



## COMPENSATION 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 Compensation Committee ("Committee") with the purpose, membership, structure, operations, responsibilities, resources, and authority, as follows:

### A. Purpose

The purpose of the Committee is to discharge the Board's responsibilities relating to compensation of the Company's executive officers and to produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC"). The Committee also has the responsibility to manage and oversee the Company's employee benefits plans, including its equity incentive plans and awards (and to act as the administrator of such plans), as well as such other responsibilities as may be assigned to it from time to time by the Board. The Committee shall be the Board committee with primary responsibility for evaluating and managing risks related to the Company's compensation programs. The Committee will fulfill these responsibilities by carrying out the activities identified by Section C of this Charter.

### B. Membership, Structure, and Operations

The Committee shall consist solely of "independent directors" in accordance with the Company'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 SEC (taking into account such additional independence requirements specific to membership on the Committee as may be required). The composition of the Committee shall comply with the NASDAQ marketplace rules, the Exchange Act and any rules and regulations of the SEC. Committee members shall qualify as "non-employee directors" for the purposes of Rule 16b-3 under the Securities Exchange Act as amended. The Committee shall also consist of at least two directors who qualify as "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code.

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.

The Committee may invite such members of management to its meetings as it deems appropriate. Neither the Company's Chief Executive Officer ("CEO") nor any director who is not "independent" under applicable listing standards, laws, rules and regulations may be present during any deliberations and voting of the Committee to determine the compensation of the CEO.

## C. Responsibilities

The Committee shall:

1. In consultation with senior management, establish the Company's general compensation philosophy, and oversee the development and implementation of compensation programs and the implementation of employee benefit plans.
2. Review and approve the selection of the Company's peer group for executive officer compensation purposes.
3. Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and set, or recommend to the Board for determination, the CEO's compensation level based on this evaluation. In determining or recommending the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
4. Evaluate the performance of the Company's executive officers (other than the CEO) and set or recommend to the Board for determination the annual compensation, including salary, bonus, and equity and non-equity incentive compensation, for such executive officers, in consultation with the CEO.
5. Review and approve employment agreements and other compensatory arrangements between the Company and any executive officer.
6. At least annually, review and concur on succession plans, developed by management, with respect to senior management personnel (other than the CEO, which is the responsibility of the Nominating and Corporate Governance Committee), addressing the policies and principles for selecting successors to such senior management personnel, 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. Review and approve severance, separation or similar termination payments proposed to be made to any executive officer.
8. Oversee and, as deemed necessary or appropriate, make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, and any individual director or executive officer compensation plans; oversee the activities of management and management committees responsible for implementing and administering these plans (to the extent not administered by the Committee); and discharge any responsibilities imposed on, or permitted to, the Committee with respect to these plans, including approving the grant of equity awards and similar discretionary awards.
9. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing and determining the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when desired, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.

10. Review and assess on an annual basis potential risk to the Company from its compensation programs and policies, including incentive compensation plans and equity-based plans, and any individual director or executive officer compensation plans.
11. Review and discuss with management the Company's Compensation Discussion & Analysis ("CD&A"), and recommend to the Board whether the CD&A be included in the Company's annual report and proxy statement. As part of this review, the Committee shall consider the results of the most recent relevant stockholder advisory votes regarding executive compensation and shall also review submissions to stockholders on executive compensation matters, including proposals related to the frequency of such votes.
12. Produce and provide to the Board an annual Compensation Committee Report for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
13. 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.
14. Review and reassess the adequacy of this Charter on an annual basis and recommend any changes to the full Board.
15. Periodically review, and make recommendations to the Board regarding, the compensation program for non-employee directors.
16. 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. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (i) "non-employee directors" for the purposes of Rule 16b-3 under the Exchange Act, and (ii) "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code. In addition, to the extent allowed under applicable law and subject to any policies or restrictions established by the Committee or the Board, the Committee may delegate to management certain responsibilities related to administration of the Company's equity incentive plans, including the ability to approve equity awards to non-executive officer employees.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, oversee, obtain advice from and approve the fees and other retention terms of compensation consultants, legal counsel or other experts or advisors, as it deems appropriate, without seeking approval of the Board or management. With respect to compensation consultants retained to assist in the evaluation of director, CEO or executive officer compensation, this authority shall be vested solely in the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other expert or advisor retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to compensation consultants, legal counsel or other experts or advisors retained by the Committee. The Committee may select, or receive advice from compensation consultants, legal counsel or other experts or advisors (other than in-house legal counsel) only

after taking into consideration the factors required by applicable laws and regulations, including the rules of NASDAQ and the SEC.

Adopted: February 2, 2017