

PEEL HOTELS PLC

NOTICE OF ANNUAL GENERAL MEETING

Website publication of audit concerns

9. Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (sections 527 to 531), where requested by either:
- a member or members having a right to vote at the Meeting and holding at least 5% of total voting rights of the Company; or
 - at least 100 members have a right to vote at the Meeting and holding, on average, at least £100 of paid up share capital,
- the Company must publish on its website, a statement setting out any matter that such members propose to raise at the Meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting.

Where the Company is required to publish such a statement on its website:

- it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- the statement may be dealt with as part of the business of the Meeting.

A member wishing to request publication of such a statement on the Company's website must send the request to the Company using one of the following methods:

- in hard copy form to our Secretary, Thrings LLP, 20 St Andrew Street, London, EC4A 3AG - the request must be signed by you;
- by e-mail to kmcguinness@thrings.com; or
- by fax to 020 7766 5675 marked for the attention of Kevin McGuinness.

Whichever form of communication is chosen, the request must:

- either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported; and
- be received by the Company at least one week before the Meeting.

Nominated persons

10. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (**Nominated Person**):

- You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (**Relevant Member**) to be appointed or to have someone else appointed as a proxy for the Meeting.
- If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
- Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Documents on display

11. The following documents will be available for inspection at the place of the meeting for at least 15 minutes prior to the Meeting and during the Meeting:
- Copies of the service contracts of executive directors of the Company.
 - Copies of the letters of appointment of the non-executive directors of the Company.

NOTICE IS HEREBY GIVEN that the 20th Annual General Meeting of the Company will be held at The Caledonian Hotel, Osborne Road, Jesmond, Newcastle upon Tyne, NE2 2AT on 12 September 2018 at 12:00 noon for the following purposes:

ORDINARY BUSINESS

1. To receive the Company's annual accounts for the financial year ended 28 January 2018 together with the directors' report, the directors' remuneration report and the auditors' report on those accounts and the auditable part of the remuneration report.
2. To re-elect the following director who retires by rotation in accordance with the Company's Articles of Association, and who, being eligible, offers himself for re-election.

Nicholas David Lawton Parrish

A brief description of Mr Parrish is provided at page 7 of the Company's annual report and accounts for the financial year ended 28 January 2018.

3. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:
To re-appoint Grant Thornton UK LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company, and to authorise their remuneration to be fixed by the directors.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions of which Resolution 4 will be proposed as an Ordinary Resolution and Resolution 5 will be proposed as a Special Resolution:

4. THAT the directors be and are hereby generally and unconditionally authorised, in accordance with Section 551 of the Companies Act 2006 (**2006 Act**) to exercise all the powers of the Company to allot equity securities (within the meaning of Section 560 of the 2006 Act) of the Company up to an aggregate nominal amount of £585,800 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company, unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after that date and the Company may implement the same as if the authority conferred hereby had not expired.

5. THAT, subject to and conditional upon Resolution 4 above being passed, the directors be and are hereby authorised and empowered pursuant to Section 570 of the 2006 Act to allot equity securities (within the meaning of Section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 5 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £140,120.

and shall expire on the conclusion of the next Annual General Meeting of the Company after passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired.

By order of the Board

Thrings LLP

Secretary

Dated: 6 August 2018

Registered Office:

20, St. Andrew Street,
London, EC4A 3AG

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - 6:00 pm on 10 September 2018; or
 - if this Meeting is adjourned, at 6:00 pm on the day two days prior to the adjourned meeting,shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's Registrars.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company's Registrars at the address shown in the proxy form; and
- received by the Company's Registrars no later than 48 hours before the time appointed for holding the Meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Issued shares and total voting rights

8. As at 12:00 noon on 10 September 2018 the Company's issued share capital comprised 14,012,123 ordinary shares of 10 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 12:00 noon on 10 September 2018 is 14,012,123.