

Marriott International, Inc.

AMENDED AND RESTATED HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

I. Composition and Term of Office

- A. The Human Resources and Compensation Committee (the “Committee”) shall consist of a minimum of two members of the Board of Directors (the “Board”) of Marriott International, Inc. (the “Company” or “Marriott”). All members of the Committee shall satisfy The Nasdaq Stock Market LLC (“Nasdaq”) standards of independence for directors and members of the compensation committee, as determined by the Board, and shall be “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 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. 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 Human Resources Officer (“CHRO”) shall serve as Committee Secretary.

II. Meetings

The Committee shall hold at least four 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 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, shall constitute a quorum.

III. Purpose

The purpose of the Committee will be to assist the Board in carrying out its responsibilities relating to the Company’s human resources policies and practices, including matters related to executive development and succession management, director and executive compensation and benefits, and other matters pertaining to talent management and organizational effectiveness.

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 review on a periodic basis the Company’s philosophy for executive compensation, and consistent with that philosophy, the short- and long-term objectives for all components of the executive compensation program, and review relevant information to assess the continued appropriateness of these objectives and the plans designed to accomplish these objectives.
- B. The Committee’s responsibilities will include overseeing the evaluations of the Company’s senior executives and reviewing and approving, in certain instances subject to the approval of the Board, development and 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 program for senior executive positions under the Company’s evaluation system;
 - The incentive compensation plans for the CEO, the President, and the executives who report directly to the CEO;
 - Executive benefit programs; and
 - The Marriott International, Inc. Stock and Cash Incentive Plan;

The Committee will consider the following compensation actions:

- Salary and incentive compensation payments for executives who report directly to the CEO; and
- Stock awards for all eligible individuals.
- C. The Committee will review and approve on an annual basis the corporate goals and objectives with respect to compensation for the CEO and the President. The Committee will evaluate at least once each year the performance of the CEO and the President in light of these established goals and objectives and based upon these evaluations will approve in advance and recommend to the Board the annual compensation for the CEO and the President, including salary, bonus, other incentive and equity compensation. The CEO and the President may not be present during voting or deliberations on his or her compensation.
- D. The Committee will approve in advance and recommend to the Board (a) compensation actions for the CEO, and the President; (b) incentive compensation plans and equity-based plans; and (c) corporate officer elections.
- E. The Committee will annually review and recommend to the Board for its approval the specific forms and amounts of compensation and benefits for non-employee directors.

- F. The Committee will oversee the assessment of the risks relating to the Company's compensation policies and programs and review the results of this assessment.
- G. The Committee will oversee other aspects of the Company's human resources strategies and policies, including with respect to matters such as culture and associate engagement, talent development and retention, organizational effectiveness and efforts to promote the personal health and well-being of associates.
- H. The Committee will review talent assessments of the Company's executives.
- I. The Committee will review management's plan for executive succession planning. The Committee will make recommendations to the Board regarding succession planning. Based on attributes identified by the Board, the Committee will establish and oversee the implementation of the process for the development of internal candidates for the position of CEO as well as other executive positions.
- J. In assisting the Board in its succession planning duties, the Committee will assess internal candidates for the position of CEO based on criteria approved by the Board with the guidance of the Chairman, the Lead Director and the CHRO.
- K. The Committee will assess the results of the Company's most recent advisory vote on executive compensation.
- L. The Committee will adopt and annually review compliance with the Company's stock ownership guidelines for executives and non-employee directors.
- M. The Committee will review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that SEC rules require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee the preparation of the compensation committee report for inclusion in the Company's annual proxy statement as required by the rules of the SEC.
- N. 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.
- O. The Committee will at least annually perform a review and evaluation of the performance of the Committee.
- P. The Committee will oversee the Company's engagement efforts with stockholders on the subject of executive compensation.
- Q. The Committee will oversee the administration of the Company's clawback policy, and review and recommend changes in the policy to the Board from time to time as appropriate.

- R. The Committee will at least annually review and assess the adequacy of this Charter and recommend changes to the Board as appropriate.
- S. The Committee will perform other responsibilities delegated to the Committee by the Board from time to time.

V. Retention of Outside Advisors

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including that the Committee may, in its sole discretion, retain or obtain the advice of any compensation consultant, outside counsel and other advisors (collectively, “Advisors”) it deems necessary to assist it in carrying out the Committee’s purposes. The Committee shall 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 may select, or receive advice from, an Advisor only after considering the factors, and conducting the independence assessment, outlined in the Nasdaq listing rules.