

# HILTON HOTELS CORPORATION CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

## MEMBERSHIP

The Corporate Governance and Nominating 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.

The members of the Committee shall be appointed by the Board. Candidates to fill subsequent vacancies in the Committee shall be nominated by the Committee as set forth below and appointed by the Board. 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 twice 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.

## PURPOSE AND RESPONSIBILITIES

The Committee shall have the purpose and responsibilities to:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size and structure of the Board or any committee thereof to assure its continuity and to assure that the proper skills and experience are represented on the Board or any committee thereof.
2. Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and to select or recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the

Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In selecting or recommending candidates, the Committee shall take into consideration the criteria approved by the Board, which are set forth under “Selection of Directors” in the Company’s Corporate Governance Guidelines, and such other factors as the Committee deems appropriate. The Committee shall consider all candidates recommended by the Company’s stockholders in accordance with the procedures set forth in the Company’s annual proxy statement and the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange. The Committee may consider candidates proposed by management, but is not required to do so.

3. Develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
4. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, make a recommendation to the Board as to the class of directors in which the individual should serve.
5. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company’s Corporate Governance Guidelines, and the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate’s experience with the goals of the committee and the interplay of the candidate’s experience with the experience of other committee members.
6. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
7. Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review those principles at least once a year.
8. Prepare and issue the evaluation required under “Performance Evaluation” below.

9. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.
10. 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 nomination of Board and committee members.

#### 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.

#### 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 consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.