

# ANNUAL GENERAL MEETING

**THIS DOCUMENT AND THE ACCOMPANYING FORM  
OF PROXY ARE IMPORTANT AND REQUIRE YOUR  
IMMEDIATE ATTENTION.**

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If you are in any doubt as to the action you should take, you are recommended to consult your independent professional adviser immediately, who is authorised or exempted under the European Union (Markets in Financial Instruments) Regulations 2017 (S.I. No. 375 of 2017) (as amended) of Ireland or the Investment Intermediaries Act 1995 (as amended) of Ireland if you are resident in Ireland, or who is authorised or exempted under the Financial Services and Markets Act 2000 (as amended) 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 (with the exception of any personalised documentation) at once 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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# Notice Of Annual General Meeting

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Thursday, 2nd May 2019 at 11.30 a.m.

Clayton Hotel Ballsbridge, Merrion Road, Ballsbridge, Dublin 4, Ireland

The Group's 2018 Annual Report is available to view online at:

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

Notice of the Annual General Meeting of Dalata Hotel Group p.l.c. to

be held at Clayton Hotel Ballsbridge, Merrion Road, Ballsbridge, Dublin 4, Ireland, on Thursday, 2nd May 2019 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 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland by no later than 11.30 a.m. on Tuesday, 30 April 2019 in the manner set out in the Notes attached to the Notice of the Annual General Meeting.

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# Letter from the Chairman to the Members

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1 April 2019

Dear Member,

I am writing to inform you that the forthcoming annual general meeting of Dalata Hotel Group p.l.c. (the “Company”) will be held at 11.30 a.m. on Thursday, 2nd May 2019 at the Clayton Hotel Ballsbridge, Merrion Road, Ballsbridge, Dublin 4, Ireland (“AGM”).

You will find the Notice of the AGM set out on pages [ · ] to [ · ] of this document and this letter explains the 11 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 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 2018 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 Tuesday, 30th April 2019 to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland. Alternatively, you may register your proxy appointment and voting instructions electronically via the internet, details of which are set out in the notes accompanying 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**

Note: Unless the context otherwise requires, references to information provided as at “5 p.m. on 29 March 2019” are to that time being the latest practicable time and date for that information prior to the issue of this letter.

### **RESOLUTIONS 1 TO 6 OF THE NOTICE OF AGM ARE PROPOSED AS ORDINARY RESOLUTIONS.**

#### **Resolution 1: Annual Report and Financial statements, of the Company**

Resolution 1 is asking members to receive and consider the Annual Report and Financial Statements of the Company for the year ended 31 December 2018, together with the reports of the Directors and the Auditors and a review of the affairs of the Company. This Resolution is an advisory resolution and is not binding on the Company.

#### **Resolution 2: Recommendation for the payment of a dividend**

Resolution 2 relates to the recommendation by the Board for the payment of a final dividend of 7 cent per ordinary share in respect of the year ended 31 December 2018. As previously announced by the Company, if approved by the meeting, the final dividend will be paid on 8 May 2019 to the holders of ordinary shares on the register at 6 p.m. on 12 April 2019. Irish dividend withholding tax will be deducted where appropriate and the receipt of the proposed final dividend should be treated as income for Irish tax purposes and taxed accordingly.

### **Resolution 3: Directors' report on remuneration**

Resolution 3 is asking members to receive and consider the Directors' Report on Remuneration as set out on pages 84 to 91 of the 2018 Annual Report. This Resolution 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. The Company's constitution requires that at least one third of Directors shall retire by rotation at the Company's AGM each year. However, 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 description of their skills, expertise and experience are set out on pages 60 to 61 of the 2018 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: Authority to allot shares**

Resolution 6 seeks to renew the authority of the Directors to allot shares. The Investment Association generally supports resolutions seeking authority to allot up to 66.66% of a company's issued share capital (excluding treasury shares) of which any allotment in excess of 33.33% of the issued share capital (excluding treasury shares) is applied to allot shares pursuant to a rights issue.

Accordingly, Resolution 6 proposes to authorise the Directors to allot shares up to an aggregate nominal value of €1,228,875 (representing approximately 66.66% of the issued ordinary share capital of the Company (excluding treasury shares) as at 5 p.m. on 29th March 2019) of which any allotment in excess of €614,437 (representing 33.33% of the issued ordinary share capital of the Company (excluding treasury shares) as at 29 March 2019) may be applied to allot shares pursuant to a rights issue.

The Directors have no current intention of exercising this authority. If adopted, this authority will expire at the conclusion of the next annual general meeting 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. This resolution is a common one at annual general meetings of companies listed on the main markets of Euronext Dublin and/or the London Stock Exchange and is in line with institutional shareholder guidance.

Resolutions 7 to 11 of the Notice of AGM are proposed as special resolutions.

### **Resolutions 7 and 8: 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. These guidelines were revised in March 2015 and May 2016 and resolutions 7 and 8 are in terms consistent with these guidelines, as revised.

Accordingly, Resolution 7 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) of up to an aggregate nominal value of €92,175 which represents 5% of the total nominal value of the Company's issued share capital (excluding treasury shares) as at 29 March 2019; and/or (iii) the allotment of equity securities pursuant to the Company's employee share scheme for the time being in force.

Furthermore, Resolution 8 is 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) of up to an additional aggregate nominal value of €92,175 which represents a further 5% of the total nominal value of the Company's issued share capital (excluding treasury shares) as at 29 March 2019 to be used in connection with an acquisition or specified capital investment. As per the Pre-emption Principles (as defined below), 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.

In accordance with the Pre-emption Group's Statement of Principles (the Pre-emption Principles), the Board confirms that it does not currently intend to issue equity securities for cash representing in any rolling three year period more than 7.5% of the Company's issued share capital (excluding treasury shares and excluding any issues of securities pursuant to:

(i) Resolution 7 (a) and (c); and/or (ii) any disapplication of pre-emption rights for an issuance of equity securities for a specific identified purpose; and/or (iii) Resolution 8) to those who are not existing members.

If adopted, these two authorities will expire at the conclusion of the next annual general meeting 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 main markets of Euronext Dublin and/or the London Stock Exchange and are in line with institutional shareholder guidance and in particular with the Pre-emption Principles.

#### **Resolution 9: Authorisation of market purchases of the Company's shares**

Resolution 9 is asking members to give the Company (and any of its subsidiaries) the authority to make market purchases and overseas market purchases of its issued shares provided that the maximum number of shares authorised to be acquired shall not exceed 10% of the issued share capital of the Company (excluding treasury shares) as at the date

of passing of this Resolution 9. If adopted, this authority will expire at the conclusion of the next annual general meeting 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.

While the Directors do not have any current intention to exercise this power, this authority and flexibility is being sought as it is common practice for companies on the main markets of Euronext Dublin and/or the London Stock Exchange. Furthermore, such purchases would be made only at price levels which the Directors considered to be in the best interests of the members generally, after taking into account the Company's overall financial position.

In addition, the authority being sought from members will provide that the minimum price (excluding expenses) which may be paid for such shares shall be an amount not less than the nominal value of the shares and the maximum price will be the higher of:

- (a) 5% above the average of the closing prices of the Company's ordinary shares taken from the main market of Euronext Dublin and/or the London Stock Exchange (as the case may be depending on where the purchase is carried out), in each case for the five business days prior to the day the purchase is made (the "Market Purchase Appropriate Price"), or if on any such business day there shall be no dealing of ordinary shares on the trading venue(s) where the purchase is carried out or a closing price is not otherwise available, the Market Purchase Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable; and
- (b) the amount stipulated by Article 3(2) of the Commission Delegated Regulation (EU) 2016 / 1052 relating to such regulatory technical standards for the conditions applicable to buy-backs and stabilisation (being the value of such an ordinary share calculated on the basis of the higher of the price quoted for: (i) the last independent trade; and (ii) the highest current independent purchase bid for any number of such ordinary shares on the trading venue(s) where the purchase pursuant to the authority conferred by this Resolution 9 will be carried out).

#### **Resolution 10: Authorisation for the re-allotment of treasury shares**

Resolution 10 is asking members to give the Company the authority to re-allot treasury shares pursuant to Section 1078 of the Companies Act 2014 and the re-allotment price range at which treasury shares may be re-allotted is as follows:

- (a) the maximum price at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the Treasury Share Appropriate Price (as defined below); and
- (b) the minimum price at which a treasury share may be re-allotted off-market shall be the nominal value of the share where such share is required to satisfy an obligation under an employee share scheme or in all other cases shall be an amount equal to 95% of the Treasury Share Appropriate Price (provided always that no treasury share shall be re-allotted at a price lower than its nominal value).

If adopted, this authority will expire at the conclusion of the next annual general meeting 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. (For the purpose of the resolution, "Treasury Share Appropriate Price" means the lower of the average of the closing prices of the Company's ordinary shares taken from the main market of Euronext Dublin and the average of the closing prices of the Company's ordinary shares taken from the main market of the London Stock Exchange in each case for the five business days (in Dublin and in London, respectively, as the case may be) prior to the day the re-allotment is made, or if on any business day there shall be no dealing of ordinary shares on the trading venue or a closing price is not otherwise available, the Treasury Share Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable).

### **Resolution 11: Notice of General Meetings**

Resolution 11 allows the Directors to call a general meeting (other than the annual general meeting or a meeting for the passing of a special resolution) on 14 clear days' notice where the purpose of the meeting is solely to consider one or more ordinary resolutions. Section 1102 of the Companies Act 2014 provides that on an annual basis a company may

pass a resolution such as this Resolution 11 to preserve its flexibility to call certain extraordinary general meetings, where appropriate, using the shorter notice period (14 clear days). The Company confirms that it will only use the shorter notice period where it is in the interests of the members to do so and where the flexibility is merited by the purpose of the meeting. If passed, this authority will be effective until the next annual general meeting of the Company, when it is intended that a similar resolution will be proposed. This Resolution is a common one at annual general meetings of companies on the on the main markets of Euronext Dublin and/or the London Stock Exchange.

### **Recommendation**

Your Board of Directors unanimously recommends that you vote in favour of each of the resolutions to be proposed at the AGM.

Yours faithfully,



John Hennessy, Non-executive Chair

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# Notice of Meeting of Dalata Hotel Group p.l.c (The “Company”)

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NOTICE is hereby given that the annual general meeting of the Company will be held at 11.30 a.m. on Thursday, 2nd May 2019 at the Clayton Hotel Ballsbridge, Merrion Road, Ballsbridge, 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 annual report and financial statements of the Company for the year ended 31 December 2018 together with the reports of the Directors and Auditors thereon and a review of the affairs of the Company.
2. To declare a final dividend of 7 cent per ordinary share for the period ended 31 December 2018.
3. To receive and consider the Director’s Report on Remuneration for the year ended 31 December 2018.
4. By separate resolutions, to re-appoint the following Directors who 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. The Directors be and are hereby generally and unconditionally authorised, pursuant to Section 1021 of the Companies Act 2014, to exercise all of the powers of the Company to allot and issue all relevant securities of the Company (within the meaning of Section 1021 of the Companies Act 2014):
  - (a) without prejudice to or limitation of any power and authority granted under paragraph (b) of this Resolution 6, up to an aggregate nominal amount of €614,437 representing approximately 33.33% of the aggregate nominal value of the issued ordinary share capital of the Company (excluding treasury shares) as at 5 p.m. on 29 March 2019; and
  - (b) without prejudice to or limitation of any power and authority granted under paragraph (a) of this Resolution 6, up to an aggregate nominal value of €614,437 representing a further approximately 33.33% of the aggregate nominal value of the issued ordinary share capital of the Company (excluding treasury shares) as at 5 p.m. on 29 March 2019 provided that any equity securities (as defined in Section 1023(1) of the Companies Act 2014) allotted pursuant to the authority in this paragraph 6(b) are offered by way of one or more rights issues open for a period or periods fixed by the Directors to or in favour of the holders of equity securities on the register of members and/or any persons having a right to subscribe for equity securities in the capital of the Company (including, without limitation, any persons entitled or who may become entitled to acquire equity securities under any share option scheme or share incentive plan of the Company then in force) at such record dates as the Directors may determine and where the equity securities respectively attributable to the interests of such holders are proportional in nominal value (as near as may be reasonable) to the respective number of equity securities held by them on such record dates, and subject generally, but without limitation to any of the foregoing, 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.

The authority hereby conferred shall commence at the time of passing this Resolution and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 calendar months after the date of passing this Resolution (whichever is earlier) unless and to the extent that such power is renewed, revoked, or extended prior to such date; provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred by this Resolution had not expired.

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

7. Subject to and conditional upon Resolution 6 of this Notice of AGM being passed and in addition and without prejudice to or limitation of any power and authority granted under Resolution 8 of this Notice of AGM, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby generally and unconditionally authorised to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to the authority to allot relevant securities conferred on the Directors by Resolution 6 of this Notice of AGM as if Section 1022(1) of the Companies Act 2014 did not apply to any such allotment, such power to be effective from the time of passing this Resolution and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 calendar months after the date of passing this Resolution (whichever is earlier) unless and to the extent that such power is renewed, revoked, or extended by special resolution prior to such date but in each case, prior to its expiry the Company may make offers and/or enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired; and such power being limited to:
  - (a) the allotment of equity securities in connection with any one or more offer of securities, open for a period or periods fixed by the Directors, by way of rights issue, open offer, other invitation and/or otherwise to or in favour of the holders of equity securities and/or any persons having a right to subscribe for equity securities in the capital of the Company (including, without limitation, any persons entitled or who may become entitled to acquire equity securities under any of the Company's share option scheme or share incentive plans then in force) at such record date or dates as the Directors may determine where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be reasonably be) to the respective number of equity securities held by them, and subject thereto the allotment in any case by way of placing or otherwise of any securities not taken up in such issue or offer to such persons as the Directors may determine; and generally, subject to, but without limitation to any of the foregoing, 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 members) 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 €91,175, which represents 5% of the issued share capital of the Company (excluding treasury shares) as at 5 p.m. on 29 March 2019; and/or
  - (c) allotment of equity securities pursuant to any employee share scheme of the Company.
8. Subject to and conditional upon Resolution 6 of this Notice of AGM being passed and in addition and without prejudice to or limitation of any power and authority granted under Resolution 7 of the Notice of AGM, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby generally and unconditionally authorised to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to the authority to allot relevant securities conferred on the Directors by Resolution 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 this Resolution and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or midnight on the date which is 15 calendar months after the date of passing this Resolution (whichever is earlier) unless and to the extent that such power is renewed, revoked, or extended by special resolution prior to such date but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired; and such power being limited to:
  - (a) the allotment of equity securities up to a maximum aggregate nominal value of €92,175 which represents 5% of the issued share capital of the Company (excluding treasury shares) as at 5 p.m. on 29 March 2019; and
  - (b) use 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.
9. That, pursuant to Section 1074 of the Companies Act 2014, the Company and any subsidiary of the Company be and they are each hereby generally authorised to make market purchases and overseas market purchases (in each case as defined by Section 1072 of that Act) of ordinary shares in the capital of the Company on such terms and conditions and in such manner as the Directors may, in their discretion, determine from time to time; but subject however to the provisions of that Act and to the following restrictions and provisions:
  - (a) the maximum number of ordinary shares authorised to be acquired shall not exceed 10% of the ordinary share capital in issue in the Company (excluding treasury shares) as at 5 p.m. on the day on which this Resolution is passed;
  - (b) the minimum price (excluding expenses) which may be paid for any ordinary share shall be an amount equal to the nominal value thereof;
  - (c) the maximum price (excluding expenses) which may be paid for any ordinary share shall be the higher of:

- (i) 5% above the average of the closing prices of the Company's ordinary shares taken from the main market of Euronext Dublin and/or the London Stock Exchange (as the case may be depending on where the purchase is carried out), in each case for the five business days prior to the day the purchase is made (the "Market Purchase Appropriate Price") or if on any such business day there shall be no dealing of ordinary shares on the trading venue(s) where the purchase is carried out or a closing price is not otherwise available, the Market Purchase Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable; and
  - (ii) the amount stipulated by Article 3(2) of Commission Delegated Regulation (EU) 2016/1052 relating to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (being the value of an ordinary share calculated on the basis of the higher of the price quoted for: (i) the last independent trade, and (ii) the highest current independent purchase bid for, any number of ordinary shares on the trading venue(s) where the purchase pursuant to the authority conferred by this Resolution will be carried out);
- (d) such authority shall expire at the conclusion of the next annual general meeting of the Company after the date of passing this Resolution or at midnight on the date which is 15 calendar months after the date of passing this Resolution (whichever is earlier), unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 1074 of the Companies Act 2014, provided that the Company may, before such expiry, enter into a contract for the purchase of ordinary shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.
10. That, for the purposes of Section 1078 of the Companies Act 2014, the re-allotment price range at which any treasury shares (as defined by Section 106 of that Act) for the time being held by the Company may be re-allotted off-market shall be as follows:
- (a) the maximum price (excluding expenses) at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the Treasury Share Appropriate Price; and
  - (b) the minimum price (excluding expenses) at which a treasury share may be re-allotted off-market shall be the nominal value of the share where such share is required to satisfy an obligation under an employee share scheme (as defined in the Listing Rules issued by the Euronext Dublin) operated by the Company, or in all other cases shall be an amount equal to 95% of the Treasury Share Appropriate Price (provided always that no treasury share shall be issued at a price lower than its nominal value); and
  - (c) for the purposes of sub-paragraphs (a) and (b), the expression "Treasury Share Appropriate Price" shall mean the lower of the average of the closing prices of the Company's ordinary shares taken from the main market of Euronext Dublin and the average of the closing prices of the Company's ordinary shares taken from the main market of the London Stock Exchange, in each case for the five business days (in Dublin and in London, respectively, as the case may be) prior to the day the re-allotment is made, or if on any business day there shall be no dealing of ordinary shares on the trading venue or a closing price is not otherwise available, the Treasury Share Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable.

The authority hereby conferred in this Resolution 10 shall expire at conclusion of the next annual general meeting of the Company after the date of passing this Resolution or at midnight on the date which is 15 calendar months after the date of passing this Resolution (whichever is earlier), unless previously varied, revoked or renewed by special resolution. The Company may before such expiry make a contract for the re-allotment of treasury shares which would or might be wholly or partly executed after such expiry and may make a re-allotment of treasury shares pursuant to any such contract as if the authority hereby conferred had not expired

11. That, subject to and in accordance with Section 1102 of the Companies Act 2014, the Directors of the Company be and are hereby generally and unconditionally authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 clear days' notice (as defined in the constitution of the Company). The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the date of the passing of this Resolution unless previously renewed, varied or revoked by the Company by special resolution in general meeting.

By order of the Board

Sean McKeon  
Company Secretary  
Registered Office: Burton Court,  
Burton Hall Drive,  
Sandyford, Dublin 18, Ireland.

1 April 2019

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# Notes

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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 Tuesday, 30th April 2019 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 at a general meeting of the Company is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her or its 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 constitution 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 the Notice of AGM ("Form of Proxy"). 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 (or by hand) to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, 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 constitution 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, subject to the terms and conditions of electronic voting, 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 body corporate member, 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), not specified in the Notice of AGM, 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 184,349,666. 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/its 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 date of 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 for 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.

### **Such 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 21 March 2019 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 2017.

### **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](mailto: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 constitution, 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 constitution, 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 constitution, 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 approved, 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](http://www.dalatahotelgroup.com).
16. The Clayton Hotel Ballsbridge, Merrion Road , Ballsbridge, 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.