

**Marriott International, Inc.**

**AMENDED AND RESTATED  
INCLUSION AND SOCIAL IMPACT COMMITTEE CHARTER**

**I. Composition and Term of Office**

- A. The Inclusion and Social Impact Committee (the “Committee”) shall consist of a minimum of two members of the Board of Directors (the “Board”) of Marriott International, Inc. (the “Company”). At least one member of the Committee shall satisfy The Nasdaq Stock Market LLC 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 or an Assistant Secretary of the Company shall serve as Committee Secretary, unless otherwise determined by the Committee.

**II. Meetings**

The Committee shall hold at least two regular meetings 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 the Chair’s designee) 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 is to assist the Board in providing oversight of the Company’s strategy and efforts to advance the Company’s business through the Company’s culture and core values, including providing access to opportunity for its various stakeholders and supporting the communities in which the Company operates.

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

- A. The Committee's duties and responsibilities shall include overseeing, reviewing, and providing guidance to the Board and management regarding the Company's strategies, policies, and risks related to:
  - 1. Cultivating and advancing the Company's efforts to further its purpose of connecting people through the power of travel by (i) welcoming all and creating a sense of belonging, and (ii) providing access to opportunity for all; and
  - 2. Cultivating and advancing the Company's efforts to (i) make the communities and environments where the Company operates better places to live, work, and visit, and (ii) focus on sustainability and resilience in operations.
- B. The Committee may also review and discuss with management certain of the Company's reports and statements related to the above areas.
- C. The Committee will annually review the Committee's own performance and report the results of such review to the Board.
- D. The Committee will at least annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- E. The Committee will perform other responsibilities delegated to the Committee by the Board from time to time.

#### **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, and will receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such Advisors.