

**TRIPADVISOR, INC.**

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**I. Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Tripadvisor, Inc. (the “Company”) (1) to identify individuals qualified to become Board members and to recommend to the Board any director nominees; (2) to conduct periodic reviews of the performance of the Board and each of its committees; (3) to recommend to the Board director nominees for each committee; (4) to assist the Board in overseeing any applicable corporate policies; and (5) to consider, develop and recommend to the Board matters of corporate governance, including any corporate governance guidelines. In addition, the Committee will undertake those specific duties and responsibilities listed below and such actions or other duties as the Board may from time to time authorize or permit the Committee to undertake or assume responsibility over.

**II. Membership and Meetings of the Nominating and Corporate Governance Committee**

The members of the Committee shall be appointed by the Board and may be replaced by the Board with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Committee. Any vacancy on the Committee, occurring for whatever reason, may be filled only by the Board. Written minutes of the Committee meetings shall be maintained. The Board shall designate one member of the Committee to be Chair of the Committee.

The size of the Committee shall be determined by the Board in its sole discretion, provided that, in no event, shall the Committee consist of fewer than two (2) members. All members of the Committee shall meet the independence requirements of the Nasdaq Stock Market, Inc. Marketplace Rules, as the same may be amended from time to time (“Nasdaq Rules”), and any other applicable laws or regulations. It shall be the responsibility of the Board to determine, in its judgment, whether a member is independent of management and free from any relationship or service to the Company that might interfere with his or her exercise of independent judgment in carrying out his or her responsibilities as a Committee member.

Notwithstanding the above independence requirements, the Company may rely on the phase-in accommodations following loss in “controlled company” status under the applicable Nasdaq Rules. In addition, one (1) director who is not a current officer or employee, or a family member of a current officer or employee, may be appointed to the Committee for a period not to exceed two (2) years if the Board, under exceptional and limited circumstances, determines that membership on the Committee by the director is required by the best interests of the Company and its stockholders, subject to applicable disclosure requirements.

The members of the Committee shall exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, to the fullest extent permitted by law.

The Committee shall meet, in person or telephonically, as often as necessary to carry out its responsibilities. The Committee may also act by unanimous written consent.

### **III. Committee Responsibilities and Authority**

#### ***A. Selection of New Directors***

1. The Committee shall actively seek individuals qualified to become directors for recommendation to the Board, consistent with such criteria as may be identified by the Board; provided that, (1) whether such individuals are ultimately appointed by the Board or recommended to the stockholders for election, shall be the responsibility and authority of the Board and, (2) if the Company is legally required by contract or otherwise to provide third parties the ability to nominate individuals for election to the Board, the selection and nomination of such nominees shall not be the responsibility of the Committee. The Committee shall complete customary vetting procedures and background checks with respect to individuals suggested for potential Board membership.
2. The Committee shall monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate.

#### ***B. Corporate Governance Duties***

1. The Committee shall periodically review and reassess the adequacy of the Company's Code of Business Conduct and Ethics and any other corporate governance guidelines or policies that the Committee deems appropriate and recommend any proposed changes to the Board for approval.
2. The Committee may consider and grant waivers of the Code of Conduct and Business Ethics for executive officers and directors.
3. The Committee shall review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals.
4. The Committee shall periodically review the performance of the Board, recommend any adjustments to the structure and composition of the Board and Board committees,

and recommend that the Board establish special committees as may be desirable or necessary from time to time to address interested director, ethical, legal, or other matters that arise.

***C. General***

1. The Committee may, in its sole discretion, retain or obtain the advice of consultants, independent legal counsel and/or other advisors to be used for the purpose of assisting the Committee in discharging its responsibilities, including the sole authority (i) to retain and terminate any search firm to be used to identify director candidates and (ii) to approve the search firm's fees and other retention terms. If the Committee elects to retain a consultant, legal counsel or advisor, the Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultant, legal counselor or other advisor. The Committee shall have the sole authority to terminate such consultant, counsel and/or advisor and to approve the fees and the other terms and conditions of such retention. Before selecting or receiving advice from any such consultant, legal counsel and advisors, the Committee shall assess the independence of such consultant, legal counsel and advisors in accordance with the Nasdaq Rules. Nothing herein shall require that any consultant, legal counsel or advisor be independent, only that the Committee considers the factors enumerated by the Nasdaq Rules before selecting, or obtaining advice from, such consultant, counsel or advisor. The Company must provide the appropriate funding, as determined by the Committee, for payment of reasonable compensation to a consultant, legal counsel or advisor retained by the Committee.
2. The Committee shall assist the Board in determining and monitoring whether each director and prospective director is "independent" within the meaning of the Nasdaq Rules and any laws applicable to the Company.
3. The Committee shall receive comments from all directors and report periodically to the Board with an assessment of the performance of the Board and each Board committee, to be discussed with the full Board.
4. The Committee shall rely on advice and information it receives from management and any experts, advisers and other professionals whom it may consult.
5. The Committee shall review and assess the adequacy of this charter periodically and recommend any proposed changes to the Board.
6. The Committee shall make regular reports to the Board.