

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or transferred all of your registered holdings of ordinary shares in the Company please forward this document, together with the Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

**HOSTELWORLD GROUP PLC**

**(Registered in England and Wales with no. 9818705)**

**NOTICE OF ANNUAL GENERAL MEETING 2019**

Notice of the Annual General Meeting of the Company to be held at the offices of the Company, Floor 2, One Central Park, Leopardstown, Dublin 18, Ireland on Friday 31 May 2019 at 12 noon is set out at the end of this document and the recommendation of the Directors is set out on page 6.

A Form of Proxy for use at the Meeting is provided. To be valid, any instrument appointing a proxy must be received by Computershare Investor Services PLC at P.O. Box 13030, Dublin 24, Ireland (if by post) or 3100 Lake Drive, Citywest Business Campus, Dublin 24 D24 AK82, Ireland (if by hand), as soon as possible but in any event so as to arrive no later than 12 noon on Wednesday 29 May 2019. Alternatively, a proxy may be appointed electronically at [www.eproxyappointment.com](http://www.eproxyappointment.com) or if you hold shares in CREST, by using the CREST electronic proxy appointment service.

## HOSTELWORLD GROUP PLC

(Registered in England and Wales with no. 9818705)

### Directors:

*Michael Cawley (Non-executive Chairman)*  
*Gary Morrison (Chief Executive Officer)*  
*TJ Kelly (Chief Financial Officer)*  
*Andy McCue (Non-executive Director)*  
*Carl Shepherd (Non-executive Director)*  
*Éimear Moloney (Non-executive Director)*

### Registered Office:

*High Holborn House*  
*52-54 High Holborn*  
*London WC1V 6RL*

29 April 2019

*To holders of ordinary shares of €0.01 each in the Company*

Dear Shareholder

This letter accompanies the 2018 Annual Report (the “**Annual Report**”) and gives details of the business to be transacted at the Annual General Meeting of the Company (the “**AGM**”) to be held at the offices of the Company, Floor 2, One Central Park, Leopardstown, Dublin 18, Ireland on 31 May 2019 at 12 noon.

The purpose of the AGM is to seek shareholders’ approval for the Resolutions. It is also an opportunity for shareholders to express their views and to ask questions of the Directors of the Company. We, as your Board, are committed to open dialogue with our shareholders and our AGM is an excellent means to engage with you directly.

### Annual General Meeting

Notice of the AGM is given on page 7.

### Resolution 1 – Adoption of the audited accounts and the Directors’ and Auditors’ reports

Company law requires the Directors to present to the AGM the audited accounts and the Directors’ and Auditors’ reports for the financial year ended 31 December 2018. The audited accounts and the Directors’ and Auditors’ reports for the financial year ended 31 December 2018 are included in the Annual Report.

### Resolution 2 – Approval of the Directors’ remuneration report

The purpose of Resolution 2 is to approve the Directors’ remuneration report for the financial year ended 31 December 2018. The Directors’ remuneration report is set out on pages 86 to 97 of the Annual Report. The vote is advisory and the Directors’ entitlement to receive remuneration is not conditional on it.

### Resolution 3 – Approval of the Directors’ remuneration policy

Shareholders are requested to approve the Directors’ remuneration policy as set out on pages 76 to 85 of the 2018 Annual Report. The Directors’ remuneration policy must be approved by shareholders (by a separate resolution) at least once every three years. The current remuneration policy was approved by shareholders at the annual general meeting in 2016 and is due for renewal. The proposed remuneration policy incorporates a number of changes to the 2016 policy which are summarised on pages 76 and 77 of the 2018 Annual Report. The Chairman of the Remuneration Committee consulted with major shareholders and institutional advisory bodies on these changes during the year. If approved by shareholders, the proposed new remuneration policy will take effect immediately upon conclusion of the Annual General Meeting.

The vote on this resolution is binding in nature and the Company may not make a payment to a Director or a former Director unless it is consistent with the terms of the policy (or has otherwise been approved by a shareholder resolution).

#### **Resolution 4 – To declare a final dividend**

Consistent with the dividend policy set out at the time of IPO, the Directors have recommended a full year final dividend of €0.09 per share which, together with the interim dividend of €0.048 per share paid in September 2018, is a distribution of 75% of the Company's adjusted profit after taxation for the year ended 31 December 2018. The purpose of Resolution 4 is to approve the final dividend for the year ended 31 December 2018. If Resolution 4 is approved, the final dividend for the year ended 31 December 2018 will be paid on 5 June 2019 to holders of ordinary shares on the register at the close of business on 10 May 2019.

Because the Company is tax resident in Ireland, dividend payments are subject to dividend withholding tax in Ireland at the standard rate of Irish income tax. Certain categories of shareholders not resident in Ireland are entitled to an exemption from the withholding tax if, prior to payment of the dividend, the Company's registrar (Computershare) has received all relevant documentation required for the exemption to apply. If you are in any doubt as to whether you may be entitled to such exemption you should read the information set out in the Appendix and take legal advice if necessary.

#### **Resolutions 5 to 10 – Re-election and election of Directors**

The 2018 UK Corporate Governance Code requires the directors of all official list companies to be subject to annual re-election. Accordingly, Resolutions 5 to 8 propose the re-election of each of the current Directors who were re-elected at the 2018 AGM.

The Board has made two appointments since the 2018 AGM. Gary Morrison was appointed to the Board of Directors as Chief Executive Officer on 11 June 2018 and TJ Kelly was appointed to the Board of Directors as Chief Financial Officer on 21 November 2018. Accordingly, Resolutions 9 and 10 propose the election of Gary Morrison and TJ Kelly who were appointed since the 2018 AGM.

The Board has considered the performance of each of the Directors to be elected or re-elected and is satisfied that their performance continues to be effective and demonstrates commitment to the role. Collectively, the Non-executive Directors possess a wide range of financial, commercial and general management experience, online travel expertise and e-commerce expertise, and each Non-executive Director brings independent judgement to bear on a number of key issues for the Group, including strategy, performance and risk management. Their collective range of knowledge and viewpoints ensures a high quality of robust debate and input into key decisions and ensures the Board operates effectively. In terms of the Executive Directors, Gary Morrison has significant experience of the travel industry and a track record of growth in an online marketing business and TJ Kelly has a wealth of financial experience in international consumer-focused businesses and proven track record in financial leadership. It is, therefore, felt that through the combined business skills, e-commerce expertise and online travel expertise of its Non-executive and Executive Directors, each Director's contribution is and continues to be important to the Company's long-term sustainable success and the Board recommends that shareholders vote in favour of the election and re-election of each of the Directors.

Brief biographies for each of the Directors are included in the Annual Report.

#### **Resolution 11– To re-appoint the auditors**

The Company is required to appoint auditors at each AGM at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting.

The Audit Committee, on behalf of the Board, has reviewed the effectiveness, independence and objectivity of the external auditors, Deloitte Ireland LLP and now proposes their re-appointment as auditors of the Company.

## **Resolution 12 – Authority for the Directors to fix the auditors’ remuneration**

This resolution authorises the Directors, in accordance with standard practice, to negotiate and agree the remuneration of the auditors. In practice, the Audit Committee will consider the audit fees for recommendation to the Board.

## **Resolution 13 – Authority to allot shares or grant subscription or conversion rights**

This resolution asks shareholders to grant the Directors authority under section 551 of the Companies Act 2006 (the “Act”) to allot ordinary shares or grant such subscription or conversion rights as are contemplated by sections 551(1)(a) and (b) respectively of the Act. Resolution 13.1 will allow the Directors to allot shares up to a maximum aggregate nominal value of €318,569.26, representing approximately one third of the nominal value of the Company’s issued share capital on 26 April 2019, the latest practicable date prior to the publication of this Notice. This is the maximum permitted amount under best practice corporate governance guidelines.

In line with guidance issued by the Investment Association, Resolution 13.2 would give the Directors authority to allot ordinary shares in connection with a fully pre-emptive rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to €318,569.26. This amount represents approximately an additional third of the nominal value of the Company’s issued share capital on 26 April 2019, the latest practicable date prior to the publication of this Notice.

The authorities sought under Resolutions 13.1 and 13.2 will expire on the earlier of 6.00 p.m. on 31 August 2020 and the conclusion of the AGM of the Company held in 2020. The resolution replaces a similar resolution passed by the Company on 11 June 2018.

The Directors have no present intention of exercising such authorities. However, the Directors consider it important to have the maximum ability and flexibility commensurate with good corporate governance guidelines to raise finance to enable the Company to respond to market developments and conditions.

No shares are held by the Company in treasury.

## **Resolution 14– Disapplication of pre-emption rights (special resolution)**

The Act requires that shares or other equity securities allotted for cash are offered first to existing shareholders in proportion to their existing holding. The passing of this resolution would allow the Directors to allot shares (or sell any shares which the Company may hold in treasury following a purchase of its own shares) without first offering the securities to existing shareholders.

The authority under Resolution 14 would be limited to: (i) in the case of Resolution 14.1, allotments or sales in connection with pre-emptive offers (but where authority to allot has been granted under Resolution 13.2, by a rights issue only), allowing the Directors to make appropriate arrangements in relation to fractional entitlements or other legal or practical problems which might arise; and (ii) in the case of Resolution 14.2, otherwise up to an aggregate nominal amount of €47,785.39. The aggregate nominal amount set out in Resolution 14.2 represents 5% of the issued ordinary share capital of the Company as at 26 April 2019, being the latest practicable date prior to publication of this Notice. The proceeds of an issuance of equity securities pursuant to Resolution 14.2 may be used for any purpose the Directors consider is in the best interests of the Company and its shareholders.

In respect of the authority referred to in this Resolution 14, the Directors confirm their intention to follow the provisions of the Pre-Emption Group’s Statement of Principles regarding cumulative usage of authority within a rolling three-year period. The Principles provide that usage in excess of 7.5% of issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders.

The authority will expire on the earlier of 6.00 p.m. on 31 August 2020 and the conclusion of the AGM of the Company held in 2020.

## **Resolution 15 – Purchases of own shares by the Company (special resolution)**

Resolution 15 seeks authority for the Company to make market purchases of its own ordinary shares, such authority being limited to the purchase of ordinary shares up to a maximum aggregate nominal amount of €95,570.78 (being approximately 10% of the nominal value of the issued ordinary share capital of the Company) as at 26 April 2019 being the last practicable date prior to the publication of this Notice. The authority will expire on the earlier of the conclusion of the AGM of the Company held in 2020 and 30 November 2020 (18 months from the date of the AGM).

The maximum price payable for the purchase by the Company of its own ordinary shares will be limited to an amount equal to the higher of 5% above the average of the middle market quotations of the Company's ordinary shares, as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and 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. The minimum price payable by the Company for the purchase of its own ordinary shares will be €0.01 per share (being the amount equal to the nominal value of an ordinary share).

The Directors have no present intention of exercising such authority. The authority to purchase the Company's own ordinary shares will only be exercised if the Directors consider that there is likely to be a beneficial impact on earnings per ordinary share and that it is in the best interests of the Company at the time. Resolution 15 renews a similar resolution passed by the Company on 11 June 2018. The Company will be able to hold the ordinary shares which have been repurchased as treasury shares and re-sell them for cash, cancel them or use them for the purposes of its employee share schemes.

Options to subscribe for up to 1,901,168 ordinary shares have been granted pursuant to the Company's employee share schemes and are outstanding as at 26 April 2019 (being the latest practicable date prior to the publication of this Notice) representing approximately 1.99% of the issued ordinary share capital at that date (excluding any shares held in treasury). If the Directors were to exercise in full the power for which they are seeking authority under Resolution 15, the options outstanding as at 26 April 2019 would represent approximately 2.21% of the ordinary share capital (excluding any shares held in treasury) in issue following such exercise.

## **Resolution 16 – Political donations and political expenditure**

Part 14 of the Act requires companies to seek shareholder approval for donations to, or expenditure incurred in connection with, any political party, political organisation or independent election candidate.

Although the Company does not intend (and none of its subsidiaries intend) to make donations to political parties or to independent election candidates, within the normal meaning of that expression, the definition in the legislation of "political donations" and "political expenditure" can extend to bodies such as those concerned with policy review, law reform, the representation of the business community and special interest groups, which the Company might wish to support. Accordingly, the Company is seeking authority to make donations up to an aggregate amount of €100,000.

The resolution replaces the previous authority put in place by the Company on 11 June 2018. No payments were made by the Company under this previous authority.

## **Resolution 17 – Calling of general meetings (special resolution)**

Resolution 17 to be proposed at the AGM seeks authority from shareholders to hold general meetings (other than AGMs) on 14 days' clear notice. This is permissible under the existing articles of the Company and the Act. However, pursuant to the EU Shareholders' Rights Directive the Company must offer the facility, accessible to all shareholders, to vote by electronic means and must obtain specific shareholder approval on an annual basis to retain this ability.

The Directors believe that there may be circumstances in which it will be important for the Company to be able to call meetings at such short notice. The shorter notice period would not be used as a matter of course, but only where it is merited by the business of the meeting, the proposals are time-sensitive and it is thought to be to the advantage of shareholders as a whole. Accordingly, the Directors believe that it is important for the Company to retain this flexibility. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

#### **Action to be taken**

You are asked to either:

1. complete the Form of Proxy and return it, together with any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof, to Computershare Investor Services PLC at P.O. Box 13030, Dublin 24, Ireland (if by post) or 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if by hand), as soon as possible but in any event so as to arrive no later than 12 noon on Wednesday, 29 May 2019; or
2. submit your proxy electronically by accessing [www.eproxyappointment.com](http://www.eproxyappointment.com); or
3. if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described in Note (iii) to the Notice of AGM.

Completion of the Form of Proxy or appointment of a proxy through CREST does not prevent a member from attending and voting in person.

#### **Location of meeting**

The AGM will be held at the offices of the Company, Floor 2, One Central Park, Leopardstown, Dublin 18, Ireland.

#### **Recommendation**

The Board believes that the Resolutions to be put to the AGM are in the best interests of the shareholders as a whole and, accordingly, recommends that the shareholders vote in favour of the Resolutions, as the Directors who hold shares intend to do in respect of their beneficial shareholdings in the Company.

Yours sincerely

Michael Cawley  
**Chairman**

## NOTICE OF ANNUAL GENERAL MEETING

### HOSTELWORLD GROUP PLC

(Registered in England and Wales with no. 9818705)

**NOTICE** is hereby given that the Annual General Meeting of Hostelworld Group Plc (the “**Company**”) will be held at the offices of the Company, Floor 2, One Central Park, Leopardstown, Dublin 18, Ireland on 31 May 2019 at 12 noon for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 13 and 16 will be proposed as ordinary resolutions and numbers 14, 15 and 17 will be proposed as special resolutions:

1. That the reports of the Directors and the Auditors and the audited accounts for the financial year ended 31 December 2018 be adopted.
2. That the Directors’ remuneration report, which is set out in the annual report of the Company for the year ended 31 December 2018, be approved.
3. That the Directors’ remuneration policy, set out in the Directors’ remuneration report on pages 76 to 85 of the annual report of the Company for the year ended 31 December 2018, be approved.
4. That the final dividend recommended by the Directors of €0.09 per ordinary share for the financial year ended 31 December 2018 be approved.
5. That Michael Cawley be re-elected as a Director.
6. That Andy McCue be re-elected as a Director.
7. That Carl Shepherd be re-elected as a Director.
8. That Éimear Moloney be re-elected as a Director.
9. That Gary Morrison be elected as a Director.
10. That TJ Kelly be elected as a Director.
11. That Deloitte Ireland LLP be re-appointed as auditors to the Company until the conclusion of the next Annual General Meeting of the Company.
12. That the Directors be authorised to fix the auditors’ remuneration.
13. 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):
  - 13.1 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 2020 or, if earlier, at 6.00 p.m. on 31 August 2020 (unless previously revoked or varied by the Company in general meeting); and further
  - 13.2 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 may be) 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 2020 or, if earlier, at 6.00 p.m. on 31 August 2020 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; and

- 13.3 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.

14. THAT, subject to the passing of Resolution 13 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 Resolution 13 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:

- 14.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, 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; and

- 14.2 to the allotment of equity securities (otherwise than under paragraph 14.1 above) up to a nominal amount of €47,785.39, and this power, unless renewed, shall expire at the end of the Annual General Meeting of the Company in 2020 or, if earlier, at 6.00 p.m. on 31 August 2020 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.

16. THAT the Company (and any of its subsidiaries) be and are hereby authorised to, for the purposes of Part 14 of the Act:

16.1 make political donations to any political party or independent election candidates;

16.2 make political donations to any political organisation (other than a political party); and

16.3 incur political expenditure;

provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries shall not exceed €100,000 during the period beginning with the date of the passing of this resolution and ending at the conclusion of the Company's next following Annual General Meeting to be held in 2020 or, if earlier, at 6.00 p.m. on 31 August 2020.

For the purposes of this resolution, the expressions **"political donations"**, **"political party"**, **"political organisation"**, **"independent election candidate"** and **"political expenditure"** have the meanings set out in sections 363 to 365 of the Act.

17. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

#### BY ORDER OF THE BOARD

**JOHN DUGGAN**

Secretary

Date: 29 April 2019

Registered Office: High Holborn House, 52-54 High Holborn, London WC1V 6RL.

#### Notes:

(i) A member entitled to attend and vote at the Meeting convened by the above Notice is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The right to appoint a proxy does not apply to any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the **"Act"**) to enjoy information rights (a **"Nominated Person"**).

(ii) To appoint a proxy you may:

(a) use the Form of Proxy provided. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be received by post at Computershare Investor Services PLC at P.O. Box 13030, Dublin 24, Ireland or (during normal business hours only) by hand at Computershare Investor Services PLC at 3100 Lake Drive, Citywest Business Campus, Dublin 24 D24 AK82, Ireland; or

(b) submit your proxy electronically by accessing [www.eproxyappointment.com](http://www.eproxyappointment.com). Shareholders will need their 5-digit PIN Number, Shareholder Reference Number and Control Number, which you will receive on your Form of Proxy or via email if you have elected to receive Stockholder communications electronically; or

- (c) if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described in Note (iii) below,

in each case by no later than 12 noon on 29 May 2019.

Completion of the Form of Proxy or appointment of a proxy through CREST will not prevent a member from attending and voting in person.

- (iii) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. 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 made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message must be transmitted so as to be received by the issuer's agent, Computershare Investor Services PLC (ID 3RA50), by 12 noon on 29 May 2019. 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 UK & Ireland 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 (as amended).

- (iv) Any member or his proxy attending the Meeting has the right to ask any question at the Meeting relating to the business of the Meeting.
- (v) Pursuant to s.360B of the Act and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at 6.00 p.m. on 29 May 2019 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 6.00 p.m. on the day preceding the date fixed for the adjourned Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- (vi) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

- (vii) To appoint more than one proxy, you may photocopy the REVERSE ONLY of the Form of Proxy. Please indicate the proxy holder's name and number of shares in relation to which they are authorised to act as your proxy (which, in aggregate should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
- (viii) If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC.
- (ix) A corporation which is a member can 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.
- (x) The following documents are available for inspection at the registered office of the Company, High Holborn House, 52-54 High Holborn, London WC1V 6RL, during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the Meeting:
  - (a) copies of the terms and conditions of appointment of the Non-executive Directors; and
  - (b) copies of the service contracts of the Executive Directors.
- (xi) As at 26 April 2019 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 95,570,778 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 26 April 2019 are 95,570,778.
- (xii) The information required to be published by section 311A of the Act (information about the contents of this notice and numbers of shares in the Company and voting rights exercisable at the Annual General Meeting and details of any members' statements, members' resolutions and members' items of business received after the date of this notice) may be found at [www.hostelworldgroup.com](http://www.hostelworldgroup.com).

Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company 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 Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act.

- (xiii) The Company may not require the shareholders 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 auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
- (xiv) A Nominated Person may under an agreement between him/her and the member who nominated him/her, have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the Meeting. Nominated Persons are advised to contact the member who nominated them for further information on this and the procedure for appointing any such proxy.

- (xv) If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy for the Meeting, or does not wish to exercise such a right, he/she may still have the right under an agreement between himself/herself and the member who nominated him/her to give instructions to the member as to the exercise of voting rights at the Meeting. Such Nominated Persons are advised to contact the members who nominated them for further information on this.

**Payment of Dividends**  
**Withholding tax**

Any 'relevant distribution' made on shares is subject to dividend withholding tax in Ireland ("DWT") at the standard rate of Irish income tax (currently 20%) unless an exemption applies. Because the Company is resident in Ireland for the purposes of Irish tax ("Irish Resident") any distribution of cash dividends, non-cash dividends and scrip dividends of quoted companies would be a 'relevant distribution' for this purpose unless paid to certain specified Irish persons.

Certain categories of shareholder are entitled to an exemption from DWT if, prior to payment of the dividend, the Company or a 'qualifying intermediary' from whom the dividend is received by that shareholder, as the case may be, has received all documentation required by law in order for that exemption to apply, and in the case of shareholders that are not Irish Resident, that documentation is current at the date of payment of the dividend.

Individual shareholders who are Irish Resident and/or ordinarily resident in Ireland for the purposes of Irish tax ("Ordinarily Resident in Ireland") are generally not entitled to an exemption from DWT.

Categories of shareholder that are entitled to exemption include (but are not limited to):

- (a) companies that are Irish Resident;
- (b) Irish established pension schemes;
- (c) Irish authorised collective investment undertakings;
- (d) shareholders that are not companies, that are neither Irish Resident nor Ordinarily Resident in Ireland and are resident for tax purposes in an E.U. Member State other than Ireland or a country with which Ireland has a double taxation treaty in force or a country with which Ireland has signed a double taxation treaty which has yet to come into force (a "Relevant Territory") under the laws of that Relevant Territory and has made a relevant distribution and provided a current certificate to the relevant person;
- (e) shareholders that are companies that are not Irish Resident and:
  - (i) are resident for tax purposes in a Relevant Territory under the laws of that Relevant Territory provided that company is not under the control, whether directly or indirectly, of a person or persons who is or are Irish Resident;
  - (ii) are under the control, whether directly or indirectly, of a person or persons resident in a Relevant Territory under the laws of that Relevant Territory, and who is or are, not under the control, whether directly or indirectly, of a person who is, or persons who are, not so resident; or
  - (iii) either:
    - (A) the principal class of shares of the company; or
    - (B) the principal class of shares of a company of which the company is a 75% subsidiary; or
    - (C) where the company is wholly owned, directly or indirectly, by two or more companies, the principal class of shares of each of those companies,

is substantially and regularly traded on a recognised stock exchange in a Relevant Territory or Relevant Territories, or in Ireland or on such other stock exchange approved by the Minister for Finance for that purpose.

### **Withholding Tax on Dividends – administrative matters**

Where applicable, the Company is responsible for withholding DWT at source and forwarding the relevant payment to the Revenue Commissioners of Ireland along with a DWT return within 14 days of the end of the month in which the distribution was made.

As mentioned above, certain shareholders (both individual and corporate) are entitled to an exemption from DWT. In particular, a shareholder who is not Irish Resident is not subject to DWT on dividends received from the Company if such shareholder is:

- (a) an individual shareholder resident for tax purposes in a Relevant Territory, and the individual is not Irish Resident nor Ordinarily Resident in Ireland.

As mentioned above, “Relevant Territory”, for the purposes of DWT, is defined to include all EU member states and all of those countries with which Ireland has signed a double tax treaty, which countries include: Albania, Armenia, Australia, Austria, Bahrain, Belarus, Belgium, Bosnia & Herzegovina, Botswana, Bulgaria, Canada, Chile, China, Croatia, Cyprus, Czech Republic, Denmark, Egypt, Estonia, Ethiopia, Finland, France, Georgia, Germany, Ghana, Greece, Hong Kong, Hungary, Iceland, India, Israel, Italy, Japan, Kazakhstan, Korea, Kuwait, Latvia, Lithuania, Luxembourg, Macedonia, Malaysia, Malta, Mexico, Moldova, Montenegro, Morocco, The Netherlands, New Zealand, Norway, Pakistan, Panama, Poland, Portugal, Qatar, Romania, Russia, Saudi Arabia, Serbia, Singapore, Slovak Republic, Slovenia, South Africa, Spain, Sweden, Switzerland, Thailand, Turkey, United Arab Emirates, Ukraine, United Kingdom, the United States, Uzbekistan, Vietnam, and Zambia;

- (b) a corporate shareholder that is under the control whether directly or indirectly, and a person or persons resident for tax purposes in a Relevant Territory under the laws of that Relevant Territory who is or are not under the control, whether directly or indirectly, of a person or persons who is or are not so resident;
- (c) a corporate shareholder resident for tax purposes in a Relevant Territory provided that such corporate Shareholder is not under the control, whether directly or indirectly, of a person or persons who is or are Irish Resident;
- (d) a corporate shareholder that is not Irish Resident and whose principal class of shares (or those of its 75% parent) is substantially and regularly traded on a stock exchange in Ireland, on a recognised stock exchange in a Relevant Territory or on such other stock exchange approved by the Irish Minister for Finance; or
- (e) a corporate shareholder that is not Irish resident and is wholly-owned, directly or indirectly, by two or more companies where the principal class of shares of each of such companies is substantially and regularly traded on a stock exchange in Ireland, on a recognised stock exchange in a Relevant Territory or on such other stock exchange approved by the Irish Minister for Finance,

and provided that, in all cases noted above but subject to the matters described below, the shareholder has provided the appropriate Irish DWT form to his or her broker (in the case of shares held through CREST), or to the Company’s registrar (“Registrar”) (in the case of shares held directly i.e. outside of CREST), by 5p.m. on the record date for the first dividend payment to which they are entitled.

The Company will rely on information received directly or indirectly from brokers and the Registrar in determining where shareholders reside and whether they have provided the required Irish DWT forms, as described below. Shareholders who are required to file Irish DWT forms in order to receive their dividends free of DWT should note that such forms are valid for a maximum period of 6 years i.e. the fifth year following

the year in which the certificate was issued and new forms must be filed before the expiration of that period, or where the information in such declaration is no longer valid, in order to continue to enable them to receive dividends without deduction of DWT.

In most cases, individual shareholders resident in a Relevant Territory should complete a Form V2A and corporate (company) shareholders resident in a Relevant Territory should complete a Form V2B. Where a shareholder constitutes groups of persons not being a company but is resident in a Relevant Territory, it should complete a Form V2C. Shareholders should contact their broker or tax adviser with any questions regarding Irish DWT.

If any shareholder who would have been entitled to an exemption from DWT had the prescribed declarations been in place on a given date receives a dividend subject to DWT, he or she should generally be able to make an application for a refund of the DWT from Revenue in the prescribed form.

While many double taxation treaties with Ireland contain provisions regarding the taxation of dividends, due to the wide scope of the exemptions from DWT available under Irish domestic law, it would generally be unnecessary for shareholders to have to rely on the treaty provisions.

Most shareholders who are Irish Resident or Ordinarily Resident in Ireland (other than Irish Resident companies) will be subject to DWT in respect of dividend payments on their shares. Shareholders that are Irish Residents but are entitled to receive dividends without DWT must provide the appropriate Irish DWT form to his or her broker (in the case of shares held through CREST), or to the Registrar (in the case of shares held directly), by 5p.m. on the record date for the first dividend payment to which they are entitled.

Shareholders who are Irish Resident or Ordinarily Resident in Ireland or are otherwise subject to Irish tax should consult their own tax advisers.

Shareholders who do not reside in a Relevant Territory or in Ireland should be subject to DWT, but there are a number of other exemptions that could apply on a case-by-case basis. Dividends paid to such shareholders will be paid subject to DWT unless the relevant shareholder has provided the appropriate Irish DWT form to his or her broker (in the case of shares held through CREST), or to the Registrar (in the case of shares held directly), by 5p.m. on the record date for the first dividend payment to which they are entitled.

If any shareholder who is not a resident of a Relevant Territory or Ireland but is exempt from withholding tax receives a dividend subject to DWT, he or she may make an application for a refund from Revenue in the prescribed form.

