



**Dalata Hotel Group PLC**

**EGM Results 11 September 2025**

## **Ordinary and Special Resolutions passed at the EGM**

### **1 Special Resolution: Amendment of Memorandum of Association**

That, with effect from the passing of this resolution, the Memorandum of Association of Dalata be amended by the addition of the following new paragraph 3.31 after the existing paragraph 3.30:

*“To enter into any scheme of arrangement with its creditors or members or any class of them pursuant to Sections 449 to 455 of the Companies Act 2014, including without prejudice to the generality of the foregoing, to enter into the scheme of arrangement dated 12 August 2025 (the “Scheme of Arrangement”) between the Company and the holders of the Scheme Shares (as defined in the Scheme of Arrangement) in its original form or with or subject to any modification, addition or condition approved or imposed by the Irish High Court.”*

### **2 Ordinary Resolution: Approval of the Scheme of Arrangement**

That, subject to the passing of Resolution 1 above and to the approval by the requisite majority of Dalata shareholders of the Scheme of Arrangement at the Scheme Meetings, the Scheme of Arrangement (a copy of which has been produced to this meeting) in its original form or with or subject to any modification, addition or condition approved or imposed by the High Court be approved and the directors of Dalata be authorised to take all such action as they consider necessary or appropriate for carrying the Scheme of Arrangement into effect.

### **3 Special Resolution: Cancellation of Cancellation Shares**

That, subject to the passing of Resolutions 1 and 2 above and to the confirmation of the High Court pursuant to Section 84 of the Companies Act 2014 and pursuant to Article 46 of Dalata's Articles of Association, the issued share capital of Dalata be reduced by the amount of the nominal value of the Cancellation Shares (as defined in the Scheme of Arrangement) by cancelling and extinguishing all the Cancellation Shares but without thereby reducing the authorised share capital of Dalata and the reserve arising from such cancellation and extinguishment shall be treated as a realised profit for the purposes of the Companies Act 2014.

### **4 Ordinary Resolution: Application of Reserves**

That, subject to the passing of Resolutions 1, 2 and 3 above:

(a) the directors of the Company be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 1021 of the Companies Act 2014 to give effect to this resolution and accordingly to effect the allotment of the New Dalata Shares (as defined in the Scheme of Arrangement) referred to in paragraph (b) below, provided that: (a) this authority shall expire on the day following the End Date (as defined in the Scheme of Arrangement); (b) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be an amount equal to the aggregate nominal value of the Cancellation Shares (as defined in the Scheme of Arrangement); and (c) this authority shall be without prejudice to or limitation of any other authority under the said Section 1021 previously granted before the date on which this resolution is passed;

(b) as soon as possible following the reduction of capital referred to in Resolution 3 above taking effect, the reserve arising in the books of account of the Company as a result of the cancellation of the Cancellation Shares be applied in paying up in full at par such number of New Dalata Shares as shall be equal to the aggregate of the number of Cancellation Shares cancelled pursuant to Resolution 3 above, such New Dalata Shares to be allotted and issued to Bidco (as defined in the Scheme of Arrangement) in the manner described in the Scheme of Arrangement, credited as fully paid up and free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature whatsoever.

## **5 Special Resolution: Amendment of Articles of Association**

That, subject to the Scheme of Arrangement becoming effective, the Articles of Association of Dalata be amended by adding the following new Article 140:

### **“140. Scheme of Arrangement**

(a) In these Articles, the “Scheme” means the scheme of arrangement dated 12 August 2025 between the Company and the holders of the scheme shares (which comprise the ordinary shares of the Company that are cancelled or transferred under the Scheme) (the “Scheme Shares”) under Chapter 1 of Part 9 of the Act in its original form or with or subject to any modification, addition or condition approved or imposed by the Irish High Court and expressions defined in the Scheme and (if not so defined) in the document containing the circular circulated with the Scheme under Section 452 of the Act shall have the same meanings in this Article.

(b) Notwithstanding any other provision of these Articles, if the Company allots and issues any ordinary shares (other than to Pandox Ireland Tuck Limited (“Bidco”) and/or its nominee(s)) on or after the Voting Record Time and prior to the Scheme Record Time, such shares shall be allotted and issued subject to the terms of the Scheme and the holder or holders of those shares shall be bound by the Scheme accordingly.

(c) Notwithstanding any other provision of these Articles, if any new ordinary shares of the Company are allotted or issued to any person (a “new member”) (other than to Bidco and/or its nominee(s) (holding on bare trust for Bidco)) on or after the Scheme Record Time, the new member shall, provided the Scheme has become effective, immediately transfer such shares, free of all encumbrances, to Bidco and/or its nominee(s) in consideration of and conditional on the payment by Bidco to the new member of the amount of cash to which the new member would have been entitled under the terms of the Scheme had such ordinary shares transferred to Bidco hereunder been Scheme Shares at the Scheme Record Time, such new ordinary shares of the Company to rank *pari passu* in all respects with all other ordinary shares of the Company for the time being in issue and ranking for any dividends or distributions made, paid or declared thereon following the date on which the transfer of such new ordinary shares of the Company is executed.

(d) In order to give effect to any such transfer required by this Article 140, the Board may appoint any person to execute and deliver a form of transfer on behalf of, or as attorney and/or agent and/or otherwise for and in the name of the new member in favour of Bidco and/or its nominee(s) without the need for any further action being required to give effect thereto. Pending the registration of Bidco and/or its nominee(s) as holder of any share to be transferred under this Article 140, the new member shall not be entitled to exercise any

rights attaching to any such shares unless so agreed by Bidco and Bidco shall be irrevocably empowered to appoint a person nominated by Bidco to act as attorney or agent on behalf of any holder of that share in accordance with any directions Bidco may give in relation to any dealings with or disposal of that share (or any interest in it), the exercise of any rights attached to it or receipt of any distribution or other benefit accruing or payable in respect of it and any holder(s) of that share must exercise all rights attaching to it in accordance with the directions of Bidco. The Company shall not be obliged to issue a share certificate to the new member for any such share.

(e) The reserve arising in the books of account of the Company as a result of the cancellation of the Cancellation Shares may be applied by the Board at such time as the Board shall determine in paying up in full at par such number of New Dalata Shares (as defined in the Scheme) as shall be equal to the aggregate of the number of Cancellation Shares, such New Dalata Shares to be allotted and issued to Bidco in the manner described in the Scheme, credited as fully paid up and free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature whatsoever.”

#### **6 Ordinary Resolution: Management Incentive Payment**

That the Management Incentive Payment, summarised in paragraph 11 of Part III (Explanatory Statement) of the document to Dalata Shareholders dated 12 August 2025 (the “Scheme Document”) is hereby approved in or substantially in such form for the purposes of Rule 16 of the Takeover Rules, notwithstanding that such arrangements are not extended to all Dalata Shareholders (capitalised terms are as defined in the Scheme Document).

#### **7 Ordinary Resolution: Adjournment of the EGM**

That any motion by the Chairperson to adjourn the EGM, or any adjournments thereof, to another time and place if necessary or desirable to solicit additional proxies if there are insufficient votes at the time of the EGM to approve the Scheme, or any of the other resolutions set out above, be approved.

Sean McKeon

Company Secretary

Dalata Hotel Group plc