

Company number: 08279085

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

Circulated on 25 April 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 \$21,790,400 standing to the credit of the Company's reserves following it being contributed to the Company on 10 March 2022 (the "Capitalisation Sum"), to appropriate the Capitalisation Sum to the sole holder 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 "Shareholder"), and to apply the Capitalisation Sum in paying up in full 21,790,400 new ordinary shares of \$1.00 each in the capital of the Company, to be allotted and issued to the Shareholder credited as fully paid.

SPECIAL RESOLUTION

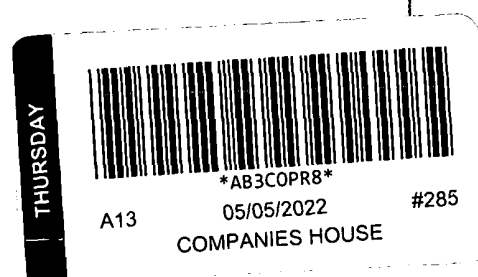
2. THAT, pursuant to 8.1(b) of the articles of association of the Company (the "Articles") the directors be authorised and directed to disregard articles 8.1(c) to 8.1(f) (inclusive) of the Articles in relation to the allotment and issue of 21,790,400 new ordinary shares of USD 1.00 each in the capital 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.

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DOC 1.1 –Members Written Resolutions

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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 Kalveet

Date: 25 April 2022