

ESH HOSPITALITY, INC.

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

(Last Amended effective as of August 14, 2018)

I. PURPOSE

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of ESH Hospitality, Inc. (the “**Company**”) shall provide assistance to the Board by, among other things:

A. Identifying individuals qualified to become directors, consistent with the criteria approved by the Board and selecting, or recommending to the Board for its selection, the director nominees for the next annual meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings;

B. Periodically reviewing and recommending to the Board any necessary or appropriate changes to the Company’s Corporate Governance Guidelines;

C. Overseeing the evaluation of the Board and management;

D. Recommending to the Board members of the Board to serve on committees and evaluating the operations and performance of such committees;

E. Directing the Board in assessing the independence of the members of the Board;
and

F. Otherwise taking a leadership role in shaping the corporate governance of the Company.

II. STRUCTURE AND OPERATIONS

A. Composition and Qualifications

The Committee shall be comprised of two (2) or more members of the Board, each of whom shall be determined by the Board to be “independent” under the rules of The Nasdaq Stock Market (“**Nasdaq**”).

B. Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation removal, disqualification or death. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. A member of the Committee shall be

deemed to have resigned from the Committee at such time that the member shall no longer be a director of the Company.

C. Chairperson

Unless a Chairperson is elected by the full Board, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible to set the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

D. Delegation to Subcommittees

The Committee may form subcommittees composed of one (1) or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee shall periodically review any such delegations and may revoke any such delegation at any time.

III. MEETINGS

The Committee shall meet at least twice per year or more frequently, as the Chairperson or the other members determine. The Chairperson of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate, and the Committee shall have the authority to retain and terminate outside counsel or other experts for this purpose in accordance with Section V. The Committee also shall have sole authority to retain and to terminate any search

firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention in accordance with Section V.

A. Board Selection, Composition and Evaluation

1. Periodically review and recommend to the Board appropriate changes to the criteria for the selection of director nominees.

2. Identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend to the Board for its selection, candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting, as applicable. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include (a) ensuring that the Board, as a whole, is appropriately diverse and consists of individuals with various and relevant career experience, relevant technical skills, relevant business or government acumen, industry knowledge and experience, financial expertise (including expertise that could qualify a director as an “audit committee financial expert,” as that term is defined by the rules of the Securities & Exchange Commission (“SEC”)), local or community ties and (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with the company’s business and industry, independence of thought and an ability to work collegially. The Committee also may consider the extent to which the candidate would fill a present need on the Board.

3. Review and make recommendations to the full Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to the retirement of members of the Board, including term limits or age limits, as well as the performance of such directors.

4. Evaluate candidates for nomination to the Board, including those recommended by shareholders on a substantially similar basis as it considers other nominees. In that connection, the Committee shall periodically review its procedures for the submission of recommendations by shareholders and adopt changes as it deems appropriate.

5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.

6. Consider questions of independence and possible conflicts of interest of director nominees, members of the Board and executive officers.

7. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise.

8. Oversee the evaluation of the Board and management at least once per year and as circumstances otherwise dictate.

9. Following any designations or nominations of persons for election to the Board, vacancies, proposed removal of directors from the Board (other than pursuant to Section

9.4 of the Amended and Restated Certificate of Incorporation of the Company), proposed reduction of the size of the Board, or otherwise any change to the membership of the Board (other than pursuant to Section 9.4 of the Amended and Restated Certificate of Incorporation of the Company), the Nominating and Corporate Governance Committee of the Board shall examine the membership of the Board to ensure compliance with the director qualification requirement set forth in Section 9.4 of the Amended and Restated Certificate of Incorporation of the Company.

B. Committee Selection, Composition and Evaluation

1. Recommend to the Board members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.

2. Recommend to the Board members of the Board to serve as the chairs of the committees of the Board.

3. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board.

4. Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board, as appropriate.

C. Corporate Governance

1. Review the adequacy of the certificate of incorporation and bylaws of the Company and recommend to the Board, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws for consideration by the shareholders, if applicable.

2. Keep abreast of developments with regard to corporate governance to enable the Committee to recommend to the Board changes to the Company's Corporate Governance Guidelines in light of such developments as may be appropriate. Periodically review and recommend to the Board any necessary or appropriate changes to the Company's Corporate Governance Guidelines.

3. Review policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

D. Reports

1. Report regularly to the Board, including:
 - a. Following all meetings of the Committee; and
 - b. With respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide its recommendations to the Board as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

2. Maintain minutes or other records of meetings and activities of the Committee.

V. RESOURCES

The Committee shall have direct access to, and complete and open communications with, senior management and may obtain advice and assistance from internal legal, accounting, and other advisors to assist it. The Committee shall have authority to retain such consultants, outside counsel and other advisors as the Committee may deem necessary or appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms associated with the retention of any such firm or individual, which fees shall be paid by the Company. In determining whether to retain or terminate a provider of such services, the Committee may, in its discretion, obtain the input of senior management.

The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of (i) compensation to any advisers employed by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

VI. RELIANCE ON OTHERS

Unless a Committee member has knowledge that makes reliance unwarranted, each Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by:

A. One (1) or more officers or employees of the Company whom the Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented; and

B. Consultants, legal counsel, or other persons as to matters which the Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or

C. Another committee of the Board of which such Committee member is not a member if the Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

VII. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least once per year, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least once per year, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or appropriate. To the extent required by the rules of the SEC or the Nasdaq, a copy of this Charter will be attached to the Company's annual proxy statement at least once every three (3) years or included on the Company's website. The Committee shall conduct such evaluations and reviews in such manner and using such third-party professionals as it deems appropriate.