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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, who is authorised or exempted under the European Communities (Markets in Financial Instruments) Regulations (Nos 1 to 3) 2007(as amended) or the Investment Intermediaries Act, 1995 if you are resident in Ireland, or who is authorised under the Financial Services and Markets Act, 2000 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 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.

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## ANNUAL GENERAL MEETING



(Incorporated in Ireland under the Companies Acts 1963 to 2013 – registered number 534888)

**Wednesday, 27th April 2016 at 11.30 a.m.**

**The Gibson Hotel, Point Village, Dublin 1, Ireland**

The Group's 2015 Annual Report is available to view online at:

**[www.dalatahotelgroup.com](http://www.dalatahotelgroup.com)**

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Notice of the Annual General Meeting of Dalata Hotel Group p.l.c. to be held at The Gibson Hotel, Point Village, Dublin 1, Ireland, on Wednesday, 27th April 2016 at 11.30 a.m., is set out in this document, accompanied by a Form of Proxy for use in connection with the resolutions at the meeting. To be valid, the Form of Proxy must be returned so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland by 11.30 a.m. on Monday, 25th April 2016.

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**Letter from the Chairman to the Members of  
Dalata Hotel Group p.l.c.**

29<sup>th</sup> March 2016

Dear Member,

I am writing to inform you that the forthcoming Annual General Meeting of Dalata Hotel Group p.l.c. (the “**Company**”) (“**AGM**”) will be held at 11.30 a.m. on Wednesday, 27<sup>th</sup> April 2016 at The Gibson Hotel, Point Village, Dublin 1, Ireland.

You will find the Notice of the AGM set out on pages 4 to 5 of this document and this letter explains the items of business to be considered by the members at the AGM.

I believe that the AGM provides a worthwhile and meaningful opportunity for members to exercise their shareholder rights through raising questions, engaging with the directors of the Company (the “**Directors**”) and by voting on the business of the meeting.

I am pleased to enclose a copy of the Company’s Annual Report for the year ended 31 December 2015 with this letter. Please also note that the Company’s Annual Report is now available to view and download on our website [www.dalatahotelgroup.com](http://www.dalatahotelgroup.com).

**Proxy Form**

You will find enclosed a Form of Proxy and Attendance Card for the AGM. Whether or not you wish to attend the AGM you should complete and sign the Form of Proxy and return it by no later than 11.30 a.m. on Monday, 25<sup>th</sup> April 2016 to Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland. Alternatively, you may register your proxy appointment and voting instructions electronically via the internet, details of which are provided in the notes section on pages 6 and 7 of this document. (Please see notes 3 and 4 in the Notes attached to the Notice of AGM). Completion and return of the Form of Proxy will not preclude you from attending and voting at the AGM, should you wish to do so. If you wish to attend the AGM in person please bring your Attendance Card with you. If you appoint a person other than the Chairman or any other officer of the Company as your proxy, please give your Attendance Card to that person for his/her admission to the AGM. Your Attendance Card should be brought with you to the AGM to ensure ease of admission. Failure to bring this card may result in you being asked to provide identification (Passport or Driving Licence) in order to gain entry to the AGM.

**Business to be considered at the AGM**

**Resolution 1: Financial Statements, Annual Report and Affairs of the Company**

Resolution 1 is asking members to receive and consider the Financial Statements and Accounts of the Company for the year ended 31 December 2015, together with the reports of the Directors and the Auditors and a review of the affairs of the Company.

**Resolution 2: Director’s Report on Remuneration**

Resolution 2 is asking members to receive and consider the Director’s Report on Remuneration as set out on pages 64 to 73 of the 2015 Annual Report. While there is no legal obligation on the Company to put such a resolution to its members, the Directors, being committed to good corporate governance practices, believe that such a resolution is best practice.

### **Resolution 3: Re-appointment of Directors**

As part of the Company's commitment to best corporate governance practice, each of the Directors has agreed to voluntarily retire from office at the end of the AGM and offer themselves for re-election at the AGM in accordance with the UK Corporate Governance Code. Resolution 3 is asking members to re-appoint each of the Company's current Directors.

Biographies of each of the Directors who are offering themselves for re-appointment at the AGM, together with a detailed description of their skills, expertise and experience are set out on pages 45 to 47 of the 2015 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 relevant securities**

Resolution 5 is asking members to renew the Directors' authority to allot relevant securities within the meaning of Section 1021 of the Companies Act 2014, up to an aggregate nominal value of shares equal to €609,790, representing 33% of the issued share capital of the Company as at 25th March 2016 (the latest practicable date prior to the publication of this letter). If adopted, this authority will expire on close of business on the date of the next AGM of the Company or within 15 months of the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed.

### **Resolution 6: Disapplication of statutory pre-emption rights**

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 €91,483, which represents 5% of the total nominal value of the Company's issued share capital as at 25th March 2016 (the latest practicable date prior to the publication of this letter). If adopted, this authority will expire on close of business on the date of the next AGM of the Company or within 15 months of the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed.

### **Resolution 7: Notice of General Meetings**

Resolution 7 allows the Directors to call a general meeting (other than the annual general meeting) on 14 clear days' notice where the purpose of the meeting is to consider one or more ordinary resolutions and not a special resolution. Section 1102 of the Companies Act 2014 envisages that on an annual basis a company may pass a resolution such as this Resolution 7 to preserve its flexibility to call certain extraordinary general meetings, where appropriate, using the shorter notice period (14 clear days). This authority will be effective until the next AGM of the Company, when it is intended that a similar resolution will be proposed.

### **Resolution 8 and 9: Amendments to Memorandum and Articles of Association of the Company**

Resolutions 8 and 9 propose amendments to the Company's Memorandum and Articles of Association (the "M&A"). The Company made certain amendments to its Articles of Association (the "Articles") last year to take account of the statutory provisions that applied to the Company at that time under both the Companies Acts 1963 to 2013 and the new Companies Act 2014. Since the 2015 AGM, the Companies Act 2014 has taken effect and it is proposed to align the M&A more fully with the provisions of the Companies Act 2014 and to remove all references to the previous legislation. A copy of the new M&A, together with a comparison against the existing M&A, are available on the Company's website ([www.dalatahotelgroup.com](http://www.dalatahotelgroup.com)), at its registered office and at the offices of A&L Goodbody at Augustine House, Austin Friars, London EC2N 2HA, United Kingdom.

### **Recommendation**

Your Board of Directors unanimously recommends that you vote in favour of each of the resolutions to be proposed at the AGM, as the Directors intend to do themselves in respect of their own beneficial holdings of ordinary shares.

Yours faithfully,



**John Hennessy**

**Chairman**

**NOTICE OF MEETING  
OF  
DALATA HOTEL GROUP p.l.c (the “Company”)**

**NOTICE** is hereby given that the Annual General Meeting of the Company will be held at 11.30 a.m. on Wednesday, 27<sup>th</sup> April 2016 at The Gibson Hotel, Point Village, Dublin 1, Ireland, for the following purposes:

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

1. To receive and consider the accounts for the year ended 31 December 2015 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 Director’s Report on Remuneration for the year ended 31 December 2015.
3. By separate resolutions, to re-appoint the following Directors who retire in accordance with the Articles of Association and, 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; and
  - (g) Margaret Sweeney.
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) up to an aggregate nominal amount of €603,790 representing 33% of the aggregate nominal value of the issued share capital of the Company as at 25th March 2016. The authority hereby conferred shall commence at the time of the passing of this Resolution and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or 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 resolution as a **special resolutions**:

6. Subject to and conditional upon Resolution 5 of the Notice of AGM being duly passed, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014 the Directors be and are hereby empowered to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to the authority to allot relevant securities conferred on the Directors by Resolution 5 of this Notice of AGM as if Section 1022(1) of the Companies Act 2014 did not apply to any such allotment, such power to be effective from the time of passing of this Resolution and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or 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; and such power being limited to:

- 6.1. the allotment of equity securities in connection with any offer of securities, open for a period fixed by the Directors, by way of rights issue, open offer or other invitation to or in favour of the holders of ordinary shares and/or any persons having a right to subscribe for equity securities in the capital of the Company (including, without limitation, any person entitled to options under any of the Company's share option scheme or share incentive plans then in force) where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may reasonably be) to the respective number of equity securities held by them and subject thereto by way of placing or otherwise of any securities not taken up in such issue or offer and subject further 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 the laws of, or the requirements of any regulatory body or stock exchange in, any territory; and/or
- 6.2. the allotment of equity securities up to a maximum aggregate nominal value of €91,483, which represents 5% of the issued share capital of the Company as at the close of business on 25th March 2016.
7. 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 articles of association of the Company). The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company held after the date of the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting.
8. That:
  - 8.1. Clause 2 of the Memorandum of Association of the Company be deleted in its entirety and the words "The Company is a public limited company registered under Part 17 of the Companies Act 2014" be substituted therefor; and
  - 8.2. The words "Section 155 of the Companies Act 1963" in Clause 3.17 of the Memorandum of Association of the Company be removed and the words "the Companies Act 2014" be substituted therefor.
9. That the articles of association produced to the meeting (a copy of which regulations are marked "AA270416" for identification) be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

By order of the Board



**Sean McKeon**

Company Secretary

Registered Office: 4<sup>th</sup> Floor, Burton Court, Burton Hall Drive, Sandyford, Dublin 18, Ireland.

29<sup>th</sup> March 2016

# AGM Notice: Notes

## *Entitlement to attend and vote*

1. Only those members registered in the register of members of the Company at 6 p.m. on Monday, 25th April 2016 or if the AGM is adjourned, at 6 p.m. on the day that falls 48 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.

## *Appointment of Proxy*

2. A member entitled to attend, speak, ask questions and vote is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf at the AGM and may appoint more than one proxy to attend on the same occasion in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the shares differently from other shares held by it. The appointment of a proxy will not preclude a member from attending, speaking, asking questions and voting at the meeting should the member subsequently wish to do so. A proxy shall be bound by the articles of association of the Company. A proxy need not be a member of the Company. If you wish to appoint more than one proxy please contact the Registrars of the Company, Computershare Investor Services (Ireland) Limited, by emailing [clientservices@computershare.ie](mailto:clientservices@computershare.ie).
3. A Form of Proxy is enclosed with your AGM Notice. To be effective, the Form of Proxy duly completed and executed, together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland, must be deposited with the Registrars of the Company, by post to Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland so as to be received no later than 48 hours before the time appointed for the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the Form of Proxy must be initialled by the person who signs it.
4. Alternatively, subject to the articles of association of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may:
  - (a) be submitted by fax to +353 (1) 447 5572, provided it is received in legible form; or
  - (b) be submitted electronically by accessing the Registrar's website, [www.eproxyappointment.com](http://www.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 through CREST in the case of CREST members, CREST sponsored members or CREST members who have appointed voting service providers. Transmission of CREST Proxy instructions must be done and authenticated in accordance with Euroclear specifications as set out in the CREST Manual and received by the Registrar under **(ID 3RA50)**.
5. In the case of a corporation, 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 4.
6. 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), the proxy will act at his/her discretion in voting on such matters.

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

7. As a member, you have several ways of exercising your vote; (a) by attending the AGM in person, (b) by appointing a proxy to vote on your behalf or (c) by appointing a proxy via the CREST system if you hold your shares in CREST. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
8. The total number of issued ordinary shares on the date of this Notice of AGM is 182,966,666. 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. Ordinary Resolutions require to be passed by a simple majority of members voting in person or by proxy.
9. Where a poll is taken at an the AGM any member present in person or by proxy, holding more than one share is not obliged to cast all his/her votes in the same way.
10. 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.

### ***Amendments to resolutions***

11. Subject to the Companies Act 2014 and any provision of the Company's articles of association, where a resolution is proposed as a special resolution or an ordinary resolution, no amendment to the resolution (other than an amendment to correct a patent error) may be considered or voted upon unless (a) the Chairman in his absolute discretion decides that it may be considered or voted upon and (b) the terms of the resolution as amended will still be such that adequate notice of the intention to pass the same can be deemed to have been given to all persons entitled to receive such notice in accordance with the Company's articles of association.

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

12. The Gibson Hotel is located on the north side of Dublin city in the Point Village, Dublin 1. Car parking is available at the venue and public transport from Dublin city centre is available through Dublin Bus (Routes 33X, 53, 151 and 747), and by the Luas (Red Line – The Point Stop).

