

*Adopted
December 11, 2019*

HERSHA HOSPITALITY TRUST ACQUISITION COMMITTEE CHARTER

The following shall constitute the charter (the "Charter") of Acquisition Committee (the "Committee") of the Board of Trustees (the "Board") of Hersha Hospitality Trust (the "Company"):

STATEMENT OF PURPOSE

The Committee is appointed by the Board to: (i) review guidelines for acquisitions, dispositions, origination or purchase of loan assets, and other investments opportunities (collectively, "Transactions") to be presented by senior management of the Company ("Management") to the Board (such guidelines are referred to as the "Guidelines"); (ii) discuss such Guidelines from time to time to with Management; (iii) review due diligence or summaries thereof related to potential Transactions; (iv) lead the Board in its review of potential Transactions presented by Management pursuant to the Guidelines; and (v) authorize Transactions within its authority as delegated by the Board or make recommendations to the Board and Management regarding potential Transactions.

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 based on the recommendation of the Nominating and Corporate Governance Committee. 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 Chair of the Committee when it deems appropriate.

The Committee shall:

1. Review the Guidelines and discuss such Guidelines to Management;
2. Lead the Board in its review of potential Transactions;
3. Make recommendations to the Board and Management regarding potential Transactions;
4. Approve specific Transactions subject to a defined delegation of authority, currently defined not to exceed \$200 million, and set of transaction criteria established from time to time by the Board;
5. Consider questions of possible conflicts of interest with regard to potential Transactions involving a “related person” (as defined in Item 404 of Regulation S-K promulgated by the Securities and Exchange Commission or any successor rule or regulation); and
6. Ensure that proper safeguards are in place and are being followed when the Company or any of its subsidiaries enters into a Transaction with a related person.

The Committee acknowledges that the Board has adopted a policy regarding the approval of any “related person transaction,” which is any transaction or series of transactions in which the Company or any of its subsidiaries is to be a participant and a “related person” has a direct or indirect material interest. Under the Board’s policy, related person transactions must be approved by a majority of the Company’s independent trustees; provided, however, that if the related person transaction involves an acquisition from or development loan to or made by a related person, the transaction will be referred to the Committee for its approval. A majority of the members of the Committee must approve the terms of each such related person transaction.

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 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 Company’s Declaration of Trust or Bylaws, the Declaration of Trust or Bylaws, as appropriate, shall fully control.