

**Amended and Restated Charter of  
the Audit Committee of  
Hospitality Investors Trust, Inc.**

**Adopted March 31, 2017**

The Board of Directors (the “Board”) of Hospitality Investors Trust, Inc. (the “Company”) has established the Audit Committee of the Board (the “Committee”) with the authority, responsibilities and duties as described in this Charter of the Audit Committee (this “Charter”).

The provisions of this Charter, including, but not limited to, those pertaining to Committee composition and meeting procedures, are subject to the preferences, rights, restrictions and other terms and conditions of the Redeemable Preferred Share and the holder of the Redeemable Preferred Share as set forth in the Articles Supplementary as filed with the State Department of Assessments and Taxation of Maryland on March 31, 2017 (the “Articles Supplementary”) and the Company’s bylaws. The provisions of this Charter are also subject to the other terms and conditions of the Company’s charter in addition to those contained in the Articles Supplementary as well as the Company’s bylaws to the extent applicable, as well as applicable law, rules and regulations. The foregoing shall apply with respect to all provisions of this Charter regardless of whether a provision specifically references the Company’s charter, including, without limitation, the Articles Supplementary, or the Company’s bylaws. Notwithstanding anything to the contrary herein, if there is any inconsistency between the terms of this Charter and the terms of the Company’s charter, including, without limitation, the Articles Supplementary, or the Company’s bylaws, then, as applicable, the terms of the Company’s charter, including, without limitation, the Articles Supplementary, or the Company’s bylaws will prevail. Capitalized terms used but not defined herein shall have the meanings set forth in the Articles Supplementary.

**I. Purposes and Powers**

The purposes of the Committee are to: (i) oversee the Company’s independent registered public accounting firm and internal auditor, as applicable, who shall report directly to the Committee; and (ii) assist the Board in undertaking and fulfilling its responsibilities in monitoring (A) the Company’s financial reporting process, (B) the integrity of the financial statements of the Company, (C) the Company’s compliance with applicable legal and regulatory requirements, (D) the independence and qualifications of the Company’s independent registered public accounting firm and internal auditors, as applicable, and (E) the performance of the Company’s independent registered public accounting firm and internal auditors, as applicable.

Subject to the Company’s charter, including, without limitation, the Articles Supplementary, and the Company’s bylaws, as well as applicable law, rules and regulations, the Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes and carry out its duties and responsibilities as set forth in this Charter. In addition, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s charter, including, without limitation, the Articles Supplementary, and the Company’s bylaws. Subject to the Company’s

charter, including, without limitation, the Articles Supplementary, and the Company's bylaws, as well as applicable law, rules and regulations, the powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of further Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee to the extent such delegation is consistent with the Company's charter, including, without limitation, the Articles Supplementary, and the Company's bylaws, as well as applicable law, rules and regulations.

The Committee shall have the authority, as it deems appropriate, to investigate any matter brought to its attention with full access to all books, records, and facilities of the Company and the authority to engage independent counsel and other advisors as it determines is necessary to carry out its duties. The Company shall provide for appropriate funding required by the Committee to discharge its responsibilities, as determined by the Committee, including the payment fees and expenses of the Company's independent registered public accounting firm and internal auditors, as applicable, and for payment of reasonable compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee that the Committee believes to be desirable or appropriate in carrying out its duties. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company.

## **II. Membership**

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the requirements to be "Independent Directors," as such term is defined in the Company's charter; provided, however, for so long as the Redeemable Preferred Share is outstanding, at least one Redeemable Preferred Director selected by the holder of the Redeemable Preferred Share shall be a member of the Committee if, and only if, such Redeemable Preferred Director meets the requirements to be an "Independent Director," as such term is defined in the Company's charter; provided that if no Redeemable Preferred Director meets the requirements to be an "Independent Director" then at least one Approved Independent Director shall be a member of the Committee. The Company does not currently have any securities listed on a national securities exchange. At such time as any securities of the Company are listed on a national securities exchange, the members of the Committee (including without limitation any Redeemable Preferred Director) shall also meet all the applicable independence requirements of the Securities and Exchange Commission (the "Commission") and any national securities exchange on which any securities of the Company are then listed. If at such time as any securities of the Company are listed on a national securities exchange, no Redeemable Preferred Director meets all the applicable independence requirements of the Commission and such national securities exchange, for so long as the Redeemable Preferred Share is outstanding, at least one Approved Independent Director shall be a member of the Committee.

Each member of the Committee shall also meet the independence requirements of laws, rules and regulations applicable to the Company, including the provisions of Section 10A-3 of the

Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules and regulations of the Commission, each as in effect from time to time; provided that if no Redeemable Preferred Director meets the foregoing requirements then at least one Approved Independent Director who does meet the foregoing requirements shall be a member of the Committee. Each member of the Committee shall be financially literate, as determined by the Board. At least one member of the Committee shall, in the judgment of the Board, have the requisite accounting or financial management expertise to qualify as a “financial expert,” as defined in Item 407(d)(5)(ii) of Regulation S-K.

Committee members may be added or removed from the Committee, with or without cause, by the Board at the discretion of the Board. The Board shall appoint, from time to time, from among the Committee members, a Chair.

### **III. Meetings and Procedures**

The Chair of the Committee (or in his or her absence, a member selected by the Committee) shall preside at each meeting of the Committee and set the agenda for each Committee meeting. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s charter, including, without limitation, the Articles Supplementary, or the Company’s bylaws that are applicable to the Committee.

The Committee shall meet as often as it determines is necessary to fulfill its responsibilities, but not less frequently than quarterly. The Committee shall meet periodically and separately with management, the Company’s independent registered public accounting firm and the internal auditor. The Committee shall maintain regular and open communication among the members of the Committee, management, the independent auditor and the internal auditor.

### **IV. Duties and Responsibilities**

The duties and responsibilities of the Committee are set forth below. These are in addition to duties and responsibilities that the members of the Committee may have as directors of the Company or as members of other committees of the Board. The Company’s management and independent registered public accounting firm are responsible for the planning and conduct of the annual audit of the Company’s financial statements and determining that the Company’s financial statements are complete and accurate and prepared in accordance with United States Generally Accepted Accounting Principles (“GAAP”); such function is not the responsibility of the Committee.

#### **Relationship with the Company’s Independent Auditor and Internal Auditors**

1. The Committee shall retain and terminate the Company’s independent registered public accounting firm. The Company’s independent registered public accounting firm shall report directly to the Committee.

2. The Committee shall review with the Company’s independent registered public accounting firm the scope and terms of the prospective annual audit (or other audit, review or attest services for the Company) and approve in advance the estimated fees therefor,

and such other matters pertaining to the annual audit (or other audit, review or attest services for the Company) as the Committee may deem appropriate.

3. The Committee shall approve the retention of the Company's independent registered public accounting firm for any non-audit service that is not a prohibited service and the fee for such non-audit service.

4. The Committee shall review a report by the Company's independent registered public accounting firm at least annually, describing the Company's independent registered public accounting firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the Company's independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Company's independent registered public accounting firm, and any steps taken to deal with any such issues, and all relationships between the Company's independent registered public accounting firm and the Company which may relate to the Company's independent registered public accounting firm's independence.

5. The Committee shall evaluate the qualifications, performance and independence of the Company's independent registered public accounting firm, including considering whether the Company's independent registered public accounting firm's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the Company's independent registered public accounting firm's independence.

6. The Committee shall review with the Company's independent registered public accounting firm, to the extent the Company's independent registered public accounting firm determines it is appropriate to call to the attention of the Committee, any communications between the Company's audit team and the Company's independent registered public accounting firm's national office regarding auditing or accounting issues presented by the engagement, including matters of audit quality and consistency.

7. The Committee shall evaluate the lead audit partner of the Company's independent registered public accounting firm on the engagement, and ensure that the lead audit partner is rotated every five years.

### **Audit Oversight**

8. The Committee shall meet with the Company's independent registered public accounting firm prior to the annual audit to review the scope, planning and staffing of the audit.

9. The Committee shall obtain from the Company's independent registered public accounting firm assurance of compliance with applicable independence requirements.

10. The Committee shall review with the Company's independent registered public accounting firm the matters required to be discussed by under PCAOB standards.

11. The Committee shall review with the Company's independent registered public accounting firm any problems or difficulties the auditor may have encountered and management's response and any management or internal control letter provided by the independent registered public accounting firm and the Company's response to that letter. Such review should include:

(a) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information and any disagreement with management;

(b) Any accounting adjustments that were noted or proposed by the independent auditor but were "passed;"

(c) Any changes required in the planned scope of the internal audits;  
and

(d) The Company's independent registered public accounting firm's scope of services, staffing and related fees, if applicable.

12. The Committee shall resolve disagreements between management and the Company's independent registered public accounting firm regarding financial reporting.

13. The Committee shall set clear hiring policies for employees or former employees of the Company's independent registered public accounting firm.

14. The Committee shall prepare the disclosure required by Item 407(d)(3)(i) of Regulation S-K.

#### **Review of Periodic Statements and Disclosures**

15. The Committee shall meet to review and discuss with management and the independent auditor the annual and quarterly financial statements of the Company, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the results of the Company's independent registered public accounting firm's reviews of such financial statements, and review the financial statements for inclusion in the Company's periodic filings with the Commission.

16. The Committee shall review analyses prepared by management and the Company's independent registered public accounting firm of significant accounting and financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including an analysis of any significant changes in the Company's selection or application of accounting principles, all critical accounting policies and practices used, any off-balance sheet financial structures, and the effect of alternative GAAP methods on the Company's financial statements, and of non-GAAP financial measures or information, including the use of "pro forma" or "adjusted" financial data included in financial reporting.

17. The Committee shall discuss with management the Company's earnings press releases, if any, as well as financial information and earnings guidance provided to analysts and rating agencies, if any.

18. The Committee shall review matters that have come to the attention of the Committee through reports of management, legal counsel and others, that relate to the status of compliance and anticipated future compliance with applicable laws, regulations, internal policies and controls, and that may be expected to be material to the Company's financial statements.

19. The Committee shall review with management and the Company's independent registered public accounting firm the potential effect of regulatory and accounting initiatives on the Company's financial statements.

20. The Committee shall review with management and the Company's independent registered public accounting firm any material correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.

### **Review of Controls**

21. The Committee shall review and discuss with management, and the Company's independent registered public accounting firm and internal auditor (as applicable), the adequacy of internal controls and any special audit steps adopted in light of material control deficiencies that could significantly affect the Company's financial statements.

22. The Committee shall review management's certification of disclosure controls and procedures and internal controls for financial reporting.

23. The Committee shall review, at least annually, the then current and future scope of work of the Company's internal auditor, as applicable, including any procedures for implementation of accepted recommendations made by the internal auditor; and review summaries of any formal audit reports issued by the internal auditor.

24. The Committee shall review the appointment and replacement of the internal auditor, as applicable.

25. The Committee shall review with the Company's internal auditor, as applicable, the adequacy of disclosures of insider and affiliated party transactions.

26. The Committee shall review policies with respect to major risk assessment and risk management and review with management the steps taken to monitor and control such exposures.

### **Ongoing Policies**

27. The Committee shall review reports from management, the Company's independent registered public accounting firm and internal auditor (if applicable) that the

Company is in compliance with applicable legal requirements and the Company's Code of Business Conduct and Ethics.

28. The Committee shall establish procedures for the (i) receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, each as required by applicable laws, rules and regulations.

29. The Committee may review and approve the Company's decision to enter into all swap transactions, including, without limitation, non-cleared swaps that are exempt from the clearing and trade execution requirements established under applicable federal law, rules and regulations. The Committee may review and approve swap transactions submitted to it by management on (i) an individual transaction basis or (ii) a blanket basis, with respect to all non-cleared swaps that are exempt from the federal clearing and trade execution requirements, which approval must be reviewed at least annually. Further, the Committee may review and approve the Company's current and proposed hedging policies and strategies related to its use of swaps to hedge or mitigate commercial risks.

#### **Committee Activities**

30. The Committee shall undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's charter, including without limitation the Articles Supplementary, the Company's bylaws or the Board.

31. The Committee shall review and reassess this Charter periodically and as and when appropriate and submit any recommended changes to the Board for its consideration.

32. The Committee shall periodically and as and when appropriate report to the Board on its findings and actions.

33. The Committee shall evaluate its own performance on an annual basis to the extent deemed necessary and desirable, including its compliance with this Charter, and provide the Board with any recommendations for changes in the structure and operations of the Committee or the procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.