



TALENT AND COMPENSATION COMMITTEE CHARTER

A. Purpose

The purpose of the Talent and Compensation Committee (the "Committee") is to discharge the responsibilities of the Board of Directors (the "Board") of Booking Holdings Inc. (the "Company") 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 U.S. Securities and Exchange Commission (the "SEC"). The Committee also has the responsibility to manage and oversee the Company's employee benefit 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 from time to time by the Board. The Committee is responsible for overseeing the Company's human capital management efforts and related disclosure, including management and the Board's efforts to promote diversity, inclusion, and belonging at the Company. The Committee will 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 will consist of at least three directors, each of whom will qualify as an "independent director" in accordance with the Board's [Corporate Governance Principles](#) (taking into account other Committee composition and such additional independence requirements as may be required). Committee members will qualify as "non-employee directors" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

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.

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 will:

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 annual compensation, including salary, bonus, and equity and non-equity incentive compensation based on this evaluation. In determining or recommending the long-term incentive component of CEO compensation, the Committee will consider the CEO's performance, the Company's performance, and alignment of compensation with value provided to stockholders, such as relative total stockholder return, the value of similar incentive awards to CEOs at peer companies, awards given to the CEO in past years, the design and composition of potential awards, and any other factors the Committee deems appropriate.
4. Evaluate the performance of the Company's executive officers as defined by Rule 3b-7 of the Exchange Act (other than the CEO) ("Executive Officers") and, in consultation with the CEO, 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.
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 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, and periodically review the Company's Termination Pay Policy.

8. Review and approve, and oversee the Company's policies with respect to, any recovery or "clawback" of compensation.
9. Oversee the Company's guidelines related to Rule 10b5-1 trading plans.
10. 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 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.
11. 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 director or executive officer compensation plans.
12. 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 proxy statement. As part of this review, the Committee will consider the results of the most recent relevant stockholder advisory votes regarding executive compensation and related matters and will also review submissions to stockholders on executive compensation matters, including proposals related to the frequency of such votes, or proposals from stockholders relating to these matters.
13. Produce and provide to the Board an annual Talent and Compensation Committee Report for inclusion in the Company's proxy statement in accordance with applicable SEC rules and regulations.
14. At least annually, review the Company's policies, programs, and initiatives related to human capital management within the Company's workforce, including with respect to promoting diversity, inclusion, and belonging, Company culture, employee engagement, and talent recruitment, development, and retention.
15. 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.
16. Review and reassess the adequacy of this Charter on an annual basis and recommend any changes to the Board.
17. Periodically review, and make recommendations to the Board regarding, the compensation program for non-employee directors.

18. 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 "non-employee directors" for the purposes of Rule 16b-3 under the Exchange Act. 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 will 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. The Committee will have sole authority to retain compensation consultants to assist in the evaluation of director, CEO, or executive officer compensation. The Committee will 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 will provide appropriate funding, as determined by the Committee, for payment of:

1. Compensation to compensation consultants, legal counsel, or other experts or advisors retained by the Committee; and
2. Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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 The Nasdaq Stock Market and the SEC. 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.

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