Marriott International, Inc.

GOVERNANCE PRINCIPLES

The board of directors (the "Board") of Marriott International, Inc. ("Marriott" or the "Company") has adopted the following Governance Principles (the "Principles") to provide a framework for the governance of the Company. The Nominating and Corporate Governance Committee ("NCGC") reviews the Principles annually and recommends changes to the Board as appropriate.

1. **Role of the Board and Management**. The Board, which is elected by the Company's stockholders, oversees the management of the Company and its business. Consistent with the oversight function of the Board, the Board's core responsibilities include:

- Evaluating and approving the Company's strategic and financial plans and monitoring the implementation and results of those plans;
- Succession planning for senior executives, the Board, and its committees;
- Nominating the Company's director candidates and appointing committee members;
- Appointing and supervising the Company's independent auditor;
- Overseeing the integrity of the Company's financial statements and financial reporting process;
- Overseeing the Company's compliance systems with respect to legal and regulatory requirements and the implementation and effectiveness of the Company's programs to promote compliance its ethical policies;
- Shaping the Company's corporate governance;
- Overseeing the Company's processes for identifying, assessing, and managing risk;
- Providing advice and counsel to management regarding significant issues facing the Company and reviewing and approving significant corporate actions, including significant investments and divestitures;
- Assessing the performance of the President and Chief Executive Officer (the "CEO") and other senior executives, and setting their compensation; and
- Assessing whether appropriate processes are in place to properly manage the Company.

The President and CEO is responsible for the overall management and functioning of the Company.

2. **Long Range Plan and Annual Budget**. The objectives of the long range plan and annual budget are to highlight the growth plans and financial targets for the Company, as well as key issues and risks to achieving these goals; determine the pace, magnitude, and allocation of the Company's projected capital spending; and update the Company's anticipated debt levels and overall investment capacity. The long range plan and annual budget are presented, at a minimum, annually to the Board for review, input and, with respect to the annual budget, approval.

3. **Board Committees**. The Board has established the following committees to assist it in discharging its responsibilities and may form other committees as needed: (i) Audit; (ii) NCGC; (iii) Human Resources and Compensation ("HRCC"); (iv) Technology and Information Security Oversight ("TISOC"); (v) Inclusion and Social Impact ("ISIC"); and (vi) Executive. The NCGC considers and makes recommendations to the Board on general criteria regarding the composition of Board committees, such as size, membership, and the periodic rotation of committee assignments. Committee members and chairs are recommended to the Board by the NCGC and appointed by the Board.

Each of these committees operates under a written charter that sets forth the purposes and responsibilities of the committee. Marriott publishes the charters on its website, Marriott.com/investor, and will mail a copy of those materials to stockholders on written request. The Audit, NCGC, HRCC, TISOC and ISIC committees meet regularly and each of those committees assesses the adequacy of its charter annually and recommends changes to the Board as appropriate. The chair of each committee determines the frequency and agenda of the committee's meetings. Materials related to agenda items are provided to committee members sufficiently in advance of meetings to allow the members to review and prepare for discussion of the items at the meeting. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the committee meeting. The committee chairs (or their designees) report on the activities and actions from their respective committee meetings at regularly scheduled meetings of the Board following each committee meeting.

4. **Board Composition and Director Qualifications**. The NCGC considers and makes recommendations to the Board regarding the size, structure, composition, and functioning of the Board. In addition, the NCGC engages in succession planning for the Board and key leadership roles on the Board and its committees. The NCGC is also responsible for establishing and overseeing processes and procedures for the selection and nomination of directors, including establishing procedures for the consideration of director candidates recommended for the NCGC's consideration by the Company's stockholders.

The NCGC periodically reviews and recommends to the Board the skills, experience, characteristics, and other criteria for identifying and evaluating directors. These criteria include character, judgment, personal and professional ethics, integrity, values, and familiarity with national and international issues affecting business. Board members are selected who bring a depth of experience, skills, and knowledge relevant to the Board and Marriott's business, including the ability to provide effective oversight of long-term strategy and enterprise risk. Candidates must be committed to representing the long-term interests of the stockholders. All prospective new directors must agree to allow the Company to conduct a background check using a third-party.

The NCGC evaluates the composition of the Board at least annually 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. In addition, while the Board does not maintain a formal diversity policy for Board membership, the Board believes that a board comprised of directors with a variety of backgrounds and experiences improves the dialogue and decision-making in the boardroom and contributes to overall board effectiveness. The Board and the NCGC seek to achieve a mix of such members, which the NCGC defines broadly to include,

among other things, differences in backgrounds, qualifications, experiences, viewpoints, geographic locations, education, skills and expertise, professional and industry experiences, and personal characteristics.

Directors also must be willing to devote sufficient time to carrying out their duties and responsibilities effectively and should be committed to serve on the Board for an extended period of time. Accordingly, Marriott encourages its non-employee directors to limit the number of other boards (excluding non-profit) on which they serve, taking into account potential Board attendance, participation, and effectiveness. In no event, however, should (i) a director who is not the chief executive officer of a public company serve on more than four public company boards (including Marriott's Board) or (ii) a director who is the chief executive officer of a public company serve on more than two public company boards (including Marriott's Board). Additionally, members of Marriott's Audit Committee should not serve on more than a total of three audit committees of public companies (including Marriott's Audit Committee). Any person who exceeds any of these limits shall not be nominated by the Board at the annual meeting of stockholders. In addition, directors must notify the NCGC before accepting an invitation to serve on the board of any other public company or for-profit entity, and must not accept such service until being advised by the chair of the NCGC that the NCGC has determined that service on such other board would not create regulatory issues or potential conflicts of interest and would not conflict with Company policies.

No person who has attained the age of 75 shall be nominated by the Board at the annual meeting of stockholders unless the Board determines that for compelling reasons an exception is in the Company's best interest.

5. **Independence of Directors**. At least two-thirds of the directors shall be independent, provided that having fewer independent directors due to the departure, addition, or change in independent status of one or more directors is permissible temporarily, so long as the two-thirds requirement is again satisfied by the later of the next annual meeting of stockholders or nine months. To be considered "independent" under the listing standards of The Nasdaq Stock Market LLC ("Nasdaq"), the Board must determine that a director has no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director of Marriott. The Board has established the guidelines set forth below to assist it in determining director independence. For the purpose of this section 5, references to "Marriott" include any of Marriott's consolidated subsidiaries.

a. A director is not independent if: (i) the director is, or has been within the preceding three years, employed by Marriott; (ii) the director or a family member is a current partner of Marriott's independent auditor, or was a partner or employee of Marriott's independent auditor and worked on the audit of Marriott at any time during the preceding three years; (iii) a family member of the director is, or has been within the preceding three years, employed by Marriott as an executive officer; (iv) the director or a family member is part of an interlocking directorate in which the director or family member is employed as an executive officer of another company where at any time during the preceding three years a present executive officer of Marriott at the same time serves or served on the compensation committee of that other company; (v) the director has accepted, or a family member has accepted, during any 12-month period within the preceding three years, more than $120,000 in compensation from Marriott, other than

compensation for Board or Board committee service, compensation paid to a family member who is an employee (other than an executive officer) of Marriott, benefits under a tax-qualified retirement plan, or non-discretionary compensation; (vi) the director or a family member is an executive officer of a charitable organization to which Marriott made discretionary charitable contributions in the current or any of the last three fiscal years that exceed five percent of that organization's consolidated gross revenues for that year, or $200,000, whichever is more; or (vii) the director or a family member is a partner in, or a controlling stockholder or executive officer of, any organization to which Marriott made, or from which Marriott received, payments for property or services in the current or any of the last three fiscal years that exceed five percent of the recipient's consolidated gross revenues for that year, or $200,000, whichever is more, other than payments arising solely from investments in Marriott securities or payments under non-discretionary charitable contribution matching programs.

b. The following commercial or charitable relationships are not relationships that would impair a Marriott director's independence: (i) service as an executive officer of another company which is indebted to Marriott, or to which Marriott is indebted, where the total amount of either company's indebtedness to the other is less than two percent of the total consolidated assets of the other company; and (ii) service by a Marriott director or a family member solely as a non-employee director or trustee of another entity or charitable organization that does business with, or receives charitable contributions from, Marriott. The Board annually reviews each director's independence and makes an affirmative determination regarding the independence of each director.

c. For relationships not covered by the guidelines in paragraph (b) above, the determination of whether the relationship would interfere with the exercise of independent judgment in carrying out the responsibilities of a director of Marriott, and therefore whether the director would be independent, shall be made by the directors who satisfy the independence guidelines set forth in this section 5.

6. **Independence of Committee Members**. In addition to the director independence standards discussed in section 5 above, members of the Audit Committee and the HRCC must also satisfy the additional, heightened independence criteria applicable to directors serving on these committees under the Nasdaq listing standards. The Board makes appropriate adjustments to committee memberships in the event of any change in the independence status of a director.

7. **Director Nomination Process**. Each of Marriott's directors stand for election to serve a one-year term at each annual meeting of stockholders. Stockholders may propose nominees for consideration by the NCGC by submitting the names and supporting information (which is described in the annual proxy statement) to: Nominating and Corporate Governance Committee, c/o Secretary, Marriott International, Inc., Department 52/862, 7750 Wisconsin Avenue, Bethesda, Maryland 20814. The Board proposes a slate of nominees to the stockholders for election to the Board, based on the recommendation of the NCGC. The Board also determines the number of directors on the Board.

With respect to director nominations by stockholders, notwithstanding anything in Marriott's Amended and Restated Bylaws (the "Bylaws") to the contrary, if a stockholder's notice of nomination given pursuant to Section 3.13 of the Bylaws was delivered to the Company on or

after the first day on which such notice could be timely given under the Bylaws and at least fourteen (14) days prior to the last day on which such notice could be timely given under the Bylaws, then (i) the Company, not later than the fourteenth (14th) day after receiving such notice, shall notify the stockholder making such nomination, in writing and with reasonable specificity, of any defects or omissions (a "Deficiency Notice") and (ii) the stockholder making such nomination shall have an opportunity to cure such defects or omissions by delivering a corrective notice of nomination to the Secretary at the principal executive offices of the Company by the last day on which a notice of nomination could be timely given under the Bylaws (the "Cure Deadline"). If the stockholder cures all defects or omissions identified in the Deficiency Notice by the Cure Deadline, then the defects or omissions identified in the Deficiency Notice shall not serve as a basis for either the Board before the meeting or the Chairman of the meeting at the meeting to declare that the proposed nomination for election was not properly made. If the Company does not deliver a Deficiency Notice to the stockholder or does not identify a particular facially apparent defect or omission in a Deficiency Notice, then such unidentified facially apparent defect or omission shall not serve as the sole basis for the Board or the Chairman of the meeting to declare that the proposed nomination for election was not properly made. For the avoidance of doubt, the foregoing sentence shall not affect the Company's right to treat any nomination for election as not properly made for any other proper reason, including due to any misrepresentations or false statements in the notice of nomination, any subsequently identified defect or omission that was not apparent on the face of the notice of nomination or any failure by the stockholder to comply with any other applicable requirement under the Bylaws.

8. **Director Elections**. The Bylaws provide for majority voting in the uncontested election of directors and plurality voting in contested elections. In uncontested elections, directors are elected by a majority of the votes cast, which means that the number of shares voted "for" a director nominee must exceed the number of shares voted "against" that director nominee. A director who is not elected by a majority of the votes cast shall promptly tender a resignation offer to the Board. The NCGC will make a recommendation to the Board on whether to accept or reject the resignation offer, or whether other action should be taken. In determining whether or not to recommend that the Board accept any resignation offer, the NCGC shall be entitled to consider all factors believed relevant by its members. If a majority of the members of the NCGC were required to tender their resignation offers as provided above, the independent directors on the Board who were not required to do so will act as a committee to consider the resignation offers and recommend to the Board whether or not to accept them. The Board will act on the NCGC's recommendation within ninety (90) days following the date of the certification of the election results. In deciding whether or not to accept the resignation offer, the Board will consider the factors considered by the NCGC and any additional information and factors that the Board believes to be relevant. Unless applicable to all directors, the director(s) whose resignation offer is under consideration is expected to recuse himself or herself from such Board vote. The Board will then promptly publicly disclose its decision on whether to accept the director's resignation offer (including the reason(s) for rejecting the resignation offer, if applicable). If the Board accepts a director's resignation pursuant to this process, the NCGC shall recommend to the Board whether to fill such vacancy or reduce the size of the Board.

9. **Change in Principal Occupation**. When a director's principal occupation or business association changes substantially during the director's tenure on the Board, the director must tender his or her resignation offer for consideration by the NCGC. In addition, at the time

any officer of the Company ceases to hold such office, he or she must tender his or her resignation from the Board. The NCGC recommends to the Board the action, if any, to be taken with respect to the offer to resign.

10. **Board Leadership; Lead Director**. The Board reviews its leadership structure as needed as part of the succession planning process and to evaluate whether the structure remains appropriate for the Company. The Board has not mandated a particular leadership structure, but it has determined that the positions of Chairman of the Board and President and CEO should be held by separate individuals. To ensure robust independent leadership on the Board, if the individual elected as Chairman of the Board is not an independent director, the independent directors will annually appoint a Lead Independent Director ("Lead Director"). The Lead Director shall: (i) preside at meetings of the Board at which the Chairman of the Board is not present and at executive sessions of the independent directors; (ii) coordinate the activities of the independent directors; (iii) have authority to convene meetings of independent directors; (iv) serve as liaison between both the Chairman and the President and CEO and the independent directors; (v) in consultation with both the Chairman and the President and CEO, review and approve Board meeting agendas and schedules; (vi) coordinate Board and committee evaluations; (vii) coordinate the assessment and evaluation of Board candidates; (viii) organize and lead the Board's annual evaluation of the President and CEO; (ix) make recommendations for changes to the Company's governance practices; and (x) in consultation with management, be available for direct communication with major stockholders.

11. **Attendance at Board Meetings and Annual Meeting of Stockholders**. The Board holds regularly scheduled meetings at least four times each year and meets at other times as necessary. Directors are expected to attend Board meetings and meetings of the Board committees on which they serve. In addition, directors nominated for election are expected to attend the annual meeting of stockholders.

12. **Meetings of Independent Directors**. The independent directors will be scheduled to meet without management present at each regularly scheduled Board meeting. The Lead Director presides at such meetings. Independent directors may meet without management present at such other times as determined by the Lead Director.

13. **Annual Evaluation**. The NCGC oversees the design and implementation of an annual Board and committee evaluation process. As part of this process, the directors are asked to provide their assessments of the effectiveness of the Board and the committees on which they serve. The individual assessments are organized and summarized for discussion with the Board and the respective committees. The evaluation process is an important determinant for Board tenure, and both the Board and the NCGC consider the results of the process as part of the nomination and selection process for both the Board and its committees and to assess whether changes to the Board's practices are appropriate.

14. **Setting the Board Agenda**. The Board, including the Chairman of the Board and the Lead Director, is responsible for its agenda. The Chairman, the President and CEO, and the Lead Director, as appropriate, will suggest the nature and extent of information to be provided

regularly to the directors before each scheduled meeting. Directors are expected to propose agenda issues to be raised for discussion or review at meetings.

15. **Board Materials**. The Company generally provides Board members with materials related to agenda items in advance of Board meetings and directors are expected to review the materials prior to the meetings. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the Board meeting. The Chairman, the President and CEO, the Lead Director, and committee chairs also encourage the directors to make suggestions for agenda items or additional pre-meeting materials at any time.

16. **Confidentiality**. Directors must protect and hold confidential all non-public information that comes to them, from whatever source, in their capacity as a director of the Company, unless disclosure is authorized or required by law. Proceedings and deliberations of the Board and its committees are confidential.

17. **Ethics and Conflicts of Interest**. The Board expects Marriott's directors, officers, and employees to act ethically at all times and acknowledge their adherence to Marriott's code of ethics, which is encompassed in Marriott's Business Conduct Guide (which also applies to all directors, officers, and employees). The Board (or an appropriate committee) considers any request for a waiver of any ethics policy for any director or executive officer. Any director affected by an actual or potential conflict of interest must promptly inform the Chairman, the President and CEO, and the Lead Director. The affected director should resign if a significant conflict exists and cannot be resolved. Each director must recuse himself or herself from any discussion or decision affecting that director's personal, business, or professional interests. The Audit Committee resolves any conflict of interest question involving a director, an executive officer, or any other "related person" as defined in Securities and Exchange Commission disclosure regulations related to "transactions with related persons," and the General Counsel and the Chief Financial Officer jointly resolve any conflict of interest issue involving any other officer of the Company.

18. **Compensation of Board**. The HRCC reviews compensation and benefits for non-employee directors annually and recommends changes as appropriate to the Board. In making its recommendation, the HRCC is guided by two goals: directors should be fairly paid for work required in a company of Marriott's size and scope, and director compensation should align directors' interests with the long-term interests of stockholders. Non-employee director compensation may consist of, but is not limited to, annual Board and committee cash and stock retainers, committee chair fees, equity awards under Marriott stock plans, as well as eligibility for Marriott's deferred compensation plan and certain other benefits. The non-employee directors' compensation, as well as the policies and procedures for determining such compensation, are described in the Company's annual proxy statement disclosure.

19. **Stock Ownership by Directors**. Marriott has established stock ownership guidelines for non-employee directors. The guidelines require non-employee directors to own or acquire within five years of first becoming a director, shares of Marriott common stock or vested stock units valued at three times the director's combined annual cash and stock retainers, or roughly nine times the annual cash retainer. The HRCC oversees compliance with the stock ownership guidelines.

20. **Succession Plan**. The Board identifies criteria for President and CEO suitability. Based on the criteria identified by the Board, the HRCC (i) establishes and oversees implementation of the process for the development and evaluation of internal candidates for the position of President and CEO, and (ii) assesses internal candidates for the position of President and CEO, with guidance from the Chairman, the Lead Director, and the EVP, Chief Human Resources Officer. The HRCC also reviews and oversees management's plan for senior executive succession planning.

The NCGC oversees the effectiveness of the process for development and evaluation of internal candidates for the position of President and CEO and reviews the HRCC evaluations of internal candidates for the position of President and CEO. The NCGC also assesses in consultation with the HRCC whether an external search for a President and CEO is appropriate and, if so, oversees the external search process, including the review of potential external candidates. Based on its review of evaluation materials prepared by the HRCC for internal candidates and review of any potential external candidates, the NCGC recommends President and CEO candidate(s) to the Board for consideration. Additionally, the NCGC recommends to the Board emergency procedures for management succession in the event the President and CEO unexpectedly becomes unable to perform the duties of the position.

21. **Annual Review of Executive Compensation**. The HRCC annually recommends to the Board compensation actions for the President and CEO. The HRCC approves the corporate goals and objectives with respect to compensation for the President and CEO, evaluates the President and CEO's performance in light of these goals and objectives, and, based upon these evaluations, will approve in advance and recommend to the Board the annual compensation for the President and CEO, including salary, bonus, and other incentive and equity compensation. The HRCC also oversees the evaluation of the Company's senior executives and reviews and approves, in certain instances subject to the approval of the Board, development and compensation programs for the Company's senior executives.

22. **Access to Senior Management**. Marriott encourages non-employee directors to contact Company senior management with or without senior executives present, both in and out of Board meetings, subject to reasonable efforts to avoid disruption to the Company's business and operations. At the Board's invitation, senior executives and other members of management attend Board meetings for the purpose of making reports and participating in discussions. Non-employee directors are encouraged to visit properties owned, operated, or franchised by the Company or its subsidiaries.

23. **Access to Outside Advisors**. The Board and its committees have the authority to retain outside financial, legal, or other advisors as they deem appropriate.

24. **Director Orientation and Continuing Education**. The NCGC oversees an orientation program for all new directors, which includes a thorough review of background material, meetings with Board members, and discussions with senior executives about the Company's business units, strategic plans, significant financial, accounting and risk management issues, and key policies and practices.

The Board encourages directors to participate in continuing education programs to assist them in fulfilling their responsibilities as directors. The Company maintains a membership in the National Association of Corporate Directors for the benefit of the Board and provides information about other external director education programs as appropriate. Additionally, the Company periodically provides materials or briefing sessions for all directors on subjects that would assist them in discharging their duties.

25. **Stakeholder Engagement**. The Company's management team serves as the primary spokesperson for the Company and is responsible for communicating with various stakeholders and constituencies, including stockholders, on behalf of the Company. From time to time, in consultation with management, the Lead Director and certain committee chairs may participate in discussions with stockholders and other constituencies on issues where Board-level involvement is appropriate.