



# NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

There shall be a committee of the Board of Directors (the "Board") of The Priceline Group Inc. (the "Company") to be known as the Nominating and Corporate Governance Committee (the "Committee"), with the purpose, membership, structure, operations, responsibilities, resources, and authority, as follows:

## A. Purpose

The purpose of the Committee is to: (1) consider and report periodically to the Board on matters relating to the identification, selection and qualification of Board members and candidates nominated to the Board, including the evaluation of the independence of Board members and candidates; (2) implement and oversee a process to assess board effectiveness; (3) recommend and, with the Board, develop and implement the Board's corporate governance principles, guidelines and practices; and (4) advise and make recommendations to the Board on corporate governance matters. The Committee shall also have such other duties as may from time to time be assigned to it by the Board. The Committee will fulfill these responsibilities by carrying out the activities identified in Section C of this Charter.

## B. Membership, Structure, and Operations

The Committee shall consist solely of "independent directors" in accordance with the Board's Corporate Governance Principles and all applicable listing standards, laws, rules and regulations, including the rules of The NASDAQ Stock Market LLC ("NASDAQ"), the Securities Exchange Act of 1934 (the "Exchange Act"), and the rules and regulations of the Securities and Exchange Commission (the "SEC") (taking into account such additional independence requirements specific to membership on the Committee as may be required). To the extent applicable, the composition of the Committee shall comply with the NASDAQ marketplace rules, the Exchange Act and any rules and regulations of the SEC.

The members of the Committee shall be appointed by the Board, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

The Board shall designate one member of the Committee as its chairperson. The chairperson shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, approving agendas and making regular reports to the Board. The chairperson shall preside at meetings of the Committee (or in his or her absence, such other member as designated by the Committee). The Committee shall meet at least twice a year at regularly scheduled times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

## C. Responsibilities

The Committee shall:

1. Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and to select, or recommend to the Board, the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. Evaluate the performance of incumbent directors from time to time and when

considering re-nomination for election to the Board. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In selecting or recommending candidates, the Committee shall take into consideration the criteria approved by the Board and such other factors as it deems appropriate in the context of the needs of the Board, including diversity of viewpoints, background, experience and other demographics (such as racial and gender diversity). The Committee is committed to actively seeking out highly qualified women and individuals from minority groups to include in the pool from which the Board nominees are chosen. The Committee shall consider all candidates recommended by the Company's stockholders in accordance with the procedures set forth in the Company's annual proxy statement, By-Laws, the Corporate Governance Principles and any Stockholder Communications Policy maintained by the Company from time to time. The Committee may consider candidates proposed by management, but is not required to do so.

2. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
3. Assess whether candidates to join the Board would be "independent" under applicable listing standards, laws, rules and regulations. Review information provided by directors in response to the annual Directors & Officers Questionnaire regarding directors' relationships with the Company and other relevant information to evaluate, at least annually, each Board member's "independence" and make recommendations for Board approval regarding determination of each member's "independence" status consistent with then-applicable listing standards, laws, rules and regulations.
4. At least annually, review each director's director-education activities during the previous 12-month period and make such director-education recommendations to individual directors as the Committee may deem necessary or appropriate.
5. Establish procedures to receive prompt notification of changes in a director's circumstances that may affect his or her qualifications or independence as a director and review such information and make recommendation as deemed appropriate.
6. At least annually, review and concur on a succession plan, developed by management, addressing the policies and principles for selecting a successor to the Chief Executive Officer, both in an emergency situation and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors.
7. Regularly evaluate and, to the extent deemed necessary or appropriate, recommend to the Board any modifications or enhancements to the Board's Corporate Governance Principles, and review and consider the effectiveness of the Corporate Governance Principles at least once a year.
8. Review, at least annually, the Company's Code of Conduct and Stockholder Communications Policy and their effectiveness and, if appropriate, make recommendations for Board approval with respect to modifications or enhancements thereto.
9. Review stockholder proposals and recommend responses to such proposals to the Board, or, if appropriate, refer such proposals to the relevant committee of the Board for consideration.

10. Recommend to the Board whether to accept or reject a director resignation, or take other action, when a director fails to receive a majority vote as specified under the Company's By-Laws and Corporate Governance Principles.
11. From time to time, make recommendations to the Board concerning the size, structure and composition of the Board and its committees.
11. At least annually, make a preliminary determination of the officers of the Company who should be designated "executive officers" for purposes of Section 16 of the Exchange Act and recommend that the Board approve such preliminary determination.
12. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.
13. Report to the Board on a regular basis, as necessary.
14. The Chairperson of the Committee will design and oversee a process for the Board to conduct a self-evaluation and will be responsible for execution of the self-evaluation.
15. Conduct and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter.
16. Review and reassess the adequacy of this Charter on an annual basis and recommend any changes to the full Board of Directors.
17. Perform any other activities consistent with this Charter, the Company's corporate governance documents and applicable listing standards, laws, rules and regulations as the Committee or the Board deems necessary or appropriate.

#### **D. Resources and Authority**

The Committee may, in its discretion, and subject to applicable listing standards, laws, rules and regulations, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee, consisting of one or more of its members.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

Adopted: February 2, 2017