

## THE RESTAURANT GROUP PLC

Company Number: SC030343

In a Petition presented to the Court of Session (the “**Court**”) on 27 October 2023 by The Restaurant Group plc, a public limited company incorporated under the Companies Acts (Company no. SC030343) and with its registered office at 1 George Square, Glasgow G2 1AL (the “**Company**”) for sanction of a scheme of arrangement (the ‘**Scheme**’) under Part 26 of the Companies Act 2006 (the “**2006 Act**”) and between the Company and the holders of Scheme Shares (as defined in the Scheme), by virtue of orders made by the Court dated 31 October 2023 (the ‘**Order**’), the Court has ordered that a meeting (the “**Court Meeting**”) be convened of the holders of Scheme Shares as at the Voting Record Time (as defined in the Scheme) for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme.

NOTICE IS HEREBY GIVEN that, as authorised by the Order, the directors of the Company have fixed the Court Meeting to be held at 5-7 Marshalsea Road, London SE1 1EP on 27 November 2023 at 11.00 a.m (London time).

At the Court Meeting, the following resolution will be proposed:

**“THAT the scheme of arrangement dated 2 November 2023 (the “Scheme”), between the Company and the holders of Scheme Shares (as each term is defined in the Scheme), a copy of which has been produced to this meeting and, for the purposes of identification, initialled by the Chairman of this meeting, in its original form or with or subject to any modification, addition or condition agreed by the Company and Bidco (as defined in the Scheme) and approved or imposed by the Court, be approved and the directors of the Company (or a duly authorised committee thereof) be authorised to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect.”**

A copy of the Scheme and a copy of the explanatory statement required to be published pursuant to section 897 of the 2006 Act are incorporated into the circular relating to the Scheme (the “**Circular**”). The Circular will be sent to Scheme Shareholders in hard copy by post (or, depending on Scheme Shareholders’ communication preferences, a letter or email will be sent giving details of the website where the Scheme Document may be accessed). The Circular is also available from TRG’s website at [www.trgplc.com/investors/](http://www.trgplc.com/investors/), and Bidco's website, at [www.apollo.com/ukpossible-offer-disclaimer](http://www.apollo.com/ukpossible-offer-disclaimer).

Voting on the resolution will be by poll which may be conducted as the Chairman of the Court Meeting shall determine. By the Order, the Court has appointed Ken Hanna or, failing him, Graham Clemett, or failing them, any other director of the Company, to act as chair of the Court Meeting and has directed the chair to report the result thereof to the Court. For the Court Meeting (or any adjournment thereof) to be properly convened, a quorum of two persons entitled to vote on the business to be transacted, each being a Scheme Shareholder, the proxy of a Scheme Shareholder or (where the Scheme Shareholder is a corporation) a duly authorised representative must be present.

## **Right to Appoint a Proxy; Procedure for Appointment**

Scheme Shareholders entitled to attend and vote at the Court Meeting may vote in person at the Court Meeting or they may appoint another person as their proxy to attend and vote in their place. A Scheme Shareholder may appoint more than one proxy in relation to the Court Meeting provided that each proxy is entitled to exercise the rights attaching to a different share or shares held by that Scheme Shareholder. A proxy need not be a member of the Company but must attend the general meeting in person in order to represent the Scheme Shareholder. It is important that, for the Court Meeting, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of Scheme Shareholder opinion. Scheme Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible, using any of the methods set out below, to ensure their vote is recorded. Doing so will not prevent Scheme Shareholders from attending, speaking and voting in person at the Court Meeting if they wish and are entitled to do so. In the event of a poll on which Scheme Shareholders vote in person, their proxy vote will be excluded.

### **Sending Form of Proxy by post**

Scheme Shareholders may complete and sign the blue Form of Proxy in accordance with the instructions printed thereon and return in the pre-paid envelope to Equiniti, the Company's Registrar, by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, so as to be received as soon as possible and in any event no later than 11.00 a.m. on 23 November 2023 (or, if the Court Meeting is adjourned, the blue Form of Proxy should be received no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the adjourned Meeting).

If the blue Form of Proxy in respect of the Court Meeting is not received by the relevant time, it may be: (i) scanned and emailed to Equiniti at the following email address: [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com); or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment thereof).

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

If Scheme Shareholders wish to appoint more than one proxy, they may photocopy the Form of Proxy or request a copy by contacting Equiniti, the Company's Registrar, through either of the following methods: (i) by calling on +44 (0)371 384 2426 between 8:30 a.m. and 5:30 p.m. Monday to Friday (except public holidays in England and Wales); or (ii) by submitting a request in writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, in each case, stating their name, and the address to which the hard copy should be sent.

### **Electronic appointment of proxies via Equiniti's online facility**

As an alternative to completing and returning the printed blue Form of Proxy, proxies may be appointed electronically via Equiniti's online facility by logging on to the following website: [www.sharevote.co.uk](http://www.sharevote.co.uk) and following the instructions therein. Alternatively, if Scheme Shareholders have already registered with Equiniti's online portfolio service, Shareview, they can appoint their

proxy electronically at [www.shareview.co.uk](http://www.shareview.co.uk) by logging in with their username/ID and password. Full instructions are given on both websites.

For an electronic proxy appointment to be valid, the appointment must be received by Equiniti no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment thereof.

If the electronic proxy appointment is not received by this time, the blue Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com); or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment thereof).

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

### **Electronic appointment of proxies through Proxymity**

Scheme Shareholders who are institutional investors may be able to appoint a proxy or proxies electronically for the Court Meeting (and any adjournment) via the Proxymity platform. This process has been agreed by the Company and approved by Equiniti, the Company's Registrar. For further information regarding Proxymity, please visit <https://proxymity.io/>.

Before appointing a proxy via Proxymity, the Scheme Shareholder must agree to Proxymity's associated terms and conditions. It is important that they read these carefully as they will be bound by them and they will govern the electronic appointment of their proxy on this platform. Proxymity will then contract with the underlying institutional account holder directly, in order to accept their voting instructions through the Proxymity platform.

For an electronic proxy appointment to be valid, the proxy appointment must be received no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment thereof.

If the electronic proxy appointment is not received by this time, the blue Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com); or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment thereof).

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

### **Electronic appointment of proxies through CREST**

Scheme Shareholders who hold Scheme Shares in uncertificated form through CREST and wish to appoint a proxy or proxies for the Court Meeting (or any of their respective adjournments) by using the CREST electronic proxy appointment service, may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST

members who have appointed any voting 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the CREST Proxy Instruction must be properly authenticated in accordance with the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Equiniti (ID: RA19) no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment thereof. 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 Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

If the CREST proxy appointment or instruction is not received by this time, the blue Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com); or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment thereof).

Forms of Proxy returned by email in circumstances other than as set out in the foregoing paragraph will not be accepted.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. 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 any voting service provider(s), to procure that his/her 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. For further information on the logistics of submitting messages in CREST, CREST members and, where applicable, their CREST sponsors or voting service 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 35(5)(a) of the CREST Regulations.

### **Voting Record Time**

Entitlement to attend and vote at the Court Meeting, or any adjournment thereof, and the number of votes which may be cast at the Court Meeting will be determined by reference to the register of members of the Company at 6:30 p.m. (London time) on 23 November 2023 (or, if the Court Meeting is adjourned, 6:30 p.m. (London time) on the date which is two days before the date fixed for the adjourned Court Meeting (excluding any non-working day)). Changes to the register of members of the Company after such time will be disregarded in determining the rights of any person to attend and vote at the Court Meeting.

## **Joint Holders**

In the case of joint holders of Scheme Shares, any one such joint holder may tender a vote, whether in person or by proxy, at the Court Meeting, however, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

## **Corporate Representatives**

As an alternative to appointing a proxy, any Scheme Shareholder which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its power as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power to vote in the same way as each other, the Chairman will treat the power to vote as having been exercised in that way, and in other cases the Chairman will treat the power to vote as not having been exercised. The Chairman may require a corporate representative to produce to the registrars of the Company at any time before the start of the Court Meeting the corporate representative's written authority to attend and vote at the Court Meeting.

The said Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Dated 3 November 2023

## **Slaughter and May**

One Bunhill Row, London EC1Y 8YY

## **Burness Paull LLP**

50 Lothian Road, Festival Square, Edinburgh EH3 9WJ

## **Solicitors for the Company**