

Compensation Committee Charter

Introduction

The Board of Directors (the “Board”) of Hilton Grand Vacations Inc. (the “Company”) has established a Compensation Committee of the Board (the “Committee”) with the authority and duties described herein.

Purpose and Applicability

The purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to compensation matters, including with respect to the compensation of the Company’s executive officers.

For purposes of this Charter, the term “executive officer” means such person (a) who meets the definition of an executive officer as defined under Rule 3b-7 (as currently in effect) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (b) whom the Board has specifically identified to be an executive officer of the Company and (c) who holds the title of Executive Vice President or higher position. For the avoidance of doubt, a person who is subject to the provisions of Section 16 of the Exchange Act may not automatically be deemed an “executive officer” for the purposes of this Charter.

Composition

1. Number. The Committee will consist of two or more members of the Board, or such other number as may be required from time to time by the applicable rules of the New York Stock Exchange (the “NYSE”) and/or the applicable rules promulgated by the Securities and Exchange Commission (the “SEC”).
2. Independence. As required by the applicable rules of the NYSE, each member of the Committee shall be an “Independent Director” (as that term is defined by such applicable rules), except that the Board may rely upon any applicable exemptions or phase-in provisions permitted by such rules. Each member of the Committee will be a “non-employee director” within the meaning of Rule 16b-3 of the Exchange Act.
3. Nomination and Chair. Each member of the Committee and its Chair shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee.
4. Compensation. The compensation of Committee members shall be as determined by the Board.
5. Successors and Removal. Each member of the Committee shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, disqualification or death. The Board may remove any member of the Committee with or without cause.

Responsibilities

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.

1. Compensation for Executive Officers and Directors.

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- a. Compensation. Determine, review and approve, either as a Committee or together with the other independent directors (if and as directed by the Board), the Company's Chief Executive Officer's (the "CEO") compensation, including salary, bonus and incentive compensation; executive perquisites; equity compensation; severance arrangements; change-in-control benefits; and any other form(s) of CEO compensation. Determine, review and approve, or recommend to the Board for approval, other executive officers compensation, including salary, bonus and incentive compensation levels; executive perquisites; equity compensation (for this purpose only, including any Section 16 officers to the extent such officers are not already deemed executive officers); severance arrangements; change-in-control benefits; and any other form(s) of executive officer compensation. The Committee shall meet without the presence of the CEO when approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, any other executive officer's (including any Section 16 officer) compensation.
- b. Corporate Goals and Objectives. Determine, review and approve, at least annually, corporate goals and objectives relevant to CEO compensation and other executive officer compensation (and such other officers as the Committee wishes to review), in each case including annual performance objectives, if any; and evaluate the performance of the CEO and other executive officers (and such other officers as the Committee wishes to review) in light of such goals and objectives at least annually and approve the compensation of the CEO and other executive officers (and such other officers as the Committee wishes to review) based on such evaluation.
- c. Effectiveness. In connection with executive compensation programs:
 - i. review and approve, or recommend to the Board for approval, new or modified executive compensation programs; and
 - ii. review periodically the Company's executive compensation programs to assess whether they are effective in achieving their intended purposes and develop and monitor policies regarding equity holding requirements, clawback of executive compensation, equity granting, say-on-pay and such other matters or policies as the Committee deems appropriate.
- d. Say on Pay/Say on Frequency. Discuss the results of the stockholder advisory vote on "say on pay" and "say on frequency" and general market reactions to executive compensation, if any, with regard to the named executive officers.
- e. Risk Management. Consider periodically in accordance with Item 402 of Regulation S-K whether the incentives and risks arising from the Company's compensation policies and practices for its employees are reasonably likely to have a material adverse effect on the Company.
- f. Director Compensation. Periodically review and make recommendations to the Board with respect to director compensation.
- g. Delegation to Management. To the extent permitted by applicable law and consistent with the requirements of applicable law, all compensation decisions for employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company are delegated to management.
- h. Compensation-Related Governance Policies. The Committee will periodically assess, evaluate and, as appropriate, administer the Company's Stock Ownership Policy, Equity Grant Policy, Incentive Compensation Clawback Policy, and any other policies as may be applicable.

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2. Plan Administration.

- a. Plan Review and Delegation. Review and approve, or recommend for approval by the Board, the Company's incentive compensation plans and equity-based plans that are subject to Board approval and oversee the activities of individuals responsible for administering those plans. To the extent permitted by applicable law and the provisions of a given plan, and consistent with the requirements of applicable law and such plan, the Committee may recommend that the Board delegate to one or more executive officers of the Company the power to grant equity awards pursuant to such plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company.
- b. Plan Awards and Administration. Review and approve, or recommend for approval by the Board, all equity-based and annual incentive awards, including those made pursuant to the Company's equity-based and other incentive plans. The Committee shall exercise all rights, authority and functions of the Board under all of the Company's equity-based plans, including, without limitation, designation of the grantees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan, and the authority to interpret the terms thereof; provided, however, that except as otherwise expressly authorized by this charter, any such plan or a resolution of the Board, the Committee shall not be authorized to amend any such plan. Notwithstanding the foregoing, the day-to-day administration of all equity-based and annual incentive plans and awards that is routine or customarily administered by human resources departments of public companies is delegated to the executive officers and/or appropriate employees and departments of the Company to the extent permitted by applicable law and the provisions of such plans, with oversight as appropriate by the Committee.
- c. Regulatory Compliance. Review the Company's regulatory compliance with respect to compensation matters, including, as and when appropriate, approving performance goals and certifying that performance goals have been attained.
- d. Benefits Oversight. Oversee and delegate authority to the Global Benefits Administrative Committee or any other committee (including any committee comprised solely of executive officers and/or other employees of the Company and its subsidiaries) established to administer the Company's welfare, benefits and retirement plans to the extent permitted by applicable law and the provisions of such plan.
- e. Other Plans. Review and monitor employee pension, profit sharing and benefit plans, and delegate authority to any committee (including any committee comprised solely of executive officers and/or other employees of the Company and its subsidiaries) established to administer such other plans to the extent permitted by applicable law and the provisions of such plans.

3. Reports.

- a. Compensation Committee Report. Prepare the Compensation Committee Report on executive officer compensation as required by the rules and regulations of the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC, if and when applicable.
- b. Compensation Discussion and Analysis. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") to the extent the CD&A is required in any SEC filing, and, based on such review and discussion, determine whether it will recommend to the Board that the CD&A be included in any required SEC filing.

The Committee shall also have such other responsibilities as specified in Section 10 of "*Procedures and Administration*" below.

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Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary to perform its responsibilities and remain in compliance with any applicable law or regulation. The Committee may invite observers, including any independent advisers, to attend its meetings from time to time as it deems appropriate. The Committee shall keep such records of its meetings as it deems appropriate.
2. Subcommittees. The Committee may, in its discretion and to the extent permitted by law or by the applicable listing standards of the NYSE, form subcommittee(s) and delegate to such subcommittee(s) (or recommend to the Board that it form subcommittee(s) and delegate to such subcommittee(s)) a portion of the Committee's duties and responsibilities (including a subcommittee consisting of a single member or a non-Committee member director).
3. Reports to the Board. The Committee shall report regularly to the Board.
4. Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Appointment, Oversight and Compensation of Consultants, Counsel and Advisors. The Committee shall have the authority and direct responsibility, and may, in its sole discretion, retain, obtain the advice of and terminate any compensation consultant, legal counsel or other advisers as it deems necessary or appropriate to carry out its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the compensation consultant, legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Committee. The Committee will undertake an independence assessment prior to selecting or receiving advice from any compensation consultant, legal counsel or other advisers that will provide advice to the Committee as may be required by the NYSE from time to time. It is expected that the Committee will evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest. Finally, it is expected that the Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.
6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. Action. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may act without a meeting by unanimous written consent of all members.
8. Funding. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of advisors as established by the Committee and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
9. Evaluation. The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

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10. **Additional Powers and Responsibilities.** The Committee shall have such other powers and responsibilities as may be delegated to it from time to time by the Board (including, without limitation, authority over matters related to human capital and related disclosure requirements), and also shall have such powers and responsibilities as may be required or mandated by any new or amended rules of the NYSE or promulgated by the SEC. 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.