

## Board Diversity

**WHEREAS:** TripAdvisor, Inc. has no women on its Board of Directors and no women Named Executive Officers.

**Numerous institutional investors believe that diversity on boards, as well as in senior management, is an indicator of good corporate governance.** BlackRock, the world's largest asset manager, published updated proxy voting guidelines earlier this year that stated, "we would normally expect to see at least two women directors on every board." State Street Global Advisors reported in March 2018 that it voted against director nominees on the proxy statements of more than 500 companies over the course of the previous year due to inadequate board diversity. State pension plans from Massachusetts, New York, and Rhode Island have adopted proxy voting policies with minimum board diversity thresholds, resulting in votes against directors at more than one thousand companies cumulatively. Proxy Insight, a leading source on global voting practices, reported that 60 percent of U.S. institutional investor proxy voting policy changes in 2018 related to board diversity.

We are encouraged by signs of progress with women filling nearly one-third of new director openings in 2017. Yet overall, women and people of color account for approximately 20 percent and 10.6 percent of S&P 1500 directorships, respectively.

**We believe that diversity, inclusive of sex, race, ethnicity, age, gender identity, gender expression, and sexual orientation, is a critical attribute of a well-functioning board and a measure of sound corporate governance.**

**Corporate leaders recognize the strong business case for board diversity.** The Guiding Principles of Corporate Governance of the Business Roundtable, state: "Diverse backgrounds and experiences on corporate boards, including those of directors who represent the broad range of society, strengthen board performance and promote the creation of long-term shareholder value. Boards should develop a framework for identifying appropriately diverse candidates that allows the nominating/corporate governance committee to consider women, minorities and others with diverse backgrounds as candidates for each open board seat." Benefits associated with board and management diversity include a larger candidate pool from which to pick top talent, better understanding of consumer preferences, a stronger mix of leadership skills, and improved risk management.

**Resolved:** Shareholders request that the Board of Directors prepare a report by September 2019, at reasonable expense and omitting proprietary information, on steps TripAdvisor, Inc., is taking to enhance board diversity beyond current levels, such as:

1. Strengthening Nominating and Corporate Governance policies by embedding a commitment to diversity inclusive of sex, race, ethnicity, age, gender identity, gender expression, and sexual orientation;
2. Committing publicly to include women and people of color in each candidate pool from which director nominees are chosen; and
3. Reporting on its process to identify qualified women and people of color for the board.

**We believe this request will help build Board accountability on this issue.**