

The Chairman of Hostelworld Group plc (the "Company") invites you to attend the Annual General Meeting (the "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.**

Shareholder Reference Number

## Form of Proxy - Annual General Meeting of Hostelworld Group plc to be held on 31 May 2019 at 12 noon.



Cast your Proxy online...It's fast, easy and secure!

**www.eproxyappointment.com**

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number:

SRN:

PIN:



To view the Annual Report online go to: **www.hostelworldgroup.com**

To view the Notice of Meeting online go to: **www.hostelworldgroup.com**

To be effective, all proxy appointments must be lodged with the Company's Registrar at:

Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland through the voting website (see above) or through the CREST electronic proxy appointment service (see note 5 below), by 12 noon on 29 May 2019.

### Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his/her proxy to exercise all or any of his/her rights, to attend, speak and vote on their behalf, at the Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If no name is inserted in the space provided then the Chairman will be deemed appointed as the proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which the proxy is authorised to act. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar's helpline on (00) 353 1 447 5566 or you may photocopy **the reverse only** of this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which the proxy is authorised to act. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope with any power of attorney or other authority under which the form(s) is executed or a notarially certified copy thereof. Please note that you may not appoint more than one proxy to exercise rights attached to any one share.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution. On any other business which properly comes before the Meeting (including any motion to amend any resolution or to adjourn the Meeting) the proxy will vote or abstain at his/her discretion.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company as at 6p.m. on 29 May 2019. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 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 generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect, please ring the Registrar's helpline on (00) 353 1 447 5566 to request a change of address form or go to [www.computershare.co.uk](http://www.computershare.co.uk) to use the online Investor Centre service.
- In the case of joint holders, the vote of the first-named in the Register of Members of the Company will be accepted to the exclusion of that of other joint holders.
- Any alterations made to this form should be initialled by the person who signs it.
- The completion and return of this form will not preclude a member from attending the Meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

### All Holders

**Poll Card** To be completed **only** at the AGM if a Poll is called.

| Resolutions                                                                        | For                      | Against                  | Vote Withheld            |
|------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. To adopt the Company's annual accounts and the Directors' and Auditors' reports | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors' remuneration report                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the Directors' remuneration policy                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To declare a final dividend of €0.09 per ordinary share                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Michael Cawley as a Director                                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Andy McCue as a Director                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Carl Shepherd as a Director                                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Éimear Moloney as a Director                                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To elect Gary Morrison as a Director                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please use a **black** pen. Mark with an **X** inside the box as shown in this example. **X**

| Resolutions                                                                                                                           | For                      | Against                  | Vote Withheld            |
|---------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 10. To elect TJ Kelly as a Director                                                                                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To re-appoint Deloitte Ireland LLP as auditors to the Company                                                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To authorise the Directors to fix the auditors' remuneration                                                                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To authorise the Directors to allot shares or grant subscription or conversion rights under section 551 of the Companies Act 2006 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To generally disapply statutory pre-emption rights under section 570 of the Companies Act 2006                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To authorise the Company to make market purchases of its own ordinary shares                                                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To authorise the Company to make political donations and incur political expenditure                                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. To permit general meetings to be called on 14 clear days' notice                                                                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature \_\_\_\_\_

**Form of Proxy**

I/We hereby appoint the Chairman of the Meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).  
as my/our proxy to attend, speak and vote in respect of my/our voting entitlement\* on my/our behalf at the Annual General Meeting of Hostelworld Group plc 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 and at any adjourned meeting.  
\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).  
☐ Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

| Resolutions                                                                        | For                      | Against                  | Vote Withheld            |
|------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. To adopt the Company's annual accounts and the Directors' and Auditors' reports | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors' remuneration report                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the Directors' remuneration policy                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To declare a final dividend of €0.09 per ordinary share                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Michael Cawley as a Director                                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Andy McCue as a Director                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Carl Shepherd as a Director                                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Éimear Moloney as a Director                                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To elect Gary Morrison as a Director                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| Resolutions                                                                                                                           | For                      | Against                  | Vote Withheld            |
|---------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 10. To elect TJ Kelly as a Director                                                                                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To re-appoint Deloitte Ireland LLP as auditors to the Company                                                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To authorise the Directors to fix the auditors' remuneration                                                                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To authorise the Directors to allot shares or grant subscription or conversion rights under section 551 of the Companies Act 2006 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To generally disapply statutory pre-emption rights under section 570 of the Companies Act 2006                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To authorise the Company to make market purchases of its own ordinary shares                                                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To authorise the Company to make political donations and incur political expenditure                                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. To permit general meetings to be called on 14 clear days' notice                                                                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the Meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).