

PPHE HOTEL GROUP LIMITED

(Registered in Guernsey under number 47131)

SUPPLEMENTAL TO THE NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Important Notice

If you are in doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in PPHE Hotel Group Limited, please forward this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Additional resolution

This document contains notice of an additional resolution to be proposed at the Annual General Meeting of the Company to be held on 23 May 2023 at 12 noon (the "**AGM**") at 1st Floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW.

Shareholders who have already submitted a proxy appointment in advance of the AGM, please refer to the section entitled "Action to be taken" in this document. This section provides information on the action that all Shareholders should take in relation to appointing a proxy or updating your existing proxy appointment so that it relates to all the resolutions to be proposed at the AGM.

PPHE Hotel Group Limited

(Incorporated in Guernsey with registered number 47131)

Directors:	Registered office:
Eli Papouchado (Non-Executive Chairman)	1st and 2nd floors Elizabeth House
Yoav Papouchado (Alternate Director)	Les Ruettes Brayes St Peter Port
Boris Ivesha	Guernsey
Daniel Kos	GY1 1EW
Ken Bradley	
Kevin McAuliffe	
Nigel Keen	
Stephanie Coxon	
Marcia Bakker	
(each a "Director" and together the "Directors" and/or "Board")	

18 April 2023

Dear Shareholder,

Introduction

You will have recently received a Notice of the Annual General Meeting ("AGM") of PPHE Hotel Group Limited (the "Company" or the "Group") to be held at 12 noon on 23 May 2023 at 1st Floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW.

I am writing to you with notice of an additional resolution to be proposed at the AGM (the "Additional Resolution"), along with the other resolutions set out in the Notice of AGM, which you will be asked to consider and vote on. The Additional Resolution is set out on page 2 of this document.

Additional resolution to be proposed at the 2023 Annual General Meeting

The Additional Resolution relates to the appointment of Greg Hegarty, the Company's Deputy Chief Executive Officer & Chief Operating Officer, to the Board as an executive director of the Company.

Greg joined the Group in 2010 and has held numerous management positions within the Company prior to being appointed Chief Operating Officer in 2019 and Deputy Chief Executive Officer & Chief Operating Officer in 2020. Greg works alongside the Group's President & Chief Executive Officer, Boris Ivesha, driving the corporate vision and growth strategy for the Group. In addition, Greg has overall responsibility for the day-to-day running of the Group's operations while creating and implementing commercial and operational strategies, which include, but are not limited to, Operations and People & Culture. Greg holds a Masters' Degree in Business Administration (MBA) and brings nearly three decades of experience in the hospitality industry managing multiple brands and operating owned, managed and leased hotels. Prior to joining the Group, he held senior management roles at recognised brands and owner/operators such as Clermont Hotel Group (formerly GLH Hotels) and RBH (formerly Redefine BDL Hotels). In 2004, Greg won a prestigious Acorn Award, which recognises the flair and passion of rising stars in hospitality. In 2005, Greg also won the prestigious Esprit General Manager of the Year award and has further shown his commitment to the industry by becoming a Fellow of the Institute of Hospitality and a Master Innholder.

The Directors believe that Greg's appointment will enhance the leadership attributes of the Board by strengthening its

strategic capacity whilst also providing invaluable operational expertise of the Group's day-to-day business and the grassroots implementation of the Group's strategy. The appointment forms part of a wider commitment by the Company to periodically refresh the Board and is also in keeping with the Group's internal talent management strategy of promoting intra-group mobility.

Voting on the Additional Resolution, along with the other resolutions set out in the Notice of AGM, to be proposed at the AGM will be conducted by way of a poll.

Recommendation

The Directors consider that the Additional Resolution to be proposed at the AGM is in the best interests of the Company and Shareholders as a whole and unanimously recommend that Shareholders vote in favour of the Additional Resolution, as they intend to do in respect of their own beneficial holdings.

Action to be taken

If you are appointing a proxy electronically and you have not already submitted your electronic proxy appointment, when you do so now you will be able to vote on all resolutions, including the Additional Resolution.

If you have submitted your electronic proxy appointment already, whether online or through CREST, and you wish to now appoint a proxy electronically in respect of the Additional Resolution, you will need to resubmit your vote on all the resolutions, including the Additional Resolution.

No hard copy form of proxy is enclosed with this document and Shareholders will not receive a hard copy form of proxy for use at the AGM in the post unless specifically requested from the Company's registrar, Link Group, on Tel: 0044 371 664 0300 (the "Registrar"). If you have already received or returned a hard copy form of proxy and wish to vote in respect of the Additional Resolution, please contact the Registrar at shareholderenquiries@linkgroup.co.uk or the telephone number set out above for further instructions.

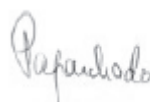
If you have already submitted your electronic proxy appointment or returned a form of proxy and now do nothing, the proxy appointment you have already made in respect of the resolutions in the original Notice of AGM will remain valid (but no proxy appointment will have been made in respect of the Additional Resolution).

In order for a proxy appointment to be valid, a proxy appointment must be completed by 12 noon on 21 May 2023.

Making or updating your proxy appointment will not preclude you from attending the AGM and voting in person if you wish to do so.

You will find further information on proxy appointments on pages 3 and 4 of this document.

Yours sincerely,



ELI PAPOUCHADO
NON-EXECUTIVE CHAIRMAN PPHE HOTEL
GROUP LIMITED
(Registered in Guernsey under number 47131)

Supplement to the Notice of the 2023 Annual General Meeting

The Annual General Meeting of PPHE Hotel Group Limited (the "**Company**") will be held at 1st Floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW at 12 noon on 23 May 2023 (notice of which was given on 21 March 2023). In addition to the 16 resolutions set out in the Notice of Annual General Meeting dated 20 March 2023 (of which this document forms part), the following additional resolution (resolution 17) will be proposed as an ordinary resolution:

17. That, Greg Hegarty, being eligible, shall be appointed as a Director of the Company.

By Order of the Board

C.L. SECRETARIES LIMITED COMPANY SECRETARY

Registered Office:

1st and 2nd Floors
Elizabeth House
Les Ruettes Brayes
St Peter Port
Guernsey
GY1 1EW

Dated: 18 April 2023

Notes to the Supplemental Notice of Annual General Meeting:

The following notes explain your general rights as a shareholder and your right to attend and vote on the resolutions to be proposed at the AGM (including the Additional Resolution) (the “**Resolutions**”) or to appoint someone else to vote on your behalf. Any changes to the arrangements will be communicated to Shareholders through the Company’s website <https://www.pphe.com/media/reports-and-presentations> and, where appropriate, by regulatory announcement.

1. To be entitled to vote on the Resolutions (and for the purpose of the determination by the Company of the number of votes they may cast), Shareholders must be registered in the register of members of the Company at the close of business on 21 May 2023 or, if the AGM is adjourned, 48 hours prior to the time fixed for the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote on the Resolutions. Shareholders are encouraged to submit their proxy vote in advance of the AGM.
2. Voting on the Resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as shareholder votes are counted according to the number of shares held.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. However, please note that a proxy listening remotely will not be counted as being present at the AGM, will not be able to vote at the AGM and will not have the ability to speak or ask questions.
4. Shareholders, or their proxies, intending to attend the AGM in person are requested, if possible, to arrive at the AGM venue at least 20 minutes prior to the commencement of the AGM at 12 noon on 23 May 2023 so that their shareholding may be checked against the Company’s register of members and attendances recorded.
5. For Shareholders who do not wish to, or are unable to, attend the AGM in person, a listen only dial-in facility will be provided to allow shareholders to listen to the AGM proceedings. The Directors strongly encourage shareholders to participate in the AGM by submitting any questions in advance and any specific questions on the business of the AGM and on the Resolutions can be submitted ahead of the AGM by e-mail to rhenke@pphe.com and izilberman@pphe.com (marked for the attention of Robert Henke and Inbar Zilberman).
6. Shareholders are advised to allow up to 20 minutes prior to the commencement of the AGM at 12 noon on 23 May 2023 to access the dial-in service (details are set out on page 2 of the Notice of AGM dated 20 March 2023) and are

as follows: The dial-in details for Shareholders to listen to the AGM remotely are as follows: United Kingdom (Local): +44 20 3936 2999 United Kingdom (Toll-Free): +44 808 189 0158 Standard international dial-in number: +44 20 3936 2999 Access Code: 186064. If for any reason this facility fails, the validity of the AGM shall not be affected.

7. In accordance with the Articles, Shareholders or their proxies listening remotely will not be counted as being present at the AGM. Therefore, they will not be able to vote at the AGM and will not have the ability to speak or ask questions. Shareholders are encouraged to submit any questions in advance of the AGM so that the Board may respond to these after the business of the AGM is concluded. Shareholders listening remotely must, therefore, submit their proxy vote in advance of the AGM by appointing the chairman of the AGM as proxy with voting instructions to ensure their vote is counted.
8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first named being the most senior).
9. To allow effective constitution of the AGM, if it is apparent to the chairman of the AGM that no Shareholders will be present in person or by proxy, other than by proxy in the chairman’s favour, the chairman may appoint a substitute to act as proxy in his or her stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the chairman of the AGM.
10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolution. If no voting indication is given, your proxy may vote or abstain from voting at their discretion. Your proxy may vote (or abstain from voting) as he, she or they thinks fit in relation to any other matter which is put before the AGM.
11. You can appoint a proxy in respect of the Resolutions by any of the following methods:
 - by logging on to <https://shares.pphe.com/welcome> and following the instructions; or
 - by requesting a hard copy form of proxy directly from the registrar, Link Group, on Tel: 0044 371 664 0300. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am to 5.30pm, 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 below.

Please note that a proxy listening remotely will not be counted as being present at the AGM, will not

be able to vote at the AGM and will not have the ability to speak or ask questions. If you are appointing a proxy electronically and you have not already submitted your electronic proxy appointment, when you do so now you will be able to vote on all Resolutions. **If you have submitted your electronic proxy appointment already, whether online or through CREST (see note 14 below), and you wish to now appoint a proxy electronically in respect of the Additional Resolution, you will need to resubmit your vote on all the resolutions, including the Additional Resolution.** In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 12 noon on 21 May 2023. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction the proxy will vote as they think fit or at their discretion or, withhold from voting.

12. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all Shareholders and those who use them will not be disadvantaged.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST manual (available from www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
14. In order for a proxy appointment or instruction 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 & International'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 the issuer's agent (ID RA10) by 12 noon on 21 May 2023. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST

member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34 of the Uncertificated Securities (Guernsey) Regulations 2009 (as amended).

16. Any corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder (other than a power to appoint a proxy) provided that no more than one corporate representative exercises powers in relation to the same shares. However, please note that a corporate representative listening remotely will not be counted as being present at the AGM, will not be able to vote at the AGM and will not have the ability to speak or ask questions.
17. Your personal data includes data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise. A copy of the Company's privacy policy can be found online at <https://www.pphe.com/site-services/privacy-policy>.

A copy of this document and the Notice of AGM can be found on the Company's website at www.pphe.com.