

VOTING DISCLOSURE – PERMANENT TSB GROUP HOLDINGS PLC

The AGM of Permanent TSB Group Holdings plc was held on 15 May 2024. The total number of issued ordinary shares at the voting record date (13 May 2024) was 545,589,119. The total Number of Independent Shares in issue at the Record Date was: 232,206,922. 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 | 422,589,380 | 99.9999% | n/a | 472 | 0.0001% | n/a | 422,589,852 | 286 |
| 2 | Receive and consider Directors' Report on Remuneration | | Ordinary | 421,220,182 | 99.6755% | n/a | 1,371,282 | 0.3245% | n/a | 422,591,464 | 266 |
| 3 | Receive and consider the Directors' Remuneration Policy | | Ordinary | 421,219,262 | 99.6754% | n/a | 1,371,578 | 0.3246% | n/a | 422,590,840 | 852 |
| 4 | Re-appoint | | | | | | | | | | |
| | (a) Anne Bradley | Yes | Ordinary | 422,590,675 | 99.9998% | 99.9994% | 682 | 0.0002% | 0.0006% | 422,591,357 | 374 |
| | (b) Marian Corcoran | No | Ordinary | 421,217,664 | 99.6754% | n/a | 1,371,916 | 0.3246% | n/a | 422,589,580 | 352 |
| | (c) Donal Courtney | Yes | Ordinary | 422,590,582 | 99.9998% | 99.9994% | 667 | 0.0002% | 0.0006% | 422,591,249 | 484 |
| | (d) Eamonn Crowley | No | Ordinary | 416,607,332 | 98.5845% | n/a | 5,981,862 | 1.4155% | n/a | 422,589,194 | 963 |
| | (e) Paul Doddrell | No | Ordinary | 421,219,134 | 99.6753% | n/a | 1,372,125 | 0.3247% | n/a | 422,591,259 | 474 |
| | (f) Celine Fitzgerald | Yes | Ordinary | 422,590,712 | 99.9999% | 99.9995% | 579 | 0.0001% | 0.0005% | 422,591,291 | 360 |
| | (g) Richard Gildea | Yes | Ordinary | 422,590,484 | 99.9998% | 99.9993% | 784 | 0.0002% | 0.0007% | 422,591,268 | 469 |
| | (h) Catherine Moroney | Yes | Ordinary | 422,590,765 | 99.9999% | 99.9995% | 568 | 0.0001% | 0.0005% | 422,591,333 | 400 |
| | (i) Nicola O'Brien | No | Ordinary | 416,609,575 | 98.5845% | n/a | 5,981,764 | 1.4155% | n/a | 422,591,339 | 394 |
| | (j) Julie O'Neill | Yes | Ordinary | 421,036,157 | 99.6320% | 98.5760% | 1,555,187 | 0.3680% | 1.4240% | 422,591,344 | 393 |
| | (k) Ronan O'Neill | Yes | Ordinary | 422,589,825 | 99.9996% | 99.9986% | 1,517 | 0.0004% | 0.0014% | 422,591,342 | 395 |
| | (l) Ruth Wandhöfer | Yes | Ordinary | 422,589,379 | 99.9996% | 99.9983% | 1,835 | 0.0004% | 0.0017% | 422,591,214 | 523 |
| 5 | Authorise the Directors to determine the remuneration of the Auditors | | Ordinary | 421,983,912 | 99.8562% | n/a | 607,525 | 0.1438% | n/a | 422,591,437 | 276 |
| SPECIAL BUSINESS | | | | | | | | | | | |
| 6 | Authority to allot shares | | Ordinary | 422,589,353 | 99.9995% | n/a | 2,097 | 0.0005% | n/a | 422,591,450 | 263 |
| 7 | Disapplication of pre-emption rights (allotment of up to 5% for cash, other specified allotments and for legal / regulatory purposes) | | Special | 422,587,879 | 99.9997% | n/a | 1,414 | 0.0003% | n/a | 422,589,293 | 2,424 |
| 8 | Disapplication of pre-emption rights (allotment of up to an additional 5% for acquisitions/specified capital investments). | | Special | 422,587,731 | 99.9996% | n/a | 1,545 | 0.0004% | n/a | 422,589,276 | 2,441 |
| 9 | Authority to purchase own Ordinary Shares | | Special | 422,589,779 | 99.9996% | n/a | 1,671 | 0.0004% | n/a | 422,591,450 | 287 |
| 10 | Authority to set price range for reallocation of Treasury Shares | | Special | 422,589,614 | 99.9997% | n/a | 1,446 | 0.0003% | n/a | 422,591,060 | 657 |
| 11 | Authority to call a General Meeting on 14 days clear Days' Notice | | Special | 421,219,750 | 99.6754% | n/a | 1,371,651 | 0.3246% | n/a | 422,591,401 | 313 |
| 12 | Amendment to Articles of Association for Proposed Odd-lot Offer | | Special | 422,587,829 | 99.9996% | n/a | 1,746 | 0.0004% | n/a | 422,589,575 | 2,162 |
| 13 | Authority to make an Odd-lot Offer | | Ordinary | 422,587,903 | 99.9996% | n/a | 1,716 | 0.0004% | n/a | 422,589,619 | 2,118 |
| 14 | Authority to make an off-market purchase of shares | | Special | 422,587,183 | 99.9994% | n/a | 2,417 | 0.0006% | n/a | 422,589,600 | 2,137 |

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 313,382,197 (57.44%) 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 4 (a), (c), (f), (g), (h), (j), (k) and (l) relate to the appointment of Anne Bradley, Donal Courtney, Celine Fitzgerald, Richard Gildea, Catherine Moroney, Julie O'Neill, Ronan O'Neill, 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, 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 4 (a), (c), (f), (g), (h), (j), (k) and (l) 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