

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 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:
the Company's Head Office at 5-7 Marshalsea Road, London SE1 1EP
on Tuesday 25 May 2021 at 10:00 am

IMPORTANT NOTE:

**SHAREHOLDERS SHOULD NOT ATTEND THE AGM IN PERSON,
DUE TO GOVERNMENT PUBLIC HEALTH GUIDELINES ON COVID-19.**

We have included details on how to vote on the resolutions at the AGM
and how to ask questions of the Board of Directors on pages 1 and 2 of this document.

Notice of the Annual General Meeting of the Company to be held on 25 May 2021 at 10:00 am (the 'AGM') is set out on pages 5 to 8 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 10:00 am on Friday 21 May 2021 (or, if the AGM is adjourned, 48 hours before the time of the adjourned AGM (excluding any UK non-working days)). As an alternative to completing a hard copy Form of Proxy, you can appoint a proxy or proxies electronically by visiting www.sharevote.co.uk. You will need your Voting ID, Task ID and Shareholder Reference Number (as printed on your Form of Proxy). Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your Form of Proxy at www.shareview.co.uk. For an electronic proxy appointment to be valid, the appointment must be received by the Company's Registrar, Equiniti, no later than 10:00 am on 21 May 2021 (or, if the AGM is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting. For those who hold their shares in CREST, please refer to Note 6 on page 7 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

19 April 2021

Directors

Debbie Hewitt MBE (*Chairman*)
Andy Hornby (*Chief Executive Officer*)
Kirk Davis (*Chief Financial Officer*)
Graham Clemett (*Senior Independent non-executive Director*)
Alison Digges (*Independent non-executive Director*)
Zoe Morgan (*Independent non-executive Director*)
Alex Gersh (*Independent non-executive Director*)

Dear Shareholder,

Annual General Meeting 2021

The Annual General Meeting of The Restaurant Group plc (the “**Company**”) will be held at the Company’s Head Office at 5-7 Marshalsea Road, London SE1 1EP **on Tuesday 25 May 2021 at 10:00 am.**

The Notice of Meeting for the AGM (“**Notice**”) is set out on pages 5 to 8 of this document and this letter highlights the items of business to be transacted at the meeting. Please find enclosed the Form of Proxy. The 2020 Annual Report and Accounts were published on 10 March 2021, and sent electronically or by post to all shareholders, to coincide with the recent capital raising. A copy can be found on the Company’s website at www.trgplc.com/investors/reports-presentations/. The Company currently provides discount vouchers to shareholders holding 250 or more shares in the Company, offering savings in many of our restaurants. If you hold the required number of shares directly, your vouchers are also enclosed.

Covid-19

As I noted in my Chairman’s statement in our 2020 Annual Report and Accounts, 2020 was an extraordinarily difficult period for the hospitality industry, which was arguably more affected by the Covid-19 pandemic than almost any other sector. In spite of this, the Group’s leadership acted with pace at the onset of the pandemic to protect the business and rigorously and diligently executed a series of actions to ensure that we remain well-positioned to rebuild trading momentum once restrictions are lifted and to leverage potential market opportunities in the long-term.

On 1 March 2021, the Group announced that it had successfully signed commitments in relation to £500 million of new debt facilities, which will provide the Group with enhanced liquidity and long-term financing, and a more efficient funding structure to support the Group’s strategic initiatives. In addition, we have now completed the £175 million capital raising which was approved at the General Meeting on 29 March 2021 by approximately 99% of the shares voting, and we are grateful for the continuing support of our shareholders. As we look forward, despite all the challenges of the pandemic, the business is well-positioned to deliver long-term value.

We had been hoping to be able to welcome shareholders in person to our 2021 AGM, particularly given the constraints we faced in 2020 due to the Covid-19 pandemic. However, at present, large indoor meetings are still not permitted (save in certain limited circumstances). Whilst the Government’s Covid-19 roadmap forecasts a further easing of limitations on or after 17 May 2021, there is still uncertainty around the future arrangements.

In light of the current restrictions, we hope that shareholders will understand that our AGM this year will be run as a **closed meeting** and **shareholders will not be permitted to attend in person**. The Company will make arrangements such that the legal requirements to hold the meeting will be satisfied through the attendance of a minimum number of directors and the format of the meeting will be purely functional. The AGM will comprise only the formal votes on each resolution set out in the Notice below.

We are therefore implementing the following precautions to ensure that we hold our AGM in a compliant and safe way:

- **shareholders and their representatives will NOT be permitted to attend the AGM in person;**
- instead, all shareholders should vote by proxy to ensure that their vote is counted at the AGM either:
 - by appointing a proxy electronically (as explained below) or
 - by completing the enclosed Form of Proxy and returning it by post.

Given the restrictions on attendance, shareholders are advised to appoint the “**Chairman of the meeting**” as their proxy rather than a named person who will not be permitted to attend the meeting;

- as shareholders will not be attending the AGM in person, we are providing a facility for shareholders to ask questions of the Board of Directors. We will then select representative questions and provide answers on our website. The details are set out below.

This situation is constantly evolving, and the UK Government may change current restrictions or implement further measures which impact the holding of general meetings, before the date of the AGM. Any changes to the arrangements for the AGM (including any change to the location of the AGM or allowing shareholders to attend in person) will be communicated to shareholders before the meeting through our website (www.trgplc.com) and, where appropriate, by RIS announcement.

We trust that all our shareholders will understand the need for these precautions in light of Government public health guidelines on Covid-19.

Voting

Please do NOT to try to attend the AGM in person.

If you would like to vote on the resolutions, please vote by proxy as follows:

- you can appoint a proxy electronically by visiting www.sharevote.co.uk. You will need your Voting ID, Task ID and Shareholder Reference Number (as printed on your Form of Proxy). Alternatively, if you have already registered with Equiniti’s online portfolio service, Shareview, you can submit your Form of Proxy at www.shareview.co.uk. Full instructions are given on both websites. **To be valid your proxy appointment(s) and instructions should be made no later than 10:00 am on Friday 21 May 2021.**
- you can appoint a proxy by completing the enclosed Form of Proxy. **This should be returned as soon as possible and, in any event, must be received no later than 10:00 am on Friday 21 May 2021.**
- CREST holders should refer to note 6 on page 7.

Given the restrictions on attendance, for your votes to be counted, you are advised to appoint the “**Chairman of the meeting**” as your proxy rather than a named person as they will not be permitted to attend the meeting.

Appointing a proxy, either electronically or by post, will ensure your vote is recorded. 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 on the relevant resolution and the ordinary resolutions will require a simple majority. All resolutions will be decided by way of a poll so that the votes of shareholders who do not attend in person will be counted.

Shareholder questions

As shareholders will be unable to attend the AGM in person, we have set up a dedicated electronic mailbox for shareholders to ask questions of the Board of Directors. Please send your questions to AGMquestions@trgplc.com by no later than 12 noon on 25 May 2021, stating your name and Shareholder Reference Number (as printed on your Form of Proxy). We will collate the questions we receive and will select a representative sample which will be answered on the Company’s website at www.trgplc.com promptly after the AGM. We will also provide answers directly to the shareholders who asked the questions.

Directors’ remuneration

The Directors’ remuneration report, set out on pages 48 to 65 of the 2020 Annual Report and Accounts, comprises a letter from the Chairman of the Remuneration Committee, the annual report on remuneration (setting out payments made in the financial year ended 27 December 2020) and the Directors’ Remuneration Policy.

Resolution 2 is a non-binding ordinary resolution to approve the implementation of the Directors’ remuneration report in terms of the payments and share awards made to Directors and former Directors during the financial year ended 27 December 2020. This resolution is advisory and does not affect the future remuneration paid to any Director.

The Directors’ remuneration policy, 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. No changes are proposed to the Directors’ remuneration policy which was approved by shareholders at the General Meeting held on 8 October 2020.

Appointment and re-election of Directors

Since the last Annual General Meeting, we appointed Alex Gersh as Non-Executive Director on 23 February 2021. Alex is currently the CFO of Sportradar, a global leader in leveraging the power of sports data and digital content for clients around the world. Prior to that he was CFO of Carzoo, an online used car business. He is an experienced listed business CFO and was previously CFO of the FTSE 100 listed business Paddy Power Betfair Group, where he played a key role in the merger of Betfair with Paddy Power plc and in driving the subsequent success of the combined business. From 2018 to 2020, Alex was Non-Executive Director and Chairman of the Audit Committee of Moss Bros Plc, until the business was delisted in June 2020 and from 2007-2013, Alex was Non-Executive Director and Chairman of the Audit Committee of Black Earth Farming Ltd, an agricultural company, listed on NASDAQ OMX (Stockholm).

In accordance with the Company's Articles of Association, Alex Gersh, having been appointed by the Board during the year, is required to offer himself for re-appointment at the AGM. Also, in accordance with the UK Corporate Governance Code and the Company's Articles of Association, all other Directors will stand for re-election at the AGM. Accordingly, as part of the ordinary business of the meeting, Resolutions 3 to 9 inclusive are to re-appoint or re-elect the Directors.

Biographical details for each of the Directors seeking re-appointment or re-election can be found on pages 38 to 39 in the Annual Report. The Board considers that following a formal internal performance evaluation, each Director standing for re-appointment or re-election continues to contribute effectively and demonstrate their commitment to the role.

Auditor

Resolutions 10 and 11 provide the shareholders with an opportunity to approve the re-appointment of Ernst & Young LLP as the Company's auditor and authorise the Directors to determine the auditor's 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 at a 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 the AGM for authority to allot shares and a disapplication of these pre-emption rights should the need arise, subject to certain limits and within specified time periods, and your Directors propose seeking shareholders' approval for certain authorities and dis-applications to be granted, as described below.

Resolution 12 will be proposed as an ordinary resolution to authorise the Directors generally to issue shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to a maximum nominal amount of £71,722,191 (representing approximately one third of the issued share capital of the Company (excluding treasury shares) as at 8 April, the latest practicable date before the publication of this Notice and with such amount to be reduced by the nominal amount of any equity securities allotted pursuant to paragraph (b) below in excess of £71,722,191); and
- (b) in accordance with the latest institutional guidelines issued by The Investment Association, up to an aggregate nominal amount of £143,444,383 by way of a pre-emptive rights issue (representing approximately two-thirds of the issued share capital of the Company (excluding any treasury shares) as at 8 April, the latest practicable date before the publication of this Notice and with such amount to be reduced by the nominal amount of any equity securities allotted pursuant to paragraph (a) above).

If given, such authority will expire at midnight on 25 August 2022 or, if earlier, at the conclusion of the next Annual General Meeting of the Company. The Directors have no present intention to exercise the authority sought under Resolution 12, except to fulfil the Company's obligations under its employee share schemes.

Resolutions 13 and 14, 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 the same form as the resolutions passed at the previous Annual General Meeting of the Company.

Resolution 13 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 £10,758,328, representing approximately 5 per cent of the current issued ordinary share capital of the Company as at 8 April 2021, the latest practicable date before the publication of this Notice, without having to comply with statutory pre-emption rights. If given, such authority will expire at midnight on 25 August 2022 or, if earlier, at the conclusion of the next Annual General Meeting of the Company.

Resolution 14 seeks authority to allot an additional maximum aggregate nominal amount of £10,758,328, representing approximately 5 per cent of the current issued ordinary share capital of the Company, as at 8 April 2021, the latest practicable date before the publication of this Notice, without having to comply with statutory pre-emption rights. Like last year, the power proposed to be granted under Resolution 14 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 specified 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. If given, such authority will expire at midnight on 25 August 2022 or, if earlier, at the conclusion of the next Annual General Meeting of the Company.

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 authorities in Resolutions 13 and 14 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.

Whilst the Directors believe that the flexibility to raise additional capital provided by the above authorities is appropriate given the uncertainty caused by the current Covid-19 crisis, they would only be used if it were in the interest of shareholders as a whole having regard to all relevant factors.

As at the date of this letter, no ordinary shares are held by the Company in treasury.

Purchase of own shares

In line with previous years, authority was given to the Directors at the 2020 Annual General Meeting 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 this 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 rights or dividends whilst held in treasury. The Directors have not made any market purchases of ordinary shares during the period of this authority.

Resolution 15 will be proposed as a special resolution at the AGM to renew the authority to the conclusion of the next Annual General Meeting of the Company or, if earlier 25 August 2022. The authority is restricted to a maximum of 76,503,671 ordinary shares, which is equivalent to 10 per cent of the Company's issued share capital as at 8 April 2021, the latest practicable date before the publication of this Notice. 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 having regard to all relevant factors.

Length of Notice of General Meetings

Resolution 16 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 interest of the shareholders as a whole having regard to all relevant factors. 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.

Dividend

In order to support the Company's strategic priorities, as previously announced, there will be no final dividend. As such, there is no final dividend resolution included in the attached Notice.

Board 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 ANNUAL GENERAL MEETING

Notice is given that the 66th Annual General Meeting (the 'AGM') of The Restaurant Group plc (the 'Company') will be held at the Company's Head Office at 5-7 Marshalsea Road, London SE1 1EP on **Tuesday 25 May 2021** at 10:00 am to consider and if thought fit, pass Resolutions 1 to 12 (inclusive) as ordinary resolutions (Resolution 2 is a non-binding ordinary resolution) and Resolutions 13 to 16 (inclusive) as special resolutions.

Report and Accounts 2020

1. THAT the Company's financial statements, together with the Directors' and the Auditor's Reports for the year ended 27 December 2020, be received.

Director's Remuneration Report 2020

2. THAT the Directors' remuneration report for the year ended 27 December 2020 (excluding the Directors' remuneration policy), as set out in the Company's 2020 Annual Report and Accounts be approved.

Re-election and re-appointment of Directors

3. THAT Debbie Hewitt be re-elected a Director of the Company.
4. THAT Andy Hornby be re-elected a Director of the Company.
5. THAT Kirk Davis be re-elected a Director of the Company.
6. THAT Graham Clemett be re-elected a Director of the Company.
7. THAT Alison Digges be re-elected a Director of the Company.
8. THAT Zoe Morgan be re-elected a Director of the Company.
9. THAT Alex Gersh be re-appointed a Director of the Company, having been appointed by the board since the last Annual General Meeting.

Re-appointment and Remuneration of Auditor

10. THAT Ernst & Young LLP be re-appointed as auditor of the Company to hold office until the conclusion of the next Annual General Meeting.
11. THAT the Directors be authorised to determine the remuneration of the auditor.

Allotment of shares

12. 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 to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (a) up to a nominal amount of £71,722,191 (such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560 of the Act) up to a nominal amount of £143,444,383 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:

- (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
- (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any exclusions, limits or restrictions and make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory, or the requirements of any regulatory body or stock exchange, or any other matter, such authority to expire at midnight on 25 August 2022 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 authority make an offer or agreement which would or might require shares to be allotted or relevant rights to subscribe for or convert securities into shares to be granted after the expiry of this authority and the Directors of the Company may allot shares or grant relevant rights pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

These authorities are in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

Waiver of pre-emption rights

13. THAT, subject to the passing of Resolution 12 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 12 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 an offer of equity securities (but in the case of the authority conferred by paragraph (b) of Resolution 12 as set out in the notice of this meeting, by way of rights issue only):
 - (i) to the holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities in the capital of the Company, as required by the rights of those securities or subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange; and

(b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £10,758,328, and such power shall expire at midnight on 25 August 2022 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).

14. THAT, subject to the passing of Resolution 12 as set out in the notice of this meeting, the Directors be empowered, in addition to any authority granted under Resolution 13 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 12 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 £10,758,328; 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 25 August 2022 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 13, are in substitution for all existing powers 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

15. 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 1/8 pence each in the capital of the Company ("**Ordinary Shares**") and to cancel or hold in treasury such shares provided that:

(a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 76,503,671 (representing approximately 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 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 2022 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

16. 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

Jean-Paul Rabin
Company Secretary
19 April 2021

Registered office:
1 George Square
Glasgow
G2 1AL

Registered in Scotland
Registered number:
SC03034

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 vote

2. Only those members entered on the Company's register of members not later than 6:30 pm on 21 May 2021 or, if the Meeting is adjourned, shareholders entered on the Company's register of members not later than 6.30 pm on the day 2 days prior to the time fixed for the adjourned meeting (excluding any UK non-working days) shall be entitled to vote at the Meeting. Changes to entries on that register after that time shall be disregarded in determining the rights of any member to vote at the Meeting.

Entitlement to appoint proxies

3. Under normal circumstances, shareholders may appoint more than one proxy, provided each proxy is appointed to exercise rights attached to different shares. However, given the restrictions on attendance at the AGM, you should appoint only the "Chairman of the meeting" as your proxy, rather than appointing one or more named persons who will not be permitted to attend the meeting.

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 notarial 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 10:00 am on 21 May 2021.

5. As an alternative to completing a hard copy Form of Proxy, you can appoint a proxy electronically by visiting www.sharevote.co.uk. You will need your Voting ID, Task ID and Shareholder Reference Number (as printed on your Form of Proxy). Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your Form of Proxy at www.shareview.co.uk. Full instructions are given on both websites. For an electronic proxy appointment to be valid, the appointment must be received by the Company's registrar, Equiniti, no later than 10.00 am on 21 May 2021 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). Any electronic communication sent by a shareholder to Equiniti which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication.

Appointment of Proxies through CREST

6. CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so for the AGM to be held on 25 May 2021 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 10:00 am on 21 May 2021. 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

7. 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

8. 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 paragraphs 3 to 6 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

9. As shareholders will be unable to attend the AGM in person, we have set up a dedicated electronic mailbox for shareholders to ask questions of the Board of Directors. Please send your questions to AGMquestions@trgplc.com by no later than 12 noon on 25 May 2021, stating your name and Shareholder Reference Number (as printed on your Form of Proxy). We will collate the questions we receive and will select a representative sample which will be answered on the Company's website at www.trgplc.com promptly after the AGM. We will also provide answers directly to the shareholder who asked the question.

Shareholders' power to require website publication of audit concerns

10. 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

11. Subject to any Government Public Health restrictions on Covid-19, 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

12. As at 8 April 2021 (being the latest practicable date prior to the publication of this document), the Company's issued share capital comprised 765,036,713 ordinary shares of 28 1/8 pence each. Each Ordinary Share carries the right to one vote at a general meeting of the Company.

Communication with the Company

13. 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

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