

Company number: 08279085

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
TRIPADVISOR UK HOLDCO LIMITED
(the "Company")

Circulated on 27 May 2022 (the "Circulation Date")

Under Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose the following resolutions ("Resolutions") be passed, resolution one as an ordinary resolution and resolution two as a special resolution of the members of the Company:

ORDINARY RESOLUTIONS

1. THAT the directors of the Company be authorised to capitalise the sum of US\$5,263,350 standing to the credit of the Company's reserves following it being contributed to the Company on 13 May 2022 (the "Capitalisation Sum"), to appropriate the Capitalisation Sum to the holders of ordinary shares of \$1.00 each in the capital of the Company as recorded in the register of members at the close of business on the Circulation Date (the "Shareholders"), and to apply the Capitalisation Sum in paying up in full 5,263,350 new ordinary shares of \$1.00 each in the capital of the Company, to be allotted and issued to the Shareholders credited as fully paid.

SPECIAL RESOLUTION

2. THAT, pursuant to 8.1(b) of the articles of association of the Company (the "Articles") the directors be authorised and directed to disregard articles 8.1(c) to 8.1(f) (inclusive) of the Articles in relation to the allotment and issue of 5,263,350 new ordinary shares of USD 1.00 each in the capital of the Company which shall be issued to the Shareholder, credited as fully paid.

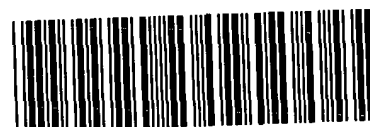
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

#14037012V2

DOC 1.1 –Members Written Resolutions

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COMPANIES HOUSE

We, being entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions by signing below.

Signed by an authorised signatory
TripAdvisor GP2 LLC
acting in its capacity as general partner of
TRIPADVISOR UK2 LP


Signature:.....
Name: Seth Kalvert

Date: 27 May 2022

Signed by an authorised signatory
TRIPADVISOR FINANCE, LLC


Signature:.....
Name: Linda C. Frazier

Date: 27 May 2022

NOTES

1. If you agree to all of the Resolutions (you cannot agree to some only), please indicate your agreement by signing and dating this document where indicated above and returning it to the Company either:
 - by hand or by post to The Directors of the Company at 7 Soho Square, London, W1D 3QB or;
 - by email to svisbeek@tripadvisor.com, including the words "Shareholder written resolutions" in the email subject box.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
4. Unless sufficient agreement is received for the Resolutions to pass by the end of the period of 28 days beginning with the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.