

**MARRIOTT INTERNATIONAL, INC.**

**EXECUTIVE COMMITTEE CHARTER**

**I. Purpose**

To exercise the powers of the Board of Directors in the management of the business and affairs of the Company during intervals between meetings of the Board of Directors when Board action is necessary or desirable and the convening of a special Board meeting is not warranted.

**II. Composition and Term of Office**

- A. The Executive Committee (the “Committee”) shall consist of the Chairman of the Board of Directors and one or more other members of the Board of Directors, as appointed by the Board of Directors. The Chairman of the Board of Directors shall act as the Committee Chairman.
- B. Members of the Committee shall serve until the next Annual Meeting of the Board of Directors or until their successors are duly appointed. The Secretary of the Company shall serve as Committee Secretary.
- C. In the absence or disqualification of any member of the Committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

**III. Meetings**

- A. The Committee shall hold such meetings as may be deemed necessary by the Committee Chairman. Meetings shall be called by the Secretary of the Company at the direction and upon the request of the Committee Chairman or any two members of the Executive Committee. A quorum for the transaction of any business at meetings of the Committee shall consist of two members of the Committee then in office. Minutes of each Committee meeting shall be submitted to the Board of Directors. At the discretion of the Board of Directors, the Chairman of the Committee will report verbally to the full Board of Directors on matters discussed at the most recent Committee meeting.
- B. The Executive Committee shall report all of its actions to the Board of Directors at the next ensuing meeting and obtain Board ratification of such actions taken.
- C. Matters brought before the Committee that cannot be resolved by a vote of the members should be submitted to the Board of Directors. Any action required or

permitted to be taken at any Executive Committee meeting may be taken without a meeting if all members of the Committee consent thereto in writing and such written consent is filed with the Committee minutes.

IV. **Powers**

- A. The Executive Committee shall have and may exercise all the powers and authority of the Board of Directors, except as set forth in paragraph B and C below.
- B. Notwithstanding the foregoing, the Executive Committee shall not have the power to:
  - 1. Amend the Company's Certificate of Incorporation or By-Laws;
  - 2. Adopt an agreement of merger or consolidation;
  - 3. Recommend to the shareholders the sale, lease or exchange of all or substantially all of the Company's property and assets;
  - 4. Recommend to the shareholders a dissolution of the Company or a revocation of a dissolution; or
  - 5. Take any other action that may not be lawfully delegated by the Board of Directors under Section 141(c) of the Delaware General Corporation Law or any other applicable law.
- C. Notwithstanding the foregoing, unless specifically authorized to do so by a prior resolution of the Board of Directors, the Executive Committee also shall not have the power to declare a dividend, authorize the issuance of stock, or adopt a certificate of ownership and merger, or take any other action the responsibility for which is specifically reserved in the full Board of Directors.