

Marriott International, Inc.

**AMENDED AND RESTATED
COMPENSATION POLICY COMMITTEE CHARTER**

I. Composition and Term of Office

- A. The Compensation Policy Committee (the “Committee”) will consist of a minimum of two members of the Board of Directors of the Company. The members of the Committee and its Chair will be appointed by the Board of Directors upon recommendation by the Nominating and Corporate Governance Committee. All members of the Committee shall be independent directors, shall satisfy the NASDAQ Stock Market LLC (“NASDAQ”) standards of independence for directors and members of the compensation committee, as determined by the Board of Directors, and shall be “outside directors” for purposes of section 162(m) of the Internal Revenue Code and “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934. A subsequent determination that any member of the Committee does not qualify as an “outside director” or a “non-employee director” will not invalidate any previous actions by the Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.
- B. Members of the Committee will serve until the next Annual Meeting of the Board of Directors or until their successors are appointed. The Global Chief Human Resources Officer (CHRO) shall serve as Committee Secretary.

II. Meetings

The Committee will hold at least four regular meetings each year and such additional meetings as may be deemed necessary by the Committee Chair. Minutes of each Committee meeting will be submitted to the Board of Directors, and the Committee Chair (or Committee member designated by the Committee Chair) will report verbally to the full Board of Directors on matters discussed at the most recent Committee meeting.

III. Purpose

The purpose of the Committee will be to assist the Board of Directors in carrying out its responsibilities relating to executive compensation and executive succession planning.

Management has primary responsibility for maintaining compensation programs that enable the Company to attract, retain and motivate executives capable of establishing and implementing business plans in the best interests of the shareholders. The Committee, on behalf of the Board of Directors, will review and approve compensation programs for senior executive positions,

The Committee will review on a periodic basis the Company's philosophy for senior executive compensation, and consistent with that philosophy, the short- and long-term objectives for all components of the senior executive compensation program, and review relevant information to assess the continued appropriateness of these objectives and the plans designed to accomplish these objectives. Company management will provide such relevant data to the Committee for examination as may be necessary or appropriate to further the Committee's efforts in this regard.

The Committee will make recommendations to the Board regarding succession planning. Based on attributes identified by the Board, the Committee shall establish and oversee the implementation of the process for the development of internal candidates for the position of Chief Executive Officer (CEO) as well as other senior management positions.

IV. **Duties and Responsibilities**

A. The Committee's responsibilities will include overseeing the evaluation of the Company's senior executives and reviewing and approving, in certain instances subject to the approval of the Board of Directors, compensation programs for the Company's senior executives. The Committee will consider recommendations submitted by the Company's management for the following specific programs:

- The Base Salary data for senior executive positions under the Company's evaluation system;
- The Incentive Compensation Plan for the President and CEO, and the individuals who report to the President and CEO;
- Executive benefit programs for senior executive positions; and
- The Marriott International, Inc. Stock and Cash Incentive Plan Administrative Guidelines;

The Committee will consider the following compensation actions for individual employees:

- Salary and incentive compensation payments for individuals reporting to the President and CEO; and
- Stock awards for all eligible employees.

B. The Committee will review and approve on an annual basis the corporate goals and objectives with respect to compensation for the President and CEO. The Committee will evaluate at least once each year the performance of the President and CEO in light of these established goals and objectives and based upon these evaluations will set the annual compensation for the President and CEO, including salary, bonus, incentive and equity compensation. The President and CEO may not be present during voting or deliberations on his compensation.

C. The Committee will approve in advance and recommend to the Board of Directors (a) Compensation actions for the Executive Chairman and the President and CEO;

- (b) incentive compensation plans and other equity based plans; (c) corporate officer nominations; and (d) title changes for existing corporate officer positions.
- D. The Committee will approve in advance and recommend to the Board of Directors the specific amounts of non-employee Directors' compensation.
 - E. The Committee will oversee the assessment of the risks relating to the Company's compensation policies and programs applicable to officers and employees, and review the results of this assessment.
 - F. The Committee will review on an annual basis an Executive Talent assessment conducted by the President and CEO and the CHRO.
 - G. The Committee will review management's plan for executive succession planning, including benchmarking of executive succession planning practices.
 - H. The Committee will assess internal candidates for the position of CEO based on criteria approved by the Board with the guidance of the Executive Chairman, the Lead Director and the CHRO.
 - I. The Committee will assess the results of the Company's most recent advisory vote on executive compensation.
 - J. The Committee will adopt and annually review compliance with the Company's stock ownership guidelines for senior executive officers and non-employee directors.
 - K. The Committee will oversee the preparation of the compensation committee report required by Securities and Exchange Commission rules for inclusion in the Company's annual report and proxy statement.
 - L. At least annually, the Committee will assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.
 - M. The Committee will report its actions and recommendations to the Board after each Committee meeting and present to the Board an annual performance evaluation of the Committee.

- N. The Committee may, in its sole discretion, retain or obtain the advice of any consultants, outside counsel and other advisors (collectively, “Advisors”) it deems necessary to assist it in carrying out the Committee’s purposes, including any compensation consultant used to assist in the evaluation of Board of Director compensation or executive compensation, including the Executive Chairman and the President and CEO. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any Advisors retained by the Committee, and will receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such Advisors. The Committee will assess the independence of Advisors (whether retained by the Committee or management) that provide advice to the Committee, prior to selecting or receiving advice from them, in accordance with NASDAQ listing standards.

- O. The Committee will at least annually review and assess the adequacy of this Charter.