

## Compensation Committee Charter

**Policy Effective Date:** June 2018

The Board of Directors (Board) of Wyndham Hotels & Resorts, Inc. (Company) has constituted and established a Compensation Committee (Compensation Committee) for the purpose of carrying out the authority and responsibilities described in this Compensation Committee Charter.

### Organization and Structure

The Compensation Committee shall have the following organization and structure:

- The Compensation Committee shall consist of not less than three members. Each member of the Compensation Committee shall be appointed by the Board upon the recommendation of the Corporate Governance Committee.
- Each member shall satisfy the independence requirements for members of the Compensation Committee under the New York Stock Exchange (NYSE) rules. Members of the Compensation Committee taking action required for purposes of Rule 16b-3 (Rule 16b-3) under the Securities Exchange Act of 1934, as amended, shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 and members shall satisfy any other standards of independence under the federal securities and tax laws as appropriate.
- Committee members shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal.
- The Board shall designate one of the members as Chair of the Compensation Committee, and the Compensation Committee shall keep a separate book of minutes of its proceedings and actions.
- Vacancies on the Compensation Committee shall be filled by the Board upon the recommendation of the Corporate Governance Committee. The members of the Compensation Committee may be removed by the Board.
- A majority of the members of the Compensation Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum exists shall be the act of the Compensation Committee.
- The Committee may act in writing by the unanimous consent of its members.
- The Compensation Committee will meet as often as necessary to carry out its responsibilities and shall have the authority in its discretion to delegate any of its responsibilities to subcommittees consisting of one or more members.
- Each member of the Compensation Committee is free to suggest the inclusion of items on any meeting agenda of the Compensation Committee and may also raise at any meeting any subjects that are not on the agenda for that meeting.

- The Compensation Committee may meet in executive session outside the presence of the Company's executive officers. The Chief Executive Officer shall not be present during the Compensation Committee's voting or deliberations on the compensation of the Chief Executive Officer. The Compensation Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Compensation Committee, attend any meeting of the Compensation Committee to provide such information as the Compensation Committee requests.
- Reports of meetings of the Compensation Committee shall be made to the Board at its next regularly scheduled meeting following the Compensation Committee meeting accompanied by any recommendations to the Board approved by the Compensation Committee.

### **Authority and Responsibilities**

The Compensation Committee shall have the following authority and responsibilities:

- Assist the Board in carrying out its responsibilities relating to executive compensation.
- Provide oversight on executive compensation policies and programs consistent with corporate objectives and stockholder interests.
- Review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of such goals and objectives, and review, determine and approve the compensation of the Chief Executive Officer based on its evaluation.
- Review and approve corporate goals and objectives relevant to the compensation of senior management of the Company other than the Chief Executive Officer and determine and approve the compensation of such members of senior management.
- Review and approve performance goals and awards under annual and long-term incentive plans applicable to senior management.
- Review and approve all grants of equity-based compensation, subject to any delegation of authority consistent with applicable law.
- Review and approve employment agreements, severance agreements and change of control agreements between the Company and its senior management. Specifically as to the Chief Executive Officer, the Committee should review and approve the goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives and set the Chief Executive Officer's compensation level based on this evaluation.
- Approve and make recommendations to the Board with respect to equity-based plans and amendments to such plans subject to any required submission to stockholders.
- In its sole discretion and at the Company's expense, retain, obtain the advice of or terminate any consultant, including compensation consultants, legal counsel or other adviser as the Compensation Committee deems advisable to carry out its responsibilities and be directly responsible for the appointment, compensation and oversight of any

such adviser. The Company shall provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such adviser.

- Review and consider the independence of and any conflicts of interest raised by any consultant, outside counsel or other adviser to the Compensation Committee prior to retaining or obtaining advice from such adviser consistent with NYSE rules. The Compensation Committee may select or receive advice from any adviser it prefers, subject only to such review and consideration and whether or not such adviser is independent or there exists any potential conflict of interest.
- Review and discuss with management and approve the proxy statement Compensation Discussion and Analysis (CD&A), recommend to the Board the inclusion of the CD&A in the Company's annual proxy statement and annual report on Form 10-K and approve the proxy statement Compensation Committee report.
- Review and evaluate the incentives and risks arising from or relating to the Company's compensation programs and arrangements.
- Review and consider the results of the Company's most recent stockholder advisory vote on executive compensation.
- Review its own performance annually.
- Review and evaluate the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.