SANCTION OF THE SCHEME BY THE COURT

DALATA HOTEL GROUP PLC

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Dalata Hotel Group PLC (DAL,DHG)
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29 October 2025

RECOMMENDED CASH OFFER

FOR

DALATA HOTEL GROUP PLC

BY

PANDOX IRELAND TUCK LIMITED

A NEWLY-INCORPORATED COMPANY WHOLLY-OWNED BY PANDOX AB AND EIENDOM AS

TO BE IMPLEMENTED BY WAY OF A SCHEME OF ARRANGEMENT UNDER CHAPTER PART 9 OF THE COMPANIES ACT 2014

SANCTION OF THE SCHEME BY THE COURT

The boards of Pandox Ireland Tuck Limited ("**Bidco**") and Dalata Hotel Group plc ("**Dalata**") a pleased to announce that the scheme of arrangement under Chapter 1 of Part 9 of the Companies 2014 (the "**Scheme**") to implement the unanimously recommended cash acquisition by Bidco of entire issued and to be issued share capital of Dalata (other than Treasury Shares and Dalata Sha the beneficial ownership of Bidco) (the "**Acquisition**") has today been sanctioned by the High C Ireland.

The Scheme and the Acquisition will become effective on delivery to the Registrar of Companie Court Order and the minute required by section 86 of the Companies Act 2014 confirming the Reduction of Capital to be effected as part of the Scheme and such Reduction of Capital having effective upon the registration of the Court Order and minute by the Registrar of Companies.

Delivery and registration of the Court Order and the minute confirming the Reduction of Capital expected to occur at approximately 9.30 a.m. on 7 November 2025 (the "**Effective Date**").

Accordingly, 6 November 2025 is expected to be the last date on which trading of Dalata Shares Euronext Dublin and the London Stock Exchange will occur. Cancellation of the admission of D Shares to trading on the regulated market of Euronext Dublin and on the Main Market of the Lo Stock Exchange and the listing of Dalata Shares on the Official List of Euronext Dublin and the Official list is expected to occur by 7.00 a.m. on 10 November 2025 (being the first business day following the Effective Date).

In accordance with the requirements of the Irish Takeover Rules, all consideration to be paid by Scheme Shareholders under the terms of the Scheme is expected to be distributed by no later tha November 2025.

Capitalised terms used, but not defined, in this announcement have the same meaning as in the S Document dated 12 August 2025. All times stated in this announcement are to time in Dublin.

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Responsibility statements required by the Irish Takeover Rules

The Directors of Dalata accept responsibility for the information contained in this announcement. To the their knowledge and belief (having taken all reasonable care to ensure such is the case), the information contained in this announcement is in accordance with the facts and does not omit anything likely to affec import of such information.

The directors of Bidco accept responsibility for the information contained in this announcement, other th information relating to Dalata, the Dalata Group and the Dalata Directors and members of their immedi families, related trusts and persons connected to them. To the best of their knowledge and belief (having reasonable care to ensure that such is the case), the information contained in this announcement for whic accept responsibility is in accordance with the facts and does not omit anything likely to affect the impor information.

Advisers

*N.M. Rothschild & Sons Limited ("**Rothschild & Co**"), which is authorised and regulated in the United by the FCA, is acting exclusively as financial adviser to Dalata and for no one else in connection with th Acquisition and will not be responsible to anyone other than Dalata in respect of protections that may be to clients of Rothschild & Co nor for providing advice in connection with the Acquisition or any matter r herein. Neither Rothschild & Co nor any of its affiliates (nor their respective directors, officers, employe agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, wheth contract, in tort, under statute or otherwise) to any person who is not a client of Rothschild & Co in con with this announcement, any statement contained herein, the Acquisition or otherwise. No representation warranty, express or implied, is made by Rothschild & Co as to the contents of this announcement.*

*J&E Davy ("**Davy**"), which is authorised and regulated in Ireland by the Central Bank of Ireland, and ir United Kingdom, Davy is authorised and regulated by the FCA. Davy is acting exclusively for Dalata an else in connection with the matters referred to in this announcement and will not be responsible to anyon than Dalata for providing the protections afforded to clients of Davy or for providing advice in connectio the matters referred to in this announcement.*

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Disclosure requirements of the Takeover Rules

Under Rule 8.3(b) of the Irish Takeover Rules, any person 'interested' (directly or indirectly) in 1% or m class of 'relevant securities' of Dalata must disclose all 'dealings' in such 'relevant securities' during the *period'. The disclosure of a 'dealing' in 'relevant securities' by a person to whom Rule 8.3(b) applies mus made by no later than 3.30 pm (Irish/UK time) on the business day following the date of the relevant tra This requirement will continue until the 'offer period' ends. If two or more persons cooperate on the basis agreement either express or tacit, either oral or written, to acquire an 'interest' in 'relevant securities' of offeree company, they will be deemed to be a single person for the purpose of Rule 8.3 of the Irish Takeo Rules. A dealing disclosure must contain the details specified in Rule 8.6(b) of the Irish Takeover Rules, i details of the dealing concerned and of the person's interests and short positions in any 'relevant securiti Dalata.*

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

Disclosure tables, giving details of the companies in whose 'relevant securities' 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 condition absolute, to changes in the price of securities. In particular, a person will be treated as having an 'interes virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative refe to, securities.

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

No Offer or Solicitation

This announcement is for information purposes only and is not intended to, and does not, constitute or fo part of any offer or invitation, or the solicitation of an offer, to purchase or otherwise acquire, subscribe or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursu the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdic contravention of applicable law. The Acquisition will be made solely by means of the Scheme Document applicable, the Takeover Offer Documents), which will contain the full terms and conditions of the Acqui including details of how to vote in respect of the Acquisition. Any decision in respect of, or other respons Acquisition, should be made only on the basis of the information contained in the Scheme Document (or, applicable, the Takeover Offer Documents).

Overseas Shareholders

The availability of the Acquisition to Dalata Shareholders who are not resident in and citizens of Ireland United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of they are citizens. Persons who are not resident in Ireland or the United Kingdom should inform themselv and observe, any applicable legal or regulatory requirements of their jurisdictions. In particular, the abil persons who are not resident in Ireland or the United Kingdom to vote their Dalata Shares with respect t Scheme at the Scheme Meetings, or to appoint another person as proxy to vote at the Scheme Meetings o behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclai responsibility or liability for the violation of such restrictions by any person. Further details in relation t Overseas Shareholders will be contained in the Scheme Document.

Unless otherwise determined by Bidco or required by the Takeover Rules, and permitted by applicable la regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour Scheme by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jur if to do so would constitute a violation of the laws of that jurisdiction. Copies of this announcement and *formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, ma otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiv documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in of the Acquisition. If the Acquisition is implemented by way of a Takeover Offer (unless otherwise permitt applicable law and regulation), the Takeover Offer may not be made directly or indirectly, in or into, or b of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electron transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, sta other securities exchange of any Restricted Jurisdiction and the Takeover Offer may not be capable of ac by any such use, means, instrumentality or facilities.*

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