

# Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

## Part I Reporting Issuer

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Booking Holdings Inc.		06-1528493	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Douglas Tropp	203-604-3264	Douglas.Tropp@Bookingholdings.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
800 Connecticut Avenue		Norwalk, CT 06854	
<b>8</b> Date of action		<b>9</b> Classification and description	
March 7, 2024		0.75% Convertible Senior Notes due May 2025	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
09857LAN8	ISIN US09857LAN82	BKNG	

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

**14** 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.](#)

**15** 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.](#)

**16** 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.](#)

**Part II** Organizational Action *(continued)***17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Section 305(c)**18** Can any resulting loss be recognized? ▶ This is not a loss transaction.**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year for this conversion rate adjustment is 2024 for a calendar year taxpayer.**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶

*Susana DEmic*

Date ▶

*10/8/24*Print your name ▶ Susana DEmicTitle ▶ CAO**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

**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 ex-dividend 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.

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

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

**CR<sub>1</sub>** = 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).

**CR<sub>0</sub>** = 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.

**BA** = Basis Adjustment per \$1,000 of principal amount of the 2025 Notes.

# Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

## Part I Reporting Issuer

1 Issuer's name

Booking Holdings Inc.

2 Issuer's employer identification number (EIN)

06-1528493

3 Name of contact for additional information

4 Telephone No. of contact

5 Email address of contact

Douglas Tropp

203-604-3264

Douglas.Tropp@Bookingholdings.com

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

8 Date of action

9 Classification and description

June 7, 2024

0.75% Convertible Senior Notes due May 2025

10 CUSIP number

11 Serial number(s)

12 Ticker symbol

13 Account number(s)

09857LAN8

ISIN US09857LAN82

BKNG

## Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 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.](#)

15 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.](#)

16 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.](#)

**Part II** Organizational Action *(continued)***17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Section 305(c)**18** Can any resulting loss be recognized? ▶ This is not a loss transaction.**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year for this conversion rate adjustment is 2024 for a calendar year taxpayer.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶

Susana DEmic

Date ▶

10/8/24Print your name ▶ Susana DEmicTitle ▶ CAO**Paid Preparer Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

**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 ex-dividend 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.

$$CR_1 = CR_0 (0.5315) \times \frac{SP (\$3,810.06)}{SP (\$3,810.06) - D (\$8.75)} = 0.5327$$

$$BA = SP (\$3,810.06) * [CR_1 (0.5327) - CR_0 (0.5315)] = \$4.5721 \text{ per } \$1,000 \text{ of principal amount}$$

**CR<sub>1</sub>** = 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<sub>0</sub>** = 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.

**BA** = Basis Adjustment per \$1,000 of principal amount of the 2025 Notes.

# Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

## Part I Reporting Issuer

1 Issuer's name <u>Booking Holdings Inc.</u>		2 Issuer's employer identification number (EIN) <u>06-1528493</u>	
3 Name of contact for additional information <u>Douglas Tropp</u>	4 Telephone No. of contact <u>203-604-3264</u>	5 Email address of contact <u>Douglas.Tropp@Bookingholdings.com</u>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <u>800 Connecticut Avenue</u>		7 City, town, or post office, state, and ZIP code of contact <u>Norwalk, CT 06854</u>	
8 Date of action <u>September 6, 2024</u>		9 Classification and description <u>0.75% Convertible Senior Notes due May 2025</u>	
10 CUSIP number <u>09857LAN8</u>	11 Serial number(s) <u>ISIN US09857LAN82</u>	12 Ticker symbol <u>BKNG</u>	13 Account number(s)

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 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.

15 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.

16 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.

**Part II** Organizational Action *(continued)*17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Section 305(c)18 Can any resulting loss be recognized? ▶ This is not a loss transaction.19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year for this conversion rate adjustment is 2024 for a calendar year taxpayer.**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶

Susana DEmic

Date ▶

10/8/24Print your name ▶ Susana DEmicTitle ▶ CAO**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

**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 ex-dividend 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.

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

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

**CR<sub>1</sub>** = 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).

**CR<sub>0</sub>** = 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.

**BA** = Basis Adjustment per \$1,000 of principal amount of the 2025 Notes.

# Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

## Part I Reporting Issuer

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Booking Holdings Inc.		06-1528493	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Douglas Tropp	203-604-3264	Douglas.Tropp@Bookingholdings.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
800 Connecticut Avenue		Norwalk, CT 06854	
<b>8</b> Date of action		<b>9</b> Classification and description	
December 6, 2024		0.75% Convertible Senior Notes due May 2025	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
09857LAN8	ISIN US09857LAN82	BKNG	

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

**14** 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.](#)

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**15** 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.](#)

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**16** 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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**Part II** Organizational Action (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► Section 305(c)

**18** Can any resulting loss be recognized? ► This is not a loss transaction.

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The reportable tax year for this conversion rate adjustment is 2024 for a calendar year taxpayer.

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►

*Susana D'Emic*

Date ►

1/12/2025

Print your name ► Susana D'Emic

Title ► CAO

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**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 ex-dividend 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 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.

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

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.

$$CR_1 = CR_0 (0.5339) \times \frac{SP (\$5,287.94)}{SP (\$5,287.94) - D (\$8.75)} = 0.5348$$

$$BA = SP (\$5,287.94) * [CR_1 (0.5348) - CR_0 (0.5339)] = \$4.7591 \text{ per } \$1,000 \text{ of principal amount}$$

**CR<sub>1</sub>** = 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).

**CR<sub>0</sub>** = 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.

**BA** = Basis Adjustment per \$1,000 of principal amount of the 2025 Notes.



**Part II** Organizational Action (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► Section 305(c)

**18** Can any resulting loss be recognized? ► This is not a loss transaction.

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The reportable tax year for this conversion rate adjustment is 2025 for a calendar year taxpayer.

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►

*Susana D'Emic*

Date ►

04/18/2025

Print your name ► Susana D'Emic

Title ► CAO

**Paid Preparer Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**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 ex-dividend 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.

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

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.

**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.

$$CR_1 = CR_0 (0.5348) \times \frac{SP (\$4,695.97)}{SP (\$4,695.97) - D (\$9.60)} = 0.5359$$

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

**CR<sub>1</sub>** = 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<sub>0</sub>** = 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).

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

**BA** = Basis Adjustment per \$1,000 of principal amount of the 2025 Notes.