

**TRIPADVISOR, INC.**

**COMPENSATION COMMITTEE  
AND SECTION 16 COMMITTEE CHARTER**

**I. Purpose**

The Compensation Committee and Section 16 Committee (jointly, the “Committees”) is appointed by the Board of Directors (the “Board”) of TripAdvisor, Inc. (the “Company”) to discharge certain of the Board’s responsibilities relating to (i) compensation of each of the Company’s “officers,” as such term is defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), of the Company (collectively, the “Executive Officers”); (ii) administration of the Company’s stock plans, as set forth below; and (iii) compensation of the members of the Board. The Section 16 Committee is appointed by the Board solely to discharge the responsibilities of the Board related to Rule 16b-3 under the Exchange Act.

**II. Membership and Meetings of the Committees**

The members of the Committees shall be appointed and may be replaced by the Board with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Committees. Any vacancy on the Committees, occurring for whatever reason, may be filled only by the Board.

Each Committee may form and delegate authority to subcommittees as it deems appropriate. The Committees shall meet, in person or telephonically, as often as necessary to carry out their responsibilities and may conduct joint meetings, if desirable.

Each member of the Compensation Committee shall meet the independence requirements under The NASDAQ Stock Market, Inc. Marketplace Rules, as the same may be amended from time to time (the “Nasdaq Rules”), including any enhanced independence requirements under the Nasdaq Rules related to compensation committee members (except to the extent that the Company has chosen to avail itself to the exemption from the independence requirements permitted by such rules).

The Compensation Committee shall consist of no fewer than two members. The members of the Compensation Committee shall qualify as “outside” directors within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

The Section 16 Committee shall consist of no fewer than two members. The members of the Section 16 Committee shall qualify as “non-employee” directors within the meaning of Rule 16b-3 of the Exchange Act.

### **III. Compensation Committee Responsibilities and Authority**

1. Except as specifically reserved to the Section 16 Committee, the Compensation Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Executive Officers:
  - (a) annual base salary and annual incentive compensation ;
  - (b) any employment agreement or severance arrangement;
  - (c) any change-in-control agreement or change-in-control provision; and
  - (d) any special or supplemental compensation, including the perquisites provided during and after employment other than those pursuant to an overall company plan.

The CEO shall not be present during any Compensation Committee deliberations or voting with respect to his or her compensation.

3. The Compensation Committee shall oversee the Company's compliance with the requirement under the Nasdaq Rules that, with limited exceptions, stockholders approve equity compensation plans.
4. Except for such matters expressly delegated by the Compensation Committee to the Section 16 Committee, the Compensation Committee shall be responsible for administering the Company's equity compensation plans and granting awards under such stock plans. The Committee will recommend adjustments, as determined, in line with Company philosophy and competitive practices to the full Board for approval.
5. The Compensation Committee shall, as and when required, establish performance goals with respect to compensation to be paid to Executive Officers and, to the extent necessary, certify, based on a review of supporting materials provided by management, that performance goals have been attained for purposes of Section 162(m) of the Code.

### **IV. Section 16 Committee Responsibilities and Authority**

The Section 16 Committee shall, as and when required, approve all matters governed by Rule 16b-3 under the Exchange Act. The CEO shall not be present during any Section 16 Committee deliberations or voting with respect to his or her equity compensation.

## V. Responsibilities and Authority of Both Committees

1. The Committees shall review and discuss with management the Company's proposed disclosures to be included in the "Compensation Discussion and Analysis" (the "CD&A") section of the Company's proxy statements, and based on such review and discussion, make a recommendation to the Board regarding the inclusion of the CD&A in the Company's proxy statements.
2. The Committees shall review and approve the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the U.S. Securities and Exchange Commission.
3. The Committees shall review and discuss annually with management the risks arising from the Company's compensation philosophy and practices to determine whether they encourage unnecessary risk taking and to evaluate compensation policies and practices that could mitigate such risks.
4. The Committees shall periodically review the form and amount of compensation to be paid to the non-employee directors of the Company, including compensation for service on the Board and/or on committees of the Board, which may include additional compensation for committee chairs. The Committee will recommend adjustments, as determined, in line with Company philosophy and competitive practices to the full Board for approval.
5. The Committees shall review and evaluate, on a periodic basis, the Company's stock ownership guidelines for directors and executive officers and recommend any modifications to such guidelines to the Board for approval.
6. The Committees may, in its sole discretion, retain or obtain advice of compensation consultants, independent legal counsel and/or other advisors to be used for the purpose of assisting the Committees in their evaluation of Executive Officer compensation. If the Committees elect to retain a consultant, legal counsel or advisor, the Committees shall be directly responsible for the appointment, compensation and oversight of the work of any consultant, legal counselor or other advisor. The Committees shall have the sole authority to terminate such consultant, counsel and/or advisor and to approve the fees and the other terms and conditions of such retention. Before selecting or receiving advice from any such consultant, legal counsel and advisors, the Committees shall assess the independence of such consultant, legal counsel and advisors in accordance with the Nasdaq Rules. Nothing herein shall require that any consultant, legal counsel or advisor be independent, only that the Committees consider the factors enumerated by the Nasdaq Rules before selecting, or obtaining advice from, such consultant, counsel or advisor. The Company must provide the appropriate funding, as determined by the Committees, for payment of reasonable

compensation to a compensation consultant, legal counsel or advisor retained by the Committees.

5. The Committees shall oversee the Company's compliance with the rules and regulations under the Exchange Act regarding advisory votes on executive compensation and the frequency of such votes.
6. The Committees shall review and assess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board.
7. The Committees shall make regular reports to the Board.
8. The Committees shall be responsible for other compensation matters as from time to time may be directed by the Board.