THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN FINANCIAL ADVICE FROM YOUR STOCKBROKER OR OTHER INDEPENDENT ADVISER UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED).

IF YOU HAVE SOLD OR TRANSFERRED ALL OF YOUR SHARES IN ELEGANT HOTELS GROUP PLC (THE “COMPANY”) PLEASE FORWARD THIS DOCUMENT TOGETHER WITH THE ACCOMPANYING DOCUMENTS AS SOON AS POSSIBLE TO THE PURCHASER OR TRANSFEE OF THE PERSON WHO ARRANGED THE SALE OR TRANSFER SO THEY CAN PASS THIS DOCUMENT TO THE PERSON WHO NOW HOLDS THE SHARES.
22 January 2019

Dear Shareholder

ANNUAL GENERAL MEETING

INTRODUCTION

I am writing to you with the details of our annual general meeting (the “AGM”), which will be held at the offices of Macfarlanes LLP at 20 Cursitor Street, London EC4A 1LT on 26 February 2019 at 11:00 a.m.

If you would like to vote on the resolutions at the AGM but are unable to attend, please complete the Form of Proxy enclosed with this document and return it to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Alternatively, you may submit your proxy vote either online at www.signalshares.com or through CREST.

EXPLANATION OF AGM BUSINESS

You will find on page 6 of this document a notice convening the annual general meeting of the Company for 26 February 2019. This explanatory note gives further information the resolutions which will be proposed at the meeting set out in the notice.

RESOLUTION 1 – TO RECEIVE AND ADOPT THE ANNUAL ACCOUNTS AND REPORTS

The Companies Act 2006 requires the directors of a public company to lay its annual accounts and reports before the company in general meeting. The Company proposes, as an ordinary resolution, a resolution on its annual accounts and reports.

RESOLUTION 2 – TO DECLARE A FINAL DIVIDEND

The Company paid an interim dividend of 1.33 pence per share in May 2018. The Directors recommend a final dividend of 2.66 pence per share, bringing the total dividend for the year to 4 pence per share. Subject to approval by shareholders, the final dividend will be paid on 8 March 2019 to shareholders on the register on 8 February 2019.

RESOLUTIONS 3 TO 5 – TO ELECT OR RE-ELECT STEVEN BALDWIN, SUNIL CHATRANI AND SIMON SHERWOOD AS DIRECTORS

The Company’s articles of association state that any director who held office at the time of the two preceding annual general meetings and who did not retire at either of them shall retire and may offer himself for re-election.

Each of Steven Baldwin, Sunil Chatrani and Simon Sherwood were appointed as a director of the Company on 15 April 2015.

A copy of their service contracts are available for inspection at the registered office of the Company and will be available for inspection at the annual general meeting.

Information on each of the directors standing for re-election is may be found in the section of the annual report and accounts on the board of directors. The Chairman confirms that, following formal performance evaluation, the directors’ performance continues to be effective and demonstrates commitment to their respective roles, including time commitments for board and committee meetings. Steven Baldwin, Simon Sherwood and Sunil Chatrani have extensive experience as directors of listed companies which allows them to contribute to the Group’s development. The board is therefore of the opinion that Steven Baldwin, Simon Sherwood and Sunil Chatrani should be re-elected to the board.
RESOLUTIONS 6 AND 7 – TO RE-APPOINT KPMG LLP AS AUDITORS AND AUDITOR'S REMUNERATION

These resolutions propose that KPMG LLP should be re-appointed as the Company’s auditors and authorises the directors to determine their remuneration.

RESOLUTION 8 – AUTHORITY FOR POLITICAL DONATIONS AND EXPENDITURE

The Company does not intend to change its current practice of not making donations to political parties. However, the Companies Act 2006 contains restrictions on companies making political donations to a political party or other political organisation or incurring political expenditure. The relevant provisions define political donations, political expenditure and political organisations widely. As a result, for example, the provisions might catch activities such as funding seminars and other functions to which politicians are invited or supporting bodies concerned with policy review or law reform, with the representation of the business community (or sections of it), or with the representation of other communities or special interest groups which it may be in the interests of the Company to support.

Resolution 8 in the notice of annual general meeting, which will be proposed as an ordinary resolution, seeks authority from shareholders to enable the Company and each of its subsidiaries to make political donations and to incur political expenditure which they would otherwise be prohibited from making or incurring.

The directors believe that the authority proposed under resolution 8 to fund political donations to political parties or independent election candidates to a limit of £50,000, to fund political donations to political organisations (other than political parties) to a limit of £50,000, and to incur political expenditure to a limit of £50,000 is necessary to be sure that, if it is in the Company’s or any subsidiary’s interests, support can be given to organisations that are not believed to be political but which might come within the extended and uncertain scope of the relevant provisions of the Companies Act 2006.

The resolution does not authorise any specific donations or expenditure. As required by the Companies Act 2006, the Company will make disclosure in its next annual report of any political donations made, or political expenditure incurred, by it or any of its subsidiaries which is in excess of £2,000. The authority conferred by this resolution will expire at the end of next year’s annual general meeting or, if sooner, on 26 May 2020.

RESOLUTION 9 – AUTHORITY TO ALLOT SHARES

Under the Companies Act 2006 the directors may only allot shares (or grant certain rights over shares) with the authority of shareholders in general meeting (other than pursuant to an employee share scheme). In certain circumstances this could be unduly restrictive. The directors’ existing authority to allot shares, which was granted at the annual general meeting held on 19 February 2018, will expire at the end of this year’s annual general meeting.

Resolution 9 in the notice of annual general meeting will be proposed, as an ordinary resolution, to authorise the directors to allot ordinary shares of £0.01 each in the capital of the Company up to a maximum nominal amount of £296,052 and up to a further maximum nominal amount of £296,052 where the allotment is in connection with an offer by way of a rights issue, representing approximately one third and one third respectively of the nominal value of the ordinary shares in issue on 21 January 2019.

The authority conferred by the resolution will expire at the end of next year’s annual general meeting or, if sooner, on 26 May 2020.

The directors have no current intention of exercising this authority other than on the exercise of share options under the Company’s employee share option schemes. This authority also gives the directors flexibility to issue shares where they believe it is in the best interests of shareholders to do so.
RESOLUTION 10 AND 11 – TO DISAPPLY PRE-EMPTION RIGHTS

Unless they are given an appropriate authority by shareholders, if the directors wish to allot any shares for cash or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) they must first offer them to existing shareholders in proportion to their existing holdings. These are known as pre-emption rights.

The existing disapplication of these statutory pre-emption rights, which was granted at the annual general meeting held on 19 February 2018, will expire at the end of this year’s annual general meeting. Accordingly, resolutions 10 and 11 in the notice of annual general meeting will be proposed, as special resolutions, to give the directors power to allot shares without the application of these statutory pre-emption rights: first, in relation to offers of equity securities by way of rights issue, open offer or similar arrangements (save that in the case of an allotment pursuant to the authority conferred by paragraph 9.2 of Resolution 9, such offer shall be by way of rights issue only); and second, in relation to the allotment of equity securities for cash up to a maximum aggregate nominal amount of £44,407 (representing approximately five per cent of the nominal value of the ordinary shares in issue on 21 January 2019; and third, in relation to an acquisition or other capital investment as defined by the Pre-emption Group’s Statement of Principles, an additional five per cent of the nominal value of the ordinary shares in issue on 21 January 2019.

These limits are in accordance with guidelines issued by the Pre-emption Group, the Investment Association and market practice.

The directors have no current intention of issuing shares other than on the exercise of share options under the Company’s employee share option schemes. However, the authority gives the directors flexibility to take advantage of business opportunities that may arise. The directors intend to adhere to the provisions in the Pre-Emption Group’s Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in resolution 9:

(i) in excess of an amount equal to 5 per cent of the total issued ordinary share capital of the Company excluding treasury shares; or

(ii) in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company excluding treasury shares within a rolling three-year period, without prior consultation with shareholders, in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority sought and limits set by this resolution will also apply to a sale by the Company of any shares it holds as treasury shares. The Companies Act 2006 permits shares purchased by the Company out of distributable profits to be held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company’s obligations under its employee share-based incentive schemes.

The power conferred by this Resolution will expire at the end of next year’s annual general meeting or, if sooner, on 26 May 2020.
RESOLUTION 12 – COMPANY’S AUTHORITY TO PURCHASE ITS OWN SHARES

At the annual general meeting of the Company held on 19 February 2018, the Company was authorised to make market purchases of up to 8,881,578 of its own ordinary shares.

Resolution 12 in the notice of annual general meeting, which will be proposed as a special resolution, will authorise the Company to make market purchases of up to 8,881,578 ordinary shares. This equals 10 per cent of the Company’s ordinary shares in issue on 21 January 2019. The maximum price that may be paid shall be 5 per cent above the average of the middle market quotations for an ordinary share for the five business days immediately before the day on which such share is contracted to be purchased (exclusive of all expenses).

The authority conferred by this resolution will expire at the end of next year’s annual general meeting or, if sooner, on 26 May 2020.

Your directors are committed to managing the Company’s capital effectively. Although the directors have no plans to make such purchases, buying back the Company’s ordinary shares is one of the options they keep under review.

The Company may hold in treasury any of its own shares that it purchases in accordance with the Companies Act 2006 and the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base. Shares held in treasury may subsequently be cancelled, sold for cash, or transferred for the purposes of, or pursuant to, employee share schemes. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of shares. Further, no dividend or other distribution of the Company’s assets may be made to the Company in respect of the shares held in treasury.

As at 14 January 2019, there were options outstanding over 1,925,101 ordinary shares which, if exercised at that date, would have represented 2.2% per cent of the Company’s issued ordinary share capital. If the authority given by resolution 12 were to be fully used, these would then represent 2.4% per cent of the Company’s issued ordinary share capital.

RECOMMENDATION

The Directors of the Company consider that all the proposed resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and accordingly unanimously recommend you to vote in favour of all of the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Simon Sherwood
Non-executive Chairman
NOTICE OF ANNUAL GENERAL MEETING

COMPANY NO. 9537096

ELEGANT HOTELS GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Elegant Hotels Group plc will be held at the offices of Macfarlanes LLP, 20 Cursitor Street, London, EC4A 1LT on 26 February 2019 at 11 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass resolutions 1 to 9 (inclusive) as ordinary resolutions:

1 To receive and adopt the annual accounts and reports of the directors and the auditors for the year ended 30 September 2018.
2 To declare a final dividend of 2.66 pence per Ordinary Share for the year ended 30 September 2018.
3 To re-elect Steven Baldwin as a director.
4 To re-elect Sunil Chatrani as a director.
5 To re-elect Simon Sherwood as a director.
6 To re-appoint KPMG LLP as the Company’s auditors to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the company.
7 To authorise the directors to determine the auditor’s remuneration.
8 That in accordance with ss.366 and 367 Companies Act 2006 (the “2006 Act”) the Company, and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect, are authorised, during the period beginning with the date on which this resolution is passed and ending at the end of the next annual general meeting of the Company or, if sooner, on 26 May 2020, to:
   8.1 make political donations to political parties or independent election candidates or both, not exceeding £50,000 in total;
   8.2 make political donations to political organisations (other than political parties) not exceeding £50,000 in total; and
   8.3 incur political expenditure not exceeding £50,000 in total,
   provided that the aggregate amount of all such political donations and political expenditure during such period shall not exceed £50,000.

For the purposes of this resolution the terms “political donations”, “political parties”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings given by ss.363-365 2006 Act.
9. That the directors be generally and unconditionally authorised pursuant to s.551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot:

9.1 shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (“Relevant Securities”), up to a maximum aggregate nominal amount of £296,052; and further

9.2 Relevant Securities comprising equity securities (within the meaning of s.560 of the Act) up to an aggregate nominal amount of £296,052 in connection with an offer by way of a rights issue in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares, but subject to such exclusions, limits, restrictions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter;

for a period expiring (unless previously revoked, varied or renewed) at the end of the next annual general meeting of the Company or, if sooner, on 26 May 2020, but in each case the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

All previous unutilised authorities given to the directors pursuant to s.551 of the Act shall cease to have effect at the conclusion of this annual general meeting, save to the extent that those authorities are exercisable pursuant to s.551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date.

10. That subject to the passing of Resolution 9 above, the directors be generally empowered pursuant to s.570 and s.573 of the Act to allot equity securities (within the meaning of s.560 of the Act) for cash, pursuant to the authority conferred by Resolution 9 as if s.561(1) of the Act did not apply to such allotment, provided that this power shall expire (unless previously revoked, varied or renewed) at the end of the next annual general meeting of the Company or, if sooner, on 26 May 2020. This power shall be limited to the allotment of equity securities:

10.1 in connection with an offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement) save that in the case of an allotment pursuant to the authority conferred by Resolution 9, such offer shall be by way of rights issue only in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares but subject to such exclusions, limits, restrictions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter; and

10.2 otherwise than pursuant to paragraph 10.1 up to an aggregate nominal amount of £44,407;

but the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after this power expires and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of s.560(3) of the Act as if in the first paragraph of this resolution the words “pursuant to the authority conferred by Resolution 9” were omitted.

All previous unutilised powers given to the directors pursuant to s.570 and 573 of the Act shall cease to have effect at the conclusion of this annual general meeting.
NOTICE OF ANNUAL GENERAL MEETING

CONTINUED

11 That if resolution 9 is passed, the directors be authorised in addition to any authority granted under resolution 10 to allot equity securities (within the meaning of s.560 of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

11.1 limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £44,407; and

11.2 used only 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 Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

provided that this power shall expire (unless previously revoked, varied or renewed) at the end of the next annual general meeting of the Company or, if sooner, on 26 May 2020 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.

12 That the Company be generally and unconditionally authorised pursuant to s.701 Companies Act 2006 to make market purchases (within the meaning of s.693(4) Companies Act 2006) of its ordinary shares of £0.01 each on such terms and in such manner as the directors shall determine, provided that:

12.1 the maximum number of ordinary shares hereby authorised to be purchased is 8,881,578;

12.2 the maximum price which may be paid for each Ordinary Share shall be 5 per cent above the average of the middle market quotations for an Ordinary Share (as derived from The London Stock Exchange Daily Official List) for the five business days immediately before the day on which such share is contracted to be purchased (exclusive of all expenses);

12.3 the minimum price which may be paid for each Ordinary Share shall be £0.01 (exclusive of all expenses); and

12.4 this authority (unless previously revoked, varied or renewed) shall expire at the end of the next annual general meeting of the Company or, if sooner, on 26 May 2020 except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry, where the Company may make a purchase of ordinary shares in pursuance of any such contract or contracts.

Dated: 22 January 2019

By order of the Board

Shauna Kissoon
Secretary
Elegant Hotels Group plc

Registered Office: 10 Norwich Street, London EC4A 1BD
NOTES

RIGHTS TO APPOINT A PROXY
1 Members of the Company entitled to attend and vote are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote at a meeting of the Company. A proxy does not need to be a member of the Company but must attend the meeting to represent you. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a member wishes a proxy to speak on its behalf at the meeting he or she should appoint their own choice of proxy (not the chairman) and give their instructions directly to them.

PROCEDURE FOR APPOINTING A PROXY
2 A proxy form which may be used to make such appointment and give proxy directions accompanies this notice. Details of how to appoint a proxy are set out in the notes to the proxy form. If you do not receive a proxy form and believe that you should have one, or if you require additional proxy forms in order to appoint more than one proxy, please contact Link Asset Services at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. As an alternative to completing a hard copy proxy form, proxies may be appointed electronically in accordance with note 3 below.

3 To be valid, the proxy form must be returned (together with any the power of attorney or other authority (if any) under which it is signed or a copy of such power or authority) by one of the following methods:
   • in hard copy form by post or (during normal business hours only) by hand at Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU;
   • by logging on to www.signalshares.com and following the instructions;
   • in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below, and in each case so as to be received by no later than 11 a.m. on 22 February 2019. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. The return of a completed proxy form, appointing a proxy electronically or any CREST Proxy Instruction (as described in note 9 below) will not preclude a member from attending the annual general meeting and voting in person if he or she wishes to do so. If a member has appointed a proxy and attends the annual general meeting in person, the proxy appointment will automatically be terminated.

CHANGING OR REVOKING PROXY INSTRUCTIONS
4 To change your proxy instructions simply submit a new proxy appointment using the methods set out in note 3 above. Any amended proxy appointment must be received no later than the time referred to in note 3 above and any amended proxy appointment received after the relevant cut-off time will be disregarded.

5 If you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU and ask for another proxy form.

6 If you submit more than one valid proxy appointment in respect of the same share for the purposes of the same meeting, the appointment last delivered or received shall prevail in conferring authority on the person named in it to attend the meeting and speak and vote. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of the relevant share(s).

7 In order to revoke a proxy instruction you will need to inform the Company by sending notice in writing clearly stating your intention to revoke your proxy appointment by one of the methods referred to in note 3 above (accompanied by the power of attorney or other authority (if any) under which the revocation notice is signed or a copy of such power or authority). The revocation notice must be received no later than 11 am on 22 February 2019.

RECORD DATE
8 To be entitled to attend and vote at the annual general meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at close of business on 22 February 2019 (or, in the event of any adjournment, 48 hours before the time of the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the right of any person to attend and vote at the meeting.
CREST PROXY APPOINTMENTS

9 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Link Asset Services (CREST ID RA10) by no later than 11 a.m. on 22 February 2019 or, in the event of an adjournment, 48 hours before the adjourned time excluding non-working days. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link Asset Services is able to retrieve the message by enquiry to CREST in the manner required by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) Uncertificated Securities Regulations 2001.

CORPORATE REPRESENTATIVES

10 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

TOTAL VOTING RIGHTS

11 As at 21 January 2019 (being the last business day prior to the publication of this notice) the Company’s issued share capital comprised 88,815,789 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote on a poll at a general meeting of the Company and, therefore, the total voting rights in the Company as at that date are 88,815,789. As at 21 January 2019, the Company held no ordinary shares as treasury shares.

OTHER RIGHTS OF MEMBERS

12 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

DOCUMENTS AVAILABLE FOR INSPECTION

13 There will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays and public holidays) and at Macfarlanes LLP, 20 Cursitor Street, London, EC4A 1LT for at least 15 minutes prior to and during the annual general meeting copies of the service contract of each executive director.

COMMUNICATIONS

14 Members who have general enquiries about the meeting should email the Company Secretary, Shauna Kissoon, skissoon@eleganthotels.com.

15 You may not use any electronic address provided in this notice of annual general meeting or any related documents (including the proxy form) for communicating with the Company for any purposes other than those expressly stated.

16 Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that members subject all messages to virus checking procedures prior to use. Please note that any electronic communication received by the Company that is found to contain any virus will not be accepted.