

# **XENIA HOTELS & RESORTS, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to identify qualified candidates for election as directors consistent with criteria approved by the Board; to recommend to the Board nominees for election as directors at annual meetings of stockholders (or special meetings of stockholders at which directors are to be elected); to review matters involving the general operation of the Board, including Board size and composition and committee composition and structure; to develop and recommend to the Board a set of Corporate Governance Guidelines; and to oversee the evaluation of the Board and management.

### **II. Composition**

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of the New York Stock Exchange (the “NYSE”), except as otherwise permitted by applicable NYSE rules. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

### **III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors (including legal advisors) that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes and carry out its duties and responsibilities as set forth in this Charter. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval (unless Board approval is required by law or this Charter), and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope and the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters

are within the scope of the powers and responsibilities delegated to it. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws.

#### **IV. Duties and Responsibilities**

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at annual meetings of stockholders or any special meeting of stockholders at which directors are to be elected.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines.

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

4. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

5. *Board and Management Evaluations.* The Committee shall oversee the annual self-evaluations of the Board and management.

6. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's charter and bylaws, and the charters of the Company's other committees.

7. *Succession Planning Process.* The Committee shall oversee and approve the management continuity planning process and review and evaluate the succession plans relating to the Company's chief executive officer and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

8. *Environmental and Corporate Social Responsibility Matters.* The Committee shall oversee the Company's sustainability, environmental and corporate social responsibility activities.

9. *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee.

10. *Committee Self-Evaluation.* The Committee shall at least annually perform an evaluation of the performance of the Committee.

11. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

**V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

*Adopted by the Board of Directors of Xenia Hotels & Resorts, Inc.: November 13, 2019*