

ASHFORD
HOSPITALITY PRIME

Morgan Stanley Conference - May 2015

Safe Harbor

In keeping with the SEC's "Safe Harbor" guidelines, certain statements made during this presentation could be considered forward-looking and subject to certain risks and uncertainties that could cause results to differ materially from those projected. When we use the words "will likely result," "may," "anticipate," "estimate," "should," "expect," "believe," "intend," or similar expressions, we intend to identify forward-looking statements. Such forward-looking statements include, but are not limited to, our business and investment strategy, our understanding of our competition, current market trends and opportunities, projected operating results, and projected capital expenditures.

These forward-looking statements are subject to known and unknown risks and uncertainties, which could cause actual results to differ materially from those anticipated including, without limitation: general volatility of the capital markets and the market price of our common stock; changes in our business or investment strategy; availability, terms and deployment of capital; availability of qualified personnel; changes in our industry and the market in which we operate, interest rates or the general economy, and the degree and nature of our competition. These and other risk factors are more fully discussed in the Company's filings with the Securities and Exchange Commission. Historical results are not indicative of future performance.

EBITDA is defined as net income before interest, taxes, depreciation and amortization. EBITDA yield is defined as trailing twelve month EBITDA divided by the purchase price. A capitalization rate is determined by dividing the property's net operating income by the purchase price. Net operating income is the property's funds from operations minus a capital expense reserve of either 4% or 5% of gross revenues. Hotel EBITDA flow-through is the change in Hotel EBITDA divided by the change in total revenues. EBITDA, FFO, AFFO, CAD and other terms are non-GAAP measures, reconciliations of which have been provided in prior earnings releases and filings with the SEC.

This overview is for informational purposes only and is not an offer to sell, or a solicitation of an offer to buy or sell, any securities of Ashford Hospitality Prime, Inc. or any of its respective affiliates, and may not be relied upon in connection with the purchase or sale of any such security.













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Strong Track Record & Performance











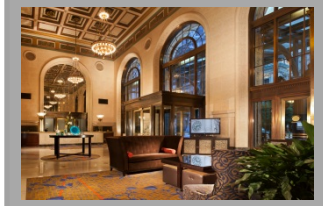



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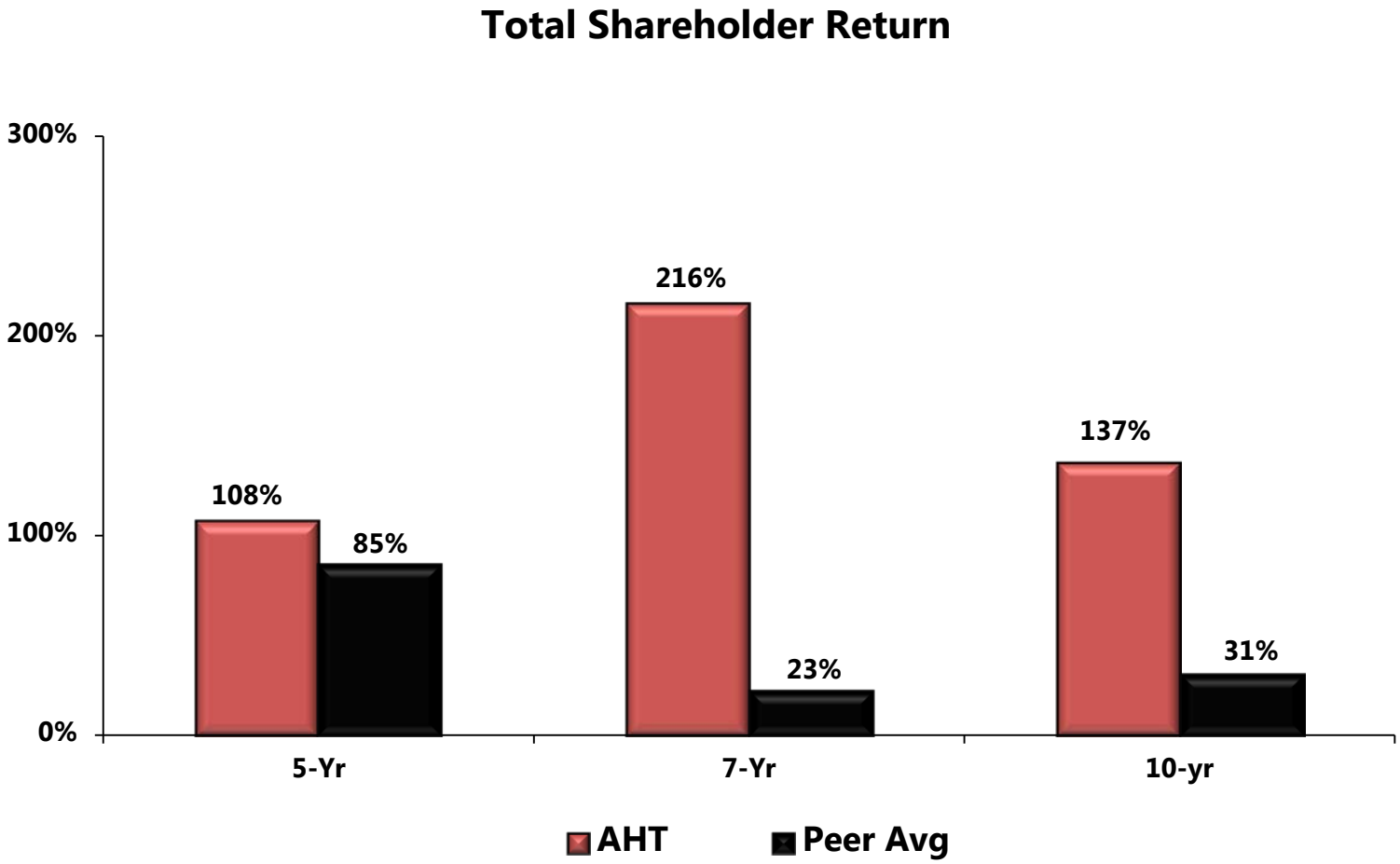
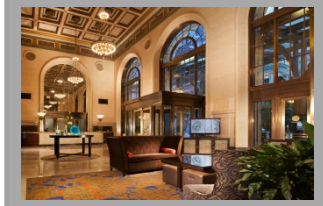
Demonstrated Long-Term Track Record

- **Disciplined growth, operational expertise, and capital allocation to maximize shareholder returns**
- **Ashford Prime expects to benefit from strong AINC management team capabilities**





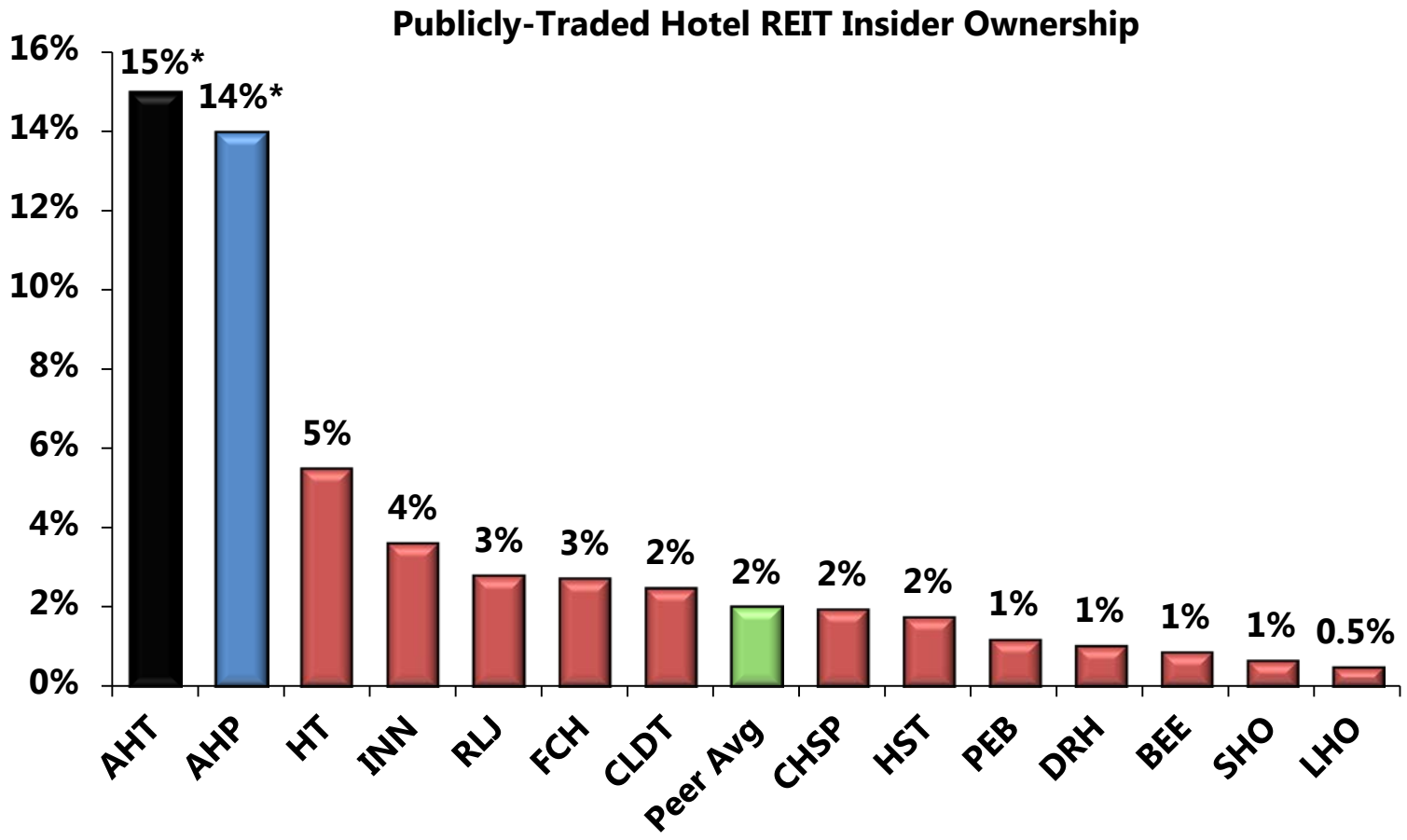





Peer average includes: BEE, CHSP, CLDT, DRH, FCH, HST, HT, INN, LHO, PEB, RLJ, SHO
Trailing Total Shareholder Returns as of 5/13/15
Source: Bloomberg

Highly-Aligned Management

- **With insider ownership* of approximately 14% for AHP, management is highly-aligned with shareholder interests**







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Public Lodging REITs include: BEE, CHSP, CLDT, DRH, FCH, HST, HT, INN, LHO, PEB, RLJ, SHO
Source: Company filings.
* Insider ownership for Ashford entities includes direct & indirect interests & interests of related parties

Compelling Opportunity











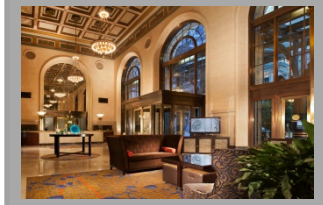



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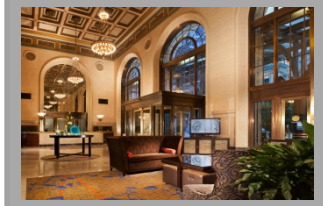
Compelling Opportunity

- High quality portfolio predominantly located in gateway & resort markets
- Low leverage strategy in line with peers
- Highly-aligned management team
- Portfolio is in great physical condition after recent renovations
- Company announced $100 million share repurchase plan in October 2014







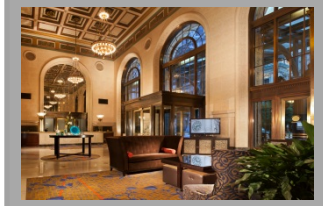

Well-Defined Strategy

- **Invest in high quality, high RevPAR hotels (RevPAR > 2x the national average) located in gateway & resort markets**

- **Conservative leverage with target (Net Debt + Preferred Equity) / EBITDA of 5.0x or less**

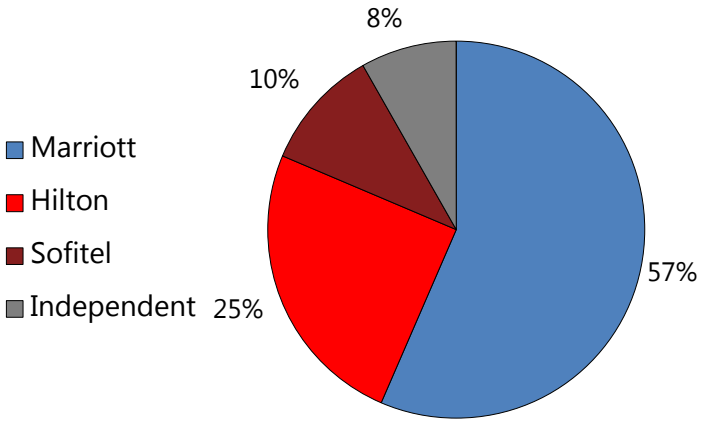




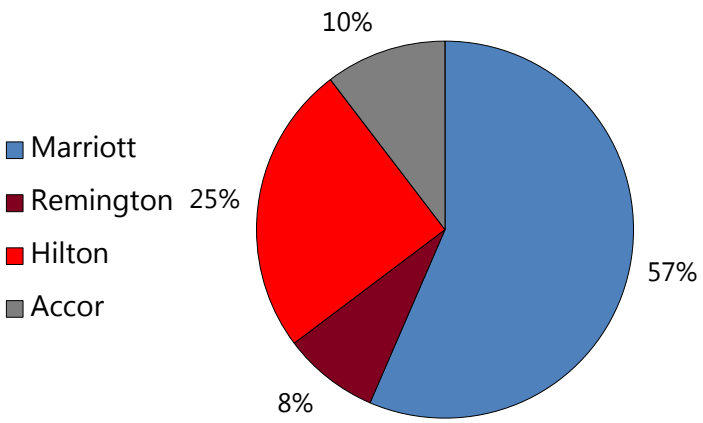



Well-Positioned Portfolio

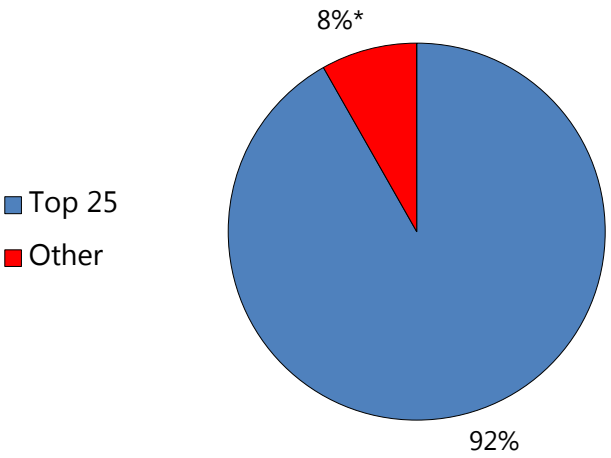
Ashford Prime Brands by EBITDA



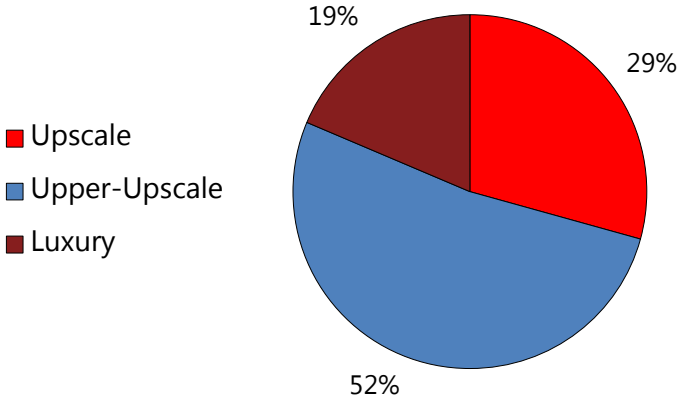
Ashford Prime Managers by EBITDA



Ashford Prime MSA by EBITDA



Ashford Prime Segment by EBITDA















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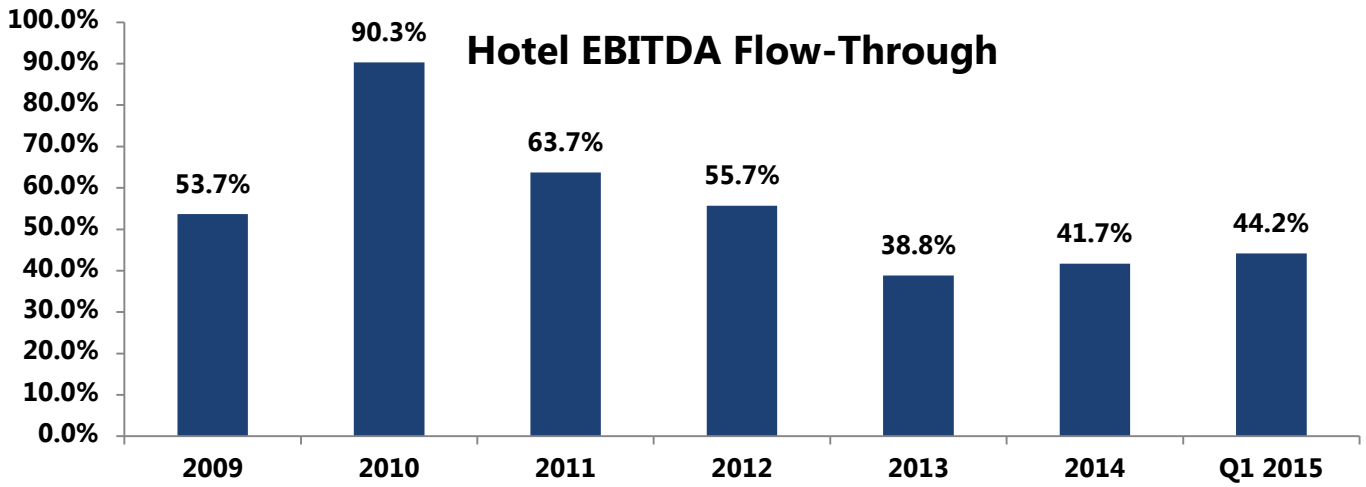
**Represents Key West MSA*
FY 2014 Hotel EBITDA

Strong Asset Performance



	2013	2014	Var	Q1 2014	Q1 2015	Var
RevPAR	$158.26	$171.35	**8.3%**	$147.49	$163.35	**10.8%**
Hotel Revenue	$294,250	$314,583	**6.9%**	$70,275	$77,749	**10.6%**
Hotel EBITDA	$96,321	$104,798	**8.8%**	$20,217	$23,523	**16.4%**
EBITDA Flow		**41.7%**			**44.2%**	

The above table assumes the 10 properties owned and included in continuing operations as of March 31, 2015 were owned as of the beginning of each of the periods shown



Recently Renovated Portfolio

Property	Renovation	Completion Date	Cost/Budget
Hilton Torrey Pines	Public Space Guestrooms Meeting Rooms	2010-2015	$17,200,000
Capital Hilton	Guestrooms Public Space Mechanical Systems	2011-2012	$29,900,000
Pier House Resort	Guestrooms Public Space Mechanical Systems	2006-2009	$20,700.000
Courtyard Philadelphia	Public Space Guestrooms	2012-2014	$18,200,000
Marriott Seattle	Guestrooms Meeting Rooms Public Space	2010-2014	$4,600,000
Courtyard Seattle	Guestrooms Public Space	2012-2014	$4,400,000
Sofitel Chicago	Guestrooms Public Space	2009-2012	$5,915,000
Courtyard San Francisco	Public Space	2012	$430,000
Marriott Plano Legacy	Guestrooms Meeting Space	2013-2014	$6,400,000
Tampa Renaissance	Meeting Space Public Space Guestrooms	2011-2015	$9,600,000





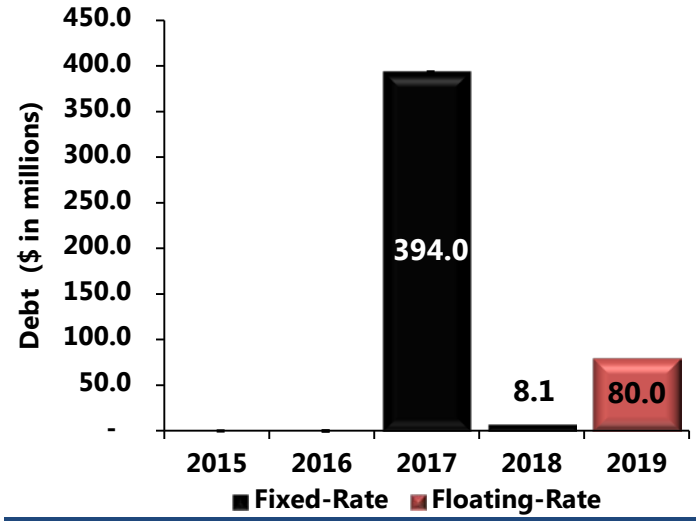



Conservative Capital Structure

Balance Sheet Initiatives

- Target (Net Debt + Preferred)/EBITDA < 5.0x
- Maintain mix of fixed and floating rate debt
- Ladder debt maturities
- Maintain excess cash balance to capitalize on opportunities
- Focus on property-level, non-recourse debt

Debt Maturities



Net Working Capital (1) (2)

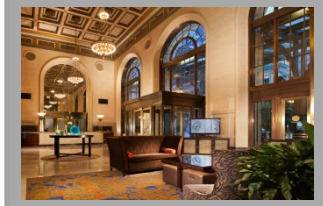
	$ in millions
Cash and cash equivalents	$158.3
Restricted cash	25.8
Accounts receivable, net	12.4
Prepaid expenses	3.4
Due from affiliates, net	(1.9)
Due from 3rd party hotel managers, net	5.4
Total current assets	**$203.4**
Accounts payable, net & accrued expenses	$26.8
Dividends payable	1.4
Total current liabilities	**$28.2**
Net working capital	**$175.2**

Enterprise Value

	$ in millions except per share data
Stock Price (as of 5/13/15)	$16.01
Fully diluted shares outstanding (mm) (2)	32.4
Equity value	**$518.7**
Debt (1) (2)	715.0
Total Market Capitalization	**$1,233.7**
Less: Net working capital (1) (2)	(175.2)
Total Enterprise Value	**$1,058.5**








(1) Ashford Prime's pro rata share
(2) As of 3/31/15

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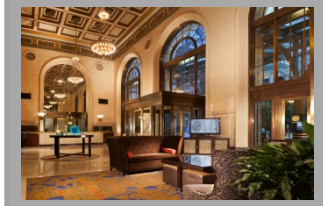
Ashford Prime Recent Developments

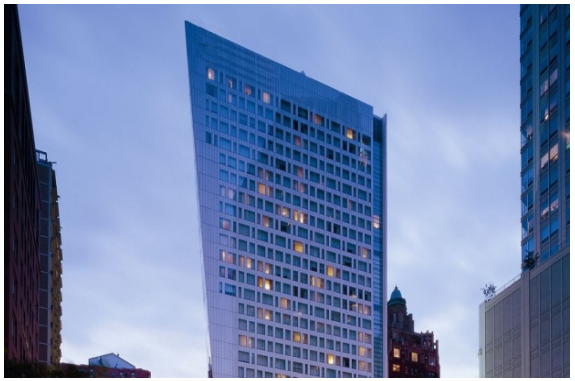
- Q1 2015 RevPAR up 10.8%, Hotel EBITDA up 16.4% and EBITDA flow-through was 44%
- Q1 2015 marks three consecutive quarters of double-digit RevPAR growth
- Through 5/1/15, Company has repurchased 1.9 million shares of common stock and units under its share repurchase program
- During Q4, Company refinanced its loan on the Capital Hilton and Hilton Torrey Pines resulting in annual interest savings of approx. $1.6 million
- In March 2015, the Company refinanced its Pier House loan resulting in annual interest savings of approx. $1.8 million

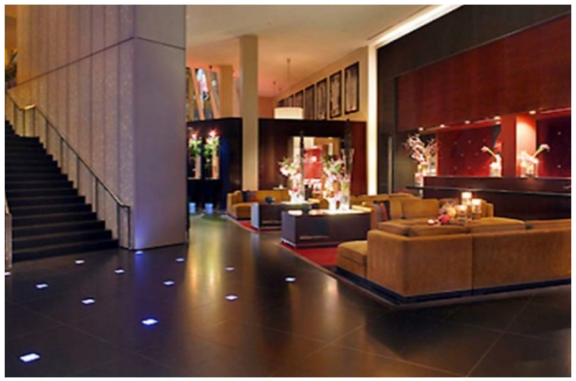







Chicago Sofitel Transaction





Property Information:

- Location: Downtown Chicago (Gold Coast submarket)
- Rooms: 415 (including 32 suites)
- Year Built: 2002
- 10,000 sf of meeting space
- Fee simple; 32 story tower
- Segmentation: 70% transient; 30% group

Acquisition Overview:

- Purchase Price: $153 million
- Purchase Price/Key: $369,000
- RevPAR of $182* vs. AHP Portfolio RevPAR of $175*
- Excellent Gold Coast location in a key U.S. gateway market
- High quality asset with attractive contemporary design and minimal capex needs

Accomplishments since acquisition:

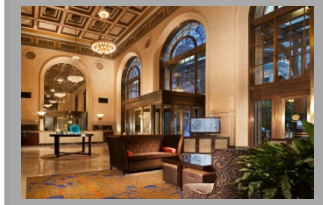
- New General Manager
- Approximately $700,000 in annualized cost savings
- Increase in RevPAR Index in difficult market conditions
- Sofitel Chicago recently ranked 3rd best hotel in Chicago for business travelers by USA Today
- Sofitel Chicago ranked #1 business hotel in Chicago by Travel & Leisure in 2013
- Sofitel Pastry Chef won Jean Banchet Award for best pastry chef in Chicago













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*TTM through 3/31/15

Pier House Resort Transaction





Property Information:

- Location: Key West, FL
- Rooms: 142 (including 21 suites)
- Year Built: 1968
- 2,600 sf of meeting space
- Fee simple
- Segmentation: 93% transient; 7% group

Acquisition Overview:

- Purchase Price: $92.7 million
- Purchase Price/Key: $653,000
- RevPAR of $340* vs. AHP Portfolio RevPAR of $175*
- Excellent location in one of strongest US hotel markets
- Extremely high barriers to entry
- High quality asset with minimal capex needs

Operational Strategy Implementation:

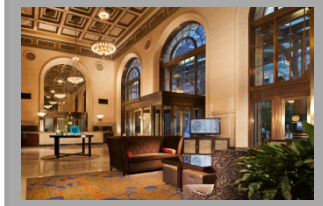
- In first year under Remington management, RevPAR increased 14.2% and Total Revenue increased $2.2M with 90.2% of that revenue increase flowing through to EBITDA
- Eliminated $1.5M in expenses – right-sized staffing, improved housekeeping practices, F&B efficiencies, synergies with other Remington properties in market
- Saved $385K in insurance when added to Ashford program
- Realized approximately $400K in annualized incremental parking revenue













*TTM through 3/31/15

Growth & Acquisition Strategy















Growth & Acquisition Strategy

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- **Highly quantitative approach focused on long-term accretion**
- **Proven track record of value-creating acquisitions**
- **Disciplined capital allocation**
- **Multiple ways to grow platform:**
  - **Unique built-in pipeline via right-of-first-offer hotels from Ashford Trust**
  - **Targeted acquisitions consistent with investment guidelines**
  - **Internal growth from asset performance**

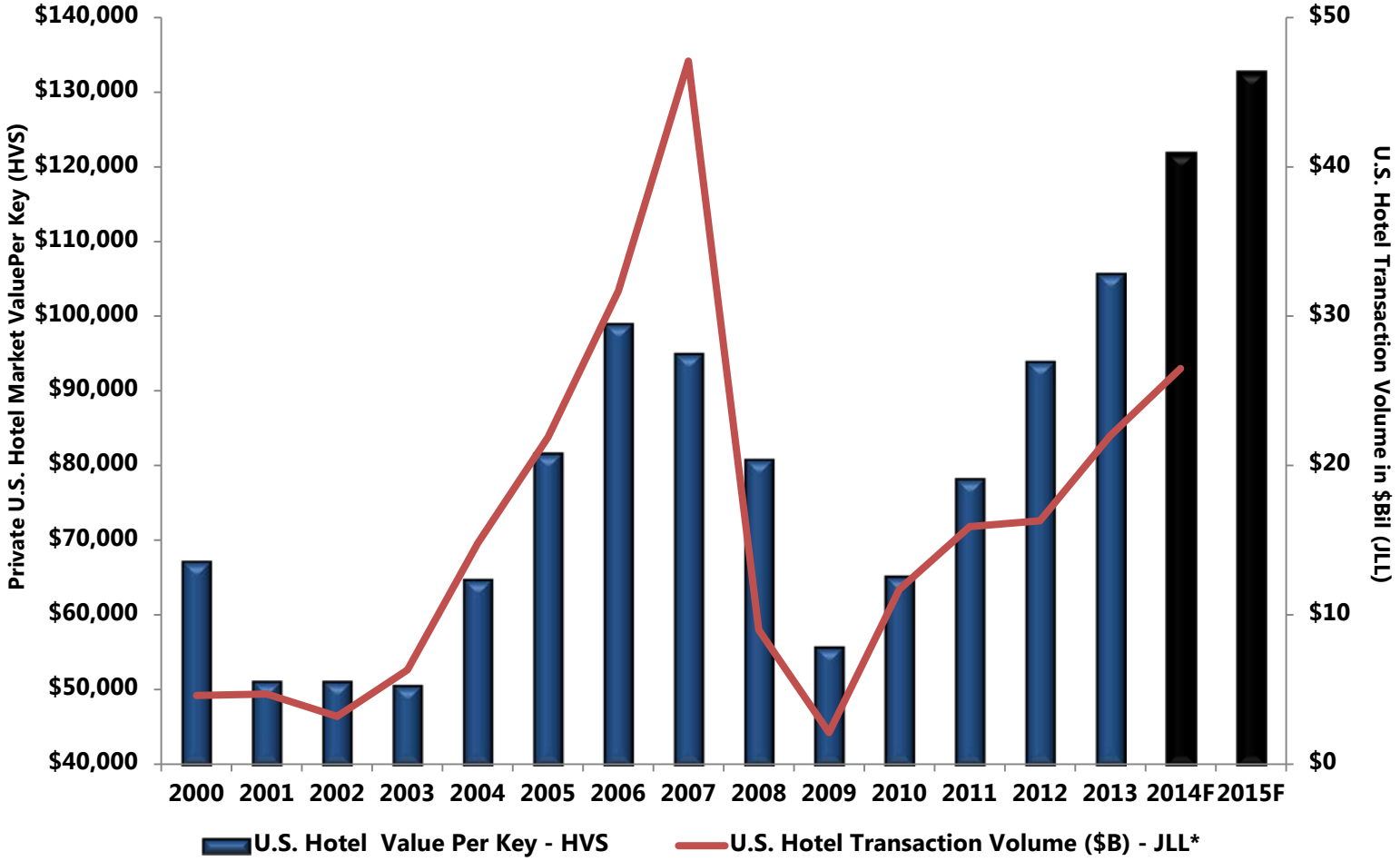







Projected Hotel Room Value Growth

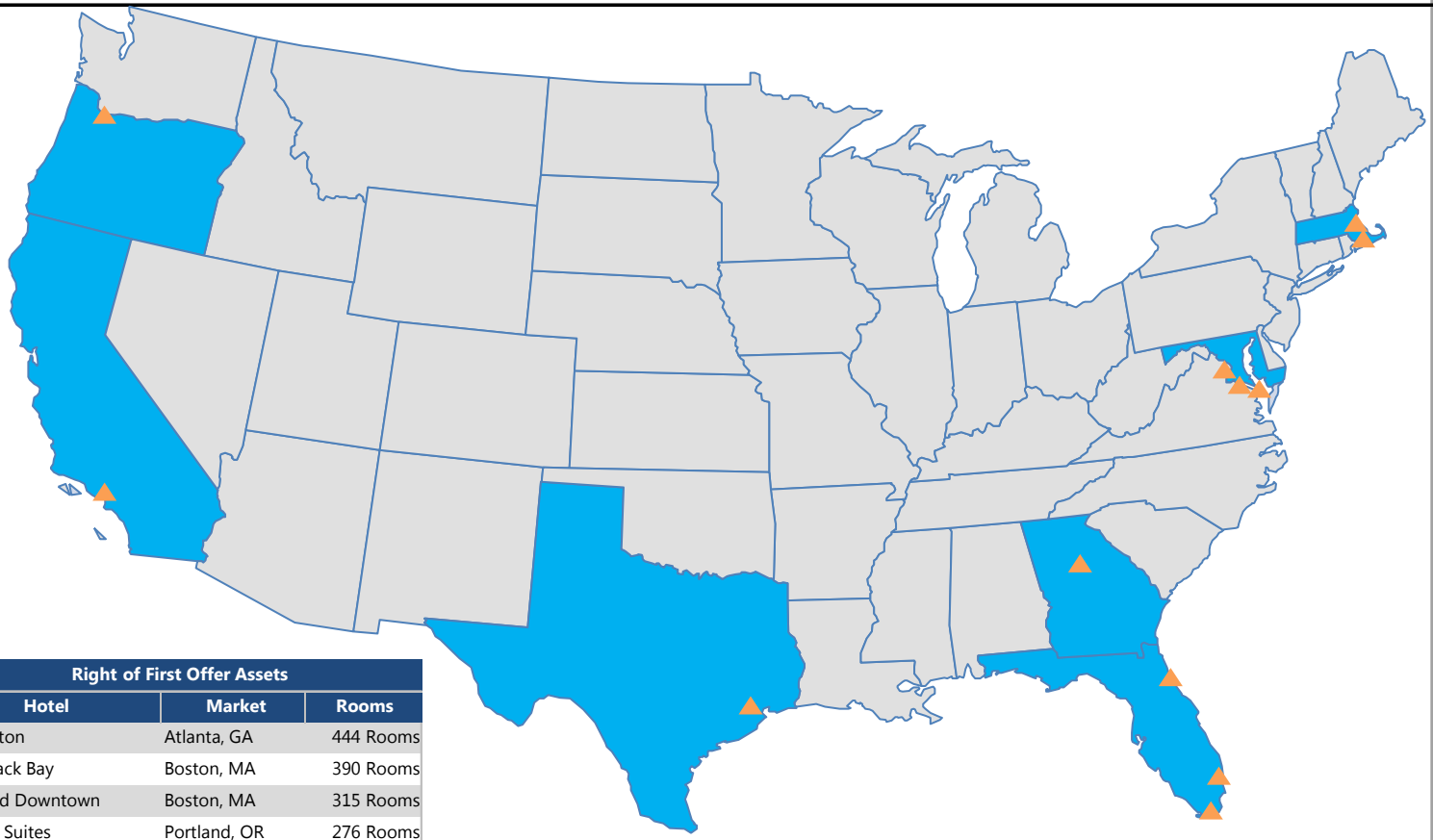
- **U.S. hotel transaction volume is likely to increase over the next several years as private U.S. hotel market values rise**





Source: JLL/HVS
* 2014 US Hotel Transaction Volume is an actual number

Right Of First Offer Hotels



Right of First Offer Assets		
Hotel	**Market**	**Rooms**
Ritz-Carlton	Atlanta, GA	444 Rooms
Hilton Back Bay	Boston, MA	390 Rooms
Courtyard Downtown	Boston, MA	315 Rooms
Embassy Suites	Portland, OR	276 Rooms
Embassy Suites Crystal City	Washington, D.C.	267 Rooms
Crowne Plaza Beverly Hills*	Los Angeles, CA	258 Rooms
Hyatt Regency Coral Gables	Miami, FL	250 Rooms
Melrose	Washington, D.C.	240 Rooms
One Ocean	Jacksonville, FL	193 Rooms
Churchill	Washington, D.C.	173 Rooms
Crowne Plaza Key West	Key West, FL	160 Rooms
Embassy Suites	Houston, TX	150 Rooms

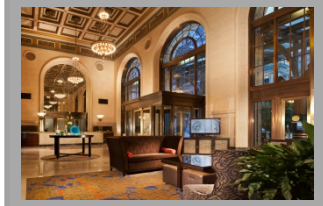
▲ *Right of First Offer Assets*













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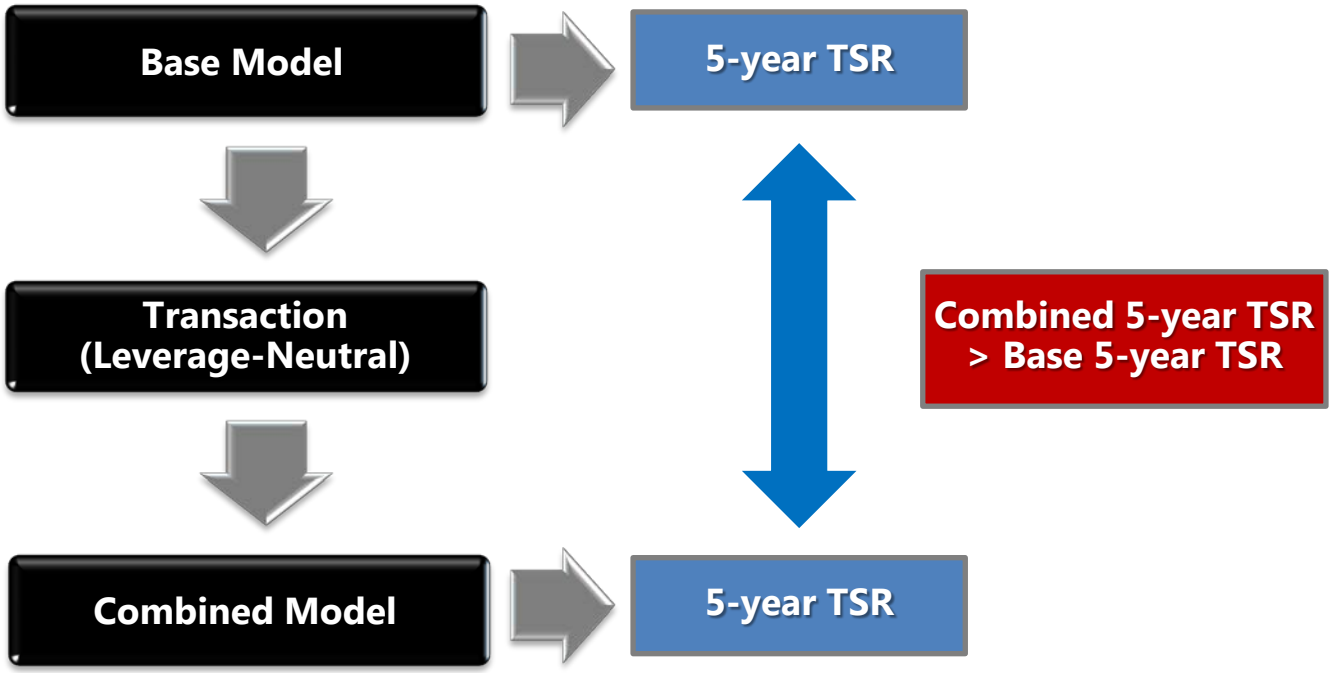
* Converting to a Marriott in 2015

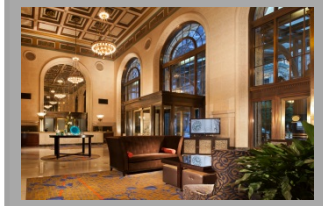
Accretive Growth

- Ashford Prime management is focused on accretive growth
- Our definition of accretion: the 5-year Total Shareholder Return (TSR) post-transaction must be greater than the 5-year TSR pre-transaction
- Transactions are modeled on a leverage-neutral basis







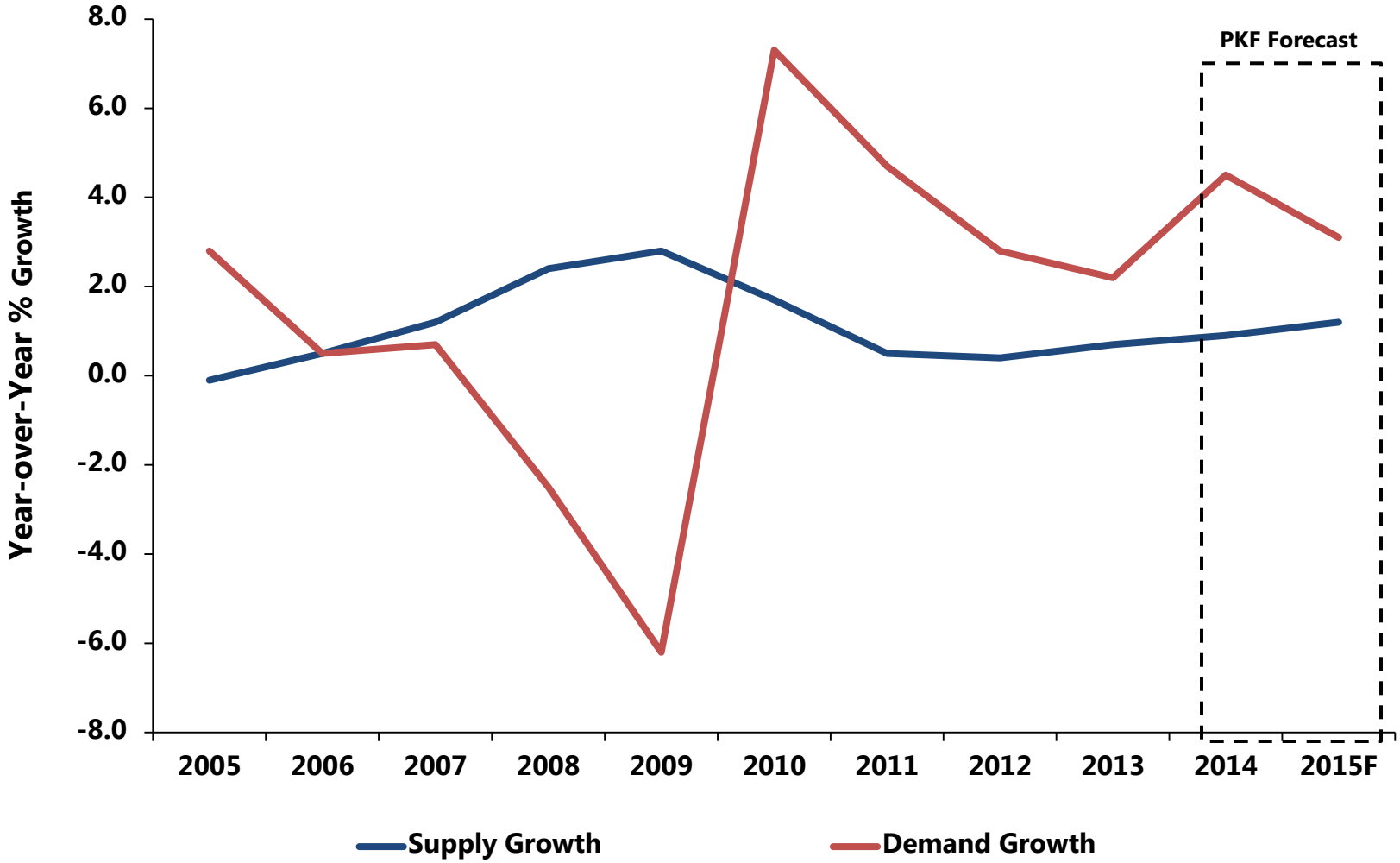



APPENDIX

Industry Overview

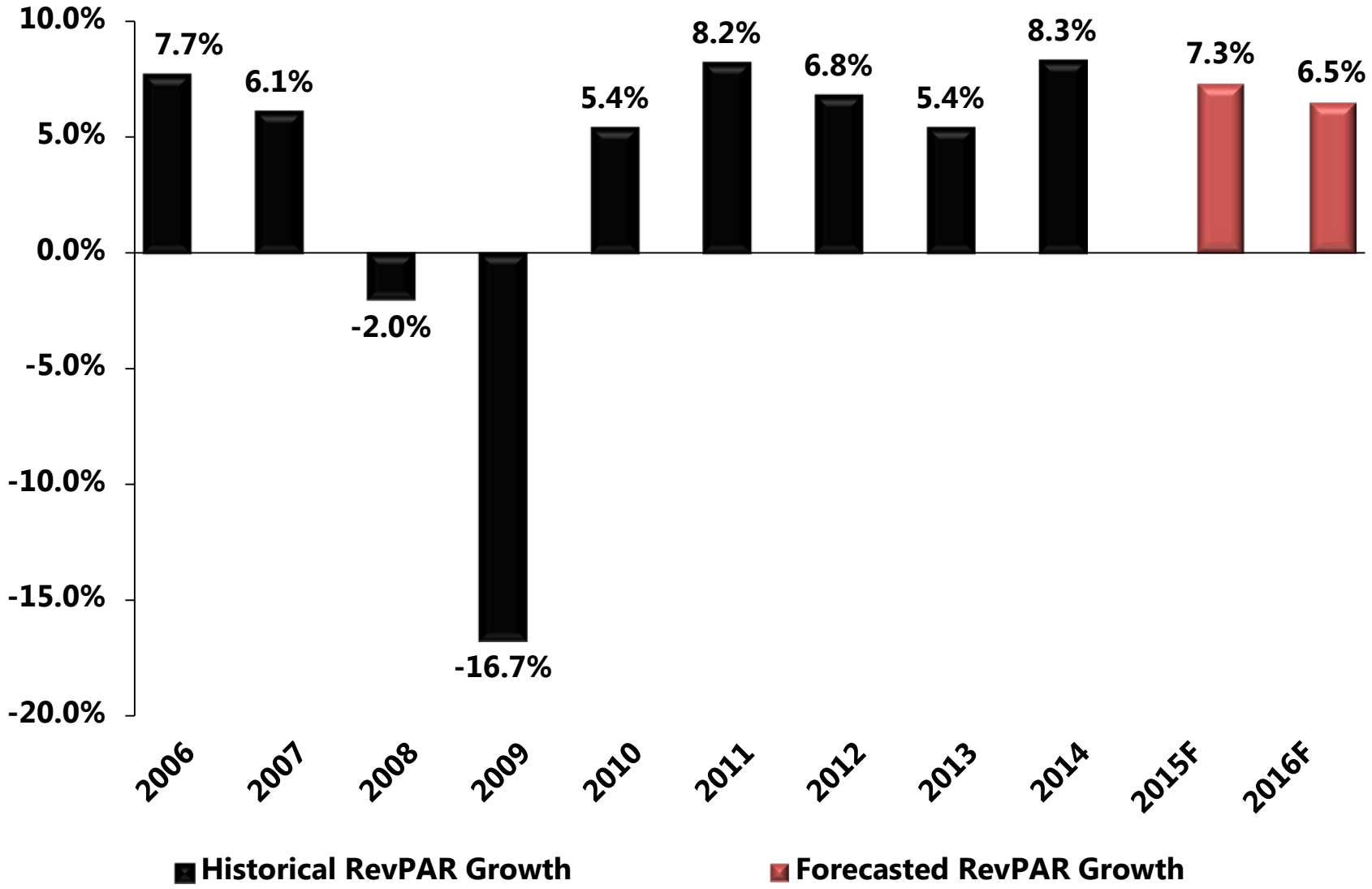
Attractive Supply/Demand Imbalance

- **Demand expected to exceed supply through at least 2015**



Source: PKF

PKF RevPAR Growth Forecasts



Source: PKF

Potential Industry EBITDA Growth Rates

- **With strong potential RevPAR gains, those companies with reasonable flow-throughs could experience significant EBITDA growth**
- **PKF estimates 2-year cumulative EBITDA growth of about 29%***

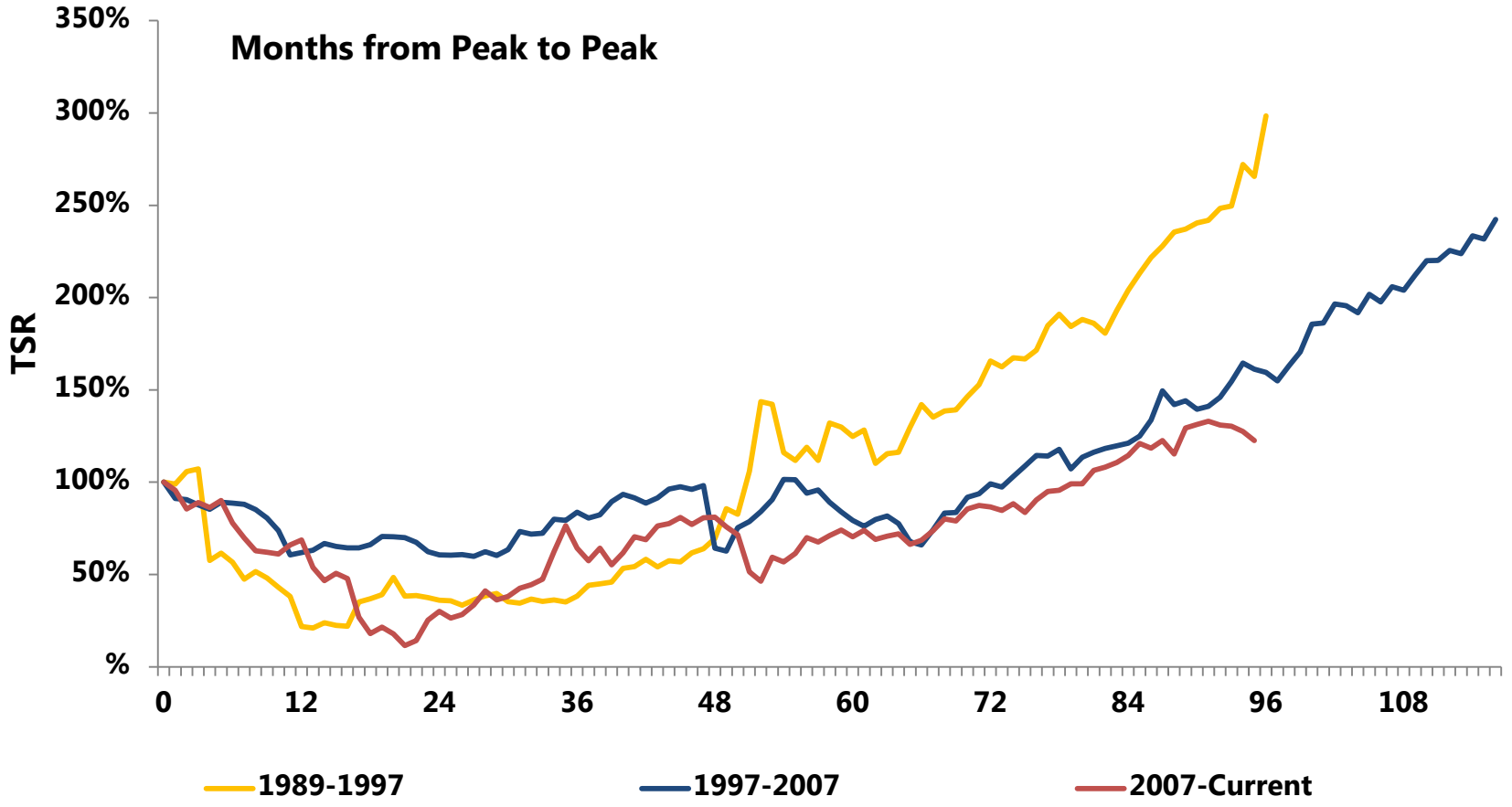
CUMULATIVE 2-YEAR EBITDA GROWTH

2-YEAR EBITDA FLOW %	COMPOUNDED 2-YEAR REVPAR GROWTH RATE				
	6.0%	**6.50%**	**7.0%**	**7.50%**	**8.0%**
20.0%	9.9%	10.7%	11.6%	12.5%	13.3%
25.0%	12.4%	13.4%	14.5%	15.6%	16.6%
30.0%	14.8%	16.1%	17.4%	18.7%	20.0%
35.0%	17.3%	18.8%	20.3%	21.8%	23.3%
40.0%	**19.8%**	**21.5%**	**23.2%**	**24.9%**	**26.6%**
45.0%	**22.2%**	**24.2%**	**26.1%**	**28.0%**	**30.0%**
50.0%	**24.7%**	**26.8%**	**29.0%**	**31.1%**	**33.3%**
55.0%	**27.2%**	**29.5%**	**31.9%**	**34.2%**	**36.6%**
60.0%	29.7%	32.2%	34.8%	37.4%	39.9%
65.0%	32.1%	34.9%	37.7%	40.5%	43.3%
70.0%	34.6%	37.6%	40.6%	43.6%	46.6%

*Based on PKF RevPAR/ADR/Occupancy projections and EBITDA growth resulting from PKF EBITDA change regression equation.

Historical Industry Stock Returns

- **Historically, attractive returns remain for investors from this point in the lodging cycle**



Index includes AHT, BEE, DRH, FCH, HST, HT, LHO, and SHO.
Companies are included in the data from the time of their IPO
Current data as of April 30, 2015

Executive Bios

Executive Bios



Monty J. Bennett

Chief Executive Officer & Chairman of the Board

Mr. Bennett is the Founder, Chairman, & Chief Executive Officer of Ashford (NYSE.MKT:AINC) and serves as the Founder, Chairman, & Chief Executive Officer of both Ashford Hospitality Trust (NYSE: AHT) and Ashford Hospitality Prime (NYSE: AHP). Mr. Bennett is a member of the American Hotel & Lodging Association's Industry Real Estate Finance Advisory Council (IREFAC), the Urban Land Institute's Hotel Council, the Global Advisory Council of Hoftel, a worldwide hotel ownership group, and is on the Advisory Editorial board for GlobalHotelNetwork.com. He is also a member of the CEO Fiscal Leadership Council for Fix the Debt, a non-partisan group dedicated to reducing the nation's federal debt level and on the advisory board of Texans for Education Reform. Formerly, Mr. Bennett was a member of Marriott's Owner Advisory Council and Hilton's Embassy Suites Franchise Advisory Council. Mr. Bennett is a frequent speaker and panelist for various hotel development and investment conferences including the NYU conference and the ALIS conference. Mr. Bennett received the Top-Performing CEO Award from HVS for 2011. This award is presented each year to the CEO in the hospitality industry who offers the best value to shareholders based on HVS's pay-for-performance model. The model compares financial results relative to CEO compensation, as well as a stock appreciation, company growth and increases in EBITDA. Mr. Bennett holds a Master's degree in Business Administration from Cornell's S.C. Johnson Graduate School of Management and received a Bachelor of Science degree with distinction from the School of Hotel Administration also at Cornell. He is a life member of the Cornell Hotel Society.

Mr. Bennett's extensive industry experience as well as the strong and consistent leadership qualities he has displayed in his role as the chief executive officer and a director of Ashford Trust since its inception are vital skills that make him uniquely qualified to serve as the chairman of our board of directors.



Douglas A. Kessler

President

Mr. Kessler is the President of Ashford (NYSE.MKT:AINC) and serves as the President of both Ashford Hospitality Trust (NYSE: AHT) and Ashford Hospitality Prime (NYSE: AHP). He is currently on the Board of Directors of AHP, and was previously on the Board of Directors of AHT. Prior to being appointed President, Mr. Kessler served as Ashford Trust's Chief Operating Officer and Head of Acquisitions beginning in May 2003. Mr. Kessler has spearheaded numerous key initiatives while at Ashford Trust and has been responsible for several billion dollars of capital transactions along with the growth of the company's asset base to in excess of $4 billion. From July 2002 until August 2003, Mr. Kessler also served as the managing director/chief investment officer of Remington Hotel Corporation.

Prior to joining Remington Hotel Corporation in 2002, from 1993 to 2002, Mr. Kessler was employed at Goldman Sachs' Whitehall Real Estate Funds, where he assisted in the management of more than $11 billion of real estate (including $6 billion of hospitality investments) involving over 20 operating partner platforms worldwide. During his nine years at Whitehall, Mr. Kessler served on the boards or executive committees of several lodging companies, including Westin Hotels and Resorts and Strategic Hotel Capital.

Mr. Kessler has diverse real estate experience totaling nearly 30 years and is a member of Urban Land Institute's Hotel Council and is a frequent speaker and panelist at lodging industry conferences including International Hotel Investment Forum, Americas Lodging Investment Summit and the NYU Lodging Conference. Mr. Kessler has a Master's degree in Business Administration and a Bachelor of Arts degree from Stanford University.

Executive Bios



David A. Brooks

Chief Operating Officer, General Counsel & Secretary

Mr. Brooks is the Chief Operating Officer, General Counsel & Secretary of Ashford (NYSE.MKT:AINC) and serves as Chief Operating Officer, General Counsel & Secretary of both Ashford Hospitality Trust (NYSE: AHT) and Ashford Hospitality Prime (NYSE: AHP). Prior to assuming the role of Chief Operating Officer of Ashford Trust, he served as Chief Legal Officer, Head of Transactions and Secretary from August 2003 to January 2009. Prior to that, he served as Executive Vice President and General Counsel for Remington Hotel Corporation and Ashford Financial Corporation, an affiliate of Ashford Trust, from January 1992 until August 2003, where he co-led the formation of numerous investment partnerships, negotiated and closed approximately $1 billion in asset acquisitions and asset managed nearly $750 million dollars in non-performing hospitality loans. Prior to joining Remington Hotel Corporation, Mr. Brooks served as a partner with the law firm of Sheinfeld, Maley & Kay.

Mr. Brooks earned his Bachelor of Business Administration in Accounting from the University of North Texas in 1981, his Juris Doctor from the University of Houston Law Center in 1984 and became licensed as a CPA in the State of Texas in 1984 (currently non-practicing status).



Deric S. Eubanks

Chief Financial Officer

Mr. Eubanks is the Chief Financial Officer and Treasurer of Ashford (NYSE.MKT:AINC) and serves as the Chief Financial Officer and Treasurer of both Ashford Hospitality Trust (NYSE: AHT) and Ashford Hospitality Prime (NYSE: AHP). Mr. Eubanks oversees all corporate finance and financial reporting initiatives and is involved in all capital market activities including equity raises, debt financings, and loan modifications. He oversees Investor Relations and is responsible for overseeing and executing Ashford Hospitality Trust's and Ashford Hospitality Prime's hedging strategies. Mr. Eubanks formally served as the Senior Vice President of Finance. Prior to his role as Senior Vice President of Finance, Mr. Eubanks was Vice President of Investments and was responsible for sourcing and underwriting hotel investments including direct equity investments, joint venture equity, preferred equity, mezzanine loans, first mortgages, B-notes, construction loans, and other debt securities for Ashford Trust. Mr. Eubanks has been with Ashford Trust since its initial public offering in August of 2003. Mr. Eubanks has written several articles for industry publications and is a frequent speaker at industry conferences and industry round tables. Before joining Ashford Trust, Mr. Eubanks was a Manager of Financial Analysis for ClubCorp, where he assisted in underwriting and analyzing investment opportunities in the golf and resort industries.

Mr. Eubanks earned a BBA from Southern Methodist University and is a CFA charter holder. He is a member of the CFA Institute and the CFA Society of Dallas-Fort Worth.

Executive Bios



J. Robison Hays

Chief Strategy Officer

Mr. Hays is the Chief Strategy Officer of Ashford (NYSE.MKT:AINC) and serves as the Chief Strategy Officer of both Ashford Hospitality Trust (NYSE: AHT) and Ashford Hospitality Prime (NYSE: AHP). Mr. Hays is responsible for the formation and execution of our strategic initiatives, working closely with our Chief Executive Officer. He also oversees all financial analysis as it relates to the corporate model, including acquisitions, divestitures, refinancings, hedging, capital market transactions and major capital outlays. Prior to 2013, in addition to his other responsibilities, Mr. Hays was in charge of Ashford Trust's investor relations group. Mr. Hays has been a frequent speaker at industry and Wall Street investor conferences.

Prior to joining Ashford Trust, Mr. Hays worked in the Corporate Development office of Dresser, Inc., a Dallas-based oil field service & manufacturing company, where he focused on mergers, acquisitions, and strategic direction. Before working at Dresser, Mr. Hays was a member of the Merrill Lynch Global Power & Energy Investment Banking Group based in Texas.



Jeremy J. Welter

Executive Vice President of Asset Management

Mr. Welter is the Executive Vice President of Asset Management of Ashford (NYSE.MKT:AINC) and serves as the Executive Vice President of Asset Management of both Ashford Hospitality Trust (NYSE: AHT) and Ashford Hospitality Prime (NYSE: AHP). Mr Welter has served as the Executive Vice President of Asset Management for Ashford Hospitality Trust since January 2011 where he oversees a $4 billion portfolio of 122 hotels. From August 2005 until December 2010, Mr. Welter was employed by Remington Hotels, LP in various capacities, most recently serving as Chief Financial Officer. He is a current member of Marriott's Owner Advisory Council. From July 2000 through July 2005, Mr. Welter was an investment banker at Stephens, where he worked on mergers and acquisitions, public and private equity and debt, capital raises, company valuations, fairness opinions and recapitalizations. Before working at Stephens, Mr. Welter was part of Bank of America's Global Corporate Investment Banking group. Mr. Welter is a speaker and panelist for various lodging investment and development conferences, including the NYU Lodging Conference.

Mr. Welter earned his Bachelor of Science in Business Administration in Economics from Oklahoma State University, where he served as student body president and graduated Summa Cum Laude.

Executive Bios



Mark L. Nunneley

Chief Accounting Officer

Mr. Nunneley is the Chief Accounting Officer of Ashford (NYSE.MKT:AINC) and serves as the Chief Accounting Officer of both Ashford Hospitality Trust (NYSE: AHT) and Ashford Hospitality Prime (NYSE: AHP). He has served as the Chief Accounting Officer of Ashford Hospitality Trust since May 2003 where he is responsible for the tax, accounting, ad valorem tax and treasury functions. From 1992 until 2003, Mr. Nunneley served as Chief Financial Officer of Remington Hotel Corporation. He previously served as a tax consultant at Arthur Andersen & Company and as a tax manager at Deloitte & Touche. Mr. Nunneley is a certified public accountant (CPA) in the State of Texas and is a member of the American Institute of Certified Public Accountants, Texas Society of CPAs and Dallas Chapter of CPAs.

Mr. Nunneley holds a Bachelor of Science degree in Business Administration from Pepperdine University and a Master of Science in Accounting from the University of Houston.



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