

Dated 1 December 2021

Hostelworld Group plc

Nomination Committee Terms of Reference

HOSTELWORLD GROUP PLC (THE "COMPANY")

NOMINATION COMMITTEE - TERMS OF REFERENCE

CONSTITUTION

1. The Committee has been established by resolution of the board of directors of the Company (the "**Board**") and is to be known as the Nomination Committee (the "**Committee**").
2. The Committee shall consist of a minimum of 3 members appointed by the Board. A majority of the members of the Committee should be independent non-executive directors. The Chairman of the Committee shall be appointed by the Board and shall be the Chairman of the Board (for so long as he is considered to be independent). In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number, who is an independent non-executive director, to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the succession to the chairmanship of the Board.
3. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further periods of up to three years, provided the majority of the Committee members remain independent and subject to review of the Committee's composition by the Board.
4. The Board shall regularly review the membership of the Committee to ensure that membership is refreshed and undue reliance is not placed on particular individuals.
5. The Company Secretary or his or her nominee shall act as the Secretary of the Committee.
6. The quorum for decisions of the Committee shall be any 2 members. A duly convened meeting of the Committee shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

ROLE

7. The Committee shall be responsible for all aspects of the appointment of directors of the Company and the Committee shall:
 - 7.1 regularly review the structure, size and composition (including the balance of skills, knowledge, independence, experience and diversity) of the Board, taking into account the Company's current requirements, the results of the Board performance evaluation process that relates to the composition of the Board, and the future development of the Company, and make recommendations to the Board with regard to any changes;
 - 7.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;
 - 7.3 ensure plans are in place for orderly succession and oversee the development of a diverse pipeline for succession;

- 7.4** ensure that the Company maintains a dialogue with shareholders about succession planning, the appointment of directors and the work of the Committee;
- 7.5** keep under review the leadership needs of the Company, both executive and nonexecutive, with a view to ensuring the continued ability of the Company and its subsidiary undertakings to compete effectively in the marketplace;
- 7.6** keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 7.7** make recommendations to the Board regarding the board's policy on boardroom diversity;
- 7.8** review, and make recommendations to the Board on, the implementation of the Board's policy on boardroom diversity and to report to the Board on progress made in achieving any objectives set out in the policy;
- 7.9** be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise, ensuring that in this regard the Company is at all times compliant with the UK Corporate Governance Code;
- 7.10** before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience, independence and diversity on the Board in the light of its status as a UK listed plc and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
 - a)** use open advertising or the services of external advisers to facilitate the search;
 - b)** consider candidates from a wide range of backgrounds;
 - c)** consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position, have the skills and capabilities appropriate to the position of Director on a UK listed plc; and
 - d)** consider candidates with experience of (1) sustainability, especially on the most material environmental, social, and governance (ESG) trends; and (2) risks and opportunities which are climate-change related.
- 7.11** for the appointment of a Chairman, prepare a job specification, including the time commitment expected. A Chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the Chairman's commitments should be reported to the Board as they arise;
- 7.12** request candidates to provide details of any significant commitments, with an indication of the time involved, and review such commitments to ensure that, on appointment, a candidate has sufficient time to undertake the role. In particular, if the candidate is to be appointed as a full time executive director of the Company, to ensure he is not a non-executive director of more than one, or the chairman of any, FTSE 100 company;

- 7.13** prior to the appointment of a director, require the proposed appointee to disclose any other business interests that may result in a conflict of interest and to report any future business interests that could result in a conflict of interest;
- 7.14** ensure that on appointment, all executive directors receive a formal service contract setting out clearly what is expected of them;
- 7.15** ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- 7.16** liaise with the Remuneration Committee in relation to the remuneration of newly appointed executive directors (within the scope of the directors' remuneration policy approved by shareholders) and senior management;
- 7.17** review annually the time needed to fulfil the role of Chairman, Senior Independent Director, and each non-executive director (taking into account committee memberships). Performance evaluation should be used to assess whether the directors are spending enough time to fulfil their duties;
- 7.18** review the results of the Board's performance evaluation process as it relates to the composition of the Board;
- 7.19** keep under regular review any authorisations granted by the Board in connection with a directors' conflict of interest;
- 7.20** in exercising its powers, take into account the duties of directors under the common-law and under Chapter 2 of Part 10 of the Companies Act 2006 (the "2006 Act") including, in particular, section 172 of the 2006 Act, which requires a director to act in a way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:
 - a)** the likely consequences of any decision in the long term;
 - b)** the interests of the Company's employees;
 - c)** the need to foster the Company's business relationships with suppliers, customers and others;
 - d)** the impact of the Company's operations on the community and the environment;
 - e)** the desirability of the Company maintaining a reputation for high standards of business conduct; and
 - f)** the need to act fairly as between members of the Company;
- 7.21** to promptly provide the Board with such information as may be necessary or desirable in the opinion of the Board to enable the Board to monitor its conduct in order that each member of the Board may fulfil his duties and responsibilities as a director; and

- 7.22** work and liaise as necessary with all other Board committees.
- 8.** The Committee shall also make recommendations to the Board concerning:
- 8.1** formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive;
 - 8.2** suitable candidates for the role of senior independent director;
 - 8.3** membership of the Audit and Remuneration Committees, in consultation with the chairmen of those committees;
 - 8.4** the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills, independence and experience required;
 - 8.5** the re-election by shareholders of any director under the annual re-election provisions of the UK Corporate Governance Code having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills, independence and experience required and the need for progressive refreshing of the Board (particularly in relation to directors being re-elected for a term beyond six years);
 - 8.6** any conflict matter arising in connection with the appointment of any director of the Company or any conflict matter considered to exist between the Company and a director, including authorising any conflict matter pursuant to the 2006 Act;
 - 8.7** any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract;
 - 8.8** the appointment of any director to executive or other office; and
 - 8.9** any matters it deems appropriate on any area within its remit where action or improvement is needed.

REPORTING RESPONSIBILITIES

- 9.** All decisions of the Committee shall be reported formally to the Board by the Committee Chairman.
- 10.** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 11.** The Committee shall produce a report to be included in the annual report about its activities and the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company. Where neither an external search consultancy nor open advertising has been used, an explanation as to why not shall be included in the annual report.

12. The report referred to in 11 above should include a statement of the Board's policy on diversity, including gender, any measureable objectives that it has set for implementing the policy, and progress on achieving the objectives.

PROCEDURE

13. Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by the provisions of the Company's Articles of Association regulating the meetings and proceedings of directors.
14. The Committee shall meet at least twice each year and at such other times as the Chairman of the Committee shall require. Meetings may also be called at the request of any member of the Committee.
15. At least 5 days' notice of any meeting of the Committee shall be given, although such notice may be waived or shortened with the consent of all the members of the Committee for the time being. Notice of the meeting shall confirm the venue, time and date together with an agenda of items to be discussed. Notice shall be sent to each member of the Committee, any other person required to attend and all other non-executive directors. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
16. The Secretary shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
17. The Secretary shall keep a record of:
 - 17.1 the membership of, and the dates of any changes to the membership of, the Committee; and
 - 17.2 any person who, or firm which, provides search consultancy services to or otherwise materially assists the Committee.
18. The Secretary shall record, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The Secretary shall record the proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance. Minutes of all meetings shall include an Action Log to track and address Matters Arising in the course of meetings. Unless directed otherwise by the Chairman of the Committee, the Secretary shall circulate the draft minutes of such meetings to all members of the Committee promptly. Once agreed, the minutes shall be circulated by the Secretary to all members of the Board, unless a conflict of interest exists or the Committee decides it would be inappropriate to do so.
19. The Chairman of the Committee shall be available at the Annual General Meeting of the Company to respond to any shareholder questions on the activities and responsibilities of the Committee.
20. The Committee is authorised, at the expense of the Company, to investigate any matter within its terms of reference. It is authorised to seek any information it requires from any employee of the Company in order to perform its duties and all employees are directed to co-operate with any request made by the Committee.

- 21.** The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.
- 22.** No one other than the Chairman and members of the Committee is entitled to be present or vote at a meeting of the Committee. However, the Company's Chief Executive, Chief Financial Officer, members of senior management, Human Resources Director and external advisers may be invited to attend and speak at meetings (or parts thereof) of the Committee. Other persons may be called upon or shall be able to speak by prior arrangement with the Chairman of the Committee.
- 23.** The Committee shall conduct an annual review of its work, membership and these terms of reference to ensure it is operating at maximum effectiveness and shall make recommendations about any changes it considers necessary to the Board.
- 24.** These terms of reference may be amended from time to time by the Board.
- 25.** The Committee shall:
 - 25.1** have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
 - 25.2** be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members; and
 - 25.3** give due consideration to laws and regulations, including the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing Rules, Prospectus Rules and Disclosure and Transparency Rules, the Listing Rules of the Irish Stock Exchange, Market Abuse Regulation (EU) No. 596/2014 and any other applicable rules or published guidelines (including the guidelines published by the Association of British Insurers and the National Association of Pension Funds), as appropriate.

1 December 2021