Form of Proxy

ptsb

Sample

I/We*, the above mentioned, being an ordinary shareholder(s) of Permanent TSB Group Holdings p.l.c. (the **Company**) hereby appoint the Chair of the Meeting or _____(see note 7 overleaf) as my/our* proxy to attend, speak, vote and/or demand or join in a demand for a poll for me/us* and on my/our* behalf at the Annual General Meeting of the Company to be held on Wednesday 15 May 2024 at 10.00 a.m. at The Marker Hotel, Grand Canal Square, Dublin Docklands, Dublin D02 CK38, Ireland and at any adjournment thereof (in each case, as the context so requires, the **Meeting** or the **AGM**). I/We* confirm that I/we* have read and agree to be bound by the notes enclosed (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 & 13 are proposed as ordinary resolutions.

		For	Against	Discretion	Withheld
1.	To receive and consider the Financial Statements and Reports of the Directors and Auditors thereon and review the affairs of the Company.	☐	☐	☐	☐
2.	To receive and consider the Directors' Report on Remuneration.	☐	☐	☐	☐
3.	To receive and consider the Directors' Remuneration Policy.	☐	☐	☐	☐
4.	To re-appoint				
a)	Anne Bradley	☐	☐	☐	☐
b)	Marian Corcoran	☐	☐	☐	☐
c)	Donal Courtney	☐	☐	☐	☐
d)	Eamonn Crowley	☐	☐	☐	☐
e)	Paul Doddrell	☐	☐	☐	☐
f)	Celine Fitzgerald	☐	☐	☐	☐
g)	Richard Gildea	☐	☐	☐	☐
h)	Catherine Moroney	☐	☐	☐	☐
i)	Nicola O'Brien	☐	☐	☐	☐
j)	Julie O'Neill	☐	☐	☐	☐
k)	Ronan O'Neill	☐	☐	☐	☐
l)	Ruth Wandhöfer	☐	☐	☐	☐

Resolutions 7-12 & 14 are proposed as special resolutions.

		For	Against	Discretion	Withheld
5.	To authorise the Directors to determine the remuneration of the Auditors.	☐	☐	☐	☐
6.	Authority to allot shares.	☐	☐	☐	☐
7.	Disapplication of pre-emption rights (allotment of up to 5% for cash, other specified allotments and for legal/regulatory purposes).	☐	☐	☐	☐
8.	Disapplication of pre-emption rights (allotment of up to an additional 5% for acquisitions/specified capital investments).	☐	☐	☐	☐
9.	Authority to purchase own ordinary shares.	☐	☐	☐	☐
10.	Authority to set price range for re-allotment of treasury shares.	☐	☐	☐	☐
11.	Authority to call a general meeting on 14 clear days' notice.	☐	☐	☐	☐
12.	Amendment to Articles of Association for Proposed Odd-lot Offer	☐	☐	☐	☐
13.	Authority to make an Odd-lot Offer	☐	☐	☐	☐
14.	Authority to make an off-market purchase of shares	☐	☐	☐	☐

Signed_____ Date _____

Only one joint holder to sign. (See Note 9)

Please detach here

Attendance Card

ptsb

Annual General Meeting of the Company to be held on Wednesday, 15 May 2024 at 10.00 a.m. at the Marker Hotel, Grand Canal Square, Dublin Docklands, Dublin 2, D02 CK38.

Proxy's name (if applicable) in block letters

Please do not post the attendance card. It should be retained by the member or proxy (if any) and handed in at the shareholders' registration desk at the Annual General Meeting to facilitate attendance.

Signature of Member/Proxy _____

AGM FORM OF PROXY NOTES
(Deemed comprised within the terms of the Proxy Form)

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak, ask questions, vote and demand or join a demand for a poll on his or her or its behalf at the Meeting or any adjourned Meeting. The process for appointing a proxy depends on the manner in which you hold your interest in the Company (e.g. whether you hold a certificated (paper) or uncertificated (electronic) interest). Further detail in this respect is set out below. A member may appoint more than one proxy to attend, speak, ask questions, vote and demand or join a demand for a poll 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, vote, demand and join in a demand for a poll on the member's behalf at the 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. The return of a proxy form will not preclude any member from attending the Meeting, speaking, asking questions and voting in person should he/she wish to do so.

2. Only those members registered in the register of members of the Company at 6.00 p.m. on Saturday, 11 May 2024, or if the Meeting is adjourned, at 6.00 pm on the day immediately preceding the date that falls 72 hours before the time appointed for the adjourned Meeting, shall be entitled to attend, speak, ask questions and, in respect of the number of ordinary shares registered in their name, vote at the Meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date shall be disregarded in determining the rights of any person to attend and/or vote at the Meeting or any adjournment thereof.

3. All proxy voting instructions (whether submitted directly or through the Euroclear Bank system or the CREST system (for those holding Crest Depositary Interests (CDIs)) must be received by the Company's Registrar not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear Bank system or the CREST system will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

4. **Certificated (paper) shareholders:** For Shareholders whose name appears on the register of members of the Company (usually shareholders who hold their shares in certificated (paper) form i.e. not those shareholders holding interests in ordinary shares via the Euroclear Bank system or as CDIs through the CREST system), 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 AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may:

    (a) be submitted by fax to +353 1 2240700, provided it is received in legible form; or

    (b) 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 or via the shareholder portal on the Link Registrars Limited website www.signalshares.com; or

    (c) by post to Link Registrars Limited, P.O. Box 7117, Dublin 2, Ireland, or

    (d) by hand during normal business hours to Link Registrars Limited, Suite 149, The Capel Building, Mary's Abbey, Dublin 7, D07 DP79, Ireland.

    Additionally, Link Registrars Limited has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

5. In the case of a corporation, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note 4. In the case of an individual, the Form of Proxy must be signed by the appointor or his or her attorney or submitted electronically in accordance with note 4. Any original power of attorney or authority under which an individual or corporation executed the Form of Proxy must be submitted with the Form of Proxy in accordance with note 4.

6. On any other business which may properly come before the AGM, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the AGM) not specified in the Notice of AGM, the proxy will act at his/her discretion.

7. If you intend to appoint a proxy other than the Chair of the AGM, we would ask that, as a contingency measure, you would additionally appoint the Chair of the AGM as an alternative in the event the initially intended proxy is unable to attend for any reason (and does not appoint a substitute). This will facilitate your vote being included in a wider range of contingent scenarios. If you are appointing a proxy other than the Chair of the AGM (or any adjournment thereof) or any other officer of the Company, where possible please provide him/her with the Attendance Card attached hereto to facilitate his/her attendance.

8. In addition, 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. In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders, seniority for this purpose being determined by the order in which the names stand on the register of members in respect of the joint holding.

10. 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, or in respect of 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. 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. Any alterations made to this form should be initialled.

11. **Uncertificated (electronic) shareholders**: Persons who hold their interests in ordinary shares as Belgian law rights through the Euroclear Bank System or as CDIs should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM via the respective systems. Further information for Euroclear Bank Participants and CREST members holding CDIs is set out below. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian directly.

Further information for Euroclear Bank Participants:

12. Participants in the Euroclear Bank system (**EB Participants**) can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank SA/NV (**Euroclear Bank**) from time to time and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" (the **EB Services Description**). In accordance therewith, EB Participants can either send:

    (a) electronic voting instructions to Euroclear Nominees Limited (as sole registered shareholder of all ordinary shares held through the Euroclear Bank system) (Euroclear Nominees) to either itself, or by appointing the Chair of the AGM as proxy:

        i) vote in favour of all or a specific resolution(s);
        ii) vote against all or a specific resolution(s);
        iii) abstain from all or a specific resolution(s); or
        iv) give a discretionary vote to the Chair of the AGM in respect of one or more resolution(s) being put to a vote of the shareholders; or

    (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees / the Chair of the AGM) to attend the Meeting and vote for the number of ordinary shares specified in the proxy voting instruction.

13. Euroclear Bank will, wherever practical, seek a voting instruction deadline of one hour prior to the Company's proxy appointment deadline. Your attention is drawn to the EB Services Description in this respect.

14. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting instruction deadline. Neither is there a facility to offer a letter of representation or appoint a corporate representative other than via the process of appointing a third party proxy described above.

15. EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including voting deadlines and procedures.

Further information for CREST members holding CDIs

16. Euroclear UK & International (EUI), the operator of the CREST system has arranged for voting instructions relating to CDIs held in CREST to be received via a third party service provider, Broadridge Financial Solutions Limited (Broadridge). Further details on this service are set out in the "All you need know about SRD II in Euroclear UK & International" which can be found at webpage https://my.euroclear.com. Once registered, please see in particular the section entitled "CREST International Service – Proxy voting". CREST members can complete and submit proxy appointments (including voting instructions) electronically through Broadridge.

17. If you hold CDIs you will be required to make use of the Euroclear UK & International proxy voting service facilitated on EUI's behalf by Broadridge Global Proxy Voting service in order to receive AGM announcements and send back voting instructions as required.

18. To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete the following documentation which can be found at the following web address: https://my.euroclear.com/users/en/login

19. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.

20. Fully completed and returned application forms will be shared with Broadridge by EUI. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

21. The voting service will process and deliver proxy voting instructions received in respect of CDIs on the Broadridge voting deadline date to Euroclear Bank by its cut-off and to agreed market requirements. The same voting options as described above for EB Participants will be available (i.e. electronic votes by means of Chair proxy appointments or appointing a third party proxy). Broadridge's voting instruction submission deadline will accordingly be earlier than the Euroclear Bank voting instruction submission deadline as set out in the notes to the Notice of AGM.

22. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline. Neither is there a facility to offer a letter of representation or appoint a corporate representative other than through the submission of third party proxy appointment instructions.

23. CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.