

RESPONSIBILITIES OF THE CHAIRPERSON

The Chairperson of The Priceline Group Inc. (the "Company") Board of Directors (the "Board") should be "independent" in accordance with the Company's Corporate Governance Guidelines and all applicable listing standards, laws, rules and regulations, including the rules of The NASDAQ Stock Market LLC, the Securities Exchange Act of 1934, and the rules and regulations of the Securities and Exchange Commission (the "Independence Criteria"), unless a Lead Independent Director has been appointed by the independent directors of the Board.

In addition to the duties, responsibilities and powers set forth from time to time in the Company's By-Laws, the following are the responsibilities of the Chairperson of the Company's Board:

1. Preside at meetings of the Board and the stockholders.
2. If no other director has been appointed as the Lead Independent Director and the Chairperson meets the Independence Criteria, serve as the Lead Independent Director.
3. Set the Board's agenda in consultation with the Lead Independent Director and Chief Executive Officer ("CEO"), and lead Board meetings.
4. Lead and manage the business of the Board; provide clear direction and focus for the activities of the Board.
5. Consult regularly with the Lead Independent Director and the CEO on matters pertinent to the Company and the Board, and as appropriate, discuss with the Lead Independent Director and the CEO issues arising in connection with meetings and executive sessions of the independent directors of the Board.
6. Review with the chairpersons of the committees of the Board issues arising in connection with committee meetings.
7. Participate with the Board and the CEO in determining the Company's strategic direction. Ensure that the Board's agenda includes periodic discussion of major strategic issues.
8. Provide input to the Compensation Committee regarding the performance of the CEO and to the Nominating and Corporate Governance Committee regarding the performance of directors and new candidates to join the Board.
9. Develop a close and effective working relationship with the CEO; consult regularly with the CEO and be available to provide advice and support as required.
10. Together with the CEO, welcome director nominees who have been newly elected to join the Board.
11. While it is generally the responsibility of management to speak for the Company, on a case by case basis and where appropriate, if requested by major stockholders, be available for consultation and direct communication with such stockholders.