

HYATT HOTELS CORPORATION

FINANCE COMMITTEE CHARTER

This Finance Committee Charter was amended and restated by the Board of Directors (the “**Board**”) of Hyatt Hotels Corporation (the “**Company**”) on October 9, 2009 and effective as of November 4, 2009.

I. Purpose

The purpose of the Finance Committee (the “**Committee**”) of the Board is to oversee all areas of corporate finance for the Company, including short and long-term financing, material divestments and acquisitions, dividend policies, stock issuance and repurchase policies, stock splits and other proposed changes to the Company’s capital structure and the Company’s capital expenditure policy. The Committee shall also review the policies underlying the Company’s financial planning to ensure their adequacy and soundness in meeting the Company’s needs and objectives.

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 by the Board.

II. Committee Membership

The Committee shall be appointed by the Board and shall consist of three or more members of the Board, each of whom has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. 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

A. The Committee shall be responsible for reviewing with Company management strategies, plans, policies and significant actions relating to corporate finance matters. The Committee shall also be responsible for the following matters:

1. review and approval of long and short-term financings, including, without limitation:
 - a. borrowing of funds from, or issuance of debt securities to, one or more lenders by the Company, in each case involving an amount in excess of \$75,000,000 (amounts in excess of \$150,000,000 shall also require Board approval);
 - b. designation and issuance of equity securities of the Company and matters related to the sale and marketing thereof (all equity security issuances also require Board approval); and
 - c. any interest rate or foreign currency derivative contract, in each case involving an amount in excess of \$250,000,000 individually or in excess of \$500,000,000 in the aggregate annually (amounts in excess of \$500,000,000 individually or \$750,000,000 in the aggregate annually shall also require Board approval);
2. review and approval of exemption elections regarding credit swaps that would otherwise be required to be cleared through the Commodities Future Trading Commission;
3. review and recommendation to the Board of changes in the Company's capital structure, including, but not limited to (i) cash and stock dividend policies; (ii) programs to repurchase the Company's stock; (iii) issues relating to the redemption and/or issuance of any preferred stock of the Company; and (iv) stock splits (approval of all of the foregoing matters is specifically reserved to the Board);
4. review and approval of any development matters, including (a) initial investment in, (b) initial management or licensing of, (c) initial acquisition of, and/or (d) the provision of any other financial commitments relating to, the chain of hotels, resorts, vacation ownership and residential properties that are to be wholly-owned, partially-owned, managed, leased, licensed or franchised by the Company, in each case involving an amount in excess of \$75,000,000 (amounts in excess of \$150,000,000 shall also require Board approval);
5. review and approval of asset management matters other than sales of hotels, that impact the Company's existing management agreements, license agreements,

franchise agreements, joint venture agreements, contracts, financial instruments, and ownership interest of the Company's full service and select service hotels and Hyatt-branded residential and vacation ownership properties licensed or managed by affiliates of the Company, in each case involving an amount in excess of \$75,000,000 (amounts in excess of \$150,000,000 shall also require Board approval);

6. review and approval of sales of hotels, in each case involving an amount in excess of \$100,000,000 (amounts in excess of \$150,000,000 shall also require Board approval);
7. review and approval of capital expenditures and leasing arrangements, in each case involving an amount in excess of \$50,000,000 (amounts in excess of \$100,000,000 shall also require Board approval); and
8. review and approval of over budget and unbudgeted managed cost commitments, in each case involving an amount in excess of \$25,000,000 (amounts in excess of \$100,000,000 in the aggregate annually shall also require Board approval).

B. 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.

C. 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.

D. Notwithstanding the power and authority of the Committee to act on behalf of the Board with respect to the matters set forth above, the Committee, in its discretion, may submit any such matter, along with its recommendation with respect thereto to the full Board for consideration and approval.

E. 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.

F. 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.

A regularly scheduled meeting shall not require separate notice. 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: December 8, 2016