

# Annual General Meeting

LETTER FROM THE CHAIR AND NOTICE  
OF THE ANNUAL GENERAL MEETING

to be held on

Thursday 29 April 2021 at 11.30 am

at

Clayton Hotel Cardiff Lane  
Sir John Rogerson's Quay  
Grand Canal Dock  
Dublin 2  
D02 YT21  
Ireland

THIS DOCUMENT AND THE  
ACCOMPANYING FORM OF PROXY ARE  
IMPORTANT AND REQUIRE YOUR  
IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to consult your independent professional adviser immediately, who is authorised or exempted under the European Union (Markets in Financial Instruments) Regulations 2017 (S.I. No. 375 of 2017) (as amended) of Ireland or the Investment Intermediaries Act 1995 (as amended) of Ireland if you are resident in Ireland, or who is authorised or exempted under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside Ireland or the United Kingdom.

If you sell or have sold or otherwise transferred all of your shares in Dalata Hotel Group p.l.c., please forward this document and the accompanying Form of Proxy (with the exception of any personalised documentation) at once to the purchaser or transferee or the stockbroker, or other agent through whom the sale or transfer is/was effected for onward transmission to the purchaser or transferee.

## Covid-19 restrictions

The Company will conduct the Annual General Meeting in accordance with the Irish Government's Covid-19 related public health measures and public health advice.

Shareholders should expect the meeting to take place under constrained circumstances and are recommended to vote by proxy or through the Virtual Meeting Platform (as described below).

It is proposed that all legal requirements of the meeting, in accordance with its Articles of Association, are satisfied with the minimum necessary quorum and physical distancing measures will be in place.

The Company reserves the right to refuse entry to the meeting where reasonably necessary to comply with the Covid-19 related public health measures and advice. The Company will continue to closely monitor the developing situation around Covid-19 as well as any further advice from the Irish Government. If it becomes necessary to adjust the AGM arrangements, an update will be provided to shareholders via RIS announcement.

## Instructions for accessing the Virtual Meeting Platform

Shareholders will be given the opportunity to remotely access the AGM, ask questions and vote at the AGM via a virtual meeting platform provided by Lumi AGM UK Limited (the "Virtual Meeting Platform").

Shareholders can access the Virtual Meeting Platform via a mobile web client, which is compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer v. 10 and below are not supported), Edge and Safari and can be accessed using any web browser, on a PC or smartphone device. To remotely attend and/or vote using this method, please go to <https://web.lumiagm.com>.

Once you have accessed <https://web.lumiagm.com> from your web browser you will be asked to enter the Lumi Meeting ID which is 146-521-744. You will then be prompted to enter your unique shareholder reference number ("SRN") and PIN. These can be found printed on the Forms of Proxy.

Access to the Meeting will be available from 11.15 a.m. on 29 April 2021; voting functionality will be disabled until the Chair declares the poll open.

There is no requirement for Shareholders (registered members) to give notice of their intention to access the AGM. However, persons appointed as a proxy or corporate representative for a Shareholder and wishing to access the AGM should contact Computershare, providing satisfactory evidence of their

appointment, before 9.30 a.m. on 28 April 2021 by emailing [clientservices@computershare.ie](mailto:clientservices@computershare.ie) for unique log-in credentials.

Persons who hold interests in Dalata shares through the Euroclear Bank system or as CREST depository interests ("CDIs") through the CREST system, wishing to access the AGM through the Virtual Meeting Platform, should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments for the AGM through the respective systems.

The AGM will be broadcast in audio-visual format. Once logged in, and from the commencement of the AGM, Shareholders will be able to listen to and view the proceedings of the meeting on their device.

Once the Chair has formally opened the AGM, he will explain the voting procedure. Voting will be enabled on all resolutions on the Chair's instruction. This means that attendees may, at any time while the poll is open, vote electronically on any or all of the Resolutions. Resolutions will not be put forward separately.

Once the Resolutions have been proposed, they will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "for", "against" or "withheld". Once you have selected your choice, the option will change

colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure.

Questions on the day can be submitted either as text via the Lumi messaging function or verbally via the teleconference facility. Details of how to access the teleconference will be provided on the day of the annual general meeting once you are logged into the Lumi platform. Questions will be moderated before being sent to the Chair. This is to avoid repetition and ensure the smooth running of the meeting. If multiple questions on the same topic are received, the Chair may choose to provide a single answer to address shareholder queries on the same topic. Only questions relating to the business of the AGM will be considered.

During the AGM, you must ensure that you are connected to the internet at all times in order to vote when the Chair commences polling. Therefore, it is your responsibility to ensure connectivity for the duration of the Meeting via your internet connection. The Virtual Meeting Guide contains further information on remotely accessing and participating in the Meetings via the Virtual Meeting Platform and is available on the Company's website at [dalatahotelgroup.com](http://dalatahotelgroup.com).

# Letter from the Chair to the Members

31 March 2021

Dear Member,

I am writing to inform you that the forthcoming annual general meeting of Dalata Hotel Group p.l.c. (the "Company") will be held at 11.30 a.m. on Thursday, 29 April 2021 at Clayton Hotel Cardiff Lane, Sir John Rogerson's Quay, Grand Canal Dock, Dublin 2, D02 YT21, Ireland ("AGM").

2020 was an extraordinarily challenging year for the Company and the challenges continue for us as we head into the second quarter of 2021. There is light on the horizon and we look forward to the recovery of the business when the vaccine rollout reaches levels where restrictions on travel and the general movement of people can be safely eased.

To repeat what I said in my statement in the annual report, the global pandemic has brought suffering and hardship to many people. At a personal level, I wish to express sympathy to all who have suffered loss over the last year.

I also wish to express my thanks and admiration to the front-line health workers and others who have shouldered an extraordinary burden on behalf of all of us in recent months. We in Dalata have had the privilege of being able to provide accommodation in our properties to many of these wonderful people during this difficult time. We are all indebted to them for their selfless efforts over the last year.

You will find the Notice of the AGM on pages 4 to 6 of this document and I am pleased to enclose

- ↳ a copy of the Company's Annual Report and Financial Statements for the year ended 31 December 2020 (the "2020 Annual Report"), which is also available to view and download at [dalatahotelgroup.com](http://dalatahotelgroup.com), and
- ↳ a Form of Proxy and Attendance Card for the AGM.

In the lead up to the AGM, the Company will continue to monitor the impact of the Covid-19 virus in Ireland. If it becomes necessary to adjust the AGM

arrangements, an update will be provided to shareholders via RIS announcement and the Company's website: [dalatahotelgroup.com](http://dalatahotelgroup.com).

## BUSINESS TO BE CONSIDERED AT THE AGM

**Note: Unless the context otherwise requires, references to information provided as at "5 p.m. on 26 March 2021" are to that time being the latest practicable time and date for that information prior to the issue of this letter.**

## RESOLUTIONS 1 TO 5 OF THE NOTICE OF AGM ARE PROPOSED AS ORDINARY RESOLUTIONS.

### Resolution 1: Annual Report and Financial Statements

Resolution 1 is asking members to receive and consider the Annual Report and Financial Statements of the Company for the year ended 31 December 2020, together with the reports of the Directors and the Auditors and a review of the affairs of the Company.

This Resolution is an advisory resolution and is not binding on the Company.

### Resolution 2: Directors' report on remuneration

Resolution 2 is asking members to receive and consider the Directors' Report on Remuneration as set out on pages 85 to 101 of the 2020 Annual Report.

This Resolution is an advisory resolution and is not binding on the Company.

### Resolution 3: Re-appointment of Directors

Resolution 3 deals with the re-appointment of Directors. The Company's constitution requires that at least one third of Directors shall retire by rotation at the Company's AGM each year. However, in accordance with the UK Corporate Governance Code, each of the current Directors will retire from office at

the end of the AGM and will offer themselves for re-appointment.

Biographies of each of the Directors who are offering themselves for re-appointment at the AGM together with a description of their skills, expertise and experience are set out on pages 61 to 62 of the 2020 Annual Report.

The contribution that each of the Directors brings to the Board and the long-term success of the Company is also described in detail in the Annual Report. The re-appointment of each Director will be considered separately.

The Board regularly reviews the performance of Directors and is satisfied that all Directors proposed for re-appointment continue to perform effectively and to demonstrate commitment to their respective roles.

### Resolution 4: Remuneration of the Auditors

Resolution 4 is asking members to authorise the Directors to determine the remuneration of the Company's Auditors.

### Resolution 5: Authority to allot shares

Resolution 5 seeks to renew the authority of the Directors to allot shares. The Investment Association generally supports resolutions seeking authority to allot up to 66.66% of a company's issued share capital (excluding treasury shares) of which any allotment in excess of 33.33% of the issued share capital (excluding treasury shares) is applied to allot shares pursuant to a rights issue.

Accordingly, Resolution 6 proposes to authorise the Directors to allot shares up to an aggregate nominal value of €1,485,359 (representing approximately 66.66% of the issued ordinary share capital of the Company (excluding treasury shares) as at 5 p.m. on 26 March 2021) of which any allotment in excess of €742,679 (representing 33.33% of the issued ordinary share capital of the Company (excluding treasury shares) as at 26 March 2021, shall be applied to allot shares pursuant to a rights issue.

The Directors have no current intention of exercising this authority.

If adopted, this authority will 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 earlier) unless previously varied, revoked or renewed.

This resolution is a common one at annual general meetings of companies listed on the main markets of Euronext Dublin and/or the London Stock Exchange and is in line with institutional shareholder guidance.

## RESOLUTIONS 6 TO 10 OF THE NOTICE OF AGM ARE PROPOSED AS SPECIAL RESOLUTIONS.

### **Resolutions 6 and 7: Disapplication of statutory pre-emption rights in certain circumstances**

The Companies Act 2014 sets out pre-emption rights for members where new equity securities (essentially ordinary shares in the case of the Company) are to be allotted for cash. The Companies Act 2014 also provides for these pre-emption rights to be modified or disapplied. The London based Pre-emption Group has issued guidelines for such modifications or disapplications.

These guidelines were revised in March 2015 and May 2016 and resolutions 6 and 7 are in terms consistent with these guidelines.

Accordingly, Resolution 6 is asking members to renew the Directors' authority to disapply the strict statutory pre-emption provisions in certain circumstances, being: (i) rights issues, open offers or other pre-emptive offers and subject thereto by way of placing or otherwise of any shares not taken up in such issue or offer; and/or (ii) for allotments (other than by way of pre-emptive offers) up to an aggregate nominal value of €111,413 which represents 5% of the total nominal value of the Company's issued share capital (excluding treasury shares) as at 26 March 2021; and/or (iii) the allotment of equity securities pursuant to the Company's employee share scheme for the time being in force.

Furthermore, Resolution 7 is asking members to authorise the Directors to disapply the strict statutory pre-emption provisions in additional circumstances, being for allotments (other than by way of pre-emptive offers) up to an additional aggregate nominal value of €111,413 which represents a further 5% of the total nominal value of the Company's issued share capital (excluding treasury shares) as at 26 March 2021 in connection with an acquisition or specified capital investment. As per the Pre-emption Principles (as defined below), an acquisition or specified capital investment means one that is announced contemporaneously with the issue of share capital, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

In accordance with the Pre-emption Group's Statement of Principles (the Pre-emption Principles), the Board confirms that it does not currently intend to issue equity securities for cash representing in any rolling three year period more than 7.5% of the Company's issued share capital (excluding treasury shares and excluding any issues of securities pursuant to: Resolution 6 (a) and (c); and/or (ii) any specific disapplication of pre-emption rights; and/or (iii) Resolution 7) to those who are not existing members.

If adopted, these two authorities will 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 earlier) unless previously varied, revoked or renewed.

These resolutions are common at annual general meetings of companies on the main markets of Euronext Dublin and/or the London Stock Exchange and are in line with institutional shareholder guidance and in particular with the Pre-emption Principles.

### **Resolution 8: Authorisation of market purchases of the Company's shares**

Resolution 8 is asking members to give the Company (and any of its subsidiaries) the authority to make market purchases and overseas market purchases of its issued shares provided that the maximum number of shares authorised to be acquired shall not exceed 10% of the issued share capital of the Company (excluding treasury shares) as at

the date of passing of this Resolution 8. If adopted, this authority will 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 earlier) unless previously varied, revoked or renewed.

While the Directors do not have any current intention to exercise this power, this authority and flexibility is being sought as it is common practice for companies on the main markets of Euronext Dublin and/or the London Stock Exchange. Furthermore, such purchases would be made only at price levels which the Directors considered to be in the best interests of the members generally, after taking into account the Company's overall financial position.

In addition, the authority being sought from members will provide that the minimum price (excluding expenses) which may be paid for such shares shall be an amount not less than the nominal value of the shares and the maximum price will be the higher of:

(a) 5% above the average of the closing prices of the Company's ordinary shares taken from the main market of Euronext Dublin and/or the London Stock Exchange (as the case may be depending on where the purchase is carried out), in each case for the five business days prior to 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(s) 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; and

(b) the amount stipulated by Article 3(2) of the Commission Delegated Regulation (EU) 2016 / 1052 relating to such regulatory technical standards for the conditions applicable to buy-backs and stabilisation (being the value of such 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 such ordinary shares on the trading venue(s) where the purchase

pursuant to the authority conferred by Resolution 8 will be carried out).

#### **Resolution 9: Authorisation for the re-allotment of treasury shares**

Resolution 9 is asking members to give the Company the authority to re-allot treasury shares pursuant to Section 1078 of the Companies Act 2014 and the re-allotment price range at which treasury shares may be re-allotted is as follows:

(a) the maximum price at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the Treasury Share Appropriate Price (as defined below); and

(b) the minimum price at which a treasury share may be re-allotted off-market shall be the nominal value of the share where such share is required to satisfy an obligation under an employee share scheme 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 re-allotted at a price lower than its nominal value).

If adopted, this authority will 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 earlier), unless previously varied, revoked or renewed. (For the purpose of the resolution, "Treasury Share Appropriate Price" means 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).

#### **Resolution 10: Notice of General Meetings**

Resolution 10 allows the Directors to call a general meeting (other than the annual general meeting or a meeting for the passing of a special resolution) on 14 clear days' notice where the purpose of the meeting is solely to consider one or more ordinary resolutions.

Section 1102 of the Companies Act 2014 provides that on an annual basis a company may pass a resolution such as this Resolution 10 to preserve its flexibility to call certain extraordinary general meetings, where appropriate, using the shorter notice period (14 clear days).

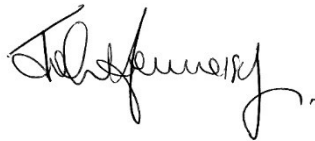
The Company confirms that it will only use the shorter notice period where it is in the interests of the members to do so and where the flexibility is merited by the purpose of the meeting. If passed, this authority will be effective until the next annual general meeting of the Company, when it is intended that a similar resolution will be proposed.

This Resolution is a common one at annual general meetings of Irish companies on the on the main markets of Euronext Dublin and/or the London Stock Exchange.

#### **RECOMMENDATION**

Your Board of Directors unanimously recommends that you vote in favour of each of the resolutions to be proposed at the AGM.

Yours faithfully,



**John Hennessy**  
Non-executive Chair

# Notice of Meeting of Dalata Hotel Group plc

**NOTICE is hereby given that the annual general meeting of Dalata Hotel Group plc (the Company) will be held at 11.30 a.m. on Thursday 29 April 2021 at Clayton Hotel Cardiff Lane, Sir John Rogerson's Quay, Grand Canal Dock, Dublin 2, D02 YT21, for the following purposes:**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

**1.** To receive and consider the annual report and financial statements of the Company for the year ended 31 December 2020 together with the reports of the Directors and Auditors thereon and a review of the affairs of the Company.

**2.** To receive and consider the Directors' Report on Remuneration for the year ended 31 December 2020.

**3.** By separate resolutions, to re-appoint the following Directors who being eligible, offer themselves for re-appointment:

- (a)** John Hennessy
- (b)** Patrick McCann
- (c)** Stephen McNally
- (d)** Dermot Crowley
- (e)** Robert Dix
- (f)** Alf Smiddy
- (g)** Margaret Sweeney
- (h)** Elizabeth McMeikan
- (i)** Shane Casserly

**4.** To authorise the Directors to determine the remuneration of the Auditors.

**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 €742,679 representing approximately 33.33% of the aggregate nominal value of the issued ordinary share capital of the Company (excluding treasury shares) as at 5 p.m. on 26 March 2021; 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 €742,679 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 5 p.m. on 26 March 2021 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 rights issues open for a period or periods fixed by the Directors to or in favour 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 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, but without limitation to any of the foregoing, to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems (including dealing with any fractional entitlements and/or arising in respect of any overseas shareholders) under or by virtue of the laws of, or the requirements of any regulatory body or stock exchange in, any territory.

The authority hereby conferred shall commence at the time of passing 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.

To consider and, if thought fit, to pass the following resolutions as special resolutions:

**6.** Subject to and conditional upon Resolution 5 of this Notice of AGM being passed and in addition and without prejudice to or limitation of any power and authority granted under Resolution 7 of this Notice of AGM, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby generally and unconditionally authorised 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 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 by special resolution 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 offers 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 of the holders of equity securities 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 equity securities 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, but without limitation to any of the foregoing, such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems (including dealing with any fractional entitlements and/or arising in respect of any overseas members) under or by virtue of the laws 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 €111,413, which represents 5% of the issued share capital of the Company (excluding treasury shares) as at 5 p.m. on 26 March 2021;

and/or

**(c)** allotment of equity securities pursuant to any employee share scheme of the Company.

**7.** Subject to and conditional upon Resolution 5 of this 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 generally and unconditionally authorised 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 this Resolution and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or 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 by special resolution 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 €111,413 which represents 5% of the issued share capital of the Company (excluding treasury shares) as at 5 p.m. on 26 March 2021; 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 in effect and as applied prior to the date of this 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 5 p.m. 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;

**(c)** the maximum price (excluding expenses) which may be paid for any ordinary share shall be the higher of:

**(i)** 5% above the average of the closing prices of the Company's ordinary shares taken from the main market of Euronext Dublin and/or the London Stock Exchange (as the case may be depending on where the purchase is carried out), in each case for the five business days prior to 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(s) 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; and

**(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-back 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, provided that 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 share is required to satisfy an obligation under an employee share scheme (as defined in the Listing Rules issued by the 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 issued at a price lower than its nominal value); and

**(c)** for the purposes of subparagraphs (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 in this Resolution 9 shall expire at 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. 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-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 of the Company 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 by special resolution in general meeting.

**By order of the Board**



**Seán McKeon**  
Company Secretary

Registered Office:  
Burton Court  
Burton Hall Drive  
Sandyford  
Dublin 18  
D18 Y2T8  
Ireland.

31 March 2021

# Shareholder Information

THE FOLLOWING INFORMATION IS PROVIDED TO MEMBERS IN ACCORDANCE WITH SECTION 1103 OF THE COMPANIES ACT 2014.

## Entitlement to attend and vote

**1.** Only those members registered in the register of members of the Company at 6 p.m. on Sunday, 25 April 2021 or if the AGM is adjourned, at 6 p.m. 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 vote at the AGM, or if relevant, any adjournment thereof. Changes in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

**2.** Notwithstanding any other provisions of these notes, the Company will take all appropriate safety measures as the Directors may in their absolute discretion determine from time to time, and in any individual case, to be necessary or desirable at, during or prior to the AGM to ensure the safety of any attendees and others involved with it. Such measures may include, without limitation, the restriction of the number of attendees, and health and/or compliance related checks and requirements.

## Instructions for Accessing the Virtual Meeting Platform

**3.** Shareholders will be given the opportunity to remotely access the AGM, ask questions and vote at the AGM via the Virtual Meeting Platform.

**4.** Shareholders can access the Virtual Meeting Platform via a mobile web client, which is compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer v. 10 and below are not supported), Edge and Safari and can be accessed using any web browser, on a PC or smartphone device. To remotely attend and/or vote using this method, please go to <https://web.lumiagm.com>.

**5.** Once you have accessed <https://web.lumiagm.com> from your web browser, you will be asked to enter the Lumi Meeting ID which is 109-082-236. You will then be prompted to enter your unique Shareholder reference Number ("SRN") and PIN. These can be found printed on the Form of Proxy for use at the AGM. Access to the AGM will be available

from 11.15 a.m. on 29 April 2021, as further detailed below.

**6.** There is no requirement for Shareholders to give notice of their intention to access the AGM. However, persons appointed as a proxy or corporate representative for a Shareholder to access the AGM should contact Computershare, providing satisfactory evidence of their appointment before 9.30a.m. on 28 April 2021 by emailing [clientservices@computershare.ie](mailto:clientservices@computershare.ie) for unique log-in credentials in order to access the AGM. Persons who hold interests in Dalata shares through the Euroclear Bank system or as CREST depository interests ("CDIs") through the CREST system, wishing to access the AGM through the Virtual Meeting Platform, should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments for the AGM.

**7.** The AGM will be broadcast in audio-visual format. Once logged in, and from the commencement of the AGM, Shareholders will be able to listen to and view the proceedings of the meeting on their device. Access to the AGM will be available from 11.15 a.m. on 29 April 2021, although the voting functionality will not be enabled until the Chair of the AGM declares the poll open

**8.** Once the Chair has formally opened the AGM, he will explain the voting procedure. Voting will be enabled on all resolutions on the Chair's instruction. This means that attendees may, at any time while the poll is open, vote electronically on any or all of the Resolutions. Resolutions will not be put forward separately

**9.** Once the Resolutions have been proposed, they will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your

vote, simply select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure at the end of the AGM.

**10.** Questions on the day can be submitted either as text via the Lumi messaging function or verbally via the teleconference. Details of how to access the teleconference will be provided on the day of the AGM once you are logged into the Lumi platform.

**11.** During the AGM, you must ensure you are connected to the internet at all times in order to vote when the Chair commences polling. Therefore, it is your responsibility to ensure connectivity for the duration of the AGM via your internet connection. The Virtual Meeting Guide contains further information on remotely accessing and participating in the Meeting via the Virtual Meeting Platform and is available on the Company's website: [dalatahotelgroup.com](http://dalatahotelgroup.com).

## Appointment of Proxy

**12.** The process for appointing a proxy now depends on the manner in which you hold your interest in the Company.

**13.** All proxy voting instructions (whether submitted directly or through the Euroclear Bank system or the CREST system (for those holding 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.

**14.** Certificated (paper) shareholders: For shareholders whose name appears on the register of members of the Company (shareholders holding shares in certificated (paper) form i.e. not those shareholders holding interests in ordinary shares via the Euroclear Bank system or as CDIs via the CREST system) your proxy may:

**(a)** be submitted by fax to +353 (1) 447 5572, provided it is received in legible form;

**(b)** or be submitted electronically, subject to the terms and conditions of electronic voting, by accessing the Registrar's website: [eproxyappointment.com](http://eproxyappointment.com). You will require your Control Number, Shareholder Reference Number (SRN) and PIN number as printed on your Form of Proxy. Full details of the procedures, including voting instructions are given on the website, or

**(c)** be submitted by post to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland.

**(d)** The deadline for receipt of proxies is 11.30 am on Tuesday, 27 April 2021.

**15.** In the case of a body corporate member, 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 6. A proxy (including a substitute proxy) shall be entitled at his or her discretion and without notice to the member to (i) nominate and appoint any person to be a substitute proxy for him or her for any of the purposes contemplated by the Form of Proxy with liberty to revoke any such appointment at his or her discretion and/or (ii) replace such substitute proxy with any other person at his or her discretion (each of the foregoing being, a Substitute Proxy). A proxy shall provide any Substitute Proxy with a copy (electronic or otherwise) of the Form of Proxy. A Substitute Proxy shall be bound by, and shall be entitled to act in all respects in accordance with, the terms of the Form of Proxy. All references to 'proxy' shall be deemed to include persons who are Substitute Proxies for the time being. Members should indicate how they wish their proxy to vote by marking the

appropriate box. A member may direct their proxy to vote "For", "Against", or to "Abstain". If no such specific instructions are given, the proxy will vote the member's vote at his/her discretion. A vote cast as abstain is not a vote in law and will not be counted in the calculation of the proportion of votes "for" or "against" the resolution.

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

**17.** For those who 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).

**18.** For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian directly.

#### **Euroclear Bank Participants**

**19.** We set out some information in the following paragraphs to guide persons holding their interest in the Company as Belgian law rights through the Euroclear Bank system. However, we advise holders to 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.

**20.** 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") in February 2021 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:

- ↳ vote in favour of all or a specific resolution(s);
- ↳ vote against all or a specific resolution(s);
- ↳ abstain from all or a specific resolution(s); or
- ↳ 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.

**21.** 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 regard.

**22.** 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 at note 9(b) above.

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

#### **CREST members holding CDIs**

**24.** We set out some information in the following paragraphs to guide persons holding their interest in the Company as CDIs via the CREST system. However, we advise holders to 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.

**25.** Euroclear UK & Ireland ("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 & Ireland" which can be found at Webpage:

<https://my.euroclear.com/users/en/login.html?resource=%2Fcontent%2Fo>

Following member login, 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.

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

**27.** 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.html?resource=%2Fcontent%2Fdam%2Feuroclear%2FOperational%2FEUI%2FForms%2FCRT408%2520Meeting%2520Voting%2520Client%2520SetUp%2520Form.xlsx&\\$\\$login\\$\\$=%24%24login%24%24&j\\_reason=unknown&j\\_reason\\_code=unknown](https://my.euroclear.com/users/en/login.html?resource=%2Fcontent%2Fdam%2Feuroclear%2FOperational%2FEUI%2FForms%2FCRT408%2520Meeting%2520Voting%2520Client%2520SetUp%2520Form.xlsx&$$login$$=%24%24login%24%24&j_reason=unknown&j_reason_code=unknown).

**28.** 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](mailto:eui.srd2@euroclear.com)

**29.** Fully completed and returned applications forms will be shared with Broadridge by EUI. 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.

**30.** The voting service will process and deliver proxy voting instructions received from CREST members 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 deadline will be

earlier than Euroclear Bank's voting instruction deadline as set out above.

**31.** 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.

**32.** CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new 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.

### **Voting rights and the total number of issued shares**

**33.** The total number of issued ordinary shares on the date of this Notice of AGM is 222,826,072. Each ordinary share carries one vote. On a vote on a show of hands, every member present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every member shall have one vote for every share carrying rights of which he is the holder.

**34.** Where a poll is taken at the AGM any member present in person or by proxy, holding more than one share is not obliged to cast all his/her/its votes in the same way.

**35.** Ordinary resolutions are required to be passed by a simple majority of members voting in person or by proxy. Special resolutions are required to be passed by a majority of not less than 75% of votes cast by those who vote either in person or in proxy.

**36.** We would strongly encourage all shareholders to submit their voting instructions via the processes detailed above to ensure they vote and are represented at the AGM.

### **Questions**

**37.** The AGM is an opportunity for members to put questions to the Chair. Before the AGM, a member may also submit a question by sending a letter, or email (in each case with evidence of their shareholding) to the Company Secretary Correspondence should arrive no later than Monday 26 April 2021; letters to the Company's Registered Office, emails to [companysecretarial@dalatahotelgroup.com](mailto:companysecretarial@dalatahotelgroup.com).

**38.** Questions on the day can be submitted either as text via the Virtual Meeting Platform as explained in paragraph 10 on page 7.

**39.** Questions will be moderated before being sent to the Chair. This is to avoid repetition and ensure the smooth running of the meeting. If multiple questions on the same topic are received, the Chair may choose to provide a single answer to address shareholder queries on the same topic. Only questions relating to the business of the AGM will be considered.

**40.** Under Section 1107 of the Companies Act 2014, the Company must answer any question which a member may ask relating to the business being dealt with at the AGM unless:

(a) answering the question would interfere unduly with the preparation for the AGM or the confidentiality and business interests of the Company;

(b) the answer has already been given on a website in a question-and-answer format: or

(c) it appears to the Chair of the AGM that it is undesirable in the interests of good order of the meeting that the question be answered.

### **Members' right to table draft resolutions and to put items on the agenda**

**41.** Pursuant to Section 1104 of the Companies Act 2014, a member or a group of members holding 3% of the issued share capital, representing at least 3% of the total voting rights of all members who have a right to vote at the AGM, have a right to put an item on the agenda for the AGM and/or table a draft resolution for inclusion in the agenda of the AGM subject to any contrary provisions in company law which impose other conditions on the right of members to put items on the agenda for or to propose resolutions at the AGM.

**42.** Such requests were required have been received by the Company no later than 18 March 2021 having regard to the 42 day period specified in Section 1104. For this purpose and in accordance with Section 1104, the date of the AGM was placed on the Company's website before the end of 2020 to provide members with sufficient notice to prepare and submit draft resolutions.

**43.** The company did not receive any request to put an item on the agenda or table a draft resolution for inclusion in the agenda of this year's AGM.

**44.** Concerning requests pursuant to Section 1104 members are advised that such a request:

**(a)** Must be received by at least 42 days before the date of the meeting to which it relates

**(b)** may be in hard copy form or in electronic form;

**(c)** must set out in writing details of the item to be included and/or draft resolution in full or, if supporting an item to be included or a draft resolution sent by another member, clearly identify the item to be included and/or the draft resolution which is being supported;

**(d)** must be authenticated by the person or persons making it (by identifying the member or members meeting the qualification criteria and, if in hard copy, by being signed by the member or members); and

In addition to the above, requests must be made in one of the following ways:

**(e)** a hard copy request which is signed by the member(s), stating the full name and address of the member(s) and is sent to the Company Secretary at the Company's Registered office or

**(f)** a request which states the full name and address of the member(s) and is sent to [investorrelations@dalatahotelgroup.com](mailto:investorrelations@dalatahotelgroup.com).

**45.** A requested item or draft resolution must not be such as would be incapable of being passed or otherwise be ineffective or redundant (whether by reason of inconsistency with any enactment or the Company's constitution, or on account of the substantive nature of other resolutions on the agenda of the AGM, or otherwise). Any requested item or draft resolution must not be defamatory of any person.

**46.** Subject to the Companies Act 2014 and any provision of the Company's constitution, where a resolution is proposed as a special resolution, no amendment to the resolution (other than an amendment to correct a patent error) may be considered at the general meeting.

**47.** Subject to the Companies Act 2014 and any provision of the Company's constitution, where a resolution is proposed as an ordinary resolution, no amendment to the resolution (other than an amendment to correct a patent error) may be considered or voted upon unless either at least forty-eight hours prior to the time appointed for holding the general meeting or adjourned meeting at which the ordinary resolution is to be approved, notice in writing of the terms of the amendment and intention to move same has been lodged with the Company Secretary (at the Company's Registered Office), or the Chair in his absolute discretion decides that it may be considered or voted upon.

#### **Information regarding the AGM**

**48.** Information regarding the AGM, including information required by Section 1103 of the Companies Act 2014, is available from [dalatahotelgroup.com](http://dalatahotelgroup.com).



**Central Office**

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