

REFINITIV

DELTA REPORT

10-Q

BKNG - BOOKING HOLDINGS INC.

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 1357

■ CHANGES	281
■ DELETIONS	549
■ ADDITIONS	527

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2023** **March 31, 2024**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: 1-36691

Booking Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware

06-1528493

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

800 Connecticut Avenue

Norwalk, Connecticut 06854

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(203) 299-8000**

Former name, former address and former fiscal year, if changed since last report: **N/A**

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:	Trading Symbol(s)	Name of each exchange on which registered:
Common Stock par value \$0.008 per share	BKNG	The NASDAQ Global Select Market
2.375% Senior Notes Due 2024	BKNG 24	The NASDAQ Stock Market LLC
0.100% Senior Notes Due 2025	BKNG 25	The NASDAQ Stock Market LLC
4.000% Senior Notes Due 2026	BKNG 26	The NASDAQ Stock Market LLC
1.800% Senior Notes Due 2027	BKNG 27	The NASDAQ Stock Market LLC
0.500% Senior Notes Due 2028	BKNG 28	The NASDAQ Stock Market LLC
3.625% Senior Notes Due 2028	BKNG 28A	The NASDAQ Stock Market LLC
0.500% Senior Notes Due 2028	BKNG 28	The NASDAQ Stock Market LLC
4.250% Senior Notes Due 2029	BKNG 29	The NASDAQ Stock Market LLC
3.500% Senior Notes Due 2029	BKNG 29A	The NASDAQ Stock Market LLC
4.500% Senior Notes Due 2031	BKNG 31	The NASDAQ Stock Market LLC
3.625% Senior Notes Due 2032	BKNG 32	The NASDAQ Stock Market LLC
4.125% Senior Notes Due 2033	BKNG 33	The NASDAQ Stock Market LLC
4.750% Senior Notes Due 2034	BKNG 34	The NASDAQ Stock Market LLC
3.750% Senior Notes Due 2036	BKNG 36	The NASDAQ Stock Market LLC
4.000% Senior Notes Due 2044	BKNG 44	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input type="checkbox"/>
Smaller reporting company	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Number of shares of Common Stock outstanding at **October 26, 2023** **April 25, 2024**:

Common Stock, par value \$0.008 per share	34,889,873	33,927,537
(Class)		(Number of Shares)

Booking Holdings Inc.
Form 10-Q

For the Three Months Ended **September 30, 2023** **March 31, 2024**

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

Booking Holdings Inc.
CONSOLIDATED BALANCE SHEETS
(In millions, except share and per share data)

		December		March 31, 2024	December 31, 2023		
		September 30, 2023	31, 2022				
(Unaudited)							
ASSETS							
ASSETS							
ASSETS	ASSETS						
Current assets:	Current assets:			Current assets:			
Cash and cash equivalents	Cash and cash equivalents	\$ 13,294	\$ 12,221				
Short-term investments (Available-for-sale debt securities: Amortized cost of \$632 and \$176, respectively)		624	175				
Accounts receivable, net (Allowance for expected credit losses of \$116 and \$117, respectively)		3,447	2,229				
Short-term investments (Available-for-sale debt securities: Amortized cost of \$363 and \$580, respectively)							
Accounts receivable, net (Allowance for expected credit losses of \$157 and \$137, respectively)							
Prepaid expenses, net	Prepaid expenses, net	680	477				
Other current assets	Other current assets	434	696				
Total current assets	Total current assets	18,479	15,798				
Property and equipment, net	Property and equipment, net	733	669				
Operating lease assets	Operating lease assets	643	645				
Intangible assets, net	Intangible assets, net	1,660	1,829				
Goodwill	Goodwill	2,804	2,807				
Long-term investments (Includes available-for-sale debt securities: Amortized cost of \$576 at December 31, 2022)		420	2,789				
Long-term investments							
Other assets, net	Other assets, net	896	824				
Total assets	Total assets	\$ 25,635	\$ 25,361				

**LIABILITIES AND
STOCKHOLDERS' (DEFICIT)
EQUITY**

**LIABILITIES AND
STOCKHOLDERS'
DEFICIT**

Current liabilities:	Current liabilities:	Current liabilities:	
Accounts payable	Accounts payable	\$ 3,020	\$ 2,507
Accrued expenses and other current liabilities	Accrued expenses and other current liabilities	4,182	3,244
Deferred merchant bookings	Deferred merchant bookings	3,717	2,223
Short-term debt	Short-term debt	1,913	500
Total current liabilities	Total current liabilities	12,832	8,474
Deferred income taxes	Deferred income taxes	350	685
Operating lease liabilities	Operating lease liabilities	547	552
Long-term U.S. transition tax liability	Long-term U.S. transition tax liability	515	711
Other long-term liabilities	Other long-term liabilities	160	172
Long-term debt	Long-term debt	11,856	11,985
Total liabilities	Total liabilities	26,260	22,579
Commitments and contingencies (see Note 13)	Commitments and contingencies (see Note 13)		
Stockholders' (deficit) equity:			
Common stock, \$0.008 par value, Authorized shares: 1,000,000,000			
Issued shares: 64,032,162 and 63,780,528, respectively		—	—
Treasury stock: 28,843,826 and 25,917,558 shares, respectively	(38,944)	(30,983)	

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current liabilities:

Commitments and contingencies (see Note 13)

Stockholders' deficit:

Stockholders' deficit:

Stockholders' deficit:

Common stock, \$0.008 par value, Authorized shares: 1,000,000,000 Issued shares: 64,252,207 and 64,048,000, respectively

Treasury stock: 30,185,788 and 29,650,351 shares, respectively			
Additional paid-in capital	Additional paid-in capital	6,996	6,491
Retained earnings	Retained earnings	31,608	27,541
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(285)	(267)
Total stockholders' (deficit) equity		(625)	2,782
Total liabilities and stockholders' (deficit) equity	\$ 25,635	\$ 25,361	
Total stockholders' deficit			
Total liabilities and stockholders' deficit			

See Notes to Unaudited Consolidated Financial Statements.

Booking Holdings Inc.
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except share and per share data)

		Three Months Ended September 30,				Three Months Ended March 31,	2024	2023			
		2023		2022							
		2023	2022	2023	2022						
Merchant revenues	Merchant revenues	\$3,945	\$2,614	\$ 8,467	\$ 5,413						
Agency revenues	Agency revenues	3,135	3,203	7,346	6,954						
Advertising and other revenues	Advertising and other revenues	261	235	768	674						
Total revenues	Total revenues	7,341	6,052	16,581	13,041						
Operating expenses:	Operating expenses:					Operating expenses:					
Marketing expenses	Marketing expenses	2,022	1,795	5,340	4,679						
Sales and other expenses	Sales and other expenses	723	540	1,931	1,344						
Personnel, including stock-based compensation of \$128, \$101, \$369, and \$302, respectively		788	636	2,262	1,867						
Personnel, including stock-based compensation of \$144 and \$113, respectively											

General and administrative	General and administrative	387	262	980	627
Information technology	Information technology	187	129	468	400
Depreciation and amortization	Depreciation and amortization	129	109	370	327
Restructuring, disposal, and other exit activities		2	(2)	4	40
Total operating expenses					
Total operating expenses					
Total operating expenses	Total operating expenses	4,238	3,469	11,355	9,284
Operating income	Operating income	3,103	2,583	5,226	3,757
Interest expense	Interest expense	(254)	(102)	(689)	(246)
Interest expense					
Interest expense					
Interest and dividend income					
Other income (expense), net	Other income (expense), net	300	(305)	533	(1,040)
Income before income taxes					
Income before income taxes					
Income before income taxes	Income before income taxes	3,149	2,176	5,070	2,471
Income tax expense	Income tax expense	638	510	1,003	648
Net income	Net income	\$2,511	\$1,666	\$ 4,067	\$1,823
Net income applicable to common stockholders per basic common share	Net income applicable to common stockholders per basic common share	\$70.62	\$42.10	\$111.09	\$45.20
Weighted-average number of basic common shares outstanding (in 000's)	Weighted-average number of basic common shares outstanding (in 000's)	35,570	39,564	36,615	40,326
Net income applicable to common stockholders per diluted common share	Net income applicable to common stockholders per diluted common share	\$69.80	\$41.98	\$110.02	\$45.00
Weighted-average number of diluted common shares outstanding (in 000's)	Weighted-average number of diluted common shares outstanding (in 000's)	35,987	39,671	36,971	40,504

See Notes to Unaudited Consolidated Financial Statements.

Booking Holdings Inc.
UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Net income	\$ 2,511	\$ 1,666	\$ 4,067	\$ 1,823
Other comprehensive income (loss), net of tax				
Foreign currency translation adjustments	4	(127)	(22)	(235)
Net unrealized gains (losses) on available-for-sale securities	2	(12)	4	(12)
Total other comprehensive income (loss), net of tax	6	(139)	(18)	(247)
Comprehensive income	<u><u>\$ 2,517</u></u>	<u><u>\$ 1,527</u></u>	<u><u>\$ 4,049</u></u>	<u><u>\$ 1,576</u></u>

	Three Months Ended	
	March 31,	
	2024	2023
Net income	\$ 776	\$ 266
Other comprehensive loss, net of tax	(33)	—
Comprehensive income	<u><u>\$ 743</u></u>	<u><u>\$ 266</u></u>

See Notes to Unaudited Consolidated Financial Statements.

Booking Holdings Inc.
UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' (DEFICIT) EQUITY
(In millions, except share data)

	Common Stock		Treasury Stock		Additional		Accumulated	
	Shares (in 000's)	Amount	Shares (in 000's)	Amount	Paid-in Capital	Retained Earnings	Other Comprehensive Loss	Total
Three Months Ended September 30, 2023								
Balance, June 30, 2023	64,015	\$ —	(27,974)	\$ (36,319)	\$ 6,848	\$ 29,097	\$ (291)	\$ (665)
Net income	—	—	—	—	—	2,511	—	2,511
Foreign currency translation adjustments, net of tax	—	—	—	—	—	—	4	4
Net unrealized gains on available-for-sale securities, net of tax	—	—	—	—	—	—	2	2
Exercise of stock options and vesting of restricted stock units and performance share units	17	—	—	—	13	—	—	13
Repurchase of common stock	—	—	(870)	(2,625)	—	—	—	(2,625)
Stock-based compensation and other stock-based payments	—	—	—	—	135	—	—	135
Balance, September 30, 2023	<u><u>64,032</u></u>	<u><u>\$ —</u></u>	<u><u>(28,844)</u></u>	<u><u>\$ (38,944)</u></u>	<u><u>\$ 6,996</u></u>	<u><u>\$ 31,608</u></u>	<u><u>\$ (285)</u></u>	<u><u>\$ (625)</u></u>
Nine Months Ended September 30, 2023								
Balance, December 31, 2022	63,781	\$ —	(25,918)	\$ (30,983)	\$ 6,491	\$ 27,541	\$ (267)	\$ 2,782
Net income	—	—	—	—	—	4,067	—	4,067
Foreign currency translation adjustments, net of tax	—	—	—	—	—	—	(22)	(22)
Net unrealized gains on available-for-sale securities, net of tax	—	—	—	—	—	—	4	4
Exercise of stock options and vesting of restricted stock units and performance share units	251	—	—	—	122	—	—	122
Repurchase of common stock	—	—	(2,926)	(7,961)	—	—	—	(7,961)
Stock-based compensation and other stock-based payments	—	—	—	—	383	—	—	383
Balance, September 30, 2023	<u><u>64,032</u></u>	<u><u>\$ —</u></u>	<u><u>(28,844)</u></u>	<u><u>\$ (38,944)</u></u>	<u><u>\$ 6,996</u></u>	<u><u>\$ 31,608</u></u>	<u><u>\$ (285)</u></u>	<u><u>\$ (625)</u></u>

Three Months Ended March 31, 2024	Common Stock		Treasury Stock		Additional		Accumulated		
	Shares (in 000's)		Shares (in 000's)		Paid-in Capital	Retained Earnings	Other Comprehensive Loss	Comprehensive Loss	
	Amount	Amount	Amount	Amount	\$ 7,175	\$ 31,830	\$ (323)	Total \$ (2,744)	
Balance, December 31, 2023	64,048	\$ —	(29,650)	\$ (41,426)	\$ 7,175	\$ 31,830	\$ (323)	\$ (2,744)	
Net income	—	—	—	—	—	776	—	—	776
Other comprehensive loss, net of tax	—	—	—	—	—	—	(33)	(33)	
Exercise of stock options and vesting of restricted stock units and performance share units	204	—	—	—	6	—	—	—	6
Stock-based compensation	—	—	—	—	149	—	—	—	149
Repurchase of common stock	—	—	(536)	(1,904)	—	—	—	—	(1,904)
Dividends	—	—	—	—	—	(302)	—	—	(302)
Balance, March 31, 2024	64,252	\$ —	(30,186)	\$ (43,330)	\$ 7,330	\$ 32,304	\$ (356)	\$ (4,052)	

Three Months Ended September 30, 2022	Common Stock		Treasury Stock		Additional		Accumulated		
	Shares (in 000's)		Shares (in 000's)		Paid-in Capital	Retained Earnings	Other Comprehensive Loss	Comprehensive Loss	
	Amount	Amount	Amount	Amount	\$ 6,278	\$ 24,640	\$ (252)	Total \$ 4,002	
Balance, June 30, 2022	63,766	\$ —	(23,618)	\$ (26,664)	\$ 6,278	\$ 24,640	\$ (252)	\$ 4,002	
Net income	—	—	—	—	—	1,666	—	—	1,666
Foreign currency translation adjustments, net of tax	—	—	—	—	—	—	(127)	(127)	
Net unrealized losses on available-for-sale securities, net of tax	—	—	—	—	—	—	(12)	(12)	
Exercise of stock options and vesting of restricted stock units and performance share units	8	—	—	—	2	—	—	—	2
Repurchase of common stock	—	—	(1,067)	(1,966)	—	—	—	—	(1,966)
Stock-based compensation and other stock-based payments	—	—	—	—	105	—	—	—	105
Balance, September 30, 2022	63,774	\$ —	(24,685)	\$ (28,630)	\$ 6,385	\$ 26,306	\$ (391)	\$ 3,670	

Nine Months Ended September 30, 2022	Common Stock		Treasury Stock		Additional		Accumulated		
	Shares (in 000's)		Shares (in 000's)		Paid-in Capital	Retained Earnings	Other Comprehensive Loss	Comprehensive Loss	
	Amount	Amount	Amount	Amount	\$ 6,159	\$ 24,453	\$ (144)	Total \$ 6,178	
Balance, December 31, 2021	63,584	\$ —	(22,518)	\$ (24,290)	\$ 6,159	\$ 24,453	\$ (144)	\$ 6,178	
Cumulative effect of adoption of accounting standards update	—	—	—	—	(96)	30	—	—	(66)
Net income	—	—	—	—	—	1,823	—	—	1,823
Foreign currency translation adjustments, net of tax	—	—	—	—	—	—	(235)	(235)	
Net unrealized losses on available-for-sale securities, net of tax	—	—	—	—	—	—	(12)	(12)	
Exercise of stock options and vesting of restricted stock units and performance share units	190	—	—	—	7	—	—	—	7
Repurchase of common stock	—	—	(2,167)	(4,340)	—	—	—	—	(4,340)
Stock-based compensation and other stock-based payments	—	—	—	—	315	—	—	—	315
Balance, September 30, 2022	63,774	\$ —	(24,685)	\$ (28,630)	\$ 6,385	\$ 26,306	\$ (391)	\$ 3,670	

Three Months Ended March 31, 2023	Common Stock		Treasury Stock		Additional		Accumulated		
	Shares (in 000's)		Shares (in 000's)		Paid-in Capital	Retained Earnings	Other Comprehensive Loss	Comprehensive Loss	
	Amount	Amount	Amount	Amount	\$ 6,491	\$ 27,541	\$ (267)	Total \$ 2,782	
Balance, December 31, 2022	63,781	\$ —	(25,918)	\$ (30,983)	\$ 6,491	\$ 27,541	\$ (267)	\$ 2,782	
Net income	—	—	—	—	—	266	—	—	266
Exercise of stock options and vesting of restricted stock units and performance share units	227	—	—	—	105	—	—	—	105
Stock-based compensation	—	—	—	—	116	—	—	—	116
Repurchase of common stock	—	—	(878)	(2,195)	—	—	—	—	(2,195)
Balance, March 31, 2023	64,008	\$ —	(26,796)	\$ (33,178)	\$ 6,712	\$ 27,807	\$ (267)	\$ 1,074	

See Notes to Unaudited Consolidated Financial Statements.

Booking Holdings Inc.
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

OPERATING ACTIVITIES:	Nine Months Ended September 30,		Three Months Ended March 31,	
	2023		2024	
	OPERATING ACTIVITIES:	Net income	OPERATING ACTIVITIES:	Net income
Net income	Net income	\$ 4,067	\$ 1,823	
Adjustments to reconcile net income to net cash provided by operating activities:	Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	Depreciation and amortization	370	327	
Provision for expected credit losses and chargebacks	Provision for expected credit losses and chargebacks	224	179	
Deferred income tax benefit	Deferred income tax benefit	(409)	(246)	
Net losses on equity securities	Net losses on equity securities	151	1,142	
Stock-based compensation expense and other stock-based payments		369	302	
Stock-based compensation expense				
Operating lease amortization	Operating lease amortization	120	117	
Unrealized foreign currency transaction gains related to Euro-denominated debt		(2)	(70)	
Unrealized foreign currency transaction (gains) losses related to Euro-denominated debt				
Unrealized foreign currency transaction (gains) losses related to Euro-denominated debt				
Other		3	40	
Changes in assets and liabilities:				
Changes in assets and liabilities:				

Changes in assets and liabilities:	Changes in assets and liabilities:		
Accounts receivable	Accounts receivable	(1,506)	(1,358)
Prepaid expenses and other current assets	Prepaid expenses and other current assets	96	(424)
Deferred merchant bookings and other current liabilities	Deferred merchant bookings and other current liabilities	2,644	3,591
Long-term assets and liabilities	Long-term assets and liabilities	(129)	(1,042)
Other			
Other			
Other			
Net cash provided by operating activities	Net cash provided by operating activities	5,998	4,381
INVESTING ACTIVITIES:	INVESTING ACTIVITIES:		INVESTING ACTIVITIES:
Purchase of investments	Purchase of investments	(12)	(751)
Proceeds from sale and maturity of investments	Proceeds from sale and maturity of investments		
Proceeds from sale and maturity of investments	Proceeds from sale and maturity of investments		
Proceeds from sale and maturity of investments	Proceeds from sale and maturity of investments	1,785	30
Additions to property and equipment	Additions to property and equipment	(251)	(293)
Other investing activities	Other investing activities	3	(14)
Net cash provided by (used in) investing activities	Net cash provided by (used in) investing activities	1,525	(1,028)
Net cash provided by investing activities	Net cash provided by investing activities		
FINANCING ACTIVITIES:	FINANCING ACTIVITIES:		
Proceeds from the issuance of long-term debt	Proceeds from the issuance of long-term debt	1,893	—
Proceeds from the issuance of long-term debt	Proceeds from the issuance of long-term debt		
Proceeds from the issuance of long-term debt	Proceeds from the issuance of long-term debt		
Payment on maturity of debt	Payment on maturity of debt		
Payment on maturity of debt	Payment on maturity of debt		

Payment on maturity of debt	Payment on maturity of debt	(500)	(1,102)
Payments for repurchase of common stock	Payments for repurchase of common stock	(7,889)	(4,278)
Dividends paid			
Dividends paid			
Dividends paid			
Proceeds from exercise of stock options	Proceeds from exercise of stock options	122	7
Other financing activities	Other financing activities	(45)	(3)
Net cash used in financing activities		(6,419)	(5,376)
Net cash provided by (used in) financing activities			
Effect of exchange rate changes on cash and cash equivalents and restricted cash and cash equivalents	Effect of exchange rate changes on cash and cash equivalents and restricted cash and cash equivalents	(29)	(83)
Net increase (decrease) in cash and cash equivalents and restricted cash and cash equivalents		1,075	(2,106)
Net increase in cash and cash equivalents and restricted cash and cash equivalents			
Total cash and cash equivalents and restricted cash and cash equivalents, beginning of period	Total cash and cash equivalents and restricted cash and cash equivalents, beginning of period	12,251	11,152
Total cash and cash equivalents and restricted cash and cash equivalents, end of period	Total cash and cash equivalents and restricted cash and cash equivalents, end of period	\$13,326	\$9,046
SUPPLEMENTAL CASH FLOW INFORMATION:	SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the period for income taxes	Cash paid during the period for income taxes	\$ 1,573	\$ 501
Cash paid during the period for income taxes			

Cash paid during the period for income taxes	
Cash paid during the period for interest	Cash paid during the period for interest \$ 557 \$ 240

See Notes to Unaudited Consolidated Financial Statements.

Booking Holdings Inc.
Notes to Unaudited Consolidated Financial Statements

1. BASIS OF PRESENTATION

Management of Booking Holdings Inc. (the "Company") is responsible for the Unaudited Consolidated Financial Statements included in this document. The Unaudited Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and include all normal and recurring adjustments that management of the Company considers necessary for a fair presentation of its financial position and operating results. The Company prepared the Unaudited Consolidated Financial Statements following the requirements of the Securities and Exchange Commission for interim reporting. As permitted under those rules, the Company condensed or omitted certain footnotes or other financial information that are normally required by U.S. GAAP for annual financial statements. These Unaudited Consolidated Financial Statements should be read in combination with the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023.

The Unaudited Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiaries, including acquired businesses from the dates of acquisition. All intercompany accounts and transactions have been eliminated in consolidation. The functional currency of the Company's subsidiaries is generally the respective local currency. For international operations, assets and liabilities are translated into U.S. Dollars at the rate of exchange existing at the balance sheet date. Income statement amounts are translated at monthly average exchange rates applicable for the period. Translation gains and losses are included as a component of "Accumulated other comprehensive loss" in the accompanying Consolidated Balance Sheets. Foreign currency transaction gains and losses are included in "Other income (expense), net" in the Unaudited Consolidated Statements of Operations.

Revenues, expenses, assets, and liabilities can vary during each quarter of the year. Therefore, the results and trends in these interim financial statements may not be the same as those for any subsequent quarter or the full year.

Impact of COVID-19 Reclassification

Even though there Certain amounts from prior periods have been improvements reclassified to conform to the current period presentation. These include the reclassification of certain indirect taxes, primarily digital services taxes, between "General and administrative" expenses and "Sales and other expenses" in the economic Unaudited Consolidated Statement of Operations. See Notes 2 and operating conditions for the Company's business since the outset of the COVID-19 pandemic, the Company cannot predict the long-term effects of the pandemic on its business or the travel and restaurant industries as a whole. See Note 21 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 for additional information on the impact of the COVID-19 pandemic.

Reclassification

Certain amounts from prior periods have been reclassified to conform to the current period presentation. December 31, 2023.

Recent Accounting Pronouncements

See "Recent Accounting Pronouncements Adopted" and "Other Recent Accounting Pronouncements" in Note 2 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023.

Improved guidance to help determine transactions to be accounted for as share-based payment arrangements

In March 2024, the Financial Accounting Standards Board issued an Accounting Standards Update adding illustrative guidance to help entities determine whether profits interest and similar awards should be accounted for as share-based payment arrangements within the scope of the Accounting Standards Codification ("ASC") 718, Compensation - Stock Compensation. The update is effective for annual and interim financial statements beginning with the fiscal year 2025. The Company is currently evaluating the impact of the update on its Consolidated Financial Statements.

2. REVENUE

Disaggregation of Revenue

Geographic Information

The Company's revenues from its businesses outside of the U.S. consists of the results of Booking.com, Agoda, and Rentalcars.com in their entirety and the results of the KAYAK and OpenTable businesses located outside of the U.S. This classification is independent of where the consumer resides, where the consumer is physically located while using the Company's services, or the location of the travel service provider or restaurant. For example, a reservation made through Booking.com (which is domiciled in the

Netherlands) at a hotel in New York by a consumer in the United States is part of the results of the Company's businesses outside of the U.S. The Company's geographic information on revenues is as follows (in millions):

	Outside of the U.S.				Total Company
	United States	The Netherlands	Other		
Total revenues for the three months ended September 30,					
2023	\$ 633	\$ 6,127	\$ 581	\$ 7,341	
2022	\$ 606	\$ 4,991	\$ 455	\$ 6,052	
Total revenues for the nine months ended September 30,					
2023	\$ 1,771	\$ 13,326	\$ 1,484	\$ 16,581	
2022	\$ 1,675	\$ 10,300	\$ 1,066	\$ 13,041	

	Outside of the U.S.				Total Company
	United States	The Netherlands	Other		
Total revenues for the three months ended March 31,					
2024	\$ 557	\$ 3,339	\$ 519	\$ 4,415	
2023	\$ 523	\$ 2,859	\$ 396	\$ 3,778	

Revenue by Type of Service

Approximately 89% of the Company's revenues for the three and nine months ended September 30, 2023 and 90% and 88% of the Company's revenues for the three and nine months ended September 30, 2022, March 31, 2024 and 2023, respectively, relate to online accommodation reservation services. Revenues from all other sources of online travel reservation services and advertising and other revenues each individually represent less than 10% of the Company's total revenue for each period.

Incentive Programs

At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, liabilities of \$183 million \$120 million and \$143 million \$149 million, respectively, were included in "Accrued expenses and other current liabilities" in the Consolidated Balance Sheets for incentives granted to consumers, including referral bonuses, rebates, credits, discounts, and loyalty programs.

Deferred Merchant Bookings

Cash payments received from travelers in advance of the Company completing its performance obligations are included in "Deferred merchant bookings" in the Company's Consolidated Balance Sheets and are comprised principally of amounts estimated to be payable to travel service providers as well as the Company's estimated future revenue for its commission or margin and fees. The amounts are mostly subject to refunds for cancellations.

3. STOCK-BASED COMPENSATION

The Company maintains equity incentive plans that include broad-based grants of restricted stock units, performance share units granted to officers and certain other employees, and stock options granted to certain employees.

Restricted stock units and performance share units granted by the Company during the nine three months ended September 30, 2023 March 31, 2024 had an aggregate grant-date fair value of \$574 \$594 million. Restricted stock units and performance share units that vested during the nine three months ended September 30, 2023 March 31, 2024 had an aggregate fair value at vesting of \$436 \$699 million. At September 30, 2023 March 31, 2024, there was \$748 million \$1.1 billion of estimated total future stock-based compensation expense related to unvested restricted stock units and performance share units to be recognized over a weighted-average period of 1.9 2.2 years.

The following table summarizes the activity in restricted stock units and performance share units for employees and non-employee directors during the nine three months ended September 30, 2023 March 31, 2024:

	Restricted Stock Units		Restricted Stock Units		Performance Share Units	
	Shares		Shares	Weighted-average Grant-date Fair Value	Shares	Weighted-average Grant-date Fair Value
Unvested at December 31, 2023 ⁽¹⁾			Unvested at December 31, 2023			
			(1)			
			291,404	\$ 2,404	233,026	\$ 2,467
	Performance Share Units					
	Restricted Stock Units					

	Shares	Weighted-average Grant-date Fair Value	Shares	Weighted-average Grant-date Fair Value
Unvested at December 31, 2022 ⁽¹⁾				
31, 2022 ⁽¹⁾	280,460	\$2,070	143,702	\$2,294
Granted ⁽²⁾				
Granted ⁽²⁾	Granted ⁽²⁾	165,427	\$2,629	51,941
Vested	Vested	(133,767)	\$2,021	(30,118)
Performance shares adjustment	Performance shares adjustment			\$2,327
(3)	(3)		33,096	\$2,411
Forfeited	Forfeited	(13,903)	\$2,315	(7,141)
Unvested at September 30, 2023				
30, 2023	<u>298,217</u>	<u>\$2,391</u>	<u>191,480</u>	<u>\$2,415</u>
Unvested at March 31, 2024				
			Unvested at March 31, 2024	
			297,639	\$2,928
			195,073	\$2,711

(1) Excludes 14,087 4,399 performance share units awarded during the years year ended December 31, 2022 and 2021 for which the grant date under Accounting Standards Codification ("ASC") ASC 718, Compensation - Stock Compensation, was not established as of December 31, 2022 December 31, 2023. Among other conditions, for the grant date to be established, a mutual understanding is required to be reached between the Company and the employee of the key terms and conditions of the award, including the performance targets. The performance targets for each of the annual performance periods under the award are set at the beginning of the respective year.

(2) Includes 9,688 4,399 performance share units awarded during the years year ended December 31, 2022 and 2021 for which the grant date under ASC 718 was established.

(3) Probable outcome for performance-based awards is updated based upon changes in actual and forecasted operating results or expected achievement of performance goals, as applicable, and the impact of modifications.

The following table summarizes the activity in stock options during the nine three months ended September 30, 2023 March 31, 2024:

Employee Stock Options	Number of Shares	Weighted-average Exercise Price	Aggregate Intrinsic Value (in millions)	Weighted-average Remaining Contractual Term (in years)
Balance, December 31, 2022	120,813	\$1,408	\$ 73	7.3
Exercised	(86,763)	\$1,407		
Forfeited	(62)	\$1,411		
Balance, September 30, 2023	33,988	\$1,411	\$ 57	6.6
Exercisable at September 30, 2023	33,988	\$1,411	\$ 57	6.6

Employee Stock Options	Number of Shares	Weighted-average Exercise Price	Aggregate Intrinsic Value (in millions)	Weighted-average Remaining Contractual Term (in years)
Balance, December 31, 2023	25,523	\$1,411	\$ 55	6.4
Exercised	(4,567)	\$1,411	\$ 9	
Balance, March 31, 2024	20,956	\$1,411	\$ 46	6.1
Exercisable at March 31, 2024	20,956	\$1,411	\$ 46	6.1

The aggregate intrinsic value of employee stock options exercised during the nine months ended September 30, 2023 was \$110 million.

4. NET INCOME PER SHARE

The Company computes basic net income per share by dividing net income applicable to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted net income per share is based upon the weighted-average number of common and common equivalent shares outstanding during the period. Only dilutive common equivalent shares that decrease the net income per share are included in the computation of diluted net income per share.

Common equivalent shares related to stock options, restricted stock units, and performance share units are calculated using the treasury stock method. Performance share units are included in the weighted-average common equivalent shares based on the number of shares that would be issued if the end of the reporting period were the end of the

performance period, if the result would be dilutive.

The Company's convertible senior notes have net share settlement features requiring the Company, upon conversion, to settle the principal amount of the debt for cash and the conversion premium for cash or shares of the Company's common stock, at the Company's option. If the conversion prices for the convertible senior notes exceed the Company's average stock price for the period, the convertible senior notes generally have no impact on diluted net income per share. The Company uses the if-converted method for the convertible senior notes in the calculation of diluted net income per share.

A reconciliation of the weighted-average number of shares outstanding used in calculating diluted net income per share is as follows (in thousands):

	Three Months Ended		Nine Months Ended		Three Months Ended March 31, 2024	2023
	September 30, 2023	2022	September 30, 2023	2022		
	2023	2022	2023	2022		
Weighted-average number of basic common shares outstanding	Weighted-average number of basic common shares outstanding	35,570	39,564	36,615	40,326	
Weighted-average dilutive stock options, restricted stock units, and performance share units	Weighted-average dilutive stock options, restricted stock units, and performance share units	231	107	211	149	
Assumed conversion of convertible senior notes	Assumed conversion of convertible senior notes	186	—	145	29	
Weighted-average number of diluted common and common equivalent shares outstanding	Weighted-average number of diluted common and common equivalent shares outstanding	35,987	39,671	36,971	40,504	

5. INVESTMENTS

The following table summarizes the Company's investments by major security type at September 30, 2023 March 31, 2024 (in millions):

	Cost	Gross	Gross	Carrying Value		
		Unrealized Gains /Upward Adjustments	Unrealized Losses /Downward Adjustments			
Short-term investments:						
Debt securities:						
International government securities	\$ 73	\$ —	\$ (1)	\$ 72		
U.S. government securities ⁽¹⁾	185	—	(2)	183		
Corporate debt securities	374	—	(5)	369		
Total short-term investments	\$ 632	\$ —	\$ (8)	\$ 624		
Long-term investments:						
Equity securities:						
Equity securities with readily determinable fair values	\$ 715	\$ —	\$ (424)	\$ 291		

Equity securities of private companies	78	259	(208)	129
Total long-term investments	\$ 793	\$ 259	\$ (632)	\$ 420

(1) Includes investments in U.S. municipal bonds.

	Cost	Gross	Gross	Carrying Value		
		Unrealized Gains /Upward Adjustments	Unrealized Losses /Downward Adjustments			
Short-term investments:						
Debt securities:						
International government securities	\$ 41	\$ —	\$ —	\$ 41		
U.S. government securities	106	—	—	106		
Corporate debt securities	216	—	(1)	215		
Total short-term investments	\$ 363	\$ —	\$ (1)	\$ 362		
Long-term investments:						
Equity securities:						
Equity securities with readily determinable fair values	\$ 715	\$ —	\$ (420)	\$ 295		
Equity securities of private entities	97	259	(208)	148		
Total long-term investments	\$ 812	\$ 259	\$ (628)	\$ 443		

The following table summarizes the Company's investments by major security type at December 31, 2022 December 31, 2023 (in millions):

	Gross		Gross		Cost	Gross	Gross	Carrying		
	Unrealized Gains/Upward Adjustments	Cost	Unrealized Losses/Downward Adjustments	Value		Unrealized Gains/Upward Adjustments	Unrealized Losses/Downward Adjustments			
Short-term investments:										
Debt securities:										
International government securities	\$ 13	\$ —	\$ —	\$ 13						
International government securities	\$ 13	\$ —	\$ (1)	\$ 13						
U.S. government securities (1)	131	—	(1)	130						
Corporate debt securities	32	—	—	32						
Total short-term investments	\$ 176	\$ —	\$ (1)	\$ 175						
Total short-term investments										
Long-term investments:										
Debt securities:										

International government securities	\$ 63	\$ —	\$ (1)	\$ 62
U.S. government securities				
(1)	147	—	(3)	144
Corporate debt securities	366	—	(7)	359
Total debt securities	576	—	(11)	565
Long-term investments:				
Long-term investments:				
Equity securities:				
Equity securities:				
Equity securities:				
Equity securities with readily determinable fair values	1,165	1,352	(446)	2,071
Equity securities of private companies	78	259	(184)	153
Total equity securities	1,243	1,611	(630)	2,224
Equity securities with readily determinable fair values				
Equity securities with readily determinable fair values				
Equity securities of private entities				
Total long-term investments	\$ 1,819	\$ 1,611	\$ (641)	\$ 2,789
Total long-term investments				
Total long-term investments				

(1) Includes investments in U.S. municipal bonds.

The Company has classified its investments in **international government securities, U.S. government securities, and corporate** debt securities as available-for-sale debt securities. The aggregate unrealized gains and losses on the available-for-sale debt securities, net of tax, are included in "Accumulated other comprehensive loss" in the Consolidated Balance Sheets.

At September 30, 2023, the The Company's investments in available-for-sale debt securities at March 31, 2024 had an average investment grade credit quality of AA-/Aa2/A+. The Company invests in **international government securities** with high credit quality ratings. At September 30, 2023 March 31, 2024, investments in **international government securities** principally included debt securities issued by the governments of Germany, France, Norway, Canada, and Sweden.

Equity securities with readily determinable fair values at September 30, 2023 include the Company's investments in **DiDi Global Inc. ("DiDi")** and **Grab Holdings Limited ("Grab")** and **DiDi Global Inc. ("DiDi")**, with fair values of \$150 \$150 million and \$133 million, and \$127 million, respectively. At December 31, 2022, equity securities with readily determinable fair values included the Company's investments in **Grab**, **DiDi**, and **Meituan**, with fair values of \$136 million, \$125 million respectively, at March 31, 2024, and \$1.8 billion \$155 million and \$143 million, respectively. Equity securities with readily determinable fair values are included in "Long-term investments" in the Consolidated Balance Sheets, respectively, at December 31, 2023. Net unrealized (losses) gains (losses) related to these investments are included in "Other income (expense), net" in the Unaudited Consolidated Statements of Operations for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 were as follows (in millions):

Grab	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023		2022	
	\$ 5	\$ 4	\$ 14	\$ (190)

DiDi	9	(44)	2	(123)
Meituan	—	(294)	—	(629)

2023. During the **nine** **three** months ended **September 30, 2023** **March 31, 2023**, the Company sold its entire investment in Meituan for \$1.7 billion, resulting in a loss of \$149 million included in "Other income (expense), net" in the Unaudited Consolidated Statement of Operations for the **nine** **three** months ended **September 30, 2023** **March 31, 2023**. The cost basis of the Company's investment in Meituan was \$450 million.

Investments in equity securities without readily determinable fair values are measured at cost less impairment, if any. Such investments are also required to be measured at fair value as of the date of certain observable transactions for the identical or a similar investment of the same issuer. The Company's investments in equity securities of private companies entities at **September 30, 2023** **March 31, 2024** and **December 31, 2022**, **December 31, 2023** include \$51 million originally invested the investment in Yanolia Co., Ltd. ("Yanolja"). The Company evaluated its investment in Yanolia for impairment as of June 30, 2023 and 2022 and recognized impairment charges of \$24 million and \$184 million during the nine months ended September 30, 2023 and 2022, respectively (see Note 6). The which had a carrying value of the Company's investment in Yanolia was \$98 million \$98 million at **March 31, 2024** and \$122 million as of **September 30, 2023** and **December 31, 2022**, respectively. **December 31, 2023**.

6. FAIR VALUE MEASUREMENTS

There are three levels of inputs to valuation techniques used to measure fair value:

Level 1: Quoted prices in active markets that are accessible by the Company at the measurement date for identical assets and liabilities.

Level 2: Inputs that are observable, either directly or indirectly. Such prices may be based upon quoted prices for identical or comparable securities in active markets or inputs not quoted on active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available.

Financial assets and liabilities measured at fair value on a recurring basis at **September 30, 2023** and nonrecurring fair value measurements **March 31, 2024** are classified in the categories described in the table below (in millions):

	Level Level				Level 1	Level 2	Total
	Level 1	2	3	Total			
<u>Recurring fair value</u> <u>measurements</u>							
<u>Recurring fair value</u> <u>measurements</u> ⁽¹⁾							
<u>Recurring fair value</u> <u>measurements</u> ⁽¹⁾							
<u>Recurring fair value</u> <u>measurements</u> ⁽¹⁾							
ASSETS:							
ASSETS:							
ASSETS: ASSETS:							
Cash equivalents and restricted cash equivalents:							
Cash equivalents and restricted cash equivalents:							
Money market fund investments							
Money market fund investments							
Money market fund investments	\$12,105	\$ —	\$ —	\$12,105			
Certificates of deposit							
Certificates of deposit							

Certificates of deposit	Certificates of deposit	79	—	—	79	
Short-term investments:	Short-term investments:				Short-term investments:	
International government securities	International government securities	—	72	—	72	
U.S. government securities	U.S. government securities	—	183	—	183	
Corporate debt securities	Corporate debt securities	—	369	—	369	
Long-term investments:	Long-term investments:					
Long-term investments:						
Long-term investments:						
Equity securities						
Equity securities						
Equity securities	Equity securities	291	—	—	291	
Derivatives:	Derivatives:					
Foreign currency exchange derivatives	Foreign currency exchange derivatives	—	52	—	52	
Foreign currency exchange derivatives						
Foreign currency exchange derivatives						
Total assets at fair value	Total assets at fair value	\$12,475	\$676	\$ —	\$13,151	
LIABILITIES:	LIABILITIES:					
LIABILITIES:						
LIABILITIES:						
Foreign currency exchange derivatives	Foreign currency exchange derivatives	\$ —	\$102	\$ —	\$ 102	
Nonrecurring fair value measurements						
Investment in equity securities of a private company (1)						
Foreign currency exchange derivatives						
Foreign currency exchange derivatives						

(1) During the three months ended June 30, 2023, the investment in Yanolja was written down to its estimated fair value. The Company did not have any Level 3 fair value (see Note 5) measurements at March 31, 2024.

Financial assets and liabilities measured at fair value on a recurring basis at December 31, 2022 December 31, 2023 and nonrecurring fair value measurements are classified in the categories described in the table below (in millions):

	Level 1	Level 2	Level 3	Total
Level	1			
		Level 1	Level 2	Level 3
				Total

Recurring fair value measurements	Recurring fair value measurements
ASSETS:	ASSETS:
ASSETS:	ASSETS:
Cash equivalents and restricted cash equivalents:	Cash equivalents and restricted cash equivalents:
Money market fund investments	Money market fund investments
Money market fund investments	Money market fund investments
Money market fund investments	Money market fund investments \$ 11,483 \$ — \$ — \$11,483
Certificates of deposit	Certificates of deposit 60 — — 60
Certificates of deposit	Certificates of deposit
Certificates of deposit	Certificates of deposit
Short-term investments:	Short-term investments:
International government securities	International government securities
International government securities	International government securities
International government securities	International government securities — 13 — 13
U.S. government securities	U.S. government securities
U.S. government securities	U.S. government securities — 130 — 130
Corporate debt securities	Corporate debt securities
Corporate debt securities	Corporate debt securities — 32 — 32
Long-term investments:	Long-term investments:
International government securities	International government securities — 62 — 62
U.S. government securities	U.S. government securities — 144 — 144
Corporate debt securities	Corporate debt securities — 359 — 359
Long-term investments:	Long-term investments:
Long-term investments:	Long-term investments:
Equity securities	Equity securities
Equity securities	Equity securities
Equity securities	Equity securities 2,071 — — 2,071
Derivatives:	Derivatives:
Foreign currency exchange derivatives	Foreign currency exchange derivatives
Foreign currency exchange derivatives	Foreign currency exchange derivatives — 65 — 65

Foreign currency exchange derivatives	
Foreign currency exchange derivatives	
Total assets at fair value	Total assets at fair value \$ 13,614 \$805 \$ — \$14,419
LIABILITIES:	LIABILITIES:
LIABILITIES:	
Foreign currency exchange derivatives	
Foreign currency exchange derivatives	
Foreign currency exchange derivatives	Foreign currency exchange derivatives \$ — \$ 26 \$ — \$ 26
<u>Nonrecurring fair value measurements</u>	<u>Nonrecurring fair value measurements</u>
Investment in equity securities of a private company (1)	\$ — \$ — \$122 \$ 122
<u>Nonrecurring fair value measurements</u>	
<u>Nonrecurring fair value measurements</u>	
Investment in equity securities of a private entity (1)	
Investment in equity securities of a private entity (1)	
Investment in equity securities of a private entity (1)	

(1) During the year ended December 31, 2022 December 31, 2023, the investment in Yanolja was written down to its estimated fair value.

Investments

See Note 5 for additional information related to the Company's investments.

Investments The Company's investments in private companies debt securities are measured using Level 3 "Level 2" inputs as the Company has access to quoted prices for identical or comparable securities, but does not have visibility into the volume and frequency of trading for these investments. A market approach is used for recurring fair value measurements and the valuation techniques use inputs that are observable, or can be corroborated by observable data, in an active marketplace.

The Company's investments measured using Level 3 inputs primarily consist of investments in privately-held companies that are classified as equity securities without readily determinable fair values. Fair values of privately held these securities are estimated using a variety of valuation methodologies, including both the market and income approaches. The Company uses valuation techniques appropriate for the type of investment and the information available about the investee as of the valuation date to determine fair value. While observable financing transactions of the investee are generally considered the best indication of the enterprise value, considering factors such as the proximity in timing of the financing transaction to the valuation date, the Company may also use the calibration process and other valuation techniques to supplement this data, including the income approach. Calibration is the process of using observed transactions in the investee company's own instruments to ensure that the valuation techniques that will be employed to value the investment on subsequent measurement dates begin with assumptions that are consistent with the observed transactions.

As of June 30, 2023 and 2022, the Company evaluated its investment in Yanolja for impairment using a combination of the market approach and the income approach in estimating the fair value of the investment as of those dates, and recognized impairment charges. The market approach estimates value using prices and other relevant information generated by market transactions involving comparable companies. The income approach estimates value based on the expectation of future cash flows that a company will generate. These future cash flows are discounted to their present values using a discount rate based on a company's weighted-average cost of capital adjusted to reflect the risks inherent in its cash flows. The key unobservable inputs and ranges used for the June 2023 impairment evaluation, primarily using the income approach, include the weighted average cost of capital (10.5%-14.5%) and the terminal EBITDA multiple (14x-16x). The key unobservable inputs and ranges used for the June 2022 impairment evaluation include, for the market approach, percentage decrease in the calibrated EBITDA multiple (36%) and for the income approach, the weighted average cost of capital (10%-14%) and the terminal EBITDA multiple (14x-16x). Significant changes in any of these inputs in isolation would result in significantly different fair value measurements. A change in the assumption used for EBITDA multiples would result in a directionally similar change in the fair value, and a change in the assumption used for weighted average cost of capital would result in a directionally opposite change in the fair value.

The determination of the fair values of investments, where the Company is a minority shareholder and has access to limited information from the investee, reflects numerous assumptions that are subject to various risks and uncertainties, including key assumptions regarding the investee's expected growth rates and operating margin, as well as other key assumptions with respect to matters outside of the Company's control, such as discount rates and market comparables. It requires significant judgments and estimates and actual results could be materially different than those judgments and estimates utilized in the fair value estimate. Future events and changing market conditions may lead the Company to re-evaluate the assumptions reflected in the valuation which may result in a need to recognize additional impairment charges.

Derivatives

The Company reports the fair values of its derivative assets and liabilities on a gross basis in the Consolidated Balance Sheets in "Other current assets" and "Accrued expenses and other current liabilities," respectively. As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the Company did not designate any derivatives as hedges for accounting purposes.

The table below provides estimated fair values and notional amounts of foreign currency exchange derivatives outstanding at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023** (in millions).

	March 31, 2024	December 31, 2023
Estimated fair value of derivative assets	\$ 20	\$ 62
Estimated fair value of derivative liabilities	\$ 43	\$ 36

For the Company's foreign currency exchange derivatives outstanding as of March 31, 2024 and December 31, 2023, the notional amounts of the foreign currency purchases were \$6.3 billion and \$4.9 billion, respectively, and the notional amounts of the foreign currency sales were \$3.1 billion and \$4.2 billion, respectively. The notional amount of a foreign currency forward contract is the contracted amount of foreign currency to be exchanged and is not recorded in the balance sheets.

	September 30, 2023	December 31, 2022
Estimated fair value of derivative assets	\$ 52	\$ 65
Estimated fair value of derivative liabilities	\$ 102	\$ 26
Notional amount:		
Foreign currency purchases	\$ 4,475	\$ 2,870
Foreign currency sales	\$ 3,957	\$ 2,682

The effect of foreign currency exchange derivatives recorded in "Other income (expense), net" in the Unaudited Consolidated Statements of Operations for the three and nine months ended **September 30, 2023** **March 31, 2024** and **2022** **2023** is as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	\$ 56	\$ 58	\$ 140	\$ 114
Losses on foreign currency exchange derivatives				
	Three Months Ended March 31,			
	2024	2023		
Losses on foreign currency exchange derivatives	\$ 85	\$ 17		

Other Financial Assets and Liabilities

At **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the Company's cash consisted of bank deposits. Cash equivalents principally include money market fund investments and certificates of deposit and their carrying value generally approximates the fair value as they are readily convertible to known amounts of cash. Other financial assets and liabilities, including restricted cash, accounts payable, accrued expenses, and deferred merchant bookings, are carried at cost which approximates their fair values because of the short-term nature of these items. Accounts receivable and other financial assets measured at amortized cost are carried at cost less an allowance for expected credit losses to present the net amount expected to be collected (see Note 7). See Note 9 for the estimated fair value of the Company's outstanding senior notes, including the estimated fair value of the Company's convertible senior notes.

7. ACCOUNTS RECEIVABLE AND OTHER FINANCIAL ASSETS

Accounts receivable in the Consolidated Balance Sheets at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023** includes receivables from customers of **\$2.5 billion** **\$1.8 billion** and **\$1.5 billion** **\$1.9 billion**, respectively, and receivables from payment processors and networks of **\$909 million** **\$1.5 billion** and **\$730 million** **\$1.3 billion**, respectively. The remaining balance principally relates to receivables from marketing affiliates. The amounts mentioned above are stated on a gross basis, before deducting the allowance for expected credit losses.

Significant judgments and assumptions are required to estimate the allowance for expected credit losses and such assumptions may change in future periods, particularly the assumptions related to the business prospects and financial condition of customers and marketing affiliates, also taking into account factors such as the including macroeconomic conditions, inflationary pressures, potential recession, and the Company's ability to collect the receivable or recover the prepayment. prepayments.

The following table summarizes the activity of the allowance for expected credit losses on receivables (in millions):

		Nine Months Ended September 30,		Three Months Ended March 31,	
		2023	2022	2024	2023
Balance, beginning of year	Balance, beginning of year	\$117	\$101		
Provision charged to earnings	Provision charged to earnings	103	104		
Write-offs and adjustments	Write-offs and adjustments	(103)	(75)		
Foreign currency translation adjustments	Foreign currency translation adjustments	(1)	(11)		
Balance, end of period	Balance, end of period	\$116	\$119		

8. INTANGIBLE ASSETS AND GOODWILL

The Company's intangible assets at **September 30, 2023**, **March 31, 2024** and **December 31, 2022** **December 31, 2023** consist of the following (in millions):

Technology and other intangible assets	327	(249)	78	330	(223)	107	Up to 20 years
Other intangible assets							
Other intangible assets							
Other intangible assets							
Total intangible assets	<u>Total intangible assets</u>	<u>\$ 3,515</u>	<u>\$ (1,855)</u>	<u>\$ 1,660</u>	<u>\$ 3,522</u>	<u>\$ (1,693)</u>	<u>\$ 1,829</u>

Intangible assets are amortized on a straight-line basis. Amortization expense for the intangible assets was \$55 million and \$166 million for the three and nine months ended September 30, 2023, respectively, March 31, 2024 and \$55 million and \$167 million for the three and nine months ended September 30, 2022, respectively, 2023.

The balance of goodwill as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 is stated net of cumulative impairment charges of \$2.0 billion. The Company tests goodwill for impairment on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. The Company tests goodwill at the reporting unit level and the annual tests are performed as of September 30. As of September 30, 2023, the Company performed its annual goodwill impairment test and concluded that there was no impairment of goodwill.

9. DEBT

Revolving Credit Facility

In May 2023, the Company entered into a five-year unsecured revolving credit facility with a group of lenders. The revolving credit facility extends a revolving line of credit of up to \$2.0 billion to the Company and provides for the issuance of up to \$80 million of letters of credit, as well as up to \$100 million of borrowings on same-day notice, referred to as swingline loans. Other than the swingline loans, which are available only in U.S. Dollars, the revolving loans and the letters of credit are available in U.S. Dollars, Euros, Pounds Sterling, and any other currency agreed to by the administrative agent and each of the lenders. The revolving credit facility contains a maximum leverage ratio covenant, compliance with which is a condition to the Company's ability to borrow.

Borrowings under the revolving credit facility will bear interest at a rate determined by reference to benchmark rates plus an applicable spread (ranging from 0% to 1.375%) based on the Company's leverage or credit rating at the time of the borrowing. Undrawn balances available under the revolving credit facility are subject to commitment fees at the applicable rate determined by reference to the Company's leverage or credit rating.

Upon entering into this new revolving credit facility, the Company terminated the \$2.0 billion five-year revolving credit facility entered into in August 2019. At September 30, 2023 there were no borrowings outstanding and \$18 million of letters of credit issued under the new revolving credit facility. At December 31, 2022, there were no borrowings outstanding and \$14 million of letters of credit issued under the prior revolving credit facility. See Note 12 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023 for additional information on related to the prior Company's five-year unsecured revolving credit facility that extends a revolving line of credit of up to \$2 billion to the Company. At March 31, 2024 and December 31, 2023, there were no borrowings outstanding and \$21 million and \$18 million, respectively, of letters of credit issued under the revolving credit facility.

Outstanding Debt

Outstanding debt at September 30, 2023 March 31, 2024 and December 31, 2023 consists of the following (in millions):

September 30, 2023	Unamortized Debt			
	Outstanding Principal Amount	Discount and Debt Issuance Cost		
		Carrying Value		
Current liabilities:				
2.375% (€1 Billion)				
Senior Notes due September 2024	\$ 1,059	\$ (2)	\$ 1,057	
0.75% Convertible Senior Notes due May 2025	863	(7)	856	
Total current liabilities	\$ 1,922	\$ (9)	\$ 1,913	
Long-term debt:				
3.65% Senior Notes due March 2025	\$ 500	\$ (1)	\$ 499	
0.1% (€950 Million) Senior Notes due March 2025	1,006	(2)	1,004	

	March 31, 2024		March 31, 2024		December 31, 2023	
	Outstanding Principal Amount		Outstanding Principal Amount	Carrying Value ⁽¹⁾	Outstanding Principal Amount	Carrying Value ⁽¹⁾
2.37% (€1 Billion) Senior Notes due September 2024 ^{(2) (3)}						
3.65% Senior Notes due March 2025 ⁽²⁾						
0.1% (€950 Million) Senior Notes due March 2025 ⁽²⁾						
0.75% Convertible Senior Notes due May 2025 ^{(2) (3)}						
3.6% Senior Notes due June 2026	3.6% Senior Notes due June 2026	1,000	(2)	998		
4.0% (€750 Million) Senior Notes due November 2026	4.0% (€750 Million) Senior Notes due November 2026	794	(3)	791		
1.8% (€1 Billion) Senior Notes due March 2027	1.8% (€1 Billion) Senior Notes due March 2027	1,059	(2)	1,057		
3.55% Senior Notes due March 2028	3.55% Senior Notes due March 2028	500	(2)	498		
0.5% (€750 Million) Senior Notes due March 2028	0.5% (€750 Million) Senior Notes due March 2028	794	(3)	791		

3.625% (€500 Million) Senior Notes due November 2028	3.625% (€500 Million) Senior Notes due November 2028	529	(3)	526
3.5% (€500 Million) Senior Notes due March 2029				
4.25% (€750 Million) Senior Notes due May 2029	4.25% (€750 Million) Senior Notes due May 2029	794	(5)	789
4.625% Senior Notes due April 2030	4.625% Senior Notes due April 2030	1,500	(8)	1,492
4.5% (€1 Billion) Senior Notes due November 2031	4.5% (€1 Billion) Senior Notes due November 2031	1,059	(7)	1,052
3.625% (€650 Million) Senior Notes due March 2032				
4.125% (€1.25 Billion) Senior Notes due May 2033	4.125% (€1.25 Billion) Senior Notes due May 2033	1,323	(14)	1,309
4.75% (€1 Billion) Senior Notes due November 2034	4.75% (€1 Billion) Senior Notes due November 2034	1,059	(9)	1,050
Total long-term debt		\$ 11,917	\$ (61)	\$ 11,856
3.75% (€850 Million) Senior Notes due March 2036				
4.0% (€750 Million) Senior Notes due March 2044				

Total outstanding debt
Short-term debt
Long-term debt

(1) The carrying values differ from the outstanding principal amounts due to unamortized debt discounts and debt issuance costs of \$98 million and \$65 million as of March 31, 2024 and December 31, 2023, respectively.

(2) Included in "Short-term debt" in the Unaudited Consolidated Balance Sheet as of March 31, 2024.

Outstanding debt at December 31, 2022 consists (3) Included in "Short-term debt" in the Consolidated Balance Sheet as of the following (in millions):

December 31, 2022	Outstanding Principal		Unamortized Debt		Carrying Value
	Amount		Discount and Debt	Issuance Cost	
Current liabilities:					
2.75% Senior Notes due March 2023	\$ 500	\$ —	\$ —	\$ —	\$ 500
Total current liabilities	\$ 500	\$ —	\$ —	\$ —	\$ 500
Long-term debt:					
2.375% (€1 Billion) Senior Notes due September 2024	\$ 1,067	\$ (3)	\$ (3)	\$ (3)	\$ 1,064
3.65% Senior Notes due March 2025	500	(1)	(1)	(1)	499
0.1% (€950 Million) Senior Notes due March 2025	1,014	(3)	(3)	(3)	1,011
0.75% Convertible Senior Notes due May 2025	863	(9)	(9)	(9)	854
3.6% Senior Notes due June 2026	1,000	(3)	(3)	(3)	997
4.0% (€750 Million) Senior Notes due November 2026	800	(3)	(3)	(3)	797
1.8% (€1 Billion) Senior Notes due March 2027	1,067	(2)	(2)	(2)	1,065
3.55% Senior Notes due March 2028	500	(2)	(2)	(2)	498
0.5% (€750 Million) Senior Notes due March 2028	800	(3)	(3)	(3)	797
4.25% (€750 Million) Senior Notes due May 2029	800	(6)	(6)	(6)	794
4.625% Senior Notes due April 2030	1,500	(9)	(9)	(9)	1,491
4.5% (€1 Billion) Senior Notes due November 2031	1,067	(7)	(7)	(7)	1,060
4.75% (€1 Billion) Senior Notes due November 2034	1,067	(9)	(9)	(9)	1,058
Total long-term debt	\$ 12,045	\$ (60)	\$ (60)	\$ (60)	\$ 11,985

December 31, 2023.

Fair Value of Debt

At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the estimated fair value of the outstanding debt was approximately \$14.0 billion \$17.9 billion and \$12.4 billion \$15.2 billion, respectively, and was considered a "Level 2" fair value measurement (see Note 6). Fair value was estimated based upon actual trades at the end of the reporting period or the most recent trade available as well as the Company's stock price at the end of the reporting period. The estimated fair value of the Company's debt in excess of the outstanding principal amount at September 30, 2023 March 31, 2024 and December 31, 2023 primarily relates to the conversion premium on the convertible senior notes due in May 2025 partially offset by the increase in market interest rates. As of December 31, 2022, the outstanding principal amount of the Company's debt exceeded the fair value of debt mainly due to the increase in market interest rates partially offset by the conversion premium on the convertible senior notes due in May 2025.

Convertible Senior Notes

In April 2020, the Company issued \$863 million aggregate principal amount of convertible senior notes due in May 2025 with an interest rate of 0.75% (the "May 2025 Notes"). The Company paid \$19 million in debt issuance costs during the year ended December 31, 2020 related to the issuance. The May 2025 Notes are convertible, subject to certain conditions, into the Company's common stock at a current conversion price of \$1,886.44 \$1,881.47 per share. The May 2025 Notes are convertible, at the option of the holder, prior to November 1, 2024, upon the occurrence of specific events, including but not limited to a change in control, or if the closing sales price of the Company's common stock for at least 20 trading days in the period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is more than 130% of the conversion price in effect for the notes on the last trading day of the immediately preceding quarter. In the event that all or substantially all of the Company's common stock is acquired on or prior to the maturity of the May 2025 Notes in a transaction in which the consideration paid to holders of the Company's common stock consists of all or substantially all cash, the Company would be required to make additional payments in the form of additional shares of common stock to the holders of the May 2025 Notes in an aggregate value ranging from \$0 to \$235 million depending upon the date of the transaction and the then current stock price of the Company. Starting on November 1, 2024, holders will have the right to convert all or any portion of the May 2025 Notes, regardless of the Company's stock price. The May 2025 Notes may not be redeemed by the Company prior to maturity. The holders may require the Company to repurchase the May 2025 Notes for cash in certain circumstances. Interest on the May 2025 Notes is payable on May 1 and November 1 of each year. If the note holders exercise their option to convert, the Company delivers cash to repay the principal amount of the notes and delivers shares of common stock or cash, at

its option, to satisfy the conversion value in excess of the principal amount. At **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the estimated fair value of the May 2025 Notes was **\$1.4 billion** **\$1.7 billion** and **\$1.2 billion** **\$1.6 billion**, respectively, and was considered a "Level 2" fair value measurement (see Note 6). For the three and nine months ended September 30, 2023 and 2022, the weighted-average effective interest rate related to the convertible senior notes was 1.2%.

Based on the closing sales prices of the Company's common stock for the prescribed measurement periods, the May 2025 Notes were convertible at the option of the holder during starting the second and third calendar quarters quarter of 2023 and continue to be convertible during the fourth second calendar quarter of 2023. The May 2025 Notes are classified as "Short-term debt" in the Consolidated Balance Sheet as of September 30, 2023. 2024.

Other Senior Notes

In May 2023, The following table summarizes the Company issued information related to other senior notes due November 2028 with an issued in March 2024:

Other Senior Notes	Effective Interest Rate (1)	Timing of Interest Payments
3.5% Senior Notes due March 2029	3.61%	Annually in March
3.625% Senior Notes due March 2032	3.71%	Annually in March
3.75% Senior Notes due March 2036	3.92%	Annually in March
4.0% Senior Notes due March 2044	4.15%	Annually in March

(1) Represents the coupon interest rate adjusted for deferred debt issuance costs, premiums or discounts existing at the origination of 3.625% for an aggregate principal amount of 500 million Euros and senior notes due May 2033 with an interest rate of 4.125% for an aggregate principal amount of 1.25 billion Euros. the debt.

The proceeds from the issuance of these senior notes are available for general corporate purposes, including to repurchase shares of the Company's common stock. stock and to redeem or repay outstanding indebtedness.

In March 2023, the Company repaid \$500 million on the maturity of the Senior Notes due March 2023. In March 2022, the Company repaid \$1.1 billion on the maturity of Senior Notes due March 2022. In addition, the Company 2023 and paid the applicable accrued and unpaid interest relating to each of these senior notes.

Other senior notes had a total carrying value of \$12.9 billion and \$11.6 billion at September 30, 2023 and December 31, 2022, respectively. Debt discount and debt issuance costs are amortized using the effective interest rate method over the period from the origination date through the stated maturity date.

Interest expense related to other senior notes consists primarily of coupon interest expense of \$109 million \$118 million and \$301 million \$92 million for the three and nine months ended September 30, 2023, respectively, March 31, 2024 and \$54 million and \$168 million for the three and nine months ended September 30, 2022, 2023, respectively.

The Company designates certain portions of the aggregate principal value of the Euro-denominated debt as a hedge of the foreign currency exposure of the net investment in certain Euro functional currency subsidiaries. For the nine three months ended September 30, 2023 March 31, 2024 and 2022 2023, the carrying value of the portion of Euro-denominated debt, designated as a net investment hedge, ranged from \$2.3 billion to \$3.1 billion and from \$5.9 billion to \$8.4 billion and from \$4.2 billion to \$5.6 \$6.4 billion, respectively.

10. TREASURY STOCK AND DIVIDENDS

At December 31, 2022 December 31, 2023, the Company had a total remaining authorization of \$3.9 billion \$13.7 billion related to a program authorized by the Company's Board of Directors ("the Board") in 2019 2023 to repurchase up to \$15.0 billion of the Company's common stock. In the first quarter of 2023, the Board authorized an additional program to repurchase up to \$20.0 billion \$20 billion of the Company's common stock. At September 30, 2023 March 31, 2024, the Company had a total remaining authorization of \$16.2 billion \$12.2 billion to repurchase its common stock. The Company expects to complete the share repurchases under the remaining authorization within four years from when by the Company started the program in the first quarter end of 2023 2026, assuming no major downturn in the travel market. Additionally, the Board has given the Company the general authorization to repurchase shares of its common stock withheld to satisfy employee withholding tax obligations related to stock-based compensation.

The following table summarizes the Company's stock repurchase activities during the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 (in millions, except for shares, which are reflected in thousands):

		Three Months Ended March 31,				Nine Months Ended September			
		Three Months Ended September 30,		30,		Three Months Ended March 31,		30,	
		2023	2022	2023	2022	2023	2022	2023	2022
		Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
		Three Months Ended March 31,				2024			
		2024				Shares	Amount	Shares	Amount
		Shares							
Authorized stock repurchase programs	Authorized stock repurchase programs	867	\$ 2,616	1,064	\$ 1,959	2,856	\$ 7,776	2,090	\$ 4,178

General authorization for shares withheld on stock award vesting	General authorization for shares withheld on stock award vesting	3	9	3	7	70	185	77	162
Total	Total	870	\$ 2,625	1,067	\$ 1,966	2,926	\$ 7,961	2,167	\$ 4,340

Stock repurchases of **\$70** **\$47** million in **September 2023** **March 2024** were settled in **October 2023**.

April 2024.

For the **nine** three months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, the Company remitted employee withholding taxes of **\$185** **\$286** million and **\$160** **\$158** million, respectively, to the tax authorities, which may differ from the aggregate cost of the shares withheld for taxes for each period due to the timing in remitting the taxes. The cash remitted to the tax authorities is included in financing activities in the Unaudited Consolidated Statements of Cash Flows.

Effective January 1, 2023, the Inflation Reduction Act of 2022 has mandated a 1% excise tax on share repurchases. Excise tax obligations that result from the Company's share repurchases are accounted for as a cost of the treasury stock transaction. As of September 30, 2023, the The Company recorded an estimated excise tax liability for share repurchases of \$72 million for stock repurchases during the nine months ended September 30, 2023 \$108 million and \$96 million as of March 31, 2024 and December 31, 2023, which respectively. The excise tax liability is included in "Accrued expenses and other current liabilities" in the Consolidated Balance Sheet. Sheets.

In March 2024, the Company paid cash dividends of \$299 million. The quarterly cash dividend of \$8.75 per share of common stock was declared by the Board in February 2024 and paid to stockholders of record as of the close of business on March 8, 2024. In May 2024, the Board declared a cash dividend of \$8.75 per share of common stock, payable on June 28, 2024 to stockholders of record as of the close of business on June 7, 2024.

11. INCOME TAXES

Income tax expense consists of U.S. and international income taxes, determined using an estimate of the Company's annual effective tax rate, which is based upon the applicable tax rates and tax laws of the countries in which the income is generated. A deferred tax liability is recognized for all taxable temporary differences, and a deferred tax asset is recognized for all deductible temporary differences and operating loss and tax credit carryforwards. A valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be realized. The Company considers many factors when assessing the likelihood of future realization of the deferred tax assets, including its recent cumulative earnings experience by taxing jurisdiction, expectations of future income, tax planning strategies, the carryforward periods available for tax reporting purposes, and other relevant factors.

The Company's effective tax rates for the three and nine months ended **September 30, 2023** **March 31, 2024** and **2023** were **20.3%** **17.1%** and **19.8%**, respectively, compared to **23.4%** and **26.2%** for the three and nine months ended **September 30, 2022** **March 31, 2023** **12.4%**, respectively. The Company's **2023** **2024** effective tax rates differ from the U.S. federal statutory tax rate of 21%, primarily due to the benefit of the Netherlands Innovation Box Tax (discussed below), partially offset by higher international tax rates, and certain non-deductible expenses, and U.S. federal and state tax associated with the Company's international earnings. The Company's **2022** **2023** effective tax rates differ from the U.S. federal statutory tax rate of 21%, primarily due to higher international tax rates, unrecognized tax benefits, a valuation allowance related to certain unrealized losses on equity securities, and certain non-deductible expenses, partially offset by the benefit of the Netherlands Innovation Box Tax, partially offset by higher international tax rates and certain non-deductible expenses.

The Company's effective tax rate for the three months ended **September 30, 2023** **March 31, 2024** was **lower** **higher** than the effective tax rate for the three months ended **September 30, 2022** **March 31, 2023**, primarily due to **lower** **higher** unrecognized tax benefits, lower international tax rates, and certain **lower** **higher** non-deductible expenses, partially offset by certain lower discrete tax benefits, higher U.S. federal and state tax associated with the Company's international earnings, and a decrease in the benefit of the Netherlands Innovation Box Tax.

The Company's effective tax rate for the nine months ended September 30, 2023 was lower than the effective tax rate for the nine months ended September 30, 2022, primarily due to **lower** **higher** unrecognized tax benefits, lower valuation allowance related to certain unrealized losses on equity securities, lower international tax rates, and Tax, partially offset by certain **lower** **higher** non-deductible expenses, partially offset by a decrease in the benefit of the Netherlands Innovation Box Tax, expenses.

During the three and nine months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, a majority of the Company's income was reported in the Netherlands, where Booking.com is based. According to Dutch corporate income tax law, income generated from qualifying innovative activities is taxed at a rate of 9% ("Innovation Box Tax") rather than the Dutch statutory rate of 25.8%. A portion of Booking.com's earnings during the three and nine months ended **September 30, 2023** **March 31, 2024** and **2022, 2023** qualified for Innovation Box Tax treatment, which had a beneficial impact on the Company's effective tax rates for these periods.

The aggregate amount of unrecognized tax benefits for all matters at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023** was **\$51** **million** **\$68** million and **\$184** **million** **\$67** million, respectively. As of **September 30, 2023** **March 31, 2024**, net unrecognized tax benefits of **\$31** **million** **\$48** million, if recognized, would impact the effective tax rate. As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, total gross interest and penalties accrued was **\$7** **million** and **\$43** **million**, respectively. The decrease in unrecognized tax benefits, as well as gross interest and penalties, primarily relates to the settlement by Booking.com of certain French tax matters. The majority of unrecognized tax benefits are included in "Other assets, net" and "Other long-term liabilities" in the **Unaudited** Consolidated Balance Sheet as of **September 30, 2023** **March 31, 2024**. It is reasonably possible that the balance of gross unrecognized tax benefits could change over the next 12 months.

12. CHANGES IN ACCUMULATED OTHER COMPREHENSIVE LOSS BY COMPONENT

The **table** below present the changes in the balances of accumulated other comprehensive loss ("AOCI") by component for the three and nine months ended **September 30, 2023** **March 31, 2024** and **2022** (in millions):

	Net unrealized (losses) gains on available-for-sale securities										Total AOCI, net of tax	
	Foreign currency translation adjustments					Net investment hedges (1)						
	Before tax		Tax (2)		Before tax		Tax		Total, net of tax			
Three Months Ended September 30, 2023												
Balance, June 30, 2023	\$ (476)	\$ 76	\$ 163	\$ (46)	\$ (283)	\$ (11)	\$ 3	\$ (8)	\$ (291)			
Other comprehensive income (loss) ("OCI") for the period	(240)	46	259	(61)	4	3	(1)	2	6			
Balance, September 30, 2023	\$ (716)	\$ 122	\$ 422	\$ (107)	\$ (279)	\$ (8)	\$ 2	\$ (6)	\$ (285)			
Nine Months Ended September 30, 2023												
Balance, December 31, 2022	\$ (579)	\$ 93	\$ 310	\$ (81)	\$ (257)	\$ (13)	\$ 3	\$ (10)	\$ (267)			
OCI for the period	(137)	29	112	(26)	(22)	5	(1)	4	(18)			
Balance, September 30, 2023	\$ (716)	\$ 122	\$ 422	\$ (107)	\$ (279)	\$ (8)	\$ 2	\$ (6)	\$ (285)			

	Net unrealized (losses) gains on available-for-sale securities										Total AOCI, net of tax	
	Foreign currency translation adjustments					Net investment hedges (1)						
	Before tax		Tax (2)		Before tax		Tax		Total, net of tax			
Three Months Ended March 31, 2024												
Balance, December 31, 2023	\$ (537)	\$ 94	\$ 171	\$ (48)	\$ (320)	\$ (4)	\$ 1	\$ (3)	\$ (323)			
Other comprehensive (loss) income ("OCI") for the period	(80)	(6)	66	(15)	(35)	3	(1)	2	(33)			
Balance, March 31, 2024	\$ (617)	\$ 88	\$ 237	\$ (63)	\$ (355)	\$ (1)	—	\$ (1)	\$ (356)			

	Net unrealized (losses) gains on available-for-sale securities										Total AOCI, net of tax	
	Foreign currency translation adjustments					Net investment hedges (1)						
	Before tax		Tax (2)		Before tax		Tax		Total, net of tax			
Three Months Ended September 30, 2022												
Balance, June 30, 2022	\$ (717)	\$ 112	\$ 470	\$ (119)	\$ (254)	\$ 3	\$ (1)	\$ 2	\$ (252)			
OCI for the period	(402)	51	293	(69)	(127)	(16)	4	(12)	(139)			
Balance, September 30, 2022	\$ (1,119)	\$ 163	\$ 763	\$ (188)	\$ (381)	\$ (13)	\$ 3	\$ (10)	\$ (391)			
Nine Months Ended September 30, 2022												
Balance, December 31, 2021	\$ (276)	\$ 67	\$ 91	\$ (28)	\$ (146)	\$ 3	\$ (1)	\$ 2	\$ (144)			
OCI for the period	(843)	96	672	(160)	(235)	(16)	4	(12)	(247)			
Balance, September 30, 2022	\$ (1,119)	\$ 163	\$ 763	\$ (188)	\$ (381)	\$ (13)	\$ 3	\$ (10)	\$ (391)			

	Net unrealized (losses) gains on available-for-sale securities										Total AOCI, net of tax	
	Foreign currency translation adjustments					Net investment hedges (1)						
	Before tax		Tax (2)		Before tax		Tax		Total, net of tax			
Three Months Ended March 31, 2023												
Balance, December 31, 2022	\$ (579)	\$ 93	\$ 310	\$ (81)	\$ (257)	\$ (13)	\$ 3	\$ (10)	\$ (267)			
OCI for the period	105	(21)	(113)	27	(2)	3	(1)	2	—			
Balance, March 31, 2023	\$ (474)	\$ 72	\$ 197	\$ (54)	\$ (259)	\$ (10)	\$ 2	\$ (8)	\$ (267)			

(1) Net investment hedges balance at **September 30, 2023** **March 31, 2024** and earlier dates presented above, includes accumulated net losses from fair value adjustments of \$35 million (\$53 million before tax) associated with previously settled derivatives that were designated as net investment hedges. The remaining balances relate to foreign currency transaction gains (losses) and related tax benefits (expenses) associated with the Company's Euro-denominated debt that is designated as a hedge of the foreign currency exposure of the net investment in certain Euro functional currency subsidiaries (see Note 9).

(2) The tax benefits relate to foreign currency translation adjustments to the Company's one-time deemed repatriation tax liability recorded at December 31, 2017 and foreign earnings for periods after December 31, 2017 that are subject to U.S. federal and state income tax, resulting from the enactment of the U.S. Tax Cuts and Jobs Act.

13. COMMITMENTS AND CONTINGENCIES

Competition and Consumer Protection Reviews

At times, online platforms, including online travel platforms have been the subject of investigations or inquiries by various national competition authorities ("NCAs") or other governmental authorities regarding competition law matters, consumer protection issues, or other areas of concern. The Company is and has been involved in many such investigations. For example, the Company has been and continues to be involved in investigations related to whether Booking.com's contractual parity arrangements with

accommodation providers sometimes also referred to as "most favored nation" or "MFN" provisions, are anti-competitive because they require accommodation providers partners to provide Booking.com with room rates, conditions, or and availability that are at least as favorable as those offered to other online travel companies ("OTCs") or through by the accommodation provider's website, partner itself. To resolve and close certain of the parity-related investigations, the Company has from time to time made commitments to the investigating authorities regarding future business practices or activities, such as agreeing to narrow the scope of its parity clauses, in order to resolve parity-related investigations. clauses. These investigations have resulted in fines and the Company could incur additional fines and/or be restricted in certain of its business practices in the future.

In October 2022, the Comisión Nacional de los Mercados y la Competencia in Spain (the "CNMC") opened an investigation into whether certain practices by Booking.com may produce adverse effects for hotels and other OTCs. In January 2024, the CNMC notified Booking.com of its draft decision to impose a fine of 486 million Euros and to determine how to rank hotels in its display to customers. The amount of the draft fine is based on Booking.com's historical revenues and it is possible the final amount may be increased when the decision is finalized, which is expected by July 2024. Booking.com does not agree with the rationale stated in the draft decision and certain of the restrictions sought to be imposed, and is continuing to engage with the CNMC prior to the decision being finalized. If the draft decision were to become final, Booking.com plans to challenge aspects of the fine, decision, and/or restrictions. Although the Company disagrees with the rationale stated in the draft decision, the Company accrued a loss of 486 million Euros (\$530 million) during the year ended December 31, 2023 with the related liability included in "Accrued expenses and other current liabilities" in the Consolidated Balance Sheets as of March 31, 2024 and December 31, 2023. In addition, in September 2017, the Swiss Price Surveillance Office opened an investigation into the level of commissions of Booking.com in Switzerland and the investigation is ongoing. If there is an adverse outcome and Booking.com is unsuccessful in any appeal, Booking.com could may be required to reduce make other commitments, such as reducing its commissions in Switzerland. In October 2022, July 2023, the Comisión Nacional de los Mercados y la Competencia Polish Office of Competition and Consumer Protection opened an investigation into Booking.com's identification of private and professional hosts and its messaging in Spain relation to obligations owed to consumers. In March 2024, the Italian Competition Authority opened an investigation into whether certain practices by Booking.com may produce adverse effects for hotels and other online travel agencies. In July 2023, the Polish Office of Competition and Consumer Protection opened an investigation into Booking.com's identification of private and professional hosts and its messaging in relation to obligations owed to consumers. If any of the investigations were to find that Booking.com practices violated the respective laws, Booking.com may face significant fines, restrictions on its business practices, and/or be required to make other commitments. Some authorities are reviewing the online hotel booking sector more generally through market inquiries, and the Company cannot predict the outcome of such inquiries or any resulting impact on its business, results of operations, cash flows, or financial condition.

The Company is and has been involved in investigations or inquiries by NCAs or other governmental authorities involving consumer protection matters, including in the United Kingdom and the European Union. The Company has previously made certain voluntary commitments to competition authorities to resolve investigations or inquiries that have included showing prices inclusive of all mandatory taxes and charges, providing information about the effect of money earned on search result rankings on or before the search results page and making certain adjustments to how discounts and statements concerning popularity or availability are shown to consumers. In the future, it is possible new jurisdictions could engage the Company in discussions to implement changes to its business in those countries. The Company is unable to predict what, if any, effect any future similar commitments will have on its business, industry practices or online commerce more generally. To the extent that any other investigations or inquiries result in additional commitments, fines, damages or other remedies, the Company's business, financial condition, and results of operations could be harmed.

The Company is unable to predict how any current or future investigations or litigation may be resolved or the long-term impact of any such resolution on its business. For example, competition and consumer-law-related investigations, legislation, or issues could result in private litigation and the Company is currently involved in such litigation. More immediate results could include, among other things, the imposition of fines, payment of damages, commitments to change certain business practices, or reputational damage, any of which could harm the Company's business, results of operations, brands, or competitive position.

Tax Matters

Between December 2018 and August 2021, the Italian tax authorities issued assessments on Booking.com's Italian subsidiary totaling approximately 251 million Euros (\$266.271 million) for the tax years 2013 through 2018, asserting that its transfer pricing policies were inadequate. The Company believes Booking.com has been and continues to be in compliance with Italian tax law. In September 2020, the Italian tax authorities approved the opening of a mutual agreement procedure ("MAP") between Italy and the Netherlands for the 2013 tax year and the Italian tax authorities subsequently approved the inclusion of the tax years 2014 through 2018 in the MAP. Based on the Company's expectation that the Italian assessments for 2013 through 2018, and any transfer pricing assessments received for subsequent open years, will be settled through the MAP process, and after considering potential resolution amounts, 18.33 million Euros (\$19.36 million) have been reflected in net unrecognized tax benefits, the majority of which is recorded to "Other assets, net" in the Consolidated Balance Sheets at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023. This unrecognized tax benefit is partially offset by a deferred income tax benefit of 15 million Euros (\$17 million). As of September 30, 2023 March 31, 2024, the Company made prepayments of 74 million Euros (\$78.80 million) to the Italian tax authorities to forestall collection enforcement pending the appeal phase of the case. The payments do not constitute an admission that the Company owes the taxes and will be refunded (with interest) to the Company to the extent that the Company prevails. The payments are included in "Other assets, net" in the Consolidated Balance Sheets at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

In June 2021, the investigative arm of the Italian tax authorities issued a Tax Audit Report recommending that a formal tax assessment of 154 million Euros (\$163 million), plus interest and penalties, be made on Booking.com BV for value-added taxes ("VAT") related to commissions charged to certain Italian accommodation providers from 2013 to 2019. In connection with the Tax Audit Report, the Genoa Public Prosecutor has requested certain Booking.com tax information and related data. The Company is cooperating with regard to that request. While the Company continues to believe that Booking.com has been compliant with applicable VAT laws, in July 2023, the Company entered into an agreement with the Italian tax authorities and paid approximately 93 million Euros (\$103 million) to settle the issues raised in the Tax Audit Report for the periods 2013 through 2022.

The Company is also involved in other tax-related audits, investigations, and litigation relating to income taxes, value-added taxes, travel transaction taxes (e.g., hotel occupancy taxes), withholding taxes, and other taxes. Any taxes or assessments in excess of the Company's tax provisions, including the resolution of any tax proceedings or litigation, could have a material adverse impact on the Company's results of operations, cash flows, and financial condition. In some cases, assessments may be significantly in excess of the Company's tax provisions, particularly in instances where the Company does not agree with the tax authority's assessment of how the tax laws may apply to the Company's business.

Other Matters

Beginning in 2014, Booking.com B.V. received several letters from the Netherlands Pension Fund for the Travel Industry (Reiswerk) ("BPF") claiming that Booking.com is it was required to participate in the mandatory pension scheme of the BPF with retroactive effect to 1999, which has a higher contribution rate than the pension scheme in which Booking.com it is currently participating. BPF instituted legal proceedings against Booking.com and in 2016 the District Court of Amsterdam rejected all of BPF's claims. BPF appealed the decision to the Court of Appeal, and, in May 2019, the Court of Appeal also rejected all of BPF's claims, in each case by ruling that Booking.com does Booking did not meet the definition of a travel intermediary for purposes of the mandatory pension scheme. BPF then appealed to the Netherlands Supreme Court. In April 2021, the Supreme Court overturned the previous decision of the Court of Appeal and held that Booking.com meets B.V. met the definition of a travel intermediary for the purposes of the mandatory pension scheme. The Supreme Court ruled only on the qualification of Booking.com B.V. as a travel intermediary for the purposes of the mandatory pension scheme and did not rule on the various other defenses brought forward by the Company against BPF's claims. The Supreme Court referred the matter to another Court of Appeal that will have to assess the other defenses brought forward by the Company. The Company intends to pursue a number of defenses in the subsequent proceedings and may ultimately prevail in whole or in part. While the Company continues to believe In January 2024, that Booking.com is in compliance with its pension obligations and that the Court of Appeal could ultimately rule in favor of ruled that Booking.com given the Supreme Court's decision, the Company believes it B.V. is probable that it has incurred a loss related required to this matter. The Company is not able to reasonably estimate a loss or a range of loss because there are significant factual and legal questions yet to be determined participate in the subsequent proceedings. As a result, as mandatory pension scheme of September 30, 2023, the Company has not recorded a liability in connection with a potential adverse ultimate outcome to this litigation. However, if Booking.com were to ultimately lose and all of BPF's claims were to be accepted (including BPF with retroactive effect to 1999) 1999. The Company has filed an appeal of the decision to the Netherlands Supreme Court. Although the Company disagrees with the decision, it accrued a loss of 253 million Euros (\$276 million), included in "Personnel" expenses in the Consolidated Statement of Operations for the year ended December 31, 2023. During the three months ended March 31, 2024, the Company estimates that recorded additional estimated expenses for the period of 19 million Euros (\$21 million), included in "Personnel" expenses in the Unaudited Consolidated Statement of Operations. The related liability is included in "Accrued expenses and other current liabilities" in the Consolidated Balance Sheets as of September 30, 2023, the maximum loss, not including any potential interest or penalties, would be approximately 405 million Euros (\$428 million) March 31, 2024 and December 31, 2023. Such estimated potential loss increases as On a go-forward basis, Booking.com continues not B.V. expects to contribute begin paying pension premiums to the BPF and depends on Booking.com's applicable employee compensation after September 30, 2023, scheme or to increase contributions to employees under its existing pension scheme.

From time to time, the Company notifies the competent data protection authority, such as the Dutch data protection authority in accordance with its obligations under the General Data Protection Regulation, of certain incidental and accidental personal data security incidents. Should, for example, the Dutch data protection authority decide these incidents were the result of inadequate technical and organizational security measures or practices, it could decide to impose a fine.

The Company has been, is currently, and expects to continue to be, subject to legal proceedings and claims in the ordinary course of business, including claims of alleged infringement of third-party intellectual property rights. Such claims, even if not meritorious, could result in the expenditure of significant financial and managerial resources, divert management's attention from the Company's business objectives and adversely affect the Company's business, reputation, results of operations, financial condition, and cash flows.

The Company accrues for certain other legal contingencies where it is probable that a loss has been incurred and the amount can be reasonably estimated. Such accrued amounts are not material to the Company's balance sheets and provisions recorded have not been material to the Company's results of operations or cash flows.

Other Contractual Obligations and Contingencies

The Company had \$690 million \$953 million and \$452 million \$533 million of standby letters of credit and bank guarantees issued on behalf of the Company as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively, including those issued under the revolving credit facility. These are obtained primarily for regulatory purposes. See Note 9 for information related to letters of credit issued under the revolving credit facility.

Booking.com offers partner liability insurance that provides protection to certain accommodation partners ("home partners") in instances where a reservation has been made via Booking.com. The partner liability insurance may provide those home partners (both owners and property managers) coverage up to \$1.0 \$1 million equivalent per occurrence, subject to limitations and exclusions, against third-party lawsuits, claims for bodily injury, or third-party personal property damage that occurred during a stay booked through Booking.com. Booking.com retains certain financial risks related to this insurance offering, which is underwritten by third-party insurance companies.

14. OTHER INCOME (EXPENSE), NET

The components of other income (expense), net for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 were as follows (in millions):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Interest and dividend income	\$ 289	\$ 61	\$ 783	\$ 88
Net gains (losses) on equity securities ⁽¹⁾	16	(336)	(151)	(1,142)
Foreign currency transaction (losses) gains ⁽²⁾	(1)	(34)	(102)	12
Other	(4)	4	3	2
Other income (expense), net	\$ 300	\$ (305)	\$ 533	\$ (1,040)

	Three Months Ended	
	March 31,	
	2024	2023
Foreign currency transaction gains (losses) ⁽¹⁾	\$ 136	\$ (53)
Net losses on equity securities ⁽²⁾	(16)	(133)
Other	2	5

Other income (expense), net	\$ 122	\$ (181)
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(1) Includes loss of \$149 million related to the sale of Meituan during the nine months ended September 30, 2023. See Note 5 for additional information related to net gains (losses) on equity securities and Note 6 for additional information related to impairments of an investment in equity securities.

(2) Foreign currency transaction gains (losses) gains include gains of \$36 million \$167 million and \$2 million losses of \$26 million for the three and nine months ended September 30, 2023, respectively, March 31, 2024 and gains of \$2 million and \$70 million for the three and nine months ended September 30, 2022, 2023, respectively, related to Euro-denominated debt and accrued interest that were not designated as net investment hedges (see Note 9).

(2) See Note 5 for additional information related to net losses on equity securities.

15. OTHER

Unaudited Consolidated Statements of Cash Flows: Additional Information

The following table reconciles As of March 31, 2024 and December 31, 2023, cash and cash equivalents reported in the Consolidated Balance Sheets differs from the amounts of total cash and cash equivalents and restricted cash and cash equivalents reported in the Consolidated Balance Sheets to the total amounts as shown in the Unaudited Consolidated Statements of Cash Flows (in millions):

	September 30, 2023	December 31, 2022
	(Unaudited)	
As included in the Consolidated Balance Sheets:		
Cash and cash equivalents	\$ 13,294	\$ 12,221
Restricted cash and cash equivalents ⁽¹⁾	32	30
Total cash and cash equivalents and restricted cash and cash equivalents as shown in the Unaudited Consolidated Statements of Cash Flows	<hr/> \$ 13,326	<hr/> \$ 12,251

(1) Included due to restricted cash and cash equivalents, primarily related to the Company's travel-related insurance business, which are included in "Other current assets" in the Consolidated Balance Sheets and principally consist of amounts relating to the Company's travel-related insurance business. Sheets.

Noncash investing activity related to additions to property and equipment, including stock-based compensation and accrued liabilities, was \$39 million \$16 million and \$33 million \$18 million for the nine three months ended September 30, 2023 March 31, 2024 and 2022 2023, respectively. See Note 10 for additional information on noncash financing activity related to the excise tax on share repurchases.

Restructuring, Disposal, and Other Exit Activities

During the year ended December 31, 2022, the Company transferred certain customer service operations of Booking.com to Majorel Group Luxembourg S.A. resulting in a loss of \$40 million included in "Restructuring, disposal, and other exit activities" in the Unaudited Consolidated Statements of Operations for the nine months ended September 30, 2022.

Acquisition - Termination Fee

In November 2021, the Company entered into an agreement to acquire global flight booking provider Etraveli Group. The completion of the acquisition was subject to certain closing conditions, including regulatory approvals. In September 2023, the European Commission announced its decision to prohibit the acquisition and consequently a termination fee of 85 million Euros (\$90 million) became payable to the sellers. The termination fee was paid in October 2023 and is recorded in "General and administrative" expense in the Unaudited Consolidated Statements of Operations for the three and nine months ended September 30, 2023. The related payable is included in "Accounts payable" in the Unaudited Consolidated Balance Sheet as of September 30, 2023.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023, including Part I, Item 1A "Risk Factors," as well as our Unaudited Consolidated Financial Statements and accompanying notes and the Section entitled "Special Note Regarding Forward-Looking Statements" in this Quarterly Report on Form 10-Q. The information on our websites is not a part of this Quarterly Report and is not incorporated herein by reference.

We evaluate certain operating and financial measures on both an as-reported and constant-currency basis. We calculate constant currency by based on the predominant transactional currency in each country, converting our current-year period operating and financial results for transactions recorded in currencies other than U.S. Dollars using the corresponding prior-year period monthly average exchange rates rather than rates. Foreign exchange rate fluctuations did not have a material impact on our year-over-year growth in gross bookings, revenues, and operating expenses for the current-year period monthly average exchange rates. three months ended March 31, 2024. Since our expenses are generally denominated in foreign currencies on a basis similar to our revenues, our operating margins have not been significantly impacted by currency fluctuations.

Overview

Our mission is to make it easier for everyone to experience the world. We **connect** aim to provide consumers who wish to make with a best-in-class experience offering the travel **reservations** choices they want, with tailored language, payment, and other options, seamlessly connecting them with our travel service providers around the world through our **online platforms**, provider partners. We offer these services through **six** five primary consumer-facing brands: Booking.com, Priceline, Agoda, Rentalcars.com, KAYAK, and OpenTable.

We derive substantially all of our revenues from enabling consumers to make travel service reservations. We also earn revenues from advertising services, restaurant reservations and restaurant management services, and **various** other services, such as travel-related insurance services. See Note 2 to our Unaudited Consolidated Financial Statements for more information.

Trends

Since the second quarter of 2020 and through the third quarter of **in** 2023, changes in accommodation room nights versus the comparable period in 2019 have generally improved as government-imposed travel restrictions due to the COVID-19 pandemic have eased and consumer demand for travel has generally improved. In 2022, global room nights were 52% higher than in 2021 and 6% higher than in 2019. The **increased** 17% year-over-year growth in room nights in 2022 was driven primarily by the recovery in Europe, Asia, and Rest of World, as well as by growth in North America. Global room nights increased 15% year-over-year and 24% versus 2019 in the third quarter of 2023. The year-over-year growth in room nights in the third quarter of 2023 was driven primarily by the continued recovery from the COVID-19 pandemic in Asia and strong travel demand in Europe. **For** In 2023, we saw the booking window expand compared to 2022, which benefited year-over-year room night growth in 2023.

In the first three quarters quarter of **2023, 2024**, global room nights increased **19%** **9%** year-over-year driven primarily by healthy travel demand in Europe and **25%** versus 2019. For Asia. In the first three quarters quarter of **2023, 2024**, the booking window expanded as compared to the first three quarters quarter of **2022 and 2019, 2023**, which benefited year-over-year room night growth in the first three quarters quarter of **2023** as compared to the respective prior-year periods. **2024**.

We saw a negative impact on room night growth in October 2023 due to the Israel-Hamas war, particularly in Israel. There was also some short-term impact on travel trends outside of the country, such as cancellations and a drop in new bookings, as people absorbed the news. If the conflict continues or expands, it may adversely affect demand for our services, particularly in nearby areas.

To illustrate the impact of the COVID-19 pandemic and recovery over time, the charts below compare results against the comparable period in the prior year and 2019.

Quarterly Room Nights and Change versus the prior year and 2019



In early March 2022, following Russia's invasion of Ukraine, we suspended the booking of travel services in Russia and Belarus. This led to the loss of new bookings from bookers in these countries. Excluding room nights from bookers in Russia, Ukraine, and Belarus in each comparable period, our overall room nights The cancellation rate in the **third** first quarter of **2023** were up about 15% versus 2022 and up about 28% versus 2019.

2024 was in line with the prior year. We have observed a general improvement in generally stable cancellation rates in recent years, though we have seen periods of elevated cancellation rates from time to time, such as following the imposition of new travel restrictions during the COVID-19 pandemic. The cancellation rate in the third quarter of 2023 increased slightly compared to the cancellation rate in the third quarter of 2022, but remained slightly lower than the comparable period in 2019.

time. Because we recognize revenue from bookings when the traveler checks in, our reported revenue is not at risk of being reversed due to cancellations. Increases in cancellation rates can negatively impact our marketing efficiency as a result of incurring performance marketing expense at the time a booking is made even though that booking could be canceled in the future if it was booked under a flexible cancellation policy. **There are many factors in addition to cancellation rates that contribute to marketing efficiency including**

Our global average daily rates ("ADRs"), costs per click, foreign increased approximately 1% on a constant currency exchange rates, our ability to convert paid traffic to booking consumers, basis in the timing and effectiveness of our brand marketing campaigns, and the extent to which consumers come directly to our platforms for bookings. Significant increases in cancellation rates such as those experienced during the second **first** quarter of 2020 may increase our customer service costs.

From the second quarter of 2020 and through 2022, government-imposed travel restrictions due to the COVID-19 pandemic generally limited international travel (travelers booking a stay at a property located outside their own country) more than domestic travel (travelers booking a stay within their own country). The mix of our room nights booked for international travel in the third quarter of 2023 increased **2024** as compared to the **third** first quarter of **2022, 2023**, driven primarily by higher ADRs in Europe. The increase in our global ADRs in the first quarter of **2024** as compared to the first quarter of **2023**, was negatively impacted by approximately one percentage point from changes in geographical mix in our business driven primarily by a higher mix of room nights from Asia, which is a lower ADR region. The year-over-year increase in our global ADRs has resulted in our accommodation gross bookings growing faster than our room nights in the first quarter of **2024**. It is difficult to predict what the trend in industry ADRs will be in the future.

We focus on relentless innovation to grow our business by providing a best-in-class user experience with intuitive, easy-to-use online platforms that aim to exceed the expectations of online consumers. We have a long-term strategy to create an ideal traveler experience, offering our customers relevant options and **was** connections at the times and in **line** the language they want them, making trips booked with us seamless, easy, and valuable. We refer to this as the "Connected Trip." The goal of our Connected Trip vision is to offer a differentiated and personalized online travel planning, booking, payment, and in-trip experience for each trip, enhanced by a robust loyalty program that provides value to travelers and partners across all trips. We believe these efforts will help improve traveler loyalty, frequency, and mix of direct bookings over time. We believe these improvements will benefit revenue growth and marketing efficiency in the future, however, to the extent our non-accommodation services have lower margins and increase as a percentage of our total business, our operating margins may be negatively affected.

We believe that our mobile app is an important platform for experiencing the Connected Trip since the app travels with the third quarter of 2019.

traveler. The mix of our room nights booked on a mobile device app in the third first quarter of 2023 increased compared to 2024 was approximately 51%, up versus approximately 46% in the third first quarter of 2022. 2023. The significant majority of room nights booked on our mobile apps are direct, and we continue to see favorable repeat direct booking behavior from consumers in our mobile apps, which allow us more opportunities to engage directly with consumers. The revenue earned on a transaction from on a mobile device app may be less than a typical desktop transaction as we see different consumer purchasing patterns across devices. For example, accommodation reservations made on a mobile device app typically are for shorter lengths of stay and have lower accommodation ADRs. The mix of our room nights booked on a mobile app in the third quarter of 2023 increased compared to the mix in the third quarter of 2022. We continue to see favorable repeat direct booking behavior from consumers in our mobile apps, which allow us more opportunities to engage directly with consumers.

Our global ADRs increased approximately 4% on a constant currency basis in the third quarter of 2023 as compared to the third quarter of 2022, driven primarily by higher ADRs in Europe and Asia. The increase in our global ADRs in the third quarter of 2023, as compared to the third quarter of 2022, was negatively impacted by approximately two percentage points from changes in geographical mix in our business driven primarily by a higher mix of room nights from Asia, which is a lower ADR region, and a lower mix of room nights from North America, which is a higher ADR region.

Prior to the COVID-19 outbreak, we observed a trend of declining constant-currency accommodation ADRs partially driven by the negative impact of the changing geographical mix of our business (e.g., lower ADR regions like Asia were generally growing faster than higher ADR regions like Western Europe and North America) as well as pricing pressures within local markets from time to time. Those declining ADR trends resulted in accommodation gross bookings growing less than room nights. As the travel market recovered from the impact of the COVID-19 pandemic and with all regions experiencing general inflation in prices, we have seen travel industry ADRs generally increasing from pandemic lows in 2020. While our ADRs have continued to increase in the third quarter of 2023 as compared to the third quarter of 2022, it remains highly uncertain what the trend in industry ADRs will look like going forward.

As part of our strategy to provide more payment options to consumers and travel service providers, increase the number and variety of our accommodations, available on Booking.com, and enable our long-term Connected Trip strategy, to build a more integrated offering of multiple elements of travel connected by a payment platform, which we refer to as the "Connected Trip." Booking.com increasingly processes transactions on a merchant basis, where it facilitates payments from travelers for the services provided. This allows Booking.com to process transactions for travel service providers and to increase its ability to offer secure and flexible transaction terms to consumers, such as the form and timing of payment. We believe that expanding these types of service offerings will benefit consumers and travel service providers, as well as our gross bookings, room night, and earnings growth rates. However, this results in additional expenses for personnel, payment processing, chargebacks (including those related to fraud), and other expenses related to these transactions, which are recorded in "Personnel" expenses and "Sales and other expenses" in our Unaudited Consolidated Statements of Operations, as well as associated incremental revenues (e.g., payment card rebates), which are recorded in "Merchant revenues." The mix of our gross bookings generated on a merchant basis was 56% in the third quarter of 2023, an increase from 45% in the third quarter of 2022. To the extent more of our business is generated on a merchant basis, we incur a greater level of these merchant-related expenses, which negatively impacts our operating margins despite increases in associated incremental revenues. Further, to the extent our non-accommodation services (e.g., airline ticket reservation services) have lower margins and increase as a percentage The mix of our total business, our operating margins may be negatively affected. gross bookings generated on a merchant basis was 59% in the first quarter of 2024, an increase from 51% in the first quarter of 2023.

We have established widely used widely-used and recognized e-commerce brands through marketing and promotional campaigns. Our total marketing expenses, which are comprised of performance and brand marketing expenses that are substantially variable in nature, were \$2.0 billion \$1.6 billion in the third first quarter of 2023, 2024, up 13% 6% versus the third first quarter of 2022 2023 as a result of the improving healthy demand environment and our efforts to invest in marketing, partially offset by a year-over-year improvement in performance marketing returns on investment ("ROIs") and a higher share of room nights booked by consumers coming directly to our platforms. Our performance marketing expense, which represents a substantial majority of our marketing expense, expenses, is primarily related to the use of online search engines (primarily Google), affiliate marketing, and meta-search services to generate traffic to our platforms. Our brand marketing expense is primarily related to costs associated with producing and airing television advertising, online video advertising (for example, on YouTube digital branding and Facebook), and online display television advertising.

Marketing efficiency, expressed as marketing expense as a percentage of gross bookings, and performance marketing ROIs are impacted by a number of factors that are subject to variability and are in some cases outside of our control, including ADRs, costs per click, cancellation rates, foreign currency exchange rates, our ability to convert paid traffic to booking customers, and the timing and effectiveness of our brand marketing campaigns. In recent years, we observed periods of stable or increasing ROIs. Although it is difficult to predict how performance marketing ROIs will change in the future, ROIs could be negatively impacted by increased levels of competition and other factors. When evaluating our performance marketing spend, we typically consider several factors for each channel, such as the customer experience on the advertising platform, the incremental traffic we receive, and anticipated repeat rates. Marketing efficiency can also be impacted by the extent to which consumers come directly to our platforms for bookings. Marketing expenses as a percentage of total gross bookings in the third first quarter of 2023 2024 were lower than in the third first quarter of 2022 2023 due to higher performance marketing ROIs and an increase in the share of room nights booked by consumers coming directly to our platforms. Performance marketing ROIs were higher in the third first quarter of 2023 2024 versus the third first quarter of 2022 2023 due in part to our ongoing efforts to improve the efficiency of our marketing spend. See Part I, Item 1A, Risk Factors- "We face risks relating to our marketing efforts" and "We are dependent on travel service providers, restaurants, search platforms, and other third parties" in our Annual Report on Form 10-K for the year ended December 31, 2023.

Historically, our growth has primarily been generated by the worldwide accommodation reservation business of

Booking.com due in part to the availability of a large number of had approximately 3.5 million properties on its website including approximately 3.3 million properties at September 30, 2023 March 31, 2024, consisting of over 450,000 hotels, motels, and resorts and over 2.8 million 3.0 million alternative accommodation properties (including homes, apartments, and other unique places to stay), and representing an increase from over 2.6 million 2.8 million properties at September 30, 2022 March 31, 2023. The year-over-year increase in total properties was driven primarily by an increase in alternative accommodation properties.

The mix of Booking.com's room nights booked for alternative accommodation properties in the third first quarter of 2023 2024 was approximately 33% 36%, up versus approximately 30% 33% in the third first quarter of 2022 2023. We have observed an overall a longer-term trend of an increasing mix of room nights booked for alternative accommodation properties as consumer demand for these types of properties has grown, and as we have increased the number and variety of alternative accommodation properties available to consumers them on Booking.com. We may experience lower profit margins due to additional costs, such as increased customer service or certain partner

related costs, related to offering alternative accommodations on our platforms. As our alternative accommodation business has grown, these different characteristics have negatively impacted our profit margins and this trend may continue.

Although we believe that providing an extensive collection of properties, excellent customer service, and an intuitive, easy-to-use consumer experience are important factors influencing a consumer's decision to make a reservation, for many consumers, the price of the travel service is the primary factor determining whether a consumer will book. Discounting and couponing (i.e., merchandising) occurs across all of the major regions in which we operate, particularly in Asia. In some cases, our competitors are willing to make little or no profit on a transaction or offer travel services at a loss in order to gain market share. As a result, it is increasingly important to offer travel services, such as accommodation reservations, at a competitive price, whether through discounts, coupons, closed-user group rates or loyalty programs, increased flexibility in cancellation policies, or otherwise. These initiatives have resulted and, in the future, may result in lower ADRs and lower revenue as a percentage of gross bookings. Total revenue as a percentage of gross bookings was negatively impacted by investments in merchandising in the third quarter of 2023 as compared to the third quarter of 2022.

Many taxing authorities are increasingly focused on ways to increase tax revenues and have targeted large multinational technology companies in these efforts. As a result, many countries and some U.S. states have implemented or are considering the adoption of a digital services tax or similar tax that imposes a tax on revenue earned from digital advertisements or the use of online platforms, even when there is no physical presence in the jurisdiction. Currently, rates for this tax these taxes range from 1.5% to 10% of revenue deemed generated in the jurisdiction. The digital services taxes currently in effect, which we record in "General" "Sales and administrative" expenses other expenses" in the Unaudited Consolidated Statements of Operations, have negatively impacted our results of operations. While For more information, see Part I, Item 1A, Risk Factors - "We may have exposure to additional tax liabilities" in our Annual Report on Form 10-K for the Organisation for Economic Co-operation and Development has been working on multinational tax changes that could require all member parties to remove all digital services taxes, the timing for completion of that project has been delayed and many details remain uncertain. If that project is significantly delayed or not completed, more countries could implement digital services taxes, which could negatively impact our results of operations and cash flows. year ended December 31, 2023.

Increased regulatory focus on online businesses, including online travel businesses like ours, could result in increased compliance costs or otherwise adversely affect our business. For example, the Digital Markets Act ("DMA") and Digital Services Act ("DSA") give regulators in the EU more instruments to investigate and regulate digital businesses and impose new rules and requirements on platforms designated as "gatekeepers" under the DMA and online platforms more generally, with separate rules for "Very Large Online Platforms" (VLOP) under the DSA. Earlier in the year, In early 2023, Booking.com received a VLOP designation notice from the European Commission. Booking.com has determined it does not currently meet The Company met the "gatekeeper" quantitative notification criteria set forth in the DMA due to the negative impact of COVID-19 on its business. We expect that these thresholds will likely be met at the end of 2023, in which case we expect to notify and notified the European Commission as of that fact. Certain of the DMA's requirements will become enforceable later in 2024. As a result of the DMA, compliance costs may increase and changes to our products or business practices may be required. For information regarding risks related to the DMA and DSA, please see Part I, Item 1A, Risk Factors - "Our business is subject to various competition/anti-trust, consumer protection, and online commerce laws rules, and regulations around the world, and as the size of our business grows, scrutiny of our business by legislators and regulators in these areas may intensify" in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023. For more information on the impacts of regulations on our business, see Note 13 to our Unaudited Consolidated Financial Statements.

Our businesses outside of the U.S. (see Note 2 to our Unaudited Consolidated Financial Statements for information related to revenue by geographic area) represent a substantial majority of our financial results, but because we report our results in U.S. Dollars, we face exposure to movements in foreign currency exchange rates as the financial results and the financial condition of our businesses outside of the U.S. are translated from local currency (principally Euros and British Pounds Sterling) into U.S. Dollars. As a result of the movements in foreign currency exchange rates, both the absolute amounts of and percentage changes in our foreign-currency-denominated net assets, gross bookings, revenues, operating expenses, and net income as expressed in U.S. Dollars are affected. Our total revenues increased by 21% in the third quarter of 2023 as compared to the third quarter of 2022, but without the impact of changes Movements in foreign currency exchange rates did not have a material impact on our total revenues increased year-over-year on a constant-currency basis by approximately 18%. gross bookings or revenue growth in the first quarter of 2024 as compared to the first quarter of 2023. Since our expenses are generally denominated in foreign currencies on a basis similar to our revenues, our operating margins have not been significantly impacted by currency fluctuations. We generally enter into derivative instruments to minimize the impact of foreign currency exchange rate fluctuations. We enter into foreign currency forward contracts to hedge our exposure to the impact of movements in foreign currency exchange rates on our transactional balances denominated in currencies other than the functional currency. See Note 6 to our Unaudited Consolidated Financial Statements for additional information related to our derivative contracts. In addition, we designate certain portions of the aggregate principal value of our Euro-denominated debt as a hedge of the foreign currency exposure of the net investment in certain Euro functional currency subsidiaries. Foreign currency transaction gains or losses on the Euro-denominated debt that is not designated as a hedging instrument for accounting purposes are recognized in "Other income (expense), net" in the Unaudited Consolidated Statements of Operations (see Notes 9 and 14 to our Unaudited Consolidated Financial Statements). Such foreign currency transaction gains or losses are dependent on the amount of net assets of the Euro functional currency subsidiaries, the amount of the Euro-denominated debt that is designated as a hedge, and fluctuations in foreign currency exchange rates. For more information, see Part I, Item 1A, Risk Factors - "We are exposed to fluctuations in foreign currency exchange rates" in our Annual Report on Form 10-K for the year ended December 31, 2023.

Other Factors

Over the long term, we intend to continue to invest in marketing and promotion, technology, and personnel within parameters consistent with attempts to improve long-term operating results, even if those expenditures create pressure on operating margins. In recent years, we have experienced pressure on operating margins as we invested our investments in initiatives to drive future growth. growth added pressure on operating margins. We also intend to broaden the scope of our business, including exploring strategic alternatives such as acquisitions.

The competition for technology talent in our industry is intense. As a result of the competitive labor market and inflationary pressure on compensation, our personnel expenses to attract and retain key talent have increased, which has adversely affected our results of operations and may adversely affect our results of operations in the future.

See Part I, Item 1A, Risk Factors - "We rely on the performance of highly skilled employees; and, if we are unable to retain or motivate key employees or hire, retain, and motivate well-qualified employees, our business would be harmed" in our Annual Report on Form 10-K for the year ended December 31, 2023.

Outlook

In October 2023, we estimate that year-over-year room night growth was about 8%. We saw a negative impact on room night growth in the month due to the Israel-Hamas war. Israel on a booker and inbound basis combined represented about 1% of our total room nights prior to the war. If we exclude Israel room nights from October 2023 and October 2022, we estimate that our year-over-year room night growth for the month was about 9%. For the fourth second quarter of 2023, taking into account 2024, we expect:

- the impact from the war, we assume year-over-year growth in room nights will grow about 9% relative to the fourth quarter of 2022. Given that assumption for room night growth, we expect the following for the fourth quarter of 2023: be between 4% and 6%;
- the year-over-year growth in gross bookings will be about five percentage points higher than the year-over-year growth in room nights;
- revenues as a percentage of gross bookings will be slightly higher than it was in the fourth quarter of 2022; and
- operating profit will be higher than in the fourth quarter of 2022.

Given the strong level of bookings we have seen in the first three quarters of 2023, between 3% and incorporating our outlook for the fourth quarter, we are updating our outlook for full-year 2023. For the full year, assuming room nights increase in 2023 compared to 2022 by a mid- to high-teens percentage, we expect the following: 5%;

- the year-over-year growth in gross bookings revenues will be over 20% between 4% and 6%;
- revenues as a percentage of gross bookings will be slightly higher than it was in 2022; and
- operating profit income will be higher slightly lower than in 2019 and 2022, the second quarter of 2023 due in part to the negative impact from the shift in Easter timing versus last year.

Critical Accounting Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon our Unaudited Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). Certain of our accounting estimates are particularly important to our financial position and results of operations and require us to make difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. We use our judgment to determine the appropriate assumptions to be used in the determination of certain estimates and we evaluate our estimates on an ongoing basis. Estimates are based on historical experience, terms of existing contracts, our observance of trends in the travel industry, and on various other assumptions that we believe to be reasonable under the circumstances. Our actual results may differ from these estimates under different assumptions or conditions. Matters that involve significant estimates and judgments of management include the valuation of investments in private companies, entities, the valuation of goodwill and other long-lived assets, income taxes, and contingencies. For a discussion of our critical accounting estimates, see the "Critical Accounting Estimates" section of the Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023. The "Critical Accounting Estimates" section in our Annual Report on Form 10-K for the year ended December 31, 2022 includes additional information on the valuation of our investment in Yanolja. See Notes 5 and 6 to our Unaudited Consolidated Financial Statements for information on impairment charges recognized during the nine months ended September 30, 2023 and 2022.

Recent Accounting Pronouncements

See Note 1 to our Unaudited Consolidated Financial Statements, which is incorporated by reference into this Item 2, for details regarding recent accounting pronouncements.

Results of Operations

Three and Nine Months Ended September 30, 2023 March 31, 2024 compared to the Three and Nine Months Ended September 30, 2022

We evaluate certain operating and financial measures on both an as-reported and constant-currency basis. We calculate constant currency by converting our current-year period operating and financial results for transactions recorded in currencies other than U.S. Dollars using the corresponding prior-year period monthly average exchange rates rather than the current-year period monthly average exchange rates. Foreign exchange rate fluctuations impacted our year-over-year growth in gross bookings, revenues, and operating expenses for the three and nine months ended September 30, 2023. Since our expenses are generally denominated in foreign currencies on a basis similar to our revenues, our operating margins have not been significantly impacted by currency fluctuations. March 31, 2023

Operating and Statistical Metrics

Our financial results are driven by certain operating metrics that encompass the booking and other business activity generated by our travel and travel-related services. See "Results of Operations" in Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023 for additional information on our Operating and Statistical Metrics, including room nights, rental car days, airline tickets, and merchant and agency gross bookings.

Room nights, rental car days, and airline tickets reserved through our services for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 were as follows:

Three Months Ended September 30,	Increase (Decrease)	Nine Months Ended September 30,	Increase (Decrease)

Three Months Ended March 31,		Three Months Ended March 31,		Three Months Ended March 31,			
(in millions)	(in millions)	2023	2022	Increase (Decrease)	2023	2022	Increase (Decrease)
Room nights	Room nights	276	240	14.9 %	818	685	19.5 %
Rental car days	Rental car days	20	16	20.0 %	59	48	22.3 %
Airline tickets	Airline tickets	9	6	56.6 %	27	16	62.0 %

Room nights reserved through our services increased for the three and nine months ended September 30, 2023, March 31, 2024 compared to the three and nine months ended September 30, 2022 March 31, 2023, driven primarily by the continued recovery healthy travel demand in Asia Europe and Europe.

Asia. Rental car days reserved through our services increased for the three and nine months ended September 30, 2023, March 31, 2024 compared to the three and nine months ended September 30, 2022 March 31, 2023, driven primarily by year-over-year growth in rental car demand, which benefited from lower average daily car rental prices.

Airline tickets reserved through our services increased for the three and nine months ended September 30, 2023, March 31, 2024 compared to the three and nine months ended September 30, 2022 March 31, 2023, driven primarily by the expansion of Booking.com's flight offering.

Gross bookings resulting from reservations of room nights, rental car days, and airline tickets made through our merchant and agency categories for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 were as follows (numbers may not total due to rounding):

Three Months Ended September 30,		Nine Months Ended September 30,			
(in millions)	2023	2022	2023	2022	Increase (Decrease)
Merchant gross bookings			Increase (Decrease)	Increase (Decrease)	
Merchant gross bookings	\$22,271	\$14,506	53.5 %	\$ 63,320	\$ 40,610
Agency gross bookings	17,542	17,614	(0.4) %	55,612	53,348
				4.2 %	bookings
					Agency gross bookings
					\$ 25,761
					\$ 19,927
					29.3 %
					29.3 %
					(8.9) %

Total gross bookings	Total gross bookings	\$39,813	\$32,120	24.0 %	\$118,932	\$93,958	26.6 %	Total gross bookings	\$43,535	\$	\$39,427	10.4	10.4
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Merchant gross bookings increased for the three and nine months ended September 30, 2023, compared to the three and nine months ended September 30, 2022, due to the continued improvement in travel demand trends, as well as the expansion of merchant accommodation reservation services at Booking.com. Agency agency gross bookings decreased for the three months ended September 30, 2023, March 31, 2024 compared to the three months ended September 30, 2022 March 31, 2023, almost entirely due to the ongoing shift from agency bookings to merchant bookings at Booking.com. Agency gross bookings increased for the nine months ended September 30, 2023, compared to the nine months ended September 30, 2022, due primarily to the year-over-

year increase in agency gross bookings in the first quarter of 2023, partially offset by the year-over-year decrease in agency gross bookings in the second and third quarters of 2023.

The year-over-year increase in total gross bookings during the three months ended September 30, 2023 March 31, 2024 was due primarily to the increase in room nights, the increase in constant-currency accommodation ADRs of approximately 4%¹, the positive impact of foreign exchange rate fluctuations, and the positive impact from year-over-year growth in gross bookings from reservations for airline tickets. The year-over-year increase in gross bookings during the nine months ended September 30, 2023 was due primarily to the increase in room nights, the increase in constant-currency accommodation ADRs of approximately 6%, and the positive impact from year-over-year growth in gross bookings from reservations for airline tickets, partially offset by the negative impact of foreign exchange rate fluctuations.

Gross bookings resulting from reservations of airline tickets increased 56% and 72% year-over-year, during the three and nine months ended September 30, 2023, respectively, due primarily to higher airline ticket growth. Gross bookings resulting from reservations of rental car days increased 3% 27% year-over-year during the three months ended September 30, 2023, March 31, 2024 due primarily to higher rental car days airline ticket growth, partially offset by lower average daily car rental airline ticket prices. Gross bookings resulting from reservations of rental car days decreased 2% year-over-year during the nine three months ended September 30, 2023, March 31, 2024 due primarily to lower average daily car rental prices, partially offset by higher rental car days growth.

Revenues

Online travel reservation services

Substantially all of our revenues are generated by providing online travel reservation services, which facilitate online travel purchases between travel service providers and by travelers. See "Results of Operations" in Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023 for additional information on our revenues, including merchant and agency revenues.

Advertising and other revenues

See "Results of Operations" in Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023 for additional information on our advertising and other revenues.

		Three Months Ended September 30,		Nine Months Ended September 30,			
				Increase (Decrease)		Increase (Decrease)	
(in millions)	(in millions)	2023	2022	Increase (Decrease)	2023	2022	Increase (Decrease)
Merchant revenues	Merchant revenues	\$3,945	\$2,614	50.9 %	\$ 8,467	\$ 5,413	56.4 %
Agency revenues	Agency revenues	3,135	3,203	(2.1) %	7,346	6,954	5.6 %
Advertising and other revenues	Advertising and other revenues	261	235	11.2 %	768	674	13.9 %

Total revenues	Total revenues	\$7,341	\$6,052	21.3 %	\$16,581	\$13,041	27.1 %	Total revenues	\$4,415	\$	\$3,778	16.9	16.6
% of Total gross bookings	% of Total gross bookings	18.4 %	18.8 %		13.9 %	13.9 %							

Merchant and advertising and other revenues increased while agency revenues decreased slightly for the three months ended September 30, 2023, March 31, 2024 compared to the three months ended September 30, 2022, March 31, 2023 due primarily to the continued improvement in travel demand trends and the positive impact of foreign exchange rate fluctuations. Agency revenues decreased for the three months ended September 30, 2023, compared to the three months ended September 30, 2022, due primarily to the ongoing shift from agency revenues to merchant revenues at Booking.com. Merchant, agency, and advertising and other revenues increased for the nine months ended September 30, 2023, March 31, 2024 compared to the nine months ended September 30, 2022, March 31, 2023 due primarily to growth in our OpenTable and KAYAK businesses. The year-over-year growth in total revenues benefited from the continued improvement in travel demand trends, partially offset by the negative impact of foreign exchange rate fluctuations. Merchant revenues for the three and nine months ended September 30, 2023 increased more than agency revenues due to the Easter holiday relative to the ongoing shift from agency revenues to merchant revenues at Booking.com last year.

Total revenues as a percentage of gross bookings were 18.4% and 13.9% for the three and nine months ended September 30, 2023, respectively, compared to 18.8% and 13.9% for the three and nine months ended September 30, 2022, respectively. For the three months ended September 30, 2023, March 31, 2024, as compared to up from 9.6% for the three months ended September 30, 2022, total revenues as a percentage of gross bookings decreased March 31, 2023 due primarily to an increase in the mix of airline ticket gross bookings, changes in geographical mix, and investments in merchandising, partially offset by an increase in revenues from facilitating payments, as well as a more positive impact from differences in the timing of booking versus travel, mostly driven by the shift in the timing of the Easter holiday relative to last year, in the three months ended September 30, 2023, March 31, 2024 and an increase in revenue related to facilitated payments, partially offset by an increase in the mix of airline ticket gross bookings.

Operating Expenses

Marketing Expenses													
		Three Months Ended September 30,			Nine Months Ended September 30,								
		Three Months Ended March 31,		Increase (Decrease)		Increase (Decrease)							
(in millions)	(in millions)	2023	2022	Increase (Decrease)	2023	2022	Increase (Decrease)	Increase (Decrease)					
Marketing expenses	Marketing expenses			(Decrease)			(Decrease)	\$	1,610	\$	1,517	6.1	6.1 %
% of Total gross bookings	% of Total gross bookings												
Marketing expenses	Marketing expenses	\$2,022	\$1,795	12.7 %	\$5,340	\$4,679	14.1 %	\$		\$			
% of Total revenues	% of Total revenues	27.5 %	29.6 %		32.2 %	35.9 %							
% of Total revenues	% of Total revenues												

Marketing expenses consist primarily of the costs of:

- search engine keyword purchases;
- affiliate programs;
- referrals from meta-search websites;
- offline and online brand marketing; and
- other performance-based marketing.

We adjust our marketing spend based on our growth and profitability objectives, as well as the travel demand and expected ROIs in our marketing channels. We rely on our marketing channels to generate a significant amount of traffic to our websites. For the three and nine months ended September 30, 2023, our

Our marketing expenses, which are substantially variable in nature, increased compared to year-over-year in the three and nine months ended September 30, 2022, first quarter of 2024 to help drive additional gross bookings and revenues. Marketing expenses as a percentage of total gross bookings decreased for year-over-year in the three and nine months ended September 30, 2023, compared to the three and nine months ended September 30, 2022, first quarter of 2024 due to year-over-year increases in performance marketing ROIs and year-over-year increases in the mix of direct traffic. Performance marketing ROIs were higher for in the three and nine months ended September 30, 2023, compared to first quarter of 2024 versus the three and nine months ended September 30, 2022, first quarter of 2023, due in part to our ongoing efforts to improve the efficiency of our marketing spend.

Sales and Other Expenses

		Three Months		Nine Months			
		Ended	September 30,	Ended	September 30,		
		Three Months	Ended	Increase	Increase		
		March 31,		(Decrease)	(Decrease)		
		Three Months	Ended				
		March 31,					
		Three Months	Ended				
		March 31,					
(in millions)	(in millions)	2023	2022	2023	2022	Increase (Decrease)	
Sales and other expenses				Increase (Decrease)	Increase (Decrease)		
Sales and other expenses							
Sales and other expenses		\$723	\$540	33.8 %	\$1,931	\$1,344	43.6 %
% of Total gross bookings		1.8 %	1.7 %		1.6 %	1.4 %	
% of Total revenues		9.9 %	8.9 %		11.6 %	10.3 %	
% of Total revenues							

Sales and other expenses consist primarily of:

- credit card and other payment processing fees associated with merchant transactions;
- fees paid to third parties that provide call center and other customer services;
- digital services airline ticketing-related services, website content translations, taxes and other services, similar taxes;
- chargeback provisions and fraud prevention expenses associated with merchant transactions;
- provisions for expected credit losses, primarily mostly related to accommodation commission receivables receivables; and prepayments to certain customers;
- customer relations costs; and
- travel transaction taxes. costs.

For the three and nine months ended September 30, 2023, sales Sales and other expenses, which are substantially variable in nature, increased compared to year-over-year in the three and nine months ended September 30, 2022, first quarter of 2024 due primarily to an increase in merchant transaction costs of \$140 million and \$379 million, respectively, and an increase in third-party call center costs of \$28 million and \$147 million, respectively, \$73 million. Merchant transactions increased year-over-year for in the three and nine months ended September 30, 2023 first quarter of 2024 due to the continued improvement in travel demand trends, as well as the expansion of ongoing shift from agency transactions to merchant accommodation reservation services transactions at Booking.com. The year-over-year increase in third-party call center costs for the nine months ended September 30, 2023 was due in part to the transfer of certain customer service operations of Booking.com to Majorel in June 2022, which shifted costs from personnel expenses to sales and other expenses.

Personnel

Three Months Ended September 30,		Nine Months Ended September 30,						
Three Months Ended March 31,		Increase (Decrease)		Increase (Decrease)				
Three Months Ended March 31,								
Three Months Ended March 31,								
(in millions)	(in millions)	2023	2022	Increase	2023	2022	Increase	Increase (Decrease)
Personnel	Personnel	\$788	\$636	(Decrease)	\$2,262	\$1,867	(Decrease)	
Personnel	Personnel							\$ 826 \$ 722 14.5 %
% of Total revenues	% of Total revenues	10.7 %	10.5 %		13.6 %	14.3 %		

Personnel expenses consist primarily of:

- salaries;
- bonuses;
- salaries, bonuses, and stock-based compensation;
- payroll taxes; and
- employee health and other benefits.

Personnel expenses excluding stock-based compensation, increased 23% and 21% year-over-year for the three and nine months ended September 30, 2023, respectively, first quarter of 2024 due to an increase in salary expenses of \$55 million and increased stock-based compensation expense of \$89 million and \$241 million, respectively, and an \$31 million. The year-over-year increase in bonus expense accruals of \$16 million and \$49 million, respectively. Employee personnel expenses was impacted by a 7% increase in employee headcount from approximately 23,450 22,400 as of September 30, 2023 increased by 13% as compared March 31, 2023 to September 30, 2022. Personnel expenses for the nine months ended September 30, 2023 and employee headcount 24,000 as of September 30, 2023 were somewhat reduced due to the transfer of certain customer service operations of Booking.com to Majorel in June 2022, which shifted costs from personnel expenses to sales and other expenses. Stock-based compensation expense for the three and nine months ended September 30, 2023 was \$128 million and \$369 million, respectively, compared to \$101 million and \$302 million for the three and nine months ended September 30, 2022, respectively, March 31, 2024.

General and Administrative

Three Months Ended September 30,		Nine Months Ended September 30,						
Three Months Ended March 31,		Increase (Decrease)		Increase (Decrease)				
Three Months Ended March 31,								
Three Months Ended March 31,								
(in millions)	(in millions)	2023	2022	Increase	2023	2022	Increase	Increase (Decrease)
General and administrative	General and administrative	\$387	\$262	(Decrease)	\$980	\$627	(Decrease)	
General and administrative	General and administrative							\$ 186 \$ 262 (29.1) %
% of Total revenues	% of Total revenues	5.3 %	4.3 %		5.9 %	4.8 %		4.2 % 6.9 %

General and administrative expenses consist primarily of:

- indirect taxes such as digital services taxes and certain travel transaction taxes;
- fees for certain outside professionals;
- occupancy and office expenses;
- certain travel transaction taxes; and
- personnel-related expenses such as travel, relocation, recruiting, and training expenses.

General and administrative expenses increased for decreased year-over-year in the three months ended September 30, 2023, compared to the three months ended September 30, 2022 first quarter of 2024 primarily due to the \$90 million decrease in certain travel transaction taxes, which was impacted by a \$39 million accrual for the termination fee related to the acquisition agreement for the Etraveli Group (see Note 15 to our Unaudited Consolidated Financial Statements for additional information) and a year-over-year increase in fees for outside professionals of \$22 million. General and administrative expenses increased for the nine months ended September 30, 2023, compared to the nine months ended September 30, 2022 due to an increase in indirect taxes of \$128 million, which included a payment of \$62 million related to the potential settlement of certain indirect tax matters (see Note 13 to our Unaudited Consolidated Financial Statements for additional information), in the first quarter of 2023, as well as the \$90 million accrual for the termination fee related to the acquisition agreement for the Etraveli Group, and a year-over-year increase decrease in fees for outside professionals of \$58 million. occupancy and office expenses.

Information Technology

		Three Months Ended September 30,		Nine Months Ended September 30,		
		Three Months Ended March 31,	Increase (Decrease)	Three Months Ended March 31,	Increase (Decrease)	
(in millions)	(in millions)	2023	2022	2023	2022	Increase (Decrease)
Information technology	Information technology	\$187	\$129	Increase (\$468)	\$400	Increase (\$468)
Information technology	Information technology					
% of Total revenues	% of Total revenues	2.5 %	2.1 %	2.8 %	3.1 %	% of Total revenues
						\$ 187 \$ 137 36.8 %
						4.2 % 3.6 %

Information technology expenses consist primarily of:

- software license and system maintenance fees;
- cloud computing costs and outsourced data center costs;
- payments to contractors; and
- data communications and other expenses associated with operating our services.

Information technology expenses increased during year-over-year in the three and nine months ended September 30, 2023 compared to the three and nine months ended September 30, 2022 first quarter of 2024 due to increased software license fees, as well as increased cloud computing costs and outsourced data center costs, increased software license and system maintenance fees, as well as increased costs related to payments to contractors.

Depreciation and Amortization

		Three Months Ended September 30,		Nine Months Ended September 30,		
		Three Months Ended March 31,	Increase (Decrease)	Three Months Ended March 31,	Increase (Decrease)	

Three Months Ended March 31,		Three Months Ended March 31,		Increase (Decrease)	
(in millions)	2023	2022	2023	2022	
Depreciation and amortization	\$129	\$109	Increase (Decrease) \$370	\$327	Increase (Decrease)
Depreciation and amortization					
% of Total revenues	1.8 %	1.8 %	2.2 %	2.5 %	% of Total revenues
					\$ 137 \$ 120 14.1 %
					3.1 % 3.2 %

Depreciation and amortization expenses consist of:

- amortization of intangible assets with determinable lives;
- amortization of internally-developed and purchased software;
- depreciation of computer equipment; and
- depreciation of leasehold improvements, furniture and fixtures, and office equipment.

Depreciation and amortization expenses increased during year-over-year in the three and nine months ended September 30, 2023, compared to the three and nine months ended September 30, 2022, first quarter of 2024 due primarily to increased depreciation of computer equipment, as well as amortization expense related to internally-developed and purchased software, as well as depreciation of computer equipment software.

Restructuring, disposal, and other exit activities

(in millions)	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2023	2022		2023	2022	
Restructuring, disposal, and other exit activities	\$ 2	\$ (2)	(230.0)%	\$ 4	\$ 40	(90.3)%

Restructuring, disposal, and other exit activities for the nine months ended September 30, 2022 relate to the loss on transfer of certain customer service operations of Booking.com to Majorel. See Note 15 to our Unaudited Consolidated Financial Statements for additional information.

Interest Expense and Other Dividend Income (Expense), Net and Interest Expense

The following table presents the changes in interest and dividend income and interest expense for the three months ended March 31, 2024 and 2023:

(in millions)	Three Months Ended March 31,		Increase (Decrease)
	2024	2023	
Interest and dividend income	\$ 243	\$ 228	6.4 %
Interest expense	(219)	(194)	12.9 %

Interest Expense

(in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Interest expense	\$ 254	\$ 102	\$ 689	\$ 246

and dividend income increased for the three months ended March 31, 2024, compared to the three months ended March 31, 2023, primarily due to the impact of higher interest on cash management activities, partially offset by a decrease in interest income related to our investments in debt securities. Interest expense increased for the three months ended March 31, 2024, compared to the three months ended March 31, 2023, primarily due to the issuance of senior notes in May 2023 and March 2024, partially offset by the maturities of senior notes during March 2023.

Other Income (Expense), Net

The following table sets forth the composition of "Other income (expense), net" for the three and nine months ended September 30, 2023 March 31, 2024 and 2022: 2023:

				Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
				2024	2023
(in millions)	(in millions)				
Foreign currency transaction gains (losses)					
Foreign currency transaction gains (losses)					
Foreign currency transaction gains (losses)					
Net losses on equity securities					
	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2023	Three Months Ended September 30, 2022
	(in millions)	(in millions)	(in millions)	(in millions)	(in millions)
Interest and dividend income	\$289	\$ 61	\$783	\$ 88	
Net gains (losses) on equity securities	16	(336)	(151)	(1,142)	
Other					
Foreign currency transaction (losses) gains	(1)	(34)	(102)	12	
Other					
Other income (expense), net	(4)	4	3	2	
Other income (expense), net	\$300	\$ (305)	\$533	\$ (1,040)	

The following table presents the changes in interest and dividend income and interest expense for the three and nine months ended September 30, 2023 and 2022:

(in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
			Increase (Decrease)			Increase (Decrease)
	2023	2022		2023	2022	
Interest and dividend income	\$ 289	\$ 61	373.1 %	\$ 783	\$ 88	791.9 %
Interest expense	(254)	(102)	150.7 %	(689)	(246)	180.3 %

Interest and dividend income increased for the three and nine months ended September 30, 2023, compared to the three and nine months ended September 30, 2022, primarily due to the impact of higher interest rates on cash management activities (with related expenses recorded in interest expense) and investment activities. Interest expense

increased for the three and nine months ended September 30, 2023, compared to the three and nine months ended September 30, 2022, primarily due to higher interest rates related to our cash management activities (with related income recorded in interest income) and the issuance of senior notes in November 2022 and May 2023, partially offset by the maturities of senior notes during 2022 and 2023.

See Note 14 to our Unaudited Consolidated Financial Statements for additional information on "Other income (expense), net." See Note 5 to our Unaudited Consolidated Financial Statements for additional information related to net gains (losses) losses on equity securities.

Foreign currency transaction gains (losses) gains for the three and nine months ended September 30, 2023 include March 31, 2024 includes gains of \$36 million and \$2 million, respectively, \$167 million related to our Euro-denominated debt and accrued interest that were not designated as net investment hedges and losses of \$56 million and \$140 million, respectively, \$85 million on derivative contracts. Foreign currency transaction gains (losses) gains for the three and nine months ended September 30, 2022 include gains March 31, 2023 includes losses of \$2 million and \$70 million, respectively, \$26 million related to our Euro-denominated debt and accrued interest that were not designated as net investment hedges offset by and losses of \$58 million and \$114 million, respectively, \$17 million on derivative contracts.

Income Taxes

	Three Months		Nine Months		
	Ended	September 30,	Ended	September 30,	
Three Months	Ended	September 30,	Increase	September 30,	Increase
March 31, (Decrease)	March 31, (Decrease)		(Decrease)		(Decrease)
Three Months	Ended	March 31,			
Three Months	Ended	March 31,			
Three Months	Ended	March 31,			
(in millions)	(in millions)	2023	2022	2023	2022
Income tax expense	Income tax expense	\$638	\$510	(\$1,003)	\$648
					Increase (Decrease)
Income tax expense					
Income tax expense					
\$ 161	\$ 37				326.8 %
% of Income before income taxes	% of Income before income taxes	20.3 %	23.4 %	19.8 %	26.2 %

Our 2023 2024 effective tax rates differ from the U.S. federal statutory tax rate of 21%, primarily due to the benefit of the Netherlands Innovation Box Tax (discussed below), partially offset by higher international tax rates, and certain non-deductible expenses, expenses, and U.S. federal and state tax associated with our international earnings. Our 2022 2023 effective tax rates rate differed from the U.S. federal statutory tax rate of 21%, primarily due to higher international tax rates, unrecognized tax benefits, a valuation allowance related to certain unrealized losses on equity securities, and certain non-deductible expenses, partially offset by the benefit of the Netherlands Innovation Box Tax, partially offset by higher international tax rates and certain non-deductible expenses.

Our effective tax rate for the three months ended September 30, 2023 March 31, 2024 is lower compared to the effective tax rate for the three months ended September 30, 2022 March 31, 2023, primarily due to lower unrecognized tax benefits, lower international tax rates, and certain lower non-deductible expenses, partially offset by certain lower discrete tax benefits, higher U.S. federal and state tax associated with our international earnings, and a decrease in the benefit of the Netherlands Innovation Box Tax.

Our effective tax rate for the nine months ended September 30, 2023 is lower compared to the effective tax rate for the nine months ended September 30, 2022, primarily due to lower unrecognized tax benefits, lower valuation allowance related to certain unrealized losses on equity securities, lower international tax rates, and Tax, partially offset by certain lower non-deductible expenses, partially offset by a decrease in the benefit of the Netherlands Innovation Box Tax. expenses.

During the three and nine months ended September 30, 2023 March 31, 2024 and 2022, 2023, a majority of our income was reported in the Netherlands, where Booking.com is based. Under Dutch corporate income tax law, income generated from qualifying innovative activities is taxed at a rate of 9% ("Innovation Box Tax") rather than the Dutch statutory rate of 25.8%. A portion of Booking.com's earnings during the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 qualified for Innovation Box Tax treatment, which had a beneficial impact on the effective tax rates for these periods. For additional information relating to Booking.com's Innovation Box Tax treatment, including associated risks, please see Part I, Item 1A, Risk Factors - "We may not be able to maintain our 'Innovation Box Tax' benefit" in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023.

Liquidity and Capital Resources

Our financial results primary source of funds for operations is the cash flow that we generate from operations. We use our cash for a variety of needs, including ongoing investments in our business, share repurchases, dividends, repayment of debt, and prospects are almost entirely dependent on facilitating the sale of travel-related services. Marketing expenses and personnel expenses are the most significant operating expenses for our business. We rely on marketing channels to generate a significant amount of traffic to our websites. See our Unaudited Consolidated Statements of Operations and "Trends" and "Results of Operations" above for additional information on marketing expenses and personnel expenses including stock-based compensation expenses, capital expenditures. Our continued access to sources of liquidity depends on multiple factors which are more fully described in factors. See Part I, Item 1A, Risk Factors - "Our liquidity, credit ratings, and ongoing access to capital could be materially and negatively affected by global financial conditions and events" in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023. Our financial results and prospects are almost entirely dependent on facilitating the sale of travel-related services. Marketing expenses and personnel expenses are the most significant operating expenses for our business. We rely on marketing channels to generate traffic to our websites. See our Unaudited Consolidated Statements of Operations and "Trends" and "Results of Operations" above for additional information on marketing expenses and personnel expenses including stock-based compensation expenses.

At September 30, 2023 March 31, 2024, we had \$14.3 billion \$16.4 billion in cash, cash equivalents, and investments, of which approximately \$9.2 billion \$9.6 billion is held by our international subsidiaries. Cash, cash equivalents, and long-term investments held by our international subsidiaries are denominated primarily in Euros, British Pounds Sterling, U.S. Dollars, and Japanese Yen. See Notes 5 and 6 to our Unaudited Consolidated Financial Statements for additional information about our cash equivalents and investments. Our investment policy seeks to preserve capital and maintain sufficient liquidity to meet operational and other needs of the business. In February 2023, we completed the sale of our investment in equity securities of Meituan and received gross proceeds of \$1.7 billion.

Deferred merchant bookings of \$3.7 billion \$5.3 billion at September 30, 2023 March 31, 2024 represents cash payments received from travelers in advance of us completing our performance obligations and are comprised principally of amounts estimated to be payable to travel service providers as well as our estimated future revenue for our commission or margin and fees. The amounts are mostly subject to refunds for cancellations.

At September 30, 2023 March 31, 2024, we had a remaining transition tax liability of \$690 million as a result of the U.S. Tax Cuts and Jobs Act ("Tax Act"), which included \$515 million reported as "Long-term U.S. transition tax liability" and \$175 million included in "Accrued expenses and other current liabilities" in the Unaudited Consolidated Balance Sheet. This liability will be paid over the next three years. In accordance with the Tax Act, generally, future repatriation of our international cash will not be subject to a U.S. federal income tax liability as a dividend, but will be subject to U.S. state income taxes and international withholding taxes, which have been accrued by us.

In May 2023, we issued senior notes due November 2028 with an interest rate of 3.625% for an aggregate principal amount of 500 million Euros and senior notes due May 2033 with an interest rate of 4.125% for an aggregate principal amount of 1.25 billion Euros. The proceeds from the issuance of these senior notes are available for general corporate purposes, including to repurchase shares of our common stock. In March 2023, we repaid \$500 million in aggregate principal amount on the maturity of the Senior Notes due March 2023. The convertible senior notes due in May 2025 are currently convertible at the option of the holder and have been classified as "Short-term debt" in the Consolidated Balance Sheet as of September 30, 2023. See Our revolving credit facility (see Note 9 to our Unaudited Consolidated Financial Statements for additional information related to our debt arrangements, including principal amounts, interest rates, and maturity dates.

In May 2023, we entered into a five-year unsecured revolving credit facility with a group of lenders. The revolving credit facility (see Note 9 to our Unaudited Consolidated Financial Statements for additional information related to our debt arrangements, including principal amounts, interest rates, and maturity dates. In March 2024, we issued senior notes with varying maturities for an aggregate principal amount of 2.8 billion Euros (\$3.0 billion). The proceeds from the new revolving credit facility.

See Note 9 to our Unaudited Consolidated Financial Statements for additional information related to our debt arrangements, including principal amounts, interest rates, and maturity dates. In March 2024, we issued senior notes with varying maturities for an aggregate principal amount of 2.8 billion Euros (\$3.0 billion). The proceeds from the new revolving credit facility.

During the nine months ended September 30, 2023, we used \$7.9 billion issuance of cash these senior notes are available for general corporate purposes, including to repurchase shares of our common stock. In stock and to redeem or repay outstanding indebtedness. The convertible senior notes due in May 2025 are currently convertible at the first quarter option of 2023, the Board authorized a program holder and have been classified as "Short-term debt" in the Unaudited Consolidated Balance Sheet as of March 31, 2024. If the note holders exercise their option to repurchase up convert, we deliver cash to \$20.0 billion repay the principal amount of the notes and deliver shares of common stock or cash, at our option, to satisfy the conversion value in excess of the principal amount. The outstanding senior notes at March 31, 2024 had cumulative interest to maturity of \$4.0 billion, with \$551 million payable within the next twelve months.

See Note 10 to our Unaudited Consolidated Financial Statements for additional information related to our share repurchases and dividends declared and paid. During the three months ended March 31, 2024, we repurchased shares of our common stock and at September 30, 2023 for an aggregate cost of \$1.9 billion, including \$315 million to repurchase shares of our common stock withheld to satisfy employee withholding tax obligations related to stock-based compensation. At March 31, 2024, we had a total remaining authorization of \$16.2 billion. \$12.2 billion related to a program authorized by our Board of Directors ("the Board") in 2023 to repurchase up to \$20 billion of our common stock. We expect to complete the share repurchases under the remaining authorization within four years from when we started the program at the beginning end of this year, 2026, assuming no major downturn in the travel market. Effective January 1, 2023, the Inflation Reduction Act of 2022 has mandated a 1% excise tax on share repurchases. Excise tax obligations that result from our share repurchases are accounted for as a cost of the treasury stock transaction. See Note 10 As of March 31, 2024, we recorded an estimated excise tax liability of \$108 million. During the three months ended March 31, 2024, we paid cash dividends of \$299 million to our Unaudited Consolidated Financial Statements for additional information. stockholders of record as of the close of business on March 8, 2024. In May 2024, the Board declared a cash dividend of \$8.75 per share of common stock, payable on June 28, 2024 to stockholders of record as of the close of business on June 7, 2024.

At September 30, 2023 March 31, 2024, we had lease obligations of \$879 million, \$909 million, of which \$221 million is payable within the next twelve months. Additionally, at September 30, 2023 March 31, 2024, we had, in the aggregate, \$324 million of non-cancellable purchase obligations individually greater than \$10 million, of which \$74

million \$182 million is payable within the next twelve months. Such purchase obligations relate to agreements to purchase goods and services that are enforceable and legally binding and that specify all significant terms, including the quantities to be purchased, price provisions, and the approximate timing of the transaction.

At September 30, 2023 March 31, 2024, there were \$690 million \$953 million of standby letters of credit and bank guarantees issued on our behalf. These are obtained primarily for regulatory purposes.

See Note 13 to our Unaudited Consolidated Financial Statements for additional information related to our commitments and contingencies.

We believe that our existing cash balances and liquid resources will be sufficient to fund our operating activities, capital expenditures, and other obligations through at least the next twelve months. However, if we are not successful in generating sufficient cash flow from operations or in raising additional capital when required in sufficient amounts and on terms acceptable to us, we may be required to reduce our planned capital expenditures and scale back the scope of our business plans, either of which could have a material adverse effect on our business, our ability to compete or our future growth prospects, financial condition, and results of operations. If additional funds were raised through the issuance of equity securities, the percentage ownership of our then current stockholders would be diluted. We may not generate sufficient cash flow from operations in the future, revenue growth or sustained profitability may not be realized, and future borrowings or equity sales may not be available in amounts sufficient to make anticipated capital expenditures, finance our strategies, or repay our indebtedness.

Cash Flow Analysis

Net cash provided by operating activities for the nine three months ended September 30, 2023 March 31, 2024 was \$6.0 billion \$2.7 billion, resulting from net income of \$4.1 billion \$776 million, a favorable net impact from adjustments for non-cash and other items of \$826 million \$224 million, and a favorable net change in working capital and long-term other assets and liabilities of \$1.1 \$1.7 billion. Non-cash and other items were principally associated with deferred income tax benefit, unrealized foreign currency transaction gains related to Euro-denominated debt, stock-based compensation expense, depreciation and amortization, stock-based compensation expense and other stock-based payments, provision for expected credit losses and chargebacks, net losses on equity securities, and operating lease amortization, amortization, and deferred income tax benefit. For the nine three months ended September 30, 2023 March 31, 2024, deferred merchant bookings and other current liabilities increased by \$2.6 billion and \$2.1 billion primarily due to higher gross bookings, accounts receivable increased by \$1.5 billion, \$185 million primarily due to increases in business volumes, the timing of settlements from payment processors and networks, and prepaid expenses increased by \$98 million due to higher prepayment of certain expenses and advances to suppliers.

Net cash provided by operating activities for the nine three months ended September 30, 2022 March 31, 2023 was \$4.4 billion \$2.9 billion, resulting from net income of \$1.8 billion \$266 million, a favorable net impact from adjustments for non-cash and other items of \$1.8 billion \$147 million, and a favorable net change in working capital and long-term other assets and liabilities of \$767 million, \$2.5 billion. Non-cash items were principally associated with deferred income tax benefit, net losses on equity securities, depreciation and amortization, stock-based compensation expense, and other stock-based payments, deferred income tax benefit, provision for expected credit losses and chargebacks, and operating lease amortization. For the nine three months ended September 30, 2022 March 31, 2023, deferred merchant bookings and other current liabilities increased by \$3.6 billion and accounts receivable increased by \$1.4 billion \$2.0 billion, primarily due to increases in business volumes, volumes, and accounts receivable decreased by \$158 million.

Net cash provided by investing activities for the nine three months ended September 30, 2023 March 31, 2024 was \$1.5 billion \$69 million, principally resulting from proceeds from sale and the maturity of investments of \$1.8 billion \$218 million, partially offset by additions to property and equipment of \$251 million \$130 million. Net cash used in provided by investing activities for the nine three months ended September 30, 2022 March 31, 2023 was \$1.0 billion \$1.6 billion, principally resulting from proceeds from the purchase sale and maturity of investments of \$751 million \$1.7 billion, primarily in various corporate and government debt securities (see Note 5 to our Unaudited Consolidated Financial Statements for additional information), and partially offset by additions to property and equipment of \$293 million \$88 million.

Net cash provided by financing activities for the three months ended March 31, 2024 was \$784 million, resulting from proceeds from the issuance of long-term debt of \$3.0 billion, partially offset by payments for the repurchase of common stock of \$1.9 billion and dividends of \$299 million. Net cash used in financing activities for the nine three months ended September 30, 2023 March 31, 2023 was \$6.4 billion \$2.6 billion, almost entirely resulting from payments for the repurchase of common stock of \$7.9 billion \$2.2 billion and payments on the maturity of debt of \$500 million, partially offset by proceeds from the issuance exercise of long-term debt stock options of \$1.9 billion. Net cash used in financing activities for the nine months ended September 30, 2022 was \$5.4 billion, resulting from payments for the repurchase of common stock of \$4.3 billion and the payment on maturity of debt of \$1.1 billion \$105 million.

Contingencies

For information related to tax matters, see Note 13 to our Unaudited Consolidated Financial Statements and Part I, Item IA, Risk Factors - "We may have exposure to additional tax liabilities" in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023.

For information related to the Dutch pension matter, the Spanish competition matter, and our other contingent liabilities, see Note 13 to our Unaudited Consolidated Financial Statements.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Form 10-Q, contains including "Management's Discussion and Analysis of Financial Condition and Results of Operation" in Part I, Item 2, and the documents incorporated by reference contain forward-looking statements. These forward-looking statements reflect our views regarding current expectations and projections about future events and conditions and are based on currently available information. These forward-looking statements They are not guarantees of future performance and are subject to risks, uncertainties, and assumptions that are difficult to predict including the Risk Factors identified in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023; therefore, our actual results could differ materially from those expressed or described in the forward-looking statements.

Expressions of future goals and expectations and similar expressions, including "may," "will," "should," "could," "aims," "seeks," "expects," "plans," "anticipates," "intends," "believes," "estimates," "predicts," "potential," "targets," and "continue," reflecting something other than historical fact are intended to identify forward-looking statements. Unless required by law, we undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise. However, readers

should carefully review the reports and documents we file or furnish from time to time with the Securities and Exchange Commission, particularly our Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023**, our subsequent Quarterly Reports on Form 10-Q, and our Current Reports on Form 8-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have exposure to several types of market risk, including changes in interest rates, foreign currency exchange rates, and equity prices. See Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" in our Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023** for additional information on our policies and how we manage our exposure to such risks.

See Note 9 to our Unaudited Consolidated Financial Statements for **additional** information about our convertible senior notes and other debt. Excluding the effect on the fair value of our convertible senior notes, a hypothetical 100 basis point (1.0%) decrease in interest rates would have resulted in an increase in the estimated fair value of our other debt of approximately **\$574 million** **\$846 million** at **September 30, 2023** **March 31, 2024**. Our convertible senior notes are more sensitive to the equity market price volatility of our shares than changes in interest rates. The fair value of the convertible senior notes will likely increase as the market price of our shares increases and will likely decrease as the market price of our shares falls. **Our convertible senior notes due in May 2025 are currently convertible at the option of the holder. If the note holders exercise their option to convert, we deliver cash to repay the principal amount of the notes and deliver shares of common stock or cash, at our option, to satisfy the conversion value in excess of the principal amount.**

We face exposure to movements in foreign currency exchange rates as the financial results and the financial condition of our businesses outside of the U.S., which represent a substantial majority of our financial results, are translated from local currencies (principally Euros and British Pounds Sterling) into U.S. Dollars. **For example, our total gross bookings increased by 44% for the three months ended March 31, 2023 as compared to the three months ended March 31, 2022, but without the impact of changes in foreign currency exchange rates our total gross bookings increased year-over-year on a constant-currency basis by approximately 51%. Our total revenues increased by 40% for the three months ended March 31, 2023 as compared to the three months ended March 31, 2022, but without the impact of changes in foreign currency exchange rates, our total revenues increased year-over-year on a constant-currency basis by approximately 46%. See Notes 9 and 14 to our Unaudited Consolidated Financial Statements and Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations for additional information about foreign currency transaction gains and losses, changes in foreign currency exchange rates, the impact of such changes on the increase in our revenues and operating margins, and our designation of certain portions of our Euro-denominated debt as a hedge of the foreign currency exposure of the net investment in certain Euro functional currency subsidiaries.**

See Notes 5 and 6 to our Unaudited Consolidated Financial Statements for **additional** information about our investments in equity securities of publicly-traded companies and private **companies, entities**. A hypothetical 10% decrease in the fair values at **September 30, 2023** **March 31, 2024** of **such our investments in equity securities of publicly-traded companies and private entities** would have resulted in a loss, before tax, of approximately **\$40 million** **\$45 million** being recognized in net income.

Item 4. Controls and Procedures

Under the supervision and with the participation of management, including our principal executive officer and our principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such a term is defined under Exchange Act Rule 13a-15(e). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

In 2022, we began a multi-year implementation to integrate and upgrade certain **cross-brand global** financial systems and processes, including but not limited to SAP S4 HANA ("SAP"). As a result of these improvements, there were changes to our internal control over financial reporting processes and **procedures**. **However, there were no changes in our internal control over financial reporting (as such term is defined in Exchange Act Rule 13a-15(f)) that occurred during the three months ending September 30, 2023. As ended March 31, 2024 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Further, as the phased implementation of SAP continues, there will be additional changes to our processes and procedures that are likely to impact our internal control over financial reporting.**

We believe we are taking the necessary steps to monitor and maintain appropriate internal control over financial reporting during this period of change.

While we expect this implementation to strengthen our internal financial controls by automating certain manual processes and standardizing business processes and reporting across our organization, management will continue to evaluate and monitor our internal controls as the implementation continues.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

A description of any material legal proceedings to which we are a party, and updates thereto, is included in Note 13 to our Unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for the three months ended **September 30, 2023** **March 31, 2024**, and is incorporated into this Part II, Item 1 by reference thereto.

Item 1A. Risk Factors

Our operations and financial results are subject to various risks and uncertainties which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our common stock. For a discussion of such risks, please refer to Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023**.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds and Issuer Purchases of Equity Securities

The following table sets forth information relating to repurchases of our equity securities during the three months ended **September 30, 2023** **March 31, 2024** (in billions, except share and per share data).

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Unit) ⁽¹⁾	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs	
				Total Number of Shares (or Units)	Approximate Dollar Value
July 1, 2023 – July 31, 2023	377,812 ⁽²⁾ 21 ⁽³⁾	\$ 2,848 \$ 3,153	377,812 N/A		17.7 ⁽²⁾ N/A
August 1, 2023 – August 31, 2023	264,935 ⁽²⁾ 2,583 ⁽³⁾	\$ 3,076 \$ 3,204	264,935 N/A		16.9 ⁽²⁾ N/A
September 1, 2023 – September 30, 2023	224,460 ⁽²⁾ 80 ⁽³⁾	\$ 3,118 \$ 3,144	224,460 N/A		16.2 ⁽²⁾ N/A
Total	869,891		867,207		16.2

Period	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Unit) ⁽¹⁾	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs	
				Total Number of Shares (or Units)	Approximate Dollar Value
January 1, 2024 – January 31, 2024	167,031 ⁽²⁾ 55 ⁽³⁾	\$ 3,489 \$ 3,528	167,031 N/A		13.2 ⁽²⁾ N/A
February 1, 2024 – February 29, 2024	125,040 ⁽²⁾ 624 ⁽³⁾	\$ 3,632 \$ 3,506	125,040 N/A		12.7 ⁽²⁾ N/A
March 1, 2024 – March 31, 2024	153,444 ⁽²⁾ 89,245 ⁽³⁾	\$ 3,523 \$ 3,500	153,444 N/A		12.2 ⁽²⁾ N/A
Total	535,439		445,515		12.2

(1) These amounts exclude the 1% excise tax mandated by the Inflation Reduction Act on share repurchases.

(2) Pursuant to a stock repurchase program announced on February 23, 2023, whereby we were authorized to repurchase up to \$20 billion of our common stock.

(3) Pursuant to a general authorization, not publicly announced, whereby we are authorized to repurchase shares of our common stock to satisfy employee withholding tax obligations related to stock-based compensation. The table above does not include adjustments during the three months ended **September 30, 2023** **March 31, 2024** to previously withheld share amounts **(reduction of 7 shares)** that reflect changes to the estimates of employee tax withholding obligations.

Item 5. Other Information

On September 8, 2023, David Goulden, Chief Financial Officer, adopted a trading plan intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 12,000 shares of the Company's common stock with sales starting on January 16, 2024 and ending on December 16, 2024.

Item 6. Exhibits

The exhibits listed below are filed as part of this Quarterly Report on Form 10-Q.

**Exhibit
Number**

Description

3.1(a)	Restated Certificate of Incorporation.
3.2(b)	Certificate of Amendment of the Restated Certificate of Incorporation, dated as of June 4, 2021.
3.3(b)(c)	Amended and Restated By-Laws of Booking Holdings Inc., dated as of June 4, 2021 April 18, 2024 .
4.1(d)	Indenture, dated August 8, 2017, between the Company and U.S. Bank Trust Company, National Association (as successor in interest to U.S. Bank National Association), as trustee.
4.2(e)	Form of 3.500% Senior Note due 2029.
4.3(e)	Form of 3.625% Senior Note due 2032.
4.4(e)	Form of 3.750% Senior Note due 2036.
4.5(e)	Form of 4.000% Senior Note due 2044.
4.6*(e)	Officers' Certificate, dated March 1, 2024, with respect to the 3.500% Senior Note due 2029 issued pursuant to the Base Indenture.
4.7*(e)	Officers' Certificate, dated March 1, 2024, with respect to the 3.625% Senior Note due 2032 issued pursuant to the Base Indenture.
4.8*(e)	Officers' Certificate, dated March 1, 2024, with respect to the 3.750% Senior Note due 2036 issued pursuant to the Base Indenture.
4.9*(e)	Officers' Certificate, dated March 1, 2024, with respect to the 4.000% Senior Note due 2044 issued pursuant to the Base Indenture.
4.10(e)	Agency Agreement, dated as of March 1, 2024, by and between Booking Holdings Inc., as issuer, Elavon Financial Services DAC, UK Branch, as paying agent, and U.S. Bank Trust Company, National Association, as transfer agent, registrar and trustee.
10.1(f)	Letter Agreement Amendment, dated January 18, 2024 by and between the Company and David I. Goulden.
10.2(g)	Letter Agreement Amendment, dated April 4, 2024 by and between the Company and David I. Goulden.
31.1	Certification of Glenn D. Fogel, the Chief Executive Officer and President, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of David I. Goulden , Ewout L. Steenbergen , the Executive Vice President and Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Glenn D. Fogel, the Chief Executive Officer and President, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of David I. Goulden , Ewout L. Steenbergen , the Executive Vice President and Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
104	Cover Page Interactive Data File - the cover page from this Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 March 31, 2024 , formatted in Inline XBRL (included in Exhibit 101).

*Schedules or similar attachments have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company undertakes to furnish copies of any of the omitted schedules or similar attachments upon request by the Securities and Exchange Commission.

- (a) Previously filed as an exhibit to the Current Report on Form 8-K filed on February 21, 2018 and incorporated herein by reference.
- (b) Previously filed as an exhibit to the Current Report on Form 8-K filed on June 4, 2021 and incorporated herein by reference.

- (c) Previously filed as an exhibit to the Current Report on Form 8-K filed on April 22, 2024 and incorporated herein by reference.
- (d) Previously filed as an exhibit to the Registration Statement on Form S-3ASR filed on August 8, 2017 and incorporated herein by reference.
- (e) Previously filed as an exhibit to the Current Report on Form 8-K filed on March 1, 2024 and incorporated herein by reference.
- (f) Previously filed as an exhibit to the Current Report on Form 8-K filed on January 19, 2024 and incorporated herein by reference.
- (g) Previously filed as an exhibit to the Current Report on Form 8-K filed on April 5, 2024 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BOOKING HOLDINGS INC.

(Registrant)

Date: November May 2, 2023 2024

By: /s/ David I. Goulden Ewout L. Steenbergen

Name: David I. Goulden Ewout L. Steenbergen

Title: Executive Vice President and Chief Financial Officer

(On behalf of the Registrant and as principal financial officer)

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Exhibit 31.1

CERTIFICATION

I, Glenn D. Fogel, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Booking Holdings Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Dated: November May 2, 2023 2024

/s/ Glenn D. Fogel

Name: Glenn D. Fogel

Title: President and Chief Executive Officer

CERTIFICATION

I, **David I. Goulden**, **Ewout L. Steenbergen**, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Booking Holdings Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Dated: **November May 2, 2023**

/s/ **David I. Goulden** **Ewout L. Steenbergen**

Name: **David I. Goulden**

Title: **Ewout L. Steenbergen**

Title: **Executive Vice President and Chief Financial Officer**

Certification

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Booking Holdings Inc., a Delaware corporation (the "Company"), hereby certifies that, to his knowledge:

The Quarterly Report on Form 10-Q for the quarter ended **September 30, 2023** **March 31, 2024** (the "Report") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: **November May 2, 2023** **2024**

/s/ Glenn D. Fogel
Name: **Glenn D. Fogel**
Title: **President and Chief Executive Officer**

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of the Report or as a separate disclosure document.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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Exhibit 32.2

Certification
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Booking Holdings Inc., a Delaware corporation (the "Company"), hereby certifies that, to his knowledge:

The Quarterly Report on Form 10-Q for the quarter ended **September 30, 2023** **March 31, 2024** (the "Report") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: **November May 2, 2023** **2024**

/s/ David I. Goulden **Ewout L. Steenbergen**
Name: **David I. Goulden** **Ewout L. Steenbergen**
Title: **Executive Vice President and Chief Financial Officer**

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of the Report or as a separate disclosure document.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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