
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(Rule 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

WYNDHAM HOTELS & RESORTS, INC.

(Name of Subject Company)

WH ACQUISITION CORPORATION

(Offeror)

a wholly owned subsidiary of

CHOICE HOTELS INTERNATIONAL, INC.

(Names of Filing Persons (Parent of Offeror))

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

98311A105

(CUSIP Number of Class of Securities (Underlying Common Stock))

Simone Wu

Senior Vice President, General Counsel, Corporate Secretary & External Affairs

Choice Hotels International, Inc.

915 Meeting St., North Bethesda, Maryland 20852

(301) 592-5000

(Name, Address, and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

Adam M. Turteltaub, Esq.

Danielle Scalzo, Esq.

Willkie Farr & Gallagher LLP

787 Seventh Avenue

New York, New York 10019

(212) 728-8000

December 12, 2023

(Date Tender Offer First Published, Sent or Given to Security Holders)

-
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$346,843.70 Filing Party: Choice Hotels International, Inc.

Form or Registration No. S-4 Date Filed: December 12, 2023

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Tender Offer Statement on Schedule TO (together with any amendments and supplements hereto, this “**Schedule TO**”) is being filed by Choice Hotels International, Inc., a Delaware corporation (“**Choice**”), and WH Acquisition Corporation, a Delaware corporation and wholly owned subsidiary of Choice (“**Purchaser**”), and relates to Choice’s tender offer to exchange each issued and outstanding share of common stock, par value \$0.01 per share (the “**Wyndham common stock**”), of Wyndham Hotels & Resorts, Inc., a Delaware corporation (“**Wyndham**”), for \$49.50 in cash and 0.324 shares of common stock of Choice, par value \$0.01 per share (the “**Choice common stock**”), the Cash Election Consideration (as set forth on the cover page of the Exchange Offer), the Stock Election Consideration (as set forth on the cover page of the Exchange Offer), subject to proration, or the Standard Election Consideration (as set forth on the cover page of the Exchange Offer) and the Additional Consideration (as set forth on the cover page of the Exchange Offer), if any, described in (1) the Exchange Offer, dated December 12, 2023 (the “**Exchange Offer**”), and (2) the related Letter of Election and Transmittal (the offer reflected by such terms and conditions, as they may be amended, supplemented or extended from time to time, constitutes the “**Offer**”).

On December 12, 2023, Choice filed a Registration Statement on FormS-4 (the “**Registration Statement**”), of which the Exchange Offer forms a part. The terms and conditions of the Offer are set forth in the Exchange Offer and the related Letter of Election and Transmittal, which are set forth as Exhibits (a)(1)(A) and (a)(1)(B) hereto.

All information contained in the Exchange Offer and the Letter of Election and Transmittal, and any prospectus supplement or other supplement thereto related to the Offer, is hereby expressly incorporated herein by reference in response to all items in this Schedule TO, and as more precisely set forth below.

Item 1. Summary Term Sheet

The information set forth in the section of the Exchange Offer titled “Summary” is incorporated herein by reference.

Item 2. Subject Company Information

(a) As described in the Exchange Offer, the subject company and issuer of the securities subject to the Offer is Wyndham Hotels & Resorts Inc., a Delaware corporation. Its principal executive offices are located at 22 Sylvan Way, Parsippany, New Jersey 07054. Its telephone number is (973) 753-6000.

(b) The Schedule TO relates to the Wyndham common stock. Based on the information contained in the Quarterly Report on Form10-Q filed with the Securities and Exchange Commission by Wyndham on October 26, 2023, there were 82,961,907 shares of Wyndham common stock outstanding as of September 30, 2023.

(c) The information set forth in the section of the Exchange Offer titled “Comparative Per Share Market Price and Dividend Information” is incorporated herein by reference.

Item 3. Identity and Background of Filing Person

(a), (b), (c) The information set forth in the sections of the Exchange Offer titled “Summary — Information About the Companies,” “Information About the Companies,” “The Offer — Certain Relationships with Wyndham and Interest of Choice and Choice’s Executive Officers and Directors in the Offer,” and Schedule I to the Exchange Offer, is incorporated herein by reference.

Item 4. Terms of the Transaction

- (a)(1)(i) The information set forth in the sections of the Exchange Offer titled “Summary — The Offer” and “The Offer — Overview” is incorporated herein by reference.
- (a)(1)(ii) The information set forth in the sections of the Exchange Offer titled “Summary — The Offer” and “The Offer — Overview” and “The Offer — Cash In Lieu of Fractional Choice Common Stock” is incorporated herein by reference.
- (a)(1)(iii) The information set forth in the sections of the Exchange Offer titled “Summary — Expiration of the Offer” and “The Offer — Expiration of the Offer” is incorporated herein by reference.
- (a)(1)(iv) The information set forth in the sections of the Exchange Offer titled “Summary — Extension, Termination and Amendment” and “The Offer— Extension, Termination and Amendment” is incorporated herein by reference.
- (a)(1)(v) The information set forth in the sections of the Exchange Offer titled “Summary — Extension, Termination and Amendment” and “The Offer — Extension, Termination and Amendment” is incorporated herein by reference.
- (a)(1)(vi) The information set forth in the sections of the Exchange Offer titled “Summary — Withdrawal Rights” and “The Offer — Withdrawal Rights” is incorporated herein by reference.
- (a)(1)(vii) The information set forth in the sections of the Exchange Offer titled “The Offer — Procedure for Tendering” and “The Offer — Withdrawal Rights” is incorporated herein by reference.
- (a)(1)(viii) The information set forth in the section of the Exchange Offer titled “The Offer — Exchange of Shares of Wyndham Common Stock; Delivery of Choice Common Stock” is incorporated herein by reference.
- (a)(1)(ix) Not applicable.
- (a)(1)(x) The information set forth in the sections of the Exchange Offer titled “The Offer — Effect of the Offer on the Market for Shares of Wyndham Common Stock; NYSE Listing; Registration under the Exchange Act; Margin Regulations,” “Description of Choice Capital Stock,” and “Comparison of Holders’ Rights” is incorporated herein by reference.
- (a)(1)(xi) The information set forth in the sections of the Exchange Offer titled “Summary — Accounting Treatment” and “The Offer — Accounting Treatment” is incorporated herein by reference.
- (a)(1)(xii) The information set forth in the sections of the Exchange Offer titled “Summary — Material U.S. Federal Income Tax Consequences,” “The Offer — Material U.S. Federal Income Tax Consequences” and Item 6 and Item 8 of the Letter of Election and Transmittal is incorporated herein by reference.
- (a)(2) Not applicable.

Item 5. Past Contacts, Transactions, Negotiations and Agreements

- (a), (b) The information set forth in the sections of the Exchange Offer titled “Background of the Offer,” “The Offer — Certain Relationships with Wyndham and Interest of Choice and Choice’s Executive Officers and Directors in the Offer”, “The Offer — Financing of the Offer; Sources and Amount of Funds” and Schedule II to the Exchange Offer is incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals

(a), (c)(1-7) The information set forth in the sections of the Exchange Offer titled “Summary — Reasons for the Offer,” “Reasons for the Offer,” “The Offer — Ownership of Choice After the Offer,” “The Offer — Purpose of the Offer; Second-Step Merger,” “The Offer — Plans for Wyndham” and “The Offer — Effect of the Offer on the Market for Shares of Wyndham Common Stock; NYSE Listing; Registration under the Exchange Act; Margin Regulations” is incorporated herein by reference.

Item 7. Source and Amount of Funds or Other Consideration

(a), (b), (d) The information set forth in sections of the Exchange Offer titled “The Offer — Financing of the Offer; Sources and Amount of Funds” and “The Offer — Conditions to the Offer” is incorporated herein by reference.

Item 8. Interest in Securities of the Subject Company

The information set forth in the sections of the Exchange Offer titled “Information About the Companies,” “The Offer — Certain Relationships with Wyndham and Interest of Choice and Choice’s Executive Officers and Directors in the Offer” and Schedule II to the Exchange Offer, is incorporated herein by reference.

Item 9. Persons/Assets Retained, Employed, Compensated or Used

(a) The information set forth in the section of the Exchange Offer titled “The Offer — Fees and Expenses” is incorporated herein by reference.

Item 10. Financial Statements

(a), (b) The information set forth in the sections of the Exchange Offer titled “Choice Selected Historical Consolidated Financial Information,” “Wyndham Selected Historical Consolidated Financial Information,” “Selected Unaudited Pro Forma Condensed Combined Financial Information,” “Comparative Historical and Pro Forma Per Share Information,” “Unaudited Pro Forma Condensed Combined Balance Sheet,” “Unaudited Pro Forma Condensed Combined Statement of Income” and “Unaudited Pro Forma Condensed Combined Financial Statements” is incorporated herein by reference.

Item 11. Additional Information

(a)(1) The information set forth in the sections of the Exchange Offer titled “Background of the Offer” and “The Offer — Certain Relationships with Wyndham and Interest of Choice and Choice’s Executive Officers and Directors in the Offer” is incorporated herein by reference.

(a)(2), (3) The information set forth in the sections to the Exchange Offer titled “Summary — Regulatory Approvals,” “The Offer — Regulatory Approvals,” “The Offer — Certain Legal Matters,” “The Offer — Conditions to the Offer,” and “The Offer — Statutory Requirements; Approval of the Second-Step Merger” is incorporated herein by reference.

(a)(4) The information set forth in the section of the Exchange Offer titled “The Offer — Effect of the Offer on the Market for Shares of Wyndham Common Stock; NYSE Listing; Registration under the Exchange Act; Margin Regulations” is incorporated herein by reference.

(a)(5) The information set forth in section of the Exchange Offer titled “The Offer — Certain Legal Matters” is incorporated herein by reference.

(c) The information set forth in the Exchange Offer and the accompanying Letter of Election and Transmittal is incorporated herein by reference.

Item 12. Exhibits

- (a)(1)(A) [Offer to Exchange, dated December 12, 2023.*](#)
- (a)(1)(B) [Form of Letter of Election and Transmittal.*](#)
- (a)(1)(C) [Form of Notice of Guaranteed Delivery.*](#)
- (a)(1)(D) [Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*](#)
- (a)(1)(E) [Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*](#)
- (a)(5)(A) [Press Release, dated December 12, 2023.](#)
- (b) Not applicable
- (c) Not applicable.
- (d) Not applicable.
- (g) Not applicable.
- (h) Form of Tax Opinion by Willkie Farr & Gallagher LLP.*
- 107 [Filing Fee Table](#)

* Incorporated by reference to the Choice Registration Statement on FormS-4 filed on December 12, 2023.

Item 13. Information Required By Schedule 13e-3.

Not applicable.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CHOICE HOTELS INTERNATIONAL, INC.

By: /s/ Scott E. Oaksmith
Name: Scott E. Oaksmith
Title: Chief Financial Officer

WH ACQUISITION CORPORATION

By: /s/ Dominic Dragsich
Name: Dominic Dragsich
Title: President

Date: December 12, 2023

FOR IMMEDIATE RELEASE**Choice Hotels Launches Exchange Offer to Acquire All Outstanding Shares of
Wyndham Hotels & Resorts***Discloses Ownership Position of More Than \$110 Million of Wyndham Stock**Preparing to Nominate Candidates to the Wyndham Board of Directors**Commences the Regulatory Approval Process*

NORTH BETHESDA, Md., December 12, 2023 – Choice Hotels International, Inc. (NYSE: CHH) (the “Company” or “Choice”), today announced that it is commencing an exchange offer to acquire Wyndham Hotels & Resorts, Inc. (NYSE: WH) (“Wyndham”) in order to present its compelling proposal directly to Wyndham shareholders. Choice continues to believe that a transaction with Wyndham is pro-competitive and would generate value for both Wyndham and Choice shareholders as well as deliver significant benefits to franchisees, guests and associates of both companies.

Patrick Pacious, President and Chief Executive Officer of Choice, said, “While we would have preferred to come to a negotiated agreement, the Wyndham Board’s refusal to explore a transaction has left us with no choice but to take our proposal directly to Wyndham’s shareholders. Wyndham chose to publicly reject our last proposal without any engagement even after we addressed their concerns, including adding significant regulatory protections for their shareholders.”

“It remains our goal to reach a mutually agreeable transaction, and there is potential for additional value to be unlocked if Wyndham were to return to the negotiating table and provide due diligence. We look forward to meeting with Wyndham’s shareholders in the days and weeks ahead and to continuing the regulatory approval process we’re starting this week,” concluded Pacious.

Choice also announced that it currently holds approximately 1.5 million shares of Wyndham common stock, valued in excess of \$110 million and today is filing the Hart-Scott-Rodino (“HSR”) notification in order to begin the required regulatory review.

Terms of Exchange Offer

The exchange offer maintains the previously proposed offer to Wyndham, comprised of \$49.50 in cash and 0.324 shares of Choice common stock per Wyndham share, representing a value of \$40.50 based on Choice’s trading price as of October 16, 2023, the day prior to Choice’s first public offer (the “Pre-Release Date”). As of the Pre-Release Date, the proposed offer price equates to a 30% premium to Wyndham’s closing share price of \$69.10, and reflects a 14.9x multiple of Wyndham’s consensus 2023 adjusted EBITDA estimate, a forward multiple Wyndham has never achieved, absent COVID disruptions.

The exchange offer provides Wyndham shareholders the opportunity to elect to receive the consideration in all cash, all shares or a combination of cash and shares, subject to a customary proration mechanism. In addition, the exchange offer features a regulatory ticking fee of \$0.45 per Wyndham share per month, equivalent to \$38 million per month, accruing daily after the one-year anniversary of the date a majority of Wyndham’s shares are tendered into the offer. This additional consideration, which has been included so that Wyndham shareholders can receive benefits similar to what Choice previously offered in its November 14, 2023 proposal in the unlikely event the transaction were to take longer than 12 months to close, would be payable in cash or stock, at Choice’s election, upon Choice’s acceptance and exchange of the Wyndham shares tendered into the offer.

The exchange offer and withdrawal rights are scheduled to expire at 5:00 PM, New York City time on Friday March 8, 2024, unless the offer is extended or terminated. The exchange offer is subject to conditions, including the receipt of all required regulatory approvals. In the exchange offer, Choice is committing to take all actions required by regulators in connection with the approval of the transaction so

long as such actions would not have a material adverse effect on the combined company. The full terms, conditions and other details of the exchange offer are set forth in the offering documents that Choice is filing today with the Securities and Exchange Commission.

Choice made a proposal privately to Wyndham on November 14, 2023, comprised of \$49.50 in cash and 0.324 shares of Choice common stock per share of Wyndham stock, and offered Wyndham two seats on the combined company's board.

The November 14, 2023 proposal included certain additional protections for Wyndham shareholders to provide certainty, as Wyndham publicly stated they desired, including:

- A reverse termination fee of \$435 million, which represents approximately 6.0% of the total equity purchase price, payable in the event that the transaction did not close due to the failure to receive the required regulatory approvals;
- 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;
- A mutual non-disclosure agreement to allow the parties to conduct confirmatory due diligence; and
- A commitment to taking all actions required by regulators in connection with the approval of the transaction so long as such actions would not have a material adverse effect on the combined company.

Instead of discussing the terms of such proposal with Choice, Wyndham publicly rejected the proposed terms on November 21, 2023.

While not applicable to the exchange offer, in the context of a negotiated transaction, Choice remains willing to offer Wyndham shareholders a reverse termination fee that is consistent with the terms in its November 14, 2023 proposal and two seats on the combined company's board. Additionally, Choice is willing to enter into a mutual non-disclosure agreement to conduct confirmatory due diligence that could potentially unlock additional value for Wyndham shareholders.

Path Forward and Next Steps

Choice is starting the clock on the regulatory approval process and is filing notification and report forms under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 with the U.S. Federal Trade Commission ("FTC") today. Choice has already met with the FTC on a voluntary basis to discuss the pro-competitive nature of the transaction and looks forward to continuing to work closely with the FTC. Choice is committed to completing the transaction within one year.

Choice is actively identifying, evaluating and interviewing highly qualified director candidates to nominate to Wyndham's board and has requested the Directors' & Officers' ("D&O") Questionnaire from Wyndham in accordance with Wyndham's bylaws. Choice intends to nominate a slate of directors to the Wyndham Board of Directors at Wyndham's 2024 Annual Shareholder Meeting.

Additional materials are available at [CreateValueWithChoice.com](https://www.CreateValueWithChoice.com).

Advisors

Moelis & Company LLC, Goldman Sachs & Co. LLC and Wells Fargo are serving as financial advisors to Choice and Willkie Farr & Gallagher LLP and Axinn, Veltrop & Harkrider LLP are serving as legal advisors.

About Choice Hotels®

Choice Hotels International, Inc. (NYSE: CHH) is one of the largest lodging franchisors in the world. The challenger in the upscale segment and a leader in midscale and extended stay, Choice® has nearly 7,500 hotels, representing almost 630,000 rooms, in 46 countries and territories. A diverse portfolio of

brands that range from full-service upper upscale properties to midscale, extended stay and economy enables Choice® to meet travelers' needs in more places and for more occasions while driving more value for franchise owners and shareholders. The award-winning Choice Privileges® loyalty program and co-brand credit card options provide members with a fast and easy way to earn reward nights and personalized perks. For more information, visit www.choicehotels.com.

Forward-looking Statements

Information set forth herein includes "forward-looking statements". Certain, but not necessarily all, of such forward-looking statements can be identified by the use of forward-looking terminology, such as "expect," "estimate," "believe," "anticipate," "should," "will," "forecast," "plan," "project," "assume," or similar words of futurity. All statements other than historical facts are forward-looking statements. These forward-looking statements are based on management's current beliefs, assumptions and expectations regarding future events, which in turn are based on information currently available to management. Such statements include, but are not limited to, the ultimate outcome of any possible transaction between Choice and Wyndham (including the possibility that the parties will not agree to pursue a business combination transaction or that the terms of any definitive agreement will be materially different from those described herein); uncertainties as to whether Wyndham will cooperate with Choice regarding the proposed transaction; Choice's ability to consummate the proposed transaction with Wyndham; the conditions to the completion of the proposed transaction, including the receipt of any required shareholder approvals and any required regulatory approvals; Choice's ability to finance the proposed transaction with Wyndham; Choice's indebtedness, including the substantial indebtedness Choice expects to incur in connection with the proposed transaction with Wyndham and the need to generate sufficient cash flows to service and repay such debt; the possibility that Choice may be unable to achieve expected synergies and operating efficiencies within the expected timeframes or at all and to successfully integrate Wyndham's operations with those of Choice, including the Choice loyalty program; the possibility that Choice may be unable to achieve the benefits of the proposed transaction for its franchisees, associates, investors and guests within the expected timeframes or at all, including that such integration may be more difficult, time-consuming or costly than expected; that operating costs and business disruption (without limitation, difficulties in maintaining relationships with associates, guests or franchisees) may be greater than expected following the proposed transaction or the public announcement of the proposed transaction; and that the retention of certain key employees may be difficult. Such statements may relate to projections of Choice's revenue, expenses, adjusted EBITDA, earnings, debt levels, ability to repay outstanding indebtedness, payment of dividends, repurchases of common stock and other financial and operational measures, including occupancy and open hotels, revenue per available room, Choice's ability to benefit from any rebound in travel demand, and Choice's liquidity, among other matters. We caution you not to place undue reliance on any such forward-looking statements. Forward-looking statements do not guarantee future performance and involve known and unknown risks, uncertainties and other factors.

These and other risk factors that may affect Choice's operations are discussed in detail in the applicable company's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K and, as applicable, its or Wyndham's Quarterly Reports on Form 10-Q. These forward-looking statements speak only as of the date of this communication or as of the date to which they refer, and Choice assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

Non-GAAP Financial Measurements and Other Definitions

Choice evaluates its operations utilizing, among others, the performance metric adjusted EBITDA, which is a non-GAAP financial measurement. This measure should not be considered as an alternative to any measure of performance or liquidity as promulgated under or authorized by GAAP, such as net income. Choice's calculation of this measurement may be different from the calculations used by other companies, including Wyndham, and comparability may therefore be limited. We discuss management's reasons for reporting this non-GAAP measure and how it is calculated below.

In addition to the specific adjustments noted below with respect to adjusted EBITDA, thenon-GAAP measures presented herein also exclude restructuring of Choice's operations including employee severance benefit, income taxes and legal costs, acquisition related due diligence, transition and transaction costs, and gains/losses on sale/disposal and impairment of assets primarily related to hotel ownership and development activities to allow for period-over-period comparison of ongoing core operations before the impact of these discrete and infrequent charges.

Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortization Adjusted EBITDA reflects net income excluding the impact of interest expense, interest income, provision for income taxes, depreciation and amortization, franchise-agreement acquisition cost amortization, other (gains) and losses, equity in net income (loss) of unconsolidated affiliates, mark -to-market adjustments on non-qualified retirement plan investments, share based compensation expense (benefit) and surplus or deficits generated by reimbursable revenue from franchised and managed properties. We consider adjusted EBITDA and adjusted EBITDA margins to be an indicator of operating performance because it measures our ability to service debt, fund capital expenditures, and expand our business. We also use these measures, as do analysts, lenders, investors, and others, to evaluate companies because it excludes certain items that can vary widely across industries or among companies within the same industry. For example, interest expense can be dependent on a company's capital structure, debt levels, and credit ratings, and share based compensation expense (benefit) is dependent on the design of compensation plans in place and the usage of them. Accordingly, the impact of interest expense and share based compensation expense (benefit) on earnings can vary significantly among companies. The tax positions of companies can also vary because of their differing abilities to take advantage of tax benefits and because of the tax policies of the jurisdictions in which they operate. As a result, effective tax rates and provision for income taxes can vary considerably among companies. These measures also exclude depreciation and amortization because companies utilize productive assets of different ages and use different methods of both acquiring and depreciating productive assets or amortizing franchise-agreement acquisition costs. These differences can result in considerable variability in the relative asset costs and estimated lives and, therefore, the depreciation and amortization expense among companies. Mark-to-market adjustments on non-qualified retirement-plan investments recorded in SG&A are excluded from EBITDA, as Choice accounts for these investments in accordance with accounting for deferred-compensation arrangements when investments are held in a rabbi trust and invested. Changes in the fair value of the investments are recognized as both compensation expense in SG&A and other gains and losses. As a result, the changes in the fair value of the investments do not have a material impact on Choice's net income. Surpluses and deficits generated from reimbursable revenues from franchised and managed properties are excluded, as Choice's franchise and management agreements require these revenues to be used exclusively for expenses associated with providing franchise and management services, such as central reservation and property-management systems, hotel employee and operating costs, reservation delivery and national marketing and media advertising. Franchised and managed property owners are required to reimburse Choice for any deficits generated from these activities and Choice is required to spend any surpluses generated in future periods. Since these activities will be managed to break-even over time, quarterly or annual surpluses and deficits have been excluded from the measurements utilized to assess Choice's operating performance.

RevPAR: RevPAR is calculated by dividing hotel room revenue by the total number of room nights available to guests for a given period. Management considers RevPAR to be a meaningful indicator of hotel performance and therefore company royalty and system revenues as it provides a metric correlated to the two key drivers of operations at a hotel: occupancy and ADR. Choice calculates RevPAR based on information as reported by its franchisees. To accurately reflect RevPAR, Choice may revise its prior years' operating statistics for the most current information provided. RevPAR is also a useful indicator in measuring performance over comparable periods.

Pipeline: Pipeline is defined as hotels awaiting conversion, under construction or approved for development, and master development agreements committing owners to future franchise development.

This communication includes Wall Street consensus projected results for Choice and Wyndham for future periods. Choice is including these consensus estimates for informational purposes only, but is not affirming

analyst projections or separately including guidance on these metrics. Other information regarding Wyndham has been taken from, or based upon, publicly available information. Choice does not take any responsibility for the accuracy or completeness of such information. To date, Choice has not had access to any non-public information of Wyndham.

Additional Information

This communication relates to a proposal that Choice has made for a business combination transaction with Wyndham and the exchange offer which Choice, through WH Acquisition Corporation, its wholly owned subsidiary, has made to Wyndham stockholders. The exchange offer is being made pursuant to a tender offer statement on Schedule TO (including the offer to exchange, the letter of election and transmittal and other related offer documents) and a registration statement on Form S-4 filed by Choice on December 12, 2023. These materials, as may be amended from time to time, contain important information, including the terms and conditions of the offer. In furtherance of this proposal and subject to future developments, Choice (and, if applicable, Wyndham) may file one or more registration statements, proxy statements, tender or exchange offers or other documents with the Securities and Exchange Commission (the "SEC"). This communication is not a substitute for any proxy statement, registration statement, tender or exchange offer document, prospectus or other document Choice and/or Wyndham may file with the SEC in connection with the proposed transaction.

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. Investors and security holders of Choice and Wyndham are urged to read the proxy statement(s), registration statement, tender or exchange offer document (including the offer to exchange, the letter of election and transmittal and other related offer documents), prospectus and/or other documents filed with the SEC carefully in their entirety if and when they become available as they will contain important information about the proposed transaction. Any definitive proxy statement(s) or prospectus(es) (if and when available) will be mailed to shareholders of Choice and/or Wyndham, as applicable. Investors and security holders may obtain free copies of these documents (if and when available) and other documents filed with the SEC by Choice through the web site maintained by the SEC at www.sec.gov, and by visiting Choice's investor relations site at www.investor.choicehotels.com.

This communication is neither a solicitation of a proxy nor a substitute for any proxy statement or other filings that may be made with the SEC. Nonetheless, Choice and its directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. You can find information about Choice's executive officers and directors in the Annual Report on Form 10-K for the year ended December 31, 2022 filed by Choice with the SEC on March 1, 2023. Additional information regarding the interests of such potential participants will be included in one or more registration statements, proxy statements, tender or exchange offer documents or other documents filed with the SEC if and when they become available. These documents (if and when available) may be obtained free of charge from the SEC's website at www.sec.gov and by visiting Choice's investor relations site at www.investor.choicehotels.com.

In this communication, we reference information and statistics regarding the Travel Industry. We have obtained this information and statistics from various independent third-party sources, including independent industry publications, reports by market research firms and other independent sources, such as Euromonitor International Limited. Some data and other information contained in this communication are also based on management's estimates and calculations, which are derived from our review and interpretation of internal surveys and independent sources. Data regarding the industries in which we compete and our market position and market share within these industries are inherently imprecise and are subject to significant business, economic and competitive uncertainties beyond our control, but we believe they generally indicate size, position and market share within these industries. While we believe such information is reliable, we have not independently verified any third-party information. While we

believe our internal company research and estimates are reliable, such research and estimates have not been verified by any independent source. In addition, assumptions and estimates of our and our industries' future performance are necessarily subject to a high degree of uncertainty and risk due to a variety of factors. These and other factors could cause our future performance to differ materially from our assumptions and estimates. As a result, you should be aware that market, ranking and other similar industry data including in this communication, and estimates and beliefs based on that data, may not be reliable. We cannot guarantee the accuracy or completeness of any such information contained in this communication.

Contacts

Andy Brimmer / Kelly Sullivan / Allison Sobel
Joele Frank, Wilkinson Brimmer Katcher
(212) 355-4449

**Calculation of Filing Fee Tables
Schedule TO-T
(Rule 14d-100)**

Wyndham Hotels & Resorts, Inc.
(Name of Subject Company)

WH Acquisition Corporation
(Offeror)
a wholly owned subsidiary of

Choice Hotels International, Inc.
(Names of Filing Persons (Parent of Offeror))

Table 1-Transaction Valuation

	Transaction Valuation*	Fee rate	Amount of Filing Fee**
Fees to Be Paid	\$6,508,614,393	0.0001476	\$960,671.48
Fees Previously Paid	\$0		\$0
Total Transaction Valuation	\$6,508,614,393		
Total Fees Due for Filing			\$960,671.48
Total Fees Previously Paid			\$0
Total Fee Offsets			\$346,843.70
Net Fee Due			\$613,827.78

* Estimated solely for purposes of calculating the filing fee. The transaction valuation was calculated by multiplying the product of (i) \$77.47, which is the average of the high and low sale prices of Wyndham Hotels & Resorts, Inc. common stock on the New York Stock Exchange on December 6, 2023 by (ii) the sum of (a) 82,961,907 shares of Wyndham Common Stock issued and outstanding as of September 30, 2023 (as reported in Wyndham's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2023 plus (b) 2,500,000 shares of Wyndham Common Stock underlying Wyndham equity awards that may become exercisable or issuable prior to the consummation of the Offer and the Second-Step Mergers (as reported in Wyndham's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2023) (c) less 1,447,264 shares of Wyndham Common Stock in which the registrant has an ownership interest (which will not be tendered in the Offer and will be cancelled in any merger with Wyndham).

** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2024 beginning on October 1, 2023, issued August 25, 2023, by multiplying the transaction value by 0.00014760.

TABLE 2-FEE OFFSET CLAIMS AND SOURCES

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Fee Paid with Fee Offset Source
Fee Offset Claims		S-4		December 12, 2023		\$346,843.70	
Fee Offset Sources	Choice Hotels International, Inc.	S-4			December 12, 2023		\$346,843.70