

Charter of the Compensation 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 Compensation Committee of the Board (the “Committee”) with the authority, responsibilities and duties as described in this Charter of the Compensation 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) to perform the functions described below under “Duties and Responsibilities” in order to discharge the Board’s responsibilities relating to compensation of the Company’s directors and officers and otherwise in a manner consistent with the relevant provisions of the Articles Supplementary related to Key Persons (as defined below); and (ii) to the extent required, to produce an annual report on executive compensation for inclusion in the Company’s proxy statement or annual report on Form 10-K, in accordance with applicable rules and regulations. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, 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.

For the purposes of this Charter, consistent with the Articles Supplementary, “Key Person” means either (a) any Company Executive Officer or (b) any other officer of the Company or other member of management of the Company earning total annual base salary cash compensation in an amount equal to or greater than three hundred thousand dollars (\$300,000), including, in the case of each of (a) and (b), any person who becomes a Key Person as a result of being hired or promoted.

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 retain or replace, as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisors as the Committee believes to be desirable or appropriate. The Company shall provide for appropriate funding, as determined by the Committee, 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. The Committee may select a compensation consultant, legal counsel or other advisor to the Committee only after taking into consideration all factors relevant to that person's independence from management as determined by the Committee in accordance with any applicable rules or regulations of the Securities and Exchange Commission ("SEC") and any national securities exchange on which any securities of the Company are listed at the time of such consideration.

Nothing in this Charter shall be construed: (a) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other advisor to the Committee; (b) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee; or (c) to require a compensation consultant, legal counsel or other compensation advisor to be independent.

II. Membership

The Committee shall consist of no fewer than two 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 whether or not such Redeemable Preferred Director meets the requirements to be an "Independent Director," as such term is defined in the Company's charter, shall be a member of the Committee; provided, however, in any such case at least a majority of the Committee shall consist of "Independent Directors." 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 SEC, including Rule 10C under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), 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 SEC 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.

Except for any Redeemable Preferred Director, the members of the Committee also shall qualify as "outside" directors within the meaning of Internal Revenue Code Section 162(m) and as "non-employee" directors within the meaning of Rule 16b-3 under the Exchange Act.

As necessary to satisfy the requirements of Rule 16b-3, while any class of equity securities of the Company is registered under Section 12 of the Exchange Act, (i) the Committee shall establish a subcommittee consisting solely of two or more "non-employee" directors within the meaning of Rule 16b-3 under the Exchange Act, in accordance with Rule 16b-3, and (ii) to the extent that this Charter (as amended and/or restated) requires the approval of the Board for compensation of any "officer" of the Company or any Affiliate within the meaning of Section 16 of the Exchange Act (whether or not the Company is subject to the requirements of the Exchange Act), without regard to whether such person is an "executive officer" within the meaning of Rule 3b-7 under the Exchange Act, or to any member of the Board or the board of directors of an Affiliate, the term Committee shall refer to the Board acting in such capacity.

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 on a regularly scheduled basis at least once per year or more frequently as the Committee deems necessary or desirable.

IV. Duties and Responsibilities

1. The Committee shall review and approve (or make recommendations to the Board for approval) all officers' employment agreements, severance arrangements and any change in control agreement.

2. The Committee shall, at least annually to the extent deemed necessary and desirable and not inconsistent with the terms of any employment agreement, establish performance criteria (including both long-term and short-term goals) relating to the compensation, if any, of the Company's chief executive officer, chief financial officer and any other officer who is a "named executive officer" within the meaning Item 402 of Regulation S-K, evaluate the performance of such officers in light of those performance criteria, and determine and approve (or, in the case of officers other than the chief executive officer, make recommendations to the Board for approval) the compensation, if any, of the such officers based on such evaluation.

3. Without limiting the generality of the other duties and responsibilities of the Committee set forth herein, for so long as the Redeemable Preferred Share is outstanding and the Committee contains at least one Primary Redeemable Preferred Director, the Committee shall review, evaluate and approve any action that is otherwise consistent with the Committee's duties hereunder relating to Key Persons that requires the prior approval of at least one Primary Redeemable Preferred Director pursuant to Section 6(i)(x) of the Articles Supplementary.

4. The Committee shall make recommendations to the Board with respect to the establishment of, and shall manage and periodically review, all annual bonus, incentive compensation, equity compensation, employee pension and welfare benefit plans.

5. The Committee shall, to the extent established, periodically review policies concerning perquisite benefits available to officers of the Company.

6. The Committee shall implement and administer the Company's incentive compensation plans and equity-based plans, including, but not limited to, (i) approving option grants and other equity-based awards, (ii) interpreting such plans, (iii) determining rules and regulations relating to such plans, (iv) modifying or canceling existing grants or awards, (v) determining the number of shares underlying grants and awards to directors, officers and other employees and (vi) imposing limitations, restrictions and conditions upon any grant or award as the Committee deems necessary or appropriate.

7. The Committee shall periodically review, evaluate and, if it deems appropriate, recommend changes to remuneration for independent directors.

8. The Committee shall assist management in complying with the Company's proxy statement and annual report disclosure requirements and shall prepare and approve the Compensation Committee Report to be included, to the extent required, as part of the Company's annual proxy statement or annual report on Form 10-K in accordance with applicable rules and regulations promulgated by the SEC.

9. The Committee shall oversee and assist the Company in preparing the Compensation Discussion & Analysis ("CD&A") for inclusion, to the extent required, in the Company's annual proxy statement or annual report on Form 10-K, as well as other Company reports (when and as necessary) filed with the SEC. The Committee shall provide a description of the processes and procedures for the consideration and determination of executive and director compensation, to the extent required for inclusion in the Company's annual proxy statement, all in accordance with applicable rules and regulations. The Committee shall 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 annual proxy statement or annual report on Form 10-K.

10. 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.

11. 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.

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