

ASHFORD HOSPITALITY TRUST, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Role

The Nominating and Corporate Governance Committee's role is to identify individuals qualified to become members of the Company's Board of Directors, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to identify and recommend candidates to fill vacancies occurring between annual shareholder meetings, and to develop and implement the Corporate Governance Guidelines of Ashford Hospitality Trust, Inc. (the "Company").

Membership

The membership of the Committee consists of at least two directors. Members of the Committee will be appointed and may be removed by the Board in its discretion. The Board appoints the chairperson. All members of the Committee will be independent directors, and will satisfy the proposed New York Stock Exchange standards, as approved by the SEC for independence.

Operations

The Committee shall meet at least twice a year. Additional meetings may occur as the Committee or its chair deems advisable. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Maryland.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the sole authority to retain and terminate outside counsel or other experts or consultants, including any search firm to be used to identify director candidates, as it deems appropriate. The Committee will have the sole authority to approve related fees and other retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications. The Committee will have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

Goals and Responsibilities

Subject to the provisions of the Company's Corporate Governance Guidelines, the principal goals and responsibilities of the Committee are as follows:

- Annually evaluate and report to the Board on the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of the shareholders of the Company.
- Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders.
- Before recommending an incumbent, replacement or additional director, review his or her qualifications, including personal and professional integrity, capability, judgment, availability to serve, conflicts of interest, ability to act on behalf of shareholders and other relevant factors.
- Assist in identifying, interviewing and recruiting candidates for the Board.
- Annually review the composition of each committee and present recommendations for committee memberships to the Board as needed. The Committee will recommend additional committee members to fill vacancies as needed.
- Periodically review the compensation paid to non-employee directors for annual retainers (including Board and committee chairs) and meeting fees, if any, and make recommendations to the Board for any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as such.
- Regularly review and make recommendations about changes to this Charter.
- Regularly review and make recommendations about changes to the charters of other Board committees after consultation with the respective committee chairs.
- In addition, the chair of the Committee will be responsible for leading the Board's annual review of the Chief Executive Officer's performance and reporting the results thereof to the Compensation Committee Chairman.
- Annually evaluate the Committee's performance.
- Develop and recommend to the Board for its approval a set of Corporate Governance Guidelines. The Committee will review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.