

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

**Form S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**trivago N.V.**

(Exact Name of Registrant as Specified in its Charter)

The Netherlands  
(State or other Jurisdiction of  
Incorporation or Organization)

Not Applicable  
(I.R.S. Employer Identification  
Number)

Kesselstraße 5 - 7  
40221 Düsseldorf  
Federal Republic of Germany  
+49-211-3876841302

(Address, including zip code, of registrant's principal executive offices)

TRIVAGO N.V. 2016 OMNIBUS INCENTIVE PLAN

(Full title of the plans)

Cogency Global Inc.  
10 East 40<sup>th</sup> Street, 10<sup>th</sup> floor  
New York, NY 10016  
(212) 947-7200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies of all communications, including communications sent to agent for service, should be sent to:*

trivago N.V.  
Kesselstraße 5 - 7  
40221 Düsseldorf  
Federal Republic of Germany  
Attn: Legal Department  
+49-211-3876841302

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION**

Title of each class of securities to be registered	Amount to be registered <sup>(2)</sup>	Proposed maximum aggregate offering price per share <sup>(4)</sup>	Proposed maximum aggregate offering price <sup>(4)</sup>	Amount of registration fee <sup>(4)</sup>
Class A shares, nominal value of €0.06 per share, underlying American depositary shares ("ADSs") <sup>(1)</sup>	24,924,689 <sup>(3)</sup>	\$2.92	\$72,780,092	\$7,941

- (1) Each ADS represents one Class A share. ADSs issuable upon deposit of the Class A shares registered hereby have been registered pursuant to a separate registration statement on Form F-6 (File No. 333-214914).
- (2) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement (the "Registration Statement") shall also cover such indeterminate number of additional shares as may become issuable under the plan in connection with variations in share capital, demergers, special dividends or distributions or similar transactions.
- (3) Represents additional shares of the Registrant's Class A shares reserved for issuance under the Registrant's 2016 Omnibus Incentive Plan (the "2016 Omnibus Incentive Plan") pursuant to the amended provisions of the 2016 Omnibus Incentive Plan.
- (4) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Registrant's ADSs as reported on the Nasdaq Global Select Market on July 23, 2021. Pursuant to Rule 457(p) under the Securities Act, the Registrant is offsetting the registration fee due under this registration statement by \$ 7,968, with \$ 62,018 remaining to be applied to future filings, which represents the amount presently available to offset from previously paid filing fees under Registration Statement on Form F-3 (File No. 333-224151), filed by the Registrant on April 5, 2018, for shares not sold under such prior registration statement at the time of its expiration.

## Explanatory note

Pursuant to General Instruction E of Form S-8, trivago N.V. (the "Registrant") is filing this Registration Statement on Form S-8 with the U.S. Securities and Exchange Commission (the "Commission") to register additional shares of the same class as registered under the Registrant's effective Registration Statement on Form S-8, File No. [333-215164](#), filed by the Registrant with the Securities and Exchange Commission (the "Commission") on December 19, 2016 (the "Earlier Registration Statement"). The contents of the Earlier Registration Statement are hereby incorporated by reference, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement. In accordance with the instructional note to Part I of Form S-8, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

## Part II

### Information required in the registration statement

#### Item 3. Incorporation of Documents by Reference.

The following documents, which the Registrant has filed by the Registrant with Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- a. the Registrant's [Annual Report on Form 20-F](#) for the fiscal year ended December 31, 2020, filed with the Commission on March 5, 2021;
- b. the Registrant's Reports of Foreign Issuer on Form 6-K filed with the SEC on [May 3, 2021](#) and [July 29, 2021](#) (but only to the extent expressed therein to be incorporated by reference into a then-effective registration statement of the Registrant); and
- c. the description of the Registrant's Class A shares and American Depositary Shares, incorporated by reference to [Exhibit 2.6](#) to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2020, filed with the Commission on March 5, 2021, together with any amendment thereto filed with the Commission for the purpose of updating such description

All reports and other documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered pursuant to this Registration Statement have been sold or which deregisters all securities then remaining unsold, and any Form 6-K submitted during such period (or portion thereof) that is identified in such form as being incorporated by reference into this Registration Statement, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents or reports.

For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained therein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such document or such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 6. Indemnification of directors and officers.

Members of the Registrant's management and supervisory boards have the benefit of the following indemnification provisions in its articles of association:

Current and former management and supervisory board members shall be reimbursed for:

- a. the reasonable costs of conducting a defense against a claim based on acts or failures to act in the exercise of their statutory duties or any other duties currently or previously performed by them at the Registrant's request;
- b. any damages, fines or other financial losses incurred by them as a result of an act or failure to act as referred to under (a); and
- c. any expense reasonably paid or incurred by them in connection with any threatened, pending or completed suit, claim, action or legal proceedings of a civil, criminal, administrative or other nature, formal or informal, in which he becomes involved, with the exception of proceedings primarily aimed at pursuing a claim on their own behalf.

There shall be no entitlement to reimbursement as referred to above if and to the extent that:

- a. a Dutch court or, in the event of arbitration, an arbitrator has established in a final and conclusive decision that the act or failure to act of the person concerned can be characterized as willful, intentionally reckless or seriously culpable conduct, unless Dutch law provides otherwise or this would, in view of the circumstances of the case, be unacceptable according to standards of reasonableness and fairness;
- b. the costs or financial loss of the person concerned are covered by an insurance and the insurer has paid out the costs or financial loss (or indicated to do so); or
- c. in relation to proceedings brought by a former management and supervisory board member against us, except for proceedings brought to enforce indemnification to which he is entitled pursuant to the articles of association or an agreement between him and us which has been approved by the management board.

If and to the extent that it has been established by a Dutch court or, in the event of arbitration, an arbitrator in a final and conclusive decision that the person concerned is not entitled to reimbursement as referred to above, he or she shall immediately repay the amount reimbursed by the Registrant.

The Registrant has also entered into indemnification agreements with members of its management board and its supervisory board.

## Item 8. Exhibits

The following documents are filed as part of this registration statement:

		Incorporated by reference		
		Form	Exhibit	Filing Date
				Filed herewith
3.1	<a href="#">English translation of Form of Articles of Association of trivago N.V.</a>	F-1	3.3	11/14/2016
4.1	<a href="#">Amended and Restated trivago N.V. 2016 Omnibus Incentive Plan.</a>	20-F	4.5	3/5/2021
5.1	<a href="#">Opinion of NautaDutilh N.V., counsel of the Registrant, as to the validity of the Class A shares.</a>			#
23.1	<a href="#">Consent of Ernst &amp; Young GmbH Wirtschaftsprüfungsgesellschaft.</a>			#
23.2	Consent of NautaDutilh N.V., counsel of the Registrant (included in Exhibit 5.1).			#
24.1	<a href="#">Powers of attorney (included on signature page to the registration statement).</a>			#

# Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Düsseldorf, the Federal Republic of Germany, on July 30, 2021.

trivago N.V.

By: /s/ Axel Hefer  
Axel Hefer  
*Chief Executive Officer,  
Managing Director*

By: /s/ Matthias Tillmann  
Matthias Tillmann  
*Chief Financial Officer,  
Managing Director*

By: /s/ James Carter  
James Carter  
*Chief Product and Technology  
Officer, Managing Director*

### Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Axel Hefer and Matthias Tillmann, severally and individually, and each of them (with full power to each of them to act alone) his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the registration statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on July 30, 2021 in the capacities indicated:

Name	Title
<u>/s/ Axel Hefer</u> Axel Hefer	Managing Director (principal executive officer)
<u>/s/ Matthias Tillmann</u> Matthias Tillmann	Managing Director (principal financial and accounting officer)
<u>/s/ James Carter</u> James Carter	Managing Director

**Signature of Authorized Representative in the United States**

Cogency Global Inc.

By: /s/ Colleen A. Devries

Name: Colleen A. Devries

Title: SVP on behalf of Cogency Global Inc.

P.O. Box 7113  
1007 JC Amsterdam  
Beethovenstraat 400  
1082 PR Amsterdam  
T +31 20 71 71 000  
F +31 20 71 71 111

Amsterdam, 30 July 2021.

To the Company

Ladies and Gentlemen:

We have acted as legal counsel as to Dutch law to the Company in connection with the Plan. This opinion letter is rendered to you in order to be filed with the SEC as an exhibit to the Registration Statement.

Capitalised terms used in this opinion letter have the meanings set forth in Exhibit A to this opinion letter. The section headings used in this opinion letter are for convenience of reference only and are not to affect its construction or to be taken into consideration in its interpretation.

This opinion letter is strictly limited to the matters stated in it and may not be read as extending by implication to any matters not specifically referred to in it. Nothing in this opinion letter should be taken as expressing an opinion in respect of any representations or warranties, or other information, contained in the Plan.

In rendering the opinions expressed in this opinion letter, we have reviewed and relied upon a draft of the Plan and pdf copies or drafts, as the case may be, of the Corporate Documents and we have assumed that Awards made under the Plan shall be made for bona fide commercial reasons. We have not investigated or verified any factual matter disclosed to us in the course of our review.

This opinion letter sets out our opinion on certain matters of the laws with general applicability of the Netherlands, and, insofar as they are directly applicable in the Netherlands, of the European Union, as at today's date and as presently interpreted under published authoritative case law of the Dutch courts, the General Court and the Court of Justice of the European Union. We do not express any opinion on Dutch or European competition law, data protection law, tax law, securitization law or regulatory law. No undertaking is assumed on our part to revise, update or amend this opinion letter in connection with or to notify or inform you of, any developments and/or changes of Dutch law subsequent to today's date. We do not purport to opine on the consequences of amendments to the Plan or the Corporate Documents subsequent to the date of this opinion letter.

The opinions expressed in this opinion letter are to be construed and interpreted in accordance with Dutch law. The competent courts at Amsterdam, the Netherlands, have exclusive jurisdiction to settle any issues of interpretation or

This communication is confidential and may be subject to professional privilege. All legal relationships are subject to NautaDutilh N.V.'s general terms and conditions (see <https://www.nautadutilh.com/terms>), which apply mutatis mutandis to our relationship with third parties relying on statements of NautaDutilh N.V., include a limitation of liability clause, have been filed with the Rotterdam District Court and will be provided free of charge upon request. NautaDutilh N.V.; corporate seat Rotterdam; trade register no. 24338323.

liability arising out of or in connection with this opinion letter. Any legal relationship arising out of or in connection with this opinion letter (whether contractual or non-contractual), including the above submission to jurisdiction, is governed by Dutch law and shall be subject to the general terms and conditions of NautaDutilh. Any liability arising out of or in connection with this opinion letter shall be limited to the amount which is paid out under NautaDutilh's insurance policy in the matter concerned. No person other than NautaDutilh may be held liable in connection with this opinion letter.

In this opinion letter, legal concepts are expressed in English terms. The Dutch legal concepts concerned may not be identical in meaning to the concepts described by the English terms as they exist under the law of other jurisdictions. In the event of a conflict or inconsistency, the relevant expression shall be deemed to refer only to the Dutch legal concepts described by the English terms.

For the purposes of this opinion letter, we have assumed that:

- a. drafts of documents reviewed by us will be signed in the form of those drafts, each copy of a document conforms to the original, each original is authentic, and each signature is the genuine signature of the individual purported to have placed that signature;
- b. if any signature under any document is an electronic signature (as opposed to a handwritten ("wet ink") signature) only, it is either a qualified electronic signature within the meaning of the eIDAS Regulation, or the method used for signing is otherwise sufficiently reliable;
- c. the Registration Statement has been declared effective by the SEC in the form reviewed by us;
- d. the Deed of Incorporation is a valid notarial deed;
- e. (i) no internal regulations (*reglementen*) have been adopted by any corporate body of the Company which would affect the validity of the resolutions recorded in the Resolutions and (ii) the Current Articles are the Articles of Association currently in force and as they will be in force at each Relevant Moment;
- f. at each Relevant Moment, the resolutions recorded in the Resolutions are in full force and effect, the factual statements made and the confirmations given in the Resolutions are complete and correct and the Resolutions correctly reflect the resolutions recorded therein;
- g. at each Relevant Moment, the Company will not have (i) been dissolved (*ontbonden*), (ii) ceased to exist pursuant to a merger (*fusie*) or a division (*splitsing*), (iii) been converted (*omgezet*) into another legal form, either national or foreign, (iv) had its assets placed under administration (*onder bewind gesteld*), (v) been declared bankrupt (*failliet verklaard*), (vi) been granted a suspension of payments (*surseance van betaling verleend*), (vii) become subject to statutory proceedings for the restructuring of its debts (*akkoordprocedure*) (and no such proceedings will have been started) or

- (vi) have been made subject to similar proceedings in any jurisdiction or otherwise been limited in its power to dispose of its assets;
- h. any offering of Awards, to the extent made in the Netherlands, has been, is and will be made in conformity with the Prospectus Regulation and the rules promulgated thereunder;
- i. at each Relevant Moment, (i) the relevant Award(s) shall have been validly granted as a right to subscribe for Ordinary Shares (*recht tot het nemen van aandelen*) by the corporate body authorized to do so, (ii) shall be in full force and effect upon being exercised or settled, as applicable, (iii) shall have been validly exercised or settled, as applicable, in accordance with the terms and conditions applicable to such Award(s) and (iv) any pre-emption rights in respect of such Award(s) shall have been validly excluded by the corporate body authorized to do so;
- j. at each Relevant Moment, each holder of the relevant Award(s) shall be an individual who has not (i) deceased, (ii) had his/her assets placed under administration (*onder bewind gesteld*), (iii) been declared bankrupt (*failliet verklaard*), (iv) been granted a suspension of payments (*surseance van betaling verleend*), (v) become subject to statutory proceedings for the restructuring of his/her debts (*akkoordprocedure*) (and no such proceedings will have been started with respect to such individual) or (vi) been made subject to similar proceedings in any jurisdiction or otherwise been limited in the power to dispose of his/her assets; and
- k. at each Relevant Moment, the authorised share capital (*maatschappelijk kapitaal*) of the Company shall allow for the grant of Awards and the issuance of Plan Shares pursuant to the exercise or settlement thereof.

Based upon and subject to the foregoing and subject to the qualifications set forth in this opinion letter and to any matters, documents or events not disclosed to us, we express the following opinions:

#### **Corporate Status**

1. The Company has been duly incorporated as a *besloten vennootschap met beperkte aansprakelijkheid* and is validly existing as a *naamloze vennootschap*.

#### **Plan Shares**

2. Subject to receipt by the Company of payment in full for, or other satisfaction of the issue price of, the Plan Shares in accordance with the Plan, and when issued and accepted in accordance with the Plan, the Plan Shares shall be validly issued, fully paid and non-assessable.

The opinions expressed above are subject to the following qualifications:

- A. Opinion 1 must not be read to imply that the Company cannot be dissolved (*ontbonden*). A company such as the Company may be

dissolved, inter alia by the competent court at the request of the company's board of directors, any interested party (*belanghebbende*) or the public prosecution office in certain circumstances, such as when there are certain defects in the incorporation of the company. Any such dissolution will not have retro-active effect.

- B. Pursuant to Section 2:7 DCC, any transaction entered into by a legal entity may be nullified by the legal entity itself or its liquidator in bankruptcy proceedings (*curator*) if the objects of that entity were transgressed by the transaction and the other party to the transaction knew or should have known this without independent investigation (*wist of zonder eigen onderzoek moest weten*). The Dutch Supreme Court (*Hoge Raad der Nederlanden*) has ruled that in determining whether the objects of a legal entity are transgressed, not only the description of the objects in that legal entity's articles of association (*statuten*) is decisive, but all (relevant) circumstances must be taken into account, in particular whether the interests of the legal entity were served by the transaction. Based on the objects clause contained in the Current Articles, we have no reason to believe that, by making Awards under the Plan, the Company would transgress the description of the objects contained in its Articles of Association. However, we cannot assess whether there are other relevant circumstances that must be taken into account, in particular whether the interests of the Company are served by making Awards under the Plan since this is a matter of fact.
- C. Pursuant to Section 2:98c DCC, a *naamloze vennootschap* may grant loans (*leningen verstrekken*) only in accordance with the restrictions set out in Section 2:98c DCC, and may not provide security (*zekerheid stellen*), give a price guarantee (*koersgarantie geven*) or otherwise bind itself, whether jointly and severally or otherwise with or for third parties (*zich op andere wijze sterk maken of zich hoofdelijk of anderszins naast of voor anderen verbinden*) with a view to (*met het oog op*) the subscription or acquisition by third parties of shares in its share capital or depository receipts. This prohibition also applies to its subsidiaries (*dochtervennootschappen*). It is generally assumed that a transaction entered into in violation of Section 2:98c DCC is null and void (*nietig*). Based on the content of the Plan, we have no reason to believe that the Company or its subsidiaries will violate Section 2:98c DCC in connection with the issue of Plan Shares. However, we cannot confirm this definitively, since the determination of whether a company (or a subsidiary) has provided security, has given a price guarantee or has otherwise bound itself, with a view to the subscription or acquisition by third parties of shares in its share capital or depository receipts, as described above, is a matter of fact.
- D. The opinions expressed in this opinion letter may be limited or affected by:

- a. rules relating to Insolvency Proceedings or similar proceedings under a foreign law and other rules affecting creditors' rights generally, including the Temporary Covid-19 Act;
  - b. the provisions of fraudulent preference and fraudulent conveyance (*Actio Pauliana*) and similar rights available in other jurisdictions to insolvency practitioners and insolvency office holders in bankruptcy proceedings or creditors;
  - c. claims based on tort (*onrechtmatige daad*);
  - d. sanctions and measures, including but not limited to those concerning export control, pursuant to European Union regulations, under the Sanctions Act 1977 (*Sanctiewet 1977*) or other legislation;
  - e. the Anti-Boycott Regulation, Anti Money Laundering Laws and related legislation;
  - f. any intervention, recovery or resolution measure by any regulatory or other authority or governmental body in relation to financial enterprises or their affiliated entities; and
  - g. the rules of force majeure (*niet toerekenbare tekortkoming*), reasonableness and fairness (*redelijkheid en billijkheid*), suspension (*opshorting*), dissolution (*ontbinding*), unforeseen circumstances (*onvoorziene omstandigheden*) and vitiated consent (i.e., duress (*bedreiging*), fraud (*bedrog*), abuse of circumstances (*misbruik van omstandigheden*) and error (*dwaling*)) or a difference of intention (*wil*) and declaration (*verklaring*).
- E. The term "non-assessable" has no equivalent in the Dutch language and for purposes of this opinion letter such term should be interpreted to mean that a holder of an Ordinary Share shall not by reason of merely being such a holder be subject to assessment or calls by the Company or its creditors for further payment on such Ordinary Share.
- F. This opinion letter does not purport to express any opinion or view on the operational rules and procedures of any clearing or settlement system or agency.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this consent we do not admit or imply that we are a person whose consent is required under Section 7 of the United States Securities Act of 1933, as amended, or any rules and regulations promulgated thereunder.

Sincerely yours,

/s/ NautaDutilh N.V.

NautaDutilh N.V.

**EXHIBIT A**

**LIST OF DEFINITIONS**

<b>"Anti Money Laundering Laws"</b>	The European Anti-Money Laundering Directives, as implemented in the Netherlands in the Money Laundering and Terrorist Financing Prevention Act ( <i>Wet ter voorkoming van witwassen en financieren van terrorisme</i> ) and the Dutch Criminal Code ( <i>Wetboek van Strafrecht</i> ).
<b>"Anti-Boycott Regulation"</b>	The Council Regulation (EC) No 2271/96 of 22 November 1996 on protecting against the effects of the extra-territorial application of legislation adopted by a third country, and actions based thereon or resulting therefrom.
<b>"Articles of Association"</b>	The Company's articles of association ( <i>statuten</i> ) as they read from time to time.
<b>"Awards"</b>	Any right to subscribe for Plan Shares pursuant to the terms and conditions of the Plan and, to the extent relevant, the Resolutions.
<b>"Bankruptcy Code"</b>	The Dutch Bankruptcy Code ( <i>Faillissementswet</i> ).
<b>"Class A Shares"</b>	Class A shares in the Company's capital, having a nominal value of EUR 0.06 each.
<b>"Commercial Register"</b>	The Dutch Commercial Register ( <i>handelsregister</i> ).
<b>"Company"</b>	trivago N.V., a public company with limited liability ( <i>naamloze vennootschap</i> ), registered with the Commercial Register under number 67222927.
<b>"Corporate Documents"</b>	The Deed of Incorporation, the Deed of Conversion, the Current Articles, the Resolutions and the Registration Statement.
<b>"Current Articles"</b>	The Articles of Association as they read after the execution of the Deed of Conversion.
<b>"DCC"</b>	The Dutch Civil Code ( <i>Burgerlijk Wetboek</i> ).
<b>"Deed of Conversion"</b>	The draft deed of conversion and amendment to the Articles of Association executed on 16 December 2016.
<b>"Deed of Incorporation"</b>	The Company's deed of incorporation ( <i>akte van oprichting</i> ) dated 7 November 2016, as rectified by a deed of rectification dated 7 November 2016.
<b>"eIDAS Regulation"</b>	Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC.

<b>"Insolvency Proceedings"</b>	Any insolvency proceedings within the meaning of Regulation (EU) 2015/848 of the European Parliament and of the Council of 20 May 2015 on insolvency proceedings listed in Annex A thereto and any statutory proceedings for the restructuring of debts ( <i>akkoordprocedure</i> ) pursuant to the Bankruptcy Code.
<b>"NautaDutilh"</b>	NautaDutilh N.V.
<b>"the Netherlands"</b>	The European territory of the Kingdom of the Netherlands.
<b>"Plan"</b>	The trivago N.V. amended and restated 2016 Omnibus Incentive Plan filed or to be filed as an exhibit to the Registration Statement.
<b>"Plan Shares"</b>	Any Class A Shares available for future issuance under the Plan.
<b>"Prospectus Regulation"</b>	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.
<b>"Registration Statement"</b>	The Company's registration statement on Form S-8 filed or to be filed with the SEC in the form reviewed by us.
<b>"Relevant Moment"</b>	Each time when one or more Awards are granted or one or more Plan Shares are issued pursuant to the exercise or settlement of the relevant Award(s).
<b>"Resolutions"</b>	Any resolutions adopted by the relevant corporate body or corporate bodies of the Company in connection with the granting of Awards (including the exclusion of any pre-emption rights in connection therewith) and/or the issuance of the Plan Shares.
<b>"SEC"</b>	The United States Securities and Exchange Commission.
<b>"Temporary Covid-19 Act"</b>	The Temporary COVID-19 Social Affairs and Employment and Justice and Security Act ( <i>Tijdelijke Wet COVID-19 SZW en JenV</i> ).

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on July 30, 2021 pertaining to the trivago N.V. 2016 Omnibus Incentive Plan of our reports dated March 5, 2021, with respect to the consolidated financial statements of trivago N.V. and the effectiveness of internal control over financial reporting of trivago N.V., included in its Annual Report (Form 20-F) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft

Düsseldorf, Germany

July 30, 2021