

VOTING DISCLOSURE – PERMANENT TSB GROUP HOLDINGS PLC

The AGM of permanent tsb Group Holdings plc was held on 08 April 2015. The total number of issued ordinary shares at the voting record date (06 April 2015) was 36,525,797,323. Each ordinary share carries one vote. Each of the resolutions was decided on a poll.

The results of each poll was as follows:

Resolution	Resolution Type	FOR		AGAINST		Total Votes	Total Withheld
		Number of Shares	% of total	Number of Shares	% of total		
ORDINARY BUSINESS							
1 Receive Accounts	Ordinary	36,260,718,084	99.95%	18,909,924	0.05%	36,279,628,008	16,387
2 Receive Directors report on Remuneration	Ordinary	36,259,977,971	99.95%	18,896,736	0.05%	36,278,874,707	769,673
3 Remuneration of the Auditors	Ordinary	36,260,599,968	99.95%	19,144,784	0.05%	36,279,744,752	24,171
4 Re-appoint							
(a) Alan Cook	Ordinary	36,259,899,235	99.95%	18,960,907	0.05%	36,278,860,142	783,999
(b) Jeremy Masding	Ordinary	36,259,892,172	99.95%	19,050,553	0.05%	36,278,942,725	802,270
(c) Glen Lucken	Ordinary	36,260,612,586	99.95%	19,088,903	0.05%	36,279,701,489	65,962
(d) Dominic Dodd	Ordinary	36,259,768,139	99.95%	19,185,634	0.05%	36,278,953,773	810,609
(e) Emer Daly	Ordinary	36,259,860,075	99.95%	19,104,985	0.05%	36,278,965,060	803,451
(f) Ken Slattery	Ordinary	36,259,830,033	99.95%	18,991,833	0.05%	36,278,821,866	805,798
(g) Julie O'Neill	Ordinary	36,259,882,745	99.95%	19,081,731	0.05%	36,278,964,476	801,826
(h) Richard Pike	Ordinary	36,259,746,435	99.95%	19,195,880	0.05%	36,278,942,315	808,134
(i) David Stewart	Ordinary	36,259,863,885	99.95%	19,089,990	0.05%	36,278,953,875	809,899
SPECIAL BUSINESS							
5 Reduce, modify and increase the authorised share capital of the Company and authority to allot shares	Ordinary	36,259,721,161	99.95%	19,823,050	0.05%	36,279,544,211	218,846
6 Disapplication of statutory pre-emption rights	Special	36,259,522,101	99.94%	19,997,462	0.06%	36,279,519,563	246,809
7 Reduction of share premium account	Special	36,259,684,256	99.95%	19,854,786	0.05%	36,279,539,042	226,379
8 Sub-divide, consolidate and designate certain shares and approve changes to the memorandum and articles of association	Special	36,259,640,166	99.95%	19,892,440	0.05%	36,279,532,606	233,946
9 Amendments to rights of deferred shares	Special	36,259,832,489	99.95%	19,879,136	0.05%	36,279,711,625	54,619

Notes:

- 1 A vote withheld is not a 'vote' in law and is not counted in the calculation of the proportion of the votes 'For' and 'Against' each resolution.
- 2 A total of 36,249,014,972 (99.2%) shares are held by the Minister for Finance of Ireland.
- 3 The complete text of the resolutions are set out in the Notice convening the Meeting which is available on the AGM page of the Group's website.
- 4 Ordinary resolutions require a simple majority of votes cast to pass and special resolutions require at least 75% of the votes cast to pass.