

DiamondRock Policy Manual

<i>CP-3</i>	Subject	Code of Business Conduct and Ethics
	Author	General Counsel
	Responsibility	General Counsel
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Introduction

Purpose and Scope

The Board of Directors of DiamondRock Hospitality Company (together with its subsidiaries, “DiamondRock”) established this Code of Business Conduct and Ethics to aid DiamondRock’s directors, officers and employees in making ethical and legal decisions when conducting DiamondRock’s business and performing their day-to-day duties.

DiamondRock’s Board of Directors or a committee of the Board is responsible for administering the Code. The Board of Directors has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer. Our General Counsel has been appointed DiamondRock’s Compliance Officer under this Code.

DiamondRock expects its directors, officers and employees to exercise reasonable judgment when conducting DiamondRock’s business. DiamondRock encourages its directors, officers and employees to refer to this Code frequently to ensure that they are acting within both the letter and the spirit of this Code. DiamondRock also understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting DiamondRock’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, DiamondRock encourages each officer and employee to speak with his or her supervisor (if applicable) or, if you are uncomfortable doing that, with the Compliance Officer under this Code.

Contents of this Code

This Code has two sections which follow this Introduction. The first section, “***Standards of Conduct***,” contains the actual guidelines that our directors, officers and employees are expected to adhere to in the conduct of DiamondRock’s business. The second section, “***Compliance Procedures***,” contains specific information about how this Code functions including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated and punished. This section also contains a discussion about waivers of and amendments to this Code.

A Note About Other Obligations

DiamondRock's directors, officers and employees generally have other legal and contractual obligations to DiamondRock. This Code is not intended to reduce or limit the other obligations that you may have to DiamondRock. Instead, the standards in this Code should be viewed as the *minimum standards* that DiamondRock expects from its directors, officers and employees in the conduct of DiamondRock's business.

Standards of Conduct

Conflicts of Interest

DiamondRock recognizes and respects the right of its directors, officers and employees to engage in outside activities which they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in DiamondRock's best interests. In most, if not all, cases this will mean that our directors, officers and employees must avoid situations that present a potential or actual conflict between their personal interests and DiamondRock's interests.

A "conflict of interest" occurs when a director's, officer's or employee's personal interest interferes with DiamondRock's interests. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when a director, officer or employee takes an action or has an outside interest, responsibility or obligation that may make it difficult for him or her to perform the responsibilities of his or her position objectively and/or effectively in DiamondRock's best interests. Conflicts of interest may also occur when a director, officer or employee or his or her immediate family member receives some personal benefit (whether improper or not) as a result of the director's, officer's or employee's position with DiamondRock. An immediate family member includes parents, siblings and their spouses, children and their spouses, mothers and fathers-in-law and any person sharing the household (except tenants and employees). Each individual's situation is different and in evaluating his or her own situation, a director, officer or employee will have to consider many factors.

Any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Compliance Officer. The Compliance Officer shall notify the Board of Directors or a committee thereof. Actual or potential conflicts of interest involving a director, officer or the Compliance Officer should be disclosed directly to the Chairman of the Board of Directors and the Chairman of the Nominating and Governance Committee.

Related Person Transaction Approval and Disclosure Policy

All related person transactions must be reviewed and approved by a majority of the disinterested directors on the Board (i.e., directors that do not have a personal financial interest in the transaction that is adverse to that of the Company or its stockholders) in advance of the Company or any of its subsidiaries entering into the transaction; provided that, if the Company or any of its subsidiaries enters into a transaction without recognizing that such transaction constitutes a related person transaction, this approval requirement will be satisfied if such transaction is ratified by a majority of the disinterested directors on the Board promptly after the Company recognizes that such transaction constituted a related person transaction. The term "related person transaction" shall refer to a transaction required to be disclosed by the Company pursuant to Item 404 of Regulation S-K (or any successor provision) promulgated by the Securities and Exchange Commission. This policy will be in addition to, and not in substitution of, any other policy of the Company relating to the approval of conflict of interest transactions.

Compliance with Laws, Rules and Regulations

DiamondRock seeks to conduct its business in compliance with both the letter and the spirit of applicable laws, rules and regulations. No director, officer or employee shall engage in any unlawful activity in conducting DiamondRock's business or in performing his or her day-to-day company duties, nor shall any director, officer or employee instruct others to do so.

Protection and Proper Use of DiamondRock's Assets

Loss, theft and misuse of DiamondRock's assets have a direct impact on DiamondRock's business and its profitability. Employees, officers and directors are expected to protect DiamondRock's assets that are entrusted to them and to protect DiamondRock's assets in general. Employees, officers and directors are also expected to take steps to ensure that DiamondRock's assets are used only for legitimate business purposes.

Corporate Opportunities

Employees, officers and directors owe a duty to DiamondRock to advance its legitimate business interests when the opportunity to do so arises. Each employee, officer and director is prohibited from:

- diverting to himself or herself or to others any opportunities that are discovered through the use of DiamondRock's property or information or as a result of his or her position with DiamondRock unless such opportunity has first been presented to, and rejected by, DiamondRock,
- using DiamondRock's property or information or his or her position for improper personal gain, or
- competing with the Company.

Confidentiality

Confidential information generated and gathered in DiamondRock's business plays a vital role in DiamondRock's business, prospects and ability to compete. "Confidential information" includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed. Directors, officers and employees may not disclose or distribute DiamondRock's confidential information, except when disclosure is authorized by DiamondRock or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Directors, officers and employees shall use confidential information solely for legitimate company purposes. Directors, officers and employees must return all of DiamondRock's confidential and/or proprietary information in their possession to DiamondRock when they cease to be employed by or to otherwise serve DiamondRock.

Fair Dealing

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term

success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, it is DiamondRock's policy that directors, officers and employees must endeavor to deal ethically and lawfully with DiamondRock's customers, suppliers, competitors and employees in all business dealings on DiamondRock's behalf. No director, officer or employee should take unfair advantage of another person in business dealings on DiamondRock's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts.

Gift Policy

Personal gifts and entertainment offered by persons doing business with our company may be accepted when offered in the ordinary and normal course of the business relationship. However, the frequency and cost of any such gifts or entertainment may not be so excessive that a director, officer or employee's ability to exercise independent judgment on behalf of DiamondRock is or may appear to be compromised. Accordingly, if a director, officer or employee receives or is offered a gift that is believed to have a value in excess of \$500, or entertainment that is in excess of usual and customary levels, by any person providing or offering goods or services to our company, then the gift or entertainment must promptly be disclosed to the Chief Executive Officer or the General Counsel (or the Chairman of the Corporate Governance and Nominating Committee of the Board of Directors in the case of the Chief Executive Officer or a director), who will determine whether the gift or entertainment is improper, based upon the standards set out in this Code. Any gift or entertainment determined to be improper must be returned, reimbursed or refused. The director, officer or employee is responsible for retaining written evidence (e.g. email or memo) of the approval.

Accuracy of Records

The integrity, reliability and accuracy in all material respects of DiamondRock's books, records and financial statements is fundamental to DiamondRock's continued and future business success. No director, officer or employee may cause DiamondRock to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no director, officer or employee may create any false or artificial documentation or book entry for any transaction entered into by DiamondRock. Similarly, officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on DiamondRock's books and records.

Quality of Public Disclosures

DiamondRock is committed to providing its shareholders with complete and accurate information about its financial condition and results of operations as required by the securities laws of the United States and, if applicable, other foreign jurisdictions. It is DiamondRock's policy that the reports and documents it files with or submits to the Securities and Exchange Commission, and its earnings releases and similar public communications made by DiamondRock, include fair, timely and understandable disclosure. Officers and employees who are responsible for these filings and disclosures, including DiamondRock's principal executive, financial and accounting officers, must use reasonable judgment and perform their

responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled. DiamondRock's senior management are primarily responsible for monitoring DiamondRock's public disclosure.

Compliance Procedures

Communication of Code

All directors, officers and employees will be supplied with a copy of the Code upon beginning service at DiamondRock. Updates of the Code will be provided from time to time. A copy of the Code is also available to all directors, officers and employees by requesting one from the Compliance Officer.

Monitoring Compliance and Disciplinary Action

DiamondRock's management, under the supervision of its Board of Directors or a committee thereof or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee, shall take reasonable steps from time to time to (i) monitor compliance with the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service and restitution.

DiamondRock's management shall periodically report to the Board of Directors or a committee thereof on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

Reporting Concerns/Receiving Advice

Communication Channels

Be Proactive. Every employee is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of DiamondRock, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the DiamondRock's business or occurring on DiamondRock's property. **If any employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code, he or she is obligated to bring the matter to the attention of Compliance Officer.**

Seeking Guidance. The best starting point for an officer or employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the officer or employee does not feel that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with the Compliance Officer.

Communication Alternatives. Any officer or employee may communicate with the Compliance Officer or by any of the following methods:

- In writing (which may be done anonymously as set forth below under “Reporting; Anonymity; Retaliation”), addressed to the Compliance Officer, either by facsimile to 240-744-1199 or by U.S. mail to

General Counsel,
DiamondRock Hospitality Company,
3 Bethesda Metro Center, Suite 1500
Bethesda, MD 20814; or

- By e-mail to bill.tennis@drhc.com (anonymity cannot be maintained).

Reporting Accounting and Similar Concerns. Any concerns or questions regarding potential violations of the Code, any other company policy or procedure or applicable law, rules or regulations involving accounting, internal accounting controls or auditing matters should be directed to the Audit Committee or a designee of the Audit Committee. Officers and employees may communicate with the Audit Committee or its designee in writing to:

Chairman of the Audit Committee
DiamondRock Hospitality Company
c/o W. Robert Grafton
DiamondRock Hospitality Company
3 Bethesda Metro Center, Suite 1500
Bethesda, MD 20814

Officers and employees may use the above method[s] to communicate anonymously with the Audit Committee.

Misuse of Reporting Channels. Employees must not use these reporting channels in bad faith or in a false or frivolous manner.

Reporting; Anonymity; Retaliation

When reporting suspected violations of the Code, DiamondRock prefers that officers and employees identify themselves in order to facilitate DiamondRock’s ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, DiamondRock also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an officer or employee wishes to remain anonymous, he or she may do so, and DiamondRock will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, DiamondRock may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit

DiamondRock to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

No Retaliation

DiamondRock expressly forbids any retaliation against any officer or employee who, acting in good faith, reports suspected misconduct. Any person who participates in any such retaliation is subject to disciplinary action, including termination.

Waivers and Amendments

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes without limitation, for purposes of this Code, DiamondRock's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board of Directors or, if permitted, a committee thereof, and (ii) if applicable, such waiver is promptly disclosed to DiamondRock's stockholders in accordance with applicable United States securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be, whether or not the Company is then subject to such rules and regulations.

Any waivers of the Code for other employees may be made by the Compliance Officer (after consultation with the Chair of the Nomination and Governance Committee), the Board of Directors or, if permitted, a committee thereof.

All amendments to the Code must be approved by the Board of Directors or a committee thereof and, if applicable, must be promptly disclosed to DiamondRock's shareholders in accordance with applicable United States securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

ACKNOWLEDGMENT

I hereby acknowledge that I have read, that I understand, and that I agree to comply with, the Code of Business Conduct and Ethics (the “**Code of Conduct**”) of DiamondRock Hospitality Company (the “Company”). I also understand and agree that I will be subject to sanctions, including termination of employment and damages, that may be imposed by the Company, in its sole discretion, for violation of the Code of Conduct.

Date: _____

Signature: _____

Name: _____
(Please Print)

Title: _____