



# 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 10.30am on Monday 23 January 2017 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 2016 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 2016.
- 3 To approve the proposed grant of awards under the easyHotel 2015 Performance Share Plan (the "Plan") to certain employees of the Company, including each of Guy Parsons (the Company's Chief Executive Officer) and Marc Vieilledent (the Company's Chief Financial Officer), over such number of ordinary shares equivalent in value of up to 100% of each person's respective base salary on the terms of the Plan provided that the vesting of the awards will be subject to the satisfaction of performance conditions based predominantly (75% minimum) on earnings per share performance targets.
- 4 To declare a final dividend of 0.22p per Ordinary Share of 1p each to be paid on 16 February 2017 to shareholders on the register at the close of business on 13 January 2017.
- 5 To re-appoint as a director Scott Somervaille 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 Barber**  
Company Secretary  
14 December 2016

**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, by 10.30am on 19 January 2017, 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 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 21 January 2017 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, 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 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 2016 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 2016 for approval. This vote is not mandatory but is considered best practice.

#### **Resolution 3 – Approval of proposed grant of share awards**

At the time of the Company's issue of new capital (completed October 2016), the remuneration committee, reflecting investor feedback, undertook that any future awards under the Plan would be subject, predominantly (75% minimum), to earnings per share performance targets and to shareholder approval and accordingly, resolution 3 has been included as part of such commitment.

#### **Resolution 4 – final dividend**

The directors have recommended payment of a final dividend of 0.22p per ordinary share. Subject to approval by shareholders, this dividend will be paid on 16 February 2017 to shareholders on the register at the close of business on 13 January 2017.

#### **Resolution 5 – Retirement and re-election of director**

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. No directors have been appointed since the last Annual General Meeting but Scott Christie is retiring by rotation under the one-third provisions. Mr Christie's biography is set out on page 10 of the Company's Annual Report and Accounts for the year ended 30 September 2016.

#### **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.