



**AMERICAN HOTEL**  
INCOME PROPERTIES REIT LP

**AMERICAN HOTEL INCOME PROPERTIES REIT (GP) INC.**  
**(the “GP”)**

**TERMS OF REFERENCE FOR VICE CHAIR OF THE BOARD**

**A. INTRODUCTION**

The board of directors of the GP (the “**Board**”) assumes responsibility for the stewardship of the GP and American Hotel Income Properties REIT LP (the “**REIT**”) and as a consequence has accountability for the management of the GP. Critical to meeting this accountability is the relationship between the Board and management, unitholders of the REIT, other stakeholders<sup>1</sup> and the individuals on the Board.

The Chair of the Board, as the presiding Board member, fosters these relationships in the best interests of the REIT and the GP. In the absence of, or to the degree requested by, the Chair, the Vice Chair performs this role, works with any Lead Independent Director and the Chief Executive Officer of the GP (the “**CEO**”) and manages the Board. In the absence of a Lead Independent Director, the Vice Chair also fulfils the obligations of this position where necessary.

**B. WORKING WITH MANAGEMENT**

In the absence of, or to the degree requested by, the Chair, the Vice Chair shall:

1. Act as the principal sounding board and counsellor for the CEO, including helping to define problems, reviewing strategy, maintaining accountability, building relationships and, with the assistance of any Lead Independent Director, ensuring the CEO is aware of concerns of the Board, unitholders of the REIT and other stakeholders.
2. Lead the Board in monitoring and evaluating the performance of the CEO. This includes assuming responsibility for the accountability of the CEO and in monitoring the implementation of management succession and development plans.
3. Coordinate with any Lead Independent Director and the CEO to ensure that management strategy, plans and performance are appropriately represented to the Board, unitholders of the REIT and other stakeholders as appropriate.

**C. MANAGING THE BOARD**

In the absence of, or to the degree requested by, the Chair, the Vice Chair shall:

1. Ensure that the Board has full governance of the business and affairs of the REIT and the GP and that the Board is alert to its obligations to the REIT, the GP, unitholders of the REIT, management, other stakeholders and under the law.

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<sup>1</sup> Stakeholders include employees, customers, suppliers, creditors, governments, regulators and the communities in which the REIT and its direct and indirect subsidiaries operate.

2. Provide leadership to the Board in conjunction with any Lead Independent Director, assist the Board in reviewing and monitoring the aims, strategy, policy and direction of the REIT and the achievement of its objectives.
3. Communicate with the Board to keep it up to date on all major developments, including timely discussion of potential developments and directing management to ensure that the Board has sufficient knowledge to permit it to make major decisions when such decisions are required.
4. Set the frequency of the Board meetings and review such frequency from time to time as considered appropriate or as requested by the Board.
5. Coordinate the agenda, information packages and related events for Board meetings with any Lead Independent Director, the CEO and the Chief Financial Officer of the GP.
6. Chair Board meetings.
7. Attend committee meetings where appropriate.
8. Act in a manner such that Board and committee meetings are conducted in an efficient, effective and focused manner.

In the absence of a Lead Independent Director, the Vice Chair shall also fulfil the obligations of this position where necessary.

**D. RELATIONS WITH OTHER STAKEHOLDERS AND THE PUBLIC**

At the request of the CEO, and in the absence of, or to the degree requested by, the Chair, the Vice Chair shall:

1. Take steps such that the GP's management and, where applicable, the Board is appropriately represented at official functions and meetings with major unitholder groups, other stakeholders, financial analysts, financial media, and debt and equity providers.
2. Chair unitholder annual and special meetings.

The duties and responsibilities of the Vice Chair shall be reviewed annually by the Board.

**These Terms were initially approved on March 9, 2021.**