

MARRIOTT VACATIONS WORLDWIDE CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Composition and Term of Office

The Nominating and Corporate Governance Committee (the “Committee”) shall consist of at least two members of the Board of Directors of Marriott Vacations Worldwide Corporation (the “Company”), each of whom shall be an “independent” director. An “independent” director is a director who meets the New York Stock Exchange (the “NYSE”) standards of independence, as determined by the Board.

The members of the Committee and its Chair are appointed by the Board upon the Committee’s recommendation and serve until the next Annual Meeting of the Board of Directors or until their successors are appointed. Any member of the Committee may be removed by the Board in its discretion. The Secretary of the Company or his or her designee shall serve as Committee Secretary.

II. Meetings and Operations

The Committee shall hold at least one regular meeting each year and such additional meetings as the Committee Chair may deem necessary or appropriate. Meetings may be held either in person or telephonically and at such times and places as the Committee determines. Minutes of each Committee meeting shall be made available to the Board, and the Committee Chair will report to the Board on matters discussed at the most recent Committee meeting. A majority of the members of the Committee will constitute a quorum. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the committee may deem appropriate.

Matters brought before the Committee that cannot be resolved by a vote of the members shall be submitted to the entire Board for consideration.

III. Purpose

The purpose of the Committee is to: identify and evaluate (using criteria recommended by the Committee and approved by the Board) director candidates, including assessing the contributions and independence of incumbent directors; recommend to the Board director candidates for election; recommend to the Board implementation of corporate governance principles and annually review and recommend changes to these principles as appropriate; and perform a leadership role in shaping the Company’s corporate governance, including reviewing the structure of and membership on Board committees and monitoring processes to assess Board and committee effectiveness.

IV. Duties and Responsibilities

Consistent with and subject to applicable law and rules or listing standards promulgated by the U.S. Securities and Exchange Commission (the “SEC”), NYSE, or other applicable regulatory authority, the Committee shall have the following specific duties and responsibilities.

A. *Selection of Directors*

The Committee will recommend to the Board criteria for evaluating director candidates such as background experience, technical skills, affiliations, personal characteristics, personal and professional integrity and demonstrated exceptional ability and judgment. The Committee will identify and recruit candidates for election to the Board and will evaluate all director candidates, regardless of source, in light of the Board-approved criteria. The Committee will recommend to the Board the Company's candidates for election or reelection to the Board at each annual shareholders' meeting and candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

B. *Director Tenure*

The Committee will recommend to the Board criteria relating to tenure as a director such as retirement age and limitations on the number of times a director may stand for reelection. In addition, the Committee will recommend to the Board other criteria for retention of directors such as attendance at Board and Board committee meetings or the assumption of responsibilities that are incompatible with effective Board membership.

C. *Committee Composition*

The Committee will recommend to the Board general criteria regarding the composition of Board committees such as size, membership and whether to periodically rotate committee assignments. It will recommend to the Board the selection of committee chairs and membership on Board committees.

D. *Corporate Governance and Oversight*

The Committee will develop and recommend to the Board for its approval a set of corporate governance principles. The Committee shall review the principles annually and recommend changes as appropriate.

E. *Board Evaluation*

The Committee will review and, as appropriate, make recommendations regarding the effective functioning of the Board such as the quality, quantity and timeliness of information furnished to directors and frequency and location of Board meetings. As part of its oversight of the Board and its committees, the Committee will recommend to the Board for its approval and oversee implementation of an annual self-evaluation of the Board and its committees.

F. *Succession Planning*

The Committee will recommend to the Board emergency procedures for management succession in the event of the unexpected disability of the Chief Executive Officer.

G. *Conflicts of Interest*

The Committee will review the Company's conflict of interest and related party transactions policies and approve certain related party transactions as provided for in such policies. The Committee will consider conflict of interest questions involving directors, executive officers and other related persons within the meaning of applicable SEC rules and Company policies, consistent with the Company's corporate governance principles.

H. *Annual Review of Charter; Annual Evaluation*

The Committee will at least annually review and assess the adequacy of this Charter in light of changes in law, rule, regulation or best practice. The Committee will submit proposed Charter revisions to the Board for approval. In addition, the Committee will at least annually evaluate its own performance.

V. **Retention of Outside Advisors**

The Committee may, without further action of the Board, retain for its own account and service any external advisors, attorneys, consultants, and accountants (collectively, "Advisors") it deems necessary or appropriate to carry out the Committee's purposes, including retaining, approving fees and retention terms of, and terminating any search firm to be used to identify director candidates. The Company will adequately fund the costs and expenses, as determined by the Committee, of these Advisors and the Committee's ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

As amended September 7, 2012