

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2024

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 001-32876

TRAVEL + LEISURE CO.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)
6277 Sea Harbor Drive
Orlando, Florida
(Address of Principal Executive Offices)

20-0052541
(I.R.S. Employer
Identification No.)
32821
(Zip Code)

(407) 626-5200
(Registrant's telephone number, including area code)

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

Title of each Class
Common Stock

Trading Symbol
TNL

Name of each exchange on which registered
New York Stock Exchange

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

None
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant as of June 30, 2024, was \$3,079,902,533. All executive officers and directors of the registrant have been deemed, solely for the purpose of the foregoing calculation, to be "affiliates" of the registrant.

As of January 31, 2025, the registrant had outstanding 66,696,276 shares of common stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of our Proxy Statement prepared for our 2025 Annual Meeting of Shareholders are incorporated by reference into Part III (Items 10, 11, 12, 13 and 14) of this report.

GLOSSARY OF TERMS

The following terms and acronyms appear in the text of this report and have the definitions indicated below:

Adjusted EBITDA	A non-GAAP measure, defined by the Company as net income from continuing operations before depreciation and amortization, interest expense (excluding consumer financing interest), early extinguishment of debt, interest income (excluding consumer financing revenues) and income taxes. Adjusted EBITDA also excludes stock-based compensation costs, separation and restructuring costs, legacy items, transaction and integration costs associated with mergers, acquisitions, and divestitures, asset impairments/recoveries, gains and losses on sale/disposition of business, and items that meet the conditions of unusual and/or infrequent. Legacy items include the resolution of and adjustments to certain contingent assets and liabilities related to acquisitions of continuing businesses and dispositions, including the separation of Wyndham Hotels & Resorts, Inc. and Avis Budget Group, Inc., and the sale of the vacation rentals businesses.
AOCL	Accumulated Other Comprehensive Loss
ARN	Alliance Reservations Network
AUD	Australian Dollar
ABG	Avis Budget Group, Inc., formerly Cendant Corporation
Awaze	Awaze Limited, formerly Compass IV Limited, an affiliate of Platinum Equity, LLC
Board	Board of Directors
Cendant	Cendant Corporation, former parent company of Travel + Leisure Co.
CODM	Chief Operating Decision Maker
Company	Travel + Leisure Co. and its subsidiaries
Distribution	Pro rata distribution of Wyndham Hotels & Resorts, Inc. stock to Wyndham Worldwide Corporation's shareholders.
EPS	Earnings Per Share
FASB	Financial Accounting Standards Board
Fee-for-Service sales	Sales of VOIs through the Company's Fee-for-Service programs where inventory is sold through its sales and marketing channels for a commission.
GAAP	Generally Accepted Accounting Principles in the United States
GHG	Greenhouse gas
NQ	Non-Qualified stock options
NYSE	New York Stock Exchange
NZD	New Zealand Dollar
PSU	Performance-vested restricted Stock Units
RSU	Restricted Stock Unit
S&P	Standard & Poor's Rating Services
SEC	Securities and Exchange Commission
SOFR	Secured Overnight Financing Rate
SPE	Special Purpose Entity
Spin-off	Spin-off of Wyndham Hotels & Resorts, Inc.
Travel + Leisure Co.	Travel + Leisure Co. and its subsidiaries
VIE	Variable Interest Entity
VOCR	Vacation Ownership Contract Receivable
VOI	Vacation Ownership Interest
VPG	Volume Per Guest
Wyndham Hotels	Wyndham Hotels & Resorts, Inc.
Wyndham Worldwide	Wyndham Worldwide Corporation

PART I

Forward Looking Statements

This report includes “forward-looking statements” as that term is defined by the Securities and Exchange Commission (“SEC”). Forward-looking statements are any statements other than statements of historical fact, including statements regarding our expectations, beliefs, hopes, intentions or strategies regarding the future. In some cases, forward-looking statements can be identified by the use of words such as “may,” “will,” “expects,” “should,” “believes,” “plans,” “anticipates,” “estimates,” “predicts,” “potential,” “continue,” “future” or other words of similar meaning. Forward-looking statements are subject to risks and uncertainties that could cause actual results of Travel + Leisure Co. and its subsidiaries (“Travel + Leisure Co.” or “we”) to differ materially from those discussed in, or implied by, the forward-looking statements. Factors that might cause such a difference include, but are not limited to, risks associated with: the acquisition of the Travel + Leisure brand and the future prospects and plans for Travel + Leisure Co., including our ability to execute our strategies to grow our cornerstone timeshare and exchange businesses and expand into the broader leisure travel industry through travel clubs; our ability to compete in the highly competitive timeshare and leisure travel industries; uncertainties related to acquisitions, dispositions and other strategic transactions; the health of the travel industry and declines or disruptions caused by adverse economic conditions (including inflation, higher interest rates, and recessionary pressures), terrorism or acts of gun violence, political strife, war (including hostilities in Ukraine and the Middle East), pandemics, and severe weather events and other natural disasters; adverse changes in consumer travel and vacation patterns, consumer preferences and demand for our products; increased or unanticipated operating costs and other inherent business risks; our ability to comply with financial and restrictive covenants under our indebtedness; our ability to access capital and insurance markets on reasonable terms, at a reasonable cost or at all; maintaining the integrity of internal or customer data and protecting our systems from cyber-attacks; the timing and amount of future dividends and share repurchases, if any; and those other factors disclosed as risks under “Risk Factors” in documents we have filed with the SEC, including in Part I, Item 1A of this report. We caution readers that any such statements are based on currently available operational, financial and competitive information, and they should not place undue reliance on these forward-looking statements, which reflect management’s opinion only as of the date on which they were made. Except as required by law, we undertake no obligation to review or update these forward-looking statements to reflect events or circumstances as they occur.

Where You Can Find More Information

We file annual, quarterly and current reports, proxy statements, reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and other information with the SEC. Our SEC filings are available free of charge to the public over the Internet at the SEC’s website at <http://www.sec.gov>. Our SEC filings are also available on our website at <http://www.travelandleisureco.com> as soon as reasonably practicable after they are filed with or furnished to the SEC. Our website and the information contained on or connected to that site are not incorporated into this Annual Report.

ITEM 1. BUSINESS

Company Overview

Travel + Leisure Co. is the world’s leading vacation ownership and membership travel company. We provide vacation experiences and travel inspiration to millions of owners, members, and subscribers through our diverse portfolio of products and services. Travel + Leisure Co. has the following segments:

- **Vacation Ownership** includes the world’s largest vacation ownership business with 809,000 owners and more than 270 vacation club resort locations. We provide vacation ownership experiences under some of the most popular hospitality and leisure brands, including Club Wyndham, Margaritaville Vacation Club, and Accor Vacation Club. The business is developing a new experiential product celebrating the Sports Illustrated brand in the U.S.
- **Travel and Membership** includes our Exchange and Travel Club business lines. RCI is the world’s largest exchange company with 3.4 million members and 3,600 affiliated resorts in its network. Our Travel Club business line includes: our RCI travel club, which seeks to capture a greater share of our members non-exchange travel budgets; and our business-to-business (“B2B”) travel clubs, which offer private-label solutions to associations, organizations, and other closed user groups.

History and Development

Our corporate history can be traced back to the formation of Hospitality Franchise Systems (“HFS”) in 1990. In December 1997, HFS merged with CUC International, Inc. to form Cendant Corporation (“Cendant”), which then expanded further through the addition of vacation rentals and vacation ownership businesses. On July 31, 2006, Cendant distributed all of the shares of its subsidiary, Wyndham Worldwide Corporation (“Wyndham Worldwide”), to the holders of Cendant common stock.

On August 1, 2006, we commenced “regular way” trading on the New York Stock Exchange (“NYSE”) under the symbol WYN.

On May 31, 2018, we established Wyndham Destinations, Inc. and completed the spin-off of our hotel business (“Spin-off”) into a separate publicly traded company, Wyndham Hotels & Resorts, Inc. (“Wyndham Hotels”). This transaction was effected through a pro rata distribution of the new hotel entity’s stock to shareholders of Wyndham Worldwide (the “Distribution”). In connection with the Spin-off, we entered into certain agreements with Wyndham Hotels. See “*Key Agreements Related to the Spin-Off*” for more information.

On January 5, 2021, we acquired the Travel + Leisure brand and all related assets from Dotdash Meredith (formerly Meredith Corporation). The acquisition created a strategic alliance between Travel + Leisure Co. and Dotdash Meredith, with Dotdash Meredith continuing to operate and monetize Travel + Leisure branded multi-platform media assets across multiple channels under a 30-year royalty-free, renewable licensing relationship. In connection with this acquisition, on February 17, 2021, Wyndham Destinations, Inc. was renamed Travel + Leisure Co. and trades on the NYSE under the ticker symbol TNL. See Note 5—*Acquisitions* to the Consolidated Financial Statements for more information.

Business Strategy

We are focused on leisure travel and our mission is to “Put the World on Vacation.” Travel + Leisure Co. has been a leader in the travel membership business for over 50 years. Our strategy is to accelerate the growth of our global businesses by broadening the strength of our cornerstone timeshare business through a multi-brand expansion strategy, and our exchange businesses by creating depth of leisure travel products and services through growth of our travel clubs.

BUSINESS DESCRIPTIONS

We report results of operations for the following reportable segments, which are described in more detail below:

- **Vacation Ownership**, substantially comprised of the vacation ownership product lines: Club Wyndham, WorldMark by Wyndham, Margaritaville Vacation Club, and Accor Vacation Club.
- **Travel and Membership**, comprised of Exchange and Travel Club.

Our business segments generate diversified revenue streams and significant cash flow. In 2024, we generated 45% of our revenues from the sale of vacation ownership interests, 42% from our fee-for-service revenue streams, 12% from our consumer financing revenue stream, and 1% from other ancillary revenue streams.

Our businesses have both domestic and international operations. During 2024, we derived 88% of our revenues in the United States (“U.S.”) and 12% internationally. For further details on our segment revenues, expenses, profits, assets, and geographical operations, see Note 23—*Segment Information* to the Consolidated Financial Statements.

VACATION OWNERSHIP

Industry

The vacation ownership industry, also referred to as the timeshare industry, enables consumers to share ownership of fully-furnished and professionally managed vacation accommodations. Typically, the consumer purchases either a title to a fraction of a unit through a points-based system or a right to use a property for a specific period of time through a weekly interval system. This is referred to as a vacation ownership interest (“VOI”). Under a points-based system, owners often have advance reservation rights for a particular destination and are free to redeem their points for various unit types and/or locations. In addition, points-owners can vary the length and frequency of product utilization.

Typically, developers sell VOIs for a fixed purchase price that is paid in full at closing or financed through developer-offered financing options. Vacation ownership resorts are often operated by a property owners’ association of which the VOI owners are members. Most property owners’ associations are governed by a board of directors that includes owners and may include representatives of the developer. The board of the property owners’ association typically delegates much of the responsibility for managing the resort to a management company, which is often affiliated with the developer.

After the initial purchase, most vacation ownership programs require the owner to pay an annual maintenance fee. This fee represents the owner’s allocable share of the costs and expenses of operating and maintaining the vacation ownership property and providing program services. This fee typically covers expenses such as housekeeping, landscaping, taxes, insurance, resort labor, a management fee payable to the management company, and an assessment to fund a reserve account used to renovate, refurbish and replace furnishings, appliances, and common areas and other assets, such as structural elements and equipment, as needed over time.

Based on published industry data, owners express the following primary reasons for buying and continuing to own their timeshare:

- saving money on future vacation costs;
- location of resorts;
- overall flexibility to use different locations, unit types, and times of year;
- certainty of vacations; and
- certainty of quality accommodations.

Vacation Ownership Overview

Our Vacation Ownership reportable segment is substantially comprised of the vacation ownership product lines: Club Wyndham, WorldMark by Wyndham, Margaritaville Vacation Club, and Accor Vacation Club; and is the world's largest vacation ownership business based on number of resorts and owners. We develop and acquire vacation ownership resorts, market and sell VOIs, provide consumer financing for the majority of the VOI sales, and provide property management services to property owners' associations. As of December 31, 2024, we had more than 270 vacation ownership resorts in the U.S., Canada, Mexico, the Caribbean, and Asia Pacific that represent 27,700 individual vacation ownership units and 809,000 owners of VOIs. Our programs allow us to market and sell our vacation ownership products in variable quantities and to offer existing owners "upgrade" sales to supplement their existing VOIs.

In 2023, we introduced a new concept for a network of sports-themed resort and lifestyle complexes in popular college towns and leisure destinations under the Sports Illustrated Resorts brand. We are still early in the development of the Sports Illustrated Resorts portfolio. We anticipate developing properties in this portfolio using an asset-light development financing model.

Strategies

Our goal is to strengthen our leadership position in the vacation ownership industry and generate consistent and long-term value for our shareholders. To achieve this goal, we intend to pursue the following strategies:

Optimize the revenue potential of our existing owner base as well as enhance our upgrade pipeline through the addition of new owners. We have strong embedded revenue potential through our existing owner base: owners tend to upgrade as vacation needs evolve. We earn interest revenue on our portfolio as well as club and resort management fees. We also seek to enhance our future upgrade pipeline through sales to new owners. On average, new owners nearly double their initial VOI purchase within six years, resulting in predictable, high-margin future revenue streams.

Maximize our relationship with Wyndham Hotels. We have a long-term, exclusive license agreement and marketing arrangements with Wyndham Hotels, the world's largest hotel franchiser by number of hotels with approximately 9,300 hotels located in more than 95 countries. The Wyndham Hotels loyalty program, Wyndham Rewards, has approximately 114 million enrolled members, many of whom fit our target new-customer demographic, providing us with a substantial customer sourcing opportunity to drive future VOI sales. We plan to leverage this sales channel through initiatives such as enhanced call transfers, online marketing, in-hotel marketing, and online rentals of vacation ownership resorts. Volume per guest on these affinity marketing tours is generally higher than other tours, helping to increase margins on new owner sales.

Add leisure or hospitality brands to our existing portfolio. The addition of brands will help us expand within our existing markets or extend into new markets. New brands will also help with lead generation for new owner tours.

Maintain a capital-efficient inventory sourcing strategy to produce attractive returns and cash flow. We have a diverse inventory sourcing model that allows us to generate VOI sales. These sources include self-developed inventory, Just-in-Time inventory, Fee-for-Service inventory, inventory reclaimed from consumer loan defaults and owners' associations or owners. Our capital-efficient inventory sourcing strategy has significantly increased return on invested capital since 2010.

Revenues and Operating Statistics

Our Vacation Ownership business derives a majority of its revenues from vacation ownership sales, with consumer financing and property management fees being the other main sources of revenue.

Performance in our Vacation Ownership business is measured by the following key operating statistics:

- Gross vacation ownership interest sales — Sales of VOIs, including sales under our Fee-for-Service program, before the effect of loan loss provisions.
- Tours — Number of tours taken by guests in our efforts to sell VOIs.

- Volume per guest (“VPG”) — Gross VOI sales (excluding telesales and virtual sales) divided by the number of tours. We have excluded non-tour sales in the calculation of VPG because they are generated by a different marketing channel.

Sales and Marketing

We employ a variety of marketing channels to encourage prospective owners of VOIs to tour our properties and attend sales presentations at our resort-based sales centers as well as offsite sales offices. Our resort-based sales centers also enable us to actively solicit upgrade sales to existing owners of VOIs while they vacation at our resorts. Additionally, we operate telesales and virtual sales programs designed to reach and solicit upgrade sales to existing owners we were not able to market to during their vacations. In total VOI upgrade sales represented 68% of our net VOI sales in both 2024 and 2023.

Our marketing and sales activities are often facilitated through marketing alliances with other travel, hospitality, entertainment, gaming, and retail companies that provide access to such companies’ customers through a variety of co-branded marketing offers. Our resort-based sales centers, which are located in popular travel destinations throughout the U.S., generate substantial tour flow by enabling us to market to tourists already visiting these destinations. Our marketing agents, who often operate on the premises of the hospitality, entertainment, gaming, and retail companies with which we have alliances, solicit tourists with offers relating to entertainment activities and other incentives in exchange for the tourists visiting the local resorts and attending sales presentations.

Consumer Financing

We offer financing to purchasers of VOIs which attracts additional customers and generates substantial incremental revenues and profits. Domestically, we fund and service loans through our wholly-owned consumer financing subsidiary, Wyndham Consumer Finance. Wyndham Consumer Finance performs loan financing, servicing, and related administrative functions, including customer service, billing, and collection activities.

We typically perform a credit investigation or other inquiry into a purchaser’s credit history before offering to finance a portion of the purchase price of the VOI. The interest rate offered to participating purchasers is determined by an automated underwriting process based upon the purchaser’s credit score. We use a consumer credit score, Fair Isaac Corporation (“FICO”), which is a branded version of a consumer credit score widely used within the U.S. Our weighted average FICO score on new originations was 744 and 739 for 2024 and 2023.

We typically require a minimum down payment of 10% of the purchase price on all VOI sales and offer consumer financing for the remaining balance for up to 10 years. These loans are structured with equal monthly installments that fully amortize the principal by the final due date. While the minimum down payment is typically 10%, our average down payment on financed VOI sales was 20% and 19% for 2024 and 2023.

During 2024, we generated \$1.53 billion of receivables on \$2.15 billion of Gross VOI sales, net of Fee-for-Service sales, resulting in 71% of our VOI sales being financed compared to 74% during 2023. This level of financing is prior to the application of cash received for the full payment of a loan within 60 days of origination. After the application of these early repayments, we financed 54% and 56% of VOI sales during 2024 and 2023.

Similar to many other companies that provide consumer financing, we have historically securitized a majority of the receivables originated in connection with the sale of VOIs. We initially place the financed contracts into a revolving warehouse securitization facility, generally within 30 to 90 days after origination. Many of the receivables are subsequently transferred from the warehouse securitization facility into term securitization facilities. Wyndham Consumer Finance manages the selection, processing and servicing of loans pledged in our warehouse and term securitization facilities.

We assess the performance of our loan portfolio by monitoring numerous metrics including collection rates, defaults by state of residency, and bankruptcies. Our loan portfolio was 95% current (not more than 30 days past due) as of both December 31, 2024 and 2023. See Note 9—*Vacation Ownership Contract Receivables* to the Consolidated Financial Statements for further information on the performance of our loan portfolio.

Property Management

On behalf of each of the property owners’ associations, we or our affiliates generally provide day-to-day management for vacation ownership resorts, which includes oversight of housekeeping services, maintenance, and refurbishment of the units, and provide certain accounting and administrative services to property owners’ associations. The initial terms of the property management agreements are generally between three to five years; however, the vast majority of the agreements provide a mechanism for an automatic one year renewal upon expiration of the terms. In connection with these property management services, we receive fees which are generally based upon total costs to operate such resorts. Fees for property management

services typically approximate 10% of budgeted operating expenses. As the owner of unsold VOIs, we pay maintenance fees in accordance with the legal requirements of the jurisdictions in which the resorts are located. In addition, at certain newly-developed resorts, we may enter into subsidy agreements with the property owners' associations to cover costs that otherwise would be covered by annual maintenance fees payable with respect to VOIs that have not yet been sold. We utilize rental channels to monetize the unsold VOIs to assist in offsetting a portion of such fees. Any income earned from these monetization activities is recorded as a reduction of the associated expense.

Seasonality

We rely, in part, upon tour flow to generate sales of VOIs; consequently, sales volume tends to increase in the spring and summer months as a result of greater tour flow from travelers, generally resulting in higher revenue from sales of VOIs in the third quarter than in other quarters.

Competition

Our Vacation Ownership business principally competes with short-term vacation options such as lodging, cruise, and home and apartment sharing services, as well as other timeshare developers. The leisure travel industry is large and highly competitive. We compete based on brand name recognition and reputation, lifetime value, location and the availability of desirable development sites for new vacation ownership properties, convenience, quality of accommodations, evolving customer travel preferences, service levels, amenities, customer loyalty, and flexibility. In order to compete, we incent potential new owners and existing owners to tour with us in order to better understand our products and services.

The vacation ownership industry has consolidated over the last 20 years leaving multiple well-capitalized branded companies including: Marriott Vacations Worldwide, Hilton Grand Vacations, Disney Vacation Club, and Holiday Inn Club Vacations. As an industry, we largely source potential new owner tours from different marketing channels, but there is overlap when consumers are members of more than one loyalty program and/or travel to more than one resort within a market. We compete for property acquisitions and partnerships with entities that have similar investment objectives. There is also significant competition for talent at all levels within the industry, in particular for sales and management. Competitors range from small independent vacation ownership companies to large branded hospitality companies, all operating vacation ownership businesses involved in the development, finance, and operation of timeshare properties.

We generally do not face competition in our consumer financing business to finance our VOI sales. We do face competition from financial institutions providing other forms of consumer credit, which may lead to full or partial prepayment of our timeshare financing receivables.

TRAVEL AND MEMBERSHIP

Travel and Membership Overview

Our Travel and Membership segment is comprised of our Exchange and Travel Club business lines. These businesses are primarily fee-for-service, selling third-party inventory that provides stable revenue streams and produces strong cash flow.

Within Exchange, we operate RCI, the world's largest vacation exchange network based on the number of members and affiliated resorts. Through our collection of vacation exchange brands, we have 3.4 million paid member families. Annual member retention is high and over the last three years we have retained on average 88% of the exchange memberships through our Exchange networks. In the vast majority of cases, we acquire new members when an affiliated timeshare developer pays for the initial term of a membership on behalf of a timeshare owner as part of the vacation ownership purchase process. Generally, this initial membership is for either a one or two-year term, after which these new members may choose to renew directly with us. We also acquire a small percentage of new members directly from online channels or direct consumer outreach. Members receive periodicals and other communications published by us and, for additional fees, may use the vacation exchange program and other services that provide the ability to protect trading power or points, extend the life of a deposit, and combine two or more deposits for the opportunity to exchange into intervals with higher trading power and book travel services.

Our vacation exchange business has relationships with 3,600 affiliated vacation ownership resorts in 101 countries and territories located in North America, Latin America, the Caribbean, Europe, the Middle East, Africa, and Asia Pacific.

Travel Club offers discount travel to consumers as well as custom travel technology solutions to B2B affinity partners including large employers, banks and retailers, trade associations and others via their operations in the U.S. and Mexico.

Strategies

Our goal is to grow our cornerstone vacation exchange business, optimize cash flow, and broaden our reach into the leisure travel markets to accelerate overall growth for the segment through our travel clubs. To achieve this goal, we intend to pursue the following strategies:

Expand and enhance our products and services to increase wallet share, transaction propensity, and retention within our member base. Through the addition of more inventory options for exchange and more travel products and services, RCI seeks to enhance its core exchange business lines' growth through greater share of consumers' travel spend, increased member engagement, and reduced churn.

Expand B2B travel solutions. We seek to expand B2B partnerships across multiple sectors driving incremental transaction revenue. We offer private-label solutions to associations, organizations, and other closed-user groups in order for these groups to offer travel benefits to their communities which increases engagement and loyalty.

Revenues and Operating Statistics

Travel and Membership derives the majority of its revenues from annual membership dues and fees for facilitating exchange and non-exchange transactions and other travel accommodations and services. We also generate revenue from programs with affiliated resorts, club servicing, and loyalty programs, as well as additional products that provide exchange members with the ability to protect trading power or points, extend the life of deposits, and combine two or more deposits for the opportunity to exchange into intervals with higher trading power. No single customer, developer, or group accounts for more than 10% of our revenues.

Performance in our Travel and Membership business has been measured by the following key operating statistics:

- Average number of exchange members — Represents paid members in our vacation exchange programs who are considered to be in good standing.
- Transactions — Represents the number of exchanges and travel bookings recognized as revenue during the period, net of cancellations.
- Revenue per transaction — Represents transaction revenue divided by transactions.

Sales and Marketing, Distribution and Customer Development

In the exchange business, we affiliate with vacation ownership developers directly through our in-house sales teams. Affiliated vacation ownership developers sign agreements that have an average duration of five years. Our vacation exchange members are acquired primarily through our affiliated developers as part of the vacation ownership purchase process. We acquire a small percentage of our members directly from online channels.

Travel clubs collaborate with affinity groups outside of the vacation ownership industry. These affinity groups include employee benefit plans, professional associations, and other paid membership groups that are interested in providing travel benefits to their members to enhance customer loyalty, and in many cases, generate incremental fee streams. We distribute our products and services through proprietary websites and call centers around the world.

Inventory

The properties our business makes available to travelers include vacation ownership and fractional resorts, homes, private residence clubs, and traditional hotel rooms. Only in rare cases do we acquire and take title of inventory, as our network supply is predominantly owned and provided by third-party affiliates and suppliers. We offer travelers flexibility to select preferred travel dates in a variety of lodging options. We leverage inventory comprised of VOIs and independently owned properties across our network of brands to maximize value for affiliates and members.

Through our Travel Club business, we also offer additional travel products such as flights and car rentals.

Seasonality

Our revenues from vacation exchange fees have traditionally been higher in the first quarter, which is generally when our vacation exchange members plan and book their vacations for the year.

Competition

Our global exchange business competes with other vacation exchange companies, most notably Interval International, certain timeshare developers, and clubs that offer vacation exchange through their own internal networks of properties. This business

also competes with third-party internet travel intermediaries and peer-to-peer online networks that are used by consumers to search for and book their resort and other travel accommodations.

Our Travel Club business competes more broadly with the larger sector of leisure travel options including traditional travel agents, online travel agents, and travel clubs.

INTELLECTUAL PROPERTY

Our business is affected by our ability to protect against infringement of our intellectual property, including our trademarks, service marks, logos, trade names, domain names, and other proprietary rights. Travel + Leisure Co. and its subsidiaries actively use or license for use all significant marks and domain names, and we own or have exclusive licenses to use these marks and domain names. In connection with the Spin-off, we entered into a license, development and noncompetition agreement with Wyndham Hotels, which, among other things, granted to Travel + Leisure Co. the right to use the “Wyndham” trademark, “The Registry Collection” trademark, and certain other trademarks and intellectual property in our business. See “*Key Agreements Related to the Spin-Off—License, Development and Noncompetition Agreement*” for more information. We register the marks that we own in the U.S. Patent and Trademark Office, as well as with other relevant authorities where we deem appropriate, and seek to protect our marks from unauthorized use as permitted by law. See Note 7—*Intangible Assets* to the Consolidated Financial Statements for more information regarding our intangible assets.

GOVERNMENT REGULATION

Our business is subject to various international, national, federal, state and local laws, regulations, and policies in jurisdictions in which we operate. Some laws, regulations, and policies impact multiple areas of our business, such as securities, anti-discrimination, anti-fraud, data protection and security and anti-corruption and bribery laws and regulations or government economic sanctions, including applicable regulations under the U.S. Treasury’s Office of Foreign Asset Control and the U.S. Foreign Corrupt Practices Act (“FCPA”). The FCPA and similar anti-corruption and bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to government officials for the purpose of obtaining or generating business. Other laws, regulations, and policies primarily affect only one of the following areas of our business: inventory sourcing activities; sales and marketing activities; purchaser financing activities; and property management activities.

Timeshare Inventory Purchasing and Development

Our inventory sourcing activities are regulated under a number of different timeshare, condominium, and land sales disclosure statutes in many jurisdictions. We are generally subject to laws and regulations applicable to real estate development, subdivision, and construction activities, such as laws relating to zoning, land use restrictions, environmental regulation, accessibility, title transfers, title insurance, and taxation. In the U.S., these include the Fair Housing Act and the Americans with Disabilities Act of 1990 and the Accessibility Guidelines promulgated thereunder. In addition, we are subject to laws in some jurisdictions that impose liability on property developers for construction defects discovered or repairs made by future owners of property developed by the developer.

Sales and Marketing Regulation

Our sales and marketing activities are highly regulated. In addition to regulations implementing laws enacted specifically for the timeshare industry, a wide variety of laws and regulations govern our sales and marketing activities, including regulations implementing the USA PATRIOT Act, Foreign Investment In Real Property Tax Act, the federal Interstate Land Sales Full Disclosure Act and fair housing statutes, U.S. Federal Trade Commission and states’ “Little FTC Acts” and other regulations governing unfair, deceptive or abusive acts or practices including unfair or deceptive trade practices and unfair competition, state attorney general regulations, anti-fraud laws, prize, gift and sweepstakes laws, laws governing discount sales and buying clubs, real estate, title agency or insurance and other licensing or registration laws and regulations, anti-money laundering, consumer information privacy and security, breach notification, information sharing, telemarketing and email marketing laws, home solicitation sales laws, tour operator laws, lodging certificate and seller of travel laws, securities laws, subscription laws, and other consumer protection laws.

We must obtain the approval of numerous governmental authorities for our sales and marketing activities. Changes in circumstances or applicable law may necessitate the application for or modification of existing approvals. Our telemarketing activities are subject to regulation and enforcement activities including the federal Telephone Consumer Protection Act and “do not call” legislation, which may increase the cost of telemarketing activities and expose us to enforcement actions if we do not comply. We mitigate this risk by using permission-based marketing in some instances and have implemented procedures to comply with federal and state “do not call” regulations, including subscription to federal and certain state “do not call” registries and maintenance of an internal “do not call” list. Similarly, state and federal regulations may place limitations on our ability to engage our consumers in electronic mail marketing campaigns, including requirements applicable to the transmission

of email messages with the primary purpose of advertising or promoting a commercial product or service. We have adopted email messaging practices responsive to the requirements of such regulations.

In addition, many jurisdictions, including many in the U.S., require that we file detailed registration or offering statements with regulatory authorities disclosing information regarding our VOIs, such as information concerning the intervals being offered, the project, resort or program to which the intervals relate, applicable timeshare plans, evidence of title, details regarding our business, the purchaser's rights and obligations with respect to such intervals, and a description of the manner in which we intend to offer and advertise such intervals.

When we sell VOIs, local law grants the purchaser of a VOI the right to cancel a purchase contract during a specified rescission period following the later of the date the contract was signed or the date the purchaser received the last of the documents required to be provided by us.

Purchaser Financing Regulation

Our purchaser financing activities are subject to a number of laws and regulations including those of applicable supervisory agencies such as, in the U.S., the Consumer Financial Protection Bureau, the Federal Trade Commission, and the Financial Crimes Enforcement Network. These laws and regulations, some of which contain exceptions applicable to the timeshare industry, may include, among others, the Real Estate Settlement Procedures Act and Regulation X, the Truth In Lending Act and Regulation Z, the Federal Trade Commission Act, the Equal Credit Opportunity Act and Regulation B, the Fair Credit Reporting Act, the Fair Housing Act and implementing regulations, the Fair Debt Collection Practices Act, the Electronic Funds Transfer Act and Regulation E, unfair, deceptive or abusive acts or practices regulations and the Credit Practices rules, the USA PATRIOT Act, the Right to Financial Privacy Act, the Gramm-Leach-Bliley Act, the Servicemembers Civil Relief Act, and the Bank Secrecy Act. Our purchaser financing activities are also subject to the laws and regulations of other jurisdictions, including, among others, laws and regulations related to consumer loans, retail installment contracts, mortgage lending, fair debt collection and credit reporting practices, consumer debt collection practices, mortgage disclosure, lender or mortgage loan originator licensing and registration and anti-money laundering.

Property Management Regulation

Our property management activities are subject to laws and regulations regarding community association management, public lodging, food and beverage services, liquor licensing, labor, employment, health care, health and safety, accessibility, discrimination, immigration, gaming, and the environment (including climate change). In addition, many jurisdictions in which we manage our resorts have statutory provisions that limit the duration of the initial and renewal terms of our management agreements for property owners' associations.

HUMAN CAPITAL

Employee Profile

We recognize our employees as associates who bring our mission to put the world on vacation to life through their service to the world's leading vacation ownership and membership travel company.

Oversight and Management

Our human resources organization manages employment-related matters, including recruiting and hiring, onboarding, compensation and benefits, performance management, and professional development. Our Board of Directors ("Board") and its committees also provide oversight on certain human capital matters, including diversity and inclusion initiatives. Our Corporate Governance Committee periodically reviews potential trends and impacts of environmental, social, and governance issues that affect human capital matters. Our Compensation Committee is responsible for periodically reviewing certain of our human capital programs, policies and procedures, including management succession planning and development. The Compensation Committee is also responsible for periodically reviewing incentives and risks related to our compensation programs. Furthermore, our Audit Committee discusses compliance risks related to human capital matters and periodically reviews and updates our Code of Conduct to promote ethical behavior by all of our associates.

As of December 31, 2024, our global team was comprised of 19,000 associates, 4,600 of whom work outside the U.S. Of our global associates 15,900 support Vacation Ownership, 1,800 support Travel and Membership, and 1,300 comprise our corporate group. Less than 1% of our associates are subject to collective bargaining agreements governing their employment with our company.

Employee Development

We seek to attract and retain top talent through our commitment to shared values and competencies, and the development of each associate as an integral contributor to our business and our culture. Our internal pipeline of talent is strengthened by our ability to help associates develop knowledge, skills, and a network of supporters throughout their career. We promote four competencies for all associates: Customer Obsession, Decision Velocity, Transparency, and Empowerment. Associates are encouraged to master these competencies through individual development plans, performance reviews, and training. Examples of our employee development programs and initiatives include:

- Associate Learning and Development: our proprietary Destination U resource is a comprehensive solution that puts the ownership of each associate’s career development directly into their hands. By fostering growth potential for all associates at Travel + Leisure Co., we enable each individual to clearly understand their role in the context of the larger organization and to access courses designed specifically to further their development.
- Programs focused on career progression include formal talent reviews, succession planning, associate development programs for all levels, executive coaching, leader onboarding plans, new leader orientation, and tuition and certification reimbursement.

We understand that a culture of rich inclusion and diversity enhances our performance and fortifies our ability to serve our customers. We strive to cultivate an inclusive environment which enables people to be their authentic selves, and where each associate feels appreciated, respected, and valued as a contributor at every level within the organization.

Competitive Pay/Benefits

We offer a comprehensive total rewards program designed to attract and retain top talent, fuel our business objectives, and reward performance excellence. Our total rewards package reflects our commitment to our associates and includes competitive pay, healthcare benefits, retirement savings plans, paid time off including parental leave, and other mental health and well-being support. Approximately 97% of our associates are eligible to participate in a company sponsored retirement plan or a mandatory pension plan in their country of residence, subject to plan terms. We also have an Employee Stock Purchase Plan which is available to 86% of our associates. This plan allows eligible associates to purchase common shares of Company stock at a 10% discount from the fair market value at the grant date. We regularly review our design and offerings to ensure alignment with country and regional competitive practices.

We believe in performance-based variable compensation programs that support a high-performance environment. All of our managers and above participate in an annual incentive plan that most closely aligns with their role. Sales and marketing associates at all levels across our business lines participate in variable compensation plans aligned to their role. As of December 31, 2024, 42% of our associates participate in a variable pay incentive pay program.

Health & Safety

The health and safety of our associates is of the utmost importance. Travel + Leisure Co. remains responsive to health-related issues for the safety and well-being of our associates, guests, and customers. Our plans mirror the relevant direction from the Center for Disease Control (“CDC”) and prevention guidelines for the U.S. and other equivalent government agencies in the regions where we operate globally.

To ensure associates and contractors under our management have a safe working environment, the Corporate Safety and Security team leads our occupational health and safety management system, in compliance with Occupational Safety and Health Administration (“OSHA”) requirements and guidance. The Corporate Safety and Security team works closely with the Business Continuity team on incident management plans and responses. Business Continuity owns a detailed Emergency Preparedness Guide that equips each location with incident response protocols and reporting processes, an emergency response hotline, and outlines the physical requirements for handling situations ranging from natural disasters to criminal activity.

Visit our website at travandleisureco.com/esg-commitment for additional information about our health and safety activities and initiatives. Information on our website is not part of, or incorporated by reference into, this Annual Report on Form 10-K.

CORPORATE RESPONSIBILITY

We are committed to making a positive impact on our world while delivering stakeholder value through our Corporate Responsibility strategy, Full Circle. This strategy remains an integral part of our company culture and is reflected in our global business operations. We prioritize protecting the environment and strengthening the communities where we live and operate. We strive to cultivate an inclusive environment, in which our associates, customers, suppliers, and communities feel appreciated, respected, and valued.

Our Full Circle strategy is recognized through the prestigious honors we have earned, including:

- Fair360's (formerly DiversityInc) Top 50 Companies for Inclusive Workplaces,
- Fortune magazine's World's Most Admired Companies,
- Forbes' America's Best Large Employers,
- U.S. News' Best Companies to Work For,
- Newsweek's Most Trustworthy Companies in America,
- Newsweek's list of America's Most Responsible Companies,
- National Veteran-Owned Business Association's Best Corporations for Veteran's Business Enterprises, and the
- National Business Inclusion Consortium's ("NBIC") Top 50 Best-of-the-Best Corporations for Inclusion.

Environmental Progress

Our environmental strategy is anchored through three main tenants: reducing our environmental footprint, expanding our renewables portfolio, and prioritizing biodiversity in locations where we live and work. Our commitment to environmental management extends beyond fully owned assets, encompassing all assets we own, manage, and lease. We closely partner with applicable property owners' associations that we do not control to drive progress toward our environmental goals. Our environmental goals are to:

- Reduce greenhouse gas ("GHG") emissions intensity (Scope 1 + Scope 2 - location-based) by 40% by 2025 compared to our 2010 baseline.
- Increase renewable electricity consumption (of our managed resorts) to 20% by 2030 compared to our 2010 baseline.
- Reduce water withdrawal per square foot by 35% at our owned, managed, and leased assets by the end of 2025 compared to our 2010 baseline.
- Plant two million trees through our partnership with the Arbor Day Foundation by 2025.

As of December 31, 2023, we have reduced our Scope 1 + Scope 2 GHG emissions intensity by 39% and have increased our renewable energy consumption to 3%. This progress has been accomplished through a combination of increased operational efficiency, onsite solar projects, and one offsite solar project. Additionally, as of December 31, 2023, we have reduced our water withdrawal per square foot by 14%, compared to our 2010 baseline. In partnership with the Arbor Day Foundation, during 2023 we achieved our 2025 goal of planting two million trees. This accomplishment, two years ahead of schedule, underscores our commitment to enhancing biodiversity.

Environmental Compliance

Our compliance with federal, state and local laws and regulations relating to environmental protection has not had a material impact on our capital expenditures, earnings or competitive position, and we do not anticipate any material impact from such compliance in the future.

Climate Change

Climate change is believed to be associated with extreme weather conditions and other natural disasters, such as increased frequency and severity of storms and floods, coastal erosion and flooding due to higher sea levels, increased temperatures, and increased forest fires. We manage properties exposed to areas which are susceptible to adverse effects resulting from these conditions and disasters. As of December 31, 2024, based on insurable property values:

- 36% of our managed, leased, or owned properties are located in Tier I windstorm exposure areas,
- 22% are in states prone to high-risk wildfire, and
- 20% are situated in areas with a high level of flood risk.

In addition, based on the water risk assessment we conducted in 2024, we identified 59 managed resorts in high or extremely high-water stressed locations. It is possible that the weather conditions and other natural disasters associated with climate change could increase in frequency and/or severity in the future which could have a material adverse effect on our managed property portfolio, operating costs, and demand for our products and/or services. We are continuously monitoring climate change risks and taking actions to mitigate impacts, as deemed appropriate.

Philanthropy

With a focus on improving the lives of children and families through vacations, we support charitable organizations with a similar focus and mission. Our philanthropic efforts drive support for organizations including Give Kids the World Village,

Jack and Jill Late Stage Cancer Foundation, as well as our internal Associate Relief Fund. Our decades long partnership with Christel House International supports educational opportunities for children in underserved global communities. Additionally, through contributions to Step Up for Students, we support providing low-income families in Florida the opportunity to choose the best education for their children. We established the Travel + Leisure Charitable Foundation. This foundation embraces a diverse and inclusive community through mentoring opportunities and educational support. Since its formation, the Travel + Leisure Charitable Foundation has partnered with the School Board of Orange County, Florida, to create the Travel + Leisure Eatonville scholarship program, which strives to promote educational excellence within the Eatonville community, the oldest African-American-incorporated municipality in the U.S., by providing scholarships to eligible students. In 2024, the Travel + Leisure Charitable Foundation initiated a partnership with the School District of Osceola County, Florida, to bring the Travel + Leisure Scholarship Program to qualifying Osceola County students beginning in the 2024-2025 school year.

Governance

For detailed information about our governance practices, see “Governance” in the Proxy Statement for our 2024 Annual Meeting of Shareholders.

Visit our website at travelandleisureco.com/esg-commitment for additional information on our corporate responsibility activities and initiatives, along with our 2023 Environmental, Social, and Governance report. Information on our website, including our 2023 Environmental, Social, and Governance report, is not part of, or incorporated in, this Annual Report on Form 10-K.

KEY AGREEMENTS RELATED TO THE SPIN-OFF

This section summarizes the material agreements between Travel + Leisure Co. and Wyndham Hotels that govern the ongoing relationships between the two companies after the Spin-off. These summaries are qualified in their entirety by reference to the full text of the applicable agreements, which are incorporated by reference herein.

As of May 31, 2018, when the Spin-off was completed, Travel + Leisure Co. and Wyndham Hotels operated independently, and neither company has any ownership interest in the other. Before the Spin-off, we entered into a Separation and Distribution Agreement and several other agreements with Wyndham Hotels related to the Spin-off. These agreements govern the relationship following completion of the Spin-off and provide for the allocation of various assets, liabilities, rights, and obligations. The following is a summary of the terms of the material agreements we entered into with Wyndham Hotels. The following summaries do not purport to be complete and are qualified in their entirety by reference to the full text of each agreement, which is incorporated by reference into this Annual Report on Form 10-K included in Part IV, Item 15 as Exhibits 2.3, 10.60, 10.61, 10.62, and 10.63.

Separation and Distribution Agreement

We entered into a Separation and Distribution Agreement with Wyndham Hotels regarding the principal actions taken or to be taken in connection with the Spin-off. The Separation and Distribution Agreement provided for the allocation of assets and liabilities between Travel + Leisure Co. and Wyndham Hotels and established certain rights and obligations between the parties following the Distribution.

Transfer of Assets and Assumption of Liabilities. The Separation and Distribution Agreement provided for those transfers of assets and assumptions of liabilities so that Travel + Leisure Co. and Wyndham Hotels allocated the assets necessary to operate their respective businesses and retain or assume the liabilities allocated to them in accordance with the separation plan. The Separation and Distribution Agreement also provided for the settlement or extinguishment of certain liabilities and other obligations among Travel + Leisure Co. and Wyndham Hotels. In particular, the Separation and Distribution Agreement provided that, subject to certain terms and conditions:

- The assets that have been retained by or transferred to Wyndham Hotels (“SpinCo assets”) include, but are not limited to:
 - all of the equity interests of Wyndham Hotels;
 - any and all assets reflected on the audited combined balance sheet of the Wyndham Hotels businesses;
 - any and all contracts primarily relating to the Wyndham Hotels businesses; and
 - all rights in the “Wyndham” trademark and “The Registry Collection” trademark, and certain intellectual property related thereto.

- The liabilities that have been retained by or transferred to Wyndham Hotels (“SpinCo liabilities”) include, but are not limited to:
 - any and all liabilities (whether accrued, contingent or otherwise, and subject to certain exceptions) to the extent primarily related to, arising out of or resulting from (i) the operation or conduct of the Wyndham Hotels businesses or (ii) the SpinCo assets;
 - any and all liabilities (whether accrued, contingent or otherwise) relating to, arising out of or resulting from any form, registration statement, schedule or similar disclosure document filed or furnished with the SEC, to the extent such filing is either made by Wyndham Hotels or made by us in connection with the Spin-off, subject to each party’s indemnification obligations under the Separation and Distribution Agreement with respect to any misstatement of or omission to state a material fact contained in any such filing to the extent the misstatement or omission is based upon information that was furnished by such party;
 - any and all liabilities relating to, arising out of, or resulting from any indebtedness of Wyndham Hotels or any indebtedness secured exclusively by any of the Wyndham Hotels assets; and
 - any and all liabilities (whether accrued, contingent or otherwise) reflected on the audited combined balance sheet of the Wyndham Hotels businesses.
- Wyndham Hotels assumed one-third and Travel + Leisure Co. assumed two-thirds of certain contingent and other corporate liabilities of Travel + Leisure Co. and Wyndham Hotels (“shared contingent liabilities”) in each case incurred prior to the Distribution, including our liabilities related to, arising out of or resulting from (i) certain terminated or divested businesses, (ii) certain general corporate matters of Travel + Leisure Co., and (iii) any actions with respect to the separation plan or the Distribution made or brought by any third party.
- Wyndham Hotels is entitled to receive one-third and Travel + Leisure Co. is entitled to receive two-thirds of the proceeds (or, in certain cases, a portion thereof) from certain contingent and other corporate assets of Travel + Leisure Co. and Wyndham Hotels (“shared contingent assets”) arising or accrued prior to the Distribution, including our assets related to, arising from or involving (i) certain terminated or divested businesses, and (ii) certain general corporate matters of Travel + Leisure Co.
- In connection with the sale of our European vacation rentals business, Wyndham Hotels assumed one-third and Travel + Leisure Co. assumed two-thirds of certain shared contingent liabilities and certain shared contingent assets.
- Except as otherwise provided in the Separation and Distribution Agreement or any ancillary agreement, the corporate costs and expenses relating to the Spin-off will be paid by the party with whom such costs were incurred, from a separate account maintained by each of Wyndham Hotels and Travel + Leisure Co. and established prior to completion of the Spin-off on terms agreed upon by Wyndham Hotels and Travel + Leisure Co. and, to the extent the funds in such separate account are not sufficient to satisfy such costs and expenses, be treated as shared contingent liabilities (as described above).
- All of our assets and liabilities (whether accrued, contingent or otherwise) other than the SpinCo assets and SpinCo liabilities, subject to certain exceptions (including the shared contingent assets and shared contingent liabilities), have been retained by or transferred to Travel + Leisure Co., except as set forth in the Separation and Distribution Agreement or one of the other agreements described below.

Release of Claims and Indemnification. Travel + Leisure Co. and Wyndham Hotels agreed to broad releases pursuant to which each releases the other and certain related persons from any claims against any of them that arise out of or relate to events, circumstances or actions occurring or failing to occur or alleged to occur or to have failed to occur or any conditions existing or alleged to exist at or prior to the time of the Distribution. These releases are subject to certain exceptions set forth in the Separation and Distribution Agreement and the ancillary agreements. The Separation and Distribution Agreement provides for cross-indemnities that, except as otherwise provided in the Separation and Distribution Agreement, are principally designed to place financial responsibility for the obligations and liabilities of Wyndham Hotels’ business with Wyndham Hotels, and financial responsibility for the obligations and liabilities of Travel + Leisure Co.’s business with Travel + Leisure Co. Specifically, each party will, and will cause its subsidiaries to, indemnify, defend and hold harmless the other party, its affiliates and subsidiaries and each of its and their respective officers, directors, employees and agents for any losses arising out of, by reason of or otherwise in connection with:

- the liabilities each such party assumed or retained pursuant to the Separation and Distribution Agreement;
- any misstatement of or omission to state a material fact contained in any party’s public filings, only to the extent the misstatement or omission is based upon information that was furnished by the indemnifying party (or incorporated by reference from a filing of such indemnifying party) and then only to the extent the statement or omission was made or occurred after the Spin-off; and

- any breach by such party of the Separation and Distribution Agreement or any ancillary agreement unless such ancillary agreement expressly provides for separate indemnification therein, in which case any such indemnification claims will be made thereunder.

The amount of each party's indemnification obligations is subject to reduction by any insurance proceeds received by the party being indemnified. Except in the case of tax assets and liabilities related to the sale of our European vacation rentals business, indemnification with respect to taxes are governed solely by the Tax Matters Agreement.

Employee Matters Agreement

We are party to an Employee Matters Agreement with Wyndham Hotels that governs the respective rights, responsibilities and obligations of Wyndham Hotels and Travel + Leisure Co. following the Spin-off with respect to employment, compensation and benefits-related matters. Wyndham Hotels' employees no longer participate in Travel + Leisure Co.'s plans or programs, and Wyndham Hotels has established plans or programs for their employees as described in the Employee Matters Agreement.

Tax Matters Agreement

We have a Tax Matters Agreement with Wyndham Hotels that governs the respective rights, responsibilities and obligations of Wyndham Hotels and Travel + Leisure Co. following the Spin-off with respect to tax liabilities and benefits, tax attributes, tax contests and other tax sharing regarding U.S. federal, state, local and foreign income taxes, other tax matters and related tax returns. As a former subsidiary of Travel + Leisure Co., Wyndham Hotels has joint and several liability with us to the U.S. Internal Revenue Service ("IRS") for the combined U.S. federal income taxes of the Travel + Leisure Co. consolidated group relating to the taxable periods in which Wyndham Hotels was part of that group. In general, the Tax Matters Agreement specifies that Wyndham Hotels will bear one-third, and Travel + Leisure Co. two-thirds, of this tax liability, and Wyndham Hotels has agreed to indemnify us against any amounts for which we are not responsible including subject to the next sentence. The Tax Matters Agreement also provides special rules for allocating tax liabilities in the event that the Spin-off is not tax-free. In general, if a party's actions cause the Spin-off not to be tax-free, that party will be responsible for the payment of any resulting tax liabilities (and will indemnify the other party with respect thereto). The Tax Matters Agreement provides for certain covenants that may restrict our ability to pursue strategic or other transactions that otherwise could maximize the value of our business. Although valid as between the parties, the Tax Matters Agreement will not be binding on the IRS.

License, Development and Noncompetition Agreement

In connection with the Spin-off, we entered into a license, development and noncompetition agreement with Wyndham Hotels, which, among other things, granted to Travel + Leisure Co. the right to use the "Wyndham" trademark, "The Registry Collection" trademark and certain other trademarks and intellectual property in our business. This right is generally limited to use in connection with our vacation ownership and vacation exchange businesses, with certain limited exceptions. This agreement has a term of 100 years with an option for us to extend the term for an additional 30 years. We pay Wyndham Hotels certain royalties and other fees under this agreement.

Additionally, the License, Development and Noncompetition Agreement governs arrangements between us and Wyndham Hotels with respect to the development of new projects and non-compete obligations. These non-compete obligations restrict us and Wyndham Hotels from competing with the other party's business (subject to customary carve-outs) for the first 25 years of the term of the License, Development and Noncompetition Agreement, and we may extend the term of these non-compete obligations for an additional five-year term if we achieve a certain sales target in the last full calendar year of the initial 25-year term. If either party acquires a business that competes with the other party's businesses, Wyndham Hotels or Travel + Leisure Co. must offer the other party the right to acquire such competing business upon and subject to the terms and conditions set forth in the License, Development and Noncompetition Agreement. Additionally, if either party engages in a project that has a component that competes with the other party's businesses, Wyndham Hotels or Travel + Leisure Co., must use commercially reasonable efforts to include the other party in such project, subject to the terms and conditions set forth in the License, Development and Noncompetition Agreement. In January 2021, Travel + Leisure Co. and Wyndham Hotels entered into a letter agreement pursuant to which, among other things, Wyndham Hotels waived its right to enforce certain noncompetition covenants in the License, Development and Noncompetition Agreement.

ITEM 1A. RISK FACTORS

You should carefully consider each of the following risk factors and all of the other information set forth in this report. Based on the information currently known to us, we believe that the following information identifies the material risk factors affecting our company. However, the risks and uncertainties we face are not limited to those set forth in the risk factors described below. Additional risks and uncertainties not presently known to us or that we currently believe not to be material risks may also adversely affect our business.

Risks Related to Our Business and Our Industry

The timeshare industry is highly competitive and we are subject to risks related to competition that may adversely affect our performance.

We will be adversely impacted if we cannot compete effectively in the highly competitive timeshare industry. The continued success and future growth of our timeshare and exchange businesses depends upon our ability to compete effectively in markets that contain numerous competitors, some of which may have significantly greater financial, marketing, and other resources and flexibility than we have. Consolidation in the timeshare industry can also lead to larger competitors with greater resources that compete with our Vacation Ownership business for customers, projects, and talent. We principally compete with short-term vacation options such as lodging, cruise, and home and apartment sharing services, as well as other timeshare developers. We compete based on brand name recognition and reputation, lifetime value, location and the availability of desirable development sites for new vacation ownership properties, convenience, quality of accommodations, evolving customer travel preferences, service levels, cost, amenities, customer loyalty and flexibility. In order to compete, we incent potential new owners and existing owners to tour with us to better understand our products and services. New resorts are being constructed and these additions to supply may create new competitors, in some cases without corresponding increases in demand. Competition may reduce fee structures, potentially causing us to lower our fees or prices, which may adversely impact our profits. New competition or existing competition that uses a business model that is different from our business model may require us to change our model so that we can remain competitive. We also face competition from national and regional timeshare resale companies as well as from private resales of VOIs, which has in the past and likely will in the future impact VOI sales. We have also increased new owner sales as a percentage of aggregate VOI sales, as new owners have historically engaged in upgrade purchases over time which favorably impact our business. However, we cannot guarantee that the historic upgrade trends will continue in the future at the same rates we have generated in the past.

Our RCI exchange business depends on vacation ownership developers for new members and on existing members and participants renewing their memberships with us and engaging in exchange and travel club transactions. Our new member enrollment and exchange member volumes dropped significantly during the COVID-19 pandemic, due in large part to the industry wide drop in VOI sales to new owners, and the total number of our exchange members continues to be below pre-pandemic levels. Although new owner sales levels have recovered from their lows in 2020, there is no assurance that they will continue to result in increased new owner memberships in the timeframe or at the levels that we expect or at all. Developers and members also supply resort accommodations for use in exchanges. If we are unable to negotiate new affiliation agreements with resort developers or secure renewals with existing members or developers in our RCI network, the number of new and/or existing members, the supply of resort accommodations available through our exchange networks and related revenue will decrease. These effects on our exchange business are more pronounced as the proportion of corporate member relationships, where the developer renews RCI membership fees for all of its active owners, increases. The loss or renegotiation on less favorable terms of several of our largest affiliation agreements could materially impact our financial condition and results of operations. Our ability to maintain affiliate agreements with resort developers is also impacted by consolidation in the vacation ownership industry. For example, in connection with the acquisition of Welk Hospitality Group, Inc. (“Welk”) by Marriott Vacations Worldwide Corporation, the RCI contract with Welk was terminated. In addition, developers have been creating, operating and expanding internal exchange and points-based vacation club networks to offer their respective owners travel flexibility. By design, these networks decrease the propensity of owners to continue their membership in and use of external vacation ownership exchange programs, such as RCI, which in turn adversely impacts the supply of resort accommodations available for exchange through our exchange networks and reduces exchange and travel club transactions and our related revenue.

Our travel club businesses operate in a highly competitive global environment and may take longer than expected to achieve the levels of revenues, customer acceptance and profitability we expect.

Our travel club businesses have not grown as quickly as originally anticipated and as we continue to operate and seek to expand our business in the broader leisure travel industry, we will be adversely impacted if we cannot compete effectively. There are a great number of existing competitive travel services, some of which have significantly greater financial, marketing, and other resources than we have, and while the market is currently fragmented, existing travel service companies as well as new entrants may adversely impact our ability to achieve the level of revenues, transactions, and profitability we expect.

Our B2B white label travel clubs business is largely dependent on the success of marketing efforts to closed user groups through partner brands and the subsequent propensity of the members of those groups to use the platform for their travel bookings and upgrade to receive premium services. Our travel clubs businesses are also reliant on our ability to leverage new and existing relationships with travel suppliers, including hotels, airlines, rental car companies, and wholesale suppliers, and their willingness to distribute products and services through our platforms. Our success in these leisure travel clubs is also dependent upon our ability to efficiently customize our travel offerings to particular areas of interest and focus on the groups to

which we market and promote our services and offerings. Our success here is also dependent upon our ongoing ability to successfully adjust and restructure our business models, which we have been undertaking to meet changing conditions and customer requirements compared to those we had originally anticipated and planned for. There is no assurance that these efforts will be successful within the timeframe or at the levels we expect, or at all.

Our travel clubs businesses have required us to utilize and augment human capital and other resources in a manner different from those required by our historical business offerings and, as a result, subject us to greater risks and uncertainties than historically considered for our core timeshare and exchange businesses.

Acquisitions, dispositions and other strategic transactions may not prove successful and could result in operating difficulties.

We regularly consider a wide array of potential acquisitions and other strategic transactions, including acquisitions of businesses and real property, brand licensing transactions, joint ventures, business combinations, strategic investments and dispositions. Any of these transactions could be material to our business. We often compete for these opportunities with third parties, which may cause us to lose potential opportunities or to pay more than we may otherwise have paid absent such competition. We cannot assure you that we will be able to identify and consummate strategic transactions and opportunities on favorable terms or at all, or that any such strategic transactions or opportunities, if consummated, will be successful. Assimilating any strategic transactions may also create unforeseen operating difficulties and costs.

Acquisitions may also be structured in such a way that we will be assuming unknown, undisclosed or contingent liabilities or obligations or we may incur unanticipated costs or expenses following the acquisition, including post-closing asset impairment charges, expenses associated with eliminating duplicate facilities, reductions in personnel, unexpected penalties or enforcement actions, and other liabilities. Moreover, we may be unable to efficiently integrate acquisitions, management attention and other resources may be diverted away from other potentially more profitable areas of our business and in some cases these acquisitions may turn out to be less compatible with our growth and operational strategy than originally anticipated. The success of our acquisitions is also subject to other risks, including, among others:

- failure to realize expected technological and product synergies, economies of scale and cost reductions;
- unforeseen expenses, delays or conditions related to the transactions, including those due to regulations;
- adverse effects on existing business relationships with customers, partners, employees or suppliers;
- potential dilutive issuances of equity securities in payment of the acquisition price;
- risks associated with entering into markets in which we have limited or no prior experience such as the college sports community and environment, including less visibility into demand;
- inaccurate assumptions regarding the acquired business or integration process;
- financial and operational results that may differ materially from our assumptions and forecasts, including higher than expected development costs;
- unforeseen difficulties that may arise in integrating operations, processes and systems;
- higher than expected investments that may be required to implement necessary compliance processes and related systems, including information technology systems, accounting systems and internal control over financial reporting;
- failure to retain, motivate and integrate any key management and other employees of the acquired business;
- higher than expected costs or other impacts resulting from unforeseen tax, trade, environmental or other regulations in jurisdictions in which the acquired business conducts its operations; and
- issues with retaining customers and integrating customer bases.

Many of these factors are outside of our control and any one of them could result in increased costs, decreases in the amount of expected revenues, and diversion of management's time and attention. Furthermore, we may not realize the degree or timing of benefits we anticipate when we first enter into these transactions. Failure to successfully execute these transactions and integrate acquired businesses could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

In 2021, we acquired the Travel + Leisure brand and all related assets from Dotdash Meredith (formerly Meredith Corporation) and we also changed our name to Travel + Leisure Co. The expected results of the transaction and the future prospects for and plans of our company more broadly, including our strategies to accelerate growth of our global businesses through the addition of new vacation ownership brands and growing our travel clubs, are subject to a number of risks and uncertainties, many of which are beyond our control, and may not be achieved in the time or at the level we expect, or at all.

Our efforts to establish and grow our travel clubs businesses and add brands to our existing portfolio of vacation ownership brands, such as through the planned launch of a network of sports-themed resorts and lifestyle resorts under the Sports Illustrated Resorts brand and the acquisition of Accor Vacation Club, subject us to greater risks and uncertainties than those historically considered for our core timeshare and exchange businesses. These risks and uncertainties include requiring us to utilize and augment human capital and other resources beyond those required by our historical business offerings to source and establish relationships with new partners and to develop and market vacation ownership resorts, products, and services that meet the demands of new consumers.

Promotion activities associated with our businesses may not yield increased revenue in the time or levels expected, and even if revenue does increase, it may not be sufficient to offset the expenses we incur in building our brands and businesses. If we fail to successfully promote and maintain our businesses and brands or incur substantial expenses in an unsuccessful attempt to promote and maintain our brands and businesses, we may fail to attract or retain customers to the extent necessary to realize a sufficient return with respect to the acquisition, our branding efforts and our businesses, which would adversely impact our results of operations and financial condition.

In addition, a portion of the value associated with the Travel + Leisure brand is derived from the long-standing commitment to high-quality, independent travel journalism by *Travel + Leisure* magazine and associated media properties, which continue to be operated by Dotdash Meredith outside of our control. If the quality or reach of such media properties deteriorates in the future, it could negatively impact the perception of the Travel + Leisure brand and adversely impact our business.

In 2024, we acquired the Accor Vacation Club business from Accor, representing 24 resorts and nearly 30,000 members, as well as the right to develop new vacation ownership clubs and products utilizing the Accor Vacation Club brand across a region which includes Asia Pacific, the Middle East, Africa, and Türkiye. This acquisition is subject to the acquisition and integration risks described above, as well as all of the risks of acquiring, operating and developing a business outside of the U.S. market and in geographical areas where our operating experience is limited or where we have not historically operated. There can be no assurance that the anticipated benefits associated with this acquisition will be achieved.

Dispositions of businesses, such as our European and North American vacation rentals transactions, also pose risks and challenges that could negatively impact our business, including costs or disputes with buyers. Dispositions may also involve continued financial involvement, as we may be required to retain responsibility for, or agree to indemnify buyers against, credit support obligations, and contingent liabilities related to a divested business, such as lawsuits, tax liabilities, or other matters. Under these types of arrangements, performance by the divested business or other conditions outside of our control could affect our financial condition or results of operations.

Our revenues are highly dependent on the health of the travel industry and declines in or disruptions to the travel industry such as those caused by economic conditions, terrorism or acts of gun violence, political strife, severe weather events and other natural disasters, war, and pandemics may adversely affect us.

Declines in or disruptions to the travel industry including in regions and locations where we have a significant number of resorts have in the past adversely impacted us and any future declines or disruptions are also likely to adversely impact us. Risks affecting the travel industry can be localized events or global in nature and may adversely impact decisions by consumers to use and consume travel services and products, including economic factors such as economic slowdown and recession; increased cost of living and reduced discretionary income (including due to recent and potential future inflationary pressures and higher borrowing costs) and potential for increased unemployment rates; terrorist incidents and threats and associated heightened travel security measures; acts of gun violence or threats thereof; war, other hostilities and political and regional strife (including the risk that the current conflict between Ukraine and Russia or the conflicts in the Middle East expand in a manner that significantly impacts our business and operations); extreme weather conditions and natural disasters; the associated economic disruption due to concerns with high rates of infection, pandemics, contagious diseases or health epidemics, such as occurred during the COVID-19 pandemic, and the related increased governmental regulations or restrictions on and recommendations and warnings against travel in certain regions; lengthy power outages; increased pricing, financial instability and capacity constraints of air carriers; airline job actions and strikes; and potential for increases in gasoline and other fuel prices such as experienced in 2022.

Extreme weather conditions and natural disasters, whether resulting from climate change or other factors, such as increased frequency and severity of hurricanes, storms and floods, coastal erosion and flooding due to higher sea levels, increased temperatures, increased wildfires, tornadoes, earthquakes, typhoons, tsunamis, drought, volcanic eruptions and other factors, have in the past adversely impacted, and in the future will likely continue to adversely impact, the accessibility or desirability of travel to certain locations, including those areas where we or our affiliated resort owners have existing properties or may develop resort properties in the future. Additionally, increased regulations related to climate change could have an adverse impact on the leisure travel industry generally.

Further, Travel + Leisure Co. develops and manages resort properties and provides our exchange and travel club members access to resort properties throughout the world, a portion of which are in areas with greater exposure to the adverse effects of severe weather events and other natural disasters due to their location in coastal areas or states where wildfires are common or have increased in frequency, which could cause such resorts to suffer greater adverse effects from those events than the leisure travel industry faces in general. Based upon insurable property values as of December 31, 2024, 36% of our managed properties are located in Tier I windstorm exposure areas, 22% are located in high-risk wildfire-prone states, and 20% are located in areas with a high level of flood risk. In addition, based on the water risk assessment we conducted in 2024, we identified 59 managed resorts in high or extremely high water-stressed locations. Properties in these areas have in the past closed, and may in the future close, due to such extreme weather events and such closures have been, and in the future may be, extended for prolonged periods following such weather events while major damage is remedied and/or major renovations are undertaken and completed, whether to the resort properties themselves or to the surrounding infrastructure which supports such areas. Concern with climate change or increased extreme weather events may also impact customer preferences for future timeshare purchases, including potential decreased customer preference for geographic areas that may be viewed as subject to increased risk of extreme weather events.

Natural disasters, such as the recent severe wildfires in California and the hurricanes in Florida, have increasingly caused substantial and, in certain instances, unprecedented property damage which will likely materially impact property insurance markets. Coverage and insurance rates may materially impact resort ownership unit maintenance fees to timeshare owners which could potentially make vacation ownership less attractive to some consumers.

The particular geographic areas exposed to these extreme weather events and other natural disasters have increased in recent years to areas which had not historically been subject to such extreme conditions, including areas which we and our affiliated resort owners own or manage resort properties and, in the future, expect to develop additional or expanded resort properties.

Any of the foregoing disruptions would also likely adversely affect our affiliated resorts, our RCI affiliates and other developers of vacation ownership resorts and timeshare property owner associations in the impacted location(s), and our travel clubs, thereby impacting our operations and financial results.

We are subject to numerous business, financial, operating and other risks common to the timeshare industry and the leisure travel industry more broadly, any of which could reduce our revenues and our ability to make distributions and limit opportunities for growth.

Our business is subject to numerous business, financial, operating and other risks common to the timeshare industry and the leisure travel industry more broadly, such as adverse changes with respect to any of the following:

- consumer travel and vacation patterns and consumer preferences;
- increased or unanticipated operating costs, including as a result of recent inflationary pressures, and which may not be offset on a timely basis, or at all, by our ability or actions to increase our product pricing or maintenance fees;
- increased energy costs, labor shortages and increased labor costs as well as increases in minimum wage and health-care related costs, which may not be fully offset by price or fee increases in our business or otherwise;
- product and supply chain disruptions;
- desirability of geographic regions where resorts in or affiliated with our businesses are located;
- the supply and demand for exchange services and products, and travel subscription services and products;
- our ability to accurately plan for, predict, and satisfy future timeshare inventory needs, including through development of new properties, and optimally manage the amount of developer owned inventory we hold for sale, which has been and may in the future be adversely impacted by events and occurrences that affect vacation ownership tours and VOI sales, such as COVID-19 or other pandemics or health-related concerns;
- our ability to continue to attract customers for VOI purchases and upgrades at the levels we expect;
- our ability to operate our managed resorts and conduct tours of our properties;
- seasonality in our businesses, which may cause fluctuations in our operating results;
- the availability of acceptable financing and the cost of capital as they apply to us, our customers, our RCI affiliates and other developers of vacation ownership resorts and timeshare property owner associations;
- the quality of the services provided by affiliated resorts and properties in our exchange business or resorts in which we sell VOIs or by participants in the Wyndham Rewards loyalty program, which may adversely affect our image, reputation and brand value;
- success of any actions we may take to increase our exchange membership levels;
- our ability to develop and maintain relationships with marketing partners, including our Blue Thread marketing relationship with Wyndham Hotels;

- market perception of the timeshare industry and our ability to effectively respond to any reputational or brand issues that may arise from negative publicity from social media postings or media reports, which could damage our brands;
- our ability to develop and maintain positive relations and contractual arrangements with VOI owners, current and potential vacation exchange members, resorts with units that are exchanged through our exchange business and timeshare property owner associations;
- organized labor activities and associated litigation;
- adverse economic factors impacting the financial health of customers, which has impaired and could continue to impair our ability to collect outstanding fees or other amounts due or otherwise exercise our contractual rights;
- our effectiveness in keeping pace with technological developments as well as any failure to timely upgrade our technology infrastructure and efficiently manage upgrade projects to achieve our strategic planning expectations and to meet changing customer preferences and customer interfacing needs;
- our effectiveness with positive messaging, through social media platforms, our brand and our timeshare resorts and those resorts with which our exchange members may exchange vacation interests, and our ability to effectively respond to any negative messaging or comments on social media;
- our ability to effectively use data to achieve market intelligence and develop, manage and grow our core operations and strategic initiatives using such data and market intelligence;
- our ability to offer acceptable customer pricing for products and services, including in a time of economic uncertainty and higher borrowing costs;
- our ability to identify, obtain, train and retain industry specific talent (including digital, sales, marketing, and operational leadership skills) to execute our growth strategy and to address customer satisfaction;
- disruptions, including non-renewal or termination of agreements, in relationships with third parties (including marketing alliances, loyalty programs and other affiliations with third parties, including Wyndham Hotels);
- owners or other developers that have advance notes with us, or who have received loans or other financial arrangements incentives from us, who have experienced and may continue to experience financial difficulties;
- decrease in the supply of available exchange accommodations due to, among other reasons, a decrease in inventory included in the system (including as a result of extreme weather events such as have occurred in our geographic markets in recent years, ongoing property renovations or a decrease in member deposits) could adversely affect our exchange business;
- the viability of property owners' associations and the maintenance and refurbishment of vacation ownership properties that we manage, which depend on property owners' associations levying sufficient maintenance fees and the ability of members to pay such maintenance fees, particularly in times of economic downturn;
- decrease in or delays or cancellations of planned or future development or refurbishment projects, whether due to budgetary constraints of property owners' associations or otherwise, and the complexity with regard to removing properties from timeshare regimes when they can no longer be sustainably maintained;
- increases in maintenance fees, which could cause our product to become less attractive or less competitive;
- the level of unlawful or deceptive third-party VOI resale schemes, which could damage our reputation and brand value;
- the cost to develop vacation ownership properties and difficulties associated with obtaining required approvals in connection with development, liability under state and local laws with respect to any construction defects in the vacation ownership properties we develop, and risks related to real estate project development costs and completion;
- private resale of VOIs and the sale of VOIs on the secondary market, which could adversely affect our vacation ownership resorts, the prices at which we sell VOIs, and our exchange business;
- disputes with owners of VOIs, property owners' associations, and vacation exchange affiliation partners, which may result in litigation and the loss of management contracts;
- laws, regulations and legislation internationally and domestically, and on a federal, state or local level, concerning the leisure travel industry, which may make the operation of our business more onerous, more expensive or less profitable;
- our failure or inability to adequately protect and maintain our trademarks and other intellectual property rights; and
- consumers increased use of third-party internet travel intermediaries and peer-to-peer online networks to search for and book their lodging accommodations, which could adversely affect our vacation ownership and vacation exchange brands, travel clubs and travel subscription businesses, reservation systems, bookings and rates.

Any of these factors could increase our costs, reduce our revenues and profitability and otherwise adversely impact our opportunities for growth.

Our international operations are subject to additional risks not generally applicable to our domestic operations.

Our international operations are subject to numerous risks, including exposure to local economic conditions; potential adverse changes in the diplomatic relations of foreign countries with the U.S.; hostility from local populations; potential changes in the regulation of timeshare products by foreign countries, such as occurred in Australia; political instability; threats or acts of war, hostilities, or terrorism; the presence and acceptance of varying levels of business corruption in international markets and the effect of various anti-corruption and other laws; restrictions and taxes on the withdrawal of foreign investment and earnings; government policies against businesses or properties owned by non-U.S. citizens; investment restrictions or requirements; diminished ability to legally enforce our contractual rights in foreign countries; forced nationalization of assets by local, state or national governments; foreign exchange restrictions; fluctuations in foreign currency exchange rates, including negative impacts of the weakening of foreign currencies in geographic regions in which we operate relative to the U.S. dollar; our ability to, or our decision whether or not in particular instances to, hedge against foreign currency effects, and whether we are successful in any such hedging transactions; conflicts between local laws and U.S. laws including laws that impact our rights to protect our intellectual property; withholding and other taxes on remittances and other payments by subsidiaries; and changes in and application of foreign taxation structures including value added taxes. Any of these risks or any adverse outcome resulting from the financial instability or performance of foreign economies, the instability or weakening of other currencies and the related volatility on foreign exchange and interest rates, could impact our results of operations, financial position or cash flows.

We are subject to risks related to our vacation ownership receivables portfolio.

We are subject to risks that purchasers of VOIs who finance a portion of the purchase price default or otherwise delay payments on their loans due to adverse macro or personal economic conditions, third-party organizations that encourage defaults, or otherwise, which necessitates increases in loan loss reserves and adversely affects loan portfolio performance. In addition, in order to accelerate the growth of consumer financing income, we have taken actions to increase the percentage of the sale amount of VOIs that is financed by owners, which we also expect to increase the loan loss provision associated with such increased financed amount.

Financial difficulties of owners and customers, such as those that occurred during the COVID-19 pandemic and that generally occur during recessionary periods, could result in increased payment defaults and delinquencies. When defaults or delinquencies occur during the early part of the loan amortization period, we may not have recovered the marketing, selling, administrative and other costs associated with such VOIs. Additional costs are incurred in connection with the resale of repossessed VOIs, and the value we recover in a resale is not in all instances sufficient to cover the outstanding debt on the defaulted loan. During 2020, in response to COVID-19, we substantially increased our loan loss allowance on our vacation ownership receivables portfolio. At times we have had to, and in the future we may have to, increase our loan loss allowance above average historical levels again, whether due to a public health emergency, adverse economic conditions generally, increased customer default trends generally, or other causes.

The growth of our business and the execution of our business strategies depend on the services of our senior management and our associates.

We believe that our business success and future growth depends, in part, on the continued services of our senior management team, including our President and CEO, Michael D. Brown, and on our ability to successfully implement succession plans for members of our senior management team. The loss of any members of our senior management team, or the failure to identify qualified successors for such positions, could adversely affect our strategic growth and customer relationships, and impede our ability to execute our business strategies. Additionally, lack of sufficient effective leadership may lead to low morale, higher turnover, and decreased ability to execute our strategy. Also, insufficient numbers of talented associates could constrain our ability to maintain and expand our business. We compete with other companies both within and outside of our industry for talented personnel. If we cannot recruit, train, develop and retain sufficient numbers of talented associates, we could experience increased associate turnover, decreased guest satisfaction, low morale, inefficiency, or internal control failures.

Risks Related to Technology, Data Privacy and Cybersecurity

Failure to maintain the integrity of internal or customer data or to protect our systems from cyber-attacks could disrupt our business, damage our reputation, and subject us to significant costs, fines or lawsuits.

In connection with our business, we and our service providers collect and retain large volumes of certain types of personal and proprietary information pertaining to our customers, shareholders, and employees. Such information includes, but is not limited to, large volumes of customer credit and payment card information, customer travel documents, other identification documents, account numbers, and other personally identifiable information. We are subject to attack by cyber-criminals (including nation state-sponsored or nation state-supported organizations, terrorist organizations, criminal enterprises and other actors) operating

on a global basis attempting to gain access to such information as well as our source code information, and the integrity and protection of that customer, shareholder, and employee data and proprietary information is critical to us.

While we maintain what we believe are reasonable security controls over personal and proprietary information (including the personal information of customers, shareholders, and employees), and our information technology staff regularly assesses and identifies vulnerabilities in our information technology and cybersecurity systems and controls, breaches of or breakdowns in our systems that result in the theft, loss, access to, fraudulent use or other unauthorized release of personal, confidential or other proprietary information, source code information, or other data have occurred in the past and may occur in the future. While we have sought and will continue to seek to appropriately address and remedy these vulnerabilities as they are identified, we cannot assure you that all such vulnerabilities will be adequately or timely remediated to prevent unauthorized access to our information technology systems in the future.

In addition, any such cyber-attacks could persist for an extended period of time without detection, which could likely have a material adverse effect on our brands, reputation, customer confidence in us, business, financial condition and results of operations, as well as subject us to significant regulatory actions and fines, litigation, losses, third-party damages and other liabilities. Such a breach or a breakdown could also materially increase our costs to protect such information and to protect and insure against such risks. Our and our third-party service providers' vulnerability to attack exists in relation to known and unknown threats. As a consequence, the security measures we deploy are not perfect or impenetrable, and we may likely be unable to anticipate or prevent all unauthorized access attempts made on our systems or those of our third-party service providers.

Data breaches and other serious cyber incidents have increased globally, along with the sophistication of the methods and techniques of the intrusions and complexity of the attacks, including use of viruses, ransomware and other malicious software, phishing and other ever-evolving efforts to discover and exploit any design flaws, bugs or other security vulnerabilities. Continued geopolitical turmoil (including the ongoing conflict between Russia and Ukraine and the ongoing conflicts in the Middle East) has heightened the risk of cyber-attacks. We have experienced and likely will continue to experience, such cyber-attacks. Further, because methods used by third-party actors to obtain unauthorized access to or interference with information systems are ever-evolving, they may not be identified until long after they are used against a target and, as a result, our cybersecurity measures then in place may be inadequate in preventing any such intrusion or in identifying or assessing the breadth or significance of any such intrusion. Also, the same cybersecurity threats exist for the third parties with whom we interact (such as parties providing us software or services) or share information, and cyber-attacks on third parties with which we interact or which possess, use or have access to our customer, and other information have in the past adversely impacted us in the same way as a direct cyber-attack on us. Additionally, we currently have a hybrid work environment in which many corporate associates work both in the office and remotely on an ongoing basis. The increase in the number of our associates working remotely has increased certain risks to our business, including increased demand on our information technology resources and systems, and greater potential for phishing and other cybersecurity attacks.

While to date no such cyber-attacks have had, individually or in the aggregate, any known material adverse impact on our operations or financial results, we cannot guarantee that cyber-attacks have not gone generally undetected or without general recognition of magnitude or will not continue to occur in the future, any of which could materially adversely affect our brands, reputation, consumer confidence in us, costs, and profitability.

Our information technology infrastructure (including our, and our third-party service providers', information systems and legacy proprietary online reservation and management systems) has been and will likely continue to be vulnerable to system failures such as server malfunction or software or hardware failures, computer hacking, phishing attacks, user error, cyber-terrorism, loss of data, computer viruses, ransomware and malware installation, and other intentional or unintentional interference, negligence, fraud, misuse and other unauthorized attempts to access or interfere with these systems and our personal and proprietary information. In addition, as we continue to transition from our legacy systems to new, cloud-based technologies and other technology systems, we will likely continue to face issues that may negatively impact customers, other individuals and third parties. In addition, as we pursue new initiatives that are designed to improve our operations and cost structure, the expansion and implementation of new technologies and systems (including our increasing use, and the likely increasing use by our third-party service providers, of artificial intelligence ("AI") technologies) carries significant potential risks, including failure to operate as designed, potential loss of or corruption of information, changes in security processes, implementation delays, and disruption of operations. The increased scope and complexity of our information technology infrastructure and systems could contribute to the risk of future material security breaches or breakdowns, any of which could have a material adverse impact on our business, brands, reputation, and results of operations. Further, if we fail to fully assess, identify and address all cybersecurity risks associated with acquisitions (such as our recent acquisition of Accor Vacation Club) or fail successfully to integrate all information technology systems of such acquired businesses into and with our existing technology framework and cybersecurity controls, we would become increasingly vulnerable to all of the above risks.

Additionally, we are subject to federal, state, and international laws and regulations relating to the collection, use, retention, security and transfer of personally identifiable information and individual payment data. The information, security and privacy requirements imposed by such laws and regulations are constantly evolving and are becoming increasingly demanding in the U.S., both at the federal and state levels, and in other jurisdictions where we operate. Aspects of these laws and regulations, as well as their enforcement, remain unclear, and foreign laws and regulations are often more restrictive or burdensome than those in the U.S. Moreover, we have incurred and will likely continue to incur significant costs relating to compliance with these laws and regulations, including costs related to updating certain business practices and systems. Further, any changes to laws or regulations, including new restrictions or requirements applicable to our business, or an increase in enforcement of existing laws and regulations, such as restricting use or sharing of consumer data, including for marketing or advertising or limiting the use of, limiting our ability to provide certain consumer data to our customers, or otherwise regulating artificial intelligence (“AI”) and machine learning (including the use of algorithms and automated processing), could expose us to additional costs and liability. In addition, should we violate or not comply with any applicable laws, regulations, contractual requirements relating to data security and privacy, such as the recently adopted SEC rules requiring public companies to disclose material cybersecurity incidents to which they become subject on a Current Report on Form 8-K, or with our own privacy and security policies, either intentionally or unintentionally, or through the acts of intermediaries, it could have a material adverse effect on our brands, marketing, reputation, business, financial condition, and results of operations, as well as subject us to significant fines, litigation, losses, third-party damages and other liabilities.

We rely on information technologies and systems to operate our business, which involves reliance on third-party service providers and on uninterrupted operation of service facilities.

We rely on information technologies and systems to operate our business, which involves reliance on third-party service providers and on uninterrupted operation of service facilities, including those used for our travel clubs businesses, reservation systems, payments systems, vacation exchange systems, property management, communications, procurement, member record databases, call centers, operation of our loyalty programs and administrative systems. We also maintain physical facilities to support these systems and related services. Our backup systems and disaster recovery systems, or those of our third-party service providers, may be insufficient to address or prevent breakdown of systems, loss of critical information or prolonged interruption. A natural disaster, cyberattack, disruption or other impairment in our technology capabilities and service facilities (including IT systems, data centers and backup systems, or those of our third-party service providers) could result in denial or interruption of service, significant investment in resources to restore and remedy such systems, prolonged outages and interruption, financial losses, customer claims, litigation or damage to our reputation, or otherwise harm our business and financial results. In addition, any failure of our ability to provide our reservation systems, as a result of failures related to us or our third-party providers, may deter prospective resort owners from entering into agreements with us, and may expose us to liability from other parties with whom we have contracted to provide reservation services. Similarly, any failure to keep pace with developments in technology and technology infrastructures (including continuing upgrades to our technology systems which interface with customers), which is a significant part of our business, could impair our operations, financial results and competitive position.

Further, any failure to keep pace with new or innovative use of technologies (including digital technologies within the leisure travel and timeshare industry, as well as evolutionary changes in social media (including third-party social media sites) which consumers increasingly rely upon for assessments and decisions concerning travel and vacation information) could adversely impact our competitive position and future prospects. Our industry is marked by rapid technological developments and innovations (such as the use of AI and machine learning) and evolving industry standards. The development, adoption and use for AI and machine learning technologies are still in their early stages and the development of AI technologies is complex, involving technical challenges associated with achieving the desired level of accuracy, efficiency, and reliability. Developing, testing, and deploying resource-intensive AI systems may require additional investment and increase our costs and any failure of our business continuity planning as to any of these matters could have a material adverse impact on our business, brand, and financial results.

Risks Related to Indebtedness and Tax Treatment

We are subject to certain risks related to our indebtedness, hedging transactions, securitization of certain of our assets, surety bond requirements, the cost and availability of capital and the extension of credit by us.

We are a borrower of funds under credit facilities, credit lines, senior notes, and term loans and securitization financings. We use financial instruments to reduce or hedge our financial exposure to the effects of currency and interest rate fluctuations from time to time. We are required to post surety bonds in connection with our development and sales activities. In connection with

our debt obligations, hedging transactions, securitization of certain of our assets, surety bond requirements, the cost and availability of capital and the extension of credit by us, we are subject to numerous risks, including:

- the interest rates being charged on recently issued and floating rate corporate debt and securitized debt have increased significantly beginning in 2022 and higher interest costs on our debt may continue in the future, and although rates have fallen from their peak in 2023, we have not been able to and in the future likely will not be able to pass along the full amount of such costs to purchasers of VOIs to whom we provide financing;
- our cash flows from operations or available lines of credit may be insufficient to meet required payments of principal and interest, which could result in a default and acceleration of the underlying debt and other debt instruments that contain cross-default provisions;
- we may be unable to comply with the terms of the financial covenants under our revolving credit facility or other debt agreements, including a breach of the financial ratio tests, which could result in a default and acceleration of the underlying debt and under other debt and financial instruments that contain cross-default provisions;
- our leverage may adversely affect our ability to obtain additional financing on favorable terms or at all;
- our leverage requires the dedication of a significant portion of our cash flows to the payment of principal and interest thus reducing the availability of cash flows to fund working capital, capital expenditures, dividends, share repurchases or other operating needs and capital uses;
- negative ratings and/or downgrades of our debt by rating agencies have in the past increased interest rates on some of our debt instruments and if they recur in the future would likely increase our borrowing costs and could prevent us from obtaining additional financing on favorable terms or at all;
- failure or non-performance of counterparties to foreign exchange and interest rate hedging transactions could result in losses;
- an inability to securitize our vacation ownership loan receivables on terms acceptable to us or at all because of, among other factors, the performance of the vacation ownership loan receivables, adverse conditions in the market for vacation ownership loan-backed notes and asset-backed notes in general, and the risk that the actual amount of uncollectible accounts on our securitized vacation ownership loan receivables and other credit we extend is greater than expected;
- our liquidity, as it relates to our vacation ownership contract receivables (“VOCRs”) securitization program, could be adversely affected if we were to fail to renew or replace our conduit facilities on their expiration dates, or if a particular receivables pool were to fail to meet certain ratios, which could occur in certain instances if the default rates or other credit metrics of the underlying VOCRs deteriorate. Our ability to sell securities backed by our VOCRs depends on the continued ability and willingness of capital market participants to invest in such securities, which may be negatively affected by economic conditions, the credit quality of our VOCRs pools, and other market dynamics;
- breach of portfolio performance triggers under securitization transactions which if violated may result in a disruption or loss of cash flow from such transactions;
- a reduction in commitments from surety bond providers, which may impair our Vacation Ownership business by requiring us to escrow cash in order to meet regulatory requirements of certain states;
- prohibitive or increased cost, or inadequate availability, of capital could restrict the development or acquisition of vacation ownership resorts by us or by our third-party developers and as well as the financing of purchases of VOIs;
- increases in interest rates on consumer financing to VOI purchasers could diminish our VOI sales; and
- disruptions in the U.S. or global financial markets, and the failure of financial institutions that support our credit facilities, general economic conditions and market liquidity factors outside of our control, which may limit our access to short- and long-term financing, credit and capital.

Changes in U.S. federal, state and local or foreign tax law, interpretations of existing tax law, or adverse determinations by tax authorities, could increase our tax burden or otherwise adversely affect our financial condition or results of operations.

We are subject to taxation at the federal, state and local levels in the U.S., and various other countries and jurisdictions. Our future effective tax rate and future cash flows could be affected by changes in the composition of earnings in jurisdictions with differing tax rates, changes in statutory rates and other legislative changes, changes in the valuation of our deferred tax assets and liabilities, changes in determinations regarding the jurisdictions in which we are subject to tax, and our ability to repatriate earnings from foreign jurisdictions. From time to time, U.S. federal, state and local, and foreign governments make substantive changes to tax rules and their application. For example, effective beginning for the 2023 tax year, the Inflation Reduction Act of 2022 made changes to the U.S. corporate income tax system, including a 15% minimum tax on adjusted financial statement income for certain large corporations and a 1% excise tax on share repurchases. We currently are not subject to the 15%

minimum tax, but we will continue to monitor as this could change. Further changes to the tax laws may be contemplated both in the U.S. and certain other countries, which could result in materially higher corporate taxes than would be incurred under existing tax law and could otherwise adversely affect our financial condition or results of operations.

The international tax environment remains highly uncertain and increasingly complex as evidenced by initiatives put forth by the Organization for Economic Co-operation and Development (“OECD”), which includes the introduction of a global minimum tax at a rate of 15% under the OECD’s Pillar Two rules. A number of countries around the world have enacted or are in the process of enacting legislation implementing OECD’s Pillar Two rules. As of December 31, 2024, based on the countries in which we do business that have enacted legislation effective January 1, 2024, the impact of these rules to our financial statements was not material. For the rules effective January 1, 2025, we do expect the impact to increase our effective tax rate but overall the rules are not expected to have a material impact on our financial statements. This may change as other countries enact similar legislation and further guidance is released. We continue to closely monitor regulatory developments to assess potential impacts. The OECD may continue to release guidance, and enacting legislation may continue to be implemented, that could impact our assessment as to the impact of Pillar Two on our consolidated financial statements and operations.

We are subject to ongoing and periodic tax audits and disputes in U.S. federal and various state, local, and foreign jurisdictions. An unfavorable outcome from any tax audit could result in higher tax costs, penalties and interest, thereby adversely affecting our financial condition or results of operations.

We are responsible for certain of Avis Budget Group, Inc.'s contingent and other corporate liabilities.

Under the separation agreement and the tax sharing agreement that we executed with Cendant Corporation (now Avis Budget Group, Inc., “ABG”) and former ABG units, Realogy (now Anywhere Real Estate Inc.) and Travelport. Wyndham Worldwide and Anywhere Real Estate Inc. generally were responsible for 37.5% and 62.5% of certain of ABG’s contingent and other corporate liabilities and associated costs, including certain contingent and other corporate liabilities of ABG or its subsidiaries to the extent incurred on or prior to August 23, 2006. As a result of the completion of the Spin-off, Wyndham Hotels agreed to retain one-third of ABG’s contingent and other corporate liabilities and associated costs; therefore, we are responsible for 25% of these liabilities and costs subsequent to the Spin-off. These liabilities include those relating to certain of ABG’s terminated or divested businesses, including the sale of the North American and European vacation rentals businesses, the Travelport sale, certain ABG-related litigation, actions with respect to the separation plan and payments under certain contracts that were not allocated to any specific party in connection with the separation.

If any party responsible for the liabilities described above were to default on its obligations, the non-defaulting parties would be required to pay the amounts in default. Accordingly, we could under certain circumstances be obligated to pay amounts in excess of our share of the assumed obligations related to such liabilities, including associated costs.

We may incur impairment charges related to the fair value of our assets.

Changes to estimates or projections used to assess the fair value of our assets or operating results that are lower than our current estimates may cause us to incur impairment losses and require us to write-off all or a portion of the remaining value of our goodwill or other intangibles of companies we have acquired.

Our total assets include goodwill and other intangible assets. We evaluate our goodwill for impairment on an annual basis or at other times during the year if events or circumstances indicate that it is more likely than not that the fair value is below the carrying value. We may be required to record a significant non-cash impairment charge in our financial statements during the period in which any impairment of our goodwill, other intangible assets or other assets is determined, negatively impacting our results of operations and shareholders’ equity.

Risks Related to Legal, Regulatory and Reputational Matters

Negative public perception regarding our industry could have an adverse effect on our operations.

Negative public perception regarding our industry resulting from, among other things, consumer complaints regarding sales and marketing practices, consumer financing arrangements, and restrictions on exit related to our products, as well as negative comments or messaging on social media, could result in increased regulatory scrutiny and negative customer and public perceptions of us and one or more of our brands, which could result in significant reputational damage, more onerous laws, regulations, guidelines and enforcement interpretations in jurisdictions in which we operate. These actions may lead to operational delays or restrictions, as well as increased operating costs, regulatory burdens and risk of litigation, and decrease customers’ willingness to buy from us or to use our travel clubs or vacation exchange platforms.

Our business is subject to extensive regulation and the cost of compliance or failure to comply with such regulations may adversely affect us.

Our business is regulated by federal, state and local governments in the countries in which we operate. In addition, U.S. and international, federal, state and local regulators may enact new laws and regulations that may reduce our revenues, cause our expenses to increase or require us to modify our business practices substantially. We are, and may be in the future, subject to regulatory inquiries and investigations from time to time arising under laws and regulations applicable to our business, including, among others, those governing timeshare (including required government registrations), consumer financings and other lending, information security, data protection and privacy, credit card and payment card security standards, marketing, sales, consumer protection and advertising, unfair and deceptive trade practices, fraud, bribery and corruption, telemarketing (including do-not-call and call-recording regulations), licensing, labor, employment, anti-discrimination, health care, health and safety, accessibility, immigration, gaming, environmental (including climate change) and remediation, intellectual property, securities, stock exchange listing, accounting, tax and regulations applicable under the Dodd-Frank Act, Office of Foreign Asset Control, Americans with Disabilities Act, the Sherman Act, and the Foreign Corrupt Practices Act and local equivalents in international jurisdictions (including the United Kingdom Bribery Act). As a result, we may be subject to actions, fines, civil and/or criminal penalties, injunctions and potential criminal prosecution. In the past, when we have been subjected to regulatory inquiries or investigations, the amount of the fines involved were not material to our business, financial condition or results of operations. However, future fines, penalties or other remedies that regulators might seek to impose could materially adversely affect our business, financial condition or results of operations.

The insurance we carry may not always pay, or be sufficient to pay or reimburse us, for our liabilities, losses or replacement costs.

We carry insurance for general liability, property, business interruption, cybersecurity, directors and officers (“D&O”), and other insurable risks with respect to our business operations. We also self-insure for certain risks up to certain monetary limits. The terms and conditions or the amounts of coverage of our insurance may not at all times be sufficient to pay or reimburse us for the amount of our liabilities, losses or replacement costs. There are risks for which we do not carry insurance for the full range of possible outcomes or at all concerning a potential loss or liability, due to the cost, availability or terms and conditions of such insurance. As a result, we may incur liabilities or losses in the operation of our business that are substantial and not sufficiently covered by the insurance we maintain, or at all, which could have a material adverse effect on our business, financial condition and results of operations. Following the significant property and casualty losses incurred by the insurance industry due to hurricanes, wildfires, cybersecurity breaches and other events, as well as market dynamics (such as those resulting from the recent rapid increase in interest rates), insurance costs have increased and may be higher (and availability may be lower) in future periods. In addition, increased storm intensity, increased wildfires and rising sea levels as well as other natural disasters, whether resulting from climate change or other factors, have increased and will likely in the future increase the cost and decrease the available coverage levels of property insurance, particularly in certain geographies which have been or may be viewed as more likely in the future to be subject to such events and natural disasters.

We are subject to risks related to environmental, social and governance activities.

Many factors influence our reputation and the value of our brands, including the perception held by our customers and other key stakeholders and the communities in which we do business. Our business faces increasing scrutiny related to environmental, social and governance activities and risk of damage to our reputation and the value of our brands if we fail to act responsibly or comply with regulatory requirements in a number of areas, such as business ethics and compliance, safety and security, responsible tourism, public health, environmental stewardship and sustainability, supply chain management, climate change, diversity, human rights and modern slavery, philanthropy and support for local communities.

We have publicly stated our goals related to environmental sustainability, which include reducing our water intensity and GHG emissions (Scope 1 + Scope 2) and increasing our renewable energy consumption at our owned, managed, and leased assets. In part, we must work through applicable property owners’ associations that we do not control to achieve these goals. We may also take additional actions related to climate change and environmental sustainability voluntarily or in response to increased regulations in the future that would materially increase the costs to develop and operate our resorts, which could have an adverse impact on our profitability even though such actions may be necessary to increase the long-term sustainability of our business. We also must continue to develop appropriate internal and disclosure controls designed such that our disclosed achievements against our environmental goals are accurately reported.

Current and future international operations expose us to additional challenges and risks that may not be inherent in operating solely in the U.S. due to different social or cultural norms and practices that are not customary in the U.S., geographical distance and language barriers, including our ability to sell products and services, enforce intellectual property rights and staff and manage operations.

Risks Related to the Spin-Off

Our success depends in part on our ongoing relationship with Wyndham Hotels.

In connection with the Spin-off, we entered into a number of agreements with Wyndham Hotels that govern the ongoing relationships between Wyndham Hotels and Travel + Leisure Co. following the Spin-off. Our success depends, in part, on the maintenance of these ongoing relationships with Wyndham Hotels as well as Wyndham Hotels' performance of its obligations under these agreements. As we work to continue to expand our portfolio of vacation ownership brands beyond the brands we license from Wyndham Hotels, the operation of our Vacation Ownership business is evolving and becoming more complex. If we are unable to maintain a good relationship with Wyndham Hotels, or if Wyndham Hotels does not perform its obligations under these agreements, fails to protect the trademarks, trade names and intellectual property that we license from it or if these brands deteriorate or materially change in an adverse manner, or the reputation of these brands declines, our brand may be negatively affected, our profitability and revenues could decrease and our growth potential may be adversely affected. We also have successfully utilized and leveraged our relationship with Wyndham Hotels' loyalty program, which we refer to as Blue Thread, and any cessation of or adverse change in that loyalty program could be expected to materially adversely impact our business, growth strategy and financial results. There is also no assurance that this Blue Thread marketing source will continue to generate new owner tours at the level or with the volume per guest we have experienced to date.

We are responsible for certain contingent and other corporate liabilities incurred prior to the Spin-off.

In accordance with the agreements we entered into with Wyndham Hotels in connection with the Spin-off, Wyndham Hotels assumed one-third and Travel + Leisure Co. assumed two-thirds of certain contingent and other corporate liabilities of Wyndham Worldwide incurred prior to the Distribution, including liabilities of Wyndham Worldwide related to certain terminated or divested businesses, certain general corporate matters, and any actions with respect to the separation plan. See Note 27—*Transactions with Former Parent and Former Subsidiaries* to the Consolidated Financial Statements for a description of our obligations related to Wyndham Hotels. If Wyndham Hotels were to default on its obligations, we would be required to pay the amounts in default. Accordingly, we could under certain circumstances be obligated to pay amounts in excess of our share of the assumed obligations related to such liabilities, including associated costs.

Certain directors who serve on our Board also serve on the board of directors of and own common stock of Wyndham Hotels.

Certain directors who serve on our Board currently serve as directors of and/or own shares of common stock of Wyndham Hotels, which may create, or appear to create, conflicts of interest, in particular when our or Wyndham Hotels' management and directors face decisions that could have different implications for us and Wyndham Hotels, including the resolution of any issue regarding the terms of the agreements governing the Spin-off or governing the relationship between us and Wyndham Hotels or any other commercial agreements entered into in the future between Travel + Leisure Co. and Wyndham Hotels.

Risks Related to the Ownership of Our Common Stock

The trading price of our shares of common stock may continue to fluctuate.

The trading price of our common stock may continue to fluctuate depending upon many factors, some of which may be beyond our control, including our quarterly or annual earnings or earnings outlook or those of other companies in our industry; customer acceptance and success of our strategic growth initiatives; actual or anticipated fluctuations in our operating results due to seasonality, economic conditions, including increased inflation and higher interest rates, and other factors related to our business; our credit ratings; announcements by us or our competitors of significant acquisitions or dispositions; lower than expected earnings or revenues or outlook for such financial measures, changes in earnings or revenues estimates by us or by securities analysts or our ability to meet those estimates; the operating and stock price performance of comparable companies; and overall market fluctuations. Stock markets in general have experienced volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the trading price of our common stock.

Provisions in our certificate of incorporation and by-laws and under Delaware law may prevent or delay an acquisition of Travel + Leisure Co. which could impact the trading price of our common stock.

Our certificate of incorporation and by-laws and Delaware law contain provisions that are intended to deter coercive takeover practices and inadequate takeover bids. These provisions include that shareholders do not have the right to act by written consent, rules regarding how shareholders may present proposals or nominate directors for election at shareholder meetings, the right of our Board to issue preferred stock without shareholder approval and limitations on the right of shareholders to remove directors. Delaware law also imposes restrictions on mergers and other business combinations between us and any holder of 15% or more of our outstanding common stock. We believe these provisions protect our shareholders from coercive or otherwise unfair takeover tactics by requiring potential acquirers to negotiate with our Board and by providing our Board with

more time to assess any acquisition proposal. These provisions are not intended to make us immune from takeovers. However, these provisions apply even if the offer may be considered beneficial by some shareholders and could delay or prevent an acquisition that our Board determines is not in the best interests of our company and our shareholders.

We cannot provide assurance that we will continue to pay dividends or purchase shares of our common stock under our share repurchase program.

There can be no assurance that we will have sufficient cash or surplus under Delaware law to be able to continue to pay dividends or purchase shares of our common stock under our share repurchase program. This may result from higher than anticipated cash expenses, actual expenses exceeding contemplated costs, funding of capital expenditures, need to fund acquisitions or expected acquisitions, increases in reserves or lack of available capital. Our Board may also reduce or suspend the payment of dividends or suspend our share repurchase program if it deems such action to be in the best interests of our shareholders, such as our Board did when it reduced our dividend and suspended our share repurchase program in response to the COVID-19 pandemic. Although we have since increased our dividend and resumed our share repurchase program, we cannot provide assurance that our Board will not need to consider limitations, reductions or other restrictions on share repurchases and dividends in the future.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Our Board and management recognize the importance of maintaining the trust and confidence of our customers, business partners and employees. The Board provides oversight of our risk management program and cybersecurity represents an important component of our overall approach to enterprise risk management (“ERM”). Our cybersecurity policies, processes, and practices are integrated into our ERM program and are based on recognized frameworks established by the National Institute of Standards and Technology (“NIST”) and other applicable industry standards. In general, we seek to address cybersecurity risks through a cross-functional approach that is designed to preserve the confidentiality, security and availability of the digital information that we collect and store by identifying and mitigating cybersecurity threats and appropriately responding to cybersecurity incidents if and when they occur.

Cybersecurity Risk Management and Strategy

Our ERM program is designed to identify the top risks applicable to us and document risk mitigation plans and initiatives by management. We have identified, and we expect to continue to identify, cybersecurity threats as among the top risks that we face. As one of the critical elements of our overall ERM approach, our information security program is focused on the following key areas:

- **Governance:** As discussed in more detail below under “Cybersecurity Governance,” the Board’s oversight of cybersecurity risk management is supported primarily by the Audit Committee of the Board (the “Audit Committee”) and our Information and Privacy Risk Committee (“IPRC”), which is the key management-level governance body that oversees management of cybersecurity threat and data privacy risks.
- **Cross-Functional Approach:** Through the IPRC, we have implemented a cross-functional approach to managing cybersecurity threats and incidents, while also implementing controls and procedures that provide for the escalation of significant cybersecurity incidents, either in the form of a single unauthorized occurrence or a series of unauthorized occurrences, so that decisions regarding the public disclosure and reporting of such incidents can be made by appropriate members of management in a timely manner.
- **Threat Assessment:** We engage in an annual cybersecurity-focused risk assessment process, which helps identify our cybersecurity risks by comparing our processes to standards set by the NIST and by engaging third-party experts to attempt to infiltrate our information systems.
- **Technical Safeguards:** While no system is impenetrable, we deploy sophisticated technical safeguards that are intended to provide multiple layers of security designed to identify cybersecurity threats and protect our information systems from such threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls, which we evaluate and seek to improve through vulnerability assessments and cybersecurity threat intelligence. We leverage both internal and third-party resources to implement and monitor our technical security controls and perform threat and vulnerability assessments. Assessment results feed an iterative process intended to improve our cybersecurity posture and address the constantly evolving threat landscape on an on-going basis.
- **Third-Party Risk Management:** We maintain a risk-based approach to identifying and overseeing cybersecurity risks presented by third parties, including vendors, service providers and other external users of our systems, as well as the

systems of third parties that could adversely impact our business in the event of a cybersecurity incident affecting those third-party systems.

- **Education and Awareness:** We provide training for employees regarding cybersecurity threats as a means to equip our employees with effective tools to address cybersecurity threats, and to communicate our evolving information security policies, processes and practices.
- **Incident Response and Recovery Planning:** We have established and maintain incident response and recovery plans for critical systems, applications and business functions that address our response to a cybersecurity incident, and such plans are tested and evaluated on a periodic basis.

We describe whether and how risks from identified cybersecurity threats, including as a result of previous incidents, may materially affect, or are reasonably likely to materially affect our company, including our business strategy, results of operations, or financial condition, under the heading “*Failure to maintain the integrity of internal or customer data or to protect our systems from cyber-attacks could disrupt our business, damage our reputation, and subject us to significant costs, fines or lawsuits*” included as part of our risk factor disclosures included in Part I, Item 1A of this Annual Report filed on Form 10-K.

Cybersecurity Governance

The Board, primarily through the Audit Committee, provides oversight of our ERM process, including the management of risks arising from cybersecurity threats. The Audit Committee receives regular, quarterly presentations and reports from our Chief Technology Officer (“CTO”) and Chief Information Security Officer (“CISO”) on cybersecurity risks and management’s mitigation activities, which address a wide range of topics including our cybersecurity risk profile, recent developments, evolving standards, vulnerability assessments, third-party and independent reviews, the threat environment and significant newly identified risks, technological trends, and information security considerations arising with respect to our industry peers and third parties. In addition, the CTO and CISO provide the Audit Committee with timely information regarding significant cybersecurity incidents, as applicable.

The IPRC is the management-level governance body that oversees our management of cybersecurity threats and data privacy risks and supports the strategic goals of our information security programs. The IPRC also oversees the appropriate remediation and response to cybersecurity incidents in accordance with applicable legal and regulatory requirements as well as our Information Security Incident Response Plan. The executive sponsors of the IPRC are our Chief Financial Officer, Chief Operations Officer, CTO, and General Counsel and Corporate Secretary. The IPRC members include our CISO, the senior attorney in the privacy function, the senior attorney in the corporate and securities function, the Chief Accounting Officer, and the Managing Director, Travel and Membership. The CISO leads a team of information security professionals in the day-to-day execution of our information security program, which is discussed in more detail above under the heading “*Cybersecurity Risk Management and Strategy*.”

The CISO has served in various roles in information security and information technology for over 20 years for global travel, hospitality, casino, and energy companies along with consulting for both the U.S. Department of Defense and intelligence community. He holds an undergraduate degree in computer information systems, a master’s degree in business administration, and has attained the Certified Information Systems Security Professional certification. The CTO holds an undergraduate degree in computer science and a master’s degree in business administration and has served in various roles in information technology for over 30 years for global travel, hospitality, and finance companies, including serving as the Chief Technology Officer for Qatar Airways Group and Chief Information Officer for MGM Resorts International.

ITEM 2. PROPERTIES

Travel + Leisure Co. Corporate

Our corporate headquarters is located in a leased office at 6277 Sea Harbor Drive in Orlando, Florida, for which the lease expires in October 2025. We have executed a new lease which commences in November 2025 to relocate our corporate headquarters to 501 West Church Street in Orlando, Florida. The new lease will expire in 2040.

Vacation Ownership

Our Vacation Ownership business has its main corporate operations in Orlando, Florida, pursuant to several leases which begin to expire in 2025. Our Vacation Ownership business also has leased space in Las Vegas, Nevada; the Philippines; Australia; and Singapore, with various expiration dates between 2025 and 2056. In addition, our Vacation Ownership business utilizes 173 marketing and sales offices with 127 locations in the U.S. and the remaining locations in Australia, China, the Caribbean, Thailand, Mexico, Indonesia, Japan, Fiji, and New Zealand. Of these 173 marketing and sales offices, 70 are pursuant to leases

with various expiration dates between 2025 and 2056. All leases that are due to expire in 2025 are presently under review related to our ongoing requirements.

Travel and Membership

Our Travel and Membership business is headquartered in Orlando, Florida, pursuant to several leases which begin to expire in 2025. The business also owns one property in Indianapolis, Indiana, and one property in Mexico. There are 18 leased offices located in Europe, Latin America, Asia Pacific, North America, and Africa with expiration dates between 2025 and 2027. All leases that are due to expire in 2025 are presently under review related to our ongoing requirements.

ITEM 3. LEGAL PROCEEDINGS

We are involved in various claims and lawsuits arising in the ordinary course of business, none of which, in the opinion of management, is expected to have a material adverse effect on our results of operations, financial condition or cash flows. See Note 19—*Commitments and Contingencies* to the Consolidated Financial Statements for a description of claims and legal actions arising in the ordinary course of our business and Note 27—*Transactions with Former Parent and Former Subsidiaries* to the Consolidated Financial Statements for a description of our obligations regarding ABG contingent litigation, matters related to Wyndham Hotels, matters related to the European vacation rentals business, and matters related to the North American vacation rentals business.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Price of Common Stock

Our common stock is listed on the New York Stock Exchange under the symbol TNL. As of January 31, 2025, the number of stockholders of record was 4,006. The equity compensation plan information called for by Item 201(d) of Regulation S-K is set forth in Part III, Item 12 of this Annual Report on Form 10-K under the heading “*Equity Compensation Plan Information as of December 31, 2024.*”

Issuer Purchases of Equity Securities

Below is a summary of our Travel + Leisure Co. common stock repurchases by month for the quarter ended December 31, 2024:

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Publicly Announced Plan ^(b)
October 2024 (October 1-31)	431,192	\$ 46.36	431,192	\$ 488,990,447
November 2024 (November 1-30)	450,149	\$ 53.25	450,149	\$ 467,354,409
December 2024 (December 1-31)	493,311	\$ 52.75	493,311	\$ 441,333,148
Total ^(a)	1,374,652	\$ 50.91	1,374,652	\$ 441,333,148

^(a) Includes 25,318 shares purchased for which the trade date occurred in December 2024 and settled in January 2025.

^(b) Proceeds received from stock option exercises increase repurchase capacity under the plan.

On August 20, 2007, our Board of Directors (“Board”) authorized the repurchase of our common stock (the “Share Repurchase Program”). Under the Share Repurchase Program, we are authorized to repurchase shares through open market purchases, privately-negotiated transactions, or otherwise in accordance with applicable federal securities laws, including through Rule 10b5-1 trading plans and under Rule 10b-18 of the Exchange Act. The Share Repurchase Program has no time limit and may be suspended or discontinued completely at any time. The Board has since increased the capacity of the Share Repurchase Program 10 times, most recently in May 2024, by \$500 million, bringing the total authorization under the current program to \$7.0 billion. See the “*Management’s Discussion and Analysis of Financial Condition and Results of Operations - Share Repurchase Program*” section for further information on the Share Repurchase Program.

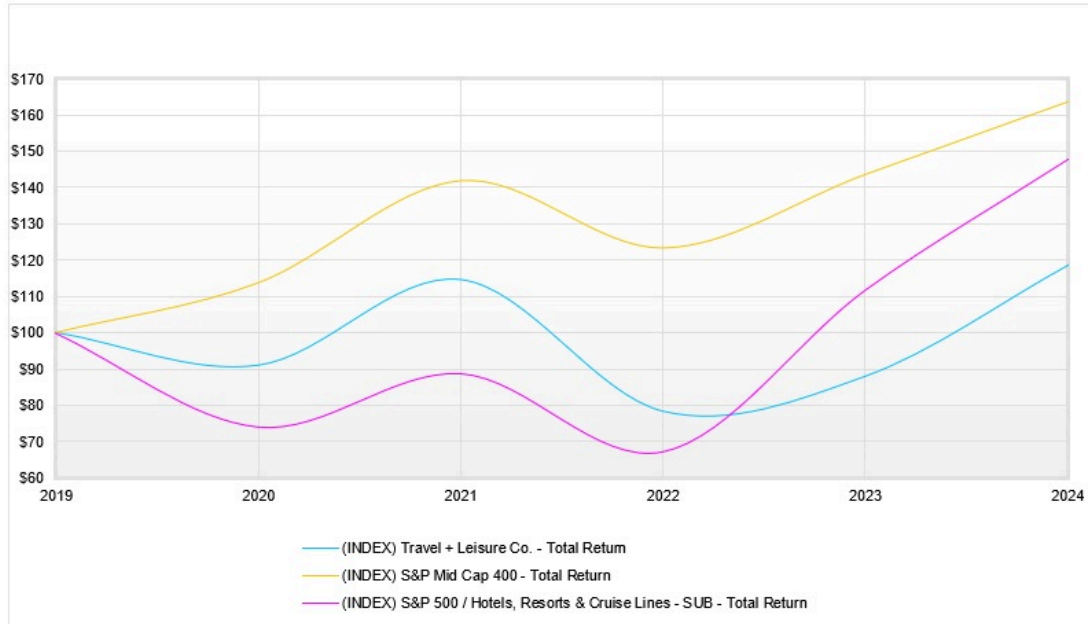
For a description of limitations on the payment of our dividends, see the “*Management’s Discussion and Analysis of Financial Condition and Results of Operations - Dividends.*”

Stock Performance Graph

The Stock Performance Graph is not deemed filed with the Securities and Exchange Commission (“SEC”) and shall not be deemed incorporated by reference into any of our prior or future filings made with the SEC.

The following Stock Performance Graph compares the cumulative total stockholder return of our common stock against the cumulative total returns of the Standard & Poor’s Rating Services (“S&P”) Midcap 400 index and the S&P Hotels, Resorts & Cruise Lines index for the period from December 31, 2019, to December 31, 2024. The graph assumes that \$100 was invested on December 31, 2019, and all dividends and other distributions were reinvested.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN ^(a)
 Among Travel + Leisure Co., the S&P Midcap 400 Index
 and the S&P Hotels, Resorts, & Cruise Lines Index



^(a) \$100 invested on December 31, 2019, in stock or index, including reinvestment of dividends.

Fiscal year ending December 31:	Cumulative Total Return					
	2019	2020	2021	2022	2023	2024
Travel + Leisure Co.	\$ 100.00	\$ 90.95	\$ 114.56	\$ 78.28	\$ 87.95	\$ 118.50
S&P Midcap 400	\$ 100.00	\$ 113.66	\$ 141.80	\$ 123.28	\$ 143.54	\$ 163.54
S&P Hotels, Resorts & Cruise Lines	\$ 100.00	\$ 74.12	\$ 88.83	\$ 67.29	\$ 111.92	\$ 147.93

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

ITEM 6. [Reserved]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

BUSINESS AND OVERVIEW

We are a global provider of hospitality services and travel products and operate our business in the following two segments:

- **Vacation Ownership** — develops, markets, and sells vacation ownership interests (“VOIs”) to individual consumers, provides consumer financing in connection with the sale of VOIs, and provides property management services at resorts. This segment is wholly comprised of our Vacation Ownership business line.
- **Travel and Membership** — operates a variety of travel businesses, including vacation exchange brands, travel technology platforms, travel memberships, and direct-to-consumer rentals. This segment is comprised of our Exchange and Travel Club business lines.

Economic Conditions and Key Business Trends

During 2024, our business saw strong demand for leisure travel which resulted in higher tours and Gross VOI sales at our Vacation Ownership business, as compared to the prior year. Our volume per guest (“VPG”) also continued to perform above pre-pandemic levels, despite VPG levels moderating in response to our strategic shift to increase our mix of new owners, which generally produce lower VPGs and lower close rates. This strategic shift was made to grow our pipeline of potential future owner upgrade sales.

The 2024 full-year results also reflect the impact of cost savings realized as a result of the strategic realignment of our Travel and Membership segment at the end of 2023 and the implementation of additional cost saving initiatives at this segment in the third quarter of 2024. As a result of these cost saving initiatives we saw an increase in net income and Adjusted EBITDA at this segment despite a decrease in revenue as compared to the prior year. The Travel and Membership segment was also benefited by pricing increases which led to higher revenue per transaction and served to partially offset the impact of lower transactions, as compared to the prior year. Lower transactions compared to the prior year were primarily the result of an increasing mix of exchange members with a club affiliation, who have a lower transaction propensity.

While we continue to benefit from the changes we made to our marketing criteria to strengthen sales efficiencies and improve the performance of our vacation ownership contract receivables (“VOCR”) portfolio, similar to a number of other companies, we are experiencing some pressure on our loan portfolio primarily due to an increase in delinquencies. We have also taken steps to increase the percentage of developer-financed sales since 2022 with the goal of accelerating growth in our consumer financing revenues, while also balancing our portfolio performance.

While we are experiencing the benefits of positive demand trends, the sustained effects of inflationary pressures over time, high interest rates, and risk of recession inherently result in uncertainty in business trends and consumer behavior. Although higher interest rates negatively impacted our interest expense during 2024, we have begun to experience improvements in the capital markets. We closed on three term securitizations during 2024 with lower blended interest rates and higher advance rates than our securitizations in 2023, with our last securitization of the year closing with the lowest coupon rate and advance rate we have achieved in over two years. Additionally, during the fourth quarter of 2024, we repriced and replaced the \$593 million outstanding balance on the 2023 Incremental Term Loan B facility and refinanced the \$282 million outstanding balance on the 2018 Term Loan B facility, which will provide future interest savings. We also expect benefits in the interest on our floating rate debt as a result of the Federal Reserve benchmark interest rate reductions, which totaled 100 basis points in the second half of 2024.

Our Vacation Ownership business is benefited by the fact that the majority of our owners do not have loans and are therefore less dependent on economic conditions when making travel decisions, which provides opportunities for upgrade sales. This business, and, to a greater extent, our Travel and Membership businesses are highly dependent on the health of the travel industry and we are subject to the other risks and uncertainties discussed in “*Risk Factors*” contained in Part I, Item 1A of this Annual Report on Form 10-K.

Accor Vacation Club Acquisition

On March 1, 2024, we acquired Accor Vacation Club for \$50 million (\$44 million net of cash acquired). Accor Vacation Club represents 24 resorts and nearly 30,000 members. This acquisition was undertaken to help the two companies establish a relationship to develop new timeshare products in the Asia Pacific, Middle East, Africa, and Türkiye regions under the Accor Vacation Club brand, leveraging the Travel + Leisure Co. global platform. Accor receives a percentage of vacation ownership sales revenue as a licensing fee under the exclusive licensing agreement and we receive the exclusive right to develop new vacation ownership clubs and products in the aforementioned regions, utilizing the Accor Vacation Club brand. This acquisition

is included within the Vacation Ownership segment. See Note 5—*Acquisitions* to the Consolidated Financial Statements for additional details.

Sports Illustrated Resorts

On September 11, 2023, we entered into an agreement to acquire the rights to the vacation ownership business of Sports Hospitality Ventures, LLC (“SHV”), and introduced a new concept for a network of sports-themed resort and lifestyle complexes in popular college towns and leisure destinations under the Sports Illustrated Resorts brand. The new resorts are anticipated to be developed using an asset-light development financing model. We are still early in the development of the Sports Illustrated Resorts portfolio but expect to begin sales within the next 9 to 18 months. This new product line is included within the Vacation Ownership segment. There is no immediate earnings impact for us, but we expect this business to drive incremental growth starting in 2026.

Pillar Two

The Organization for Economic Co-operation and Development (“OECD”), continues to put forth various initiatives, including Pillar Two rules which include the introduction of a global minimum tax at a rate of 15%. European Union member states agreed to implement the OECD’s Pillar Two rules with effective dates of January 1, 2024 and January 1, 2025, for different aspects of the directive and most have already enacted legislation. A number of other countries have also implemented similar legislation. As of December 31, 2024, based on the countries in which we do business that have enacted legislation effective January 1, 2024, the impact of these rules to our financial statements was not material. For the rules effective January 1, 2025, we do expect the impact to increase our effective tax rate but overall the rules are not expected to have a material impact on our financial statements. This may change as other countries enact similar legislation and further guidance is released. We continue to closely monitor regulatory developments to assess potential impacts.

SEGMENT OVERVIEW

Vacation Ownership

We develop, market, and sell VOIs to individual consumers, provide consumer financing in connection with the sale of VOIs, and provide property management services at resorts. Our sales of VOIs are either cash sales or developer-financed sales. Developer-financed sales are typically collateralized by the underlying VOI. Revenue is recognized on VOI sales upon transfer of control, which is defined as the point in time when a binding sales contract has been executed, the financing contract has been executed for the remaining transaction price, the statutory rescission period has expired, and the transaction price has been deemed to be collectible.

For developer-financed sales, we reduce the VOI sales transaction price by an estimate of uncollectible consideration at the time of the sale. Our estimates of uncollectible amounts are based largely on the results of our static pool analysis which relies on historical payment data by customer class.

We leverage a number of different tools to impact the percentage of developer-financed sales, such as offering credit cards and other third-party financing directly to consumers to facilitate cash down payments and sales while balancing our consumer default risk profile.

In connection with entering into a VOI sale, we may provide our customers with certain non-cash incentives, such as credits for future stays at our resorts. For those VOI sales, we allocate the sales price between the VOI sale and the non-cash incentive. Non-cash incentives generally have expiration periods of two years or less and are recognized at a point in time upon transfer of control.

We provide day-to-day property management services including oversight of housekeeping services, maintenance, and certain accounting and administrative services for property owners’ associations and clubs. These services may also include reservation and resort renovation activities. The initial terms of the property management agreements are generally between three to five years; however, the vast majority of the agreements provide a mechanism for an automatic one year renewal upon expiration of the terms. Our management agreements contain cancellation clauses, which allow for either party to cancel the agreement, by either a majority board vote or a majority vote of non-developer interests. We receive fees for such property management services which are collected monthly in advance and are based upon total costs to operate such resorts (or as services are provided in the case of resort renovation activities). Fees for property management services typically approximate 10% of budgeted operating expenses. We are entitled to consideration for reimbursement of costs incurred on behalf of the property owners’ association in providing management services (“reimbursable revenue”). These reimbursable costs principally relate to the payroll costs for management of the associations, club and resort properties where we are the employer and are reflected as a component of Operating expenses on the Consolidated Statements of Income. We reduce our management fees revenue for amounts paid to the property owners’ association that reflect maintenance fees for VOIs for which we retain ownership, as we

have concluded that such payments are consideration payable to a customer. Property management fee revenues and reimbursable revenues are recognized when the services are performed and are recorded as a component of Service and membership fees on the Consolidated Statements of Income.

Within our Vacation Ownership segment, we measure operating performance using the following key operating statistics: (i) gross VOI sales including sales under our Fee-for-Service program before the effect of loan loss provisions, (ii) tours, which represents the number of tours taken by guests in our efforts to sell VOIs, and (iii) volume per guest, which measures the efficiency of this business' efforts in generating sales from tours, is calculated by dividing the gross VOI sales (excluding telesales and virtual sales) by the number of tours. We have excluded non-tour sales in the calculation of VPG because they are generated by a different marketing channel.

Travel and Membership

We derive a majority of our revenues from membership dues and fees for facilitating members' trading of their timeshare intervals. Revenues from membership dues represent the fees paid by members or affiliated clubs on their behalf. As a provider of vacation exchange services, we enter into affiliation agreements with developers of vacation ownership properties to allow owners of VOIs to trade their intervals for intervals at other properties affiliated with our vacation exchange network and, for some members, for other leisure-related services and products. We recognize revenues from membership dues paid by the member on a straight-line basis over the membership period as the performance obligations are fulfilled through delivery of publications, if applicable, and by providing access to travel-related products and services. Estimated net contract consideration payable by affiliated clubs for memberships is recognized as revenue over the term of the contract with the affiliated club in proportion to the estimated average monthly member count. Such estimates are adjusted periodically for changes in the actual and forecasted member activity. For additional fees, members have the right to exchange their intervals for intervals at other properties affiliated with our vacation exchange networks and, for certain members, for other leisure-related services and products. We also derive revenue from facilitating bookings of travel accommodations that were acquired from various sources. Revenue is recognized when these transactions have been confirmed, net of expected cancellations.

Our vacation exchange business also derives revenues from programs with affiliated resorts, club servicing, and loyalty programs; and additional exchange-related products that provide members with the ability to protect trading power or points, extend the life of deposits, and combine two or more deposits for the opportunity to exchange into intervals with higher trading power. Revenues from other vacation exchange related product fees are deferred and recognized upon the occurrence of a future exchange, event, or other related transaction.

We earn revenue from our RCI Elite Rewards co-branded credit card program, which is primarily generated by cardholder spending and the enrollment of new cardholders. The advance payments received under the program are recognized as a contract liability until our performance obligations have been satisfied. The primary performance obligation for the program relates to brand performance services. Total contract consideration is estimated and recognized on a straight-line basis over the contract term.

Within our Travel and Membership segment, we measure operating performance using the following key operating statistics: (i) average number of exchange members, which represents paid members in our vacation exchange programs who are considered to be in good standing; (ii) transactions, which represents the number of exchanges and travel bookings recognized as revenue during the period, net of cancellations; and (iii) revenue per transaction, which represents transaction revenue divided by transactions. Transactions and revenue per transaction are provided in two categories: Exchange, which is primarily RCI, and Travel Club.

Other Items

We record property management service revenues for our Vacation Ownership segment and RCI Elite Rewards revenues for our Travel and Membership segment gross as a principal.

RESULTS OF OPERATIONS

We have two reportable segments: Vacation Ownership and Travel and Membership. The reportable segments presented below are those for which discrete financial information is available and which are utilized on a regular basis by the chief operating decision maker to assess performance and to allocate resources. In identifying our reportable segments, we also consider the nature of services provided by the operating segments. Management uses Adjusted EBITDA to assess the performance of the reportable segments. During the third quarter of 2024, we updated our definition of Adjusted EBITDA to exclude certain non-recurring costs directly incurred to integrate mergers and/or acquisitions into the existing business as these costs do not reflect recurring operating expenses. This change was made as a result of our acquisition of Accor Vacation Club. As this business is being further integrated into our operations, it has begun incurring certain discrete non-recurring costs directly attributable to

integration activities and we believe excluding these types of costs would assist investors in understanding our ongoing performance when considered with generally accepted accounting principles in the U.S. (“GAAP”) measures. We define Adjusted EBITDA as net income from continuing operations before depreciation and amortization, interest expense (excluding consumer financing interest), early extinguishment of debt, interest income (excluding consumer financing revenues) and income taxes. Adjusted EBITDA also excludes stock-based compensation costs, separation and restructuring costs, legacy items, transaction and integration costs associated with mergers, acquisitions, and divestitures, asset impairments/recoveries, gains and losses on sale/disposition of business, and items that meet the conditions of unusual and/or infrequent. Legacy items include the resolution of and adjustments to certain contingent assets and liabilities related to acquisitions of continuing businesses and dispositions, including the separation of Wyndham Hotels & Resorts, Inc. (“Wyndham Hotels”) and Avis Budget Group, Inc. (“ABG”) formerly Cendant Corporation, and the sale of the vacation rentals businesses. We believe that Adjusted EBITDA is a useful measure of performance for our segments which, when considered with GAAP measures, we believe gives a more complete understanding of our operating performance. Our presentation of Adjusted EBITDA may not be comparable to similarly-titled measures used by other companies.

OPERATING STATISTICS

The table below presents our operating statistics for the years ended December 31, 2024 and 2023. These operating statistics are the drivers of our revenues and therefore provide an enhanced understanding of our businesses. Refer to “The Year Ended December 31, 2024 vs. The Year Ended December 31, 2023” section for a discussion of how these operating statistics affected our business for the periods presented.

	Year Ended December 31,		% Change ^(h)
	2024	2023	
Vacation Ownership ^(a)			
Gross VOI sales (in millions) ^{(b) (i)}	\$ 2,293	\$ 2,149	6.7
Tours (in 000s) ^(c)	716	663	8.0
Volume per guest ^(d)	\$ 3,094	\$ 3,128	(1.1)
Travel and Membership ^(a)			
Transactions (in 000s) ^(e)			
Exchange	889	959	(7.2)
Travel Club	673	679	(1.0)
Total transactions	1,562	1,638	(4.6)
Revenue per transaction ^(f)			
Exchange	\$ 360	\$ 357	0.8
Travel Club	\$ 247	\$ 230	7.5
Total revenue per transaction	\$ 312	\$ 305	2.3
Average number of exchange members (in 000s) ^(g)	3,427	3,515	(2.5)

(a) Includes the impact of acquisitions from the acquisition dates forward.

(b) Represents total sales of VOIs, including sales under the Fee-for-Service program, before the effect of loan loss provisions. We believe that Gross VOI sales provides an enhanced understanding of the performance of our Vacation Ownership business because it directly measures the sales volume of this business during a given reporting period.

(c) Represents the number of tours taken by guests in our efforts to sell VOIs.

(d) VPG is calculated by dividing Gross VOI sales (excluding telesales and virtual sales) by the number of tours. We have excluded non-tour sales in the calculation of VPG because they are generated by a different marketing channel. We believe that VPG provides an enhanced understanding of the performance of our Vacation Ownership business because it directly measures the efficiency of this business' efforts in generating sales from tours during a given reporting period.

(e) Represents the number of exchanges and travel bookings recognized as revenue during the period, net of cancellations.

(f) Represents transaction revenue divided by transactions.

(g) Represents paid members in our vacation exchange programs who are considered to be in good standing.

(h) Percentage change may not calculate due to rounding.

(i) The following table provides a reconciliation of Vacation ownership interest sales, net to Gross VOI sales (in millions):

	Year Ended December 31,	
	2024	2023
Vacation ownership interest sales, net	\$ 1,721	\$ 1,582
Loan loss provision	432	348
Gross VOI sales, net of Fee-for-Service sales	2,153	1,930
Fee-for-Service sales ⁽¹⁾	140	219
Gross VOI sales	\$ 2,293	\$ 2,149

(1) Represents total sales of VOIs through our Fee-for-Service programs where inventory is sold through our sales and marketing channels for a commission. Fee-for-Service commission revenues were \$71 million and \$131 million for the years ended December 31, 2024 and 2023. These commissions are reported within Service and membership fees on the Consolidated Statements of Income.

THE YEAR ENDED DECEMBER 31, 2024 VS. THE YEAR ENDED DECEMBER 31, 2023

Our consolidated results are as follows (in millions):

	Year Ended December 31,		
	2024	2023	Favorable/ (Unfavorable)
Net revenues	\$ 3,864	\$ 3,750	\$ 114
Expenses	3,131	3,028	(103)
Loss on sale of business	—	2	2
Operating income	733	720	13
Interest expense	249	251	2
Interest (income)	(14)	(13)	1
Other (income), net	(15)	(3)	12
Income before income taxes	513	485	28
Provision for income taxes	135	94	(41)
Net income from continuing operations	378	391	(13)
Gain on disposal of discontinued business, net of income taxes	33	5	28
Net income attributable to Travel + Leisure Co. shareholders	\$ 411	\$ 396	\$ 15

Net revenues increased \$114 million during 2024 compared with 2023. This increase was unfavorably impacted by foreign currency of \$3 million (0.1%). Excluding the impacts of foreign currency, the increase in net revenues was primarily due to:

- \$131 million of increased revenues at our Vacation Ownership segment primarily due to an increase in net VOI sales as a result of increased tours, partially offset by a decrease in VPG due to a higher new owner transaction mix which generally produce lower VPGs; higher property management revenues resulting from higher property management fees and reimbursable revenues; and an increase in consumer financing revenues primarily due to a higher average portfolio balance; partially offset by a decrease in commission revenues due to lower volume of VOI Fee-for-Service sales as a result of fewer commitments. This increase in revenues was partially offset by
- \$14 million of decreased revenues at our Travel and Membership segment primarily due to a decrease in transaction revenue driven by lower transactions and an increasing mix of exchange members with a club affiliation who have a lower transaction propensity, partially offset by higher revenue per transaction resulting from price increases.

Expenses increased \$103 million during 2024 compared with 2023. This increase in expenses was favorably impacted by foreign currency of \$3 million (0.1%). Excluding the impacts of foreign currency, the increase in expenses was primarily the result of:

- \$64 million increase in sales and commission expenses at the Vacation Ownership segment due to higher Gross VOI sales, net of Fee-for-Service sales;
- \$43 million increase in marketing costs primarily due to an increase at our Vacation Ownership business in support of increased tour flow and new owner mix, partially offset by cost savings at the Travel and Membership segment;
- \$29 million increase in property management expenses due to higher reimbursable resort operating costs and expenses;
- \$24 million increase in consumer financing interest expense primarily due to a higher average non-recourse debt balance and increased weighted average coupon rate; and
- \$21 million increase in general and administrative expenses driven by variable compensation and other employee related costs.

These increases were partially offset by:

- \$39 million decrease in the cost of VOIs sold primarily due to product mix, partially offset by increased sales volume;
- \$39 million decrease in sales and commission expense for VOI Fee-for-Service sales due to lower volume; and
- \$10 million decrease in restructuring costs.

We recognized a loss on sale of business of \$2 million during 2023 resulting from the sale of the Love Home Swap business.

Interest expense decreased \$2 million during 2024 compared with 2023 primarily due to a lower average outstanding balance on corporate debt, partially offset by a higher weighted average interest rate on corporate borrowings.

Other income, net of other expense increased \$12 million during 2024 compared with 2023, primarily due to a \$7 million reduction in the fair value of contingent consideration associated with business acquisitions.

Our effective tax rates were 26.4% and 19.4% for the years ended December 31, 2024 and 2023. Our effective tax rate for 2023 is lower primarily due to the partial reversal of the valuation allowance related to our foreign tax credits based on our determination that it is more likely than not that the benefit will be realized.

Gain on disposal of discontinued business, net of income taxes increased \$28 million during 2024 compared with 2023 driven by the release of expired guarantees of \$32 million, net of tax in 2024, related to the sale of the European vacation rentals business.

As a result of these items, Net income attributable to Travel + Leisure Co. shareholders increased \$15 million in 2024 as compared with 2023.

The tables below present our segment information (see Note 23—*Segment Information* to the Consolidated Financial Statements for a breakout of significant expenses related to our reportable segments), followed by a discussion of each segment’s 2024 results compared to 2023 (in millions):

	Year Ended December 31,	
	2024	2023
Net revenues		
Vacation Ownership	\$ 3,171	\$ 3,041
Travel and Membership	695	711
Total reportable segments	3,866	3,752
Corporate and other ^(a)	(2)	(2)
Total Company	\$ 3,864	\$ 3,750

	Year Ended December 31,	
	2024	2023
Reconciliation of Net income to Adjusted EBITDA		
Net income attributable to Travel + Leisure Co. shareholders	\$ 411	\$ 396
Gain on disposal of discontinued business, net of income taxes	(33)	(5)
Interest expense	249	251
Interest (income)	(14)	(13)
Provision for income taxes	135	94
Depreciation and amortization	115	112
Stock-based compensation	40	36
Restructuring ^(b)	16	26
Legacy items	11	8
Asset impairments, net ^(c)	3	1
Acquisition and divestiture related costs	2	—
Integration costs	1	—
Loss on sale of business	—	2
Fair value change in contingent consideration	(7)	—
Adjusted EBITDA	\$ 929	\$ 908

	Year Ended December 31,	
	2024	2023
Adjusted EBITDA		
Vacation Ownership	\$ 764	\$ 729
Travel and Membership	251	247
Total reportable segments	1,015	976
Corporate and other ^(a)	(86)	(68)
Total Company	\$ 929	\$ 908

^(a) Includes the elimination of transactions between segments.

- (b) Includes \$1 million of stock-based compensation expense during 2024 associated with the 2022 restructuring plan and \$2 million of stock-based compensation expense during 2023 associated with the 2023 restructuring plan.
- (c) Includes \$1 million of inventory impairments for the year ended December 31, 2023, included within Cost of vacation ownership interests on the Consolidated Statements of Income.

Vacation Ownership

Net revenues increased \$130 million and Adjusted EBITDA increased \$35 million during 2024 compared with 2023. The net revenue and Adjusted EBITDA growth were not materially impacted by foreign currency.

The net revenue growth excluding the impact of foreign currency was primarily driven by:

- \$224 million increase in Gross VOI sales, net of Fee-for-Service sales, due to an 8.0% increase in tours, partially offset by a 1.1% decrease in VPG due to a higher new owner transaction mix (35% in the current year compared to 33% in the same period of 2023) which generally produce lower VPGs;
- \$32 million increase in property management revenues primarily due to higher management fees and reimbursable revenues; and a
- \$23 million increase in consumer financing revenues primarily due to a higher average portfolio balance.

These increases were partially offset by a \$84 million increase in our provision for loan losses primarily due to higher Gross VOI sales, net of Fee-for-Service sales and a higher provision rate resulting from a slight elevation in delinquencies and defaults, and a \$63 million decrease in commission revenues due to lower volume of VOI Fee-for-Service sales as a result of fewer commitments.

In addition to the revenue change explained above, Adjusted EBITDA was further impacted by:

- \$64 million increase in sales and commission expenses due to higher Gross VOI sales, net of Fee-for-Service sales;
- \$56 million increase in marketing costs in support of increased tour flow and new owner mix;
- \$29 million increase in property management expenses due to higher reimbursable resort operating costs and expenses; and a
- \$24 million increase in consumer financing interest expense primarily due to a higher average non-recourse debt balance and increased weighted average coupon rate.

These increases were partially offset by a \$39 million decrease in the cost of VOIs sold primarily due to product mix, partially offset by increased sales volume, and a \$39 million decrease in sales and commission expense for VOI Fee-for-Service sales due to lower volume.

Travel and Membership

Net revenues decreased \$16 million and Adjusted EBITDA increased \$4 million during 2024 compared with 2023. The net revenue decrease was unfavorably impacted by foreign currency of \$2 million (0.3%) and the Adjusted EBITDA growth was not materially impacted by foreign currency.

The decrease in net revenues, excluding the impact of foreign currency, was primarily driven by a \$11 million decrease in transaction revenue due to lower transactions, partially offset by higher revenue per transaction resulting from price increases; and a \$4 million decrease in subscription revenues. Transactions were impacted by an increasing mix of exchange members with a club affiliation who have a lower transaction propensity.

In addition to the revenue change explained above, Adjusted EBITDA excluding the impact of foreign currency was further impacted by:

- \$11 million of employee related cost savings related to the strategic restructuring of this segment; which focused on enhancing organizational efficiency and rationalizing operations including \$5 million of other operating expenses, \$4 million of marketing, and \$2 million of general and administrative; and
- \$9 million of additional marketing cost savings.

These savings were partially offset by a \$6 million increase in cost of sales due to a heavier weighting of rentals in addition to the revenue growth in Travel Clubs.

Corporate and other

Corporate and other revenue was flat during 2024 compared with 2023 primarily due to a \$3 million decrease in revenue from the insurance program we manage on behalf of homeowners associations; wholly offset by a \$3 million decrease in eliminated transactions between segments.

Adjusted EBITDA decreased \$18 million (26.5%) during 2024 compared with 2023 and was not materially impacted by foreign currency. The decrease in Adjusted EBITDA was primarily due to \$15 million of higher general and administrative costs driven by \$12 million of higher variable compensation and other employee related costs.

For a comparative review of our consolidated results of operations and those of our reportable segments for the fiscal years ended December 31, 2023 and 2022, refer to Part II, Item 7 of our Annual Report on Form 10-K filed with the SEC on February 21, 2024.

DISCONTINUED OPERATIONS

During 2024, 2023, and 2022, we recognized \$33 million, \$5 million, and \$1 million within Gain on disposal of discontinued business, net of income taxes on the Consolidated Statements of Income.

During 2024, we had \$1 million of Net cash provided by investing activities from discontinued operations and in 2022 we had \$5 million of Net cash used in investing activities from discontinued operations on the Consolidated Statements of Cash Flows.

See Note 6—*Discontinued Operations* to the Consolidated Financial Statements for additional details of our discontinued operations.

RESTRUCTURING PLANS

2024 Restructuring Plan

During 2024, we incurred \$15 million of restructuring charges associated with the 2024 restructuring plan. These charges included personnel-related costs resulting from a reduction of approximately 300 employees and other expenses. These charges consisted of (i) \$10 million of personnel-related costs at the Travel and Membership segment, (ii) \$3 million of personnel-related costs at our corporate operations, and (iii) \$2 million of personnel-related costs at the Vacation Ownership segment. All material initiative and related expenses have been incurred as of December 31, 2024. We reduced our 2024 restructuring liability by \$7 million of cash payments during 2024. The remaining 2024 restructuring liability of \$8 million is expected to be paid by the end of 2026.

2023 Restructuring Plan

We incurred \$26 million of restructuring charges during the year ended December 31, 2023. These actions were primarily focused on enhancing organizational efficiency and rationalizing operations. These charges included personnel-related costs resulting from a reduction of approximately 250 employees and other expenses. As part of this restructuring plan, we also decided to decrease our facilities by closing our owned office in Indianapolis, Indiana, and exiting other leased locations. The charges consisted of (i) \$11 million of personnel-related costs at the Travel and Membership segment, (ii) \$9 million of personnel-related costs and \$1 million of lease costs at the Vacation Ownership segment, and (iii) \$5 million of personnel-related costs at our corporate operations. These restructuring charges included \$2 million of accelerated stock-based compensation expense. We reduced our 2023 restructuring liability by \$14 million and \$8 million of cash payments during the years ended December 31, 2024 and 2023. The remaining 2023 restructuring liability of less than \$1 million is expected to be paid by the end of 2025.

2022 Restructuring Plan

We incurred \$14 million of restructuring charges during the year ended December 31, 2022. These charges were associated with certain positions that were made redundant based upon changes to our organizational structure, primarily within the Travel and Membership segment. The charges consisted of (i) \$9 million of personnel costs at the Travel and Membership segment, (ii) \$3 million of lease and personnel-related costs at the Vacation Ownership segment, and (iii) \$2 million of personnel-related costs at our corporate operations. These restructuring charges included \$3 million of accelerated stock-based compensation expense. During 2024, we recognized an additional \$1 million of stock-based compensation expense associated with the 2022 restructuring plan. The 2022 restructuring liability was reduced by \$1 million, \$7 million, and \$5 million of cash payments during the years ended December 31, 2024, 2023, and 2022. As of December 31, 2024, the 2022 restructuring liability has been fully settled.

See Note 26—*Restructuring* to the Consolidated Financial Statements for additional details of our restructuring activities.

FINANCIAL CONDITION

(In millions)	As of December 31,		Change
	2024	2023	
Total assets	\$ 6,735	\$ 6,738	\$ (3)
Total liabilities	\$ 7,615	\$ 7,655	\$ (40)
Total deficit	\$ (880)	\$ (917)	\$ 37

Total assets decreased \$3 million from December 31, 2023 to December 31, 2024, due to:

- \$115 million decrease in Cash and cash equivalents primarily driven by repayment of the \$300 million 5.65% notes which were due in April of 2024, \$234 million of share repurchases, \$142 million of dividend payments, \$81 million of property and equipment additions, and \$44 million of net payments related to the acquisition of Accor Vacation Club, partially offset by \$464 million of net cash provided by operating activities, \$196 million of net borrowings on the revolving credit facility, and \$62 million of net proceeds on non-recourse debt;
- \$64 million decrease in Property and equipment, net driven by \$56 million of net transfers of completed VOI inventory from Property and equipment to Inventory;
- \$24 million decrease in Trade receivables, net due to net collections of \$15 million of developer receivables and \$11 million of property management fees; and a
- \$15 million decrease in Prepaid expenses driven by a \$9 million decrease in prepaid maintenance fees.

These decreases were partially offset by:

- \$92 million increase in Inventory driven by \$126 million of inventory acquisitions, including the \$9 million from the Accor Vacation Club purchase; and \$56 million of net transfers of completed VOI inventory from property and equipment; partially offset by \$92 million for the sale of VOI inventory;
- \$92 million increase in Vacation ownership contract receivables, net, driven by \$1.53 billion of VOI originations, partially offset by \$983 million of principal collections and net provision for loan losses of \$432 million; and a
- \$31 million increase in Other assets driven by an increase of \$35 million related to timing of payroll payments.

Total liabilities decreased \$40 million from December 31, 2023 to December 31, 2024, primarily due to:

- \$107 million decrease in Debt driven by repayment of the \$300 million 5.65% notes which were due in April of 2024, partially offset by \$196 million of net borrowings on the revolving credit facility; and a
- \$29 million decrease in Accrued expenses and other liabilities primarily due to the release of a \$36 million accrual related to the expiration of certain guarantees associated with the European vacation rentals business, a \$17 million decrease in deferred contingent consideration due to a \$10 million payment related to the Travel + Leisure brand acquisition and a \$7 million fair value adjustment to contingent consideration related to the Playbook365 acquisition, and a \$10 million decrease in accrued restructuring, partially offset by a \$34 million increase in accrued payroll and related costs, primarily employee bonus and commissions.

These decreases were partially offset by a:

- \$52 million increase in Non-recourse vacation ownership debt primarily due to \$62 million net borrowings, partially offset by \$9 million of foreign exchange impacts;
- \$35 million increase in Deferred income taxes primarily due to installment sales; and a
- \$15 million increase in Deferred income due to increases of \$15 million in deferred co-branded credit card programs, \$6 million of VOI trial package revenue, and \$5 million of VOI incentive revenue, partially offset by a \$10 million decrease in deferred subscription revenue.

Total deficit decreased \$37 million from December 31, 2023 to December 31, 2024, primarily due to \$411 million of Net income attributable to Travel + Leisure Co. shareholders and a \$49 million increase in additional paid-in capital, primarily due to stock-based compensation; partially offset by \$235 million of share repurchases and \$144 million of dividends, and \$42 million of unfavorable currency translation adjustments driven by fluctuations in exchange rates, primarily the Australian Dollar, Euro, and the British Pound Sterling.

LIQUIDITY AND CAPITAL RESOURCES

We believe that we have sufficient sources of liquidity to meet our expected ongoing short-term and long-term cash needs, including capital expenditures, operational and/or strategic opportunities, and expenditures for human capital, intellectual property, contractual obligations, off-balance sheet arrangements, and other such requirements. Our net cash from operations

and cash and cash equivalents are key sources of liquidity along with our revolving credit facility, bank conduit facilities, and continued access to debt markets. We believe these anticipated sources of liquidity are sufficient to meet our expected ongoing short-term and long-term cash needs, including the repayment of our \$350 million notes due in October 2025. Our discussion below highlights these sources of liquidity and how they have been utilized to support our cash needs.

Cash and Cash Equivalents

As of December 31, 2024, we had \$167 million of Cash and cash equivalents, which includes highly-liquid investments with an original maturity of three months or less.

\$1.0 Billion Revolving Credit Facility

We generally utilize our revolving credit facility to finance our short-term to medium-term business operations, as needed. The facility expires in October 2026 and had \$803 million of available capacity as of December 31, 2024.

The revolving credit facility and term loan B facilities are subject to covenants including the maintenance of specific financial ratios as defined in the credit agreement. The financial ratio covenants consist of a minimum interest coverage ratio of no less than 2.50 to 1.0 as of the measurement date and a maximum first lien leverage ratio not to exceed 4.25 to 1.0 as of the measurement date. The interest coverage ratio is calculated by dividing consolidated EBITDA (as defined in the credit agreement) by consolidated interest expense (as defined in the credit agreement), both as measured on a trailing 12-month basis preceding the measurement date. The first lien leverage ratio is calculated by dividing consolidated first lien debt (as defined in the credit agreement) as of the measurement date by consolidated EBITDA (as defined in the credit agreement) as measured on a trailing 12-month basis preceding the measurement date. Our first lien leverage ratio determines the interest rate spread on revolver borrowings and fees associated with letters of credit, which subjects them to fluctuation.

As of December 31, 2024, our interest coverage ratio was 4.40 to 1.0 and our first lien leverage ratio was 3.32 to 1.0. These ratios do not include interest expense or indebtedness related to any qualified securitization financing (as defined in the credit agreement). As of December 31, 2024, we were in compliance with the financial covenants described above.

Secured Notes and Term Loan B facilities

We generally utilize borrowing via secured note issuances to meet our long-term financing needs. During 2024, we amended the credit agreement governing our revolving credit facility and term loan B facilities (“Sixth Amendment”). The Sixth Amendment repriced and replaced the \$593 million outstanding balance on the 2023 Incremental Term Loan B facility and refinanced the \$282 million outstanding balance on the 2018 Term Loan B facility which was due May 2025. This amendment accomplished the dual benefit of extending the maturity of our 2018 Term Loan B facility and providing future interest savings. The resulting new \$875 million 2024 Term Loan B facility matures on December 14, 2029. This transaction reinforces our expectation that we will maintain adequate liquidity for the next year and beyond. As of December 31, 2024, we had \$3.25 billion of outstanding borrowings under our secured notes and term loan B facility with maturities ranging from 2025 to 2030.

Non-recourse Vacation Ownership Debt

Our Vacation Ownership business finances certain of its VOCRs through (i) asset-backed conduit facilities and (ii) term asset-backed securitizations, all of which are non-recourse to us with respect to principal and interest. For the securitizations, we pool qualifying VOCRs and sell them to bankruptcy-remote entities, all of which are consolidated into the accompanying Consolidated Balance Sheets. We plan to continue using these sources to finance certain VOCRs. On December 20, 2024, we renewed our AUD/NZD bank conduit facility, extending its term through December 2026. We believe that our USD bank conduit facility and our AUD/NZD bank conduit facility, amounting to a combined capacity of \$738 million (\$361 million available as of December 31, 2024), along with our ability to issue term asset-backed securities, provide sufficient liquidity to finance the sale of VOIs beyond the next year.

We closed on securitization financings of \$1.05 billion, \$1.09 billion, and \$800 million during 2024, 2023, and 2022. These transactions positively impacted our liquidity and reinforce our expectation that we will maintain adequate liquidity for the next year and beyond.

Our liquidity position may be negatively affected by unfavorable conditions in the capital markets in which we operate or if our VOCR portfolios do not meet specified portfolio credit parameters. Our liquidity, as it relates to our VOCR securitization program, could be adversely affected if we were to fail to renew or replace our conduit facilities on their expiration dates, or if a particular receivables pool were to fail to meet certain ratios, which could occur in certain instances if the default rates or other credit metrics of the underlying VOCRs deteriorate. Our ability to sell securities backed by our VOCRs depends on the continued ability and willingness of capital market participants to invest in such securities.

Each of our non-recourse securitized term notes and the bank conduit facilities contain various triggers relating to the performance of the applicable loan pools. If the VOCR pool that collateralizes one of our securitization notes fails to perform within the parameters established by the contractual triggers (such as higher default or delinquency rates), there are provisions pursuant to which the cash flows for that pool will be maintained in the securitization as extra collateral for the note holders or applied to accelerate the repayment of outstanding principal to the note holders. As of December 31, 2024, all of our securitized loan pools were in compliance with applicable contractual triggers.

We may, from time to time, depending on market conditions and other factors, repurchase our outstanding indebtedness, whether or not such indebtedness trades above or below its face amount, for cash and/or in exchange for other securities or other consideration, in each case in open market purchases and/or privately negotiated transactions.

For additional details regarding our credit facilities, term loan B facilities, and non-recourse debt see Note 15—*Debt* to the Consolidated Financial Statements.

Material Cash Requirements

The following table summarizes material future contractual obligations of our continuing operations (in millions). We plan to fund these obligations along with our other cash requirements, with net cash from operations, cash and cash equivalents, and through the use of our revolving credit facilities, bank conduit facilities, and continued access to debt markets.

	2025	2026	2027	2028	2029	Thereafter	Total
Debt ^(a)	\$ 368	\$ 861	\$ 413	\$ 10	\$ 1,475	\$ 350	\$ 3,477
Non-recourse debt ^(b)	210	447	202	206	211	870	2,146
Interest on debt ^(c)	327	262	189	171	153	27	1,129
Purchase commitments ^(d)	211	152	221	95	5	93	777
Operating leases	27	18	16	13	10	10	94
Total ^(e)	\$ 1,143	\$ 1,740	\$ 1,041	\$ 495	\$ 1,854	\$ 1,350	\$ 7,623

^(a) Represents required principal payments on notes, term loans, and finance leases.

^(b) Represents required principal payments on debt that is securitized through bankruptcy-remote special purpose entities, the creditors of which have no recourse to us for principal and interest.

^(c) Includes interest on debt and non-recourse debt; estimated using the stated interest rates.

^(d) Includes \$502 million for marketing related activities, \$116 million relating to the development of vacation ownership properties, and \$106 million for information technology activities.

^(e) Excludes a \$30 million liability for unrecognized tax benefits as it is not reasonably estimable to determine the periods in which such liability would be settled with the respective tax authorities.

In addition to the amounts shown in the table above and in connection with our separation from ABG, we entered into certain guarantee commitments with ABG (pursuant to our assumption of certain liabilities and our obligation to indemnify ABG, Anywhere Real Estate Inc., and Travelport for such liabilities) and guarantee commitments related to deferred compensation arrangements with ABG and Anywhere Real Estate Inc. We also entered into certain guarantee commitments and indemnifications related to the sale of our vacation rentals businesses. For information on matters related to our former parent and subsidiaries see Note 27—*Transactions with Former Parent and Former Subsidiaries* to the Consolidated Financial Statements.

In addition to the key contractual obligation and separation related commitments described above, we have the following other commercial commitments and off-balance sheet arrangements.

We enter into agreements that contain standard guarantees and indemnities whereby we indemnify another party for specified breaches of, or third-party claims relating to, an underlying agreement. Such underlying agreements are typically entered into by one of our subsidiaries. The various underlying agreements generally govern purchases, sales or outsourcing of products or services, leases of real estate, licensing of software and/or development of vacation ownership properties, customer data safeguards, access to credit facilities, derivatives, and issuances of debt securities. We also provide corporate guarantees for our operating business units relating to merchant credit-card processing for prepaid customer stays and other deposits. While a majority of these guarantees and indemnifications extend only for the duration of the underlying agreement, some survive the expiration of the agreement. We are not able to estimate the maximum potential amount of future payments to be made under these guarantees and indemnifications as the triggering events are not predictable. In certain cases we receive offsetting indemnifications from third-parties and/or maintain insurance coverage that may mitigate any potential payments.

Our Vacation Ownership business provides guarantees to certain owners' associations for funds required to operate and maintain vacation ownership properties in excess of assessments collected from owners of the VOIs. We may be required to fund such a shortfall as a result of unsold company-owned VOIs or failure by owners to pay such assessments. In addition, from time to time, we may agree to reimburse certain owner associations up to 75% of their uncollected assessments. These guarantees extend for the duration of the underlying subsidy or similar agreement (which generally approximate one year and are renewable at our discretion on an annual basis). The maximum potential future payments that we could be required to make under these guarantees was \$452 million as of December 31, 2024. We would only be required to pay this maximum amount if none of the assessed owners paid their assessments. Any assessments collected from the owners of the VOIs would reduce the maximum potential amount of future payments we would be required to make. Additionally, should we be required to fund the deficit through the payment of any owners' assessments under these guarantees, we would be permitted to use that property to engage in revenue-producing activities such as rentals. During 2024, 2023, and 2022, we made payments related to these guarantees of \$13 million, \$12 million, and \$12 million. As of December 31, 2024 and 2023, we maintained a liability in connection with these guarantees of \$17 million and \$21 million included within Accrued expenses and other liabilities on the Consolidated Balance Sheets.

As part of the Fee-for-Service program, we may guarantee to reimburse the developer or to purchase inventory from the developer, for a percentage of the original sale price if certain future conditions exist. As of December 31, 2024, the maximum potential future payments that we may be required to make under these guarantees is \$55 million. As of December 31, 2024 and 2023, we had no recognized liabilities in connection with these guarantees.

We generally utilize letters of credit to support the securitization of VOCR fundings, certain insurance policies, and development activities in our Vacation Ownership business. As of December 31, 2024, we had \$45 million of irrevocable standby letters of credit outstanding, \$1 million of which were under our revolving credit facility. As of December 31, 2023, we had \$47 million of irrevocable standby letters of credit outstanding, \$2 million of which were under our revolving credit facility.

We also utilize surety bonds in our Vacation Ownership business for sales and development transactions in order to meet regulatory requirements of certain states. In the ordinary course of our business, we have assembled commitments from 13 surety providers in the amount of \$2.38 billion, of which we had \$550 million outstanding as of December 31, 2024. The availability, terms and conditions, and pricing of bonding capacity are dependent on, among other things, continued financial strength and stability of the insurance company affiliates providing the bonding capacity, general availability of such capacity, and our corporate credit rating. If the bonding capacity is unavailable or, alternatively, the terms and conditions and pricing of the bonding capacity are unacceptable to us, our Vacation Ownership business could be negatively impacted.

We have company sponsored severance plans in place for certain employees in the event of involuntary terminations, other than for cause. As of December 31, 2024, our maximum obligation under these severance plans was \$204 million. Refer to the Proxy Statement for our 2025 Annual Meeting of Shareholders under the captions "Compensation of Directors," "Executive Compensation" and "Committees of the Board" for additional details regarding executive compensation.

Our secured debt is rated Ba3 with a "stable outlook" by Moody's Investors Service, Inc., BB- with a "stable outlook" by Standard & Poor's Rating Services, and BB+ with a "stable outlook" by Fitch Rating Agency. A security rating is not a recommendation to buy, sell or hold securities and is subject to revision or withdrawal by the assigning rating organization. Reference in this report to any such credit rating is intended for the limited purpose of discussing or referring to aspects of our liquidity and of our costs of funds. Any reference to a credit rating is not intended to be any guarantee or assurance of, nor should there be any undue reliance upon, any credit rating or change in credit rating, nor is any such reference intended as any inference concerning future performance, future liquidity or any future credit rating.

CASH FLOWS

The following table summarizes the changes in cash, cash equivalents, and restricted cash between 2024 and 2023 (in millions). For a comparative review of the fiscal years ended December 31, 2023 and 2022, refer to the Cash Flows section in Part II, Item 7 of our Annual Report on Form 10-K filed with the SEC on February 21, 2024.

Cash provided by/(used in):	Year Ended December 31,		Change
	2024	2023	
Operating activities	\$ 464	\$ 350	\$ 114
Investing activities			
Continuing operations	(125)	(80)	(45)
Discontinued operations	1	—	1
Financing activities	(458)	(500)	42
Effect of changes in exchange rates on cash, cash equivalents and restricted cash	(11)	—	(11)
Net change in cash, cash equivalents and restricted cash	\$ (129)	\$ (230)	\$ 101

Operating Activities

Net cash provided by operating activities increased \$114 million for the year ended December 31, 2024 compared to the prior year. This increase was primarily attributable to an increase in Net income attributable to Travel + Leisure Co. shareholders of \$15 million, \$82 million of non-cash add-back items, and \$44 million of lower cash tax payments.

Investing Activities

Net cash used in investing activities from continuing operations increased \$45 million during the year ended December 31, 2024. This increase was primarily due to \$44 million paid for the acquisition of Accor Vacation Club.

Net cash provided by investing activities from discontinued operations increased \$1 million due to a tax refund received for pre-sale tax items related to the sale of the European vacation rentals business.

Financing Activities

Net cash used in financing activities decreased \$42 million during the year ended December 31, 2024. This decrease was primarily due to a \$75 million decrease in share repurchases partially offset by a \$41 million decrease in net proceeds on non-recourse debt.

Capital Deployment

We focus on deploying capital for the highest possible returns. Ultimately, our business objective is to grow our business while optimizing cash flow and Adjusted EBITDA. We intend to continue to invest in select capital and technological improvements across our business. We also regularly consider a wide array of potential acquisitions and other strategic transactions, including acquisitions of businesses and real property, joint ventures, business combinations, strategic investments, and dispositions. Any of these transactions could be material to our business. As part of this strategy, we have made, and expect to continue to make, proposals and enter into non-binding letters of intent, allowing us to conduct due diligence on a confidential basis. A potential transaction contemplated by a letter of intent may never reach the point where we enter into a definitive agreement, nor can we predict the timing of such a potential transaction. Finally, we intend to continue to return value to shareholders through the repurchase of common stock and payment of dividends. All future declarations of quarterly cash dividends and increases to the capacity of our share repurchase program are subject to final approval by the Board of Directors (“Board”).

During 2024, we spent \$106 million on vacation ownership development projects (inventory). We believe that our Vacation Ownership business currently has adequate finished inventory to support vacation ownership sales for several years. As such, we expect to remain below historical levels of spending for vacation ownership development projects in 2025 with anticipated spending between \$150 million and \$180 million. After factoring in the anticipated additional annual spending, we expect to have adequate inventory to support vacation ownership sales through at least the next four to five years.

During 2024, we spent \$81 million on capital expenditures, primarily for information technology and sales center improvement projects. During 2025, we anticipate spending between \$120 million and \$130 million on capital expenditures, primarily for continuation of information technology digital and new club initiatives, sales center facility and related system enhancements, resort improvements, and a new corporate office.

In connection with our focus on optimizing cash flow, we are continuing our asset-light efforts in vacation ownership by seeking opportunities with financial partners whereby they make strategic investments to develop assets on our behalf. We refer to this as Just-in-Time. The partner may invest in new ground-up development projects or purchase from us, for cash, existing in-process inventory which currently resides on our Consolidated Balance Sheets. The partner will complete the development of the project and we may purchase finished inventory at a future date as needed or as obligated under the agreement.

We expect that the majority of the expenditures that will be required to pursue our capital spending programs, strategic investments, and vacation ownership development projects will be financed with cash flow generated through operations and cash and cash equivalents. We expect that additional expenditures will be financed with general secured corporate borrowings, including through the use of available capacity under our revolving credit facility.

Share Repurchase Program

On August 20, 2007, our Board authorized a share repurchase program that enables us to purchase our common stock. As of December 31, 2024, the Board has increased the capacity of the program 10 times, most recently in May 2024 by \$500 million, bringing the total authorization under the current program to \$7.0 billion. Proceeds received from stock option exercises have increased the repurchase capacity by \$87 million since the inception of this program. We had \$441 million of remaining availability in our program as of December 31, 2024.

Under our current share repurchase program, we repurchased 5.2 million shares at an average price of \$45.73 for a cost of \$235 million during the year ended December 31, 2024. The amount and timing of specific repurchases are subject to market conditions, applicable legal requirements and other factors, including capital allocation priorities. Repurchases may be conducted in the open market or in privately negotiated transactions.

Dividends

We paid cash dividends of \$0.50 per share for all four quarters of 2024, \$0.45 per share for all four quarters of 2023, and \$0.40 per share for all four quarters of 2022. The aggregate dividends paid to shareholders for 2024, 2023, and 2022 were \$142 million, \$136 million, and \$135 million.

Our long-term plan is to grow our dividend at the rate of growth of our earnings at a minimum. The declaration and payment of future dividends to holders of our common stock are at the discretion of our Board and depend upon many factors, including our financial condition, earnings, capital requirements of our business, covenants associated with certain debt obligations, legal requirements, regulatory constraints, industry practice and other factors that our Board deems relevant. There is no assurance that a payment of a dividend or a dividend at current levels will occur in the future.

Foreign Earnings

We assert that substantially all undistributed foreign earnings will be reinvested indefinitely as of December 31, 2024. In the event we determine not to continue to assert that all or part of our undistributed foreign earnings are permanently reinvested, such a determination in the future could result in the accrual and payment of additional foreign withholding taxes, as well as U.S. taxes on currency transaction gains and losses, the determination of which is not practicable.

SEASONALITY

We experience seasonal fluctuations in our net revenues and net income from sales of VOIs and vacation exchange fees. Revenue from sales of VOIs is generally higher in the third quarter than in other quarters due to increased leisure travel. Revenue from vacation exchange fees is generally highest in the first quarter, which is typically when members of our vacation exchange business book their vacations for the year.

The seasonality of our business may cause fluctuations in our quarterly operating results. As we expand into new markets and geographical locations, we may experience increased or different seasonality dynamics that create fluctuations in operating results different from the fluctuations we have experienced in the past.

COMMITMENTS AND CONTINGENCIES

From time to time, we are involved in claims, legal and regulatory proceedings, and governmental inquiries related to our business, none of which, in the opinion of management, is expected to have a material effect on our results of operations or financial condition. See Note 19—*Commitments and Contingencies* to the Consolidated Financial Statements for a description of claims and legal actions arising in the ordinary course of our business along with our guarantees and indemnifications and Note 27—*Transactions with Former Parent and Former Subsidiaries* to the Consolidated Financial Statements for a description of our obligations regarding ABG contingent litigation, matters related to Wyndham Hotels, and matters related to the vacation rentals businesses.

CRITICAL ACCOUNTING ESTIMATES

In presenting our financial statements in conformity with GAAP, we are required to make estimates and assumptions that affect the amounts reported therein. Several of these estimates and assumptions relate to matters that are inherently uncertain as they pertain to future events. However, events that are outside of our control cannot be predicted and, as such, they cannot be contemplated in evaluating such estimates and assumptions. If there is a significant unfavorable change to current conditions, it could result in a material impact to our consolidated results of operations, financial position, and liquidity. We believe that the estimates and assumptions we used when preparing our financial statements were the most appropriate at that time. In addition to our significant accounting policies referenced in Note 2—*Summary of Significant Accounting Policies* to the Consolidated Financial Statements, presented below are the critical accounting estimates that we believe require subjective and complex judgments that could potentially affect reported results.

Vacation Ownership Revenue Recognition and Allowance for Loan Losses. Our sales of VOIs are either cash sales or developer-financed sales. For developer-financed sales, we project our losses for uncollectible accounts over the entire lives of our notes. This estimate of uncollectible consideration reduces the amount of revenue recognized at the time of sale and establishes an allowance for loan loss which reduces the receivable.

Our estimates of uncollectible amounts are based on the results of our static pool analysis which tracks defaults for each year's sales over the entire life of those contract receivables. We consider current defaults, past due aging, historical write-offs of contracts and consumer credit scores (FICO scores) in the assessment of a borrower's credit strength, down payment amount and expected loan performance. We also consider whether the historical economic conditions are comparable to current economic conditions. If current or expected future conditions differ from the conditions in effect when the historical experience was generated, we adjust the allowance for loan losses to reflect the expected effects of the current environment on the collectability of our VOCRs. There were no changes to the assumptions used in this model in 2024.

Changes in our estimates of uncollectible amounts could result in a material impact to our allowance for loan losses. A one percent change in projected losses would increase our allowance for loan losses by approximately \$6 million. See Note 9—*Vacation Ownership Contract Receivables* to the Consolidated Financial Statements for additional details of our allowance for loan losses.

Inventory. We use the relative sales value method of costing and relieving our VOI inventory. This method requires us to make estimates subject to significant uncertainty, including future sales prices and volumes as well as credit losses and related inventory recoveries. The impact of any changes in estimates under the relative sales value method is recorded in Cost of vacation ownership interests on the Consolidated Statements of Income in order to retrospectively adjust the margin previously recorded subject to those estimates. There were no changes in these assumptions during 2024.

Impairment of Long-Lived Assets. We perform an annual review of our goodwill and other indefinite-lived intangible assets, or more frequently if indicators of potential impairment exist. This analysis requires significant judgments, including anticipated market conditions, operating expense trends, estimation of future cash flows, which are dependent on internal forecasts, and estimation of long-term rate of growth. The estimates used to calculate the fair value of other indefinite-lived intangible assets change from year to year based on operating results and market conditions. Changes in these estimates and assumptions could materially affect the determination of fair value and the other indefinite-lived intangible assets impairment. There were no changes in the assumptions used in this analysis in 2024.

Business Combinations. A component of our growth strategy has been to acquire and integrate businesses that complement our existing operations. We account for business combinations in accordance with the guidance for business combinations and related literature. Accordingly, we allocate the purchase price of acquired companies to the tangible and intangible assets acquired and liabilities assumed based upon their estimated fair values at the date of purchase, with the exception of contract assets and contract liabilities with a customer acquired in a business combination, for business combinations that occurred in 2022 or later. For these transactions we recognize and measure those contracts as though we had entered into the agreement with the customer as of the same date as the acquiree. This generally will result recognizing contract assets and contract liabilities at amounts consistent with those recorded by the acquiree immediately before the acquisition date. The difference between the purchase price and the fair value of the net assets acquired is recorded as goodwill.

In determining the fair values of assets acquired and liabilities assumed in a business combination, we use various recognized valuation methods including present value modeling and referenced market values (where available). Further, we make assumptions within certain valuation techniques including discount rates and timing of future cash flows. Valuations are performed by management or independent valuation specialists under management's supervision, where appropriate. We believe that the estimated fair values assigned to the assets acquired and liabilities assumed are based on reasonable

assumptions that marketplace participants would use. However, such assumptions are inherently uncertain and actual results could differ from those estimates.

Guarantees. In the ordinary course of business, we enter into agreements that contain standard guarantees and indemnities whereby we indemnify another party for specified breaches of, or third-party claims relating to, an underlying agreement. Such underlying agreements are typically entered into by one of our subsidiaries. The various underlying agreements generally govern purchases, sales or outsourcing of products or services, leases of real estate, licensing of software and/or development of vacation ownership properties, access to credit facilities, derivatives and issuances of debt securities. Also in the ordinary course of business, we provide corporate guarantees for our operating business units relating to merchant credit-card processing for prepaid customer stays and other deposits. While a majority of these guarantees and indemnifications extend only for the duration of the underlying agreement, some survive the expiration of the agreement. We are not able to estimate the maximum potential amount of future payments to be made under these guarantees and indemnifications as the triggering events are not predictable. In certain cases, we maintain insurance coverage that may mitigate any potential payments.

Income Taxes. We regularly review our deferred tax assets to assess their potential realization and establish a valuation allowance for portions of such assets that we believe will not be ultimately realized. In performing this review, we make estimates and assumptions regarding projected future taxable income, the expected timing of the reversals of existing temporary differences and the implementation of tax planning strategies. A change in these assumptions may increase or decrease our valuation allowance resulting in an increase or decrease in our effective tax rate, which could materially impact our results of operations.

For tax positions we have taken or expect to take in our tax return, we apply a more likely than not threshold, under which we must conclude a tax position is more likely than not to be sustained, assuming that the position will be examined by the appropriate taxing authority that has full knowledge of all relevant information, in order to recognize or continue to recognize the benefit. In determining our provision for income taxes, we use judgment, reflecting our estimates and assumptions, in applying the more likely than not threshold.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We use various financial instruments, particularly interest rate caps, to manage and reduce the interest rate risk related to our debt. Foreign currency forwards, spots, and swaps are also used to manage and reduce the foreign currency exchange rate risk associated with our foreign currency denominated receivables and payables, forecasted royalties, forecasted earnings, cash flows of foreign subsidiaries, and other transactions.

We are exclusively an end user of these instruments, which are commonly referred to as derivatives. We do not engage in trading, market making, or other speculative activities in the derivatives markets. More detailed information about these financial instruments is provided in Note 18—*Financial Instruments* to the Consolidated Financial Statements. Our principal market exposures are interest rate and foreign currency rate risks.

- Our primary interest rate exposures as of December 31, 2024, are to interest rate fluctuations in asset-backed commercial paper interest rates and Simple Secured Overnight Financing (“SOFR”) interest rates due to their impact on variable rate borrowings and other interest rate sensitive liabilities. In addition, interest rate movements in one country, as well as relative interest rate movements between countries, can impact us. We anticipate that SOFR and asset-backed commercial paper rates will remain our primary market risk exposures.
- We have foreign currency rate exposure to exchange rate fluctuations worldwide particularly with respect to the Euro, British Pound Sterling, Australian and Canadian Dollars, and Mexican Peso. We anticipate that such foreign currency exchange rate risk will remain a market risk exposure for the foreseeable future.

We assess our market risks based on changes in interest and foreign currency exchange rates utilizing a sensitivity analysis that measures the potential impact in earnings, fair values, and cash flows based on a hypothetical 10% change (increase and decrease) in interest and foreign currency exchange rates. We used December 31, 2024 and 2023 market rates to perform sensitivity analyses separately for each of our market risk exposures. The estimates assume instantaneous, parallel shifts in interest rate yield curves and exchange rates. We have determined, through such analyses, that a hypothetical 10% change in the interest rates would have resulted in a \$2 million increase or decrease in annual consumer financing interest expense and \$5 million increase or decrease in annual debt interest expense for both the years ended December 31, 2024 and 2023. We use a current market pricing model to assess the changes in the value of our foreign currency derivatives used to hedge underlying exposure that primarily consist of our non-functional current assets and liabilities and those of our subsidiaries. The primary assumption used in these models is a hypothetical 10% weakening or strengthening of the U.S. dollar against all our currency exposures as of December 31, 2024 and 2023. As of December 31, 2024 and 2023, the absolute notional amount of our outstanding foreign exchange hedging instruments was \$72 million and \$61 million. We have determined that a hypothetical

10% change in the foreign currency exchange rates would have resulted in an approximate increase or decrease to the fair value of our outstanding forward foreign currency exchange contracts of approximately \$6 million during 2024 and \$5 million during 2023, which would generally be offset by an opposite effect on the underlying exposure being economically hedged. As such, we believe that a 10% change in interest rates or foreign currency exchange rates would not have a material effect on our prices, earnings, fair values, or cash flows.

Our variable rate borrowings, which include our term loan B facilities, non-recourse conduit facilities, and revolving credit facility, expose us to risks caused by fluctuations in the applicable interest rates. The total outstanding balance of such variable rate borrowings at December 31, 2024 was \$377 million in non-recourse debt and \$1.06 billion in corporate debt. A 100-basis point change in the underlying interest rates would result in a \$4 million increase or decrease in annual consumer financing interest expense and a \$11 million increase or decrease in our annual debt interest expense. The total outstanding balance of such variable rate borrowings at December 31, 2023 was \$364 million in non-recourse debt and \$867 million in corporate debt. A 100-basis point change in the underlying interest rates would have resulted in a \$4 million increase or decrease in annual consumer financing interest expense and a \$9 million increase or decrease in our annual debt interest expense.

The fair values of cash and cash equivalents, trade receivables, accounts payable, and accrued expenses and other current liabilities approximate carrying values due to the short-term nature of these assets and liabilities. We use a discounted cash flow model in determining the fair values of VOCRs. The primary assumptions used in determining fair value are prepayment speeds, estimated loss rates, and discount rates. We use a duration-based model in determining the impact of interest rate shifts on our debt and interest rate derivatives. The primary assumption used in these models is that a 10% increase or decrease in the benchmark interest rate produces a parallel shift in the yield curve across all maturities.

Our total market risk is influenced by a wide variety of factors including the volatility present within the markets and the liquidity of the markets. There are certain limitations inherent in the sensitivity analyses presented. While probably the most meaningful analysis, these “shock tests” are constrained by several factors, including the necessity to conduct the analysis based on a single point in time and the inability to include the complex market reactions that normally would arise from the market shifts modeled.

We used December 31, 2024 and December 31, 2023 market rates on outstanding financial instruments to perform the sensitivity analyses separately for each of our market risk exposures: interest and foreign currency rate instruments. The estimates are based on the market risk sensitive portfolios described in the preceding paragraphs and assume instantaneous, parallel shifts in interest rate yield curves and exchange rates. There were no changes to the assumptions used in this model in 2024.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Travel + Leisure Co.
Orlando, Florida

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Travel + Leisure Co. and subsidiaries (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of income, comprehensive income, cash flows, and deficit for each of the three years in the period ended December 31, 2024, and the related notes (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

Basis for Opinions

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Allowance for Loan Losses - Refer to Notes 2 and 9 in the financial statements

Critical Audit Matter Description

The Company generates vacation ownership contract receivables by extending financing to the purchasers of its vacation ownership interests. The Company assesses the adequacy of the allowance for loan losses related to these vacation ownership interests using a technique referred to as a static pool analysis. The analysis is based upon the historical performance of similar vacation ownership contract receivables and incorporates more recent history of default information. Management prepares a model to track defaults for each year's sales over the entire life of the contract receivable as a means to project future losses. A qualitative assessment is also performed by the Company which considers whether any external economic conditions or internal portfolio characteristics indicate an adjustment is necessary to reflect expected impacts on the contract receivable portfolio.

Given the level of difficulty required to accurately predict losses over the life of the contract receivables, including the determination of any qualitative adjustments, auditing the allowance for loan losses involved especially complex and subjective judgements.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the vacation ownership interest allowance for loan loss included the following, among others:

- We tested the design and operating effectiveness of controls over the Company's static pool model, stress model, look-back analysis, historical loss data, and the calculation of a loss rate.
- We evaluated the qualitative adjustment to the historical loss rates, including assessing the basis for the adjustments and the reasonableness of the significant assumptions for the static pool model.
- We tested the accuracy and evaluated the relevance of the historical loss data as an input to the static pool model.
- We performed our own independent analyses using alternative assumptions to assess the reasonableness of the specific allowance models used by the Company.
- We evaluated the predictability of the Company's model through analyzing the results of a look-back analysis.

/s/ Deloitte & Touche LLP

Tampa, Florida
February 19, 2025

We have served as the Company's auditor since 2005.

TRAVEL + LEISURE CO.
CONSOLIDATED STATEMENTS OF INCOME
(In millions, except per share amounts)

	Year Ended December 31,		
	2024	2023	2022
Net revenues			
Vacation ownership interest sales	\$ 1,721	\$ 1,582	\$ 1,484
Service and membership fees	1,607	1,649	1,611
Consumer financing	450	427	406
Other	86	92	66
Net revenues	<u>3,864</u>	<u>3,750</u>	<u>3,567</u>
Expenses			
Operating	1,744	1,684	1,603
Marketing	550	507	451
General and administrative	475	454	479
Consumer financing interest	136	112	79
Depreciation and amortization	115	112	119
Cost of vacation ownership interests	92	133	157
Restructuring	16	26	14
Asset impairments, net	3	—	10
COVID-19 related costs	—	—	2
Total expenses	<u>3,131</u>	<u>3,028</u>	<u>2,914</u>
Loss on sale of business	—	2	—
Operating income	<u>733</u>	<u>720</u>	<u>653</u>
Interest expense	249	251	195
Interest (income)	(14)	(13)	(6)
Other (income), net	(15)	(3)	(22)
Income before income taxes	513	485	486
Provision for income taxes	135	94	130
Net income from continuing operations	<u>378</u>	<u>391</u>	<u>356</u>
Gain on disposal of discontinued business, net of income taxes	33	5	1
Net income attributable to Travel + Leisure Co. shareholders	<u>\$ 411</u>	<u>\$ 396</u>	<u>\$ 357</u>
Basic earnings per share			
Continuing operations	\$ 5.39	\$ 5.24	\$ 4.27
Discontinued operations	0.48	0.07	0.01
	<u>\$ 5.87</u>	<u>\$ 5.31</u>	<u>\$ 4.28</u>
Diluted earnings per share			
Continuing operations	\$ 5.35	\$ 5.21	\$ 4.23
Discontinued operations	0.47	0.07	0.01
	<u>\$ 5.82</u>	<u>\$ 5.28</u>	<u>\$ 4.24</u>

See Notes to Consolidated Financial Statements.

TRAVEL + LEISURE CO.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Year Ended December 31,		
	2024	2023	2022
Net income attributable to Travel + Leisure Co. shareholders	\$ 411	\$ 396	\$ 357
Foreign currency translation adjustments, net of tax	(42)	8	(31)
Defined benefit pension plans, net of tax	—	1	—
Other comprehensive (loss)/income, net of tax	(42)	9	(31)
Comprehensive income attributable to Travel + Leisure Co. shareholders	\$ 369	\$ 405	\$ 326

See Notes to Consolidated Financial Statements.

TRAVEL + LEISURE CO.
CONSOLIDATED BALANCE SHEETS
(In millions, except share data)

	As of December 31,	
	2024	2023
Assets		
Cash and cash equivalents	\$ 167	\$ 282
Restricted cash (VIE - \$92 as of 2024 and \$96 as of 2023)	162	176
Trade receivables, net	155	179
Vacation ownership contract receivables, net (VIE - \$2,293 as of 2024 and \$2,291 as of 2023)	2,619	2,527
Inventory	1,227	1,135
Prepaid expenses	214	229
Property and equipment, net	591	655
Goodwill	966	962
Other intangibles, net	209	199
Other assets	425	394
Total assets	\$ 6,735	\$ 6,738
Liabilities and (deficit)		
Accounts payable	\$ 67	\$ 73
Accrued expenses and other liabilities	778	807
Deferred income	457	442
Non-recourse vacation ownership debt (VIE)	2,123	2,071
Debt	3,468	3,575
Deferred income taxes	722	687
Total liabilities	7,615	7,655
Commitments and contingencies (Note 19)		
Stockholders' (deficit):		
Preferred stock, \$0.01 par value, authorized 6,000,000 shares, none issued and outstanding	—	—
Common stock, \$0.01 par value, 600,000,000 shares authorized, 224,599,556 issued as of 2024 and 223,767,468 as of 2023	2	2
Treasury stock, at cost – 157,476,502 shares as of 2024 and 152,336,714 shares as of 2023	(7,433)	(7,196)
Additional paid-in capital	4,328	4,279
Retained earnings	2,334	2,067
Accumulated other comprehensive loss	(112)	(70)
Total stockholders' (deficit)	(881)	(918)
Noncontrolling interest	1	1
Total (deficit)	(880)	(917)
Total liabilities and (deficit)	\$ 6,735	\$ 6,738

See Notes to Consolidated Financial Statements.

TRAVEL + LEISURE CO.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Year Ended December 31,		
	2024	2023	2022
Operating activities			
Net income	\$ 411	\$ 396	\$ 357
Gain on disposal of discontinued business, net of income taxes	(33)	(5)	(1)
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	432	348	302
Depreciation and amortization	115	112	119
Stock-based compensation	41	38	45
Deferred income taxes	26	8	(4)
Non-cash interest	25	22	19
Non-cash lease expense	12	16	16
Asset impairments, net	3	—	10
Loss on sale of business	—	2	—
Other, net	(1)	(3)	8
Net change in assets and liabilities, excluding impact of acquisitions and dispositions:			
Trade receivables	35	(18)	(28)
Vacation ownership contract receivables	(549)	(504)	(373)
Inventory	(16)	25	31
Prepaid expenses	14	(27)	23
Other assets	(42)	(20)	(23)
Accounts payable, accrued expenses, and other liabilities	(19)	(70)	(71)
Deferred income	10	30	12
Net cash provided by operating activities	464	350	442
Investing activities			
Property and equipment additions	(81)	(74)	(52)
Acquisitions, net of cash acquired	(44)	(6)	(2)
Proceeds from sale of assets	1	—	8
Other, net	(1)	—	1
Net cash used in investing activities - continuing operations	(125)	(80)	(45)
Net cash provided by/(used in) investing activities - discontinued operations	1	—	(5)
Net cash used in investing activities	(124)	(80)	(50)
Financing activities			
Proceeds from non-recourse vacation ownership debt	1,805	1,926	1,648
Principal payments on non-recourse vacation ownership debt	(1,743)	(1,823)	(1,601)
Proceeds from debt	1,910	1,732	240
Principal payments on debt	(1,724)	(1,741)	(246)
Proceeds from notes issued and term loan	—	299	293
Repayment of notes and term loans	(307)	(405)	(3)
Repurchase of common stock	(234)	(309)	(351)
Dividends to shareholders	(142)	(136)	(135)
Debt issuance/modification costs	(20)	(22)	(19)
Payment of deferred acquisition consideration	(9)	(14)	(19)
Net share settlement of incentive equity awards	(9)	(10)	(7)
Repayments of vacation ownership inventory arrangement	—	(6)	(6)
Proceeds from issuance of common stock	15	9	10
Net cash used in financing activities	(458)	(500)	(196)
Effect of changes in exchange rates on cash, cash equivalents and restricted cash	(11)	—	(5)
Net change in cash, cash equivalents and restricted cash	(129)	(230)	191
Cash, cash equivalents and restricted cash, beginning of period	458	688	497
Cash, cash equivalents and restricted cash, end of period	329	458	688
Less: Restricted cash	162	176	138
Cash and cash equivalents	\$ 167	\$ 282	\$ 550

See Notes to Consolidated Financial Statements.

TRAVEL + LEISURE CO.
CONSOLIDATED STATEMENTS OF DEFICIT
(In millions, except per share amounts)

	Common Shares Outstanding	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Non-controlling Interest	Total Deficit
Balance as of December 31, 2021	85.9	\$ 2	\$ (6,534)	\$ 4,192	\$ 1,587	\$ (48)	\$ 7	\$ (794)
Net income	—	—	—	—	357	—	—	357
Other comprehensive loss	—	—	—	—	—	(31)	—	(31)
Issuance of shares for RSU vesting	0.4	—	—	—	—	—	—	—
Net share settlement of stock-based compensation	—	—	—	(7)	—	—	—	(7)
Employee stock purchase program issuances	0.3	—	—	9	—	—	—	9
Change in stock-based compensation	—	—	—	45	—	—	—	45
Repurchase of common stock	(8.2)	—	(352)	—	—	—	—	(352)
Dividends (\$1.60 per share)	—	—	—	—	(136)	—	—	(136)
Non-controlling interest ownership change	—	—	—	—	—	—	2	2
Other	—	—	—	3	—	—	—	3
Balance as of December 31, 2022	78.4	2	(6,886)	4,242	1,808	(79)	9	(904)
Net income	—	—	—	—	396	—	—	396
Other comprehensive income	—	—	—	—	—	9	—	9
Issuance of shares for RSU vesting	0.6	—	—	—	—	—	—	—
Net share settlement of stock-based compensation	—	—	—	(10)	—	—	—	(10)
Employee stock purchase program issuances	0.2	—	—	10	—	—	—	10
Change in stock-based compensation	—	—	—	38	—	—	—	38
Repurchase of common stock	(7.8)	—	(307)	—	—	—	—	(307)
Dividends (\$1.80 per share)	—	—	—	—	(137)	—	—	(137)
Non-controlling interest ownership change	—	—	—	—	—	—	(8)	(8)
Other	—	—	(3)	(1)	—	—	—	(4)
Balance as of December 31, 2023	71.4	2	(7,196)	4,279	2,067	(70)	1	(917)
Net income	—	—	—	—	411	—	—	411
Other comprehensive loss	—	—	—	—	—	(42)	—	(42)
Stock option exercises	0.2	—	—	6	—	—	—	6
Issuance of shares for RSU/PSU vesting	0.5	—	—	—	—	—	—	—
Net share settlement of stock-based compensation	—	—	—	(9)	—	—	—	(9)
Employee stock purchase program issuances	0.2	—	—	9	—	—	—	9
Change in stock-based compensation	—	—	—	41	—	—	—	41
Repurchase of common stock	(5.2)	—	(235)	—	—	—	—	(235)
Dividends (\$2.00 per share)	—	—	—	—	(144)	—	—	(144)
Other	—	—	(2)	2	—	—	—	—
Balance as of December 31, 2024	67.1	\$ 2	\$ (7,433)	\$ 4,328	\$ 2,334	\$ (112)	\$ 1	\$ (880)

See Notes to Consolidated Financial Statements.

TRAVEL + LEISURE CO.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unless otherwise noted, all amounts are in millions, except per share amounts)

1. Background and Basis of Presentation

Background

Travel + Leisure Co. and its subsidiaries (collectively, “Travel + Leisure Co.,” or the “Company”) is a global provider of hospitality services and travel products. The Company has two reportable segments: Vacation Ownership and Travel and Membership.

The Vacation Ownership segment develops, markets, and sells vacation ownership interests (“VOIs”) to individual consumers, provides consumer financing in connection with the sale of VOIs, and provides property management services at resorts. This segment is wholly comprised of the Vacation Ownership business line.

The Travel and Membership segment operates a variety of travel businesses, including vacation exchange brands, travel technology platforms, travel memberships, and direct-to-consumer rentals. This segment is comprised of the Exchange and Travel Club business lines.

Basis of Presentation

The accompanying Consolidated Financial Statements in this Annual Report on Form 10-K include the accounts and transactions of Travel + Leisure Co., as well as the entities in which Travel + Leisure Co. directly or indirectly has a controlling financial interest. The accompanying Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). All intercompany balances and transactions have been eliminated in the Consolidated Financial Statements.

The Company presents an unclassified balance sheet which conforms to that of the Company’s peers and industry practice.

In presenting the Consolidated Financial Statements, management makes estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures. Estimates, by their nature, are based on judgment and available information. Accordingly, actual results could differ from those estimates and assumptions. In management’s opinion, the Consolidated Financial Statements contain all normal recurring adjustments necessary for a fair presentation of annual results reported.

2. Summary of Significant Accounting Policies

PRINCIPLES OF CONSOLIDATION

When evaluating an entity for consolidation, the Company first determines whether an entity is a variable interest entity (“VIE”). If the entity is deemed to be a VIE, the Company consolidates those VIEs for which the Company is the primary beneficiary. The Company will also consolidate an entity not deemed a VIE upon determination that the Company has a controlling financial interest. For entities where the Company does not have a controlling financial interest, the investments in such entities are accounted for using the equity or cost method, as appropriate.

REVENUE RECOGNITION

Refer to Note 3—*Revenue Recognition* for full details of the Company’s revenue recognition policies.

CASH AND CASH EQUIVALENTS

The Company considers highly-liquid investments purchased with an original maturity of three months or less to be cash equivalents.

RESTRICTED CASH

The largest portion of the Company’s restricted cash relates to securitizations. The remaining portion is comprised of escrow deposits and insurance funds on deposit.

Securitizations. In accordance with the contractual requirements of the Company’s various vacation ownership contract receivables (“VOCR”) securitizations, a dedicated lockbox account, subject to a blocked control agreement, is established for each securitization. At each month end, the total cash in the collection account from the previous month is analyzed and a monthly servicer report is prepared by the Company. This report details how much cash should be remitted to the note holders for principal and interest payments, and any cash remaining is transferred by the trustee to the Company.

Additionally, as required by various securitizations, the Company holds an agreed-upon percentage of the aggregate outstanding principal balances of the VOI contract receivables collateralizing the asset-backed notes in a segregated trust account as credit enhancement. Each time a securitization closes and the Company receives cash from the note holders, a portion of the cash is deposited in the trust account. As of December 31, 2024 and 2023, restricted cash for securitizations totaled \$92 million and \$96 million.

Escrow Deposits. Laws in most U.S. states require the escrow of down payments on VOI sales, with the typical requirement mandating that the funds be held in escrow until the rescission period expires. As sales transactions are consummated, down payments are collected and are subsequently placed in escrow until the rescission period has expired. Rescission periods vary by state, but range on average from five to seven calendar days. In certain states, the escrow laws require that 100% of VOI purchaser funds (excluding interest payments, if any) be held in escrow until the deeding process is complete. Where possible, the Company utilizes surety bonds in lieu of escrow deposits. Similarly, laws in certain U.S. states require the escrow of advance deposits received from guests for vacations paid and not yet traveled through the Company's Travel and Membership businesses. Such amounts are required to be held in escrow until the legal restriction expires, which varies from state to state. Escrow deposits were \$37 million and \$62 million as of December 31, 2024 and 2023.

Funds on Deposit. The Company operates a captive insurance company which provides property insurance to Travel + Leisure Co. and its affiliates. Amounts received are maintained by a third party and released from this account as necessary to pay claims. Funds on deposit were \$33 million and \$18 million as of December 31, 2024 and 2023.

RECEIVABLE VALUATION

Trade receivables

The Company provides for estimated bad debts based on its assessment of the ultimate ability to realize receivables, considering historical collection experience, the economic environment, and specific customer information. When the Company determines that an account is not collectible, the account is written-off to the allowance for doubtful accounts. The following table illustrates the Company's allowance for doubtful accounts activity from continuing operations (in millions):

	Year Ended December 31,		
	2024	2023	2022
Beginning balance	\$ 143	\$ 168	\$ 199
Bad debt expense	97	80	83
Write-offs	(98)	(105)	(114)
Ending balance	<u>\$ 142</u>	<u>\$ 143</u>	<u>\$ 168</u>

Vacation ownership contract receivables

In the Vacation Ownership segment, the Company provides for estimated VOCR defaults at the time of VOI sales by recording a provision for loan losses as a reduction of Vacation ownership interest sales on the Consolidated Statements of Income and establishing an allowance for loan loss which is reflected as a reduction to Vacation ownership contract receivables, net on the Consolidated Balance Sheets. The Company assesses the adequacy of the allowance for loan losses related to these VOIs using a technique referred to as a static pool analysis. This analysis is based upon the historical performance of similar VOCRs and incorporates more recent history of default information. Management prepares a model to track defaults for each year's sales over the entire life of the contract receivable as a means to project future expected losses. A qualitative assessment is also performed to determine whether any external economic conditions or internal portfolio characteristics indicate an adjustment is necessary to reflect expected impacts on the contract receivables portfolio. If current or expected future conditions differ from the conditions in effect when the historical experience was generated, the Company adjusts the allowance for loan losses to reflect the expected effects of the current environment on the collectability of VOCRs. For additional details on the Company's vacation ownership contract receivables, including information on the related allowances, see Note 9—*Vacation Ownership Contract Receivables*.

INVENTORY

Inventory primarily consists of completed VOIs, VOIs under construction, land held for future VOI development, vacation exchange credits, and real estate interests sold subject to conditional repurchase. The Company applies the relative sales value method for relieving VOI inventory and recording the related cost of sales. Under the relative sales value method, cost of sales is recorded using a percentage ratio of total estimated development cost and VOI revenue, including estimated future revenue, incorporating factors such as changes in prices and the recovery of VOIs, generally as a result of contract

receivable defaults. The effect of such changes in estimates under the relative sales value method is accounted for in each period as a current-period adjustment to inventory and cost of sales. Inventory is stated at the lower of cost, including capitalized interest, property taxes, and certain other carrying costs incurred during the construction process, or estimated fair value less costs to sell. There was no capitalized interest applied to inventory during 2024, 2023, or 2022.

PROPERTY AND EQUIPMENT

Property and equipment (including leasehold improvements) are recorded at cost and presented net of accumulated depreciation and amortization. Depreciation, recorded as a component of Depreciation and amortization on the Consolidated Statements of Income, is computed utilizing the straight-line method over the lesser of the lease terms or estimated useful lives of the related assets. Amortization of leasehold improvements, also recorded as a component of Depreciation and amortization, is computed utilizing the straight-line method over the lesser of the estimated benefit period of the related assets or the lease terms. Useful lives are generally 30 years for buildings, up to 20 years for leasehold improvements, up to 30 years for vacation rental properties, and range from two to seven years for furniture, fixtures and equipment.

The Company capitalizes the costs of software developed for internal use in accordance with the guidance for accounting for costs of computer software developed or obtained for internal use. Capitalization of software costs developed for internal use commences during the development phase of the project. The Company amortizes software developed or obtained for internal use on a straight-line basis over its estimated useful life, which is generally two to five years, with the exception of certain enterprise resource planning, reservation, and inventory management software, which is up to 10 years. Such amortization commences when the software is substantially ready for its intended use.

The net carrying value of software developed or obtained for internal use was \$156 million and \$147 million as of December 31, 2024 and 2023. Capitalized interest was \$1 million, less than \$1 million, and \$1 million during 2024, 2023, and 2022.

DERIVATIVE INSTRUMENTS

The Company uses derivative instruments as part of its overall strategy to manage its exposure to market risks primarily associated with fluctuations in foreign currency exchange rates and interest rates. As a matter of policy, the Company does not use derivatives for trading or speculative purposes. All derivatives are recorded at fair value either as assets or liabilities. Changes in fair value of derivatives not designated as hedging instruments and of derivatives designated as fair value hedging instruments are recognized in Operating income or net interest expense, based upon the nature of the hedged item, on the Consolidated Statements of Income. Changes in fair value of derivatives designated as cash flow hedging instruments are recorded as components of other comprehensive income. Amounts included in other comprehensive income are reclassified into earnings in the same period during which the hedged item affects earnings.

INCOME TAXES

The Company recognizes deferred tax assets and liabilities using the asset and liability method, under which deferred tax assets and liabilities are calculated based upon the temporary differences between the financial statement and income tax bases of assets and liabilities using currently enacted tax rates. These differences are based upon estimated differences between the book and tax basis of the assets and liabilities for the Company as of December 31, 2024 and 2023. The Company recognizes the effects of changes in tax laws, or rates, as a component of income taxes from continuing operations within the period that includes the enactment date.

The Company's deferred tax assets are recorded net of a valuation allowance when, based on the weight of available evidence, it is more likely than not that some portion or all of the recorded deferred tax assets will not be realized in future periods. Decreases to the valuation allowance are recorded as reductions to the Company's provision for income taxes and increases to the valuation allowance result in additional provision for income taxes. The realization of the Company's deferred tax assets, net of the valuation allowance, is primarily dependent on estimated future taxable income. A change in the Company's estimate of future taxable income may require a change to the valuation allowance.

For tax positions the Company has taken or expects to take in a tax return, the Company applies a more likely than not threshold, under which the Company must conclude that a tax position is more likely than not to be sustained, assuming that the position will be examined by the appropriate taxing authority that has full knowledge of all relevant information, in order to recognize or continue to recognize the benefit. In determining the Company's provision for income taxes, the Company uses judgment, reflecting its estimates and assumptions, in applying the more likely than not threshold. The Company classifies interest and penalties associated with unrecognized tax benefits as a component of Provision for income taxes on the Consolidated Statements of Income.

ADVERTISING EXPENSE

Advertising costs are expensed in the period incurred. Advertising costs were \$26 million, \$30 million, and \$30 million in 2024, 2023, and 2022.

STOCK-BASED COMPENSATION

The Company measures all stock-based compensation awards using a fair value method. These expenses are recognized on a straight-line basis over the requisite service period, and forfeitures are recognized as they occur. The Company's stock-based compensation expense is included within General and administrative expenses on its Consolidated Statements of Income.

LONG-LIVED ASSETS

Assets such as customer lists, management agreements, and trademarks acquired by the Company are classified as intangible assets and recorded at their fair value as of the date of the acquisition and categorized as having either a finite life or an indefinite life. Assets deemed to have a finite life are assigned an appropriate useful life and amortized on a straight-line basis.

IMPAIRMENT OF LONG-LIVED ASSETS

The Company has goodwill and other indefinite-lived intangible assets recorded in connection with business combinations. The Company annually in the fourth quarter, or more frequently if circumstances indicate that the value of goodwill may be impaired, reviews the reporting units' carrying values. This is done either by performing a qualitative assessment or a quantitative assessment, with an impairment being recognized only if a reporting unit's fair value is less than carrying value. In any given year, the Company can elect to perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is in excess of its carrying value. If it is not more likely than not that the fair value is in excess of the carrying value, or the Company elects to bypass the qualitative assessment, it would utilize the quantitative assessment. The qualitative factors evaluated include macroeconomic conditions, industry and market considerations, cost factors, overall financial performance, and the Company's historical share price as well as other industry-specific considerations.

Goodwill and other intangible assets with indefinite lives are not subject to amortization. However, goodwill and other intangibles with indefinite lives are subject to fair value-based rules for measuring impairment, and resulting write-downs, if any, are reflected in Asset impairments, net on the Consolidated Statements of Income. The Company has goodwill recorded at reporting units comprising its Vacation Ownership and Travel and Membership reportable segments. The Company completed its annual goodwill impairment test by performing a qualitative analysis for each of its reporting units as of October 1, 2024 and determined that no impairment exists.

The Company also evaluates the recoverability of its other long-lived assets, including property and equipment and amortizable intangible assets, if circumstances indicate impairment may have occurred. This analysis is performed by comparing the respective carrying values of the assets to the current and expected future cash flows, on an undiscounted basis, to be generated from such assets. Property and equipment are evaluated separately within each segment. If such analysis indicates that the carrying value of these assets is not recoverable, the carrying value of such assets is reduced to fair value.

ACCOUNTING FOR RESTRUCTURING ACTIVITIES

The Company's restructuring activities require it to make significant estimates in several areas including (i) expenses for severance and related benefit costs, (ii) the ability to generate sublease income, as well as its ability to terminate lease obligations, and (iii) contract terminations. The amount that the Company accrued as of December 31, 2024, represents its best estimate of the obligations incurred in connection with these actions, but could change due to various factors including market conditions or the outcome of negotiations with third parties.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Business Combinations—Joint Venture Formations. In August 2023, the Financial Accounting Standards Board ("FASB") issued guidance to address the accounting for contributions made to a joint venture, upon formation, in a joint venture's separate financial statements. The guidance was issued in an effort to reduce diversity in practice and requires a joint venture to initially measure its assets and liabilities at fair value on the formation date. This guidance is effective prospectively for all joint ventures within the scope of the standard that are formed on or after January 1, 2025. Existing joint ventures have the option to apply the guidance retrospectively. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of this guidance on its financial statements and related disclosures.

Disclosure Improvements. In October 2023, the FASB issued guidance to modify the disclosure and presentation requirements of a variety of topics in the codification. Among other updates, amendments specific to the Company include updates to disclosure requirements related to derivative instruments, diluted earnings per share, commitments, and amounts and terms of unused lines of credit. The effective date for each amendment will be the date on which the Securities and Exchange Commission's ("SEC") removal of that related disclosure from Regulation S-X or Regulation S-K becomes effective, with early adoption prohibited. The Company will monitor updates to the regulations as they become effective and will adjust its disclosures in future filings, as required.

Improvements to Income Tax Disclosures. In December 2023, the FASB issued guidance to enhance the transparency and decision usefulness of income tax disclosures through improvements in rate reconciliation and income taxes paid information. Among other provisions, this guidance requires public entities to disclose specific categories in the rate reconciliation, using both percentages and reporting currency amounts, and present cash taxes paid on a disaggregated basis. This guidance is effective for annual periods beginning after December 15, 2024. Early adoption is permitted. This guidance is expected to only affect disclosures and will be incorporated into the Company's filings once effective.

Disaggregation of Disclosures About Income Statement Expenses. In November 2024, the FASB issued guidance which will require public companies to provide disclosure in the footnotes of certain expense captions into specified categories. The objective of the standard is to provide more detailed information about the types of expenses presented within expense captions commonly used in the statements of income. This guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of this guidance on its financial statements and related disclosures.

RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

Segment Reporting. In November 2023, the FASB issued guidance to enhance segment disclosures by requiring incremental segment information on an annual and interim basis for all public entities. Among other provisions, this guidance requires public entities to disclose significant segment expenses that are regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss. This guidance became effective for all public entities for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The adoption of this guidance only affected disclosures within Note 23—*Segment Information* and did not impact the Company's financial statements. Previously reported segment disclosures have been recast to reflect the new presentation under this guidance.

3. Revenue Recognition

Vacation Ownership

The Company develops, markets, and sells VOIs to individual consumers, provides consumer financing in connection with the sale of VOIs, and provides property management services at resorts. The Company's sales of VOIs are either cash sales or developer-financed sales. Developer-financed sales are typically collateralized by the underlying VOI. Revenue is recognized on VOI sales upon transfer of control, which is defined as the point in time when a binding sales contract has been executed, the financing contract has been executed for the remaining transaction price, the statutory rescission period has expired, and the transaction price has been deemed to be collectible.

For developer-financed sales, the Company reduces the VOI sales transaction price by an estimate of uncollectible consideration at the time of the sale. The Company's estimates of uncollectible amounts are based largely on the results of the Company's static pool analysis which relies on historical payment data by customer class.

In connection with entering into a VOI sale, the Company may provide its customers with certain non-cash incentives, such as credits for future stays at its resorts. For those VOI sales, the Company allocates the sales price between the VOI sale and the non-cash incentive based upon the relative standalone selling price of the performance obligations within the contract. Non-cash incentives generally have expiration periods of two years or less and are recognized at a point in time upon transfer of control.

The Company provides day-to-day property management services including oversight of housekeeping services, maintenance, and certain accounting and administrative services for property owners' associations and clubs. These services may also include reservation and resort renovation activities. The initial terms of such property management agreements are generally between three to five years; however, the vast majority of the agreements provide a mechanism for an automatic one year renewal upon expiration of the terms. The Company's management agreements contain cancellation clauses, which allow for either party to cancel the agreement, by either a majority board vote or a majority

vote of non-developer interests. The Company receives fees for such property management services which are collected monthly in advance and are based upon total costs to operate such resorts (or as services are provided in the case of resort renovation activities). Fees for property management services typically approximate 10% of budgeted operating expenses. The Company is entitled to consideration for reimbursement of costs incurred on behalf of the property owners' association in providing management services ("reimbursable revenue"). These reimbursable costs principally relate to the payroll costs for management of the associations, club and resort properties where the Company is the employer and are reflected as a component of Operating expenses on the Consolidated Statements of Income. The Company reduces its management fee revenue for amounts it has paid to the property owners' association that reflect maintenance fees for VOIs for which it retains ownership, as the Company has concluded that such payments are consideration payable to a customer.

Property management fee revenues and reimbursable revenues are recognized when the services are performed and are recorded as a component of Service and membership fees on the Consolidated Statements of Income. Property management fee and reimbursable revenues were (in millions):

	Year Ended December 31,		
	2024	2023	2022
Management fee revenues	\$ 448	\$ 432	\$ 413
Reimbursable revenues	397	382	350
Property management fees and reimbursable revenues	\$ 845	\$ 814	\$ 763

One of the associations that the Company manages paid the Travel and Membership segment \$35 million, \$36 million, and \$31 million for exchange services during 2024, 2023, and 2022.

Travel and Membership

Travel and Membership derives a majority of its revenues from membership dues and fees for facilitating members' trading of their timeshare intervals. Revenues from membership dues represent the fees paid by members or affiliated clubs on their behalf. As a provider of vacation exchange services, the Company enters into affiliation agreements with developers of vacation ownership properties to allow owners of VOIs to trade their intervals for intervals at other properties affiliated with the Company's vacation exchange network and, for some members, for other leisure-related services and products. The Company recognizes revenues from membership dues paid by the member on a straight-line basis over the membership period as the performance obligations are fulfilled through delivery of publications, if applicable, and by providing access to travel-related products and services. Estimated net contract consideration payable by affiliated clubs for memberships is recognized as revenue over the term of the contract with the affiliated club in proportion to the estimated average monthly member count. Such estimates are adjusted periodically for changes in actual and forecasted member activity. For additional fees, members have the right to exchange their intervals for intervals at other properties affiliated with the Company's vacation exchange networks and, for certain members, for other leisure-related services and products. The Company also derives revenue from facilitating bookings of travel accommodations that were acquired from various sources. Revenue is recognized when these transactions have been confirmed, net of expected cancellations.

The Company's vacation exchange business also derives revenues from programs with affiliated resorts, club servicing, and loyalty programs, and additional exchange-related products that provide members with the ability to protect trading power or points, extend the life of deposits, and combine two or more deposits for the opportunity to exchange into intervals with higher trading power. Revenues from other vacation exchange-related product fees are deferred and recognized upon the occurrence of a future exchange, event, or other related transaction.

The Company earns revenue from its RCI Elite Rewards co-branded credit card program, which is primarily generated by cardholder spending and the enrollment of new cardholders. The advance payments received under the program are recognized as a contract liability until the Company's performance obligations have been satisfied. The primary performance obligation for the program relates to brand performance services. Total contract consideration is estimated and recognized on a straight-line basis over the contract term.

Other Items

The Company records property management service revenues for its Vacation Ownership segment and RCI Elite Rewards revenues for its Travel and Membership segment gross as a principal.

Contract Liabilities

Contract liabilities generally represent payments or consideration received in advance for goods or services that the Company has not yet transferred to the customer. Contract liabilities consisted of (in millions):

	As of December 31,	
	2024	2023
Deferred subscription revenue	\$ 151	\$ 161
Deferred VOI trial package revenue	142	136
Deferred VOI incentive revenue	86	81
Deferred exchange-related revenue ^(a)	58	59
Deferred co-branded credit card programs revenue	21	6
Deferred other revenue	1	1
Total	\$ 459	\$ 444

^(a) Includes contractual liabilities to accommodate members for cancellations initiated by the Company due to unexpected events. These amounts are included within Accrued expenses and other liabilities on the Consolidated Balance Sheets.

In the Company's Vacation Ownership business, deferred VOI trial package revenue represents consideration received in advance for a trial VOI, which allows customers to utilize a vacation package typically within three years of purchase but may extend longer for certain programs. Deferred VOI incentive revenue represents payments received in advance for additional travel-related services and products at the time of a VOI sale. Revenue is recognized when a customer utilizes the additional services and products, which is typically within two years of the VOI sale but may extend longer for certain programs.

Within the Company's Travel and Membership business, deferred subscription revenue represents billings and payments received in advance from members and affiliated clubs for memberships in the Company's travel programs which are recognized in future periods. Deferred exchange-related revenue primarily represents payments received in advance from members to book vacation exchanges which are recognized upon the future confirmed transaction. Deferred revenue also includes other leisure-related service and product revenues which are recognized as customers utilize the associated benefits.

Changes in contract liabilities for the periods presented were as follows (in millions):

	Year Ended December 31,		
	2024	2023	2022
Beginning balance	\$ 444	\$ 400	\$ 382
Additions	322	326	273
Revenue recognized	(307)	(282)	(255)
Ending balance	\$ 459	\$ 444	\$ 400

Capitalized Contract Costs

The Vacation Ownership segment incurs certain direct and incremental selling costs in connection with VOI trial package and incentive revenues. Such costs are capitalized and subsequently recognized over the utilization period when usage or expiration occurs, which is typically within three years from the date of sale. As of December 31, 2024 and 2023, these capitalized costs were \$49 million and \$46 million and are included within Other assets on the Consolidated Balance Sheets.

The Travel and Membership segment incurs certain direct and incremental selling costs to obtain contracts with customers in connection with subscription revenues and exchange-related revenues. Such costs, which are primarily comprised of commissions paid to internal and external parties and credit card processing fees, are deferred at the inception of the contract and recognized when the benefit is transferred to the customer. As of both December 31, 2024 and 2023, the capitalized costs were \$16 million, of which \$11 million was included in Prepaid expenses and \$5 million was included in Other assets on the Consolidated Balance Sheets.

Practical Expedients

The Company has not adjusted the consideration for the effects of a significant financing component if it expected, at contract inception, that the period between when the Company will satisfy the performance obligation and when the customer will pay for that good or service will be one year or less.

Performance Obligations

A performance obligation is a promise in a contract with a customer to transfer a distinct good or service to the customer. The consideration received from a customer is allocated to each distinct performance obligation and recognized as revenue when, or as, each performance obligation is satisfied. The following table summarizes the Company's remaining performance obligations for the 12-month periods set forth below (in millions):

	2025	2026	2027	Thereafter	Total
Subscription revenue	\$ 86	\$ 34	\$ 14	\$ 17	\$ 151
VOI trial package revenue	133	3	3	3	142
VOI incentive revenue	86	—	—	—	86
Exchange-related revenue	55	2	1	—	58
Co-branded credit card programs revenue	2	2	2	15	21
Other revenue	1	—	—	—	1
Total	\$ 363	\$ 41	\$ 20	\$ 35	\$ 459

Disaggregation of Net Revenues

The table below presents a disaggregation of the Company's net revenues from contracts with customers by major services and products for each of the Company's segments (in millions):

	Year Ended December 31,		
	2024	2023	2022
Vacation Ownership			
Vacation ownership interest sales	\$ 1,721	\$ 1,582	\$ 1,484
Property management fees and reimbursable revenues	845	814	763
Consumer financing	450	427	406
Fee-for-Service commissions	71	131	116
Ancillary revenues	84	87	66
Total Vacation Ownership	3,171	3,041	2,835
Travel and Membership			
Transaction revenues	487	499	519
Subscription revenues	179	183	184
Ancillary revenues	29	29	32
Total Travel and Membership	695	711	735
Corporate and other			
Ancillary revenues	2	5	—
Eliminations	(4)	(7)	(3)
Total Corporate and other	(2)	(2)	(3)
Net revenues	\$ 3,864	\$ 3,750	\$ 3,567

4. Earnings Per Share

The computations of basic and diluted earnings per share (“EPS”) are based on Net income attributable to Travel + Leisure Co. shareholders divided by the basic weighted average number of common shares and diluted weighted average number of common shares outstanding. The following table sets forth the computations of basic and diluted EPS (in millions, except per share data):

	Year Ended December 31,		
	2024	2023	2022
Net income from continuing operations attributable to Travel + Leisure Co. shareholders	\$ 378	\$ 391	\$ 356
Gain on disposal of discontinued business attributable to Travel + Leisure Co. shareholders, net of income taxes	33	5	1
Net income attributable to Travel + Leisure Co. shareholders	<u>\$ 411</u>	<u>\$ 396</u>	<u>\$ 357</u>
<i>Basic earnings per share ^(a)</i>			
Continuing operations	\$ 5.39	\$ 5.24	\$ 4.27
Discontinued operations	0.48	0.07	0.01
	<u>\$ 5.87</u>	<u>\$ 5.31</u>	<u>\$ 4.28</u>
<i>Diluted earnings per share ^(a)</i>			
Continuing operations	\$ 5.35	\$ 5.21	\$ 4.23
Discontinued operations	0.47	0.07	0.01
	<u>\$ 5.82</u>	<u>\$ 5.28</u>	<u>\$ 4.24</u>
Basic weighted average shares outstanding	70.1	74.5	83.4
RSUs ^(b) , PSUs ^(c) and NQs ^(d)	0.6	0.5	0.8
Diluted weighted average shares outstanding ^(e)	<u>70.7</u>	<u>75.0</u>	<u>84.2</u>
<i>Dividends:</i>			
Cash dividends per share ^(f)	\$ 2.00	\$ 1.80	\$ 1.60
Aggregate dividends paid to shareholders	\$ 142	\$ 136	\$ 135

^(a) Earnings per share amounts are calculated using whole numbers.

^(b) Excludes 0.6 million, 1.1 million, and 0.7 million of restricted stock units (“RSUs”) that would have been anti-dilutive to EPS for the years 2024, 2023, and 2022. These shares could potentially dilute EPS in the future.

^(c) Excludes performance-vested restricted stock units (“PSUs”) of 0.7 million, 0.7 million, and 0.5 million for the years 2024, 2023, and 2022, as the Company had not met the required performance metrics. These PSUs could potentially dilute EPS in the future.

^(d) Excludes 0.7 million, 2.3 million, and 1.6 million of outstanding non-qualified stock options (“NQs”) that would have been anti-dilutive to EPS for the years 2024, 2023, and 2022. These outstanding NQs could potentially dilute EPS in the future.

^(e) The dilutive impact of the Company’s potential common stock is computed utilizing the treasury stock method using average market prices during the period.

^(f) The Company paid cash dividends of \$0.50 per share for all four quarters of 2024, \$0.45 per share for all four quarters of 2023, and \$0.40 per share for all four quarters of 2022.

Share Repurchase Program

On August 20, 2007, the Company’s Board of Directors (“Board”) authorized a share repurchase program that enabled it to purchase its common stock. As of December 31, 2024, the Board has increased the capacity of the program 10 times, most recently in May 2024 by \$500 million, bringing the total authorization under the current program to \$7.0 billion. Proceeds received from stock option exercises have increased the repurchase capacity by \$87 million since the inception of this program. As of December 31, 2024, the Company had \$441 million of remaining availability in its program.

The following table summarizes stock repurchase activity under the current share repurchase program (in millions):

	Shares	Cost
As of December 31, 2023	127.8	\$ 6,411
Repurchases	5.2	235
As of December 31, 2024	133.0	\$ 6,646

During 2024 and 2023, the Company incurred \$2 million and \$3 million of excise tax related to share repurchases, included within Treasury stock on the Consolidated Balance Sheets.

5. Acquisitions

Assets acquired and liabilities assumed in business combinations were recorded on the Consolidated Balance Sheets as of the respective acquisition dates based upon their estimated fair values at such dates. The results of operations of businesses acquired by the Company have been included in the Consolidated Statements of Income since their respective dates of acquisition. For contract assets and contract liabilities with customers acquired in business combinations which occurred in 2022 or later, the Company recognized and measured those contracts as though it had entered into the agreement with the customer as of the same date as the acquiree. The excess of the purchase price over the estimated fair values of the underlying assets acquired and liabilities assumed was allocated to goodwill. In certain circumstances, the allocations of the excess purchase price were based upon preliminary estimates and assumptions. Accordingly, the allocations may be subject to revision when the Company receives final information, including appraisals and other analyses. Any revisions to the fair values during the measurement period will be recorded by the Company as further adjustments to the purchase price allocations. Although, in certain circumstances, the Company has substantially integrated the operations of its acquired businesses, additional future costs relating to such integration may occur. These costs may result from integrating operating systems, relocating employees, closing facilities, reducing duplicative efforts, and exiting and consolidating other activities. These costs will be recorded on the Consolidated Statements of Income as expenses.

Accor Vacation Club. On March 1, 2024, the Company acquired the vacation ownership business of Accor for \$50 million (\$44 million net of cash acquired) subject to customary post-closing adjustments based on final valuation information and additional analysis. The fair value of purchase consideration was comprised of \$40 million net cash paid at closing and \$4 million paid during the second quarter of 2024. This acquisition creates a new line of business for Travel + Leisure Co. as Accor Vacation Club adds to the Company's portfolio of brand affiliations and expands its international portfolio in the Asia Pacific region. Accor receives a percentage of the associated vacation ownership sales revenue as a licensing fee under an exclusive licensing agreement.

This transaction was accounted for as a business acquisition. As of December 31, 2024, the Company has recognized the assets and liabilities of Accor Vacation Club based on estimates of their acquisition date fair values. The determination of the fair values of the acquired assets and assumed liabilities, including goodwill and other intangible assets, required significant judgment. The purchase price allocation included: (i) \$23 million of definite-lived intangible assets with a weighted average life of 20 years consisting of management agreements and customer relationships, included within Other intangibles, net; (ii) \$9 million of Inventory; (iii) \$8 million of Trade receivables, net; (iv) \$6 million of Goodwill, none of which is expected to be deductible for Australian income tax purposes; (v) \$6 million of Property and equipment, net; and (vi) \$8 million of Accrued expenses and other liabilities on the Consolidated Balance Sheets. This business is included within the Vacation Ownership segment. The Company completed purchase accounting for this transaction during the fourth quarter of 2024.

Playbook365. On January 3, 2023, the Company acquired the Playbook365 business, for \$13 million, comprised of \$6 million of cash paid at closing and contingent consideration with a closing date fair market value of \$7 million, which could range up to \$24 million, based on the achievement of certain financial metrics. Playbook365 is a youth and amateur sports management platform. This platform was integrated with Travel Club's event lodging management platform to create an all-in-one solution in the youth sports market. This acquisition was made to broaden the products and services offered by Travel Club.

This transaction was accounted for as a business acquisition. The Company recognized the assets and liabilities of Playbook365 based on estimates of their acquisition date fair values. The determination of the fair values of the acquired assets and assumed liabilities, including goodwill and other intangible assets, required significant judgment. The purchase price allocation included: (i) \$5 million of developed software with a weighted average life of four years included within Property and equipment, net on the Consolidated Balance Sheets; (ii) \$5 million of Goodwill; (iii) \$3 million of definite-lived intangible assets with a weighted average life of four years primarily consisting of customer relationships included within Other intangibles, net on the Consolidated Balance Sheets; and (iv) \$7 million of Accrued expenses and other

liabilities. All of the goodwill and other intangible assets are expected to be deductible for income tax purposes. This business is included within the Travel and Membership segment. The Company completed purchase accounting for this transaction during 2023.

During the fourth quarter of 2024, the fair value of the Playbook365 contingent consideration was reduced by \$7 million to reflect the fair value based on expected performance. This amount was included within Other income, net on the Consolidated Statements of Income.

Travel + Leisure. On January 5, 2021, the Company acquired the Travel + Leisure brand from Dotdash Meredith (formerly Meredith Corporation) for \$100 million, \$35 million of which was paid at closing. The Company made additional payments of \$20 million, \$20 million, and \$15 million in 2021, 2022, and 2023, and its final payment of \$10 million during 2024. The majority of these payments were reflected as cash used in Financing activities on the Consolidated Statements of Cash Flows. This transaction was accounted for as an asset acquisition, with the full consideration allocated to the related trademark indefinite-lived intangible asset. The Company acquired the Travel + Leisure brand to accelerate its strategic plan to broaden its reach with the launch of new travel services, expand its membership travel business, and amplify the global visibility of its leisure travel products.

Alliance Reservations Network. On August 7, 2019, the Company acquired all of the equity of Alliance Reservations Network (“ARN”). ARN is reported within the Travel and Membership segment and provides private-label travel booking technology solutions. This acquisition was undertaken for the purpose of accelerating growth at Travel and Membership by increasing the offerings available to its members and affiliates. ARN was acquired for \$102 million (\$97 million net of cash acquired). A portion of the fair value purchase consideration for this transaction was related to contingent consideration, which was reduced by \$10 million during 2022 to reflect the fair value based on expected performance. This amount was included within Other income, net on the Consolidated Statements of Income.

6. Discontinued Operations

During 2018, the Company sold its European vacation rentals business, which was part of the Travel and Membership segment prior to its classification as a discontinued operation. In connection with this sale, the Company recognized a \$33 million Gain on disposal of discontinued business, net of income taxes on the Consolidated Statements of Income during 2024. This gain on disposal includes \$32 million, net of tax, related to the expiration of certain guarantees made in connection with the sales agreement and a \$1 million tax refund related to pre-sale tax items. This tax refund is included within Net cash provided by/(used in) investing activities from discontinued operations on the Consolidated Statements of Cash Flows.

During 2023, the Company recognized a \$5 million Gain on disposal of discontinued business, net of income taxes on the Consolidated Statements of Income resulting from the expiration of a guarantee associated with the sale of the European vacation rentals business.

During 2022, the Company had \$5 million of Net cash used in investing activities from discontinued operations on the Consolidated Statements of Cash Flows which included \$6 million related to the settlement of post-closing adjustment claims associated with the sale of the European vacation rentals business; partially offset by \$1 million of tax refunds related to various pre-sale tax items included in Gain on disposal of discontinued business, net of income taxes on the Consolidated Statements of Income.

The Company does not expect to incur significant ongoing gains and/or losses for the aforementioned discontinued operations. See Note 27—*Transactions with Former Parent and Former Subsidiaries* for additional information.

7. Intangible Assets

Intangible assets consisted of (in millions):

	As of December 31, 2024			As of December 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
<i>Unamortized Intangible Assets:</i>						
Goodwill	\$ 966			\$ 962		
Trademarks ^(a)	\$ 144			\$ 144		
<i>Amortized Intangible Assets:</i>						
Customer lists ^(b)	\$ 77	\$ 48	\$ 29	\$ 76	\$ 42	\$ 34
Management agreements ^(c)	69	41	28	50	39	11
Trademarks ^(d)	8	7	1	9	6	3
Other ^(e)	9	2	7	8	1	7
	\$ 163	\$ 98	\$ 65	\$ 143	\$ 88	\$ 55

^(a) Comprised of trademarks and trade names the Company has acquired that are expected to generate future cash flows for an indefinite period of time.

^(b) Amortized between 4 to 15 years with a weighted average life of 13 years.

^(c) Amortized between 5 to 25 years with a weighted average life of 18 years.

^(d) Amortized between 5 to 8 years with a weighted average life of 7 years. During 2024, the Company recorded a \$1 million impairment to trademarks at the Travel and Membership segment.

^(e) Includes business contracts and noncompetition covenants, which are amortized between 3 to 69 years with a weighted average life of 58 years.

Goodwill

During the fourth quarters of 2024, 2023, and 2022, the Company performed its annual goodwill impairment test and determined no impairment existed as the fair value of goodwill at its reporting units was in excess of the carrying value.

The changes in the carrying amount of goodwill are as follows (in millions):

	Balance as of December 31, 2023	Goodwill Acquired During 2024	Foreign Exchange	Balance as of December 31, 2024
Travel and Membership	\$ 935	\$ —	\$ (2)	\$ 933
Vacation Ownership	27	6	—	33
Total Company	\$ 962	\$ 6	\$ (2)	\$ 966

Amortizable Intangible Assets

Amortization expense relating to amortizable intangible assets is included as a component of Depreciation and amortization on the Consolidated Statements of Income and was as follows (in millions):

	Year Ended December 31,		
	2024	2023	2022
Customer lists	\$ 6	\$ 6	\$ 6
Management agreements	2	4	1
Other	2	—	2
Total	\$ 10	\$ 10	\$ 9

Based on the Company's amortizable intangible assets as of December 31, 2024, the Company expects related amortization expense for the next five years as follows (in millions):

	Amount
2025	\$ 10
2026	\$ 10
2027	\$ 8
2028	\$ 4
2029	\$ 4

8. Income Taxes

The income tax provision attributable to continuing operations consisted of the following (in millions):

	Year Ended December 31,		
	2024	2023	2022
Current			
Federal	\$ 55	\$ 53	\$ 83
State	13	7	23
Foreign	41	26	28
	<u>109</u>	<u>86</u>	<u>134</u>
Deferred			
Federal	31	—	2
State	(3)	6	(6)
Foreign	(2)	2	—
	<u>26</u>	<u>8</u>	<u>(4)</u>
Provision for income taxes	<u>\$ 135</u>	<u>\$ 94</u>	<u>\$ 130</u>

Pre-tax income for domestic and foreign operations attributable to continuing operations consisted of the following (in millions):

	Year Ended December 31,		
	2024	2023	2022
Domestic	\$ 331	\$ 315	\$ 326
Foreign	182	170	160
Income before income taxes	<u>\$ 513</u>	<u>\$ 485</u>	<u>\$ 486</u>

Deferred income tax assets and liabilities were comprised of the following (in millions):

	As of December 31,	
	2024	2023
<i>Deferred income tax assets:</i>		
Provision for doubtful accounts and loan loss allowance for vacation ownership contract receivables	\$ 189	\$ 182
Other comprehensive income	84	82
Accrued liabilities and deferred income	74	74
Foreign tax credit carryforward	41	52
Net operating loss carryforward	22	25
Tax basis differences in assets of foreign subsidiaries	12	12
Other	91	96
Valuation allowance ^(a)	(109)	(120)
Deferred income tax assets	404	403
<i>Deferred income tax liabilities:</i>		
Installment sales of vacation ownership interests	762	721
Depreciation and amortization	194	204
Other comprehensive income	66	61
Estimated VOI recoveries	52	51
Other	29	30
Deferred income tax liabilities	1,103	1,067
Net deferred income tax liabilities	\$ 699	\$ 664
<i>Reported in:</i>		
Other assets	\$ 23	\$ 23
Deferred income taxes	722	687
Net deferred income tax liabilities	\$ 699	\$ 664

^(a) The valuation allowance of \$109 million at December 31, 2024, relates to foreign tax credits, net operating loss carryforwards, and certain deferred tax assets of \$25 million, \$9 million, and \$75 million. The valuation allowance of \$120 million at December 31, 2023, relates to foreign tax credits, net operating loss carryforwards, and certain deferred tax assets of \$26 million, \$16 million, and \$78 million. The valuation allowance will be reduced when and if the Company determines it is more likely than not that the related deferred income tax assets will be realized.

As of December 31, 2024, the Company's net operating loss carryforwards primarily relate to state and foreign net operating losses of \$10 million and \$9 million. The state net operating losses are due to expire at various dates, but no later than 2044 for those that cannot be carried forward indefinitely. The majority of the foreign net operating losses can be carried forward indefinitely. As of December 31, 2024, the Company had \$41 million of foreign tax credits. These foreign tax credits expire between the 2025 and 2034 tax years.

The Company's effective income tax rate differs from the U.S. federal statutory rate as follows:

	Year Ended December 31,		
	2024	2023	2022
Federal statutory rate	21.0%	21.0%	21.0%
State and local income taxes, net of federal tax benefits	2.6	2.6	2.4
Taxes on foreign operations at rates different than U.S. federal statutory rates	(0.5)	(2.0)	(2.0)
Taxes on foreign income, net of tax credits	2.5	2.5	3.1
Valuation allowance	(1.2)	(5.4)	(0.2)
Installment sale interest	0.9	0.8	1.1
Other	1.1	(0.1)	1.3
	26.4%	19.4%	26.7%

The following table summarizes the activity related to the Company's unrecognized tax benefits (in millions):

	Year Ended December 31,		
	2024	2023	2022
Beginning balance	\$ 22	\$ 25	\$ 27
Increases related to tax positions taken during the current period	2	1	2
Decreases related to tax positions taken during a prior period	—	(1)	(3)
Decreases as a result of a lapse of the applicable statute of limitations	(2)	(3)	(1)
Ending balance	<u>\$ 22</u>	<u>\$ 22</u>	<u>\$ 25</u>

The gross amount of the unrecognized tax benefits that, if recognized, would affect the Company's effective tax rate were \$17 million, \$18 million, and \$20 million as of December 31, 2024, 2023, and 2022. The Company records potential penalties and interest as a component of Provision for income taxes on the Consolidated Statements of Income related to these unrecognized tax benefits. During 2024 and 2023 penalties and interest decreased by less than \$1 million in each year. During 2022 penalties and interest decreased by \$1 million. The Company had a liability for potential penalties of \$3 million, \$3 million, and \$4 million as of December 31, 2024, 2023 and 2022, and potential interest of \$9 million, \$10 million, and \$10 million during these periods. Such liabilities are reported as a component of Accrued expenses and other liabilities on the Consolidated Balance Sheets.

The Company believes that it is reasonably possible that its unrecognized tax benefits could decrease by \$2 million within 12 months of the current reporting date due to the expiration of certain statutes of limitations. The Company does not expect other changes to the unrecognized tax benefits balance to be significant.

The Company files U.S. federal and state, and foreign income tax returns in jurisdictions with varying statutes of limitations. With few exceptions, the Company is no longer subject to U.S. federal income tax examinations for years prior to 2021 and state and local income tax examinations prior to 2016. In significant foreign jurisdictions, generally years prior to 2016 are no longer subject to income tax examinations by their respective tax authorities.

The Company asserts that substantially all undistributed foreign earnings will be reinvested indefinitely as of December 31, 2024. In the event the Company determines not to continue to assert that all or part of its undistributed foreign earnings are permanently reinvested, such a determination in the future could result in the accrual and payment of additional foreign withholding taxes, as well as U.S. taxes on currency transaction gains and losses, the determination of which is not practicable.

The Company made cash income tax payments, net of refunds, of \$100 million, \$144 million, and \$153 million during 2024, 2023, and 2022. Such payments exclude income tax related payments made to or refunded by the Company's former parent Avis Budget Group, Inc., formerly Cendant Corporation and Wyndham Hotels & Resorts, Inc. ("Wyndham Hotels").

9. Vacation Ownership Contract Receivables

The Company generates VOCRs by extending financing to the purchasers of its VOIs. Vacation ownership contract receivables, net consisted of the following (in millions):

	As of December 31,	
	2024	2023
<i>Vacation ownership contract receivables:</i>		
Securitized ^(a)	\$ 2,293	\$ 2,291
Non-securitized ^(b)	940	810
Vacation ownership contract receivables, gross	3,233	3,101
Less: allowance for loan losses	614	574
Vacation ownership contract receivables, net	<u>\$ 2,619</u>	<u>\$ 2,527</u>

^(a) Excludes \$19 million and \$18 million of accrued interest on VOCRs as of December 31, 2024 and 2023, which are included in Trade receivables, net on the Consolidated Balance Sheets.

^(b) Excludes \$8 million of accrued interest on VOCRs as of both December 31, 2024 and 2023, which are included in Trade receivables, net on the Consolidated Balance Sheets.

Principal payments due on the Company’s VOCRs during each of the five years subsequent to December 31, 2024, and thereafter are as follows (in millions):

	Securitized	Non - Securitized	Total
2025	\$ 223	\$ 90	\$ 313
2026	237	96	333
2027	248	102	350
2028	259	100	359
2029	262	89	351
Thereafter	1,064	463	1,527
	<u>\$ 2,293</u>	<u>\$ 940</u>	<u>\$ 3,233</u>

During 2024, 2023, and 2022, the Company’s securitized VOCRs generated interest income of \$329 million, \$311 million, and \$292 million. Such interest income is included within Consumer financing revenue on the Consolidated Statements of Income.

During 2024, 2023, and 2022, the Company had net VOCR originations of \$1.53 billion, \$1.43 billion, and \$1.14 billion and received principal collections of \$983 million, \$924 million, and \$771 million. The weighted average interest rate on outstanding VOCRs was 14.7%, 14.7%, and 14.6% during 2024, 2023, and 2022.

The Company records the difference between VOCRs and the variable consideration included in the transaction price for the sale of the related VOIs as a provision for loan losses on VOCRs. The activity in the allowance for loan losses on VOCRs was as follows (in millions):

	Year Ended December 31,		
	2024	2023	2022
Allowance for loan losses beginning balance	\$ 574	\$ 541	\$ 510
Provision for loan losses, net ^(a)	432	348	302
Contract receivables write-offs, net	(392)	(315)	(271)
Allowance for loan losses ending balance	<u>\$ 614</u>	<u>\$ 574</u>	<u>\$ 541</u>

^(a) Recorded as a reduction to Net revenue.

Credit Quality for Financed Receivables and the Allowance for Credit Losses

The basis of the differentiation within the identified class of financed VOI contract receivables is the consumer’s Fair Isaac Corporation (“FICO”) score. A FICO score is a branded version of a consumer credit score widely used within the U.S. by the largest banks and lending institutions. FICO scores range from 300 to 850 and are calculated based on information obtained from one or more of the three major U.S. credit reporting agencies that compile and report on a consumer’s credit history. The Company updates its records for all active VOI contract receivables with a balance due on a rolling monthly basis to ensure that all VOI contract receivables are scored at least every six months. The Company groups all VOI contract receivables into five different categories: FICO scores ranging from 700 to 850, from 600 to 699, below 600, no score (primarily comprised of consumers for whom a score is not readily available, including consumers declining access to FICO scores and non-U.S. residents), and Asia Pacific (comprised of receivables in the Company’s Travel + Leisure Vacation Clubs Asia Pacific business for which scores are not available).

The following tables details an aging analysis of financing receivables using the most recently updated FICO scores, based on the policy described above (in millions):

	As of December 31, 2024					
	700+	600-699	<600	No Score	Asia Pacific	Total
Current	\$ 1,935	\$ 711	\$ 136	\$ 87	\$ 193	\$ 3,062
31 - 60 days	23	26	13	3	7	72
61 - 90 days	15	18	10	1	5	49
91 - 120 days	15	16	12	1	6	50
Total	<u>\$ 1,988</u>	<u>\$ 771</u>	<u>\$ 171</u>	<u>\$ 92</u>	<u>\$ 211</u>	<u>\$ 3,233</u>

As of December 31, 2023							
	700+	600-699	<600	No Score	Asia Pacific	Total	
Current	\$ 1,835	\$ 735	\$ 120	\$ 83	\$ 183	\$ 2,956	
31 - 60 days	22	28	13	2	1	66	
61 - 90 days	12	16	10	1	—	39	
91 - 120 days	10	16	12	2	—	40	
Total	\$ 1,879	\$ 795	\$ 155	\$ 88	\$ 184	\$ 3,101	

The Company ceases to accrue interest on VOI contract receivables once the contract has remained delinquent for greater than 90 days and reverses all of the associated accrued interest recognized to date against interest income included within Consumer financing revenue on the Consolidated Statements of Income. At greater than 120 days, the VOI contract receivable is written off to the allowance for loan losses. In accordance with its policy, the Company assesses the allowance for loan losses using a static pool methodology and thus does not assess individual loans for impairment.

The following tables detail the year of origination of financing receivables using the most recently updated FICO scores, based on the policy described above (in millions):

As of December 31, 2024							
	700+	600-699	<600	No Score	Asia Pacific	Total	
2024	\$ 918	\$ 279	\$ 29	\$ 38	\$ 123	\$ 1,387	
2023	425	187	49	16	40	717	
2022	255	120	36	9	11	431	
2021	111	55	20	3	7	196	
2020	56	25	7	3	7	98	
Prior	223	105	30	23	23	404	
Total	\$ 1,988	\$ 771	\$ 171	\$ 92	\$ 211	\$ 3,233	

As of December 31, 2023							
	700+	600-699	<600	No Score	Asia Pacific	Total	
2023	\$ 850	\$ 292	\$ 27	\$ 33	\$ 107	\$ 1,309	
2022	407	202	46	14	18	687	
2021	172	90	27	4	12	305	
2020	86	39	10	4	10	149	
2019	131	65	18	11	13	238	
Prior	233	107	27	22	24	413	
Total	\$ 1,879	\$ 795	\$ 155	\$ 88	\$ 184	\$ 3,101	

The table below represents the gross write-offs of financing receivables by year of origination (in millions):

	Year Ended December 31, 2024
2024	\$ 60
2023	168
2022	80
2021	33
2020	12
Prior	44
Total	\$ 397

10. Inventory

Inventory consisted of the following (in millions):

	As of December 31,	
	2024	2023
Completed VOI inventory	\$ 970	\$ 899
Estimated VOI recoveries	214	207
Land held for VOI development	29	20
VOI construction in process	10	5
Vacation exchange credits and other	4	4
Total inventory	\$ 1,227	\$ 1,135

As VOI inventory is completed it is transferred into property and equipment until such units are registered and made available for sale. Once registered and available for sale, the units are then transferred back into completed inventory. The Company had net transfers of VOI inventory from property and equipment of \$56 million during 2024 and had net transfers of VOI inventory to property and equipment of \$16 million during 2023.

Inventory Obligations

The Company has entered into inventory sale transactions with third-party developers for which the Company has conditional rights and obligations to repurchase the completed properties from the developers subject to the properties conforming to the Company's vacation ownership resort standards and provided that the third-party developers have not sold the properties to another party. Under the sale of real estate accounting guidance, the conditional rights and obligations of the Company constitute continuing involvement and thus the Company was unable to account for these transactions as a sale.

The following table summarizes the activity related to the Company's inventory obligations (in millions):

	Las Vegas ^(a)	Other ^(b)	Total
December 31, 2022	\$ 30	\$ 7	\$ 37
Purchases	—	80	80
Payments	(30)	(79)	(109)
December 31, 2023	—	8	8
Purchases	—	106	106
Payments	—	(107)	(107)
December 31, 2024	\$ —	\$ 7	\$ 7

^(a) Included in Accrued expenses and other liabilities on the Consolidated Balance Sheets.

^(b) Included in Accounts payable on the Consolidated Balance Sheets.

11. Property and Equipment

Property and equipment, net consisted of the following (in millions):

	As of December 31,	
	2024	2023
Capitalized software	\$ 794	\$ 756
Building and leasehold improvements ^(a)	625	665
Furniture, fixtures and equipment	144	168
Finance leases	50	41
Land	28	28
Construction in progress	21	24
Total property and equipment	1,662	1,682
Less: accumulated depreciation and amortization	1,071	1,027
Property and equipment, net	\$ 591	\$ 655

^(a) Includes \$192 million and \$256 million of unregistered VOI inventory as of December 31, 2024 and 2023.

During 2024, 2023, and 2022, the Company recorded depreciation and amortization expense of \$105 million, \$102 million, and \$110 million related to property and equipment. As of both December 31, 2024 and 2023, the Company had accrued capital expenditures of \$5 million.

12. Leases

The Company leases property and equipment under finance and operating leases for its corporate headquarters, administrative functions, marketing and sales offices, and various other facilities and equipment. For leases with terms greater than 12 months, the Company records the related asset and obligation at the present value of lease payments over the term. Many of its leases include rental escalation clauses, lease incentives, renewal options and/or termination options that are factored into the Company's determination of lease payments. The Company elected the hindsight practical expedient to determine the reasonably certain lease term for existing leases. The Company also made an accounting policy election to keep leases with an initial term of 12 months or less off the balance sheet and recognize the associated lease payments on a straight-line basis over the lease term in the Consolidated Statements of Income.

When available, the Company uses the rate implicit in the lease to discount lease payments to present value; however, most of its leases do not provide a readily determinable implicit rate. Therefore, the Company must estimate its incremental borrowing rate to discount the lease payments based on information available at lease commencement. The majority of the Company's leases have remaining lease terms of one to 20 years, some of which include options to extend the leases for up to 10 years, and some of which include options to terminate the leases within one year.

The table below presents information related to the lease costs for finance and operating leases (in millions):

	Year Ended December 31,		
	2024	2023	2022
Operating lease cost	\$ 20	\$ 21	\$ 23
Short-term lease cost	\$ 14	\$ 13	\$ 13
Finance lease cost:			
Amortization of right-of-use assets	\$ 11	\$ 8	\$ 5
Interest on lease liabilities	1	1	1
Total finance lease cost	<u>\$ 12</u>	<u>\$ 9</u>	<u>\$ 6</u>

The table below presents the lease-related assets and liabilities recorded on the Consolidated Balance Sheets:

	Balance Sheet Classification	As of December 31,	
		2024	2023
Operating leases (in millions):			
Operating lease right-of-use assets	Other assets	\$ 47	\$ 46
Operating lease liabilities	Accrued expenses and other liabilities	\$ 79	\$ 87
Finance leases (in millions):			
Finance lease assets ^(a)	Property and equipment, net	\$ 21	\$ 21
Finance lease liabilities	Debt	\$ 21	\$ 20
Weighted average remaining lease term:			
Operating leases		4.9 years	5.1 years
Finance leases		2.6 years	2.8 years
Weighted average discount rate:			
Operating leases ^(b)		6.2 %	6.0 %
Finance leases		6.5 %	6.6 %

^(a) Presented net of accumulated depreciation.

^(b) Upon adoption of the lease standard, discount rates used for existing leases were established at January 1, 2019.

The table below presents supplemental cash flow information related to leases (in millions):

	Year Ended December 31,		
	2024	2023	2022
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash outflows from operating leases	\$ 31	\$ 32	\$ 32
Operating cash outflows from finance leases	\$ 1	\$ 1	\$ 1
Financing cash outflows from finance leases	\$ 10	\$ 9	\$ 6
Right-of-use assets obtained in exchange for lease obligations:			
Operating leases	\$ 19	\$ 3	\$ 2
Finance leases	\$ 11	\$ 16	\$ 8

The table below presents maturities of lease liabilities as of December 31, 2024 (in millions):

	Operating Leases	Finance Leases
2025	\$ 27	\$ 11
2026	18	7
2027	16	4
2028	13	1
2029	10	—
Thereafter	10	—
Total minimum lease payments	94	23
Less: amount of lease payments representing interest	(15)	(2)
Present value of future minimum lease payments	\$ 79	\$ 21

13. Other Assets

Other assets consisted of the following (in millions):

	As of December 31,	
	2024	2023
Non-trade receivables, net	\$ 84	\$ 84
Deferred costs	54	58
Capitalized contract costs ^(a)	54	51
Right-of-use assets	47	46
Tax receivables	42	52
Payroll funding	37	2
Deferred tax asset	23	23
Held-for-sale	19	18
Investments	18	19
Marketable securities	17	14
Deposits	17	10
Other	13	17
Total	\$ 425	\$ 394

^(a) Includes certain direct and incremental selling costs in connection with VOI trial package, incentive, subscription, and exchange-related revenues. See Note 3—*Revenue Recognition* for additional details.

14. Accrued Expenses and Other Liabilities

Accrued expenses and other liabilities consisted of the following (in millions):

	As of December 31,	
	2024	2023
Accrued payroll and related costs	\$ 231	\$ 197
Lease liabilities ^(a)	79	87
Resort related obligation and commitments	66	68
Accrued taxes	60	65
Payables associated with separation and sale of business activities	50	49
Accrued interest	49	55
Accrued advertising and marketing	38	35
Funds on deposit	31	17
Accrued legal and professional fees	27	20
Guarantees	24	62
Restructuring liabilities ^(b)	23	33
Deferred contingent consideration ^(c)	—	17
Accrued other	100	102
Total	\$ 778	\$ 807

^(a) See Note 12—*Leases* for details.

^(b) See Note 26—*Restructuring* for details.

^(c) See Note 5—*Acquisitions* for details.

15. Debt

The Company's indebtedness consisted of the following (in millions):

	As of December 31,	
	2024	2023
<i>Non-recourse vacation ownership debt:</i> ^(a)		
Term notes ^(b)	\$ 1,746	\$ 1,707
USD bank conduit facility (due September 2025) ^(c)	278	261
AUD/NZD bank conduit facility (due December 2026) ^(d)	99	103
Total	\$ 2,123	\$ 2,071
<i>Debt:</i> ^(e)		
\$1.0 billion secured revolving credit facility (due October 2026) ^(f)	\$ 196	\$ —
\$300 million 2018 secured term loan B (due May 2025) ^(g)	—	284
\$598 million 2023 incremental secured term loan B (due December 2029) ^(h)	—	583
\$875 million 2024 secured term loan B (due December 2029) ⁽ⁱ⁾	860	—
\$300 million 5.65% secured notes (due April 2024)	—	300
\$350 million 6.60% secured notes (due October 2025) ^(j)	349	348
\$650 million 6.625% secured notes (due July 2026)	648	646
\$400 million 6.00% secured notes (due April 2027) ^(k)	403	404
\$650 million 4.50% secured notes (due December 2029)	644	643
\$350 million 4.625% secured notes (due March 2030)	347	347
Finance leases	21	20
Total	\$ 3,468	\$ 3,575

^(a) Represents non-recourse debt that is securitized through bankruptcy-remote special purpose entities, the creditors of which have no recourse to the Company for principal and interest. These outstanding borrowings (which legally are not liabilities of the Company) are collateralized by \$2.41

- billion and \$2.42 billion of underlying gross VOCRs and related assets (which legally are not assets of the Company) as of December 31, 2024 and 2023.
- (b) The carrying amounts of the term notes are net of deferred financing costs of \$23 million and \$22 million as of December 31, 2024 and 2023.
- (c) The Company has a borrowing capacity of \$600 million under the USD bank conduit facility through September 2025. Borrowings under this facility are required to be repaid as the collateralized receivables amortize but no later than October 2026.
- (d) The Company has a borrowing capacity of 200 million Australian Dollars (“AUD”) and 25 million New Zealand Dollars (“NZD”) under the AUD/NZD bank conduit facility through December 2026. Borrowings under this facility are required to be repaid no later than January 2029.
- (e) The carrying amounts of the secured notes and term loan are net of unamortized discounts of \$15 million and \$20 million as of December 31, 2024 and 2023, and net of unamortized debt financing costs of \$12 million as of both December 31, 2024 and 2023.
- (f) The weighted average effective interest rate on facility borrowings was 7.52% and 7.47% as of December 31, 2024 and 2023.
- (g) The weighted average effective interest rate on facility borrowings was 7.49% as of December 31, 2023.
- (h) The weighted average effective interest rate on facility borrowings was 9.25% as of December 31, 2023.
- (i) The weighted average effective interest rate on facility borrowings was 7.04% as of December 31, 2024.
- (j) Includes \$1 million and \$2 million of unamortized losses from the settlement of a derivative as of December 31, 2024 and 2023.
- (k) Includes \$4 million and \$6 million of unamortized gains from the settlement of a derivative as of December 31, 2024 and 2023.

Maturities and Capacity

The Company’s outstanding indebtedness as of December 31, 2024, matures as follows (in millions):

	Non-recourse Vacation Ownership Debt ^(a)	Debt	Total
Within 1 year	\$ 198	\$ 367	\$ 565
Between 1 and 2 years	441	859	1,300
Between 2 and 3 years	199	416	615
Between 3 and 4 years	204	10	214
Between 4 and 5 years	211	1,469	1,680
Thereafter	870	347	1,217
	<u>\$ 2,123</u>	<u>\$ 3,468</u>	<u>\$ 5,591</u>

(a) Required principal payments on the non-recourse vacation ownership debt are based on the contractual repayment terms of the underlying VOCRs. Actual maturities may differ as a result of prepayments by the VOCR obligors.

As of December 31, 2024, the available capacities under the Company’s borrowing arrangements were as follows (in millions):

	Non-recourse Conduit Facilities ^(a)	Revolving Credit Facilities ^(b)
Total capacity	\$ 738	\$ 1,000
Less: outstanding borrowings	377	196
Less: letters of credit	—	1
Available capacity	<u>\$ 361</u>	<u>\$ 803</u>

(a) Consists of the Company’s USD bank conduit facility and AUD/NZD bank conduit facility. The capacities of these facilities are subject to the Company’s ability to provide additional assets to collateralize additional non-recourse borrowings.

(b) Consists of the Company’s \$1.0 billion secured revolving credit facility.

Non-recourse Vacation Ownership Debt

As discussed in Note 16—*Variable Interest Entities*, the Company issues debt through the securitization of VOCRs.

Sierra Timeshare 2024-1 Receivables Funding LLC. On March 21, 2024, the Company closed on a placement of a series of term notes payable, issued by Sierra Timeshare 2024-1 Receivables Funding LLC, with an initial principal amount of \$350 million, secured by VOCRs and bearing interest at a weighted average coupon rate of 5.66%. The advance rate for this transaction was 95.25%. As of December 31, 2024, the Company had \$218 million of outstanding borrowings under these term notes, net of debt issuance costs.

Sierra Timeshare 2024-2 Receivables Funding LLC. On July 22, 2024, the Company closed on a placement of a series of term notes payable, issued by Sierra Timeshare 2024-2 Receivables Funding LLC, with an initial principal amount of \$375 million, secured by VOCRs and bearing interest at a weighted average coupon rate of 5.56%. The advance rate for this

transaction was 96%. As of December 31, 2024, the Company had \$284 million of outstanding borrowings under these term notes, net of debt issuance costs.

Sierra Timeshare 2024-3 Receivables Funding LLC. On October 18, 2024, the Company closed on a placement of a series of term notes payable, issued by Sierra Timeshare 2024-3 Receivables Funding LLC, with an initial principal amount of \$325 million, secured by VOCRs and bearing interest at a weighted average coupon rate of 5.18%. The advance rate for this transaction was 98%. As of December 31, 2024, the Company had \$290 million of outstanding borrowings under these term notes, net of debt issuance costs.

Term Notes. In addition to the 2024 term notes described above, as of December 31, 2024, the Company had \$954 million of outstanding non-recourse borrowings, net of debt issuance costs, under term notes entered into prior to December 31, 2023. The Company's non-recourse term notes include fixed rate term notes for which the weighted average interest rate was 6.5%, 5.6%, and 4.2% during 2024, 2023, and 2022.

USD bank conduit facility. On September 26, 2023, the Company renewed its \$600 million USD timeshare receivables conduit facility, extending the end of the commitment period from July 2024 to September 2025 and making certain other amendments, including to the advance rate. The facility bears interest based on a mixture of variable commercial paper rates plus a spread or the Daily Simple Secured Overnight Financing Rate ("SOFR"), plus a spread. Borrowings under this facility are required to be repaid as the collateralized receivables amortize, but no later than October 2026. As of December 31, 2024, the Company had \$278 million of outstanding borrowings under this facility.

AUD/NZD bank conduit facility. On December 20, 2024, the Company renewed its AUD/NZD timeshare receivables conduit facility, extending the end of the commitment period from December 2024 to December 2026. The facility has a total capacity of A\$200 million and NZ\$25 million and is secured by VOCRs, bearing interest at variable rates based on the Bank Bill Swap Bid Rate plus 1.55%, a reduction of 45 basis points. Borrowings under this facility are required to be repaid no later than January 2029. As of December 31, 2024, the Company had \$99 million of outstanding borrowings under this facility.

As of December 31, 2024, the Company's non-recourse vacation ownership debt of \$2.12 billion was collateralized by \$2.41 billion of underlying gross VOCRs and related assets. Additional usage of the Company's non-recourse bank conduit facilities is subject to the Company's ability to provide additional assets to collateralize such facilities. The combined weighted average interest rate on the Company's total non-recourse vacation ownership debt was 6.8%, 5.9%, and 4.2% during 2024, 2023, and 2022.

Debt

\$1.0 billion Revolving Credit Facility and Term Loan B facilities. The Company has a credit agreement with Bank of America, N.A. as administrative agent and collateral agent. The agreement provides for senior secured credit facilities in the amount of \$1.88 billion, consisting of a \$875 million Term Loan B facility and a \$1.0 billion secured revolving facility. On December 10, 2024, the Company amended the credit agreement governing these facilities ("Sixth Amendment"). Through this amendment the Company repriced and replaced the \$593 million outstanding balance on the 2023 Incremental Term Loan B facility and refinanced the remaining \$282 million balance on the 2018 Term Loan B facility which would have been due May 2025. The resulting new \$875 million 2024 Term Loan B facility matures on December 14, 2029. This facility was issued at par with no discount, and the principal amortizes in equal quarterly installments of 0.25% of the initial principal amount, starting with the first quarter of 2025. Deferred financing costs related to the Sixth amendment were \$4 million, which will be amortized over the life of the facility.

As of December 31, 2024, the interest rate per annum applicable to borrowings under the revolving credit facility is equal to, at the Company's option, either a base rate plus a margin ranging from 0.75% to 1.25% or SOFR plus a margin ranging from 1.75% to 2.25%, in either case based upon the first-lien leverage ratio of Travel + Leisure Co. and its restricted subsidiaries. The interest rate per annum applicable to borrowings under the 2024 Term Loan B facility is equal to, at the Company's option, either a base rate (which is the highest of Bank of America's prime rate, the federal funds rate plus 0.50%, and the Term SOFR (as defined in the Credit Agreement) one month rate, plus an applicable rate of 1.50%), or (b) the Term SOFR rate, plus an applicable rate of 2.50%. The SOFR rates with respect to the both the revolving credit facility and the 2024 Term Loan B facility are subject to a floor of 0.50%. The Company is also subject to a commitment fee for the unused portion of its revolving credit facility. This fee is based upon the first-lien leverage ratio and ranges from 0.25% to 0.35% per annum of the unused balance.

As of December 31, 2024, the security agreement that exists in connection with the credit agreement names Bank of America N.A. as collateral agent on behalf of the secured parties (as defined in the security agreement) and has been in force since May 31, 2018. The security agreement grants a security interest in the collateral of the Company (as defined in

the security agreement) and includes the holders of Travel + Leisure Co.'s outstanding secured notes, as "secured parties." These note holders share equally and ratably in the collateral (as defined in the security agreement) owned by the Company for so long as the indebtedness under the credit agreement is secured by such collateral.

Secured Notes. Pursuant to the terms of the indentures governing the Company's rating sensitive series of notes, the \$350 million 6.60% notes due 2025 and the \$400 million 6.00% notes due 2027, the interest rate on each such series of notes may be subject to future increases or decreases, as a result of future downgrades or upgrades to the credit ratings of such notes by Standard & Poor's Rating Services, Moody's Investors Service, Inc., or a substitute rating agency. Since issuance, the interest rates on the related notes have increased 150 basis points as of December 31, 2024, with a maximum potential for additional increase of 50 basis points.

As of December 31, 2024, the Company had \$2.39 billion of outstanding secured notes issued prior to December 31, 2023. Interest on these notes is payable semi-annually in arrears. The notes are redeemable at the Company's option at a redemption price equal to the greater of (i) the sum of the principal being redeemed, and (ii) a "make-whole" price specified in the indenture of the notes, plus, in each case, accrued and unpaid interest. These notes rank equally in right of payment with all of the Company's other secured indebtedness.

Deferred Financing Costs

The Company classifies debt issuance costs related to its revolving credit facilities and the bank conduit facilities within Other assets on the Consolidated Balance Sheets. Such costs were \$5 million and \$8 million as of December 31, 2024 and 2023.

Debt Covenants

The revolving credit facility and term loan B facilities are subject to covenants including the maintenance of specific financial ratios as defined in the credit agreement. The financial ratio covenants consist of a minimum interest coverage ratio of no less than 2.50 to 1.0 as of the measurement date and a maximum first lien leverage ratio not to exceed 4.25 to 1.0 as of the measurement date. The interest coverage ratio is calculated by dividing consolidated EBITDA (as defined in the credit agreement) by consolidated interest expense (as defined in the credit agreement), both as measured on a trailing 12-month basis preceding the measurement date. The first lien leverage ratio is calculated by dividing consolidated first lien debt (as defined in the credit agreement) as of the measurement date by consolidated EBITDA (as defined in the credit agreement) as measured on a trailing 12-month basis preceding the measurement date.

As of December 31, 2024, the Company's interest coverage ratio was 4.40 to 1.0 and the first lien leverage ratio was 3.32 to 1.0. These ratios do not include interest expense or indebtedness related to any qualified securitization financing (as defined in the credit agreement). As of December 31, 2024, the Company was in compliance with the financial covenants described above.

Each of the Company's non-recourse securitized term notes and bank conduit facilities contain various triggers relating to the performance of the applicable loan pools. If the VOCR pool that collateralizes one of the Company's securitization notes fails to perform within the parameters established by the contractual triggers (such as higher default or delinquency rates), there are provisions pursuant to which the cash flows for that pool will be maintained in the securitization as extra collateral for the note holders or applied to accelerate the repayment of outstanding principal to the note holders. As of December 31, 2024, all of the Company's securitized loan pools were in compliance with applicable contractual triggers.

Interest Expense

The Company incurred interest expense of \$249 million, \$251 million, and \$195 million during 2024, 2023, and 2022 excluding interest expense associated with non-recourse vacation ownership debt. These amounts include offsets of \$1 million, less than \$1 million, and \$1 million of capitalized interest during 2024, 2023, and 2022. Cash paid related to such interest was \$245 million, \$239 million, and \$189 million during 2024, 2023, and 2022.

Interest expense incurred in connection with the Company's non-recourse vacation ownership debt was \$136 million, \$112 million, and \$79 million during 2024, 2023, and 2022, and is reported within Consumer financing interest on the Consolidated Statements of Income. Cash paid related to such interest was \$113 million, \$82 million, and \$51 million during 2024, 2023, and 2022.

16. Variable Interest Entities

The Company analyzes its variable interests, including loans, guarantees, interests in special purpose entities (“SPEs”), and equity investments, to determine if an entity in which the Company has a variable interest is a VIE. If the entity is deemed to be a VIE, the Company consolidates those VIEs for which the Company is the primary beneficiary.

Vacation Ownership Contract Receivables Securitizations

The Company pools qualifying VOCRs and sells them to bankruptcy-remote entities. VOCRs qualify for securitization based primarily on the credit strength of the VOI purchaser to whom financing has been extended. VOCRs are securitized through bankruptcy-remote SPEs that are consolidated within the Company’s Consolidated Financial Statements. As a result, the Company does not recognize gains or losses resulting from these securitizations at the time of sale to the SPEs. Interest income is recognized when earned over the contractual life of the VOCRs. The Company services the securitized VOCRs pursuant to servicing agreements negotiated on an arm’s-length basis based on market conditions. The activities of these SPEs are limited to (i) purchasing VOCRs from the Company’s vacation ownership subsidiaries, (ii) issuing debt securities and/or borrowing under a conduit facility to fund such purchases, and (iii) entering into derivatives to hedge interest rate exposure. The bankruptcy-remote SPEs are legally separate from the Company. The receivables held by the bankruptcy-remote SPEs are not available to creditors of the Company and legally are not assets of the Company. Additionally, the non-recourse debt that is securitized through the SPEs is legally not a liability of the Company and thus, the creditors of these SPEs have no recourse to the Company for principal and interest.

The assets and liabilities of these vacation ownership SPEs are as follows (in millions):

	As of December 31,	
	2024	2023
Securitized contract receivables, gross ^(a)	\$ 2,293	\$ 2,291
Securitized restricted cash ^(b)	92	96
Interest receivables on securitized contract receivables ^(c)	19	18
Other assets ^(d)	8	13
Total SPE assets	2,412	2,418
Non-recourse term notes ^{(e)(f)}	1,746	1,707
Non-recourse conduit facilities ^(e)	377	364
Other liabilities ^(g)	3	4
Total SPE liabilities	2,126	2,075
SPE assets in excess of SPE liabilities	\$ 286	\$ 343

^(a) Included in Vacation ownership contract receivables, net on the Consolidated Balance Sheets.

^(b) Included in Restricted cash on the Consolidated Balance Sheets.

^(c) Included in Trade receivables, net on the Consolidated Balance Sheets.

^(d) Primarily includes deferred financing costs for the bank conduit facilities and a security investment asset, which is included in Other assets on the Consolidated Balance Sheets.

^(e) Included in Non-recourse vacation ownership debt on the Consolidated Balance Sheets.

^(f) Includes deferred financing costs of \$23 million and \$22 million as of December 31, 2024 and 2023, related to non-recourse debt.

^(g) Primarily includes accrued interest on non-recourse debt, which is included in Accrued expenses and other liabilities on the Consolidated Balance Sheets.

In addition, the Company has VOCRs that have not been securitized through bankruptcy-remote SPEs. Such gross receivables were \$940 million and \$810 million as of December 31, 2024 and 2023.

A summary of total vacation ownership receivables and other securitized assets, net of securitized liabilities and the allowance for loan losses, is as follows (in millions):

	As of December 31,	
	2024	2023
SPE assets in excess of SPE liabilities	\$ 286	\$ 343
Non-securitized contract receivables	940	810
Less: allowance for loan losses	614	574
Total, net	\$ 612	\$ 579

17. Fair Value

The Company measures its financial assets and liabilities at fair value on a recurring basis and utilizes the fair value hierarchy to determine such fair values. Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three categories:

Level 1: Quoted prices for identical instruments in active markets.

Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value driver is observable.

Level 3: Unobservable inputs used when little or no market data is available. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement falls has been determined based on the lowest level input (closest to Level 3) that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

The Company's derivative instruments currently consist of interest rate caps and foreign exchange forward contracts. See Note 18—*Financial Instruments* for additional details.

As of December 31, 2024, the Company had foreign exchange contracts resulting in less than \$1 million of assets which are included within Other assets and \$1 million of liabilities which are included in Accrued expenses and other liabilities on the Consolidated Balance Sheets. On a recurring basis, such assets and liabilities are remeasured at estimated fair value (all of which are Level 2) and thus are equal to the carrying value.

The impact of interest rate caps was immaterial as of December 31, 2024 and 2023.

For assets and liabilities that are measured using quoted prices in active markets, the fair value is the published market price per unit multiplied by the number of units held without consideration of transaction costs. Assets and liabilities that are measured using other significant observable inputs are valued by reference to similar assets and liabilities. For these items, a significant portion of fair value is derived by reference to quoted prices of similar assets and liabilities in active markets. For assets and liabilities that are measured using significant unobservable inputs, fair value is primarily derived using a fair value model, such as a discounted cash flow model.

The fair value of financial instruments is generally determined by reference to market values resulting from trading on a national securities exchange or in an over-the-counter market. In cases where quoted market prices are not available, fair value is based on estimates using present value or other valuation techniques, as appropriate. The carrying amounts of cash and cash equivalents, restricted cash, trade receivables, accounts payable, and accrued expenses and other current liabilities approximate fair value due to the short-term maturities of these assets and liabilities.

The carrying amounts and estimated fair values of all other financial instruments were as follows (in millions):

	December 31, 2024		December 31, 2023	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Assets				
Vacation ownership contract receivables, net (Level 3)	\$ 2,619	\$ 2,900	\$ 2,527	\$ 2,829
Liabilities				
Debt (Level 2)	\$ 5,591	\$ 5,537	\$ 5,646	\$ 5,541

The Company estimates the fair value of its VOCRs using a discounted cash flow model which it believes is comparable to the model that an independent third-party would use in the current market. The model uses Level 3 inputs consisting of default rates, prepayment rates, coupon rates, and loan terms for the contract receivables portfolio as key drivers of risk and relative value that, when applied in combination with pricing parameters, determines the fair value of the underlying contract receivables.

The Company estimates the fair value of its non-recourse vacation ownership debt by obtaining Level 2 inputs comprised of indicative bids from investment banks that actively issue and facilitate the secondary market for timeshare securities. The Company estimates the fair value of its debt, excluding finance leases, using Level 2 inputs based on indicative bids

from investment banks and determines the fair value of its secured notes using quoted market prices (such secured notes are not actively traded).

18. Financial Instruments

The designation of a derivative instrument as a hedge and its ability to meet the hedge accounting criteria determine how the change in fair value of the derivative instrument will be reflected on the Consolidated Financial Statements. A derivative qualifies for hedge accounting if, at inception, the derivative is expected to be highly effective in offsetting the underlying hedged cash flows or fair value, and the hedge documentation standards are fulfilled at the time the Company enters into the derivative contract. A hedge is designated as a cash flow hedge based on the exposure being hedged. The asset or liability value of the derivative will change in tandem with its fair value. Changes in fair value for qualifying cash flow hedges, are recorded in Accumulated other comprehensive loss ("AOCL"). The derivative's gain or loss is released from AOCL to match the timing of the underlying hedged cash flows. A hedge is designated as a fair value hedge when the derivative is used to manage an exposure to changes in the fair value of a recognized asset or liability. For fair value hedges, the portion of the gain or loss on the derivative instrument designated as a fair value hedge will be recognized in earnings. The Company concurrently records changes in the value of the hedged asset or liability via a basis adjustment to the hedged item. These two changes in fair value offset one another in whole or in part and are reported in the same statement of income line item as the hedged risk.

The Company reviews the effectiveness of its hedging instruments on an ongoing basis and discontinues hedge accounting for any hedge that it no longer considers to be highly effective. The Company recognizes changes in fair value for derivatives not designated as hedges or those not qualifying for hedge accounting in current period earnings. Upon termination of cash flow hedges, the Company releases gains and losses from AOCL based on the timing of the underlying cash flows, unless the termination results from the failure of the intended transaction to occur in the expected time frame. Such untimely transactions require the Company to immediately recognize in earnings gains and losses previously recorded in AOCL.

Changes in interest rates and foreign exchange rates expose the Company to market risk. The Company periodically uses cash flow and fair value hedges as part of its overall strategy to manage its exposure to market risks associated with fluctuations in interest rates and foreign currency exchange rates. As a matter of policy, the Company only enters into transactions that it believes will be highly effective at offsetting the underlying risk and it does not use derivatives for trading or speculative purposes. The Company uses the following derivative instruments to mitigate its foreign currency exchange rate and interest rate risks:

Foreign Currency Risk

The Company has foreign currency rate exposure to exchange rate fluctuations worldwide with particular exposure to the Euro, British Pound Sterling, Australian and Canadian Dollars, and Mexican Peso. The Company uses freestanding foreign currency forward contracts to manage a portion of its exposure to changes in foreign currency exchange rates associated with its foreign currency denominated receivables, payables, and forecasted earnings of foreign subsidiaries. Additionally, the Company has used foreign currency forward contracts designated as cash flow hedges to manage a portion of its exposure to changes in forecasted foreign currency denominated vendor payments. As of December 31, 2024, the Company had no gains or losses relating to contracts designated as cash flow hedges included in AOCL.

Interest Rate Risk

A portion of the debt used to finance the Company's operations is exposed to interest rate fluctuations. The Company periodically uses financial derivatives to strategically adjust its mix of fixed to floating rate debt. The derivative instruments utilized include interest rate swaps which convert fixed-rate debt into variable-rate debt (i.e. fair value hedges) and interest rate caps (undesignated hedges) to manage the overall interest cost. For relationships designated as fair value hedges, changes in fair value of the derivatives are recorded in income, with offsetting adjustments to the carrying amount of the hedged debt. As of December 31, 2024, the Company had no interest rate derivatives designated as fair value or cash flow hedges.

There were no losses on derivatives recognized in AOCL for the years ended December 31, 2024, 2023, or 2022.

The following table summarizes information regarding the (losses)/gains recognized in income on the Company's freestanding derivatives (in millions):

	Year Ended December 31,		
	2024	2023	2022
Non-designated hedging instruments			
Foreign exchange contracts ^(a)	\$ (1)	\$ 1	\$ —

^(a) Included within Operating expenses on the Consolidated Statements of Income, which is primarily offset by changes in the value of the underlying assets and liabilities.

Credit Risk and Exposure

The Company is exposed to counterparty credit risk in the event of nonperformance by counterparties to various agreements and sales transactions. The Company manages such risk by evaluating the financial position and creditworthiness of such counterparties and by requiring collateral in instances in which financing is provided. The Company mitigates counterparty credit risk associated with its derivative contracts by monitoring the amounts at risk with each counterparty to such contracts, periodically evaluating counterparty creditworthiness and financial position, and where possible, dispersing its risk among multiple counterparties.

As of December 31, 2024, there were no significant concentrations of credit risk with any individual counterparty or groups of counterparties. With the exception of the financing provided to customers of its vacation ownership businesses, the Company does not normally require collateral or other security to support credit sales.

Market Risk

The Company is subject to risks relating to the geographic concentrations of (i) areas in which the Company is currently developing and selling vacation ownership properties, (ii) sales offices in certain vacation areas, and (iii) customers of the Company's Vacation Ownership business, which in each case, may result in the Company's results of operations being more sensitive to local and regional economic conditions and other factors, including competition, extreme weather conditions and other natural disasters, and economic downturns, than the Company's results of operations would be, absent such geographic concentrations. Local and regional economic conditions and other factors may differ materially from prevailing conditions in other parts of the world. Florida, California, and Nevada are examples of areas with concentrations of sales offices. For the year ended December 31, 2024, the Company generated 19%, 12%, and 11% of its VOI sales revenues in sales offices located in Florida, California, and Nevada. Additionally, residents who live in California represent 17% of the Company's outstanding VOICs portfolio.

Included within the Consolidated Statements of Income are net revenues generated in the state of Florida of 15% during 2024, 2023 and 2022; net revenues generated in California of 11%, 10%, and 9%; and net revenues generated in Nevada of 8%, 10%, and 11% during these periods.

19. Commitments and Contingencies

COMMITMENTS

Leases

The Company is committed to making finance and operating lease payments covering various facilities and equipment. Total future minimum lease obligations are \$117 million, including finance leases, operating leases, leases signed but not yet commenced, and leases with a lease term of less than 12 months. See Note 12—Leases for additional detail.

Purchase Commitments

In the normal course of business, the Company makes various commitments to purchase goods or services from specific suppliers, including those related to vacation ownership resort development and other capital expenditures. Purchase commitments made by the Company as of December 31, 2024, aggregated to \$777 million, of which \$502 million were for marketing-related activities, \$116 million were related to the development of vacation ownership properties, and \$106 million were for information technology activities.

Letters of Credit

As of December 31, 2024, the Company had \$45 million of irrevocable standby letters of credit outstanding, of which \$1 million was under its revolving credit facility. As of December 31, 2023, the Company had \$47 million of irrevocable standby letters of credit outstanding, of which \$2 million was under its revolving credit facility. The letters of credit issued

during 2024 and 2023 also supported the securitization of VOCR fundings, certain insurance policies, and development activity at the Company's Vacation Ownership segment.

Surety Bonds

A portion of the Company's vacation ownership sales and developments are supported by surety bonds provided by affiliates of certain insurance companies in order to meet regulatory requirements of certain states. In the ordinary course of the Company's business, it has assembled commitments from 13 surety providers in the amount of \$2.38 billion, of which the Company had \$550 million outstanding as of December 31, 2024. The availability, terms and conditions, and pricing of bonding capacity are dependent on, among other things, continued financial strength and stability of the insurance company affiliates providing the bonding capacity, general availability of such capacity, and the Company's corporate credit rating. If the bonding capacity is unavailable or, alternatively, the terms and conditions and pricing of the bonding capacity are unacceptable to the Company, its Vacation Ownership business could be negatively impacted.

LITIGATION

The Company is involved in claims, legal and regulatory proceedings, and governmental inquiries related to its business, none of which, in the opinion of management, is expected to have a material effect on the Company's results of operations or financial condition.

Travel + Leisure Co. Litigation

The Company may be from time to time involved in claims, legal and regulatory proceedings, and governmental inquiries arising in the ordinary course of its business including but not limited to: for its Vacation Ownership business — breach of contract, bad faith, conflict of interest, fraud, consumer protection and other statutory claims by property owners' associations, owners and prospective owners in connection with the sale or use of VOIs or land, or the management of vacation ownership resorts, construction defect claims relating to vacation ownership units or resorts or in relation to guest reservations and bookings; and negligence, breach of contract, fraud, consumer protection and other statutory claims by guests and other consumers for alleged injuries sustained at or acts or occurrences related to vacation ownership units or resorts or in relation to guest reservations and bookings; for its Travel and Membership business — breach of contract, fraud and bad faith claims by affiliates and customers in connection with their respective agreements, negligence, breach of contract, fraud, consumer protection and other statutory claims asserted by members, guests and other consumers for alleged injuries sustained at or acts or occurrences related to affiliated resorts, or in relation to guest reservations and bookings; and for each of its businesses, bankruptcy proceedings involving efforts to collect receivables from a debtor in bankruptcy, employment matters including but not limited to, claims of wrongful termination, retaliation, discrimination, harassment and wage and hour claims, whistleblower claims, claims of infringement upon third parties' intellectual property rights, claims relating to information security, privacy and consumer protection, fiduciary duty/trust claims, tax claims, environmental claims, and landlord/tenant disputes.

The Company records an accrual for legal contingencies when it determines, after consultation with outside counsel where appropriate, that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. In making such determinations, the Company evaluates, among other things, the degree of probability of an unfavorable outcome and, when it is probable that a liability has been incurred, the Company's ability to make a reasonable estimate of loss. The Company reviews these accruals each fiscal quarter and makes revisions based on changes in facts and circumstances including changes to its strategy in dealing with these matters. The Company believes that it has adequately accrued for such matters with reserves of \$4 million and \$7 million as of December 31, 2024 and 2023. Litigation is inherently unpredictable and, although the Company believes that its accruals are adequate and/or that it has valid defenses in these matters, unfavorable results could occur. As such, an adverse outcome from such proceedings for which claims are awarded in excess of the amounts accrued, if any, could be material to the Company with respect to earnings and/or cash flows in any given reporting period. As of December 31, 2024, it is estimated that the potential exposure resulting from adverse outcomes of such legal proceedings could, in the aggregate, range up to \$20 million in excess of recorded accruals. Such accruals are exclusive of matters relating to the Company's separation from Avis Budget Group Inc., matters relating to the spin-off of Wyndham Hotels ("Spin-off"), and matters relating to the sale of the vacation rentals businesses, which are discussed in Note 27—*Transactions with Former Parent and Former Subsidiaries*. However, the Company does not believe that the impact of such litigation should result in a material liability to the Company in relation to its consolidated financial position and/or liquidity.

For matters deemed reasonably possible, therefore not requiring accrual, the Company believes that such matters will not have a material effect on its results of operations, financial position or cash flows based on information currently available.

GUARANTEES/INDEMNIFICATIONS
Standard Guarantees/Indemnifications

In the ordinary course of business, the Company enters into agreements that contain standard guarantees and indemnities whereby the Company indemnifies another party for specified breaches of, or third-party claims relating to, an underlying agreement. Such underlying agreements are typically entered into by one of the Company's subsidiaries. The various underlying agreements generally govern purchases, sales or outsourcing of products or services, leases of real estate, licensing of software and/or development of vacation ownership properties, customer data safeguards, access to credit facilities, derivatives and issuances of debt securities. Also in the ordinary course of business, the Company provides corporate guarantees for its operating business units relating to merchant credit-card processing for prepaid customer stays and other deposits. While a majority of these guarantees and indemnifications extend only for the duration of the underlying agreement, some survive the expiration of the agreement. The Company is not able to estimate the maximum potential amount of future payments to be made under these guarantees and indemnifications as the triggering events are not predictable. In certain cases, the Company receives offsetting indemnifications from third-parties and/or maintains insurance coverage that may mitigate any potential payments.

Other Guarantees and Indemnifications
Vacation Ownership

As part of the Fee-for-Service program, the Company may guarantee to reimburse the developer a certain payment or to purchase inventory from the developer, for a percentage of the original sale price if certain future conditions exist. As of December 31, 2024, the maximum potential future payments that the Company may be required to make under these guarantees is \$55 million. As of December 31, 2024 and 2023, the Company had no recognized liabilities in connection with these guarantees. For information on guarantees and indemnifications related to the Company's former parent and subsidiaries see Note 27—*Transactions with Former Parent and Former Subsidiaries*.

20. Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive loss are as follows (in millions):

	Foreign Currency Translation Adjustments	Unrealized (Losses)/Gains on Cash Flow Hedges	Defined Benefit Pension Plans	Accumulated Other Comprehensive Loss
Pretax				
Balance as of December 31, 2021	\$ (145)	\$ (1)	\$ —	\$ (146)
Other comprehensive (loss)/income	(33)	1	—	(32)
Balance as of December 31, 2022	(178)	—	—	(178)
Other comprehensive income	8	—	1	9
Balance as of December 31, 2023	(170)	—	1	(169)
Other comprehensive loss	(40)	—	—	(40)
Balance as of December 31, 2024	\$ (210)	\$ —	\$ 1	\$ (209)
Tax				
Balance as of December 31, 2021	\$ 97	\$ 1	\$ —	\$ 98
Other comprehensive income/(loss)	2	(1)	—	1
Balance as of December 31, 2022	99	—	—	99
Other comprehensive income	—	—	—	—
Balance as of December 31, 2023	99	—	—	99
Other comprehensive loss	(2)	—	—	(2)
Balance as of December 31, 2024	\$ 97	\$ —	\$ —	\$ 97

Net of Tax	Foreign Currency Translation Adjustments	Unrealized (Losses)/Gains on Cash Flow Hedges	Defined Benefit Pension Plans	Accumulated Other Comprehensive Loss
Balance as of December 31, 2021	\$ (48)	\$ —	\$ —	\$ (48)
Other comprehensive loss	(31)	—	—	(31)
Balance as of December 31, 2022	(79)	—	—	(79)
Other comprehensive income	8	—	1	9
Balance as of December 31, 2023	(71)	—	1	(70)
Other comprehensive loss	(42)	—	—	(42)
Balance as of December 31, 2024	\$ (113)	\$ —	\$ 1	\$ (112)

Foreign currency translation adjustments exclude income taxes related to investments in foreign subsidiaries where the Company intends to reinvest the undistributed earnings indefinitely in those foreign operations.

The Company's policy for releasing disproportionate income tax effects from AOCL utilizes the aggregate approach.

There were no reclassifications out of AOCL during 2024 or 2023.

21. Stock-Based Compensation

The Company has a stock-based compensation plan available to grant RSUs, PSUs, stock-settled appreciation rights, NQs, and other stock-based awards to key employees, non-employee directors, advisors, and consultants.

Under the Amended and Restated 2006 Equity Incentive Plan, a maximum of 15.7 million shares of common stock may be awarded. As of December 31, 2024, based on number of awards granted at target performance levels, 10.0 million shares remained available.

Incentive Equity Awards Granted by the Company

During the year ended December 31, 2024, the Company granted incentive equity awards to key employees and senior officers of \$34 million in the form of RSUs and \$10 million in the form of PSUs, based on target performance. Of these awards, the majority of RSUs will vest ratably over a period of four years and the PSUs will cliff vest on the third anniversary of the grant date, contingent upon the Company achieving certain performance metrics, with a maximum vesting of 200%.

During the year ended December 31, 2023, the Company granted incentive equity awards of \$35 million in the form of RSUs and \$21 million in the form of PSUs. During 2022 the Company granted incentive equity awards of \$34 million in the form of RSUs and \$13 million in the form of PSUs.

The activity related to incentive equity awards granted by the Company to key employees and senior officers for the year ended December 31, 2024, consisted of the following (in millions, except grant prices):

	Balance as of December 31, 2023	Granted	Vested/Exercised ^(a)	Cancelled / Forfeited ^(b)	Balance as of December 31, 2024
RSUs					
Number of RSUs	1.6	0.8	(0.6)	(0.2)	1.6 ^(c)
Weighted average grant price	\$ 47.11	\$ 45.16	\$ 47.62	\$ 47.07	\$ 45.99
PSUs					
Number of PSUs	0.8	0.2	(0.1)	—	0.9 ^(d)
Weighted average grant price	\$ 47.29	\$ 45.24	\$ 59.00	\$ —	\$ 45.17
NQs					
Number of NQs	2.3	—	(0.2)	(0.7)	1.4 ^(e)
Weighted average grant price	\$ 44.88	\$ —	\$ 42.48	\$ 48.58	\$ 43.40

^(a) Upon exercise of NQs and vesting of RSUs and PSUs, the Company issues new shares to participants.

^(b) The Company recognizes cancellations and forfeitures as they occur.

- (c) Aggregate unrecognized compensation expense related to RSUs was \$49 million as of December 31, 2024, which is expected to be recognized over a weighted average period of 2.5 years.
- (d) The aggregate unrecognized compensation expense related to PSUs that are probable of vesting was \$9 million as of December 31, 2024, which is expected to be recognized over a weighted average period of 2.0 years. The maximum amount of compensation expense associated with PSUs that are not probable of vesting could range up to \$42 million which would be recognized over a weighted average period of 1.2 years.
- (e) There were 1.1 million NQs which were exercisable as of December 31, 2024. These exercisable NQs will expire over a weighted average period of 4.9 years and carry a weighted average grant date fair value of \$8.84. Unrecognized compensation expense for the NQs was less than \$1 million as of December 31, 2024, which is expected to be recognized over a weighted average period of 0.2 years.

The Company did not grant any stock options during the years 2024, 2023, or 2022. The fair value of stock options granted by the Company prior to 2022 were estimated on the date of grant using the Black-Scholes option-pricing model with the relevant weighted average assumptions. Expected volatility was based on both historical and implied volatilities of the Company's stock and the stock of comparable companies over the estimated expected life for options. The expected life represented the period of time these awards were expected to be outstanding. The risk-free interest rate was based on yields on U.S. Treasury strips with a maturity similar to the estimated expected life of the options. The projected dividend yield was based on the Company's anticipated annual dividend divided by the price of the Company's stock on the date of the grant.

The Company received \$6 million from option exercises during 2024, and less than \$1 million in each of 2023 and 2022. The total intrinsic value of options exercised was \$1 million during 2024, and less than \$1 million during 2023 and 2022. The vest date fair value of shares that vested during 2024, 2023, and 2022 were \$35 million, \$37 million, and \$34 million.

Stock-Based Compensation Expense

The Company recorded stock-based compensation expense of \$41 million, \$38 million, and \$45 million during 2024, 2023, and 2022, related to the incentive equity awards granted to key employees, senior officers, and non-employee directors. During 2024, 2023, and 2022 such stock-based compensation expense includes \$1 million, \$2 million, and \$3 million which has been classified within Restructuring on the Consolidated Statements of Income. The Company recognized \$11 million, \$9 million, and \$12 million of tax benefits associated with stock-based compensation during 2024, 2023, and 2022.

The Company paid \$9 million, \$10 million, and \$7 million of taxes for the net share settlement of incentive equity awards that vested during 2024, 2023, and 2022. Such amounts are included within Financing activities on the Consolidated Statements of Cash Flows.

Employee Stock Purchase Plan

The Company has an employee stock purchase plan which allows eligible employees to purchase common shares of Company stock through payroll deductions at a 10% discount off the fair market value at the grant date. The Company issued 0.2 million, 0.2 million, and 0.3 million shares under this plan during 2024, 2023, and 2022 and recognized \$1 million of compensation expense for each of these issuances. The value of shares issued under this plan was \$9 million, \$10 million, and \$9 million during 2024, 2023, and 2022.

22. Employee Benefit Plans

Defined Contribution Benefit Plans

Travel + Leisure Co. sponsors domestic defined contribution savings plans and a domestic deferred compensation plan that provide eligible employees of the Company an opportunity to accumulate funds for retirement. The Company matches the contributions of participating employees on the basis specified by each plan. The Company's cost for these plans was \$34 million, \$33 million, and \$31 million during 2024, 2023, and 2022.

In addition, the Company contributes to several foreign employee benefit contributory plans which also provide eligible employees with an opportunity to accumulate funds for retirement. The Company's contributory cost for these plans was \$10 million, \$9 million, and \$8 million during 2024, 2023, and 2022.

Defined Benefit Pension Plans

The Company sponsors defined benefit pension plans for certain foreign subsidiaries. Under these plans, benefits are based on an employee's years of credited service and a percentage of final average compensation or as otherwise described by the plan. The Company had \$5 million and \$6 million of net pension liability as of December 31, 2024 and 2023, included within Accrued expenses and other liabilities on the Consolidated Balance Sheets. The Company had \$1 million of

unrecognized gains as of both December 31, 2024 and 2023; which were included within Accumulated other comprehensive loss on the Consolidated Balance Sheets.

The Company's policy is to contribute amounts sufficient to meet minimum funding requirements as set forth in employee benefit and tax laws and additional amounts that the Company determines to be appropriate. The Company recognized no pension expense during 2024, 2023, or 2022.

23. Segment Information

The Company has two reportable segments: Vacation Ownership and Travel and Membership. In identifying its reportable segments the Company analyzed the components of each segment, the nature of the segments' products and services, and prescribed quantitative thresholds.

The Vacation Ownership segment develops, markets, and sells VOIs to individual consumers, provides consumer financing in connection with the sale of VOIs, and provides property management services at resorts. This segment is wholly comprised of the Vacation Ownership business line. The Travel and Membership segment operates a variety of travel businesses, including vacation exchange brands, travel technology platforms, travel memberships, and direct-to-consumer rentals. This segment is comprised of the Exchange and Travel Club business lines.

The financial results of these reportable segments are regularly reviewed by the Company's Chief Executive Officer ("CEO") to evaluate performance and allocate resources. Since the Company's CEO makes key operating and resource allocation decisions, the CEO is considered the Company's Chief Operating Decision Maker ("CODM").

Adjusted EBITDA is the profitability measure utilized by the CODM to assess the performance of the reportable segments through comparisons to budgets, forecasts, prior periods, and trends. This analysis is used to make certain decisions regarding the allocation of capital and personnel to the segments.

During the third quarter of 2024, the Company updated its definition of Adjusted EBITDA to exclude certain non-recurring costs directly incurred to integrate mergers and/or acquisitions into its existing business as these costs do not reflect recurring operating expenses. This change was made as a result of the Company's acquisition of Accor Vacation Club. As this business is being further integrated into the Company's operations, it has begun incurring certain discrete non-recurring costs directly attributable to integration activities and the Company believes excluding these types of costs would assist investors in understanding its ongoing performance when considered with GAAP measures.

As a result of this change, Adjusted EBITDA is now defined by the Company as net income from continuing operations before depreciation and amortization, interest expense (excluding consumer financing interest), early extinguishment of debt, interest income (excluding consumer financing revenues) and income taxes. Adjusted EBITDA also excludes stock-based compensation costs, separation and restructuring costs, legacy items, transaction and integration costs associated with mergers, acquisitions, and divestitures, asset impairments/recoveries, gains and losses on sale/disposition of business, and items that meet the conditions of unusual and/or infrequent. Legacy items include the resolution of and adjustments to certain contingent assets and liabilities related to acquisitions of continuing businesses and dispositions, including the separation of Wyndham Hotels and ABG, and the sale of the vacation rentals businesses. The Company believes that Adjusted EBITDA is a useful measure of performance for its segments which, when considered with GAAP measures, the Company believes gives a more complete understanding of its operating performance. The Company's presentation of Adjusted EBITDA may not be comparable to similarly-titled measures used by other companies.

The following tables present the Company's segment information (in millions):

	Year Ended December 31, 2024		
Net revenues	Vacation Ownership	Travel and Membership	Total
Revenues from external customers	\$ 3,171 ^(a)	\$ 691	\$ 3,862
Intersegment revenues	—	4	4
	3,171	695	3,866
<i>Reconciliation of revenues</i>			
Other revenues ^(b)			2
Elimination of intersegment revenues			(4)
Total consolidated revenues			\$ 3,864
<i>Less:</i>			
Property management expense	643	— ^(c)	
Marketing	411 ^(d)	45	
Commissions	406	— ^(c)	
General and administrative ^(e)	231	100	
Sales administration	194	— ^(c)	
Consumer financing interest	136	— ^(c)	
Developer obligations ^(f)	129	— ^(c)	
Licensing fees	94	— ^(c)	
Cost of sales	92 ^(g)	186	
Fee-for-Service expenses	43	— ^(c)	
Contact center	— ^(c)	77	
Resort services	— ^(c)	33	
Other segment items ^(h)	28	3	
Reportable segment Adjusted EBITDA	\$ 764	\$ 251	\$ 1,015
Elimination of intersegment expenses			36
Other Adjusted EBITDA, net of intersegment expenses			(122)
Adjusted EBITDA			\$ 929
<i>Reconciliation of Adjusted EBITDA</i>			
Adjusted EBITDA			\$ 929
Stock-based compensation			(40)
Restructuring ⁽ⁱ⁾			(16)
Legacy items			(11)
Asset impairments, net			(3)
Acquisition and divestiture related costs			(2)
Fair value change in contingent consideration			7
Integration costs			(1)
Depreciation and amortization			(115)
Interest income			14
Interest expense			(249)
Income before income taxes			513
Provision for income taxes			(135)
Net income from continuing operations			378
Gain on disposal of discontinued business, net of income taxes			33
Net income attributable to Travel + Leisure Co. shareholders			\$ 411

(a) Includes \$432 million provision for loan losses, net.

(b) Represents revenue recognized at the Company's Corporate and other segment for managing an insurance program on behalf of homeowners associations.

(c) Expense category not regularly provided to the CODM for this segment.

(d) Excludes licensing fees which are reported within Marketing on the Consolidated Statements of Income, as it is separately disclosed.

(e) Excludes stock-based compensation and legacy items which are not included in the determination of Adjusted EBITDA.

(f) Represents maintenance fees incurred by the Company for unsold VOIs, net of monetization.

(g) Represents Cost of vacation ownership interests on the Consolidated Statements of Income.

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- (h) Includes expenses for VOI travel packages, VOI incentives, and professional fees reported within Operating expenses, and other non-operating income/expense items included in the determination of Adjusted EBITDA; such as dividend income, business insurance proceeds, and asset sales.
- (i) Includes \$1 million of stock-based compensation expense associated with the 2022 restructuring plans.

	Year Ended December 31, 2023		
	Vacation Ownership	Travel and Membership	Total
Net revenues			
Revenues from external customers	\$ 3,041 ^(a)	\$ 704	\$ 3,745
Intersegment revenues	—	7	7
	3,041	711	3,752
<i>Reconciliation of revenues</i>			
Other revenues ^(b)			5
Elimination of intersegment revenues			(7)
Total consolidated revenues			<u>\$ 3,750</u>
<i>Less:</i>			
Property management expense	607	— ^(c)	
Marketing	360 ^(d)	58	
Commissions	358	— ^(c)	
General and administrative ^(e)	232	105	
Sales administration	179	— ^(c)	
Cost of sales	132 ^(f)	180	
Developer obligations ^(g)	129	— ^(c)	
Consumer financing interest	112	— ^(c)	
Licensing fees	89	— ^(c)	
Fee-for-Service expenses	81	— ^(c)	
Contact center	— ^(c)	79	
Resort services	— ^(c)	38	
Other segment items ^(h)	33	4	
Reportable segment Adjusted EBITDA	\$ 729	\$ 247	\$ 976
Elimination of intersegment expenses			6
Other Adjusted EBITDA, net of intersegment expenses			(74)
Adjusted EBITDA			<u>\$ 908</u>
<i>Reconciliation of Adjusted EBITDA</i>			
			Total
Adjusted EBITDA			\$ 908
Stock-based compensation			(36)
Restructuring ⁽ⁱ⁾			(26)
Legacy items			(8)
Loss on sale of business			(2)
Asset impairments, net ⁽ⁱ⁾			(1)
Depreciation and amortization			(112)
Interest income			13
Interest expense			(251)
Income before income taxes			485
Provision for income taxes			(94)
Net income from continuing operations			391
Gain on disposal of discontinued business, net of income taxes			5
Net income attributable to Travel + Leisure Co. shareholders			<u>\$ 396</u>

(a) Includes \$348 million provision for loan losses, net.

(b) Represents revenue recognized at the Company's Corporate and other segment for managing an insurance program on behalf of homeowners associations.

(c) Expense category not regularly provided to the CODM for this segment.

(d) Excludes licensing fees which are reported within Marketing on the Consolidated Statements of Income as it is separately disclosed.

(e) Excludes stock-based compensation and legacy items which are not included in the determination of Adjusted EBITDA.

(f) Represents Cost of vacation ownership interests on the Consolidated Statements of Income, excluding \$1 million of inventory impairments which are not included in the determination of Adjusted EBITDA.

(g) Represents maintenance fees incurred by the Company for unsold VOIs, net of monetization.

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- (b) Includes expenses for VOI travel packages, VOI incentives, and professional fees reported within Operating expenses, and other non-operating income/expense items included in the determination of Adjusted EBITDA, such as dividend income, business insurance proceeds, and asset sales.
(i) Includes \$2 million of stock-based compensation expense associated with the 2023 restructuring plans.
(i) Includes \$1 million of inventory impairments reported within Cost of vacation ownership interests on the Consolidated Statements of Income.

	Year Ended December 31, 2022		
	Vacation Ownership	Travel and Membership	Total
Net revenues			
Revenues from external customers	\$ 2,835 ^(a)	\$ 732	\$ 3,567
Intersegment revenues	—	3	3
	<u>2,835</u>	<u>735</u>	<u>3,570</u>
<i>Reconciliation of revenues</i>			
Elimination of intersegment revenues			(3)
Total consolidated revenues			<u>\$ 3,567</u>
Less:			
Property management expense	564	— ^(b)	
Commissions	344	— ^(b)	
Marketing	305 ^(c)	63	
General and administrative ^(d)	252	106	
Sales administration	162	— ^(b)	
Cost of sales	156 ^(e)	187	
Developer obligations ^(f)	133	— ^(b)	
Licensing fees	83	— ^(b)	
Consumer financing interest	79	— ^(b)	
Fee-for-Service expenses	78	— ^(b)	
Contact center	— ^(b)	77	
Resort services	— ^(b)	36	
Other segment items ^(g)	14	(2)	
Reportable segment Adjusted EBITDA	\$ 665	\$ 268	\$ 933
Elimination of intersegment expenses			3
Other Adjusted EBITDA, net of intersegment expenses			(77)
Adjusted EBITDA			<u>\$ 859</u>
<i>Reconciliation of Adjusted EBITDA</i>			
Adjusted EBITDA			<u>\$ 859</u>
Stock-based compensation			(42)
Restructuring ^(h)			(14)
Asset impairments, net ⁽ⁱ⁾			(11)
Loss on equity investment			(5)
COVID-19 related costs ^(j)			(2)
Legacy items			(1)
Fair value change in contingent consideration			10
Depreciation and amortization			(119)
Interest income			6
Interest expense			(195)
Income before income taxes			<u>486</u>
Provision for income taxes			(130)
Net income from continuing operations			<u>356</u>
Gain on disposal of discontinued business, net of income taxes			1
Net income attributable to Travel + Leisure Co. shareholders			<u>\$ 357</u>

- (a) Includes \$302 million provision for loan losses, net.
(b) Expense category not regularly provided to the CODM for this segment.
(c) Excludes licensing fees which are reported in Marketing on the Consolidated Statements of Income, as it is separately disclosed.
(d) Excludes stock-based compensation, legacy items, and COVID-19 related costs which are not included in the determination of Adjusted EBITDA.
(e) Represents Cost of vacation ownership interests on the Consolidated Statements of Income, excluding \$1 million of inventory impairments which are not included in the determination of Adjusted EBITDA.
(f) Represents maintenance fees incurred by the Company for unsold VOIs, net of monetization.

- (e) Includes expenses for VOI travel packages, VOI incentives, and professional fees reported within Operating expenses, and other non-operating income/expense items included in the determination of Adjusted EBITDA, such as dividend income, business insurance proceeds, and asset sales.
- (h) Includes \$3 million of stock-based compensation expense associated with the 2022 restructuring plan.
- (i) Includes \$1 million of inventory impairments reported within Cost of vacation ownership interests on the Consolidated Statements of Income.
- (j) Includes expenses related to COVID-19 testing and other expenses associated with the Company's return-to-work program in 2022.

The following tables present the Company's segment asset information (in millions):

Segment Assets ^(a)	As of December 31,	
	2024	2023
Vacation Ownership	\$ 5,112	\$ 4,980
Travel and Membership	1,325	1,353
Total reportable segments	6,437	6,333
Corporate and other	298	405
Total Company	\$ 6,735	\$ 6,738

(a) Excludes investment in consolidated subsidiaries.

Capital Expenditures	Year Ended December 31,		
	2024	2023	2022
Vacation Ownership	\$ 54	\$ 47	\$ 32
Travel and Membership	19	22	17
Total reportable segments	73	69	49
Corporate and other	8	5	3
Total Company	\$ 81	\$ 74	\$ 52

The geographic segment information provided below is classified based on the geographic location of the Company's subsidiaries (in millions):

	Net Revenues			Net Long-lived Assets	
	Year Ended December 31,			As of December 31,	
	2024	2023	2022	2024	2023
United States	\$ 3,404	\$ 3,320	\$ 3,166	\$ 1,508	\$ 1,577
All other countries	460	430	401	258	239
Total	\$ 3,864	\$ 3,750	\$ 3,567	\$ 1,766	\$ 1,816

24. COVID-19 Related Items

During the year ended December 31, 2022, the Company had \$2 million of employee compensation related and other expenses at its corporate operations related to COVID-19 testing and other expenses associated with the Company's return-to-work program. These costs are included within COVID-19 related costs on the Consolidated Statements of Income.

25. Impairments and Other Charges

Impairments

During 2024, the Company recorded \$3 million of impairments within Asset impairments, net on the Consolidated Statements of Income. These impairments include \$1 million related to held-for-sale assets, \$1 million trademark impairment, and \$1 million impairment of cloud computing arrangements at the Travel and Membership segment.

During 2022, the Company recorded \$10 million of impairments within Asset impairments, net on the Consolidated Statements of Income. These impairments included a \$9 million loss on the sale at the Vacation Ownership segment related to certain property sold for \$22 million, made up of \$17 million in cash and a \$5 million promissory note. The Company also recorded a \$2 million impairment of fixed assets at the Vacation Ownership segment and a \$2 million trade name impairment at the Travel and Membership segment. These impairments were offset by \$3 million of asset recoveries, primarily related to previously impaired land which was sold during 2022.

Other Charges

During 2023 and 2022, the Company recorded a \$1 million inventory impairment at the Vacation Ownership segment included within Cost of vacation ownership interests on the Consolidated Statements of Income.

26. Restructuring

2024 Restructuring Plan

During 2024, the Company incurred \$15 million of restructuring charges associated with the 2024 restructuring plan. These actions were primarily focused on enhancing organizational efficiency and rationalizing operations. These charges included personnel-related costs resulting from a reduction of approximately 300 employees and other expenses. The 2024 restructuring plan charges consisted of (i) \$10 million of personnel-related costs at the Travel and Membership segment, (ii) \$3 million of personnel-related costs at the Company's corporate operations, and (iii) \$2 million of personnel-related costs at the Vacation Ownership segment. All material initiative and related expenses have been incurred as of December 31, 2024. The 2024 restructuring liability was reduced by \$7 million of cash payments during the year ended December 31, 2024. The remaining 2024 restructuring liability of \$8 million is expected to be paid by the end of 2026.

2023 Restructuring Plan

During 2023, the Company incurred \$26 million of restructuring charges. These actions were primarily focused on enhancing organizational efficiency and rationalizing operations. These charges included personnel-related costs resulting from a reduction of approximately 250 employees and other expenses. As part of this restructuring plan, the Company decided to decrease its facilities by closing its owned office in Indianapolis, Indiana, and exiting other leased locations. The 2023 restructuring plan charges consisted of (i) \$11 million of personnel-related costs at the Travel and Membership segment, (ii) \$9 million of personnel-related costs and \$1 million of lease costs at the Vacation Ownership segment, and (iii) \$5 million of personnel-related costs at the Company's corporate operations. These restructuring charges included \$2 million of accelerated stock-based compensation expense, which is included within Additional paid-in capital on the Consolidated Balance Sheets. The 2023 restructuring liability was reduced by \$14 million and \$8 million of cash payments during the years ended December 31, 2024 and 2023. The remaining 2023 restructuring liability of less than \$1 million is expected to be paid by the end of 2025.

2022 Restructuring Plan

During 2022, the Company incurred \$14 million of restructuring charges. These charges were associated with certain positions that were made redundant based upon changes to the organizational structure of the Company, primarily within the Travel and Membership segment. The charges consisted of (i) \$9 million of personnel-related costs at the Travel and Membership segment (ii) \$3 million of lease and personnel-related costs at the Vacation Ownership segment, and (iii) \$2 million of personnel-related costs at the Company's corporate operations. These restructuring charges included \$3 million of accelerated stock-based compensation expense, which is included within Additional paid-in capital on the Consolidated Balance Sheets. During 2024, the Company recognized an additional \$1 million of stock-based compensation expense associated with the 2022 restructuring plan. The 2022 restructuring liability was reduced by \$1 million, \$7 million, and \$5 million of cash payments during the years ended December 31, 2024, 2023, and 2022. As of December 31, 2024, the 2022 restructuring liability has been fully settled.

The Company has an additional restructuring plan which was implemented prior to 2022, all of which is related to leased facilities. This restructuring liability was reduced by \$3 million, \$2 million, and \$3 million of cash payments during the years ended December 31, 2024, 2023, and 2022. As of December 31, 2024, the remaining liability of \$15 million, all of which is related to leased facilities, is expected to be paid by the end of 2029.

The activity associated with the Company's restructuring plans is summarized as follows (in millions):

	Liability as of	2022 Activity			Liability as of
	December 31, 2021	Costs Recognized	Cash Payments	Other	December 31, 2022
Facility-related	\$ 22	\$ 1	\$ (4)	\$ 1	\$ 20
Personnel-related	—	13	(4)	(3) ^(a)	6
	<u>\$ 22</u>	<u>\$ 14</u>	<u>\$ (8)</u>	<u>\$ (2)</u>	<u>\$ 26</u>
	Liability as of	2023 Activity			Liability as of
	December 31, 2022	Costs Recognized	Cash Payments	Other	December 31, 2023
Facility-related	\$ 20	\$ 1	\$ (4)	\$ —	\$ 17
Personnel-related	6	25	(13)	(2) ^(a)	16
	<u>\$ 26</u>	<u>\$ 26</u>	<u>\$ (17)</u>	<u>\$ (2)</u>	<u>\$ 33</u>
	Liability as of	2024 Activity			Liability as of
	December 31, 2023	Costs Recognized	Cash Payments	Other	December 31, 2024
Facility-related	\$ 17	\$ 1	\$ (3)	\$ —	\$ 15
Personnel-related	16	15	(22)	(1) ^(a)	8
	<u>\$ 33</u>	<u>\$ 16</u>	<u>\$ (25)</u>	<u>\$ (1)</u>	<u>\$ 23</u>

^(a) Represents stock-based compensation expense included in Additional paid-in capital on the Consolidated Balance Sheets.

27. Transactions with Former Parent and Former Subsidiaries

Matters Related to Former Parent

Pursuant to the Separation and Distribution Agreement with the Company's former parent, Avis Budget Group, Inc. ("ABG"), formerly Cendant Corporation, the Company entered into certain guarantee commitments with ABG and ABG's former subsidiary, Anywhere Real Estate Inc. (formerly Realogy). These guarantee arrangements primarily relate to certain contingent litigation liabilities, contingent tax liabilities, and ABG contingent and other corporate liabilities, of which Wyndham Worldwide Corporation assumed 37.5% of the responsibility while ABG's former subsidiary Anywhere Real Estate Inc. is responsible for the remaining 62.5%. In connection with the Spin-off, Wyndham Hotels agreed to retain one-third of ABG's contingent and other corporate liabilities and associated costs; therefore, Travel + Leisure Co. is effectively responsible for 25% of such matters subsequent to the separation. Since ABG's separation, ABG has settled the majority of the lawsuits that were pending on the date of the separation.

On March 21, 2023, the California Office of Tax Appeals ("OTA") issued an opinion on a legacy tax matter involving ABG related to a 1999 transaction. The matter concerned (i) whether the statute of limitations barred proposed assessment notices issued by the California Franchise Tax Board; and (ii) whether a transaction undertaken by the taxpayers for the 1999 tax year constituted a tax-free reorganization under the Internal Revenue Code. The OTA ruled in favor of the California Franchise Tax Board. During the second quarter of 2023, ABG filed a petition for rehearing. On April 10, 2024, ABG's petition was denied and the Company is currently awaiting final notice for the required payment, one third of which is the responsibility of Wyndham Hotels.

As of December 31, 2024 and 2023, the ABG separation and related liabilities were \$24 million and \$23 million, all of which were tax related liabilities. These liabilities are included within Accrued expenses and other liabilities on the Consolidated Balance Sheets.

Matters Related to Wyndham Hotels

In connection with the Spin-off on May 31, 2018, Travel + Leisure Co. entered into several agreements with Wyndham Hotels that govern the relationship of the parties following the separation. The current ongoing agreements include the Separation and Distribution Agreement, the Employee Matters Agreement, the Tax Matters Agreement, and the License, Development and Noncompetition Agreement.

The Company and Wyndham Hotels entered into a letter agreement during 2021 pursuant to which, among other things Wyndham Hotels waived its right to enforce certain noncompetition covenants in the License, Development and Noncompetition Agreement.

In accordance with the agreements governing the relationship between Travel + Leisure Co. and Wyndham Hotels, Travel + Leisure Co. assumed two-thirds and Wyndham Hotels assumed one-third of certain contingent corporate liabilities of the Company incurred prior to the Spin-off, including liabilities of the Company related to certain terminated or divested businesses, certain general corporate matters, and any actions with respect to the separation plan. Likewise, Travel + Leisure Co. is entitled to receive two-thirds and Wyndham Hotels is entitled to receive one-third of the proceeds from certain contingent corporate assets of the Company arising prior to the Spin-off.

Matters Related to the European Vacation Rentals Business

In connection with the sale of the Company's European vacation rentals business to Awaze Limited ("Awaze"), formerly Compass IV Limited, an affiliate of Platinum Equity, LLC, the Company and Wyndham Hotels agreed to certain post-closing credit support for the benefit of certain credit card service providers, a British travel association, and certain regulatory authorities to allow them to continue providing services or regulatory approval to the business. Post-closing credit support may be called if the business fails to meet its primary obligation to pay amounts when due. Awaze has provided an indemnification to Travel + Leisure Co. in the event that the post-closing credit support is enforced or called upon.

At closing, the Company agreed to provide additional post-closing credit support to a British travel association and regulatory authority. An escrow was established at closing, of which \$46 million was subsequently released in exchange for a secured bonding facility and a perpetual guarantee denominated in pound sterling of \$46 million. The estimated fair value of the guarantee was \$22 million at December 31, 2024. The Company maintains a \$7 million receivable from Wyndham Hotels for its portion of the guarantee.

In addition, the Company agreed to indemnify Awaze against certain claims and assessments, including income tax, value-added tax and other tax matters, related to the operations of the European vacation rentals business for the periods prior to the transaction. During 2023, one of the guarantees under this agreement expired resulting in the Company recognizing \$5 million within Gain on disposal of discontinued business, net of income taxes, with an offsetting \$2 million of expense, representing Wyndham Hotels one-third share, included within General and administrative expense on the Consolidated Statements of Income. During the second quarter of 2024, the remaining indemnifications expired which resulted in the recognitions of a \$32 million Gain on disposal of discontinued business, net of income taxes, with an offsetting \$12 million of expense, representing Wyndham Hotels one-third share, included within General and administrative expense on the Consolidated Statements of Income.

Wyndham Hotels provided certain post-closing credit support primarily for the benefit of a British travel association in the form of guarantees which are mainly denominated in pound sterling of up to £61 million (\$81 million USD) on a perpetual basis. These guarantees totaled £31 million (\$39 million USD) at December 31, 2024. Travel + Leisure Co. is responsible for two-thirds of these guarantees.

The estimated fair value of the guarantees and indemnifications for which Travel + Leisure Co. is responsible related to the sale of the European vacation rentals business at December 31, 2024, including the two-thirds portion related to guarantees provided by Wyndham Hotels, totaled \$48 million and was recorded in Accrued expenses and other liabilities and total receivables of \$7 million were included in Other assets on the Consolidated Balance Sheets, representing the portion of these guarantees and indemnifications for which Wyndham Hotels is responsible.

During 2019, Awaze proposed certain post-closing adjustments of £35 million (\$44 million USD) related to the sale of the European vacation rentals business. During 2021, the Company entered into a settlement agreement which received regulatory approval during 2022 to settle these post-closing adjustment claims for \$5 million (\$7 million USD); one-third of which was the responsibility of Wyndham Hotels. During 2022, the Company made this settlement payment which was included within Net cash provided by/(used in) investing activities from discontinued operations on the Consolidated Statements of Cash Flows and received \$2 million from Wyndham Hotels for their one-third portion which was included within Net cash provided by operating activities on the Consolidated Statements of Cash Flows. This matter is now resolved and no further payments are required.

Matters Related to the North American Vacation Rentals Business

In connection with the sale of the North American vacation rentals business, the Company agreed to indemnify Vacasa LLC against certain claims and assessments, including income tax and other tax matters related to the operations of the

North American vacation rentals business for the periods prior to the transaction. The estimated fair value of the indemnifications was \$2 million, which was included in Accrued expenses and other liabilities on the Consolidated Balance Sheets as of December 31, 2024.

28. Related Party Transactions

The Company occasionally sublets an aircraft from its former CEO and current Chairman of the Board of Directors for business travel through a timesharing arrangement. The Company incurred less than \$1 million of expenses related to this timesharing arrangement during the years ended December 31, 2024, 2023, and 2022.

During 2024, the Company entered into a consulting agreement with a former executive. The Company incurred expenses of less than \$1 million related to this agreement, which was concluded as of December 31, 2024.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures. Our management, with the participation of our principal executive and principal financial officers, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) as of the end of the period covered by this report. Based on such evaluation, our principal executive and principal financial officers have concluded that, as of the end of such period, our disclosure controls and procedures were effective and operating to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and to provide reasonable assurance that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure.

Management’s Report on Internal Control over Financial Reporting. Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2024. In making this assessment, management used the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, our management believes that, as of December 31, 2024, our internal control over financial reporting is effective. Our independent registered public accounting firm has issued an attestation report on the effectiveness of our internal control over financial reporting, see Item 8—*Report of Independent Registered Public Accounting Firm* of this Annual Report on Form 10-K.

There have been no changes in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) during the most recent fiscal quarter to which this report relates that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

- (a) On February 14, 2025, the Compensation Committee of the Board of Directors approved amendments to the outstanding restricted stock unit award agreements of Michael A. Hug, Chief Financial Officer of the Company, to provide for the continued vesting of such awards in accordance with their respective vesting schedules following his planned retirement on the earlier of (i) a date that is mutually agreeable to Mr. Hug and the Company and (ii) June 1, 2025.
- (b) On October 29, 2024, James Savina, General Counsel and Corporate Secretary, terminated the Rule 10b5-1 trading arrangement, dated December 5, 2023, for the sale of up to 27,000 shares of the Company’s common stock, and entered into a new Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 26,442 shares of the Company’s common stock until December 17, 2025.

On December 11, 2024, Geoff Richards, Chief Operating Officer - Vacation Ownership, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 15,216 shares of the Company’s common stock until March 31, 2026.

On December 17, 2024, Kimberly Marshall, Chief Human Resources Officer, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 33,000 shares of the Company’s common stock until March 13, 2026.

On December 17, 2024, Jeff Myers, Chief Sales and Marketing Officer - Vacation Ownership, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 44,122 shares of the Company’s common stock until March 18, 2026.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information concerning Executive Officers required by this item is located under the headings “Governance” and “Information about our Executive Officers” in the Proxy Statement for our 2025 Annual Meeting of Shareholders and is incorporated herein by reference.

Information concerning Directors required by this item is located under the heading “Proposal 1: Election of Directors” in the Proxy Statement for our 2025 Annual Meeting of Shareholders and is incorporated herein by reference.

Information concerning the Audit Committee and the Code of Conduct and Business Ethics required by this item is located under the headings “Committees of the Board” and “Code of Business Conduct” in the Proxy Statement for our 2025 Annual Meeting of Shareholders and is incorporated herein by reference.

The Board of Directors maintains a Code of Business Conduct and Ethics for Directors with ethics guidelines specifically applicable to Directors. In addition, we maintain a Code of Conduct applicable to all our associates, including our Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer.

We will disclose on our website any amendment to or waiver from a provision of our Code of Business Conduct and Ethics for Directors or the Code of Conduct as may be required and within the time period specified under the applicable Securities and Exchange Commission and New York Stock Exchange rules. The Code of Business Conduct and Ethics for Directors and our Code of Conduct are available on the Investor Relations page of our website at investor.travelandleisureco.com by clicking on the “Governance” link followed by the “Governance Documents” link. Copies of these documents may also be obtained free of charge by writing to our Corporate Secretary.

We are committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, we have adopted our Insider Trading Policy governing the purchase, sale, and/or other dispositions of our securities by our directors, officers, and employees, that we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations, and any applicable listing standards. A copy of the Travel + Leisure Co. Insider Trading Policy is filed as Exhibit 19.1 to this Annual Report on Form 10-K for the year ended December 31, 2024.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 is included in the Proxy Statement for our 2025 Annual Meeting of Shareholders under the captions “Compensation of Directors,” “Executive Compensation” and “Committees of the Board,” and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Equity Compensation Plan Information as of December 31, 2024

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	3.9 million ^(a)	\$43.40 ^(b)	10.0 million ^(c)
Equity compensation plans not approved by security holders	None	Not applicable	Not applicable

^(a) Consists of shares issuable upon exercise of non-qualified stock options, restricted stock units, and performance-vested restricted stock units, based on target performance.

^(b) Consists of weighted-average exercise price of non-qualified stock options. The weighted-average exercise price does not reflect the shares that will be issued in connection with the settlement of performance-vested restricted stock units or restricted stock units, as these units have no exercise price.

^(c) Consists of shares available for future grants, based on target performance, under the 2006 Equity and Incentive Plan, as amended.

The remaining information required by Item 12 is included in the Proxy Statement for our 2025 Annual Meeting of Shareholders under the caption “Ownership of Company Stock” and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by Item 13 is included in the Proxy Statement for our 2025 Annual Meeting of Shareholders under the captions “Related Party Transactions” and “Director Independence,” and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by Item 14 is included in the Proxy Statement for our 2025 Annual Meeting of Shareholders under the captions “Disclosure About Fees” and “Pre-Approval of Audit and Non-Audit Services,” and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as a part of this report:

(1) Financial Statements.

The following consolidated financial statements of Travel + Leisure Co. and its subsidiaries are filed as part of this report under Item 8—*Financial Statements and Supplementary Data*:

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Report of Independent Registered Public Accounting Firm	52
Consolidated Statements of Income for the years ended December 31, 2024, 2023, and 2022	54
Consolidated Statements of Comprehensive Income for the years ended December 31, 2024, 2023, and 2022	55
Consolidated Balance Sheets as of December 31, 2024 and 2023	56
Consolidated Statements of Cash Flows for the years ended December 31, 2024, 2023, and 2022	57
Consolidated Statements of Deficit for the years ended December 31, 2024, 2023, and 2022	58
Notes to Consolidated Financial Statements	59

(2) Financial Schedules.

The financial statement schedule entitled “Schedule II – Valuation and Qualifying Accounts” has been omitted since the information required is included in the consolidated financial statements and notes thereto. Other schedules are omitted because they are not required.

(3) Exhibits.

Certain agreements included or incorporated by reference as exhibits to this report contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties were made solely for the benefit of the other parties to the applicable agreement and (i) were not intended to be treated as categorical statements of fact, but rather as a way of allocating the contractual risk to one of the parties if those statements prove to be inaccurate, (ii) may have been qualified in such agreement by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, (iii) may apply contract standards of “materiality” that are different from “materiality” under the applicable securities laws, (iv) were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement, (v) may be qualified by a confidential disclosure schedule that contains some nonpublic information that is not material under applicable securities laws, and (vi) are enforceable only by parties to such agreement and specified third party beneficiaries, if any. We acknowledge that, notwithstanding the inclusion of the foregoing cautionary statements, we are responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this report not misleading.

Exhibit Index

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
2.1	Separation and Distribution Agreement by and among Cendant Corporation, Realogy Corporation, Wyndham Worldwide Corporation and Travelport Inc., dated as of July 27, 2006 (incorporated by reference to Exhibit 2.1 to the Registrant’s Form 8-K filed July 31, 2006).
2.2	Amendment No. 1 to Separation and Distribution Agreement by and among Cendant Corporation, Realogy Corporation, Wyndham Worldwide Corporation and Travelport Inc., dated as of August 17, 2006 (incorporated by reference to Exhibit 2.2 to the Registrant’s Form 10-Q filed November 14, 2006).
2.3	Separation and Distribution Agreement, dated as of May 31, 2018, by and between Wyndham Destinations, Inc. and Wyndham Hotels & Resorts, Inc. (incorporated by reference to Exhibit 2.1 to the Registrant’s Form 8-K filed June 4, 2018).
3.1	Third Amended and Restated Certificate of Incorporation of Travel + Leisure Co. (incorporated by reference to Exhibit 3.1 to the Registrant’s Form 8-K filed May 20, 2024).
3.2	Fourth Amended and Restated Bylaws of Travel + Leisure Co., effective as of November 8, 2023 (incorporated by reference to Exhibit 3.1 to the Registrant’s Form 8-K filed November 9, 2023).
4.1	Indenture, dated November 20, 2008, between Wyndham Worldwide Corporation and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.2 to the Registrant’s Form S-3 filed November 25, 2008).

4.2	Ninth Supplemental Indenture, dated September 15, 2015, between Wyndham Worldwide Corporation and U.S. Bank National Association, as Trustee, respecting Senior Notes due 2025 (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed September 15, 2015).
4.3	Form of 5.100% Notes due 2025 (adjusted to 6.60%) (included within Exhibit 4.2).
4.4	Tenth Supplemental Indenture, dated March 21, 2017, between Wyndham Worldwide Corporation and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed March 21, 2017).
4.5	Form of 4.500% Senior Notes due 2027 (adjusted to 6.00%) (included within Exhibit 4.4).
4.6	Indenture, dated December 13, 2019, between Wyndham Destinations, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed December 13, 2019).
4.7	First Supplemental Indenture, dated December 13, 2019, between Wyndham Destinations, Inc. and U.S. Bank National Association, as Trustee, respecting Senior Notes due 2030 (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed December 13, 2019).
4.8	Form of 4.625% Senior Note due 2030 (included within Exhibit 4.7).
4.9	Second Supplemental Indenture, dated July 24, 2020, between Wyndham Destinations, Inc. and U.S. Bank National Association, as Trustee, respecting Senior Notes due 2026 (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed July 24, 2020).
4.10	Form of 6.625% Senior Note due 2026 (included within Exhibit 4.9).
4.11	Third Supplemental Indenture, dated November 18, 2021, between Travel + Leisure Co. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K filed November 22, 2021).
4.12	Form of 4.50% Senior Secured Notes due 2029 (included within Exhibit 4.11).
4.13	Description of Registrant's Securities (incorporated by reference to Exhibit 4.23 to the Registrant's Form 10-K filed February 24, 2021).
10.1	Credit Agreement, dated as of May 31, 2018, among Wyndham Destinations, Inc., the guarantors party thereto from time to time, Bank of America, N.A., as Administrative and Collateral Agent, and the lenders party thereto (incorporated by reference to Exhibit 10.5 to the Registrant's Form 8-K filed June 4, 2018).
10.2	First Amendment, dated as of July 15, 2020, to the Credit Agreement, dated as of May 31, 2018, among Wyndham Destinations, Inc., the several lenders and letter of credit issuers from time to time party thereto, Bank of America, N.A., as administrative agent, and the other parties thereto (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed July 20, 2020).
10.3	Second Amendment, dated as of October 22, 2021, to the Credit Agreement, dated as of May 31, 2018, among Travel + Leisure Co., the several lenders and letter of credit issuers from time to time party thereto, Bank of America, N.A., as administrative agent, and the other parties thereto (incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed October 27, 2021).
10.4	Third Amendment, dated as of December 14, 2022, to the Credit Agreement, dated as of May 31, 2018, among Travel + Leisure Co., the several lenders and letter of credit issuers from time to time party thereto, Bank of America, N.A., as administrative agent, and the other parties thereto (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed December 14, 2022).
10.5	Fourth Amendment, dated as of March 30, 2023, to the Credit Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed April 4, 2023).
10.6	Fifth Amendment, dated as of December 20, 2023, to the Credit Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed December 21, 2023).
10.7	Sixth Amendment, dated December 10, 2024, to the Credit Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed December 11, 2024).
10.8	Amended and Restated Indenture and Servicing Agreement, dated as of October 1, 2010, by and among Sierra Timeshare Conduit Receivables Funding II, LLC, as Issuer, Wyndham Consumer Finance, Inc., as Servicer, Wells Fargo Bank, National Association, as Trustee and U.S. Bank National Association, as Collateral Agent (incorporated by reference to Exhibit 99.1 to the Registrant's Form 8-K filed October 5, 2010).
10.9	First Amendment, dated as of June 28, 2011, to the Amended and Restated Indenture and Servicing Agreement, dated as of October 1, 2010, by and among Sierra Timeshare Conduit Receivables Funding II, LLC, as Issuer, Wyndham Consumer Finance, Inc., as Servicer, Wells Fargo Bank, National Association, as Trustee and U.S. Bank National Association, as Collateral Agent (incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed August 1, 2011).

- 10.10 [Third Amendment, dated as of August 30, 2012, to the Amended and Restated Indenture and Servicing Agreement, dated as of October 1, 2010, by and among Sierra Timeshare Conduit Receivables Funding II, LLC, as Issuer, Wyndham Consumer Finance, Inc., as Servicer, Wells Fargo Bank, National Association, as Trustee and U.S. Bank National Association, as Collateral Agent \(incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed October 24, 2012\).](#)
- 10.11 [Fourth Amendment, dated as of August 29, 2013, to the Amended and Restated Indenture and Servicing Agreement, dated as of October 1, 2010, by and among Sierra Timeshare Conduit Receivables Funding II, LLC, as Issuer, Wyndham Consumer Finance, Inc., as Servicer, Wells Fargo Bank, National Association, as Trustee and U.S. Bank National Association, as Collateral Agent \(incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed October 23, 2013\).](#)
- 10.12 [Fifth Amendment, dated as of August 28, 2014, to the Amended and Restated Indenture and Servicing Agreement, dated as of October 1, 2010, by and among Sierra Timeshare Conduit Receivables Funding II, LLC, as Issuer, Wyndham Consumer Finance, Inc., as Servicer, Wells Fargo Bank, National Association, as Trustee and U.S. Bank National Association, as Collateral Agent \(incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed October 24, 2014\).](#)
- 10.13 [Sixth Amendment, dated as of August 27, 2015, to the Amended and Restated Indenture and Servicing Agreement, dated as of October 1, 2010, by and among Sierra Timeshare Conduit Receivables Funding II, LLC, as Issuer, Wyndham Consumer Finance, Inc., as Servicer, Wells Fargo Bank, National Association, as Trustee and U.S. Bank National Association, as Collateral Agent \(incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q filed October 27, 2015\).](#)
- 10.14 [Seventh Amendment, dated as of August 23, 2016, to the Amended and Restated Indenture and Servicing Agreement, dated as of October 1, 2010, by and among Sierra Timeshare Conduit Receivables Funding II, LLC, as Issuer, Wyndham Consumer Finance, Inc., as Servicer, Wells Fargo Bank, National Association, as Trustee and U.S. Bank National Association, as Collateral Agent \(incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed October 26, 2016\).](#)
- 10.15 [Eighth Amendment, dated as of April 6, 2018, to the Amended and Restated Indenture and Servicing Agreement, dated as of October 1, 2010, by and among Sierra Timeshare Conduit Receivables Funding II, LLC, as Issuer, Wyndham Consumer Finance, Inc., as Servicer, Wells Fargo Bank, National Association, as Trustee and U.S. Bank National Association, as Collateral Agent \(incorporated by reference to Exhibit 10.5 to the Registrant's Form 10-Q filed May 2, 2018\).](#)
- 10.16 [Ninth Amendment, dated as of April 24, 2019, to the Amended and Restated Indenture and Servicing Agreement, dated as of October 1, 2010, by and among Sierra Timeshare Conduit Receivables Funding II, LLC, as Issuer, Wyndham Consumer Finance, Inc., as Servicer, Wells Fargo Bank, National Association, as Trustee and U.S. Bank National Association, as Collateral Agent \(incorporated by reference to Exhibit 10.10 to the Registrant's Form 10-Q filed May 1, 2019\).](#)
- 10.17 [Tenth Amendment, dated as of October 27, 2020, to the Amended and Restated Indenture and Servicing Agreement, dated as of October 1, 2010, by and among Sierra Timeshare Conduit Receivables Funding II, LLC, as Issuer, Wyndham Consumer Finance, Inc., as Servicer, Wells Fargo Bank, National Association, as Trustee and U.S. Bank National Association, as Collateral Agent \(incorporated by reference to Exhibit 10.12 to the Registrant's Form 10-K filed February 24, 2021\).](#)
- 10.18 [Eleventh Amendment, dated as of March 4, 2022, to the Amended and Restated Indenture and Servicing Agreement, dated as of October 1, 2010, by and among Sierra Timeshare Conduit Receivables Funding II, LLC, as Issuer, Wyndham Consumer Finance, Inc., as Servicer, Wells Fargo Bank, National Association, as Trustee, and U.S. Bank National Association, as Collateral Agent \(incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed April 28, 2022\).](#)
- 10.19 [Twelfth Amendment, dated as of September 26, 2023, to the Amended and Restated Indenture and Servicing Agreement, dated as of October 1, 2010, by and among Sierra Timeshare Conduit Receivables Funding II, LLC, as Issuer, Wyndham Consumer Finance, Inc., as Servicer, Wells Fargo Bank, National Association, as Trustee, and U.S. Bank National Association, as Collateral Agent \(incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed October 25, 2023\).](#)
- 10.20 [Share Sale Agreement, by and among Wyndham Destination Network, LLC, the other Sellers named therein, and Compass IV Limited, dated as of March 27, 2018 \(incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed on May 2, 2018\).](#)
- 10.21 [Amendment and Restatement Deed to Sale and Purchase Agreement, dated as of May 9, 2018, by and among Wyndham Destination Network, LLC, certain subsidiaries of Wyndham Worldwide Corporation and Compass IV Limited \(incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed May 11, 2018\).](#)
- 10.22† [Letter Agreement, dated as of June 1, 2018, by and between Wyndham Destinations, Inc. and Stephen P. Holmes \(incorporated by reference to Exhibit 10.6 to the Registrant's Form 8-K filed June 4, 2018\).](#)
- 10.23† [Separation and Release Agreement, dated as of May 31, 2018, by and between Wyndham Destinations, Inc. and Stephen P. Holmes \(incorporated by reference to Exhibit 10.7 to the Registrant's Form 8-K filed June 4, 2018\).](#)

10.24†	Amended and Restated Employment Agreement by and between Travel + Leisure Co. and Michael Brown, dated June 1, 2024 (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K dated May 20, 2024).
10.25†	Amended and Restated Employment Agreement by and between Travel + Leisure Co. and Michael Hug, dated June 1, 2024 (incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K filed May 20, 2024).
10.26†	Letter Agreement dated as of May 16, 2018, by and between Wyndham Destinations, Inc. and Geoffrey Richards (incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q filed May 1, 2019).
10.27†	Letter Agreement dated as of May 16, 2018, by and between Wyndham Destinations, Inc. and Jeffrey Myers (incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q filed May 1, 2019).
10.28†	Letter Agreement dated as of May 16, 2018, by and between Wyndham Destinations, Inc. and James Savina (incorporated by reference to Exhibit 10.4 to the Registrant's Form 10-Q filed May 1, 2019).
10.29†	Appointment Letter and Letter Agreement, each dated as of October 25, 2021, by and between Wyndham Vacation Ownership, Inc. d/b/a Travel + Leisure Co. and Said Esfahani (incorporated by reference to Exhibit 10.27 to the Registrant's Form 10-K filed February 23, 2022).
10.30†	Letter Agreement, dated as of February 7, 2019, by and between Wyndham Destinations, Inc. and Olivier Chavy (incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed July 28, 2022).
10.31†	Separation Agreement, dated February 13, 2024, between Travel + Leisure Co. and Olivier Chavy (incorporated by reference to Exhibit 10.4 to the Registrant's Form 10-Q filed April 24, 2024).
10.32†*	Consulting Agreement between RCI, LLC and Olivier Chavy.
10.33†	Letter Agreement, dated September 13, 2022, by and between Travel + Leisure Co. and Thomas Michael Duncan (incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed October 27, 2022).
10.34†	Appointment Letter and Letter Agreement, each dated as of April 6, 2023, by and between Wyndham Vacation Ownership, Inc. d/b/a Travel + Leisure Co. and Amandine Robin-Caplan (incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed July 26, 2023).
10.35†*	Wyndham Worldwide Corporation 2006 Equity and Incentive Plan (amended and restated as of March 12, 2024).
10.36†	Form of Award Agreement for Stock Appreciation Rights (incorporated by reference to Exhibit 10.18 to the Registrant's Form 10-K filed February 17, 2012).
10.37†	Form of Award Agreement for Restricted Stock Units for U.S. Employees, dated June 1, 2018 (incorporated by reference to Exhibit 10.52 to the Registrant's Form 10-K filed February 26, 2019).
10.38†	Form of Award Agreement for Restricted Stock Units for Non-U.S. Employees, dated June 1, 2018 (incorporated by reference to Exhibit 10.53 to the Registrant's Form 10-K filed February 26, 2019).
10.39†	Form of Award Agreement for Non-Qualified Stock Options, dated June 1, 2018, as amended November 11, 2022 (incorporated by reference to Exhibit 10.40 of the Registrant's Form 10-K filed February 22, 2023).
10.40†	Form of Award Agreement for Restricted Stock Units for Non-Employee Directors, dated as of June 1, 2018 (incorporated by reference to Exhibit 10.55 to the Registrant's Form 10-K filed February 26, 2019).
10.41†	Form of Award Agreement for Restricted Stock Units for Non-Employee Directors, dated March 7, 2019 (incorporated by reference to Exhibit 10.5 to the Registrant's Form 10-Q filed May 1, 2019).
10.42†	Form of Award Agreement for Restricted Stock Units for U.S. Employees, dated March 7, 2019 (incorporated by reference to Exhibit 10.6 to the Registrant's Form 10-Q filed May 1, 2019).
10.43†	Form of Award Agreement for Restricted Stock Units for Non-U.S. Employees, dated March 7, 2019 (incorporated by reference to Exhibit 10.7 to the Registrant's Form 10-Q filed May 1, 2019).
10.44†	Form of Award Agreement for Non-Qualified Stock Options, dated March 7, 2019 (incorporated by reference to Exhibit 10.8 to the Registrant's Form 10-Q filed May 1, 2019).
10.45†	Form of Award Agreement for Performance Stock Units, dated March 7, 2019 (incorporated by reference to Exhibit 10.9 to the Registrant's Form 10-Q filed May 1, 2019).
10.46†	Form of Award Agreement for Performance Stock Units, dated March 12, 2024 (incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q filed April 24, 2024).
10.47†	Form of Award Agreement for Restricted Stock Units for U.S. Employees, dated March 12, 2024 (incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q filed April 24, 2024).
10.48†	Wyndham Worldwide Corporation Savings Restoration Plan (incorporated by reference to Exhibit 10.7 to the Registrant's Form 8-K filed July 19, 2006).
10.49†	Amendment Number One to Wyndham Worldwide Corporation Savings Restoration Plan, dated December 31, 2008 (incorporated by reference to Exhibit 10.17 to the Registrant's Form 10-K filed February 27, 2009).

10.50†	Wyndham Worldwide Corporation Non-Employee Directors Deferred Compensation Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Form 8-K filed July 19, 2006).
10.51†	First Amendment to Wyndham Worldwide Corporation Non-Employee Directors Deferred Compensation Plan (incorporated by reference to Exhibit 10.48 to the Registrant's Form 10-K filed March 7, 2007).
10.52†	Amendment Number Two to the Wyndham Worldwide Corporation Non-Employee Directors Deferred Compensation Plan, dated December 31, 2008 (incorporated by reference to Exhibit 10.20 to the Registrant's Form 10-K filed February 27, 2009).
10.53†	Wyndham Worldwide Corporation Officer Deferred Compensation Plan (incorporated by reference to Exhibit 10.8 to the Registrant's Form 8-K filed July 19, 2006).
10.54†	Amendment Number One to Wyndham Worldwide Corporation Officer Deferred Compensation Plan, dated December 31, 2008 (incorporated by reference to Exhibit 10.22 to the Registrant's Form 10-K filed February 27, 2009).
10.55†	Amendment No. 2 to Wyndham Worldwide Corporation Officer Deferred Compensation Plan, dated December 31, 2012 (incorporated by reference to Exhibit 10.32 to the Registrant's Form 10-K filed February 15, 2013).
10.56	Transition Services Agreement among Cendant Corporation, Realogy Corporation, Wyndham Worldwide Corporation and Travelport Inc., dated as of July 27, 2006 (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed July 31, 2006).
10.57	Tax Sharing Agreement among Cendant Corporation, Realogy Corporation, Wyndham Worldwide Corporation and Travelport Inc., dated as of July 28, 2006 (incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K filed July 31, 2006).
10.58	Amendment, executed July 8, 2008 and effective as of July 28, 2006 to Tax Sharing Agreement, entered into as of July 28, 2006, by and among Avis Budget Group, Inc., Realogy Corporation and Wyndham Worldwide Corporation (incorporated by Reference to Exhibit 10.1 to the Registrant's Form 10-Q filed August 8, 2008).
10.59	Agreement, dated as of July 15, 2010, between Wyndham Worldwide Corporation and Realogy Corporation clarifying Tax Sharing Agreement, dated as of July 28, 2006, among Realogy Corporation, Cendant Corporation, Wyndham Worldwide Corporation and Travelport, Inc. (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed July 21, 2010).
10.60	Employee Matters Agreement, dated as of May 31, 2018, by and between Wyndham Destinations, Inc. and Wyndham Hotels & Resorts, Inc. (incorporated by reference to Exhibit 10.3 to the Registrant's Form 8-K filed June 4, 2018).
10.61	Transition Services Agreement, dated as of May 31, 2018, by and between Wyndham Destinations, Inc. and Wyndham Hotels & Resorts, Inc. (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed June 4, 2018).
10.62	Tax Matters Agreement, dated as of May 31, 2018, by and between Wyndham Hotels & Resorts, Inc. and Wyndham Destinations, Inc. (incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K filed June 4, 2018).
10.63	License, Development and Noncompetition Agreement, dated as of May 31, 2018, by and among Wyndham Destinations, Inc., Wyndham Hotels and Resorts, LLC, Wyndham Hotels & Resorts, Inc., Wyndham Hotel Group Europe Limited, Wyndham Hotel Hong Kong Co. Limited, and Wyndham Hotel Asia Pacific Co. Limited. (incorporated by reference to Exhibit 10.4 to the Registrant's Form 8-K filed June 4, 2018).
10.64	Form Indemnification Agreement entered into by Wyndham Destinations, Inc. and its Directors and Executive Officers (incorporated by reference to Exhibit 10.14 to the Registrant's Form 8-K filed June 4, 2018).
10.65†	Wyndham Destinations, Inc. 2018 Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Form S-8 filed November 16, 2018).
10.66	Travel + Leisure Co. Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q filed July 28, 2021).
19.1*	Travel + Leisure Co. Insider Trading Policy.
21.1*	Subsidiaries of the Registrant.
23.1*	Consent of Independent Registered Public Accounting Firm.
31.1*	Certification of Chairman and Chief Executive Officer Pursuant to Rule 13a-14(a) Under the Securities Exchange Act of 1934.
31.2*	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) Under the Securities Exchange Act of 1934.
32**	Certification of Chairman and Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350.

97.1	Travel + Leisure Co. Incentive Compensation Recovery Policy (incorporated by reference to Exhibit 97.1 to the Registrant's Form 10-K filed February 21, 2024)
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed with this report.

** Furnished with this report.

† Management contract or compensatory plan or arrangement.

ITEM 16. FORM 10-K SUMMARY

None.

CONSULTING AGREEMENT

THIS CONSULTING AGREEMENT (the “**Agreement**”) is made and entered into as of the ___ day of May, 2024, by and between **RCI LLC**, a Delaware limited liability company (hereinafter “**Company**”), and **OLIVIER CHAVY** (hereafter “**Consultant**”). The parties wish to reduce their agreements to writing and hereby acknowledge and represent that they each have the authority to bind themselves legally to this document, and the parties agree as follows:

1. **Consulting Services:** Inasmuch as Company wishes to engage Consultant as a consultant in connection with providing services related to identifying strategic alternatives for RCI with external entities (i.e., banks, consultants, etc.) (hereafter the “**Services**”), and inasmuch as the Services may be more than de minimis, the parties agree that Consultant will serve as a consultant to Company, providing the Services as Company reasonably requests and will provide such reports or information as may be requested in connection with such assignments.
 2. **Term:** The Services will commence on June 3, 2024 and end on September 30, 2024, unless sooner terminated by written agreement of the parties hereto (the “**Term**”). The parties may mutually agree to extend the Term of this Agreement on such terms as they agree to in writing.
 3. **Compensation:** Compensation for the Services under this Agreement will be Thirty- Thousand Dollars and zero cents (\$30,000.00) per month (the “**Fee**”). Should this Agreement be terminated sooner than the Term described in Section 2 above, the Fee for the month in which the Agreement is terminated shall be pro-rated and no further Fee will be due thereafter. Consultant will provide to Company a Form W-9 and Company will provide to Consultant a Form 1099 for all Fee payments under this Agreement. In addition to payment of the Fee, Consultant will be entitled to reimbursement of any reasonable and necessary travel and other related out-of-pocket expenses incurred during the Term of this Agreement, provided such expenses are related to providing the Services and supported by appropriate receipts or other documentation. Consultant will invoice Company for travel and other related out-of-pocket expenses within sixty (60) days of when such expenses were incurred. Company shall pay invoices received from Consultant within thirty (30) days of its receipt of such invoice(s).
 4. Representations, Covenants, and Warranties of Consultant.
 - a. Consultant represents and covenants that he has obtained and/or will obtain all permits and licenses necessary to comply with all local, state/provincial and federal laws relating to the Services to be performed under this Agreement.
 - b. Consultant acknowledges that Company strives to maintain positive community relations. To that end, Consultant will work to preserve and enhance Company’s reputation among the public.
 - c. Consultant will comply with all applicable laws, rules and regulations necessary for him to comply with the terms, covenants and conditions of this Agreement including all laws regulating the performance of the Services.
 - d. Consultant has the necessary authority to enter into and execute this Agreement.
-

- e. There is no pending or threatened litigation against Consultant or any of his principals, owners or officers by any federal, state, provincial or local government regulatory agency or entity. Consultant shall promptly inform COMPANY of any such threatened or actual litigation.
- f. By entering into this Agreement, Consultant is not in violation of any other agreement with any third party.
- g. Consultant represents and warrants that in carrying out its responsibilities under this Agreement he shall comply with all anti-corruption laws and regulations to which he is subject, including, as applicable, the Unites States Foreign Corrupt Practices Act of 1977, as amended (“FCPA”) and the UK Bribery Act of 2010 (“Bribery Act”).

5. **Representations, Covenants, and Warranties of Company.** Company represents, warrants and covenants to Consultant that:

- a. It is a limited liability company organized and validly existing under the laws of the state of Delaware.
- b. It has obtained corporate authority to enter into this Agreement and the person executing this Agreement on behalf of Company has the necessary authority to sign the Agreement.
- c. It will comply with all applicable laws, rules and regulations related to its performance under this Agreement.
- d. By entering this Agreement, it is not in violation of any other agreement with any third party.

6. **Supplier Code of Conduct:** The Company Supplier Code of Conduct (“Code of Conduct”), as it may be amended and revised, is incorporated by reference into and made a substantive part of this Agreement. Consultant agrees to observe, perform and abide at all times by the terms and provisions of the Code of Conduct. Consultant’s failure to observe, perform, or abide by any provision of the Code of Conduct is a substantive breach of this Agreement. Company reserves the right, from time to time, to amend and revise the Code of Conduct in its sole discretion. A copy of the Code of Conduct has been delivered to the Consultant, and Consultant, by signing this Agreement confirms its receipt and agreement to observe the requirements of the Code of Conduct. A copy of the Code of Conduct is available at <https://www.travelandleisureco.com/us/en/our-company/suppliers/privacy-compliance>. To establish compliance with this paragraph, Company acknowledges and agrees that Consultant shall only be required to check the foregoing website twice annually.

7. **Confidentiality of Material:** In the course of this engagement, Consultant acknowledges that he will be given access to information regarding the systems, strategies, plans and operations of Company not otherwise publicly available, including, but not limited to, the terms of this Agreement (the "Confidential Material"). Consultant agrees to treat all information and documentation received pursuant to this Agreement as proprietary and confidential. The Parties agree that any and all work produced during the course of providing the Services is owned by Company, not Consultant. Consultant further agrees, during the term of this Agreement, and following its expiration or earlier termination:

- a. Not to use for any purpose any portion of the Confidential Material except in connection with the performance of this engagement.
- b. Not to use or disclose the Confidential Material for his own benefit or for the benefit of anyone else besides Company.
- c. Not to disclose to any person (which for purposes of this Agreement shall include any natural person, corporation, partnership, trust, association, joint venture, pool, syndicate, unincorporated organization, joint stock company, governmental entity or similar entity or organization) any portion of the Confidential Material, without the prior written consent of Company, which may be withheld in its sole discretion.
- d. To immediately return to Company any and all copies or originals of Confidential Material upon the termination of this Agreement.

8. **Use of Company's Materials:** In the performance of the Services, Consultant acknowledges that he shall not use any of Company's materials without Company's prior written consent. Consultant will use only Company's name and/or trade name and trademark logo colors on approved materials distributed in conjunction with the Services.

9. **Information Security:** Consultant shall at all times comply with Company's and its affiliates' policies and procedures regarding information protection, systems and data security, and privacy, and shall comply with all applicable privacy and data protection laws and regulations. In addition, Consultant shall comply with the Detailed Data Security Specifications document located at <https://www.travelandleisureco.com/us/en/our-company/suppliers/privacy-> Consultant shall not tamper with, compromise, or attempt to circumvent any physical or electronic security or audit measures employed by Company in the course of Company's business operations, and/or compromise the security of Company's computer systems and/or networks. Any hardware and/or software provided to Consultant by Company as part of, or in relation to, the Services provided hereunder shall remain Company's property and must be surrendered by Consultant upon Company's request and/or when the Services terminate or expire.

10. **Independent Contractor:** Consultant agrees and acknowledges that it is not and will not claim to be an employee of Company, nor is any employee of Consultant an employee of Company. Rather, Consultant is an independent contractor and is not the legal representative or agent of, nor does he have the power to obligate, Company for any purpose whatsoever. Consultant further acknowledges and agrees that the scope of the engagement hereunder does not include any supervisory responsibilities with respect to Company personnel. Consultant acknowledges that the relationship intended to be created by this Agreement is a business relationship based entirely on and circumscribed by the express provisions of this Agreement and that no partnership, joint venture, agency, fiduciary or employment relationship is intended or created by reason of this Agreement. All taxes, withholding, insurance contributions and the like on amounts paid under this Agreement are Consultant's responsibility and it will indemnify and hold Company, its affiliates and agents harmless from any judgments, fines, costs, or fees associated with such payments. Company will carry no worker's compensation insurance or any health or accident insurance to cover Consultant or its employees. Company will not pay contributions to social security, unemployment insurance, federal or state withholding taxes, nor

provide any other contributions or benefits which might be expected in an employer-employee relationship. The consulting arrangement hereunder will not be considered hire and employment by Company for any purpose.

11. **Indemnification:** For purposes of this Agreement, "Losses" shall mean all losses, liabilities, damages and cost (including taxes), and all related costs and expenses (including reasonable attorneys' fees and disbursements and cost of investigation, litigation and settlement). Consultant agrees to indemnify, defend and hold Company, including its parent companies, subsidiaries, affiliates and their respective officers, directors, employees, agents, successors and permitted assigns thereof (each of the foregoing being hereinafter referred to individually as the "Indemnified Party"), harmless from and against any and all Losses arising out of or in connection with the injury of or damage to any person or real or tangible personal property to the extent such injury or damage is proximately caused by Consultant's negligence or misconduct in connection with his performance under this Agreement, including but not limited to any claims brought by Consultant's employees against the Indemnified Party arising out of the performance of Consultant's services as defined by this Agreement. Consultant understands, acknowledges and agrees that none of his employees or subcontractors are employed by Indemnified Party, and that Consultant is responsible for complying with all applicable wage and hour or employment laws with respect to its employees or subcontractors. Consultant may, at his option, conduct the defense in any such third party action arising as described herein and Company promises fully to cooperate with such defense.

This indemnification shall survive the expiration or termination of this Agreement by either party for any reason.

12. **No Conflicts:** Consultant represents and warrants to Company that his execution and delivery of this Agreement and his performance in accordance with the terms of this Agreement will not conflict with, be a breach of or constitute a default under any covenant, undertaking, obligation or agreement to which Consultant is a party or by which Consultant is bound.

13. **Assignment:** Company may assign all of its rights and delegate all of its obligations provided in this Agreement to any subsidiary or any corporation to which it conveys a substantial portion of its assets. Consultant may not assign any portion of his obligations under this Agreement.

14. **Breach of Agreement:** Consultant agrees that money damages would not be a sufficient remedy for any breach of this Agreement by Consultant or his agents, representatives or employees and that in addition to all other remedies, Company shall be entitled to seek specific performance and injunctive or other equitable relief as a remedy for any such breach. No breach of any provision hereof can be waived unless in writing. Waiver of any one breach shall not be deemed to be a waiver of any other breach of the same or any other provision hereof. Nor may the waiver by Company of any breach by any other independent contractor constitute a waiver of the same or similar breach by Consultant.

15. **Governing Law and Venue:** The Agreement between the Parties shall be enforced in accordance with the laws of the State of Florida. The Parties hereby irrevocably submit to the

exclusive jurisdiction of the state and federal courts located in Orange County, Florida for any action or proceeding arising out of or relating to this Agreement and the Parties irrevocably agree that all claims in respect to such action or proceeding may be heard or determined by the state or federal courts located in Orange County, Florida. Additionally, the Parties irrevocably waive any objection they may now or hereafter have as to the venue or inconvenient forum in any such suit, action or proceeding arising under this Agreement.

16. **Notices:** Any notice, request, demand, instruction or other document to be given or served hereunder or under any document or instrument executed pursuant hereto will be in writing and delivered personally or by email and addressed to the parties at their respective addresses set forth below, and the same will be effective (i) upon receipt or refusal if delivered personally, or (ii) upon sending of email provided there is no return of email as undeliverable. A party may change its email address for receipt of notices by service of a notice of such change in accordance herewith. Notices will be addressed as follows:

If to Company:

RCI, LLC
Attn: Michael D. Brown 6277 Sea Harbor Drive
Orlando, FL 32821

Email: Michael.Brown@travelandleisure.com

If to Consultant:

Olivier Chavy 504 Jennifer Lane
Windermere, Florida 34786

Email: Olivier.Chavy2@gmail.com

or to such other address as either party may direct by notice given to the other as hereinabove provided.

17. **Termination of Agreement:** Both parties may terminate this Agreement at any time and for any reason upon thirty (30) days' prior written notice to the other Party, provided that Company shall be obligated to pay to Consultant all fees and expenses relating to those Services satisfactorily performed by Consultant prior to such termination. Notwithstanding the foregoing, Company shall have no further liability or obligation whatsoever to Consultant if Company terminates this Agreement due to Consultant's breach.

18. **Entire Agreement:** This Agreement represents the entire and integrated agreement between Company and Consultant as to the provision of consultant services described herein and supersedes all prior negotiations, representations or agreements, either written or oral, regarding such consultant services. This Agreement does not supersede the Agreement and General Release dated February 13, 2024 and the 2019 Letter Agreement between the parties. This Agreement may be executed in one or more counterparts each of which shall constitute an original of this Agreement and all of such counterparts shall constitute one instrument. In the event any paragraph or provision of this Agreement is adjudged void, invalid or unenforceable by the court, law or equity, the remaining portions of this Agreement shall nonetheless continue and remain in full force and effect. The Agreement may be amended only by written instrument signed by both Company and Consultant.

This Agreement entered into as of the day and year first written above:

RCI, LLC OLIVIER CHAVY

CONSULTANT

BY: Michael D. Brown President & CEO

/s/ Michael D. Brown /s/ Olivier Chavy
SIGNATURE SIGNATURE

June 4, 2024

DATE DATE

WYNDHAM WORLDWIDE CORPORATION
2006 EQUITY AND INCENTIVE PLAN
(AMENDED AND RESTATED AS OF MARCH 12, 2024)¹

1. Purpose; Types of Awards; Construction.

The purposes of the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan (as amended and restated, the "Plan") are to afford an incentive to non-employee directors, selected officers and other employees, advisors and consultants of Wyndham Worldwide Corporation (the "Company") and its Affiliates that now exist or hereafter are organized or acquired, to continue as non-employee directors, officers, employees, advisors or consultants, as the case may be, to increase their efforts on behalf of the Company and its Affiliates and to promote the success of the Company's business. The Plan provides for the grant of Options (including "incentive stock options" and "nonqualified stock options"), stock appreciation rights, restricted stock, restricted stock units and other stock- or cash-based awards.

2. Definitions.

For purposes of the Plan, the following terms shall be defined as set forth below:

(a) "Affiliate" shall mean, other than the Company, (i) any Subsidiary; (ii) any Parent; (iii) any corporation, trade or business (including, without limitation, a partnership or limited liability company) which is directly or indirectly controlled 50% or more (whether by ownership of stock, assets or an equivalent ownership interest or voting interest) by the Company; (iv) any corporation, trade or business (including, without limitation, a partnership or limited liability company) that directly or indirectly controls 50% or more (whether by ownership of stock, assets or an equivalent ownership interest or voting interest) of the Company; or (v) any other entity, approved by the Committee as an Affiliate under the Plan, in which the Company or any of its Affiliates has a material equity interest and which is designated as an "Affiliate" by resolution of the Committee.

(b) "Annual Incentive Program" means the program described in Section 6(c) hereof.

(c) "Award" means any Option, SAR, Restricted Stock, Restricted Stock Unit or Other Stock-Based Award or Other Cash-Based Award granted under the Plan.

(d) "Award Agreement" means any written agreement, contract, or other instrument or document evidencing an Award.

(e) "Board" means the Board of Directors of the Company.

(f) "Change in Control" means, following the Effective Date, a change in control of the Company, which will have occurred if:

(i) any "person," as such term is used in Sections 13(d) and 14(d) of the Exchange Act (other than (A) the Company, (B) any trustee or other fiduciary holding securities under an employee benefit plan of the Company, and (C) any corporation owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of Stock), is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company representing 30% or more of the combined voting power of the Company's then outstanding voting securities (excluding any person who becomes such a beneficial owner in connection with a transaction immediately following which the individuals who comprise the Board immediately prior thereto constitute at least a majority of the board of directors of the entity surviving such transaction or, if the Company or the entity surviving the transaction is then a subsidiary, the ultimate parent thereof);

(ii) the following individuals cease for any reason to constitute a majority of the number of directors then serving: individuals who, on the Effective Date, constitute the Board and any new

¹The Wyndham Worldwide Corporation 2006 Equity and Incentive Plan was originally adopted in 2006. The Plan was amended and restated in its entirety and approved by shareholders on May 17, 2018, and the Plan, as amended and restated, supersedes all prior amendments, restatements and amendment and restatements adopted by the Company's shareholders (provided that, for the avoidance of doubt, such amendment and restatement shall not affect the ability of any Awards granted prior to the date of such amendment and restatement to qualify as "performance-based compensation" under Section 162(m) of the Code). The Plan was further amended and restated by the Board on November 3, 2020.

director (other than a director whose initial assumption of office is in connection with an actual or threatened election contest, including but not limited to a consent solicitation, relating to the election of directors of the Company) whose appointment or election by the Board or nomination for election by the Company's stockholders was approved or recommended by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors on the Effective Date or whose appointment, election or nomination for election was previously so approved or recommended;

(iii) there is consummated a merger or consolidation of the Company or any direct or indirect subsidiary of the Company with any other corporation, other than a merger or consolidation immediately following which the individuals who comprise the Board immediately prior thereto constitute at least a majority of the board of directors of the entity surviving such merger or consolidation or, if the Company or the entity surviving such merger is then a subsidiary, the ultimate parent thereof; or

(iv) the stockholders of the Company consummate a plan of complete liquidation of the Company or there is consummated an agreement for the sale or disposition by the Company of at least 40% of the Company's assets (or any transaction having a similar effect), other than a sale or disposition by the Company of 40% or more of the Company's assets to an entity, immediately following which the individuals who comprise the Board immediately prior thereto constitute at least a majority of the board of directors of the entity to which such assets are sold or disposed of or, if such entity is a subsidiary, the ultimate parent thereof.

Notwithstanding the foregoing, a Change in Control shall not be deemed to have occurred by virtue of (x) a Public Offering or (y) the consummation of any transaction or series of integrated transactions immediately following which individuals who comprise the Board immediately prior thereto constitute at least a majority of the board of directors of an entity which owns all or substantially all of the assets of the Company immediately following such transaction or series of transactions. Notwithstanding any other provision of the Plan to the contrary, with respect to any Award that constitutes "nonqualified deferred compensation" within the meaning of Code Section 409A, an event shall not be considered to be a Change in Control under the Plan for purposes of triggering payment of such Award unless such event is also a "change in ownership," a "change in effective control" or a "change in the ownership of a substantial portion of the assets" of the Company within the meaning of Code Section 409A.

For the avoidance of doubt, the spin-off of Wyndham Hotels & Resorts, Inc. will not constitute a Change in Control hereunder.

(g) "Code" means the Internal Revenue Code of 1986, as amended from time to time, and the rules and regulations promulgated thereunder.

(h) "Code Section 409A" means Section 409A of the Code and the Department of Treasury regulations and other interpretive guidance issued thereunder, including without limitation any such regulations or other guidance that may be issued after the Effective Date.

(i) "Committee" means the committee established by the Board to administer the Plan, the composition of which shall at all times satisfy the provisions of Rule 16b-3 and applicable stock exchange rules. If for any reason the appointed Committee does not meet the requirements of Rule 16b-3, such noncompliance with the requirements of Rule 16b-3 shall not affect the validity of the Awards, grants, interpretations or other actions of the Committee.

(j) "Company" means Wyndham Worldwide Corporation, a corporation organized under the laws of the State of Delaware, or any successor corporation.

(k) "Effective Date" means the date of stockholder approval of the amended and restated Plan at the Company's 2018 annual meeting of stockholders (i.e., May 17, 2018), subject to Sections 8(d)(i) and 8(e).

(l) "Exchange Act" means the Securities Exchange Act of 1934, as amended from time to time, and the rules and regulations promulgated thereunder.

(m) "Fair Market Value" of a share of Stock shall be determined for purposes of the Plan, including, without limitation, with respect to the granting of any Award by using the closing price of Stock

as of the date such Award is granted, unless otherwise determined by the Committee or required by applicable law. Notwithstanding the foregoing, if at the time of grant or other applicable event, the Stock is not then listed on a national securities exchange, "Fair Market Value" shall mean, (i) if the shares of Stock are then traded in an over-the-counter market, the average of the bid and ask price for shares of Stock in such over-the-counter market (determined at the same time as contemplated in clauses (A) and (B) above with respect to the applicable action), and (ii) if the shares of Stock are not then listed on a national securities exchange or traded in an over-the-counter market, or the value of such shares is not otherwise determinable, such value as determined by the Committee in its sole discretion.

(n) "Grantee" means a person who, as a non-employee director, officer or other employee, advisor or consultant of the Company or its Affiliate, has been granted an Award under the Plan.

(o) "ISO" means any Option intended to be and designated as an incentive stock option within the meaning of Section 422 of the Code.

(p) "Long Term Incentive Program" means the program described in Section 6(b) hereof.

(q) "Non-Employee Director" means any director of the Company who is not also employed by the Company or any of its Affiliates.

(r) "NQSO" means any Option that is not designated as an ISO.

(s) "Option" means a right, granted to a Grantee under Section 6(b)(i) or 6(b)(v), to purchase shares of Stock. An Option may be either an ISO or an NQSO, provided that ISOs may be granted only to employees of the Company or a Parent or Subsidiary of the Company.

(t) "Other Cash-Based Award" means cash awarded under the Annual Incentive Program or the Long Term Incentive Program, including cash awarded as a bonus or upon the attainment of Performance Goals or otherwise as permitted under the Plan.

(u) "Other Stock-Based Award" means a right or other interest granted to a Grantee under the Annual Incentive Program or the Long Term Incentive Program that may be denominated or payable in, valued in whole or in part by reference to, or otherwise based on, or related to, Stock, including but not limited to (i) unrestricted Stock awarded as a bonus or upon the attainment of Performance Goals or otherwise as permitted under the Plan, and (ii) a right granted to a Grantee to acquire Stock from the Company containing terms and conditions prescribed by the Committee.

(v) "Parent" means a "parent corporation," whether now or hereafter existing, as defined in Section 424(e) of the Code.

(w) "Performance Goals" means performance goals determined by the Committee, which may be based on one or more of the following criteria: (i) pre-tax income or after-tax income; (ii) pre-tax or after-tax profits; (iii) income or earnings including operating income, earnings before or after taxes, earnings before interest, taxes, depreciation and amortization, earnings before or after interest, depreciation, amortization, or items that are unusual in nature or infrequently occurring or special items, or a combination of any or all of the foregoing; (iv) net income excluding amortization of intangible assets, depreciation and impairment of goodwill and intangible assets and/or excluding charges attributable to the adoption of new accounting pronouncements; (v) earnings or book value per share (basic or diluted); (vi) return on assets (gross or net), return on investment, return on capital, return on invested capital or return on equity; (vii) return on revenues; (viii) cash flow, free cash flow, cash flow return on investment (discounted or otherwise), net cash provided by operations, or cash flow in excess of cost of capital; (ix) economic value created; (x) operating margin or profit margin (gross or net); (xi) stock price or total stockholder return; (xii) income or earnings from continuing operations; (xiii) after-tax or pre-tax return on stockholders' equity; (xiv) growth in the value of an investment in the Company's common stock assuming the reinvestment of dividends; (xv) operating profits or net operating profits; (xvi) working capital; (xvii) gross or net sales, revenue and growth of sales revenue (either before or after cost of goods, selling and general administrative expenses, and any other expenses or interest); (xviii) cost targets, reductions and savings (including, without limitation, the achievement of a certain level of, reduction of, or other specified objectives with regard to limiting the level of increase in, all or a portion of, the Company's bank debt or other long-term or short-term public or private debt or other similar financial obligations of the

Company, which may be calculated net of such cash balances and/or other offsets and adjustments as may be established by the Committee), expense management, productivity and efficiencies; (xix) strategic business criteria, consisting of one or more objectives based on meeting specified market penetration or market share, geographic business expansion, customer satisfaction, employee satisfaction, human resources management, supervision of litigation, information technology, and goals relating to divestitures, joint ventures and similar transactions; (xx) franchise and/or royalty income; (xxi) market share; (xxii) strategic objectives, development of new product lines and related revenue, sales and margin targets; (xxiii) franchisee growth and retention; (xxiv) co-branding or international operations; (xxv) comparisons of continuing operations to other operations; (xxvi) management fee or licensing fee growth; (xxvii) other financial or business measures as may be determined by the Committee; and (xxviii) any combination of the foregoing. Where applicable, the Performance Goals may be expressed in terms of attaining a specified level of the particular criterion or the attainment of a percentage increase or decrease in the particular criterion, and may be applied to one or more of the Company or its Affiliates, or a division or strategic business unit of the Company, all as determined by the Committee. The Performance Goals may include a threshold level of performance below which no payment will be made (or no vesting will occur), levels of performance at which specified payments will be paid (or specified vesting will occur), and a maximum level of performance above which no additional payment will be made (or at which full vesting will occur). Each of the foregoing Performance Goals may be evaluated in accordance with generally accepted accounting principles (GAAP) or other financial measures (including non-GAAP measures) as determined by the Committee. The Committee shall have the authority to make equitable adjustments to the Performance Goals in recognition of unusual, non-recurring, non-core or other events affecting the Company or its Affiliates or the financial statements of the Company or its Affiliates, in response to changes in applicable laws or regulations, or to account for items of gain, loss or expense determined to be unusual in nature or infrequent in occurrence or related to a corporate transaction (including, without limitation, a disposition or acquisition) or related to a change in accounting principles, or otherwise, all as determined by the Committee in its discretion.

(x) "Performance Period" shall mean the one or more periods of time, as the Committee may select, over which the attainment of one or more Performance Goals will be measured for the purpose of determining a Grantee's right to and the payment of an Award.

(y) "Plan" means this Wyndham Worldwide Corporation 2006 Equity and Incentive Plan (as amended and restated as of May 12, 2009, as further amended on May 13, 2010, as further restated on February 27, 2014, as further amended on August 2, 2017, as further amended and restated as of March 1, 2018 and as further amended and restated as of November [3], 2020), as amended from time to time.

(z) "Plan Year" means a calendar year.

(aa) "Public Offering" means an offering of securities of the Company that is registered with the Securities and Exchange Commission.

(bb) "Restricted Stock" means an Award of shares of Stock to a Grantee under Section 6(b)(iii) that may be subject to certain restrictions and to a risk of forfeiture.

(cc) "Restricted Stock Unit" or "RSU" means a right granted to a Grantee under Section 6(b)(iv) or Section 6(b)(v) to receive Stock or cash at the end of a specified period, which right may be conditioned on the satisfaction of specified performance or other criteria.

(dd) "Rule 16b-3" means Rule 16b-3, as from time to time in effect promulgated by the Securities and Exchange Commission under Section 16 of the Exchange Act, including any successor to such Rule.

(ee) "Securities Act" means the Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder.

(ff) "Stock" means shares of the common stock, par value \$0.01 per share, of the Company.

(gg) "Stock Appreciation Right" or "SAR" means the right, granted to a Grantee under Section 6(b)(ii), to be paid an amount measured by the appreciation in the Fair Market Value of Stock from the date of grant to the date of exercise of the right.

(hh) "Subsidiary" means a "subsidiary corporation," whether now or hereafter existing, as defined in Section 424(f) of the Code.

(ii) "Ten Percent Stockholder" shall mean a person owning stock of the Company possessing more than ten percent (10%) of the total combined voting power of all classes of stock of the Company, its Parent or any Subsidiary.

3. Administration.

The Plan shall be administered by the Board or by such Committee that the Board may appoint for this purpose. If a Committee is appointed to administer the Plan, all references herein to the "Committee" shall be references to such Committee. If no Committee is appointed by the Board to administer the Plan, all references herein to the "Committee" shall be references to the Board. The Committee shall have the authority in its discretion, subject to and not inconsistent with the express provisions of the Plan, to administer the Plan and to exercise all the powers and authorities either specifically granted to it under the Plan or necessary or advisable in the administration of the Plan, including, without limitation, the authority to grant Awards; to determine the persons to whom and the time or times at which Awards shall be granted; to determine the type and number of Awards to be granted, the number of shares of Stock to which an Award may relate and the terms, conditions, restrictions and performance criteria relating to any Award; and to determine whether, to what extent, and under what circumstances an Award may be settled, cancelled, forfeited, exchanged, or surrendered; to make adjustments in the terms and conditions of, and the Performance Goals (if any) included in, Awards; to construe and interpret the Plan and any Award; to prescribe, amend and rescind rules and regulations relating to the Plan; to determine the terms and provisions of the Award Agreements (which need not be identical for each Grantee); and to make all other determinations deemed necessary or advisable for the administration of the Plan. The Committee may adopt special guidelines and provisions for persons who are residing in, or subject to, the taxes of, countries other than the United States to comply with applicable tax and securities laws and may impose any limitations and restrictions that they deem necessary to comply with the applicable tax and securities laws of such countries other than the United States. Except in connection with a corporate transaction involving the Company (including, without limitation, any stock dividend, stock split, extraordinary cash dividend, recapitalization, reorganization, merger, consolidation, split-up, spin-off, combination, or exchange of shares), the terms of outstanding Awards may not be amended to reduce the exercise price of outstanding Options or SARs, and provided further, outstanding Options or SARs may not be replaced or cancelled in exchange for cash, other Awards or Options or SARs with an exercise price that is less than the exercise price of the original Options or SARs without stockholder approval. To the extent applicable, the Plan is intended to comply with the applicable requirements of Rule 16b-3 and shall be limited, construed and interpreted in a manner so as to comply therewith.

The Committee may delegate to one or more of its members or to one or more agents such administrative duties as it may deem advisable, and the Committee or any person to whom it has delegated duties as aforesaid may employ one or more persons to render advice with respect to any responsibility the Committee or such person may have under the Plan. All decisions, determinations and interpretations of the Committee shall be final and binding on all persons, including but not limited to the Company and its Affiliates or any Grantee (or any person claiming any rights under the Plan from or through any Grantee) and any stockholder.

No member of the Board or Committee shall be liable for any action taken or determination made in good faith with respect to the Plan or any Award granted hereunder.

4. Eligibility.

Awards may be granted to selected non-employee directors, officers and other employees, advisors or consultants of the Company or its Affiliates, in the discretion of the Committee. In determining the persons to whom Awards shall be granted and the type of any Award (including the number of shares to be covered by such Award), the Committee shall take into account such factors as the Committee shall deem relevant in connection with accomplishing the purposes of the Plan.

5. Stock Subject to the Plan.

The maximum number of shares of Stock reserved for issuance under the Plan shall be 36,700,000, and pursuant to the Company's Non-Employee Directors Deferred Compensation Plan, Savings Restoration Plan, and Officer Deferred Compensation Plan, subject to adjustment as provided herein. No more than 1,000,000 shares of Stock may be issued pursuant to the exercise of ISOs, subject to adjustment as provided herein. Such shares may, in whole or in part, be authorized but unissued shares or shares that shall have been or may be reacquired by the Company in the open market, in private transactions or otherwise. If any shares subject to an Award are forfeited, cancelled, exchanged or surrendered or if an Award terminates or expires without a distribution of shares to the Grantee, or if shares of Stock are surrendered or withheld as payment of either the exercise price of an Award and/or withholding taxes in respect of an Award, the shares of Stock with respect to such Award shall, to the extent of any such forfeiture, cancellation, exchange, surrender, withholding, termination or expiration, again be available for Awards under the Plan. Upon the exercise of any Award granted in tandem with any other Award, such related Award shall be cancelled to the extent of the number of shares of Stock as to which the Award is exercised and, notwithstanding the foregoing, such number of shares shall no longer be available for Awards under the Plan.

The aggregate grant date fair value (computed as of the grant date in accordance with applicable financial accounting rules) of all Awards granted under the Plan to any individual Non-Employee Director in any fiscal year of the Company (excluding Awards made pursuant to deferred compensation arrangements made in lieu of all or a portion of cash retainers and any dividends payable in respect of outstanding Awards) shall not exceed \$1,000,000.

In the event that the Committee shall determine that any dividend or other distribution (whether in the form of cash, Stock, or other property), recapitalization, Stock split, reverse split, reorganization, merger, consolidation, spin-off, combination, repurchase, or share exchange, or other similar corporate transaction or event, affects the Stock such that an adjustment is appropriate in order to prevent dilution or enlargement of the rights of Grantees under the Plan, then the Committee shall make such equitable changes or adjustments as it deems necessary or appropriate to any or all of (i) the number and kind of shares of Stock or other property (including cash) that may thereafter be issued in connection with Awards, (ii) the number and kind of shares of Stock or other property (including cash) issued or issuable in respect of outstanding Awards, (iii) the exercise price, grant price, or purchase price relating to any Award; provided, that, with respect to ISOs, such adjustment shall be made in accordance with Section 424(h) of the Code, and with respect to NQSOs, such adjustment shall be made in a manner intended to comply with Code Section 409A, (iv) the award limitation set forth in this Section 5; and (v) the Performance Goals applicable to outstanding Awards.

6. Specific Terms of Awards.

(a) General. The term of each Award shall be for such period as may be determined by the Committee; notwithstanding the foregoing or any other provision of the Plan to the contrary, Awards granted under the Plan (other than cash-based awards) shall vest no earlier than the first anniversary of the date on which the Award is granted; provided, that the Committee may grant awards covering up to a maximum of five percent (5%) of the available share reserve authorized for issuance under the Plan pursuant to Section 5 (subject to adjustment as provided herein) that are not subject to such minimum vesting restriction; and, provided, further, that the foregoing minimum vesting restriction does not apply to any determination of the Committee to provide for accelerated exercisability or vesting of any Award, in the terms of the Award Agreement or otherwise, in its discretion. Subject to the terms of the Plan and any applicable Award Agreement, payments to be made by the Company or its Affiliates upon the grant, vesting, maturation, or exercise of an Award may be made in such forms as the Committee shall determine at the date of grant or thereafter, including, without limitation, cash, Stock, or other property, and may be made in a single payment or transfer, in installments, or on a deferred basis in a manner intended to comply with Code Section 409A. The Committee may make rules relating to installment or deferred payments with respect to Awards, including the rate of interest to be credited with respect to such payments. In addition to the foregoing, the Committee may impose on any Award or the exercise

thereof, at the date of grant or thereafter, such additional terms and conditions, not inconsistent with the provisions of the Plan, as the Committee shall determine.

(b) Long Term Incentive Program. Under the Long Term Incentive Program, the Committee is authorized to grant the Awards described in this Section 6(b), under such terms and conditions as deemed by the Committee to be consistent with the purposes of the Plan. Such Awards may be granted with value and payment contingent upon Performance Goals. Except as otherwise set forth herein or as may be determined by the Committee, each Award granted under the Long Term Incentive Program shall be evidenced by an Award Agreement containing such terms and conditions applicable to such Award as the Committee shall determine at the date of grant or thereafter.

(i) Options. The Committee is authorized to grant Options to Grantees on the following terms and conditions:

(A) Type of Award. The Award Agreement evidencing the grant of an Option under the Plan shall designate the Option as an ISO or an NQSO. To the extent that any Option does not qualify as an ISO (whether because of its provisions or the time or manner of its exercise or otherwise), such Option or the portion thereof which does not qualify, shall constitute a separate NQSO. Notwithstanding any other provision of this Plan to the contrary or any provision in an Award Agreement to the contrary, any Option granted to an employee of an Affiliate (other than one described in Section 2(a)(i) or (ii)) shall be an NQSO.

(B) Exercise Price. The exercise price per share of Stock purchasable under an Option shall be determined by the Committee, but, subject to Section 6(b)(v), in no event shall the per share exercise price of any Option be less than the Fair Market Value of a share of Stock on the date of grant of such Option; provided, however, if an ISO is granted to a Ten Percent Stockholder, the per share exercise price shall not be less than 110% of the Fair Market Value of the share of Stock on the date of grant of such ISO. The exercise price for Stock subject to an Option may be paid in cash or by an exchange of Stock previously owned by the Grantee for at least six months (if acquired from the Company), through a "broker cashless exercise" procedure approved by the Committee (to the extent permitted by law), or a combination of the above, in any case in an amount having a combined value equal to such exercise price. An Award Agreement may provide that a Grantee may pay all or a portion of the aggregate exercise price by having shares of Stock with a Fair Market Value on the date of exercise equal to the aggregate exercise price withheld by the Company.

(C) Term and Exercisability of Options. The date on which the Committee adopts a resolution expressly granting an Option, or such future date designated in the adopted resolution expressly authorizing the grant of an Option, shall be considered the day on which such Option is granted. The term of each Option shall be fixed by the Committee, but no Option shall be exercisable more than ten years after the date the Option is granted; provided, however, that the term of an ISO granted to a Ten Percent Stockholder may not exceed five years. Options shall be exercisable over the term at such times and upon such conditions as the Committee may determine, as reflected in the Award Agreement; provided, that the Committee shall have the authority to accelerate the exercisability of any outstanding Option at such time and under such circumstances as it, in its sole discretion, deems appropriate. An Option may be exercised to the extent of any or all full shares of Stock as to which the Option has become exercisable, by giving written notice of such exercise to the Committee or its designated agent.

(D) Termination of Employment/Service. An Option may not be exercised unless the Grantee is then a director of, in the employ of, or providing services to, the Company or its Affiliates, and unless the Grantee has remained continuously so employed, or continuously maintained such relationship, since the date of grant of the Option; provided, that the Award Agreement may contain provisions extending, or the Committee may otherwise determine to extend, the exercisability of Options, in the event of specified terminations of employment or service, to a date not later than the expiration date of such Option. A Grantee's employment with, or provision of services to, Wyndham Hotels & Resorts, Inc. or its Affiliates (collectively, the "Wyndham Hotels Group") shall be deemed employment with, or provision of services to, the Company or its Affiliates for purposes of this Section 6(b)(i).

(E) Incentive Stock Option Limitations. To the extent that the aggregate Fair Market Value (determined as of the time of grant) of the Stock with respect to which ISOs are exercisable for the first time by a Grantee during any calendar year under the Plan and/or any other stock option plan of the Company, its Parent or any Subsidiary exceeds \$100,000, such Options shall be treated as Options which are not ISOs. In addition, if a Grantee does not remain employed by the Company, its Parent or any Subsidiary at all times from the time the Option is granted until three months prior to the date of exercise (or such other period as required by applicable law), such Option shall be treated as an Option which is not an ISO. Should the foregoing provisions not be necessary in order for Options to qualify as an ISO, or should any additional provisions be required, the Committee may amend the Plan accordingly, without the necessity of obtaining the approval of the stockholders of the Company.

(F) Other Provisions. Options may be subject to such other conditions including, but not limited to, restrictions on transferability of the shares acquired upon exercise of such Options, as the Committee may prescribe in its discretion or as may be required by applicable law. In no event shall the Committee award or pay dividend or dividend equivalents with respect to Options, whether vested or unvested.

(ii) SARs. The Committee is authorized to grant SARs to Grantees on the following terms and conditions:

(A) In General. Unless the Committee determines otherwise, a SAR (1) granted in tandem with an NQSO may be granted at the time of grant of the related NQSO or at any time thereafter or (2) granted in tandem with an ISO may only be granted at the time of grant of the related ISO. A SAR granted in tandem with an Option shall be exercisable only to the extent the underlying Option is exercisable. Payment of a SAR may be made in cash, Stock, or property as specified in the Award or determined by the Committee. The grant price per share of Stock subject to a SAR shall be determined by the Committee at the time of grant, provided that the per share grant price of a SAR, whether or not granted in tandem with an Option, shall not be less than 100% of the Fair Market Value of the Stock at the time of grant.

(B) Right Conferred. A SAR shall confer on the Grantee a right to receive an amount with respect to each share subject thereto, upon exercise thereof, equal to the excess of (1) the Fair Market Value of one share of Stock on the date of exercise over (2) the grant price of the SAR (which in the case of an SAR granted in tandem with an Option shall be equal to the exercise price of the underlying Option, and which in the case of any other SAR shall be such price as the Committee may determine).

(C) Term and Exercisability of SARs. The date on which the Committee adopts a resolution expressly granting a SAR, or such future date designated in the adopted resolution expressly authorizing the grant of a SAR, shall be considered the day on which such SAR is granted. SARs shall be exercisable over the exercise period (which shall not exceed the lesser of ten years from the date of grant or, in the case of a tandem SAR, the expiration of its related Award), at such times and upon such conditions as the Committee may determine, as reflected in the Award Agreement; provided, that the Committee shall have the authority to accelerate the exercisability of any outstanding SAR at such time and under such circumstances as it, in its sole discretion, deems appropriate. A SAR may be exercised to the extent of any or all full shares of Stock as to which the SAR (or, in the case of a tandem SAR, its related Award) has become exercisable, by giving written notice of such exercise to the Committee or its designated agent.

(D) Termination of Employment/Service. A SAR may not be exercised unless the Grantee is then a director of, in the employ of, or providing services to, the Company or its Affiliates, and unless the Grantee has remained continuously so employed, or continuously maintained such relationship, since the date of grant of the SAR; provided, that the Award Agreement may contain provisions extending, or the Committee may otherwise determine to extend, the exercisability of the SAR, in the event of specified terminations of employment or service, to a date not later than the expiration date of such SAR (or, in the case of a tandem SAR, its related Award). A Grantee's employment with, or

provision of services to, the Wyndham Hotels Group shall be deemed employment with, or provision of services to, the Company or its Affiliates for purposes of this Section 6(b)(ii).

(E) Other Provisions. SARs may be subject to such other conditions including, but not limited to, restrictions on transferability of the shares acquired upon exercise of such SARs, as the Committee may prescribe in its discretion or as may be required by applicable law. In no event shall the Committee award or pay dividends or dividend equivalents with respect to SARs, whether vested or unvested.

(iii) Restricted Stock. The Committee is authorized to grant Restricted Stock to Grantees on the following terms and conditions:

(A) Issuance and Restrictions. Restricted Stock shall be subject to such restrictions on transferability and other restrictions, if any, as the Committee may impose at the date of grant or thereafter, which restrictions may lapse separately or in combination at such times, under such circumstances, in such installments, or otherwise, as the Committee may determine. The Committee may place restrictions on Restricted Stock that shall lapse, in whole or in part, only upon the attainment of Performance Goals. The Committee may also condition the grant of an Award of Restricted Stock on the achievement of Performance Goals. Except to the extent restricted under the Award Agreement relating to the Restricted Stock, a Grantee granted Restricted Stock shall have all of the rights of a stockholder including, without limitation, the right to vote Restricted Stock and the right to receive dividends thereon; provided that such dividends may not be paid before the underlying Restricted Stock vests.

(B) Forfeiture. Upon termination of employment with or service to, or termination of the director or independent contractor relationship with, the Company or its Affiliates during the applicable restriction period, Restricted Stock and any accrued but unpaid dividends that are then subject to restrictions shall be forfeited. Notwithstanding any other provision of this Plan to the contrary, the Committee may provide, by rule or regulation or in any Award Agreement, or may determine in any individual case, that restrictions or forfeiture conditions relating to Restricted Stock will be waived in whole or in part in the event of terminations resulting from specified causes, and the Committee may in other cases waive in whole or in part the forfeiture of Restricted Stock.

(C) Certificates for Stock. Restricted Stock granted under the Plan may be evidenced in such manner as the Committee shall determine, including, without limitation, requiring the shares of Restricted Stock be held in uncertificated book entry form. If certificates representing Restricted Stock are registered in the name of the Grantee, such certificates shall bear an appropriate legend referring to the terms, conditions, and restrictions applicable to such Restricted Stock, and the Company shall retain physical possession of the certificate.

(D) Dividends. Stock distributed in connection with a stock split or stock dividend, and cash or other property distributed as a dividend, shall be subject to restrictions and a risk of forfeiture to the same extent as the Restricted Stock with respect to which such Stock or other property has been distributed, and shall be settled as the same time as the Restricted Stock to which it relates.

(iv) Restricted Stock Units. The Committee is authorized to grant Restricted Stock Units to Grantees, subject to the following terms and conditions:

(A) Award and Restrictions. Delivery of Stock or cash, as determined by the Committee, will occur upon expiration of the deferral period specified for Restricted Stock Units by the Committee. The Committee may place restrictions on Restricted Stock Units that shall lapse, in whole or in part, only upon the attainment of Performance Goals. The Committee also may condition the grant of an Award of Restricted Stock Units on the achievement of Performance Goals. The Committee may award dividend equivalents relating to Restricted Stock Units on terms and conditions as it determines; provided that such dividend equivalents may not be paid before the underlying Restricted Stock Units vests.

(B) Forfeiture. Upon termination of employment with or service to, or termination of director or independent contractor relationship with, the Company or its Affiliates during the applicable deferral period or portion thereof to which forfeiture conditions apply, or upon failure to satisfy any other

conditions precedent to the delivery of Stock or cash to which such Restricted Stock Units relate, all Restricted Stock Units and any accrued but unpaid dividend equivalents that are then subject to deferral or restriction shall be forfeited. Notwithstanding any other provision of this Plan to the contrary, the Committee may provide, by rule or regulation or in any Award Agreement, or may determine in any individual case, that restrictions or forfeiture conditions relating to Restricted Stock Units will be waived in whole or in part in the event of termination resulting from specified causes, and the Committee may in other cases waive in whole or in part the forfeiture of Restricted Stock Units.

(C) Director Deferred Compensation Awards. The Company shall issue RSUs pursuant to this Section 6(b)(iv)(C) for the purpose of fulfilling the Company's obligations under its Non-Employee Directors Deferred Compensation Plan (the "Deferred Compensation Plan"); provided, that certain terms and conditions of the grant and payment of such RSUs set forth in the Deferred Compensation Plan (and only to the extent set forth in such plan) shall supersede the terms generally applicable to RSUs granted under the Plan. RSUs granted under this paragraph need not be evidenced by an Award Agreement unless the Committee determines that such an Award Agreement is desirable for the furtherance of the purposes of the Plan and the Deferred Compensation Plan.

(D) Non-Employee Director Compensatory Awards. The Company shall issue RSUs payable only in Stock (unless the Committee determines otherwise) pursuant to the Company's non-employer director compensation program, and shall issue Stock in settlement of such RSUs in accordance with such program and the terms of this Plan.

(v) Other Stock- or Cash-Based Awards. The Committee is authorized to grant Awards to Grantees in the form of Other Stock-Based Awards or Other Cash-Based Awards, as deemed by the Committee to be consistent with the purposes of the Plan. The Committee may condition an Other Stock- or Cash-Based Award or the lapse of restrictions with respect to an Other Stock- or Cash-Based Award on the achievement of Performance Goals. The Committee shall determine the terms and conditions of such Awards at the date of grant or thereafter. Performance Periods under this Section 6(b)(v) may overlap. Payments earned hereunder may be decreased or increased in the sole discretion of the Committee based on such factors as it deems appropriate. The Committee shall have the authority to accelerate vesting of Awards at such time and under such circumstances as it, in its sole discretion, deems appropriate. The Committee may establish such other rules applicable to the Other Stock- or Cash-Based Awards as it deems appropriate.

(c) Annual Incentive Program. In addition to Awards granted under Section 6(b), the Committee is authorized to grant Other Stock- or Cash-Based Awards to Grantees pursuant to the Annual Incentive Program, under such terms and conditions as deemed by the Committee to be consistent with the purposes of the Plan. The Committee may condition an Award under the Annual Incentive Program or the lapse of restrictions with respect to an Award under the Annual Incentive Program on the achievement of Performance Goals. Grantees will be selected by the Committee with respect to participation for a Plan Year. Payments earned hereunder may be decreased or increased in the sole discretion of the Committee based on such factors as it deems appropriate. The Committee may establish such other rules applicable to the Annual Incentive Program as it deems appropriate.

7. Change in Control Provisions. Unless otherwise determined by the Committee at the time of grant and evidenced in an Award Agreement and notwithstanding any other provision of this Plan to the contrary, in the event of a Change of Control:

(a) any Award carrying a right to exercise that was not previously vested and exercisable shall become fully vested and exercisable; and

(b) the restrictions, deferral limitations, payment conditions, and forfeiture conditions applicable to any other Award granted under the Plan shall lapse and such Awards shall be deemed fully vested, and any performance conditions imposed with respect to Awards shall be deemed to be fully achieved.

8. General Provisions.

- (a) Nontransferability. Unless otherwise provided in an Award Agreement, Awards shall not be transferable by a Grantee except by will or the laws of descent and distribution and shall be exercisable during the lifetime of a Grantee only by such Grantee or his guardian or legal representative.
- (b) No Right to Continued Employment, etc. Nothing in the Plan or in any Award, any Award Agreement or other agreement entered into pursuant hereto shall confer upon any Grantee the right to continue in the employ of, or to continue as a director of, or to continue to provide services to, the Company or its Affiliates or to be entitled to any remuneration or benefits not set forth in the Plan or such Award Agreement or other agreement or to interfere with or limit in any way the right of the Company or any Affiliate to terminate such Grantee's employment, or director or independent contractor relationship.
- (c) Taxes. The Company and its Affiliates are authorized to withhold from any Award granted, any payment relating to an Award under the Plan, including from a distribution of Stock, or any other payment to a Grantee, amounts of withholding and other taxes due in connection with any transaction involving an Award, and to take such other action as the Committee may deem advisable to enable the Company and Grantees to satisfy obligations for the payment of withholding taxes and other tax obligations relating to any Award. This authority shall include authority to withhold or receive Stock or other property and to make cash payments in respect thereof in satisfaction of a Grantee's tax obligations. The Committee may provide in the Award Agreement that in the event that a Grantee is required to pay any amount to be withheld in connection with the issuance of shares of Stock in settlement or exercise of an Award, the Grantee may satisfy such obligation (in whole or in part) by electing to have the Company withhold a portion of the shares of Stock that would otherwise be received upon settlement or exercise of such Award; provided such amount withheld does not cause the award to be treated as a liability instrument under generally accepted accounting principles.
- (d) Stockholder Approval; Amendment and Termination.
- (i) The Plan shall take effect upon, and be subject to, the requisite approval of the stockholders of the Company.
- (ii) The Board may at any time and from time to time alter, amend, suspend, or terminate the Plan in whole or in part; provided, however, an amendment that requires stockholder approval in order for the Plan to continue to comply with any law, regulation or stock exchange requirement shall not be effective unless approved by the requisite vote of stockholders. Notwithstanding the foregoing, no amendment to or termination of the Plan shall affect adversely any of the rights of any Grantee, without such Grantee's consent, under any Award theretofore granted under the Plan.
- (e) Expiration of Plan. Unless earlier terminated by the Board pursuant to the provisions of the Plan, the Plan shall expire on the tenth anniversary of the earlier of (i) the date the Plan is adopted by the Board and (ii) the Effective Date. No Awards shall be granted under the Plan after such expiration date, but Awards granted prior to such date may, and the Committee's authority to administer the terms of such Awards, extend beyond that date. The expiration of the Plan shall not affect adversely any of the rights of any Grantee, without such Grantee's consent, under any Award theretofore granted.
- (f) Deferrals. The Committee shall have the authority to establish such procedures and programs that it deems appropriate to provide Grantees with the ability to defer receipt of cash, Stock or other property payable with respect to Awards granted under the Plan, provided that such deferrals are made in a manner intended to comply with Code Section 409A.
- (g) No Rights to Awards; No Stockholder Rights. No Grantee shall have any claim to be granted any Award under the Plan, and there is no obligation for uniformity of treatment of Grantees. Except as provided specifically herein, a Grantee or a transferee of an Award shall have no rights as a stockholder with respect to any shares covered by the Award until the date of the issuance of a stock certificate to him for such shares.
- (h) Unfunded Status of Awards. The Plan is intended to constitute an "unfunded" plan for incentive and deferred compensation. With respect to any payments not yet made to a Grantee pursuant to an Award, nothing contained in the Plan or any Award shall give any such Grantee any rights that are greater than those of a general creditor of the Company.

(i) No Fractional Shares. No fractional shares of Stock shall be issued or delivered pursuant to the Plan or any Award. The Committee shall determine whether cash, other Awards, or other property shall be issued or paid in lieu of such fractional shares or whether such fractional shares or any rights thereto shall be forfeited or otherwise eliminated.

(j) Regulations and Other Approvals.

(i) The obligation of the Company to sell or deliver Stock with respect to any Award granted under the Plan shall be subject to all applicable laws, rules and regulations, including all applicable federal and state securities laws, and the obtaining of all such approvals by governmental agencies as may be deemed necessary or appropriate by the Committee.

(ii) Each Award is subject to the requirement that, if at any time the Committee determines, in its absolute discretion, that the listing, registration or qualification of Stock issuable pursuant to the Plan is required by any securities exchange or under any state or federal law, or the consent or approval of any governmental regulatory body is necessary or desirable as a condition of, or in connection with, the grant of an Award or the issuance of Stock, no such Award shall be granted or payment made or Stock issued, in whole or in part, unless listing, registration, qualification, consent or approval has been effected or obtained free of any conditions not acceptable to the Committee.

(iii) In the event that the disposition of Stock acquired pursuant to the Plan is not covered by a then-current registration statement under the Securities Act and is not otherwise exempt from such registration, such Stock shall be restricted against transfer to the extent required by the Securities Act or regulations thereunder, and the Committee may require a Grantee receiving Stock pursuant to the Plan, as a condition precedent to receipt of such Stock, to represent to the Company in writing that the Stock acquired by such Grantee is acquired for investment only and not with a view to distribution.

(iv) The Committee may require a Grantee receiving Stock pursuant to the Plan, as a condition precedent to receipt of such Stock, to enter into a stockholder agreement or "lock-up" agreement in such form as the Committee shall determine is necessary or desirable to further the Company's interests.

(k) Governing Law. The Plan and all determinations made and actions taken pursuant hereto shall be governed by the laws of the State of Delaware without giving effect to the conflict of laws principles thereof.

(l) Tax Laws. The Plan and Awards made under the Plan are intended to comply with, or be exempt from, the applicable requirements of Code Section 409A, and the Plan and all Awards shall be limited, construed and interpreted in accordance with such intent and Code Section 409A, although the Company provides no guarantee or warranty of such compliance or exemption. To the extent an Award granted under this Plan is considered to be "nonqualified deferred compensation" within the meaning of Code Section 409A, the terms and conditions of such Award are intended not to result in the imposition of penalties under Code Section 409A, and the Plan and Award Agreements shall be interpreted consistent with such intent. Notwithstanding anything herein to the contrary, any provision in the Plan that is inconsistent with Code Section 409A shall be deemed amended to comply with Code Section 409A, and to the extent such provision cannot be amended to comply therewith, such provision shall be null and void.

(m) Company Recoupment of Awards. A Grantee's rights with respect to any Award hereunder shall in all events be subject to (i) any right that the Company may have under any Company clawback or recoupment policy as may be in effect from time to time or any other clawback or recoupment agreement or arrangement applicable to a Grantee; or (ii) any right or obligation that the Company may have regarding the clawback of "incentive-based compensation" under Section 10D of the Exchange Act and any applicable rules and regulations promulgated thereunder from time to time by the U.S. Securities and Exchange Commission.

(n) Corporate Transactions. Nothing in the Plan shall be construed to limit the right of the Company to assume or cancel any awards made by any Person in connection with the acquisition by purchase, lease, merger, consolidation or otherwise, of the business, stock or assets of such Person.

(o) Vesting. In the event that any stock-based award vests on a non-trading day, the per share price of the underlying shares of Stock shall be determined using the per share price on the business day immediately preceding such non-trading day.

Summary report:	
Litera Compare for Word 11.6.0.100 Document comparison done on 3/8/2024 4:21:01 PM	
Style name: 5 - Dbl Underline, Strike, Moves, Char Level OFF	
Intelligent Table Comparison: Active	
Original DMS: iw://imanager.daypitney.com/VFACTIVE/118376313/1	
Modified DMS: iw://imanager.daypitney.com/VFACTIVE/118376313/2	
Changes:	
<u>Add</u>	13
Delete	10
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	23

TRAVEL+ LEISURE

Travel + Leisure Co. Insider Trading Policy (Global)

OVERVIEW AND SCOPE

The Company opposes any misuse of Material Non-Public Information in the trading of securities. It is the intent of this Policy to implement procedures designed to promote compliance with federal, state and foreign securities laws that prohibit certain persons who are aware of Material Non-Public Information about a company from: (i) trading in securities of that company, or (ii) providing Material Non-Public Information to other persons who may trade on the basis of that information.

This Policy applies to all transactions by Insiders involving Securities of the Company, or any other public company with which the Company does business. References to Insiders include the Insider's Family Members and Controlled Entities. Each Insider is individually responsible for complying with this Policy and for making sure any transaction by his or her Family Members or Controlled Entities complies with this Policy.

PROHIBITED CONDUCT

No Trading While Aware of Material Non-Public Information

No Insider may trade in Company Securities while in possession (aware) of Material Non-Public Information, regardless of whether such information did in fact affect the Insider's decision to trade. The existence of a personal financial emergency or other financial need or trading in what the Insider perceives as a small amount of Company Securities does not excuse compliance with this Policy or Applicable Law and will not be the basis for an exception to this Policy.

No Tipping

Insiders are prohibited from (i) disclosing, known as "tipping," Material Non-Public Information to others regardless of whether the Insider expects to benefit from such disclosure or tipping, and (ii) recommending the purchase or sale of Company Securities based on Material Non-Public Information. These practices violate the securities laws and can result in civil and criminal penalties that apply directly to insider trading as well as Company disciplinary action, even though the Insider did not trade and did not gain any benefit from another person's trading.

Insiders should exercise the utmost care and circumspection in dealing with information that may be Material Non-Public Information. Conversations in public places, such as hallways, elevators, restaurants and airplanes, involving information of a sensitive or confidential nature, should be avoided. Written information should be appropriately safeguarded and should not be left where it may be seen by persons not entitled to the information.

Other Public Companies

The Company engages in business transactions and has other business relationships with a number of companies whose securities are publicly traded. Information learned in connection with these transactions or relationships may constitute Material Non-Public Information about the other company. Insiders are prohibited from trading in the Securities of any other public company while possessing Material Non-Public Information concerning that company obtained in the course of service as an Insider, and from communicating that information to any other person for such use.

No Publicly-Traded Options

Given the relatively short term of publicly-traded options, transactions in options may create the appearance that an Insider is trading based on Material Non-Public Information and focus an Insider's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in put options, call options or other derivative securities, on an exchange or in any other organized market, are prohibited by this Policy.

No Short Sales or Hedging Transactions

Short sales of Company Securities (*i.e.*, the sale of a security that the seller does not own) and transactions designed to hedge, offset, eliminate or reduce the risk of any decrease in the market value of or price fluctuations in any Company Securities, may evidence an expectation on the part of the Insider that the securities will decline in value, and therefore have the potential to signal to the market that the Insider lacks confidence in the Company's prospects. Short sales and hedging transactions may also reduce an Insider's incentive to seek to improve the Company's performance. In addition, Section 16(c) of the Exchange Act prohibits officers and directors from engaging in short sales. For these reasons, short sales and hedging transactions related to Company Securities by Insiders are prohibited.

No Pledging Transactions; Margin Accounts

Section 16 and Access Persons are prohibited from making pledges of Company Securities as collateral for a loan associated with Company Securities or otherwise holding Company Securities in a margin account.

Trading Windows and Black-Out Periods

The following restrictions apply to all trading in Company Securities, except trades conducted pursuant to a Rule 10b5-1 Plan that complies with Section 5 below or other transactions expressly excepted from this Policy:

- Section 16 and Access Persons may trade in Company Securities only during an Open Window Period, except when the Insider possesses Material Non-Public Information.
 - The Company's General Counsel or his or her designee may at any time establish a Non-Ordinary Group of Access Persons or a Non-Ordinary Black-Out Period that is publicized widely or to certain Insiders individually. No Insider may trade in Company Securities during a Non-Ordinary Black-Out Period applicable to such
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Insider. No Insider may disclose to any person that a Non-Ordinary Group of Access Persons or a Non-Ordinary Black-Out Period has been established.

- Trading in Company Securities during an Open Window Period should not be considered a safe harbor and all Insiders should use good judgment at all times in connection with any transaction in Company Securities.

Pre-clearance of Trades

No Section 16 or Access Person may trade in Company Securities until:

- The Section 16 or Access Person trading has notified the Office of the General Counsel in writing of the amount and nature of the proposed trade(s);
- The Section 16 or Access Person has certified in writing prior to the proposed trade(s) that the Section 16 or Access Person is not in possession of Material Non-Public Information; and
- The Office of the General Counsel has pre-cleared the trade(s) in writing.

A pre-clearance request for a particular transaction must be made in writing via e-mail in advance of the proposed trade and include a completed pre-clearance application in the form circulated to Section 16 and Access Persons periodically by the Office of the General Counsel. Pre-clearance of an open market trade is valid for five consecutive trading days following the pre-clearance date or until such time as the Insider subsequently becomes aware of Material Non-Public Information, but in any event will not extend beyond the end of the applicable Open Window Period. If the transaction is not executed within that period, the Section 16 or Access Person must once again request clearance of the transaction. The Office of the General Counsel may decline to pre-clear any trading requests.

Pre-clearance by the Office of the General Counsel of any proposed trade(s) shall under no circumstances constitute legal advice or confirmation that the Section 16 or Access Person proposing to trade does not possess Material Non-Public Information or absolve any person of trading on the basis of Material Non-Public Information in violation of Applicable Law.

Rule 10b5-1 Plans

Compliance with the limitations on purchases and sales of Company Securities may be satisfied by entering into a Rule 10b5-1 Plan that satisfies all of the conditions and the requirements of Exchange Act Rule 10b5-1 (as amended) and this Section 5.

Section 16 and Access Persons may enter into or modify a Rule 10b5-1 Plan only during an Open Window Period and any Insiders may enter into or modify a Rule 10b5-1 Plan only at a time when such person is not aware of any Material Non-Public Information. However, an Insider may terminate a Rule 10b5-1 Plan while aware of Material Non-Public Information, if permitted by such plan and provided such plan is terminated in good faith by the Insider.

Insiders must submit any Rule 10b5-1 Plan, and modifications or terminations of such plan, in writing to the Office of the General Counsel prior to adoption, modification or termination.

The Rule 10b5-1 Plan must, among other things:

- Be entered into in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1, and Insiders must act in good faith at all times with respect to the plan;
- Not permit the Insider to exercise any subsequent influence over how, when, or whether to effect purchases or sales under the plan;
- Permit the Company to require Section 16 or Access Persons to instruct the broker to cease all sales under the Rule 10b5-1 Plan if the Office of the General Counsel determines that sales under such trading plan should be suspended; and
- Comply with the Rule 10b5-1 cooling off period requirements and limitations on overlapping and single trade plans.

Employee Benefit Plans

This Policy does not apply to the exercise of an employee stock option or stock-settled stock appreciation right acquired pursuant to the Company's equity incentive plans, or to the exercise of a tax withholding right pursuant to which a person has elected to have the Company withhold shares subject to an option to satisfy tax withholding requirements. This Policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of, or the tax liability associated with, an option. The Policy also applies to any subsequent sale of Company Securities received upon such exercise.

This Policy does not apply to the vesting of restricted stock, restricted stock units, or the exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock or restricted stock units. The Policy does apply, however, to any market sale of the Company Securities received upon such vesting.

The trading prohibitions and requirements set forth in this Policy apply to elections regarding contribution levels, investment directions, fund transfers and plan loans under the Company's employee benefit plans to the extent they relate to Company Securities. No Insiders may make or change such elections while in possession of Material Non-Public Information or Material Non-Public Information regarding any other public company that is an investment vehicle within such plan. The trading prohibitions and requirements set forth in this Policy do not apply to the subsequent periodic wage withholding contributions by the Company or employees under any Company employee stock purchase or defined contribution plan which is used to purchase Company Securities pursuant to an advance election in accordance with this Policy.

Gifts

Gifts or other transfers of Company Securities for no consideration by Section 16 and Access Persons are subject to the prohibitions and requirements of this Policy.

STANDING AND LIMIT ORDERS

Standing and limit orders (except standing and limit orders under approved Rule 10b5-1 Plans, as described above) create heightened risks for insider trading violations. There is no control over the timing of purchases or sales that result from standing instructions to a broker, and as a result the broker could execute a transaction when an Insider is in possession of Material Non-Public Information. The Company therefore discourages placing standing or limit orders on Company Securities. If a person subject to this Policy determines that they must use a standing order or limit order, the order should be limited to short duration and should otherwise comply with the restrictions and procedures outlined above under the headings “Trading Windows and Blackout Periods” and “Pre-Clearance of Trades.”

POST-TERMINATION TRANSACTIONS

This Policy continues to apply to transactions in Company Securities following an Insider’s separation from employment with the Company or a subsidiary as follows: if an Insider is aware of Material Non-Public Information when such Insider’s employment or service relationship terminates, then the Insider may not trade in Company Securities until that information is no longer Material Non-Public Information. In addition, no Section 16 Person may execute a transaction within six months of an opposite-way transaction subject to Section 16(b) of the Exchange Act that occurred while the person was an officer or director.

IMPLEMENTATION

The SEC and the Financial Industry Regulatory Authority use sophisticated surveillance techniques to uncover insider trading violations, and the SEC and U.S. Department of Justice prosecute insider trading violations vigorously.

Any violation of this Policy may result in Company disciplinary action (up to and including termination of employment). This Policy is not, and is not to be construed as, a contract of employment between Travel + Leisure Co. or any of its subsidiaries and any employee or third party. Any employee or third party who is requested to undertake any activity which he or she believes is in violation of this Policy should report his or her concerns as soon as possible to his or her manager, any other manager, the Human Resources department and/or the Integrity Helpline.

Violations of the insider trading laws can also result in severe civil and criminal sanctions. For example, under U.S. securities laws, individuals may be subject to imprisonment for up to 20 years, criminal fines of up to \$5 million and civil fines of up to three times the profit gained or loss avoided.

Priority of Statutory or Regulatory Trading Restrictions

The trading prohibitions and requirements set forth in this Policy will be superseded by any greater prohibitions or requirements prescribed by Applicable Law. Any Insider who is uncertain whether other prohibitions or requirements apply should consult the Office of the General Counsel.

Duties of the Office of the GENERAL COUNSEL

The duties of the Office of the General Counsel will include the following:

- Administering and interpreting this Policy.
- Responding to all inquiries relating to this Policy and its procedures, including pre-clearance requests.
- Recommending revisions to this Policy to the Board of Directors, as necessary to reflect changes in Applicable Law and best practices.
- Maintaining records required by this Policy.
- Maintaining, revising as appropriate, the lists of Section 16 and Access Persons.

KEY TERMS

“Access Persons” means each of the Insiders included on a list of Access Persons, to be maintained by the Office of General Counsel and distributed to such persons from time to time (other than Section 16 Persons), who have regular access to Material Non-Public Information in the normal course of their duties for the Company, and their Family Members and Controlled Entities.

“Applicable Law” means any applicable federal, state or local regulation, statute or rule.

“Black-Out Period” means an Earnings Black-Out Period or a Non-Ordinary Black-Out Period.

“Company Securities” means any Security issued by or related to the Company, including common stock, options for common stock, preferred stock, warrants and convertible debentures, as well as derivative securities relating to the Company’s stock, whether or not issued by the Company.

“Company” means Travel + Leisure Co. including its subsidiaries.

“Controlled Entity” means any corporation, partnership, limited liability company, trust or other entity (whether for-profit or not-for-profit) that is directly or indirectly controlled by an Insider including by any Family Member of an Insider.

“Earnings Black-Out Period” means the period during which trading in Company Securities is prohibited which period begins at the close of trading on the 10th trading day preceding the last calendar day of the quarterly period (which 10 trading day period includes the last calendar day of the quarter) and ending after the first full day of trading following the Company’s widespread public release of quarterly or year-end results of operations. If, for example, the Company were to make an announcement before market open on a Monday, you could not trade in Company Securities until the market opens on Tuesday.

“Exchange Act” means the Securities Exchange Act of 1934, as amended, and the rules and regulations of the SEC promulgated thereunder.

“Family Member” means family members who reside with the individual, anyone else who lives in the individual’s household, and any family members who do not live in the

individual's household but whose transactions in the Company Securities are directed by the individual or are subject to the individual's influence or control (such as parents or adult children who consult with the individual before they trade in Company Securities).

"Insiders" means Company employees, including permanent, temporary or contract employees, officers, members of the Company's Board of Directors, and their Family Members and Controlled Entities.

"Material Non-Public Information" means information about the Company (or another company, as applicable) that would be expected to affect the investment or voting decisions of a reasonable investor, would be expected to alter significantly the total mix of the information in the marketplace about the Company (or such other company), or could reasonably be expected to affect the market price of Company Securities, and such information has not been widely disseminated to the public in a manner specified below.

While it is not possible to identify all information that would be deemed Material Non-Public Information, the following categories of information may be considered Material Non-Public Information until publicly released by the Company—whether the information, development or event is "positive" or "negative":

- Significant positive or negative changes in expected operating results or in expected quarterly financial results or in operational performance or liquidity.
- Projections of future earnings or losses and changes in earnings trends or guidance, including business unit drivers covered in earnings releases or other significant future financial expectations.
- Significant trends or interim results for the Company.
- Information on potential change of control transactions, or significant acquisitions or dispositions or joint ventures.
- Company stock splits, or public or private Company Securities offerings, or changes in dividend policy or amounts, or debt defaults.
- Significant actual or threatened disputes, litigation or government investigations or significant developments in any such matter.
- Changes in relationships with major customers or obtaining or losing important contracts.
- Pending significant restructuring.
- Issues with accounting or changes in auditors, or information that an auditor's report may no longer be relied upon.
- Changes in senior management.
- Significant disruptions in the Company's operations.
- Loss or potential loss, or breach or unauthorized access, of Company assets or facilities including information technology infrastructure.

Insiders should recognize that the public, the media and the courts will use hindsight in judging what is material.

A determination as to materiality of information involves not only a quantitative assessment but also a qualitative assessment. Both positive and negative information may be material.

Because materiality is an area that requires specialized judgment, Insiders should consult with the Office of General Counsel if there is a question as to the materiality of particular information.

For the purposes of this Policy, information will be considered widely disseminated to the public, that is, no longer non-public, on the first full day of trading following the Company's widespread public release of the information by means of an SEC filing, press release issued through a major newswire or financial news service, properly noticed and publicly webcast conference call, or properly noticed and publicly webcast investor or investment community presentation. Any Insider who is unsure whether he or she possesses Material Non-Public Information should consult the Office of the General Counsel for guidance before trading in Company Securities.

"Non-Ordinary Black-Out Period" means any period during which trading in Company Securities is prohibited which period is designated by the Company's General Counsel or Office of the General Counsel due to events or developments occurring outside of Earnings Black-Out Periods that may cause Insiders to be in possession of Material Non-Public Information.

"Non-Ordinary Group of Access Persons" means any Insiders designated as Access Persons by the Company's General Counsel or his or her designee due to events or developments that may cause such Insiders to be in possession of Material Non-Public Information for a limited period of time.

"Office of the General Counsel" means the General Counsel and those attorneys reporting to the General Counsel who have responsibility for securities law or corporate governance matters.

"Open Window Period" means the period beginning after the first full day of trading following the Company's widespread public release of quarterly or year-end results of operations and ending at the close of trading on the 10th trading day preceding the last calendar day of the quarterly period (which 10 day trading period includes the last calendar day of the quarter) or any other period specified by the Office of the General Counsel or his or her designee.

"Rule 10b5-1 Plan" means a trading plan with a securities broker as contemplated by and satisfying the conditions and requirements of SEC Rule 10b5-1 (as amended) under the Exchange Act that enables an Insider entering into and operating such a plan to demonstrate that Material Non-Public Information was not a factor in the decision to trade in Company Securities.

"SEC" means the U.S. Securities and Exchange Commission.

"Section 16 Persons" means each of the Insiders who are subject to the reporting provisions and trading restrictions of Section 16 of the Exchange Act, and their Family Members and Controlled Entities.

"Securities Act" means the Securities Act of 1933 as amended and rules and regulations of SEC promulgated thereunder.

“Securities” or **“Security”** means a fungible, negotiable financial instrument including but not limited to common stock, options to purchase common stock, bonds, certificates of deposit, preferred stock, convertible debentures, warrants or any derivative instrument including puts, calls, short sales, equity swaps, exchange funds, options, collars or collar arrangements, prepaid variable forward contracts or any other derivative instrument which increases or decreases in value based on the price of any such securities.

ADDITIONAL INFORMATION

Questions and concerns, including regarding potential violations of this policy, may be directed to the Company’s Office of the General Counsel at corporatesecretary@travelandleisure.com.

Insiders are responsible for consulting the most recent version of this Insider Trading Policy (this “Policy”), which is posted on the Policy Center Website on Compass at (<https://compass.travelandleisureco.com/compliance-policies/policy-center>).

Effective Date: April 19, 2024

**TRAVEL + LEISURE CO.
SUBSIDIARIES OF THE REGISTRANT**

Name	Jurisdiction of Organization
RCI General Holdco 2, LLC	Delaware
RCI, LLC	Delaware
Sierra Deposit Company, LLC	Delaware
Travel + Leisure Resort Development, Inc.	Delaware
Travel + Leisure Resort Network, LLC	Delaware
Wyndham Consumer Finance, Inc.	Delaware
Wyndham Resort Development Corporation	Oregon
Wyndham Vacation Resorts, Inc.	Delaware

Omitted from the list are the names of subsidiaries that, if considered in the aggregate as a single subsidiary, would not constitute a “significant subsidiary” as defined in SEC Regulation S-X.

**TRAVEL + LEISURE CO.
CORPORATION ASSUMED NAMES REPORT**

Entity Name	Assumed Name
Wyndham Resort Development Corporation	Resort at Grand Lake Seasons Seasons at the Inn of Seventh Mountain Seasons at Seventh Mountain Seasons Restaurant Seventh Mountain Seventh Mountain Rafting Company Seventh Mountain Resort Seventh Mountain River Company The Lazy River Market Trendwest Resorts WorldMark by Wyndham WorldMark by Wyndham Travel
Wyndham Vacation Resorts, Inc.	Club Wyndham Travel Desert Blue Resort Fairfield Durango Fairfield Land Company Fairfield Resorts Ocean Breeze Market Pagosa Lakes Realty Real West Discount Adventures Red Rock Discount Adventures Red Rock West Discount Adventures Resort Financial Services Select Timeshare Realty Sharp Realty Wyndham Vacation Resorts, Inc.
Wyndham Worldwide Operations, Inc.	Travel + Leisure Co. Women on Their Way Wyndham Green Wyndham Worldwide Strategic

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-280014 on Form S-3ASR and in Registration Statement Nos. 333-136090 and 333-228435 on Forms S-8 of our report dated February 19, 2025, relating to the consolidated financial statements of Travel + Leisure Co. and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K of Travel + Leisure Co. for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP
Tampa, Florida
February 19, 2025

CERTIFICATION

I, Michael D. Brown, certify that:

1. I have reviewed this Annual Report on Form 10-K of Travel + Leisure Co.;
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 officer(s) 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 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 (the registrant's fourth fiscal quarter in the case of an annual report) 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 officer(s) 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: February 19, 2025

/S/ MICHAEL D. BROWN
PRESIDENT AND CHIEF EXECUTIVE OFFICER

CERTIFICATION

I, Michael A. Hug, certify that:

1. I have reviewed this Annual Report on Form 10-K of Travel + Leisure Co.;
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 officer(s) 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 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 (the registrant's fourth fiscal quarter in the case of an annual report) 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 officer(s) 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: February 19, 2025

/S/ MICHAEL A. HUG
CHIEF FINANCIAL OFFICER

**CERTIFICATION OF PRESIDENT AND CEO AND CFO PURSUANT TO
18 U.S.C. SECTION 1350**

In connection with the Annual Report of Travel + Leisure Co. (the "Company") on Form 10-K for the period ended December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Michael D. Brown, as President and Chief Executive Officer of the Company, and Michael A. Hug, as Chief Financial Officer of the Company, each hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/S/ MICHAEL D. BROWN

MICHAEL D. BROWN
PRESIDENT AND CHIEF EXECUTIVE OFFICER
FEBRUARY 19, 2025

/S/ MICHAEL A. HUG

MICHAEL A. HUG
CHIEF FINANCIAL OFFICER
FEBRUARY 19, 2025