

WHEREAS:

The Priceline Group, Inc. (the “Company”) has only one female director and no female Named Executive Officers.

In its August 2012 report on board diversity and corporate performance, Credit Suisse Research Institute stated “the Sarbanes-Oxley Act of 2002 in the USA and the Higgs Review of Corporate Governance in 2003 in the UK called for significant changes to the composition of corporate boards. Both called for greater balance on the board to *off-set the relative lack of independent advice and to reduce the homogeneity of the directors*” (emphasis added).

We believe that diversity, inclusive of gender and race, is an essential measure of sound governance and a critical attribute to a well-functioning board.

Research confirms a strong business case for such diversity on corporate boards. For example, Credit Suisse Research Institute links board gender diversity to higher returns on equity, lower leverage, higher price/book ratios, and improved growth prospects.

According to an October 2014 PricewaterhouseCoopers survey of institutional investors representing more than \$11 trillion in managed assets, “Nine in 10 investors believe that boards should be revisiting their director diversity policies, and 85% believe that doing so will require addressing underlying impediments...”

RESOLVED:

Shareholders request that the Board report to shareholders by September 2016, at reasonable expense and omitting proprietary information, on plans to increase gender and racial diversity on the Board, including an assessment of the effectiveness of such efforts. The report should include a description of what steps, if any, the Board and/or the Nominating Committee has taken or plans to take to:

1. Include women and racial minority candidates in the pool from which Board nominees are chosen; and
2. Expand director searches to include nominees from both corporate positions beyond the executive suite and non-traditional environments including government, academia, and non-profit organizations.

The requested report should also address:

- Changes to the Nominating Committee Charter to include a requirement to consider the Board’s gender and racial diversity in identifying director candidates.
- The number of women and racial minorities in the candidate pool within the past 3 years.
- Any challenges to increasing diversity identified by the Board and any plans to address them.

SUPPORTING STATEMENT:

We believe that in an increasingly complex global marketplace, the ability to draw on a wide range of viewpoints, backgrounds, skills, and experience is critical to a company's success. Further, director diversity helps to ensure that different perspectives are brought to bear on issues, while enhancing the likelihood that proposed solutions will be nuanced and comprehensive.

In our view, companies combining competitive financial performance with high standards of corporate governance, including board diversity and a high level of board independence, are better positioned to generate long-term value for their shareholders.