

# **Marriott International, Inc.**

## **AMENDED AND RESTATED COMPENSATION POLICY COMMITTEE CHARTER**

### **I. Composition and Term of Office**

- A. The Compensation Policy Committee (the “Committee”) will consist of a minimum of two members of the Board of Directors of the Company. The members of the Committee and its Chair will be appointed by the Board of Directors upon recommendation by the Nominating and Corporate Governance Committee. All members of the Committee shall be independent directors, shall satisfy the New York Stock Exchange (“NYSE”) standards of independence for directors and members of the compensation committee, as determined by the Board of Directors, and shall be “outside directors” for purposes of section 162(m) of the Internal Revenue Code and “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 an “outside director” or 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. Members of the Committee will serve until the next Annual Meeting of the Board of Directors or until their successors are appointed. The Chief Human Resources Officer shall serve as Committee Secretary.

### **II. Meetings**

The Committee will hold at least four regular meetings each year and such additional meetings as may be deemed necessary by the Committee Chair. Minutes of each Committee meeting will be submitted to the Board of Directors, and the Committee Chair (or Committee member designated by the Committee Chair) will report verbally to the full Board of Directors on matters discussed at the most recent Committee meeting.

### **III. Purpose**

The purpose of the Committee will be to assist the Board of Directors in carrying out its responsibilities relating to executive compensation. Management has primary responsibility for maintaining compensation programs that enable the Company to attract, retain and motivate executives capable of establishing and implementing business plans in the best interests of the shareholders. Management also has responsibility for reviewing a plan for senior executive succession. The Committee, on behalf of the Board of Directors, will review and approve compensation programs for senior executive positions and will review the plans for senior executive development and succession.

The Committee will review on a periodic basis the Company’s philosophy for senior executive compensation, and consistent with that philosophy, the short- and long-term

objectives for all components of the senior executive compensation program, and review relevant information to assess the continued appropriateness of these objectives and the plans designed to accomplish these objectives. Company management will provide such relevant data to the Committee for examination not less than annually.

#### IV. **Duties and Responsibilities**

A. The Committee's responsibilities will include overseeing the evaluation of the Company's senior executives and reviewing and approving, in certain instances subject to the approval of the Board of Directors, 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 data for senior executive positions under the Company's evaluation system;
- The Incentive Compensation Plan for the President and Chief Executive Officer, and the individuals who report to the President and Chief Executive Officer;
- Executive benefit programs for senior executive positions; and
- The Marriott International, Inc. Stock and Cash Incentive Plan Administrative Guidelines;

The Committee will consider the following compensation actions for individual employees:

- Salary and incentive compensation payments for individuals reporting to the President and Chief Executive Officer; and
- Stock awards for all eligible employees.

B. The Committee will review and approve on an annual basis the corporate goals and objectives with respect to compensation for the President and Chief Executive Officer. The Committee will evaluate at least once each year the performance of the President and Chief Executive Officer in light of these established goals and objectives and based upon these evaluations will set the annual compensation for the President and Chief Executive Officer, including salary, bonus, incentive and equity compensation.

C. The Committee will approve in advance and recommend to the Board of Directors (a) Compensation actions for the Executive Chairman and the President and Chief Executive Officer; (b) incentive compensation plans and other equity based plans; (c) corporate officer nominations; and (d) title changes for existing corporate officer positions.

- D. The Committee will approve in advance and recommend to the Board of Directors the specific amounts of non-employee Directors' compensation.
- E. Oversee the assessment of the risks relating to the Company's compensation policies and programs applicable to officers and employees, and review the results of this assessment.
- F. The Committee will review on an annual basis an Executive Talent assessment conducted by the President and Chief Executive Officer and the Chief Human Resources Officer.
- G. Assess the results of the Company's most recent advisory vote on executive compensation.
- H. The Committee will adopt and annually review compliance with the Company's stock ownership guidelines for senior executive officers and non-employee directors.
- I. The Committee will oversee the preparation of the compensation committee report required by Securities and Exchange Commission rules for inclusion in the Company's annual report and proxy statement.
- J. At least annually, 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.
- K. The Committee will report its actions and recommendations to the Board after each Committee meeting and present to the Board an annual performance evaluation of the Committee.
- L. The Committee may, in its sole discretion, retain or obtain the advice of any consultants, outside counsel and other advisors (collectively, "Advisors") it deems necessary to assist it in carrying out the Committee's purposes, including any compensation consultant used to assist in the evaluation of Board of Director compensation or executive compensation, including the Executive Chairman and the President and Chief Executive Officer. The Committee will 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 will assess the independence of Advisors (whether retained by the Committee or management) that provide advice to the Committee, prior to selecting or receiving advice from them, in accordance with NYSE listing standards.