



Compensation Committee Charter

The Board of Directors (Board) of Wyndham Worldwide Corporation (Company) has constituted and established a Compensation Committee (Compensation Committee) for the purpose of carrying out the authority and responsibilities described in this Compensation Committee Charter.

Organization and Structure

The Compensation Committee shall have the following organization and structure:

- The Compensation Committee shall consist of not less than three members. Each member of the Compensation Committee shall be appointed by the Board upon the recommendation of the Corporate Governance Committee.
- Each member shall satisfy the independence requirements for members of the Compensation Committee under the New York Stock Exchange (NYSE) rules. Members of the Compensation Committee taking action required for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (Rule 16b-3) or Section 162(m) of the Internal Revenue Code of 1986 (Section 162(m)), shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 and "outside directors" within the meaning of Section 162(m) and members shall satisfy any other standards of independence under the federal securities and tax laws as appropriate.
- Vacancies on the Compensation Committee shall be filled by the Board upon the recommendation of the Corporate Governance Committee. The members of the Compensation Committee may be removed by the Board.
- A majority of the members of the Compensation Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum exists shall be the act of the Compensation Committee.
- The Compensation Committee will meet as often as necessary to carry out its responsibilities and shall have the authority in its discretion to delegate any of its responsibilities to subcommittees consisting of one or more members.
- Each member of the Compensation Committee is free to suggest the inclusion of items on any meeting agenda of the Compensation Committee and may also raise at any meeting any subjects that are not on the agenda for that meeting.
- Reports of meetings of the Compensation Committee shall be made to the Board at its next regularly scheduled meeting following the Compensation Committee meeting accompanied by any recommendations to the Board approved by the Compensation Committee.

Authority and Responsibilities

The Compensation Committee shall have the following authority and responsibilities:

- Assist the Board in carrying out its responsibilities relating to executive compensation.
- Provide oversight on executive compensation policies and programs consistent with corporate objectives and shareholder interests.
- Review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of such goals and objectives, and review, determine and approve the compensation of the Chief Executive Officer based on its evaluation.
- Review and approve corporate goals and objectives relevant to the compensation of senior management of the Company other than the Chief Executive Officer and determine and approve the compensation of such members of senior management.
- Review and approve performance goals and awards under annual and long-term incentive plans applicable to senior management.
- Review and approve all grants of equity-based compensation, subject to any delegation of authority consistent with applicable law.
- Approve and make recommendations to the Board with respect to equity-based plans and amendments thereto subject to any required submission to shareholders.
- In its sole discretion and at the Company's expense, retain, obtain the advice of or terminate any consultant, legal counsel or other adviser as the Compensation Committee deems advisable to carry out its responsibilities and be directly responsible for the appointment, compensation and oversight of any such adviser. The Company shall provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such adviser.
- Review and consider the independence of and any conflicts of interest raised by any consultant, outside counsel or other adviser to the Compensation Committee prior to retaining or obtaining advice from such adviser consistent with NYSE rules. The Compensation Committee may select or receive advice from any adviser it prefers subject only to such review and consideration and whether or not such adviser is independent or there exists any potential conflict of interest.
- Review and discuss with management and approve the proxy statement Compensation Discussion and Analysis (CD&A), recommend to the Board the inclusion of the CD&A in the Company's annual proxy statement and annual report on Form 10-K and approve the proxy statement Compensation Committee report.
- Review and evaluate the incentives and risks arising from or relating to the Company's compensation programs and arrangements.
- Review and consider the results of the Company's most recent shareholder advisory vote on executive compensation.
- Review its own performance annually.
- Review and evaluate the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.