

RESPONSIBILITIES OF THE LEAD INDEPENDENT DIRECTOR

The Lead Independent Director of The Priceline Group Inc. (the "Company") Board of Directors (the "Board") must be "independent" 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, the Securities Exchange Act of 1934, and the rules and regulations of the Securities and Exchange Commission.

The following are the responsibilities of the Lead Independent Director of the Board:

1. Serve as Chairperson of all meetings of the Board at which the Board Chairperson is not present, including all meetings and executive sessions of the independent directors of the Board.
2. Call, set the agenda for, and lead the meetings and executive sessions of the independent directors of the Board.
3. Serve as the principal liaison between the independent directors of the Board and the Board Chairperson and the Chief Executive Officer ("CEO").
4. Provide leadership to the Board if circumstances arise in which the Board Chairperson may have or may be perceived to have, a conflict of interest.
5. From time to time as the Lead Independent Director deems necessary or appropriate, consult with the Board Chairperson and the CEO as to the quality, quantity and timeliness of the flow of information from management that is necessary for the independent directors of the Board to perform their duties effectively.
6. Consult with the Board Chairperson and the CEO regarding the agenda for Board meetings.
7. From time to time as the Lead Independent Director deems necessary or appropriate, consult with the Board Chairperson and the CEO regarding Board meeting schedules to assure that there is sufficient time for discussion of all Board agenda items.
8. From time to time as the Lead Independent Director deems necessary or appropriate, together with the CEO and the Board Chairperson, recommend to the Nominating and Corporate Governance Committee directors for committee assignments.
9. Consult regularly with the Board Chairperson and the CEO on matters pertinent to the Company and the Board and, as appropriate, discuss with the Board Chairperson and the CEO issues arising in connection with meetings and executive sessions of the independent directors of the Board.



10. 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.
11. Authorize the retention of outside advisors and consultants who report directly to the Board.
12. Serve as the Board Chairperson on an interim basis in the event of the death or disability of the Board Chairperson.
13. Together with the Chairperson of the Nominating and Corporate Governance Committee, Board Chairperson, CEO and the Company's General Counsel, oversee the implementation of the Company's Corporate Governance Principles.
14. Perform such other duties as the Board may from time to time delegate to the Lead Independent Director to assist the Board in the fulfillment of its responsibilities.

In performing the duties described above, the Lead Independent Director is expected to consult with the chairpersons of the appropriate board committees as needed, and nothing herein shall be construed to limit or constrain the authority of any Board committee with respect to its areas of responsibility.