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#53924

Date: January 09, 2024

Subject: Wyndham Hotels & Resorts, Inc. – Exchange Offer (Election)
Option Symbol: WH
Date: 03/08/2024

Wyndham Hotels & Resorts, Inc. (WH) is the subject of an Offer to Exchange, described in the WH/CH Exchange Offer dated December 12, 2023 ("Offer"), as described below:

Purchaser: Choice Hotels International, Inc. (CHH)

Security to be Purchased: Wyndham Hotels & Resorts, Inc. (WH) Common Shares

Quantity: Any or all Wyndham Hotels & Resorts, Inc. (WH) Common Shares

Offer Terms: See Below

Expiration: 5:00 P.M., New York City time, on March 8, 2024, unless extended

Depository: Computershare Trust Company, N.A.

Guaranty Period*: Two NYSE Trading Days

*Under the terms of this Offer, shares not immediately available may nevertheless be tendered provided they are tendered under a properly executed "Notice of Guaranteed Delivery", and valid delivery is subsequently made within the specified "guaranty period". In all cases it is the sole responsibility of the person tendering to comply with all terms and conditions of the Offer.

Offer Terms

The Offer: Aggregate Terms

In the aggregate, Choice Hotels International, Inc. (CHH) intends to pay approximately \$4.2 billion in cash in the offer and in any subsequent second-step merger that may occur, excluding any cash payable in respect of the Additional Consideration as defined in the Offer.

The Offer: Individual Share Elections

Within the terms of the aggregate offer, individual WH Shareholders who tender their shares may:

- Elect to receive \$49.50 cash and 0.324 Choice Hotels International, Inc. (CHH) Common Shares, plus the Additional Consideration, if any, per each WH Common Share tendered ("Standard Election Consideration"). Standard Election Considerations are not subject to proration.
- Elect to receive an amount in cash equal to the equivalent market value of the Standard Election Consideration, calculated as described in the Offer, plus the Additional Consideration, if any, per each WH Common Share tendered. ("Cash Election Consideration"). Cash Election Considerations are subject to proration. OR,
- Elect to receive a number of Choice Hotels International, Inc. (CHH) Common Shares having a value equal to the equivalent market value of the Standard Election Consideration, calculated as described in the Offer, plus the Additional Consideration, if any, per each WH Common Share tendered ("Stock Election Consideration"). Stock Election Considerations are subject to proration. OR,
- Register no preference by not making an election ("Non-Electing Consideration"). Under the terms of the Offer, shares which are tendered and not subject to a valid election will be treated as if they made Standard Election Consideration.

The Offer: Prorations

The Cash and Stock Election Considerations will be subject to proration as described in the Offer.

Delivery Settlement and Protect Provisions

Option contracts which are exercised will require the settlement of all component securities included in the contract deliverable at the time of the option contract exercise, including rights, warrants, or similar instruments. Additional entitlements (such as due bills, eligibility to participate in tender offers, elections, etc.) may also automatically attach to securities deliverable upon option exercise. Conversely, securities not included in the contract deliverable at the time of the option exercise not associated with the underlying deliverable securities, may preclude call exercisers from realizing the benefit of such entitlements. (See also "Special Risks - Valuation Disparity".) Except in unusual cases, securities deliverable as a result of equity option exercise are settled through National Securities Clearing Corporation ("NSCC").

Rights and obligations of Members with respect to securities settling at NSCC as a result of an option exercise/assignment are governed by the rules of NSCC. NSCC has its own rules which enable purchasers of securities to protect themselves for value which may be lost if timely delivery is not made to them of securities subject to specific deadlines, such as the expiration of a tender offer, rights subscription, election, or similar event. These rules are generally called "protect" or "liability notice" procedures, and are intended to protect purchasers by binding the delivering parties to liability if such value is lost because timely delivery is not effected. Purchasers of securities must observe the rules and procedures of NSCC to avail themselves of such "protect" provisions of NSCC. Questions regarding these provisions should be addressed to NSCC.

Special Risks

Writers of call options and holders of short positions in physically-settled security futures at maturity who are uncovered with respect to deliverable securities subject to deadlines or cut-off times (such as expirations of tender offers, rights subscriptions, elections, or similar events) should be aware of a risk associated with the timing of their possible assignments or physically-settled security futures delivery obligations: Equity option exercise settlement and settlement of physically-settled security futures delivery obligations normally occurs 2 business days after the option exercise date or the security-futures maturity date. An uncovered call writer or uncovered short futures holder who has an obligation to deliver, and who

waits until after assignment or futures maturity to effect purchase of the underlying security, may not be able to effect timely delivery by a regular-way purchase (2 business-day settlement) or call option exercise (2 business-day settlement after exercise). Such uncovered writer or short futures holder may nevertheless be subject to liability under the protect provisions of NSCC (see above) with respect to his delivery obligation, because he cannot make timely delivery. Additionally, Cash Markets (same-day, or less-than-2-business-day settlement) may not be available, or may be expensive for buyers of the underlying security.

Possible Contract Adjustment

The Offer is being made with intention to subsequently effect a merger wherein all remaining WH Common Shares will be converted into the right to receive cash, stock, or a combination of cash and stock, per the offer terms described above. Interpretation .03 to Article VI, Section 11A, of OCC's By-Laws indicates a contract adjustment for WH options and futures would be contemplated when and if the aforementioned intended merger is actually consummated. It is not known how quickly after the expiration of the Offer the intended merger or contract adjustment would be effected. Until such merger is consummated, WH option exercise and futures settlement activity would continue to call for delivery of the underlying security.

It is anticipated that after the completion of the Exchange Offer, the Purchaser and WH will effect a merger whereby CHH shareholders will have the opportunity to elect to receive the Standard Election Consideration, the Cash Election Consideration, or the Stock Election Consideration. Both the Cash Election Consideration and the Stock Election Consideration are subject to proration. Upon completion of the subsequent merger, the deliverable for adjusted WH options will be based on the merger consideration which accrues to non-electing WH shareholders (stated in terms of a current 100-Share deliverable). As stated in the Offer, WH shareholders who fail to make an election will be deemed to have elected the Standard Election Consideration.

Disclaimer

This Information Memo provides an unofficial summary of the terms of corporate events affecting listed options or futures prepared for the convenience of market participants. OCC accepts no responsibility for the accuracy or completeness of the summary, particularly for information which may be relevant to investment decisions. Option or futures investors should independently ascertain and evaluate all information concerning this corporate event(s).

The determination to adjust options and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article VI, Sections 11 and 11A. The determination to adjust futures and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article XII, Sections 3, 4, or 4A, as applicable. For both options and futures, each adjustment decision is made on a case by case basis. Adjustment decisions are based on information available at the time and are subject to change as additional information becomes available or if there are material changes to the terms of the corporate event(s) occasioning the adjustment.

ALL CLEARING MEMBERS ARE REQUESTED TO IMMEDIATELY ADVISE ALL BRANCH OFFICES AND CORRESPONDENTS ON THE ABOVE.

For questions regarding this memo, please email the Investor Education team at options@theocc.com. Clearing Member Firms of OCC may contact Member Services at 1-800-544-6091 or, within Canada, at 1-800-424-7320, or email memberservices@theocc.com.