



CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Purpose

The purpose of the Corporate Governance Committee (the "Committee") is to: (1) consider and report periodically to the Board of Directors (the "Board") of Booking Holdings Inc. (the "Company") 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 the Board's 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 and sustainability matters. The Committee will 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 will 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 ("Nasdaq"), the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") (taking into account other Committee composition requirements and such additional independence requirements specific to membership on the Committee as may be required).

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

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

C. Responsibilities

The Committee will:

1. Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and 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 will recommend to the Board an individual to fill such vacancy either through appointment by the Board or election by stockholders. In selecting or recommending candidates, the Committee will 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 gender diverse individuals and individuals from other underrepresented groups to include in the pool from which the Board nominees are chosen. The Committee will consider 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 recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee will 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. Evaluate, at least annually, each Board member's "independence" through a review of relevant information, including as provided by directors in response to the annual Directors & Officers Questionnaire regarding directors' relationships with the Company, 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 such director's qualifications or independence as a director and review such information and make recommendations 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. The Committee will present the succession plan to the Board for its review and concurrence.

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, at least annually, the effectiveness of the Corporate Governance Principles (including the Stock Ownership Guidelines).
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 of any modifications or enhancements.
9. Review, at least annually, the Company's Political Contributions Policy, and, if appropriate, recommend to the Board any modifications and enhancements, and review, at least semi-annually, the Company's policies and practices regarding political contributions and expenditures.
10. 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.
11. 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.
12. Review, from time to time, emerging corporate governance issues and practices, including proxy advisory firm policies, and, if appropriate, report to the Board on such matters.
13. Review committee assignments annually and, as appropriate, make recommendations to the Board concerning the size, structure, and composition of the Board and its committees.
14. Review, at least annually, the Company's policies and practices relating to sustainability, including environmental, social, and governance matters other than those delegated to another committee of the Board, and report to the Board on such matters.
15. At least annually, make a preliminary determination of the officers of the Company who should be designated "executive officers" for purposes of both Section 16 and Rule 3b-7 of the Exchange Act and recommend that the Board approve such preliminary determination.
16. Review the disclosure prepared by management for the Company's annual proxy statement regarding the operations of the Committee.

17. Review the Company's annual sustainability report, any climate transition plan, and related sustainability materials proposed by management.
18. Conduct and review with the Board an annual performance evaluation of the Committee, which evaluation will compare the performance of the Committee with the requirements of this Charter. The chair of the Committee will also design and oversee a process for the Board to conduct a self-evaluation and will be responsible for the Board's completion thereof.
19. Review and reassess the adequacy of this Charter on an annual basis and recommend any changes to the Board.
20. 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 or other members of the Board it deems appropriate.

The Committee will 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 will be vested solely in the Committee.

The Company will provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:

1. Compensation of any advisers employed by the Committee; and
2. Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Any communications between the Committee and legal counsel while obtaining legal advice will be privileged communications of the Company, and the Committee and the Company will take reasonable steps to preserve the privileged nature of those communications.

Updated: October 20, 2022