



## **Restricted Shares Held Pre-Initial Public Offering of Travelport Worldwide Limited**

In connection with the initial public offering (“IPO”) of Travelport Worldwide Limited (“Travelport”), Travelport’s common share records have been provided to our transfer agent, American Stock Transfer & Trust Company, LLC (“AST”), and all pre-IPO common shares are recorded in book entry form with AST.

AST has created an account in your name, and has credited your account with your shares as registered on Travelport’s books as of the IPO. These shares are subject to certain restrictions described below.

### **Lock-up Restrictions**

If you signed a lock-up agreement in connection with the IPO, are party to Travelport’s registration rights agreement or obtained your shares in certain debt-for-equity transactions and signed a letter agreement in connection therewith, your shares are subject to a 180-day lock-up period, which continues **through and including March 23, 2015**, subject to the particular terms of your lock-up agreement, if signed. Shares subject to lock-up restrictions cannot be transferred during this period, subject to certain important exceptions contained in signed lock-up agreements.

### **Registration Restriction**

Your pre-IPO shares have not been registered with the U.S. Securities and Exchange Commission (the “SEC”), and, accordingly, they bear a restrictive legend (the “1933 Act Legend”). AST will not permit the transfer of your shares until the 1933 Act Legend is removed. Rule 144 creates a safe harbor from the registration requirements of the Securities Act of 1933 (the “Securities Act”) by creating an exemption from registration under the Securities Act for certain resales of restricted securities (unregistered securities acquired directly from an issuer) and control securities (unrestricted securities held by affiliates<sup>1</sup> of the issuer) by parties other than the issuer.

**You should consult your legal counsel about your ability to sell shares.** Generally, the 1933 Act Legend can be removed if shares are being sold, when sales are made in compliance with the Rule 144 safe harbor, as outlined below.

### ***Availability of public information***

- Specified current information concerning the issuer must be publicly available.

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<sup>1</sup> An “affiliate” is a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified and usually includes any person that is a director, executive officer, or a shareholder holding ten percent or greater equity of the issuer.

- Travelport has met this requirement since it has been subject to the reporting requirements of the Securities Exchange Act of 1934 (the “Exchange\_Act”) for at least 90 days following September 24, 2014 and has filed all reports required to be filed by it under the Exchange Act during the twelve months preceding the sale.

***Holding period***

- Restricted securities must be held for at least six months.
- If a non-affiliate has held the restricted securities for at least one year, the requirement for current available public information concerning the issuer no longer applies.

***Volume limitation***

- If you are an affiliate, subject to certain exceptions, the amount of securities that can be sold in any three month period for listed companies is limited to the greater of:
  - One percent of the shares or other units of that class outstanding; or
  - The average weekly trading volume during the four calendar weeks preceding the filing of Form 144, or if no such notice is required, the date of receipt of the order to execute the transaction.
- If you are not an affiliate, you are not subject to the volume limitations.

***Manner of sale***

- The securities must be sold in unsolicited “brokers’ transactions” or directly to “market makers” or in “riskless principal transactions.”
- If you are not an affiliate, you are not subject to this requirement.

***Notice of sale***

- You must file a Form 144 with the SEC at the time the sell order is placed with the broker if you are an affiliate and intend to sell during any three-month period more than 5,000 shares or securities with a value in excess of \$50,000. If you are not an affiliate, you do not need to file a Form 144.

**Process to Transfer Shares**

Once the current lock-up restriction expires, in order to transfer your shares from your book entry accounts with AST:

***Shares Held for At Least One Year:*** If you are a non-affiliate, you can have your shares transferred to your brokerage account. You will need to complete and provide Travelport with the Shareholder Representation Letter attached hereto as Annex A. Travelport will need to deliver an opinion to AST in order to have the restrictive legends removed from your shares. Your broker will then need to request your shares from AST either via the DRS system or via DWAC. The restrictions are expected to be removed from your shares within 2-3 business days of receipt of your Shareholder Representation Letter.

***Shares Held for More than 6 Months But Less Than One Year:*** If you are a non-affiliate, you can have the restrictive legends removed from your shares only in connection with a sale. You will need to have your broker provide Travelport with a 144 Broker Representation Letter, and you will need to complete and provide Travelport with the Shareholder Representation Letter attached hereto as Annex B. Travelport will need to deliver an opinion to AST in order to have the restrictive legends removed from your shares in connection with such sale. Your broker will then need to request your shares from AST either via the DRS system or via DWAC. The restrictions are expected to be removed from your shares within 2-3 business days of receipt of your Shareholder Representation Letter and 144 Broker Representation Letter. Absent a sale, the restrictive legends cannot be removed from your shares until you have held them for one year.

***Affiliates:*** You will need to comply with the additional requirements set forth above.

**Your broker and AST can provide further details regarding the legend removal process upon request.**

**AST Contact Information**

Shareholder Services

800-937-5447

718-921-8124

[www.info@amstock.com](http://www.info@amstock.com)

**Travelport Contact Information**

If you have any questions for Travelport, please contact Rochelle Boas by phone at (973) 753-3108 or by email at [rochelle.boas@travelport.com](mailto:rochelle.boas@travelport.com).

**ANNEX A – SHAREHOLDER REPRESENTATION LETTER FOR SHARES HELD MORE THAN ONE YEAR BY NON-AFFILIATES**

Shareholder Name: \_\_\_\_\_

Number of Common Shares: \_\_\_\_\_

Travelport Worldwide Limited  
300 Galleria Parkway  
Atlanta, Georgia 30339

Ladies and Gentlemen:

The undersigned proposes to have the restrictive transfer legend[s] removed from the above listed Common Shares (the "Shares") of Travelport Worldwide Limited (the "Company"), pursuant to Rule 144 under the Securities Act of 1933 ("Rule 144"). The undersigned hereby makes the following representations and warranties, all of which are true and complete, and upon which the Company and its legal counsel may rely in assisting in the proposed removal of the restrictive transfer legends from the Shares:

1. The undersigned has read and understands the relevant portions of Rule 144 and will comply with its requirements.
2. In connection with the transaction to which this letter relates, the undersigned is not acting in concert with any other person for the purpose of selling Company securities.
3. The undersigned acquired the Shares from the Company (or from an "affiliate" of the Company, as defined in Rule 144(a)(1) ("Affiliate"), in a transaction not involving a public offering, or the Shares otherwise constitute "restricted securities" as defined in Rule 144(a)(3).
4. The Company is, and has been for at least 90 days prior to the date hereof, subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934.
5. The Shares were not initially issued by an issuer with no or nominal operations or assets as described in Rule 144(i)(1), except as otherwise provided in Rule 144(i)(2).
6. Neither the undersigned nor any person described in Rule 144(a)(2) is an Affiliate of the Company or has been an Affiliate of the Company at any time during the three months immediately preceding the date hereof.
7. The undersigned acquired and, if purchased, fully paid for the Shares at least twelve months prior to the date hereof, computed in accordance with Rule 144(d) and has held an economic interest therein since such acquisition.

8. The undersigned authorizes the Company and its legal counsel, if it deems appropriate, to communicate with the transfer agent in connection with the removal of the transfer legends from the Shares.
9. The undersigned has carefully read and fully understands the representations and warranties made in this letter. The undersigned understands that any misrepresentation in this letter may result in a violation of Federal and/or state securities laws.
10. The transfer agent for the Company's common shares and the Company's legal counsel may rely on this letter as though it were addressed to such transfer agent or legal counsel.

Sincerely,

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Dated

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Signature

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Print Name and Title

**ANNEX B – SHAREHOLDER REPRESENTATION LETTER FOR SHARES HELD MORE THAN 6 MONTHS BUT LESS THAN ONE YEAR BY NON-AFFILIATES**

Shareholder Name: \_\_\_\_\_

Number of Common Shares: \_\_\_\_\_

Travelport Worldwide Limited  
300 Galleria Parkway  
Atlanta, Georgia 30339

Ladies and Gentlemen:

The undersigned proposes to have the restrictive transfer legend[s] removed from the above listed Common Shares (the "Shares") of Travelport Worldwide Limited (the "Company"), pursuant to Rule 144 under the Securities Act of 1933 ("Rule 144"). The undersigned hereby makes the following representations and warranties, all of which are true and complete, and upon which the Company and its legal counsel may rely in assisting in the proposed removal of the restrictive transfer legends from the Shares:

11. The undersigned has read and understands the relevant portions of Rule 144 and will comply with its requirements.
12. The undersigned has sold the Shares pursuant to Rule 144.
13. In connection with the transaction to which this letter relates, the undersigned is not acting in concert with any other person for the purpose of selling Company securities.
14. The undersigned acquired the Shares from the Company (or from an "affiliate" of the Company, as defined in Rule 144(a)(1) ("Affiliate"), in a transaction not involving a public offering, or the Shares otherwise constitute "restricted securities" as defined in Rule 144(a)(3).
15. The Company is, and has been for at least 90 days prior to the date hereof, subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934.
16. The Shares were not initially issued by an issuer with no or nominal operations or assets as described in Rule 144(i)(1), except as otherwise provided in Rule 144(i)(2).
17. Neither the undersigned nor any person described in Rule 144(a)(2) is an Affiliate of the Company or has been an Affiliate of the Company at any time during the three months immediately preceding the date hereof.
18. The undersigned acquired and, if purchased, fully paid for the Shares at least six months prior to the date hereof, computed in accordance with Rule 144(d) and has held an economic interest therein since such acquisition.

19. The undersigned authorizes the Company and its legal counsel, if it deems appropriate, to communicate with the transfer agent in connection with the removal of the transfer legends from the Shares.
20. The undersigned has carefully read and fully understands the representations and warranties made in this letter. The undersigned understands that any misrepresentation in this letter may result in a violation of Federal and/or state securities laws.
21. The transfer agent for the Company's common shares and the Company's legal counsel may rely on this letter as though it were addressed to such transfer agent or legal counsel.

Sincerely,

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Dated

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Signature

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Print Name and Title