

VOTING DISCLOSURE – PERMANENT TSB GROUP HOLDINGS PLC

The AGM of Permanent TSB Group Holdings plc was held on 14 May 2019. The total number of issued ordinary shares at the voting record date (14 May 2019) 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 and consider the financial statements and reports of the directors and auditors thereon and review the affairs of the Company	Ordinary	380,107,600	99.9999%	403	0.0001%	380,108,003	66,687
2	Receive and consider Directors' Report on Remuneration	Ordinary	380,168,228	99.9983%	6,289	0.0017%	380,174,517	169
3	Re-appoint							
	(a) Donal Courtney	Ordinary	380,165,583	99.9977%	8,837	0.0023%	380,174,420	249
	(b) Eamonn Crowley	Ordinary	380,148,983	99.9933%	25,485	0.0067%	380,174,468	212
	(c) Robert Elliott	Ordinary	379,719,524	99.8803%	454,927	0.1197%	380,174,451	246
	(d) Jeremy Masding	Ordinary	380,148,176	99.9931%	26,273	0.0069%	380,174,449	245
	(e) Julie O'Neill	Ordinary	380,041,809	99.9651%	132,659	0.0349%	380,174,468	219
	(f) Ronan O'Neill	Ordinary	380,036,280	99.9637%	138,122	0.0363%	380,174,402	284
	(g) Richard Pike	Ordinary	379,931,710	99.9362%	242,689	0.0638%	380,174,399	287
	(h) Andrew Power	Ordinary	379,931,553	99.9361%	242,845	0.0639%	380,174,398	288
	(i) Ken Slattery	Ordinary	379,931,394	99.9361%	242,987	0.0639%	380,174,381	313
	(j) Ruth Wandhöfer	Ordinary	380,172,266	99.9994%	2,160	0.0006%	380,174,426	238
4	Authorise the Directors to determine the remuneration of the Auditors	Ordinary	380,110,884	99.9834%	63,223	0.0166%	380,174,107	574
5	Authorise the maximum amount of the aggregate ordinary remuneration of the directors	Ordinary	380,146,466	99.9989%	4,131	0.0011%	380,150,597	24,089
SPECIAL BUSINESS								
6	Authority to allot shares	Ordinary	379,917,045	99.9323%	257,409	0.0677%	380,174,454	224
7	Disapplication of pre-emption rights (allotment of up to 5% for cash, other specified allotments and for legal / regulatory purposes)	Special	380,172,131	99.9994%	2,245	0.0006%	380,174,376	306
8	Disapplication of pre-emption rights (allotment of up to an additional 5% for acquisitions/specified capital investments).	Special	367,496,125	96.6651%	12,678,264	3.3349%	380,174,389	283
9	Authority to purchase own Ordinary Shares	Special	380,148,669	99.9994%	2,468	0.0006%	380,151,137	23,541
10	Authority to set price range for reissue of Treasury Shares	Special	380,154,287	99.9947%	19,989	0.0053%	380,174,276	403
11	Authority to call a General Meeting on 14 days clear Days' Notice	Special	379,371,646	99.7888%	802,937	0.2112%	380,174,583	102

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.