

Series J Redeemable Preferred Stock Offering Term Sheet



Series J Redeemable Preferred Stock

Offering Size: Up to \$500,000,000

Price Per Share: \$25

Investment Minimum:

Qualified Accounts: \$5,000

Non-Qualified Accounts: \$5,000

Dividend Reinvestment Plan (DRP):

Stockholders may reinvest dividends to acquire additional shares at no extra expense

Tax Reporting: Form 1099

Annual Dividend¹: 8.00%

Stockholder Redemption Terms²:

- Upon Issuance for Stated Value, less an 8% redemption fee
- After 1 year, for Stated Value, less an 8% redemption fee
- After 2 years, for Stated Value, less a 5% redemption fee
- After 3 years, for Stated Value
- Death or Qualifying Disability: Redemption for Stated Value anytime following death or qualifying disability

Company Redemption Terms²:

- After 2 years for Stated Value

¹ Dividends on our preferred stock, including the Series J Preferred Stock, are discretionary. Ashford Hospitality Trust cannot guarantee that we will be able to pay dividends in the future or what the actual dividends will be for any future period.

² Redemptions may be made in cash or Ashford Hospitality Trust common stock (NYSE:AHT) at Ashford Hospitality Trust's election. Pursuant to the Series J Articles Supplementary, our board of directors may, without stockholder approval, permanently revoke this right to pay the redemption price (or a portion thereof) in shares of our common stock and pay the redemption price solely in cash.

Ashford Hospitality Trust, Inc., a publicly traded REIT, Series J redeemable preferred stock. By way of background, traditional traded preferred securities are similar to fixed-income investments with equity-like features mainly issued by large corporations, banks and insurance companies. These securities may be perpetual and callable, typically pay dividends instead of coupons, offer multiple rate structures, often have investment grade ratings, and are subordinated in the capital structure. The security has priority of receiving dividends over common stockholders.

DISCLOSURES

This sales and advertising literature does not constitute an offer to sell nor a solicitation of an offer to purchase the Series J Redeemable Preferred Stock ("Series J Preferred Stock") described herein. An offering will be made only by Ashford Hospitality Trust, Inc. (The "Company") with the Prospectus, dated as of May 4, 2022 (the "Prospectus"). This material must be preceded or accompanied by the Prospectus. You should read the Prospectus and the documents incorporated by reference therein in order to understand fully all of the implications and risks of the offering of securities to which it relates. An investment in the Series J Preferred Stock should be made only after careful review of the Prospectus and the documents incorporated by reference therein. All information contained in this material is qualified in its entirety by the Prospectus. The achievement of any goals or objectives is not guaranteed.

This material, the Prospectus and the documents incorporated by reference therein contain forward-looking statements that are subject to risks and uncertainties. These forward-looking statements include, among others, statements about the Company's possible or assumed future results of our business, financial condition, liquidity, results of operations, plans and objectives. These forward-looking statements are based on the Company's current beliefs, assumptions, and expectations of its future performance, taking into account all information currently available to it. You should not place undue reliance on these forward-looking statements. These beliefs, assumptions, and expectations can change as a result of many possible events or factors, not all of which are known to the Company, and the Company cannot guarantee that it will achieve any or all of these expectations.

Investors should consider the risks inherent in the Company and the Series J Preferred Stock. See "Summary Risk Factors" on the back of this fact sheet for additional risk disclosures. If the Company is unable to effectively manage the impact of the risks inherent in its business, the Company may not meet its investment objectives and, therefore, you should purchase the Series J Preferred Stock only if you can afford a complete loss of your investment.

In the event of the Company's liquidation and with respect to the payment of dividends and distributions, the Series J Redeemable Preferred Stock ranks senior to the Company's common stock and on par with the Company's other Preferred Stock, including the Series K Redeemable Preferred Stock, the 8.45% Series D Cumulative Preferred Stock, the 7.375% Series F Cumulative Preferred Stock, the 7.375% Series G Cumulative Preferred Stock, the 7.50% Series H Cumulative Preferred Stock, and the 7.50% Series I Cumulative Preferred Stock.

There is no public trading market for the Series J Redeemable Preferred stock.

Investment Features and Benefits

8.00%
**Cumulative Annual
Dividend;
Paid Monthly**

**Senior Position
to Common Stock**

**3 Years
to Redeem at
Stated Value**

**Full Investment
(Stated Value)
on Client Statement***

* Stated value is an amount assigned to a corporation's stock for internal accounting purposes when the stock has no par value. Stated value has no relation to market price.

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SUMMARY OF RISK FACTORS

An investment in our securities involves significant risks. Prior to making a decision about investing in our securities, and in consultation with your own financial, tax and legal advisors, you should carefully consider, among other matters, the following risk factors related to this offering, as well as the other risk factors incorporated by reference in this prospectus, from our most recent Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," as applicable, and other filings we may make from time to time with the SEC.

- There will initially be no public trading market for the Series J Preferred Stock as we do not intend to apply for listing on the NYSE until after the Termination Date, if at all, and even after listing, if achieved, a liquid secondary trading market may not develop and the features of the Series J Preferred Stock may not provide you with favorable liquidity options.
- If, after the Series J Preferred Stock becomes listed on the NYSE or another national securities exchange, the Preferred Stock is delisted, your ability to transfer or sell your shares of the Series J Preferred Stock may be limited, and the market value of the Series J Preferred Stock will likely be materially adversely affected.
- The Series J Preferred Stock is subordinated in right of payment to our existing and future debt, and your interests could be diluted by the issuance of additional preferred stock, including additional shares of Series J Preferred Stock, and by other transactions.
- The Change of Control conversion rights that commence upon a listing of the Series J Preferred Stock on a national securities exchange may not adequately compensate you, and the Change of Control conversion and redemption features of the Series J Preferred Stock may make it more difficult for a party to take over our company or discourage a party from taking over our company.
- Dividends on our preferred stock, including the Series J Preferred Stock, are discretionary. We cannot guarantee that we will be able to pay dividends in the future or what the actual dividends will be for any future period.
- The Series J Preferred Stock has not been rated.
- In the event you exercise your option to redeem Series J Preferred Stock, our ability to redeem such shares of Series J Preferred Stock may be subject to certain restrictions and limits.
- Shares of Series J Preferred Stock may be redeemed for shares of common stock, which rank junior to the Series J Preferred Stock with respect to dividends and upon liquidation, dissolution or winding up of our affairs.
- The Series J Preferred Stock will bear a risk of early redemption by us.
- The amount of your liquidation preference is fixed and you will have no right to receive any greater payment regardless of the circumstances.
- Upon the sale of any hotel properties, holders of Series J Preferred Stock do not have a priority over holders of our common stock regarding return of capital.
- We established the offering price and other terms for the Preferred Stock pursuant to discussions between us and our dealer manager; as a result, the actual value of your investment may be substantially less than what you pay.
- We intend to use the net proceeds from this offering to fund future investments and for other general corporate and working capital purposes, but this offering is not conditioned upon the closing of properties in our current pipeline and we will have broad discretion to determine alternative uses of proceeds.
- Our ability to pay dividends and redeem shares of Series J Preferred Stock may be limited by the requirements of Maryland law.
- Investors in the Series J Preferred Stock will not enjoy the protections afforded by registration of this offering under state securities laws.
- The dealer manager's relationship with us may cause a conflict of interest and may hinder the dealer manager's performance of its due diligence obligations.
- If we fail to pay dividends to holders of our preferred stock or otherwise lose our eligibility to file registration statements on Form S-3 with the SEC, it may impair our ability to raise capital in this offering.
- Your ownership of Series J Preferred Stock is subject to the ownership limits contained in our charter.
- Compliance with the SEC's Regulation Best Interest by participating broker-dealers may negatively impact our ability to raise capital in this offering, which could harm our ability to achieve our investment objectives.

Ashford Securities LLC (member FINRA/SIPC) is the dealer manager of the offering of the Series J Preferred Stock.

There is no public market for the Series J Preferred Stock and we do not expect one to develop.

Investors should consider the risks inherent in the program, including limited liquidity.

For more information, please contact
your Financial Advisor or Ashford Securities LLC
at **(888)-490-4292** or visit **ashfordsecurities.com**

Securities offered through:
Ashford Securities LLC • Member FINRA/SIPC