

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 Hostelworld Group plc (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 2025

Notice of the Annual General Meeting of the Company to be held at the offices of the Company, Charlemont Exchange, Charlemont Street, Dublin 2, Ireland on Wednesday 7 May 2025 at 12 noon is set out at the end of this document and the recommendation of the Directors is set out on page 8. A Form of Proxy for use in connection with the Annual General 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 Friday 2 May 2025. Alternatively, a proxy may be appointed electronically at 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:

Ulrik Bengtsson (*Chair*)
Gary Morrison (*Chief Executive Officer*)
Caroline Sherry (*Chief Financial Officer*)
Carl G. Shepherd (*Non-executive Director*)
Éimear Moloney (*Non-executive Director*)
Evan Cohen (*Non-executive Director*)
Paul Duffy (*Non-executive Director*)

Registered Office:

1 Chamberlain Square
Birmingham
B3 3AX
United Kingdom

2 April 2025

To holders of ordinary shares of €0.01 each in Hostelworld Group plc (the "**Company**")

Dear Shareholder

This letter accompanies the 2024 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, Charlemont Exchange, Charlemont Street, Dublin 2, Ireland on Wednesday 7 May 2025 at 12 noon. The purpose of the AGM is to seek shareholders' approval for the Resolutions.

As we appreciate some shareholders may prefer not to attend, or may be unable to attend, in person, shareholders may submit questions to the Board on the formal business of the AGM in advance by email to Corporate@hostelworld.com. Questions must be submitted by 12 noon on Friday 2 May 2025. Responses will be made via return of email or published on our website at www.hostelworldgroup.com, as deemed appropriate by the Board.

Annual General Meeting

Notice of the AGM is given on page 9. Resolutions 1 to 12 (inclusive), 16 and 18 are proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the relevant Resolution. Resolutions 13 to 15 and 17 are proposed as special resolutions. For each of these to be passed, at least three quarters of the votes cast must be in favour of the Resolution.

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

English 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 2024. The audited accounts and the Directors' and Auditors' reports for the financial year ended 31 December 2024 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 2024. The Directors' remuneration report is set out on pages 125 to 145 of the Annual Report. The vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it.

Resolutions 3 to 9 – Election and Re-election of Directors

The UK Corporate Governance Code (the "**Code**") requires the Directors of the Company to be subject to annual re-election, or, in the case of Ulrik Bengtsson and Paul Duffy, election by shareholders at the AGM. Accordingly, Resolutions 3 to 9 propose the re-election of each of the current Directors who were re-elected at the 2024 AGM, and the election of Ulrik Bengtsson, who has been appointed as Chair of the Company, and Paul Duffy, who has been appointed as a Non-Executive Director of the Company, since the last AGM. As announced on 20 March 2025, Ulrik will be stepping down as a Director and Chair of the Company as he has accepted a new role as the full-time Chief Executive Officer of a large internationally based company. Ulrik has agreed to a transitional period until 31 October 2025 to ensure continuity while a new Chair is recruited and, therefore, the Board recommends his re-election at the AGM. Ulrik has extensive online platform and digital consumer services experience, having served previously as Chief Commercial Officer and Chief Operating Officer of Virgin Media O2, CEO and Executive Director of William Hill plc, CEO of Betsson Group, and as CEO with Emerging Markets and Swedish divisions of Viasat Broadcasting. Paul has extensive knowledge of the consumer and leisure industry and brings significant strategic and brand experience, having served previously as Chair and CEO of Pernod Ricard North America. Paul also served as director of Corby Spirit and Wine Limited, a leading Canadian marketer and distributor of spirits and wines listed on the Toronto Stock Exchange.

The Board has considered the performance of each of the Directors to be elected and 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 the critical skills of value to the Board and relevant to the challenges and opportunities facing the Company which include financial, commercial and general management experience, online travel expertise and e-commerce expertise. 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, viewpoints and diversity 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 Caroline Sherry has significant financial experience in international consumer-focused businesses and a 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 (as applicable) of each of the Directors.

Resolution 10 – 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, KPMG, and now proposes their re-appointment as auditors of the Company.

Resolution 11 – 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 12 – 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 contemplated by sections 551(1)(a) and (b) respectively of the Act. Resolution 12.1 will allow the Directors to allot shares up to a maximum aggregate nominal value of €416,632.61 representing approximately one third of the nominal value of the Company's issued share capital as at 31 March 2025, 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 the latest guidance issued by the Investment Association, Resolution 12.2 would give the Directors an additional authority to allot ordinary shares in connection with a fully pre-emptive issue in favour of ordinary shareholders up to an aggregate nominal amount equal to €416,632.61. This amount represents approximately an additional third of the nominal value of the Company's issued share capital as at 31 March 2025, the latest practicable date prior to the publication of this Notice.

The authorities sought under Resolutions 12.1 and 12.2 will expire on the earlier of 6.00 p.m. on 7 August 2026 and the conclusion of the Annual General Meeting of the Company to be held in 2026. The Resolution replaces a similar resolution passed by the Company on 2 May 2024.

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.

As at 31 March 2025, the latest practicable date prior to the publication of this Notice, no shares are held by the Company in treasury.

Resolutions 13 and 14 – Disapplication of pre-emption rights (special resolutions)

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 these Resolutions 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 13 would be limited to:

- (i) in the case of Resolution 13.1, allotments or sales in connection with pre-emptive offers and offers to the holders of other equity securities if required by the rights of those securities, allowing the Directors to make appropriate arrangements in relation to fractional entitlements or other legal or practical problems which might arise;
- (ii) in the case of Resolution 13.2, otherwise up to an aggregate nominal amount of €124,989.78. The aggregate nominal amount set out in Resolution 13.2 represents approximately 10% of the issued ordinary share capital of the Company as at 31 March 2025, being the latest practicable date prior to publication of this Notice; and
- (iii) allotments or sales (otherwise than under paragraphs (i) and (ii) above) up to an aggregate nominal amount of €24,997.95, which represents approximately 2% of the Company's issued ordinary share capital as at 31 March 2025 (being the latest practicable date prior to the publication of this Notice) to be used only for the purposes of making a follow-on offer to retail investors or existing investors not allocated shares in the offer.

Resolution 14 would give the Directors authority to (i) allot a further 10% of the issued ordinary share capital of the Company as at 31 March 2025 (being the latest practicable date prior to the publication of this Notice) for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment contemplated by the Statement of Principles on Disapplying of Pre-emption Rights published by the Pre-Emption Group in November 2022 (the "**Statement of Principles**") and (ii) allot or sell shares (otherwise than under paragraph (i)) up to an aggregate nominal amount of €24,997.95, which represents approximately 2% of the Company's issued ordinary share capital as at 31 March 2025 (being the latest practicable date prior to the publication of this Notice) to be used only for the purposes of making a follow-on offer to retail investors or existing investors not allocated shares in the offer.

The disapplication authorities under Resolutions 13 and 14 are in line with guidance set out in the Statement of Principles. The Statement of Principles allows a board to allot shares for cash otherwise than in connection with a pre-emptive offer (i) up to 10% of a company's issued share capital for use on an unrestricted basis, (ii) up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced either contemporaneously with the issue, or which has taken place in the preceding twelve month period and is disclosed in the announcement of the issue and (iii) in the case of both (i) or (ii), up to an additional 2% in connection with a follow-on offer to retail investors or existing investors not allocated shares in the offer. The Directors confirm that, in considering the exercise of the authority under Resolutions 13 and 14, they intend to follow the shareholder protections set out in Part 2B of the Pre-emption Group's Statement of Principles to the extent reasonably practicable.

The authority contained in Resolutions 13 and 14 will expire on the earlier of 6.00 p.m. on 7 August 2026 and the conclusion of the Annual General Meeting of the Company to be held in 2026.

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 of 12,498,978 ordinary shares (equivalent to 10% of the Company's issued ordinary share capital as at 31 March 2025 (being the last practicable date prior to the publication of this Notice)). The authority will expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2026 or 6.00 p.m. on 7 August 2026.

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 but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. 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 2 May 2024. 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 6,996,656 ordinary shares have been granted pursuant to the Company's employee share schemes and are outstanding as at 31 March 2025 (being the latest practicable date prior to the publication of this Notice) representing approximately 5.60% of the issued ordinary share capital at that date. If the Directors were to exercise in full the power for which they are seeking authority under Resolution 15, the options outstanding as at 31 March 2025 would represent approximately 6.22% of the ordinary share capital 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, political organisations or 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 and so unintentionally fall within the wide definition of matters constituting political donations and expenditure in the Act. Accordingly, the Company is seeking authority to make

donations up to an aggregate amount of €100,000. In line with guidance published by the Investment Association, this Resolution is put to shareholders annually rather than every four years as required by the Act. This authority will expire at the conclusion of the Company's next following Annual General Meeting to be held in 2026 or, if earlier, at 6.00 p.m. on 7 August 2026.

The Resolution replaces the previous authority put in place by the Company on 2 May 2024.

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 annual general meetings) on 14 clear days' notice. This is permissible under the existing articles of the Company and the Act. However, pursuant to the Companies (Shareholders' Rights) Regulations 2009 the Company must offer the facility, accessible to all shareholders, to vote by electronic means at any meeting held on such notice 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 Annual General Meeting, when it is intended that a similar resolution will be proposed.

Resolution 18 – Long Term Incentive Plan

The purpose of Resolution 18 is to seek shareholder approval at the AGM for the Company's Long Term Incentive Plan 2025 (the "**2025 LTIP**"). The Company's existing long-term incentive plan, the Hostelworld Group plc Long Term Incentive Plan (the "**2015 LTIP**"), was adopted on 27 October 2015 in connection with the Company's Initial Public Offering and will expire in October 2025 at the end of its ten-year life. In order to continue to grant LTIP awards over the next ten years, it is proposed to seek shareholder approval for the 2025 LTIP, which is based on the 2015 LTIP, and which would replace the 2015 LTIP for future share awards. The rules of the 2025 LTIP are substantially the same as the rules of the 2015 LTIP but have been updated to assist the effective administration of the plan.

A copy of the rules of the 2025 LTIP will be available for inspection at the National Storage Mechanism from the date of this Notice of Meeting, and at the place of the AGM from at least 15 minutes before the AGM until the end of the AGM.

The principal terms of the 2025 LTIP are summarised in Appendix 1 to this Notice.

Electronic Communications

Registering for electronic communication is straightforward and is done via a platform provided by Computershare Investors Services (Ireland) Limited, our Registrar. Please visit our Registrar's website, <https://www.computershare.com/ie>, for further details.

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 Friday 2 May 2025; or
2. submit your proxy electronically by accessing www.eproxyappointment.com; or
3. if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described in Note (iv) to the Notice of AGM.

Proxy appointments must be received by no later than 12 noon on Friday 2 May 2025.

Location of meeting

The AGM will be held at the offices of the Company, Charlemont Exchange, Charlemont Street, Dublin 2, 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

Ulrik Bengtsson

Chair

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, Charlemont Exchange, Charlemont Street, Dublin 2, Ireland on 7 May 2025 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 12, 16 and 18 will be proposed as ordinary resolutions and numbers 13 to 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 2024 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 2024, be approved.
3. That Ulrik Bengtsson be elected as a Director.
4. That Paul Duffy be elected as a Director.
5. That Carl G. Shepherd be re-elected as a Director.
6. That Éimear Moloney be re-elected as a Director.
7. That Gary Morrison be re-elected as a Director.
8. That Evan Cohen be re-elected as a Director.
9. That Caroline Sherry be re-elected as a Director.
10. That KPMG be re-appointed as auditors to the Company until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
11. That the Directors be authorised to fix the auditors' remuneration.
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 equity securities (as defined in section 560(1) of the Act) up to a maximum nominal amount of €416,632.61 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 2026 or, if earlier, at 6.00 p.m. on 7 August 2026 (unless previously renewed, 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(1) of the Act) up to a maximum aggregate nominal amount of €416,632.61 in connection with a fully pre-emptive offer in favour of:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary,

such authorities to expire at the end of the Annual General Meeting of the Company in 2026 or, if earlier, at 6.00 p.m. on 7 August 2026 (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

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.

13. That, subject to the passing of Resolution 12, 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 12 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:

13.1 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 12.2 above, by way of a fully pre-emptive offer only) to:

- 13.1.1** ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- 13.1.2** 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;

13.2 the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph 13.1 above) up to an aggregate nominal amount of €124,989.78; and

13.3 the allotment of equity securities or sale of treasury shares (otherwise than under paragraphs 13.1 or 13.2 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 13.2 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 2026 or at 6.00 p.m. on 7 August 2026, 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.

14. That, subject to the passing of Resolution 12, the Directors be authorised in addition to any authority granted under Resolution 13, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by Resolution 12 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:

14.1 limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of €124,989.78, 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

14.2 limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 14.1 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 14.1 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 2026 or at 6.00 p.m. on 7 August 2026, 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.

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

- 15.1 the maximum number of ordinary shares hereby authorised to be purchased is 12,498,978;
- 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, revoked or varied by the Company in general meeting) expire at the end of the Annual General Meeting of the Company in 2026 or, if earlier, at 6.00 p.m. on 7 August 2026; 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, during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the Company's next Annual General Meeting to be held in 2026 or, if earlier, at 6.00 p.m. on 7 August 2026, the Company (and any of its subsidiaries during the period for which this Resolution has effect) be and are hereby authorised to, for the purposes of Part 14 of the Act:

- 16.1.1 make political donations to any political party or independent election candidates not exceeding €50,000;
- 16.1.2 make political donations to any political organisation (other than a political party) not exceeding €50,000; and

16.1.3 incur political expenditure not exceeding €50,000;

provided that, in any event, the aggregate amount of such political donations and political expenditure shall not exceed €100,000.

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.
- 18.** That the Company's Long Term Incentive Plan 2025 (the "**LTIP**"), the rules of which are summarised in Appendix 1 to this Notice, be and is hereby approved as an employees' share scheme within the meaning of s.1166 of the Act and UKLR 9.3.1R of the UK Listing Rules and that the Directors of the Company be and are hereby authorised to do all such things as may be necessary to establish and carry the LTIP into effect.

BY ORDER OF THE BOARD

JOHN DUGGAN

Secretary

Date: 2 April 2025

Registered Office: 1 Chamberlain Square, Birmingham, B3 3AX, United Kingdom

Notes:

- (i) It is proposed that all votes on the Resolutions at the AGM will be taken by way of a poll rather than on a show of hands. The Company considers that a poll is more representative of shareholders' voting intentions because votes are counted according to the number of shares held and all votes tendered are taken into account. The results of the voting will be announced through a Regulatory Information Service and will be published on our website www.hostelworldgroup.com.
- (ii) A member entitled to attend and vote at the AGM 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 their behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member (see Note (viii) for further information). This 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**") (see Notes (xvi) and (xvii) for further information).

(iii) 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 written 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. 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 (iv) below,

in each case by no later than 12 noon on Friday 2 May 2025.

- (iv) 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 & International's specifications and must contain the information required for such instructions, as described in the CREST Manual (www.euroclear.com/CREST). The message must be transmitted so as to be received by the Company's agent, Computershare Investor Services PLC (ID 3RA50), by 12 noon on Friday 2 May 2025. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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

or her 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).

- (v) Under section 319A of the Act, any member attending the AGM has the right to ask questions at the AGM relating to the business of the AGM. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered. Shareholders may also submit questions to the Board on the formal business of the AGM in advance by email to Corporate@hostelworld.com. Questions must be submitted by 12.00 noon on Friday 2 May 2025. Responses will be made via return of email or published on our website at www.hostelworldgroup.com as deemed appropriate by the Board.
- (vi) 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 Friday 2 May 2025 shall be entitled to attend and vote at the AGM in respect of the number of ordinary shares registered in their name at such time. If the AGM 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 AGM.
- (vii) 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.
- (viii) 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.
- (ix) 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.

- (x) 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.
- (xi) The following documents are available for inspection at the registered office of the Company, 1 Chamberlain Square, Birmingham, B3 3AX, United Kingdom during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the AGM and will be available for inspection at the place of the AGM for at least 15 minutes prior to and during the AGM:
- (a) copies of the terms and conditions of appointment of the Non-executive Directors;
 - (b) copies of the service contracts of the Executive Directors; and
 - (c) the rules of the 2025 LTIP.
- In accordance with UKLR 10.6.10R, the rules of the 2025 LTIP are also available for inspection on the National Storage Mechanism.
- (xii) As at 31 March 2025 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 124,989,783 ordinary shares, carrying one vote each. The Company does not hold any shares in treasury. Therefore, the total voting rights in the Company as at 31 March 2025 are 124,989,783.
- (xiii) 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 AGM 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.
- (xiv) 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 AGM; 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.
- (xv) 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 AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

- (xvi) 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 AGM. Nominated Persons are advised to contact the member who nominated them for further information on this and the procedure for appointing any such proxy.
- (xvii) If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy for the AGM, 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 AGM. Such Nominated Persons are advised to contact the members who nominated them for further information on this.
- (xviii) Unacceptable behaviour will not be tolerated at the AGM and it will be dealt with appropriately by the Chair.

Appendix 1

Summary of the principal terms of the Hostelworld Group plc Long Term Incentive Plan 2025

The following summarises the principal terms of the Hostelworld Group plc 2025 Long Term Incentive Plan ("**LTIP**") for which shareholder approval is being sought.

Eligibility

All employees (including Executive Directors) of the Company and its Subsidiaries from time to time (together, the "**Group**" and each a "**Group Member**") ("**Eligible Employees**") may participate in the LTIP at the absolute discretion of:

- in relation to an award granted by the Company, the Remuneration Committee (or a duly authorised committee thereof);
- in relation to an award granted by the trustees of any trust created by a Group Member which, when taken together with the LTIP, constitutes an employees' share scheme (the "**Trustees**"); and
- in relation to an award granted by any other person which the Remuneration Committee authorises to grant an award, that person;

(in each case, the "**Grantor**").

Awards granted to Executive Directors must be granted on terms that are consistent with the Company's published remuneration policy from time to time.

Type of Awards

Under the LTIP, awards may be granted in the form of options to acquire ordinary shares in the capital of the Company ("**Plan Shares**") ("**Options**") and/or conditional rights to acquire Plan Shares ("**Conditional Share Awards**"). In the case of awards granted to selected overseas employees, an international sub-plan to the LTIP provides for the grant of cash-settled or phantom awards that track the growth in value of the Plan Shares (the "**Phantom Options**" and, together with the Options and Conditional Share Awards, the "**Awards**").

Grant of Awards

Awards may be granted by the Grantor in its absolute discretion at any time during a financial year of the Company. No Awards may be granted (i) where there are any restrictions on dealings imposed by statute, order or regulation or Government directive and/or the Company's own share dealing code; or (ii) more than 10 years after the adoption of the LTIP without the prior approval of the Company's shareholders in General Meeting.

Dilution limits

The maximum number of Plan Shares issued or committed to be issued under Awards granted under the LTIP and under any other employees' share scheme in any 10 year period may not exceed ten per cent of the number of the Company's issued ordinary share capital at that time.

For as long as required by institutional investor guidelines, treasury shares used to satisfy Awards shall be included when calculating this dilution limit as if they were new issue shares.

Awards that are satisfied with shares purchased in the market, or Awards which have lapsed or have been surrendered shall not count towards this dilution limit.

Individual participation limit

The number of Plan Shares (based on the market value of the Plan Shares as at the grant date) over which Awards under the LTIP may be granted to a participant in any financial year of the Company may not exceed 150 per cent of the participant's annual basic salary. If exceptional circumstances arise, including (but not limited to) the retention or recruitment of an individual, the Grantor may grant Awards outside this limit up to a maximum of 200 per cent of a participant's annual basic salary.

Shareholding requirement

The Remuneration Committee may provide on grant of an Award that participants are required to retain any Plan Shares which vest until such time as they have met the requirement to maintain a certain shareholding in the Company as notified to them from time to time.

Awards not transferrable

Awards granted under the LTIP are not transferable other than to the Award holder's personal representatives in the event of the Award holder's death.

Award Price

The amount payable in respect of the exercise of an Option or the Vesting of a Conditional Share Award ("**Award Price**") shall be determined by the Grantor and may be any price (including nil or nominal value).

Where the Grantor has determined that an Award will be satisfied by the issue of new shares and the Award Price is less than the nominal value of a Plan Share, the Company will ensure that at the time of the issue of the Plan Shares arrangements are in place to pay up the nominal value of the relevant Plan Shares.

Vesting and Performance conditions

Vesting of Awards will be subject to the participant continuing to be an employee or director of the Group throughout the vesting period, typically a period of three years from the date of grant, or such longer or shorter period to be determined by the Remuneration Committee at the date of grant.

Awards may be granted subject to the achievement of performance conditions, typically measured over three financial years, and as otherwise determined by the Remuneration Committee on or as soon as possible following the date of grant. If Awards are granted subject to performance conditions and an event occurs which causes the Grantor to consider that any performance condition subject to which an Award has been granted is no longer appropriate, that condition may

be substituted or varied or waived as is considered reasonable in the circumstances and produces a fairer measure of performance and is not materially less difficult to satisfy.

Post-Vesting Holding Period

At the Remuneration Committee's discretion, Awards may be granted subject to requirement that the participant retains some or all of their net (i.e. after tax) number of Plan Shares received on vesting and/or exercise of the Award until the fifth anniversary of the date of grant.

Cessation of Employment

Unvested Awards will normally lapse on cessation of employment.

If a participant ceases employment as a result of death, ill health, injury or disability, retirement, redundancy or being employed by an entity which is transferred out of the Group or for any other reason as determined by the Remuneration Committee and, unless the Remuneration Committee accelerates vesting (in its absolute discretion), the Award will not lapse and will instead continue until the normal time of vesting, subject to the satisfaction of the performance conditions. In these circumstances the number of Plan Shares subject to the Award will be pro-rated to take account of the participant's early departure, unless the Remuneration Committee determines otherwise in its absolute discretion.

Change of control and other corporate events

If there is a change of control of the Company as a result of a takeover, a court-sanctioned compromise or arrangement or a voluntary winding up (or any other similar event including a demerger) vesting of the Awards shall be accelerated, to the extent that the performance conditions have been satisfied (as determined by the Committee in its absolute discretion). In these circumstances the number of Plan Shares subject to the Awards will also be pro-rated to take account of the early vesting event, unless the Remuneration Committee determines otherwise in its absolute discretion.

Dividend equivalent

An Award may include the right to additional shares or a cash amount on vesting/exercise of the Award, equal to any dividends paid by the Company during the vesting period (including any dividends where the record date falls between the date of grant and the date of vesting of the Award), in respect of the number of Plan Shares over which the Award has vested. Such amount will assume the reinvestment of dividends and (unless the Grantor determines otherwise) will include special dividends and dividends in specie.

Alternative settlement

At its discretion, the Grantor may decide to satisfy on exercise of an Option granted under the LTIP either:

a) with a cash payment equal to any gain that the participant would have made had the relevant Option been satisfied with shares after payment of any price due on exercise; or

b) with the transfer or issue of shares equal in value to any gain that the participant would have made had the relevant Option been satisfied with shares on exercise.

Rights attaching to shares

All Plan Shares issued and/or transferred under the LTIP shall, as to voting, dividend, transfer and other rights, including those arising on a liquidation of the Company, rank equally in all respects and as one class with the shares of the same class in issue at the date of issue or transfer save as regards any rights attaching to such Plan Shares by reference to a record date prior to the date of such issue or transfer.

Malus and clawback

The Grantor may determine at the time of grant of an Award that such Awards shall be subject to malus and/or clawback.

If an Award is made subject to malus, the Remuneration Committee may at any time before an Award has vested, reduce the number of Plan Shares subject to the Award (including to nil) in the following circumstances:

1. discovery of a material misstatement resulting in an adjustment in the audited consolidated accounts of the Company or the audited accounts of any Group Member;
2. an error or miscalculation has been made as to the number of Plan Shares under any Award, or received pursuant to any Award;
3. action or conduct of a participant which, in the reasonable opinion of the Remuneration Committee, amounts to fraud or gross misconduct;
4. serious reputational damage to the Company, any Group Member or a relevant business unit; and/or
5. circumstances of corporate failure have arisen.

If an Award is subject to clawback, then for a period of two years following the date of vesting the Remuneration Committee may in its absolute discretion require the relevant Award Holder to transfer some or all of the Plan Shares that were subject to the Award or pay an equivalent cash amount to the Company (or as the Company may direct) taking into account any tax liabilities due, where appropriate, on the occurrence of the above same circumstances.

Taxation

Under the terms of the LTIP, the participant agrees to pay to the relevant company in the Group any amount of income tax and national insurance contributions (or overseas equivalents) that the relevant company is required to withhold and/or account to any fiscal authority. To the extent permitted by law, such liabilities may be deducted from other payments due to the participant and the relevant company in the Group may withhold and sell Plan Shares to which the participant may otherwise be entitled under the LTIP in order to meet such liabilities. To the extent permitted by law, national insurance contribution (or overseas equivalent) may include employer contributions.

Variation of share capital

In the event of any variation in the share capital of the Company, the number of Plan Shares subject to an Award, the description of the Plan Shares, the exercise price (where relevant), or any one or more of these, may be adjusted in such manner as the Grantor, together with the Remuneration Committee may determine.

Amendment of the LTIP

The Remuneration Committee may from time to time amend the rules of the LTIP (including, for the purposes of establishing a sub-plan for the benefit of employees located overseas).

However, no amendment to the rules may be made without the prior approval of the Company in general meeting for the benefit of existing or future participants relating to:

1. the basis for determining an employee's entitlement (or otherwise) to be granted an Award and/ or to acquire Plan Shares on the exercise of an Option and/or to become absolutely entitled to Plan Shares subject to a Conditional Share Award (as the case may be) under the LTIP;
2. the persons to whom an Award may be granted;
3. the limit on the aggregate number of newly issued Plan Shares over which Awards may be granted;
4. the limit on the number of Plan Shares over which Awards may be granted to any one employee;
5. the adjustment of Awards on a capitalisation issue, rights issue, open offer, sub-division or consolidation of shares or reduction of capital or any other variation of capital; and
6. this rule relating to amendments to the LTIP,

except for amendments which are minor and benefit the administration of the LTIP or amendments which are necessary in order to take account of a change of legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the LTIP, the Company or some other Group Member.

Pension benefits

Awards under the LTIP are not pensionable.