



**DiamondRock Hospitality Company**

DRH NYSE

Hotels / Motels / Cruise Lines

Market Capitalization USD:

**\$1,170.03 mm****CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Mark W. Brugger****Age: 42****CEO Since: 2008**

	2009	2010	2011
<b>Base Salary</b>	\$600,000	\$600,000	\$650,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$612,000	\$870,750	\$648,587
<b>Benefits and Perquisites</b>	\$32,221	\$37,046	\$37,290
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1,244,221</b>	<b>\$1,507,796</b>	<b>\$1,335,877</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$1,500,000	\$1,500,000	\$2,000,000
<b>TOTAL COMPENSATION</b>	<b>\$2,744,221</b>	<b>\$3,007,796</b>	<b>\$3,335,877</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$2,034,656	\$1,448,484	\$1,362,442
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$156,936	\$1,736,339	\$2,813,709
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$156,936</b>	<b>\$1,736,339</b>	<b>\$2,813,709</b>

Proxy Date: 16 Mar 2012

Annual Meeting Date: 25 Apr 2012

Equity Reserves: 3.07%

Stock Option Run Rate:

# DiamondRock Hospitality Company

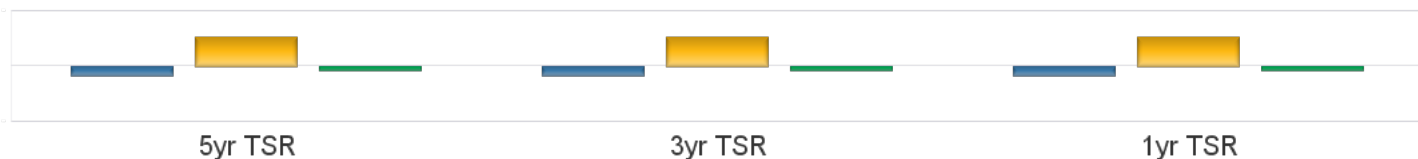
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## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ DRH



## Peer Comparisons (TRBC) =Hotels / Motels / Cruise Lines

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>DRH</b>	<b>DiamondRock Hospitality Company</b>	<b>\$2,744,221</b>	<b>\$3,007,796</b>	<b>\$3,335,877</b>	<b>\$1,170,025,742</b>
HPT	Hospitality Properties Trust	\$98,340	\$145,965		\$2,620,933,409
CHH	Choice Hotels International, Inc.	\$3,508,787	\$4,776,772		\$1,767,412,587
LHO	LaSalle Hotel Properties	\$459,223	\$2,784,937	\$2,728,465	\$1,633,620,825
GET	Gaylord Entertainment Company	\$1,625,378	\$7,785,793		\$936,075,630
BEE	Strategic Hotels & Resorts, Inc.	\$1,506,054	\$2,598,450		\$800,008,989
PEB	Pebblebrook Hotel Trust	\$6,165,798	\$1,538,846		\$796,548,817

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Lodging REIT Competitive Set: Ashford Hospitality Trust, Felcor Lodging Trust Inc., LaSalle Hotel Properties, RLJ Lodging, Strategic Hotels and Resorts, Inc., Sunstone Hotel Investors, Inc.

Non-Lodging REIT Competitive Set: Colonial Properties Trust, DCT Industrial, Entertainment Properties, Equity One, Healthcare Realty Trust, Medical Properties Trust, National Retail Properties, Omega Healthcare REIT, Post Properties, Tanger Factory Outlet Centers, Washington REIT.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Daniel J. Altobello	Chairman	71	Male	8	Outside
Gilbert T. Rav	Member	67	Male	8	Outside
Maureen L. McAvev	Member	65	Female	8	Outside
W. Robert Grafton	Member	70	Male	8	Outside

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