

**HUMAN CAPITAL AND COMPENSATION COMMITTEE
CHARTER
CHOICE HOTELS INTERNATIONAL, INC.**

This Charter of the Human Capital and Compensation Committee (formerly known as the Compensation and Management Development 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 9, 2009 and amended on April 19, 2019 and May 24, 2022.

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

- a. Discharge the Board's responsibilities relating to compensation of the Company's executive officers.
- b. Review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**"), and prepare and submit a Compensation Committee Report, in each case for inclusion in the Company's proxy statement.
- c. Administer the Company's incentive compensation and equity-based plans in accordance with the various authorities prescribed for the Committee pursuant to such plans.
- d. Review plans for senior executive development and succession.

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

- a. ***Compensation Related.***
 - i. Oversee the Company's executive compensation strategy, including executive compensation levels (including comparator groups, salaries, target bonuses, long-term incentive targets, and executive benefits and perquisites), incentive plan design (including plan architecture, vehicles, measures, and program features (e.g., vesting), and pay for performance calibration (average, goal setting).
 - ii. Review goals and objectives relevant to Chief Executive Officer ("**CEO**") compensation, evaluate the CEO's performance in light of those goals and objectives, and make recommendations to the Board with respect to the CEO's compensation level based on this evaluation and relevant market data. Review compensation-related agreements (including employment agreements, severance and change of control arrangements and any other special supplemental compensation and/or benefit) for the CEO and make recommendations to the Board with respect to such agreements. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive

compensation (“**Say on Pay Vote**”). The CEO may not be present during voting or deliberations of the Compensation Committee regarding matters relating to the CEO’s compensation.

- iii. Review and approve salaries, bonus and incentive plans, equity-based compensation, and other compensation for the other executive and corporate officers of the Company based on performance in light of applicable goals and objectives and relevant market data. Review and approve compensation-related agreements (including employment agreements, severance and change of control arrangements and any other special supplemental compensation and/or benefit) for officers. In evaluating and determining compensation for the officers, the Committee shall consider the results of the most recent Say on Pay Vote.
- iv. Periodically review executive benefits programs, plans and offerings, including supplemental retirement benefits, flexible perquisites, life insurance, deferred compensation, and Stay@Choice.
- v. Select one or more comparator groups (peer groups of companies against which to compare the Company’s compensation practices as one factor to consider when setting compensation).
- vi. Periodically review company policies concerning well-being and benefit plans for all employees of the Company including the Company’s 401(k) plan.
- vii. Oversee, administer, interpret and otherwise exercise the various authorities prescribed for the Committee by the Company’s incentive compensation and equity-based plans (including reviewing share utilization and aggregate grant value), and make recommendations to the Board with respect to such plans.
- viii. If permitted by the applicable compensation and equity-based plans, grant awards to eligible participants and allow authorization of employer contributions under such plans.
- ix. Review the Company’s incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risks.
- x. Review and discuss the CD&A with Company management and, based on the review and discussion, make a

recommendation to the Board regarding whether to include the CD&A in the Company's proxy statement and/or annual report on Form 10-K. The Committee shall prepare a Compensation Committee Report describing the above actions and authorize the inclusion of the report in the Company's proxy statement and/or its annual report on Form 10-K, all in accordance with applicable rules and regulations.

- xi. Review all components of non-employee director compensation on at least a biennial basis and make recommendations to the Board. Approve annual stock grants to non-employee directors consistent with current Board approvals.

b. **Management Development & Succession Planning.** The Committee will annually:

- i. Review and discuss the Company's management succession plans and talent pipeline for the CEO and other key executive roles.
- ii. Review and discuss the Company's annual talent review, including an overview of top performers and top potentials, their role in organization, development plans and career path opportunities.
- iii. Review the Company's internal marketplace / internal enablement strategy and progress.

c. **Human Capital and Organizational Engagement.** The Committee will periodically:

- i. Review Company-wide engagement results and trends.
- ii. Review the Company's current and future work environment (i.e., how work gets done – hybrid, remote, flexibility).
- iii. Review the Company's internal pay parity and fair pay workplace assessments and results.
- iv. Review the Company's human capital metrics and the Company's public disclosure of such metrics.

d. **Self-Evaluation and Charter.** The Committee shall undertake an evaluation of the Committee's effectiveness at least once a year in compliance with legal requirements. The Committee shall review this Charter at least annually and recommend such changes to the Board as the Committee determines to be necessary or desirable.

e. **Reporting to the Board.** The Committee shall report its actions and recommendations to the Board.

f. **Outside Advisors and Funding.** The Committee has the sole authority, without seeking Board approval, to retain outside compensation consultants regarding CEO or senior management compensation, 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. In retaining compensation consultants, outside counsel or advisors, the Committee must take into consideration the independence factors set forth in the New York Stock Exchange's rules. 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. Nothing in this Section 2(f) or in the rules of New York Stock Exchange shall be construed to (a) require the Committee to implement or act consistently with the advice or recommendations of any outside compensation consultant, outside legal, or other advisor to the Committee, or (b) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

- 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. For purposes of clarification, the Stock Compensation Committee of the Board is not subject to the foregoing.
- h. **Other.** The Committee shall address such other matters as may be referred to the Committee by the Board, from time to time.

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 (i) meet the independence requirements of the New York Stock Exchange, as the same may be in effect from time to time, (ii) qualify as a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) qualify as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. In addition, no member may be a part of a compensation committee interlock within the meaning of SEC Regulation S-K.
- c. **Election and Removal 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.

4. Meetings of the Committee.

The Committee shall meet at least three 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 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.