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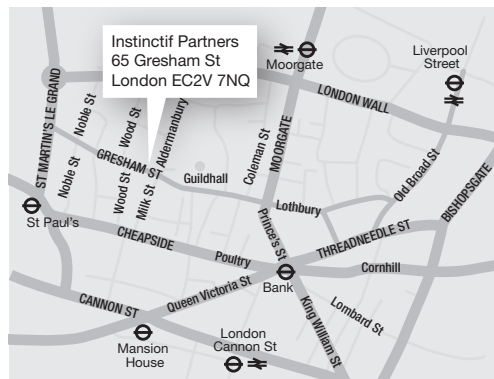
If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in The Restaurant Group plc (the 'Company'), please pass this document and the accompanying Form of Proxy to the stockbroker, bank or other agent through whom you made the sale or transfer for forwarding on to the purchaser or transferee.

The
Restaurant
Group plc

Notice of Annual General Meeting

to be held at:
Instinctif Partners, 1st Floor, 65 Gresham Street, London, EC2V 7NQ
on Friday 26 May 2017 at 10am



Notice of the Annual General Meeting of the Company to be held on 26 May 2017 at 10am (the 'AGM') is set out on pages 4 to 5 of this document.

A Form of Proxy for the AGM is enclosed and, to be valid, should be completed, signed and returned so as to reach the Company's Registrar, Equiniti, by no later than 10am on Wednesday 24 May 2017 (or, if the AGM is adjourned, 48 hours before the time of the adjourned AGM (excluding any UK non-working days)). Completion and return of the Form of Proxy will not prevent you from attending the AGM and voting in person, should you so wish. For those who hold their shares in CREST, please refer to Note 5 on page 6 of this document for guidance on voting.

At the AGM itself, the votes will be taken by poll rather than on a show of hands. The results of the poll will be announced as soon as practicable and will appear on the Company's website at www.trgplc.com/investors.

LETTER FROM THE CHAIRMAN

The
Restaurant
Group plc

(Registered in Scotland No. SC030343)

Registered office:
1 George Square
Glasgow G2 1AL

12 April 2017

Directors

Debbie Hewitt (*Chairman*)
Andy McCue (*Chief Executive Officer*)
Barry Nightingale (*Chief Financial Officer*)
Simon Cloke (*Senior independent non-executive Director*)
Sally Cowdry (*Independent non-executive Director*)
Graham Clemett (*Independent non-executive Director*)
Mike Tye (*Independent non-executive Director*)

Dear Shareholder

Annual General Meeting 2017

The Annual General Meeting of The Restaurant Group plc (the 'AGM' or the 'Meeting') will be held at the offices of **Instinctif Partners, 1st Floor, 65 Gresham Street, London, EC2V 7NQ at 10am on 26 May 2017.**

The Notice of Meeting ('Notice') is set out on pages 4 to 5 of this document and this letter highlights a number of items of business to be transacted at the AGM. Please find enclosed the Annual Report and Accounts 2016 and Form of Proxy. The Company currently provides discount vouchers to those shareholders holding 250 or more shares in the Company, offering substantial savings in our restaurants. If you hold the required number of shares, your vouchers are also enclosed.

Voting

If you would like to vote on the resolutions but are unable to attend the AGM and vote in person you may appoint a proxy by completing the enclosed Form of Proxy. Your Form of Proxy should be returned as soon as possible and in any event no later than 10am on 24 May 2017. Submitting a Form of Proxy will ensure your vote is recorded but will not prevent you from attending the AGM. The quorum for the AGM is at least two shareholders present in person, by proxy or as a corporate representative. The special resolutions will require the approval of 75% of the votes cast at the AGM and the ordinary resolutions will require a simple majority. All resolutions will be voted on a poll.

Dividend

The Board recommends a final dividend of 10.6p per Ordinary Share for the year ended 1 January 2017 to be paid on 7 July 2017 to shareholders on the register at the close of business on 16 June 2017. The Company's shares will trade ex-dividend from 15 June 2017. If approved, the total 2016 dividend will be 17.4p per Ordinary Share.

Directors' remuneration

The Directors' remuneration report, set out on pages 37 to 51 of the Annual Report and Accounts 2016, comprises a letter from the Chairman of the Remuneration Committee, the annual report on remuneration (setting out payments made in the financial year ended 1 January 2017) and the Directors' remuneration policy in relation to future payments and share awards to the Directors and former Directors.

Resolution 2 is an ordinary resolution to approve the implementation of the Company's remuneration policy in terms of the payments and share awards made to Directors and former Directors during the financial year ended 1 January 2017. This resolution is advisory and does not affect the future remuneration paid to any Director. No changes are proposed to the Directors' remuneration policy (which sets out the Company's forward looking policy on Directors' remuneration) which was approved by shareholders at the Company's AGM held in 2015, but for the tightening of its implementation, bringing it more in line with best practice. A full review of the Directors' remuneration policy will be undertaken in 2017, in advance of the 2018 AGM and shareholder resolution on the Policy.

Re-election of Directors

This is my first AGM as Chairman of the Company. Since the last AGM, there have been three new director appointments. Andy McCue as Chief Executive Officer, Barry Nightingale as Chief Financial Officer and Graham Clemett as a non-executive director.

Andy joined the Company as Chief Executive Officer on 19 September 2016. He was previously Chief Executive of Paddy Power plc, where he embedded a new growth strategy which delivered record revenues and profits, as well as playing a pivotal role in the merger with Betfair plc. Prior to that, he led the Paddy Power UK and Irish retail businesses, transforming profitability and overseeing its growth for eight years. Andy joined Paddy Power from OC&C Strategy Consultants where he was a Principal. Andy is currently also a non-executive Director and Chairman of the Remuneration Committee of Hostelworld plc.

Barry was appointed Chief Financial Officer on 20 June 2016. Previously CFO at Monarch Airlines, he played a key role in securing the company's return to profitability. Prior to that, as Finance Director of Betfred, he led the successful acquisition and integration of the Tote. He has previously held senior finance roles at UK Car Group, easyEverything and Airtours, having qualified as a Chartered Accountant with Deloitte.

Graham was appointed as a non-executive Director on 1 June 2016. Graham is currently Chief Financial Officer of Workspace Group PLC. He was previously Finance Director for UK Corporate Banking at RBS Group PLC where he worked for five years. Prior to RBS, Graham spent eight years at Reuters Group PLC, latterly as Group Financial Controller. He qualified as a chartered accountant with KPMG.

In accordance with the Company's Articles of Association, each of these directors is required to offer themselves for reappointment at the AGM. Also, in accordance with the UK Corporate Governance Code (the 'Code') and the Company's Articles of Association all the other Directors will stand for re-election at the AGM. Accordingly, as part of the ordinary business of the meeting, resolutions 4 to 10 inclusive are to reappoint or re-elect the Directors.

Biographical details for each of the Directors seeking re-election or reappointment can be found on pages 28 to 29 in the accompanying Annual Report and Accounts. The Board considers that following a formal internal performance evaluation, each Director standing for re-election or reappointment continues to contribute effectively and demonstrate their commitment to the role. Accordingly, I recommend each of them for re-election or reappointment.

Auditors

Deloitte LLP was first appointed as external auditor in 2007 and in October 2016 the audit was retendered. After a thorough audit tender process involving four audit firms, including one mid-tier firm, the Board discussed the Audit Committee's recommendations and is proposing their reappointment in Resolution 11. For further details on the audit tender process see page 33 of the Annual Report and Accounts 2016.

Resolution 11 provides the shareholders with an opportunity to approve the re-appointment of Deloitte LLP and authorise the Directors to determine their remuneration.

Share capital

Under the Companies Act 2006 ('the Act'), directors of companies may not allot shares unless authorised to do so by the shareholders in general meeting. Furthermore, a company proposing to allot shares for cash may not do so before first offering them to existing shareholders, subject to certain exceptions. It is common practice for directors to seek shareholder approval at an annual general meeting for authority to allot shares should the need arise, subject to certain limits and within a specified time period, and your Directors propose seeking shareholders' approval to renew authorities granted in previous years.

Resolution 12 will be proposed as an ordinary resolution to authorise the Directors generally to allot shares up to an aggregate nominal amount of £18,849,660 representing approximately one third of the existing Ordinary Share capital of the Company as at 12 April 2017 (being the latest practicable date before publication of this document). Such authority will expire at midnight on 25 August 2018 or, if earlier, at the conclusion of the next AGM of the Company. The Directors have no present intention to exercise this authority but consider it appropriate to maintain the flexibility that this authority provides. The Company does not currently hold any of its shares in treasury.

Resolution 13 will be proposed as a special resolution to empower the Directors to allot shares for cash pursuant to the authority given in Resolution 12, other than on a pre-emptive basis, up to an aggregate nominal amount of £5,654,898 being 10 per cent of the issued share capital of the Company as at 12 April 2017 (being the latest practicable date before publication of this document) and otherwise to allot shares in connection with rights issues. The Directors have no present intention to exercise this authority which will expire at midnight on 25 August 2018 or, if earlier, at the conclusion of the next AGM of the Company.

The Directors intend to adhere to the provisions in the Pre Emption Group's Statement of Principles ('Pre-emption Principles') as updated in 2015, not to allot shares for cash on a non pre-emptive basis pursuant to Resolution 13 in excess of an amount equivalent to 5% of the total issued share capital of the Company without prior consultation with shareholders other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 6 month period and is disclosed in the announcement of the allotment. The renewed authority will expire at midnight on 25 August 2018 or, if earlier, at the conclusion of the next AGM of the Company. The directors have no present intention of exercising this authority but consider it prudent to retain the flexibility that this authority provides.

In accordance with the Pre-emption Principles, the directors confirm their intention not to issue more than 7.5% of the Company's Issued Share Capital for cash other than to existing shareholders in any rolling three-year period without prior consultation with shareholders.

Purchase of own shares

In line with previous years, authority was given to the Directors at the 2016 AGM to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares in the capital of the Company subject to certain conditions, such authority to expire on the date of the forthcoming AGM.

Companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. Treasury shares do not attract voting right or dividends whilst held in treasury. The Directors have not made any market purchases of Ordinary Shares during the period of this authority.

Resolution 14 will be proposed as a special resolution at the AGM to extend the authority to the conclusion of the 2018 AGM or, if earlier 25 August 2018. The authority is restricted to a maximum of 20,106,305 shares, which is equivalent to 10 per cent of the Company's issued share capital as at 12 April 2017 (being the latest practicable date before publication of this document). The authority also sets the minimum and maximum prices that can be paid. The authority will only be exercised in circumstances where the Directors have considered the effect on earnings per share and believe that such purchases will be in the best interests of shareholders generally.

Length of Notice of General Meetings

Resolution 15 is a special resolution to allow the Company to hold general meetings (other than annual general meetings) on 14 days' notice, which is permissible under the Act. The Directors' intention is to use this shorter notice period only in limited circumstances which are time sensitive, rather than as a matter of routine and to use it only where the flexibility is merited by the business of the meeting and is thought to be in the interests of the shareholders as a whole. The Directors do not have any current intention to exercise this authority but consider it appropriate to ensure that the Company has the flexibility to respond to all eventualities.

Recommendation

Your Board considers the adoption of each of the resolutions to be in the best interests of the Company and its members as a whole. Accordingly, your Board unanimously recommends that shareholders vote in favour of each resolution, as they intend to do in respect of their own shareholdings.

Yours faithfully

Debbie Hewitt MBE
Chairman

The Restaurant Group plc

NOTICE OF MEETING

Notice is given that the 62nd Annual General Meeting of The Restaurant Group plc (the 'Company') will be held at the offices of Instinctif Partners, 1st Floor, 65 Gresham Street, London, EC2V 7NQ on 26 May 2017 at 10am to consider and if thought fit, to pass Resolutions 1 to 12 inclusive as ordinary resolutions and Resolutions 13 to 15 inclusive as special resolutions.

1. **Report and Accounts 2016**
THAT the Company's financial statements, together with the Directors' and the Auditor's Reports for the year ended 1 January 2017, be received.
2. **Director's Remuneration Report 2016**
THAT the Directors' Remuneration Report for the year ended 1 January 2017 (excluding the Directors' remuneration policy), as set out in the Company's Annual Report and Accounts 2016 be approved.
3. **Declaration of final dividend**
THAT a final dividend on the 28 $\frac{1}{8}$ pence Ordinary Shares of 10.6p be declared.
4. THAT Debbie Hewitt be re-elected a Director of the Company.
5. THAT Andy McCue be re-appointed a Director of the Company.
6. THAT Barry Nightingale be re-appointed a Director of the Company.
7. THAT Simon Cloke be re-elected a Director of the Company.
8. THAT Sally Cowdry be re-elected a Director of the Company.
9. THAT Mike Tye be re-elected a Director of the Company.
10. THAT Graham Clemett be re-appointed a Director of the Company.
11. **Reappointment and Remuneration of Auditor**
THAT Deloitte LLP be reappointed as auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Directors to determine their remuneration.
12. **Allotment of shares**
THAT in substitution for any existing authority under section 551 of the Companies Act 2006 (the 'Act'), but without prejudice to the exercise of any such authority prior to the date of this resolution, the Directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Act to exercise all powers of the Company to allot shares in the Company and to grant rights ('relevant rights') to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £18,849,660, such authorisation to expire at midnight on 25 August 2018 or, if earlier at the conclusion of the

next annual general meeting of the Company, unless previously renewed, revoked or varied by the Company in general meeting, save that the Company may at any time before the expiry of this authorisation make an offer or agreement which would or might require shares to be allotted or relevant rights to be granted after the expiry of this authorisation and the Directors of the Company may allot shares or grant relevant rights pursuant to any such offer or agreement as if the authorisation conferred hereby had not expired.

13. **Waive pre-emption rights**
THAT subject to the passing of Resolution 12 above ('Section 551 Resolution') and in substitution for any existing authority under sections 570 and 573 of the Act but without prejudice to the exercise of any such authority prior to the date of this resolution, the Directors of the Company be empowered in accordance with those sections to allot equity securities (within the meaning of section 560(1),(2) and (3) of the Act) for cash either pursuant to the Section 551 Resolution or by way of a sale of treasury shares, in each case as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities (otherwise than pursuant to sub-paragraph (b) below) up to an aggregate nominal amount of £5,654,898; and
 - (b) the allotment of equity securities in connection with an offer to (i) all holders of Ordinary Shares of 28 $\frac{1}{8}$ pence each in the capital of the Company in proportion (as nearly as may be) to the respective numbers of Ordinary Shares held by them and (ii) to holders of other equity securities as required by the rights of those securities (but subject to such exclusions, limits or restrictions or other arrangements as the Directors of the Company consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in or under the laws of any territory, or the requirement of any regulatory body or any stock exchange in any territory or otherwise howsoever);

and such power shall expire at midnight on 25 August 2018 or, if earlier, at the conclusion of the next annual general meeting of the Company, but so that this power shall enable the Company to make an offer or agreement before such expiry which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of any such offer agreement as if such expiry had not occurred.

14. Authority to purchase own shares

THAT the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its Ordinary Shares of 28 $\frac{1}{8}$ pence each in the capital of the Company and to cancel or hold in treasury such shares provided that:

- (a) The maximum aggregate number of Ordinary Shares authorised to be purchased is 20,106,305 (representing 10 per cent of the Company's issued Ordinary Share capital);
- (b) The minimum price (exclusive of expenses) which may be paid for such Ordinary Shares is 28 $\frac{1}{8}$ pence per share;
- (c) The maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of:
 - (i) an amount equal to 105 per cent of the average of the middle market quotations for the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the date on which the Ordinary Share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time the purchase is carried out.
- (d) The authority hereby conferred shall expire at midnight on 25 August 2018 or, if earlier, at the conclusion of the Company's next annual general meeting unless such authority is renewed, revoked or varied prior to such time by the Company in general meeting; and
- (e) The Company may make a contract or contracts to purchase Ordinary Shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

15. Notice of General Meetings

THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Andy McCue
Chief Executive Officer
12 April 2017

Registered office:
1 George Square
Glasgow
G2 1AL

Registered in Scotland
Registered number:
SC030343

Notes

Poll Voting

1. 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. As soon as practicable after the AGM, the results of the polls will be announced via a Regulatory Information Service and also placed on the Company website www.trgplc.com.

Entitlement to attend and vote

2. Only those members entered on the Company's register of members not later than 6.30pm on 24 May 2017 or, if the Meeting is adjourned, shareholders entered on the Company's register of members not later than 6.30pm on the day two business days prior to the time fixed for the adjourned meeting shall be entitled to attend and vote at the Meeting. Changes to entries on that register after that time shall be disregarded in determining the rights of any member to attend and vote at the Meeting.

Entitlement to appoint proxies

3. As a member, you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the Meeting. A proxy need not be a member of the Company but must attend in person to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise the rights attached to any one share. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted.

Appointing Proxies

4. A form of proxy is enclosed. To be valid and effective, any proxy form and any power of attorney or other authority, if any, under which they are signed or a notarially certified copy of that power of attorney or authority must be deposited at the office of the Company's registrars at Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA so as to be received not later than 10am on 24 May 2017. Completion of the proxy form or other instrument of proxy does not preclude a member from subsequently attending, voting and speaking at the Meeting in person if he or she so wishes. If you do attend and vote your shares, your proxy shall not be entitled to vote and any vote cast by your proxy in such circumstances shall be ignored.

Appointment of Proxies through CREST

5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 26 May 2017 and any adjournment(s) thereof by using the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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 appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('Euroclear') specifications 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 to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 10am on 24 May 2017. 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

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 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 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 Uncertificated Securities Regulations 2001.

Corporate Representatives

6. Any corporate shareholder may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Nominated Persons

7. A person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of proxies in paragraph 2 and 3 of these notes do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.

Shareholders' right to ask questions

8. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM except in certain circumstances including if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered or if to do so would involve the disclosure of confidential information.

Shareholders' power to require website publication of audit concerns

9. It is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual report and accounts were laid in accordance with section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Documents available for inspection

10. Copies of the Directors' service contracts and letters of appointment with the Company or with any of its subsidiary undertakings will be available for inspection at the registered office during normal business hours (weekends and public holidays excepted) from the date of this Notice and shall also be available at the place of the Meeting at least 15 minutes prior to the Meeting and during the Meeting.

Total Voting Rights

11. As at 12 April 2017 (being the latest practicable date prior to the publication of this document), the Company's issued share capital comprised 201,063,045 Ordinary Shares of 28½ pence each. Each Ordinary Share carries the right to one vote at a general meeting of the Company.

Communication with the Company

12. You may not use any electronic address provided either in this Notice of Meeting or any related documents to communicate with the Company for any purpose other than as expressly stated.

Information about this meeting is available from the Company's investor relations web page: www.trgplc.com/investors.

The
Restaurant
Group plc

The Restaurant Group plc
5-7 Marshalsea Road
London SE1 1EP
Tel: 020 3117 5001
www.trgplc.com