

TRIPADVISOR, INC.
COMPENSATION COMMITTEE
AND SECTION 16 COMMITTEE CHARTER

I. Purpose

The Compensation Committee is appointed by the Board of Directors (the “Board”) of Tripadvisor, Inc. (the “Company”) to discharge certain of the Board’s responsibilities relating to (i) compensation of each of the Company’s Section 16 officers (collectively, the “Executive Officers”); (ii) administration of the Company’s stock and compensation plans, as set forth below; (iii) compensation of the members of the Board; and (iv) equity, diversity, and inclusion programs in support of the Company’s efforts to attract, select, develop, and retain a diverse and inclusive workforce. The Section 16 Committee is appointed by the Board solely to discharge the responsibilities of the Board related to Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”). The Compensation Committee and the Section 16 Committee are referred to herein jointly as the “Committees.”

II. Membership and Meetings of the Committees

The members of the Committees 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 Committees. Any vacancy on the Committees, occurring for whatever reason, may be filled only by the Board. Written minutes of the Compensation Committee meetings shall be maintained. The Board shall designate one member of the Committees to be Chairperson of the Committees.

The Compensation Committee shall consist of no fewer than two members. The members of the Compensation Committee shall qualify as “outside” directors within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”). Each member of the Compensation Committee shall meet the independence requirements under The Nasdaq Stock Market, Inc. Marketplace Rules, as the same may be amended from time to time (the “Nasdaq Rules”), including any enhanced independence requirements under the Nasdaq Rules related to compensation committee members (except to the extent that the Company has chosen to avail itself to the exemption from the independence requirements permitted by such rules).

The Committees shall meet, in person or telephonically, as often as it determines necessary but not less frequently than quarterly. The Committees shall meet periodically with management and the compensation consultants in separate executive sessions, and to have such other direct and independent interaction with such persons from time to time as the members of the Committees deem necessary or appropriate. The Committees may request any officer or employee of the Company or the Company’s outside counsel attend a meeting

of the Committees or to meet with any members of, or consultants to, the Committees. Written minutes of Committee meetings shall be maintained.

In the course of performing any of the responsibilities described, the Committees may form and delegate authority to sub-committees consisting of one or more members when appropriate, provided that decisions of such subcommittee shall be presented to the full Committees at its next scheduled meeting.

III. Compensation Committee Responsibilities and Authority

1. Except as specifically reserved to the Section 16 Committee, the Compensation Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Executive Officers:
 - (a) annual base salary and annual incentive compensation;
 - (b) any employment agreement or severance arrangement;
 - (c) any change-in-control agreement or change-in-control provision; and
 - (d) any special or supplemental compensation, including the perquisites provided during and after employment other than those pursuant to an overall company plan.

Neither the CEO nor any other Executive Officer shall be present during any Compensation Committee deliberations or voting with respect to his or her compensation.
2. The Compensation Committee shall oversee the Company's compliance with the requirement under the Nasdaq Rules that, with limited exceptions, stockholders approve equity compensation plans.
3. Except for such matters expressly delegated by the Compensation Committee to the Section 16 Committee or to management of the Company pursuant to any local authority grant policy, the Compensation Committee shall be responsible for administering the Company's equity compensation plans and granting awards under such stock plans.
4. The Compensation Committee shall, as and when required, establish performance goals with respect to compensation to be paid to Executive Officers and, to the extent necessary, certify, based on a review of supporting materials provided by management, that performance goals have been attained for purposes of the Code or otherwise.

IV. Section 16 Committee Responsibilities and Authority

The Section 16 Committee shall, as and when required, approve all transactions between the Company, on the one hand, and any Section 16 Officer or director, on the other hand involving the Company's equity securities in order to assure compliance with Rule 16b-3 under the Exchange Act. Neither the CEO nor any other executive shall be present during any Section 16 Committee deliberations or voting with respect to his or her equity compensation.

V. Responsibilities and Authority of Both Committees

1. The Committees shall review and discuss with management the Company's proposed disclosures to be included in the "Compensation Discussion and Analysis" (the "CD&A") section of the Company's proxy statements, and based on such review and discussion, make a recommendation to the Board regarding the inclusion of the CD&A in the Company's proxy statements.
2. The Committees shall review and approve the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the U.S. Securities and Exchange Commission (the "SEC").
3. The Committees shall review and approve the Company's disclosure regarding CEO Pay Ratio for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
4. The Committees shall review and discuss periodically with management the risks arising from the Company's compensation philosophy and practices to determine whether they encourage unnecessary risk taking and to evaluate compensation policies and practices that could mitigate such risks.
5. The Committees may, in its sole discretion, retain or obtain advice of compensation consultants, independent legal counsel and/or other advisors to be used for the purpose of assisting the Committees in their evaluation of Executive Officer compensation. If the Committees elect to retain a consultant, legal counsel or advisor, the Committees shall be directly responsible for the appointment, compensation and oversight of the work of any consultant, legal counselor or other advisor. The Committees 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 Committees 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 Committees consider 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 Committees, for payment of reasonable compensation to a compensation consultant, legal counsel or advisor retained by the Committees.

6. The Committees shall oversee the Company's compliance with the rules and regulations under the Exchange Act regarding advisory votes on executive compensation and the frequency of such votes.
7. To the extent necessary or requested by management of the Company, the Committees shall administer, oversee and, if deemed necessary, amend the Company's 401(k) plan and any deferred compensation plans (collectively, the "Designated Plans") and delegate the routine administration and oversight of the Designated Plans, including changes in plan design, to an administrative committee consisting of employees of the Company named by the Committee.
8. The Compensation Committee shall review and discuss with management the Company's global equity, diversity and inclusion strategy, confirming the Company's commitment to supporting and fostering a diverse and inclusive workforce and priorities to provide direction in implementing the Company's equity, diversity and inclusion strategy.
9. As requested by management, the Committee will review and provide input on policies, programs, initiatives, local actions related to human capital management within the Company's workforce, including those related to promoting diversity and inclusion, Company culture, pay equity and alignment with performance, employee engagement and talent recruitment, development, and retention.
10. The Committees shall review and approve, and oversee and monitor compliance with, policies with respect to the recovery or "clawback" of compensation.
11. The Committees shall review and approve the Company's peer group and shall receive periodic reporting on benchmarking the Company's compensation programs and practices against those of the peer group.
12. The Committees shall be responsible for other compensation matters as from time to time may be directed by the Board.
13. The Committees shall review and assess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board.
14. The Committees shall make regular reports to the Board.