

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or (ii) a customer within the meaning of Directive 2016/97/EC (the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

UK MIFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target

market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 17 May 2021

PERMANENT TSB GROUP HOLDINGS P.L.C.

Legal entity identifier (LEI): 635400DTNHVYGZODKQ93

Issue of EUR 250,000,000 Tier 2 Capital Notes due 2031

under the €15,000,000,000 Euro Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the "**Conditions**") set forth in the base prospectus dated 2 October 2020 and the supplemental base prospectuses dated 19 March 2021 and 6 May 2021 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation. This document constitutes the Final Terms for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all relevant information.

The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129.

The Base Prospectus has been published on the Issuer's website (<https://www.permanenttsbgroup.ie/investors/debt-investors/debt-issuance-programmes.aspx>) and on the website of Euronext Dublin (www.ise.ie).

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| 1. | Issuer: | Permanent TSB Group Holdings p.l.c. |
| 2. | (i) Series Number: | 3 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | Euros (" EUR ") |
| 4. | Aggregate Nominal Amount: | EUR 250,000,000 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denominations: | EUR 100,000 plus integral multiples of EUR 1,000 in excess thereof |
| | (ii) Calculation Amount: | EUR 1,000 |

7. (i) Issue Date: 19 May 2021
- (ii) Interest Commencement Issue Date
Date:
8. Maturity Date: 19 August 2031
9. Interest Basis: Reset Notes

(see paragraph 15 below)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11. Change of Interest or Redemption/
Payment Basis: Not Applicable
12. Put/Call Options: Issuer Call

(see paragraph 18 below)
13. (i) Governing law: Irish Law Notes
- (ii) Status of the Notes: Tier 2 Capital Notes
- (iii) Date Board approval for
issuance of Notes obtained: 9 March 2021

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions Not Applicable
15. Reset Note Provisions Applicable
- (i) Initial Rate of Interest: 3.000 per cent. per annum payable in arrear on each Interest Payment Date to (and including) the First Reset Date
- (ii) First Margin: + 3.221 per cent. per annum
- (iii) Subsequent Margin: Not Applicable
- (iv) Interest Payment Date(s): 19 August in each year from and including 19 August 2021 (short first coupon) up to and including the Maturity Date

- (v) Fixed Coupon Amount up to (and including) the First Reset Date: EUR 30.00 per Calculation Amount
- (vi) Broken Amount(s): EUR 7.562 per Calculation Amount payable on the Interest Payment Date falling on 19 August 2021
- (vii) Reset Reference Rate: Mid-Swap Rate
- (viii) First Reset Date: 19 August 2026
- (ix) Subsequent Reset Date(s): Not Applicable
- (x) Mid-Swap Rate: Single Mid-Swap Rate
 - (a) Mid-Swap Maturity: Six months
 - (b) Mid-Swap Floating Leg Benchmark Rate: EURIBOR
 - (c) Relevant Screen Page: EUR-EURIBOR-Reuters as displayed on Reuters Screen ICESWAP2 page
- (xi) Reference Bond Rate: Not Applicable
- (xii) Reset Determination Time: As specified in the Conditions
- (xiii) Reference Banks: Not Applicable
- (xiv) Day Count Fraction: Actual/Actual (ICMA)
- (xv) Reset Determination Dates: The provisions in the Conditions apply
- (xvi) Principal Financial Centre: The provisions in the Conditions apply
- (xvii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Principal Paying Agent): Not Applicable
- (xviii) Benchmark Duration: Annual
- 16. Floating Rate Note Provisions: Not Applicable
- 17. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

18.	Call Option	Applicable
	(i) Optional Redemption Date(s) (Call):	Any date from and including 19 May 2026 to and including the First Reset Date
	(ii) Optional Redemption Amount (Call) of each Note:	EUR 1,000 per Calculation Amount
	(iii) Make Whole Redemption Amount:	Not Applicable
	(iv) Series redeemable in part:	No
	(v) If redeemable in part:	Not Applicable
	(vi) Notice period:	As per the Conditions
19.	Put Option	Not Applicable
20.	Final Redemption Amount of each Note	EUR 1,000 per Calculation Amount
21.	Optional Redemption Amount (Regulatory Event)	EUR 1,000 per Calculation Amount
22.	Optional Redemption Amount (MREL Disqualification Event)	Not Applicable
23.	Early Redemption Amount (Tax)	EUR 1,000 per Calculation Amount
24.	Early Termination Amount	EUR 1,000 per Calculation Amount
25.	Unmatured Coupons	Condition 12(f) is applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26.	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
27.	New Global Note:	No

28. Additional Financial Centre(s): London
29. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

Signed on behalf of **Permanent TSB Group Holdings p.l.c.:**

By: 
Duly authorised

PART B – OTHER INFORMATION**1. LISTING AND ADMISSION TO TRADING**

- (i) Admission to Trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Euronext Dublin with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 1,000

2. RATINGS

The Notes to be issued are expected to be rated:

Moody's Investors Service Ltd ("**Moody's**"): Ba2

In accordance with Moody's ratings definitions available as at the date of these Final Terms, obligations rated "Ba" are judged to be speculative and are subject to substantial credit risk. The modifier 2 indicates a mid-range ranking (source: <https://www.moody's.com/Pages/amr002002.aspx>).

Moody's is established in the UK and registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018. Moody's appears on the latest update of the list of registered credit rating agencies (as of 31 December 2020) on the UK Financial Conduct Authority's Financial Services Register. The rating Moody's is expected to give the Notes is endorsed by Moody's Deutschland GmbH, which is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended.

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Save for any fees payable to Banco Santander, S.A., Goldman Sachs International, Morgan Stanley & Co. International plc and NatWest Markets Plc (the "**Joint Lead Managers**"), so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. **YIELD**

Indication of yield: 3.002 per cent. per annum until the First Reset Date

The yield is calculated at the Issue Date on the basis of the Issue Price until the First Reset Date. It is not an indication of future yield. Since the Rate of Interest will be reset at the First Reset Date (unless the Issuer Call is exercised), an indication of yield up to the Maturity Date cannot be given.

5. **OPERATIONAL INFORMATION**

ISIN: XS2321520525

Common Code: 232152052

CFI: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Relevant Benchmark: Amounts payable under the Notes are calculated by reference to the mid-swap rate for euro swaps with a term of one year which appears on the Reuters screen "ICESWAP2" as of the Reset Determination Time on such Reset Determination Date which is provided by the ICE Benchmark Administration or by reference to EURIBOR, which is provided by the European Money Markets Institute. As at the date of this Final Terms, each of the ICE Benchmark Administration and the European Money Markets Institute appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (*Register of administrators and benchmarks*) of Regulation (EU) 2016/1011, as amended.

Intended to be held in a manner which would allow Eurosystem eligibility: Not Applicable

6. DISTRIBUTION

- (i) Method of Distribution: Syndicated
- (ii) If syndicated:
- (a) Names of Dealers: Banco Santander, S.A.
Goldman Sachs International
Morgan Stanley & Co. International plc
NatWest Markets Plc
- (b) Stabilising Manager(s) (if any): Morgan Stanley & Co. International plc
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D

- (v) Prohibition of Sales to EEA Applicable
Retail Investors:
- (vi) Prohibition of Sales to UK Applicable
Retail Investors:

7. **USE AND ESTIMATED NET AMOUNT OF PROCEEDS**

The net proceeds from the issue of the Notes will be used for general corporate purposes of the Group and to further strengthen the regulatory capital base of the Issuer and/or the Group.