

**CHOICE HOTELS INTERNATIONAL, INC.
DIVERSITY COMMITTEE CHARTER**

PURPOSE:

To continue to develop a culture that values people and the differences that they bring to the business and to further efforts to develop a workforce, franchise and vendor base that is reflective of the community in which Choice does business.

FUNCTIONS:

The functions of the Diversity Committee include the following:

- developing policies and programs oriented specifically toward assuring equality of opportunity in all facets of Choice Hotels' business;
- review the efforts by management to increase the diversity of the Company's workforce, including the number of persons in management level positions with the company who are qualified females and/or ethnic minorities;
- overseeing and reviewing with management the company's diversity initiative and programs;
- reviewing the Company's efforts to increase (i) its business ties to, and (ii) the percentage of company expenditures made to female and minority-owned suppliers and service providers; and
- reporting to the Board of Directors on diversity matters.

MEMBERS:

The Diversity Committee shall consist of at least two independent directors. The chair of the Committee shall be an independent director.

MEETINGS:

The Diversity Committee shall meet at least one time per year, and upon call of the Committee Chair.