



Director Independence Criteria

Policy Effective Date: June 2018

The Board of Directors (Board) of Wyndham Hotels & Resorts, Inc. (together with its subsidiaries required to be consolidated into its financial statements in accordance with generally accepted accounting principles in the United States, the Company) will make an affirmative determination regarding a director's independence. Individuals in the following categories may not be considered "independent" by the Board under any scenario:

- Individuals who are currently, or who have been within the last three years, employed by the Company.
- Individuals who have one or more immediate family members that are currently employed, or have been employed within the last three years, by the Company as an executive officer.
- Individuals who are currently, or have been within the last three years, employed by the Company's present auditors, or individuals who have one or more immediate family members who have been so employed, except in non-professional capacity not involving the Company's business.
- Individuals or individuals who have one or more immediate family members who are, or have been within the last three years, part of an "interlocking directorate" in which an executive officer of the Company serves on the compensation or equivalent committee of another company that employs the Director or his or her immediate family member as an executive officer.
- Individuals who are current employees, or individuals who have one or more immediate family members who are a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount in any of the last three fiscal years exceeding the greater of \$750,000 or 1% of such other company's consolidated gross revenues.
- Individuals who have, or have had within the past three years, a personal services contract with the Company or an executive officer of the Company.
- Individuals who have received, or individuals who have one or more immediate family members who have received, during any twelve-month period within the last three years, more than \$100,000 in direct compensation from the Company other than Company Board of Director fees.
- Individuals who are officers or directors of foundations or other non-profit organizations to which the Company within the last three years gave directly, or indirectly through the provision of services, more than the greater of 2% of the consolidated gross revenues of such organization during any single fiscal year and \$1,000,000.

For purposes of these Director independence criteria:

- an “immediate family member” includes an individual’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone, other than domestic employees, who shares such person’s home
- “executive officer” means the Company’s an organization’s chief executive officer and his or her direct reports