

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the course of action to take, you should consult an appropriate independent professional adviser, who, if you are taking advice in Ireland, is authorised or exempted under the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended), or, if you are not so resident and are not taking advice in Ireland, another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your shares in Dalata Hotel Group PLC, please send this letter as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of shares in Dalata Hotel Group PLC, you should retain this letter and consult the bank, stockbroker or other agent through whom the sale was effected. However, this letter should not be forwarded or transmitted in whole or in part, into or from any jurisdiction where to do so would constitute a violation of the relevant laws and regulations of that jurisdiction.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION

STRICTLY PRIVATE AND CONFIDENTIAL

**DATE: 6 MARCH 2025** 

TO: Dalata Hotel Group PLC (the "Company" or "Dalata") shareholders and share option holders

Dear Shareholder,

## **Strategic Review and Commencement of Formal Sale Process**

In accordance with Rule 2.10(a) of The Irish Takeover Panel Act 1997, Takeover Rules, 2022 (the "Irish Takeover Rules") you will find on the offer microsite on the Company's website https://dalatahotelgroup.com a copy of the announcement released by the Company today (the "Announcement") that it is undertaking a strategic review to explore all of the various strategic options available to optimise capital opportunities for the Group and to enhance value for shareholders, including but not limited to a potential sale of the Group (which would be conducted within the context of a "Formal Sale Process" under the Irish Takeover Rules)(the "Strategic Review").

This letter is not to be taken as a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full. For the avoidance of doubt, the content of the Company's website is not incorporated into, and does not form part of, this letter. The Announcement also includes a summary of the provisions of Rule 8 of the Irish Takeover Rules.

Dalata Hotel Group plc, Termini, 3 Arkle Rd, Sandyford Business Park, Dublin, D18 C9C5, Ireland

T: +353 (0)1 206 9400 E: info@dalatahotelgroup.com

Dalata Hotel Group plc. Registered in Ireland No 534888

Directors:

J. Hennessy (Chairman), D. Crowley (Chief Executive), S Casserly, C. Phelan, D.McCann, C. Hallahan, E. McMeikan, G. Slowey, J. Mortimore. Company Secretary: S. McKeon



Following the Announcement, the Company is treated as being in an "offer period" for the purposes of the Irish Takeover Rules, although there can be no certainty that the Strategic Review will result in an offer for the Company or other transaction or as to the terms on which any such transaction may be made. A further announcement will be made as and when appropriate.

#### **Publication on website**

This letter and the Announcement will be available on the strategic review microsite on the Company's website at https://dalatahotelgroup.com by no later than 12 noon (Irish / UK time) on the business day following the date of this letter. For the avoidance of doubt, the content of the website referred to in this letter is not incorporated into and does not form part of this letter.

# **Electronic Communications (if applicable)**

Please note that addresses, electronic addresses and certain other information provided by you and other relevant persons for the receipt of communications from the Company (e.g. elections to receive communications in a particular form) may be provided to an offeror during the offer period as required under Section 4 of Appendix 1 of the Irish Takeover Rules.

If you have any queries in relation to this letter, you should contact Dermot Crowley, Sean McKeon or Investor Relations at +353 1 206 9400 or by email to investorrelations@dalatahotelgroup.com. However, please note that neither we nor the Company will be able to provide you with any legal, financial, tax planning or investment advice.

Yours faithfully

**Dermot Crowley** 

CEO



## Responsibility

The Dalata directors accept responsibility for the information (including any expressions of opinion) contained in this letter. To the best of the knowledge and belief of the Dalata directors (who have taken all reasonable care to ensure that such is the case), the information contained in this letter is in accordance with the facts and does not omit anything likely to affect the import of such information.

## Disclosure requirements of the Irish Takeover Rules

Under Rule 8.3(a) of the Irish Takeover Rules, any person who is 'interested' (directly or indirectly) in 1% or more of any class of 'relevant securities' of Dalata must make an 'opening position disclosure' by no later than 3.30pm (Irish/UK time) on the tenth 'business day' following the commencement of the 'offer period'. An 'opening position disclosure' must contain the details specified in Rule 8.6(a) of the Irish Takeover Rules, including details of the person's interests and short positions in any 'relevant securities' of Dalata. Relevant persons who deal in any 'relevant securities' of Dalata prior to the deadline for making an 'opening position disclosure' must instead make a dealing disclosure as described below.

Under Rule 8.3(b) of the Irish Takeover Rules, any person 'interested' (directly or indirectly) in 1% or more of any class of 'relevant securities' of Dalata must disclose all 'dealings' in such 'relevant securities' during the 'offer period'. The disclosure of a 'dealing' in 'relevant securities' by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (Irish/UK time) on the business day following the date of the transaction. A dealing disclosure must contain the details specified in Rule 8.6(b) of the Irish Takeover Rules, including details of the dealing concerned and of the person's interests and short positions in any 'relevant securities' of Dalata.

All 'dealings' in 'relevant securities' of Dalata by a bidder, or by any party acting in concert with a bidder, must also be disclosed by no later than 12 noon (Irish/UK time) on the 'business' day following the date of the relevant transaction. If two or more persons co-operate on the basis of an agreement, either express or tacit, either oral or written, to acquire for one or more of them an interest in relevant securities, they will be deemed to be a single person for these purposes.

Disclosure tables, giving details of the companies in whose 'relevant securities' 'opening positions' and 'dealings' should be disclosed, can be found on the Irish Takeover Panel's website at www.irishtakeoverpanel.ie.

'Interests' in securities arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an 'interest' by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks in this section are defined in the Irish Takeover Rules, which can also be found on the Irish Takeover Panel's website. If you are in any doubt as to whether or not you are required to disclose a dealing or an opening position under Rule 8, please consult the Irish Takeover Panel's website at www.irishtakeoverpanel.ie or contact the Irish Takeover Panel on telephone number +353 1 678 9020.

Dalata Hotel Group plc, Termini, 3 Arkle Rd, Sandyford Business Park, Dublin, D18 C9C5, Ireland

T: +353 (0)1 206 9400 E: info@dalatahotelgroup.com

Dalata Hotel Group plc. Registered in Ireland No 534888



### **Administrative matters**

If you have questions about any administrative aspect of this letter or any other administrative issue, please contact Dalata's registrars, Computershare Investor Services (Ireland) Limited, by (i) submitting a request in writing to Computershare Investor Services (Ireland) Limited at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82; or (ii) contacting Computershare Investor Services (Ireland) Limited between 8:30 a.m. and 5:30 p.m. (Irish / UK time), Monday to Friday (excluding Irish public holidays), on 00353 1 447 55 66 (please use the country code when calling from outside Ireland).

## Right to receive documents in hard copy form

Persons who receive a copy of this letter and the Announcement in electronic form or via a website notification, may request a hard copy of this letter and the Announcement by contacting in writing Sean McKeon at Dalata Hotel Group PLC, Termini, 3 Arkle Road, Sandyford Business Park, Dublin 18, D18 C9C5, or by email to investorrelations@dalatahotelgroup.com or by calling telephone number +353 1 206 9400 between 9.00 a.m. and 5.00 p.m. (Irish/UK time), Monday to Friday (excluding public holidays). For persons who receive a copy of this letter and the Announcement in electronic form or via a website notification, a hard copy of this letter and the Announcement will not be sent unless so requested. Such persons may also request that all future documents, announcements and information in relation to the Strategic Review are sent to them in hard copy form.

# Disclaimer

This letter is not intended to, and does not, constitute or form part of (1) an offer or invitation to purchase or otherwise acquire, subscribe for, tender, exchange, sell or otherwise dispose of any securities, (2) the solicitation of an offer or invitation to purchase or otherwise acquire, subscribe for, tender, exchange, sell or otherwise dispose of any securities, or (3) the solicitation of any vote or approval in any jurisdiction, pursuant to this announcement or otherwise.

The release, publication or distribution of this letter in, into, or from, certain jurisdictions other than Ireland may be restricted or affected by the laws of those jurisdictions. Accordingly, copies of this letter are not being, and must not be, mailed or otherwise forwarded, distributed or sent in, into, or from any such jurisdiction. Therefore persons who receive this letter (including without limitation nominees, trustees and custodians) and are subject to the laws of any jurisdiction other than Ireland who are not resident in Ireland will need to inform themselves about, and observe any applicable restrictions or requirements. Any failure to do so may constitute a violation of the securities laws of any such jurisdiction.