

YATRA ONLINE, INC.
RESTRUCTURING COMMITTEE CHARTER

1. General Statement of Purpose

The purposes of the Restructuring Committee (the "**Restructuring Committee**") of the Board of Directors (the "**Board**") of Yatra Online, Inc. (the "**Company**") is to explore potential strategies for streamlining corporate structure of the Company and its subsidiaries. The Restructuring Committee's primary focus is to thoroughly evaluate various pathways to achieve a more efficient and simplified organizational structure.

Notwithstanding the exercise of the responsibilities and duties of the Restructuring 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.

2. Composition

The Restructuring Committee shall consist of at least two (2) members of the Board.

The members of the Restructuring Committee shall be appointed by the Board and may be replaced or removed by the Board with or without cause. The composition of the Restructuring 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, as a member of the Restructuring Committee. Vacancies on the Restructuring Committee, for whatever reason, may be filled only by the Board. The Restructuring Committee shall designate a chairperson of a meeting by majority of votes of the members present. All indemnification, exculpation, expense reimbursement and advancement provisions and rights available to members of the Restructuring Committee in their capacities as directors of the Company shall be fully applicable with respect to their service on the Restructuring Committee. The members of the Restructuring Committee shall disclose to the Board, any conflicts of interest they may have in discharge of their performance of functions as a member of the Restructuring Committee.

3. Compensation

Notwithstanding the compensation approved by the Compensation Committee of the Board, the members of the Restructuring Committee shall not receive directly or indirectly any sitting, consulting, advisory or other compensatory fee from the Company unless and until specifically determined by the Compensation Committee of the Board.

4. Meetings

The Restructuring Committee shall meet as often as it deems appropriate. The Restructuring Committee can meet in person (including by video or telephone conference or such other means

by which all participants in the meeting can hear each other). A majority of the members or two members of the Restructuring Committee, whichever is lower, shall constitute a quorum for purposes of holding a meeting, and the Restructuring Committee may act by vote of a majority of members present at a meeting. In lieu of a meeting, the Restructuring Committee may act by unanimous written resolutions. The Chairperson of the Restructuring Committee, in consultation with the other committee members, may determine the frequency and length of the committee meetings and may set meeting agendas consistent with this Restructuring Committee Charter ("**Charter**").

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

The Secretary of the Company shall act as Secretary to the Restructuring Committee or in the absence of a Secretary, any member of the Restructuring Committee or other officer of the Company may be designated as the Secretary of a meeting.

Meetings of the Restructuring Committee may be called by any member of the Restructuring Committee or a director or other officer of the Company on the direction of a director.

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 Restructuring 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 Restructuring Committee. Once approved, the minutes will be signed.

5. Roles and Responsibilities

The Restructuring Committee is authorized, on behalf of the Board, to do any of the following as it deems necessary or appropriate:

- **Strategic Recommendations and Expert Consultation:** Develop a set of strategic recommendations for the Board that outline potential pathways, the anticipated benefits, and any associated risks or challenges aimed at reducing administrative overhead, rationalize costs, and facilitate organic and inorganic growth for the Company.

- **Expert Consultation:** The Restructuring Committee may engage with industry experts, legal counsel, regulatory bodies, and other stakeholders to gather insights, perspectives, and requirements for approval on any proposed corporate structural changes.
- **Submission of Periodical Reports:** The Restructuring Committee shall submit the progress report and make presentations to the Board from time to time, in relation to alternative proposals being evaluated by the Restructuring Committee and shall seek inputs/suggestions from the Board from time to time in relation to the evaluation of a proposal and implementation thereof.

6. Additional Authority

The Restructuring Committee is authorized, on behalf of the Board, to do any of the following as it deems necessary or appropriate:

- The Restructuring Committee may engage independent counsel and such other advisors it deems necessary or advisable to carry out its responsibilities and powers, and, if such counsel or other advisors are engaged, shall determine the compensation or fees payable to such counsel or other advisors.
- The Restructuring Committee may perform such other functions as the Board may request.
- The Restructuring Committee is authorized to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditors or any other professional retained by the Company to meet with the Restructuring Committee or its members or advisers.
- The Restructuring Committee is authorized to incur ordinary administrative expenses in performing its duties.

ADOPTED: 20TH JUNE, 2024