

**Marriott International, Inc.**

**AMENDED AND RESTATED  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**I. Composition and Term of Office**

- A. The Nominating and Corporate Governance Committee (the “Committee”) shall consist of a minimum of two members of the Board of Directors (the “Board”) of the Company. All members of the Committee shall satisfy The Nasdaq Stock Market LLC (“Nasdaq”) standards of independence for directors, as determined by the Board.
- 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 Secretary of the Company shall serve as Committee Secretary.

**II. Meetings**

The Committee shall hold at least one regular meeting each year 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.

**III. Purpose**

The purpose of the Committee will be to engage in succession planning for the Board; identify individuals qualified to become Directors (consistent with criteria approved by the Board); and recommend to the Board the slate of Director candidates for election at the Annual Meetings of Stockholders. The purpose of the Committee shall also include monitoring a process to assess Board and committee effectiveness, developing and implementing corporate governance principles (the “Governance Principles”), and performing a leadership role in shaping the Company’s corporate governance.

**IV. Duties and Responsibilities**

Consistent with and subject to applicable law and rules or listing standards promulgated by the Securities and Exchange Commission (“SEC”), Nasdaq, or other applicable regulatory authority, the Committee’s duties and responsibilities shall include the following:

- A. The Committee will periodically review, and recommend to the Board, skills, experience, characteristics and other criteria for identifying and evaluating Directors.
- B. The Committee will annually evaluate the composition of the Board to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board as a whole, and in individual Directors, and to assess the criteria that may be needed in the future in light of the Company's anticipated needs.
- C. The Committee will identify and recruit Director candidates and review the qualifications of candidates for Board membership from whatever source received.
- D. The Committee will assess the qualifications, contributions and independence of incumbent Directors in determining whether to recommend them for reelection to the Board.
- E. The Committee will identify individuals who have the highest personal and professional integrity and demonstrated exceptional ability and judgment and recommend to the Board the slate of Director candidates to be proposed for election by stockholders at the Annual Meeting of Stockholders.
- F. The Committee will identify individuals who have the highest personal and professional integrity and demonstrated exceptional ability and judgment and recommend to the Board candidates to fill vacancies on the Board which occur between Annual Meetings of Stockholders and newly created directorships.
- G. The Committee will discuss succession planning for the Board and key leadership roles on the Board and its committees.
- H. The Committee will establish procedures for the consideration of Director candidates recommended for the Committee's consideration by the Company's stockholders.
- I. The Committee will recommend to the Board criteria relating to tenure as a Director such as retirement age, limitations on the number of times a Director may stand for reelection and the continuation of Directors in an honorary or similar capacity.
- J. The Committee will recommend to the Board the selection of Committee Chairs.
- K. The Committee will recommend to the Board the actual assignments of individual Directors (by name) to Board Committees.
- L. The Committee will recommend to the Board general criteria regarding the composition of Board Committees such as size, membership and the periodic rotation of Committee assignments.

- M. The Committee will review and, as appropriate, make recommendations regarding the effective functioning of the Board such as the quality, quantity and timeliness of information furnished to Directors and frequency and location of Board meetings.
- N. The Committee will oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework, including its certificate of incorporation and bylaws. The Committee will develop and recommend to the Board for its approval a set of Governance Principles and oversee the compliance of the Board with the Governance Principles. The Committee will review the Governance Principles on at least an annual basis and recommend changes as necessary.
- O. The Committee will review the appropriateness of a Director's continued Board and committee membership in light of a substantial change in a Director's principal occupation or business association, relationship with the Company or any other changed circumstance that could affect the Director's independence, qualifications, or availability.
- P. The Committee will review invitations to Directors to serve on the board of any other public company or for-profit entity and assess whether that service would create regulatory issues or potential conflicts of interest or would conflict with Company policies.
- Q. The Committee will oversee the orientation process for new Directors.
- R. The Committee will develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee will oversee the annual self-evaluations and consider the results of the self-evaluations as part of the nomination and selection process for both the Board and its committees and in assessing whether changes to the Board's practices are appropriate.
- S. The Committee will recommend to the Board emergency procedures for management succession in the event of the unexpected disability of the Executive Chairman and Chairman of the Board or the Chief Executive Officer ("CEO").
- T. The Committee will:
  - i. Oversee the effectiveness of the process established by the Human Resources and Compensation Committee ("HRCC") for development and evaluation of internal candidates for the position of CEO.
  - ii. Review the evaluations of the HRCC of internal candidates for the position of CEO.

- iii. Assess in consultation with the HRCC whether an external search for a CEO is appropriate and, if so, oversee the external search process.
  - iv. Review potential external candidates for the position of CEO.
  - v. Based on materials prepared by the HRCC for potential internal candidates and its review of potential external candidates, recommend CEO candidate(s) (internal or external) to the Board for consideration.
- U. The Committee will (i) at least annually review the Company’s policies governing political contributions, lobbying, and personal political activities, and (ii) at least semiannually review political contributions and expenditures made by the Company and its Political Action Committee.
- V. The Committee will evaluate and make recommendations to the Board regarding stockholder proposals. The Committee will review results of stockholder votes at annual meetings and make recommendations to the Board.
- W. The Committee will at least annually review and assess the adequacy of this Charter and will submit proposed revisions to the Charter to the Board for approval.
- X. The Committee will conduct and present to the Board an annual performance evaluation of the Committee.

V. **Retention of Outside Advisors**

The Committee may retain such consultants, outside counsel and other advisors (collectively, “Advisors”) as it deems necessary to assist it in carrying out the Committee’s purposes, including any search firm used to identify Director candidates, and will receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such Advisors.