

Compensation Committee Charter
DiamondRock Hospitality Company

(Adopted by the Board of Directors at a meeting held on September 23, 2004; last amended on November 12, 2025, to be effective on December 1, 2025)

I. General Statement of Purpose

The Compensation Committee of the Board of Directors (the “Compensation Committee”) of DiamondRock Hospitality Company (the “Company”), on behalf of the Board of Directors (the “Board”), discharges the Board’s responsibilities relating to compensation of the Company’s non-employee directors and officers, oversees the Company’s overall compensation programs and is responsible for producing an annual report on executive compensation (the “Compensation Committee Report”) for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with applicable rules and regulations.

II. Compensation Committee Composition

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall (x) satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Nasdaq Stock Market Rules, subject to any applicable exceptions in the Nasdaq Stock Market Rules, and (y) satisfy the definition of a “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Compensation Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation Committee to serve as Chairman of the Compensation Committee.

III. Meetings

The Compensation Committee shall meet as often as it is appropriate to carry out its responsibilities under this Charter. Such meetings shall be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent. The Chairman of the Compensation Committee shall arrange that minutes are taken of all meetings of the Compensation Committee. The CEO should not attend any meeting where the CEO’s performance or compensation is being discussed, unless specifically invited by the Committee.

IV. Compensation Committee Activities

The Compensation Committee's purpose and responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Matters Related to Compensation of the Company's Chief Executive Officer

- Review and approve the corporate goals and objectives that may be relevant to the compensation of the Company's Chief Executive Officer ("CEO").
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and recommend to the independent directors the CEO's compensation based on such evaluation. In connection with its recommendation regarding the long-term incentive component of the CEO's compensation, the Compensation Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to comparable officers at comparable companies and the awards given to the Company's CEO in past years.
- At least once a year, the CEO is to deliver a report at the request of the Compensation Committee evaluating the CEO's performance for the prior year in light of the corporate goals and objectives.
- Review and recommend to the Board (a) any employment agreements, severance arrangements and change in control agreements or provisions, in each case, when and if appropriate and (b) any special or supplemental benefits.
- The CEO shall be excluded from participation in voting or deliberations regarding the CEO's compensation.

C. Matters Related to Compensation of Officers Other Than the Chief Executive Officer

- Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the compensation of all officers of the Company other than the CEO; as used in this Charter, the term "officer" has the meaning defined in Rule 16a-1 promulgated under the Exchange Act.

- At least once a year, the CEO is to deliver a report at the request of the Compensation Committee evaluating the performance of all officers other than the CEO.

D. Matters Related to Succession and Management Development

- Monitor issues associated with succession of the CEO and other executive officers and management development, and regularly report to the Board on them.
- In connection with monitoring succession and management development, the Compensation Committee should consider issues associated with preparedness for the possibility of an emergency situation involving executive officers, the long-term growth and development of the executive team, and identifying the CEO's successor. The Compensation Committee shall have the responsibility to identify and recommend to the Board of Directors a candidate as the successor to the CEO.

E. Compensation of Non-Employee Directors

- Annually review and make recommendations to the Board with respect to the compensation of all non-employee directors.

F. Incentive Compensation Plans and Equity-Based Plans

- Administer, review and approve grants and awards under all incentive-based and equity-based plans unless the Compensation Committee deems it advisable for the Board to approve any such grants or awards, in which case the Compensation Committee shall make recommendations to the Board with respect to such grants and awards.
- Review and make recommendations to the Board regarding the adoption or amendment of all incentive-based and equity-based plans.

G. Annual Report on Executive Compensation

- Review and discuss the Compensation Discussion and Analysis required to be included in the Company's proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with the applicable rules and regulations of the Securities and Exchange Commission, any securities exchange or automated quotation system on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

- Produce the Compensation Committee Report for inclusion in the Company's proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with the applicable rules and regulations of the Securities and Exchange Commission, any securities exchange or automated quotation system on which the Company's securities are traded, and any other rules and regulations applicable to the Company.
- Oversee the Company's (i) submissions to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and (ii) engagement with proxy advisory firms and other shareholder groups on executive compensation matters. The Committee also shall review the results of such advisory vote and consider any implications.

H. Annual Performance Evaluation of the Compensation Committee

- Perform an annual performance evaluation of the Compensation Committee and report to the Board on the results of such evaluation.

I. Matters Related to Compensation Consulting Firms or Other Outside Advisors

- Retain or obtain the advice of, or terminate, compensation consultants, legal counsel and/or other advisers in its sole discretion (each, a "Consultant"); provided that:
 - The Compensation Committee must have sole responsibility for the appointment, compensation and oversight of the work of any Consultant retained by the Compensation Committee and the Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such Consultant; and
 - Before any Consultant (other than (1) in-house legal counsel or (2) any Consultant whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of officers or non-employee directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Consultant and about which the Consultant does not provide advice) is selected by, or provides advice to, the Compensation Committee, the Compensation Committee shall take into consideration all factors relevant to that person's

independence from management of the Company, including the following:

- a. The provision of other services to the Company by the employer of the Consultant;
 - b. The amount of fees received from the Company by the employer of the Consultant, as a percentage of the total revenue of the employer of the Consultant;
 - c. The policies and procedures of the employer of the Consultant that are designed to prevent conflicts of interest;
 - d. Any business or personal relationship of the Consultant with a member of the Compensation Committee;
 - e. Any stock of the Company owned by the Consultant; and
 - f. Any business or personal relationship of the Consultant or the employer of the Consultant with an officer of the Company.
- Prohibit the Company from engaging a compensation consultant engaged by the Compensation Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Compensation Committee.

V. Additional Compensation Committee Authority

The Compensation Committee is authorized, on behalf of the Board, to do any of the following, as the Compensation Committee deems necessary or appropriate in its discretion:

- The Compensation Committee is authorized to exercise any of the powers of the Board of Directors not specifically delegated hereunder with respect to the compensation of non-officer employees.
- The Compensation Committee has the authority to adopt and administer a compensation recovery policy including, without limitation, a policy designed to comply with any rules or regulations adopted by the Securities and Exchange Commission and any securities exchange or automated quotation system on which the Company's securities are traded pursuant to Section 10D of the Exchange Act.

VI. General

The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.

The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility.

In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation Committee may consult. The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation Committee or meet with any members of or advisors to the Compensation Committee.

The Compensation Committee may perform such other functions as may be requested by the Board from time to time.