

# PEEL HOTELS LIMITED

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## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting of the Company will be held at The George Hotel, High Street, Wallingford OX10 0BS, on Thursday 17<sup>th</sup> December 2020 at 12:00 noon for the following purposes:

### ORDINARY BUSINESS

1. To receive the Company's annual accounts for the financial year ended 26 January 2020 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 consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

To approve the appointment of Armstrong Watson Audit Limited 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.

By order of the Board

**Thrings LLP**  
*Secretary*

Dated: 16<sup>th</sup> November 2020  
Registered Office: 20, St. Andrew Street,  
London, EC4A 3AG

## **NOTES:**

### **NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING**

***GIVEN THE PREVAILING CIRCUMSTANCES RESTRICTING UNNECESSARY TRAVEL SHAREHOLDERS ARE PARTICULARLY ENCOURAGED TO RETURN PROXY CARDS THIS YEAR.***

***IF YOU MIGHT BE UNABLE TO ATTEND, BUT WISH TO RAISE A CONCERN OR ASK A QUESTION PLEASE SEND WRITTEN QUESTIONS IN ADVANCE TO THE COMPANY'S REGISTERED OFFICE FAO KEVIN MCGUINNESS WHICH QUESTIONS WILL BE DEALT WITH AT THE MEETING AND BY WRITTEN RESPONSE***

#### **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 15 December 2020; 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 16 November 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 16 November 2018 is 14,012,123.