

Compensation Committee Charter
DiamondRock Hospitality Company

(Adopted by the Board of Directors at a meeting held on September 23, 2004; last reviewed on
May 2, 2017)

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 directors and executives, oversees the Company’s overall compensation programs and is responsible for producing an annual report on executive compensation 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 satisfy the independence standards established pursuant to Section 303A of the New York Stock Exchange Listed Company Manual.

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 this 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.

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 determine and approve the CEO's compensation based on such evaluation. In connection with determining 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.

C. Matters Related to Compensation of Members of the Senior Management Team Other Than the Chief Executive Officer

At least once a year, the CEO is to deliver a report at the request of the Compensation Committee evaluating the performance of all members of the Senior Management Team other than the CEO.

Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the compensation of all members of the Senior Management Team of the Company other than the CEO.

D. Matters Related to Succession and Management Development

- Monitor issues associated with the Chief Executive Officer succession 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 senior management, the long-term growth and development of the senior management team, and identifying the Chief Executive Officer'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 Chief Executive Officer.

E. Compensation of 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.

G. Annual Report on Executive Compensation

Produce an annual report on executive compensation 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.

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 compensation consultants, legal counsel and/or other advisers; provided that:
 - The Compensation Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser 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 compensation consultant, legal counsel or other adviser; and

- Before any compensation consultant, legal counsel or other adviser (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser 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 executive officers or 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 compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser 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 person that employs the compensation consultant, legal counsel or other adviser;
 - b. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - c. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - d. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
 - e. Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - f. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive 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.

Exercise sole authority to retain and terminate any consulting firm that is to be used by the Company or the Compensation Committee to assist in the evaluation of director, CEO or senior management compensation. The Compensation Committee shall also have sole authority to approve the consultant's fees and other retention terms.

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 shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

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