

**Director Remuneration Policy of Trip.com Group  
Limited**

## **Chapter 1 General Purpose**

**Article 1** The purpose of this policy (the “Policy”) is to establish a mechanism that scientifically and effectively incentivizes the directors through remuneration, to achieve the strategic goals for the development of Trip.com Group Limited ( the “Company”), and to fuel the Company’s motivation for its sustainable development. The Policy has been adopted by the board of directors of the Company (the “Board of Directors”) after due consideration.

**Article 2** The Policy shall be applicable to the executive directors and non-executive directors of the Company.

**Article 3** The determination of directors' remuneration shall adhere to three principles: the principle of being in line with sustainable development of the Company; the principle of linking directors’ remuneration with the Company's performance; and the principle of placing equal emphasis on incentives and constraints.

## **Chapter 2 Remuneration Governance**

**Article 4** The governance policy for the remuneration of the executive directors of the Company is specified as follows:

1. The remuneration of the executive directors shall be composed of basic salary, performance incentive bonus, and share incentive awards. For the performance incentive bonus, a number of evaluation metrics in relation to the Company's environmental, social, and governance initiatives, such as data privacy and security, business ethics, climate change response, and human resource management, shall be incorporated in the performance assessment.
2. The Compensation Committee of the Board of Directors (the “Compensation Committee”) shall review the remuneration of the executive directors and the relevant remuneration policies annually based on the governance performance for the year.
3. To mitigate remuneration risk, clawback provisions have been incorporated in the contract(s) involving the executive directors’ remuneration (including basic salary, performance

incentive bonus, and share incentive awards).

4. If certain material adverse impact imposed on the Company is attributable to the fault of any executive director in performing his/her duties, the Company is entitled to request the executive director at fault to return all of the performance incentive bonus that have been distributed within certain period of time, and the Company is entitled to cease the payment of any outstanding portion.

### **Chapter 3 Supplementary Provisions**

**Article5** The management of directors' remuneration is an important part of corporate governance. The Compensation Committee shall evaluate the directors' remuneration and its mechanism, and reports to the Board of Directors at least once for three years.

**Article6** The Compensation Committee shall review this Policy from time to time to ensure its effectiveness. The Compensation Committee shall discuss any revisions needed and propose such revision to the Board of Directors for approval.

**Article7** The Policy shall come into force on the date of its deliberation and approval by the Board of Directors.