

**Marriott International, Inc.**

**AMENDED AND RESTATED  
TECHNOLOGY AND INFORMATION  
SECURITY OVERSIGHT COMMITTEE CHARTER**

**I. Composition and Term of Office**

- A. The Technology and Information Security Oversight 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 (“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, unless otherwise determined by the Committee.

**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 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 will be to assist the Board in providing oversight of, and counsel on, matters of technology and information security and privacy. The purpose of the Committee includes reviewing major technology-related projects and technology architecture decisions; assessing whether the Company’s technology programs effectively support the Company’s business objectives and strategies; assisting the Board with oversight of information security, privacy, and technology-related risks and management efforts to monitor and mitigate those risks; and conferring with the Board and the Company’s management and senior technology, information security, and privacy teams on matters related to the Committee’s purpose, duties, and responsibilities.

#### **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. Technology Strategy and Investments**

1. Review the Company’s technology strategy in light of the Company’s business needs and objectives, including the budget and resources allocated to technology.
2. Review the progress of major technology projects and technology architecture decisions, including new technology product development programs and new technology investments.
3. Monitor and oversee the Company’s review of trends in technology that may affect the Company’s strategic plans, including overall industry trends and new opportunities and threats introduced by new technologies.
4. Review with management the technology aspects of disaster recovery and business continuity planning.

##### **B. Information Security and Privacy**

1. Review with management the budget and resources, including personnel, allocated to information security and privacy and whether the Company’s information security and privacy programs effectively support the Company’s business needs and objectives.
2. Review with management the Company’s privacy and information security policies and programs, including the implementation and operation of reasonable controls, and the steps management has taken to assess the overall effectiveness of the Company’s information security and privacy programs.
3. Review and discuss with management the Company’s privacy and information security risk exposures, including major legislative and regulatory developments that could materially impact the Company’s privacy risk exposures, and the potential impact of those exposures on the Company’s business, financial results, operations and reputation, and the steps management has taken to monitor and mitigate such exposures.
4. Review and discuss with management significant privacy and information security incidents, reports to or from regulators with respect thereto, and

steps taken to mitigate against reoccurrences, including the Company's incident response and recovery plans.

- C. The Committee shall assist the Board with the oversight of the Company's significant regulatory and compliance matters in the technology, information security, and privacy areas.
- D. Annually review the Committee's own performance and report the results of such review to the Board.
- E. Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

**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 outside technology, information security or privacy consultants or other advisors, and will receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such Advisors.