

**HERSHA HOSPITALITY TRUST
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

The following shall constitute the charter (this “Charter”) of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Trustees (the “Board”) of Hersha Hospitality Trust (the “Company”):

STATEMENT OF PURPOSE

The primary purpose of the Committee is to assist the Board by developing and implementing policies and procedures that are intended to constitute and organize the Board to meet its fiduciary obligations to the Company and its shareholders on an ongoing basis.

COMPOSITION AND SELECTION

The Committee shall be comprised of a minimum of three (3) trustees. The Committee shall consist entirely of trustees who the Board determines are “independent” in accordance with New York Stock Exchange listing standards.

The members of the Committee shall be elected annually by the Board at the organization meeting of the Board following the Annual Meeting of Shareholders. The members of the Committee may be removed by the Board. Unless a Chairman is elected by the Board, the members of the Committee shall designate a Chairman by majority vote of the members of the Committee.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the sole authority to retain and terminate any consultants, legal counsel and any other advisors to the Committee as the Committee may deem appropriate, including the sole authority to approve the fees and other retention terms of any consultants, counsel or other advisors that it retains. The Committee may form and delegate its authority to subcommittees or the Chairman of the Committee when it deems appropriate.

The Committee shall:

1. Develop and recommend to the Board specific criteria for the selection of Board members.
2. Review and make recommendations regarding the composition of the Board in order to ensure that the Board has an appropriate breadth of expertise and its membership consists of persons with sufficiently diverse and independent skill sets and backgrounds.
3. Review the qualifications of any persons submitted to be considered as trustees on the Board by any of the shareholders of the Company. In doing so the Committee may change or modify the methods and/or the timing for any such submissions.

4. Review the qualifications of, and recommend to the Board, those persons to be nominated for membership on the Board and to be elected by the Company's shareholders or by the Board to fill vacancies and newly created positions. In identifying candidates for membership on the Board, the Committee shall evaluate all factors which it deems appropriate, including but not limited to a candidate's integrity and business ethics, strength of character, mature judgment, expertise in the hospitality industry or other relevant background, other relevant technical skills, the extent to which the candidate would fill a present need on the Board, the requirements of the Company's Corporate Governance principles and any other factors the Committee deems relevant.
5. Review and make recommendations to the Board whether members of the Board should stand for re-election.
6. Perform such other responsibilities and duties as may be assigned to the Committee from time to time by the Board.
7. Annually review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval and adoption.
8. Consider questions of possible conflicts of interest of Board members and Executives.
9. Remain informed about existing and new corporate governance standards mandated by the SEC and New York Stock Exchange as they apply to the Company and otherwise assess the current leading practices for corporate governance standards even if such practices are not mandated for the Company.
10. Provide support to the Board in overseeing the annual Board self evaluation process and to the Compensation Committee in the evaluation of the Chief Executive Officer.
11. Oversee the process for the annual certification and disclosure of conflicts of interests for Board members.
12. Conduct an annual performance evaluation of the Committee.

The Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company meet with any members of, or consultants to the Committee as is reasonably necessary for the Committee to effectively perform its duties and responsibilities.

CONSISTENCY WITH DECLARATION OF TRUST OR BYLAWS

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Declaration of Trust or Bylaws of the Company, the Declaration of Trust or Bylaws, as appropriate, shall fully control.