

**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 2024**

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 Thursday 2 May 2024 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 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 Tuesday 30 April 2024. 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. 981S705)

### Directors:

Michael Cawley (*Non-executive Chairman*)  
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*)

### Registered Office:

1 Chamberlain Square  
Birmingham  
B3 3AX  
United Kingdom

2 April 2024

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

Dear Shareholder

This letter accompanies the 2023 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 Thursday 2 May 2024 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](mailto:Corporate@hostelworld.com). Questions must be submitted by 12.00 noon on Tuesday 30 April 2024. Responses will be made via return of email or published on our website at [www.hostelworldgroup.com](http://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) and 16 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 2023. The audited accounts and the Directors' and Auditors' reports for the financial year ended 31 December 2023 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 (excluding the Directors' Remuneration Policy set out on pages 124 to 133 of the Annual Report) for the financial

year ended 31 December 2023. The Directors' remuneration report is set out on pages 118 to 144 of the Annual Report. The vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it.

### **Resolution 3 – Directors' Remuneration Policy**

Shareholders are requested to approve the Directors' Remuneration Policy as set out on pages 124 to 133 of the 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 2022. The proposed Remuneration Policy is substantially the same as the current policy, save in respect of the long-term incentive plan and the annual bonus opportunity for the Chief Executive Officer. Further details are set out on page 124 of the Annual Report. If approved by shareholders, the new proposed Remuneration Policy will take effect immediately upon conclusion of the AGM.

As noted in the Annual Report, it is intended that the revised Remuneration Policy will take effect at the conclusion of the AGM and will remain in place for three years, with a new policy being put to shareholders in 2027.

### **Resolutions 4 to 9 – Re-election of Directors**

The 2018 UK Corporate Governance Code (the "**Code**") requires the Directors of the Company to be subject to annual re-election. Accordingly, Resolutions 4 to 9 propose the re-election of each of the current Directors who were re-elected at the 2023 AGM.

The Board has considered the performance of each of the Directors to be 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 re-election 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 €412,128.89 representing approximately one third of the nominal value of the Company's issued share capital as at 28 March 2024, 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 €412,128.89. This amount represents approximately an additional third of the nominal value of the Company's issued share capital as at 28 March 2024, 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 2 August 2025 and the conclusion of the Annual General Meeting of the Company to be held in 2025. The Resolution replaces a similar resolution passed by the Company on 9 May 2023.

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 28 March 2024, 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 (but where authority to allot has been granted under Resolution 12.2, by a fully pre-emptive offer only), 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 €123,638.66. The aggregate nominal amount set out in Resolution 13.2 represents approximately 10% of the issued ordinary share capital of the Company as at 28 March 2024, 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 €24,727.73, which represents approximately 2% of the Company's issued ordinary share capital as at 28 March 2024 (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 28 March 2024 (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 €24,727.73, which represents approximately 2% of the Company's issued ordinary share capital as at 28 March 2024 (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 2 August 2025 and the conclusion of the Annual General Meeting of the Company to be held in 2025.

### **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 €123,638.66 (being approximately 10% of the nominal value of the issued ordinary share capital of the Company as at 28 March 2024 (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 2025 or 6.00 p.m. on 2 August 2025.

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 9 May 2023. 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 4,354,106 ordinary shares have been granted pursuant to the Company's employee share schemes and are outstanding as at 28 March 2024 (being the latest practicable date prior to the publication of this Notice) representing approximately 3.52% 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 28 March 2024 would represent approximately 3.91% 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 2025 or, if earlier, at 6.00 p.m. on 2 August 2025.

The Resolution replaces the previous authority put in place by the Company on 9 May 2023.

### **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 days' clear 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.

### **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 Tuesday 30 April 2024; 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 (iv) to the Notice of AGM.

Proxy appointments must be received by no later than 12 noon on Tuesday 30 April 2024.

**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

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, Charlemont Exchange, Charlemont Street, Dublin 2, Ireland on 2 May 2024 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 and 16 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 2023 be adopted.
2. That the Directors' remuneration report (excluding the Directors' Remuneration Policy), which is set out in the annual report of the Company for the year ended 31 December 2023, be approved.
3. That the Directors' Remuneration Policy, set out in the Directors' Remuneration Report on pages 124 to 133 of the annual report of the Company for the year ended 31 December 2023, be approved.
4. That Michael Cawley be re-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 €412,128.89 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 2025 or, if earlier, at 6.00 p.m. on 2 August 2025 (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 €412,128.89 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 2025 or, if earlier, at 6.00 p.m. on 2 August 2025 (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 €123,638.66; 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 2025 or at 6.00 p.m. on 2 August 2025, 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 €123,638.66, 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 2025 or at 6.00 p.m. on 2 August 2025, 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:

**15.1.1** the maximum number of ordinary shares hereby authorised to be purchased is 12,363,866;

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

**15.1.3** 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;

**15.1.4** 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 2025 or, if earlier, at 6.00 p.m. on 2 August 2025; and

**15.1.5** 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 2025

or, if earlier, at 6.00 p.m. on 2 August 2025, 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.

#### **BY ORDER OF THE BOARD**

**JOHN DUGGAN**

**Secretary**

Date: 2 April 2024

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](http://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](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 (iv) below,

in each case by no later than 12 noon on Tuesday 30 April 2024.

(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](http://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 Tuesday 30 April 2024. 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](mailto:Corporate@hostelworld.com). Questions must be submitted by 12.00 noon on 30 April 2024. Responses will be made via return of email or published on our website at [www.hostelworldgroup.com](http://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 30 April 2024 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; and
  - (b) copies of the service contracts of the Executive Directors.
- (xii) As at 28 March 2024 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 123,638,668 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 28 March 2024 are 123,638,668.
- (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](http://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.