

Company Registration No. 05505192

**PRICELINE.COM BOOKINGS ACQUISITION  
COMPANY LIMITED**

**Annual Report and Financial Statements**

**For the year ended 31 December 2018**



# **PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED**

## **ANNUAL REPORT AND FINANCIAL STATEMENTS**

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## **PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED**

### **OFFICERS AND PROFESSIONAL ADVISERS**

#### **DIRECTORS**

Anthony J. Cali, Jr.  
Eduardo N.T. Andrade

#### **COMPANY SECRETARY**

Abogado Nominees Limited

#### **REGISTERED OFFICE**

100 New Bridge Street  
London  
EC4V 6JA  
United Kingdom

#### **SOLICITORS**

Baker & McKenzie LLP  
100 New Bridge Street  
London  
EC4V 6JA  
United Kingdom

#### **AUDITOR**

Deloitte LLP  
Statutory Auditor  
St Albans  
United Kingdom

## **PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED**

### **STRATEGIC REPORT**

The directors present their strategic report for the year ended 31 December 2018.

#### **REVIEW OF THE BUSINESS**

The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements as the Company is included in the consolidated financial statements of Booking Holdings Inc. which are prepared in accordance with Generally Accepted Accounting Principles in the United States of America and is publicly available at [www.sec.gov](http://www.sec.gov). These financial statements therefore present information about the Company as an individual undertaking and not about its group.

The Company's principal activity is that of an investment company. The Company has a direct interest in a holding company and indirect interests in trading and service companies, which are incorporated in the Netherlands.

Due to the nature of the Company and its activities, the directors do not consider that there are appropriate company specific key performance indicators to measure performance.

#### **GOING CONCERN**

The directors have prepared the financial statements on the going concern basis. In making this assessment, the directors have considered the liabilities of the Company for a period of at least twelve months from the date of signing and approving these financial statements and the date at which these liabilities fall due. The directors have also received a letter of support from Booking Holdings Inc. which states that it is willing and able to continue to support the Company. The directors have also considered its ability to receive dividend income from its subsidiary undertakings and consider that the going concern basis of preparation remains appropriate.

#### **RESULT AND DIVIDENDS**

Profit for the financial year amounted to \$4.1 billion and \$3.3 billion for the years ended 31 December 2018 and 2017, respectively, principally related to dividend income from the Company's subsidiary undertaking.

During the year ended 31 December 2018, the Company recommended dividend payments totaling \$4.1 billion (2017 - \$3.3 billion) to its parent company Priceline.com International Ltd.

#### **FINANCIAL RISK MANAGEMENT**

The foreign exchange risk is controlled by the ultimate parent company, Booking Holdings Inc. At the balance sheet date, the directors do not consider that the Company has a material exposure to these financial risks and therefore do not utilize credit insurance or enter into any hedging instruments. The Directors have not considered it necessary to perform an assessment of the impact of the United Kingdom's decision to leave the European Union on the company given the nature of the business as a holding company.

Approved by the Board of Directors  
and signed on behalf of the Board on 30 September 2019:

DocuSigned by:

*Anthony Cali*

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Anthony J. Cali, Jr.

Director

## **PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED**

### **DIRECTORS' REPORT**

The directors present the annual report and the audited financial statements of the Company for the year ended 31 December 2018.

#### **PRINCIPAL ACTIVITY**

The Company's principal activity is that of an investment company. The Company has a direct interest in a holding company and indirect interests in trading and service companies, which are incorporated in the Netherlands.

#### **REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS**

The directors are satisfied with the result achieved by the Company and do not expect the Company's activities to change in the foreseeable future, for further considerations around going concern see Note 1 set out on page 12.

#### **FINANCIAL RISK MANAGEMENT**

See Strategic report for information on financial risk management.

#### **DIVIDENDS**

See Strategic report for information on dividends.

#### **POST BALANCE SHEET EVENTS**

See Note 11 to the financial statements for information on post balance sheet events.

#### **DIRECTORS**

The directors who served throughout the year and to the date of this report, were as follows:

Daniel J. Finnegan (resigned on 1 March 2018)

Anthony J. Cali, Jr. (appointed on 1 March 2018)

Eduardo N.T. Andrade

#### **DIRECTORS' INDEMNITIES**

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

## **PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED**

### **DIRECTORS' REPORT (CONTINUED)**

#### **AUDITOR**

Each of the persons who is a director at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

The Company plans to engage Deloitte LLP to audit the financial statements for the year ended December 31, 2019.

Approved by the Board of Directors  
and signed on behalf of the Board on 30 September 2019:

DocuSigned by:  
*Anthony Cali*  
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Anthony J. Cali, Jr.

Director

## **PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED**

### **DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102, "The Financial Reporting Standard Applicable in the UK and Republic of Ireland" ("FRS 102").

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED**

#### **Report on the audit of the financial statements**

##### **Opinion**

In our opinion the financial statements of Priceline.com Bookings Acquisition Company Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account and other comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 11 and the appendix.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

##### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### **Conclusions relating to going concern**

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.



## **PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED**

### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **Report on other legal and regulatory requirements**

#### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

## **PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED**

### **Matters on which we are required to report by exception**

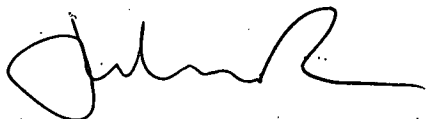
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

### **Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



**Julian Rae (Senior Statutory Auditor)**  
**For and on behalf of Deloitte LLP**  
Statutory Auditor  
St Albans  
United Kingdom

30 September 2019

# PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED

## PROFIT AND LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2018

	Note	2018 \$'000s	2017 \$'000s
Administrative expenses		(34)	(35)
<b>OPERATING LOSS</b>	4	(34)	(35)
Income from shares in subsidiary undertaking	6	4,050,718	3,294,355
Other interest receivable/(payable) and similar income/(expenses)	3	24	(32)
<b>PROFIT BEFORE TAXATION</b>		4,050,708	3,294,288
Tax on profit	5	—	—
<b>PROFIT FOR THE FINANCIAL YEAR</b>		4,050,708	3,294,288
Other comprehensive income		—	—
<b>TOTAL COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR</b>		4,050,708	3,294,288

# PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED


## BALANCE SHEET

AS AT 31 DECEMBER 2018

	Note	2018 \$'000s	2017 \$'000s
<b>FIXED ASSETS</b>			
Investment	6	2,109,167	2,109,167
<b>CREDITORS: amounts falling due within one year</b>	7	(404)	(394)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>2,108,763</u>	<u>2,108,773</u>
<b>CAPITAL AND RESERVES</b>			
Called-up share capital	8	4	4
Share premium account		2,092,542	2,092,542
Profit and loss account		<u>16,217</u>	<u>16,227</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>2,108,763</u>	<u>2,108,773</u>

The financial statements of Priceline.com Bookings Acquisition Company Limited, registered number 05505192, were approved by the Board of Directors and authorised for issue on 30 September 2019.

They were signed on its behalf by:

DocuSigned by:  
  
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Anthony J. Cali, Jr.

Director

# PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018

	Called-up share capital \$'000s	Share premium account \$'000s	Profit and loss account \$'000s	Total \$'000s
At 1 January 2017	4	1,351,872	16,294	1,368,170
Total comprehensive income for the financial year	—	—	3,294,288	3,294,288
Dividends	—	—	(3,294,355)	(3,294,355)
Share issuance to parent company	—	740,670	—	740,670
At 31 December 2017	4	2,092,542	16,227	2,108,773
Total comprehensive income for the financial year	—	—	4,050,708	4,050,708
Dividends (see Note 6)	—	—	(4,050,718)	(4,050,718)
At 31 December 2018	4	2,092,542	16,217	2,108,763

## **PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

#### **1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006. The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **Basis of preparation**

The financial statements are prepared on a going concern basis, under the historical cost convention. The principal activities of the company and the nature of the operations are set out on the Director's report on page 3. All the activities of the Company are from continuing operations. See Note 10 for the address of the Company's registered office.

##### **Going concern**

The directors have prepared the financial statements on the going concern basis. In making this assessment, the directors have considered the liabilities of the Company for a period of at least twelve months from the date of signing and approving these financial statements and the date at which these liabilities fall due. The directors have also received a letter of support from Booking Holdings Inc. which states that it is willing and able to continue to support the Company. The directors have also considered its ability to receive dividend income from its subsidiary undertakings and consider that the going concern basis of preparation remains appropriate.

##### **Cash flow statement**

The Company has taken advantage of the exemption, under FRS 102 paragraph 1.12(b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Booking Holdings Inc., includes the Company's cash flow in its own consolidated financial statements.

##### **Consolidated financial statements**

The Company is a wholly owned subsidiary of Priceline.com International Limited and of its ultimate parent, Booking Holdings Inc. It is included in the consolidated financial statements of Booking Holdings Inc. which are prepared in accordance with Generally Accepted Accounting Principles in the United States of America and publicly available at [www.sec.gov](http://www.sec.gov). Therefore the Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

These financial statements therefore present information about the Company as an individual undertaking and not about its group.

##### **Judgments and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The Company considers the carrying value of its investment in its subsidiary undertaking to be a significant accounting judgment, for which the Company assesses annually for impairment. The directors do not consider there to be any key sources of estimation uncertainty.

##### **Dividend Income**

Dividend income is recognised in profit or loss account when the right to receive payment is established.

# PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 1. ACCOUNTING POLICIES (CONTINUED)

#### Foreign currency

The Company's functional and presentation currency is the U.S. Dollar.

Transactions denominated in foreign currencies are translated into the functional currency using the spot exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated using the spot exchange rate at that date. Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rate of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

#### Financial instruments

Basic financial assets and liabilities are initially recognised at transaction price and subsequently carried at amortised cost. The Company has taken advantage of the exemption, under FRS 102 paragraph 1.12(c), from the disclosure requirements of basic financial instruments.

#### Investment

Investment held as fixed assets are stated at cost less impairment, if any. See Note 6 for the type of shares that the Company held in its subsidiary undertaking. The Company assesses at each reporting date whether the investment maybe impaired. If any such indication exists the Company estimates recoverable amount of the investment and reduces the carrying amount to the estimated recoverable amount through an impairment loss in the profit and loss account, if applicable.

#### Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on timing differences, which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they realize based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

### 2. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

During both the current and preceding year, there were no employees and the directors did not receive any remuneration for their services to Priceline.com Bookings Acquisition Company Limited.

### 3. OTHER INTEREST RECEIVABLE / (PAYABLE) AND SIMILAR INCOME / (EXPENSES)

	2018 \$'000s	2017 \$'000s
Foreign exchange gains / (losses)	24	(32)

# PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 4. OPERATING LOSS

	2018 \$'000s	2017 \$'000s
<b>Operating loss is stated after charging:</b>		
The analysis of auditor's remuneration is as follows:		
Fees payable to the Company's auditor for the audit of the annual financial statements	16	15

The auditor did not receive any remuneration for non-audit services for either the current or preceding financial year.

### 5. TAX ON PROFIT

	2018 \$'000s	2017 \$'000s
<b>Current tax</b>		
UK corporation tax charge for the year	—	—

The standard rate of tax for the year based on the UK standard rate of corporation tax is 19.00% (2017 - 19.25%). The actual tax charge for the current year and the previous year differs from the standard tax rate for the reasons set out in the following reconciliation:

	2018 \$'000s	2017 \$'000s
Profit before taxation	4,050,708	3,294,288
Tax on profit at standard rate	769,635	634,150
Effect of:		
Non-taxable dividend income	(769,636)	(634,163)
Group relief surrendered and not paid for	1	13
Total current tax charge for the year	—	—

At 31 December 2018 and 2017, the Company had no unrecognised deferred tax assets or liabilities.

#### Factors affecting future tax charges

The UK Government announced as part of the Finance (No 2) Act 2015, which received Royal Assent on 18 November 2015, that the main rate of corporation tax rate would be reduced from 20% to 19% from 1 April 2017. As part of the Finance Act 2016, a further reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016 and received Royal Assent on 15 September 2016. These rate reductions are reflected in the calculation of deferred tax, if applicable, at the balance sheet date.



# PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 6. FIXED ASSET INVESTMENT

Shares in subsidiary  
undertaking  
\$'000s

#### Cost and net book value

At 1 January 2018 and 31 December 2018

2,109,167

During the year ended 31 December 2018, the Company received dividends from Booking.com Holding B.V. totaling \$4.1 billion, which were then declared as dividends and distributed to Priceline.com International Limited (summarized in the following table).

Period of distribution	Dividend amounts \$'000s	Dividend per share \$
31-Jan-18	186,860	93.43
20-Feb-18	255,455	127.73
21-Mar-18	230,134	115.07
12-Apr-18	177,123	88.56
22-May-18	254,304	127.15
23-Jun-18	237,360	118.68
9-Jul-18	135,232	67.62
18-Jul-18	273,595	136.80
14-Aug-18	628,662	314.33
10-Sep-18	348,115	174.06
18-Sep-18	437,789	218.89
22-Oct-18	348,324	174.16
19-Nov-18	344,974	172.49
13-Dec-18	192,791	96.40

#### Principal group investment

The Company has an investment in the following subsidiary undertakings:

Subsidiary undertaking	Country of incorporation	Registered Office Address	Principal activity	Class of shares	Percentage of shares held
Booking.com Holding B.V.	Netherlands	Herengracht 597, 1017 CE Amsterdam, Netherlands	Investment company	Ordinary Shares	100%

Refer to Appendix - List of indirect subsidiary undertakings for indirect subsidiaries held by the Company as of 31 December 2018.

**PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED****NOTES TO THE FINANCIAL STATEMENTS****7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2018</b>	<b>2017</b>
	<b>\$'000s</b>	<b>\$'000s</b>
Amounts due to fellow group undertakings	363	356
Accruals	41	38
	<u>404</u>	<u>394</u>

Amounts due to fellow group undertakings bear no interest and are repayable upon demand.

**8. CALLED-UP SHARE CAPITAL**

	<b>2018</b>	<b>2017</b>
	<b>\$'000s</b>	<b>\$'000s</b>
<b>Called-up, allotted and fully paid:</b>		
2,000,003 ordinary shares of \$0.0018	<u>4</u>	<u>4</u>

**9. RELATED PARTY TRANSACTIONS**

As the Company is a 100% owned subsidiary of a group whose consolidated financial statements are publicly available, it is not required to disclose transactions with other group undertakings that would otherwise be required under FRS 102 Section 33 "Related Party Disclosures".

**10. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY**

The Company is a private company limited by shares and incorporated in the United Kingdom and registered in England and Wales. 100% of the share capital of the Company is owned by Priceline.com International Limited, a company incorporated in England and Wales. The directors consider this to be the immediate parent company. The registered office and principal place of business for both the Company and its immediate parent company is at 100 New Bridge Street, London, EC4V 6JA.

The Company's ultimate parent company and controlling party is Booking Holdings Inc., a company incorporated in the United States of America. The consolidated financial statements of Booking Holdings Inc. are publicly available and can be obtained from its principal place of business at 800 Connecticut Avenue, Norwalk, Connecticut 06854, USA. Booking Holdings Inc. is the smallest and largest group in which the results of the Company are consolidated and its registered office is 251 Little Falls Drive, Wilmington, Delaware 19808, USA.

**PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED****NOTES TO THE FINANCIAL STATEMENTS****11. POST BALANCE SHEET EVENTS**

Subsequent to 31 December 2018, the Company received dividends from its subsidiary undertaking Booking.com Holding B.V. totaling \$6.2 billion, which were then distributed to its parent company Priceline.com International Limited as summarized in the following table:

Period of distribution	Dividend amounts \$'000s	Dividend per share \$
20-Mar-19	261,094	130.55
27-Mar-19	225,038	112.52
26-Apr-19	250,038	125.02
8-May-19	112,019	56.01
15-May-19	616,350	308.17
16-May-19	615,307	307.65
22-May-19	1,115,389	557.69
11-Jun-19	678,868	339.43
18-Jun-19	447,420	223.71
25-Jul-19	490,974	245.49
14-Aug-19	563,854	281.93
16-Sep-19	799,515	399.76

**PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED****Appendix - List of indirect subsidiary undertakings**

<b>Subsidiary undertaking</b>	<b>Country of incorporation</b>	<b>Percentage of shares held</b>
Booking.com B.V.	NL	100%
Frezza.Net Srl.	IT	100%
Booking.com Brasil Servicos de Reserva de Hoteis LTDA	BR	100%
Booking.com Rio de Janeiro Prestacao de Servicos LTDA.	BR	100%
Booking.com Porto Alegre Prestação de Serviços LTDA.	BR	100%
Booking.com Natal Prestacao de Servicios LTDA.	BR	100%
Booking.com Salvador Prestacao de Servicos LTDA	BR	100%
Booking.com Belo Horizonte Prestação de Serviços Ltda.	BR	100%
Evature Technologies	IL	100%
Booking.com Customer Service Holding B.V.	NL	100%
Booking.com Customer Service Center (Netherlands) B.V.	NL	100%
Booking.com Customer Service Center (UK) Limited	UK	100%
Booking.com Customer Service Center (U.S.A.) Inc.	US	100%
Booking.com Customer Service Center (Singapore) Pte. Ltd.	SG	100%
Booking.com Customer Service Center (France) SAS	FR	100%
Bcom Customer Service Center Germany GmbH	DE	100%
Booking Customer Service Center (Spain) SL	ES	100%
Booking.com Customer Service Center (Japan) KK	JP	100%
Booking.com Customer Service (Thailand) Co.	TH	100%
Canada Booking.com Customer Service Center Inc.	CA	100%
Booking.com Customer Service Center Korea Limited	KR	100%
Booking.com Customer Service Center (Lithuania) UAB	LT	100%
Booking.com International B.V.	NL	100%
Booking.com (Deutschland) GmbH	DE	100%
Booking.com (France) SAS	FR	100%
Bookings Hispanica S.L.	ES	100%
Booking.com (Italia) Srl.	IT	100%
Priceline Booking.com Viagens Online, Unipessoal Lda	PT	100%
Booking.com (Osterreich) GmbH	AT	100%
Booking.com FZ-LLC	UAE	100%
Booking.com South Africa Pty Ltd.	ZA	100%
Booking.com SP. Z.o.o. (Poland)	PL	100%
Booking.com Russia LLC	RU	100%
Booking.com Japan K.K.	JP	100%
Booking.com (Australia) Pty Ltd.	AU	100%
Booking.com (New Zealand) Ltd.	NZ	100%
Bookingdotcom Sverige AB	SE	100%
Bookingdotcom Satis Destek Hizmetleri Limited Sirketi	TR	100%
Booking.com (Schweiz) AG	CH	100%
Canada Booking.com Online Reservations Inc.	CA	100%

**PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED****Appendix - List of indirect subsidiary undertakings**

<b>Subsidiary undertaking</b>	<b>Country of incorporation</b>	<b>Percentage of shares held</b>
Booking.com (Hong Kong) Ltd.	HK	100%
Booking.com (Argentina) Srl.	AR	100%
Booking.com (Thailand) Ltd.	TH	100%
Priceline Booking (Ireland) Ltd.	IE	100%
Booking Dot Com Malaysia SDN. BHD.	MY	100%
Booking.com (Denmark) ApS	DK	100%
Servicios Booking.com Mexico S.A. de C.V.	MX	100%
Booking.com d.o.o.	HR	100%
Booking.com (Belgium)	BE	100%
Priceline Booking.com Hellas Support services in the hotel market EPE	GR	100%
Booking.com Online Hotel Reservations Maroc	MA	100%
SIA Booking.com (Latvia)	LV	100%
Booking.com (Czech Republic) s.r.o.	CZ	100%
Booking.com Finland OY CE	FI	100%
Booking.com (Bulgaria) EOOD	BG	100%
Booking.com India Support & Marketing Services Private Limited	IN	100%
Pt. Booking Indonesia	ID	100%
Booking.com Korea Limited	KR	100%
Booking.com Egypt LLC	EG	100%
Booking.com Hungary Kft.	HU	100%
Booking.com Ukraine, LLC	UA	100%
Booking.com Chile Spa	CL	100%
Booking.com Colombia S.A.S.	CO	100%
Booking.com Philippines Inc.	PH	100%
Booking.com Saudi Arabia Ltd.	SA	100%
Booking.com (Cyprus) Ltd.	CY	100%
Booking.com Lanka (Private) Limited	LK	100%
Booking.com (USA) Inc.	US	100%
Booking.com (Dominican Republic) SRL	DO	100%
Booking.com Online Hotel Reservation (Cambodia) Ltd.	KH	100%
Booking.com Israel Online Hotel Reservations Ltd.	IL	100%
Booking.com (Norway) AS	NO	100%
Booking.com (Taiwan) Limited	TW	100%
Booking.com (Romania) Srl.	RO	100%
Booking.com (Peru) S.A.	PE	100%
Booking.com Estonia OU	EE	100%
Booking.com Panama S.A.	PA	100%
Booking.com (Slovakia) s.r.o.	SK	100%
Booking.com (Singapore) Pte.Ltd.	SG	100%
Booking.com (Shanghai) Ltd.	CN	100%

**PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED****Appendix - List of indirect subsidiary undertakings**

<b>Subsidiary undertaking</b>	<b>Country of incorporation</b>	<b>Percentage of shares held</b>
Booking.com Customer Service Center (Shanghai) Co. Ltd.	CN	100%
Booking.com (Kenya) Ltd.	KE	100%
Booking.com (Lithuania) UAB	LT	100%
Booking.com (Ghana) Limited	GH	100%
Booking.com (Ljubljana) d.o.o.	SI	100%
Bookingdotcom ehf.	IS	100%
Booking.com (Lao) Sole Co. Ltd.	LA	100%
Booking.com (Georgia) LLC	GE	100%
Booking.com Myanmar Co.	MM	100%
Booking.com S.A.	CR	100%
Booking.com (Puerto Rico) LLC	PR	100%
Booking.com Maldives Pvt. Ltd.	MV	100%
Booking.com (Mauritius) Limited	MU	100%
Booking.com (Malta) Limited	MT	100%
Bookingdotcom Support Services Nigeria Limited	NG	100%
Booking.com (Guadeloupe) SAS	FR	100%
Booking.com (Vietnam) Co. Ltd.	VN	100%
Booking.com International Services B.V.	NL	100%
Hotel Ninjas, S.L.	ES	100%
Booking.com Consulting Services (Singapore) Ptd.Ltd.	SG	100%
Booking.com Consulting Services (USA), Inc.	US	100%
Booking.com Consulting Services (Japan) KK	JP	100%
Booking.com Consulting Services (Shanghai) Limited	CN	100%
Booking.com Consulting Services Israel (BCSI) Ltd.	IL	100%
Booking.com IT Services B.V.	NL	100%
Bdot Blue Infrastructure (Germany) GmbH	DE	100%
Bdot Blue Infrastructure Russia LLC	RU	100%
BookingSuite B.V.	NL	100%
Booking.com Real Estate Amsterdam B.V.	NL	100%
FareHarbor B.V.	NL	100%
FareHarbor (Australia) Pty Ltd	AU	100%