

## YATRA ONLINE, INC.

### COMPENSATION COMMITTEE CHARTER

#### I. General Statement of Purpose

The purpose of the Compensation Committee (the “**Compensation Committee**”) of the Board of Directors (the “**Board**”) of Yatra Online, Inc. (the “**Company**”), is to discharge the Board’s responsibilities relating to compensation of the Company’s non-employee directors and executive officers, oversee the Company’s overall compensation structure, policies and programs, and review the Company’s processes and procedures for the consideration and determination of non-employee director and executive officer compensation. Notwithstanding the exercise of the responsibilities and duties of the Compensation Committee, the sole authority and responsibility for making key policy and strategic decisions in respect of the Company shall remain at all times with the Board. The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company’s shareholders.

#### II. Compensation Committee Composition

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of The Nasdaq Stock Market LLC Rules (“**Nasdaq Stock Market Rules**”), subject to any applicable exceptions in the Nasdaq Stock Market Rules. In determining the members of the Compensation Committee, the Board will consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with duties of a Compensation Committee member, including whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Compensation Committee shall be appointed by the Board and may be replaced or removed by the Board at any time, with or without cause. The composition of the Compensation Committee shall be reviewed by the Board annually. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies, for whatever reason, may be filled only by the Board. The Board shall designate one member of the Compensation Committee to serve as Chairperson of the Compensation Committee (“**Chairperson**”). In the absence of the selection of the Chairperson of the Committee by the Board or if the Chairperson is not present within five minutes after the time appointed for the meeting to commence, the members of the

Committee shall designate a Chairperson of the meeting by majority of votes of the members present.

### **III. Meetings**

The Compensation Committee shall meet as often as it determines appropriate, in person, by video or telephone conference or by other means of communication by which all participants can hear each other. Two or a majority of the members of the Compensation Committee, whichever is lower, shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of members present at a meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent (which may include electronic consent) in accordance with the Company's Articles of Association. The Chairperson of the Compensation Committee, in consultation with the other members and management, may set meeting agendas consistent with this Compensation Committee Charter (the "**Charter**").

No one other than the Compensation Committee members is entitled to be present at a meeting of the Compensation Committee, but others may attend at the invitation of the Committee.

The Secretary of the Company shall act as Secretary to the Compensation Committee or in the absence of a Secretary, any member of the Committee, or other officer of the Company may be designated as the Secretary of the meeting. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

Meetings of the Committee shall be called by any member or any of the directors or any other officer of the Company at the request of a director or member. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend, no later than two days before the date of the meeting and such notice may also be waived by all the members either at, before or after the meeting is held. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, the minutes will be signed.

### **IV. Compensation Committee Activities**

The Compensation Committee's purpose and responsibilities shall be to:

#### **A. Matters Related to Compensation of the Company's Chief Executive Officer**

- Review and approve the corporate goals and objectives to be considered in determining the compensation of the Company's Chief Executive Officer (the "CEO").
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine and approve the CEO's compensation based on such evaluation.
- In formulating its determination regarding the long-term incentive component of the CEO's compensation, consider the Company's performance and shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards made by the Company to the CEO in past years.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the CEO.
- Periodically review and approve, (a) any employment agreements, severance arrangements and change in control agreements or provisions, in each case, when and if appropriate, and (b) any special or supplemental benefits.
- Exclude the CEO during voting or deliberations regarding the CEO's compensation.

**B. Matters Related to Compensation of the Officers Other Than the Chief Executive Officer**

- Determine the compensation of all officers of the Company other than the CEO; and, at the discretion of the Compensation Committee, other members of senior management; for this purpose, the term "officer" has the meaning defined in Rule 16a-1 promulgated under the Exchange Act.
- Oversee an annual evaluation of all "officers" of the Company other than the CEO and, at the discretion of the Compensation Committee, other members of senior management.
- Review periodically the aggregate amount of compensation being paid or potentially payable to all "officers" of the Company other than the CEO, and at the discretion of the Compensation Committee, other members of senior management.
- For the "officers" of the Company other than the CEO, and at the discretion of the Compensation Committee, other members of senior management, periodically review and approve (a) any employment agreements, severance arrangements and change in control agreements or provisions, in each case, when and if appropriate, and (b) any special or supplemental benefits.

**C. Recommendations Regarding Non-Employee Director and Executive Officer Compensation**

- Periodically review and make recommendations to the Board regarding the compensation of non-employee directors.

**D. Processes and Procedures for Considering and Determining Non-Employee Director and Executive Officer Compensation**

- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Compensation Committee deems advisable with regard to) the Company's processes and procedures considering and determining non-employee director and executive officer compensation, and review and discuss with management the description, if any, of such processes and procedures to be included in the Company's proxy statement or annual report on Form 20-F or Form 10-K, as applicable.

**E. Compensation Committee Report**

- Review and discuss with management the Compensation Discussion and Analysis, if any, to be included in the Company's proxy statement or annual report on Form 20-F or Form 10-K ("CD&A"), as applicable.
- Based on the Compensation Committee's review and discussions with management, recommend to the Board that the CD&A, if and when required, be included in the Company's proxy statement or annual report on Form 20-F or Form 10-K, as applicable.
- Prepare the Compensation Committee Report, if and when required, to be included in the Company's proxy statement or annual report on Form 20-F or Form 10-K in accordance with the rules and regulations of the U.S. Securities and Exchange Commission, any securities exchange on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

**F. Incentive-Compensation and Equity-Based Plans**

- Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such plans.
- Review and recommend to the Board policies and procedures for the grant of equity-based awards by the Company.
- Act as the administrator under the Company's equity-based plans.

- Oversee administration of all incentive compensation and equity-based plans for employees and approve all forms of award agreement and/or sub-plans adopted thereunder.

**G. Compensation Recovery Policy**

- The Compensation Committee has the authority to adopt and administer a compensation recovery policy including, without limitation, a policy designed to comply with any rules or regulations adopted by the U.S. Securities and Exchange Commission and the Nasdaq Stock Market pursuant to Section 10D of the Exchange Act.

**H. Evaluation of the Compensation Committee**

- It may perform, at such intervals as may be required from time to time, performance evaluation of the Compensation Committee and report to the Board on the results of such evaluation.

**I. Review of Charter**

- Annually review and reassess the adequacy of this Charter and submit any proposed changes to the Board for approval. This Charter is intended to satisfy the requirements of Rule 5605(d)(1) of the Nasdaq Stock Market Rules.

**V. Additional Compensation Committee Authority**

The Compensation Committee is authorized, on behalf of the Board, to do any of the following:

**A. Matters Related to the Compensation Consulting Firms or Other Outside Advisors**

- Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers.
- Have sole responsibility for the appointment, retention, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser (each, a “**Consultant**”) it retains (payment, as determined by the Compensation Committee, of reasonable compensation to any such Consultant to be funded by the Company); and
- Before selecting a Consultant consider all factors relevant to the Consultant’s independence from management of the Company, including the following:
  - ✓ The provision of other services to the Company by the Consultant’s employer;

- ✓ The amount of fees received from the Company by the Consultant's employer, as a percentage of the total revenue of the Consultant's employer;
- ✓ The policies and procedures of the Consultant's employer that are designed to prevent conflicts of interest;
- ✓ Any business or personal relationship of the Consultant's employer with a member of the Compensation Committee;
- ✓ Any shares of the Company owned by the Consultant; and
- ✓ Any business or personal relationship of the Consultant or the Consultant's employer with an executive officer of the Company.

The foregoing shall not apply to inside legal counsel or to a Consultant whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on a broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or non-employee directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Consultant and about which the Consultant does not provide advice.

## **VI. General**

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members to carry out its responsibilities.
- The Compensation Committee shall make regular reports to the Board on matters for which it has responsibility.
- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely on advice and information it receives from management and any experts, advisers and professionals with whom the Compensation Committee may consult.
- The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company meet with the Compensation Committee or its members or advisers.
- The Compensation Committee may perform such other functions the Board may request from time to time.

RE-ADOPTED: 26<sup>TH</sup> MAY , 2023