

Corporate Governance Committee Charter

Policy Effective Date: June 2018

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

Organization and Structure

The Corporate Governance Committee shall have the following organization and structure:

- The Corporate Governance Committee shall consist of three or more members, each of whom shall be appointed by the Board upon the recommendation of the Corporate Governance Committee.
- Each member shall satisfy the applicable independence requirements of the New York Stock Exchange (NYSE).
- The members of the Corporate Governance Committee shall be appointed by the Board and 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 Corporate Governance Committee.
- Vacancies on the Corporate Governance Committee shall be filled by the Board upon the recommendation of the Corporate Governance Committee. The members of the Corporate Governance Committee may be removed by the Board.
- A majority of the members of the Corporate Governance 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 Corporate Governance Committee.
- The Corporate Governance Committee may act in writing by the unanimous consent of its members.
- The Corporate Governance Committee shall 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 Corporate Governance Committee is free to suggest the inclusion of items on any meeting agenda of the Corporate Governance Committee and may also raise at any meeting any subjects that are not on the agenda for that meeting.
- The Corporate Governance Committee shall report regularly to the Board regarding the execution of its duties and responsibilities including any recommendations to the Board approved by the Corporate Governance Committee.

- The Corporate Governance Committee may request that any Directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Corporate Governance Committee, attend any meeting of the Corporate Governance Committee to provide such pertinent information as the Corporate Governance Committee requests.

Authority and Responsibilities

The Corporate Governance Committee shall have the following authority and responsibilities:

- **Board Nominees**
 - Identify individuals qualified to be members of the Board consistent with the Board's criteria for selecting Directors. Such criteria include consideration of diversity, age, skills and experience so as to enhance the Board's ability to manage and direct the affairs and business of the Company including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and to satisfy any independence requirements imposed by law, regulation or the NYSE.
 - The process for identifying and evaluating new Board members shall be initiated by identifying a candidate who meets the criteria for selection as a nominee and has the specific qualities or skills being sought. This process shall be based on input from members of the Board and, if the Corporate Governance Committee deems appropriate, a third-party search firm.
 - Candidates will be evaluated by the Corporate Governance Committee by reviewing the candidates' biographical information and qualifications and any other information it deems necessary or appropriate and checking the candidates' references.
 - Qualified candidates will be interviewed by at least one member of the Corporate Governance Committee.
 - Using the input from such interview and other information obtained by the Corporate Governance Committee, the Corporate Governance Committee shall evaluate whether such prospective candidate is qualified to serve as a Director and whether the Corporate Governance Committee should recommend to the Board that the Board nominate this prospective candidate for election by the stockholders or to fill a vacancy on the Board.
 - Consider written recommendations from the Company's stockholders for nominees for directors pursuant to the procedures set forth in the Company's Corporate Governance Guidelines and described in the Company's proxy statement.
 - Any such nominations should:
 - be submitted to the Corporate Governance Committee, c/o the Corporate Secretary of the Company
 - include the name of the stockholder and evidence of the person's ownership of the Company's common stock, including the number of shares owned and the length of time of ownership

- include the name of the candidate, the candidate's resume or a listing of his or her qualifications to be a Director of the Company and the person's consent to be named as a Director if selected by the Corporate Governance Committee and nominated by the Board
 - be submitted in the time frame described in the By-laws of the Company, as the same may be amended from time to time
- The Corporate Governance Committee shall use a similar evaluation process as that set forth above, together with any other criteria that the Corporate Governance Committee, in its sole discretion, deems relevant, to evaluate nominees for Director recommended by stockholders of the Company.
- o Conduct a review of such individuals it wishes to recommend to the Board as a Director nominee and recommend that the Board select the Director nominees for the next annual meeting of stockholders.
- o Review the suitability for continued service as a Director of each Board member when his or her term expires and when he or she has a significant change in status, including a change of employment, and recommend whether or not the Director should be re-nominated to the Board or continue as a Director.
- **Board and Committee Composition and Procedures**
 - o Review annually with the Board the size and composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of diversity, age, skills and experience required for the Board as a whole, contains at least the minimum number of independent Directors required by the NYSE and satisfies any other legal or regulatory requirements.
 - o Make recommendations to the Board regarding the size and composition of committees of the Board, including the Corporate Governance Committee, and recommend individual Directors to fill any vacancy that might occur on a committee, including the Corporate Governance Committee.
 - o Make recommendations on the frequency and structure of Board meetings.
 - o Monitor and evaluate the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees and committee assignments.
 - o Make recommendations concerning any other aspect of the procedures of the Board that the Corporate Governance Committee considers warranted, including procedures for the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.
 - o Facilitate an orientation program for any new Directors.

- **Evaluation**

- Oversee the evaluation of the Board as a whole and senior management of the Company, including the Chief Executive Officer.
- Receive comments from all Directors regarding the Board's performance and report annually to the Board with an assessment of the Board's performance.
- Review and evaluate the adequacy of this Charter annually and recommend to the Board for approval any changes deemed appropriate by the Corporate Governance Committee.
- Review its own performance annually.

- **Corporate Governance**

- Prepare and recommend to the Board a set of corporate governance guidelines applicable to the Company. Review and evaluate the adequacy of such guidelines annually and recommend to the Board for approval any changes deemed appropriate by the Corporate Governance Committee.
- Perform any other activities consistent with this Charter, the Company's by-laws and governing law as the Corporate Governance Committee or the Board deems appropriate.

- **Director Compensation**

- Review and approve annual retainer and meeting fees for the Board and committees of the Board and fix the terms and awards of stock compensation for members of the Board. As part of such review, the Corporate Governance Committee will consider how the Company's Director fees and other compensation compare to director compensation for companies of comparable size and complexity and the impact that excessive Director compensation could potentially have on Director independence. The Corporate Governance Committee's review will include an examination of both direct and indirect forms of compensation to the Company's Directors, including charitable contributions to organizations in which a Director is affiliated and consulting or similar arrangements.

Resources

The Corporate Governance Committee has sole authority to retain and terminate any search firm to be used to identify Director candidates, to negotiate contracts with the search firm, to establish the fees payable to the search firm, to retain other professionals to assist it with any background checks or other related matters and to determine the extent of funding necessary for payment of compensation to any search firm and to any other professionals retained to advise the Corporate Governance Committee. The Corporate Governance Committee may, in its sole discretion and at the Company's expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board.