

SUMMIT HOTEL PROPERTIES, INC. CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Summit Hotel Properties, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (these “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the best interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws, the rules and regulations of the New York Stock Exchange (the “NYSE”) then in effect and the Company’s Charter, Bylaws and other corporate governance documents. The Nominating and Corporate Governance Committee will review and assess the adequacy of these corporate governance guidelines on an annual basis and recommend any proposed changes to the Board for approval.

A. ROLE AND RESPONSIBILITY OF THE BOARD

The primary responsibility of the Board is to ensure that the long-term interests of stockholders are being served, consistent with its fiduciary duty. The Board has responsibility for establishing broad corporate policies, setting strategic direction and overseeing management, which is responsible for the day-to-day operations of the Company. In fulfilling this role, each director must act in good faith, in a manner he or she reasonably believes to be in the best interests of the Company and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In discharging that obligation, each director should be entitled to rely on the honesty and integrity of the Company’s senior executive officers and other members of management and the Company’s outside advisors and auditors absent evidence that makes such reliance unwarranted.

B. BOARD COMPOSITION, STRUCTURE AND POLICIES

1. Board Size

The Nominating and Corporate Governance Committee makes recommendations to the Board concerning the appropriate size of the Board and will seek to balance necessary experience, expertise and independence with a membership that is not too large to function efficiently. Based on such recommendations, the Board will fix the number of directors that constitutes the Board in conformity with the Bylaws.

2. Director Independence

A majority of the Board’s members must be independent. A director will qualify as independent if the director meets the independence requirements set forth in the NYSE listing standards.

3. Annual Election of Directors

Directors are elected annually by the Company’s stockholders at the annual meeting of stockholders. Each year the Board nominates a slate of directors for election by stockholders at the annual meeting of stockholders based on the recommendations of the Nominating and Corporate Governance Committee. A nominee for director shall be

elected as a director only if such nominee receives the affirmative vote of a majority of the total votes cast for and against such nominee at a meeting of shareholders duly called and at which a quorum is present. However, directors shall be elected by a plurality of votes cast at a meeting of shareholders duly called and at which a quorum is present for which the Secretary of the Corporation receives notice that a shareholder has properly nominated an individual for election as a director and, as a result of which, the number of nominees is greater than the number of directors to be elected at the meeting.

4. Vacancies

Except as may be provided by the Board in setting the terms of any class or series of the Company's preferred stock, any vacancy on the Board may be filled only by a majority of the remaining directors, even if the remaining directors do not constitute a quorum. Any director appointed to fill a vacancy on the Board will serve for the remainder of the full term of the directorship in which the vacancy occurred and until a successor is elected and duly qualified.

5. Director Qualifications

The Nominating and Corporate Governance Committee works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members. In evaluating the suitability of individuals for Board membership, the Nominating and Corporate Governance Committee takes into account many factors, including whether the individual meets the requirements for independence; the individual's general understanding of the various disciplines relevant to the success of a publicly-traded company in today's business environment; the individual's understanding of the Company's businesses and markets; the individual's professional expertise and educational background; and other factors that promote diversity of views and experience. The Nominating and Corporate Governance Committee evaluates each individual in the context of the Board as a whole, with the objective of recommending a group of directors that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment, using its diversity of experience. In determining whether to recommend a director for re-election, the Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

6. Chairman of the Board and Chief Executive Officer

The Board believes that it is important to retain its flexibility to allocate the responsibilities of the positions of the Chairman of the Board, being either an Executive or Non-Executive Chairman, and Chief Executive Officer in the way that it believes is in the best interest of the Company.

7. Lead Independent Director

If the Chairman of the Board is not an Independent Director, the Independent Directors shall annually appoint one Independent Director to be the Lead Independent Director. If the Chairman is an Independent Director, the directors may appoint a Lead Independent

Director. The Lead Independent Director is identified in the Company's proxy statement and on its website. The Lead Independent Director's responsibilities are to: (i) preside over executive sessions of the Independent Directors and at all meetings at which the Chairman of the Board is not present; (ii) call meetings of the Independent Directors as he or she deems necessary; (iii) serve as a liaison between the Chairman of the Board and the Independent Directors; (iv) propose agendas and schedules for Board meetings in consultation with the Chairman of the Board; (v) be available for consultation and communication if requested by stockholders.

8. No Limitation on Terms; No Mandatory Retirement Age

The Board does not believe that establishing arbitrary term limits on directors' service or a mandatory retirement age is the best way to maximize the effectiveness of the Board in carrying out its oversight function. Management directors must resign from the Board upon ceasing to be an officer of the Company.

9. Limitation of Other Board Service

Each director is expected to ensure that other commitments do not interfere with the discharge of his or her duties as a director of the Company. Consequently, directors should not serve on more than three public company boards, unless otherwise approved by the Board. Directors are expected to inform the Chairman of the Board and the chairperson of the Nominating and Corporate Governance Committee prior to becoming a director of any other public company or becoming a member of the audit committee of any other public company. The Nominating and Corporate Governance Committee and the Board will take into account the nature and extent of an individual's other commitments and any potential conflicts of interest when determining whether it is appropriate to nominate such individual for election or re-election as a director.

10. Director Orientation and Continuing Education

The Company provides an orientation program for all new directors, which orientation program will provide information with respect to, among other things, the legal obligations of directors and the history, organizational structure and business of the Company. On a continuing basis, directors receive presentations on the Company's strategic and business plans, financial performance, legal and regulatory matters, compliance programs and other matters. Directors are encouraged, at the Company's expense, to take advantage of continuing education opportunities that will enhance their ability to fulfill their responsibilities as directors of the Company.

11. Director Communications with Third Parties

The Board believes that senior management speaks for the Company and the Chairman of the Board speaks for the Board. In accordance with the Company's Corporate Disclosure and Regulation FD Policy, inquiries about the Company by stockholders, analysts, the press, media and other constituencies are to be referred to management. Individual directors may from time to time meet with or communicate with various constituencies on Company matters with which the Company is involved. It is expected that Board

members would do this with the knowledge of management and, absent unusual circumstances or as otherwise contemplated by these Guidelines, only at the request of management.

12. Communications with the Board

Stockholders and other interested parties who wish to communicate with the Board may do so by writing the Chair of the Nominating and Corporate Governance Committee, Board of Directors of Summit Hotel Properties, Inc., 13215 Bee Cave Parkway, Suite B-300, Austin, Texas 78738. The Independent Directors have procedures for the handling of communications from stockholders and other interested parties and have directed the Company's General Counsel and Secretary to act as their agent in processing any communications received. All communications that relate to matters within the scope of the responsibilities of the Board and its standing committees are to be forwarded to the Chair of the Nominating and Corporate Governance Committee. Communications that relate to ordinary business matters that are not within the scope of the responsibilities of the Board are to be sent to the appropriate member of management. Solicitations, junk mail and obviously frivolous or inappropriate communications are not to be forwarded, but will be made available to any Independent Director who wishes to review them.

C. BOARD MEETINGS

1. Frequency of Meetings

The Board normally holds four regular meetings per year. Additional meetings may be held as necessary.

2. Attendance at Meetings

Directors are expected to prepare themselves for and attend all Board meetings, the annual meeting of stockholders and the meetings of the Board's standing committees on which they serve, with the understanding that on occasion a director may be unable to attend a meeting.

3. Information Flow and Distribution of Meeting Materials

Various materials are distributed to the Board on a continuing basis throughout the year and reports and presentations are made at Board and Committee meetings to keep the Board informed on an ongoing basis of the performance of the Company and its businesses, the Company's future plans (including but not limited to acquisitions, divestitures and capital expenditures), the various issues that the Company faces and new developments. The materials for each meeting of the Board and its Committees are distributed in advance of the meetings to give directors an opportunity to review such materials prior to the meeting in order to facilitate active and informed discussion at the meeting.

4. Agendas

The Chairman of the Board proposes the agenda for each Board meeting in consultation with the Lead Independent Director, taking into account suggestions from other members of the Board and management.

5. Access to Management and Independent Advisors

Board members have unrestricted access to management. The Board and each Committee of the Board have authority to retain, at the Company's expense, independent financial, legal, accounting and other experts and consultants to advise the Board and its Committees as they may deem appropriate.

6. Executive Sessions

Independent Directors meet in executive session at each Board meeting without any members of management being present. The Lead Independent Director presides over the executive sessions.

D. BOARD COMMITTEES

1. Committees and Responsibilities

Pursuant to the Company's Bylaws, the Board may establish standing committees from time to time to assist it in the performance of its duties. There are currently three standing committees of the Board: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. A full description of the responsibilities of each of these committees is set forth in its written charter, which is made available on the Company's website.

2. Membership and Chairs of Committees

Based upon the recommendation of the Nominating and Corporate Governance Committee, the Board elects the members and the chairs of each standing committee of the Board at its annual organizational meeting following the annual meeting of stockholders.

The members of the Audit, Compensation and Nominating and Corporate Governance Committees consist only of directors whom the Board determines are independent and who meet the additional requirements for committee membership of the NYSE and any other applicable laws, rules and regulations and the Committee charters. At least one member of the Audit Committee shall be an "audit committee financial expert" as such term is defined in regulations of the Securities and Exchange Commission.

The Board does not favor mandatory rotation of committee assignments or chairs. The Board believes that diversity, experience and continuity are more important than rotation.

E. PERFORMANCE EVALUATION AND SUCCESSION PLANNING

1. Annual Evaluation of the Chief Executive Officer

The Compensation Committee will annually review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer and evaluate the performance of the Chief Executive Officer in light of the goals and objectives and recommend to the Board compensation levels based on this evaluation. In determining any long-term incentive component of the compensation of the Chief Executive Officer, the Compensation Committee will consider the Company's relative performance and stockholder return, the value of similar incentive awards to similarly situated executive officers at comparable public companies and the awards given to the Chief Executive Officer in past years.

2. Succession Planning

The Board, with input from the Nominating and Corporate Governance Committee, will maintain a succession plan for the Chief Executive Officer.

3. Board and Committee Evaluations

The Nominating and Corporate Governance Committee is responsible for developing and recommending to the Board and overseeing an annual evaluation process for the Board and for the Audit, Compensation and Nominating and Corporate Governance Committees. The Board will discuss the results of the evaluation process to determine whether the Board and its Committees are functioning effectively and whether any actions should be taken to improve their effectiveness.

F. INDEPENDENT DIRECTOR COMPENSATION

The Compensation Committee will periodically compare Independent Director compensation against a peer group and general industry data, will consider the appropriateness of the form and amount of Independent Director compensation and make recommendations to the Board concerning such compensation with a view toward attracting and retaining qualified directors. Management directors will receive no additional compensation for their service as directors.