[Marriott International, Inc.: Rule 14a-8 Proposal, December 7, 2020]
[This line and any line above it – *Not* for publication.]
ITEM 4* – External Costs of Inequality Disclosure

RESOLVED, shareholders ask that the board commission and disclose a report on the external social costs created by the compensation policy of our company (the "Company") and the manner in which such costs affect the vast majority of its shareholders who rely on overall market returns.

Our company recently signed the Business Roundtable Statement of the Purpose of a Corporation (the "Statement"), which reads, "we share a fundamental commitment to all of our stakeholders. . . . We commit to deliver value to all of them, for the future success of our companies, our communities and our country."

However, the Company is a conventional Delaware corporation, so that directors' duties emphasize the Company and its shareholders, but no one else (except to the extent they create value for shareholders). Accordingly, when the financial return of the Company to its shareholders and the interests of stakeholders such as workers or customers clash, the directors must choose shareholder return. (The Company could become a public benefit corporation[1] to prevent this.)

It has been estimated that inequality has reduced demand by 2-4% of GDP.[2] This cost devastates economic growth and productivity.[3] Yet the Company does not disclose any methodology to address the economic and social costs of a business model that relies on inequality, with its CEO receiving compensation equal to 346 times that of the Company's median compensated employee, while workers must strike in order to receive a "one job is enough" wage.[4]

Thus, shareholders have no guidance as to costs the Company externalizes through compounding inequality and consequent economic harm. This information is essential to shareholders, the majority of whom are beneficial owners with broadly diversified interests. As of September 2020, the Company's top three holders were Vanguard, BlackRock and Price (T.Rowe) Associates, whose clients are generally indexed or otherwise broadly diversified.

Such shareholders pay a price when companies impose costs on the economy that lower GDP, which reduces equity value.[5] While the Company may profit by ignoring such costs, its diversified shareholders will ultimately pay them, and they have a right to ask what they are.

The Company's prior disclosures and prior shareholder proposals do not address this issue, because they do not address *the social costs that an inequality-heavy business model imposes on diversified investors who must fund retirement, education, and other critical needs.* This is a separate social issue of great importance. A study would help shareholders determine whether to seek a change in corporate direction, domicile, structure, or form in order to better serve their interests and to match the commitment made in the Statement.

Please vote for: External Costs of Inequality Disclosure – Proposal [4*]
[This line and any below are *not* for publication]
Number 4* to be assigned by the Company

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[1] 8 Del. Code Section 361.
[2] https://www.epi.org/publication/secular-stagnation/
[3] Id.
[4] https://onejob.org/updates/?fwp_campaigns=marriott
[5] See, e.g., https://www.advisorperspectives.com/dshort/updates/2020/11/05/market-cap-to-gdp-an-updated-look-at-the-buffett-valuation-indicator (total market capitalization to GDP "is probably the best single measure of where valuations stand at any given moment") (quoting Warren Buffet).