

**Compensation Committee Charter  
for  
Apple Hospitality REIT, Inc.**

Purpose of Committee

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Apple Hospitality REIT, Inc. (the “Company”) is (i) to perform the functions described below under “Committee Duties and Responsibilities” in order to discharge the Board’s responsibilities relating to compensation of the Company’s officers and (ii) to the extent required, to produce an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations.

In pursuing its purpose the Committee shall ensure that a proper system of long-term and short-term compensation is in place for management (and the Board), and the compensation plans are appropriate and competitive and properly reflect the objectives and performance of management, the Board and the Company.

Committee Duties and Responsibilities

The Committee’s duties and responsibilities are to:

1. Annually, review and approve corporate goals and objectives relevant to the Chief Executive Officer (the “CEO”) and evaluate the CEO’s performance in light of those goals and objectives.
2. Annually, review corporate goals and objectives relevant to the compensation of the executive management officers of the Company, including the CEO and President, the Executive Vice President and Chief Investment Officer, the Executive Vice President and General Counsel, the Executive Vice President and Chief Operating Officer and Executive Vice President and Chief Financial Officer (“Management”) and after an evaluation of Management’s performance in light of those goals and objectives, determine and approve the compensation of Management based on such evaluation.
3. In determining any long-term incentive component of compensation for any of the Management, the Committee should consider, among other factors, the Company’s performance and relative shareholder return, the value of similar incentive awards for executive officers at comparable companies and the awards given to Management in past years.
4. Review, and make periodic recommendations to the Board with respect to, the general compensation, benefits and perquisites policies and practices of the Company, including, without limitation, the Company’s incentive-compensation plans and equity-based compensation plans. In circumstances in which equity-

based compensation plans are not subject to shareholder approval, such plans shall be subject to Board approval after Committee review and recommendation.

5. If required by law, produce an annual report on executive compensation for inclusion in the Company's proxy statement, and otherwise report to the shareholders of the Company in accordance with the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC").
6. Oversee and assist the Company in preparing the CD&A for inclusion in the Company's proxy statement and/or annual report on Form 10-K, as well as other Company reports (when and as necessary) filed with the SEC. The Committee shall provide a description of the processes and procedures for the consideration and determination of executive compensation, as required for inclusion in the Company's proxy statement, all in accordance with applicable rules and regulations. The Committee shall review and discuss the CD&A with Management and, based on the review and discussion, make a recommendation to the Board regarding whether to include the CD&A in the Company's proxy statement and/or annual report on Form 10-K.
7. Implement and administer the Company's incentive compensation plans and equity-based plans, including, but not limited to, (i) approving option grants and other equity-based awards, (ii) interpreting such plans, (iii) determining rules and regulations relating to such plans, (iv) modifying or canceling existing grants or awards, (v) determining the number of shares underlying grants and awards to directors, officers and other employees and (vi) imposing limitations, restrictions and conditions upon any grant or award as the Committee deems necessary or appropriate.
8. Perform such other duties as the Board may assign to the Committee with respect to the Company's compensation policies.

#### Committee Membership

The Committee shall consist of at least two independent directors of the Board. The members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee of the Board and shall serve at the pleasure of the Board for such term or terms as the Board may determine. Each member of the Compensation Committee must (i) satisfy the independence requirements of the New York Stock Exchange (the "NYSE"), any rules and regulations of the SEC and any other applicable laws relating to independence, as determined by the Board in its business judgment, (ii) qualify as a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and (iii) qualify as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code").

### Committee Structure and Operations

A majority of the Committee shall constitute a quorum. The Board shall designate a member of the Committee as its chairperson. The Committee may act by a majority of the members present at a meeting of the Committee at which a quorum is present. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The Committee shall meet in person or telephonically at least once a year, at a time and place determined by the Committee chairperson, with further meetings to occur when deemed necessary or desirable by the Committee or its chairperson. The Committee may ask members of Management or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request. The Committee shall report to the Board at least once a year.

To the extent permitted by applicable law, the Committee also shall have the authority to form, and delegate to, one or more subcommittees as it deems necessary or appropriate

### Performance Evaluation

The Committee shall annually compare its performance with the requirements of this charter, set forth its objectives for the next year and recommend changes in this charter, if any, considered appropriate by the Committee. Such evaluation shall be reported to the Board in such manner as the Committee from time to time determines.

### Surveys and Studies

The Committee, in its sole discretion, may conduct or authorize surveys or studies of matters within the Committee's scope of responsibilities as described above, including, but not limited to, surveys or studies of compensation practices in relevant industries, to maintain the Company's competitiveness and ability to recruit and retain highly qualified officers.

### Retention of Counsel, Consultants and Other Advisors

The Company may retain and terminate, at the expense of the Company, independent counsel, consultants or other advisors necessary to assist in any such survey or study. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of the advisors and consultants. The Committee shall have the sole authority to approve the fees and other retention terms for such outside advisors. The Company shall provide appropriate funding for payment of the compensation (as determined by the Committee in its sole reasonable opinion) of such outside advisers retained by the Committee, as well as reasonable ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Additionally, the Committee shall have the sole authority, to the extent it deems necessary or appropriate in its sole discretion, to retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser to advise the Committee in the evaluation of executive officer compensation. The Committee shall have the sole authority and responsibility for approving the advisers' fees and other retention terms and overseeing the work of such

compensation consultant, independent legal counsel or other adviser. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including those factors required by the NYSE and applicable law and regulations.

#### Disclosure

This Charter, as may be amended from time to time, shall be posted on the Company's website. The Company shall state in its annual proxy statement that this Charter is available on the Company's website and provide the website address.

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Nothing contained in this charter is intended to, or shall be construed as, creating any responsibility or liability of the members of the Committee except to the extent otherwise provided under applicable Virginia law, which shall continue to set the legal standard for the conduct of the members of the Committee.

**Revised and Approved: February 11, 2016**