Form **8937**(December 2017) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part I Reporting	lssuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
				0/ 1520103
Booking Holdings Inc. 3 Name of contact for add	ditional information	4 Telephor	ne No. of contact	06-1528493 5 Email address of contact
J Warne or contact for ad-		1 Totophor	10 110, 01 00111201	
Douglas Tropp			203-604-3264	Douglas.Tropp@Bookingholdings.com
6 Number and street (or F	P.O. box if mail is not	delivered to	street address) of contact	7 City, town, or post office, state, and ZIP code of contact
800 Connecticut Avenue		0.01	- Mination and also adation	Norwalk, CT 06854
8 Date of action		9 Class	sification and description	
March 7, 2024		0.75% C	onvertible Senior Notes due N	lay 2025
10 CUSIP number	11 Serial number		12 Ticker symbol	13 Account number(s)
09857LAN8	ISIN US0985	7LAN82	BKNG	
Part II Organization	onal Action Atta	ch additiona	Il statements if needed. See	back of form for additional questions.
				against which shareholders' ownership is measured for
the action ► See Ap	pendix A attached	hereto.		
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45 Describe the grantite	tive offect of the eve	anizational ao	tion on the basis of the security	in the hands of a U.S. taxpayer as an adjustment per
15 Describe the quantita share or as a percent				in the hands of a 0.5. taxpayer as an adjustment per
onaro or ao a poroona	3	ee Appendix	A attached hereto	
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16 Describe the calculati	on of the change in l	hasis and the	data that supports the calculation	on, such as the market values of securities and the
valuation dates ► See			data trial supports the support	
300	2 Appendix A dituel	ica ricioto		
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Part		Organizational Action (continued)			
			s) and subsection(s) upon which the tax tre	eatment is based ▶	Section 305(c)
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18	Can any	resulting loss be recognized?▶ This is	not a loss transaction.		
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19	Provide	any other information necessary to implen	nent the adjustment, such as the reportabl	e tax year ► The re	portable tax year for this
conve	rsion r	ate adjustment is 2024 for a calendar yea	ar taxpayer		
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=	Unde	r penalties of periupy I declare that I have exam	nined this return, including accompanying scheo	dules and statements.	and to the best of my knowledge and
	belie	, it is true, correct, and complete. Declaration of	preparer (other than officer) is based on all inform	mation of which prepa	rer has any knowledge.
Sign			13.	101	101
Here	.	ature Susana De	mie	Date ▶ 0/8/	34
	Joigne	nure -		-1-1	
	Print	your name ► Susana DEmic		Title ► CAO	
Deid		Print/Type preparer's name	Preparer's signature	Date	Check if PTIN
Paid					self-employed
-	arer	Firm's name ▶			Firm's EIN ▶
use	Only	Firm's address			Phone no.
Send	Form 89		o: Department of the Treasury, Internal Re	venue Service, Ogo	den, UT 84201-0054

Booking Holdings Inc. Appendix A to Form 8937 March 7, 2024 Conversion Rate Adjustment

Booking Holdings Inc. (NASDAQ: BKNG) (the "Company") has outstanding 0.75% Convertible Senior Notes due May 2025 (the "2025 Notes"). The 2025 Notes are convertible, at the option of the holders, prior to November 1, 2024, into shares of the Company's common stock at a current conversion price of \$1,877.23 per share (the "Common Stock"). The terms of the 2025 Notes include antidilutive protections that provide for an increase in the number of shares of Common Stock issued by the Company upon conversion of the 2025 Notes in the event of quarterly cash dividends on the Common Stock. This increase in the conversion rate on the 2025 Notes shall occur on the exdividend date for quarterly cash dividends paid on the Common Stock.

Administrative guidance promulgated under Section 6045B of the United States ("U.S.") Internal Revenue Code (the "Code") provides that, if a company pays a cash dividend with respect to its stock that results in a conversion rate adjustment on a convertible debt instrument that is treated as a deemed distribution under Section 305(c) of the Code, an information return on Form 8937, Report of Organizational Actions Affecting Stock Basis of Securities, must be filed with the Internal Revenue Service or, in lieu of filing, posted to the company's public website.

The information contained in the attached Form 8937 and this Appendix A is intended to satisfy the Company's public reporting requirements and is intended to provide only a general summary of certain U.S. federal income tax consequences of the conversion rate adjustment. Such information is not intended to be a complete analysis or description of all potential deferral or other tax consequences of the conversion rate adjustment. You should consult your own tax advisor to determine the particular federal, state, local or foreign income, reporting or other tax consequences of the conversion rate adjustment applicable to you.

Line 14 - Description of the Organizational Action

On February 16, 2024 the Company declared a quarterly cash dividend of \$8.75 per share with respect to its Common Stock payable on March 28, 2024 to shareholders of record as of the close of business on March 8, 2024. The resulting conversion rate increase caused a deemed distribution to holders of the 2025 Notes under Section 305(c) of the Code effective March 7, 2024.

Line 15 - Description of the Quantitative Effect of the Organizational Action

Effective on March 7, 2024, the conversion rate on the 2025 Notes increased from 0.5301 shares of Common Stock per \$1,000 principal (the conversion rate as of the 2025 Notes Indenture dated April 14, 2020) to 0.5315 shares of Common Stock per \$1,000 principal of 2025 Notes held. The Section 305(c) deemed distribution to holders of the 2025 Notes that resulted from the conversion rate change increased the basis of the 2025 Notes by \$4.7992 per \$1,000 principal of the 2025 Notes held.

Line 16 - Description of Calculation of the Change

The calculation of the adjusted conversion rate per \$1,000 principal amount of the 2025 Notes held is set forth below.

$$CR_1 = CR_0 (0.5301) \times \frac{SP (\$3,428.03)}{SP (\$3,428.03) - D (\$8.75)} = 0.5315$$

 $\mathbf{BA} = \mathbf{SP} (\$3,428.03) * [\mathbf{CR_1} (0.5315) - \mathbf{CR_0} (0.5301)] = \$4.7992 \text{ per } \$1,000 \text{ of principal amount}$

 $\mathbf{CR_1}$ = the Conversion Rate in effect immediately after the Open of Business on such Ex-Dividend Date or the Open of Business on such effective date, as applicable (calculated immediately after the Open of Business on March 7, 2024). $\mathbf{CR_0}$ = the Conversion Rate in effect immediately before the Open of Business on the Ex-Dividend Date for such dividend or distribution (calculated before the Open of Business on March 7, 2024).

SP = the Last Reported Sale Price per share of Common Stock on the Trading Day immediately before such Ex-Dividend Date (calculated as of March 6, 2024).

D = the cash amount distributed per share of Common Stock in such dividend or distribution.

(December 2017) Department of the Treasury Internal Revenue Service Part I Reporting Issuer

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

1 Issuer's name		2 Issuer's employer identification number (EIN)
I Issuel S Hallio		_
ooking Holdings Inc.		06-1528493
Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
ouglas Tropp	203-604-3264	Douglas.Tropp@Bookingholdings.com
Number and street (or P.O. box if mail is no	t delivered to street address) of contact	7 City, town, or post office, state, and ZIP code of contact
		Norwalk, CT 06854
00 Connecticut Avenue	9 Classification and description	Norwalk, C1 00034
Date of action		
une 7, 2024	r(s) 0.75% Convertible Senior Notes due N 12 Ticker symbol	May 2025 13 Account number(s)
CUSIP number 11 Serial numbe	r(s) 12 Ticker symbol	16 Account Hamber(e)
098 57LAN8 ISIN US098	57LAN82 BKNG	
Organizational Action Atta	ach additional statements if needed. See	back of form for additional questions.
Describe the organizational action and, if	applicable, the date of the action or the date	against which shareholders' ownership is measured for
the action ► See Appendix A attached		
See Appendix Control		
Describe the quantitative effect of the or share or as a percentage of old basis ►	ganizational action on the basis of the security See Appendix A attached hereto.	in the hands of a U.S. taxpayer as an adjustment per
	GGG . GP	
6 Describe the calculation of the change in	n basis and the data that supports the calculat	tion, such as the market values of securities and the
valuation dates ► See Appendix A atta		
V		
		Cat. No. 37752P Form 8937 (12-20

Pa	rt II	C	rganizational Action	(continued)					
17			pplicable Internal Revenue		s) and subsection(s) up	on which the tax tr	eatment	is based ▶	Section 305(c)
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18	Car	any	resulting loss be recognized	d?▶ This is i	not a loss trans act ion				
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19	Pro	vide a	ny other information neces	ssary to implem	ent the adjustment, su	ch as the reportabl	e tax ye	ar ▶ The re	portable tax year for this
con	versi	оп га	e adjustment is 2024 for	a calendar yea	ar taxpayer.				
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		Under	penalties of periury. I declare	that I have exam	ined this return, including	accompanying sche	dules and	statements,	and to the best of my knowledge and
		belief,	it is true, correct, and complete	e. Declaration of	preparer (other than office	r) is based on all infor	mation of	which prepa	rer has any knowledge.
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Hei			ure Susana	179	me		Date ▶	10/21	24
110		Signat	ure Victoria	DU	ine		Date	10/0/	01
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_		Print y	our name ► Susana DEmic		lo		Title ▶	CAO	DTW
Pa	id		Print/Type preparer's name		Preparer's signature		Date		Check if PTIN
	epai	er							self-employed
	e O		Firm's name						Firm's EIN ▶
US	- U	· · · y	Firm's address ▶						Phone no.
Sen	d For	m 89	37 (including accompanying	g statements) t	o: Department of the T	reasury, Internal Re	venue S	Service, Ogo	en, UT 84201-0054
									-

Booking Holdings Inc. Appendix A to Form 8937 June 7, 2024 Conversion Rate Adjustment

Booking Holdings Inc. (NASDAQ: BKNG) (the "Company") has outstanding 0.75% Convertible Senior Notes due May 2025 (the "2025 Notes"). The 2025 Notes are convertible, at the option of the holders, prior to November 1, 2024, into shares of the Company's common stock at a current conversion price of \$1,877.23 per share (the "Common Stock"). The terms of the 2025 Notes include antidilutive protections that provide for an increase in the number of shares of Common Stock issued by the Company upon conversion of the 2025 Notes in the event of quarterly cash dividends on the Common Stock. This increase in the conversion rate on the 2025 Notes shall occur on the exdividend date for quarterly cash dividends paid on the Common Stock.

Administrative guidance promulgated under Section 6045B of the United States ("U.S.") Internal Revenue Code (the "Code") provides that, if a company pays a cash dividend with respect to its stock that results in a conversion rate adjustment on a convertible debt instrument that is treated as a deemed distribution under Section 305(c) of the Code, an information return on Form 8937, Report of Organizational Actions Affecting Stock Basis of Securities, must be filed with the Internal Revenue Service or, in lieu of filing, posted to the company's public website.

The information contained in the attached Form 8937 and this Appendix A is intended to satisfy the Company's public reporting requirements and is intended to provide only a general summary of certain U.S. federal income tax consequences of the conversion rate adjustment. Such information is not intended to be a complete analysis or description of all potential deferral or other tax consequences of the conversion rate adjustment. You should consult your own tax advisor to determine the particular federal, state, local or foreign income, reporting or other tax consequences of the conversion rate adjustment applicable to you.

Line 14 - Description of the Organizational Action

On May 2, 2024, the Company declared a quarterly cash dividend of \$8.75 per share with respect to its Common Stock payable on June 28, 2024 to shareholders of record as of the close of business on June 7, 2024. The resulting conversion rate increase caused a deemed distribution to holders of the 2025 Notes under Section 305(c) of the Code effective June 7, 2024.

Line 15 - Description of the Quantitative Effect of the Organizational Action

Effective on June 7, 2024, the conversion rate on the 2025 Notes increased from 0.5315 shares of Common Stock per \$1,000 principal (the conversion rate as of March 7, 2024) to 0.5327 shares of Common Stock per \$1,000 principal of 2025 Notes held. The Section 305(c) deemed distribution to holders of the 2025 Notes that resulted from the conversion rate change increased the basis of the 2025 Notes by \$4.5721 per \$1,000 principal of the 2025 Notes held.

Line 16 - Description of Calculation of the Change

The calculation of the adjusted conversion rate per \$1,000 principal amount of the 2025 Notes held is set forth below.

$$CR_1 = CR_0 (0.5315) \times \frac{SP (\$3.810.06)}{SP (\$3.810.06) - D (\$8.75)} = 0.5327$$

 $BA = SP (\$3,\$10.06) * [CR_1 (0.5327) - CR_0 (0.5315)] = \$4.5721 \text{ per }\$1,000 \text{ of principal amount}$

 CR_1 = the Conversion Rate in effect immediately after the Open of Business on such Ex-Dividend Date or the Open of Business on such effective date, as applicable (calculated immediately after the Open of Business on June 7, 2024). CR_0 = the Conversion Rate in effect immediately before the Open of Business on the Ex-Dividend Date for such

CR_o = the Conversion Rate in effect immediately before the Open of Business on the Ex-Dividend Date for such dividend or distribution (calculated immediately before the Open of Business on June 7, 2024).

SP = the Last Reported Sale Price per share of Common Stock on the Trading Day immediately before such Ex-Dividend Date (calculated as of June 6, 2024).

D = the cash amount distributed per share of Common Stock in such dividend or distribution.

Form **8937**(December 2017) Department of the Treasury

Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Reporting Issuer 2 Issuer's employer identification number (EIN) 1 Issuer's name 06-1528493 Booking Holdings Inc. 5 Email address of contact 4 Telephone No. of contact 3 Name of contact for additional information Douglas.Tropp@Bookingholdings.com 203-604-3264 7 City, town, or post office, state, and ZIP code of contact 6 Number and street (or P.O. box if mail is not delivered to street address) of contact Norwalk, CT 06854 800 Connecticut Avenue 9 Classification and description 8 Date of action 0.75% Convertible Senior Notes due May 2025 September 6, 2024 13 Account number(s) 12 Ticker symbol 10 CUSIP number 11 Serial number(s) BKNG ISIN US09857LAN82 Organizational Action Attach additional statements if needed. See back of form for additional questions. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► See Appendix A attached hereto. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See Appendix A attached hereto. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See Appendix A attached hereto.

Pai	ત્તા ∥	Organ	izational Action (contin	nued)			
17			ble Internal Revenue Code se		upon which the tax tre	eatment is based >	Section 305(c)
	_						
18	Cana	any resultir	ng loss be recognized? ► <u>T</u>	his is not a loss tr ansacti	on.		
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19	Provi	ide any oth	ner information necessary to i	implement the adjustment.	such as the reportable	e tax vear ▶ The re	portable tax year for this
		-	ustment is 2024 for a calend				
COLIV	C1 3101	irrate daje	ISTITICAL IS 2024 FOR a careful	adi yadi tanpayani			
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	Ur	nder penalti	es of perjury, I declare that I have	e examined this return, includ	ing accompanying sched	ules and statements,	and to the best of my knowledge and
	be	elief, it is tru	e, correct, and complete. Declara	ation of preparer (other than of	ficer) is based on all inforn	nation of which prepa	rer has any knowledge.
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		_	Sugar DEmis			Title ► CAO	
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Seno	Form		address luding accompanying statem	ents) to: Department of the	e Treasury, Internal Rev	venue Service, Ogc	

Booking Holdings Inc. Appendix A to Form 8937 September 6, 2024 Conversion Rate Adjustment

Booking Holdings Inc. (NASDAQ: BKNG) (the "Company") has outstanding 0.75% Convertible Senior Notes due May 2025 (the "2025 Notes"). The 2025 Notes are convertible, at the option of the holders, prior to November 1, 2024, into shares of the Company's common stock at a current conversion price of \$1,877.23 per share (the "Common Stock"). The terms of the 2025 Notes include antidilutive protections that provide for an increase in the number of shares of Common Stock issued by the Company upon conversion of the 2025 Notes in the event of quarterly cash dividends on the Common Stock. This increase in the conversion rate on the 2025 Notes shall occur on the exdividend date for quarterly cash dividends paid on the Common Stock.

Administrative guidance promulgated under Section 6045B of the United States ("U.S.") Internal Revenue Code (the "Code") provides that, if a company pays a cash dividend with respect to its stock that results in a conversion rate adjustment on a convertible debt instrument that is treated as a deemed distribution under Section 305(c) of the Code, an information return on Form 8937, Report of Organizational Actions Affecting Stock Basis of Securities, must be filed with the Internal Revenue Service or, in lieu of filing, posted to the company's public website.

The information contained in the attached Form 8937 and this Appendix A is intended to satisfy the Company's public reporting requirements and is intended to provide only a general summary of certain U.S. federal income tax consequences of the conversion rate adjustment. Such information is not intended to be a complete analysis or description of all potential deferral or other tax consequences of the conversion rate adjustment. You should consult your own tax advisor to determine the particular federal, state, local or foreign income, reporting or other tax consequences of the conversion rate adjustment applicable to you.

Line 14 - Description of the Organizational Action

On July 31, 2024, the Company declared a quarterly cash dividend of \$8.75 per share with respect to its Common Stock payable on September 30, 2024 to shareholders of record as of the close of business on September 6, 2024. The resulting conversion rate increase caused a deemed distribution to holders of the 2025 Notes under Section 305(c) of the Code effective September 6, 2024.

Line 15 - Description of the Quantitative Effect of the Organizational Action

Effective on September 6, 2024, the conversion rate on the 2025 Notes increased from 0.5327 shares of Common Stock per \$1,000 principal (the conversion rate as of June 7, 2024) to 0.5339 shares of Common Stock per \$1,000 principal of 2025 Notes held. The Section 305(c) deemed distribution to holders of the 2025 Notes that resulted from the conversion rate change increased the basis of the 2025 Notes by \$4.5383 per \$1,000 principal of the 2025 Notes held.

Line 16 - Description of Calculation of the Change

The calculation of the adjusted conversion rate per \$1,000 principal amount of the 2025 Notes held is set forth below.

$$CR_1 = CR_0 (0.5327) \times \frac{SP (\$3,781.88)}{SP (\$3,781.88) - D (\$8.75)} = 0.5339$$

 $BA = SP (\$3,781.88) * [CR_1 (0.5339) - CR_0 (0.5327)] = \$4.5383 \text{ per } \$1,000 \text{ of principal amount}$

CR₁ = the Conversion Rate in effect immediately after the Open of Business on such Ex-Dividend Date or the Open of Business on such effective date, as applicable (calculated immediately after the Open of Business on September 6, 2024).

CR₀ = the Conversion Rate in effect immediately before the Open of Business on the Ex-Dividend Date for such dividend or distribution (calculated immediately before the Open of Business on September 6, 2024).

SP = the Last Reported Sale Price per share of Common Stock on the Trading Day immediately before such Ex-Dividend Date (calculated as of September 5, 2024).

D = the cash amount distributed per share of Common Stock in such dividend or distribution.

Form **8937**(December 2017) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part I Repor	ting Issuer			•
1 Issuer's name				2 Issuer's employer identification number (EIN)
Booking Holdings In	ıc.			06-1528493
	for additional information	4 Telephor	ne No. of contact	5 Email address of contact
Douglas Tropp	-t (D O b ifil it		203-604-3264	Douglas.Tropp@Bookingholdings.com
6 Number and stree	et (or P.O. box if mail is not	delivered to	street address) of contact	7 City, town, or post office, state, and ZIP code of contact
800 Connecticut Ave	enue			Norwalk, CT 06854
8 Date of action		9 Clas	sification and description	j.co.co.co.c
December 6, 2024	44. 0. (1)		onvertible Senior Notes d	
10 CUSIP number	11 Serial number	(S)	12 Ticker symbol	13 Account number(s)
09857LAN8	ISIN US0985	71 AN82	BKNG	
				See back of form for additional questions.
			e date of the action or the c	date against which shareholders' ownership is measured for
the action ► <u>S</u>	ee Appendix A attached	hereto.		
				urity in the hands of a U.S. taxpayer as an adjustment per
snare or as a pe	ercentage of old basis \triangleright S	ee Appendix	A attached hereto.	
	Iculation of the change in to See Appendix A attach		data that supports the calc	ulation, such as the market values of securities and the

	e applicable Internal Revenue Code si	ection(s) and subsection(s) upon which the tax treatment is b	pased ► Section 305(c)
Can ar	ny resulting loss be recognized? ▶ The	his is not a loss transaction.	
		E C	
-			
Denvide	any other information and the		
Provide ersion r	any other information necessary to in ate adjustment is 2024 for a calendary	mplement the adjustment, such as the reportable tax year ▶ ar year taxpayer.	The reportable tax year for this
Provide ersion r	a any other information necessary to in rate adjustment is 2024 for a calend	mplement the adjustment, such as the reportable tax year ▶ ar year taxpayer.	The reportable tax year for this
Provide ersion r	e any other information necessary to in rate adjustment is 2024 for a calend	mplement the adjustment, such as the reportable tax year ▶ ar year taxpayer.	The reportable tax year for this
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Unde belief	ate adjustment is 2024 for a calendary at a calendary penalties of periory. I declare that I have	mplement the adjustment, such as the reportable tax year ar year taxpayer. The examined this return, including accompanying schedules and states ion of preparer (other than officer) is based on all information of which	
Unde belief	ate adjustment is 2024 for a calendary at a calendary penalties of periory. I declare that I have	examined this return including accompanies ashadules and elec-	
Unde belief	er penalties of perjury, I declare that I have f, it is true, correct, and complete. Declarati	examined this return, including accompanying schedules and state ion of preparer (other than officer) is based on all information of which Cate Title CAO	ments, and to the best of my knowledge preparer has any knowledge. 1/12/2025
Unde belief Signature Print	er penalties of perjury, I declare that I have f, it is true, correct, and complete. Declarati	examined this return, including accompanying schedules and states from of preparer (other than officer) is based on all information of which	ments, and to the best of my knowledge preparer has any knowledge. 1/12/2025
Unde belief	er penalties of perjury, I declare that I have f, it is true, correct, and complete. Declarati	examined this return, including accompanying schedules and state ion of preparer (other than officer) is based on all information of which Cate Title CAO	ments, and to the best of my knowledge preparer has any knowledge. 1/12/2025

Booking Holdings Inc. Appendix A to Form 8937 December 6, 2024 Conversion Rate Adjustment

Booking Holdings Inc. (NASDAQ: BKNG) (the "Company") has outstanding 0.75% Convertible Senior Notes due May 2025 (the "2025 Notes"). The 2025 Notes are convertible, at the option of the holders, prior to November 1, 2024, into shares of the Company's common stock at a current conversion price of \$1,877.23 per share (the "Common Stock"). The terms of the 2025 Notes include antidilutive protections that provide for an increase in the number of shares of Common Stock issued by the Company upon conversion of the 2025 Notes in the event of quarterly cash dividends on the Common Stock. This increase in the conversion rate on the 2025 Notes shall occur on the exdividend date for quarterly cash dividends paid on the Common Stock.

Administrative guidance promulgated under Section 6045B of the United States ("U.S.") Internal Revenue Code (the "Code") provides that, if a company pays a cash dividend with respect to its stock that results in a conversion rate adjustment on a convertible debt instrument that is treated as a deemed distribution under Section 305(c) of the Code, an information return on Form 8937, *Report of Organizational Actions Affecting Stock Basis of Securities*, must be filed with the Internal Revenue Service or, in lieu of filing, posted to the company's public website.

The information contained in the attached Form 8937 and this Appendix A is intended to satisfy the Company's public reporting requirements and is intended to provide only a general summary of certain U.S. federal income tax consequences of the conversion rate adjustment. Such information is not intended to be a complete analysis or description of all potential deferral or other tax consequences of the conversion rate adjustment. You should consult your own tax advisor to determine the particular federal, state, local or foreign income, reporting or other tax consequences of the conversion rate adjustment applicable to you.

<u>Line 14 - Description of the Organizational Action</u>

On October 29, 2024, the Company declared a quarterly cash dividend of \$8.75 per share with respect to its Common Stock payable on December 31, 2024 to shareholders of record as of the close of business on December 6, 2024. The resulting conversion rate increase caused a deemed distribution to holders of the 2025 Notes under Section 305(c) of the Code effective December 6, 2024.

<u>Line 15 - Description of the Quantitative Effect of the Organizational Action</u>

Effective on December 6, 2024, the conversion rate on the 2025 Notes increased from 0.5339 shares of Common Stock per \$1,000 principal (the conversion rate as of September 6, 2024) to 0.5348 shares of Common Stock per \$1,000 principal of 2025 Notes held. The Section 305(c) deemed distribution to holders of the 2025 Notes that resulted from the conversion rate change increased the basis of the 2025 Notes by \$4.7591 per \$1,000 principal of the 2025 Notes held.

Line 16 - Description of Calculation of the Change

The calculation of the adjusted conversion rate per \$1,000 principal amount of the 2025 Notes held is set forth below.

$$\mathbf{CR_1} = \mathbf{CR_0} (0.5339) \times \mathbf{SP} (\$5,287.94) = 0.5348$$

 $\mathbf{SP} (\$5,287.94) - \mathbf{D} (\$8.75)$

BA = SP (\$5,287.94) * [CR₁ (0.5348) - CR₀ (0.5339)] = \$4.7591 per \$1,000 of principal amount

CR₁ = the Conversion Rate in effect immediately after the Open of Business on such Ex-Dividend Date or the Open of Business on such effective date, as applicable (calculated immediately after the Open of Business on December 6, 2024).

 $\mathbf{CR_o}$ = the Conversion Rate in effect immediately before the Open of Business on the Ex-Dividend Date for such dividend or distribution (calculated immediately before the Open of Business on December 6, 2024).

SP = the Last Reported Sale Price per share of Common Stock on the Trading Day immediately before such Ex-Dividend Date (calculated as of December 5, 2024).

D = the cash amount distributed per share of Common Stock in such dividend or distribution.

Form **8937**(December 2017) Department of the Treasury

Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part Reporting Issuer 2 Issuer's employer identification number (EIN) Issuer's name **Booking Holdings Inc.** 06-1528493 3 Name of contact for additional information 4 Telephone No. of contact 5 Email address of contact 203-604-3264 Douglas.Tropp@Bookingholdings.com **Douglas Tropp** 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7 City, town, or post office, state, and ZIP code of contact **800 Connecticut Avenue** Norwalk, CT 06854 9 Classification and description 8 Date of action March 7, 2025 0.75% Convertible Senior Notes due May 2025 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) **ISIN US09857LAN82** BKNG Organizational Action Attach additional statements if needed. See back of form for additional guestions. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action See Appendix A attached hereto. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See Appendix A attached hereto. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See Appendix A attached hereto.

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Booking Holdings Inc. Appendix A to Form 8937 March 7, 2025 Conversion Rate Adjustment

Booking Holdings Inc. (NASDAQ: BKNG) (the "Company") has outstanding 0.75% Convertible Senior Notes due May 2025 (the "2025 Notes"). The 2025 Notes are convertible, at the option of the holders, prior to November 1, 2024, into shares of the Company's common stock at a current conversion price of \$1,877.23 per share (the "Common Stock"). The terms of the 2025 Notes include antidilutive protections that provide for an increase in the number of shares of Common Stock issued by the Company upon conversion of the 2025 Notes in the event of quarterly cash dividends on the Common Stock. This increase in the conversion rate on the 2025 Notes shall occur on the exdividend date for quarterly cash dividends paid on the Common Stock.

Administrative guidance promulgated under Section 6045B of the United States ("U.S.") Internal Revenue Code (the "Code") provides that, if a company pays a cash dividend with respect to its stock that results in a conversion rate adjustment on a convertible debt instrument that is treated as a deemed distribution under Section 305(c) of the Code, an information return on Form 8937, *Report of Organizational Actions Affecting Stock Basis of Securities*, must be filed with the Internal Revenue Service or, in lieu of filing, posted to the company's public website.

The information contained in the attached Form 8937 and this Appendix A is intended to satisfy the Company's public reporting requirements and is intended to provide only a general summary of certain U.S. federal income tax consequences of the conversion rate adjustment. Such information is not intended to be a complete analysis or description of all potential deferral or other tax consequences of the conversion rate adjustment. You should consult your own tax advisor to determine the particular federal, state, local or foreign income, reporting or other tax consequences of the conversion rate adjustment applicable to you.

Line 14 - Description of the Organizational Action

On February 19, 2025, the Company declared a quarterly cash dividend of \$9.60 per share with respect to its Common Stock payable on March 31, 2025 to shareholders of record as of the close of business on March 7, 2025. The resulting conversion rate increase caused a deemed distribution to holders of the 2025 Notes under Section 305(c) of the Code effective March 7, 2025.

<u>Line 15 - Description of the Quantitative Effect of the Organizational Action</u>

Effective on March 7, 2025, the conversion rate on the 2025 Notes increased from 0.5348 shares of Common Stock per \$1,000 principal (the conversion rate as of December 6, 2024) to 0.5359 shares of Common Stock per \$1,000 principal of 2025 Notes held. The Section 305(c) deemed distribution to holders of the 2025 Notes that resulted from the conversion rate change increased the basis of the 2025 Notes by \$5.1656 per \$1,000 principal of the 2025 Notes held.

<u>Line 16 - Description of Calculation of the Change</u>

The calculation of the adjusted conversion rate per \$1,000 principal amount of the 2025 Notes held is set forth below.

$$\mathbf{CR_1} = \mathbf{CR_0} (0.5348) \times \mathbf{SP} (\$4,695.97) = 0.5359$$

 $\mathbf{SP} (\$4,695.97) - \mathbf{D} (\$9.60)$

 $BA = SP (\$4,695.97) * [CR_1 (0.5359) - CR_0 (0.5348)] = \$5.1656 \text{ per }\$1,000 \text{ of principal amount}$

 CR_1 = the Conversion Rate in effect immediately after the Open of Business on such Ex-Dividend Date or the Open of Business on such effective date, as applicable (calculated immediately after the Open of Business on March 7, 2025). CR_0 = the Conversion Rate in effect immediately before the Open of Business on the Ex-Dividend Date for such dividend or distribution (calculated immediately before the Open of Business on March 7, 2025).

SP = the Last Reported Sale Price per share of Common Stock on the Trading Day immediately before such Ex-Dividend Date (calculated as of March 6, 2025).

 \mathbf{D} = the cash amount distributed per share of Common Stock in such dividend or distribution.