

Executive Officer Stock Ownership Guidelines



The Executive Officer Stock Ownership Guidelines (the “Guidelines”) of Wyndham Worldwide Corporation (the “Company”) are intended to align the financial interests of executive officers with the interests of shareholders. The Guidelines apply to the Chief Executive Officer of the Company and the other executive officers who report directly to the Chief Executive Officer.

The following guidelines specify the amount of stock that the following officers (as a multiple of annual base salary) must beneficially own: Chief Executive Officer: four (4) times base salary; Business Unit Chief Executive Officer: two (2) times base salary; Chief Financial Officer: two (2) times base salary; and Other executive officers at the Executive Vice President level who report directly to the Chief Executive Officer of the Company: one (1) times base salary.

Compliance with the individual guidelines shall be calculated as follows: the product of the multiple and the applicable base salary shall be divided by the highest closing price of the Company’s common stock on the New York Stock Exchange for the twelve (12) month period prior to the date of determination. The result shall be rounded to the nearest 1,000 shares. Compliance will be evaluated on a twice-per-year basis, as of June 30 and December 31 of each year, and not on a running basis.

Share ownership that counts towards satisfaction of the Guidelines includes: shares owned outright by the executive or his or her immediate family members residing in the same household; shares held in the Company’s 401(k) savings plan or Officer Deferred Compensation Plan; restricted stock or restricted stock units; and shares held in trust by the executive or his or her immediate family members residing in the same household.

Executive officers are required to achieve their individual stock ownership guideline within five years of first becoming subject to the Guidelines. Once achieved, ownership of the guideline amount must be maintained for as long as the executive officer is subject to the Guidelines.