

PEBBLEBROOK HOTEL TRUST
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the trustee nominees for the next annual meeting of shareholders; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; and (4) to recommend to the Board trustee nominees for each committee.

Committee Membership

The Nominating and Corporate Governance Committee shall consist of no fewer than three independent trustees whose independence meets the requirements of the New York Stock Exchange and the federal securities laws and regulations.

The members of the Nominating and Corporate Governance Committee shall be appointed and replaced by the Board.

Unless otherwise determined by the Board, the chairperson of the Nominating and Corporate Governance Committee shall also serve as the Board's Lead Trustee, having such responsibilities as set forth for that role in the Company's Corporate Governance Guidelines.

Committee Authority and Responsibilities

The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify trustee candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating and Corporate Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

1. The Nominating and Corporate Governance Committee shall actively seek individuals qualified to become board members for recommendation to the Board.
2. The Nominating and Corporate Governance Committee shall select, or recommend that the Board select, the trustee nominees for the next annual shareholder's meeting.
3. The Nominating and Corporate Governance Committee shall receive comments from all trustees and report annually to the Board with an assessment of the Board's performance (it being understood that management's performance and compensation and the Board's compensation are evaluated by the Compensation Committee), to be discussed with the full Board following the end of each fiscal year.

4. The Nominating and Corporate Governance Committee will review each trustee's continuation on the Board annually.
5. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
6. The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees when appropriate.
7. The Nominating and Corporate Governance Committee shall make regular reports to the Board.

The Nominating and Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating and Corporate Governance Committee shall annually review its own performance.