

Dalata Hotel Group plc
Annual General Meeting
25th April 2024

Ordinary and Special Resolutions passed at the Annual General Meeting

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 2023 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 2023.
3. To declare a final dividend of 8 cent per ordinary share for the financial year ended 31 December 2023.
4. By separate resolutions, to re- appoint the following Directors who being eligible, offer themselves for re- appointment:
 - (a) John Hennessy
 - (b) Dermot Crowley
 - (c) Elizabeth McMeikan
 - (d) Cathriona Hallahan
 - (e) Gervaise Slowey
 - (f) Shane Casserly
 - (g) Carol Phelan
 - (h) Jon Mortimore
5. To authorise the Directors to determine the remuneration of the Auditors.

6. 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 6, up to an aggregate nominal amount of €747,465 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 21 March 2024; and

(b) without prejudice to or limitation of any power and authority granted under paragraph (a) of this Resolution 6, up to an aggregate nominal value of €747,465 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 21 March 2024 provided that any equity securities (as defined in Section 1023(1) of the Companies Act 2014) allotted pursuant to the authority in this paragraph 6(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 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 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:

7. Subject to and conditional upon Resolution 6 of this Notice of AGM being passed and in addition and without prejudice to or limitation of any power and authority granted under Resolution 8 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 6 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 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 €224,262, which represents 10% of the issued share capital of the Company (excluding treasury shares) as at 5 p.m. on 21 March 2024;

and/or

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

and/or

(d) the allotment of equity securities (otherwise than pursuant to paragraphs (a), (b) or (c) of this resolution), up to a nominal amount equal to 20% of any allotment of equity securities from time to time made pursuant to paragraph (b) of this Resolution, such authority to be used only for the purposes of making a follow-on offer which the Directors determine is substantially similar to the kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in November 2022.

8. Subject to and conditional upon

Resolution 6 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 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 6 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 €224,262 which represents 10% of the issued share capital of the Company (excluding treasury shares) as at 5 p.m. on 21 March 2024 and 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 published in November 2022; and

(b) other than pursuant to paragraph (a) of this Resolution, such power shall be limited to the allotment of equity securities up to a nominal amount equal to 20% of any allotment of equity securities from time to time made pursuant to paragraph (a) of this resolution, such authority to be used only for the purposes of making a follow-on offer which the Directors determine is substantially similar to the kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in November 2022.

9. 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.

10. 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 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 in this Resolution 10 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. 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

11. 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.

12. That the constitution of the Company be amended by the deletion of the existing Article 74 in its entirety and its replacement with the following:

"Unless otherwise determined by the Company in General Meeting the number of Directors shall not be more than twelve nor less than two. The continuing Directors may act notwithstanding any vacancy in their body, provided that, and subject as provided in these Articles, if the number of the Directors is reduced below the prescribed minimum the remaining Director or Directors shall appoint forthwith an additional Director or additional Directors to make up such minimum or shall convene a general meeting of the Company for the purpose of making such appointment. If there be no Director or Directors able or willing to act then any two Members may summon a general meeting for the purpose of appointing Directors. Any additional Director so appointed shall hold office (subject to the provisions of the Acts and these Articles) only until the conclusion of the annual general meeting of the Company next following such appointment unless he is re-elected during such meeting and he shall not retire by rotation at such meeting or be taken into account in determining the Directors who are to retire by rotation at such meeting”.

Sean McKeon
Company Secretary
Dalata Hotel Group plc