Dalata Hotel Group PLC (DAL,DHG)
Dalata Hotel Group PLC: Announcement relating to despatch of Rule 15 Proposals

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FOR IMMEDIATE RELEASE

14 AUGUST 2025

RECOMMENDED CASH OFFER

**FOR** 

DALATA HOTEL GROUP PLC

 $\mathbf{R}\mathbf{V}$ 

#### PANDOX IRELAND TUCK LIMITED

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

# TO BE IMPLEMENTED BY WAY OF A SCHEME OF ARRANGEMENT UNDER CHAPTER 1 OF PART 9 OF THE COMPANIES ACT 2014

## Announcement relating to despatch of Rule 15 Proposals

In accordance with Rule 15(c) of the Irish Takeover Panel Act, 1997, Takeover Rules, 2022 (the "**Irish Takeover Rules**"), Pandox Ireland Tuck Limited ("**Bidco**") and Dalata Hotel Group plc ("**Dalata**") announce that letters dated 14 August 2025 containing details of the proposals to holders of subsisting awards or options granted under each of: (i) the Dalata 2017 Long Term Incentive Plan, (ii) the Dalata Irish Sharesave Scheme and (iii) the Dalata UK Sharesave Scheme (together, the "**Proposals**") have been despatched to such holders in connection with the proposed acquisition of Dalata by Bidco (the "**Acquisition**").

The Proposals are being made available for inspection on Dalata's website at (https://dalata.com/investor-relations/) and on Pandox's website (www.pandox.se/investor-relations/). For the avoidance of doubt, the content of such websites is not incorporated into, and does not form part of, this announcement.

## **Request for Proposals**

If you are a Dalata Awardholder and did not receive one or more Proposals, please contact companysecretarial@dalatahotelgroup.com

Except as otherwise defined herein, capitalised terms used but not defined in this announcement have the same meanings as given to them in the Scheme Document published by Dalata on 12 August 2025.

## Statements Required by the Takeover Rules

The Dalata Directors accept responsibility for the information contained in this announcement, other than information relating to (i) Pandox, the Pandox Group, the Pandox Directors and members of their immediate families, related trusts and persons connected with them, (ii) Eiendomsspar, the Eiendomsspar Group, the Eiendomsspar Directors and members of their immediate families, related trusts and persons connected with them, and (iii) Bidco, the Bidco Group and the Bidco Directors and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the Dalata Directors (who have taken all reasonable care to ensure such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Bidco Directors accept responsibility for the information contained in this announcement, other than information relating to (i) Pandox, the Pandox Group, the Pandox Directors and members of their immediate families, related trusts and persons connected with them, (ii) Eiendomsspar, the Eiendomsspar Group, the Eiendomsspar Directors and members of their immediate families, related trusts and persons connected with them, and (iii) Dalata, the Dalata Group and the Dalata Directors and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the Bidco Directors (who have taken all reasonable care to ensure that this is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Pandox Directors accept responsibility for the information contained in this announcement, other than information relating to (i) Eiendomsspar, the Eiendomsspar Group, the Eiendomsspar Directors and members of their immediate families, related trusts and persons connected with them, and (ii) Dalata, the

Dalata Group and the Dalata Directors and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the Pandox Directors (who have taken all reasonable care to ensure that this is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Eiendomsspar Directors accept responsibility for the information contained in this announcement, other than information relating to (i) Pandox, the Pandox Group, the Pandox Directors and members of their immediate families, related trusts and persons connected with them, and (ii) Dalata, the Dalata Group and the Dalata Directors and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the Eiendomsspar Directors (who have taken all reasonable care to ensure that this is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

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

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

Disclosure tables, giving details of the companies in whose 'relevant securities' 'opening positions' and 'dealings' should be disclosed, can be found on the Irish Takeover Panel's website at <a href="https://www.irishtakeoverpanel.ie">www.irishtakeoverpanel.ie</a>.

Interests' in securities arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an 'interest' by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks in this section are defined in the Irish Takeover Rules, which can also be found on the Irish Takeover Panel's website. If you are in any doubt as to whether or not you are required to disclose a dealing or an opening position under Rule 8, please consult the Irish Takeover Panel's website at www.irishtakeoverpanel.ie or contact the Irish 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 form any part of any offer or invitation, or the solicitation of an offer, to purchase or otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. The Acquisition will be made solely by means of the Scheme Document (or, if applicable, the Takeover Offer Documents), which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any acceptance or other response to the Acquisition should be made only on the basis of the information in the Scheme Document (or, if applicable the Takeover Offer Documents).

## General

The laws of certain jurisdictions may affect the availability of the Acquisition to persons who are not resident in Ireland or the United Kingdom, Persons who are not resident in Ireland or the United Kingdom, or who are subject to laws of any jurisdiction other than Ireland or the United Kingdom, should inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with any applicable legal or regulatory requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility and liability for the violation of such restrictions by any person. Further details in relation to Overseas Shareholders will be contained in the Scheme Document.

This announcement has been prepared for the purpose of complying with the laws of Ireland and the Irish Takeover Rules and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside of Ireland.

The Acquisition will not be made available, directly or indirectly, in any Restricted Jurisdiction, and the Acquisition will not be capable of acceptance from within a Restricted Jurisdiction.

The release, publication or distribution of this announcement in or into certain jurisdictions may be restricted by the laws of those jurisdictions. Accordingly, copies of this announcement and all other documents relating to the Acquisition are not being, and must not be, released, published, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction. Persons receiving such documents (including, without limitation, nominees, trustees and custodians) should observe these restrictions. Failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, Bidco, Pandox, Eiendomsspar and Dalata disclaim any responsibility or liability for the violations of any such restrictions by any person.

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