

**HYATT HOTELS CORPORATION
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

This Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee (the “**Committee**”) is established by the Board to (1) assist the Board in identifying individuals qualified to be Board members consistent with criteria approved by the Board and set forth in the Corporate Governance Guidelines (as defined below), and to recommend to the Board director nominees for the Company’s next annual meeting of the stockholders; (2) recommend to the Board directors to serve on each standing Board committee; (3) take a leadership role in shaping the corporate governance of the Company, including developing, recommending to the Board and reviewing on at least an annual basis the corporate governance guidelines (“**Corporate Governance Guidelines**”) and practices applicable to the Company; and (4) oversee the evaluation of the Board and management.

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 appointed by the Board and shall consist of two or more members of the Board, each of whom the Board has determined satisfies the independence requirements of the New York Stock Exchange (an “**Independent Director**”). 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.

III. Authority and Responsibilities

1. The Committee shall assist the Board in identifying individuals qualified to become Board members. As part of this responsibility, the Committee shall be responsible for conducting inquiries into the background and qualifications of any candidate for the Board, including the criteria set forth in the Corporate Governance Guidelines.
2. At an appropriate time prior to each annual meeting of the stockholders, or if applicable, a special meeting of stockholders, at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee has found to be well qualified and willing and available to serve, and in each case, to provide the Board the Committee's assessment of whether such candidate would be an Independent Director.
3. The Committee, following consultation with the Chairman of the Board, shall make recommendations to the Board regarding director membership on or removal from each standing Board committee. In recommending a candidate for committee membership or removal from a committee, the Committee shall take into consideration the criteria set forth in the Corporate Governance Guidelines, the factors set forth in the charter of the committee, if any, and any other factors that it deems appropriate and that are not inconsistent with the criteria set forth in the Corporate Governance Guidelines or any factors set forth in the relevant committee charter.
4. At an appropriate time after a vacancy arises on the Board (including a vacancy created by an increase in the size of the Board) or on any of the Company's committees, or a director advises the Board of his or her intention to resign, the Committee shall make recommendations to the Board concerning the filling of such vacancy.
5. The foregoing notwithstanding, if the Company is legally required by contract or otherwise (including, without limitation, by any employment letter or stockholders' agreement) to nominate or permit a third party to designate one or more of the directors to be elected or appointed then the nomination or appointment of such directors shall be governed by such requirements.
6. The Committee shall develop and recommend to the Board Corporate Governance Guidelines. The Committee shall, at least annually, review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
7. The Committee shall periodically review and make recommendations to the Board as appropriate regarding the size, function, structure and operation of the Board.

8. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, this Charter and the charters of the Company's other committees.
9. The Committee shall, at least annually, oversee the evaluation of the Board and management and, through its Chair, report such evaluation to the full Board. The evaluation shall be conducted in a manner that the Committee and the Chairman of the Board deem appropriate.
10. The Committee shall have the authority to hire consultants, and to request management to perform studies and furnish other information, to obtain advice from external legal, accounting or other advisors, and to make such recommendations to the Board based thereon as the Committee deems appropriate. The Committee shall have the authority to retain and terminate any search firm to be used in connection with identifying director candidates, including the authority to approve the search firm's fees and other retention terms.
11. 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.
12. The Committee shall annually evaluate its own performance and report to the Board. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
13. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for approval.

IV. Meetings

The Committee shall meet as often as it determines advisable to fulfill the Committee's authority and responsibilities listed above. Meetings of the Committee may be called by the Chairman of the Board or by 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 and applicable law.

Last updated: February 13, 2014