

Company number: 05612751

WRITTEN RESOLUTIONS OF THE DIRECTORS

TRIPADVISOR LIMITED

(the “**Company**”)

These resolutions are made by the directors of the Company eligible to vote on these resolutions pursuant to article 93 of the Table A articles which are incorporated into the articles of association of the Company (the “**Articles**”).

1. Background

The Company proposes to undertake a capital reduction in order to repay part of the share capital of the Company to its shareholder.

2. Directors’ Interests

It is noted that each of the directors has given notice, pursuant to section 177 of the Companies Act 2006 (“**Act**”), of any direct or indirect interest they may have in relation to the proposed transactions which are the subject of these resolutions and that, article 18 of the Articles permit the directors to vote in regard to any contract or arrangement in which they are interested and to count in the quorum for such meetings.

3. Purpose of the resolutions

The purpose of proposing the resolutions is for the directors to consider and, if thought fit, approve the capital reduction by way of solvency statement of the Company (the “**Capital Reduction**”) by cancelling 475,312 of the issued ordinary shares of GBP 1.00 each in the Company (the “**Ordinary Shares**”).

4. Documents

4.1 The following documents (the “**Documents**”) have been circulated with these resolutions:

- 4.1.1 a copy of a capital reduction memorandum providing the directors with information relating to the Capital Reduction (the “**Directors’ Memorandum**”);
- 4.1.2 a draft solvency statement to be made by the directors in respect of the financial condition of the Company (the “**Solvency Statement**”);
- 4.1.3 the form of written resolutions of the sole member of the Company relating to the Capital Reduction to be proposed as special resolutions (the “**Written Resolutions**”);
- 4.1.4 a draft statement of the directors confirming that the Solvency Statement was made not more than 15 days before the passing of the Written Resolutions and was properly provided to the sole member (the “**Statement of Directors**”);
- 4.1.5 a draft of Companies House form SH19 (the “**Form SH19**”);

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4.1.6 a draft new share certificate of the Company in the name of the sole member (the **"Share Certificate"**); and

4.1.7 draft annual accounts of the Company as at 31 December 2022 (the **"Interim Accounts"**).

5. Consideration of the Capital Reduction and the Documents

5.1 The directors note that the Company is a private limited company and that there are no restrictions in the Company's articles of association which prevent the Capital Reduction.

5.2 The directors also note that, to proceed with the Capital Reduction, they are required to sign the Solvency Statement not more than 15 days before the date on which the Written Resolutions are passed and a copy of the Solvency Statement will need be sent or submitted to the sole member of the Company before or at the same time as the Written Resolutions are sent or submitted to it.

5.3 The Solvency Statement is to the effect that the directors, in their capacity as officers of the Company, have formed the opinion that:

5.3.1 as regards the Company's situation at the date of the Solvency Statement, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts; and

5.3.2 the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of the Solvency Statement.

5.4 The directors, having carefully reviewed the Interim Accounts and the Directors' Memorandum and considered the Company's current and future solvency, note that the effect of the Capital Reduction is to create distributable reserves in the amount of USD \$603,000.

6. Resolutions

5.1 Having carefully considered the Capital Reduction and each of the Documents and taking into account the directors' general duties to the Company, including the duty to promote the success of the Company for the benefit of the Company's sole member, having regard to the matters set out in section 172(1) of the Act, amongst other matters, the directors **RESOLVE that:**

6.1.1 the Capital Reduction be approved;

6.1.2 the Solvency Statement, the Written Resolutions, the Statement of Directors and the Form SH19 be approved (with authority for the directors to approve such minor amendments as they may consider necessary or desirable);

6.1.3 the Solvency Statement be circulated to the directors for them to consider and, if thought fit, sign;

6.1.4 subject to the Solvency Statement being signed by the directors, the Written Resolutions be circulated to the sole member and to the Company's auditor together with a copy of the signed Solvency Statement;

6.1.5 subject to the Written Resolutions being passed within 15 days of the date of the Solvency Statement:

- (a) the directors be authorised to sign the Statement of Directors; and
- (b) the directors be authorised to sign the Form SH19;

6.1.6 the directors be authorised to make arrangements to file with the Registrar of Companies copies of the Solvency Statement and Written Resolutions, along with the Statement of Directors, Form SH19 and the applicable filing fee; and

6.1.7 subject to the Capital Reduction being registered by the Registrar of Companies:

- (a) the directors be authorised to make arrangements to update the Company's books and registers as necessary to reflect the Capital Reduction and to cancel the current share certificate(s);
- (b) two directors be authorised to execute the Share Certificate;
- (c) the directors be authorised to make arrangements to deliver the Share Certificate to the sole member; and

6.1.8 any of the directors be authorised on behalf of the Company to approve, sign, deliver and perform any other or further documents, obligations and actions that she considers necessary or desirable in order to give effect to the Capital Reduction in the manner contemplated and approved in these resolutions.

DocuSigned by:
Vanessa McKay
Signed:58F9D0E787AC447... ..

Vanessa Alison McKay

Date: 22/11/2023

Signed:.....
Linda C Frazier

Date: 22/11/2023