

VOTING DISCLOSURE – PERMANENT TSB GROUP HOLDINGS PLC

The AGM of Permanent TSB Group Holdings plc was held on 24 June 2022. The total number of issued ordinary shares at the voting record date (22 June 2022) was 454,695,492. The total Number of Independent Shares (see note 6) in issue at the Record Date was: 114,033,839. 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	Independent Director (See Note 6)	Resolution Type	IN FAVOUR			AGAINST			Total Votes	Total Withheld
				Number of Shares	% of total Shareholders	% of Independent Shareholders	Number of Shares	% of total Shareholders	% of Independent Shareholders		
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	387,336,760	100.0000%	n/a	180	0.0000%	n/a	387,336,940	299
2	Receive and consider Directors' Report on Remuneration		Ordinary	387,334,431	99.9999%	n/a	555	0.0001%	n/a	387,334,986	2,224
3	Re-appoint										
	(a) Anne Bradley	Yes	Ordinary	387,335,862	99.9998%	99.9983%	795	0.0002%	0.0017%	387,336,657	562
	(b) Marian Corcoran	No	Ordinary	387,319,395	99.9960%	n/a	17,258	0.0045%	n/a	387,336,653	556
	(c) Donal Courtney	Yes	Ordinary	387,323,366	99.9966%	99.9715%	13,280	0.0034%	0.0285%	387,336,646	573
	(d) Eamonn Crowley	No	Ordinary	387,335,884	99.9999%	n/a	549	0.0001%	n/a	387,336,433	782
	(e) Paul Doddrell	No	Ordinary	361,248,599	93.2648%	n/a	26,088,019	6.7352%	n/a	387,336,618	601
	(f) Robert Elliott	Yes	Ordinary	387,232,899	99.9733%	99.7781%	103,567	0.0267%	0.2224%	387,336,466	743
	(g) Celine Fitzgerald	Yes	Ordinary	387,323,728	99.9997%	99.9978%	1,023	0.0003%	0.0022%	387,324,751	12,468
	(h) Ronan O'Neill	Yes	Ordinary	387,336,105	99.9999%	99.9989%	524	0.0001%	0.0011%	387,336,629	590
	(i) Andrew Power	Yes	Ordinary	387,335,927	99.9998%	99.9985%	700	0.0002%	0.0015%	387,336,627	588
	(j) Ken Slattery	Yes	Ordinary	387,335,679	99.9998%	99.9980%	930	0.0002%	0.0020%	387,336,609	610
	(k) Ruth Wandhöfer	Yes	Ordinary	387,324,155	99.9968%	99.9732%	12,506	0.0032%	0.0268%	387,336,661	500
4	Authorise the Directors to determine the remuneration of the Auditors		Ordinary	387,324,475	99.9998%	n/a	926	0.0002%	0.0020%	387,325,401	11,818
SPECIAL BUSINESS											
5	Authority to allot shares		Ordinary	387,333,651	99.9992%	n/a	3,242	0.0008%	n/a	387,336,893	346
6	Disapplication of pre-emption rights (allotment of up to 5% for cash, other specified allotments and for legal / regulatory purposes)		Special	387,321,861	99.9993%	n/a	2,786	0.0007%	n/a	387,324,647	12,572
7	Disapplication of pre-emption rights (allotment of up to an additional 5% for acquisitions/specified capital investments).		Special	378,237,718	97.7049%	n/a	9,098,196	2.2951%	n/a	387,335,914	1,296
8	Authority to purchase own Ordinary Shares		Special	387,335,288	99.9996%	n/a	1,623	0.0004%	n/a	387,336,911	308
9	Authority to set price range for reissue of Treasury Shares		Special	387,335,031	99.9997%	n/a	1,129	0.0003%	n/a	387,336,160	1,059
10	Authority to call a General Meeting on 14 days clear Days' Notice		Special	386,791,417	99.8594%	n/a	545,275	0.1406%	n/a	387,336,692	547

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 Shareholder Meetings page of the Group's website.

6. Resolutions 3 (a), (c), (f), (g), (h), (i), (j) and (k) relate to the appointment of Anne Bradley, Donal Courtney, Robert Elliott, Celine Fitzgerald, Ronan O'Neill, Andrew Power, Ken Slattery and Ruth Wandhöfer, who are the Directors that the Board has determined to be independent Directors under the UK Corporate Governance Code (together, the Independent Directors).

The Company is required to comply with provisions of the Listing Rules of Euronext Dublin (the Irish Listing Rules) and the Listing Rules of the Financial Conduct Authority (the UK Listing Rules and, together with the Irish Listing Rules, the Listing Rules) relating to controlling shareholders and the election or re-election of the independent non-executive Directors.

As at the date of the Notice of AGM, the Minister for Finance is a controlling shareholder (the Controlling Shareholder) (that is, he exercises or controls more than 30% of the voting rights of the Company) for the purposes of the Listing Rules. Accordingly, under Irish Listing Rule 6.1.11 the election or re-election of any Independent Director must be approved by a majority vote of each of (1) the shareholders as a whole of the Company (the "General Threshold"); and (2) the independent shareholders only (i.e. all shareholders entitled to vote on the business of the meeting with the exception of the Controlling Shareholder) (the "Independent Threshold").

Resolutions 3 (a), (c), (f), (g), (h), (i), (j) and (k) are therefore proposed as separate ordinary resolutions on which all shareholders may vote. The Company will separately count the number of votes cast by independent shareholders on these resolutions (as a proportion of the total votes of independent shareholders cast on each resolution) in order to determine the Independent Threshold has been met in addition to the General Threshold. Therefore the Company announces the discloses above the level of support received for each Independent Director from shareholders and also from independent shareholders