

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
HOSTELWORLD GROUP PLC
(Passed 9 May 2023)

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at the offices of the Company, Charlemont Exchange, Charlemont Street, Dublin 2, Ireland on 9 May 2023 at 12.00 noon, the following resolutions were passed as ordinary and special resolutions.

ORDINARY RESOLUTION

- 11.** 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):
- 11.1** 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 €406,180.91 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 2024 or, if earlier, at 6.00 p.m. on 9 August 2024 (unless previously renewed, revoked or varied by the Company in general meeting); and further
- 11.2** 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 fully pre-emptive offer 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 aggregate nominal amount of €406,180.91 during the period expiring at the end of the Annual General Meeting of the Company in 2024 or, if earlier, at 6.00 p.m. on 9 August 2024 (unless previously renewed, revoked or varied by the Company in general meeting) 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
- 11.3** 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

12. THAT, subject to the passing of Resolution 11 set out in the Notice convening this Meeting, the Directors be authorised to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by Resolution 11 and/or sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that such power be limited to:

12.1 the allotment of equity securities or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 11.2 above, by way of a fully pre-emptive offer only) to:

12.1.1 ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

12.1.2 holders of other equity securities 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 limits or restrictions and make any 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 any other matter,

12.2 the allotment of equity securities or treasury shares (otherwise than pursuant to paragraph 12.1 above) up to an aggregate nominal amount of €121,854.27; and

12.3 the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 12.1 or 12.2 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 12.1 above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authorities to expire at the conclusion of the annual general meeting of the Company to be held in 2024 or at 6.00 p.m. on 9 August 2024), whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before these authorities expire, make an offer or enter into an agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such

expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred by this Resolution had not expired.

- 13.** THAT, subject to the passing of Resolution 11, the Directors be authorised in addition to any authority granted under Resolution 12, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by Resolution 11 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 did not apply to any such allotment or sale, provided that such power be:

13.1 limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of €121,854.27, used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after 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

13.2 limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 13.1 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 13.1 above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2024 or at 6.00 p.m. on 9 August 2024, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before this authority expires, make an offer or enter into an agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred by this Resolution had not expired.

- 14.** 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**") on such terms and in such manner as the Directors may determine provided that:

14.1 the maximum number of ordinary shares hereby authorised to be purchased is 12,185,427;

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

14.3 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;

- 14.4** the authority hereby conferred shall (unless previously renewed, revoked or varied by the Company in general meeting) expire at the end of the Annual General Meeting of the Company in 2024 or, if earlier at 6.00 p.m. on 9 August 2024; and
- 14.5** 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 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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Company Secretary