

Marriott International, Inc.

GOVERNANCE PRINCIPLES

1. **Role of Board and Management.** The stockholders of Marriott International, Inc. (“Marriott” or the “Company”) elect the board of directors to oversee management in operating the Company. Marriott conducts its business through its officers and employees, under the direction of the president and chief executive officer (the “CEO”). The board, together with its independent committees, evaluates and challenges Marriott’s strategic plans, shapes effective corporate governance, approves appointment of corporate officers and oversees succession plans for the CEO and other senior management positions, approves senior executive compensation, appoints and supervises the Company’s independent auditor, reviews the Company’s financial condition, oversees the Company’s processes for assessing and managing risk, declares dividends, and approves significant investments and divestitures and other significant matters. The board of directors and management exercise their responsibilities with a view toward delivering value for all of Marriott’s stakeholders, including stockholders, associates, customers, hotel owners and franchisees, suppliers, and the communities where Marriott operates.

2. **Long Range Plan and Annual Budget.** The objectives of the Long Range Plan and Annual Budget are to highlight the growth plans and financial targets for each business, as well as key issues and risks to achieving these goals; determine the pace, magnitude, and allocation of the Company’s projected capital spending; and update the Company’s anticipated debt levels and overall investment capacity. The Long Range Plan and the Annual Budget are presented, at a minimum, annually to the board of directors for review, input and, with respect to the Annual Budget, approval.

3. **Board Committees.** The board has established the following committees to assist it in discharging its responsibilities, and may form other committees as needed: (i) Audit; (ii) Nominating and Corporate Governance (“NCGC”); (iii) Human Resources and Compensation (“HRCC”); (iv) Executive; and (v) Inclusion and Social Impact. The NCGC considers and makes recommendations to the board on general criteria regarding the composition of board committees such as size, membership and the periodic rotation of committee assignments. Committee members and chairs are recommended to the board by the NCGC and appointed by the full board. Each of these committees operates under a written charter that sets forth the purposes and responsibilities of the committee. Marriott publishes the charters on its website, Marriott.com/investor, and will mail a copy of those materials to stockholders on written request. The committee chairs (or committee members designated by the committee chairs) report on the activities and actions from their respective committee meetings at regularly scheduled meetings of the full board following each committee meeting.

4. **Board Composition and Director Qualifications.** The NCGC considers and makes recommendations to the board regarding the size, structure, composition and functioning of the board. In addition, the NCGC engages in succession planning for the board and key leadership roles on the board and its committees. The NCGC is also responsible for establishing and overseeing processes and procedures for the selection and nomination of directors.

The NCGC periodically reviews, and recommends to the board, skills, experience, characteristics and other criteria for identifying and evaluating directors. These criteria include character, judgment, personal and professional ethics, integrity, values, and familiarity with national and international issues affecting business. Board members are selected who bring a depth of experience, skills, and knowledge relevant to the board and Marriott's business, including the ability to provide effective oversight of long-term strategy and enterprise risk. Candidates must be committed to representing the long-term interests of the stockholders.

The NCGC evaluates the composition of the board annually to assess whether the skills, experience, characteristics, and other criteria established by the board are currently represented on the board as a whole, and in individual directors, and to assess the criteria that may be needed in the future in light of the Company's anticipated needs. In addition, while the Company does not maintain a formal diversity policy for board membership, the board believes that directors, considered as a group, should provide a mix of background, experience, knowledge and abilities, and should reflect the diversity of the Company's stockholders, employees, customers, guests, and the communities in which it operates. The board and the NCGC seek to achieve a mix of members that represent a diversity of background and experience, which the NCGC defines broadly to include, among other things, differences in background, qualifications, experiences, viewpoints, geographic locations, education, skills and expertise, professional and industry experience, and personal characteristics (including age, gender and ethnicity/race). When seeking new director candidates, the NCGC endeavors to include diverse candidates, including women and racial or ethnic minorities, in any search process and directs any search firm that it engages to include women and minority candidates in any pool of candidates that the firm compiles.

Directors also must be willing to devote sufficient time to carrying out their duties and responsibilities effectively and should be committed to serve on the board for an extended period of time. Accordingly, Marriott encourages its non-employee directors to limit the number of other boards (excluding non-profit) on which they serve, taking into account potential board attendance, participation and effectiveness on these boards. In no event, however, should (i) a director who is not the chief executive officer of a public company serve on more than four public company boards (including Marriott's board) or (ii) a director who is the chief executive officer of a public company serve on more than two public company boards (including Marriott's board). Additionally, members of Marriott's Audit Committee should not serve on more than a total of three audit committees of public companies. Any person who exceeds any of these limits shall not be nominated by the board at the annual meeting of stockholders. In addition, directors must notify the NCGC before accepting an invitation to serve on the board of any other public company or for-profit entity, and must not accept such service until being advised by the chair of the NCGC that the NCGC has determined that service on such other board would not create regulatory issues or potential conflicts of interest and would not conflict with Company policies.

No person who has attained the age of 72 shall be nominated by the board at the annual meeting of stockholders unless the board determines that for compelling reasons an exception is in the Company's best interest. The board determined that the leadership, judgment, expertise and experience of J.W. Marriott, Jr. are necessary and desirable and consequently concluded that the age limit does not apply to him.

5. **Independence of Directors.** At least two-thirds of the directors shall be independent, provided that having fewer independent directors due to the departure, addition or change in independent status of one or more directors is permissible temporarily, so long as the two-thirds requirement is again satisfied by the later of the next annual meeting of stockholders or nine months. To be considered “independent” under the listing standards of The Nasdaq Stock Market LLC (“Nasdaq”), the board must determine that a director has no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director of Marriott. The board has established the guidelines set forth below to assist it in determining director independence. For the purpose of this section 5, references to “Marriott” include any of Marriott’s consolidated subsidiaries.

a. A director is not independent if: (i) the director is, or has been within the preceding three years, employed by Marriott; (ii) the director or a family member is a current partner of Marriott’s independent auditor, or was a partner or employee of Marriott’s independent auditor and worked on the audit of Marriott at any time during the preceding three years; (iii) a family member of the director is, or has been within the preceding three years, employed by Marriott as an executive officer; (iv) the director or a family member is part of an interlocking directorate in which the director or family member is employed as an executive officer of another company where at any time during the preceding three years a present executive officer of Marriott at the same time serves or served on the compensation committee of that other company; (v) the director has accepted, or a family member has accepted, during any 12-month period within the preceding three years, more than \$120,000 in compensation from Marriott, other than compensation for board or board committee service, compensation paid to a family member who is an employee (other than an executive officer) of Marriott, benefits under a tax-qualified retirement plan, or non-discretionary compensation; (vi) the director or a family member is an executive officer of a charitable organization to which Marriott made discretionary charitable contributions in the current or any of the last three fiscal years that exceed five percent of that organization’s consolidated gross revenues for that year, or \$200,000, whichever is more; or (vii) the director or a family member is a partner in, or a controlling stockholder or executive officer of, any organization to which Marriott made, or from which Marriott received, payments for property or services in the current or any of the last three fiscal years that exceed five percent of the recipient’s consolidated gross revenues for that year, or \$200,000, whichever is more, other than payments arising solely from investments in Marriott securities or payments under non-discretionary charitable contribution matching programs.

b. The following commercial or charitable relationships are not relationships that would impair a Marriott director’s independence: (i) service as an executive officer of another company which is indebted to Marriott, or to which Marriott is indebted, where the total amount of either company’s indebtedness to the other is less than two percent of the total consolidated assets of the other company; and (ii) service by a Marriott director or a family member solely as a non-employee director or trustee of another entity or charitable organization that does business with, or receives charitable contributions from, Marriott. The board annually reviews each director’s independence and makes an affirmative determination regarding the independence of each director.

c. For relationships not covered by the guidelines in paragraph (b) above, the determination of whether the relationship would interfere with the exercise of independent

judgment in carrying out the responsibilities of a director of Marriott, and therefore whether the director would be independent, shall be made by the directors who satisfy the independence guidelines set forth in this section 5.

6. **Independence of Committee Members.** In addition to the director independence standards discussed in section 5 above, members of the Audit Committee and the HRCC must also satisfy the additional, heightened independence criteria applicable to directors serving on these committees under the Nasdaq listing standards. The board makes appropriate adjustments to committee memberships in the event of any change in the independence status of a director.

7. **Director Nomination Process.** Each of Marriott's directors stand for election to serve a one-year term at each annual meeting of stockholders. Stockholders may propose nominees for consideration by the NCGC by submitting the names and supporting information (which is described in the annual proxy statement) to: Nominating and Corporate Governance Committee, c/o Secretary, Marriott International, Inc., Department 52/862, 10400 Fernwood Road, Bethesda, Maryland 20817. The board proposes a slate of nominees to the stockholders for election to the board, based on the recommendation of the NCGC. The board also determines the number of directors on the board.

8. **Director Elections.** Marriott's Amended and Restated Bylaws provide for majority voting in the uncontested election of directors and plurality voting in contested elections. In uncontested elections, directors are elected by a majority of the votes cast, which means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director. A director who is not elected by a majority of the votes cast shall tender a resignation offer to the board. The NCGC will make a recommendation to the board on whether to accept or reject the resignation offer, or whether other action should be taken. In determining whether or not to recommend that the board accept any resignation offer, the NCGC shall be entitled to consider all factors believed relevant by its members. If a majority of the members of the NCGC were required to tender their resignation offers as provided above, the independent directors on the board who were not required to do so will act as a committee to consider the resignation offers and recommend to the board whether or not to accept them. The board will act on the NCGC's recommendation within ninety (90) days following certification of the election results. In deciding whether or not to accept the resignation offer, the board will consider the factors considered by the NCGC and any additional information and factors that the board believes to be relevant. Unless applicable to all directors, the director(s) whose resignation offer is under consideration is expected to recuse himself or herself from such board vote. The board will then promptly publicly disclose its decision on whether to accept the director's resignation offer (including the reason(s) for rejecting the resignation offer, if applicable). If the board accepts a director's resignation pursuant to this process, the NCGC shall recommend to the board whether to fill such vacancy or reduce the size of the board.

9. **Change in Principal Occupation.** When a director's principal occupation or business association changes substantially during the director's tenure on the board, the director must tender his or her resignation offer for consideration by the NCGC. The NCGC recommends to the board the action, if any, to be taken with respect to the offer to resign.

10. **Board Leadership; Lead Director.** The board reviews its leadership structure as needed as part of the succession planning process. The board has not mandated a particular leadership structure, but it has determined that the positions of Chairman of the board and CEO should be held by separate individuals. The Chairman of the NCGC shall act as Lead Director. The Lead Director shall: (i) preside at meetings of the board at which the Chairman of the board is not present and chair private sessions of independent directors and preside at executive sessions; (ii) coordinate the activities of the independent directors; (iii) have authority to convene meetings of independent directors; (iv) serve as liaison between both the Chairman and CEO and the independent directors; (v) in consultation with both the Chairman and CEO, review and approve board meeting agendas and schedules; (vi) coordinate board and Committee evaluations; (vii) coordinate the assessment and evaluation of board candidates; (viii) make recommendations for changes to the Company's governance practices; and (ix) in consultation with management, be available for direct communication with major stockholders.

11. **Attendance at Board Meetings and Annual Meeting of Stockholders.** The board of directors holds regularly scheduled meetings at least four times each year and meets at other times as necessary. Directors are expected to attend board meetings and meetings of the board committees on which they serve. In addition, directors are encouraged to attend the annual meeting of stockholders.

12. **Meetings of Independent Directors.** The independent directors will be scheduled to meet without management present at each regularly scheduled board meeting. The Lead Director presides at such meetings. Independent directors may meet without management present at such other times as determined by the Lead Director.

13. **Annual Evaluation.** The board and each of its committees perform an annual self-evaluation to assess their performance. As part of this process, the directors are asked to provide their assessments of the effectiveness of the board and the committees on which they serve. The individual assessments are organized and summarized for discussion with the board. This self-evaluation process is also an important determinant for board tenure, and both the board and the NCGC consider the results of the process as part of the nomination and selection process for both the board and its committees and to assess whether changes to the board's practices are appropriate.

14. **Setting Board Agenda.** The board, including the Chairman of the board and the Lead Director, is responsible for its agenda. The Chairman, the CEO, the Lead Director or the committee chair, as appropriate, will suggest the nature and extent of information to be provided regularly to the directors before each scheduled board or committee meeting. Directors are expected to propose agenda issues to be raised for discussion or review at meetings.

15. **Board Materials.** The Company provides board members with materials related to agenda items in advance to allow directors to prepare for the meeting. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the board meeting. The Chairman, the CEO, the Lead Director and committee chairs also urge the directors to make suggestions for agenda items or additional pre-meeting materials at any time.

16. **Confidentiality.** Directors must protect and hold confidential all non-public information that comes to them, from whatever source, in their capacity as a director of the Company, unless disclosure is authorized or required by law. Proceedings and deliberations of the board and its committees are confidential.

17. **Ethics and Conflicts of Interest.** The board expects Marriott's directors, officers and employees to act ethically at all times and acknowledge their adherence to Marriott's Code of Ethics, which is encompassed in Marriott's Business Conduct Guide (which also applies to all directors, officers and employees). The board (or an appropriate committee) considers any request for a waiver of any ethics policy for any director or executive officer. Any director affected by an actual or potential conflict of interest must promptly inform the Chairman, the CEO and the Lead Director. The affected director should resign if a significant conflict exists and cannot be resolved. Each director must recuse himself or herself from any discussion or decision affecting that director's personal, business or professional interests. The NCGC resolves any conflict of interest question involving a director, an executive officer or any other "related person" as defined in Securities and Exchange Commission disclosure regulations related to "transactions with related persons", and the General Counsel and the Chief Financial Officer jointly resolve any conflict of interest issue involving any other officer of the Company.

18. **Reporting of Concerns to Independent Directors or the Audit Committee.** Anyone may direct communications, including communications regarding concerns about Marriott's conduct, or about the Company's accounting, internal accounting controls, auditing or federal securities law matters, directly to the Lead Director, to the independent directors, or to the Audit Committee. Such communications may be confidential and may be e-mailed to business.ethics@marriott.com or submitted in writing to the Business Ethics Department, Department 52/924.09, 10400 Fernwood Road, Bethesda, Maryland 20817. All such concerns are forwarded to the appropriate directors for their review and are reviewed and addressed by Marriott in the same way that other concerns are addressed by the Company. The Company reports to the directors on the status of all outstanding concerns addressed to the independent directors, the Lead Director or the Audit Committee on a quarterly basis. The independent directors, the Lead Director or the Audit Committee may direct special procedures, including the retention of outside advisors or counsel, for any concern addressed to them. The Company's Business Conduct Guide prohibits any employee from retaliating or taking any adverse action against anyone for raising or helping to resolve an integrity concern.

19. **Compensation of Board.** The HRCC reviews compensation and benefits for non-employee directors annually and recommends changes as appropriate to the board. In making its recommendation, the committee is guided by two goals: directors should be fairly paid for work required in a company of Marriott's size and scope, and director compensation should align directors' interests with the long-term interests of stockholders. Non-employee director compensation may consist of, but is not limited to, annual board and committee cash and stock retainers, committee chair fees, equity awards under Marriott stock plans, as well as eligibility for Marriott's deferred compensation plan and certain other benefits. The non-employee directors' compensation, as well as the policies and procedures for determining such compensation, are described in the Company's annual proxy disclosure.

20. **Stock Ownership by Directors.** Marriott has established stock ownership guidelines for non-employee directors. The guidelines require non-employee directors to own, or acquire within five years of first becoming a director, shares of Marriott common stock or stock units equal to three times their annual cash retainer and stock retainer. The HRCC reviews compliance with the stock ownership guidelines.

21. **Succession Plan.** The board establishes criteria for CEO suitability that is based on the Company's long-term business plan and which informs the process established and implemented by the HRCC for the development and evaluation of internal candidates for the position of CEO. Based on the criteria established by the board, the HRCC establishes and oversees implementation of the process for the development of internal candidates for the position of CEO as well as other senior management positions. The HRCC also prepares assessments of internal candidates for the position of CEO based on the criteria established by the board with guidance from the Chairman, the Lead Director and the EVP, Global Chief Human Resources Officer. The NCGC oversees the effectiveness of the process for development and evaluation of internal candidates for the position of CEO and reviews the HRCC evaluations of internal CEO candidates. The NCGC also assesses in consultation with the HRCC whether an external search for a CEO is appropriate and, if so, oversees the external search process, including the review of potential external candidates. Based on review of evaluation material prepared by the HRCC for internal candidates and review of any potential external candidates, the NCGC recommends CEO candidate(s) to the board for consideration.

22. **Annual Compensation Review of Senior Management.** The HRCC annually recommends to the board compensation actions for the Chairman and the CEO. The HRCC approves the goals and objectives for compensating the CEO, evaluates the CEO's performance in light of these goals and objectives, and, based upon these evaluations, will approve in advance and recommend to the board the annual compensation for the CEO, including salary, bonus and other incentive and equity compensation. The HRCC also oversees the evaluation of the Company's senior executives and reviews and approves, in certain instances subject to the approval of the board, development and compensation programs for the Company's senior executives.

23. **Access to Senior Management.** Marriott encourages non-employee directors to contact Company senior managers with or without senior corporate management present, both in and out of board meetings, subject to reasonable efforts to avoid disruption to the Company's business and operations. At the board's invitation, members of senior management attend board meetings for the purpose of making reports and participating in discussions. Non-employee directors are encouraged to visit hotels owned, operated or franchised by the Company or its subsidiaries.

24. **Access to Outside Advisors.** The board and its committees have the authority to retain outside financial, legal or other advisors as they deem appropriate.

25. **Director Orientation and Continuing Education.** The General Counsel and the Chief Financial Officer provide an orientation for new directors, and periodically provide

materials or briefing sessions for all directors on subjects that would assist them in discharging their duties. Within six months of election to the board, each new director spends a day at Marriott's headquarters for briefing by senior management on the Company's strategic plans, its financial statements and its key policies and practices.

26. **Stakeholder Engagement.** The Company's management team serves as the primary spokesperson for the Company and is responsible for communicating with various stakeholders and constituencies, including stockholders, on behalf of the Company. From time to time, in consultation with management, the Lead Director and certain committee chairs may participate in discussions with stockholders and other constituencies on issues where board-level involvement is appropriate.