MARRIOTT VACATIONS WORLDWIDE CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Composition and Term of Office

The Nominating and Corporate Governance Committee (the "Committee") shall consist of at least two members of the Board of Directors (the "Board") of Marriott Vacations Worldwide Corporation (the "Company"), each of whom shall be an "independent" director. For purposes hereof, an "independent" director is a director who meets the New York Stock Exchange (the "NYSE") standards of independence, as determined by the Board.

The members of the Committee and its Chair are appointed by the Board upon the Committee's recommendation and serve until their successors are appointed and qualified or until their earlier resignation or removal. Any member of the Committee may be removed by the Board in its discretion. The Secretary of the Company or his or her designee shall serve as Committee Secretary.

II. Meetings and Operations

The Committee shall hold at least three regular meetings each year and such additional meetings as the Committee Chair may deem necessary or appropriate. Meetings may be held at such times and places as the Committee or the Committee Chair determines. Minutes of each Committee meeting shall be made available to the Board, and the Committee Chair will report to the Board on matters discussed at the most recent Committee meeting. A majority of the members of the Committee will constitute a quorum (such that at times when the Committee has only two members, both members will be needed to constitute a quorum). The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

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

III. Purpose

The purpose of the Committee is to: (i) engage in succession planning for the Board; (ii) identify and evaluate (using criteria recommended by the Committee and approved by the Board) director candidates, including assessing the contributions and independence of incumbent directors; (iii) recommend to the Board director candidates for election; (iv) recommend to the Board implementation of corporate governance principles and annually review and recommend changes to these principles as appropriate; and (v) perform a leadership role in shaping the Company's corporate governance, including reviewing the structure of and membership on Board committees and monitoring processes to assess Board and committee effectiveness.

IV. **Duties and Responsibilities**

Consistent with and subject to applicable law and rules or listing standards promulgated by the U.S. Securities and Exchange Commission (the "SEC"), NYSE, or other applicable regulatory authority, the Committee shall have the following specific duties and responsibilities.

A. *Board Succession Planning; Selection of Directors*

The Committee will engage in succession planning for the Board and key leadership roles on the Board and its committees. The Committee will evaluate the composition of the Board at least annually to assess the skills and experience that are currently represented on the Board as a whole, and in individual directors, as well as the skills and experience that the Board may find valuable in the future. The Committee will recommend to the Board, and review and recommend updates as appropriate to, criteria for evaluating director candidates, consistent with the criteria described in the Company's corporate governance principles. The Committee will identify and recruit candidates for election to the Board and will evaluate all director candidates, regardless of source, in light of the Board-approved criteria. The Committee will recommend to the Board the Company's candidates for election or reelection to the Board at each annual stockholders' meeting and candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

B. *Director Tenure*

The Committee will recommend to the Board, and periodically review, criteria relating to tenure as a director such as retirement age and limitations on the number of times a director may stand for reelection. In addition, the Committee will recommend to the Board, and periodically review, other criteria for retention of directors such as attendance at Board and Board committee meetings or the assumption of responsibilities that are incompatible with effective Board membership.

C. *Committee Composition*

The Committee will recommend to the Board, and periodically review, general criteria regarding the composition of Board committees such as size, membership and whether to periodically rotate committee assignments. It will recommend to the Board the selection of committee chairs and membership on Board committees.

D. *Corporate Governance and Oversight*

The Committee will develop and recommend to the Board for its approval a set of corporate governance principles. The Committee shall review the principles at least annually and recommend changes as appropriate.

E. *Board Evaluation*

The Committee will 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. As part of its oversight of the Board and its committees, the Committee will recommend to the Board for its approval and oversee implementation of an annual self-evaluation of the Board and its committees.

F. *Chief Executive Officer Succession Procedures*

The Committee will recommend to the Board, and annually review, procedures for management succession in the event of the anticipated and unanticipated absence of the Chief Executive Officer.

G. *Board Leadership*

The Committee will periodically review the Board's leadership structure and recommend changes to the Board as appropriate, and, when the position of Chairman is held by a non-independent director, make a recommendation to the independent directors regarding the appointment of the Lead Independent Director.

H. *Conflicts of Interest and Other Directorships*

The Committee will review the Company's conflict of interest and related party transactions policies and approve certain related party transactions as provided for in such policies. The Committee will consider conflict of interest questions involving directors, executive officers and other related persons within the meaning of applicable SEC rules and Company policies, consistent with the Company's corporate governance principles. The Committee also will review directorships at other for-profit organizations offered to members of the Board.

I. *Corporate Responsibility*

Except to the extent specifically allocated to another committee of the Board, the Committee will review and make recommendations to the Board regarding corporate responsibility matters and their integration into the Company's business and long-term value creation for the Company and its stockholders. In discharging these responsibilities, the Committee will: (i) at least annually, review and discuss with management the Company's corporate responsibility priorities, objectives, strategy and performance, and (ii) at least annually, review with management the Company's processes for identifying and managing corporate responsibility risks and opportunities, including climate and other environmental risks and opportunities.

J. *Stockholder Engagement*

The Committee will oversee the Company's stockholder engagement program and make recommendations to the Board regarding its involvement in stockholder engagement except to the extent specifically allocated to another committee of the

Board.

K. *Annual Review of Charter; Annual Evaluation*

The Committee will at least annually review and assess the adequacy of this Charter in light of changes in law, rule, regulation or best practice. The Committee will submit proposed Charter revisions to the Board for approval. In addition, the Committee will at least annually evaluate its own performance.

V. Retention and Oversight of Outside Advisors

The Committee shall have the sole authority, in its sole discretion and without further action of the Board, to retain for its own account and service, or obtain the advice of, any external advisors, attorneys, consultants, and accountants (collectively, "Advisors") it deems necessary or appropriate to carry out the Committee's purposes, including retaining, approving fees and retention terms of, and terminating any search firm to be used to identify director candidates. The Committee will be directly responsible for the appointment, compensation, and oversight of the work of any Advisors retained by the Committee. The Company will adequately fund the costs and expenses, as determined by the Committee, of any Advisors retained by the Committee and the Committee's ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties. The Committee has the power to investigate any matter brought to its attention within the scope of the Committee's responsibilities, with full access to all Company books, records, facilities and employees.

Effective date: November 20, 2011
As amended December 5, 2011
As amended September 7, 2012
As amended September 6, 2013
As amended September 5, 2014
As amended September 10, 2015
As amended September 7, 2017
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As amended September 10, 2020
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