

easyHotel plc

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of easyHotel plc (the "Company") will be held in the Courtyard Meeting Room, Somerset House, The Strand, London WC2R 1LA, at 10.30am on Wednesday 25 March 2020 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 year ended 30 September 2019 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 2019.
3. To re-appoint as a Corporate Director Cadim Fonds Inc., represented on the Board by Michael Neuman, which retires in accordance with the Company's Articles of Association and offers itself for re-appointment.
4. To re-appoint as a Director Charles Persello, who retires in accordance with the Company's Articles of Association and offers himself for re-appointment.
5. To re-appoint as a Director Scott Somerville Christie, who retires by rotation in accordance with the Company's Articles of Association and offers himself for re-appointment.
6. 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 Young
Company Secretary
24 February 2020

Registered office:
52 Grosvenor Gardens
London
SW1W 0AU

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. Please note that a form of proxy does not accompany this notice. Instead, shareholders are able to vote by proxy as described in note 5 overleaf. If you do not intend being present at the meeting please vote by proxy as described below. The completed proxy must reach the Company's registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, by 10.30am on 23 March 2020, being 48 hours before the time appointed for holding the meeting, weekends and bank holidays excluded. The return by a member of a duly completed form of proxy or electronic proxy vote 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 10.30am on 23 March 2020 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 page notes to the resolutions to be passed at the AGM. If you require further guidance you should contact your solicitor or financial adviser.

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continued

5. You can vote by proxy in advance of the meeting either:

- » by logging on to www.signalshares.com and following the instructions;
- » by requesting a hard copy form of proxy directly from the registrars, Link Asset Services by calling 0371 664 0300 and returning your completed form as described below. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales;
- » in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 6 below.

In order for a proxy appointment to be valid your electronic vote or form of proxy must be completed and received by Link Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 10.30 am on Monday 23 March 2020.

6. 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 Link Asset Services (ID RA10) not later than 48 hours before the time fixed for the AGM, weekends and bank holidays excluded. 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. 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.

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 2019 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 2019 for approval. This vote is not mandatory but is considered best practice.

Resolutions 3 to 5 – Retirement and 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. Cadim Fonds Inc., which is represented on the Board by Michael Neuman, and Charles Persello were appointed since the last Annual General Meeting and Scott Christie is retiring by rotation under the one-third provisions. Mr Neuman's, Mr Persello's and Mr Christie's biographies are provided on the Company website <https://ir.easyhotel.com/about-us/board-directors>.

Resolution 6 – 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.