

MARRIOTT INTERNATIONAL, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER*

I. **Composition and Term of Office**

- A. The Nominating and Corporate Governance Committee (the “Committee”) shall consist of a minimum of two members of the Board of Directors of the Company who are not officers or employees of the Company. The members of the Committee and its Chair shall be appointed by the Board of Directors. All members of the Committee shall be independent directors and shall satisfy the New York Stock Exchange standard for independence for members of the audit committee.
- B. Members of the Nominating Committee shall serve until the next Annual Meeting of the Board of Directors or until their successors are appointed. The Secretary of the Company shall serve as Committee Secretary.

II. **Meetings**

The Committee shall hold at least one regular meeting each year and such additional meetings as may be deemed necessary by the Committee Chair. Minutes of each Committee meeting shall be submitted to the Board of Directors and the Committee Chair will report verbally to the Board of Directors on matters discussed at the most recent Committee meeting.

Matters brought before the Committee that cannot be resolved by a vote of the members shall be submitted to the entire Board of Directors for consideration.

III. **Purpose**

It is the responsibility of the Board of Directors to establish an overall Board and corporate governance environment conducive to objective decision making. The Board is called upon to review on a recurring basis (either directly or through its committees) certain matters such as the performance and compensation of management and the outside auditors for which the presence of Directors capable of exercising an independent review function is essential. The credibility of the review process itself suffers if the selection and tenure of Directors is perceived to be to any degree dependent upon those affected by their actions. It is therefore important to provide a procedure for selection and retention of Directors and members of Board oversight committees to best fulfill the duties and responsibilities of the Board and its various committees. The purpose of the Committee shall also include monitoring a process to assess Board and committee effectiveness and developing and implementing corporate governance principles.

*Amended and Restated

IV. **Duties and Responsibilities**

- A. The Committee's duties and responsibilities shall be as follows:
- To review the qualifications of candidates for Board membership from whatever source received.
 - To identify individuals who have the highest personal and professional integrity and demonstrated exceptional ability and judgment and recommend to the Board candidates to fill vacancies on the Board which occur between Annual Meetings of Shareholders.
 - To identify individuals who have the highest personal and professional integrity and demonstrated exceptional ability and judgment and recommend to the Board the slate of director candidates to be proposed for election by shareholders at the Annual Meeting.
 - To recommend to the Board criteria regarding personal qualifications for Board membership such as background experience, technical skills, affiliations and personal characteristics.
 - To recommend to the Board criteria relating to tenure as a Director such as retirement age, limitations on the number of times a Director may stand for reelection and the continuation of Directors in an honorary or similar capacity.
 - To recommend to the Board criteria for retention of Directors unrelated to age or tenure such as attendance at Board and Board Committee meetings, health or the assumption of responsibilities which are incompatible with effective Board membership.
 - To recommend to the Board the removal of a Director in unusual circumstances.
 - To recommend to the Board the selection of Committee Chair.
 - To recommend to the Board the actual assignments of individual Directors (by name) to Board Committees.
 - To recommend to the Board general criteria regarding the composition of Board Committees such as size, membership and the periodic rotation of Committee assignments.

- To review and, as appropriate, make recommendations regarding the effective functioning of the Board such as the quality, quantity and timeliness of information furnished to Directors and frequency and location of Board meetings.
 - To recommend to the Board emergency procedures for management succession in the event of the unexpected disability of the Chief Executive Officer.
 - To develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.
- B. The Committee shall report its actions and recommendations to the Board after each committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee.
- C. The Committee shall develop and recommend to the Board for its approval a set of corporate governance principles. The Committee shall review the principles on a regular basis and recommend changes as necessary.
- D. The Chair of the Committee shall preside at the meetings of the non-employee directors which are held without management present.