



Attendance Card

Please bring this card with you to the Meeting and present it at shareholder registration/accreditation.

For use at an extraordinary general meeting of Dalata Hotel Group plc (the "Company") to be held at 12.15 p.m. (or if later, as soon as thereafter the Second Scheme Meeting, convened for the same date and place, has concluded or has been adjourned) on 11 September 2025 at Clayton Hotel Dublin Airport, Stockhole Lane, Clonslash, Swords, Co. Dublin, K67 X3H5, Ireland.

Shareholder Reference Number

Form of Proxy - Extraordinary General Meeting ("EGM") to be held on 11 September 2025 at 12.15 p.m.



Cast your Proxy online 24 hours a day...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: 920987

SRN:

PIN:



To view the Scheme Documentation 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, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82
or through the voting website, see above, by Tuesday, 9 September 2025 at 12.15 p.m.

Explanatory Notes:

- Full details of the resolutions to be proposed at the EGM are set out in the notice of EGM ("Notice of EGM") contained in the Company's scheme document dated 12 August 2025 (the "Scheme Document"). Before completing this Form of Proxy, please also read the section entitled "Action to be Taken" set out on pages 12 to 14 of the Scheme Document and the "Statement of Procedures" at the end of the Notice of EGM contained in the Scheme Document.
- Except as otherwise defined herein, capitalised terms used but not defined in this Form of Proxy have the same meanings as given to them in the Scheme Document.
- Any shareholder entitled to attend, speak and vote at the EGM is entitled to appoint one or more proxies (who need not be a member of the Company) to attend, speak, ask questions, vote on and to demand or join in demanding a poll at any adjourned meeting. If you wish to appoint a person other than the chair of the EGM ("Chair"), please insert the name and address of your chosen proxy holder in the space provided (see reverse). A shareholder may appoint more than one proxy to attend, speak, ask questions, vote and to demand or join in demanding a poll at the meeting or any adjourned meeting provided each proxy is appointed to exercise rights attached to different shares held by him or her. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominee provided each proxy is appointed to exercise rights attached to different shares held by him or her. A proxy shall be bound by the constitution of the Company. If your proxy is being appointed in relation to less than your full voting entitlement, please enter 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. 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). Where a poll is taken at the EGM, a member, present in person or by proxy, holding more than one share is not required to cast all their votes in the same way. Persons appointed as a proxy or corporate representative for a shareholder, including EB Participants or holders of Dalata CDIs should make themselves known to the personnel at the registration desk in order to gain entry to the meeting.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting Dalata's Registrar's helpline on +353 (0) 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. All forms must be signed and should be returned together in the same envelope.
- To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with Dalata's Registrar before the deadline set out above. A shareholder wishing to appoint a proxy by electronic means may do so on Dalata's Registrar's website www.eproxyappointment.com. Details of the requirements are set out in the box at the top of this page. A shareholder who wishes to appoint more than one proxy by electronic means must contact Dalata's Registrar by sending an email to clientservices@computershare.ie.
- The "Vote Withheld" option (see reverse) is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
- Pursuant to Section 1087G of the Companies Act 2014 (as amended), entitlement to attend and vote at the EGM and the number of votes which may be cast thereof will be determined by reference to the Register of Members of the Company as at the close of business (deemed to be 6.00 p.m. (Irish time)) on 7 September 2025 (or in the case of an adjournment as at 6.00 p.m. on the day immediately preceding the day which falls 72 hours before the time appointed for 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 EGM or any adjournment thereof.
- All proxy voting instructions whether submitted directly by way of a completed Form of Proxy to the address of Dalata's Registrar above (in the case of holders of ordinary shares in book-entry form on the Company's Register of Members) or through the Euroclear System (in the case of EB Participants) or CREST (in the case of holders of Dalata CDIs) must be received by Dalata's Registrar by no later than 12:15 p.m. (Irish time) on 9 September 2025 (or, in the case of an adjournment, no later than 48 hours before the time fixed for holding the adjourned meeting). Persons holding interests in ordinary shares through the Euroclear System or CREST (via a holding in Dalata CDIs) will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.
- The above is how your address appears on the Register of Members. If this information is incorrect, please phone Dalata's Registrar's helpline on +353 (0) 1 447 5566 to request a change of address form or go to www.investorcentre.com/ie to use the online investor centre service.
- Any alterations made to this form should be initialled.
- The appointment of a proxy will not preclude a registered member from attending the meeting and voting in person.
- This Form of Proxy must (i) in the case of an individual member be signed by the appointer or by his/her/their attorney or submitted electronically by the member or his/her/their 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 note 4 above.
- 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.
- A proxy (including a substitute proxy) shall be entitled at his or her discretion and without notice to you to (i) nominate and appoint any person to be a substitute proxy for him or her for any of the purposes contemplated by this Form of Proxy with liberty to revoke any such appointment at his or her discretion and/or (ii) replace such substitute proxy with any other person at his or her discretion (each of the foregoing being, a "Substitute Proxy"). A proxy shall provide any Substitute Proxy with a copy (electronic or otherwise) of this Form of Proxy where possible. A Substitute Proxy shall be bound by, and shall be entitled to act in all respects in accordance with, the terms of this Form of Proxy. All references to 'proxy' shall be deemed to include persons who are Substitute Proxies for the time being.
- 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 "Withheld". If no such specific instructions are given, the proxy may vote as he or she sees fit or abstain in relation to any business of the EGM (and any adjournment thereof).
- If you are appointing a proxy other than the Chair for the EGM (or any adjournment thereof) or any other officer of the Company, where possible please provide him/her with the attendance card attached hereto to facilitate his/her attendance.
- On any other business which may properly come before the EGM and/or any adjournment thereof, and whether procedural, administrative and/or substantive in nature (including, without limitation, any motion to amend a resolution or adjourn the EGM) not specified in the Notice of EGM contained in the Scheme Document or this Form of Proxy, the proxy will act at his/her/its discretion.
- Pursuant to Rule 16.2(b)(iii) of the Takeover Rules, any shareholders participating in the Management Incentive Payment will not be eligible to vote on Resolution 6 (being the Rule 16 Resolution).

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 Holders

Poll Card To be completed **only** at the Meeting if a poll is called.

	For	Against	Vote Withheld
1. Special Resolution: Amendment of Memorandum of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ordinary Resolution: Approval of the Scheme of Arrangement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Special Resolution: Cancellation of Cancellation Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ordinary Resolution: Application of Reserves	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Special Resolution: Amendment of Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ordinary Resolution: Management Incentive Payment (Rule 16 Resolution) <i>(Note: any shareholders participating in the Management Incentive Payment will not be eligible to vote on Resolution 6)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ordinary Resolution: Adjournment of the EGM	<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.



I/We hereby appoint the Chair of the Meeting OR the following person

Please leave this box blank if you have selected the Chair. 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 EGM of the Company to be held at Clayton Hotel Dublin Airport, Stockhole Lane, Clonshagh, Swords, Co. Dublin, K67 X3H5 on Thursday, 11 September 2025 at 12.15 p.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 4 (see front).

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

	For	Against	Vote Withheld
1. Special Resolution: Amendment of Memorandum of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ordinary Resolution: Approval of the Scheme of Arrangement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Special Resolution: Cancellation of Cancellation Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ordinary Resolution: Application of Reserves	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Special Resolution: Amendment of Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ordinary Resolution: Management Incentive Payment (Rule 16 Resolution) <i>(Note: any shareholders participating in the Management Incentive Payment will not be eligible to vote on Resolution 6)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ordinary Resolution: Adjournment of the EGM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we direct my/our proxy to vote on the resolutions proposed at the EGM as indicated on this form. Where no instruction appears above as to how the proxy should vote, the proxy may vote 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).

