Hilton

AUDIT COMMITTEE CHARTER

The Board of Directors (the "Board") of Hilton Worldwide Holdings Inc. (the "Company") has established an Audit Committee of the Board (the "Committee") with the authority and duties described herein.

I. Purpose

The purpose of the Committee is to assist the Board's oversight of:

- the adequacy and integrity of the Company's financial reporting processes and procedures;
- the integrity of the Company's financial statements;
- the Company's compliance with legal and regulatory requirements;
- the Company's enterprise risk management program;
- the independent auditors' appointment, qualifications, independence, work and retention; and
- the scope, approach, performance and results of the independent auditors and the Company's internal audit function

and to prepare the audit committee report required by the Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statement.

II. Composition

1. *Number*. The Committee shall consist of no fewer than three members of the Board.
2. *Independence*. Each member of the Committee shall be an "Independent Director" as defined in Nasdaq Rule 5605(a)(2), meet the criteria for independence set forth in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.
3. *Financial Literacy and Financial Expertise*. Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement, at the time of his or her appointment to the Committee (or acquire such ability within a reasonable period of time after his or her appointment). At least one member must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in

the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. It is expected that at least one member of the Committee will be an "audit committee financial expert" (as defined by the applicable rules of the SEC) and may be the same person with the financial sophistication described in the preceding sentence.

4. *Nomination and Chair*. The Committee and its Chair shall be nominated and elected by the Board, upon the recommendation of the Nominating and Corporate Governance Committee.
5. *Compensation*. The compensation of Committee members shall be as determined by the Board. No member of the Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board or of a committee of the Board.
6. *Successors and Removal*. Each member of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The Board may remove members of the Committee with or without cause.
7. *Service on Other Audit Committees*. It is expected that no member of the Committee may serve on the audit committee of more than three (3) public companies, including the Company, unless the Board (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and (ii) discloses such determination either on or through the Company's website or in the annual proxy statement.

III. Responsibilities

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management and the independent auditor, in accordance with its business judgment.

Management is responsible for the preparation, presentation and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for establishing and maintaining adequate internal control over financial reporting. The independent auditor is responsible for auditing the Company's financial statements and the Company's internal control over financial reporting and for reviewing the Company's unaudited interim financial statements. The authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Committee to plan or conduct any audits, to determine or certify that the Company's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted

accounting principles or applicable law, or to guarantee the independent auditor's reports.

Independent Auditors

1. Be directly responsible for the appointment, fees, retention, evaluation and oversight of the work of the independent auditors, who shall report directly to the Committee;

2. Preapprove all audit services to be provided to the Company, whether provided by the principal auditor or other firms, and all other services to be provided to the Company by the independent auditor, except that de minimis non-audit services may be approved in accordance with applicable law or rules;

3. Discuss the scope of the annual audit and the annual audited financial statements;

4. Annually obtain and review a statement from the independent auditors regarding the auditor's independence, including the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") regarding the independent auditors' communications with the Committee concerning independence, and discuss with the independent auditors any relationships or services disclosed in this statement that may impact the quality of audit services or the objectivity and independence of the Company's independent auditors;

5. At least annually obtain and review a report by the Company's independent auditors describing: (i) the firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, 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 such firm, and any steps taken to deal with any such issues; and(iii) to assess the firm's independence, all relationships between such firm and the Company;

6. Obtain, and discuss with management and the independent auditors, any reports and other communications from management or the independent auditors describing:

    a. Critical accounting policies and practices used;

    b. All alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with management;

    c. Ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors;

    d. Any other material written communications between the independent auditors and the Company's management; and

    e. All other matters required to be communicated by the independent auditors to the Committee under the standards of the PCAOB and the

rules and regulations of the SEC.

7. Review periodically the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on the financial statements of the Company;

8. Discuss with the independent auditors any difficulties the independent auditors encountered during the audit, including restrictions on their activities or access to requested information and any significant disagreements with management;

9. Discuss any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company; and

10. Review analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

Internal Auditing

1. Review the responsibilities, plan, budget and staffing of the Company's internal audit function and the appointment and replacement of the head of the internal audit department;

2. Review with management the progress and results of internal audit projects; and

3. Advise the head of the internal audit department that he or she is expected to provide to the Committee a timely analysis of significant issues and summaries of all work performed.

Controls and Procedures

1. Oversee the Company's internal controls, including the Company's disclosure controls and procedures and internal control over financial reporting, on behalf of the Board. The Committee shall (i) discuss with management, the independent auditors and the head of the internal audit function the adequacy and effectiveness of the Company's internal controls (including any material weaknesses, significant deficiencies, significant changes to internal controls and any fraud whether or not material that involves management or other employees who have a significant role in the Company's internal controls); (ii) discuss with management, the independent auditors and the head of the internal audit function any special audit steps adopted in light of material control deficiencies; (iii) review the reports of the CEO and CFO required by Rule 13a-14 of the Exchange Act; and (iv) prior to the filing of the Company's Annual Report on Form 10-K, review the independent auditors' report on the Company's internal control over financial reporting;

2. Oversee the Company's compliance with applicable laws and regulations and with the Company's Code of Conduct and receive periodic compliance reports from the Company's legal and compliance officers;

3. Discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company assess and manage the Company's exposure to risk, including, but not limited to, data privacy and cybersecurity, business continuity and operational risks, and discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including through receiving regular and as needed reports from the Chief Information Officer, Chief Information Security Officer, and the Chief Risk Officer, or their functional equivalents;

4. Discuss with the Company's General Counsel any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies and evidence of breaches of fiduciary duty or other violations of the Company's Code of Conduct;

5. Establish and oversee the procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters, and review such complaints or concerns;

6. Oversee the Company's contract authorization policy, which shall determine the approval and signature levels for the Company's contracts. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Company's contract authorization policy and make such revisions thereto as it deems appropriate;

7. Establish hiring policies of the Company for employees or former employees of the Company's independent auditors;

8. Review and discuss the annual and quarterly financial statements with management and the independent auditors, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the matters required to be discussed by the applicable requirements of the PCAOB and the SEC;

9. Discuss generally the type and presentation of information to be disclosed in the Company's earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as financial information and earnings guidance provided to analysts and rating agencies;

10. Discuss the types of financial information provided to lenders;

11. Review all "related party transactions" (defined as transactions that would be required to be disclosed pursuant to Item 404 of Regulation S-K) that have been forwarded to the Committee for approval or ratification;

12. Determine whether the Committee recommends to the Board that the Company's

audited financial statements be included in the Company's Annual Report on Form 10-K and prepare the audit committee report required by Item 407(d)(3)(i) of Regulation S-K for inclusion in the proxy statement of the Company relating to its annual meeting of stockholders; and

13. Review and approve the Company's entry into swaps, including transactions in swaps that are subject to mandatory clearing, and to approve use of the end-user exception from clearing. The Committee is also authorized to adopt and shall review annually any policies or procedures relating to the Company's entry into swaps and use of the non-financial end-user exception, and shall report to the Board on the Company's compliance with and implementation of these policies and procedures on at least an annual basis. The Committee may delegate responsibility for implementation of the non-financial end-user policy to the Company's management and may delegate review and approval of entry into swaps and implementation of the non-financial end- user policy to the management of certain subsidiaries, as the Committee deems appropriate.

IV. Procedures and Administration

1. *Meetings*. The Committee shall meet at least four times per fiscal year, or more frequently if circumstances dictate. The Committee will also meet separately on a periodic basis with management, the internal auditors and the independent auditors. The Committee may invite observers, including any independent advisers, to attend its meetings from time to time as it deems appropriate. The Committee shall keep such records of its meetings as it deems appropriate.

2. *Subcommittees*. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances. Any decision of a subcommittee to preapprove any audit, review, attest or non-audit services shall be presented to the full Committee at its next scheduled meeting.

3. *Reports to the Board*. The Committee shall report regularly to the Board.

4. *Charter*. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. *Independent Advisors*. The Committee shall have the authority to engage independent legal, accounting and other advisors it deems necessary or appropriate to carry out its responsibilities. Such advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors.

6. *Investigations*. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. *Action*. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Committee may act without a meeting by unanimous written consent of all members.

8. *Funding*. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of the independent auditors as established by the Committee and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

9. *Evaluation*. The Committee shall annually evaluate its own performance in accordance with applicable law and any applicable rules and regulations of the Nasdaq Stock Market.

10. *Additional Powers*. The Committee shall also have such other powers and responsibilities as the Board may delegate to it from time to time. 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 the requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. 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.

As adopted November 11, 2026.