

VOTING DISCLOSURE – PERMANENT TSB GROUP HOLDINGS PLC

The AGM of Permanent TSB Group Holdings plc was held on 16 May 2018. The total number of issued ordinary shares at the voting record date (14 May 2018) 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 Financial Statements and Reports of the Directors and Auditors thereon and review affairs of the Company	Ordinary	412,121,036	99.9997%	1,059	0.0003%	412,122,095	151
2	Receive and consider Directors' Report on Remuneration	Ordinary	412,073,831	99.9951%	20,365	0.0049%	412,094,196	28,041
3	Re-appoint							
	(a) Eamonn Crowley	Ordinary	411,960,033	99.9607%	161,882	0.0393%	412,121,915	319
	(b) Robert Elliott	Ordinary	411,687,592	99.8970%	424,357	0.1030%	412,111,949	297
	(c) Stephen Groarke	Ordinary	411,963,615	99.9616%	158,296	0.0384%	412,121,911	332
	(d) Jeremy Masding	Ordinary	411,963,060	99.9614%	158,919	0.0386%	412,121,979	267
	(e) Julie O'Neill	Ordinary	411,764,900	99.9134%	357,006	0.0866%	412,121,906	346
	(f) Ronan O'Neill	Ordinary	411,764,884	99.9134%	356,970	0.0866%	412,121,854	399
	(g) Richard Pike	Ordinary	411,963,606	99.9616%	158,397	0.0384%	412,122,003	249
	(h) Andrew Power	Ordinary	411,963,763	99.9616%	158,144	0.0384%	412,121,907	338
	(i) Ken Slattery	Ordinary	411,963,715	99.9616%	158,204	0.0384%	412,121,919	336
4	Authorise the Directors to determine the remuneration of the Auditors	Ordinary	412,100,586	99.9948%	21,298	0.0052%	412,121,884	144
SPECIAL BUSINESS								
5	Authority to allot shares	Ordinary	404,724,473	98.2050%	7,397,604	1.7950%	412,122,077	168
6	Disapplication of pre-emption rights (allotment of up to 5% for cash, other specified allotments and for legal / regulatory purposes)	Special	410,688,881	99.6526%	1,431,792	0.3474%	412,120,673	1,571
7	Disapplication of pre-emption rights (allotment of up to an additional 5% for acquisitions/specified capital investments).	Special	400,424,757	97.1620%	11,695,888	2.8380%	412,120,645	1,591
8	Authority to purchase own Ordinary Shares	Special	412,100,966	99.9992%	3,346	0.0008%	412,104,312	17,943
9	Authority to set price range for reissue of Treasury Shares	Special	412,119,315	99.9993%	2,787	0.0007%	412,122,102	149
10	Authority to call a General Meeting on 14 days clear Days' Notice	Special	411,554,090	99.8623%	567,696	0.1377%	412,121,786	87

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.