

Corporate Governance Guidelines

These Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Xenia Hotels & Resorts, Inc. (the “Company”), and along with the charter, Bylaws, Charters of the Board Committees and the Code of Ethics and Business Conduct of the Company, provide the framework for the corporate governance of the Company. These guidelines will be reviewed by the Nominating and Corporate Governance Committee of the Board from time to time to ensure that they effectively promote the best interests of the Company and that they comply with all applicable laws, regulations and stock exchange requirements.

1. Role and Responsibility of the Board

The Board directs and oversees the management of the business and affairs of the Company in a manner consistent with the best interests of the Company. In this oversight role, the Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the Company’s stockholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Company.

The Board exercises direct oversight of strategic risks to the Company. The Audit Committee reviews guidelines and policies governing the process by which senior management assesses and manages the Company’s exposure to risk, including the Company’s major financial risk exposures and the steps management takes to monitor and control such exposures. The Compensation Committee oversees risks related to the Company’s compensation policies and practices. Each committee is charged with risk oversight reports to the Board on these matters.

2. Board Composition, Structure and Policies

- A. *Independence of Directors.*** The Company will have independent directors to the extent required under the NYSE’s corporate governance standards. The Company defines an “independent” director in accordance with Section 303A.02 of the NYSE’s Listed Company Manual. The Board shall make an affirmative determination at least annually as to the independence of each director. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is responsible for determining affirmatively, as to each independent director, that no material relationship exists which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the Company with respect to each director’s business and personal activities as they may relate to the Company and the Company’s management. As the concern is independence from management, the Board does not view ownership of even a significant amount of stock or other form of equity interest in the Company, by itself, as a bar to an independence finding.
- B. *Selection of Chairperson of the Board and Chief Executive Officer.*** The Board shall select its chairperson (“Chairperson”) and the Company’s Chief Executive

Officer (“CEO”) in any way it considers in the best interests of the Company. Therefore, the Board does not have a policy on whether the role of the Chairperson and CEO should be separate or combined.

C. ***Director Qualification Standards.*** The Nominating and Corporate Governance Committee is responsible for reviewing the qualifications of potential director candidates and recommending to the Board those candidates to be nominated for election to the Board.

The Nominating and Corporate Governance Committee will consider (a) relevant experience, skills and knowledge as well as minimum individual qualifications, including strength of character, mature judgment, industry knowledge or experience and an ability to work collegially with the other members of the Board and (b) all other factors it considers appropriate, which may include existing commitments to other businesses, other board service, legal considerations, corporate governance background, financial and accounting background, executive compensation background and whether the candidate contributes to the mix of experience, backgrounds, qualifications and skills of the existing Board.

In addition, the Board will consider whether there are potential conflicts of interest with the candidate’s other personal and professional pursuits.

The Board should monitor the mix of specific experience, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company’s business and structure. Stockholders may also nominate directors for election at the Company’s annual stockholders meeting by following the provisions set forth in the Company’s bylaws and the Nominating and Corporate Governance Committee will consider such nominees’ qualifications.

D. ***Change in Present Job Responsibility.*** Directors must notify the Chairperson of the Board and the Chairperson of the Nominating and Corporate Governance Committee upon a significant change of the director’s principal current employer or principal employment, or other similarly significant change in professional occupation or association, and should offer their resignation if in their reasonable judgment any significant change in their professional or personal circumstances makes them unable to devote sufficient time to their responsibilities as a Board member. The Nominating and Corporate Governance Committee shall consider the resignation offer, evaluate the continued appropriateness of Board membership in light of all of the circumstances and make a recommendation to the Board whether to accept such director’s resignation or as to the action, if any, to be taken with respect to such circumstances.

E. *Retirement Age for Directors; Term Limits.* Upon attaining the age of seventy-five (75), and annually thereafter, a director shall tender a letter of proposed retirement from the Board to the chairperson of the Board with such effective date of retirement to be at the first annual meeting of the shareholders held thereafter. The Board shall review the director's continuation on the Board, and in light of all the circumstances, the Board shall accept such proposed retirement or request that the director continue to serve. A majority of the disinterested directors on the Board shall determine the acceptance of the proposed retirement or election to request that the director continue to serve. The Board does not believe that arbitrary term limits on a director's service are appropriate, nor does it believe that directors should expect to be re-nominated at the end of their respective terms. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with an understanding of the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these guidelines.

F. *Director Orientation and Continuing Education.* Management, working with the Board, will provide an orientation process for new directors and coordinate director continuing education programs. The orientation programs are designed to familiarize new directors with the Company's business, strategies and challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. As appropriate, management shall prepare additional educational sessions for directors on matters relevant to the Company and its business.

G. *Lead Director.* Whenever the Chairperson of the Board is also the Chief Executive Officer or is a director who does not otherwise qualify as an "independent director", the independent directors may elect from among themselves a Lead Director who will call and chair the regularly scheduled executive sessions of the independent directors and serve as a non-exclusive liaison among the independent directors and the other Board members.

H. Director Resignation Policy. Any incumbent director in an uncontested election who is not elected by the vote required in the Company’s Bylaws shall promptly offer to resign from the Board. The Nominating and Corporate Governance Committee of the Board will make a recommendation to the Board as to whether to accept or reject the offer to resign, or whether other action is recommended, taking into account any factors or other information that they consider appropriate and relevant, including the circumstances that led to the failed election, if known. The Board will act on the offer to resign within ninety (90) days following certification of the stockholder vote resulting in the failed election and will promptly disclose its decision and rationale as to whether to accept the resignation (or the reasons for rejecting the resignation, if applicable) in a press release, filing with the U.S. Securities and Exchange Commission or by other public announcement, including a posting on the Company’s website. If such incumbent director’s offer to resign is not accepted by the Board, such director will continue to serve until his or her successor is elected and qualifies, or his or her death, resignation, retirement or removal, whichever event shall occur first. The incumbent director whose offer to resign is under consideration may address the Nominating and Corporate Governance Committee or the Board but shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action with respect to his or her resignation. Notwithstanding the foregoing, in the event that (a) no nominee for director receives the vote required in the Bylaws, the Nominating and Corporate Governance Committee shall make a final determination as to whether the Company shall accept any and all resignations, including those resignations from the members of the Nominating and Corporate Governance Committee, or (b) no nominee for director who is a member of the Nominating and Corporate Governance Committee receives the vote required in the Bylaws, but one or more director receives the required vote, such elected director(s) shall make a final determination as to whether the Company shall accept any and all resignations, without the need for a recommendation by the Nominating and Corporate Governance Committee. If an incumbent director’s resignation is accepted by the Board pursuant to this policy, or if a nominee for director is not elected and is not an incumbent director, the Board may fill the resulting vacancy or decrease the size of the Board pursuant to the Bylaws.

3. Board Meetings

A. Frequency of Meetings. The Board currently plans to have at least four meetings each year, with further meetings to occur (or action to be taken by unanimous written consent) at the discretion of the Board.

B. Selection of Board Agenda Items. The CEO and the Chairperson of the Board shall set the agenda for the Board meetings with the understanding that the Board is responsible for providing suggestions for agenda items that are aligned with the advisory and oversight functions of the Board. Agenda items that fall within the scope of responsibilities of a Board committee shall be reviewed with the chairperson of that committee. Any member of the Board may request that an item be included on the agenda.

C. *Access to Management and Independent Advisors.* Board members shall have free access to all members of management and employees of the Company. In addition, as necessary and appropriate, Board members may consult with independent legal, financial, accounting and other advisors, at the Company's expense, to assist in their duties to the Company.

D. *Executive Sessions.* To ensure free and open discussion and communication among the non-management directors of the Board, the non-management directors will meet regularly in executive session with no members of management present. Independent directors will meet in a private session that excludes management and affiliated directors at least once a year. The Chairperson if a non-management director or, if the Chairperson is not a non-management director, a non-management director designated by the non-management directors or the Lead Director, if any, will preside at the executive sessions.

4. Committees of the Board

The Board will have an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each committee shall have a written charter in accordance with the NYSE Listed Company Manual and shall report regularly to the Board summarizing the committee's actions and any significant issues considered by the committee. The Board may have additional committees as it deems appropriate.

Each committee member must satisfy the membership requirements set forth in the relevant committee charter. A director may serve on more than one committee.

The Nominating and Corporate Governance Committee shall be responsible for identifying Board members qualified to fill vacancies on any committee and recommending that the Board appoint the identified member or members to the applicable committee. The Board, taking into account the views of the Chairperson and the Nominating and Corporate Governance Committee, shall designate one member of each committee as chairperson of such committee. Committee chairpersons shall be responsible for setting the agendas for their respective committee meetings.

5. Expectations of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with state and other applicable laws and regulations. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business.

A. *Commitment and Attendance.* All directors are expected to make every effort to attend all meetings of the Board, meetings of the committees of which they are members and any meeting of stockholders. Members are encouraged to attend Board meetings and meetings of committees of which they are members in person but may also attend such meetings by telephone or video conference.

B. *Participation in Meetings.* Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board and committee meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors should review the materials provided in advance of the meetings of the Board and its Committees and should arrive prepared to discuss the issues presented.

C. *Duties and Ethics.* In their roles as directors, each director has a duty to act in good faith; in a manner he or she reasonably believes to be in the best interest of the Company; and with the care that an ordinarily prudent person in a like position would use in similar circumstances. The Company has adopted a Code of Ethics and Business Conduct (the "Code"), which includes a compliance program to enforce the Code, and directors are expected to be familiar with the Code's provisions and adhere to the Code.

D. *Other Directorships and Significant Activities.* Serving on the Board requires significant time and attention. Directors are expected to spend the time needed and meet as often as necessary to discharge their responsibilities properly. No member of the Audit Committee may serve on more than three public company audit committees (including the Company's Audit Committee). In addition, directors who also serve as CEOs or in equivalent positions generally should not serve on more than two public company boards, including the Company's Board, in addition to their employer's board. Directors should advise the Chairperson, the Chairperson of the Nominating and Corporate Governance Committee and the CEO before accepting membership on other boards of directors.

E. *Confidentiality.* The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

F. *Speaking on behalf of the Company.* It is important that the Company speak to its stockholders and other outside constituencies with a single voice, and that management serve as the primary spokesperson. If a situation does arise in which it appears necessary for a non-management director to speak on behalf of the Company, the director should consult with the Chairperson and/or the CEO in advance, and, if possible, management should be present at such meetings.

6. Compensation of the Board

The Compensation Committee of the Board shall have the responsibility for recommending to the Board compensation for non-management directors. Directors who are employees of the company shall receive no additional compensation for serving as directors. In discharging this duty, the Compensation Committee shall be guided by three goals: director compensation should fairly pay

directors for work required in a business of the Company's size and scope; compensation should align directors' interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand. The Compensation Committee shall periodically review non-management director compensation.

7. Management Succession

Periodically, the Board shall review a succession plan prepared by management under the oversight of the Nominating and Corporate Governance Committee pursuant to its charter. The succession plan should include, among other things, a review and evaluation of the succession plans relating to the Company's chief executive officer and other executive officer positions and based on such review, the Nominating and Corporate Governance Committee shall make recommendations to the Board with respect to the selection of individuals to occupy these positions.

8. Self-Evaluation

The Board, acting through the Nominating and Corporate Governance Committee, should conduct a self-evaluation at least annually to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

Each committee of the Board should conduct a self-evaluation at least annually and report the results to the Board, acting through the Nominating and Corporate Governance Committee.

9. Communications with Non-Management Directors

Anyone who would like to communicate with, or otherwise make his or her concerns known directly to the Chairperson, chairperson of any of the Audit, Nominating and Corporate Governance and Compensation Committees, or to the non-management or independent directors as a group, may do so by (1) addressing such communications or concerns to the Secretary of the Company, Xenia Hotels & Resorts, Inc., 200 South Orange Avenue, Suite 2700, Orlando, Florida 32801, who will forward such communications to the appropriate party, or (2) sending any emails to shareholdercommunications@xeniareit.com. Such communications may be done confidentially or anonymously.

10. Disclosure

These Corporate Governance Guidelines shall be posted on the Company's website.

Last Updated: November 26, 2025