

**AUDIT COMMITTEE
AMENDED AND RESTATED CHARTER
CHOICE HOTELS INTERNATIONAL, INC.**

This Amended and Restated Charter of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Choice Hotels International, Inc. (the "Company") was adopted by the Board of Directors of the Company (the "Board") on April 19, 2018, and amended as of April 30, 2020.

1. Purposes. The primary purposes and functions of the Committee are to:

- a. Assist the Board in fulfilling its oversight responsibilities with respect to:
- i. The quality and integrity of the Company's financial statements.
 - ii. The Company's compliance with legal and regulatory requirements.
 - iii. The qualifications and independence of the independent registered public accounting firm of the Company.
 - iv. The performance of the Company's internal audit function and independent outside auditors.
 - v. The Company's systems of internal control over financial reporting and disclosure controls and procedures established by management and/or the Board.
 - vi. The Company's auditing, accounting and financial reporting processes generally.

b. Prepare such report or reports as may be required by applicable law, including, without limitation, the Committee report required by SEC rules to be included in the annual proxy statement regarding the scope of the Committee's responsibilities and the manner of discharge of those responsibilities.

c. Oversee the financial reporting and disclosure process. To fulfill this obligation, the Committee relies on: management for the preparation and accuracy of the Company's financial statements; both management and the Company's internal audit functions for establishing effective internal controls and procedures to ensure the Company's compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company's independent registered public accounting firm for an unbiased, diligent audit or review, as applicable, of the Company's financial statements and the effectiveness of the Company's internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

It is not the role of the Audit Committee to plan or conduct audits or to determine that (i) the audits are in accordance with Standards of the Public Company Accounting Oversight Board or (ii) the financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable laws and regulations. These are the responsibility of management, the independent registered public accounting firm and the internal auditors.

2. Duties, Responsibilities and Authority. The Committee's primary duties, responsibilities and authority are as follows:

- a. ***Independent Registered Public Accounting Firm.***

<p>i. <i>Engagement.</i> The Committee is directly responsible for the selection, appointment, compensation, and oversight of the independent registered public accounting firm of the Company (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent registered public accounting firm shall report directly to the Committee. In connection with this requirement, the Committee has the sole authority, without seeking the approval of the Board, to engage or discharge the independent registered public accounting firm and to approve all audit engagement fees and terms, as well as all significant non-audit engagements with the independent registered public accounting firm.</p>
<p>ii. <i>Independence.</i> In determining who can serve as an independent registered public accounting firm of the Company, the Committee shall follow criteria established by applicable law and the New York Stock Exchange, and such other factors consistent with the foregoing as the Committee may determine to be appropriate.</p>
<p>iii. <i>Reports and Disclosures.</i> The Committee shall require that the independent registered public accounting firm timely report and provide disclosures to the Committee as may be required by law and the Public Company Accounting Oversight Board. The Committee shall obtain and review, at least annually, a report by the independent registered public accounting firm describing the audit firm's internal quality-control procedures, any material issues raised with respect to audits performed by the audit firm, and any steps taken to deal with any such issues, and (to assess the accounting firm's independence) all relationships between the independent registered public accounting firm and the Company. The Committee shall discuss with the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board.</p>
<p>iv. <i>Independent Discussions with Independent Registered Public Accounting Firm.</i> The Committee shall regularly review with the independent registered public accounting firm, without the presence of the management of the Company, any difficulties encountered in the course of its audit work and the responses of the Company's management, including any restrictions on the scope of the activities of the independent registered public accounting firm's activities or their access to requested information, any significant disagreements with management, the internal controls of the Company and the accuracy of the Company's financial statements.</p>
<p>v. <i>Pre-Approval of Services by the Independent Registered Public Accounting Firm.</i> The Committee shall pre-approve all audit and non-audit services (subject to de minimis exceptions permitted by applicable law) which are provided by the independent registered public accounting firm of the Company, and such pre-approval shall be disclosed within the Company's Annual Report on Form 10-K or in the definitive proxy statement.</p>
<p>vi. <i>Hiring Policies.</i> The Committee shall set clear hiring policies with respect to the hiring of employees or former employees of the independent registered public accounting firm.</p>
<p>b. Documents/Reports Review.</p>
<p>i. <i>Financial Statements.</i> The Committee shall discuss the annual audited financial statements and the quarterly financial statements with management and the independent registered public accounting firm, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operation."</p>

<p>ii. <i>SEC Filings.</i> The Committee shall review, with management and the independent registered public accounting firm, the 10-K and the 10-Q prior to their filing. The Committee shall promptly be provided and review with management and the independent registered public accounting firm, any non-routine SEC correspondence, such as comment letters on the Company's filings and management's response prior to their filing. The Chair of the Committee may represent the entire Committee for purposes of such review.</p>
<p>iii. <i>Releases.</i> The Committee shall discuss earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies. This discussion can be a general discussion of the types of information to be disclosed and the type of presentation to be made; provided, however, that the Committee need not discuss in advance financial information provided to analysts and rating agencies or each instance in which the Company may provide earnings guidance.</p>
<p>iv. <i>Internal Auditor Information.</i> The Committee shall review the internal audit reports to management prepared by the internal auditor and management's response. It shall also review and approve the annual internal audit plan and review, at least annually, the activities of the internal audit functions to provide feedback and guidance. The Committee shall review and assess the qualifications and performance of the internal audit functions, including the adequacy of staffing and budget.</p>
<p>v. <i>This Charter.</i> The Committee shall review this Charter, at least annually, and update as the Committee shall determine to be necessary or desirable.</p>
<p>vi. <i>Swap Transaction Policy.</i> The Committee shall, on an annual basis, review and approve the decision to enter into swap transactions that are exempt from the clearing requirement under the Commodity Exchange Act (as amended) for swaps that are (i) used to hedge or mitigate a commercial risk and (ii) where the party seeking such exemption provides certain required information to a registered swap data repository or, if no registered swap data repository is available, to the Commodities Future Trading Commission.</p>
<p>c. <i>Financial Reporting Processes.</i> The Committee shall:</p>
<p>i. In consultation with the independent registered public accounting firm, review the effectiveness of the Company's financial reporting processes.</p>
<p>ii. Consider the judgment of the independent registered public accounting firm concerning the quality and appropriateness of the Company's accounting principles as applied in its financial reporting, including resolution of any disagreement between management and the independent registered public accounting firm.</p>
<p>iii. Consider and approve, if appropriate, material changes to the Company's auditing and accounting principles and practices, including recommendations of the independent registered public accounting firm or management.</p>

<p>iv. Establish regular and separate systems of reporting to the Committee by each of management and the independent registered public accounting firm regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.</p>
<p>d. Internal Controls Over Financial Reporting. The Committee shall:</p>
<p>i. Discuss, with management and the internal auditors, management's process for assessing the effectiveness of internal control over financial reporting, including any material weaknesses or significant deficiencies identified.</p>
<p>ii. Review management's report on its assessment of the effectiveness of internal control over financial reporting, including any material weaknesses identified; and determine that the disclosures describing any identified material weaknesses and management's remediation plans are clear and complete.</p>
<p>iii. Discuss with management, the internal auditors and the independent registered public accounting firm any changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting that are required to be disclosed.</p>
<p>e. Process Improvement. The Committee shall review with the independent registered public accounting firm and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.</p>
<p>f. Oversight of Enterprise Risk Management and Risk Assessment. The Committee shall periodically discuss and review with management, internal and external auditors, and the company's internal compliance and enterprise risk committee leadership, the Company's policies and processes with respect to enterprise risk management and risk assessment, including the risk of fraud.</p>
<p>g. Disclosure Controls and Procedures. The Committee will review with the CEO and the CFO the Company's disclosure controls and procedures and will review periodically management's conclusions about the efficacy of such disclosure controls and procedures.</p>
<p>h. Report to the Board. The Committee shall report regularly to the Board with regard to any issues that may arise in connection with the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent registered public accounting firm, the performance of the internal audit function, the Committee's oversight of enterprise risk management, or any other matter of a material nature that may arise in the course of the discharge by the Committee of its responsibilities and duties under this Charter.</p>
<p>i. Annual Self Evaluation. The Committee shall undertake an evaluation of the Committee's effectiveness at least once a year in compliance with legal requirements.</p>
<p>j. Complaints Procedures. The Committee shall establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.</p>
<p>k. Ethical Compliance. The Committee shall establish, review and update periodically a Code of Ethical Conduct in compliance with applicable law and ensure that management has established a system to enforce this Code.</p>

l. Outside Advisors and Funding. The Committee has the authority, without seeking Board approval, to engage outside legal, accounting or other advisors to assist the Committee in the performance of its duties and responsibilities, and to approve the applicable advisory engagement fees and terms. The Company shall provide for appropriate funding for the Committee, in its capacity as a committee of the Board, in such amounts as may be determined by the Committee, for payment of compensation to any advisors engaged by the Committee in connection with the fulfillment by the Committee of its responsibilities and duties hereunder.

m. Access to Records. The Committee has full authority to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.

n. Other. The Committee shall address such other matters as may be referred to the Committee by the Board. The Committee shall generally serve as an independent and objective party to monitor the Company's financial reporting process and internal control system and to provide an open avenue of communication among the independent registered public accounting firm, internal audit, management, and the Board.

3. Composition of the Committee.

a. Number and Service on Other Boards. The Committee shall consist of at least three directors. No member of the Committee may serve simultaneously on the audit committee of more than two other public companies unless approved to do so by the Board.

b. Independence. Each member of the Committee must (i) meet the independence requirements of the New York Stock Exchange, as the same may be in effect from time to time, (ii) meet the independence requirements of Rule 10A-3 of the Securities Exchange Act of 1934, and (iii) meet the Company's independence guidelines as set out below:

i. Employees. No director who is an employee or a former employee (including non-employee executive officer) of the Company (or an affiliate of the Company) is "independent" until five years following the termination of his or her employment. A director who serves as an interim Chairman or interim CEO may be excluded from the definition of "former employee" and thus be deemed independent immediately after the termination of his or her service as interim Chairman or interim CEO.

ii. Affiliation with Independent Registered Public Accounting Firm. No director who is, or in the past five years has been, affiliated with or employed by a present or former independent registered public accounting firm of the Company (or of an affiliate of the Company) is "independent" until five years after the end of either the affiliation or the auditing relationship.

iii. Interlocking Directorate. No director can be "independent" if he or she is, or in the past five years has been, part of an interlocking directorate. A director is part of an "interlocking directorate," if any of the executives of the Company serve on the compensation committee of the company which employs such director.

iv. Family Members. A director who has an immediate family member in any of the above categories is not "independent" until the expiration of the applicable "cooling-off" periods. Employment of a family member in a non-officer position does not preclude a determination that a director is "independent."

<p>v. Compensation. In order to be considered "independent" for purposes of serving on the Audit Committee, a director may not, other than in his or her capacity as a member of the Audit Committee, the Board or any other Board committee, accept any consulting, advisory or other compensatory fee from the Company.</p>
<p>vi. Affiliation. In order to be considered "independent" for purposes of serving on the Audit Committee, a director may not be an affiliated person of the Company (or any subsidiary of the Company) as such affiliation may be determined by applicable law and the applicable requirements of any exchange or self-regulatory organization with which the Company's shares are listed for trading, other than in his or her capacity as a member of the Audit Committee, the Board or any other Board committee.</p>
<p>c. Financial Literacy of All Members. Each member of the Audit Committee must be financially literate, as such qualification is interpreted by the Company's Board of Directors in its business judgment.</p>
<p>d. Chair to be Financial Expert. The Chair of the Audit Committee must be a "financial expert" as such term is defined by the SEC in Item 407(d)(5)(ii) of Regulation S-K.</p>
<p>e. Delegation. The Committee is authorized to form and delegate one or more of its duties to a subcommittee, the members of which shall be one or more of members of the Committee.</p>
<p>f. Election of Committee Members. The members of the Committee shall be elected 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.</p>
<p>4. Meetings of the Committee.</p>
<p>a. The Committee shall meet at least four times annually or more frequently as circumstances dictate and shall consider scheduling meetings to provide adequate opportunity for the Committee to review the annual and quarterly financial statements in advance of their release. 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 Secretary of the Company for placement in the Company's minute books.</p>
<p>b. The Committee shall periodically meet in separate sessions with each of the management, the internal auditors and the independent registered public accounting firm.</p>