


Dalata Hotel Group p.l.c. (the "Company") invites you to attend the Annual General Meeting of the Company to be held at the Clayton Hotel, Burlington Road, Dublin 4, Ireland on Wednesday, 10th May 2017 at 11.30 a.m.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on Wednesday, 10th May 2017 at 11.30 a.m. (the "AGM")



Cast your Proxy online...It's fast, easy and secure!


www.eproxyappointment.com

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 914307

SRN:

PIN:



To view the Annual Report and Notice of Meeting online log on to: **www.dalatahotelgroup.com**

To be effective, all proxy appointments must be lodged with the Company's Registrar at:
 Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18.
 Or through the voting website, www.eproxyappointment.com, by 11.30 a.m. on Monday, 8 May 2017

Explanatory Notes:

1. 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 Meeting or, attend, speak, ask questions and vote at any adjourned Meeting thereof. A member may appoint more than one proxy to attend, speak, ask questions and vote at the Meeting or any adjourned Meeting thereof 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 provided each proxy is appointed to exercise rights attached to different shares held by that member. The appointment of a proxy will entitle the proxy to attend, speak, ask questions and vote on the member's behalf at the relevant meeting or at any adjournment of such meeting. 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, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 (1) 447 5566 or you may photocopy the reverse only of this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a member, the full voting entitlement for that designated account). All forms must be signed and should be returned in the same envelope. Where a poll is taken at the AGM, a member, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
2. To be effective, the Form of Proxy duly completed and executed, together with any original power of attorney or in the case of a corporate member any 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 Meeting or any adjourned Meeting thereof or (in the case of a poll taken otherwise than at or on the same day as the Meeting or any adjourned Meeting thereof) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the form must be initialed by the person who signs it.
3. 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 Meeting or any adjourned Meeting thereof or (in the case of a poll taken otherwise than at or on the same day as the Meeting or any adjourned Meeting) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may:
 - i. be submitted by telefax to +353 (1) 447 5572, provided it is received in legible form; or
 - ii. 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. A member who wishes to appoint more than one proxy by electronic means must contact the Registrar by sending an email to clientservices@computershare.ie. Full details of the procedures, including voting instructions are given on the website; or
 - iii. 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). To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID 3RA50) not later than 11.30 a.m. on 8 May 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.
4. This Form of Proxy must (i) in the case of an individual member be signed or submitted electronically by the member or his/her attorney; or (ii) in the case of a body corporate be executed either under its common seal or signed on its behalf by a duly authorised officer or attorney or submitted electronically in accordance with notes 3(ii) and 3(iii) above.
5. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. If you desire to appoint a proxy other than the Chairman of the Meeting or any adjourned Meeting, please insert the proxy's name in block capitals in the space provided and delete the words "the Chairman of the Meeting or" (see reverse).
7. A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.
8. Please indicate how you wish your proxy to vote by marking the appropriate box. You may direct your proxy to vote "For", "Against", or to "Abstain". If no such specific instructions are given, the proxy will vote your vote at his/her discretion. A vote cast as abstain is not a vote in law and will not be counted in the calculation of the proportion of votes "for" or "against" the resolution.
9. On any other business which may properly come before the Meeting and any adjourned Meeting thereof and whether procedural and/or substantive in nature (including any motion to amend a resolution or adjourn the Meeting) not specified in the Notice of the Meeting or this Form of Proxy, the proxy will act at his/her discretion in voting on such matters.
10. The completion and return/submission of this Form of Proxy will not preclude a member from attending and voting in person.
11. If you are appointing a proxy other than the Chairman of the Meeting (or any adjourned Meeting) or any other officer of the Company, please provide him/her with the Attendance Card attached hereto to facilitate his/her attendance.
12. Pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company 48 hours prior to the date of the AGM (or in the case of an adjournment as at close of business on the day which is two days before the date of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.
13. The address on the Proxy Form is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +353 (1) 447 5566 to request a change of address form or go to www.investorcentre.com to use the online Investor Centre service.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card

To be completed **only** at the AGM if a Poll is called.

As Ordinary Resolutions

	For	Against	Abstain
1. To receive and consider the accounts for the year ended 31 December 2016 together with the Directors and Auditors Reports and a review of the affairs of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive and consider the Directors' Report on Remuneration for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and consider the Remuneration Policy of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint the following Directors:			
(a) John Hennessy;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Patrick McCann;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Stephen McNally;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Dermot Crowley;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Robert Dix;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Alf Smiddy; and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Margaret Sweeney.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
5. To authorise the Directors to determine the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the Long Term Incentive Plan and authorise the Directors to adopt further plans based on the Long Term Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Authority to allot relevant securities up to customary limits.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
As Special Resolutions			
8. Disapplication of statutory pre-emption rights in specified circumstances.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Disapplication of statutory pre-emption rights in additional circumstances for financing an acquisition or capital investment by the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the Directors to hold certain EGMs on 14 days notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature _____

Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.

You can also instruct your proxy not to vote on a resolution by inserting an "X" in the vote withheld box.

I/We hereby appoint the Chairman of the AGM OR the following person

*

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf on any matter at the Annual General Meeting of Dalata Hotel Group p.l.c. to be held at the Clayton Hotel, Burlington Road, Dublin 4, Ireland on Wednesday, 10th May 2017 at 11.30 a.m. and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

As Ordinary Resolutions

	For	Against	Abstain
1. To receive and consider the accounts for the year ended 31 December 2016 together with the Directors and Auditors Reports and a review of the affairs of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive and consider the Directors' Report on Remuneration for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and consider the Remuneration Policy of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint the following Directors:			
(a) John Hennessy;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Patrick McCann;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Stephen McNally;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Dermot Crowley;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Robert Dix;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
(f) Alf Smiddy; and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Margaret Sweeney,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Directors to determine the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the Long Term Incentive Plan and authorise the Directors to adopt further plans based on the Long Term Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Authority to allot relevant securities up to customary limits.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As Special Resolutions

8. Disapplication of statutory pre-emption rights in specified circumstances.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Disapplication of statutory pre-emption rights in additional circumstances for financing an acquisition or capital investment by the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the Directors to hold certain EGMs on 14 days notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We direct my/our proxy to vote on the resolutions proposed at the AGM as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).