

## VOTING DISCLOSURE – PERMANENT TSB GROUP HOLDINGS PLC

The AGM of Permanent TSB Group Holdings plc was held on 20 April 2016. The total number of issued ordinary shares at the voting record date (18 April 2016) was 454,695,492 (see note 3). 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		
<b>ORDINARY BUSINESS</b>							
1. Receive Accounts and review affairs of the Company	Ordinary	410,874,387	99.95%	188,067	0.05%	411,062,454	435
2. Receive Directors Report on Remuneration	Ordinary	411,059,718	99.999%	2,700	0.001%	411,062,418	484
3. Re-appoint							
(a) Alan Cook	Ordinary	405,087,403	98.56%	5,917,029	1.44%	411,004,432	58,475
(b) Emer Daly	Ordinary	405,229,770	98.58%	5,832,735	1.42%	411,062,505	398
(c) Jeremy Masding	Ordinary	406,603,656	98.92%	4,458,677	1.08%	411,062,333	470
(d) Julie O'Neill	Ordinary	406,526,924	98.90%	4,535,362	1.10%	411,062,286	610
(e) Richard Pike	Ordinary	405,227,975	98.58%	5,834,375	1.42%	411,062,350	549
(f) Ken Slattery	Ordinary	405,228,488	98.58%	5,833,977	1.42%	411,062,465	426
4. Remuneration of the Auditors	Ordinary	407,897,810	99.23%	3,164,569	0.77%	411,062,379	520
<b>SPECIAL BUSINESS</b>							
5. Authorise Aggregate Ordinary Remuneration of Directors	Ordinary	411,060,021	99.999%	2,301	0.001%	411,062,322	557
6. Authority to allot relevant securities up to Customary limits	Ordinary	410,982,328	99.98%	80,060	0.02%	411,062,388	475
7. Disapplication of pre-emption rights in specified circumstances	Special	409,628,654	99.65%	1,431,086	0.35%	411,059,740	3,136

### 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. Ordinary Resolutions are required to be passed by a simple majority of Ordinary shareholders voting in person or by proxy.
3. Special Resolutions are required to be passed by 75% of Ordinary shareholders voting in person or by proxy.
4. A total of 340,661,653 (74.92%) Ordinary shares are held by the Minister for Finance of Ireland.
5. 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.