

RECOMMENDED CASH OFFER FOR DALATA HOTEL GROUP PLC BY PANDOX IRELAND TUCK LIMITED

DALATA SHAREHOLDERS

FREQUENTLY ASKED QUESTIONS

*Unless otherwise defined, terms used in this document shall have the meaning given to them in the scheme document published by Dalata dated 12 August 2025 (the **Scheme Document**), a copy of which is available at <https://dalatahotelgroup.com/investor-relations/formal-sales-process/>*

WHAT ARE THE TERMS OF THE OFFER?

Under the terms of the Acquisition, which is subject to the satisfaction (or where applicable, waiver) of the conditions and further terms set out in Appendix I to the Scheme Document, Dalata Shareholders will be entitled to receive for each Dalata Share €6.45 in cash.

WHO IS MAKING THE OFFER?

The Offer is being made by Pandex Ireland Tuck Limited (**Bidco**), a newly-incorporated company wholly-owned by Pandex AB ("**Pandex**") and Eiendomsspar AS ("**Eiendomsspar**", and together with Pandex and Bidco, the "**Consortium**"). Further details in relation to Bidco and the Consortium are set out in the Scheme Document.

DOES THE DALATA BOARD RECOMMEND THE OFFER?

Yes, the Dalata Board recommends the Offer. The Acquisition represents the successful conclusion of Dalata's rigorous Strategic Review process, which was announced on 6 March 2025. The Acquisition is at a higher value than the bidder interest in the Formal Sale Process, which has involved a fully marketed process with two rounds of bidding from both trade and financial buyers. The Dalata Board believes that the Acquisition is in the best interests of Dalata Shareholders and represents the most effective route to enhance value for shareholders, relative to Dalata's other strategic options which have been considered as part of the Strategic Review.

Having taken into account the relevant factors and applicable risks, the Dalata Board, which has been so advised by Rothschild & Co, as financial adviser and Rule 3 adviser to Dalata, as to the financial terms of the Acquisition, considers the terms of the Acquisition as set out in this Announcement to be fair and reasonable. In providing its advice to the Dalata Board, Rothschild & Co has taken into account the commercial assessments of the Dalata Board. Accordingly, the Dalata Board intends to recommend unanimously that Dalata Shareholders vote in favour of the Scheme and all of the Resolutions (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure the acceptance of the Takeover Offer), as they have irrevocably undertaken to do in respect of their own beneficial holdings of, in aggregate, 2,096,294 Dalata Shares, which represent approximately 0.99% of the issued share capital of Dalata as at the close of business on the Latest Practicable Date (as defined in the Scheme Document).

WHAT SHAREHOLDER MEETINGS ARE TAKING PLACE TO APPROVE THE SCHEME?

The Scheme requires approval by Dalata Shareholders at two Scheme Meetings.

The first of the Scheme Meetings (the "**First Scheme Meeting**"), is being held for Eiendomsspar (as a member of the Consortium) and Topco (as a wholly-owned subsidiary of a member of the Consortium) (together, the "**Consortium Shareholders**") at Clayton Hotel Dublin Airport, Stockhole Lane, Clonshagh, Swords, Co. Dublin, K67 X3H5 on 11 September 2025 at 12.00 p.m.

The second Scheme Meeting (the "**Second Scheme Meeting**") of the Dalata Shareholders (other than Holders of Excluded Shares and Consortium Shareholders) (the "**Independent Dalata Shareholders**") will be held at Clayton

Hotel Dublin Airport, Stockhole Lane, Clonshagh, Swords, Co. Dublin, K67 X3H5 on 11 September 2025 at 12.05 p.m. or, if later, as soon as the First Scheme Meeting has concluded or has been adjourned.

In addition to approval at the Scheme Meetings, implementation of the Scheme also requires various approvals by Dalata Shareholders at an extraordinary general meeting (the “EGM”) to be held at Clayton Hotel Dublin Airport, Stockhole Lane, Clonshagh, Swords, Co. Dublin, K67 X3H5 on 11 September 2025 at 12.15 p.m. or, if later, immediately after the conclusion or adjournment of the Second Scheme Meeting.

WHAT ACTIONS DO I NEED TO TAKE?

*****As a Dalata Shareholder, you will need to take action to exercise your voting rights (see below deadlines) in connection with the Scheme Meetings and EGM.*****

*****Persons holding through the Euroclear Bank system or (via a holding of Dalata CDIs) through the CREST system will need to comply with the earlier 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 *****

Holders in the Euroclear Bank system / CREST members with holdings of Dalata CDIs

As earlier voting deadlines will apply, persons who hold their interests in shares through the Euroclear Bank system or as Dalata CDIs should **consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments and voting instructions** for the Scheme Meeting and EGM through the respective systems. Please see further the Statement of Procedures contained at the end of each of the Notices of Scheme Meetings and Notice of Extraordinary General Meeting contained in the Scheme Document.

Book Entry Holders

Dalata Shareholders whose ownership is directly recorded on the Register of Members in book-entry form are asked to **complete the Forms of Proxy sent to you with the Scheme Document, in accordance with the instructions printed on the forms** and return them either by post or by hand as soon as possible but in any event so as to be received by Dalata’s Registrar, Computershare Investor Services (Ireland) Limited at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, not less than 48 hours before the time and date of the relevant meeting - being as follows:

Latest time for receipt of Forms of Proxy for the First Scheme Meeting (YELLOW Form)	12.00 p.m. 9 September 2025
Latest time for receipt of Forms of Proxy for the Second Scheme Meeting (ORANGE Form)	12.05 p.m. 9 September 2025
Latest time for receipt of Forms of Proxy for the Extraordinary General Meeting (PINK Form)	12.15 p.m. 9 September 2025

If a Form of Proxy for a Scheme Meeting or EGM is not lodged by the relevant time, it may also be handed to the Chairperson before the start of the relevant Scheme Meeting or EGM. You may appoint a proxy electronically for a Scheme Meeting or the EGM by visiting the website of the Company’s Registrars at www.eproxyappointment.com, subject to the terms and conditions contained therein. You will need your Control Number, Shareholder Reference Number (SRN) and PIN number as printed on your Form of Proxy.

Please see further the “*Expected Timetable of Principal Events*” in the Scheme Document.

CAN I VOTE MY SHARES BY WAY OF PROXY?

Yes, if a Form of Proxy is properly executed and returned, it will be voted in the manner directed by the shareholder executing it, by the Chairperson of the EGM or any other person duly appointed as proxy by the shareholder or if no directions are given, will be voted at the discretion of the Chairperson of the EGM or any other person duly appointed as proxy by the shareholder.

WHAT HAPPENS IF THE ACQUISITION IS NOT APPROVED?

If the Acquisition is not approved, Bidco will not acquire the Company under the proposed scheme of arrangement, and you will not receive the Consideration.

IF THE ACQUISITION BECOMES EFFECTIVE, WHEN WILL I RECEIVE THE OFFER CONSIDERATION?

If the Acquisition becomes effective, the Consideration should be distributed to you within 14 days of the effective date of the Acquisition (which is expected to be during November 2025).

WHO SHOULD I CONTACT WITH QUERIES?

If you have any queries in respect of the above, please contact your stockbroker or other intermediary or the Company's brokers as set out below:

Davy (Joint Corporate Broker) +353 1 679 6363
Anthony Farrell
Orla Cowzer

Account Queries - Davy Select +353 1 614 9000

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