

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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 white 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.

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# The Restaurant Group plc

## Notice of Annual General Meeting

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to be held at:

Instinctif Partners, 1st Floor, 65 Gresham Street, London, EC2V 7NQ  
on Wednesday 23 May 2018 at 10am (or as soon thereafter as the  
General Meeting of the Company to be held on the same date as  
the Annual General Meeting is concluded or adjourned).



Notice of the Annual General Meeting of the Company to be held on 23 May 2018 at 10 am (or as soon thereafter as the General Meeting of the Company to be held on the same date as the Annual General Meeting is concluded or adjourned) (the 'AGM') is set out on pages 4 to 6 of this document.

Please note that the AGM will follow immediately after a General Meeting of the Company to be held at the same venue at 9:45 am. All information concerning the General Meeting can be found in a separate circular entitled "Notice of General Meeting and Proposed Related Party Transactions".

A white 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 Monday 21 May 2018 (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 white 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](http://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

23 April 2018

### **Directors**

Debbie Hewitt MBE (*Chairman*)  
Andy McCue (*Chief Executive Officer*)  
Kirk Davis (*Chief Financial Officer*)  
Simon Cloke (*Senior independent non-executive director*)  
Graham Clemett (*Independent non-executive Director*)  
Paul May (*Independent non-executive Director*)  
Mike Tye (*Independent non-executive Director*)

Dear Shareholder,

### **Annual General Meeting 2018**

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 on 23 May 2018 at 10am** (or as soon thereafter as the General Meeting of the Company to be held on the same date as the Annual General Meeting is concluded or adjourned).

*Please note that the AGM will follow immediately after a General Meeting of the Company to be held at the same venue at 9:45 am. All information concerning the General Meeting can be found in a separate circular entitled "Notice of General Meeting and Proposed Related Party Transactions".*

The Notice of Meeting for the AGM ('Notice') is set out on pages 4 to 6 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 2017 and white 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 white Form of Proxy. Your white Form of Proxy should be returned as soon as possible and in any event no later than 10am on 21 May 2018. Submitting a white 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 by 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 31 December 2017, to be paid on 5 July 2018 to shareholders on the register at the close of business on 8 June 2018. The Company's shares will trade ex-dividend from 7 June 2018. If approved, the total 2017 dividend will be 17.4p per Ordinary Share.

### **Directors' remuneration**

The Directors' remuneration report, set out on pages 38 to 56 of the Annual Report and Accounts 2017, comprises a letter from the Chairman of the Remuneration Committee, the annual report on remuneration (setting out payments made in the financial year ended 31 December 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 report in terms of the payments and share awards made to Directors and former Directors during the financial year ended 31 December 2017. This resolution is advisory and does not affect the future remuneration paid to any Director.

The remuneration report, which sets out the Company's forward-looking policy on Directors' remuneration, is subject to a binding shareholder vote by ordinary resolution at least every three years, unless changes are proposed. The current Directors' remuneration policy was approved by shareholders at the Company's AGM held in 2015.

Resolution 3 is an ordinary resolution to approve the revised Directors' remuneration policy which is set out in the Annual Report. If Resolution 3 is approved, the effective date of the revised remuneration policy will be 23 May 2018 ("the Effective Date"). Once the new Directors' remuneration policy has been approved, all payments made by the Company to the Directors and any former Directors must, with effect from the Effective Date, be made in accordance with the policy (unless a payment has been separately approved by a shareholder resolution). If the Company wishes to change the Directors' remuneration policy, it will need to put the revised policy to a shareholder vote again before it can implement the new policy. The revised Directors' remuneration policy will, once approved, and provided it remains unchanged, apply for up to three years and will be put to the shareholders for approval again no later than 31 December 2021.

### **Re-election of Directors**

Since the last AGM, there have been two new director appointments. Kirk Davis as Chief Financial Officer and Paul May as a non-executive Director.

Kirk was appointed Chief Financial Officer on 5 February 2018. Kirk has extensive finance experience within listed leisure and retail businesses, as CFO of Greene King plc where he has spent the past three years, and before that as Finance Director at J D Wetherspoon plc. He has also held senior finance roles at Tesco plc and Marks & Spencer plc.

Paul was appointed as a non-executive Director on 3 July 2017. He is currently the Chief Executive Officer of Patisserie Holdings plc, having been appointed in 2006. During his tenure he has overseen the profitable expansion of the company and its successful IPO. Paul is also a Non-Executive Director at GRA Ltd, a privately-owned sports facilities and hospitality group, and a member of the Mayor of London's Business Advisory Board.

In accordance with the Company's Articles of Association, each of these directors having been appointed by the Board during the year, is required to offer themselves for re-appointment 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 5 to 11 inclusive are to re-appoint or re-elect the Directors.

Biographical details for each of the Directors seeking re-election or re-appointment 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 re-appointment continues to contribute effectively and demonstrate their commitment to the role. Accordingly, I recommend each of them for re-election or re-appointment.

### **Auditors**

Resolution 12 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 13 will be proposed as an ordinary resolution to authorise the Directors generally to allot shares up to an aggregate nominal amount of £18,850,069 representing approximately one third of the existing Ordinary Share capital of the Company as at 13 April 2018 (being the latest practicable date before publication of this document). This resolution renews the authority obtained at last year's Annual General Meeting. If given, such authority will expire at midnight on 22 August 2019 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.

Resolutions 14 and 15 which will be proposed as special resolutions will enable the Directors to allot equity securities for cash or sell treasury shares for cash, without first offering them to shareholders pro rata to their holdings. These resolutions take a different form to the resolution passed at the previous AGM of the Company on 26 May 2017.

Resolution 14 facilitates issues made by way of rights to shareholders otherwise than in accordance with section 561(1) of the Act, and authorises other allotments of up to a maximum aggregate nominal amount of £2,827,510, representing approximately 5 per cent of the current issued ordinary share capital of the Company without having to comply with statutory pre-emption rights. If given, such authority will expire at midnight on 22 August 2019 or, if earlier, at the conclusion of the next AGM of the Company.

Resolution 15 seeks authority to allot an additional maximum aggregate nominal amount of £2,827,510, representing approximately 5 per cent of the current issued ordinary share capital of the Company without having to comply with statutory pre-emption rights. Like last year, the power proposed under Resolution 15 will be limited for use only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice.

The Directors intend to adhere to the Statement of Principles issued by The Pre Emption Group, as updated in March 2015, and not allot shares on a non pre-emptive basis pursuant to the authority in resolutions 14 and 15 in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three year period, without prior consultation with shareholders. If given, such authority will expire at midnight on 22 August 2019 or, if earlier, at the conclusion of the next AGM of the Company.

#### **Purchase of own shares**

In line with previous years, authority was given to the Directors at the 2017 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 16 will be proposed as a special resolution at the AGM to renew the authority to the conclusion of the next AGM of the Company or, if earlier 22 August 2019. The authority is restricted to a maximum of 20,106,740 Ordinary Shares, which is equivalent to 10 per cent of the Company's issued share capital as at 13 April 2018 (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 17 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 63rd 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 **23 May 2018 at 10am** (or as soon thereafter as the General Meeting of the Company to be held on the same date as the Annual General Meeting is concluded or adjourned) to consider and if thought fit, to pass Resolutions 1 to 12 inclusive as ordinary resolutions and Resolutions 13 to 17 inclusive as special resolutions.

### Report and Accounts 2017

1. THAT the Company's financial statements, together with the Directors' and the Auditor's Reports for the year ended 31 December 2017, be received.

### Director's Remuneration Report 2017

2. THAT the Directors' Remuneration Report for the year ended 31 December 2017 (excluding the Directors' remuneration policy), as set out in the Company's Annual Report and Accounts 2017 be approved.

### Director's Remuneration Policy

3. To approve the Directors' Remuneration Policy, as set out in the Annual Report and Accounts.

### Declaration of final dividend

4. THAT a final dividend on the 28 $\frac{1}{8}$  pence Ordinary Shares of 10.6p per Ordinary Share be declared.

### Re-election and re-appointment of Directors

5. THAT Debbie Hewitt be re-elected a Director of the Company.
6. THAT Andy McCue be re-elected a Director of the Company.
7. THAT Kirk Davis be re-appointed a Director of the Company.
8. THAT Simon Cloke be re-elected a Director of the Company.
9. THAT Mike Tye be re-elected a Director of the Company.
10. THAT Paul May be re-appointed a Director of the Company.
11. THAT Graham Clemett be re-elected a Director of the Company

### Re-appointment and Remuneration of Auditor

12. THAT Deloitte LLP be re-appointed 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.

### Allotment of shares

13. 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 £18,850,069, such authorisation to expire at midnight on 22 August 2019 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.

### Waive pre-emption rights

14. That, subject to the passing of resolution 13 as set out in the notice of this meeting, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred by resolution 13 as set out in the notice of this meeting and be empowered pursuant to section 573 of the Act to sell ordinary shares (as defined in section 560 of the Act) held by the Company as treasury shares (as defined in section 724 of the Act) for cash, as if section 561(1) of the Act did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:
  - (a) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
  - (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £2,827,510,

and such power shall expire at midnight on 22 August 2019 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 or agreement as if such expiry had not occurred. This authority, and that provided in resolution 15, are in substitution for all existing power under sections 570 and 573 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

15. That, subject to the passing of resolutions 13 and 14 as set out in the notice of this meeting, the Directors be empowered, in addition to any authority granted under resolution 14 as set out in the notice of this meeting, pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred by resolution 14 as set out in the notice of this meeting and be empowered pursuant to section 573 of the Act to sell ordinary shares (as defined in section 560 of the Act) held by the Company as treasury shares (as defined in section 724 of the Act) for cash, as if section 561(1) of the Act did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:

- (a) up to an aggregate nominal amount of £2,827,510; and
- (b) be used only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and such power shall expire at midnight on 22 August 2019 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 or agreement as if such expiry had not occurred. This authority, and that provided in resolution 14, are in substitution for all existing power under sections 570 and 573 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

#### **Authority to purchase own shares**

16. 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 20,106,740 (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 22 August 2019 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.

#### **Notice of General Meetings**

17. 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**

Ace Company Services Limited  
Company Secretary  
23 April 2018

**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](http://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 21 May 2018 or, if the Meeting is adjourned, shareholders entered on the Company's register of members not later than 6.30pm on the day two 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 white 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 21 May 2018. 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 23 May 2018 and any adjournment(s) thereof by using the procedures described in the CREST Manual on the Euroclear website ([www.euroclear.com](http://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 21 May 2018. 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 13 April 2018 (being the latest practicable date prior to the publication of this document), the Company's issued share capital comprised 201,067,400 Ordinary Shares of 28<sup>1</sup>/<sub>8</sub> 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](http://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](http://www.trgplc.com)