

OTCQB Certification

I, Brian J. Wendling, Chief Accounting Officer and Senior Vice President of Liberty TripAdvisor Holdings, Inc. (“the Company”), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an “X”):

REGISTERED or REPORTING WITH THE SEC:

- Company is registered under Section 12(g) of the Exchange Act
 Company is reporting under Section 15(d) of the Exchange Act.
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
 Company is reporting under Regulation A (Tier 2)
 Other (describe)

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting

2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC’s EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The company is duly organized, validly existing and in good standing under the laws of the State of Delaware in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol		<u>LTRPA</u>	<u>LTRPB</u>	<u>As of (date)</u>
Shares Authorized	(A)	<u>200,000,000</u>	<u>7,500,000</u>	<u>2/29/2024</u>
Total Shares Outstanding	(B)	<u>73,066,321</u>	<u>4,057,532</u>	<u>2/29/2024</u>
Number of Restricted Shares ¹	(C)	<u>0</u>	<u>0</u>	<u>2/29/2024</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>604,651</u>	<u>3,913,392</u>	<u>2/29/2024</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>72,461,670</u>	<u>144,140</u>	<u>2/29/2024</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>99.17%</u>	<u>3.55%</u>	<u>2/29/2024</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>At least 4524</u>	<u>At least 151</u>	<u>2/29/2024</u>

¹ Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

² Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a “10 percent Control Person”), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person’s spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person’s home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

³ Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described timeframe, the note must still be disclosed in the table below.):**

Check this box if there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this time period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$)⁴	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).⁶	Reason for Issuance (e.g., Loan, Services, etc.)
Total Outstanding Balance:				Total Shares:				

Use the space below to provide any additional details, including footnotes to the table above:

6. The following is a complete list of any law firm(s) and attorney(s) that acted as the Company’s primary legal counsel in preparing its most recent annual report. **Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel.** (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

In-house counsel at the Company and outside counsel, O’Melveny & Myers LLP, acted as primary legal counsel in preparing the Company’s most recent annual report, which was filed with the SEC on February 16, 2024.

⁴ The Outstanding Balance is to include accrued interest.

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

⁶ International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. “Affiliate” is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company’s outstanding shares.

7. The following is a complete list of third-party providers, engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None".

Sloane & Company, One World Trade Center, 285 Fulton St, 63rd Floor, New York, NY 10007
Sustainable Governance Partners, LLC, 20 South Olive Street, #205, Media, PA 19063

8. Officers, Directors and 5% Control Persons: **See Annex 8**

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities), including name, address, and number of shares owned. Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. **If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.**

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (and Country if outside US)	Number of Shares Owned (list common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

9. Certification:

Date: May 9, 2024



Name of Certifying CEO or CFO: Brian J. Wendling

Title: Chief Accounting Officer and Senior Vice President

Signature: /s/ Brian J. Wendling

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Security Ownership of Certain Beneficial Owners and Management

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table sets forth information concerning shares of our common stock beneficially owned by each person or entity known by us to own more than five percent of the outstanding shares of any series of our voting stock. Beneficial ownership of our common stock is set forth below only to the extent known by us or ascertainable from public filings.

Unless otherwise indicated, the security ownership information with respect to our common stock is given as of February 29, 2024 and, in the case of percentage ownership information, is based upon (1) 73,066,321 LTRPA shares and (2) 4,057,532 LTRPB shares, in each case, outstanding on that date. The percentage voting power is presented on an aggregate basis for all LTRPA and LTRPB shares.

Name and Address of Beneficial Owner	Title of Series	Amount and Nature of Beneficial Ownership	Percent of Series (%)	Voting Power (%)
Gregory B. Maffei c/o Liberty TripAdvisor Holdings, Inc. 12300 Liberty Blvd. Englewood, CO 80112	LTRPA	—	—	37.7
	LTRPB	4,512,534 ⁽¹⁾	96.9	
Crimson Asset Management Ltd. 161 Bay Street, Suite 2693 Toronto, ON M5J 251	LTRPA	10,923,551 ⁽²⁾	15.0	9.6
	LTRPB	—	—	
Cove Street Capital, LLC 525 South Douglas St, Suite 225 El Segundo, CA 90245	LTRPA	8,356,310 ⁽³⁾	11.4	7.4
	LTRPB	—	—	
The Vanguard Group 100 Vanguard Blvd. Malven, PA 19355	LTRPA	4,337,240 ⁽⁴⁾	5.9	3.8
	LTRPB	—	—	
Wittenberg Investment Management, Inc. 650 Concord Street, Suite 203 Carlisle, MA 01741	LTRPA	3,934,990 ⁽⁵⁾	5.4	3.5
	LTRPB	—	—	
Triad Investment Management 1301 Dove Street, Suite 1080 Newport Beach, CA 92660	LTRPA	3,971,482 ⁽⁶⁾	5.4	3.5
	LTRPB	—	—	

- (1) Information with respect to shares of our common stock beneficially owned by Mr. Maffei, our Chairman of the Board, President and Chief Executive Officer, is given as of February 29, 2024, and is set forth in “—Security Ownership of Management” below.
- (2) Based on Amendment No. 2 to Schedule 13G, filed February 26, 2024 by Crimson Asset Management, which states that, with respect to LTRPA, Crimson Asset Management has sole voting and sole dispositive power over 10,923,551 shares.
- (3) Based on Amendment No. 1 to Schedule 13G, filed February 12, 2024 jointly by Cove Street and CSC Partners, which states that, with respect to LTRPA, (i) Cove Street has shared voting power over 4,301,347 shares and shared dispositive power over 8,356,310 shares, (ii) Jeffrey Bronchick has sole voting power and sole dispositive power over 24,544 shares, shared voting power over 4,276,803 shares and shared dispositive power over 8,331,766 shares and (iii) CSC Partners has no sole or shared voting or dispositive power over the reported shares.
- (4) Based on Schedule 13G, filed February 9, 2023 by Vanguard, which states that, with respect to LTRPA, Vanguard has sole dispositive power over 4,311,815 shares and shared dispositive power over 25,425 shares.
- (5) Based on Schedule 13G, filed February 13, 2024 by Wittenberg, which states that, with respect to LTRPA, Wittenberg has sole voting power over 3,924,990 shares, shared voting power over 10,000 shares and sole dispositive power over 3,934,990 shares.
- (6) Based on Amendment No. 1 to Schedule 13D, filed February 12, 2024 by Triad, which states that, with respect to LTRPA, Triad has sole and shared voting and dispositive power over 3,971,482 shares.

SECURITY OWNERSHIP OF MANAGEMENT

The following table sets forth information with respect to the ownership by each of our directors and named executive officers (as defined herein) and by all of our directors and executive officers as a group of shares of (1) LTRPA, LTRPB and LTRPP and (2) the Common Stock, par value \$0.001 per share (**TRIP**), of our consolidated subsidiary Tripadvisor. None of our directors or named executive officers own shares of Tripadvisor's Class B Common Stock, par value \$0.001 per share (**Tripadvisor Class B**). Unless otherwise indicated, the security ownership information with respect to our capital stock is given as of February 29, 2024 and, in the case of percentage ownership information, is based upon 73,066,321 LTRPA shares, 4,057,532 LTRPB shares and 187,414 LTRPP shares, in each case, outstanding on that date. Unless otherwise indicated, the security ownership information with respect to Tripadvisor is given as of February 29, 2024 and, in the case of percentage ownership information, is based on 125,099,694 TRIP shares and 12,799,999 Tripadvisor Class B shares, in each case, outstanding on February 9, 2024. The percentage voting power for Liberty TripAdvisor is presented on an aggregate basis for all LTRPA and LTRPB shares. LTRPP shares are, however, non-voting and, therefore, in the case of percentage voting power, are not included. The percentage voting power for TRIP is presented on an aggregate basis for all series of TRIP common stock.

Shares of capital stock issuable upon exercise or conversion of options, warrants and convertible securities that were exercisable or convertible on or within 60 days after February 29, 2024 are deemed to be outstanding and to be beneficially owned by the person holding the options, warrants or convertible securities for the purpose of computing the percentage ownership of that person and for the aggregate percentage owned by the directors and named executive officers as a group, but are not treated as outstanding for the purpose of computing the percentage ownership of any other individual person. For purposes of the following presentation, beneficial ownership of shares of LTRPB, though convertible on a one-for-one basis into shares of LTRPA, are reported as beneficial ownership of LTRPB only, and not as beneficial ownership of LTRPA. So far as is known to us, the persons indicated below have sole voting and dispositive power with respect to the shares indicated as owned by them, except as otherwise stated in the notes to the table.

Name	Title of Series	Amount and Nature of Beneficial Ownership (In thousands)	Percent of Series (%)	Voting Power (%)
Gregory B. Maffei Chairman of the Board, President and Chief Executive Officer	LTRPA	—	—	37.7
	LTRPB	4,513 ⁽¹⁾	96.9	
	LTRPP	—	—	
	TRIP	107 ⁽²⁾	*	*
Christy Haubegger Director	LTRPA	100 ⁽¹⁾	*	*
	LTRPB	—	—	
	LTRPP	—	—	
	TRIP	—	—	—
Michael J. Malone Director	LTRPA	236 ⁽¹⁾	*	*
	LTRPB	—	—	
	LTRPP	—	—	
	TRIP	—	—	—
Chris Mueller Director	LTRPA	175 ⁽¹⁾	*	*
	LTRPB	—	—	
	LTRPP	—	—	
	TRIP	—	—	—
Larry E. Romrell Director	LTRPA	178 ⁽¹⁾	*	*
	LTRPB	**	*	
	LTRPP	—	—	
	TRIP	—	—	—
Albert E. Rosenthaler Director and Former Chief Corporate Development Officer ⁽⁴⁾	LTRPA	136 ⁽¹⁾	*	*
	LTRPB	—	—	
	LTRPP	—	—	
	TRIP	50	*	*

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Name	Title of Series	Amount and Nature of Beneficial Ownership (In thousands)	Percent of Series (%)	Voting Power (%)
J. David Wargo Director	LTRPA	261 ⁽¹⁾⁽³⁾	*	*
	LTRPB	—	—	—
	LTRPP	—	—	—
	TRIP	—	—	—
Brian J. Wendling Senior Vice President and Chief Financial Officer	LTRPA	49 ⁽¹⁾	*	*
	LTRPB	—	—	—
	LTRPP	—	—	—
	TRIP	—	—	—
Renee L. Wilm Chief Legal Officer and Chief Administrative Officer	LTRPA	93 ⁽¹⁾	*	*
	LTRPB	—	—	—
	LTRPP	—	—	—
	TRIP	—	—	—
All current directors and executive officers as a group (9 persons)	LTRPA	1,228 ⁽¹⁾⁽³⁾	1.7	38.5
	LTRPB	4,513 ⁽¹⁾	96.9	—
	LTRPP	—	—	—
	TRIP	158 ⁽²⁾	*	*

* Less than one percent

** Less than 1,000 shares

(1) Includes beneficial ownership of LTRPA and LTRPB shares that may be acquired upon exercise of, or which relate to, stock options exercisable within 60 days after February 29, 2024.

	LTRPA	LTRPB
Gregory B. Maffei	—	599,222
Christy Haubegger	25,776	—
Michael J. Malone	98,084	—
Chris Mueller	17,485	—
Larry E. Romrell	98,305	—
Albert E. Rosenthaler	89,404	—
J. David Wargo	176,922	—
Brian J. Wendling	49,491	—
Renee L. Wilm	68,489	—
Total	623,956	599,222

(2) Includes 1,938 TRIP shares held by the Maffei Foundation. Mr. Maffei and his wife, as the two directors of the Maffei Foundation, have shared voting and investment power with respect to any shares held by the Maffei Foundation. Mr. Maffei disclaims beneficial ownership of these shares held by The Maffei Foundation.

(3) Includes 390 LTRPA shares held by Mr. Wargo's spouse as to which Mr. Wargo has disclaimed beneficial ownership.

(4) Mr. Rosenthaler retired from his position as our Chief Corporate Development Officer on December 31, 2023.