

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
DiamondRock Hospitality Company		20-1180098	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Briony R. Quinn, SVP & Treasurer	240-744-1150	briony.quinn@drhc.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
2 Bethesda Metro Center, 14th Floor		Bethesda, MD 20814	
8 Date of action		9 Classification and description	
January 12, 2017		Common Stock, \$0.01 par value	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
252784301	N/A	DRH	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ DiamondRock Hospitality Company made a cash distribution of \$0.066968 per share on January 12, 2017 to each of its common stock shareholders of record on December 30, 2016.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ A portion of the cash distribution made by DiamondRock Hospitality Company is not taxable as a dividend under Section 301(c)(1), but is applied against basis under Section 301(c)(2) ("return of capital"). The return of capital on a per share basis is \$0.002294. As such, each shareholder's tax basis in the common stock of DiamondRock Hospitality Company is decreased by the lesser of the amount of the shareholder's share of the return of capital distributions or the shareholder's tax basis in such common stock.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The change in basis was determined by comparing the cash distributions made by DiamondRock Hospitality Company during the 2017 calendar year to the amount of DiamondRock Hospitality Company's 2017 current earnings and profits determined under Sections 312 and 316. The total cash distributions on the common stock made during the calendar year were \$88,491,670 and the 2017 current earnings and profits, attributable to the common stock, were \$85,460,185 resulting in a total return of capital for the tax year 2017 attributable to all shareholders of the common stock in the amount of \$3,031,485. Accordingly, the return of capital percentage is 3.4257% (\$3,031,485 / \$88,491,670 = 3.4257%).

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections 301, 312 and 316.

18 Can any resulting loss be recognized? ▶ No loss can be recognized as a result of the cash distributions to the common stock shareholders.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reporting tax year is the 2017 calendar year.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *B.M.* Date ▶ 3/1/18

Print your name ▶ Briony R. Quinn Title ▶ SVP & Treasurer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>Brian M. Lynch</u>	<u><i>Brian Lynch</i></u>	<u>03/12/18</u>		<u>P01443847</u>
	Firm's name ▶ <u>Ernst & Young U.S. LLP</u>	Firm's EIN ▶ <u>34-6565596</u>	Firm's address ▶ <u>1775 Tysons Blvd. Tysons, VA 22102</u>	Phone no. ▶ <u>(703) 747-1000</u>	

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Part I Reporting Issuer

1 Issuer's name DiamondRock Hospitality Company		2 Issuer's employer identification number (EIN) 20-1180098	
3 Name of contact for additional information Briony R. Quinn, SVP & Treasurer	4 Telephone No. of contact 240-744-1150	5 Email address of contact briony.quinn@drhc.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 2 Bethesda Metro Center, 14th Floor		7 City, town, or post office, state, and ZIP code of contact Bethesda, MD 20814	
8 Date of action April 12, 2017		9 Classification and description Common Stock, \$0.01 par value	
10 CUSIP number 252784301	11 Serial number(s) N/A	12 Ticker symbol DRH	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ DiamondRock Hospitality Company made a cash distribution of \$0.125000 per share on April 12, 2017 to each of its common stock shareholders of record on March 31, 2017.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ A portion of the cash distribution made by DiamondRock Hospitality Company is not taxable as a dividend under Section 301(c)(1), but is applied against basis under Section 301(c)(2) ("return of capital"). The return of capital on a per share basis is \$0.004282. As such, each shareholder's tax basis in the common stock of DiamondRock Hospitality Company is decreased by the lesser of the amount of the shareholder's share of the return of capital distributions or the shareholder's tax basis in such common stock.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The change in basis was determined by comparing the cash distributions made by DiamondRock Hospitality Company during the 2017 calendar year to the amount of DiamondRock Hospitality Company's 2017 current earnings and profits determined under Sections 312 and 316. The total cash distributions on the common stock made during the calendar year were \$88,491,670 and the 2017 current earnings and profits, attributable to the common stock, were \$85,460,185 resulting in a total return of capital for the tax year 2017 attributable to all shareholders of the common stock in the amount of \$3,031,485. Accordingly, the return of capital percentage is 3.4257% (\$3,031,485 / \$88,491,670 = 3.4257%).

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections 301, 312 and 316.

18 Can any resulting loss be recognized? ▶ No loss can be recognized as a result of the cash distributions to the common stock shareholders.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reporting tax year is the 2017 calendar year.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶  Date ▶ 3/1/18

Print your name ▶ Brian R. Quinn Title ▶ SVP & Treasurer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>Brian M. Lynch</u>	<u></u>	<u>03/12/18</u>		<u>P01443847</u>
	Firm's name ▶ <u>Ernst & Young U.S. LLP</u>	Firm's EIN ▶ <u>34-6565596</u>		Phone no. <u>(703) 747-1000</u>	
	Firm's address ▶ <u>1775 Tysons Blvd. Tysons, VA 22102</u>				

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Briony R. Quinn, SVP & Treasurer	240-744-1150	briony.quinn@drhc.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
2 Bethesda Metro Center, 14th Floor		Bethesda, MD 20814	
8 Date of action		9 Classification and description	
July 12, 2017		Common Stock, \$0.01 par value	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
252784301	N/A	DRH	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ DiamondRock Hospitality Company made a cash distribution of \$0.125000 per share on July 12, 2017 to each of its common stock shareholders of record on June 30, 2017.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ A portion of the cash distribution made by DiamondRock Hospitality Company is not taxable as a dividend under Section 301(c)(1), but is applied against basis under Section 301(c)(2) ("return of capital"). The return of capital on a per share basis is \$0.004282. As such, each shareholder's tax basis in the common stock of DiamondRock Hospitality Company is decreased by the lesser of the amount of the shareholder's share of the return of capital distributions or the shareholder's tax basis in such common stock.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The change in basis was determined by comparing the cash distributions made by DiamondRock Hospitality Company during the 2017 calendar year to the amount of DiamondRock Hospitality Company's 2017 current earnings and profits determined under Sections 312 and 316. The total cash distributions on the common stock made during the calendar year were \$88,491,670 and the 2017 current earnings and profits, attributable to the common stock, were \$85,460,185 resulting in a total return of capital for the tax year 2017 attributable to all shareholders of the common stock in the amount of \$3,031,485. Accordingly, the return of capital percentage is 3.4257% (\$3,031,485 / \$88,491,670 = 3.4257%).

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections 301, 312 and 316.

Blank lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ No loss can be recognized as a result of the cash distributions to the common stock shareholders.

Blank lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reporting tax year is the 2017 calendar year.

Blank lines for providing other necessary information.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

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	Brian M. Lynch	<u>Brian Lynch</u>	03/12/18		P01443847
	Firm's name ▶ Ernst & Young U.S. LLP	Firm's EIN ▶ 34-6565596		Phone no. (703) 747-1000	
	Firm's address ▶ 1775 Tysons Blvd. Tysons, VA 22102				

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2 Bethesda Metro Center, 14th Floor		Bethesda, MD 20814	
8 Date of action		9 Classification and description	
October 12, 2017		Common Stock, \$0.01 par value	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
252784301	N/A	DRH	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ DiamondRock Hospitality Company made a cash distribution of \$0.125000 per share on October 12, 2017 to each of its common stock shareholders of record on September 29, 2017.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ A portion of the cash distribution made by DiamondRock Hospitality Company is not taxable as a dividend under Section 301(c)(1), but is applied against basis under Section 301(c)(2) ("return of capital"). The return of capital on a per share basis is \$0.004282. As such, each shareholder's tax basis in the common stock of DiamondRock Hospitality Company is decreased by the lesser of the amount of the shareholder's share of the return of capital distributions or the shareholder's tax basis in such common stock.

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Print your name ▶ Briony R. Quinn Title ▶ SVP & Treasurer

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	Brian M. Lynch	<i>Brian Lynch</i>	03/12/18		P01443847
	Firm's name ▶ Ernst & Young U.S. LLP	Firm's EIN ▶		34-6565596	
	Firm's address ▶ 1775 Tysons Blvd. Tysons, VA 22102	Phone no.		(703) 747-1000	