



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE EXPEDIA GROUP)
STOCKHOLDERS LITIGATION) C.A. No. 2019-0494-JTL
)
)

STIPULATION AND [PROPOSED] ORDER

WHEREAS, pursuant to Section 3.01 of the Second Amended and Restated Governance Agreement between Expedia Group, Inc. (“Expedia” or the “Company”) and Barry Diller (“Diller”), dated April 15, 2019 (the “Governance Agreement”), Diller has the right to acquire additional Company Class B Common Stock by exercising such right on or before April 26, 2020;

WHEREAS, according to the Company’s most recent Form 10-K, filed February 13, 2020, Diller could obtain control of up to approximately 50% of the total voting power of all outstanding shares of the Company if he were to exercise this option to acquire additional Class B Common Stock;

WHEREAS, the Special Litigation Committee of the Board of Directors of Expedia (the “SLC”) and Diller have conferred and determined that, in light of the ongoing SLC process, it is in the best interest of the Company and its stockholders to maintain the status quo such that Diller agrees not to exercise his right under Section 3.01 to acquire additional shares of Class B Common Stock pending

completion of the SLC's investigation (or as the SLC and Diller may otherwise agree subject to approval of the Court as set forth below);

WHEREAS, in order to maintain such status quo, the period for Diller to exercise his rights under Section 3.01 of the Governance Agreement should be extended to 45 days after the completion of the SLC's investigation, which will be effected through a separate amendment to the Governance Agreement;

It is HEREBY STIPULATED AND AGREED, and subject to the approval of the Court, as follows:

1. The Company and Diller will maintain the status quo with respect to Diller's option under the Governance Agreement to acquire additional shares of Class B Common Stock;

2. Diller shall not exercise his right under the Governance Agreement to acquire any additional shares of Class B Common Stock until the SLC completes its investigation;

3. In accordance with this Order, Diller and the Company will execute an amendment of the Governance Agreement extending the time period during which Diller may exercise his option to acquire additional shares of Class B Common Stock; and

4. The SLC and Diller may modify the terms of this Order by stipulation

subject to approval of the Court.

Date: March 27, 2020

WILSON SONSINI GOODRICH &
ROSATI, P.C.

MORRIS, NICHOLS, ARSHT &
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Diller-von Furstenberg Family
Foundation*

IT IS SO ORDERED this ____ day of _____, 2020.

Vice Chancellor Laster



Court: DE Court of Chancery Civil Action

Judge: J Travis Laster

File & Serve

Transaction ID: 65543530

Current Date: Mar 30, 2020

Case Number: 2019-0494-JTL

Case Name: STAYED - CONF ORD - CONS W/ 2019-0568-JTL, 2019-0571-JTL - IN RE EXPEDIA GROUP, INC., STOCKHOLDERS LITIGATION

/s/ Judge Laster, J Travis