

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(RULE 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Host Hotels & Resorts, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



Online

Go to [www.investorvote.com/HST](http://www.investorvote.com/HST) or scan the QR code — login details are located in the shaded bar below.



Votes submitted electronically must be received by 11:59 p.m., New York Time, on May 14, 2020.

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## 2020 Stockholder Meeting Notice

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### Important Notice Regarding the Availability of Proxy Materials for the Host Hotels & Resorts, Inc. Annual Stockholders Meeting to be Held on May 15, 2020

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to stockholders are available at:

[www.investorvote.com/HST](http://www.investorvote.com/HST)



#### Easy Online Access — View your proxy materials and vote.

- Step 1: Go to [www.investorvote.com/HST](http://www.investorvote.com/HST).
- Step 2: Click on the icon on the right to view meeting materials.
- Step 3: Return to the [investorvote.com](http://investorvote.com) window and follow the instructions on the screen to log in.
- Step 4: Make your selections as instructed on each screen for your delivery preferences.
- Step 5: Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials - If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before May 4, 2020 to facilitate timely delivery.

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## 2020 Stockholder Meeting Notice

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Host Hotels & Resorts, Inc.'s Annual Meeting of Stockholders will be held on May 15, 2020 at The Grand Hyatt Washington, 1000 H Street, N.W. Washington, DC 20001 at 11:00 a.m. New York Time.\*

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommend a vote FOR all the nominees listed and FOR Proposals 2, 3 and 4:

1. Election of Directors:
  - 01 - Mary L. Baglivo
  - 02 - Sheila C. Bair
  - 03 - Richard E. Marriott
  - 04 - Sandeep L. Mathrani
  - 05 - John B. Morse, Jr.
  - 06 - Mary Hogan Preusse
  - 07 - Walter C. Rakowich
  - 08 - James F. Risoleo
  - 09 - Gordon H. Smith
  - 10 - A. William Stein
2. Ratify appointment of KPMG LLP as independent registered public accountants for 2020.
3. Advisory resolution to approve executive compensation.
4. Approval of the 2020 Comprehensive Stock and Cash Incentive Plan.

\* Due to the emerging public health impact of the global coronavirus (COVID-19) outbreak, we are planning for the possibility that the Annual Meeting may be held solely by means of remote communication. If we take this step, we will announce the decision to do so in advance, and details on how to participate will be set forth in a press release issued by the Company and available at [www.hosthotels.com](http://www.hosthotels.com).

PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

It is important that your shares be represented at this meeting, whether or not you attend the meeting in person. To make sure your shares are represented, we urge you to submit your proxy instructions via the Internet. If you plan on attending the Annual Meeting, please mark the appropriate box when voting via the Internet. Present this Admission Ticket to the Host Hotels & Resorts representative at the entrance.

### Receive Future Proxy Materials Electronically

Help us make a difference by eliminating paper proxy mailings to your home or business. With your consent, we will send future proxy voting materials to you by email. To register for electronic delivery of future proxy materials, go to [www.computershare.com/investor](http://www.computershare.com/investor) and sign up for electronic delivery.



### Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- Internet - Go to [www.investorvote.com/HST](http://www.investorvote.com/HST).
- Phone - Call us free of charge at 1-866-641-4276.
- Email - Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Host Hotels and Resorts, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, requests for a paper copy of proxy materials must be received by May 4, 2020.