

Company number: 08279085

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

Circulated on 9 March 2023 (the "Circulation Date")

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

**SPECIAL RESOLUTION**

1. 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 one new ordinary share of USD1.00 in the capital of the Company which shall be issued to Tripadvisor UK2 LP (and will be held by Tripadvisor GP2 LLC, the sole general partner), credited as fully paid.

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

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 of  
**TripAdvisor GP2 LLC**  
acting in its capacity as general partner of  
**TRIPADVISOR UK2 LP**

Signature:   
Name: Seth Kalvert

Date: 9 March 2023

Signed by an authorised signatory of  
**TRIPADVISOR FINANCE, LLC**

Signature:   
Name: Linda C. Frazier

Date: 9 March 2023

## 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](mailto: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.