

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of easyHotel plc (the "Company") will be held at Hudson Sandler, 29 Cloth Fair, London EC1A 7NN at 9.30am on Thursday 21 January 2016 to consider and, if thought fit, pass the following resolutions, each of which will be proposed as an ordinary resolution.

1. To receive and adopt the audited accounts of the Company for the period ended 30 September 2015 and the reports of the Directors and independent auditors thereon.
2. To approve the Directors' Remuneration Report contained within the Company's Annual Report and Accounts for the year ended 30 September 2015.
3. To declare a final dividend of 0.33p per ordinary share of 1p each to be paid on 11 February 2016 to shareholders on the register at the close of business on 8 January 2016.
4. To re-appoint as a Director Guy Paul Cuthbert Parsons who retires in accordance with the Company's Articles of Association and offers himself for re-appointment.
5. To re-appoint as a Director Marc Andre Louis Vieilledent who retires in accordance with the Company's Articles of Association and offers himself for re-appointment.
6. To re-appoint as a Director Jonathan Stewart Lane OBE who retires by rotation in accordance with the Company's Articles of Association and offers himself for re-appointment.
7. To re-appoint BDO LLP as independent auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next general meeting of the Company at which accounts are laid, and to authorise the Directors to determine the auditors' remuneration.

By order of the Board

**Bernadette Barber**

Company Secretary  
21 December 2015

**Registered office:**

easyHotel House  
80 Old Street  
London EC1V 9AZ

Registered in England and Wales No. 09035738

**Notes:**

1. All members who hold ordinary shares are entitled to attend and vote at the meeting. A member who is entitled to attend and vote may appoint one or more proxies to attend and vote instead of him/her, and a proxy need not also be a member. A form of proxy accompanies this notice. If you do not intend being present at the meeting please sign and return it so as to reach the Company's registrar, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, at least 48 hours before the meeting. The return by a member of a duly completed form of proxy will not preclude any such member from attending in person and voting at the meeting. If you wish to attend the meeting in person, we advise arriving at least 15 minutes prior to the meeting.
2. The register of Directors' interests in the shares of the Company and copies of the Directors' service contracts and letters of appointment, other than those expiring or determinable without payment of compensation within one year, are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice until the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company by no later than 6.00pm on Tuesday 19 January 2016 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
4. There are set out on the following pages notes to the resolutions to be passed at the AGM. If you require further guidance you should contact your solicitor or financial adviser.
5. In order for a proxy appointment made by means of CREST 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 must be transmitted so as to be received by Capita (ID RA10) not later than 48 hours before the time fixed for the AGM. 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 Capita is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

## Notice of Annual General Meeting continued

### **Explanatory notes to the resolutions to be proposed at the Annual General Meeting**

#### **Resolution 1 – Report and accounts**

The Directors will present the audited financial statements of the Company for the year ended 30 September 2015, together with the Directors' report and the auditors' report on those financial statements.

#### **Resolution 2 – Remuneration report**

The Directors will present the remuneration report for the year ended 30 September 2015 for approval. This vote is not mandatory but is considered best practice.

#### **Resolution 3 – final dividend**

The Directors have recommended payment of a final dividend of 0.33p per ordinary share. Subject to approval by shareholders, this dividend will be paid on 11 February 2016 to shareholders on the register at the close of business on 8 January 2016.

#### **Resolutions 4 to 6 inclusive – re-election of Directors**

Under the Articles of Association, one-third of the Company's Directors, together with any Directors appointed by the Board since the last Annual General Meeting, are required to stand for re-election. This being the first Annual General Meeting since the appointment of Guy Parsons and Marc Vieilledent, they are both therefore required to stand for re-election. Jonathan Lane is retiring by rotation under the one-third provisions.

#### **Resolution 7 – re-appointment of auditors and fixing of auditors' remuneration**

The Company is required to appoint auditors at each Annual General Meeting at which accounts are laid before shareholders, to hold office until the next such meeting. The resolution proposes that BDO LLP be re-appointed as auditors for the current year and that the Directors be authorised to set their fees.

## Form of Proxy

**For use at the Annual General Meeting convened for 9.30am on 21 January 2016.**

I/We .....

BLOCK CAPITALS

of.....

being (a) member(s) of the above named company entitled to receive notice, attend speak and vote at general meetings of the Company, hereby appoint the Chairman of the Meeting

or .....(note 1)

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Hudson Sandler, 29 Cloth Fair, London EC1A 7NN on 21 January 2016 and at any and every adjournment thereof in relation to the resolutions specified in the Notice of AGM dated 21 December 2015 (the "Resolutions") and any other business (including adjournments and amendments to the Resolutions) which may properly come before the Annual General Meeting or any adjournment thereof and I/we direct my/our proxy to vote as indicated below (note 2).

Please indicate with a cross in the box opposite if this proxy appointment is one of multiple appointments being made.

For the appointment of one or more proxies, please refer to explanatory note 4 below.

Please indicate with a cross in each appropriate box how you wish your votes to be cast on each Resolution. Unless so instructed, your proxy will vote or abstain at his/her discretion. This proxy will be used only in the event that a poll be directed or demanded.

|                     |   | For                      | Against                  | Withheld                 |
|---------------------|---|--------------------------|--------------------------|--------------------------|
| <b>Resolution 1</b> | To receive the report and accounts for the year ended 30 September 2015                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 2</b> | To approve the remuneration report for the year ended 30 September 2015                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 3</b> | To approve a final dividend of 0.33p per ordinary share                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 4</b> | To re-elect Guy Paul Cuthbert Parsons as a Director                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 5</b> | To re-elect Marc Andre Louis Vieilledent as a Director                                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 6</b> | To re-elect Jonathan Stewart Lane OBE as a Director                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 7</b> | To re-appoint BDO LLP as auditors and authorise the Directors to fix their remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Number of shares (note 3): .....

Signed ..... Date.....day of ..... 2015/16\*

\* Delete as appropriate

## Form of Proxy continued

### Notes:

1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the Meeting in order to represent you. A member wishing to appoint someone other than the Chairman of the Meeting as his or her proxy should insert that person's name in the space provided in substitution for the reference to "the Chairman of the Meeting" (and delete that reference) and initial the alteration.
2. Please indicate by inserting an "X" in the appropriate box how you wish your vote to be cast on each resolution. If you mark the box "vote withheld" it will mean that your proxy will abstain from voting, and, accordingly, your vote will not be counted either for or against the relevant resolution. If you fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all.
3. If the proxy is being appointed for less than your full entitlement, please indicate above your signature the number and class of shares in relation to which that person is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full entitlement.
4. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A separate form of proxy must be deposited for each proxy appointed. Further copies of this form may be obtained from the Company's registrars at the address set out in note 5 below or you may photocopy this form. If you appoint multiple proxies, please indicate above your signature the number and class of shares in relation to which the person named on this form is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned to the Company's registrars at the address in note 5 below, together in the same envelope.
5. To be valid, this form of proxy, together with any power of attorney or other authority under which it is signed or a notarised copy thereof, must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 9.30am on 19 January 2016.
6. An individual member or his attorney must sign this form. If the member is a company, this form of proxy must be executed under the common seal or signed on its behalf by an officer or attorney of the company.
7. In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding (the first named being the most senior).
8. A member wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out, and by the time limit specified, in note 5. Any changes to proxy instructions received after that time will be disregarded. A member who requires another form should contact the Company's registrar at the address specified in note 5 above. Subject to note 4, if a member submits more than one valid proxy appointment, the appointment received last before the time limit in note 5 will take precedence.
9. A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's registrars to the address set out in note 5. The revocation notice must be received by the Company's registrars by the time limit set out in note 5. Any revocation notice received after this time will not have effect.
10. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.