

**Marriott International, Inc.**

**AMENDED AND RESTATED AUDIT COMMITTEE CHARTER**

**I. Composition and Term of Office**

- A. The Audit Committee (the “Committee”) shall consist of a minimum of three members of the Board of Directors (the “Board”) of the Company. All members of the Committee shall be financially literate, as determined by the Board, and shall satisfy The Nasdaq Stock Market LLC (“Nasdaq”) standards of independence for directors and members of the audit committee, as determined by the Board. At least two members of the Committee must also be an “audit committee financial expert,” as determined by the Board in accordance with Securities and Exchange Commission (“SEC”) rules. No member of the Committee may have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. In addition, members of the Committee should not serve on more than a total of three audit committees of public companies.
- B. The members of the Committee and its Chair shall be appointed by the Board and may be removed at any time by the Board in its discretion.
- C. The Chief Audit Executive shall serve as Committee Secretary.

**II. Meetings**

- A. The Committee shall hold at least four regular meetings each year, including meetings prior to each quarterly earnings release, and such additional meetings as may be deemed necessary or appropriate by the Committee Chair. The Committee shall keep regular minutes of its meetings, and the Committee Chair (or Committee member designated by the Committee Chair) will report on the Committee’s activities and actions at the first regularly scheduled meeting of the Board following each Committee meeting. Meetings may take place in person, telephonically, or by means of other communications equipment through which all persons participating in the meeting can hear each other, at such times and places as the Committee Chair may determine. One-half of the members of the Committee, but no less than two members, will constitute a quorum.
- B. To provide access to the Committee for the internal auditors, independent auditors and key financial management, the Committee may request the attendance at its regular meetings or otherwise of the Chief Audit Executive and such other members of the Company’s management as circumstances may require.
- C. The Committee will periodically meet separately in executive session exclusively with each of the Chief Audit Executive and the Principal Independent Auditor

(defined below) and, at the Committee's discretion, exclusively with its own members, the General Counsel and/or with management. The Committee may meet with other in-house counsel and with outside counsel as the Committee deems appropriate. Annually, the Committee shall meet with representatives of the Disclosure Committee or more frequently at their discretion.

### III. **Purpose**

The purpose of the Committee will be to represent and assist the Board in overseeing: (i) the accounting and financial reporting processes of the Company and its subsidiaries, including the audits of the Company's financial statements and the integrity of the Company's financial statements; (ii) the Company's internal control environment and compliance with legal and regulatory requirements; (iii) the Principal Independent Auditor's (defined below) qualifications and independence; and (iv) the performance of the Company's internal audit function and the Principal Independent Auditor.

### IV. **Duties and Responsibilities**

Consistent with and subject to applicable law and rules or listing standards promulgated by the SEC, Nasdaq, or other applicable regulatory authority, the Committee's duties and responsibilities shall include the following.

#### A. *Relationship with Independent Auditors*

1. The Committee will be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation, retention and oversight of the work of the registered public accounting firm employed by the Company for the purposes of preparing or issuing the audit report or related work as filed with the SEC (the "Principal Independent Auditor"). In this regard, the Committee will appoint, retain, oversee and determine the compensation of the Principal Independent Auditor, and the Principal Independent Auditor shall report directly to the Committee. The Committee has sole authority to approve all terms and fees associated with any audit engagement of the Principal Independent Auditor. The Committee will obtain and review, at least annually, a report describing the Principal Independent Auditor's internal quality control procedures and any material issues raised by the most recent internal quality control review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years regarding an audit carried out by the Principal Independent Auditor, and any steps taken to address such issues.
2. The Committee will approve in advance all audit and permissible non-audit services to be provided by the Principal Independent Auditor. (By approving the audit engagements, the audit service shall be deemed to

have been pre-approved.) The Committee may establish policies and procedures for the engagement of the Principal Independent Auditor and the Committee's pre-approval of audit and permissible non-audit services to be performed by the Principal Independent Auditor.

3. The Company from time to time engages other registered public accounting firms ("Non Principal Firms") to provide services to the Company. The Committee may establish policies and procedures for the engagement of these Non Principal Firms and the Committee's approval of audit and permissible non-audit services to be performed by the Non Principal Firms.
4. The Committee will oversee the independence of the Principal Independent Auditor, including, at least annually, the Committee will: (i) consider the independence of the Principal Independent Auditor and whether the performance of permissible non-audit services is compatible with its independence; (ii) obtain and review a report by the Principal Independent Auditor describing any relationships between it or its affiliates, and the Company or any persons in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the independence of the Principal Independent Auditor; and (iii) discuss with the Principal Independent Auditor the potential effects of any such relationships on independence.

*B. Relationship with the Chief Audit Executive; Internal Audit Function*

1. The Chief Audit Executive will have a direct reporting line to the Committee to communicate any findings or concerns relative to management activities, financial reporting risks or found discrepancies.
2. The Committee will review and approve the Internal Audit Department's annual plan, objectives and all major changes to the plan. During the year, the Committee will review and discuss with the Chief Audit Executive the scope, progress and results of executing the internal audit plan. The Committee will review and approve the Internal Audit hours to achieve the annual risk-based audit plan.
3. The Committee will review and approve, at least annually, with management and the Chief Audit Executive the charter, activities, staffing and organizational structure of the Internal Audit Department. The Committee will annually review and discuss the performance and effectiveness of the Internal Audit Department and will periodically verify that the administrative reporting relationship continues to provide independence to the Internal Audit Department.

4. The Committee will review and concur in the appointment, and dismissal when appropriate, of the Chief Audit Executive, meet with the appropriate management personnel to discuss the annual performance of the Chief Audit Executive, and approve the proposed compensation of the Chief Audit Executive established using processes established by the Human Resources and Compensation Committee.

C. *Risk Assessment and Control Environment*

The Committee will periodically review and discuss the Company's business and financial risk management and risk assessment policies and procedures, including policies relating to disaster recovery and business continuity, with senior management, the Principal Independent Auditor and the Chief Audit Executive.

D. *Internal Controls and Disclosure Controls and Procedures*

The Committee will periodically review and discuss with the internal auditors and the Principal Independent Auditor the adequacy and effectiveness of the Company's internal control environment, including any significant deficiencies or material weaknesses and any significant changes in internal controls that are required to be disclosed in the Company's periodic filings. The Committee will also review the annual report of the Principal Independent Auditor on the Company's internal controls over financial reporting. In connection with this review, the Committee will obtain and discuss:

1. Reports from the Chief Executive Officer, the Chief Financial Officer and the Principal Independent Auditor on any significant deficiencies in the design or operation of internal controls with the identification of any material weakness;
2. Any fraud or other irregularity (whether or not material) that involves management or other employees who have a significant role in the Company's internal control environment; and
3. Management's evaluations of the Company's internal controls over financial reporting and disclosure controls and procedures.

E. *Financial Reporting*

1. The Committee will meet to review and discuss with senior management and the Principal Independent Auditor the Company's annual audited and quarterly financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the Principal Independent Auditor's reports related to the financial statements.

2. The Committee will review with senior management and the Principal Independent Auditor the Company's earnings press releases prior to their public release, and, from time to time, management will provide the Committee with an overview of the information presented, or to be presented, to rating agencies.
3. The Committee will review and discuss with the Principal Independent Auditor (and management, as appropriate) the matters required to be discussed by the Principal Independent Auditor under Auditing Standard 1301, as adopted by the Public Company Accounting Oversight Board and amended from time to time.
4. The Committee will recommend to the Board whether the financial statements should be included in the Annual Report on Form 10-K.
5. The Committee will oversee the preparation of the audit committee report for inclusion in the Company's annual proxy statement as required by the rules of the SEC

F. *Related Parties; Conflict of Interest*

1. The Committee will establish and periodically review policies and procedures for the review, approval and ratification of related person transactions as defined in applicable SEC rules, review and consider for approval applicable proposed related person transactions, and oversee other related party transactions governed by applicable accounting standards.
2. The Committee will resolve conflict of interest questions involving Directors, executive officers and other related persons within the meaning of applicable SEC rules and Company policies, consistent with the Company's Governance Principles.

G. *Compliance*

The Committee will oversee the Company's compliance systems with respect to legal and regulatory requirements and review the Company's compliance policies and its programs to monitor compliance with these policies. In this regard, the Committee will:

1. At least annually review with management, the General Counsel, the Chief Audit Executive, and the Senior Vice President, Global Compliance Counsel (or other individual with day-to-day responsibility for the compliance program) the implementation and effectiveness of the Company's programs to promote compliance with its Ethical Conduct Policy (MIP-1) and the Business Conduct Guide. The General Counsel

shall have the authority to communicate directly to the Committee, promptly, about actual and alleged violations of law or the Company's Ethical Conduct Policy (MIP-1) or the Business Conduct Guide, including any matters involving criminal or potential criminal conduct;

2. Establish and oversee a procedure for: (i) the receipt, retention, treatment, and closure of complaints received by the Company concerning accounting, internal accounting controls, auditing or federal securities law matters; and (ii) the confidential, anonymous submission by Company employees regarding questionable accounting, auditing, or federal securities law matters; and
3. Review findings of regulatory agencies' examinations.

H. *Safety and Security*

The Committee will oversee and periodically review with management the Company's efforts to promote the safety and security of guests and associates, including the Company's policies and processes related to the safe design and operation of hotels and emergency response and crisis communications plans.

I. *Swaps and Other Derivative Transactions*

The Committee will (1) at least annually review and provide guidance to the full Board and management on the Company's policies governing the use of swaps and other derivative transactions, and (2) review and approve matters related to financial derivatives as necessary, including at least annually management's decision to enter into swaps and other derivative transactions that are exempt from exchange-execution and clearance under "end-user exception" regulations established by the U.S. Commodity Futures Trading Commission.

J. *Hiring Employees of Independent Auditors*

The Committee will establish policies for the hiring of employees and former employees of the Principal Independent Auditor.

K. *Periodic Review of Charter; Audit Committee Evaluation*

The Committee will at least annually review and assess the adequacy of this Charter as part of its continuing commitment to the integrity and importance of the financial reporting process and to reflect recent changes in law, and will submit proposed revisions to the Charter to the Board for approval. In addition, the Committee will conduct and present to the Board an annual performance evaluation of the Committee.

L. *Investigations*

The Committee may investigate suspected improprieties on any material matter, using special counsel or outside experts when necessary or appropriate.

V. **Retention of Outside Advisors**

The Committee may, retain such outside advisors, counsel, consultants and accountants (collectively, “Advisors”) as it deems appropriate to carry out the Committee’s purposes. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to these Advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee’s duties.