

Charter of the Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee of the Board (the “Committee”) with the authority, responsibilities and duties as described in this Charter of the Nominating and Corporate Governance 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 perform the functions described below under “Duties and Responsibilities” in order to select and recommend to the Board for nomination potential director candidates and otherwise assist the Board in overseeing the Company’s corporate governance. 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. Without limitation on the foregoing and notwithstanding anything herein to the contrary, if the Company is legally required by the Company’s charter, including, without limitation, the Articles Supplementary, or the Company’s bylaws, by contract or otherwise to provide third parties with the ability to elect or to designate one or more of the Board’s nominees for election as directors (including but not limited to Redeemable Preferred Directors), the selection, recommendation and nomination of such directors shall not be subject to review or recommendation by the Committee.

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, any search firm to be used to identify director candidates and any other outside experts or advisors as the Committee believes to be desirable or appropriate, including legal counsel. 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.

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 Securities and Exchange Commission ("SEC") 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.

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 identify qualified individuals to become directors of the Company.

2. Except with respect to Redeemable Preferred Directors, the Committee shall recommend director candidates to fill vacancies on the Board and to stand for election by the stockholders at the Company's annual meetings.

3. In making its determinations with respect to director candidates (including incumbent directors and excluding Redeemable Preferred Directors), the Committee shall review the appropriate experience, skills and characteristics required of directors in the context of the Company's business. This review shall include, in the context of the perceived needs of the Board at that time, issues of knowledge, experience, judgment and skills relating to the understanding of the hospitality industry, accounting or financial expertise. This review also includes the candidate's ability to meet the requirements to be an "Independent Director," as such term is defined in the Company's charter, and to attend regular Board and committee meetings and to devote a sufficient amount of time and effort in preparation for such meetings. The Committee may also consider such other factors and criteria as the Committee deems appropriate and desirable. In light of the Board's belief that diversity is an important attribute of the directors who comprise the Board and that the directors who comprise the Board should represent an array of backgrounds and experiences, the Committee shall also give consideration to the Board having a diverse and appropriate mix of backgrounds and skills and each director candidate's ability to exercise independence of thought, objective perspective and mature judgment and understanding of the Company's business operations and objectives.

4. The Committee may adopt a policy regarding the consideration of any director candidates recommended by the Company's stockholders (excluding the election of Redeemable Preferred Directors by the holder of the Redeemable Preferred Share).

5. The Committee shall periodically, including upon request of the Board or the Chair of the Board, review the membership and chairpersonships of each committee and present recommendations for committee memberships and chairpersonships to the Board as needed, including recommending additional committee members to fill vacancies as needed.

6. The Committee shall periodically review the Board's structure, including the structure of all standing or any ad hoc committees of the Board, and recommend to the Board for its approval such changes in number, function or composition of the Board or any such committees as the Committee deems appropriate.

7. The Committee shall oversee any periodic self-assessment of the performance of the Board or any committee. The Committee may also evaluate and review the performance of the Board or any committee such manner as it deems appropriate, following which it will make any recommendations to improve performance to the Board.

8. The Committee shall periodically review and recommend appropriate corporate governance policies and procedures for the Company, including developing and recommending a code of business conduct and ethics for the Company's executive officers and senior financial officers and annually reviewing such code.

9. The Committee may review, evaluate and make recommendations to the Board regarding governance matters, including, but not limited to, the Company's charter, bylaws, this Charter and the charters of the Company's other committees.

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

11. 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.