

## YATRA ONLINE, INC.

### CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Yatra Online, Inc. (the “**Company**”) has adopted the corporate governance guidelines set forth below to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, The Nasdaq Stock Market LLC (“Nasdaq”) and the Yatra Online, Inc. Memorandum and Articles of Association. The Board may review and amend these guidelines from time to time.

#### I. DIRECTOR QUALIFICATION STANDARDS

- **Director Criteria:** The Board shall consider and approve from time to time the criteria that it deems necessary or advisable for prospective Director candidates. The Board shall have full authority to modify such criteria from time to time as it deems necessary or advisable.

The Board has delegated to the Nominating and Corporate Governance Committee the responsibility for developing and recommending to the Board for its consideration and approval such criteria for prospective Director candidates as the Nominating and Corporate Governance Committee deems necessary or advisable. The Nominating and Corporate Governance Committee will recommend to the Board from time to time such criteria for its consideration and approval. The Board may, however, rescind this delegation to the Nominating and Corporate Governance Committee and thereafter the Board shall have the responsibility for developing and approving from time to time such criteria for prospective Director candidates as it deems necessary or advisable.

- **Process For Identifying and Selecting Directors:** The Board has delegated to the Nominating and Corporate Governance Committee the responsibility of identifying suitable candidates for nomination to the Board of Directors (including candidates to fill any vacancies that may occur) and assessing their qualifications in light of the policies and principles in these corporate governance guidelines and the committee’s charter. The Nominating and Corporate Governance Committee will recommend prospective Director candidates for the Board’s consideration and review the prospective candidates’ qualifications with the Board. The Board of Directors shall retain the ultimate authority to nominate a candidate for election by the shareholders as a Director or to fill any vacancy that may occur.

In identifying prospective Director candidates, the Nominating and Corporate Governance Committee may consider all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the prospective Director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.

- **Independence:** At least a majority of the members of the Board shall meet the independence requirements set forth in the Nasdaq Stock Market Rules the “Nasdaq Stock Market Rules”). The Board will periodically evaluate all relationships between the Company and each independent director for the purposes of determining whether a material relationship exists that might represent a potential conflict of interest or otherwise interfere with the Director’s ability to satisfy his or her responsibilities as an independent Director.
- **Limit on Number of Other Boards:** Performing the duties and fulfilling the responsibilities of a Director requires a significant commitment of time and attention. The Board does not believe, however, that explicit limits on the number of other boards of directors on which a Directors sits, or on other activities a Directors pursues, are appropriate. The Board, however, recognizes that excessive time commitments can interfere with a Director’s ability to perform his or her duties and responsibilities effectively. The Nominating and Corporate Governance Committee will consider whether the performance of a Director has been or is likely to be adversely affected by excessive time commitments, including service on other boards of directors. Directors must notify the Chairperson of the Nominating and Corporate Governance Committee prior to accepting a seat on the board of directors of another business corporation so that the potential for conflicts or other factors compromising the Director’s ability to perform or fulfill his duties and responsibilities may be fully assessed by the Board’s leadership.
- **Term and Age Limits:** The Board does not believe that limits on the number of consecutive terms a Director may serve or on the Directors’ ages are appropriate in light of the substantial benefits of a sustained focus on the Company’s business, strategy and industry over a significant period of time. Each Director’s performance will be assessed by the Nominating and Corporate Governance Committee in light of relevant factors.
- **Succession:** The Nominating and Corporate Governance Committee shall be responsible for developing succession plans for the Board as appropriate in light of relevant facts and circumstances.

## II. DIRECTOR RESPONSIBILITIES

- **Role of Directors:** The Board will manage the business and affairs of the Company and may exercise all powers of the Company as are not required under Cayman Island law or by the Memorandum and Articles of Association to be exercised by the Company in general meeting. The Board has delegated to the officers of the Company the authority and responsibility for managing the Company’s everyday affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the Chief Executive Officer (the “CEO”) or senior management.
- **Attendance at Meetings:** Each member of the Board is expected to make reasonable efforts to attend meetings of the Board, whether regular or special. If a Director does not attend at least 75% of the Board’s regular or special meetings (together with the meetings of committees on which the Director serves), the Company will be required to disclose

that fact in its annual report or proxy statement. In addition, attendance and participation at meetings is an important component of the Directors' duties and, as such, attendance rates will be taken into account by the Nominating and Corporate Governance Committee in assessing Directors for renomination as Directors.

- **Time Commitment; Advance Distribution and Review of Materials:** Directors are expected to spend the time needed and meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing in advance to Directors important to the Board's understanding of the business to be conducted at a Board or Committee meeting. Directors should review these materials before the meeting when reasonably practicable.

### III. BOARD STRUCTURE AND PROCEDURES

- **Size of Board:** The size of the Board is established in accordance with the Company's Memorandum and Articles of Association, as amended from time to time, depending on the Board's assessment of its needs and other factors. The size of the Board may vary based upon the size of the business and the availability of qualified candidates. Board size should facilitate active interaction and participation by all Board members. The Board will review from time to time the appropriateness of its size.
- **Board Leadership:** The Company's Memorandum and Articles of Association allow that the Chairperson of the Board and the Chief Executive Officer may be the same person, as determined by the Board of Directors. The Board shall fill the Chairperson of the Board and CEO positions based upon the Board's view of what is in the best interests of the Company. The Board believes this policy has served it well in the past and continues to serve it well at present.
- **Committees:** The Board intends at all times to have an Audit Committee, a Compensation Committee and a Nominating Committee. Each of these committees will have a written charter that sets forth its responsibilities and qualifications for committee membership. Notwithstanding the exercise of the responsibilities and duties of such committees, 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 Board may from time to time establish additional committees as it deems appropriate. Membership on the Audit, Compensation, and Nominating Committee is limited to independent Directors meeting the independence requirements of the Nasdaq Stock Market Rules, the Sarbanes-Oxley Act of 2002 and any other applicable rules or regulations of the U.S. Securities and Exchange Commission and the Internal Revenue Service (as applicable). The Board retains discretion to form new committees, or disband current committees depending upon the circumstances and amend the written charters of such committees.
- **Independent Sessions:** The independent Directors will meet at regularly scheduled independent sessions without management participation and at least twice each year an independent session with only independent Directors present shall be held. If the

Chairperson of the Board is a non-management Director and an independent Director, then the Chairperson of the Board will preside at these meetings. If the Chairperson of the Board is not an independent Director, then the Director who presides at these meetings will be chosen by those present at a meeting. In either case, the Director who presides at these meetings, and his or her name, or the process by which he or she is selected, will be disclosed in the Company's annual report on Form 20-F (or, following the Company's transition to domestic issuer status, in its annual proxy statement or, if the Company does not file an annual proxy statement, in the Company's annual report on Form 10-K) filed with the SEC. To permit interested parties to make their concerns known to the non-management Directors, the Company will also disclose a method by which they can communicate directly and confidentially with the presiding Director or with the non-management Directors as a group.

- **Director Access to Management and Independent Advisors:** In performing its responsibilities, the Board and each committee, shall be entitled to rely on the advice and information it receives from management and the experts, advisers and professionals whom the Board, or a committee, may consult. The Board and each 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 to provide advice to the Company, attend a meeting of the Board or committee or meet with any members of or advisers to the Board. The Board or any committee shall also have the authority to engage legal, accounting or other advisers to provide advice and information it deems appropriate to carry out its responsibilities.
- **Directors with a Change in Professional Status:** The Board does not believe Directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, the Director should notify the Nominating and Corporate Governance Committee, so that it can review and advise the Board, regarding the continued appropriateness of the Director's Board membership under the new circumstances.
- **Director Continuing Education:** The legal department, in consultation with outside legal counsel, will be responsible for periodically providing, or arranging for the provision of, materials or briefing sessions for continuing Directors on topics that will assist them in discharging their duties.

#### IV. OTHER CORPORATE GOVERNANCE MATTERS

- **Management Succession:** The Nominating and Corporate Governance Committee shall be responsible for developing a CEO succession plan for consideration by the Board and reporting on such plan to the Board.
- **Performance Evaluations of the Board and Committees:** The Board will conduct a self-evaluation, at such interval as it may determine, for the purpose of determining whether it and its committees are functioning effectively, and each committee of the

Board will conduct a self-evaluation, at such interval as it may determine, for the purpose of determining whether it is functioning effectively.

- **Communications with Outside Interested Parties:** The Board believes that the management should be responsible for communications with the press, media and other outside parties made on behalf of the Company, although individual Board members may, at the request of management or the Board, communicate with outside parties on behalf of the Company.
- **No Limitation on Other Rights:** These guidelines are not intended to modify, eliminate or in any other manner limit the indemnification, exculpation and similar rights available to the Directors of the Company under applicable law and/or the Company's Memorandum and Articles of Association.
- **Securityholder Communication Policy:** The Board provides to every Securityholder the ability to communicate directly with our non-management directors through an established process for security holder communication (as that term is defined by the rules of the Securities and Exchange Commission) ("Securityholder Communication") in the form attached hereto as Appendix A.
- **Modifications to Guidelines:** Although these guidelines have been approved by the Board, they may evolve over time as customary practice and legal requirements change. In particular, guidelines that reflect legal, regulatory or exchange requirements as they currently exist will be deemed to be modified as and to the extent those requirements change. In addition, the guidelines may be amended by the Board at any time as it deems appropriate.

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