

## **CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER CHOICE HOTELS INTERNATIONAL, INC.**

This Charter of the Corporate Governance and Nominating 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 February 8, 2013 and amended as of April 30, 2020.

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

- a. Identify individuals qualified to become members of the Board, consistent with the criteria approved by the Board. If the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors need not be subject to this subsection.
- b. Select, or to recommend that the Board select, the director nominees for election at the next annual meeting of the shareholders or to fill vacancies, in accordance with the bylaws of the Company.
- c. Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company and to periodically review these Guidelines.
- d. Oversee the annual self-evaluation of the Board and management's assessment of the Board.
- e. Monitor the Company's ESG (environmental, social and governance) strategy and practices, and, if appropriate, make recommendations to the Board concerning the same.

**2. Goals; Responsibilities and Authority.** The primary goals, responsibilities and authority of the Committee are as follows:

- a. **Directors/Management.** It is the Committee's responsibility:
  - i. To establish and recommend criteria for Board membership and assess whether the mix of skills and attributes of directors fulfills the needs and requirements of the Board.
  - ii. To identify, consider, recommend and recruit candidates to fill new positions or vacancies on the Board, consistent with the criteria approved by the Board.
  - iii. To review and make recommendations to the Board concerning Board candidates recommended by shareholders.
  - iv. To conduct the appropriate and necessary inquiries into the backgrounds and qualifications of proposed Board candidates.
  - v. To review and make recommendations to the Board on the

individuals to be nominated for election as directors by the shareholders of the Company at the annual meeting of the shareholders.

- vi. To review and make recommendations to the Board on the size and composition of the Board and its committees.
  - vii. To review and make recommendations to the Board with respect to directors, if any, who are unable to perform the duties required to be performed by the directors of the Company.
  - viii. To review and make recommendations to the Board with respect to the retirement of directors from the Board.
  - ix. To review and make recommendations to the Board with respect to the Company's policies regarding the conduct of business or other transactions between the Company and a director or senior executive or any person or entity affiliated with a director or senior executive and other director or senior executive conflict of interest matters.
  - x. To conduct and oversee an annual Board self-assessment and a management assessment of the Board.
  - xi. To develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company and to periodically review these Guidelines and recommend changes when appropriate.
  - xii. To monitor and make recommendations to the Board concerning matters of corporate governance.
  - xiii. To review the outside board service by directors and senior executives and to make recommendations to the Board on policies for such service.
- b. **Review and Approval of Related Party Transactions.** The Committee shall review and approve related party transactions as required by and in accordance with the Company's Related Party Transaction Policy.
- c. **Environmental & Social.** The Committee shall monitor and provide input to management on the Company's strategy, practices and policies related to environmental and social matters, as well as the Company's communications and disclosures related to the foregoing.
- d. **Self-Evaluation.** The Committee shall undertake an evaluation of the Committee's effectiveness at least once a year in compliance with legal requirements.
- e. **Committee Reporting to the Board.** The Committee shall regularly report to the Board.

- f. **Outside Advisors and Funding.** The Committee has the sole authority, without seeking Board approval, to retain search firms for the identification of director candidates to assist the Committee in the performance of its duties and responsibilities, to terminate the same, and to approve the applicable consulting fees and terms. The Committee shall also have authority to obtain advice and assistance from internal or outside legal or other advisors it determines necessary to carry out its duties. 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 search firms or advisors engaged by the Committee in connection with the fulfillment by the Committee of its responsibilities and duties hereunder.
- g. **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 members of the Committee.
- h. **This Charter.** The Committee shall review and update this Charter, at least annually, as conditions dictate.
- i. **Other.** The Committee shall address other matters as may be referred to the Committee by the Board.

### 3. Composition of the Committee.

- a. **Number.** The Committee shall consist of at least three directors.
- b. **Independence.** All of the members of the Committee must meet the independence requirements of the New York Stock Exchange, as the same may be in effect from time to time. In addition, to determine whether a director is "independent," the following shall be considered:
  - 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 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 CEO. In the event the employment relationship is with a former parent or predecessor of the Company, the director may serve on the Committee after three years following the termination of the relationship between the Company and the former parent or predecessor.
  - ii. **Affiliation with Auditor.** No director who is, or in the past five years has been, affiliated with or employed by a present or former outside auditor 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. *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."

c. ***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 once 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 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.