

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**of**  
**HOSTELWORLD GROUP PLC**  
**(Passed 1 June 2017)**

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at the offices of McCann Fitzgerald, Riverside One, 37-42 Sir John Rogerson's Quay, Dublin 2, Ireland on 1 June 2017 at 2p.m. the following resolutions were passed.

**ORDINARY RESOLUTION**

- 12.** THAT for the purposes of section 551 of the Companies Act 2006 (the "**Act**") (and so that expressions used in this resolution shall bear the same meanings as in the said section 551):
- 12.1** the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum nominal amount of €318,569.26 to such persons and at such times and on such terms as they think proper during the period expiring at the end of the Annual General Meeting of the Company in 2018 or, if earlier, on 30 June 2018 (unless previously revoked or varied by the Company in general meeting); and further
- 12.2** the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as maybe) to the respective number of equity securities held by them up to a maximum nominal amount of €318,569.26 during the period expiring at the end of the Annual General Meeting of the Company in 2018 or, if earlier, on 30 June 2018 subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory;
- 12.3** the Company be and is hereby authorised to make prior to the expiry of such periods any offer or agreement which would or might require such shares or rights to be allotted or

granted after the expiry of the said periods and the Directors may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authorities given by this resolution;

so that all previous authorities of the Directors pursuant to the said section 551 be and are hereby revoked.

### **SPECIAL RESOLUTIONS**

- 13.** THAT, subject to the passing of Resolution 12 set out in the Notice convening this Meeting, the Directors be and are empowered in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred on them to allot such shares or grant such rights by that resolution and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and sub-sections (1) - (6) of section 562 of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:

- 13.1** allotments for rights issues and other pre-emptive issues; and

- 13.2** to the allotment of equity securities (otherwise than under paragraph 13.1 above) up to a nominal amount of €47,485.38,

and this power, unless renewed, shall expire at the end of the Annual General Meeting of the Company in 2018 or, if earlier, on 30 June 2018 but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

- 15.** That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (as defined in section 693 of the Act) of ordinary shares of €0.01 each in the capital of the company ("**Ordinary Shares**") provided that:

- 15.1** the maximum number of ordinary shares hereby authorised to be purchased is 9,557,078;

- 15.2** the minimum price (exclusive of expenses) which may be paid for such ordinary shares is €0.01 per share, being the nominal amount thereof;

- 15.3** the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 5% above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System SETS;

- 15.4** the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and the date which is 18 months after the date on which this resolution is passed; and
- 15.5** the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.
- 18.** That a general meeting of the company other than an annual general meeting may be called on not less than 14 clear days' notice.



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**Chairman**