



GOVERNANCE COMMITTEE CHARTER

Purpose and Responsibilities

The purpose and responsibilities of the Governance Committee (the “Committee”) of FelCor Lodging Trust Incorporated (the “Company”) are to:

1. Identify individuals qualified to become members of the Board of Directors (the “Board”), consistent with criteria approved by the Board, and recommend to the Board of Directors the director-nominees either for election at the next annual meeting of stockholders or to fill any vacancy or newly-created directorship on the Board;
2. Develop and recommend to the Board the Company’s Corporate Governance Guidelines, including criteria for the selection of new directors to serve on the Board of Directors, taking into account at a minimum all applicable laws, rules, regulations and listing standards, desirable and diverse experience and areas of expertise and other factors relative to the overall composition of the Board; and
3. Oversee the evaluation of the Board and management.

Composition and Qualifications

The Committee shall consist of three or more directors, each of whom is determined by the Board to be “independent” in accordance with the rules of the New York Stock Exchange (“NYSE”).

Appointment and Removal

The members of the Committee shall be appointed by the Board, and each member shall serve until such member’s successor is duly appointed and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairperson

The Chairperson shall be elected by the Board. The Chairperson will chair all regular sessions of the Committee and set the agenda for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

Meetings

The Committee shall meet as frequently as circumstances dictate, but not less than twice annually. The Secretary of the Company, the Chairperson of the Board or the Chairperson of the

Committee may call meetings of the Committee. The Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities; *provided, however*, that the Chairperson of the Board and the Chief Executive Officer of the Company (to the extent the latter is a director) shall each be entitled *ex officio* to attend, but not vote at, meetings of the Committee unless the Committee determines their attendance is not appropriate

Additional Authority and Responsibilities

The Committee shall have the following additional authority and responsibilities:

1. Review at least annually the adequacy of the various committee charters, and recommend to the Board such modifications to the charter of any committee as the Committee shall determine to be appropriate at the time.
2. Review on an annual basis the Company's Code of Business Conduct and Ethics and the Company's policies concerning trading in the Company's securities and approve amendments thereto as the Committee deems appropriate, and consider and grant, if appropriate in its sole discretion, any requests for waivers therefrom. The Company shall disclose such waivers to the extent required by applicable rules and regulations.
3. Review the Board committee structure from time to time as the Committee deems appropriate, evaluate the size, composition, membership qualifications, scope of authority, responsibilities, and reporting obligations of each committee of the Board, and recommend to the Board particular members to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and when appropriate, make recommendations regarding the removal of any member of any committee.
4. Oversee and approve the management succession planning process, including the annual review and evaluation of the succession plans relating to the Chief Executive Officer and make recommendations to the Board with respect to policies and principles for the selection, performance review and succession of the Chief Executive Officer.
5. Review with the Board, on an annual basis, the requisite skill and characteristics required for new directors, as well as the composition and size of the Board, as a whole.
6. Determine, as needed, stock ownership guidelines for the Chief Executive Officer and other officers and directors; and monitor compliance with such guidelines.
7. Develop and administer, on behalf of the Board, the annual self-evaluation process of the Board and its committees. Based on the results of the annual evaluation, as well as on any other matters the Committee shall deem relevant, the Committee shall make such modifications regarding Board processes and other items deemed appropriate to improve or ensure the effective functioning of the Board as the Committee shall from time to time deem advisable or appropriate (to the extent such modification may only be made by the Board and may not be made by a committee thereof, the Committee's action shall have the effect of a recommendation to the Board concerning such modification).
8. In discharging its duties, investigate any matter brought to its attention with full access to all Company books, records, facilities, personnel, legal counsel and independent auditors,

along with the power to retain, at the Company's expense, outside counsel or other experts for this purpose.

9. Review the Corporate Governance Guidelines on an annual basis, or more frequently if appropriate, and recommend changes, as necessary, to the Board.
10. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems appropriate.

Search Firm

The Committee shall have the authority to retain a search firm to assist in identifying director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall advise the Company's General Counsel when a search firm is engaged so that the General Counsel can ensure that the Company makes any disclosures required by applicable SEC rules.

Reports and Performance Review

The Committee shall report its actions and any recommendations to the Board at the next regularly scheduled meeting following each Committee meeting. The Committee shall conduct, and present to the Board the results of, the annual performance self-evaluations of the Board, the Committee, the Audit Committee and the Compensation Committee.

Procedural Rules

The Committee may establish its own rules for the conduct of its meetings and proceedings, subject to the provisions of Section 3.16 of the Bylaws of the Company and the following requirements:

1. Each member of the Committee shall have one vote;
2. A quorum of the Committee shall consist of one-third, but not less than two, of its members;
3. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the members thereof present at any meeting at which a quorum of its members is present, or by the unanimous written consent of all of the members thereof;
4. Meetings of the Committee may be held in person, by means of conference telephone or similar communications equipment or by any other means permitted by the Company's Bylaws; and
5. The Committee shall maintain and submit to the Board copies of the minutes of each meeting of the Committee, and each written consent or action taken without a meeting, reflecting the actions so authorized or taken by the Committee since the preceding meeting of the Board.

Policy and Procedures Regarding Stockholder Recommended Candidates

The Committee may consider any candidate for director recommended by any stockholder of the Company. Consideration of any stockholder-recommended candidates by the Committee will be based on criteria established by the Board of Directors for selection of director nominees

generally and otherwise in accordance with this Charter and the Corporate Governance Guidelines. Candidates recommended by stockholders shall, in no event, be automatically approved. The Committee reserves the right to reject any candidate that has a special interest agenda other than the best interests of the Company and its stockholders generally.

To recommend a candidate for nomination as a director, a stockholder must:

1. Submit the following information about the candidate in written correspondence mailed to the Governance Committee c/o FelCor Lodging Trust Incorporated, 125 E. John Carpenter Freeway, Suite 1600, Irving, Texas 75062-3933, Attn. General Counsel: name, mailing address, telephone number, email address, resume, business history, listing of other past and present directorships and director committees, hotel industry experience and other relevant information (including information required to be submitted in accordance with the Company's Bylaws);
2. Explain in the submission why the stockholder believes the candidate would be an appropriate director for the Company and the benefits and attributes that the candidate will provide to the Company in serving as a director;
3. Provide evidence of ownership of the Company's securities along with the recommendation; and
4. Indicate whether the Company may identify the stockholder in any public disclosures that it makes regarding the consideration of the director candidate.

For a candidate to be considered for nomination at any annual meeting of the Company's stockholders, the foregoing submission must be received by the Company not less than 90 days and not later than 120 days prior to the anniversary date of the Company's immediately preceding annual meeting and must, in all respects, comply with the requirements set forth in the Company's Bylaws or under applicable laws or regulations. The Company's General Counsel shall forward any submission received from a stockholder that complies with the foregoing requirements to the Chairperson of the Committee. The director candidate must make himself or herself available for interviews and must provide additional information upon request from the Company, including a customary questionnaire.

Disclosure of Director Nominating Process

In order for the Company to comply with the disclosure requirements of applicable SEC rules, the Committee, or its Chairperson, shall, from time to time and upon request, advise the Company's General Counsel as to the following:

1. Who recommended to the Committee any new directors (who are not executive officers) that the Committee chooses to recommend for nomination as a director;
2. Any specific minimum qualifications that the Committee believes must be met by a director nominee;
3. Any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess;
4. The Committee's process for identifying and evaluating nominees for director, including nominees recommended by stockholders, and any differences in the manner in which the

Committee evaluates nominees for director based on whether the nominee is recommended by a stockholder; and

5. Whether the Committee considers diversity in identifying nominees for director, and if the Committee has a policy with regard to the consideration of diversity, how the policy is implemented and how the Committee assesses the effectiveness of the policy.

Disclosure of Charter

This Charter will be disclosed as required by applicable rules of the NYSE and SEC.

*Adopted, as Amended, by Resolution of the Board of
Directors
October 28, 2015*