

# **SUMMIT HOTEL PROPERTIES, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

The following shall constitute the Charter (the “Charter”) of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Summit Hotel Properties, Inc. (the “Company”):

### **I. ORGANIZATION**

The Board has constituted a standing committee of the Board known as the Nominating and Corporate Governance Committee.

### **II. COMPOSITION AND SELECTION**

The Committee shall be composed of three or more directors. The members of the Committee shall satisfy the independence requirements of the New York Stock Exchange as then in effect.

The members of the Committee shall be appointed by the Board annually and may be removed by the Board. The members of the Committee shall serve for one year or until their successors are duly elected and qualified. Unless a Chairman is appointed by the full Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. All vacancies in the Committee shall be filled by the Board.

The duties and responsibilities of Committee members contained herein shall be in addition to those duties otherwise required for members of the Board.

### **III. STATEMENT OF PURPOSE**

The primary purpose of the Committee is to: (1) identify individuals qualified to become Board members, consistent with any criteria approved by the Board; (2) recommend to the Board director nominees for election at each annual meeting of stockholders and as necessary to fill vacancies and newly-created directorships; (3) oversee the governance of the Company, including recommending to the Board corporate governance principles applicable to the Company; (4) oversee the annual evaluation of the Board; and (5) establish and review succession plans for the Company’s Executive Chairman of the Board (the “Executive Chairman”), if any, and the Company’s Chief Executive Officer (the “CEO”) and other senior executives. In furtherance of this role, the Committee is responsible for taking a leadership role in shaping the Company’s corporate governance.

### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall have authority, to the extent it deems necessary or appropriate, to retain and to obtain advice and assistance from internal, external or independent legal, accounting, financial or other advisors. The Committee shall have the authority to retain and compensate such advisors without seeking further approval and shall receive appropriate funding, as determined by the Committee, from the Company to compensate such advisors.

The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall:

1. Review with the Board the requisite skills and characteristics of Board members, as well as the composition and organization of the Board as a whole.
2. Develop criteria for identifying and evaluating candidates for the Board which criteria shall include, among other things, the criteria approved by the Board, namely, diversity, an individual's business experience and skills, independence, judgment, integrity and ability to commit sufficient time and attention to the activities of the Board, as well as the absence of any potential conflicts with the Company's interests.
3. Actively seek and aid in attracting qualified candidates to serve on the Board.
4. Consider candidates properly recommended by stockholders, other members of the Board, officers and employees of the Company and other sources that the Committee deems appropriate.
5. Assess the qualifications and independence of incumbent directors, as well as other relevant factors, in determining whether to recommend such directors for re-election to the Board.
6. Identify and recommend to the Board, consistent with criteria approved by the Board, qualified persons to be nominated for election or re-election to the Board at each annual stockholders' meeting, any special meeting that includes the election of directors and as necessary to fill vacancies and newly-created directorships.
7. Present all nominees, to the extent practical, in a timely fashion to minimize disruption in the Company's business and at such a time as to allow for the full consideration of the nominees by the Board and the timely submission of any filings required by the Securities and Exchange Commission ("SEC").
8. Make recommendations to the Board regarding tenure of directors.
9. Review and make recommendations to the Board regarding the nature and duties of Board committees, including evaluation of their charters, duties and powers and criteria for membership.
10. Make recommendations to the Board regarding appointments to Board committees and election of committee chairs, including rotation, reassignment or removal of any committee member.
11. If determined to be necessary or appropriate, recommend to the Board an independent director to serve as Lead Director.
12. Develop and oversee an annual self-evaluation process for the Board and each of its standing committees and, based on such evaluation, make recommendations to the Board regarding the overall effectiveness of the Board and its committees.
13. Annually review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

14. Advise and make recommendations to the Board on corporate governance and related issues to the extent these matters are not the responsibility of other committees of the Board.
15. Establish a succession plan for the Executive Chairman, if applicable, and the CEO and, as appropriate, other executive officers, to ensure continuity in senior management and review annually with the Executive Chairman, if applicable, and the CEO management succession planning and development.
16. Review periodically the Company's conflict of interest policies as set forth in the Company's Code of Business Conduct and Ethics as it concerns directors and review with management the Company's procedures for implementing and monitoring compliance with the conflict of interest policies.
17. Review and make a recommendation to the Board with respect to (a) any change or waiver in the Company's Code of Business Conduct and Ethics relating to executive officers, including, as and if applicable, the Executive Chairman, the CEO, the President, the Chief Operating Officer, the General Counsel and senior financial officers (including the Chief Financial Officer, Chief Accounting Officer and Chief Investment Officer) and (b) any public disclosure made regarding such change or waiver.
18. Oversee and review on a periodic basis the continuing director education program for directors and the orientation program for new directors.
19. Consider with management public policy issues that may affect the Company.
20. Develop a process for communications by stockholders to directors in accordance with SEC rules.
21. Make periodic reports to the Board, as the Committee deems appropriate or as requested by the Board.
22. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
23. Conduct an annual evaluation of the Committee's own performance.
24. Review and approve all related person transactions, meaning any transaction, arrangement or relationship in which (a) the amount involved may be expected to exceed \$120,000 in any fiscal year, (b) the Company or one of its subsidiaries will be a participant and (c) a related person has a direct or indirect material interest. A related person is any executive officer, director or nominee for election as director, or a greater than 5% beneficial owner of the Company's common stock, or an immediate family member of the foregoing. The Committee may deem certain related person transactions to be pre-approved.
25. Perform any other activities consistent with this Charter, the Bylaws of the Company and applicable law, as the Committee deems appropriate or as requested by the Board.

## **V. MEETINGS**

The business of the Committee shall be conducted at its regular meetings, at special meetings or by unanimous written consent. The Committee shall meet at least twice each year and at such other times as it deems necessary or appropriate to fulfill its responsibilities. A majority of the members of the Committee shall constitute a quorum at any meeting. The Chairman or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. While a shorter period of time may be reasonable under the circumstances, notice at least one business day in advance of a meeting shall be deemed reasonable for all purposes hereunder. The Committee shall meet at such a time and place to allow for the timely presentation of any nominees to the Board for consideration. The Committee shall keep a record of its actions and proceedings and make a report thereof from time to time to the Board.

## **VI. CONSISTENCY WITH ARTICLES OF INCORPORATION AND BYLAWS**

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Articles of Incorporation or the Bylaws of the Company, the Articles of Incorporation or the Bylaws, as the case may be, shall fully control.

## **VII. AMENDMENT**

This Charter may be amended or altered at any meeting of the Board by the affirmative vote of a majority of the number of directors fixed by the Bylaws.