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DALATA HOTEL GROUP PLC: RESULTS OF SCHEME MEETINGS AND EGM

[DALATA HOTEL GROUP PLC](#)

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Dalata Hotel Group PLC (DAL,DHG)

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11 SEPTEMBER 2025

RECOMMENDED CASH OFFER

FOR

DALATA HOTEL GROUP PLC

BY

PANDOX IRELAND TUCK LIMITED

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

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

RESULTS OF SCHEME MEETINGS AND EGM

The boards of Pandex Ireland Tuck Limited ("**Bidco**") and Dalata Hotel Group plc ("**Dalata**") are pleased to announce that at today's Scheme Meetings and Extraordinary General Meeting in connection with the final recommended cash offer by Bidco, for the entire issued and to be issued share capital of Dalata (the "**Acquisition**"), to be effected by way of a scheme of arrangement under Chapter 1 of Part 9 of the Companies Act 2014 (the "**Scheme**"):

- the Dalata Shareholders voted in favour of the Scheme Meeting Resolution to approve the Scheme Meetings; and
- the Dalata Shareholders voted in favour of the EGM Resolutions at the EGM.

Full details of the Resolutions passed are set out in the notices of the Scheme Meetings and EGM containing the Scheme Document dated 12 August 2025 (the "**Scheme Document**").

The detailed voting results in relation to the Scheme Meetings and EGM are set out below:

Voting Results of the First Scheme Meeting

The Scheme Meeting Resolution was duly passed on a poll vote at the First Scheme Meeting. The results of the poll were as follows. The required quorum in respect of the First Scheme Meeting, being at least two persons holding or representing by proxy at least one-third in nominal value of the Consortium Shares, was satisfied.

	Number of Consortium Shares Voted	% of Consortium Shares Voted	Number of Consortium Shares Voted as a % of Consortium Shares in Issue
For	18,530,682	100%	89.4%
Against	0	0%	0%
Total	18,530,682	100%	89.4%
Withheld*	0	-	-

* The "Vote Withheld" option is provided to enable abstention on any particular resolution. However, it is noted that a "Vote Withheld" is not a vote in law and is not counted in the calculation of the proportion of votes "For" and "Against" a resolution.

** The total number of Consortium Shares in issue at the Voting Record Time was 20,741,832.

Voting Results of the Second Scheme Meeting

The Scheme Meeting Resolution was duly passed on a poll vote at the Second Scheme Meeting. The results of the poll were as follows. The required quorum in respect of the Second Scheme Meeting, being at least two persons holding or representing by proxy at least one-third in nominal value of the Scheme Shares (other than the Consortium Shares), was satisfied.

	Number of Scheme Shares (other than Consortium Shares) Voted	% of Scheme Shares (other than Consortium Shares) Voted	Number of Scheme Shares (other than Consortium Shares) Voted as a % of Scheme Shares (other than Consortium Shares) in Issue
For	73,830,443	99.87%	48.8%
Against	92,581	0.13%	0.1%
Total	73,923,024	100%	48.9%
Withheld*	30,591	-	-

* The "Vote Withheld" option is provided to enable abstention on any particular resolution. However, it is noted that a "Vote Withheld" is not a vote in law and is not counted in the calculation of the proportion of votes "For" and "Against" a resolution.

** The total number of Scheme Shares (other than Consortium Shares) in issue at the Voting Record Time was 153,682,051.

Voting Results of the EGM

	Number of Dalata Shares Voted	% of Dalata Shares Voted	Number of Dalata Shares Voted as a % of Dalata Shares in Issue
Resolution 1 – Amendment of Memorandum of Association			
For	100,098,120	99.91%	47.8%
Against	88,381	0.09%	0.0%
Total	100,186,501	100%	47.8%
Withheld*	30,591	-	-

Resolution 2 – Approval of the Scheme of Arrangement			
For	100,093,920	99.91%	47
Against	92,581	0.09%	(
Total	100,186,501	100%	47
Withheld*	30,591	-	
Resolution 3 – Cancellation of Cancellation Shares			
For	100,092,644	99.91%	47
Against	88,381	0.09%	(
Total	100,181,025	100%	47
Withheld*	36,067	-	
Resolution 4 – Application of Reserves			
For	100,093,920	99.91%	47
Against	88,381	0.09%	(
Total	100,182,301	100%	47
Withheld*	34,791	-	
Resolution 5 – Amendment of Articles of Association			
For	100,098,120	99.91%	47
Against	88,381	0.09%	(
Total	100,186,501	100%	47
Withheld*	30,591	-	
Resolution 6 – Management Incentive Payment			
For	92,941,800	99.89%	43
Against	100,981	0.11%	(
Total	93,042,781	100%	
Withheld*	5,035,550	-	
Resolution 7 – Adjournment of the EGM			
For	97,911,928	97.73%	46
Against	2,274,573	2.27%	
Total	100,186,501	100%	47
Withheld*	30,591	-	

* The "Vote Withheld" option is provided to enable abstention on any particular resolution. However, it is noted that a "Vote Withheld" is not a vote in law and is not counted in the calculation of the proportion of votes "For" and "Against" a resolution.

** The total number of Dalata Shares in issue at the Voting Record Time was 211,483,988.

Effective Date and Timetable

Completion of the Acquisition remains subject to satisfaction or waiver of the other Conditions set out in Scheme Document including the sanction by the Court of the Scheme at the Court Hearing.

It is expected that an application will shortly be made to the High Court to fix the date of the Court Hearing to sanction the Scheme on a date in October 2025. Once this date has been fixed, Dalata will give notice of the date of the Court Hearing by issuing an announcement through a Regulatory Information Service. Such announcement will, subject to certain restrictions, also be available on Dalata's website.

Except as otherwise defined herein, capitalised terms used but not defined in this announcement have the meaning as given to them in the Scheme Document.

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Responsibility statements required by the Irish Takeover Rules

The Directors of Dalata accept responsibility for the information contained in this announcement. To the best of their knowledge and belief (having taken all reasonable care to ensure such is the case), the information contained in this announcement is in accordance with the facts and does not omit anything likely to affect the importance of the information.

Advisers

N.M. Rothschild & Sons Limited (“**Rothschild & Co**”), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as financial adviser to Dalata and for no one else in connection with the Acquisition and will not be responsible to anyone other than Dalata in respect of protections that may be afforded to clients of Rothschild & Co nor for providing advice in connection with the Acquisition or any matter referred to herein. Neither Rothschild & Co nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Rothschild & Co in connection with this Announcement, any statement contained herein, the Acquisition or otherwise. No representation or warranty, express or implied, is made by Rothschild & Co as to the contents of this Announcement.

J&E Davy (“**Davy**”), which is authorised and regulated in Ireland by the Central Bank of Ireland, and in the United Kingdom, Davy is authorised and regulated by the FCA. Davy is acting exclusively for Dalata and for no one else in connection with the matters referred to in this Announcement and will not be responsible to anyone other than Dalata for providing the protections afforded to clients of Davy or for providing advice in connection with the matters referred to in this Announcement.

Joh. Berenberg, Gossler & Co. KG (“**Berenberg**”), which is authorised and regulated by the German Federal Financial Supervisory Authority and is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Dalata and for no one else in connection with the matters set out in this Announcement and will not be responsible to anyone other than Dalata for providing the protections afforded to clients of Berenberg or for providing advice in connection with any matter referred to herein. Neither Berenberg nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Berenberg in connection with this Announcement, any statement contained herein or otherwise.

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 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 by no later than 3.30 pm (Irish/UK time) on the business day following the date of the relevant transaction. The requirement will continue until the 'offer period' ends. If two or more persons cooperate on the basis of an agreement either express or tacit, either oral or written, to acquire an 'interest' in 'relevant securities' of the company, they will be deemed to be a single person for the purpose of Rule 8.3 of the Irish Takeover Rules. Any 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 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' and 'dealings' should be disclosed, can be found on the Irish Takeover Panel's website at www.irishtakeoverpanel.ie.

'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' in securities by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative reference 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 transaction 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 part of any offer or invitation, or the solicitation of an offer, to purchase or otherwise acquire, subscribe for 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 decision in respect of, or other response to, the Acquisition, should be made only on the basis of the information contained in the Scheme Document (or, if applicable, the Takeover Offer Documents).

Overseas Shareholders

The availability of the Acquisition to Dalata Shareholders who are not resident in and citizens of Ireland or the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in Ireland or the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. In particular, the ability of persons who are not resident in Ireland or the United Kingdom to vote their Dalata Shares with respect to the Acquisition at the Scheme Meetings, or to appoint another person as proxy to vote at the Scheme Meetings on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. Further details in relation to the Acquisition for Overseas Shareholders will be contained in the Scheme Document.

Unless otherwise determined by Bidco or required by the Takeover Rules, and permitted by applicable law or regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other juri

if to do so would constitute a violation of the laws of that jurisdiction. Copies of this announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, made or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in connection with the Acquisition. If the Acquisition is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made directly or indirectly, in or into, or by means of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

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