

Stock Ownership and Retention Policy

The Compensation Policy Committee (the “Committee”) endorses a strong equity ownership policy for all Host Hotels & Resorts employees. The Committee believes that such a policy supports the alignment of the employees' and stockholders' interests. The Committee has approved the following equity ownership and retention policy, which applies to all employees at or above the level of senior vice president.

Stock Ownership

Each member of senior management is subject to an equity ownership guideline based on the total value of shares held by the member. The guideline is a multiple of base salary; the value of each member's shares is calculated by multiplying the number of shares held by a stock price established by the Committee at the beginning of each calendar year. The applicable multiples are:

- Chief Executive Officer: five times base salary
- Executive Vice President: three times base salary
- Managing Director: three times base salary
- Senior Vice President: two times base salary

The Committee encourages employees to attain the prescribed level of equity ownership within five years of appointment to senior management. The following types of equity are counted when determining compliance with the guideline: (a) stock owned directly by an employee; (b) stock purchased by an employee through Host's stock purchase or deferred stock plans; and (c) stock acquired by an employee as a result of vesting of stock under Host's long-term incentive stock program. Vested and unvested stock options are not included in the calculation.

The Committee will review senior management's progress in meeting these guidelines at least annually. Any senior management dispositions will be reviewed at each meeting.

Retention

In addition to the number of shares required to satisfy the equity ownership guideline above, each member of senior management is required to retain direct ownership of shares equal in number to, (a) 100% of “Covered Shares” for a period of one full year from the date on which such Covered Shares vest, (b) 50% of Covered Shares for two full years from the date on which such Covered Shares vest, and (c) 0% thereafter. For the purposes of the policy, “Covered Shares” means shares acquired by a member of senior management pursuant to any award of

restricted stock granted after January 1, 2012 under any Company equity compensation plan or other written compensation arrangement, net of shares retained by the Company to pay tax withholding requirements attributable to such award.

Sale and Transfer of Stock

Senior management is not permitted to sell equity that is subject to this policy if they have not attained the equity ownership multiples outlined above and complied with the retention requirements. All sales must be approved by the Committee. The Committee, in its discretion, may grant exceptions to the policy under special circumstances.

Compliance

At the end of each calendar year, each member of senior management will be provided with a certification form to verify that each has maintained compliance with this policy. Failure to comply may result in discipline, including the forfeiture of shares, lack of participation in equity programs, and/or dismissal.