

AUDIT COMMITTEE CHARTER

I. Membership

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Host Hotels & Resorts, Inc. (the “Company”) shall consist of at least three members of the Board, as determined by the Board. Each Committee member shall satisfy the qualifications, financial literacy, financial expertise and independence requirements of the New York Stock Exchange and any other applicable law or regulation, as determined by the Board. In determining “independence,” the Board shall consider, in accordance with applicable rules and regulations, the employment, business, family and other relationships of the members of the Committee. At least one member of the Committee shall be an “audit committee financial expert” within the definition adopted by the United States Securities and Exchange Commission (the “SEC”), or the Company shall disclose in its periodic reports required pursuant to the Securities Exchange Act of 1934, as amended (the “Securities Exchange Act”), the reasons why at least one member of the Committee is not an “audit committee financial expert.” If a Committee member simultaneously serves on the audit committees of more than three public companies (including the Company), the Board must determine that such simultaneous service does not impair the ability of the member to effectively serve on the Committee and disclose such determination in the Company’s annual proxy statement.

The members of the Committee, including the chair of the Committee (the “Chair”), shall be appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee. Committee members may be removed from the Committee, with or without cause, by the Board. Any member of the Committee may resign at any time by giving written notice of his or her resignation to the Chair.

II. Purpose

The purpose of the Committee is to (1) assist the Board with its oversight responsibilities regarding the Company’s accounting and system of internal controls, the quality and integrity of the Company’s financial reports, the independence and qualifications of the Company’s outside auditor, the performance of the Company’s outside auditor and internal audit function, and the Company’s compliance with legal and regulatory requirements, and (2) prepare the report required by the rules of the SEC to be included in the Company’s annual proxy statement. The Committee should endeavor to maintain free and open means of communication between the members of the Committee, the other members of the Board, the outside auditor, the internal auditor and the management of the Company in furtherance of its purpose.

In the exercise of its oversight, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements fairly present the Company’s financial position and results of operation and are in accordance with generally accepted accounting principles (“GAAP”). Instead, the planning and conduct of the audit is the responsibility of the independent auditor and the financial statements are the responsibility of management. Nothing contained in this charter is intended to alter or impair the right of the members of the Committee under the Maryland General Corporation Law (the “MGCL”) to rely, in discharging their oversight role, on the records of the Company and on other information

presented to the Committee, the Board or the Company by its officers or employees or by outside experts such as the outside auditor.

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 (the "Bylaws"). 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 requirement of Board approval. 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.

III. Duties and Responsibilities

Outside Auditor

1. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the outside auditor in connection with the audit of the Company's annual financial statements and related services (including resolution of any disagreements between Company management and the outside auditor regarding financial reporting). In this regard, the Committee shall have the sole authority to appoint and retain the outside auditor and shall periodically, but at least annually, evaluate the performance, qualifications and independence of the outside auditor, including the review and evaluation of the lead partner of the outside auditor, taking into account the opinions of management and the internal auditors (or other persons responsible for the internal audit function), and, if necessary, replace the outside auditor. As appropriate, the Committee shall submit the appointment of the outside auditor for stockholder approval at any meeting of stockholders. The outside auditor shall report directly to the Committee.

2. The Committee shall approve in advance all audit engagement fees and terms of engagement and shall approve in advance all audit and non-audit services to be provided by the outside auditor. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the outside auditor. By approving the audit engagement, an audit service within the scope of the engagement shall be deemed to have been approved in advance. The Committee shall establish policies and procedures for the engagement of the outside auditor to perform non-audit services (including pre-approval of such services). The Committee may delegate authority to one or more members to grant pre-approvals of audit and permitted non-audit services, provided that decisions to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

3. The Committee shall receive and review, at least annually, a written statement from the outside auditor delineating all relationships between the outside auditor and the Company, consistent with Independence Standards Board Standard 1. The Committee shall actively engage in a dialogue with the outside auditor with respect to any disclosed relationships or services that, in the view of the Committee, may affect the objectivity and independence of the outside auditor. If the Committee determines that further inquiry is advisable, the Committee shall take any appropriate action in response to the outside auditor's independence.

4. The Committee shall receive and review, at least annually, a written report from the outside auditor describing the outside auditor's internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the outside auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the outside auditor, and any steps taken to deal with any such issues.

5. The Committee shall confirm with the outside auditor that the outside auditor is in compliance with the partner rotation requirements established by the SEC. The Committee shall further consider whether the Company should adopt a rotation of the annual audit among auditing firms.

Annual Audit

6. The Committee shall meet with the outside auditor, the internal auditor and management in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.

7. The Committee shall review¹ and discuss the audited financial statements with the management of the Company and the outside auditor, including (i) major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) analyses prepared by management and/or the independent auditor setting forth significant reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements; and (iv) the Company's disclosures under "Management's Discussion and Analysis of Financial Conditions and Results of Operations."

8. The Committee shall discuss with the outside auditor the matters required to be discussed by Statement on Auditing Standards No. 114 as then in effect including, among others, (i) the methods used to account for any significant unusual transactions; (ii) the effect of significant accounting policies in any controversial or emerging areas for which there is a lack of authoritative guidance or a consensus; (iii) the process used by management in formulating particularly sensitive accounting estimates and the basis for the auditor's conclusions regarding the reasonableness of those estimates; and (iv) any disagreements with management over the application of accounting principles, the basis for management's accounting estimates or the disclosures in the financial statements.

¹ Auditing literature, particularly Statement of Accounting Standards No. 71, defines the term "review" to include a particular set of required procedures to be undertaken by independent accountants. The members of the Committee are not independent accountants, and the term "review" as used in this Committee charter is not intended to have this meaning. Consistent with footnote 47 of the SEC Release No. 34-42266 (December 22, 1999), any use in this Committee charter of the term "review" should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of interim financial statements.

9. The Committee shall, based on the review and discussion in paragraphs 7 and 8 above, and based on the disclosures received from the outside auditor regarding its independence and discussions with the auditor regarding such independence in paragraph 3 above, conclude whether the audited financial statements should be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

10. The Committee shall review and discuss with the Company's Chief Executive Officer (the "CEO"), Chief Financial Officer (the "CFO") and General Counsel the basis for the certifications required by the rules and regulations of the SEC to be provided in the Company's Annual Report on Form 10-K filing.

11. Prepare, or be responsible for the preparation of, a report on the Company's financial accounting and reporting, systems of internal control and audit processes.

Quarterly Review

12. The Committee shall review and discuss the quarterly financial statements with the management of the Company, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

13. The outside auditor is required to review the quarterly financial statements to be included in any Form 10-Q of the Company using professional standards and procedures for conducting such reviews, as established by generally accepted auditing standards as modified or supplemented by the SEC, prior to the filing of the Form 10-Q. The Committee shall discuss with management and the outside auditor in person, at a meeting, or by conference telephone call, the results of the quarterly review, including such matters as significant adjustments, management judgments, accounting estimates, significant new accounting policies and disagreements with management.

14. The Committee shall review and discuss with the Company's CEO and CFO the basis for the certifications required by the rules and regulations of the SEC to be provided in the Company's Form 10-Q filings.

15. The Committee shall review and discuss with management corporate policies and procedures as to earnings press releases and financial information and earnings guidance provided to analysts and rating agencies, including the use of "non-GAAP financial measures." The primary purpose of these discussions is to provide guidelines for the types of information to be disclosed and the type of presentation to be made. The Committee may, but is not required, to discuss in advance of publication each earnings release or each instance in which the Company provides earnings guidance. The Chair (or in his or her absence, a member designated by the Chair) may represent the entire Committee for purposes of this discussion.

Internal Controls

16. The Committee shall meet as often as deemed necessary or appropriate, but not less than annually, to discuss with the outside auditor and the senior internal auditor the adequacy and effectiveness of the accounting and financial controls of the Company and the

Company's disclosure controls and procedures, and consider any recommendations for improvement of any such control procedures.

17. The Committee shall discuss with the outside auditor and with management any letter of recommendation provided by the outside auditor and any other significant matters brought to the attention of the Committee by the outside auditor as a result of its annual audit. The Committee should allow management adequate time to consider any such matters raised by the outside auditor. The Committee shall also review with the outside auditor any audit problems or difficulties encountered by the auditor in the course of its audit work and management's response to such problems or difficulties, including any restrictions on the scope of activities or access to required information. Among the items that the Committee may consider reviewing with the outside auditor are: (i) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise); (ii) any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company. The Committee shall obtain from the outside auditor assurances that Section 10A(b) of the Securities Exchange Act has not been implicated.

Internal Audit

18. The Committee shall review the appointment and replacement of the internal auditor. The Committee shall discuss at least annually with the senior internal auditor the activities, budget and organizational structure of the Company's internal audit function and the qualifications of the primary personnel performing such function. The primary purpose of the internal audit function is to provide the Committee and management with ongoing assessments of the Company's risk management processes and system of internal control.

19. Management shall furnish to the Committee a summary of audit reports prepared by the senior internal auditor of the Company.

20. The Committee shall, at its discretion, meet with the senior internal auditor to discuss any reports prepared by him or her or any other matters brought to the attention of the Committee by the senior internal auditor manager.

21. The internal auditor shall be granted unfettered access to the Committee.

Other Responsibilities

22. The Committee shall conduct an annual performance evaluation and shall similarly review and reassess this charter at least annually. The Committee shall submit any recommended changes to the Board for its consideration.

23. The Committee shall provide the report, as required by Item 306 of Regulation S-K of the SEC for inclusion in the Company's Annual Proxy Statement.

24. The Committee, through the Chair, shall report regularly, as deemed necessary or desirable by the Committee, but at least annually, to the full Board regarding the Committee's

actions, recommendations and conclusions, including its conclusions with respect to the outside auditor's qualifications, performance and independence. It shall review with the full Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the internal audit function.

25. The Committee shall establish clear hiring policies for employees and partners, and former employees and partners, of the Company's outside auditor. In establishing hiring policies, the Committee shall take into account the pressures that may exist for auditors consciously or subconsciously seeking a job with the Company they audit.

26. The Committee shall establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls, or auditing matters and for the confidential, anonymous submission of concerns by employees regarding accounting and auditing matters.

27. The Committee shall discuss periodically, but at least annually, with management the Company's major financial risk exposures, management's policies on financial risk management, and the Company's compliance with these policies, including steps management has taken to monitor and control such exposures.

IV. Outside Advisors

The Committee may, in its discretion, use the services of the Company's regular corporate legal counsel with respect to legal matters or, at its discretion, retain independent legal counsel if it determines that such counsel is necessary or appropriate under the circumstances. The Committee may also, in its discretion, retain the services of any other experts, accountants, and other advisors that it deems necessary or appropriate to assist the Committee in the performance of its functions. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisor retained by the Committee and for any administrative expenses of the Committee.

V. Meetings and Procedures

1. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee and set the agenda for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are consistent with any provisions of the Bylaws that are applicable to committees of the Board.

2. The Committee may also create subcommittees, as it deems appropriate, consisting of one or more members who shall report on their activities at the next meeting of the Committee; provided, however, that the responsibilities and duties set forth in this charter are the sole responsibilities of the Committee and may not be allocated to a different committee.

3. The Committee shall meet as often as may be deemed necessary or appropriate, but not less than four times in each year, and more frequently as the Committee in its discretion deems desirable.

4. The Committee may, in its discretion, include in its meetings members of the Company's financial management, representatives of the outside auditor, the senior internal auditor and other financial personnel employed or retained by the Company.

5. The Committee shall, periodically, meet with the outside auditor and the senior internal auditor in separate executive sessions to discuss any matters that the Committee believes should be addressed privately, without management's presence. The Committee shall likewise meet privately with management, as it deems appropriate.