

Permanent TSB Group Holdings Plc
(the “Company”)

At the Annual General Meeting of the Company held at 56-59 St Stephen’s Green, Dublin 2 on Friday 9 May 2025, the following resolutions were passed:

Ordinary Resolution:

- 5 The Directors be and are hereby generally and unconditionally authorised, pursuant to Section 1021 of the Companies Act 2014, to exercise all of the powers of the Company to allot and issue all relevant securities of the Company (within the meaning of Section 1021 of the Companies Act 2014):
- (a) without prejudice to or limitation of any power and authority granted under paragraph (b) of this Resolution 5, up to an aggregate nominal amount of €90,823,612 representing approximately 33.33% of the aggregate nominal value of the issued ordinary share capital of the Company (excluding treasury shares) as at 6.00pm on 1 April 2025; and
 - (b) without prejudice to or limitation of any power and authority granted under paragraph (a) of this Resolution 5, up to an aggregate nominal value of €90,823,612 representing a further approximately 33.33% of the aggregate nominal value of the issued ordinary share capital of the Company (excluding treasury shares) as at 6.00pm on 1 April 2025 provided that any equity securities (as defined in Section 1023(1) of the Companies Act 2014) allotted pursuant to the authority in this paragraph 5(b) are offered by way of one or more pre-emptive offers open for a period or periods fixed by the Directors to or in favour collectively of the holders of equity securities on the register of members and/or any persons having a right to subscribe for equity securities in the capital of the Company (including, without limitation, any persons entitled or who may become entitled to acquire equity securities under any share option scheme or share incentive plan of the Company then in force) at such record date or dates as the Directors may determine and where the equity securities respectively attributable to the interests of such holders are proportional in nominal value (as near as may be reasonable) to the respective number of equity securities held by them on such record date or dates, and subject generally to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems, requirements or restrictions under or arising as a consequence of the laws (including implementation thereof) of, or the requirements of any regulatory body or stock exchange in, any territory.

The authority hereby conferred shall commence at the time of the passing of this Resolution and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 calendar months after the date of passing this Resolution (whichever is earlier) unless and to the extent that such power is renewed, revoked, or extended prior to such date; provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred by this Resolution had not expired.

Special Resolutions:

- 6 Subject to and conditional upon Resolution 5 of the Notice of AGM being passed, and without prejudice to or limitation of any power and authority granted under Resolution 7, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby empowered to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to the authority to allot relevant securities conferred on the Directors by Resolution 5 of this Notice of AGM as if Section 1022(1) of the Companies Act 2014 did not apply to any such allotment, such

power to be effective from the time of passing of this Resolution and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 calendar months after the date of passing this Resolution (whichever is earlier) unless and to the extent that such power is renewed, revoked, or extended prior to such date but in each case, prior to its expiry the Company may make offers and/or enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired; and such power being limited to:

- (a) the allotment of equity securities in connection with any one or more offer of securities, open for a period or periods fixed by the Directors, by way of rights issue, open offer, other invitation and/or otherwise to or in favour collectively of the holders of ordinary shares and/or any persons having a right to subscribe for equity securities in the capital of the Company (including, without limitation, any persons entitled or who may become entitled to acquire equity securities under any of the Company's share option scheme or share incentive plans then in force) at such record date or dates as the Directors may determine where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be reasonably be) to the respective number of ordinary shares held by them, and subject thereto the allotment in any case by way of placing or otherwise of any securities not taken up in such issue or offer to such persons as the Directors may determine; and generally subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems, requirements or restrictions under or arising as a consequence of the laws (including implementation thereof) of, or the requirements of any regulatory body or stock exchange in, any territory; and/or
- (b) the allotment of equity securities up to a maximum aggregate nominal value of €13,624,904 which represents approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 6.00pm on 1 April 2025.

- 7 Subject to and conditional upon Resolution 5 of the Notice of AGM being passed and in addition and without prejudice to or limitation of any power and authority granted under Resolution 6 of the Notice of AGM, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014 the Directors be and are hereby empowered to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to the authority to allot relevant securities conferred on the Directors by Resolution 5 of this Notice of AGM as if Section 1022(1) of the Companies Act 2014 did not apply to any such allotment, such power to be effective from the time of passing of this Resolution and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 calendar months after the date of passing this Resolution (whichever is earlier) unless and to the extent that such power is renewed, revoked, or extended prior to such date but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired; and:

- (a) such power shall be limited to the allotment of equity securities up to a maximum aggregate nominal value of €13,624,904 which represents approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 6.00pm on 1 April 2025, and
- (b) the net proceeds of any such allotment are to be used for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other specified capital investment of a kind contemplated by the Statement of Principles on Disapplying the Pre-Emption Rights and in effect and as applied prior to the date of the Notice of AGM.

8 That pursuant to Section 1074 of the Companies Act 2014, the Company and any subsidiary of the Company be and they are each hereby generally authorised to make market purchases and overseas market purchases (in each case as defined by Section 1072 of that Act) of ordinary shares in the capital of the Company on such terms and conditions and in such manner as the Directors may, in their discretion, determine from time to time; but subject however to the provisions of that Act and to the following restrictions and provisions:

- (a) the maximum number of ordinary shares authorised to be acquired shall not exceed 10% of the ordinary share capital in issue in the Company (excluding treasury shares) as at 6.00pm on the day on which this Resolution is passed;
- (b) the minimum price (excluding expenses) which may be paid for any ordinary share shall be an amount equal to the nominal value thereof; and
- (c) the maximum price (excluding expenses) which may be paid for any ordinary share shall be:
 - (i) 5% above the higher of the average of the closing prices of the Company's ordinary shares taken from the main market of Euronext Dublin and the average of the closing prices of the Company's ordinary shares taken from the main market of the London Stock Exchange in each case for the five business days (in Dublin and London, respectively, as the case may be) preceding the day the purchase is made (the **Market Purchase Appropriate Price**), or if on any such business day there shall be no dealing of ordinary shares on the trading venue where the purchase is carried out or a closing price is not otherwise available, the Market Purchase Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable; or, if lower,
 - (ii) the amount stipulated by Article 3(2) of Commission Delegated Regulation (EU) 2016/1052 relating to regulatory technical standards for the conditions applicable to buy-backs programmes and stabilisation measures (being the value of an ordinary share calculated on the basis of the higher of the price quoted for: (i) the last independent trade, and (ii) the highest current independent purchase bid for, any number of ordinary shares on the trading venue(s) where the purchase pursuant to the authority conferred by this resolution will be carried out);
- (d) such authority shall expire at the conclusion of the next annual general meeting of the Company after the date of passing this Resolution or at midnight on the date which is 15 calendar months after the date of passing this Resolution (whichever is earlier), unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 1074 of the Companies Act 2014; and
- (e) the Company may, before such expiry, enter into a contract for the purchase of ordinary shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

9 That for the purposes of Section 1078 of the Companies Act 2014, the re-allotment price range at which any treasury shares (as defined by Section 106 of that Act) for the time being held by the Company may be re-allotted off-market shall be as follows:

- (a) the maximum price (excluding expenses) at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the Treasury Share Appropriate Price; and
- (b) the minimum price (excluding expenses) at which a treasury share may be re-allotted off-market shall be the nominal value of the share where such a share is required to satisfy an obligation under an employee share scheme (as defined in the Listing Rules issued by Euronext Dublin)

operated by the Company, or in all other cases shall be an amount equal to 95% of the Treasury Share Appropriate Price (provided always that no treasury share shall be allotted at a price lower than its nominal value); and

- (c) for the purposes of sub-paragraphs (a) and (b), the expression "Treasury Share Appropriate Price" shall mean the lower of the average of the closing prices of the Company's ordinary shares taken from the main market of Euronext Dublin and the average of the closing prices of the Company's ordinary shares taken from the main market of the London Stock Exchange in each case for the five business days (in Dublin and in London, respectively, as the case may be) prior to the day the re-allotment is made, or if on any business day there shall be no dealing of ordinary shares on the trading venue or a closing price is not otherwise available, the Treasury Share Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable.

The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or at midnight on the date which is 15 months after the passing of the resolution, whichever is the earlier, unless previously varied, revoked or renewed by special resolution. The Company may before such expiry make a contract for the re-allotment of treasury shares which would or might be wholly or partly executed after such expiry and may make a re-issue or re-allotment of treasury shares pursuant to any such contract as if the authority hereby conferred had not expired.

- 10 That, subject to and in accordance with Section 1102 of the Companies Act 2014, the Directors be and are hereby generally and unconditionally authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 clear days' notice (as defined in the Constitution of the Company). The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the date of the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting.
- 11 That the Company's articles of association be and is hereby amended in the following manner:
- a) Article 1(a) of the articles of association be deleted in its entirety;
 - b) the addition of the new definition of "electronic communications technology" in Article 1 of the articles of association which *"has the meaning given to it in Section 176A of the 2014 Act (without prejudice generally to Article 1(c))"*;
 - c) Article 5(b)(ix)b. of the articles of association be deleted in its entirety and replaced with the following:

"transfer any share to Euroclear Nominees (or such other nominee(s) of Euroclear Bank as they may determine),";
 - d) Article 5(b)(ix) of the articles of association be amended in the following manner:
 - a. by the deletion of the words *"notwithstanding the absence of any share certificate and may issue a new certificate to the transferee"*, and
 - b. by the replacement of the words *"for cancellation of any certificate"* with *"of any evidence of title"*;
 - e) the title of Part III of the articles of association be amended by the deletion of the words *"Share Certificates,"*;

- f) Article 12 of the articles of association be deleted in its entirety and replaced with a new Article 12 titled "*General*" and stating the following: "*The Company shall not be bound to register more than four persons as joint Holders of any share (except in the case of executors or trustees of a deceased Member).*";
- g) Article 13 of the articles of association be deleted in its entirety;
- h) Article 14 of the articles of association be deleted in its entirety;
- i) Article 14A(a)(v)(B) of the articles of association be amended by the replacement of the words "*Participating Securities as no longer being in uncertificated form*" with "*withdrawal*";
- j) Article 14A(b) of the articles of association be amended by the replacement of the words "*Articles 12, 13, 14 and*" with "*Article*";
- k) Article 17 of the articles of association be amended by replacing the words "*The Directors may, if deemed necessary or desirable, also change, or procure the changing of any share held in uncertificated form to be sold pursuant to the provisions of this Part IV into certificated form prior to any such sale and may, or may authorise any person or persons to, execute and do all such documents, acts and things as may be required in order to effect such change under the 1996 Regulations or the 2014 Act, or any regulation made thereunder or otherwise*" with

"Prior to any such sale, the Directors may, if deemed necessary or desirable, do all such things and execute and deliver all such documents and electronic communications as may be required by Euroclear Bank or as may, in the opinion of the Directors, be necessary or desirable to transfer any share in Euroclear Nominees (or such other nominee(s) of Euroclear Bank as they may determine) to effect a transfer of such shares into Euroclear Bank."
- l) Article 18 of the articles of association be amended by replacing the words "*the certificate for the*" with "*any evidence of title in respect of*";
- m) Article 27 of the articles of association be amended by replacing the words "*The Directors may, if deemed necessary or desirable, also change any share held in uncertificated form to be sold or otherwise disposed of pursuant to the provisions of this Part V into certificated form prior to any such sale or disposal and may, or may authorise any person or persons to, execute and do all such documents, acts and things as may be required in order to effect such change under the 1996 Regulations or otherwise.*" with:

"Prior to any such sale or disposal, the Directors may, if deemed necessary or desirable, do all such things and execute and deliver all such documents and electronic communications as may be required by Euroclear Bank or as may, in the opinion of the Directors, be necessary or desirable to transfer any share in Euroclear Nominees (or such other nominee(s) of Euroclear Bank as they may determine) to effect a transfer of such shares into Euroclear Bank."
- n) Article 34 of the articles of association be amended as follows:
 - a. Article 34(a) be amended by the deletion of the words "*by instrument in writing*" and "*usual or common for any other*"; and

- b. Article 34(b) be amended by the addition of the words *“(including, without limitation, in connection with such evidence of transfer)”* after the words *“also to implement any ancillary arrangements”*;
- o) Article 35(a) of the articles of association be amended by the addition of the words *“(if any)”* after the words *“The instrument of transfer”*;
- p) Article 52 of the articles of association be amended as follows:
 - a. that *“(including general meetings using electronic communications technology)”* be inserted after the existing title,
 - b. that the existing language of Article 52 be inserted into a new paragraph (a), and
 - c. the addition of the following two new paragraphs (b) and (c):
 - “(b) *The Company may hold a general meeting exclusively at a physical venue or wholly by the use of electronic communications technology or by a combination of a physical venue and by the use of electronic communications technology. For the purposes of these Articles, a reference (howsoever expressed) to a physical venue at which a general meeting is held shall be disregarded in the context of a general meeting held wholly by the use of electronic communications technology.*
 - (c) *For the purposes of these Articles, a person who participates in a general meeting by the use of electronic communications technology in accordance with such procedures as contemplated by the 2014 Act shall be regarded as being present at the meeting, and for that purpose, a reference in these Articles (howsoever expressed) to a member present in person or by proxy at a meeting shall be construed as including a reference to any member who participates, including by proxy, in that meeting by the use of electronic communications technology in accordance with such procedures as contemplated by the 2014 Act.”*
- q) Article 53(b) of the articles of association be amended by the addition of the words *“(including, without limitation, to section 181 of the 2014 Act)”* after *“Notices of general meetings shall comply with all of the provisions of the Acts relating thereto”*;
- r) Article 125 of the articles of association be amended by replacing the words *“(including any capital redemption reserve fund or capital conversion reserve fund or revaluation reserve fund or share premium account)”* with:

“(including, without limitation to section 126 of the 2014 Act, any capital redemption reserve fund or capital conversion reserve fund or revaluation reserve fund or share premium account or any other reserve account not available for distribution)”;
- s) Article 126 of the articles of association be amended by replacing the words *“(including any capital redemption reserve fund or capital conversion reserve fund or revaluation reserve fund or share premium account)”* with:

“(including, without limitation to section 126 of the 2014 Act, any capital redemption reserve fund or capital conversion reserve fund or revaluation reserve fund or share premium account or any other reserve account not available for distribution)”;

- t) Article 129(a) be amended by the deletion of “*(including a share certificate)*” after “*A notice or document*”; and
- u) Article 143 of the articles of association be amended in the second last paragraph by the deletion of “*may issue a new certificate to the transferee and*”.