

I/We\*, the above mentioned, being an ordinary shareholder(s) of Permanent TSB Group Holdings p.l.c. (the "**Company**") hereby appoint the Chairman of the Meeting or \_\_\_\_\_ (see note 7 overleaf) as my/our\* proxy to vote for me/us\* and on my/our\* behalf at the annual general meeting of the Company to be held on 5 August 2020 at 11.30 a.m. at 56 – 59 , St Stephens Green, Dublin 2, D02 H489, Ireland 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 and in respect of other resolutions that may arise at the meeting as the proxy thinks fit.

\*please delete as appropriate in each case.

Resolutions 1-6 are proposed as ordinary resolutions.

Resolutions 7-11 are proposed as special resolutions.

	For	Against	Discretion	Withheld		For	Against	Discretion	Withheld
					(see note 9)				
1. To receive and consider the financial statements and reports of the directors and auditors thereon and review the affairs of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. 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 and consider the Directors' report on remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To Receive and Consider the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Disapplication of pre-emption rights (allotment of up to 5% for cash, other specified allotments and for legal/regulatory purposes)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint					8. Disapplication of pre-emption rights (allotment of up to an additional 5% for acquisitions/specified capital investments)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(a) Marian Corcoran	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Authority to purchase own ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Donal Courtney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Authority to set price range for reallocation of treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Eamonn Crowley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Authority to call a general meeting on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Robert Elliott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
(e) Mike Frawley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
(f) Ronan O'Neill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
(g) Andrew Power	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
(h) Ken Slattery	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
(i) Ruth Wandhöfer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

Signed \_\_\_\_\_  
 Only one joint holder to sign. (See notes 5 and 6 overleaf)

Date \_\_\_\_\_

## Notes

1. Notwithstanding note 2, the Company will take all appropriate safety measures as the Directors may in their absolute discretion determine from time to time, and in any individual case, to be necessary or desirable at, during or prior to the Meeting to ensure the safety of any attendees and others involved with it and comply with applicable requirements. Such measures may include, without limitation, the restriction of the number of attendees, and health and/or compliance related checks and requirements.
2. A member entitled to attend and vote at a general meeting of the Company is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her or its behalf at the Meeting or any adjourned Meeting. A member may appoint more than one proxy to attend, speak, ask questions and vote at the Meeting or any adjourned Meeting in respect of shares held in different securities accounts. 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 shares differently from other shares held by it. A proxy shall be bound by the constitution of the Company. The appointment of a proxy will entitle the proxy to attend, speak, ask questions and vote on the member's behalf at the relevant meeting or at any adjournment of such meeting. A proxy need not be a member of the Company. If you wish to appoint more than one proxy please contact the Registrars of the Company, Link Registrars Limited on +353 1 5530050.
3. To be effective, the Form of Proxy duly completed and executed, together with any original power of attorney or in the case of a corporate shareholder any 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 at the registered office of the Company at 56-59 St Stephen's Green, Dublin 2, Ireland or, at the member's option, with the Registrars of the Company as follows: by post to Link Registrars Limited, P.O. Box 1110, Maynooth, Kildare or by hand (during normal business hours) to Link Registrars Limited, Level 2, Block C, Maynooth Business Campus, Maynooth, Kildare, W23 F854, Ireland, so as to be received in each case no later than 48 hours before the time appointed for the Meeting or any adjourned Meeting or (in the case of a poll taken otherwise than at or on the same day as the Meeting or any adjourned Meeting) 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.
4. Alternatively, subject to the constitution 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 adjourned Meeting or (in the case of a poll taken otherwise than at or on the same day as the Meeting or any adjourned Meeting) 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 telefax 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](http://www.permanenttsbgroup.ie) or via the shareholder portal on the Link Registrars Limited, website [www.signalshares.com](http://www.signalshares.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.
5. This Form of Proxy must (i) in the case of an individual member be signed 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 4(ii) and 4(iii) above.
6. 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.
7. If you desire to appoint a proxy other than the Chairman of the Meeting or any adjourned Meeting, please insert the proxy's name in block capitals in the space provided and delete the words "the Chairman of the Meeting or". If you intend to appoint a proxy other than the chair of the Meeting, we would ask that, as a contingency measure, you would additionally appoint the chair of the Meeting as an alternative in the event the initially intended proxy is unable to attend for any reason (and does not appoint a substitute).
8. A proxy shall be entitled, with your prior consent, to nominate and appoint a substitute (Substitute Proxy) for him or her for any of the purposes contemplated by this Form of Proxy with liberty to revoke any such appointment at his or her discretion. A proxy shall provide any Substitute Proxy with a copy (electronic or otherwise) of this Form of Proxy. A Substitute Proxy shall be bound, and act in all respects, as a proxy is and would in accordance with the terms of this Form of Proxy and, on appointment of a Substitute Proxy, all references to 'proxy' herein shall be construed as references to 'Substitute Proxy'.
9. Please indicate how you wish your proxy to vote by marking the appropriate box. You may direct your proxy to vote "For", "Against", to "Withhold" 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 withhold your vote at his/her discretion. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" the resolutions.
10. On any other business or matters which may properly come before the Meeting or any adjourned Meeting and whether procedural, administrative and/or substantive in nature (including, without limitation, any motion to amend a resolution or adjourn the Meeting) not specified in the Notice of the Meeting or this Form of Proxy, the proxy will act at his/her discretion.
11. Only those members registered in the register of members of the Company at 7.00 pm on 3 August 2020, if the Meeting is adjourned, at 7.00 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 Meeting, or if relevant, any adjournment thereof.