

ANNUAL GENERAL MEETING

**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.

**The Group's 2016 Annual Report is available to
view online at: www.dalatahotelgroup.com**

Annual General Meeting
Wednesday, 10th May 2017 at 11.30 a.m.
Clayton Hotel Burlington Road,
Dublin 4, Ireland

Notice of the Annual General Meeting of Dalata Hotel Group p.l.c. to be held at Clayton Hotel Burlington Road, Dublin 4, Ireland, on Wednesday, 10th May 2017 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, 8th May 2017.

Letter from the Chairman to the Members

27th March 2017

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, 10th May 2017 at the Clayton Hotel Burlington Road, Dublin 4, Ireland.

You will find the Notice of the AGM set out on pages 6 to 8 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 and Financial Statements for the year ended 31 December 2016 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.

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, 8th May 2017 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 9 to 11 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 2016, together with the reports of the Directors and the Auditors and a review of the affairs of 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 86 to 93 of the 2016 Annual Report. It should be noted that Resolution 2 is an advisory resolution and is not binding on the Company.

Resolution 3: Remuneration Policy

Resolution 3 is asking members to receive and consider the Company’s Remuneration Policy that was adopted by the Board on 27th February 2017, a copy of which is set out on pages 80 to 85 of the 2016 Annual Report. It should be noted that this Resolution 3 is an advisory resolution and is not binding on the Company.

Resolution 4: Re-appointment of Directors

Resolution 4 deals with the re-appointment of Directors. 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 detailed description of their skills, expertise and experience are set out on pages 52 to 54 of the 2016 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 5: Remuneration of the Auditors

Resolution 5 is asking members to authorise the Directors to determine the remuneration of the Company's Auditors.

Resolution 6: Long Term Incentive Plan

Resolution 6 seeks the approval of shareholders for a new incentive plan, the Dalata Hotel Group plc 2017 Long Term Incentive Plan (the "Plan"), for employees and executive directors of the Company or any of its subsidiaries. The Board has decided, based on recommendations of the Remuneration Committee and subject to shareholder approval, to introduce the Plan to reward, retain and incentivise key employees. While all employees of the Company or any of its subsidiaries will be eligible to participate in the Plan, the Company's current intention is that annual awards under the Plan will be primarily focused on those members of the Company's senior management who are capable of maximizing value for shareholders.

The principal features of the Plan are set out in the Appendix to this letter.

In the opinion of the Directors, the adoption of the Plan is in the best interests of the shareholders as a whole and they all intend to vote in favour of the resolution proposing the adoption of the Plan in respect of their own shareholdings.

The rules of the Dalata Hotel Group plc 2017 Long Term Incentive Plan will be available for inspection at both the Company's registered office; the Dalata Hotel Group plc, 4th Floor, Burton Court, Burton Hall Drive, Sandyford, Dublin 18, Ireland and also at the office of Deloitte LLP (Company Secretarial Department), 2 New Street Square, London EC4A 3BZ, from the date of this notice on any weekday (Saturdays, Sundays and public holidays excluded) until the close of the Annual General Meeting, and will also be available at the place of the Annual General Meeting for at least 15 minutes before and during the meeting.

Resolution 7: Authority to allot shares

Resolution 7 is asking members to renew the Directors' authority to allot shares within the meaning of Section 1021 of the Companies Act 2014, up to an aggregate nominal value of €603,790 (representing 33% of the issued share capital of the Company as at 27th March 2017 (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 at midnight on the date which is 15 months after the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed. The Directors have no current intention of exercising this authority. This resolution is a common one at annual general meetings of companies listed on the Official List of the Irish and/or London Stock Exchanges and is in line with institutional shareholder guidance.

Resolutions 8 and 9: 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.

Resolution 8 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 27th March 2017 (the latest practicable date prior to the publication of this letter). Resolution 9 is also 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 €91,483 which represents a further 5% of the total nominal value of the Company's issued share capital as at 27th March 2017 (the latest practicable date prior to the publication of this letter) for transactions which the Directors determine to be an acquisition or specified capital investment as contemplated by the Pre-emption Group's Statement of Principles (the Pre-emption Principles). If adopted, these authorities will expire at the conclusion of the next AGM 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 Official List of the Irish and/or London Stock Exchanges and are in line with institutional shareholder guidance, in particular with the Pre-Emption Principles. The Pre-Emption Principles were revised in March 2015 to allow authority for an issue of equity securities for cash otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of a company's issued share capital provided that the company intends to use the additional 5% authority only in connection with an acquisition or capital investment. In May 2016, the Pre-Emption Group published template resolutions outlining good practice in requests for the disapplication of statutory pre-emption rights. These template resolutions propose separate resolutions to authorise companies to (i) dis-apply pre-emption rights up to 5% of the issued share capital and (ii) disapply pre-emption rights for an additional 5% for transactions which the Directors determine to be an acquisition or other capital investment as contemplated by the Pre-Emption Principles. In accordance with the Pre-Emption Principles, the Board confirms in relation to Resolution 9 that: (a) it intends that any use of the authority in excess of 5% of the Company's issued share capital would be only in connection with an acquisition or specified capital investment; and (b) it does not intend to issue equity securities for cash representing more than 7.5% of the Company's issued share capital in any rolling three-year period to those who are not existing shareholders. For this purpose and reflecting the Pre-Emption Principles, 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.

Resolution 10: Notice of General Meetings

Resolution 10 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 10 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.

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 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, 10th May 2017 at the Clayton Hotel Burlington Road, Dublin 4, 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 2016 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 2016 that is set out on pages 86 to 93 of the 2016 Annual Report.
3. To receive and consider the Remuneration Policy of the Company that is set out in pages 80 to 85 of the 2016 Annual Report.
4. 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.
5. To authorise the Directors to determine the remuneration of the Auditors.
6. That
 - (a) the rules of the Dalata Hotel Group plc 2017 Long Term Incentive Plan in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification (the “Plan”), the principal terms of which are summarised in the Appendix to this Notice of Meeting, be and are hereby approved and the Directors of the Company be and are hereby authorised to adopt the Plan and do all acts and things which they may, in their discretion, consider necessary or expedient to give effect to the Plan; and
 - (b) the Directors of the Company be and are hereby authorised to adopt further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the Plan.

7. 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 27th March 2017 (excluding treasury shares). 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**:

8. Subject to and conditional upon Resolution 7 of the Notice of AGM being passed and in addition and without prejudice to or limitation of any power and authority granted under Resolution 9 of the Notice of AGM, 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 7 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 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 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 such power being limited to:
- (a) 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 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) 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 ordinary shares 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 (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
 - (b) 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 27th March 2017; and/or
 - (c) allotment of equity securities pursuant to any employee share scheme of the Company.

9. Subject to and conditional upon Resolution 7 of the Notice of AGM being passed and in addition and without prejudice to or limitation of any power and authority granted under Resolution 8 of the Notice of AGM, 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 7 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 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 such power being limited to:
- (a) 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 close of business on 27th March 2017; and
 - (b) used only 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 capital investment of a kind contemplated by the Statement of Principles on Disapplying the Pre-Emption Rights most recently published by the Pre-Emption Group and in effect prior to the date of this Notice of AGM.
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 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.

By order of the Board

Sean McKeon

Company Secretary

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

27th March 2017

AGM Notice: Notes

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 Monday, 8th May 2017 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.
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. 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.
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.

Questions at the AGM

11. The AGM is an opportunity for members to put questions to the Chairman during the question and answer session. Before the AGM, a member may also submit a question in writing by sending a letter and evidence of their shareholding at least four business days prior to the AGM by post to the Company Secretary, at the Company's Registered Office.
12. 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 of 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 Chairman 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

13. 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.

Requests:

- (a) may be in hard copy form or in electronic form;
- (b) 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;
- (c) 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
- (d) must have been received by the Company no later than 29 March 2017 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 2016.

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.

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 memorandum and articles of association, 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.

- 14. 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, no amendment to the resolution (other than an amendment to correct a patent error) may be considered at the general meeting. Subject to the Companies Act 2014 and any provision of the Company's articles of association, 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 proposed, 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 Chairman in his absolute discretion decides that it may be considered or voted upon.

Information regarding the AGM

- 15. Information regarding the AGM, including information required by Section 1103 of the Companies Act 2014, is available from www.dalatahotelgroup.com.
- 16. The Clayton Hotel Burlington Road, Leeson Street Upper, Dublin 4, is located minutes from Dublin City Centre. Car parking is available at the hotel and public transport from Dublin City Centre is available through Dublin Bus (Routes 7B, 7D, 11, 46A, 116 and 145).

Appendix

Summary of the Dalata Hotel Group plc 2017 Long Term Incentive Plan (the “Plan”)

The principal terms of the Plan are summarised below. The operation of the Plan will be supervised by the Remuneration Committee of the Board in respect of any executive director of the Company.

The Plan

Purpose and size of awards

Whilst any employee of Dalata Hotel Group plc (the “Company”) or any of its subsidiaries is eligible to participate in the Plan (see “Eligibility” below), it is the Company’s current intention that annual awards under the Plan will be primarily focused on those members of the Company’s senior management who are capable of maximizing value for shareholders. Any participation in the Plan by executive directors of the Company will be in accordance with the Directors’ Remuneration Policy approved by shareholders from time to time (the “Policy”).

The Board may not grant awards to an eligible employee in respect of any financial year over ordinary shares in the Company (“Shares”) with a maximum total market value (as determined by the Board) in excess of 200 per cent. of the relevant participant’s annual base salary and as referred to above, awards to executive directors may not exceed the levels set out in the Directors’ Remuneration Policy.

Eligibility

All employees (including executive directors) of the Company or any of its subsidiaries are eligible for selection to participate at the discretion of the Board.

Timing of awards

Awards may be granted during the 42 days beginning on: (i) the approval of the Plan by the Company’s shareholders; (ii) the day after the announcement of the Company’s results for any period; (iii) any day on which the Board determines that exceptional circumstances exist which justify the making of an award at that time; or (iv) the day on which the Policy is approved by shareholders. If the Company is restricted from granting awards during these periods, it may grant awards in the period of 42 days from when those restrictions are lifted.

Form of awards

The Board may grant awards as conditional awards of Shares, options over Shares (with an exercise price per share of the nominal value of a share) or as rights to acquire a cash amount which relates to the value of a certain number of notional Shares. No payment is required for the grant of an award.

Performance conditions

Unless the Board determines otherwise, awards will be subject to performance conditions. Any awards granted to an executive director of the Company will always be subject to performance conditions.

Any performance conditions applying to awards may be amended or substituted by the Board if an event occurs that causes the Board to consider that the new performance conditions would be more appropriate and not materially less difficult to satisfy.

Vesting and exercise

Awards subject to performance conditions will normally vest as soon as reasonably practicable after the end of the relevant performance period, or on such later date that the Board determines, to the extent that the performance conditions have been met. Any awards that are not subject to performance conditions will normally vest on the third anniversary of the grant date or such other date that the Board determines.

Holding period

The Board may determine that an award is also subject to a holding period of at least two years following vesting, which subject to the discretion of the Board, may be structured as either:

- restricted Shares which on vesting, will be issued or transferred to Goodbody Trustees Limited (the “Trustee”) (after payment of any Irish tax liability) and held on behalf of participants in accordance with the rules of the Plan, the Trust Deed and the related restricted share agreements until the end of the holding period, at which point the restrictions to which the Shares are subject will be “released”; or
- continuing awards, such that vested Shares subject to awards will not be delivered to participants until the end of the holding period, at the end of which the awards will be “released”

and in each case, participants will become unconditionally entitled to the underlying Shares.

Options will normally be exercisable until the tenth anniversary (or seventh anniversary if exercisable by participants who are subject to Irish tax) of the grant date on payment of the exercise price.

Cessation of employment

Except in certain circumstances set out below, an unvested award will lapse immediately when a participant ceases to be employed by or to hold office with the Company’s group (the “Group”).

However, if a participant’s cessation of office or employment is because of his ill-health, injury or disability or the sale of the participant’s employing company or business out of the Group or in other circumstances at the discretion of the Board (except where the participant is summarily dismissed), his award will ordinarily continue to vest (and be released) on the date when it would have vested (and been released) if he had not ceased to be a Group employee or director.

The extent to which awards may vest in these circumstances will be determined by the Board, taking into account the satisfaction of any performance conditions measured over the original performance period. Unless the Board decides otherwise, the vesting of awards will also take into account the proportion of the performance period (or, in the case of an award not subject to performance conditions, the vesting period) which has elapsed on the participant's cessation of office or employment.

However, the Board retains discretion to allow the award to vest (and be released) as soon as reasonably practicable after the individual's cessation of office or employment. The extent to which awards may vest will be determined by the Board, taking into account any performance conditions measured up to that point and, unless the Board determines otherwise, the proportion of the performance period (or, in the case of an award not subject to performance conditions, the vesting period) which has elapsed on the participant's cessation of office or employment.

If a participant dies, unless the Board decides otherwise, his award will vest (and be released) as soon as reasonably practicable after the date of his death on the basis set out for other 'good leavers' above. Awards structured as options may then be exercised to the extent vested for a period ending on the first anniversary of the date of death (or such other period as the Board may determine).

If a participant ceases to be an officer or employee of the Group during a holding period, he will not normally be unconditionally entitled to his shares until the end of the holding period, unless the Board determines that an award or his restricted shares (subject to compliance with applicable law) should be released as soon as reasonably practicable after cessation of office or employment. If a participant dies during the holding period, unless the Board decides otherwise, his award will be released or his restricted shares will be released as soon as reasonably practicable after the participant's death. However, if the participant is summarily dismissed, any outstanding awards he holds will lapse and/or restricted shares he holds will be forfeited immediately.

Awards structured as options may, except in the case of death (see above), normally be exercised to the extent vested for a period of six months (or such other period as the Board may determine) after vesting (or, where awards are subject to a holding period, release). Where options have already vested (and, where relevant, been released) on the date of cessation of office or employment, those options may be exercised for a period of six months from the date of cessation, unless the participant is summarily dismissed, in which case his options will lapse.

Malus and clawback

The Board may decide, at any time prior to the vesting of awards, to impose further conditions on the awards or reduce the number of Shares under awards (including to nil) ("malus"). The circumstances in which the Board may consider operating malus are:

- (a) a material misstatement of the financial results of any member of the Group;
- (b) an error in the assessment of any performance condition applicable to an award or in the information or assumptions on which the award was granted, vests or is released; and

- (c) serious misconduct on the part of the participant.

In order to invoke the malus provisions, the relevant circumstances must have taken place within the period beginning on the date three years before the grant date, or such later date as the Board determines on or before the grant date, and ending on the fifth anniversary of the grant date (the "Testing Period").

Similarly, in the circumstances listed above (provided that they occur during the Testing Period) the Board may recover value from the participant following the vesting of an award ("clawback"). The clawback provisions may be implemented at any time prior to the fifth anniversary of the grant date by a reduction in (i) the vesting (or release) of any subsisting share awards or (ii) the number of Shares under any vested but unexercised option. Alternatively, the participant may be required to return some or all of the cash or Shares delivered under his award(s), including forfeiture of any restricted shares, or to make a cash payment in respect of that cash or those Shares to the Company.

The Board will retain the discretion to calculate the amount subject to recovery, including whether or not to claw back gross or net of any tax or social security contributions applicable to the award or the restricted shares.

Cash settlement

Save in respect of restricted shares during the holding period, the Board may decide to satisfy awards with a cash payment equal to any gain that a participant would have made had the relevant award been satisfied with Shares.

Dividend equivalents

The Board may decide that participants will receive an amount (in cash and/or additional Shares) equal in value to any dividends that would have been paid on the Shares which vest on such terms and over such period (ending no later than the date on which the award vests or is released) as the Board may determine, save that no such amount will be payable in respect of dividends paid on restricted shares during the holding period (during which time actual dividends will be payable on the restricted shares). This amount may assume the reinvestment of dividends and exclude or include special dividends.

Corporate events

In the event of a change of control of the Company awards will vest (and be released) early.

The extent to which any unvested awards vest will be determined by the Board, taking into account the extent to which any performance conditions have been satisfied at that time and, unless the Board determines otherwise, the proportion of the performance period, or in the case of awards not subject to performance conditions, the vesting period, which has elapsed.

Alternatively, the Board may permit awards to be exchanged for equivalent awards or restricted shares to be exchanged for equivalent restricted shares subject to compliance with the provisions of the Trust Deed and applicable law. If the change of control is an internal reorganisation of the Group or, if the Board so decides, participants may be required to exchange their awards and/or restricted shares.

If other corporate events occur such as a winding-up of the Company, demerger, delisting, special dividend or other event which, in the Board's opinion, may materially affect the current or future value of Shares and the Board determines it would not be appropriate or practical to adjust awards, the Board may determine that awards will vest (and be released) on the same basis as for a change of control.

Variation of capital

If there is a variation of share capital of the Company or in the event of a demerger, delisting, special dividend or other event which, in the Board's opinion, may materially affect the current or future value of Shares, the Board may make such adjustments to the number of Shares subject to awards and/or any performance condition applicable to awards as it considers appropriate.

Limits

The Plan may operate over new issue Shares, treasury Shares or Shares purchased in the market. The rules of the Plan provide that, in any 10 year rolling period, not more than 10 per cent. of the Company's issued ordinary share capital may be issued under the Plan and under any other employee share plan adopted by the Company.

In addition, the rules of the Plan provide that, in any 10 year rolling period, not more than 5 per cent. of the Company's issued ordinary share capital may be issued under the Plan and any other discretionary employee share plan adopted by the Company.

Shares transferred out of treasury under the Plan will count towards these limits for so long as this is required under institutional shareholder guidelines. Awards which lapse, are relinquished or forfeited or are satisfied in cash will be disregarded for the purposes of these limits.

Amendments

The Board may, at any time, amend the provisions of the Plan in any respect. The prior approval of the Company's shareholders will be obtained in the case of any amendment to the advantage of eligible employees or participants which is made to the provisions relating to eligibility, individual or overall limits, the basis for determining the entitlement to, and the terms of, awards, the adjustments that may be made in the event of any variation to the share capital of the Company and/or the rule relating to such prior approval. There are however exceptions from this requirement to obtain shareholder approval for any minor amendment to benefit the administration of the Plan, to take account of any change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or member of the Group. Changes to the Trust Deed may be made by the Board with the concurrence of the Trustee subject to compliance with applicable law.

Non-transferability

Neither awards nor restricted shares are transferable other than to the participant's personal representatives in the event of his death.

Rights attaching to Shares

Shares issued and/or transferred under the Plan will not confer any rights on any participant until the participant in question has received the underlying Shares. Any Shares allotted will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their issue).

Benefits not pensionable

The benefits received under the Plan are not pensionable.

Termination

No awards may be granted under the Plan more than ten years after the date on which the Company's shareholders approved the Plan.

