



PPHE HOTEL GROUP LIMITED
(Registered in Guernsey under number 47131)

SUPPLEMENT TO THE NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Important Notice

If you are in doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in PPHE Hotel Group Limited, please forward this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Additional resolution

This document contains notice of an additional resolution to be proposed at the Annual General Meeting of the Company to be held on 19 May 2020 at 12 noon (the “AGM”).

We are aware that some of the Company’s shareholders (“**Shareholders**”) have already submitted a proxy appointment in advance of the AGM. Please refer to the section entitled “Action to be taken” in this document as to the action that you should take in relation to appointing a proxy or updating your existing proxy appointment so that it relates to all the resolutions to be proposed at the AGM.

Change of venue and logistics

Because of the restrictions imposed by the Guernsey authorities to address the coronavirus (COVID-19) outbreak and so as to protect the health and welfare of Shareholders, as well as the Company’s employees, directors and advisors, the Company has decided to move the AGM to a non-public location different to that stated in the AGM Notice. The AGM will now be held at a private address at La Richelais, Clos du Villocq, Castel, Guernsey (instead of 1st floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW). The date and time of the AGM has not changed.

Given that the States of Guernsey has introduced measures with effect from 25 March 2020 prohibiting travel subject to certain limited exceptions, it is currently extremely challenging to hold an annual general meeting in the format typically expected by Shareholders. Further, in light of the current guidance with respect to COVID-19, Shareholders may be refused entry into the Bailiwick of Guernsey and would be refused entry into the AGM were they to try to attend in person. In light of this, a listen-only dial-in facility will be provided to allow Shareholders to listen to the AGM proceedings.

The listen-only dial-in details are as follows:

Standard international dial-in number: +44 (0) 3306 068934

Conference code: 8193980473

The Directors strongly encourage Shareholders to participate in the AGM by submitting any questions in advance and listening to the AGM remotely. As such, any specific questions on the business of the AGM and resolutions can be submitted ahead of the AGM by e-mail to rhenke@pphe.com and izilberman@pphe.com (marked for the attention of Robert Henke and Inbar Zilberman).

Robert Henke and Inbar Zilberman remain available to Shareholders in the first instance for any questions related to the AGM via email at rhenke@pphe.com and izilberman@pphe.com or by telephone on +31 (0)20 717 8600 during normal business hours.

The Company apologises for any inconvenience caused by these changes but considers that this is the most appropriate way to enable as many Shareholders as possible to listen to proceedings and to participate in the AGM. Shareholders should note that, at this time, the current situation is still evolving and the Company may issue a further communication via a regulatory news service in the event that the situation changes.

PPHE Hotel Group Limited

(Incorporated in Guernsey with registered number 47131)

Directors:

Eli Papouchado
(non-Executive Chairman)
Boris Ivesha
Daniel Kos
Dawn Morgan
Ken Bradley
Kevin McAuliffe
Nigel Keen
Nigel Jones
(each a “**Director**” and together
the “**Directors**” and/or “**Board**”)

Registered office:

1st and 2nd floors
Elizabeth House
Les Ruettes Brayes
St Peter Port
Guernsey
GY1 1EW

17 April 2020

Dear Shareholder,

Introduction

You will have recently received a Notice of the Annual General Meeting (“**AGM**”) of PPHE Hotel Group Limited (the “**Company**”) to be held at 12 noon on 19 May 2020.

I am writing to you with notice of an additional resolution to be proposed at the AGM (the “**Additional Resolution**”). The formal notice of the Additional Resolution is set out on page 3 of this document.

I am also writing to inform you that the AGM will now be held at a private address at La Richelais, Clos du Villocq, Castel, Guernsey and a listen-only dial-in facility will be provided to allow Shareholders to listen to the AGM proceedings. For further information on this, please see the section entitled “AGM update” below.

The date and the time of the AGM have not changed.

Additional resolution to be proposed at the 2020 Annual General Meeting

The additional resolution relates to amendments to Article 23.2 and Article 23.9 of the Company’s current Articles of Incorporation (the “**Articles**”) which require directors not to be present in certain countries in order to count towards the quorum or for a written resolution of the Board to be valid. The proposed changes to Articles 23.2 and 23.9 will provide each of the Directors with flexibility to participate in meetings of the Board, count in the quorum for Board meetings and sign written resolutions of the Board. The Directors believe that the restrictions described above are not required to be embedded in the Articles as the Board follows its own internal policy regarding place of control and management. The Directors further believe that the Company will benefit from having this additional flexibility, particularly in the current environment and in light of the recent travel restrictions which may prevent the Directors from travelling to or from certain jurisdictions.

These amendments will be effected by substituting the Articles with amended and restated Articles. The Additional Resolution is to be proposed as a special resolution, requiring at least 75 per cent. of the votes cast by Shareholders present in person or by proxy and who vote, in favour of it in order for it to be passed.

Voting on the resolutions to be proposed at the AGM will be conducted by way of a poll.

A copy of the Company’s current Articles, together with a copy of the Articles marked to show the proposed changes pursuant to the Additional Resolution, will be available on the website at www.pphe.com.

AGM update

Because of the restrictions imposed by the Guernsey authorities to address the COVID-19 outbreak and so as to protect the health and welfare of Shareholders, as well as the Company’s employees, directors and advisors, the Company has decided to move the

AGM to a non-public location different to that stated in the AGM Notice. The AGM will now be held at La Richelais, Clos du Villocq, Castel, Guernsey. Please note that this is a private address and, due to the restrictions described above and current guidance with respect to COVID-19, Shareholders may be refused entry into the Bailiwick of Guernsey and would be refused entry into the AGM were they to try to attend in person. As such, it is currently intended that only the chairman of the AGM (the “**Chairman**”) and one other attendee will be present in person at the AGM. In addition, to allow effective constitution of the AGM, we expect the Chairman to appoint a substitute to act as proxy in his stead for one or more Shareholders, provided that such substitute proxy shall vote on the same basis as the Chairman, so that the AGM is quorate in accordance with the Articles.

Given that the States of Guernsey has introduced measures with effect from 25 March 2020 prohibiting travel subject to certain limited exceptions, we have sought to ensure that Shareholders can listen to the AGM remotely and a listen only dial-in facility will be provided to allow Shareholders to listen to the AGM proceedings so that Shareholders do not have to attend the AGM in person.

The dial-in details for Shareholders to listen to the AGM remotely are as follows:

Standard international dial-in number: +44 (0) 3306 068934

Conference code: 8193980473

Shareholders are advised to allow up to 15 minutes prior to the commencement of the AGM at 12 noon on 19 May 2020 to access the service. For any questions related to the dial-in facility, please contact the Company Secretary via email at info@wearecarey.com or by telephone on +44 (0) 1481 700300 during normal business hours.

In accordance with the Articles, Shareholders or their proxies listening remotely will not be counted as being present at the AGM. In light of this and the travel restrictions described above, Shareholders are strongly encouraged to consider appointing the Chairman as their proxy, in order to ensure that their vote is counted.

We strongly encourage Shareholders to participate in the AGM by submitting any questions in advance. As such, any specific questions on the business of the AGM and on the resolutions can be submitted ahead of the AGM by e-mail to rhene@pphe.com and izilberman@pphe.com (marked for the attention of Robert Henke and Inbar Zilberman). Immediately after the formal AGM, the Board then intends to provide responses to the questions which have been submitted in advance of the AGM.

The Company apologises for any inconvenience caused by these changes and arrangements and the Board would like to thank Shareholders for their co-operation and understanding during these challenging and extraordinary times.

Action to be taken

If you are appointing a proxy electronically and you have not already submitted your electronic proxy appointment, when you do so now you will be able to vote on all resolutions, including the Additional Resolution.

If you have submitted your electronic proxy appointment already, whether online or through CREST, and you wish to now appoint a proxy electronically in respect of the Additional Resolution, you will need to resubmit your vote on all the resolutions, including the Additional Resolution.

No hard copy form of proxy is enclosed with this document and Shareholders will not receive a hard copy form of proxy for use at the AGM in the post unless specifically requested from the Company’s registrar, Link Asset Services at 34 Beckenham Road, Beckenham, BR3 4TU (the “**Registrar**”). If you have already received or returned a hard copy form of proxy and wish to vote in respect of the Additional Resolution, please contact the Registrar at enquiries@linkgroup.co.uk (telephone number: 0044 371 664 0391) (the “**Registrar**”) for further instructions.

If you have already submitted your electronic proxy appointment or returned a form of proxy and now do nothing, the proxy appointment you have already made in respect of the resolutions in the original Notice of AGM will remain valid (but no proxy appointment will have been made in respect of the Additional Resolution).

In order for a proxy appointment to be valid a proxy appointment must be completed by 12 noon on 17 May 2020.

Making or updating your proxy appointment will not preclude you from attending the AGM and voting in person if you wish to do so.


You will find further information on proxy appointments on pages 3 and 4 of this document.

In the event that there is any further information or are any further changes, the Company will issue a further communication via a regulatory news service.

Recommendation

The Directors consider that the Additional Resolution to be proposed at the AGM is in the best interests of the Company and Shareholders as a whole and unanimously recommend that Shareholders vote in favour of the Additional Resolution, as they intend to do in respect of their own beneficial holdings.

Yours sincerely,



ELI PAPOUCHADO

**NON-EXECUTIVE CHAIRMAN
PPHE HOTEL GROUP LIMITED**

(Registered in Guernsey under number 47131)

Notice of additional special business to be proposed at the 2020 Annual General Meeting

NOTICE IS HEREBY GIVEN that at the Annual General Meeting of PPHE Hotel Group Limited (the "Company") to be held at La Richelais, Clos du Villocq, Castel, Guernsey at 12 noon on 19 May 2020 (notice of which was given on 26 February 2020) the following additional resolution will be proposed as a special resolution:

16. That the regulations contained in the document produced to the annual general meeting and, for the purposes of identification, initialled by the chairman of the meeting, be and are hereby approved and adopted as the new articles of incorporation of the Company in substitution for and to the exclusion of the existing articles of incorporation of the Company.



By Order of the Board

**C.L. SECRETARIES LIMITED
COMPANY SECRETARY**

Registered Office:

1st and 2nd Floors
Elizabeth House
Les Ruettes Brayes
St Peter Port
Guernsey
GY1 1EW

Dated: 17 April 2020

Notes:

The following notes explain your general rights as a Shareholder and your right to attend and vote on the resolutions to be proposed at the AGM (including the Additional Resolution) (the "Resolutions") or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote on the Resolutions (and for the purpose of the determination by the Company of the number of votes they may cast), Shareholders must be registered in the register of members of the Company at 12 noon on 17 May 2020 or, if the AGM is adjourned, 48 hours prior to the time fixed for the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote on the Resolutions.
2. Voting on the resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as Shareholder votes are counted according to the number of shares held.
3. A listen only dial-in facility will be provided to allow Shareholders to listen to the AGM proceedings. The Directors strongly encourage Shareholders to participate in the AGM by submitting any questions in advance and any specific questions on the business of the AGM and on the resolutions can be submitted ahead of the AGM by e-mail to **rhenke@pphe.com** and **izilberman@pphe.com** (marked for the attention of Robert Henke and Inbar Zilberman).
4. Shareholders are advised to allow up to 15 minutes prior to the commencement of the AGM at 12 noon on 19 May 2020 to access the service. If for any reason this facility fails, the validity of the meeting shall not be affected.
5. In accordance with the Articles, Shareholders or their proxies listening remotely will not be counted as being present at the AGM. Therefore, they will not be able to vote at the AGM and will not have the ability to speak or ask questions. Shareholders are encouraged to submit any questions in advance of the AGM so that the Board may respond to these after the business of the AGM is concluded.
6. Shareholders are entitled to appoint another person as a proxy to vote on their behalf in relation to the AGM. However, please note that a proxy listening remotely will not be counted as being present at the AGM, will not be able to vote at the AGM and will not have the ability to speak or ask questions. A Shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
8. To allow effective constitution of the AGM, if it is apparent to the chairman of the meeting that no Shareholders will be present in person or by proxy, other than by proxy in the chairman's favour, the chairman may appoint a substitute to act as proxy in his stead for any Shareholder, provided that such substitute proxy shall vote on the same basis as the chairman.
9. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Additional Resolution. If no voting indication is given, your proxy may vote or abstain from voting at their discretion. Your proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

10. You can appoint a proxy in respect of the Resolutions:

by logging on to **shares.pphe.com/welcome** and following the instructions; or by requesting a hard copy form of proxy directly from the registrar, Link Asset Services (previously called Capita), on Tel: 0044 371 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

Please note that a proxy listening remotely will not be counted as being present at the AGM, will not be able to vote at the AGM and will not have the ability to speak or ask questions.

If you are appointing a proxy electronically and you have not already submitted your electronic proxy appointment, when you do so now you will be able to vote on all Resolutions (including the Additional Resolution).

If you have submitted your electronic proxy appointment already, whether online or through CREST, and you wish to now appoint a proxy electronically in respect of the Additional Resolution, you will need to resubmit your vote on all Resolutions (including the Additional Resolution).

If you have already received or returned a hard copy form of proxy and wish to vote in respect of the Additional Resolution, please contact the Registrar for further instructions.

If you have already submitted your electronic proxy appointment or returned a form of proxy and now do nothing, the proxy appointment you have already made in respect of the resolutions in the original Notice of AGM will remain valid (but no proxy appointment will have been made in respect of the Additional Resolution).

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 12 noon on 17 May 2020.

11. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
12. The return of a completed form of proxy, electronic filing or any CREST proxy instruction (as described in note 13 below) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST manual (available from www.euroclear.com/site/public/EUI). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
14. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 12 noon on 17 May 2020. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of

instructions to proxies appointed through CREST should be communicated to the appointee through other means.

15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
16. Any corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder (other than a power to appoint a proxy) provided that no more than one corporate representative exercises powers in relation to the same shares. However, please note that a corporate representative listening remotely will not be counted as being present at the AGM, will not be able to vote at the AGM and will not have the ability to speak or ask questions.
17. As at 15 April 2020 (the latest practicable date prior to the publication of this document), the Company's ordinary issued share capital consisted of 42,459,340 ordinary shares of no par value (excluding shares held in treasury), carrying one vote each and 1,888,070 treasury shares. Therefore, the total voting rights in the Company as at 15 April 2020 is 42,459,340.
18. A copy of this document and the Notice of AGM can be found on the Company's website at www.pphe.com.