

## **HYATT HOTELS CORPORATION COMPENSATION COMMITTEE CHARTER**

This Compensation Committee Charter was adopted by the Board of Directors (the “**Board**”) of Hyatt Hotels Corporation (the “**Company**”) on September 10, 2009 and effective as of November 4, 2009.

### **I. Purpose**

The purpose of the Compensation Committee (the “**Committee**”) of the Board is to discharge the Board’s responsibilities relating to (1) the establishment, maintenance and administration of compensation and benefit policies and programs designed to attract, motivate and retain personnel with the requisite skills and abilities to enable the Company to achieve its business objectives; (2) the compensation of the Company’s President and Chief Executive Officer (“**CEO**”), the Company’s other executive officers, as defined by Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and the Company’s non-management directors; (3) ensuring that succession planning takes place for the CEO and other senior management positions; and (4) compliance with the compensation rules, regulations and guidelines promulgated by the New York Stock Exchange (the “**NYSE**”), the Securities and Exchange Commission (the “**SEC**”) and other laws, as applicable. The Committee shall produce a report on executive compensation for inclusion in the Company’s annual proxy statement or Form 10-K, as applicable. The Committee, as appropriate, will review, recommend to the Board or approve compensation structures, incentive and bonus plans, equity based plans, and loans to directors and employees.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without the requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

### **II. Committee Membership**

The Committee shall be composed of at least two directors as determined by the Board, none of whom shall be an employee of the Company and each of whom the Board has determined satisfies the independence requirements of the NYSE with respect to compensation committee members, as in effect from time to time (an “**Independent**

**Director**”). In addition, at least two members of the Committee shall satisfy the following requirements: (1) be a “non-employee director” within the meaning of Rule 16b-3 of the Exchange Act, and (2) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “**Code**”), and such Committee members shall serve as the “Section 16 and 162(m) Subcommittee” to the extent that other members of the Committee do not satisfy these requirements.

The Board, taking into account the views of the Chairman of the Board, shall designate one member of the Committee as its chairman. Committee members may be removed from the Committee, with or without cause, by the Board upon the recommendation of the Chairman of the Board or the Nominating and Corporate Governance Committee. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein. If at any time and for so long as the Committee has fewer than two members, then all of the duties and responsibilities of the Committee set forth in this Charter shall be exercised by the Independent Directors.

### **III. Authority and Responsibilities**

1. The Committee shall, at least annually, review the Company’s compensation philosophy, strategy and principles.

2. The Committee shall review the competitiveness of the Company’s executive compensation programs to ensure (a) the Company’s ability to attract and retain qualified executive officers; (b) the motivation of executive officers to achieve the Company’s business objectives; and (c) the alignment of the interests of executive officers with the long-term interests of the Company’s stockholders.

3. The Committee shall, at least annually, review and approve corporate goals and objectives relating to the compensation of the executive Chairman of the Board, if any (the “**Executive Chairman**”), the CEO, and the other executive officers, evaluate the performance of the Executive Chairman, the CEO and the other executive officers in light of these goals and objectives, and establish the compensation of the Executive Chairman, the CEO and the other executive officers based on such evaluation. The Committee, through the Chair of the Committee, shall report such evaluation to the Executive Chairman and the CEO, and to the full Board. The performance evaluation shall be conducted in a manner that the Committee deems appropriate.

4. The Committee shall periodically, and as and when appropriate, review and approve the following as they affect the Executive Chairman, the CEO and the other executive officers: (a) any employment agreements and severance arrangements; (b) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the Executive Chairman, the CEO, the other executive officers, and individuals who formerly served as the Executive Chairman, CEO and executive officers,

including supplemental retirement benefits and the perquisites provided to them during and after employment (the “**Arrangements**”). The Committee may delegate responsibility for approving Arrangements for initial offers of employment to a subcommittee of the Committee or other member(s) of the Board or management as the Committee deems appropriate, to the extent consistent with the Company’s certificate of incorporation, bylaws and applicable law.

5. The Committee shall oversee the Company’s compliance with the requirement under the NYSE rules that, with limited exceptions, stockholders approve equity compensation plans. Subject to such stockholder approval, or as otherwise required by the Exchange Act, the Code or other applicable law, the Committee shall have the power to establish, amend and, where appropriate, terminate incentive compensation plans, equity-based plans, benefit plans, and other bonus arrangements for the Company; and pursuant to the terms of such plans, as may at the time be in effect, administer such plans and make appropriate interpretations and determinations and take such actions as shall be necessary or desirable thereunder, including approval of awards granted pursuant to such plans and repurchase of securities from terminated employees. The Section 16 and 162(m) Subcommittee shall approve any awards granted pursuant to such plans to the extent necessary to comply with Section 16 of the Exchange Act or to qualify the award as performance-based compensation under Section 162(m) of the Code.

6. The Committee shall review, and the Section 16 and 162(m) Subcommittee, as necessary, shall establish and approve, all bonus, equity incentive awards or other compensation to the extent any such bonus, awards or other compensation is intended to be qualified performance-based compensation under Section 162(m) of the Code.

7. The Committee shall have generalized supervisory responsibility for the compensation policies applicable to all employees and associates of the Company, as applicable, including periodic reviews of the adequacy of the Company’s compensation structure, performance review procedures, turn-over and retention, succession planning and other human resource issues.

8. The Committee shall lead the Board’s annual review of and make recommendations to the Board regarding succession planning for the CEO and other executive officer positions of the Company.

9. The Committee shall prepare and approve the report of the Committee to be included as part of the Company’s annual proxy statement or Annual Report on Form 10-K, as applicable.

10. The Committee shall review and discuss with management of the Company the Compensation Discussion and Analysis (“**CD&A**”), and based on such discussions, determine whether to recommend to the Board that the CD&A be included in the Company’s annual proxy statement or Annual Report on Form 10-K, as applicable.

11. The Committee shall review and evaluate in conjunction with management the incentives and material risks arising from or relating to the Company's compensation programs and arrangements, and whether such incentives and risks are appropriate.

12. The Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002, as amended, relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.

13. The Committee shall have the power to appoint the members of the committees established to administer the Company's welfare and retirement plans.

14. The Committee shall periodically review and make recommendations to the Board with respect to the compensation of all non-management directors.

15. The Chair of the Committee shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

16. The Committee shall annually evaluate its own performance and report to the Board. The Committee shall conduct such evaluation and review in such manner it deems appropriate.

17. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for approval.

18. The Committee shall have the authority to retain and/or replace, as needed, any compensation and benefits consultants, independent counsel or other outside experts, advisors or consultants ("**Compensation Advisors**") as the Committee believes to be necessary or appropriate in its sole discretion. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. Before selecting and engaging any Compensation Advisor to the Committee, the Committee shall review the independence of such Compensation Advisor under Rule 10C-1(b)(4) of the Exchange Act and the listing standards of the NYSE and if such Compensation Advisor is a compensation consultant, the Committee shall determine whether such compensation consultant has any conflicts of interest.

19. The Committee shall have the responsibility for determining the compensation and oversight of any Compensation Advisor so appointed by the Committee. The Company shall provide for appropriate funding for payment of the compensation, as so determined by the Committee, to any such Compensation Advisors.

#### **IV. Meetings**

The Committee shall meet as often as it determines advisable to fulfill the Committee's authority and responsibilities. Meetings of the Committee may be called by the Chairman of the Board or the Chair of the Committee upon notice given at least forty-eight hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee. The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. The Chair of the Committee shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee. A majority of the Committee members, present in person or by phone, shall constitute a quorum. A majority of the members present shall decide any question brought before the Committee except to the extent otherwise required by the Company's certificate of incorporation or bylaws. The Committee may act by written consent to the extent permitted by and in accordance with the bylaws of the Company.

Any non-management director who is not a member of the Committee may ask the Chair of the Committee to extend an invitation to such director to attend and observe one or more meetings of the Committee. The Chair may extend or decide not to extend such an invitation in his or her sole discretion. In the event that such director is invited to and does attend a meeting of the Committee, such director shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings, or any portion thereof, any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

#### **V. Delegation of Duties**

The Committee may delegate its authority to the Chair of the Committee when it deems appropriate and in the best interests of the Company.

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, this Charter, Section 162(m) of the Code, Section 16 and Rule 10C-1 of the Exchange Act, NYSE rules and applicable law.

*Last Updated:* December 10, 2015