

MARRIOTT INTERNATIONAL, INC.

AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

I. Purpose; Statement of Policy

The purpose of the Audit Committee (the “Committee”) is to represent and assist the Board of Directors in overseeing: (i) the accounting, reporting, and financial practices of the Company and its subsidiaries, including the integrity of the Company’s financial statements; (ii) the Company’s internal control environment and compliance with legal and regulatory requirements; (iii) the independent auditors’ qualifications and independence; and (iv) the performance of the Company’s internal audit function and the independent auditor.

II. Members and Terms of Office

- A. The Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee, appoints the members of the Committee, which shall be composed of at least three Directors, and designates one member to serve as Committee Chair. Each member of the Committee shall be financially literate, as determined by the Board of Directors, and must at all times be “independent,” as defined by the New York Stock Exchange (“NYSE”) and the SEC. At least two members of the Committee must also be an “audit committee financial expert” as defined by SEC requirements. In addition as required by NYSE rules, if any audit committee member serves simultaneously on the audit committees of more than two other public companies (in addition to the Company), then the Board of Directors must determine that the audit committee member’s simultaneous service would not impair the audit committee member’s ability to effectively serve on the Company’s audit committee and this determination shall be disclosed in the Company’s Proxy Statement.
- B. Members of the Committee serve until the next Annual Meeting of the Board of Directors or until their successors are appointed.

III. Meetings

- A. The Committee will hold at least four (4) regular meetings each year and meetings prior to each quarterly earnings release, as well as such additional meetings as the Committee Chair may deem necessary or

appropriate. Minutes of each Committee Meeting will be submitted to the Board of Directors and the Committee Chair will report to the full Board of Directors on matters discussed at the most recent Committee Meeting. Meetings may take place in person or telephonically at such times and places as the Committee Chair may determine. One-half of the members of the Committee will constitute a quorum.

- B. To provide access to the Committee for the internal auditors, independent auditors, and key financial management, the Committee will request the attendance at its regular meetings or otherwise of the Chief Audit Executive (“Chief Audit Executive”) and such other members of the Company’s management as circumstances may require.
- C. The Committee will meet separately in executive session, at each regularly scheduled meeting, exclusively with each of the Chief Audit Executive and the independent auditors (defined below) and, at the Committee’s discretion, exclusively with its own members and/or with management. Annually, the Committee shall meet with representatives of the Disclosure Committee or more frequently at their discretion.

IV. Duties and Responsibilities

Consistent with and subject to applicable law and rules or listing standards promulgated by the SEC, NYSE, or other applicable regulatory authority, the Committee shall have the following duties and responsibilities.

A. *Relationship with Independent Auditors*

- 1. The Committee will appoint, retain, oversee and determine the compensation of the registered public accounting firm (the “Principal Independent Auditor”) employed by the Company for the purposes of preparing or issuing the audit report or related work as filed with the Securities and Exchange Commission, and the Principal Independent Auditor shall report directly to the Committee. The Committee has sole authority to approve all terms and fees associated with any audit engagement of the Principal Independent Auditor. The Committee will review, at least annually, a report describing the Principal Independent Auditor’s internal quality control procedures and any material issues raised by the most recent internal quality control review, or by any inquiry or investigation by governmental or professional authorities within the preceding five (5) years regarding an audit carried out by the Principal Independent Auditor, and any steps taken to address such issues.

2. The Committee will approve in advance all audit and permissible non-audit services to be provided by the Principal Independent Auditor. (By approving the audit engagements, the audit service shall be deemed to have been pre-approved.) The Committee may establish policies and procedures for the engagement of the Principal Independent Auditor and the Committee's pre-approval of audit and permissible non-audit services to be performed by the Principal Independent Auditor.
3. The Company from time to time engages other registered public accounting firms (Non Principal Firms) to provide services to the Company. The Committee may establish policies and procedures for the engagement of these Non Principal Firms and the Committee's approval of audit and permissible non-audit services to be performed by the Non Principal Firms.
4. The Committee will, at least annually, (i) consider the independence of the Principal Independent Auditor and whether the performance of permissible non-audit services is compatible with its independence, (ii) review a report by the Principal Independent Auditor describing any relationships between it or its affiliates, and the Company or any persons in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the independence of the Principal Independent Auditor, and (iii) discuss with the Principal Independent Auditor the potential effects of any such relationships on independence.

B. *Relationship with the Chief Audit Executive*

1. The Chief Audit Executive will have a direct reporting line to the Committee to communicate any findings or concerns relative to management activities, financial reporting risks, or found discrepancies.
2. The Committee will review and approve the Internal Audit Department's annual plan and all major changes to the plan. During the year, the Committee will review and discuss with the Chief Audit Executive the scope, progress, and results of executing the internal audit plan.
3. The Committee will review, at least annually, with management and Chief Audit Executive the charter, activities, staffing, and organizational structure of the Internal Audit Department. It will periodically verify that the administrative reporting relationship continues to provide independence to the Internal Audit Department.

4. The Committee will meet with the appropriate management personnel to discuss the annual performance of the Chief Audit Executive and approve the proposed compensation established using processes established by the Compensation Committee.

C. *Risk Assessment and Control Environment*

The Committee will periodically review and discuss the Company's business and financial risk management and risk assessment policies and procedures with senior management, the Independent Auditor, and the Chief Audit Executive.

D. *Internal Controls and Disclosure Controls and Procedures*

The Committee will periodically review and discuss with the internal auditors and the Principal Independent Auditor the adequacy and effectiveness of the Company's internal control environment, including any significant deficiencies or material weaknesses and any significant changes in internal controls that are required to be disclosed in the Company's periodic filings. The Committee will also review the annual report of the Principal Independent Auditor on the Company's internal controls over financial reporting. In connection with this review, the Committee will obtain and discuss:

1. Reports from the Chief Executive Officer, the Chief Financial Officer, and the Principal Independent Auditor on any significant deficiencies in the design or operation of internal controls with the identification of any material weakness;
2. Any fraud or other irregularity (whether or not material) that involves management or other employees who have a significant role in the Company's internal control environment; and
3. Management's evaluations of the Company's internal controls over financial reporting and disclosure controls and procedures.

E. *Financial Reporting*

1. The Committee will meet to review and discuss with senior management and the Principal Independent Auditor the Company's annual audited and quarterly financial statements, including the Company's specific disclosures under

“Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

2. The Committee will review with senior management and the Principal Independent Auditor the Company’s earnings press releases, as well as financial information and earnings guidance provided to analysts prior to the public release of those results and, from time to time, management will provide the Committee with an overview of the information presented, or to be presented, to rating agencies.
3. The Committee will at least annually obtain a written report and review the following with the Principal Independent Auditor (and management, as appropriate):
 - The Principal Independent Auditor’s views of the quality of the Company’s accounting principles setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements.
 - Any disagreements with management over the application of accounting principles.
 - Major issues regarding the accounting principles applied and financial statement presentation, especially significant estimates made by management or significant changes in accounting principles and financial statement presentation.
 - Significant related party transactions or other significant conflicts of interest.
 - Significant audit adjustments.
 - Any difficulties encountered during the audit, including any restrictions on the scope of work or access to information.
 - Any other matters related to the conduct of the audit that must be communicated to the Committee under the standards of the Public Company Accounting Oversight Board.

The Committee will recommend to the Board, based on the foregoing, whether the financial statements should be included in the Annual Report on Form 10-K.

4. The Committee will meet regularly with in-house counsel to discuss legal matters that may have a material impact on the

financial statements. The Committee may meet with outside counsel as the Committee deems appropriate.

5. The Committee will prepare an Audit Committee Report for inclusion in the Company's annual proxy statement as required by the rules of the Securities and Exchange Commission (SEC).

F. *Compliance*

The Committee will oversee the Company's compliance systems with respect to legal and regulatory requirements and review the Company's compliance policies and its programs to monitor compliance with these policies. In this regard, the Committee will:

1. At least annually review with management, the General Counsel, and the Chief Audit Executive the Company's programs to promote compliance with its Ethical Conduct Policy (MIP-1) and the Business Conduct Guide. These policies will be posted on the Company's public website; and
2. Establish and oversee a procedure for the oversight and reporting to the Committee of the receipt, retention, treatment, and closure of complaints to the Company concerning (i) accounting, internal accounting controls, or auditing matters; or (ii) the confidential, anonymous submission by Company employees regarding questionable accounting or auditing matters.
3. Review findings of regulatory agencies' examination.

G. *Hiring Employees of Independent Auditors*

The Committee will establish policies for the hiring of employees and former employees of the Principal Independent Auditor.

H. *Periodic Review of Charter; Function of Audit Committee*

The Committee will at least annually review and assess the adequacy of this Charter as part of its continuing commitment to the integrity and importance of the financial reporting process and to reflect recent changes in law, and will submit proposed revisions to the Charter to the Board of Directors for approval. The Committee recognizes that these changes are ongoing, and, accordingly, the Committee will from time to time consider such further modifications to this charter as may be necessary or appropriate in light of further changes in law, rule, regulation or best practice. In addition, the Committee will at least annually evaluate its own performance.

I. *Investigations*

The Committee may investigate suspected improprieties on any material matter, using special counsel or outside experts when necessary or appropriate.

V. Retention of Outside Advisors

The Committee may, without further action of the Board of Directors, retain for its own account and service any external advisors, attorneys, consultants, and accountants (collectively, “Advisors”) it deems necessary to carry out the Committee’s purposes. The Company will adequately fund the costs and expenses, as determined by the Committee, of these Advisors.