

Nominating and Corporate Governance Committee Charter

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Introduction

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

Purpose

The purpose of the Committee is to:

1. advise the Board concerning appropriate composition of the Board and its committees consistent with the criteria approved by the Board;
2. identify and evaluate individuals qualified to become Board members;
3. recommend to the Board the persons to be nominated by the Board for election as directors at any meeting of stockholders or to fill vacancies or newly created directorships that may occur between such meetings;
4. recommend to the Board the members of the Board to serve on the various committees of the Board;
5. develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company and assist the Board in complying with them; and
6. oversee the evaluation of the Board, the Board’s committees and the Company’s management.

Composition

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. If required by any applicable rules of the New York Stock Exchange (“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 applicable exemptions or phase-in provisions permitted by such rules.
3. Nomination and Chair. Each member of the Committee and its Chair shall be appointed by the Board, upon the recommendation of the Committee.
4. Compensation. The compensation of Committee members shall be as determined by the Board.

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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 members 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. 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.

Board Selection, Composition and Evaluation; Management Evaluation

1. Criteria. Establish and periodically review criteria for the selection of new directors to serve on the Board.
2. Identification of Candidates. Identify and evaluate individuals qualified to serve on the Board and recommend that the Board nominate the candidates for all directorships to be filled (including vacancies or newly created directorships). In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may (but need not) include the factors identified in the Company's Corporate Governance Guidelines.
3. Re-election of Directors. Review and make recommendations to the Board as to whether members of the Board should stand for re-election. Consider matters relating to the action, if any, to be taken with respect to the discontinuation of a member of the Board of his or her directorship.
4. Nomination by Stockholders. Evaluate candidates for nomination for election to the Board recommended by stockholders on a substantially similar basis as it considers other nominees. In that connection, the Committee may adopt such procedures for the submission of recommendations as it deems appropriate.
5. Background Review. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board.
6. Independence; Conflicts of Interest. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers, and whether a candidate has special relationships, interests or a specific agenda that would impair his or her ability to effectively represent the interests of all stockholders. Review the current directorships of members of the Board and executive officers.
7. Board Composition. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite combined expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.

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8. Compliance with Agreements. To the extent there is an agreement or arrangement to which the Company is a party (as such may be amended from time to time) governing the composition of the Board, the Committee shall act appropriately to nominate individuals to serve as directors of the Board, to fill vacancies on the Board and to comply with such other matters as may be specified in such agreement or arrangement, in each case, in accordance with such agreement or arrangement.
9. Evaluation of Board. Oversee evaluation of the Board and its committees, including in accordance with any applicable rules of the NYSE.
10. Evaluation of Management. Oversee evaluation of the Company's management or delegate its duty to oversee the evaluation of the Company's management to the Compensation Committee of the Board, in each case in accordance with any applicable rules of the NYSE.
11. Succession Planning. Coordinate with the Board's Chair succession planning as it relates to the CEO. If it is determined that a new CEO should be hired, the Committee shall manage the process of identifying and selecting the new CEO.

Committee Selection, Composition and Evaluation

1. Committee Members. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for that committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
2. Committee Chairs. Recommend members of the Board to serve as the Chair of the committees of the Board.
3. Committee Composition. Monitor the structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board.
4. Review of Committee Performance. Review, including in accordance with any applicable rules of the NYSE, the Company's Corporate Governance Guidelines as well as the charter, composition (including the "independence" of committee members and financial expertise of audit committee members) and performance of each committee of the Board and recommend to the Board any changes to the foregoing.

Corporate Governance

1. Certificate of Incorporation; Bylaws. Periodically review the Company's certificate of incorporation and bylaws and recommend to the Board or stockholders, as appropriate and as may be required, amendments to the certificate of incorporation and bylaws.
2. Corporate Governance Guidelines. Develop and recommend to the Board Corporate

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Governance Guidelines and other policies and guidelines as appropriate. Annually evaluate the Company's Corporate Governance Guidelines.

3. Board Meeting Procedures. Review policies relating to meetings of the Board and its committees and meetings of stockholders. Review and assess from time to time the channels through which the Board receives information, and the quality and timeliness of information received.
4. Education and Orientation. Develop and evaluate an orientation program for new directors and a continuing education program for current directors, and present a report to the Board and make appropriate recommendations for final Board action regarding these programs.
5. Board Leadership Structure. Periodically review the Board's leadership structure and make recommendations to the independent directors concerning the same.
6. Succession Planning. Identify and periodically assess a succession plan for the chief executive officer and other senior officers.

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 other members of the Board, members of management and 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 form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
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. Review shall take place with the Committee's annual evaluation of its own performance.
5. Independent Advisors. The Committee shall have the authority to engage such independent legal and other advisors and consultants as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors and consultants may be the regular advisors and consultants to the Company. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other adviser retained by the Committee. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including authority to approve all fees payable to such search firm and any other terms of retention.

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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. Additional Powers. The Committee shall have such other powers and responsibilities as may be delegated to it from time to time by the Board. 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.
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.