

**DIVERSITY COMMITTEE CHARTER
CHOICE HOTELS INTERNATIONAL, INC.**

This Charter of the Diversity Committee (the “**Committee**”) of the Board of Directors of Choice Hotels International, Inc. (the “**Company**”) was adopted by the Board of Directors of the Company (the “**Board**”) on September 13, 2013, and amended as of September 13, 2019.

- 1. Purposes.** To assist and advise management in (i) developing and sustaining an inclusive culture that values working with diverse groups of people who offer diversity of thought and perspective and (ii) promoting diversity and inclusion in all aspects of the Company’s business, and to oversee and evaluate these efforts.
- 2. Goals; Responsibilities and Authority.** The primary goals, responsibilities and authority of the Committee are as follows:
 - a. Review and evaluate diversity and inclusion efforts in talent acquisition, retention and development, franchise development, and marketing.
 - b. Review the efforts by management to increase the diversity of the Company’s workforce, including at management levels.
 - c. Report to the Board on diversity and inclusion matters.

3. Composition of the Committee.

- a. **Number.** The Committee shall consist of at least three directors.
- b. **Election and Removal of Committee Members.** The members of the Committee shall be selected by the Board. The Board may remove any member from the Committee at any time with or without cause. Unless a Chair is elected by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership.

4. Meetings of the Committee. The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chair of the Committee shall have the authority to call meetings of the Committee upon reasonable notice and shall preside at all meetings of the Committee. Meetings of the Committee may be conducted by telephone conference if each of the members may simultaneously hear each other member. A majority of the members of the Committee shall constitute a quorum for the conduct of business and the Committee shall act by majority vote of the quorum. Action of the Committee may be taken without a meeting if unanimous written consent thereto by each of the members of the Committee is given. The Committee shall keep minutes of its meetings and shall provide copies of such minutes and of actions by written consent to the Board and to the Secretary of the Company for placement in the Company’s minute books.