

**CHARTER OF THE NOMINATING COMMITTEE  
OF THE  
BOARD OF TRUSTEES  
OF  
HERSHA HOSPITALITY TRUST**

**Purpose**

The purpose of the Nominating Committee (the “Committee”) of the Board of Trustees (the “Board”) of Hersha Hospitality Trust (the “Company”) shall be to:

- Identify individuals qualified to become members of the Board, consistent with criteria approved by the Board;
- Recommend to the Board candidates for all Trustee positions to be filled by the Board or by the shareholders of the Company;
- Recommend to the Board, members of the Board to be appointed to the established and temporary committees of the Board and the chairpersons of such committees;
- Recommend to the Board, members of the Board to fill any vacancies in any committee of the Board;
- Fulfill such other duties and responsibilities as may be set forth in this Charter or as may be assigned to the Committee by the Board from time to time.

**Membership**

After recommendation of the existing Committee, the Committee, from time to time, shall consist of three or more members of the Board appointed by the full Board. Each member of the Committee shall be an “independent” trustee, as determined by the Board, in accordance with the applicable rules of the American Stock Exchange and any other applicable legal or regulatory requirement.

The members of the Committee shall be appointed or reappointed annually and shall serve until such member’s successor is appointed by the Board or until such member’s earlier death, resignation, removal or cessation as a trustee of the Company. The Committee shall select its own chairperson which selection shall be confirmed by the Board.

**Meetings**

The Committee may establish its own schedule for meetings throughout the year, and shall determine the number of meetings necessary and proper for the conduct of its business. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to the members of the Committee prior to each meeting. The time and place of the meetings of the Committee and the procedures to be followed at such

meetings shall be determined from time to time by the members of the Committee, provided that (i) a quorum for meetings shall be a majority of the members present in person or by telephone or any other telecommunications device which allows all persons participating in the meeting to speak and hear each other, (ii) the affirmative vote of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee, and (iii) the Committee may act by unanimous written consent signed by each member of the Committee.

The Committee shall maintain written minutes of the meetings, which minutes shall be filed with the minutes of the meetings of the Board.

### **Responsibilities and Duties**

The responsibilities and duties set forth below shall be the common recurring activities of the Committee in carrying out its purpose as set forth in this Charter. The responsibilities and duties set forth in this Charter should serve as a guide with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

The responsibilities and duties of the Committee shall be to:

1. Develop and recommend to the Board specific criteria for the selection of trustees.
2. Review and make recommendations regarding the composition of the Board in order to ensure that the Board has an appropriate breadth of expertise and its membership consists of persons with sufficiently diverse and independent skill sets and backgrounds.
3. Review the qualifications of any persons submitted to be considered as trustees on the Board by any of the shareholders of the Company. In doing so the Committee may change or modify the methods and/or the timing for any such submissions.
4. Review the qualifications of, and recommend to the Board, those persons to be nominated for membership on the Board and to be elected by the Company's shareholders or by the Board to fill vacancies and newly created trustee positions. In identifying candidates for membership on the Board, the Committee shall evaluate all factors which it deems appropriate, including but not limited to a candidate's integrity and business ethics, strength of character, mature judgment, expertise in the hospitality industry or other relevant background, other relevant technical skills, the extent to which the candidate would fill a present need on the Board, the requirements of the Company's Corporate Governance principles and any other factors the Committee deems relevant.
5. The Committee shall also review and make recommendations to the Board whether members of the Board should stand for re-election.
6. Perform such other responsibilities and duties as may be assigned to the Committee from time to time by the Board.

The Committee shall have the authority to delegate any of its responsibilities to a subcommittee as it may deem appropriate in its sole discretion and to retain, terminate and obtain advice, reports or opinions from search firms or other internal or outside advisors and legal counsel in the performance of its duties and responsibilities, and shall have the sole authority to approve related fees and retention terms.

The Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company meet with any members of, or consultants to the Committee as is reasonably necessary for the Committee to effectively perform its duties and responsibilities.

### **Reports**

The Committee shall report periodically to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the discharge of the Committee's duties and responsibilities, and (iii) with respect to such recommendations as the Committee may deem appropriate from time to time. The report can be a written or an oral report by a member of the Committee elected by the Committee to give such report to the Board, but if the Committee fails to designate such a member the report shall be given by the Chairperson of the Committee.

### **Shareholder Nominations**

Presently, the Committee has determined that any recommendations for trustees of the Company from the shareholders of the Company shall be considered by the Committee only by following the requirements set forth below.

1. All nominations shall be writing and shall be addressed to the Committee and sent in care of the Secretary of the Company.
2. Each nomination shall include at least the following:
  - a. A historical resume of the nominee
  - b. Detail of the nominee's skills and experience
  - c. At least three professional references
  - d. A listing of any other public company boards on which the nominee serves
  - e. A statement regarding any conflicts which the nominee may have regarding the Company
  - f. A listing of all shares of the Company owned by the nominee, directly or indirectly.
3. The name, address, telephone and other contact information of the shareholder making the recommendation as well as the shareholdings of such person shall be included.
4. The name, address, telephone and other contact information of any other shareholder or person that the nominee represents shall also be provided.

5. The nominee shall also provide to the committee information regarding any change in policy or strategy or the Company that the nominee intends to propose to the Board.