

VOTING DISCLOSURE – PERMANENT TSB GROUP HOLDINGS PLC

The AGM of Permanent TSB Group Holdings plc was held on 19 May 2023. The total number of issued ordinary shares at the voting record date (19 May 2023) was 545,589,119. The Total Number of Independent Shares (see note 6) in issue at the Record Date was: 204,927,466. 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	476,380,371	99.9999%	n/a	402	0.0001%	n/a	476,380,773	481,410
2	Receive and consider Directors' Report on Remuneration		Ordinary	476,367,639	99.9974%	n/a	12,532	0.0026%	n/a	476,380,171	481,992
3	Receive and consider the Directors' Remuneration Policy		Ordinary	476,355,160	99.9973%		12,637	0.0027%		476,367,797	492,693
4	Re-appoint										
	(a) Anne Bradley	Yes	Ordinary	476,356,674	99.9974%	99.9909%	12,389	0.0026%	0.0091%	476,369,063	493,104
	(b) Marian Corcoran	No	Ordinary	476,275,132	99.9782%	n/a	103,882	0.0218%	n/a	476,379,014	483,145
	(c) Donal Courtney	Yes	Ordinary	476,356,605	99.9999%	99.9995%	699	0.0001%	0.0005%	476,357,304	504,855
	(d) Eamonn Crowley	No	Ordinary	476,368,275	99.9999%	n/a	693	0.0001%	n/a	476,368,968	493,191
	(e) Paul Doddrell	No	Ordinary	469,207,126	98.4969%	n/a	7,160,204	1.5031%	n/a	476,367,330	494,829
	(f) Celine Fitzgerald	Yes	Ordinary	476,280,171	99.9792%	99.9271%	98,879	0.0208%	0.0729%	476,379,050	483,109
	(g) Julie O'Neill	Yes	Ordinary	476,281,754	99.9792%	99.9271%	98,926	0.0208%	0.0729%	476,380,680	481,486
	(h) Ronan O'Neill	Yes	Ordinary	476,270,057	99.9817%	99.9357%	87,264	0.0183%	0.0643%	476,357,321	504,845
	(i) Nicola O'Brien	No	Ordinary	476,366,486	99.9974%	n/a	12,500	0.0026%	n/a	476,378,986	483,180
	(j) Ken Slattery	Yes	Ordinary	476,280,067	99.9817%	99.9357%	87,261	0.0183%	0.0643%	476,367,328	494,838
	(k) Ruth Wandhöfer	Yes	Ordinary	476,366,576	99.9974%	99.9909%	12,393	0.0026%	0.0091%	476,378,969	483,197
5	Appoint KPMG as Statutory Auditor of the Company		Ordinary	476,366,376	99.9974%	n/a	12,263	0.0026%	n/a	476,378,639	483,520
6	Authorise the Directors to determine the remuneration of the Auditors		Ordinary	476,368,361	99.9974%	n/a	12,390	0.0026%	n/a	476,380,751	481,408
SPECIAL BUSINESS											
7	Authority to allot shares		Ordinary	476,376,766	99.9993%	n/a	3,194	0.0007%	n/a	476,379,960	482,206
8	Disapplication of pre-emption rights (allotment of up to 5% for cash, other specified allotments and for legal / regulatory purposes)		Special	476,365,526	99.9970%	n/a	14,258	0.0030%	n/a	476,379,784	482,379
9	Disapplication of pre-emption rights (allotment of up to an additional 5% for acquisitions/specified capital investments).		Special	476,355,389	99.9994%	n/a	2,712	0.0006%	n/a	476,358,101	504,058
10	Authority to purchase own Ordinary Shares		Special	476,379,349	99.9997%	n/a	1,358	0.0003%	n/a	476,380,707	481,448
11	Authority to set price range for reissue of Treasury Shares		Special	476,378,011	99.9998%	n/a	808	0.0002%	n/a	476,378,819	483,360
12	Authority to call a General Meeting on 14 days clear Days' Notice		Special	475,231,898	99.7589%	n/a	1,148,497	0.2411%	n/a	476,380,395	481,764

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 (62.44%) 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) and (k) relate to the appointment of Anne Bradley, Donal Courtney, Celine Fitzgerald, Julie O'Neill, Ronan O'Neill, 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) 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