

Amended and Restated Charter of the Conflicts 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 Conflicts Committee of the Board (the “Committee”) with the authority, responsibilities and duties as described in this Charter of the Conflicts 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

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 the authority and jurisdiction to review or approve transactions or other matters involving, in the reasonable judgment of members of the Board who meet the requirements to be “Independent Directors,” as such term is defined in the Company’s charter (excluding, for this purpose, any Redeemable Preferred Director), conflict of interest situations between the Company or one or more of its Subsidiaries, on the one hand, and Brookfield or any Affiliate thereof, on the other hand (any such transactions or other matters, “Related Party Transactions”); provided that discussions, deliberations, decisions or actions involving the Securities Purchase Agreement, the Limited Partnership Agreement or any other agreement entered into by Brookfield or any of its Affiliates in connection with the transactions contemplated by the

Securities Purchase Agreement, including matters pertaining to the rights of Brookfield or any of its Affiliates under such agreements, may be deemed by a majority of the members of the Board who meet the requirements to be “Independent Directors,” as such term is defined in the Company’s charter (excluding, for this purpose, any Redeemable Preferred Director), not to constitute such a conflict of interest.

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, and shall not include any Redeemable Preferred Directors.

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 frequently as circumstances dictate.

IV. Authority and Responsibilities

The Committee shall have the authority to: (a) review and evaluate the terms and conditions, and to determine the advisability of any Related Party Transaction; (b) negotiate the terms and conditions of any Related Party Transaction, and, if the Committee deems appropriate, but subject to the limitations of applicable law, approve the execution and delivery of documents in connection with any Related Party Transaction on behalf of the Company; (c) determine whether the relevant Related Party Transaction is fair to, and in the best interest of the Company and its stockholders, and (d) recommend to the Board what action, if any, should be taken by the Board with respect to any Related Party Transaction. The Committee is also delegated all other authority of the Board as may be required or advisable to fulfill the purposes of the Committee. While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.

With respect to any matter subject to this Charter, the Committee shall have full access to all books, records, facilities and personnel of the Company and to request any officer or

personnel of the Company, the Company's outside counsel, inside counsel, independent auditors or internal auditors to attend meetings of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall have authority to retain independent legal counsel to advise it and assist it in connection with fulfilling its duties as delegated by the Board. The Committee shall have authority to retain such other consultants and agents, including, without limitation, independent investment bankers, as the Committee may deem necessary or appropriate to advise it and assist it in connection with fulfilling its duties as delegated by the Board and to perform such services and render such opinions as may be necessary or appropriate in order for the Committee to discharge such duties.

The Committee shall have the authority to enter into contracts providing for the retention, compensation, reimbursement of expenses, and indemnification of such legal counsel, investment bankers, consultants, and agents as the Committee may in its sole discretion deem necessary or appropriate. If the Committee enters into such contracts, the Company will pay all fees, expenses, and disbursements of such legal counsel, investment bankers, consultants, and agents and shall honor all other obligations of the Company under such contracts.