTSB | A full service, customer-focused personal and business bank.**

PTSB is the third largest bank in Ireland and is positioned as the leading challenger to the two main incumbents. It is a customer-focused retail and business banking franchise with c.1.3 million customers, a nationwide branch footprint, and an enlarged mortgage and business banking presence following the acquisition of certain Ulster Bank assets.

Its Q3 2025 trading statement announced today shows real momentum in the business and sustainable profitability, evidenced by deposit growth of 7%, loan book growth of 4% year on year and a CET1 ratio of 15.5%. The Bank continued to support customers with new lending in Business Banking, which includes both SME and Asset Finance lending, up 11% YTD.

PTSB is well positioned to continue delivering sustainable commercial and profitable growth as it grows its presence in the Irish market and diversifies its business model.

- **A refreshed Business Strategy and a contemporary, customer-focused brand:** The Bank launched a refreshed Business Strategy to the market in March 2025 that focuses on deepening customer relationships, diversifying income and differentiating through customer experience. The implementation of this Business Strategy has been supported by the recent overhaul of PTSB's brand, repositioning PTSB as a full service, customer-focused personal and business bank.
- **Scaled business with income diversification and future growth opportunities:** The Ulster Bank acquisition added c.€6.7bn of performing loans, 25 branches and a strengthened business banking franchise. This acquisition, combined with increased organic growth, has elevated PTSB to a share of over 20% of new mortgage lending and a mid-single digit share of business lending, along with an enlarged community presence through a nationwide branch network. The exit of Ulster Bank and KBC also added meaningfully to the Bank's current account base. PTSB has c.1.3 million customers and competes as a full-service personal and business bank with potential for future growth and income diversification across retail, SME and asset finance markets.
- **Strong balance sheet and conservative risk profile:** With a CET1 ratio of 15.5%, NPLs of 1.7%, provisions to loans of 1.8% and a loan-to-deposit ratio of 87%, PTSB has an exceptionally strong balance sheet, with potential further capital optimisation opportunities in the near-term via the ongoing IRB model review. This provides resilience as well as flexibility to reinvest or return capital.
- **Recent Debt Rating upgrades:** Fitch upgraded the Bank's senior rating in Permanent TSB Group Holdings plc (HoldCo) to Investment Grade in early 2024, while Moody's further reinforced its Investment Grade rating on the HoldCo in September 2024 with a one notch upgrade to Baa1. Recently, Fitch upgraded the rating on the HoldCo by one notch to BBB, further cementing the Bank's investment grade status.
- **Modern multi-channel franchise post significant investment:** A multi-year investment programme in technology and digital capabilities, payments infrastructure and customer channels (voice, digital and branch) have enabled the Bank to deliver enhanced customer

journeys, and improved efficiency and service levels, which will continue to drive greater income diversification in the years ahead.

- **Experienced Management Team and skilled workforce:** Well tested and experienced management team with significant transformation and M&A experience. Skilled employee base across front and back-office functions, branches, contact centres, technology, finance, operations, and central support. This includes newly acquired and specialist expertise in data, technology, sustainability, product and business development, underpinned by strong customer relationships.
- **Earnings momentum and returns improvement:** Enlarged scale, margin tailwinds, falling costs and a stable credit environment are supportive of stronger profitability and improving returns with potential upside possible from regulatory capital benefits.
- **Supportive Irish macro-economic environment and demographics:** Ireland is one of Europe's fastest growing economies, with domestic demand forecast to expand c.2–3% annually. A young, well-educated and expanding population, underpinned by strong net inward migration, continues to drive structural demand for housing, mortgages, and banking services.
- **Favourable market structure underpins attractive margin dynamics:** Net interest margins are set to benefit from reduced deposit costs, a repricing of maturing fixed rate mortgages, a change in mix towards higher yielding business lending and the normalisation of wholesale funding costs.

### Q3 2025 Trading Statement

PTSB has today separately published its Q3 2025 trading statement, demonstrating a strong performance in the third quarter, with continued momentum across all key business lines. Relative to last year, PTSB's deposit book has grown 7%, the mortgage book is up 4%, and the business banking book is up 11%.

New mortgage lending year to date is up 64% to €2.1bn, and PTSB expects revenue growth to return in the coming quarters as it benefits from continued loan growth and improved margins. Operating expenses were marginally lower for the first nine months and are on track to reduce to PTSB's full year target of €525m. In addition, its liquidity and capital positions remain strong, with a CET1 ratio at 15.5% at the end of September.

Guidance for 2025 remains unchanged, as does PTSB's intention to restart dividend payments to shareholders next year, subject to its financial position and required regulatory and other approvals. PTSB is also confident in its ability to deliver sustainable returns for its shareholders as evidenced by its updated return on tangible equity (ROTE<sup>1</sup>) targets of c.9% in 2027 and c.11% by 2028.

### KEY HIGHLIGHTS

*(all comparisons 9 months to Sept 2025 vs. 9 months to Sept 2024, unless stated)*

- Total operating income 4% lower
- Net interest margin (NIM) of 2.01%
- Total operating expenses marginally lower and PTSB remains on track to reduce costs to its full year 2025 target of €525 million
- Asset quality remains strong with no impairment charge
- Total gross loans rose to €22.4 billion, up 3% since year end and 4% year-on-year (YoY)
  - New mortgage lending up 64% to €2.1 billion with a new flow share of over 20%<sup>2</sup>
  - New lending in Business Banking (SME and Asset Finance) up 11%

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<sup>1</sup> Return on tangible equity is profit attributable to shareholders (excl. all exceptional items) divided by notional equity (average RWAs \* CET1 of c. 14%)

<sup>2</sup> Based on BPF1 data for Q1-Q3 2025

- Enhancements to its consumer term lending proposition
- Customer deposits of €25.4 billion at end September, an increase of 5% (€1.3 billion) since year end and 7% YoY
- The Bank maintains a strong capital position with a CET1 capital ratio of 15.5%
  - Following PTSB's recent SREP review, its Pillar Two requirement has reduced 25bps. This equates to 14bps at CET1 level reducing its CET1 requirement to 10.69%
  - PTSB's IRB mortgage model review is progressing with the Central Bank of Ireland and it will update the market when appropriate
- Inaugural €300 million Green Tier 2 bond issued with a coupon of 3.875%

## **UPDATE ON GUIDANCE AND TARGETS**

- PTSB's guidance for 2025 remains in line with prior market communications
- Reaffirming PTSB's 2027 ROTE target of c. 9% with a new medium-term target of c. 11% for 2028 (prior to any potential benefit from ongoing IRB mortgage model review process)

## **FSP and Irish Takeover Rules Considerations**

This announcement commences a FSP pursuant to the Irish Takeover Rules. The Irish Takeover Panel has agreed that any discussions in relation to an offer for the Company may be conducted within the context of a FSP under the Irish Takeover Rules (as referred to in Note 2 on Rule 2.6 of the Irish Takeover Rules), which will enable conversations with parties interested in making a proposal to take place on a confidential basis.

Any party interested in submitting a proposal for consideration in connection with the FSP shall be required, at the appropriate time, to enter into a non-disclosure agreement and standstill arrangement with the Company on terms satisfactory to the Board, and on the same terms, in all material respects, as other interested parties before being permitted to participate in the process. The Company intends to provide such interested parties with certain information on its business, following which interested parties shall be invited to submit their proposals to GSI. The Company will update the market regarding the FSP in due course. The Company confirms that it is not in discussions with, or in receipt of an approach from, any potential offeror at the time of this announcement.

The Board reserves the right to alter any aspect of the process as outlined above or to terminate the process at any time and, in such cases, will make an announcement as appropriate. The Board also reserves the right to reject any approach from, or terminate discussions with, any interested party at any time.

The Irish Takeover Panel has granted a dispensation from the requirements of Rules 2.4(b), 2.4(c) and 2.6(a) of the Irish Takeover Rules such that any interested party participating in the FSP will not be required to be publicly identified as a result of this announcement and will not be subject to the 42-day deadline referred to in Rule 2.6(a) of the Irish Takeover Rules for so long as it is participating in the FSP. Such parties should nonetheless be mindful of their obligations under the Irish Takeover Rules, including with respect to confidentiality under Rule 2.1 and the circumstances in which an announcement may be required under Rule 2.2. If an interested party has any doubts about its obligations pursuant to the Irish Takeover Rules, it should contact its financial adviser(s) to discuss this, and where applicable, it should also consult with the Irish Takeover Panel.

The Irish Takeover Panel has confirmed that following this announcement, the Company is now considered to be in an "offer period" as defined in the Irish Takeover Rules, and the dealing disclosure requirements of Rule 8 of the Irish Takeover Rules as summarised below will apply.

Shareholders are advised that this announcement does not represent a firm intention by any party to make an offer under Rule 2.7 of the Irish Takeover Rules, and there can be no certainty that any offers will be made as a result of the FSP, that any sale or other transaction will be concluded, nor as to the terms on which any offer or other transaction may be made.

This announcement is not intended to, and does not, constitute or form part of (1) an offer or invitation to purchase or otherwise acquire, subscribe for, tender, exchange, sell or otherwise dispose of any securities, (2) the solicitation of an offer or invitation to purchase or otherwise acquire, subscribe for, tender, exchange, sell or otherwise dispose of any securities, or (3) the solicitation of any vote or approval in any jurisdiction, pursuant to this announcement or otherwise.

Parties interested in submitting an expression of interest in relation to the FSP should contact the Company's financial advisor, GSI, using the contact details below.

### **Enquiries**

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### ***Disclosure requirements of the Irish Takeover Rules***

*Under Rule 8.3(a) of the Irish Takeover Rules, any person who is 'interested' (directly or indirectly) in 1% or more of any class of 'relevant securities' of PTSB must make an 'opening position disclosure' by no later than 3.30pm (Irish time) on the tenth 'business day' following the commencement of the 'offer period'. An 'opening position disclosure' must contain the details specified in Rule 8.6(a) of the Irish Takeover Rules, including details of the person's interests and short positions in any 'relevant securities' of PTSB. Relevant persons who deal in any 'relevant securities' of PTSB prior to the deadline for making an 'opening position disclosure' must instead make a dealing disclosure as described below.*

*Under Rule 8.3(b) of the Irish Takeover Rules, any person 'interested' (directly or indirectly) in 1% or more of any class of 'relevant securities' of PTSB must disclose all 'dealings' in such 'relevant securities' during the 'offer period'. The disclosure of a 'dealing' in 'relevant securities' by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (Irish time) on the business day following the date of the transaction. A dealing disclosure must contain the details specified in Rule 8.6(b) of the Irish Takeover Rules, including details of the dealing concerned and of the person's interests and short positions in any 'relevant securities' of PTSB.*

*All 'dealings' in 'relevant securities' of PTSB by a bidder, or by any party acting in concert with a bidder, must also be disclosed by no later than 12 noon (Irish time) on the 'business day' following the date of the relevant transaction. If two or more persons co-operate on the basis of an agreement, either express or tacit, either oral or written, to acquire for one or more of them an interest in relevant securities, they will be deemed to be a single person for these purposes.*

Disclosure tables, giving details of the companies in whose 'relevant securities' 'opening positions' and 'dealings' should be disclosed, can be found on the Irish Takeover Panel's website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie).

'Interests' in securities arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an 'interest' by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks in this section are defined in the Irish Takeover Rules, which can also be found on the Irish Takeover Panel's website. If you are in any doubt as to whether or not you are required to disclose a dealing or an opening position under Rule 8, please consult the Irish Takeover Panel's website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie) or contact the Irish Takeover Panel on telephone number +353 1 678 9020.

### **Responsibility Statement**

The Directors of PTSB accept responsibility for the information contained in this announcement. To the best of their knowledge and belief (having taken all reasonable care to ensure such is the case), the information contained in this announcement is in accordance with the facts and does not omit anything likely to affect the import of such information.

### **Rule 2.12 disclosure**

In accordance with Rule 2.12 of the Irish Takeover Rules, PTSB confirms that, as at the date of this announcement, the Company's issued share capital comprises 544,996,176 ordinary shares with a nominal value of €0.50 each ("Ordinary Shares"). PTSB does not have any Ordinary Shares which are held as treasury shares. The Ordinary Shares are admitted to trading on the main markets of the Euronext Dublin and the London Stock Exchange. The International Securities Identification Number for the Ordinary Shares is IE00BWB8X525.

### **Market Abuse Regulations**

The information contained within this announcement would have, prior to its release, constituted inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 and for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018. Upon the publication of this announcement via a regulatory information service, this inside information will be considered to be in the public domain. The person responsible for arranging for the release of this information on behalf of PTSB is Conor Ryan – Company Secretary.

### **Publication on Website**

In accordance with Rule 26.1 of the Irish Takeover Rules, a copy of this announcement will be available on the Company's website at <https://www.permanenttsbgroup.ie/investors> by no later than 12.00 (noon) (Irish time) on the business day following publication of this announcement. The content of the website referred to in this announcement is not incorporated into, and does not form part of, this announcement.

### **Other notices**

This announcement is not intended to, and does not, constitute or form part of (1) an offer or invitation to purchase or otherwise acquire, subscribe for, tender, exchange, sell or otherwise dispose of any securities, (2) the solicitation of an offer or invitation to purchase or otherwise acquire, subscribe for, tender, exchange, sell or otherwise dispose of any securities, or (3) the solicitation of any vote or approval in any jurisdiction, pursuant to this announcement or otherwise.

Goldman Sachs International, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is

*acting for the Company and no one else in connection with the Formal Sale Process and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Goldman Sachs International, or for giving advice in connection with the Formal Sale Process or any matter referred to herein*

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*No statement in this announcement is intended to constitute a profit forecast for any period, nor should any statements be interpreted to mean that earnings or earnings per share will necessarily be greater or lesser than those for the relevant preceding financial periods for the Company. No statement in this announcement constitutes an asset valuation. No statement in this announcement constitutes an estimate of the anticipated financial effects of an acquisition of the Company, whether for the Company or any other person.*