

SUMMIT HOTEL PROPERTIES, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

The following shall constitute the Code of Business Conduct and Ethics of Summit Hotel Properties, Inc. (the “Company”):

I. INTRODUCTION

The Code of Business Conduct and Ethics of the Company (this “Code of Business Conduct and Ethics”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all officers, employees and directors of the Company. All of the officers, employees and directors of the Company must conduct themselves properly and seek to avoid even the appearance of improper behavior.

If a law conflicts with a policy in this Code of Business Conduct and Ethics, you must comply with the law; however, if a local custom or policy conflicts with this Code of Business Conduct and Ethics, you must comply with the Code of Business Conduct and Ethics. If you have any questions about these conflicts, you should ask your manager how to handle the situation.

Those who violate the standards in this Code of Business Conduct and Ethics will be subject to disciplinary action, which may include termination. If you are in a situation that you believe may violate or lead to a violation of this Code of Business Conduct and Ethics, follow the guidelines described in Sections XV and XVI of this Code of Business Conduct and Ethics.

II. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obedying the law, both in letter and in spirit, is the foundation on which this Company’s ethical standards are built. All of our employees, officers and directors must respect and obey the laws of the municipalities, states and countries in which we operate and rules and regulations of the regulatory bodies to which we are subject. Although not all employees, officers and Directors are expected to know the details of these laws, rules and regulations, it is important to know enough to determine when to seek advice from managers or other appropriate personnel to ensure they are not violated.

III. CONFLICTS OF INTEREST

A “conflict of interest” exists when a person’s private interest interferes, or appears to interfere, with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also may arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, our employees, officers or directors or their family members will generally create conflicts of interest.

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, vendor or customer and Company employees are not allowed to work for a competitor, vendor or customer as a consultant or board member.

Conflicts of interest are prohibited as a matter of Company practice, except under guidelines approved by the Board of Directors of the Company (the “Board of Directors”). Conflicts of interest may not always be clear-cut or may develop over time, so if you have a question, you should consult with the Company’s General Counsel and Chief Financial Officer. Any employee, officer or director who becomes aware of a conflict or a potential or apparent conflict should bring it to the attention of the General Counsel and Chief Financial Officer or the Chair of the Nominating and Corporate Governance Committee if a conflict involves the General Counsel or Chief Financial Officer or consult the procedures described in Section XV of this Code of Business Conduct and Ethics.

IV. INSIDER TRADING

Employees, officers and directors who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions, please consult the Company’s General Counsel. Please refer to our Insider Trading Policy and ensure your compliance with it.

V. CORPORATE OPPORTUNITIES

Employees, officers and directors are prohibited from taking for themselves personally, opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors. No employee, officer or director may use corporate property, information or position for improper personal gain, and no employee or officer may compete with the Company directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

VI. COMPETITION AND FAIR DEALING

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing or using proprietary information, possessing trade secret information that was obtained without the owner’s consent or inducing such disclosures by past or present employees of other companies is prohibited. Each employee, officer and director should endeavor to respect the rights of and deal fairly with the Company’s customers, suppliers, competitors and their respective employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers or violate laws such as the Foreign Corrupt Practices Act (the “FCPA”). No gift or entertainment should ever be offered, given, provided or accepted by any Company employee, officer or director or family member of an employee, officer or director or agent unless it: (1) is not a cash gift; (2) is consistent with customary business practices; (3) is not excessive in value as determined by the General Counsel, Chief Financial Officer or the Chair of the Nominating and Corporate Governance Committee; (4) cannot be construed as a bribe or payoff; and (5) does not violate any laws or regulations. Furthermore, no gifts may be made to any government officials as that term is defined by the FCPA. Please discuss with the General Counsel and Chief Financial Officer any gifts or proposed gifts.

VII. DISCRIMINATION AND HARASSMENT

Equal employment opportunity has been, and will continue to be, a fundamental principle at the Company, where employment is based upon personal capabilities and qualifications without discrimination. We will not tolerate discrimination against any person on the basis of race, color, religious creed, sex, age, gender, national origin, ancestry, present or past history of mental disability, mental retardation, learning disability, physical disability (where the applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), marital status, pregnancy, genetic information, sexual orientation or any other protected characteristic as established by law, in recruiting, hiring, compensation, benefits, termination or any other terms or conditions of employment.

Company policy strictly prohibits any form of harassment in the workplace, including sexual harassment. This policy applies to conduct that is made a condition of employment, is used as a basis for employment decisions, creates an intimidating, hostile or offensive working environment or unreasonably interferes with an individual’s work performance.

If you believe you have been subjected to harassment of any kind, you should promptly report the incident to the Company’s third party ethics reporting system, the Company’s Human Resources Department, your manager, the Chief Financial Officer or the General Counsel.

Complaints of harassment or discrimination will be investigated promptly and will be kept confidential to the extent reasonably possible. Employees who engage in acts of harassment and discrimination are subject to corrective action that may include termination of employment. The Company will not retaliate against anyone for making a good faith complaint or report of harassment or discrimination or participating in the investigation of the complaint or report. Retaliation is a serious violation of the Company’s discrimination and harassment policy and, like discrimination or harassment itself, may subject the offender to corrective action that may include termination of employment.

VIII. HEALTH AND SAFETY

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs, other than your prescription medication, in the workplace will not be tolerated. The use of alcohol in the workplace during office hours will not be tolerated unless it is in conjunction with an event approved by the Chief Executive Officer, the Chief Financial Officer or the General Counsel.

IX. RECORD-KEEPING

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your manager. Rules and guidelines are available from the Company's Accounting Department.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform to applicable legal requirements, to the Company's system of internal controls and be in compliance with Generally Accepted Accounting Principles. Unrecorded or "off the books" funds, assets or transactions should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and you should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos and formal reports. When writing or documenting any such item, one should assume everything written or documented will be made public. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation it is essential to follow the advice of the Company's General Counsel and outside legal counsel. Whenever litigation or an investigation is pending or threatened every potentially relevant document must be preserved unless destruction has been approved by outside legal counsel.

X. CONFIDENTIALITY

Employees, officers and directors must maintain confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized by the Company's General Counsel and outside legal counsel or required by laws or regulations. The obligation to preserve confidential information continues even after employment ends. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Confidential information also includes items such as non-public information concerning the Company's business, financial results and prospects and potential corporate transactions. Employees, officers and directors are required to keep such information confidential during service with the Company as well as thereafter and not to use, disclose or communicate that confidential information other than in the course of their work for the Company. The consequences to the Company and the employee, officer or director concerned can be severe where there is unauthorized disclosure of any non-public, privileged or proprietary information.

For more information regarding restrictions on the disclosure of material nonpublic information, please refer to the Company's "Corporate Disclosure and Regulation FD Policy."

XI. PROTECTION AND PROPER USE OF COMPANY ASSETS

All employees, officers and directors should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported to the Company's General Counsel and internal auditor for investigation. All Company assets should be used for legitimate business purposes. Company equipment should not be used for non-Company business, though incidental personal use may be permitted. The Company also has an anonymous procedure for disclosing complaints regarding accounting and auditing matters that you should review. Please refer to the Company's "Employee Complaint Procedures for Accounting and Auditing Matters."

The obligation of employees, officers and directors to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and strategic plans, models (including model assumptions and code), trade information, engineering ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

XII. PAYMENTS TO GOVERNMENT PERSONNEL

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make payments to government officials of any country. The term government officials is broadly defined under the FCPA and therefore consultation with the Company's General Counsel is advised prior to making any payments that may be subject to the FCPA.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. The Company's outside legal counsel can provide guidance to you in this area. Similar to the FCPA, the definition of government officials is broadly defined and therefore guidance and approval should be obtained prior to gifts or entertainment being made.

XIII. DISCLOSURE POLICY

It is the Company's policy to provide full, fair, accurate, timely and understandable disclosure in all documents required to be filed with or furnished or submitted to the United States Securities and Exchange Commission ("SEC") and in all other public communications. The Company expects all employees, officers and directors to act in a manner that supports this policy. For more information regarding SEC Regulation FD, please refer to the Company's "Corporate Disclosure and Regulation FD Policy." In addition, the Company's employees, officers and directors are prohibited from directly or indirectly taking any action to fraudulently influence, coerce, manipulate or mislead the Company's independent auditors for the purpose of rendering the financial statements of the Company misleading.

XIV. WAIVERS OF THE CODE OF BUSINESS CONDUCT AND ETHICS

Any waiver of this Code of Business Conduct and Ethics for executive officers or directors may be made only by the Board of Directors or a committee of the Board of Directors and will be promptly disclosed to stockholders as required by law or stock exchange regulation.

XV. REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR

Employees are encouraged to talk to their manager or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees. Employees, officers and directors are expected to cooperate in internal investigations of misconduct. Please refer to the Company's "Employee Complaint Procedures for Accounting and Auditing Matters."

XVI. COMPLIANCE PROCEDURES

We must all work to ensure prompt and consistent action against violations or potential violations of this Code of Business Conduct and Ethics. However, in some situations it is difficult to know if a violation has occurred or may occur. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your manager. This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your manager's responsibility to help solve problems.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your manager or where you do not feel comfortable approaching your manager with your question, discuss it with the Company's General Counsel. If that also is not appropriate, discuss it with the Human Resources Department or file a report via our third party ethics reporting system.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance *before you act*.

XVII. ACCOUNTABILITY

You will be accountable for adherence to this Code of Business Conduct and Ethics. Violations of this Code of Business Conduct and Ethics which may result in a variety of disciplinary actions, including termination of employment and civil or criminal penalties.

XVIII. CERTIFICATION

This Code of Business Conduct and Ethics was duly approved and adopted by the Board of Directors on the 19th day of December, 2018.

/s/ Christopher Eng
Secretary