

CHOICE HOTELS INTERNATIONAL, INC. CORPORATE GOVERNANCE GUIDELINES

(Revised April 19, 2019)

The Board of Directors (the “**Board**”) of Choice Hotels International, Inc. (the “**Company**”) has adopted these Corporate Governance Guidelines (these “**Guidelines**”) to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and its shareholders.

1. Every Director owes a duty of loyalty to the enterprise and is expected to exercise their business judgment to act in the best interests of the Company and its shareholders as a whole.
2. Every director must be committed to devoting the time and effort necessary to learn the business of the Company and the Board to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves.
3. The Board will have at least a majority of directors who, in the business judgment of the Board, meet the criteria for independence required by the New York Stock Exchange for continued listing and other legal requirements.
4. If a Director significantly changes his or her primary employment or responsibilities during his or her tenure, that Director must notify the chair of the Board’s Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee will evaluate the appropriateness of continued Board service and make a recommendation to the Board as to the action, if any, to take in response to the new circumstances.
5. The Board will select the Company’s CEO and oversee the members of senior management, who are charged by the Board with conducting the business of the Company.
6. The Board will evaluate the performance of the CEO at least annually, in a meeting not attended by the CEO, or by any director that is presently employed by the Company or that has significant financial or personal ties to the Company (other than share ownership and entitlement to director fees). Notwithstanding the foregoing, if the Company has an executive Chairperson who is not also the CEO, such Chairperson may attend and participate in the evaluation of the CEO.
7. When the CEO also holds the position of Chairperson of the Board, or if otherwise desired by the Board, the Board will elect an independent director to act in a leadership capacity and to preside at meetings to evaluate the performance of the CEO.
8. To promote open discussion among the independent directors, the independent directors will meet in an executive session at each in-person meeting of the Board.
9. Directors shall have full and free access to senior management and other employees of the Company. In addition, the Board and each committee shall have the authority to retain and

terminate any independent legal, accounting or other advisors it determines necessary to carry out its duties. The Company will provide appropriate funding for payment of compensation to any advisors engaged by the Board or any committee.

10. Directors are expected to attend each meeting of the full Board and each meeting of any committee on which he or she serves. Directors are expected to attend the Annual Meeting of Shareholders.
11. The Board is responsible for oversight of strategy, business operations and performance evaluation, so as to promote the long-term success of the Company.
12. Every year the Board will review and approve a one-year operating plan for the Company and a three-year strategic plan, or if there are no material changes to the strategic plan then in effect, at such time as the Board deems it necessary.
13. The Board will have no more than two executive Directors; except that in connection with succession planning and or transition involving the Company's CEO, the Board may temporarily have three executive Directors, as long as the three executive Directors consist of: (1) an executive Chairman (who is not also the CEO), (2) an incumbent CEO, and (3) a successor CEO.
14. The Audit, Compensation and Corporate Governance and Nominating Committees will consist entirely of independent directors under the standards set forth in each committee's charter.
15. Committee members will be appointed by the Board.
16. The Corporate Governance and Nominating Committee will annually assess Board and committee effectiveness.
17. Whenever feasible, Directors will receive materials well in advance of meetings for items to be acted upon. Directors are expected to review such materials in advance of meetings in preparation for discussions at the meetings.
18. The Board is committed to training new Directors and providing continuing education for existing Directors, including presentations by senior management on the Company's strategic plans, its significant financial, accounting, and risk management issues, its compliance programs, its management structure and executive officers and its internal and independent auditors.
19. Interlocking directorships will not be allowed except with respect to joint ventures. (An interlocking directorship would occur if a Choice Hotels officer served on the Board of Company X and an officer of Company X served on the Choice Hotels board, or if an officer of a major supplier or customer served on the Choice Hotels Board.)
20. Directors are required to reach and maintain ownership of an amount of Company stock valued at five times the amount of the then-current annual cash retainer for Directors within five years of election to the Board.

21. Directors other than Stewart Bainum, Jr. must retire as of the annual meeting of shareholders next following the date they attain the age of 72.
22. Succession planning and management development will be reported annually by the CEO to the Board and/or one or more of its committees.
23. Directors who are employees of the Company shall not receive any additional compensation for serving on the Board or its committees. Non-employee directors will receive an annual equity award and be paid annual cash retainers for Board and committee service in amounts to be determined from time to time. Directors shall not receive any other compensation (e.g. retirement benefits).
24. Incentive compensation plans will link pay directly and objectively to measured performance goals set in advance by the Compensation and Management Development Committee.
25. These Guidelines have been approved by the Board upon the recommendation of the Board's Corporate Governance and Nominating Committee. The Board will review and amend these Guidelines as it deems necessary and appropriate.