

VOTING DISCLOSURE – PERMANENT TSB GROUP HOLDINGS PLC

The AGM of Permanent TSB Group Holdings plc was held on 10 May 2017. The total number of issued ordinary shares at the voting record date (8 May 2017) was 454,695,492. Each ordinary share carries one vote. Each of the resolutions was decided on a poll.

The results of each poll was as follows:

No	Resolution	Resolution Type	FOR		AGAINST		Total Votes	Total Withheld
			Number of Shares	% of total	Number of Shares	% of total		
ORDINARY BUSINESS								
1	Receive Accounts and Reports review affairs of the Company	Ordinary	399,851,424	99.9998%	857	0.0002%	399,852,281	583
2	Receive Directors' Report on Remuneration	Ordinary	397,888,051	99.5088%	1,964,023	0.4912%	399,852,074	805
3	Appoint/Re-appoint							
	(a) Eamonn Crowley	Ordinary	399,643,718	99.9478%	208,574	0.0522%	399,852,292	567
	(b) Emer Daly	Ordinary	399,670,552	99.9545%	181,803	0.0455%	399,852,355	529
	(c) Robert Elliott	Ordinary	399,599,200	99.9367%	253,161	0.0633%	399,852,361	516
	(d) Stephen Groarke	Ordinary	399,643,631	99.9479%	208,280	0.0521%	399,851,911	565
	(e) Jeremy Masding	Ordinary	399,642,672	99.9477%	208,990	0.0523%	399,851,662	1,219
	(f) Julie O'Neill	Ordinary	399,670,502	99.9545%	181,801	0.0455%	399,852,303	559
	(g) Ronan O'Neill	Ordinary	399,850,772	99.9996%	1,549	0.0004%	399,852,321	553
	(h) Richard Pike	Ordinary	399,670,260	99.9545%	182,000	0.0455%	399,852,260	607
	(i) Andrew Power	Ordinary	399,850,646	99.9996%	1,667	0.0004%	399,852,313	555
	(j) Ken Slattery	Ordinary	399,670,325	99.9545%	182,002	0.0455%	399,852,327	542
4	Remuneration of the Auditors	Ordinary	399,638,504	99.9466%	213,687	0.0534%	399,852,191	595
SPECIAL BUSINESS								
5	Authority to allot shares	Ordinary	399,849,540	99.9994%	2,551	0.0006%	399,852,091	383
6	Disapplication of pre-emption rights (allotment of up to 5% for cash, other specified allotments and for legal / regulatory purposes)	Special	399,848,447	99.9991%	3,489	0.0009%	399,851,936	733
7	Disapplication of pre-emption rights (allotment of up to an additional 5% for acquisitions/specified capital investments).	Special	392,641,499	98.1967%	7,210,399	1.8033%	399,851,898	765
8	Authority to purchase own Ordinary Shares	Special	399,849,024	99.9992%	3,122	0.0008%	399,852,146	513
9	Authority to set price range for reissue of Treasury Shares	Special	399,850,363	99.9996%	1,791	0.0004%	399,852,154	474
10	Reduction of Share Premium Account	Special	399,848,931	99.9993%	2,901	0.0007%	399,851,832	836
11	Cancellation of Deferred Shares	Special	399,848,769	99.9993%	2,911	0.0007%	399,851,680	980
12	Cancellation of Authorised but unissued Deferred Shares	Ordinary	399,849,125	99.9993%	2,638	0.0007%	399,851,763	871
13	Amendments to the Memorandum and Articles of Association	Special	399,849,881	99.9995%	2,024	0.0005%	399,851,905	775

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.