

Company No: 05505187

PRICELINE.COM INTERNATIONAL LIMITED

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION


2 June 2014 ("**Date of Circulation**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "**Resolution**"):

ORDINARY RESOLUTION

THAT, in substitution for all existing authorities, the directors be and are generally and unconditionally authorised for the purpose of s551 of the Companies Act 2006 to exercise all the powers of the Company to allot A1 ordinary shares in the Company, or to grant rights to subscribe for or convert any securities into shares in the Company ("**Rights**") up to an aggregate nominal amount of £0.001 for a period expiring 5 years from the date of this resolution save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired

BY ORDER OF THE BOARD


Director

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AGREEMENT

**WE THE UNDERSIGNED, being the sole member of the Company entitled to vote on the Resolution
HEREBY IRREVOCABLY AGREE to the Resolution.**



Director

for and on behalf of

Priceline.com Holdco U.K. Limited

Dated. 2 June 2014

NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand or by post to the Company's registered office address.
2. Once you have signified your agreement to the Resolution you may not revoke your agreement.
3. Unless within 28 days of the date of circulation (where the Date of Circulation counts as day 1) sufficient agreement has been received for the Resolution to pass, it will lapse.