

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2025
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____
Commission File Number: 001-37429

EXPEDIA GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

20-2705720
(I.R.S. Employer Identification No.)

**1111 Expedia Group Way W.
Seattle, Washington 98119**
(Address of principal executive office, including zip code)
(206) 481-7200
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name exchange on which registered
Common stock, \$0.0001 par value	EXPE	The Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of July 25, 2025, the following shares of the registrant's common stock were outstanding:

Common stock, \$0.0001 par value per share	118,192,131 shares
Class B common stock, \$0.0001 par value per share	5,523,452 shares

Expedia Group, Inc.

Form 10-Q

For the Quarter Ended June 30, 2025

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Part I. Item 1. Consolidated Financial Statements

EXPEDIA GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except share and per share data)
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Revenue	\$ 3,786	\$ 3,558	\$ 6,774	\$ 6,447
Costs and expenses:				
(1) Cost of revenue (exclusive of depreciation and amortization shown separately below)	377	362	734	720
Selling and marketing - direct	1,920	1,793	3,677	3,443
Selling and marketing - indirect ⁽¹⁾	213	197	412	383
Technology and content ⁽¹⁾	325	331	645	672
General and administrative ⁽¹⁾	197	180	377	366
Depreciation and amortization	223	205	442	415
Legal reserves, occupancy tax and other	2	21	2	41
Restructuring and related reorganization charges ⁽¹⁾	44	18	70	66
Operating income	485	451	415	341
Other income (expense):				
Interest income	74	67	128	118
Interest expense	(58)	(61)	(116)	(123)
Other, net	(78)	31	(221)	(3)
Total other income (expense), net	(62)	37	(209)	(8)
Income before income taxes	423	488	206	333
Provision for income taxes	(101)	(113)	(81)	(94)
Net income	322	375	125	239
Net loss attributable to non-controlling interests	8	11	5	12
Net income attributable to Expedia Group, Inc.	\$ 330	\$ 386	\$ 130	\$ 251
Earnings per share attributable to Expedia Group, Inc. available to common stockholders:				
Basic	\$ 2.61	\$ 2.92	\$ 1.02	\$ 1.88
Diluted	2.48	2.80	0.96	1.79
Shares used in computing earnings per share (000's):				
Basic	126,453	131,948	127,541	133,724
Diluted	132,809	137,832	134,296	140,131

(1) Includes stock-based compensation as follows:

Cost of revenue	\$ 4	\$ 4	\$ 7	\$ 6
Selling and marketing	23	23	43	42
Technology and content	39	40	77	80
General and administrative	36	39	73	82
Restructuring and related reorganization charges	3	8	3	8

See accompanying notes.

EXPEDIA GROUP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In millions)
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Net income	\$ 322	\$ 375	\$ 125	\$ 239
Currency translation adjustments, net of tax ⁽¹⁾	40	(2)	55	(17)
Comprehensive income	362	373	180	222
Less: Comprehensive income (loss) attributable to non-controlling interests	(1)	(12)	5	(15)
Comprehensive income attributable to Expedia Group, Inc.	<u>\$ 363</u>	<u>\$ 385</u>	<u>\$ 175</u>	<u>\$ 237</u>

(1) Currency translation adjustments include tax expense of approximately \$1 million for the three and six months ended June 30, 2025 and tax benefit of less than \$1 million for the three and six months ended June 30, 2024.

See accompanying notes.

EXPEDIA GROUP, INC.
CONSOLIDATED BALANCE SHEETS

(In millions, except number of shares, which are reflected in thousands, and par value)

	June 30, 2025	December 31, 2024
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 6,304	\$ 4,183
Restricted cash and cash equivalents	2,151	1,391
Short-term investments	367	300
Accounts receivable, net of allowance of \$75 and \$55	4,949	3,213
Income taxes receivable	33	39
Prepaid expenses and other current assets	929	689
Total current assets	14,733	9,815
Property and equipment, net	2,443	2,413
Operating lease right-of-use assets	317	305
Long-term investments and other assets	1,331	1,698
Deferred income taxes	496	496
Intangible assets, net	801	817
Goodwill	6,855	6,844
TOTAL ASSETS	\$ 26,976	\$ 22,388
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable, merchant	\$ 2,149	\$ 2,031
Accounts payable, other	1,197	1,039
Deferred merchant bookings	13,415	8,517
Deferred revenue	167	164
Income taxes payable	16	51
Accrued expenses and other current liabilities	923	766
Current maturities of long-term debt	1,747	1,043
Total current liabilities	19,614	13,611
Long-term debt, excluding current maturities	4,466	5,223
Deferred income taxes	21	19
Operating lease liabilities	269	265
Other long-term liabilities	520	471
Commitments and contingencies		
Stockholders' equity:		
Common stock: \$.0001 par value; Authorized shares: 1,600,000	—	—
Shares issued: 289,350 and 287,509; Shares outstanding: 118,969 and 123,271		
Class B common stock: \$.0001 par value; Authorized shares: 400,000	—	—
Shares issued: 12,800 and 12,800; Shares outstanding: 5,523 and 5,523		
Additional paid-in capital	16,317	16,043
Treasury stock - Common stock and Class B, at cost; Shares 177,657 and 171,515	(15,924)	(14,856)
Retained earnings (deficit)	630	602
Accumulated other comprehensive income (loss)	(187)	(232)
Total Expedia Group, Inc. stockholders' equity	836	1,557
Non-redeemable non-controlling interests	1,250	1,242
Total stockholders' equity	2,086	2,799
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 26,976	\$ 22,388

See accompanying notes.

EXPEDIA GROUP, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(In millions, except share and per share data)
(Unaudited)

Three months ended June 30, 2024	Common stock		Class B common stock		Additional paid-in capital	Treasury stock - Common and Class B		Retained earnings (deficit)	Accumulated other comprehensive income (loss)	Non-redeemable non-controlling interest	Total
	Shares	Amount	Shares	Amount		Shares	Amount				
Balance as of March 31, 2024	283,225,072	\$ —	12,799,999	\$ —	\$ 15,550	162,494,746	\$ (13,671)	\$ (767)	\$ (222)	\$ 1,246	\$ 2,136
Net income (loss)								386		(11)	375
Other comprehensive loss, net of taxes									(1)	(1)	(2)
Proceeds from exercise of equity instruments and employee stock purchase plans	1,635,999	—			16						16
Treasury stock activity related to vesting of equity instruments						547,692	(63)				(63)
Common stock repurchases						3,814,099	(466)				(466)
Other changes in ownership of non-controlling interests					(2)			—		3	1
Stock-based compensation expense					133						133
Other							(4)				(4)
Balance as of June 30, 2024	<u>284,861,071</u>	<u>\$ —</u>	<u>12,799,999</u>	<u>\$ —</u>	<u>\$ 15,697</u>	<u>166,856,537</u>	<u>\$ (14,204)</u>	<u>\$ (381)</u>	<u>\$ (223)</u>	<u>\$ 1,237</u>	<u>\$ 2,126</u>

Six Months Ended June 30, 2024	Common stock		Class B common stock		Additional paid-in capital	Treasury stock - Common and Class B		Retained earnings (deficit)	Accumulated other comprehensive income (loss)	Non-redeemable non-controlling interest	Total
	Shares	Amount	Shares	Amount		Shares	Amount				
Balance as of December 31, 2023	282,148,576	\$ —	12,799,999	\$ —	\$ 15,398	157,902,985	\$ (13,023)	\$ (632)	\$ (209)	\$ 1,252	\$ 2,786
Net income (loss)								251		(12)	239
Other comprehensive income, net of taxes									(14)	(3)	(17)
Proceeds from exercise of equity instruments and employee stock purchase plans	2,712,495	—			48						48
Withholding taxes for stock options					(2)						(2)
Treasury stock activity related to vesting of equity instruments						819,472	(100)				(100)
Common stock repurchases						8,134,080	(1,072)				(1,072)
Other changes in ownership of non-controlling interests					2			—		—	2
Stock-based compensation expense					251						251
Other					—		(9)	—			(9)
Balance as of June 30, 2024	<u>284,861,071</u>	<u>\$ —</u>	<u>12,799,999</u>	<u>\$ —</u>	<u>\$ 15,697</u>	<u>166,856,537</u>	<u>\$ (14,204)</u>	<u>\$ (381)</u>	<u>\$ (223)</u>	<u>\$ 1,237</u>	<u>\$ 2,126</u>

EXPEDIA GROUP, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(In millions, except share and per share data)
(Unaudited)

Three months ended June 30, 2025	Common stock		Class B common stock		Additional paid-in capital	Treasury stock - Common and Class B		Retained earnings (deficit)	Accumulated other comprehensive income (loss)	Non-redeemable non-controlling interest	Total
	Shares	Amount	Shares	Amount		Shares	Amount				
Balance as of March 31, 2025	288,477,142	\$ —	12,799,999	\$ —	\$ 16,184	173,533,787	\$ (15,243)	\$ 351	\$ (220)	\$ 1,249	\$ 2,321
Net income (loss)								330		(8)	322
Other comprehensive income, net of taxes									33	7	40
Payment of dividends to stockholders (declared at \$0.40 per share)								(51)			(51)
Proceeds from exercise of equity instruments and employee stock purchase plans	872,358	—			—						—
Treasury stock activity related to vesting of equity instruments						299,177	(51)				(51)
Common stock repurchases						3,824,293	(627)				(627)
Other changes in ownership of non-controlling interests					1					2	3
Stock-based compensation expense					132						132
Other					—		(3)				(3)
Balance as of June 30, 2025	289,349,500	\$ —	12,799,999	\$ —	\$ 16,317	177,657,257	\$ (15,924)	\$ 630	\$ (187)	\$ 1,250	\$ 2,086

Six Months Ended June 30, 2025	Common stock		Class B common stock		Additional paid-in capital	Treasury stock - Common and Class B		Retained earnings (deficit)	Accumulated other comprehensive income (loss)	Non-redeemable non-controlling interest	Total
	Shares	Amount	Shares	Amount		Shares	Amount				
Balance as of December 31, 2024	287,508,795	\$ —	12,799,999	\$ —	\$ 16,043	171,514,683	\$ (14,856)	\$ 602	\$ (232)	\$ 1,242	\$ 2,799
Net income (loss)								130		(5)	125
Other comprehensive income, net of taxes									45	10	55
Payment of dividends to stockholders (declared at \$0.80 per share)								(102)			(102)
Proceeds from exercise of equity instruments and employee stock purchase plans	1,840,705	—			25						25
Treasury stock activity related to vesting of equity instruments						576,166	(105)				(105)
Common stock repurchases						5,566,408	(957)				(957)
Other changes in ownership of non-controlling interests					1					3	4
Stock-based compensation expense					248						248
Other					—		(6)				(6)
Balance as of June 30, 2025	289,349,500	\$ —	12,799,999	\$ —	\$ 16,317	177,657,257	\$ (15,924)	\$ 630	\$ (187)	\$ 1,250	\$ 2,086

See accompanying notes.

EXPEDIA GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Six months ended June 30,	
	2025	2024
Operating activities:		
Net income	\$ 125	\$ 239
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of property and equipment, including internal-use software and website development	420	385
Amortization of intangible assets	22	30
Amortization of stock-based compensation	203	218
Deferred income taxes	1	39
Foreign exchange (gain) loss on cash, restricted cash and short-term investments, net	(137)	44
Realized (gain) loss on foreign currency forwards, net	(160)	55
(Gain) loss on minority equity investments, net	258	(47)
Other, net	43	38
Changes in operating assets and liabilities:		
Accounts receivable	(1,759)	(1,361)
Prepaid expenses and other assets	(250)	(180)
Accounts payable, merchant	119	165
Accounts payable, other, accrued expenses and other liabilities	296	403
Tax payable/receivable, net	(6)	(8)
Deferred merchant bookings	4,898	4,360
Net cash provided by operating activities	4,073	4,380
Investing activities:		
Capital expenditures, including internal-use software and website development	(396)	(371)
Purchases of investments	(428)	(69)
Sales and maturities of investments	441	43
Other, net	163	(52)
Net cash used in investing activities	(220)	(449)
Financing activities:		
Proceeds from issuance of long-term debt, net of issuance costs	985	—
Payment of long-term debt	(1,044)	—
Purchases of treasury stock	(1,072)	(1,172)
Payment of dividends to stockholders	(102)	—
Proceeds from exercise of equity awards and employee stock purchase plan	25	48
Other, net	28	(25)
Net cash used in financing activities	(1,180)	(1,149)
Effect of exchange rate changes on cash, cash equivalents and restricted cash and cash equivalents	208	(81)
Net increase in cash, cash equivalents and restricted cash and cash equivalents	2,881	2,701
Cash, cash equivalents and restricted cash and cash equivalents at beginning of period	5,574	5,661
Cash, cash equivalents and restricted cash and cash equivalents at end of period	\$ 8,455	\$ 8,362
Supplemental cash flow information		
Cash paid for interest	\$ 100	\$ 116
Income tax payments, net	86	57

See accompanying notes.

Notes to Consolidated Financial Statements

June 30, 2025

(Unaudited)

Note 1 – Basis of Presentation

These accompanying financial statements present Expedia Group, Inc.'s results of operations, financial position and cash flows on a consolidated basis. We refer to Expedia Group, Inc. and its subsidiaries collectively as "Expedia Group," the "Company," "us," "we" and "our" in these consolidated financial statements. The unaudited consolidated financial statements include Expedia Group, Inc., our wholly-owned subsidiaries, and entities we control, or in which we have a variable interest and are the primary beneficiary of expected cash profits or losses. We record our investments in entities that we do not control, but over which we have the ability to exercise significant influence, using the equity method or at fair value. We have eliminated significant intercompany transactions and accounts.

We have prepared the accompanying unaudited consolidated financial statements in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial reporting. We have included all adjustments necessary for a fair presentation of the results of the interim period. These adjustments consist of normal recurring items. Our interim unaudited consolidated financial statements are not necessarily indicative of results that may be expected for any other interim period or for the full year. These interim unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2024 ("2024 Form 10-K"), previously filed with the Securities and Exchange Commission ("SEC").

Accounting Estimates

We use estimates and assumptions in the preparation of our interim unaudited consolidated financial statements in accordance with GAAP. Our estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of our interim unaudited consolidated financial statements. These estimates and assumptions also affect the reported amount of net income or loss during any period. Our actual financial results could differ significantly from these estimates. The significant estimates underlying our interim unaudited consolidated financial statements include revenue recognition; recoverability of current and long-lived assets, intangible assets and goodwill; income and transactional taxes, such as potential settlements related to occupancy and excise taxes; loss contingencies; deferred loyalty rewards; stock-based compensation; accounting for derivative instruments and provisions for credit losses, and chargebacks.

Reclassifications

We have reclassified prior period financial statements to conform to the current period presentation.

Seasonality

We generally experience seasonal fluctuations in the demand for our travel services. For example, traditional leisure travel bookings are generally the highest in the first three quarters as travelers plan and book their spring, summer and winter holiday travel. The number of bookings typically decreases in the fourth quarter. Since revenue for most of our travel services, including merchant and agency hotel, is recognized as the travel takes place rather than when it is booked, revenue typically lags bookings by several weeks for our hotel business and can be several months or more for our alternative accommodations business. Historically, Vrbo has seen seasonally stronger bookings in the first quarter of the year, with the relevant stays occurring during the peak summer travel months. The seasonal revenue impact is exacerbated with respect to income by the nature of our variable cost of revenue and direct sales and marketing costs, which we typically realize in closer alignment to booking volumes, and the more stable nature of our fixed costs. As a result on a consolidated basis, revenue and income are typically the lowest in the first quarter and highest in the third quarter.

Note 2 – Summary of Significant Accounting Policies

Recent Accounting Policies Not Yet Adopted

In December 2023, the Financial Accounting Standards Board ("FASB") issued new guidance to improve its income tax disclosure requirements. Under the new guidance, public business entities must annually (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than 5 percent of the amount computed by multiplying pretax income (loss) by the applicable statutory income tax rate). The new guidance is effective for public business entities for annual periods beginning

Notes to Consolidated Financial Statements – (Continued)

after December 15, 2024. We will incorporate the new guidance in our tax disclosures in our consolidated financial statements for the current fiscal year ended December 31, 2025.

In November 2024, the FASB issued new guidance expanding disclosure requirements related to certain income statement expenses. The guidance requires tabular footnote disclosure of certain operating expenses disaggregated into categories, such as employee compensation, depreciation, and intangible asset amortization, included within each interim and annual income statement's expense caption, as applicable. The effective date is for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. We are in the process of evaluating the impact of adopting this new guidance on our consolidated financial statement disclosures.

Significant Accounting Policies

Below are the significant accounting policies with interim disclosure requirements. For a comprehensive description of our accounting policies, refer to our 2024 Form 10-K.

Revenue

Prepaid Merchant Bookings. We classify payments made to suppliers in advance of Vrbo performance obligations as prepaid merchant bookings included within prepaid and other current assets. Prepaid merchant bookings was \$481 million as of June 30, 2025 and \$319 million as of December 31, 2024.

Deferred Merchant Bookings. We classify cash payments received in advance of our performance obligations as deferred merchant bookings. At December 31, 2024, \$7.6 billion of advance cash payments was reported within deferred merchant bookings, \$5.7 billion of which was recognized resulting in \$807 million of revenue during the six months ended June 30, 2025. At June 30, 2025, the related balance was \$12.3 billion.

At December 31, 2024, \$937 million of deferred loyalty rewards related to internally administrated loyalty programs was reported within deferred merchant bookings, \$431 million of which was recognized within revenue during the six months ended June 30, 2025. At June 30, 2025, the related balance was \$1.1 billion.

Deferred Revenue. At December 31, 2024, \$164 million was recorded as deferred revenue, \$104 million of which was recognized as revenue during the six months ended June 30, 2025. At June 30, 2025, the related balance was \$167 million.

Practical Expedients and Exemptions. We have used the portfolio approach to account for our loyalty points as the rewards programs share similar characteristics within each program in relation to the value provided to the traveler and their breakage patterns. Using this portfolio approach is not expected to differ materially from applying the guidance to individual contracts. However, we will continue to assess and refine, if necessary, how a portfolio within each rewards program is defined.

We do not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts for which we recognize revenue at the amount to which we have the right to invoice for services performed.

Cash, Restricted Cash, and Cash Equivalents

Our cash and cash equivalents include cash and liquid financial instruments, including money market funds and term deposit investments, with maturities of three months or less when purchased. Restricted cash includes cash and cash equivalents that is restricted through legal contracts, regulations or our intention to use the cash for a specific purpose. Our restricted cash primarily relates to certain traveler deposits and to a lesser extent collateral for office leases. The following table reconciles cash, cash equivalents and restricted cash and cash equivalents reported in our consolidated balance sheets to the total amount presented in our consolidated statements of cash flows:

	June 30, 2025	December 31, 2024
	(in millions)	
Cash and cash equivalents	\$ 6,304	\$ 4,183
Restricted cash and cash equivalents	2,151	1,391
Total cash, cash equivalents and restricted cash and cash equivalents in the consolidated statements of cash flows	<u>\$ 8,455</u>	<u>\$ 5,574</u>

Notes to Consolidated Financial Statements – (Continued)

Accounts Receivable and Allowances

Accounts receivable are generally due within thirty days and are recorded net of an allowance for expected uncollectible amounts. We consider accounts outstanding longer than the contractual payment terms as past due. The risk characteristics we generally review when analyzing our accounts receivable pools primarily include the type of receivable (for example, credit card vs hotel collect), collection terms and historical or expected credit loss patterns. For each pool, we make estimates of expected credit losses for our allowance by considering a number of factors, including the length of time trade accounts receivable are past due, previous loss history continually updated for new collections data, the credit quality of our customers, current economic conditions, reasonable and supportable forecasts of future economic conditions and other factors that may affect our ability to collect from customers. The provision for estimated credit losses is recorded as cost of revenue in our consolidated statements of operations. During the six months ended June 30, 2025, we recorded approximately \$29 million of incremental allowance for expected uncollectible accounts, offset by \$9 million of write-offs.

Note 3 – Fair Value Measurements

Financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2025 are classified using the fair value hierarchy in the table below:

	Total	Level 1	Level 2
	(In millions)		
Assets			
Cash equivalents:			
Money market funds	\$ 218	\$ 218	\$ —
Term deposits and certificates of deposit	183	—	183
Commercial paper	46	—	46
Derivatives:			
Foreign currency forward contracts	38	—	38
Investments:			
Equity investments	487	487	—
Corporate debt securities	478	—	478
U.S. treasury securities	47	—	47
Asset-backed securities	121	—	121
Term deposits and certificates of deposit	5	—	5
U.S. agency securities	22	—	22
Commercial paper	6	—	6
Total assets measured at fair value on a recurring basis	\$ 1,651	\$ 705	\$ 946
Liabilities			
Derivatives:			
Cross-currency interest rate swaps	\$ 15	\$ —	\$ 15

Notes to Consolidated Financial Statements – (Continued)

Financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2024 are classified using the fair value hierarchy in the table below:

	Total	Level 1	Level 2
	(In millions)		
Assets			
Cash equivalents:			
Money market funds	\$ 113	\$ 113	\$ —
Term deposits and certificates of deposit	163	—	163
Commercial paper	2	—	2
Derivatives:			
Cross-currency interest rate swaps	25	—	25
Investments:			
Equity investments	895	895	—
Corporate debt securities	354	—	354
U.S. treasury securities	70	—	70
Asset-backed securities	62	—	62
Term deposits and certificates of deposit	3	—	3
U.S. agency securities	8	—	8
Non-U.S. government securities	3	—	\$ 3
Commercial paper	2	—	\$ 2
Total assets measured at fair value on a recurring basis	\$ 1,700	\$ 1,008	\$ 692
Liabilities			
Derivatives:			
Foreign currency forward contracts	\$ 2	\$ —	\$ 2

We classify our cash equivalents and investments within Level 1 and Level 2 as we value our cash equivalents and investments using quoted market prices or alternative pricing sources and models utilizing market observable inputs. Valuation of the foreign currency forward contracts is based on foreign currency exchange rates in active markets, a Level 2 input. Valuation of the cross-currency interest rate swaps is based on foreign currency exchange rates and the current interest rate curve, Level 2 inputs.

We hold term deposit investments with financial institutions. Term deposits with original maturities of less than three months are classified as cash equivalents. Those with remaining maturities of less than one year are classified within short-term investments and those with remaining maturities of greater than one year are classified within long-term investments and other assets.

As of June 30, 2025 and December 31, 2024, our cash and cash equivalents consisted primarily of term deposits, certificates of deposits, and money market funds with maturities of three months or less and bank account balances.

We primarily invest in investment grade corporate debt securities, U.S. treasury securities, and asset-backed securities, all of which are classified as available-for-sale. As of June 30, 2025, we had \$367 million of short-term and \$312 million of long-term available-for-sale investments, which generally mature within three years. As of December 31, 2024, we had \$300 million in short-term and \$202 million of long-term available-for-sale investments. The amortized cost basis of the investments approximated their fair value with gross unrealized gains and gross unrealized losses of less than \$1 million during both the six months ended June 30, 2025 and 2024. We review our available-for-sale securities on a regular basis for impairment. During both the six months ended June 30, 2025 and 2024, we did not recognize an allowance for credit-related losses on any of our investments.

We use foreign currency forward contracts to economically hedge certain merchant revenue exposures, foreign denominated liabilities related to certain of our loyalty programs and our other foreign currency-denominated operating liabilities. As of June 30, 2025, we were party to outstanding forward contracts hedging our liability exposures with a total net notional value of \$5.6 billion. We had a net forward asset of \$38 million (\$83 million gross forward asset) as of June 30, 2025 recorded in prepaid expenses and other current assets and a net forward liability of \$2 million (\$42 million gross forward liability) as of December 31, 2024 recorded in accrued expenses and other current liabilities. We recorded \$151 million and \$(12) million in net gains (losses) from foreign currency forward contracts during the three months ended June 30, 2025 and 2024, as well as \$200 million and \$(58) million during the six months ended June 30, 2025 and 2024.

Notes to Consolidated Financial Statements – (Continued)

We maintain two fixed-to-fixed cross-currency interest rate swaps with an aggregate notional amount of €300 million and maturity dates of February 2026. The swaps were designated as net investment hedges of Euro assets with the objective to protect the U.S. dollar value of our net investments in the Euro foreign operations due to movements in foreign currency. The fair value of the cross-currency interest rate swaps was a \$15 million liability as of June 30, 2025, recorded in accrued expenses and other current liabilities and a \$25 million asset as of December 31, 2024, recorded in long-term investments and other assets. The gain recognized in interest expense was \$3 million during both the six months ended June 30, 2025 and 2024.

At June 30, 2025 our equity investment represents our investment in Global Business Travel Group, Inc., a publicly traded company. We include this investment in long-term investments and other assets in our consolidated balance sheets. During the six months ended June 30, 2025 and 2024, we recognized gains (losses) of approximately \$(223) million and \$11 million within other, net in our consolidated statements of operations related to the fair value changes of this investment.

During the second quarter of 2025, we completed the sale of our equity investment in Despegar.com, Corp. for \$187 million in cash. During the six months ended June 30, 2025 and 2024, we recognized gains of approximately \$2 million and \$36 million within other, net in our consolidated statements of operations for fair value changes up to the date of the sale in the current year.

Assets Measured at Fair Value on a Non-recurring Basis

Our non-financial assets, such as goodwill, intangible assets and property and equipment, are adjusted to fair value when an impairment charge is recognized or the underlying investment is sold. Such fair value measurements are based predominately on Level 3 inputs. We measure our minority investments that do not have readily determinable fair values at cost less impairment, adjusted by observable price changes with changes recorded within other, net on our consolidated statements of operations.

Minority Investments without Readily Determinable Fair Values. As of June 30, 2025 and December 31, 2024, the carrying values of our minority investments without readily determinable fair values totaled \$256 million and \$293 million. During the six months ended June 30, 2025, we recorded \$37 million of losses related to a minority investment, resulting from a valuation using an option pricing model that utilized judgmental inputs such as discounts for lack of marketability and estimated exit event timing. During the six months ended June 30, 2024, we sold a minority investment for \$15 million and recognized an immaterial gain on the transaction. As of June 30, 2025, total cumulative adjustments made to the initial cost basis of these investments included \$164 million in unrealized downward adjustments (including impairments).

Note 4 – Debt

The following table sets forth our outstanding debt:

	June 30, 2025	December 31, 2024
	(In millions)	
6.25% senior notes due 2025	\$ —	\$ 1,043
5.0% senior notes due 2026	750	749
0% convertible senior notes due 2026	998	996
4.625% senior notes due 2027	748	747
3.8% senior notes due 2028	997	997
3.25% senior notes due 2030	1,241	1,240
2.95% senior notes due 2031	494	494
5.4% senior notes due 2035	985	—
Total debt ⁽¹⁾	6,213	6,266
Current maturities of long-term debt	(1,747)	(1,043)
Long-term debt, excluding current maturities	\$ 4,466	\$ 5,223

(1) Net of applicable discounts and debt issuance costs.

Senior and Convertible Notes

Redemption of 6.25% Notes. In February 2025, we early redeemed all of our approximately \$1 billion senior unsecured notes that bore interest at 6.25% and were due in May 2025 (the “6.25% Notes”), which resulted in the recognition of an immaterial loss on debt extinguishment from the write-off of debt issuance costs during the first quarter of 2025. The redemption price for the 6.25% Notes was 100% of the aggregate principal amount thereof plus accrued and unpaid interest thereon through the redemption date of \$18 million.

Notes to Consolidated Financial Statements – (Continued)

February 2025 Senior Notes Issuance. In February 2025, we issued \$1 billion of registered senior unsecured notes bear interest at 5.4% and are due in February 2035 (the “5.4% Notes”). The 5.4% Notes were issued at a price of 99.316% of the aggregate principal amount. Interest is payable semi-annually in arrears in February and August of each year, beginning August 15, 2025. At any time prior to November 15, 2034, we may redeem some or all of the 5.4% Notes by paying a “make-whole” premium plus accrued and unpaid interest, if any. On or after November 15, 2034, we may redeem some or all of the 5.4% Notes at par plus accrued and unpaid interest, if any. The net proceeds from the issuance of the 5.4% Notes were approximately \$985 million after deducting the discount and debt issuance costs.

For additional information about our \$1 billion aggregate principal amount of unsecured 0% convertible senior notes due 2026 (the “Convertible Notes”) and our other outstanding senior notes (collectively the “Senior Notes”), see Note 7 – Debt of the Notes to Consolidated Financial Statements in our 2024 Form 10-K.

All of our outstanding Senior Notes are senior unsecured obligations issued by Expedia Group and guaranteed by certain domestic Expedia Group subsidiaries. The Senior Notes rank equally in right of payment with all of the existing and any future unsecured and unsubordinated obligations of Expedia Group and the guarantor subsidiaries. In addition, the Senior Notes include covenants that limit our ability to (i) create certain liens, (ii) enter into sale/leaseback transactions and (iii) merge or consolidate with or into another entity or transfer substantially all of our assets. The Senior Notes are redeemable in whole or in part, at the option of the holders thereof, upon the occurrence of certain change of control triggering events at a purchase price in cash equal to 101% of the principal plus accrued and unpaid interest. Accrued interest related to the Senior Notes was \$81 million and \$73 million as of June 30, 2025 and December 31, 2024.

Estimated Fair Value. The total estimated fair value of our Senior Notes was approximately \$5.1 billion as of both June 30, 2025 and December 31, 2024. Additionally, the estimated fair value of the Convertible Notes was \$976 million and \$997 million as of June 30, 2025 and December 31, 2024. The fair value was determined based on quoted market prices in less active markets and is categorized accordingly as Level 2 in the fair value hierarchy.

Credit Facility

As of June 30, 2025, Expedia Group maintained a \$2.5 billion revolving credit facility that matures in April 2027. As of June 30, 2025 and December 31, 2024, we had no revolving credit facility borrowings outstanding. Loans under the revolving credit facility bear interest at a rate equal to an index rate plus a margin (a) in the case of term benchmark loans, ranging from 1.00% to 1.75% per annum, depending on Expedia Group’s credit ratings, and (b) in the case of base rate loans, ranging from 0.00% to 0.75% per annum, depending on Expedia Group’s credit ratings. A fee is payable quarterly in respect of undrawn commitments under the revolving credit facility at a rate ranging from 0.10% to 0.25% per annum, depending on Expedia Group’s credit ratings. The terms of the revolving credit facility require Expedia Group to not exceed a specified maximum consolidated leverage ratio as of the end of each fiscal quarter.

The revolving credit facility has a \$120 million letter of credit (“LOC”) sublimit, and the amount of LOCs issued under the facility reduced the credit amount available. Outstanding stand-by LOCs issued under the facility were \$41 million and \$45 million as of June 30, 2025 and December 31, 2024, respectively.

Note 5 – Stockholders’ Equity

Dividends on our Common Stock

During the first quarter of 2025, the Board of Directors approved the reinstatement of quarterly common stock dividends. The Executive Committee, acting on behalf of the Board of Directors, declared and we paid the following dividends during the period presented:

<u>Declaration Date</u>	<u>Dividend Per Share</u>	<u>Record Date</u>	<u>Total Amount (in millions)</u>	<u>Payment Date</u>
Six Months Ended June 30, 2025				
February 4, 2025	\$ 0.40	March 6, 2025	\$ 51	March 27, 2025
May 7, 2025	\$ 0.40	May 29, 2025	\$ 51	June 18, 2025

In addition, in August 2025, the Executive Committee, acting on behalf of the Board of Directors, declared a quarterly cash dividend of \$0.40 per share of outstanding common stock payable on September 18, 2025 to stockholders of record as of the close of business on August 28, 2025. Future declarations of dividends are subject to final determination by our Board of Directors.

Notes to Consolidated Financial Statements – (Continued)

Treasury Stock

As of June 30, 2025, the Company's treasury stock was comprised of approximately 170.4 million shares of common stock and 7.3 million Class B shares. As of December 31, 2024, the Company's treasury stock was comprised of approximately 164.2 million shares of common stock and 7.3 million Class B shares.

Share Repurchase Programs. In 2023, the Executive Committee of the Board of Directors, pursuant to a delegation of authority from the Board, authorized a program to repurchase up to \$5 billion of our common stock ("2023 Share Repurchase Program"). During the six months ended June 30, 2025, we repurchased, through open market transactions, 5.6 million shares under the 2023 Share Repurchase Program for a total cost of \$957 million, excluding transaction costs and excise tax due under the Inflation Reduction Act of 2022, representing an average repurchase price of \$171.84 per share. As of June 30, 2025, \$2.3 billion remains authorized for repurchase under the 2023 Share Repurchase Program. Our 2023 Share Repurchase Program does not have fixed expiration dates and does not obligate the Company to acquire any specific number of shares. Under the program, shares may be repurchased in the open market or in privately negotiated transactions. The timing, manner, price and amount of any repurchases will be subject to the discretion of the Company and depend on a variety of factors, including the market price of Expedia Group's common stock, general market and economic conditions, regulatory requirements and other business considerations. Subsequent to the end of the second quarter of 2025, we repurchased an additional 1.2 million shares for a total cost of \$221 million, excluding transaction costs and excise tax, representing an average purchase price of \$181.45 per share.

Accumulated Other Comprehensive Income (Loss)

The balance of AOCI as of June 30, 2025 and December 31, 2024 was comprised of foreign currency translation adjustments. These translation adjustments include foreign currency transaction losses as of June 30, 2025 of \$11 million (\$15 million before tax) and foreign currency transaction gains of \$19 million (\$25 million before tax) as of December 31, 2024 associated with our cross-currency interest rate swaps as described in Note 3 – Fair Value Measurements. Additionally, translation adjustments include foreign currency transaction losses of \$7 million (\$10 million before tax) as of both June 30, 2025 and December 31, 2024 associated with previously settled Euro-denominated notes that were designated as net investment hedges.

Note 6 – Earnings Per Share

The following table represents our basic and diluted earnings per share:

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
	(In millions, except share and per share data)			
Net income attributable to Expedia Group, Inc.	<u>\$ 330</u>	<u>\$ 386</u>	<u>\$ 130</u>	<u>\$ 251</u>
Earnings per share attributable to Expedia Group, Inc. available to common stockholders:				
Basic	\$ 2.61	\$ 2.92	\$ 1.02	\$ 1.88
Diluted	2.48	2.80	0.96	1.79
Weighted average number of shares outstanding (000's):				
Basic	126,453	131,948	127,541	133,724
Dilutive effect of:				
Convertible Notes	3,933	3,921	3,928	3,921
Stock-based awards	2,423	1,963	2,827	2,486
Diluted	<u>132,809</u>	<u>137,832</u>	<u>134,296</u>	<u>140,131</u>

Basic earnings per share is calculated using our weighted-average outstanding common shares. The earnings per share amounts are the same for common stock and Class B common stock because the holders of each class are legally entitled to equal per share distributions whether through dividends or in liquidation.

Diluted earnings per share is calculated using our weighted-average outstanding common shares including the dilutive effect of stock awards and common stock warrants as determined under the treasury stock method and of our Convertible Notes using the if-converted method. In periods when we recognize a net loss, we exclude the impact of outstanding stock awards and the potential share settlement impact related to our Convertible Notes from the diluted loss per share calculation as their inclusion would have an antidilutive effect. For the three and six months ended June 30, 2025, approximately 1 million of outstanding stock awards have been excluded from the calculations of diluted earnings per share attributable to common

stockholders because their effect would have been antidilutive. For the three and six months ended June 30, 2024, approximately 7 million of outstanding stock awards were excluded.

Note 7 - Restructuring and Related Reorganization Charges

In February 2024, we committed to restructuring actions to recalibrate resources as most of the Company's organizational and technological transformation is now completed, which have resulted in headcount reductions. During the first half of 2025, we made the decision to expand these actions. As a result, we recognized \$70 million and \$66 million in restructuring and related reorganization charges during the six months ended June 30, 2025 and 2024. The charges were predominately related to employee severance and benefit costs and approximately \$32 million was included in accrued expenses and other current liabilities on our consolidated balance sheet as of June 30, 2025. Based on current plans which are subject to change, we expect approximately \$20 million in additional reorganization charges. These costs could be higher or lower should we make additional decisions in future periods that impact our reorganization efforts.

Note 8 – Income Taxes

Our tax provision for interim periods is determined using an estimate of our annual effective tax rate. We record any changes affecting the estimated annual effective tax rate in the interim period in which the change occurs, including discrete items.

For the three months ended June 30, 2025, the effective tax rate was 23.9%, compared to 23.3% for the three months ended June 30, 2024. The change in the effective tax rate was primarily due to nondeductible mark-to-market charges, partially offset by other discrete items.

For the six months ended June 30, 2025, the effective tax rate was 39.3%, compared to 28.3% for the six months ended June 30, 2024. The change in the effective tax rate was primarily due to nondeductible mark-to-market charges.

We are subject to taxation in the United States and foreign jurisdictions. Our income tax filings are regularly examined by federal, state, and foreign tax authorities. For tax years 2011 to 2013 and 2014 to 2016, the Internal Revenue Service ("IRS") issued final adjustments related to transfer pricing with our foreign subsidiaries. The 2011 to 2013 adjustments would result in federal income tax of approximately \$244 million, subject to interest. The 2014 to 2016 adjustments would result in federal income tax of approximately \$431 million, subject to interest. We do not agree with these adjustments and will continue to vigorously defend our position through administrative procedures. We are also under examination by the IRS for tax years 2017 to 2020.

Note 9 – Commitments and Contingencies

Legal Proceedings

In the ordinary course of business, we are a party to various lawsuits. Management does not expect these lawsuits to have a material impact on the liquidity, results of operations, or financial condition of Expedia Group. We also evaluate other potential contingent matters, including value-added tax, excise tax, sales tax, transient occupancy or accommodation tax and similar matters. We do not believe that the aggregate amount of liability that could be reasonably possible with respect to these matters would have a material adverse effect on our financial results; however, litigation is inherently uncertain and the actual losses incurred in the event that our legal proceedings were to result in unfavorable outcomes could have a material adverse effect on our business and financial performance.

Litigation Relating to Occupancy Taxes. We currently have two active lawsuits involving hotel occupancy taxes and we continue to defend against the claims made in them vigorously. With respect to the principal claims in these and previous similar matters, we believe that the statutes or ordinances at issue do not apply to us or the services we provide and, therefore, that we do not owe the taxes that are claimed to be owed. We believe that the statutes or ordinances at issue generally impose occupancy and other taxes on entities that own, operate or control hotels (or similar businesses) or furnish or provide hotel rooms or similar accommodations. We have established reserves for the potential settlement of issues related to hotel occupancy and other taxes, consistent with applicable accounting principles and in light of all current facts and circumstances, which were not material as of both June 30, 2025 and December 31, 2024. Our settlement reserves are based on our best estimate of probable losses and the ultimate resolution of these contingencies may be greater or less than the liabilities recorded. An estimate for a reasonably possible loss or range of loss in excess of the amounts reserved cannot be made. Changes to the settlement reserves are included within legal reserves, occupancy tax and other in the consolidated statements of operations.

Pay-to-Play. Certain jurisdictions may assert that we are required to pay any assessed taxes prior to being allowed to contest or litigate the applicability of the ordinances. This prepayment of contested taxes is referred to as "pay-to-play." Payment of these amounts is not an admission that we believe we are subject to such taxes and, even when such payments are

made, we continue to defend our position vigorously. If we prevail in the litigation, for which a pay-to-play payment was made, the jurisdiction collecting the payment will be required to repay such amounts and also may be required to pay interest.

We are in various stages of inquiry or audit with various tax authorities, some of which may impose a pay-to-play requirement to challenge an adverse inquiry or audit result in court.

Matters Relating to International VAT. We are in various stages of inquiry or audit in multiple European Union jurisdictions regarding the application of VAT to our European Union related transactions. While we believe we comply with applicable VAT laws, rules and regulations in the relevant jurisdictions, the tax authorities may determine that we owe additional taxes.

During the third quarter of 2024, we entered into discussions with Italian tax authorities to resolve matters raised in an audit of the 2016 to 2022 tax years regarding the Company's purported Italian VAT obligations. In 2024, we recorded a reserve for the potential settlement of these matters, consistent with applicable accounting principles and in light of facts and circumstances at that time, in the amount of \$107 million. While we continue to believe Expedia Group is compliant with Italian tax laws, in November 2024, we reached an agreement with the Italian tax authorities and paid \$71 million for tax years 2016 to 2022. Subsequently, we have also reached an agreement with the Italian tax authorities related to tax years 2023 and 2024 and paid \$33 million in July 2025.

In certain jurisdictions, including the United Kingdom and Italy, we may be required to "pay-to-play" any VAT assessment prior to contesting its validity. While we believe that we will be successful based on the merits of our positions with regard to audits in pay-to-play jurisdictions, it is nevertheless reasonably possible that we could be required to pay any assessed amounts in order to contest or litigate the applicability of any assessments and an estimate for a reasonably possible amount of any such payments cannot be made.

Note 10 – Segment Information

We have the following reportable segments: B2C, B2B, and trivago. Our B2C segment provides a full range of travel and advertising services to our worldwide customers through a variety of consumer brands including: Expedia.com, Hotels.com, Vrbo, Orbitz, Travelocity, Wotif Group, ebookers, CheapTickets, Hotwire.com and CarRentals.com. Our B2B segment fuels a wide range of travel and non-travel companies including airlines, offline travel agents, online retailers, corporate travel management and financial institutions, who leverage our leading travel technology and tap into our diverse supply to augment their offerings and market Expedia Group rates and availabilities to their travelers. Our trivago segment generates advertising revenue primarily from sending referrals to online travel companies and travel service providers from its hotel metasearch websites. trivago is a separately listed company on the Nasdaq Global Select Market and is therefore required to separately report its own financial results, which may differ from the segment information included herein.

Our chief operating decision makers ("CODMs") are our Chief Executive Officer and our Chairman. We determined our operating segments based on how our chief operating decision makers manage our business, make operating decisions and evaluate operating performance. Our primary operating metric is Adjusted EBITDA. Adjusted EBITDA for our B2C and B2B segments includes allocations of certain expenses, primarily related to our global travel supply organization and the majority of costs from our product and technology platform, as well as facility costs and the realized foreign currency gains or losses related to the forward contracts hedging a component of our net merchant lodging revenue. We base the allocations primarily on transaction volumes and other usage metrics. We do not allocate certain shared expenses such as accounting, human resources, certain information technology and legal to our reportable segments. We include these expenses in Corporate and Eliminations. Our allocation methodology is periodically evaluated and may change.

Our CODMs use Adjusted EBITDA to allocate resources for each segment predominantly in the annual budget and forecasting process. The CODMs consider budget-to-actual variances on a monthly basis using Adjusted EBITDA when making decisions about allocating capital and personnel to the segments. The CODMs also use Adjusted EBITDA to assess the performance for each segment and in the compensation of certain employees.

Our segment disclosure includes intersegment revenues, which primarily consist of advertising and media services provided by our trivago segment to our B2C segment. These intersegment transactions are recorded by each segment at amounts that approximate fair value as if the transactions were between third parties, and therefore, impact segment performance. However, the revenue and corresponding expense are eliminated in consolidation. The elimination of such intersegment transactions is included within Corporate and Eliminations in the table below.

Corporate and Eliminations also includes unallocated corporate functions and expenses. In addition, we record amortization of intangible assets and any related impairment, as well as stock-based compensation expense, restructuring and related reorganization charges, legal reserves, occupancy tax and other, and other items excluded from segment operating performance in Corporate and Eliminations. Such amounts are detailed in our segment reconciliation below.

Notes to Consolidated Financial Statements – (Continued)

The following tables present our segment information for the three and six months ended June 30, 2025 and 2024. As a significant portion of our property and equipment is not allocated to our operating segments and depreciation is not included in our segment measure, we do not report the assets by segment as it would not be meaningful. We do not regularly provide such information to our chief operating decision makers.

	Three months ended June 30, 2025				
	B2C	B2B	trivago	Corporate & Eliminations	Total
	(In millions)				
Third-party revenue	\$ 2,479	\$ 1,209	\$ 98	\$ —	\$ 3,786
Intersegment revenue	—	—	60	(60)	—
Revenue	<u>\$ 2,479</u>	<u>\$ 1,209</u>	<u>\$ 158</u>	<u>\$ (60)</u>	<u>\$ 3,786</u>
Less: ⁽¹⁾					
Cost of revenue	340	28	4		
Selling and marketing - direct	1,092	752	136	(60)	
Other segment items ⁽²⁾	<u>319</u>	<u>98</u>	<u>24</u>	<u>145</u>	
Adjusted EBITDA	\$ 728	\$ 331	\$ (6)	\$ (145)	\$ 908
Depreciation	(138)	(45)	(1)	(28)	(212)
Amortization of intangible assets	—	—	—	(11)	(11)
Stock-based compensation	—	—	—	(105)	(105)
Legal reserves, occupancy tax and other	—	—	—	(2)	(2)
Restructuring and related reorganization charges, excluding stock-based compensation	—	—	—	(41)	(41)
Realized (gain) loss on revenue hedges	(22)	(30)	—	—	(52)
Operating income (loss)	<u>\$ 568</u>	<u>\$ 256</u>	<u>\$ (7)</u>	<u>\$ (332)</u>	<u>485</u>
Other expense, net					(62)
Income before income taxes					423
Provision for income taxes					(101)
Net income					322
Net loss attributable to non-controlling interests					8
Net income attributable to Expedia Group, Inc.					<u><u>\$ 330</u></u>

Notes to Consolidated Financial Statements – (Continued)

Three months ended June 30, 2024					
	B2C	B2B	trivago	Corporate & Eliminations	Total
	(In millions)				
Third-party revenue	\$ 2,432	\$ 1,049	\$ 77	\$ —	\$ 3,558
Intersegment revenue	—	—	51	(51)	—
Revenue	\$ 2,432	\$ 1,049	\$ 128	\$ (51)	\$ 3,558
Less: ⁽¹⁾					
Cost of revenue	326	27	4		
Selling and marketing - direct	1,101	637	106	(51)	
Other segment items ⁽²⁾	351	122	23	126	
Adjusted EBITDA	\$ 654	\$ 263	\$ (5)	\$ (126)	\$ 786
Depreciation	(129)	(34)	(1)	(26)	(190)
Amortization of intangible assets	—	—	—	(15)	(15)
Stock-based compensation	—	—	—	(114)	(114)
Legal reserves, occupancy tax and other	—	—	—	(21)	(21)
Restructuring and related reorganization charges, excluding stock-based compensation	—	—	—	(10)	(10)
Realized (gain) loss on revenue hedges	8	7	—	—	15
Operating income (loss)	\$ 533	\$ 236	\$ (6)	\$ (312)	451
Other income, net					37
Income before income taxes					488
Provision for income taxes					(113)
Net income					375
Net loss attributable to non-controlling interests					11
Net income attributable to Expedia Group, Inc.					\$ 386

Notes to Consolidated Financial Statements – (Continued)

	Six months ended June 30, 2025				
	B2C	B2B	trivago (In millions)	Corporate & Eliminations	Total
Third-party revenue	\$ 4,435	\$ 2,156	\$ 183	\$ —	\$ 6,774
Intersegment revenue	—	—	106	(106)	—
Revenue	\$ 4,435	\$ 2,156	\$ 289	\$ (106)	\$ 6,774
Less: ⁽¹⁾					
Cost of revenue	652	66	8	—	
Selling and marketing - direct	2,207	1,329	247	(106)	
Other segment items ⁽²⁾	631	214	45	277	
Adjusted EBITDA	\$ 945	\$ 547	\$ (11)	\$ (277)	\$ 1,204
Depreciation	(273)	(89)	(2)	(56)	(420)
Amortization of intangible assets	—	—	—	(22)	(22)
Stock-based compensation	—	—	—	(203)	(203)
Legal reserves, occupancy tax and other	—	—	—	(2)	(2)
Restructuring and related reorganization charges, excluding stock-based compensation	—	—	—	(67)	(67)
Realized (gain) loss on revenue hedges	(37)	(38)	—	—	(75)
Operating income (loss)	\$ 635	\$ 420	\$ (13)	\$ (627)	415
Other expense, net					(209)
Income before income taxes					206
Provision for income taxes					(81)
Net income					125
Net loss attributable to non-controlling interests					5
Net income attributable to Expedia Group, Inc.					\$ 130

Notes to Consolidated Financial Statements – (Continued)

	Six months ended June 30, 2024				
	B2C	B2B	trivago (In millions)	Corporate & Eliminations	Total
Third-party revenue	\$ 4,418	\$ 1,882	\$ 147	\$ —	\$ 6,447
Intersegment revenue	—	—	91	(91)	—
Revenue	\$ 4,418	\$ 1,882	\$ 238	\$ (91)	\$ 6,447
Less: ⁽¹⁾					
Cost of revenue	638	66	8		
Selling and marketing - direct	2,197	1,138	199	(91)	
Other segment items ⁽²⁾	714	243	45	249	
Adjusted EBITDA	\$ 869	\$ 435	\$ (14)	\$ (249)	\$ 1,041
Depreciation	(262)	(68)	(2)	(53)	(385)
Amortization of intangible assets	—	—	—	(30)	(30)
Stock-based compensation	—	—	—	(218)	(218)
Legal reserves, occupancy tax and other	—	—	—	(41)	(41)
Restructuring and related reorganization charges, excluding stock-based compensation	—	—	—	(58)	(58)
Realized (gain) loss on revenue hedges	21	11	—	—	32
Operating income (loss)	\$ 628	\$ 378	\$ (16)	\$ (649)	341
Other expense, net					(8)
Income before income taxes					333
Provision for income taxes					(94)
Net income					239
Net loss attributable to non-controlling interests					12
Net income attributable to Expedia Group, Inc.					\$ 251

- (1) The significant expense categories and amounts align with the segment-level information that is regularly provided to the CODMs, exclusive of stock-based compensation. Intersegment expenses are included within the amounts shown.
- (2) Other segment items for each reportable segment primarily includes selling and marketing - indirect, technology and content and general and administrative expenses as well as the realized foreign currency gains or losses related to the forward contracts hedging a component of our net merchant lodging revenue for our B2C and B2B segments.

Notes to Consolidated Financial Statements – (Continued)

Revenue by Business Model and Service Type

The following table presents revenue by business model and service type:

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
	(in millions)			
Business Model:				
Merchant	\$ 2,624	\$ 2,459	\$ 4,670	\$ 4,423
Agency	852	838	1,504	1,516
Advertising, media and other	310	261	600	508
Total revenue	<u>\$ 3,786</u>	<u>\$ 3,558</u>	<u>\$ 6,774</u>	<u>\$ 6,447</u>
Service Type:				
Lodging	\$ 3,040	\$ 2,862	\$ 5,329	\$ 5,090
Air	105	111	212	226
EG Advertising ⁽¹⁾	182	152	356	297
trivago Advertising	98	77	183	147
Other ⁽²⁾	361	356	694	687
Total revenue	<u>\$ 3,786</u>	<u>\$ 3,558</u>	<u>\$ 6,774</u>	<u>\$ 6,447</u>

(1) Includes Expedia Group (“EG”) Advertising, which is responsible for generating advertising revenue on our global online travel brands.

(2) Other includes revenue from insurance, car rental, activities and cruise revenue, among other revenue streams, none of which are individually material.

Our B2C and B2B segments generate revenue from the merchant, agency and advertising, media and other business models as well as all service types. trivago segment revenue is generated through advertising and media.

Part I. Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The use of words such as “anticipates,” “believes,” “could,” “estimates,” “expects,” “goal,” “intends,” “likely,” “may,” “plans,” “potential,” “predicts,” “projected,” “seeks,” “should” and “will,” or the negative of these terms or other similar expressions, among others, generally identify forward-looking statements; however, these words are not the exclusive means of identifying such statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. These forward-looking statements reflect the views of our management regarding current expectations and projections about future events and are based on currently available information. Actual results could differ materially from those contained in these forward-looking statements for a variety of reasons, including, but not limited to, those discussed in our Annual Report on Form 10-K for the year ended December 31, 2024, Part I, Item 1A, “Risk Factors,” as well as those discussed elsewhere in this report. Other unknown or unpredictable factors also could have a material adverse effect on our business, financial condition and results of operations. Accordingly, readers should not place undue reliance on these forward-looking statements. We undertake no obligation to update or revise publicly any forward-looking statements, because of new information, future events, or otherwise.

The information included in this management's discussion and analysis of financial condition and results of operations should be read in conjunction with our consolidated financial statements and the notes included in this Quarterly Report, and the audited consolidated financial statements and notes and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the year ended December 31, 2024.

Overview

Expedia Group's mission is to power global travel for everyone, everywhere. We believe travel is a force for good. Travel is an essential human experience that strengthens connections, broadens horizons and bridges divides. We help reduce the barriers to travel, making it easier, more enjoyable, more attainable and more accessible. We bring the world within reach for customers and partners around the globe. We leverage our supply portfolio, platform and technology capabilities across an extensive portfolio of consumer brands, and provide solutions to our business partners, to empower travelers to efficiently research, plan, book and experience travel. We make available, on a stand-alone and package basis, travel services provided by numerous lodging properties, airlines, car rental companies, activities and experiences providers, cruise lines, alternative accommodations property owners and managers, and other travel product and service companies. We also offer travel and non-travel advertisers access to a potential source of incremental traffic and transactions through our various media and advertising offerings on our websites.

All percentages within this section are calculated on actual, unrounded numbers.

Trends

Global macroeconomic and geopolitical pressures, including trade disruptions, currency fluctuations and energy price volatility, have contributed to an increasingly complex business environment and uncertainty for the travel industry. During the first quarter of 2025, we experienced weaker than expected travel demand in the U.S. and we saw continued pressure in domestic travel demand during the second quarter of 2025. If these pressures are intensified or sustained, travel behaviors may be further impacted and any associated decrease in overall demand would negatively impact our business. In addition, our suppliers, business and service partners could also be impacted, thereby increasing our risk of credit losses and service level or other disruptions. Our future operational results may be subject to volatility, particularly in the short-term, due to the impact of the aforementioned trends.

In addition, domestic and international taxing authorities have in recent years become increasingly focused on ways to increase tax revenue, including the enactment of new taxes such as digital services taxes, and have become more aggressive in their interpretation and enforcement of existing tax laws, rules and regulations. We are in various stages of inquiry or audit with various tax authorities, some of which may require that we prepay any assessed taxes prior to contesting the validity of the assessment (“pay-to-play”) which will be repaid if we prevail in our challenge. However, any significant pay-to-play payment or litigation loss could negatively impact our liquidity.

Other events that could have a negative impact on the travel industry and our businesses in the future are discussed in our Annual Report on Form 10-K for the year ended December 31, 2024, Part I, Item 1A, Risk Factors – “Declines or disruptions in the travel industry could adversely affect our business and financial performance.”

Online Travel

The market opportunity for online travel is broad and highly competitive. Online penetration of travel expenditures is higher in the U.S. and Western European markets with online penetration rates in some emerging markets, such as Latin America and Eastern European regions, lagging behind those regions. Emerging markets continue to present an attractive growth opportunity for our business, while also attracting many competitors to online travel. Technological developments in generative artificial intelligence (“AI”) tools is increasingly being used to create competing offerings, such as AI powered digital planning and assistance, further increasing competition. In addition to the growth of online travel agencies, we have seen continued interest in the online travel industry from search engine companies such as Google, evidenced by continued product enhancements, and prioritizing its own AdWords and metasearch products such as Google Travel, Google Flights and Hotel Ads, in search results. Competitive entrants such as “metasearch” companies, including Kayak.com (owned by Booking Holdings), trivago (in which Expedia Group owns a majority interest) as well as TripAdvisor, introduced differentiated features, pricing and content compared with the legacy online travel agency companies, as well as various forms of direct or assisted booking tools. Further, airlines and lodging companies are aggressively pursuing direct online distribution of their products and services. In addition, the increasing popularity of the “sharing economy,” accelerated by online penetration, has had a direct impact on the travel and lodging industry. Businesses such as Airbnb, Vrbo and Booking.com have emerged as the leaders, bringing incremental alternative accommodation inventory to the market. Other competitors have arisen, including alternative accommodation property managers, who operate their own booking sites in addition to listing on Airbnb, Vrbo, and Booking.com. Additionally, traditional consumer ecommerce players have expanded their local offerings by adding hotel offers to their websites. Ride sharing app Uber has added transportation and experience offerings to its app via partnerships with other travel providers. Our B2B business has grown significantly but faces competition from other online travel agencies (“OTAs”) with B2B offerings, as well as other competitors, such as independent B2B businesses.

The online travel industry also saw the development of alternative business models and variations in the timing of payment by travelers and to suppliers, which in some cases place pressure on historical business models. In particular, the agency hotel model saw rapid adoption in Europe. Expedia Group facilitates both merchant (Expedia Collect) and agency (Hotel Collect) hotel offerings with our hotel supply partners through both agency-only contracts as well as our hybrid Expedia Traveler Preference (“ETP”) program, which offers travelers the choice of whether to pay Expedia Group at the time of booking or pay the hotel at the time of stay.

Lodging

Lodging includes both hotel and alternative accommodations. As a percentage of our total worldwide revenue in the second quarter of 2025, lodging accounted for 80%. Room nights booked grew 7% in the second quarter of 2025, as compared to growth of 9% in 2024 and 12% in 2023. Average Daily Rates (“ADRs”) booked for Expedia Group were flat in the second quarter of 2025, decreased 1% in 2024 and decreased 2% in 2023.

As of June 30, 2025, our global lodging marketplace has over 3.5 million total lodging properties available. Our Vrbo brand has over 2.5 million online bookable alternative accommodations listings. Our other brands have approximately 1 million hotels and alternative accommodations.

Hotel. We generate the majority of our revenue through the facilitation of hotel reservations (stand-alone and package bookings). Our relationships and overall economics with hotel supply partners have been broadly stable in recent years. As we continue to expand the breadth and depth of our global hotel offering, in some cases we have reduced our economics in various geographies based on local market conditions. These impacts are due to specific initiatives intended to drive greater global size and scale through faster overall room night growth. Additionally, increased promotional activities such as growing loyalty programs, discounting, and couponing have contributed to declines in revenue per room night and profitability in certain cases.

Further, while the global lodging industry remains very fragmented, there has been consolidation in the hotel space among chains as well as ownership groups. In the meantime, certain hotel chains have been focusing on driving direct bookings on their own websites and mobile applications by advertising lower rates than those available on third-party websites as well as incentives such as loyalty programs, increased or exclusive product availability and complimentary benefits.

Alternative Accommodations. Over the past decade, we expanded into the alternative accommodations market. Vrbo is a leader, specializing in unique whole home inventory, primarily in North American leisure markets, and represents an attractive growth opportunity for Expedia Group.

Vrbo has transitioned from a listings-based classified advertising model to an online transactional model that optimizes for both travelers and homeowner and property manager partners, with a goal of increasing monetization and driving growth through investments in marketing as well as in product and technology. Vrbo primarily offers pay-per-booking service model and generates revenue from a traveler service fee for bookings, as well as insurance products.

Since our hotel and alternative accommodation supplier agreements are generally negotiated on a percentage basis, any increase or decrease in ADRs has an impact on the revenue we earn per room night. In the future, we could see macroeconomic

factors influence ADR trends, including rising living costs due to inflation and higher interest rates. Other factors that could lead to moderating ADRs include growth in hotel supply and the increase in alternative accommodation inventory.

Air

In early 2024, U.S. domestic air capacity exceeded demand, putting pressure on domestic airfares, but this rationalized by September 2024 with domestic fares inflecting back to growth. Our air bookings grew in the second quarter of 2025 compared to the same period in 2024 but continued to lag the growth in our lodging business.

In the future, we could encounter pressure on air remuneration as air carriers combine, more air carriers shift to our “direct connect” technology, certain supply agreements renew, and as we continue to add airlines to ensure local coverage in new markets.

Booked air tickets increased 3% in the second quarter of 2025, 6% in 2024 and 4% in 2023. As a percentage of our total worldwide revenue in the second quarter of 2025, air accounted for 3%.

Advertising & Media

Expedia Group (“EG”) Advertising is responsible for generating advertising revenue on our global online travel brands through a variety of digital marketing solutions. In the second quarter of 2025, we generated \$182 million of advertising revenue from EG Advertising, a 19% increase from the same period in 2024.

We also generate advertising revenue from trivago, a leading hotel metasearch website. In 2023, trivago adapted its marketing strategy and launched a new logo and visual identity, part of a push to rejuvenate its brand, demonstrate the relevance of its offerings and drive long-term growth. During the fourth quarter of 2024, trivago returned to revenue growth. In the second quarter of 2025, the growth continued and we generated \$98 million of third-party revenue from trivago, a 28% increase from the same period in 2024.

As a percentage of our total worldwide revenue in the second quarter of 2025, total advertising and media accounted for 7%.

Business Strategy

As we endeavor to power global travel for everyone, everywhere our focus is to leverage our brand, supply and platform technology strength to provide greater services and value to our travelers, suppliers and business partners, and build longer-lasting direct relationships with our customers.

We believe the strength of our core brand portfolio and consistent enhancements to product and service offerings, combined with our global scale and broad-based supply, drive increasing value to customers and customer demand. With our significant global audience of travelers, and our deep and broad selection of travel products, we are also able to provide value to supply partners seeking to grow their business through sophisticated technology, a better understanding of travel retailing and reaching consumers in markets beyond their reach. Our deep product and supply footprint allows us to tailor offerings to target different types of consumers and travel needs, employ geographic segmentation in markets around the world, and leverage brand differentiation, among other benefits. We also market to consumers through a variety of channels, including internet search, metasearch and social and digital media.

During 2020, Expedia Group unified its technology, product, data engineering, and data science teams to build services and capabilities that can be leveraged across our business units to provide value-add services to our travel suppliers and serve our end customers. The unified team structure enables us to deliver more scalable services and operate more efficiently. We have also completed the migration of our core B2C brands onto a unified Brand Expedia technology front-end infrastructure, having migrated Hotels.com onto the infrastructure in 2022 and Vrbo in 2023. Going forward, we expect to continue to cement our leadership in the B2B segment as our B2B business also benefits from all the work we have done in product and technology for our B2C brands.

As we continue to mature our shared platform infrastructure, our focus is on developing configurable technical capabilities that support various travel products while using simpler, standard architecture and common applications and frameworks. We believe this strategy will enable us to: simultaneously build pieces of technology that work in tandem; ship new capabilities and features faster; create a foundation for more innovative solutions; and achieve greater economies of scope and scale. Ultimately, we believe this will result in more product improvements faster and therefore better traveler experiences. In addition, over time, as we execute on our streamlined application development framework, we believe we can unlock additional platform service opportunities beyond the scope of our internal brands and business travel partners. All of our transaction-based businesses now benefit from our shared platform infrastructure, including customer servicing and support, data centers, search capabilities, payment processing, and fraud operations.

We also launched One Key in the United States and United Kingdom, which serves as the unified loyalty program under Brand Expedia, Hotels.com and Vrbo, enabling travelers to cross-earn and cross-redeem rewards across these brands and our range of products such as air, hotels and alternative accommodations.

Seasonality

We generally experience seasonal fluctuations in the demand for our travel services. For example, traditional leisure travel bookings are generally the highest in the first three quarters as travelers plan and book their spring, summer and winter holiday travel. The number of bookings typically decreases in the fourth quarter. Since revenue for most of our travel services, including merchant and agency hotel, is recognized as the travel takes place rather than when it is booked, revenue typically lags bookings by several weeks for our hotel business and can be several months or more for our alternative accommodations business. Historically, Vrbo has seen seasonally stronger bookings in the first quarter of the year, with the relevant stays occurring during the peak summer travel months. The seasonal revenue impact is exacerbated with respect to income by the nature of our variable cost of revenue and direct sales and marketing costs, which we typically realize in closer alignment to booking volumes, and the more stable nature of our fixed costs. As a result on a consolidated basis, revenue and income are typically the lowest in the first quarter and highest in the third quarter.

The growth in our B2B segment, international operations, advertising business or a change in our product mix, among others, may also influence the typical trend of seasonality in the future.

Critical Accounting Policies and Estimates

Critical accounting policies and estimates are those that we believe are important in the preparation of our consolidated financial statements because they require that we use judgment and estimates in applying those policies. We prepare our consolidated financial statements and accompanying notes in accordance with generally accepted accounting principles in the United States (“GAAP”). Preparation of the consolidated financial statements and accompanying notes requires that we make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the consolidated financial statements as well as revenue and expenses during the periods reported. We base our estimates on historical experience, where applicable, and other assumptions that we believe are reasonable under the circumstances. Actual results may differ from our estimates under different assumptions or conditions.

There are certain critical estimates that we believe require significant judgment in the preparation of our consolidated financial statements. We consider an accounting estimate to be critical if:

- It requires us to make an assumption because information was not available at the time or it included matters that were highly uncertain at the time we were making the estimate; and
- Changes in the estimate or different estimates that we could have selected may have had a material impact on our financial condition or results of operations.

For additional information about our critical accounting policies and estimates, see the disclosure included in our Annual Report on Form 10-K for the year ended December 31, 2024 as well as updates in the current fiscal year provided in Note 2 – Summary of Significant Accounting Policies in the notes to the consolidated financial statements.

Segments

We have the following reportable segments: B2C, B2B, and trivago. Our B2C segment provides a full range of travel and advertising services to our worldwide customers through a variety of consumer brands including: Expedia.com, Hotels.com, Vrbo, Orbitz, Travelocity, Wotif Group, ebookers, CheapTickets, Hotwire.com and CarRentals.com. Our B2B segment fuels a wide range of travel and non-travel companies including airlines, offline travel agents, online retailers, corporate travel management and financial institutions, who leverage our leading travel technology and tap into our diverse supply to augment their offerings and market Expedia Group rates and availabilities to their travelers. Our trivago segment generates advertising revenue primarily from sending referrals to online travel companies and travel service providers from its hotel metasearch websites.

Operating Metrics

Our operating results are affected by certain metrics, such as gross bookings and revenue margin, which we believe are necessary for understanding and evaluating us. Gross bookings generally represent the total retail value of transactions booked for agency and merchant transactions, recorded at the time of booking reflecting the total price due for travel by travelers, including taxes, fees and other charges, and are reduced for cancellations and refunds. Revenue margin is defined as revenue as a percentage of gross bookings.

Gross Bookings and Revenue Margin

	Three months ended June 30,				Six months ended June 30,					
	2025	2024		% Change	2025	2024		% Change		
	(\$ in millions)				(\$ in millions)					
Gross Bookings										
B2C	\$	21,565	\$	21,290	1 %	\$	44,180	\$	43,687	1 %
B2B		8,844		7,547	17 %		17,680		15,314	15 %
trivago ⁽¹⁾		—		—	N/A		—		—	N/A
Total gross bookings	\$	30,409	\$	28,837	5 %	\$	61,860	\$	59,001	5 %
Revenue Margin										
B2C		11.5 %		11.4 %			10.0 %		10.1 %	
B2B		13.7 %		13.9 %			12.2 %		12.3 %	
trivago ⁽¹⁾		N/A		N/A			N/A		N/A	
Total revenue margin ⁽¹⁾		12.4 %		12.3 %			10.9 %		10.9 %	

(1) trivago, which is comprised of a hotel metasearch business that differs from our transaction-based websites, does not have associated gross bookings or revenue margin. However, third-party revenue from trivago is included in revenue used to calculate total revenue margin.

Gross bookings increased 5% for both the three and six months ended June 30, 2025, compared to the same periods in 2024, primarily driven by lodging gross bookings in our hotel business. Booked room nights for our lodging business increased 7% for both the three and six months ended June 30, 2025 primarily driven by growth outside of the U.S.

Results of Operations

Revenue

	Three months ended June 30,			% Change	Six months ended June 30,			% Change		
	2025	2024			2025	2024				
	(\$ in millions)				(\$ in millions)					
<u>Revenue by Segment</u>										
B2C	\$	2,479	\$	2,432	2 %	\$	4,435	\$	4,418	— %
B2B		1,209		1,049	15 %		2,156		1,882	15 %
trivago (Third-party revenue)		98		77	28 %		183		147	25 %
Total revenue	\$	3,786	\$	3,558	6 %	\$	6,774	\$	6,447	5 %

Revenue increased 6% and 5% for the three and six months ended June 30, 2025, compared to the same periods in 2024, on growth in our B2B segment resulting from increased lodging revenue and its stronger international exposure.

	Three months ended June 30,			% Change	Six months ended June 30,			% Change		
	2025		2024		2025		2024			
	(\$ in millions)				(\$ in millions)					
<u>Revenue by Service Type</u>										
Lodging	\$	3,040	\$	2,862	6 %	\$	5,329	\$	5,090	5 %
Air		105		111	(5)%		212		226	(6)%
Expedia Group Advertising		182		152	19 %		356		297	20 %
trivago Advertising		98		77	28 %		183		147	25 %
Other		361		356	1 %		694		687	1 %
Total revenue	\$	3,786	\$	3,558	6 %	\$	6,774	\$	6,447	5 %

Lodging revenue increased 6% and 5% for the three and six months ended June 30, 2025, compared to the same periods in 2024, primarily driven by an increase in room nights stayed in our hotel business.

Air revenue decreased 5% and 6% for the three and six months ended June 30, 2025, compared to the same periods in 2024, primarily due to lower revenue per ticket, partially offset by higher air tickets sold.

EG Advertising revenue increased 19% and 20% for the three and six months ended June 30, 2025, compared to the same periods in 2024, due to strong momentum across all of our core product offerings, the addition of new partners and delivery of new offerings. trivago Advertising revenue increased 28% and 25% for the three and six months ended June 30, 2025, compared to the same periods in 2024, driven by its strategic focus on brand rebuilding in the past two years.

All other revenue, which includes insurance, car, cruise and activities, remained relatively consistent during the three ended and six months ended June 30, 2025, compared to the same periods in 2024.

In addition to the above segment and product revenue discussion, our revenue by business model is as follows:

	Three months ended June 30,			% Change	Six months ended June 30,			% Change		
	2025		2024		2025		2024			
	(\$ in millions)				(\$ in millions)					
<i>Revenue by Business Model</i>										
Merchant	\$	2,624	\$	2,459	7 %	\$	4,670	\$	4,423	6 %
Agency		852		838	2 %		1,504		1,516	(1)%
Advertising, media and other		310		261	19 %		600		508	18 %
Total revenue	\$	3,786	\$	3,558	6 %	\$	6,774	\$	6,447	5 %

The increase in merchant revenue for the three and six months ended June 30, 2025, compared to the same periods in 2024, was primarily due to an increase in merchant lodging revenue. Agency revenue remained relatively consistent for the three and six months ended June 30, 2025, as compared to the same periods in 2024. Advertising, media and other increased for the three and six months ended June 30, 2025, compared to the same periods in 2024, primarily due to an increase in EG Advertising and trivago advertising revenue.

Cost of Revenue

	Three months ended June 30,			% Change	Six months ended June 30,			% Change
	2025		2024		2025		2024	
	(\$ in millions)				(\$ in millions)			
Direct costs	\$	302	\$ 284	6 %	\$	588	\$ 564	4 %
Personnel and overhead		75	78	(4)%		146	156	(6)%
Total cost of revenue	\$	377	\$ 362	4 %	\$	734	\$ 720	2 %
% of revenue		9.9 %	10.2 %			10.8 %	11.2 %	

Cost of revenue primarily consists of direct costs to support our customer operations, including our customer support and telesales as well as fees to air ticket fulfillment vendors; credit card processing, including merchant fees, fraud and chargebacks; and other costs, primarily including data center and cloud costs to support our websites, supplier operations, destination supply, certain transactional level taxes as well as related personnel and overhead costs, including stock-based compensation.

Cost of revenue remained consistent during the three and six months ended June 30, 2025, compared to the same periods in 2024, as ongoing initiatives continued to drive transactional efficiencies, particularly in customer service.

Selling and Marketing - Direct and Indirect

	Three months ended June 30,			% Change	Six months ended June 30,			% Change
	2025	2024			2025	2024		
	(\$ in millions)				(\$ in millions)			
Selling and marketing - direct	\$ 1,920	\$ 1,793	7 %		\$ 3,677	\$ 3,443	7 %	
% of revenue	50.7 %	50.4 %			54.3 %	53.4 %		
Selling and marketing - indirect	213	197	8 %		412	383	7 %	
% of revenue	5.6 %	5.5 %			6.1 %	5.9 %		

Selling and marketing - direct costs primarily include traffic generation costs from search engines and internet portals, television and print spending, private label and affiliate program commissions, public relations and other costs. Selling and marketing - indirect costs include personnel and related overhead in our various brands and global supply organization as well as stock-based compensation costs.

Selling and marketing - direct increased \$127 million and \$234 million during the three and six months ended June 30, 2025, compared to the same periods in 2024, primarily driven by an increase in B2B partner commissions to support revenue growth. Selling and marketing - indirect costs increased during the three and six months ended June 30, 2025, compared to the same periods in 2024, primarily driven by an increase in average salaries.

Technology and Content

	Three months ended June 30,			% Change	Six months ended June 30,			% Change
	2025	2024			2025	2024		
	(\$ in millions)				(\$ in millions)			
Personnel and overhead	\$ 235	\$ 239	(1)%		\$ 472	\$ 489	(3)%	
Other	90	92	(3)%		173	183	(6)%	
Total technology and content	\$ 325	\$ 331	(2)%		\$ 645	\$ 672	(4)%	
% of revenue	8.6 %	9.3 %			9.5 %	10.4 %		

Technology and content expense includes product development and content expense, as well as information technology costs to support our infrastructure, back-office applications and overall monitoring and security of our networks, and is principally comprised of personnel and overhead, including stock-based compensation, as well as other costs including cloud expense and licensing and maintenance expense.

Technology and content expense decreased \$6 million and \$27 million during the three and six months ended June 30, 2025, compared to the same periods in 2024, primarily due to lower salary and personnel costs as well as initiatives to optimize cloud spending.

General and Administrative

	Three months ended June 30,			% Change	Six months ended June 30,			% Change
	2025	2024			2025	2024		
	(\$ in millions)				(\$ in millions)			
Personnel and overhead	\$ 151	\$ 144	4 %		\$ 297	\$ 292	2 %	
Professional fees and other	46	36	27 %		80	74	7 %	
Total general and administrative	\$ 197	\$ 180	9 %		\$ 377	\$ 366	3 %	
% of revenue	5.2 %	5.1 %			5.6 %	5.7 %		

General and administrative expense consists primarily of personnel-related costs, including our executive leadership, finance, legal and human resource functions and related stock-based compensation as well as fees for external professional services.

General and administrative expense increased during the three and six months ended June 30, 2025, compared to the same periods in 2024, primarily due to higher personnel and overhead as well as an increase in miscellaneous business taxes.

Depreciation and Amortization

	Three months ended June 30,			% Change	Six months ended June 30,			% Change
	2025	2024			2025	2024		
	(\$ in millions)				(\$ in millions)			
Depreciation	\$ 212	\$ 190		12 %	\$ 420	\$ 385		9 %
Amortization of intangible assets	11	15		(32)%	22	30		(29)%
Total depreciation and amortization	\$ 223	\$ 205		9 %	\$ 442	\$ 415		6 %

Depreciation increased \$22 million and \$35 million during the three and six months ended June 30, 2025, compared to the same periods in 2024, primarily as a result of increased depreciation related to capitalized website development costs. Amortization of intangible assets decreased \$4 million and \$8 million during the three and six months ended June 30, 2025, compared to the same periods in 2024, primarily due to the completion of amortization related to certain intangible assets.

Legal Reserves, Occupancy Tax and Other

	Three months ended June 30,			% Change	Six months ended June 30,			% Change
	2025	2024			2025	2024		
	(\$ in millions)				(\$ in millions)			
Legal reserves, occupancy tax and other	\$ 2	\$ 21		N/A	\$ 2	41		N/A
% of revenue	0.1 %	0.6 %			— %	0.6 %		

Legal reserves, occupancy tax and other primarily consists of increases in our reserves for court decisions and the potential and final settlement of issues related to hotel occupancy and other taxes, expenses recognized related to monies paid in advance of occupancy and other tax proceedings (“pay-to-play”) as well as legal reserves and certain other items.

Legal reserves, occupancy tax and other for the three and six months ended June 30, 2024, primarily included a \$30 million charge related to digital service taxes for fiscal years 2022 and 2023 retroactively enacted by Canada in June 2024, partially offset by net reductions to our reserve related to hotel occupancy and other taxes. In addition, the six months ended June 30, 2024 also included our donation of \$20 million as part of a public-private partnership project to revitalize public parks along the Elliot Bay waterfront in Seattle.

Restructuring and Related Reorganization Charges

In February 2024, we committed to restructuring actions to recalibrate resources as most of the Company’s organizational and technological transformation is now completed, which have resulted in headcount reductions. During the first half of 2025, we made the decision to expand these actions. As a result, we recognized \$70 million and \$66 million in restructuring and related reorganization charges during the six months ended June 30, 2025 and 2024, which were predominately related to employee severance and benefits costs. Based on current plans which are subject to change, we expect approximately \$20 million in additional reorganization charges. These costs could be higher or lower should we make additional decisions in future periods that impact our reorganization efforts.

Operating Income

	Three months ended June 30,			% Change	Six months ended June 30,			% Change
	2025	2024			2025	2024		
	(\$ in millions)				(\$ in millions)			
Operating income	\$ 485	\$ 451		8 %	\$ 415	\$ 341		22 %
% of revenue	12.8 %	12.7 %			6.1 %	5.3 %		

During the three and six months ended June 30, 2025, the increase in operating income in the current year periods was primarily due to a growth in revenue in excess of operating costs as well as lower legal reserve, occupancy and other charges in the current year periods.

Adjusted EBITDA by Segment

	Three months ended June 30,				Six months ended June 30,					
	2025		2024	% Change	2025		2024	% Change		
	(\$ in millions)				(\$ in millions)					
B2C	\$	728	\$	654	12 %	\$	945	\$	869	9 %
B2B		331		263	26 %		547		435	26 %
trivago		(6)		(5)	30 %		(11)		(14)	(21)%
Unallocated overhead costs (Corporate)		(145)		(126)	16 %		(277)		(249)	12 %
Total Adjusted EBITDA ⁽¹⁾	\$	908	\$	786	16 %	\$	1,204	\$	1,041	16 %

(1) Adjusted EBITDA is a non-GAAP measure. See “Definition and Reconciliation of Adjusted EBITDA” below for more information.

Adjusted EBITDA is our primary segment operating metric. See Note 10 – Segment Information in the notes to the consolidated financial statements for additional information on intersegment transactions, unallocated overhead costs and for a reconciliation of Adjusted EBITDA by segment to net income (loss) attributable to Expedia Group, Inc. for the periods presented above.

Our B2C segment Adjusted EBITDA increased during the three and six months ended June 30, 2025, compared to the same periods in 2024 as a result of revenue growth and continued operational efficiencies. Our B2B segment experienced an improvement in Adjusted EBITDA during the three and six months ended June 30, 2025, compared to the same periods in 2024, primarily as a result of strong revenue growth and margin expansion. Our trivago segment Adjusted EBITDA loss increased during the three months ended June 30, 2025, compared to the same period in 2024, as a result of higher direct selling and marketing expenses, partially offset by revenue increases. Our trivago segment Adjusted EBITDA loss decreased during the six months ended June 30, 2025, compared to the same period in 2024, as a result of revenue increases, partially offset by higher direct selling and marketing expenses.

Interest Income and Expense

	Three months ended June 30,				Six months ended June 30,					
	2025	2024	% Change		2025	2024	% Change			
	(\$ in millions)				(\$ in millions)					
Interest income	\$	74	\$	67	10 %	\$	128	\$	118	8 %
Interest expense		(58)		(61)	(6)%		(116)		(123)	(6)%

Interest income increased for the three and six months ended June 30, 2025, compared to the same periods in 2024, as a result of higher average cash and investment balances, partially offset by lower rates of return. Interest expense decreased for the three and six months ended June 30, 2025, compared to the same periods in 2024, primarily due to the February 2025 senior notes issuance with a lower interest rate than the senior notes paid off during the year-to-date period.

Other, Net

Other, net is comprised of the following:

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
	(\$ in millions)			
Foreign exchange rate gains (losses), net	\$ 28	\$ (31)	\$ 40	\$ (61)
Gains (losses) on minority equity investments, net	(102)	56	(258)	47
Other	(4)	6	(3)	11
Total other, net	\$ (78)	\$ 31	\$ (221)	\$ (3)

Provision for Income Taxes

	Three months ended June 30,			% Change	Six months ended June 30,			% Change
	2025	2024			2025	2024		
	(\$ in millions)				(\$ in millions)			
Provision for income taxes	\$ 101	\$ 113		(11)%	\$ 81	\$ 94		(14)%
Effective tax rate	23.9 %	23.3 %			39.3 %	28.3 %		

Our tax provision for interim periods is determined using an estimate of our annual effective tax rate. We record any changes affecting the estimated annual effective tax rate in the interim period in which the change occurs, including discrete items.

For the three months ended June 30, 2025, the effective tax rate was 23.9%, compared to 23.3% for the three months ended June 30, 2024. The change in the effective tax rate was primarily due to nondeductible mark-to-market charges, partially offset by other discrete items.

For the six months ended June 30, 2025, the effective tax rate was 39.3%, compared to 28.3% for the six months ended June 30, 2024. The change in the effective tax rate was due to nondeductible mark-to-market charges.

We are subject to taxation in the United States and foreign jurisdictions. Our income tax filings are regularly examined by federal, state, and foreign tax authorities. For tax years 2011 to 2013 and 2014 to 2016, the IRS issued final adjustments related to transfer pricing with our foreign subsidiaries. The 2011 to 2013 adjustments would result in federal income tax of approximately \$244 million, subject to interest. The 2014 to 2016 adjustments would result in federal income tax of approximately \$431 million, subject to interest. We do not agree with these adjustments and will continue to vigorously defend our position through administrative procedures. We are also under examination by the IRS for tax years 2017 to 2020.

On July 4, 2025, the One Big Beautiful Bill Act (“OBBBA”), was signed into law. The OBBBA makes permanent key provisions of the Tax Cuts and Jobs Act of 2017, provides for immediate expensing of domestic U.S. research and development expenses, immediate expensing of certain capital expenditures, and other changes to the U.S. taxation of profits derived from foreign operations. The legislation has multiple effective dates with certain provisions effective in 2025 and other implemented through 2027. The Company is currently evaluating the potential impacts and elections to be considered in connection with this comprehensive legislation.

Definition and Reconciliation of Adjusted EBITDA

We report Adjusted EBITDA as a supplemental measure to U.S. generally accepted accounting principles (“GAAP”). Adjusted EBITDA is among the primary metrics by which management evaluates the performance of the business and on which internal budgets are based. Management believes that investors should have access to the same set of tools that management uses to analyze our results. This non-GAAP measure should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP. Adjusted EBITDA has certain limitations in that it does not take into account the impact of certain expenses to our consolidated statements of operations. We endeavor to compensate for the limitation of the non-GAAP measure presented by also providing the most directly comparable GAAP measure and a description of the reconciling items and adjustments to derive the non-GAAP measure. Adjusted EBITDA also excludes certain items related to transactional tax matters, which may ultimately be settled in cash, and we urge investors to review the detailed disclosure regarding these matters included above, in the Legal Proceedings section, as well as the notes to the financial statements. The non-GAAP financial measure used by the Company may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies.

Adjusted EBITDA is defined as net income (loss) attributable to Expedia Group, Inc. adjusted for (1) net income (loss) attributable to non-controlling interests; (2) provision for income taxes; (3) total other expenses, net; (4) stock-based compensation expense, including compensation expense related to certain subsidiary equity plans; (5) acquisition-related impacts, including (i) amortization of intangible assets and goodwill and intangible asset impairment, (ii) gains (losses) recognized on changes in the value of contingent consideration arrangements, if any, and (iii) upfront consideration paid to settle employee compensation plans of the acquiree, if any; (6) certain other items, including restructuring; (7) items included in legal reserves, occupancy tax and other; (8) that portion of gains (losses) on revenue hedging activities that are included in other, net that relate to revenue recognized in the period; and (9) depreciation.

The above items are excluded from our Adjusted EBITDA measure because these items are noncash in nature, or because the amount and timing of these items is unpredictable, not driven by core operating results and renders comparisons with prior periods and competitors less meaningful. We believe Adjusted EBITDA is a useful measure for analysts and investors to

evaluate our future on-going performance as this measure allows a more meaningful comparison of our performance and projected cash earnings with our historical results from prior periods and to the results of our competitors. Moreover, our management uses this measure internally to evaluate the performance of our business as a whole and our individual business segments. In addition, we believe that by excluding certain items, such as stock-based compensation and acquisition-related impacts, Adjusted EBITDA corresponds more closely to the cash operating income generated from our business and allows investors to gain an understanding of the factors and trends affecting the ongoing cash earnings capabilities of our business, from which capital investments are made and debt is serviced.

The reconciliation of net income attributable to Expedia Group, Inc. to Adjusted EBITDA is as follows:

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
	(In millions)			
Net income attributable to Expedia Group, Inc.	\$ 330	\$ 386	\$ 130	\$ 251
Net loss attributable to non-controlling interests	(8)	(11)	(5)	(12)
Provision for income taxes	101	113	81	94
Total other (income) expense, net	62	(37)	209	8
Operating income	485	451	415	341
Gain (loss) on revenue hedges related to revenue recognized	52	(15)	75	(32)
Restructuring and related reorganization charges, excluding stock-based compensation	41	10	67	58
Legal reserves, occupancy tax and other	2	21	2	41
Stock-based compensation	105	114	203	218
Depreciation and amortization	223	205	442	415
Adjusted EBITDA	\$ 908	\$ 786	\$ 1,204	\$ 1,041

Financial Position, Liquidity and Capital Resources

Our principal sources of liquidity are typically cash flows generated from operations, cash available under our credit facility as well as our cash and cash equivalents and short-term investment balances, which were \$6.7 billion and \$4.5 billion at June 30, 2025 and December 31, 2024. As of June 30, 2025, the total cash and cash equivalents and short-term investments held outside the United States was \$482 million (\$351 million in wholly-owned foreign subsidiaries and \$131 million in majority-owned subsidiaries). Our revolving credit facility with aggregate commitments of \$2.5 billion was essentially untapped at June 30, 2025.

5.4% Senior Notes Issuance. In February 2025, we issued \$1 billion of registered senior unsecured notes that bear interest at 5.40% and are due in February 2035 (the “5.40% Notes”). The 5.40% Notes were issued at a price of 99.316% of par resulting in a discount, which is being amortized over their life. Interest is payable semi-annually in arrears in February and August of each year, beginning August 15, 2025. We used or expect to use the net proceeds of this offering for general corporate purposes, which may include, but not limited to: (i) repayment, prepayment, redemption or repurchase of outstanding debt, (ii) dividends and stock repurchases, and (iii) funding for working capital, capital expenditures and acquisitions.

Redemption of 6.25% Senior Notes. In February 2025, we early redeemed all of our approximately \$1 billion senior unsecured notes that bore interest at 6.25% and were due in May 2025 (the “6.25% Notes”), which resulted in the recognition of an immaterial loss on debt extinguishment from the write-off of debt issuance costs.

Our credit ratings are periodically reviewed by rating agencies. As of June 30, 2025, Moody’s rating was Baa2 with an outlook of “stable,” S&P’s rating was BBB with an outlook of “stable” and Fitch’s rating was BBB with an outlook of “stable.” Changes in our operating results, cash flows, financial position, capital structure, financial policy or capital allocations to share repurchase, dividends, investments and acquisitions could impact the ratings assigned by the various rating agencies. Should our credit ratings be adjusted downward, we may incur higher costs to borrow and/or limited access to capital markets and interest rates on our 4.625% senior notes as well as our 2.95% senior notes will increase, which could have a material impact on our financial condition and results of operations.

As of June 30, 2025, we were in compliance with the covenants and conditions in our revolving credit facility and outstanding debt as detailed in Note 4 – Debt in the notes to the consolidated financial statements.

Under the merchant model, we receive cash from travelers at the time of booking and we record these amounts on our consolidated balance sheets as deferred merchant bookings. We pay our airline suppliers related to these merchant model

bookings generally within a few weeks after completing the transaction. For most other merchant bookings, which is primarily our merchant lodging business, we generally pay after the travelers' use and, in some cases, subsequent billing from the hotel suppliers. Therefore, generally we receive cash from the traveler prior to paying our supplier, and this operating cycle represents a working capital source of cash to us. Typically, the seasonal fluctuations in our merchant hotel bookings have affected the timing of our annual cash flows. Generally, during the first half of the year, hotel bookings have traditionally exceeded stays, resulting in much higher cash flow related to working capital. During the second half of the year, this pattern typically reverses and cash flows are typically negative.

Our cash flows are as follows:

	Six months ended June 30,		\$ Change
	2025	2024	
	(In millions)		
Cash provided by (used in):			
Operating activities	\$ 4,073	\$ 4,380	\$ (307)
Investing activities	(220)	(449)	229
Financing activities	(1,180)	(1,149)	(31)
Effect of foreign exchange rate changes on cash, cash equivalents and restricted cash and cash equivalents	208	(81)	289

For the six months ended June 30, 2025, net cash provided by operating activities decreased compared to the prior year period due to lower working capital benefits.

For the six months ended June 30, 2025, we had net cash used in investing activities of \$220 million compared to \$449 million in the prior year period. The change was primarily due to sources of cash for the settlement of currency forward contract gains in the current year period compared to uses of cash for losses in the prior year.

For the six months ended June 30, 2025, net cash used in financing activities primarily included the February 2025 redemption of approximately \$1 billion of our 6.25% senior notes, \$1.1 billion of cash paid to acquire shares, including the repurchased shares under the authorization discussed below and for treasury stock activity related to the vesting of equity instruments, and cash dividend payments of \$102 million, partially offset by the February 2025 issuance of 5.4% senior notes with net proceeds of \$985 million as well as \$25 million of proceeds from the exercise of options and employee stock purchase plans. For the six months ended June 30, 2024, net cash used in financing activities primarily included \$1.2 billion of cash paid to acquire shares, including the repurchased shares under repurchase programs and for treasury stock activity related to the vesting of equity instruments, partially offset by \$48 million of proceeds from the exercise of options and employee stock purchase plans.

In 2023, the Executive Committee of the Board of Directors, pursuant to a delegation of authority from the Board, authorized an additional program to repurchase up to \$5 billion of our common stock ("2023 Share Repurchase Program"). During the six months ended June 30, 2025, we repurchased, through open market transactions, 5.6 million shares under 2023 Share Repurchase Program for a total cost of approximately \$957 million, excluding transaction costs and excise tax due under the Inflation Reduction Act of 2022. As of June 30, 2025, \$2.3 billion remain authorized for repurchase under the 2023 Share Repurchase Program. Our 2023 Share Repurchase Programs does not have fixed expiration dates and does not obligate the Company to acquire any specific number of shares. Under the program, shares may be repurchased in the open market or in privately negotiated transactions. The timing, manner, price and amount of any repurchases will be subject to the discretion of the Company and depend on a variety of factors, including the market price of Expedia Group's common stock, general market and economic conditions, regulatory requirements and other business considerations.

During the first quarter of 2025, the Board of Directors approved the reinstatement of quarterly common stock dividends. The Executive Committee, acting on behalf of the Board of Directors, declared and we paid the following dividends during the period presented:

Declaration Date	Dividend Per Share	Record Date	Total Amount (in millions)	Payment Date
Six Months Ended June 30, 2025				
February 4, 2025	\$ 0.40	March 6, 2025	\$ 51	March 27, 2025
May 7, 2025	\$ 0.40	May 29, 2025	\$ 51	June 18, 2025

In addition, in August 2025, the Executive Committee, acting on behalf of the Board of Directors, declared a quarterly cash dividend of \$0.40 per share of outstanding common stock payable on September 18, 2025 to stockholders of record as of the close of business on August 28, 2025. Future declarations of dividends are subject to final determination by our Board of Directors.

Foreign exchange rate changes resulted in an increase of our cash and restricted cash balances denominated in foreign currency during the six months ended June 30, 2025 of \$208 million reflecting a net appreciation in foreign currencies relative to the U.S. dollar compared to \$81 million decrease in the prior year period reflecting a net depreciation in foreign currencies relative to the U.S. dollar.

Other than discussed above, there have been no material changes outside the normal course of business to our contractual obligations and commercial commitments since December 31, 2024.

In our opinion, our liquidity position provides sufficient capital resources to meet our foreseeable cash needs. There can be no assurance, however, that the cost or availability of future borrowings, including refinancings, if any, will be available on terms acceptable to us.

Summarized Financial Information for Guarantors and the Issuer of Guaranteed Securities

Summarized financial information of Expedia Group, Inc. (the “Parent”) and our subsidiaries that are guarantors of our debt facility and instruments (the “Guarantor Subsidiaries”) is shown below on a combined basis as the “Obligor Group.” The debt facility and instruments are guaranteed by certain of our wholly-owned domestic subsidiaries and rank equally in right of payment with all of our existing and future unsecured and unsubordinated obligations. The guarantees are full, unconditional, joint and several with the exception of certain customary automatic subsidiary release provisions. In this summarized financial information of the Obligor Group, all intercompany balances and transactions between the Parent and Guarantor Subsidiaries have been eliminated and all information excludes subsidiaries that are not issuers or guarantors of our debt facility and instruments, including earnings from and investments in these entities.

	June 30, 2025	December 31, 2024
	(In millions)	
Combined Balance Sheets Information:		
Current Assets ⁽¹⁾	\$ 12,774	\$ 7,996
Non-Current Assets	10,363	10,495
Current Liabilities ⁽¹⁾	18,509	14,129
Non-Current Liabilities	5,022	5,744
	Six Months Ended June 30, 2025	Year Ended December 31, 2024
Combined Statements of Operations Information:		
Revenue	\$ 5,130	\$ 10,520
Operating income ⁽²⁾	242	915
Net income	218	719
Net income attributable to Obligors	223	729

(1) Current assets include intercompany receivables with non-guarantors of \$336 million as of June 30, 2025 and current liabilities include intercompany payables of \$1.2 billion as of December 31, 2024.

(2) Operating income includes net intercompany income with non-guarantors of \$370 million for the six months ended June 30, 2025 and \$710 million for the year ended December 31, 2024.

Part I. Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market Risk Management

There have been no material changes in our market risk during the three and six months ended June 30, 2025. For additional information, see Item 7A, Quantitative and Qualitative Disclosures About Market Risk, in Part II of our Annual Report on Form 10-K for the year ended December 31, 2024.

Part I. Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures.

As required by Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), our management, including our Chairman and Senior Executive, Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act). Based upon that evaluation, our Chairman and Senior Executive, Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

Changes in internal control over financial reporting.

There were no changes to our internal control over financial reporting that occurred during the quarter ended June 30, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. Item 1. Legal Proceedings

In the ordinary course of business, Expedia Group and its subsidiaries are parties to legal proceedings and claims involving property, tax, personal injury, contract, alleged infringement of third-party intellectual property rights and other claims. A discussion of certain legal proceedings can be found in the section titled “Legal Proceedings,” of our Annual Report on Form 10-K for the year ended December 31, 2024 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025. The following are developments regarding, as applicable, such legal proceedings and/or new legal proceedings:

Helms Burton Litigation. On May 20, 2025, the Eleventh Circuit affirmed the District Court’s dismissal in *Del Valle*, thereby ending that matter. On May 6, 2025, the Eleventh Circuit dismissed the *Trinidad* appeal for lack of jurisdiction and denied Plaintiff’s motion for rehearing on June 6, 2025, thereby ending that matter. On July 14, 2025, Plaintiffs in the *Mata* matter, pending in the U.S. District Court for the Southern District of Florida, filed a third amended complaint. Trial in the *CSL* matter, pending in the District of Delaware, began on July 29, 2025, and on July 30, 2025, the jury returned a verdict in favor of Expedia.

Part II. Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A, “Risk Factors,” in our Annual Report on Form 10-K for the year ended December 31, 2024, which could materially affect our business, financial condition or future results. These are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Part II. Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

In 2023, the Executive Committee of the Board of Directors, pursuant to a delegation of authority from the Board, authorized an additional program to repurchase up to \$5 billion of our common stock. A summary of the repurchase activity for the second quarter of 2025 is as follows:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares that May Yet Be Purchased Under Plans or Programs
(In thousands, except per share data)				
April 1-30, 2025	782	\$ 152.98	782	\$ 2,783,204
May 1-31, 2025	1,472	164.36	1,472	2,541,337
June 1-30, 2025	1,570	168.88	1,570	2,276,133
Total	3,824		3,824	

Part II. Item 5. Other Information

Rule 10b5-1 Plan Elections

During the quarter ended June 30, 2025, none of our directors or executive officers adopted, modified or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement” as such terms are defined under Item 408 of Regulation S-K.

Part II. Item 6. Exhibits

The exhibits listed below are filed as part of this Quarterly Report on Form 10-Q.

Exhibit No.	Exhibit Description	Filed Herewith	Incorporated by Reference			
			Form	SEC File No.	Exhibit	Filing Date
22	List of Guarantor Subsidiaries of Expedia Group, Inc.	X				
31.1	Certification of the Chairman and Senior Executive pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
31.2	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
31.3	Certification of the Chief Financial Officer pursuant Section 302 of the Sarbanes-Oxley Act of 2002	X				
32.1	Certification of the Chairman and Senior Executive pursuant Section 906 of the Sarbanes-Oxley Act of 2002	X				
32.2	Certification of the Chief Executive Officer pursuant Section 906 of the Sarbanes-Oxley Act of 2002	X				
32.3	Certification of the Chief Financial Officer pursuant Section 906 of the Sarbanes-Oxley Act of 2002	X				
101	The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2025, formatted in XBRL: (i) Consolidated Statements of Operations, (ii) Consolidated Statements of Comprehensive Income (Loss), (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Changes in Stockholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) Notes to Consolidated Financial Statements.	X				

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

August 7, 2025

Expedia Group, Inc.

By: /s/ Scott Schenkel
Scott Schenkel
Chief Financial Officer

As of August 7, 2025, the following subsidiaries of Expedia Group, Inc. (the “Parent”) are Subsidiary Guarantors with respect to our outstanding debt securities:

<u>Guarantor</u>	<u>Jurisdiction of Formation</u>
Cruise, LLC	United States - WA
EAN.com, LP	United States - DE
Expedia Group Commerce, Inc.	United States – DE
Expedia, Inc.	United States - WA
HomeAway Software, Inc.	United States - DE
HomeAway.com, Inc.	United States - DE
Hotels.com GP, LLC	United States - TX
Hotels.com, L.P.	United States - TX
Hotwire, Inc.	United States - DE
HRN 99 Holdings, LLC	United States - NY
Travelscape, LLC	United States - NV
VRBO Holdings, Inc.	United States - DE
WWTE, Inc.	United States – NV

Certification

I, Barry Diller, Chairman and Senior Executive of Expedia Group, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Expedia Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2025

/s/ BARRY DILLER

Barry Diller

Chairman and Senior Executive

Certification

I, Ariane Gorin, Chief Executive Officer of Expedia Group, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Expedia Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2025

/s/ ARIANE GORIN

Ariane Gorin

Chief Executive Officer

Certification

I, Scott Schenkel, Chief Financial Officer of Expedia Group, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Expedia Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2025

/s/ SCOTT SCHENKEL

Scott Schenkel

Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Barry Diller, Chairman and Senior Executive of Expedia Group, Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to my knowledge:

1. the Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2025 (the “Report”) which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 7, 2025

/s/ BARRY DILLER

Barry Diller

Chairman and Senior Executive

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Ariane Gorin, Chief Executive Officer of Expedia Group, Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to my knowledge:

1. the Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2025 (the “Report”) which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 7, 2025

/s/ ARIANE GORIN

Ariane Gorin

Chief Executive Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Scott Schenkel, Chief Financial Officer of Expedia Group, Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to my knowledge:

1. the Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2025 (the “Report”) which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 7, 2025

/s/ SCOTT SCHENKEL

Scott Schenkel

Chief Financial Officer