

Form of Proxy

I/We*, the above mentioned, being a member/members* of permanent tsb Group Holdings p.l.c. (the "Company") hereby appoint the Chairman of the Meeting or _____ (see note 6 overleaf) as my/our* proxy to vote for me/us* on my/our* behalf at the Annual General Meeting of the Company to be held on 8th April 2015 at 11.30 a.m. at the Ballsbridge Hotel, Pembroke Road, Ballsbridge, Dublin 4 and at any adjournment thereof (in each case, as the context so requires, the "Meeting"). I/We* confirm that I/we* have read and agree to be bound by the notes overleaf (which are deemed comprised within the terms of this Form of Proxy). I/We* hereby direct my/our* proxy to vote as follows on the resolutions set out in the Notice convening the Meeting and summarised below:

*please delete as appropriate in each case.

Resolutions (see note 8 overleaf):

Ordinary Business

1. to receive and consider the Annual Financial Statements for the year ended 31 December 2014, together with the Directors and Auditors Reports.
2. to receive and consider the Directors' Report on Remuneration for the year ended 31 December 2014.
3. to authorise the Directors to determine the remuneration of the Auditors.
4. to re-appoint the following Directors:
 - (a) Alan Cook
 - (b) Jeremy Masding
 - (c) Glen Lucken
 - (d) Dominic Dodd
 - (e) Emer Daly
 - (f) Ken Slattery
 - (g) Julie O'Neill
 - (h) Richard Pike
 - (i) David Stewart

Special Business

5. Authority to reduce, modify and increase the authorised share capital of the Company and authority to allot shares.
6. Disapplication of statutory pre-emption rights.
7. Reduction of Share Premium Account.
8. Authority to sub-divide, consolidate and redesignate certain shares and approve Modifications to Memorandum and Articles of Association of the Company.
9. Amendments to rights of Deferred Shares.

	For	Against	Discretion	Withheld
1.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (c)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (d)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (e)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (f)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (g)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (h)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (i)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed _____
Only one joint holder to sign. (See notes 4 and 5 overleaf).

Date _____

Please detach here

Attendance Card

Annual General Meeting of the Company to be held on Wednesday, 8th April 2015 at 11.30 a.m. at the Ballsbridge Hotel, Pembroke Road, Ballsbridge, Dublin 4.

Proxy's name (if applicable) in block letters

Please do not post the Attendance Card. It should be retained by the member or proxy (if any) and handed in at the shareholders' Registration Desk at the Annual General Meeting to facilitate attendance.

Signature

of member/proxy _____

Notes

1. A member entitled to attend and vote at a general meeting of the Company is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf at the Meeting or any adjourned Meeting. A member may appoint more than one proxy to attend, speak, ask questions and vote at the Meeting or any adjourned Meeting in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the shares differently from other shares held by it. The appointment of a proxy will entitle the proxy to attend, speak, ask questions and vote on the member's behalf at the relevant meeting or at any adjournment of such meeting. A proxy need not be a member of the Company. If you wish to appoint more than one proxy please contact the Registrars of the Company, Capita Asset Services, Shareholder Solutions (Ireland) on +353 1 5530050.
2. To be effective, the Form of Proxy duly completed and executed, together with any original power of attorney or in the case of a corporate shareholder any authority under which it is executed or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland, must be deposited at the registered office of the Company at 56-59 St Stephen's Green, Dublin 2, Ireland or, at the shareholder's option, with the Registrars of the Company, by post to Capita Asset Services, Shareholder Solutions (Ireland), PO Box 7117, Dublin 2, Ireland or by hand (during normal business hours) to Capita Asset Services, Shareholder Solutions (Ireland), 2 Grand Canal Square, Dublin 2, Ireland, so as to be received no later than 48 hours before the time appointed for the Meeting or any adjourned Meeting or (in the case of a poll taken otherwise than at or on the same day as the Meeting or any adjourned Meeting) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the form must be initialled by the person who signs it.
3. Alternatively, subject to the Articles of Association of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned Meeting or (in the case of a poll taken otherwise than at or on the same day as the Meeting or any adjourned Meeting) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may:
 - i. be submitted by telefax to +353 1 2240700, provided it is received in legible form; or
 - ii. be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the AGM page on the Company's website, www.permanenttsbgroup.ie or via the shareholder portal on the Capita Asset Services, Shareholder Solutions (Ireland) website www.capitashareportal.com, entering the company name, permanent TSB Group Holdings plc. You will need to register for Share Portal by clicking on "registration section" (if you have not registered previously) and following the instructions thereon; or
 - iii. be submitted through CREST in the case of CREST members, CREST sponsored members or CREST members who have appointed voting service providers. Transmission of CREST Proxy instructions must be done and authenticated in accordance with Euroclear specifications as set out in the CREST Manual and received by the Registrar under CREST Participant ID 7RA08.
4. This Form of Proxy must (i) in the case of an individual member be signed or submitted electronically by the member or his/her attorney; or (ii) in the case of a body corporate be executed either under its common seal or signed on its behalf by a duly authorised officer or attorney or submitted electronically in accordance with notes 3(ii) and 3(iii) above.
5. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. If you desire to appoint a proxy other than the Chairman of the Meeting or any adjourned Meeting, please insert the proxy's name in block capitals in the space provided and delete the words "*the Chairman of the Meeting or*".
7. A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.
8. Please indicate how you wish your proxy to vote by marking the appropriate box. You may direct your proxy to vote "For", "Against", to "Withhold" your vote or give him/her "Discretion" to vote as he/she wishes by marking as appropriate. If no such specific instructions are given, the proxy will vote or withhold your vote at his/her discretion. **A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" the resolutions.**
9. On any other business which may properly come before the Meeting or any adjourned Meeting and whether procedural and/or substantive in nature (including, without limitation, any motion to amend a resolution or adjourn the Meeting) not specified in the Notice of the Meeting or this Form of Proxy, the proxy will act at his/her discretion.
10. The completion and return/submission of this Form of Proxy will not preclude a member from attending and voting in person.
11. If you are appointing a proxy other than the Chairman of the Meeting (or any adjourned Meeting) or any other officer of the Company, please provide him/her with the Attendance Card attached hereto to facilitate his/her attendance.
12. Only those members registered in the register of members of the Company at 6.00 pm on 6th April 2015 or if the Meeting is adjourned, at 6.00 pm on the day that falls 48 hours before the time appointed for the adjourned meeting shall be entitled to attend and vote at the Meeting, or if relevant, any adjournment thereof.