

HILTON HOTELS CORPORATION COMPENSATION COMMITTEE CHARTER

MEMBERSHIP

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Hilton Hotels Corporation (the “Company”) shall consist solely of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” under the rules of the New York Stock Exchange, Inc.

Members shall be appointed by the Board based on nominations recommended by the Company’s Corporate Governance and Nominating Committee. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

COMMITTEE STRUCTURE AND OPERATIONS

The Committee shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue. The Committee shall meet in person or telephonically at least three times a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson, coordinating with the appropriate representative from management, shall have responsibility for setting the agenda for each Committee meeting. At all meetings of the Committee, the presence in person or telephonically of at least one third of the Committee members shall constitute a quorum for the transaction of business.

The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The Company’s Chief Executive Officer (“CEO”) should not attend any meeting where the CEO’s performance or compensation are discussed, unless specifically invited by the Committee.

PURPOSE AND RESPONSIBILITIES

The Committee shall have the purpose and responsibilities to:

1. Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company’s

performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, “competitive market” practices and the awards given to the CEO in past years.

2. Review and approve non-CEO compensation and awards and grants under incentive compensation plans and equity-based plans, oversee the activities of the individuals and committees responsible for administering these plans (including the Pension and Thrift Committee and subcommittees thereof), and discharge any responsibilities imposed on the Committee by the Board or as designated by any of the Company’s compensation plans.
3. Approve any new equity compensation plan or any material change to an existing plan.
4. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company’s policies on structuring compensation programs to preserve tax deductibility and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
5. Make recommendations to the Board with respect to any severance or similar termination payments proposed to be made to any current or former executive officer of the Company.
6. Prepare and issue the evaluation required under “Performance Evaluation” below.
7. Approve titles and appointments of corporate officers.
8. Assist management in the preparation of an annual Report of the Compensation Committee on Executive Compensation for inclusion in the Company’s annual proxy statement in accordance with applicable Securities and Exchange Commission rules and regulations.
9. Report to the Board on a regular basis, and not less than once a year, regarding the Committee’s operations.

The Committee shall have any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company’s compensation programs.

DELEGATION TO SUBCOMMITTEE

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. In particular, the Committee may

delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are: (i) “Non-Employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time, and (ii) “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time.

PERFORMANCE EVALUATION

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee’s charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

RESOURCES AND AUTHORITY

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to compensation consultants retained to assist in the evaluation of director, CEO or senior executive compensation, this authority shall be vested solely in the Committee.