



**Host Hotels & Resorts, Inc.**

HST NYSE

Hotels / Motels / Cruise Lines

Market Capitalization USD:

**\$7,725.20 mm****CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: W. Edward Walter****Age: 56****CEO Since: 2007**

|  | 2009               | 2010               | 2011               |
|--|--------------------|--------------------|--------------------|
| <b>Base Salary</b>   | \$704,589          | \$712,808          | \$772,500          |
| <b>Discretionary Bonus</b>   | \$0                | \$0                | \$0                |
| <b>Annual Cash Incentive</b>                                       | \$673,154          | \$1,318,695        | \$823,300          |
| <b>Benefits and Perquisites</b>                                    | \$78,051           | \$76,946           | \$125,132          |
| <b>TOTAL ANNUAL COMPENSATION</b>                                   | <b>\$1,455,794</b> | <b>\$2,108,449</b> | <b>\$1,720,932</b> |
| <b>Increase in Post-Retirement Benefits</b>                        | \$0                | \$0                | \$0                |
| <b>Stock Option Awards</b>   | \$1,001,917        | \$0                | \$0                |
| <b>Stock Awards</b>  | \$2,175,202        | \$5,429,975        | \$8,199,977        |
| <b>TOTAL COMPENSATION</b>  | <b>\$4,632,913</b> | <b>\$7,538,424</b> | <b>\$9,920,909</b> |
| <b>Median of Other Named Executive Officers Total Compensation</b> | \$2,091,354        | \$3,336,396        | \$4,343,555        |
| <b>Value Realized on Exercise of Stock Option</b>                  | \$0                | \$0                | \$0                |
| <b>Value Realized on Vesting of Stock</b>                          | \$139,250          | \$4,281,227        | \$9,329,666        |
| <b>TOTAL REALIZED EQUITY COMPENSATION</b>                          | <b>\$139,250</b>   | <b>\$4,281,227</b> | <b>\$9,329,666</b> |

Proxy Date: 5 Apr 2012

Annual Meeting Date: 10 May 2012

Equity Reserves: 2.92%

Stock Option Run Rate: 0.07%

# Host Hotels & Resorts, Inc.

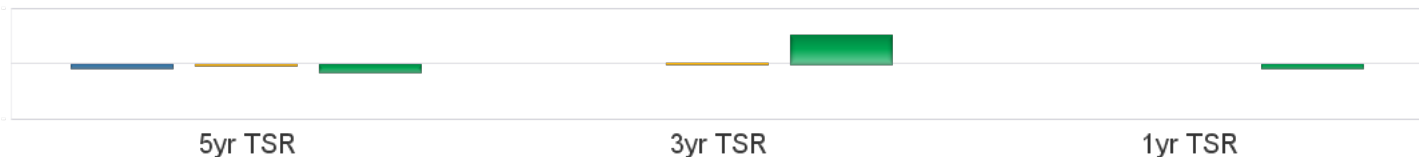
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## Performance Comparison

■ S&P500 ■ Industry ■ HST



## Peer Comparisons (TRBC) =Hotels / Motels / Cruise Lines

### Total Summary CEO Compensation

| Ticker | Company Name                              | 2009        | 2010        | 2011         | Market Cap       |
|--------|---|-------------|-------------|--------------|------------------|
| HST    | Host Hotels & Resorts, Inc.               | \$4,632,913 | \$7,538,424 | \$9,920,909  | \$7,725,197,921  |
| CCL    | Carnival Corporation                      | \$9,541,563 | \$7,097,709 | \$7,607,922  | \$18,041,132,009 |
| MAR    | Marriott International, Inc.              | \$1,579,599 | \$9,758,116 | \$10,094,513 | \$9,128,835,318  |
| HOT    | Starwood Hotels & Resorts Worldwide, Inc. | \$8,240,034 | \$9,546,616 | \$8,855,858  | \$7,588,950,255  |
| H      | Hyatt Hotels Corporation                  | \$3,670,913 | \$6,036,513 |              | \$5,180,132,993  |
| WYN    | Wyndham Worldwide Corporation             | \$6,095,801 | \$9,498,117 | \$10,666,189 | \$4,900,251,958  |
| RCL    | Royal Caribbean Cruises LTD               | \$5,418,660 | \$8,615,185 |              | \$4,697,295,147  |

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Simon Property Group, Inc., Starwood Hotels & Resorts Worldwide, Inc., General Growth Properties, Inc., Kimco Realty Corporation, Vornado Realty Trust, HCP Inc., Equity Residential, Apartment Investment and Management Company, ProLogis, Brookfield Properties Corporation, Macerich Company, Public Storage, AvalonBay Communities, Marriott International, Inc., Forest City Enterprise Inc., Boston Properties, Inc., Developers Diversified Realty Corporation, Duke Realty Corporation

### Performance Peer Group

NAREIT Equity Index

Lodging Index: Starwood Hotels & Resorts Worldwide, Inc., LaSalle Hotel Properties, DiamondRock Hospitality Co., Sunstone Hotel Investors, Inc., Gaylord Entertainment Co., Marriott International, Inc., Strategic Hotels & Resorts, Inc.

## COMPENSATION COMMITTEE MEMBERS

| Director                 | Membership | Age | Gender | Tenure | Independence    |
|--------------------------|------------|-----|--------|--------|-----------------|
| Ann McLaughlin Korologos | Chairman   | 70  | Female | 19     | Outside Related |
| Robert M. Bavlis         | Member     | 73  | Male   | 16     | Outside Related |
|                          |            |     |        |        |                 |
|                          |            |     |        |        |                 |
|                          |            |     |        |        |                 |

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