

I/We*, the above mentioned, being an ordinary shareholder/shareholders* 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 20 April 2016 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):

As ordinary resolutions

	For	Against	Discretion	Abstain		For	Against	Discretion	Abstain
1. To receive and consider the Accounts and Reports and a review of the affairs of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. To authorise the Directors to determine the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive the Directors Report on Remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. To authorise the maximum amount of the aggregate ordinary remuneration of the directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint:					6. Authority to allot relevant securities up to Customary limits.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(a) Alan Cook	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
(b) Emer Daly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	As special resolutions				
(c) Jeremy Masding	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Disapplication of pre-emption rights in specified circumstances.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Julie O'Neill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
(e) Richard Pike	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
(f) Ken Slattery	<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, 20 April 2016 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 who is entitled to attend, speak, ask questions and vote at the 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 adjournment thereof. A member may appoint more than one proxy to attend, speak, ask questions and vote at the Meeting or any adjournment thereof in respect of ordinary shares held in different securities accounts. Only ordinary shareholders have the right to appoint a proxy to attend, speak, ask questions and vote on his/her behalf at the Meeting or any adjournment thereof. Such 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 ordinary shares differently from other ordinary shares held by it. The appointment of a proxy will not preclude an ordinary shareholder from attending, speaking, asking questions and voting at the Meeting should such ordinary shareholder subsequently wish to do so. A proxy shall be bound by the articles of association of the Company. A proxy need not be a member of the Company but must attend the meeting to represent you. Any ordinary shareholder wishing to appoint more than one proxy should 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 other 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 with the Registrars of the Company either 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 in any case no later than 48 hours before the time appointed for the Meeting or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the Meeting or any adjournment thereof) 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 adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the Meeting or any adjournment thereof) 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 fax 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 by the appointer or by his/her attorney 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. i. and 3.ii. 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 adjournment thereof, 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 "Abstain" 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 abstain from voting at his/her discretion. The abstain option is provided to enable you to abstain on any particular resolution. **It should be noted that a vote cast as abstain 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 adjournment thereof, and whether procedural and/or substantive in nature (including, without limitation, any motion to amend a resolution or adjourn the general meeting) not specified in the Notice of the Annual General Meeting of 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 adjournment thereof) or any other officer of the Company, please provide him/her with the Attendance Card attached hereto to facilitate his/her attendance.
12. Pursuant to Section 1095 of the Companies Act 2014 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6.00 pm on 18 April 2016 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 general meeting, or if relevant, any adjournment thereof. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.