

SERIES

J



ASHFORD  
HOSPITALITY TRUST

# Redeemable Preferred Stock Offering

## TERM SHEET

### INVESTMENT FEATURES & BENEFITS

**8.00%**  
CUMULATIVE ANNUAL DIVIDEND  
PAID MONTHLY<sup>1</sup>

**\$25**  
FULL STATED VALUE ON  
CLIENT STATEMENTS<sup>2</sup>

**3 YEARS**  
TO REDEEM AT STATED VALUE<sup>2</sup>

**OFFERING SIZE:** Up to \$500,000,000

**PRICE PER SHARE:** \$25

### INVESTMENT MINIMUMS:

**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 DIVIDEND:**<sup>1</sup> 8.00%

### STOCKHOLDER REDEMPTION TERMS:<sup>3</sup>

- 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 TERMS:<sup>3</sup>

- After 2 years for Stated Value

Ashford Hospitality Trust, Inc., a publicly traded REIT, Series J redeemable preferred stock. By way of background, traditional traded preferred securities share characteristics with both fixed-income and equity investments and may offer investors higher yields than common stock or corporate bonds. They are primarily issued by large corporations, banks, insurance companies, REITs, utilities and other financial institutions. The security has priority of receiving dividends over common stockholders.

<sup>1</sup> 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.

<sup>2</sup> Stated value is an amount assigned to a corporation's stock for internal accounting purposes. Stated value has no relation to market price.

<sup>3</sup> Redemptions will be made in Ashford Hospitality Trust common stock (NYSE:AHT). Pursuant to the Series J Articles Supplementary, the AHT board of directors may, without stockholder approval, permanently revoke this right to pay the redemption price (or a portion thereof) in shares of AHT common stock and pay the redemption price solely in cash once the Oaktree loan is paid in full. In addition, aggregate redemptions by holders of Preferred Stock pursuant to this provision, will be subject to the following redemption limits: (i) no more than 2% of the outstanding Preferred Stock will be redeemed per calendar month; (ii) no more than 5% of the outstanding Preferred Stock will be redeemed per fiscal quarter; and (iii) no more than 20% of the outstanding Preferred Stock will be redeemed per fiscal year. See Prospectus for full details.

## REDEEMABLE PREFERRED STOCK OFFERING

# SERIES J TERM SHEET



### 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," "us," "our" or "we") with the Prospectus, dated as of May 4, 2022, as supplemented (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 this term 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 Preferred Stock.

### 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 term sheet, from the Prospectus, 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 is no public trading market for the Series J Preferred Stock. The shares of Series J Preferred Stock are not listed on an exchange, and we do not intend to apply to have any such shares listed on an exchange in the future.
- The Series J Preferred Stock is subordinated in right of payment to our existing and future debt, and your Series J Preferred Stock could be diluted by the issuance of additional preferred stock, including additional shares of Series J Preferred Stock, and by other transactions.
- 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 Series J 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.

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

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.

Securities offered through: **Ashford Securities LLC - Member FINRA/SIPC**

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