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ANNOUNCEMENT IN RELATION TO EUROPEAN COMMISSION CLEARANCE AND DATE OF COURT HEARING TO SANCTION SCHEME

[DALATA HOTEL GROUP PLC](#)

Released 07:00:05 07 October 2025

Dalata Hotel Group PLC (DAL,DHG)

Announcement in relation to European Commission Clearance and Date of Court Hearing to sanction scheme

07-Oct-2025 / 07:00 GMT/BST

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FOR IMMEDIATE RELEASE

7 October 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**

RECEIPT OF EUROPEAN COMMISSION CLEARANCE

AND

ANNOUNCEMENT OF DATE OF COURT HEARING TO SANCTION SCHEME

On 15 July 2025, Dalata Hotel Group plc (“**Dalata**”) and Pandox Ireland Tuck Limited (“**Bidco**”) announced a recommended cash offer for the entire issued and to be issued share capital of Dalata Hotel Group plc (the “**Acquisition**”), to be implemented by way of a scheme of arrangement under Chapter Part 9 of the Companies Act 2014 (the “**Scheme**”), which is subject to the terms and conditions set out in the scheme document published by Dalata on 12 August 2025 (the “**Scheme Document**”).

Dalata Shareholders voted in favour of the Acquisition at the Scheme Meetings and Extraordinary General Meeting held on 11 September 2025.

Receipt of European Commission Clearance

The Board of Dalata are pleased to announce that it has been notified that the EU Commission has made its determination in respect of the Acquisition and has concluded that it may be put into effect. Accordingly, Condition 3.2 of Part V of the Scheme Document has been satisfied.

Announcement of Date of Court Hearing to Sanction the Scheme

The Board of Dalata also announces that the Court Hearing, where sanction of the Scheme by the Court of Ireland (the “**Court**”) will be sought, has been set for 11.00 am on Wednesday, 29 October 2025.

Information on the Court Hearing (or, if relevant, a change in the date of the Court Hearing) will be advertised on the Company's website www.dalatahotelgroup.com. By Order of the Court, any party intending to appear at the hearing must give notice of their intention to do so to the Company's solicitors, A&L Goodbody LLP, by no later than 6pm (GMT) on Thursday 23 October 2025. An affidavit of evidence that an interested party intends to rely on at the hearing shall be filed with the Office of the Court and served on the Company's solicitors, A&L Goodbody LLP, by that time (i.e. 6pm (GMT) on Thursday 23 October 2025). A copy of the originating notice of motion and supporting affidavit may be obtained from the Company's solicitors A&L Goodbody LLP, upon request made by email addressed to dalatahotelgroup@algoodbody.com.

Timetable

Subject to satisfaction or waiver of the other Conditions set out in the Scheme Document, including sanction by the Court of the Scheme at the Court Hearing, the Effective Date of the Scheme and the completion of the transaction is expected to be early November 2025.

Except as otherwise defined herein, capitalised terms used but not defined in this announcement shall have the same meanings 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 of the '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. 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 the 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 of 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 and 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 jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Copies of this announcement and any other formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such 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 respect of 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 or from, 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.

Dissemination of a Regulatory Announcement, transmitted by EQS Group.
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ISIN:	IE00BJMZDW83, IE00BJMZDW83
Category Code:	MSCM
TIDM:	DAL,DHG
LEI Code:	635400L2CWET7ONOBJ04
OAM	3.1. Additional regulated information required to be disclosed under the laws of a Member State
Categories:	State
Sequence No.:	404286

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