

Filed by Choice Hotels International, Inc.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934
Subject Company: Wyndham Hotels & Resorts, Inc.
(Commission File No. 001-38432)

Choice Hotels International, Inc. ("Choice") is using or making available the following communications through the website www.CreateValueWithChoice.com (the "microsite"), a website maintained by Choice providing information relating to an improved proposal Choice made on November 14, 2023, to acquire Wyndham Hotels & Resorts, Inc. ("Wyndham");

Exhibit 1: [Updated "Engagement with Wyndham" page of the microsite](#)

Exhibit 1.1: [November 14, 2023, correspondence delivered to the Board of Directors of Wyndham](#)



Following nearly six months of dialogue, Wyndham has decided to disengage from further discussions with Choice.

While we would have preferred to continue engaging with Wyndham in private, we believe there is too much value for both companies' shareholders and other stakeholders to not continue pursuing this transaction.

Nearly Six Months of Engagement

- APRIL 28, 2023**

Choice sent its initial letter to Wyndham regarding a potential transaction, proposing to acquire Wyndham for \$80.00 per share, comprising 40% cash and 60% Choice stock. The proposal represented a 20% premium to the closing price of Wyndham common stock on April 27, 2023, and a 19% premium over Wyndham's 30-day volume-weighted average share price as of such date.
- MAY 2023**

Wyndham rejected the proposal, leading Choice to submit another proposal increasing the per-share consideration to \$85.00, with 55% cash and 45% Choice stock.

Choice also offered Wyndham an opportunity to participate in the combined company's board by appointing two mutually agreed upon Wyndham-designated independent directors.

Wyndham rejected the updated proposal and refused to engage in further discussions after which Choice sent another letter refuting inaccurate assertions in their response.

Choice continued to seek engagement with Wyndham, explaining that further discussions could clarify Wyndham's hesitation to proceed.
- JUNE - AUGUST 2023**

Choice and Wyndham Board Chairs and CEOs meet in person.

Choice responded to concerns raised by Wyndham and sent a final letter to its Board of Directors, increasing the per-share consideration to \$90.00, comprising 55% cash and 45% Choice stock. Choice also included an election mechanism for Wyndham shareholders, which would enable them to choose either all cash, all Choice stock or a combination of cash and Choice stock consideration, subject to a customary proration mechanism.
- SEPTEMBER 2023**

Choice and Wyndham Board Chairs continue engagement, along with each of their respective financial and legal advisors. Wyndham acknowledged the strategic rationale of the proposed combination and that terms were within a negotiable range but raised concerns regarding the need to confirm the value of Choice stock and regarding the potential timing for obtaining regulatory approvals.

In response, Choice proposed, and Wyndham agreed, to enter into a one-way, short-term nondisclosure agreement (NDA) to facilitate Choice providing information that would address Wyndham's concerns.

Choice provided Wyndham with a draft one-way, short-term NDA on September 8, 2023, made its external counsel available for several discussions, and indicated its willingness to agree to a regulatory risk allocation mechanism on market terms.

On September 27, 2023, during a follow-up call between the Chair of each company's Board and respective advisors, Wyndham made clear its unwillingness to proceed with further discussions.

Choice's previous correspondence with Wyndham:

- November 14, 2023 Letter [Download PDF](#)
- August 21, 2023 Letter [Download PDF](#)
- May 31, 2023 Letter [Download PDF](#)
- May 15, 2023 Letter [Download PDF](#)
- April 28, 2023 Letter [Download PDF](#)

INVESTOR RELATIONS
Choice Hotels International Inc.
Investor Relations
ir@choicehotels.com

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**STRICTLY CONFIDENTIAL****Patrick S. Pacious**

President and Chief Executive Officer

November 14, 2023

Via Electronic Mail

Board of Directors

Wyndham Hotels & Resorts, Inc.

c/o Stephen P. Holmes, Chairman of the Board

22 Sylvan Way

Parsippany, NJ, 07054

Dear Directors:

On behalf of Choice Hotels International, Inc. (“Choice” or “we”), I am pleased to present you with this enhanced proposal (the “Proposal”) to pursue a business combination (the “Transaction”) with Wyndham Hotels & Resorts, Inc. (“Wyndham” or “you”). This fifth letter takes into consideration the feedback we received from you, the market, and our respective shareholders and franchisees. We made a compelling offer to you on October 17, 2023, and are responding to your request for more clarity regarding risk allocation in the context of the regulatory framework. The industrial logic of the Transaction is irrefutable, and as already discussed amongst principals and legal advisors over the past few months, this transaction is pro-competitive and the required regulatory approvals are obtainable. In addition, our franchisees, many of whom own both Wyndham and Choice brands, have instantly grasped the benefits of this combination, particularly in light of rising operational costs. This combination will drive more direct bookings, lower hotel operating costs, and create a stronger rewards program. As such, we believe now is the right time to reengage in a direct and private dialogue in order to negotiate a Transaction that is in the best interest of all our respective stakeholders.

Regulatory Framework:

We are prepared to offer Wyndham significant protections to address your stated concerns regarding potential regulatory uncertainty, including:

- Reverse termination fee of \$435 million, which represents approximately 6.0% of the total equity purchase price.
- While we do not anticipate it would be triggered, a regulatory ticking fee of 0.5% of the total equity purchase price per month, accruing daily after the one-year anniversary of the signing of definitive agreements.
- Choice agrees to take any actions required by antitrust regulators to close so long as such actions would not have a material adverse effect on the combined company, subject only to agreeing to an outside date 12 months post-signing of a definitive agreement, with two 6-month extensions exercisable by either party, if regulatory approvals have not been obtained by such date.
- Wyndham’s ability to operate in the ordinary course of business during the pendency of the transaction, subject to limited customary negative covenants.

With these protections, we believe that Choice's conviction and commitment to closing the transaction will deliver the requisite level of contractual certainty to your shareholders.

Transaction Value:

We are offering \$49.50 per share in cash and 0.324 shares of Choice stock.

- Equates to \$90.00 per Wyndham share based on Choice's stock price as of October 16, 2023 (the "Pre-Release Date").
- Represents a 31% premium to your unaffected share price on May 22, 2023 (prior to WSJ leak) and a 24% premium to your share price as of the Pre-Release Date based on Choice's current stock price, and 37% and 30% premiums, respectively, based on Choice's stock price as of the Pre-Release Date.
- Maintains the cash or stock election mechanism, subject to a customary proration mechanism.
- Equates to pro forma ownership in the combined company of 35%.
- Implies a consensus 2023 Adjusted EBITDA multiple of 14.9x based on the Pre-Release Date value.

Governance:

We propose that two mutually acceptable independent members of the Wyndham board of directors join the combined company board upon the completion of the Transaction, consistent with our prior offer.

Information Sharing / NDA:

We are prepared to enter into a mutual Non-Disclosure Agreement ("NDA") to provide for direct negotiation of binding agreements consistent with this Proposal. We believe that we could conclude such negotiation, documentation, and confirmatory due diligence within 20 business days of your good faith engagement with us on the basis of the terms of this letter. During that time, we would be amenable to a limited NDA, provided that:

- The NDA would not prevent the pursuit of an exchange offer or proxy contest in the event we are mutually unable to agree on final terms.
- We would be permitted to contact director candidates and prepare for, but not launch, a proxy contest or exchange offer, without prior notice.
- No information shared under the NDA would be permitted to be publicly disclosed in the event of a public process.

We believe that this enhanced Proposal specifically addresses the concerns that you have raised to date and are hopeful that you will reengage on the basis of the terms of this letter.

We look forward to discussing this Proposal with you.

Best regards,

