

The Hotel Corporation plc
31 December 2012

Notice of Annual General Meeting

To the Members of The Hotel Corporation plc:

We hereby give notice that the Annual General Meeting of the shareholders of The Hotel Corporation plc will be held at Burleigh Manor, Peel Road, Douglas, Isle of Man, IM1 5EP on the 23 July 2013 at 10.00am.

Agenda

1. To receive and if approved, adopt the Report of the Directors and the Financial Statements for the Year ended 31 December 2012, together with the Report of the Independent Auditors.
2. To re-appoint Director:

David Craine who retires by rotation and being eligible, offers himself for re-appointment; and
3. To appoint Auditors, Deloitte LLP, Chartered Accountants who, being eligible, have expressed their willingness to continue in office.
4. In accordance with AIM Rules a resolution is proposed to seek shareholders annual approval for the Company's investing strategy which is;

To invest in business in the four star hotel sector in the UK with a particular focus on provincial hotels. The directors believe they possess the relevant strength and breadth of experience and skills to implement the Company's investing strategy, evaluate proposed investments and effect due diligence on such investments as appropriate, whether personally or by utilising professional advisers.

We enclose:

- a form of proxy which, to be valid, must be lodged at the registered office of Company not less than 48 hours before the time of the meeting.

Please return the completed forms, as appropriate.

On behalf of the Board
David P Craine FCA
Company Secretary

12 June 2013

The Hotel Corporation Plc Attendance Card

The Annual General Meeting will start at 10:00 a.m. and is being held on 23 July 2013 at Burleigh Manor, Peel Road, Douglas, Isle of Man, IM1 5EP.

If you plan to attend the Annual General Meeting please bring this card with you to ensure you gain admission as quickly as possible.

Please present this card at a registration desk. It will be used to show that you have the right to attend and speak at the meeting and participate in any poll.

>123
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

NEVILLE
REGISTRARS



Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
B63 3DA

NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at www.thehotelcorporation.co.im

NOTES TO THE PROXY FORM

- 1 Please indicate, by placing 'X' in the appropriate box overleaf, how you wish your votes to be cast in respect of each of the resolutions.
- 2 The 'Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
- 3 Any alterations to this form must be initialled.
- 4 The completion and return of this form will not preclude a member from attending the meeting and voting in person.
- 5 Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see below). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see below) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- 6 To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0121 585 1131 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see below) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. To be effective, all proxy appointment must be lodged at the office of the Company's registrars at Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA by 10am on 21 July 2013.

The Hotel Corporation Plc

(Incorporated in the Isle of Man under the Companies Act 1931 – 2004 with Registered No. 111066C)

FORM OF PROXY

I/We being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint
 (Please only complete if appointing someone other than the Chairman of the meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 23 July 2013 at Burleigh Manor, Peel Road, Douglas, Isle of Man, IM1 5EP at 10:00 a.m. and at any adjournment thereof.

Ordinary Resolutions

- | | FOR | AGAINST | WITHHELD |
|--|--------------------------|--------------------------|--------------------------|
| 1 To receive, and if approved, adopt the Report of the Directors and the Financial Statements for the Year ended 31 December 2012, together with the Report of the Independent Auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To re-appoint David Craine as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To appoint Deloitte LLP as Auditors of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To seek Shareholders annual approval for the Company's investing strategy in accordance with AIM Rules. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Mark this box with an "X" if you are appointing more than one proxy :

Signed

Enter the number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full entitlement :

Date:

DD

MM

YY

NEVILLE
REGISTRARS

