

Clawback Policy  
adopted by  
the Board of Directors of  
DiamondRock Hospitality Company

(Last Reviewed on April 26, 2011)

First Addendum to the Corporate Governance Guidelines

*In the event of a significant restatement of our financial results, our Board will review all bonuses that were made to the five most highly compensated executives (a “Senior Executive”) on the basis of having met or exceeded specific performance targets for performance periods after the adoption of this policy (December 31, 2006). If such bonuses would have been lower had they been calculated based on such restated results, it is the general policy of the Board to seek to recoup, for the benefit of our Company, the portion of the excess bonus that was received by any individual Senior Executive who engaged in fraud, intentional misconduct or illegal behavior in connection with the financial results that were restated. Notwithstanding anything stated or implied in the foregoing, the Board will, in its reasonable business judgment, decide whether or not to pursue such recoupment from one or more individuals based on those factors that the Board believes to be reasonable.*