

TRIVAGO N.V.

COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter (the “Charter”) was adopted by the Supervisory Board (the “Supervisory Board”) of trivago N.V., a company organized under the laws of the Netherlands (the “Company”), on December 9, 2016, and is deemed effective as of the U.S. Securities and Exchange Commission’s declaration of effectiveness of the Company’s registration statement on Form F-1 of the Company’s initial public offering of its ordinary shares in the United States or elsewhere.

I. Purpose

The purpose of the Compensation Committee (the “Committee”) is to oversee the discharge of the responsibilities of the supervisory board of the Company (the “Supervisory Board”) relating to compensation of the members (“Managing Directors”) of the Company’s management board (the “Management Board”) and to make proposals to the Supervisory Board concerning the compensation policy to be pursued with regard to the Management Board (including as regards severance payments).

II. Composition

The Committee must consist of at least two members of the Supervisory Board, each of whom must satisfy the independence requirements of the NASDAQ Stock Market LLC (the “NASDAQ”), except as otherwise permitted by applicable NASDAQ rules, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed, with or without cause, by the Supervisory Board. Unless a Chair is designated by the Supervisory Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s articles of association, the internal rules of the Supervisory Board, the Company’s Restated and Amended Shareholders Agreement or applicable law.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under NASDAQ rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation

to any adviser retained by the Committee. The Committee shall verify that the consultant, legal counsel or other advisers do not provide advice to the Company's Management Board members.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, applicable NASDAQ rules and the Dutch Corporate Governance Code.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

1. *Management Board Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Managing Directors. The Committee will evaluate each Managing Director's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Supervisory Board, in conjunction with a majority of the independent members on the Supervisory Board), will recommend each Managing Director's compensation to the Supervisory Board. No Managing Director may be present during voting or deliberations on his or her compensation.

2. *Supervisory Board Compensation.* The Committee will review and make recommendations to the Supervisory Board regarding compensation for members of the Supervisory Board.

3. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Supervisory Board regarding the Company's incentive compensation and equity-based plans and arrangements.

4. *Employment Agreements; Change in Control Agreements; Other Special Compensation Items.* The Committee will review and approve or make recommendations to the Supervisory Board regarding (a) any Management Board member employment agreement or employee severance arrangement; (b) any Management Board member employee change-in-control agreement or employee change-in-control provision; and (c) any Management Board member special or supplemental employee compensation, including the perquisites provided during and after employment other than those pursuant to an overall company plan.

5. *Compensation Disclosure.* The Committee shall review and discuss with the management of the Company the compensation disclosures to be included in the Company's filings and submissions with the SEC.

6. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report.

7. *Reports to the Supervisory Board of Directors.* The Committee must report regularly to the Supervisory Board regarding the activities of the Committee.

8. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

9. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Supervisory Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.