



COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Expedia Group, Inc. (the “*Company*”) to discharge the Board’s responsibilities relating to (i) the compensation of the Company’s Chief Executive Officer (the “*CEO*”) and the Company’s other executive officers (collectively, and including the CEO, the “*Executive Officers*”) and (ii) administration of the Company’s equity compensation plans, as set forth below. The Committee also participates in the development of the Company’s general compensation philosophy and oversees and confirms that the Company’s compensation plans, policies and practices support the successful recruitment, development and retention of executive talent in order to achieve the Company’s objectives.

Committee Membership

The Compensation Committee shall consist of no fewer than two members. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market. At least two of the members of the Committee shall qualify as “non-employee” directors within the meaning of Rule 16b-3 of the Securities and Exchange Act of 1934, as amended. The members of the Committee shall be appointed by the Board.

The Board shall appoint a member or members of the Committee as its Chairperson or Co-Chairpersons. Members of the Committee may be replaced by the Board.

Committee Meetings

The Committee shall meet, in person or telephonically, as often as necessary to carry out their responsibilities. The Committee Chairperson or a Co-Chairperson shall preside at each meeting. If no Committee Chairperson is present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

Committee Authority and Responsibilities

1. The Committee shall, at least annually, review and approve the annual base salaries and annual and long-term incentive opportunities of the Executive Officers, including an assessment of the rigor of any performance targets and goals included in the Company’s annual and long-term incentive programs for the Company’s Executive Officers and the performance of the Executive Officers in light of any such targets and goals, as well as other relevant factors as determined by the Committee.

2. The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Executive Officers:
 - (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities;
 - (b) any employment agreements and severance arrangements;
 - (c) any change-in-control agreements and severance protection plans and change in control provisions affecting any elements of compensation and benefits; and
 - (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and perquisites provided during and after employment.
3. The Committee shall review the competitiveness of the Company's compensation programs for Executive Officers to ensure:
 - (a) the Company's ability to attract and retain qualified Executive Officers,
 - (b) the motivation of Executive Officers to achieve the Company's business goals, and
 - (c) the alignment of the interests of Executive Officers with the long-term interests of the Company's stockholders.
4. The Committee shall periodically review and approve the companies included in the compensation comparator group for Executive Officers based on criteria the Committee deems appropriate.
5. The Committee shall, in consultation with the CEO, review, oversee and report to the Board on, the Company's succession plans relating to Executive Officers other than the CEO and members of the Company's senior management team.
6. The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
7. The Committee shall produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
8. The Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including

advisory votes on executive compensation and the frequency of such votes, and the requirement under the NASDAQ Marketplace Rules that, with limited exceptions, stockholders approve equity compensation plans.

9. The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of their duties, but only after taking into consideration factors relevant to the adviser's independence from management specified in NASDAQ Listing Rule 5605(d)(3). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.
10. The Committee shall be responsible for administering the Company's equity compensation plans and granting awards under such stock plans.
11. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee, as it deems appropriate. The Committee may delegate to one or more members of senior management the authority to make grants of equity-based compensation to eligible individuals other than directors or executive officers to the extent allowed under applicable law. Any member of senior management to whom the Committee grants such authority shall regularly report to the Committee grants so made and the Committee may revoke any delegation of authority at any time.
12. The Committee shall annually review the potential risk to the Company from its compensation programs and policies, including any incentive plans, and whether such programs and policies incentivize unnecessary and excessive risk taking.
13. The Committee shall administer and oversee compensation-related policies applicable to the Company's senior management, including the Company's Executive Stock Ownership Policy and the Company's Incentive Compensation Clawback Policy.
14. The Committee shall provide oversight and guidance on the Company's strategic diversity and inclusion initiatives.
15. The Committee shall, in consultation with senior management, establish the Company's general compensation philosophy, and oversee the development and implementation of compensation and benefits programs.
16. The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
17. The Committee shall make regular reports to the Board.