



May 10, 2024
8:30 a.m. Eastern Time

AGENDA OF THE ANNUAL MEETING OF STOCKHOLDERS

A. WELCOME

B. CALL THE MEETING TO ORDER AND INTRODUCTIONS

C. ITEMS TO BE VOTED ON

1. Item 1: Election of the 12 director nominees to serve until the 2025 Annual Meeting of Stockholders:

Anthony G. Capuano	Lauren R. Hobart	Margaret M. McCarthy
Isabella D. Goren	Debra L. Lee	Grant F. Reid
Deborah M. Harrison	Aylwin B. Lewis	Horacio D. Rozanski
Frederick A. Henderson	David S. Marriott	Susan C. Schwab

2. Item 2: Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2024.
3. Item 3: An advisory vote to approve executive compensation.
4. Item 4: Stockholder resolution requesting that the Company commission a third-party civil rights audit, if properly presented.
5. Item 5: Stockholder resolution requesting that the Company annually prepare a racial and gender pay gap report, if properly presented.

D. VOTING OF BALLOTS AND CLOSING OF POLLS

E. RESULTS OF VOTING

F. ADJOURNMENT

QUESTIONS AND ANSWERS



Annual Meeting of Stockholders

May 10, 2024

8:30 a.m. Eastern Time

RULES OF CONDUCT

Welcome to the 2024 Annual Meeting of Stockholders of Marriott International, Inc. In fairness to all stockholders participating and in the interest of an orderly meeting, the following rules of conduct will apply:

1. Subject to the discretion of the Chairman or his delegates, the meeting will follow the Agenda on the virtual meeting website. The only business to be conducted at the meeting are the matters set forth in the 2024 Proxy Statement.
2. Only stockholders as of the close of business on the record date, March 13, 2024, may vote or ask a question at the meeting. Stockholders need not vote at the meeting if you already voted by proxy. However, if you wish to change your vote, or if you have not voted, you may vote your shares (other than shares held through our retirements plans, which had an earlier deadline for plan participants of 11:59 p.m. Eastern Time on May 7, 2024) online during the meeting until the polls close.
3. Proponents of the stockholder proposals (or their duly appointed representatives) who have not made alternative arrangements with the Company will be provided an opportunity to present their proposal telephonically live during the meeting and will be allowed three minutes to present their proposal. Proponents or their representatives should restrict their comments to the stockholder proposal they are presenting.
4. A general Question and Answer session will be held at the end of the meeting, as reflected in the Agenda. Questions may be submitted during the meeting by following the instructions listed on the virtual meeting website. In fairness to other participants, please limit questions to one per stockholder. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped and answered together at the discretion of the Chairman or his delegates. Questions may be edited for clarity or to conform to these Rules.
5. The views of all stockholders are welcome. However, the purpose of the meeting will be observed, and we reserve the right to edit or reject questions we deem unclear, profane, or otherwise inappropriate. The Company will not address comments or questions that are:
 - irrelevant to the business of the meeting, the Company or the conduct of its operations;
 - related to pending or threatened litigation;
 - profane or include derogatory references that are not in good taste;

- substantially repetitious of statements made by other stockholders;
 - not a matter of interest to stockholders, generally;
 - addressed in the 2024 Proxy Statement or in the Company's other public disclosures;
 - related to material non-public information of the Company;
 - related to a personal matter;
 - related to proposals or director nominations that were not previously submitted properly under SEC Rule 14a-8 or in accordance with the Company's advance notice or proxy access Bylaw provisions, as applicable; or
 - out of order or not otherwise suitable for the conduct of the meeting as determined by the Chairman in his reasonable judgment.
6. Questions from stockholders must be submitted prior to the adjournment of the meeting. The Company will try to answer as many questions that were submitted as it can during the Question and Answer portion of the agenda, time permitting. Questions that comply with these Rules that cannot be answered due to time constraints will be published and answered on the Company's Investor Relations website at www.marriott.com/investor after the meeting.
 7. Recording of the meeting is prohibited. A replay of the audio of the meeting will be available on the virtual meeting website for a limited time following the meeting.
 8. The Chairman presides over the meeting and makes any and all determinations with respect to the conduct of the meeting, including the administration and interpretation of these Rules. These rules will apply at any reconvened meeting.
 9. In the event of a technical malfunction or other significant problem that prevents the Chairman from communicating with stockholders on the meeting website within 60 minutes of the scheduled start time for the meeting, the Chairman has determined that the meeting will be adjourned and will reconvene at the same virtual location on Monday, May 13, 2024, at 5:00 p.m. ET, unless stated otherwise. In such event, we will update stockholders on the Company's Investor Relations website at www.marriott.com/investor and at the virtual annual meeting login page at www.virtualshareholdermeeting.com/MAR2024. In the event of a technical malfunction or other significant problem that disrupts the meeting, the Chairman may adjourn, recess, or expedite the meeting, or take such other action that the Chairman determines is appropriate in light of the circumstances. If the meeting is adjourned to another date, time and/or place, we will update stockholders on the Company's Investor Relations website at www.marriott.com/investor and at the virtual annual meeting login page at www.virtualshareholdermeeting.com/MAR2024.

If you have difficulty accessing the meeting, please call the technical support number on the meeting log-in page.

The violation of any of these Rules will be considered cause for disconnection from the Annual Meeting.