

Choice Hotels International, Inc.
Lead Independent Director Role & Responsibilities

The Company's Board retains discretion to determine the nature and scope of the role of the Lead Independent Director to ensure appropriate and effective independent leadership and oversight. This approach enables the Board to elect an independent Lead Independent Director and define his or her duties.

In the event that the Chair of the Board is not independent, the independent directors of the Board will elect for an annual term, a Lead Independent Director from among the independent directors.

The Company's Lead Independent Director role is significant, with responsibilities consistent with accepted best practices, including:

- Preside at meetings of the Board at which the Chair of the Board is not present and at executive sessions of the independent directors
- Coordinate the activities of the independent directors
- Have authority to convene meetings of independent directors
- Serve as liaison between both the Chair and the CEO and the independent directors
- At the discretion of the Lead Independent Director, and in consultation with both the Chair and the CEO, provide input regarding Board meeting agendas and schedules
- In consultation with management, be available for direct communication with major stockholders

The Lead Independent Director's responsibilities do not preclude direct communication between the Chair or the CEO and the other directors.

The Lead Independent Director's responsibilities do not include or supersede those of the Nominating & Governance Committee (unless he/she also chairs that committee).