

**RYMAN HOSPITALITY PROPERTIES, INC.
HUMAN RESOURCES COMMITTEE CHARTER**

Mission of the Committee

The mission of the Human Resources Committee (the “Committee”) is to assist the Company in maximizing shareholder value by utilizing compensation policies and strategies that will (i) attract, retain and reward management personnel; (ii) align the Company’s executive compensation program with the interests of shareholders by rewarding performance that enhances shareholder value; and (iii) provide appropriate incentives for executives to achieve Company-wide and individual performance goals.

Committee Objectives

The objectives of the Committee shall be to:

1. Oversee and direct the development and administration of a competitive compensation program designed to attract, retain and reward key management personnel.
2. Provide a compensation philosophy framework to senior management regarding compensation and benefits for all employees.
3. Assure that management compensation is appropriately related to the Company's performance in order to maximize value to the shareholders.
4. Oversee the integrity and consistency of the Company's compensation and benefit practices.
5. Perform such other functions as may be from time to time delegated to it by the Board of Directors (the “Board”).

Committee Responsibilities

In general, the responsibilities of the Committee shall include:

1. The review and approval, at least annually, of all compensation policies and programs that benefit employees, including employment and severance agreements, incentive programs, benefits, and retirement programs.
2. The establishment and periodic review of policies for the administration of such programs, and the modification or termination of any such programs that are not appropriately related to performance.
3. The approval, review and administration of, and the granting of awards under, cash- and equity-incentive plans.
4. Preparing the report on executive compensation as required by the rules of the Securities and Exchange Commission (“SEC”) to be included in the Company’s annual proxy

statement or annual report on Form 10-K filed with the SEC.

5. Reviewing the Compensation Disclosure and Analysis and other disclosure relating to executive and director compensation required by the rules of the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC, and based on such review, recommending to the Board the inclusion of the Compensation Discussion and Analysis and such other disclosure in the annual proxy statement or annual report on Form 10-K.
6. Assisting the Board in reviewing the results of any shareholder advisory votes that relate to the compensation of the executive officers of the Company who are named in the Company's annual proxy statement or annual report on Form 10-K and taking into account the outcome of such votes in future executive compensation decisions as may be deemed appropriate by the Committee.
7. Reviewing the executive compensation programs and arrangements of the Company, including incentive plans, to ensure that they do not encourage unnecessary and excessive risk-taking, and reviewing risks and exposures associated with leadership assessment and management succession planning.
8. The review of management succession plans and reporting its assessment and providing its recommendations to the Board.

The Committee shall, at a minimum, perform the following functions:

1. With regard to the general employee population:
 - (a) Review and approve the Company's overall employee compensation program and its correlation to compensation norms in comparable companies.
 - (b) Review and approve annual merit pool increases.
 - (c) Review, approve and, if appropriate, recommend to the Board the adoption or termination of, and significant modifications to, all qualified and non-qualified defined benefit plans, defined contribution plans, profit-sharing plans, and stock purchase and other employee benefit and incentive compensation plans.
2. With regard to members of the Board:
 - (a) Review and approve, subject to approval of the full Board, annual compensation, fees, and benefits, including the award of stock options, stock appreciation rights, restricted stock, restricted stock units and other stock-based compensation, of non-management directors for service on the Board or any committee of the Board.
 - (b) Review and recommend to the Board inclusion of directors in other benefit plans.
 - (c) Review and administer the Company's Stock Ownership Guidelines for outside directors and submit any amendments or modifications to the guidelines to the Board

for approval.

3. With regard to the CEO, senior officers, and other designated key employees:
 - (a) Review and approve base salary levels.
 - (b) Review and approve the structure of, and proposed payments under, all management incentive plans.
 - (c) Review and approve the award of stock options, stock appreciation rights, restricted stock, restricted stock units and other stock-based compensation.
 - (d) Review and approve annually the corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation.
 - (e) Review the evaluations by the CEO of all senior executive officers and recommendations of the CEO based on these reviews.
 - (f) Review and administer the Company's Stock Ownership Guidelines for senior officers and submit any amendments or modifications to the guidelines to the Board for approval.

Committee Operating Policies and Authority

1. The membership of the Committee shall consist of at least three members of the Board, each of whom shall be (a) "independent" as that term is defined by the listing standards of the New York Stock Exchange; (b) a "non-employee director" as that term is defined by Rule 16b-3 of the SEC; and (c) an "outside director" as that term is defined by the regulations applicable to Internal Revenue Code Section 162(m). The members of the Committee shall be appointed by the Board on recommendation of the Nominating Committee. Committee members may be removed or added by the Board at any time. In making its determination of the independence of any member of the Committee, the Board shall consider all factors specifically relevant to determining whether such director has a relationship to the Company which is material to such director's ability to be independent from management in connection with the duties of a member of the Committee, including, but not limited to, (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director, and (ii) whether such director is affiliated with the Company or its subsidiaries or any of their affiliates.
2. The Committee shall meet at least two times per year, or more frequently as circumstances require. The Committee may ask members of management or others to attend the meeting and provide pertinent information as necessary. The Committee's chairperson shall be designated by the full Board, or if it does not so do, the Committee

members shall elect a Chairman by vote of a majority of the full Committee. The chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. A majority of the members of the Committee shall constitute a quorum.

3. The Committee shall have access to all the Company's books, records, directors, officers and employees and all other relevant information from both internal and external sources regarding compensation practices. The Committee shall be entitled to:
 - (a) Rely on information, opinions, reports, statements, or other information provided to the Committee by officers and other employees of the Company, including proposals of the CEO and his staff concerning the compensation and benefits provided to key executives, management, and the entire employee population.
 - (b) Rely on information, opinions, reports, statements, or other information provided to the Committee by any Consultant (as defined below).
 - (c) Consider compensation data collected from comparable companies in related industry groups.
4. The Committee shall evaluate its own performance on an annual basis.
5. The Committee shall report to the Board regularly.
6. The Committee shall have the responsibility and authority, in its sole discretion, to retain and/or terminate any compensation consultant, independent legal counsel, or other adviser (a "Consultant") and shall be directly responsible for setting the appointment, terms of engagement, compensation, and oversight of the work of any such Consultant retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Consultant retained by the Committee. Prior to selecting a Consultant (other than in-house counsel), the Committee shall take into consideration all factors relevant to the Consultant's independence from management, including the following factors (as well as any other factors that may be required under the rules of the New York Stock Exchange or the SEC): (i) the provision of other services to the Company by the person that employs the Consultant; (ii) the amount of fees received from the Company by the person that employs the Consultant, as a percentage of the total revenue of the person that employs the Consultant; (iii) the policies and procedures of the person that employs the Consultant that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Consultant with a member of the Committee; (v) any stock of the Company owned by the Consultant; and (vi) any business or personal relationship of the Consultant or the person employing the Consultant with an executive officer of the Company. The Committee need not conduct the foregoing assessment for a Consultant acting in a role limited to those activities for which such assessment is not required under

the rules of the New York Stock Exchange or the SEC.

7. The Committee shall review the Committee's Charter on an annual basis and make such recommendations to the Board with respect to the Charter as it deems advisable.

Delegation

The Committee may delegate authority to act upon specific matters within defined parameters to a subcommittee consisting of one or more members of the Committee, consistent with applicable law and the rules of the New York Stock Exchange. In addition, to the extent permitted by applicable law, the Committee may, if and to the extent determined by the Committee, delegate to management or any management committee certain of its duties and responsibilities, including the authority to determine the individual amounts of grants to employees of the Company, excluding officers of the Company subject to Section 16 of the Securities Exchange Act.

Adopted effective as of October 1, 2012

Amended effective as of May 9, 2013