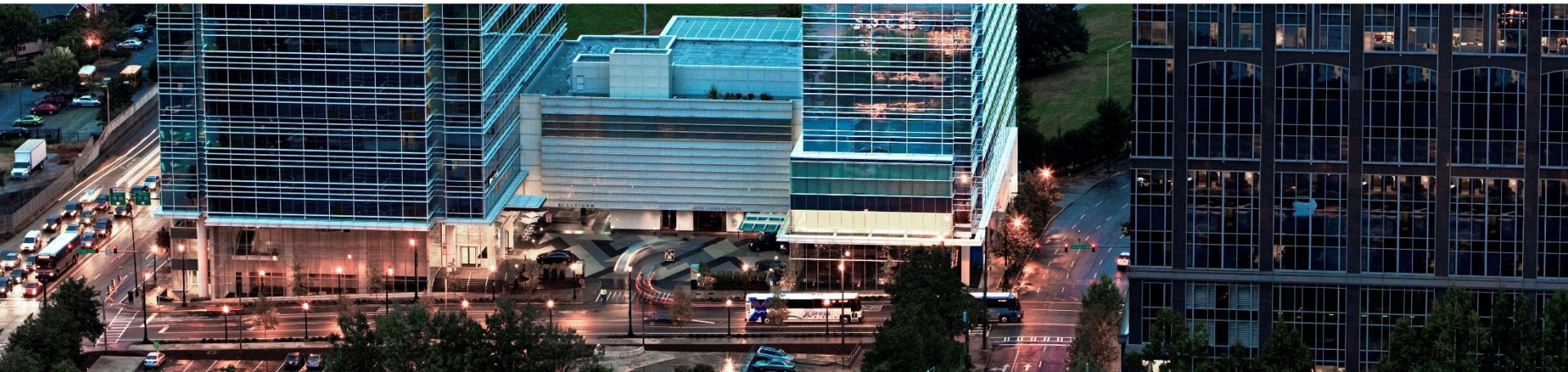


ASHFORD
HOSPITALITY TRUST

November 2019



Forward Looking Statements and Non-GAAP Measures

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, the degree and nature of our competition, legislative and regulatory changes, including changes to the Internal Revenue Code of 1986, as amended (the "Code"), and related rules, regulations and interpretations governing the taxation of REITs; limitations imposed on our business and our ability to satisfy complex rules in order for us to qualify as a REIT for federal income tax purposes; and risks related to Ashford Inc.'s ability to complete the acquisition of Remington's hotel management business on the proposed terms. These and other risk factors are more fully discussed in the company's filings with the Securities and Exchange Commission.

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 or debt amount. 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 or in the appendix to this presentation.

The calculation of implied equity value is derived from an estimated blended capitalization rate ("Cap Rate") for the entire portfolio using the capitalization rate method. The estimated Cap Rate is based on recent Cap Rates of publically traded peers involving a similar blend of asset types found in the portfolio, which is then applied to Net Operating Income ("NOI") of the company's assets to calculate a Total Enterprise Value ("TEV") of the company. From the TEV, we deduct debt and preferred equity and then add back working capital and the company's investment in Ashford Inc. to derive an equity value.

The capitalization rate method is one of several valuation methods for estimating asset value and implied equity value. Among the limitations of using the capitalization rate method for determining an implied equity value are that it does not take into account the potential change or variability in future cash flows, potential significant future capital expenditures, the intended hold period of the asset, or a change in the future risk profile of an asset.

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 Trust Inc. or any of its respective affiliates, and may not be relied upon in connection with the purchase or sale of any such security.



Ashford Hospitality Trust

Advantages

Provide an integrated value-add approach to optimize operating performance and maximize shareholder returns

INVESTMENT FOCUS

Portfolio consists primarily of upper upscale full-service hotels

ASSET MANAGEMENT

Widespread initiatives designed to enhance operational performance

AFFILIATE COMPANIES

Provide competitive advantage intended to maximize value of our hotels

CAPITAL IMPLEMENTATION

Financial expertise proven over multiple cycles

Management Team

Proven Experience



Jeremy Welter
Chief Operating Officer

- 14 years of hospitality experience
- 9 years with Ashford (5 years with predecessor)
- 5 years with Stephens Investment Bank
- Oklahoma State University, BS



Deric Eubanks
Chief Financial Officer

- 19 years of hospitality experience
- 16 years with Ashford
- 3 years with ClubCorp
- CFA Charterholder
- Southern Methodist University, BBA



Douglas Kessler
Chief Executive Officer/President

- 36 years of real estate & hospitality experience
- 16 years with Ashford
- 10 years with Goldman Sachs
- 5 years with Trammell Crow
- Stanford University, BA
- Stanford University, MBA



J. Robison Hays
Chief Strategy Officer

- 14 years of hospitality experience
- 14 years with Ashford
- 3 years of M&A experience at Dresser Inc. & Merrill Lynch
- Princeton University, AB



Robert Haiman
EVP, General Counsel

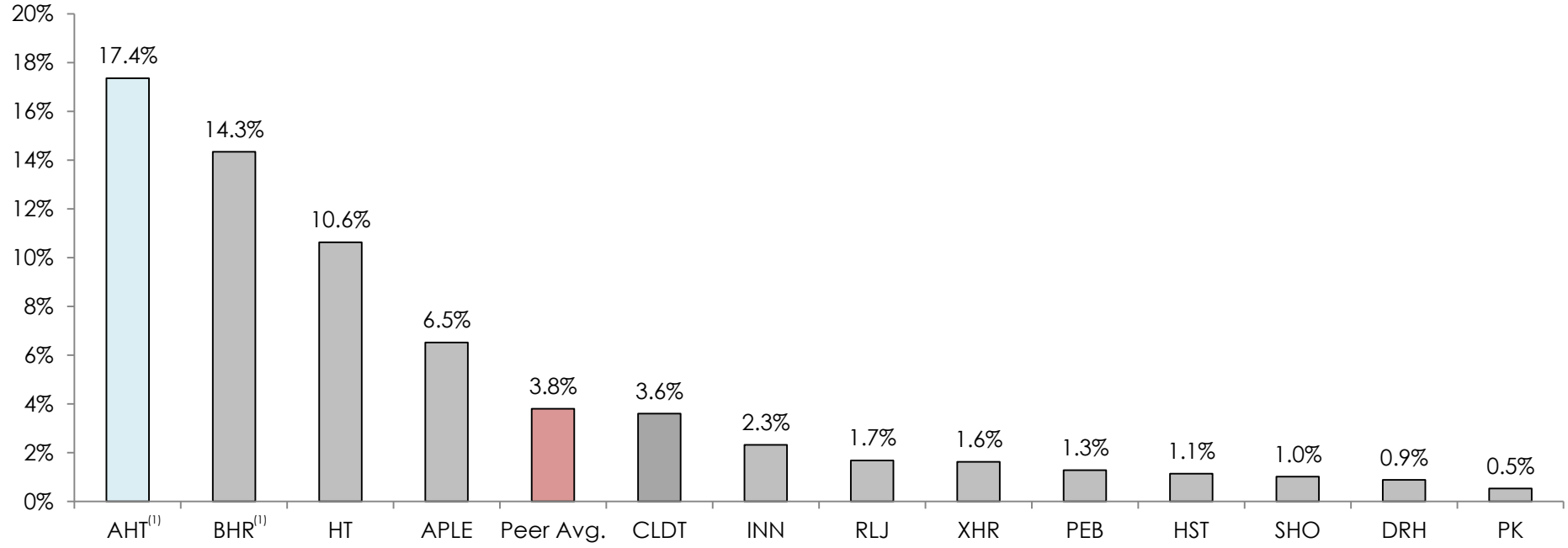
- 15 years of hospitality experience
- 1 year with Ashford (14 years with Ashford predecessor)
- Amherst College, BA
- Duke University, JD

- **Skilled in hospitality**
- **Capable of complex analysis**
- **Disciplined strategy execution**
- **Motivated by insider ownership**



Insider Ownership

"Think and Act Like Owners"



#1
Aligned Management Team(2)

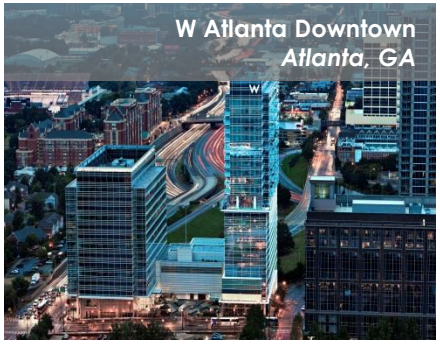
4.6x
More insider ownership vs. peer average

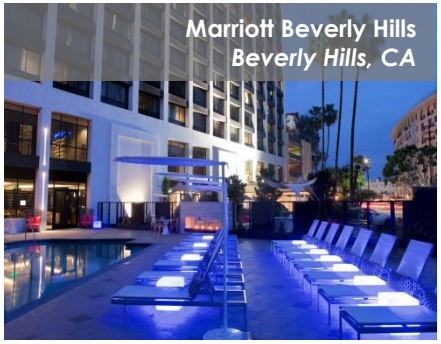
$60M
Total Dollar Value of insider ownership(3)

Peer Avg. includes: BHR, HT, APLE, CLDT, RLJ, PEB, INN, HST, DRH, SHO, XHR, PK
Source: latest proxy, SNL
(1) Includes direct interests and interests of related parties
(2) Based on insider ownership
(3) Assumed stock price as of November 1, 2019

Portfolio

High Quality











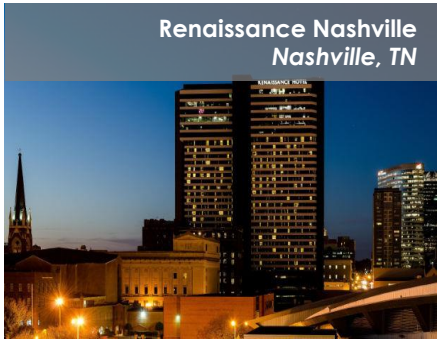


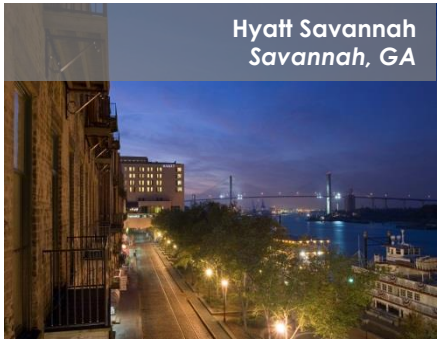






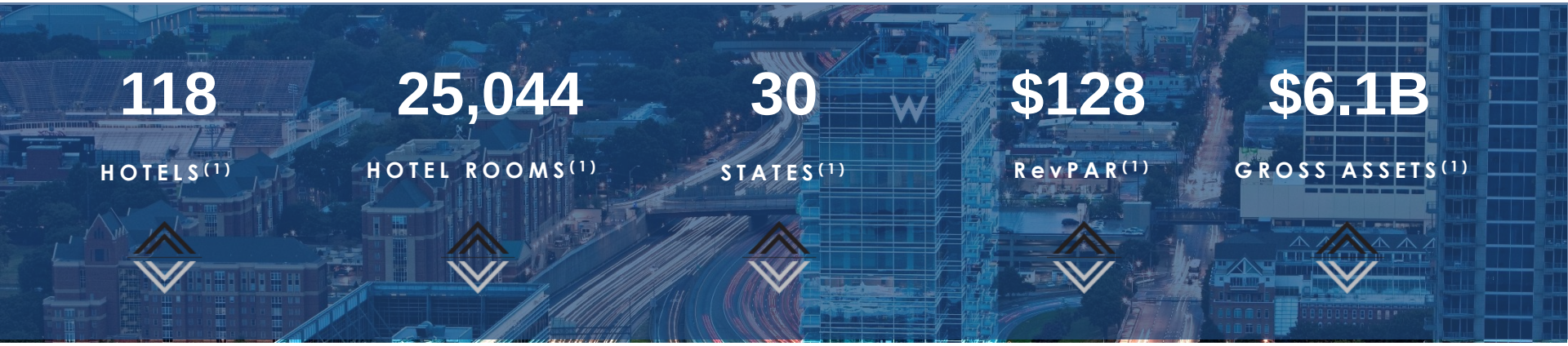




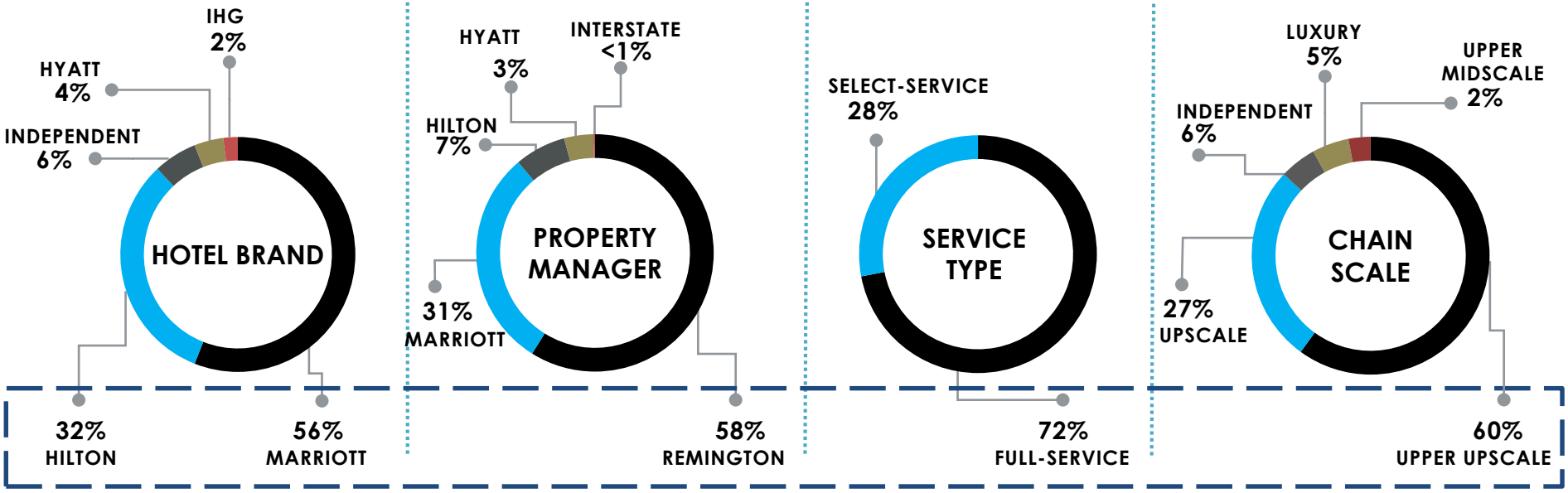


Portfolio Overview

Key Metrics



Portfolio by Hotel EBITDA(1)

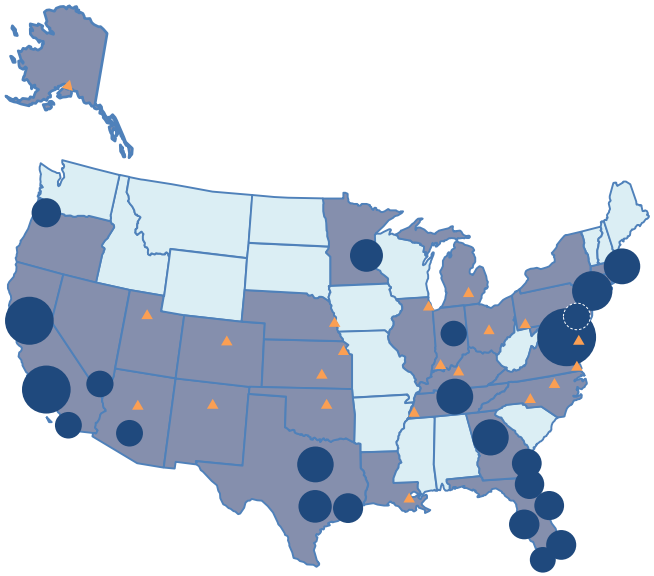


(1) Pro forma TTM as of September 30, 2019 excludes WorldQuest

Geographically Diverse

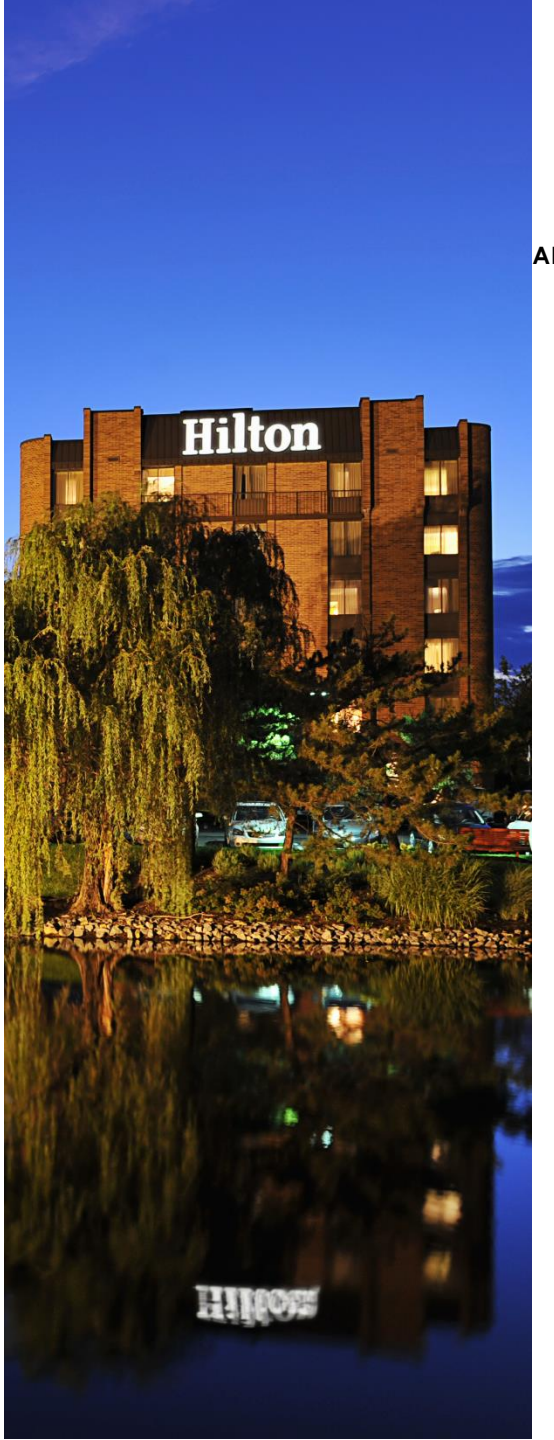
Portfolio Location

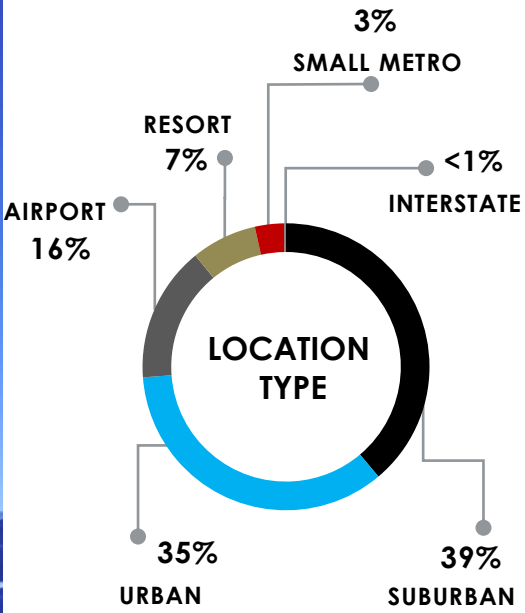
Portfolio by Hotel EBITDA[1][2]

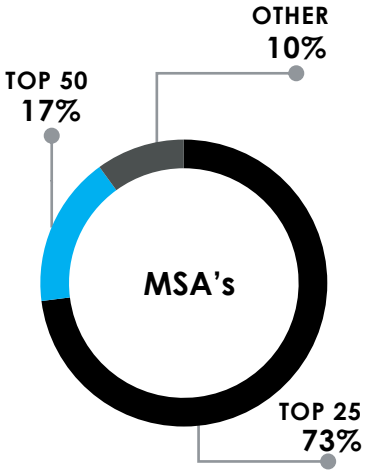


Top 10 Markets	2019 Q3 TTM	% of Total
Washington, D.C.	$48,041	*10.1%*
San Francisco/Oakland, CA	$41,057	*8.6%*
New York/New Jersey	$38,523	*8.1%*
Los Angeles, CA	$33,000	*6.9%*
Nashville, TN	$29,502	*6.2%*
Atlanta, GA	$27,425	*5.8%*
Boston, MA	$26,576	*5.6%*
Dallas Fort-Worth, TX	$25,927	*5.5%*
Austin, TX	$13,324	*2.8%*
Jacksonville, FL	$10,948	*2.3%*
Other Areas	$180,574	*38.0%*
Total	**$474,896**	**100%**

(1) TTM as of September 30, 2019, excludes WorldQuest
(2) In thousands







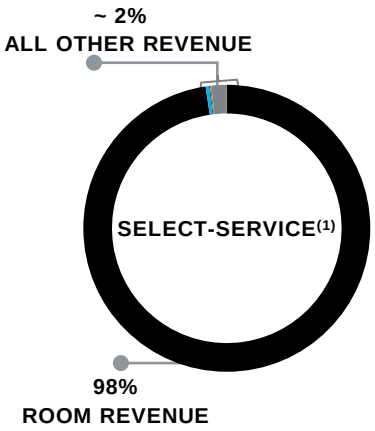


Portfolio Benefits

Comparative Segments

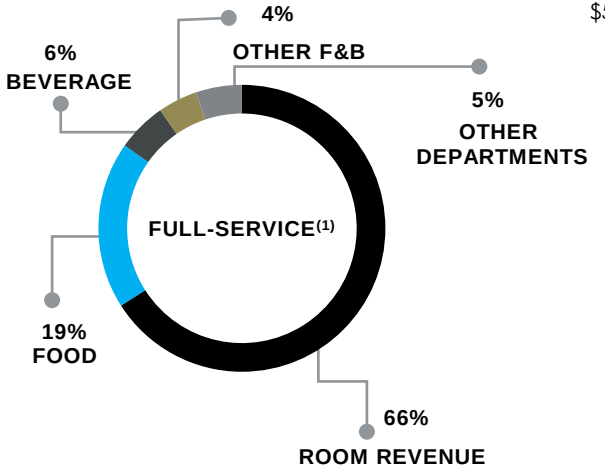
Select-Service: 28% of TTM EBITDA

- Operational efficiency
- Less CapEx per key
- High operating margins
- Higher initial yield
- Value consistency

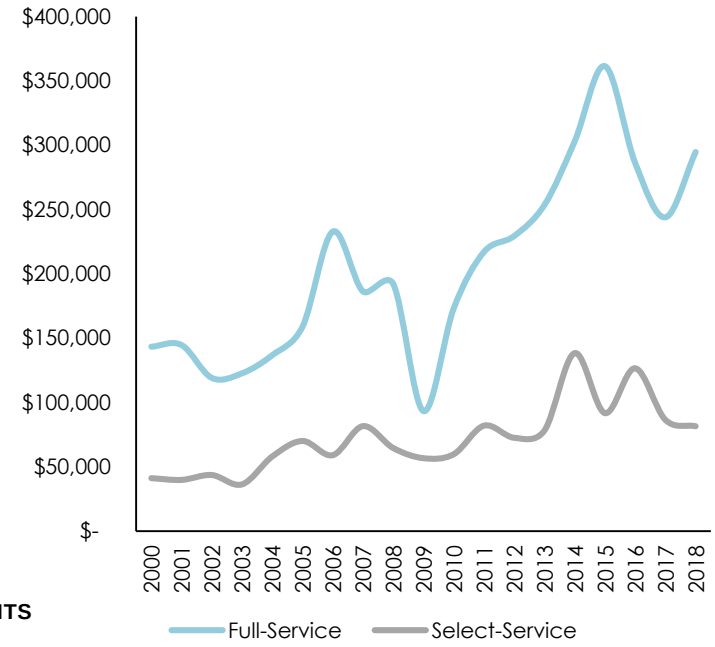


Full-Service: 72% of TTM EBITDA

- More revenue generators
- More variable costs to control
- Attractive RevPAR/yield balance
- Asset repositioning
- Asset appreciation



Average Price per Room: Select-Service vs Full-Service



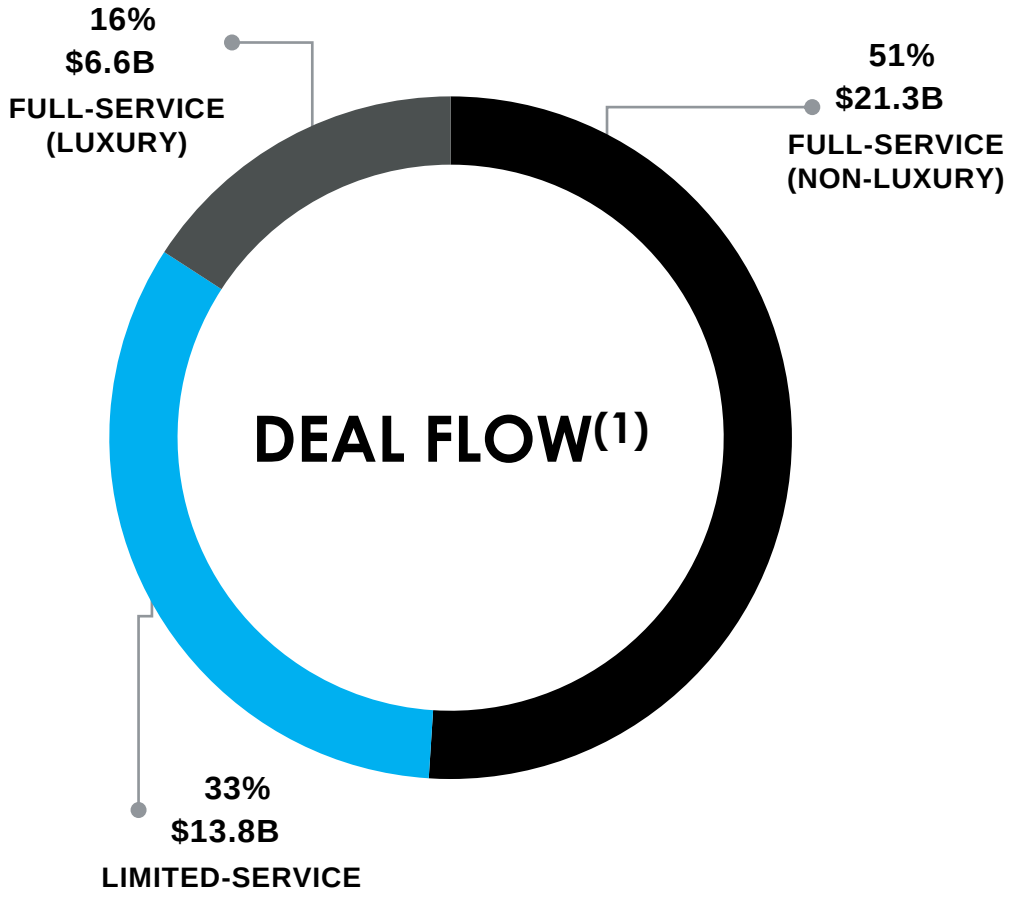
Source: STR

(1) Typical estimated select-service and full-service hotel revenue



Transaction Opportunity

Strategic Rationale



Value-Add Opportunity

~41%

Of total upper upscale rooms are franchised(2)

Attractive Yield

~6.5% - 8.5%

Estimated upper upscale cap rates

(1) 2018 hotel transactions from Real Capital Analytics
(2) Source: STR. Estimate based upon MAR, HLT, H, and IHG branded rooms



Enhanced Return Funding Program

Maximize Value

Structure

- $50M ERFP commitment from Ashford Inc.
- 2 year term
- 10% of purchase price
- Funding comes in form of purchased FF&E
- Potential to upsize to $100M by mutual agreement

Goals

- Enhance overall shareholder returns
- Apply towards $500M of new acquisitions
- Target underwritten IRRs to exceed 20%(1)
- Target reductions in required equity(2)
- Provides AHT with bidding advantage

Purchased $406M of assets benefiting from ERFP(3)

(1) Assumes equity, property debt, corporate preferred and ERFP contribution at end of year 1 and other assumptions which may or may not materialize. No assurance can be made that targeted underwritten leveraged IRR will be met

(2) Assuming 10% ERFP Commitment funded immediately at acquisition, which may not occur. ERFP for any particular acquisition may occur up to two years following the date of acquisitions, if at all

(3) $29.2 million of ERFP funded as of September 30, 2019

Acquisitions Using ERFP

"Making Good Deals Great"(1)



Hilton Alexandria Old Town

Acquisition Price	**$111M**
ERFP Commitment	**$11.1M**
Price Per Key(2)	**$396k**
TTM RevPAR(3)	**$161**
vs AHT RevPAR(5)	**+$36**
TTM NOI Cap Rate(1)	**8.3%**
Leveraged IRR(2)	**29.5%**

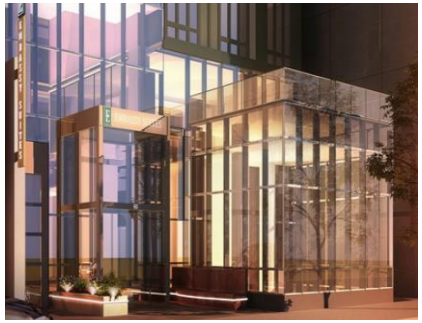
- **Attractive RevPAR/yield combination**
- **High margins**
- **Hilton Mgmt. – convertible to franchise**



La Posada de Santa Fe

Acquisition Price	**$50M**
ERFP Commitment	**$5.0M**
Price Per Key(2)	**$287k**
TTM RevPAR(3)	**$155**
vs AHT RevPAR(5)	**+$30**
FTM NOI Cap Rate(1)	**7.3%**
Leveraged IRR(2)	**28.1%**

- **Favorable RevPAR/yield combination**
- **Significant operational synergies**
- **Only Marriott full-service product**



Embassy Suites Manhattan

Acquisition Price	**$195M**
ERFP Commitment	**$19.5M**
Price Per Key(2)	**$566k**
T3 RevPAR(4)	**$254**
vs AHT RevPAR(5)	**+$129**
Stabilized NOI Cap Rate(1)(6)	**8.0%**
Leveraged IRR(2)	**23.0%**

- **Excellent Midtown Manhattan location**
- **Recently opened; no material near term CapEx**
- **Only Embassy Suites in Manhattan**

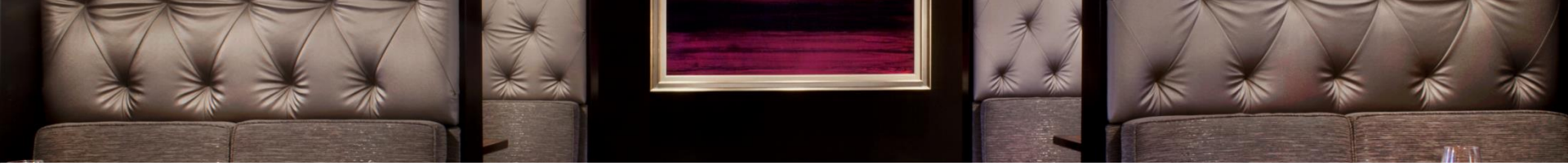


Hilton Santa Cruz Scotts Valley

Acquisition Price	**$50M**
ERFP Commitment	**$5.0M**
Price Per Key(2)	**$253k**
TTM RevPAR(3)	**$149**
vs AHT RevPAR(5)	**+$24**
FTM NOI Cap Rate(1)	**8.5%**
Leveraged IRR(2)	**23.5%**

- **Supply constrained market**
- **Operational upside**
- **Leisure driven resort market**

(1) No assurance can be made that any company transaction or investment in the company will be profitable or achieve the desired returns
(2) Underwritten leverage neutral IRR, assumes various levels of property level debt and/or corporate preferred, estimated cash flow and terminal value over a 5 year holding period, closing costs, and ERFP funding at the end of year 1 - all of which may vary in amount or timing resulting in possibly better or worse returns. For purposes of calculating per key value, ERFP funding is assumed to have occurred at acquisition
(3) As of May 30 2018; August 30, 2018; June 30, 2018 from left to right
(4) T3 RevPAR as of December 31, 2018
(5) From Comparable Portfolio RevPAR (i.e. $125 as of December 31, 2018)
(6) Projected stabilization in Yr. 3



Capital Recycling

Disciplined Asset Rotation

Assets Sold Since 2016

Sales Proceeds: $438.4M

Lower RevPAR: $83 TTM RevPAR(1)

Cap Rate: 6.6%(2)

15 Select-Service
4 Full-Service

- **Low RevPAR**
- **High CapEx**
- **Low yields**
- **Weak markets**

Assets Bought Since 2016

Acquisitions: $406.0M

Higher RevPAR: $178 TTM RevPAR(3)

Cap Rate: 7.9%(4)

4 Full-Service

- **Higher RevPAR**
- **Lower CapEx**
- **Higher yields**
- **Stronger markets**

(1) At time of sale
(2) Based on expected CapEx to be invested by buyers
(3) As of June 30, 2019
(4) Cap rate assumes ERFP funding and includes trailing 12 months, and stabilized cap rates at the time of acquisition

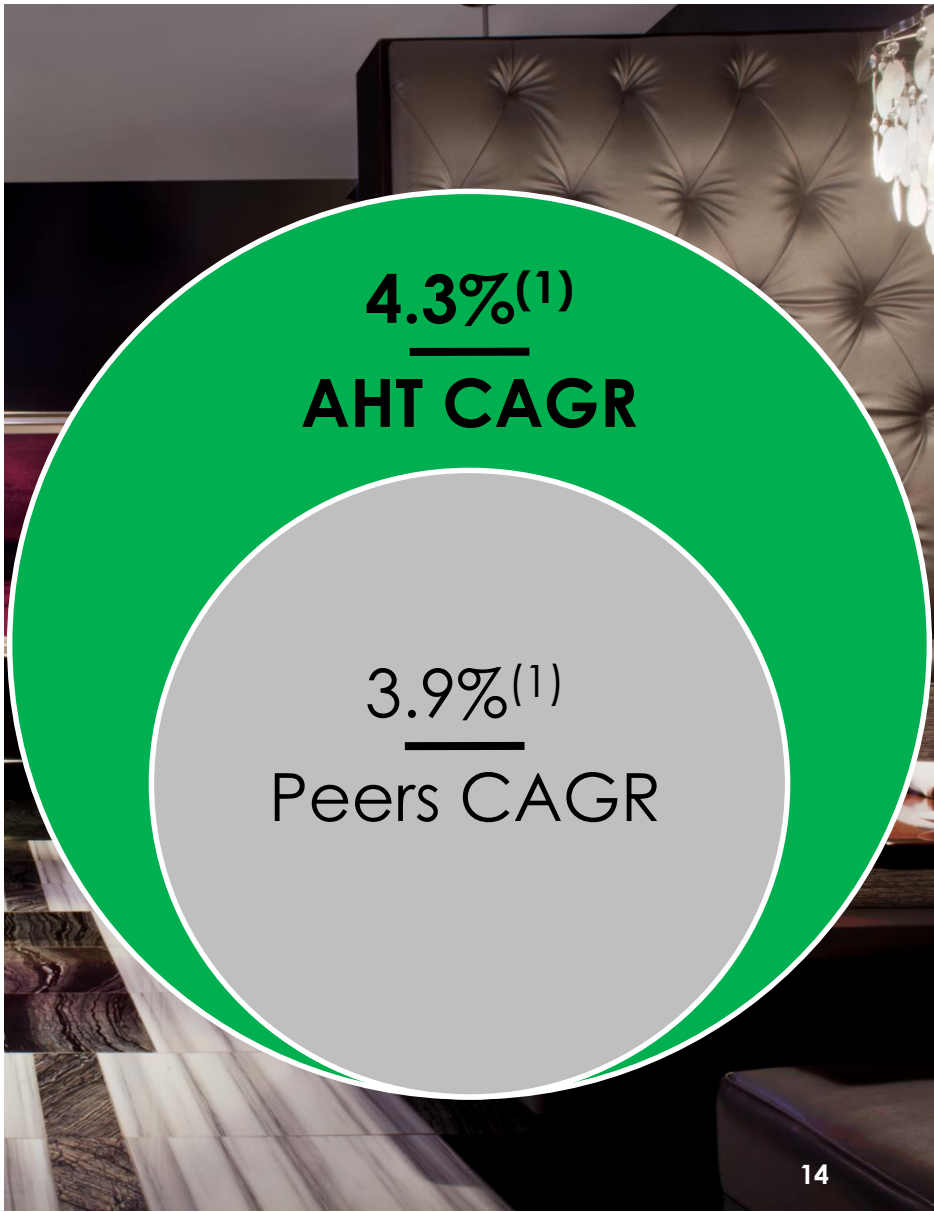
Portfolio Performance

EBITDA Growth

Outperformed Our Peers Nearly 5 Out of the Last 6 Years

Cumulative Outperformance: 350bps[1]

Year	Peers	AHT
YTD 2019[2]	1.3%	1.6%
2018	1.6%	-2.6%
2017	-0.4%	1.0%
2016	3.2%	4.5%
2015	6.2%	9.0%
2014	11.6%	13.3%

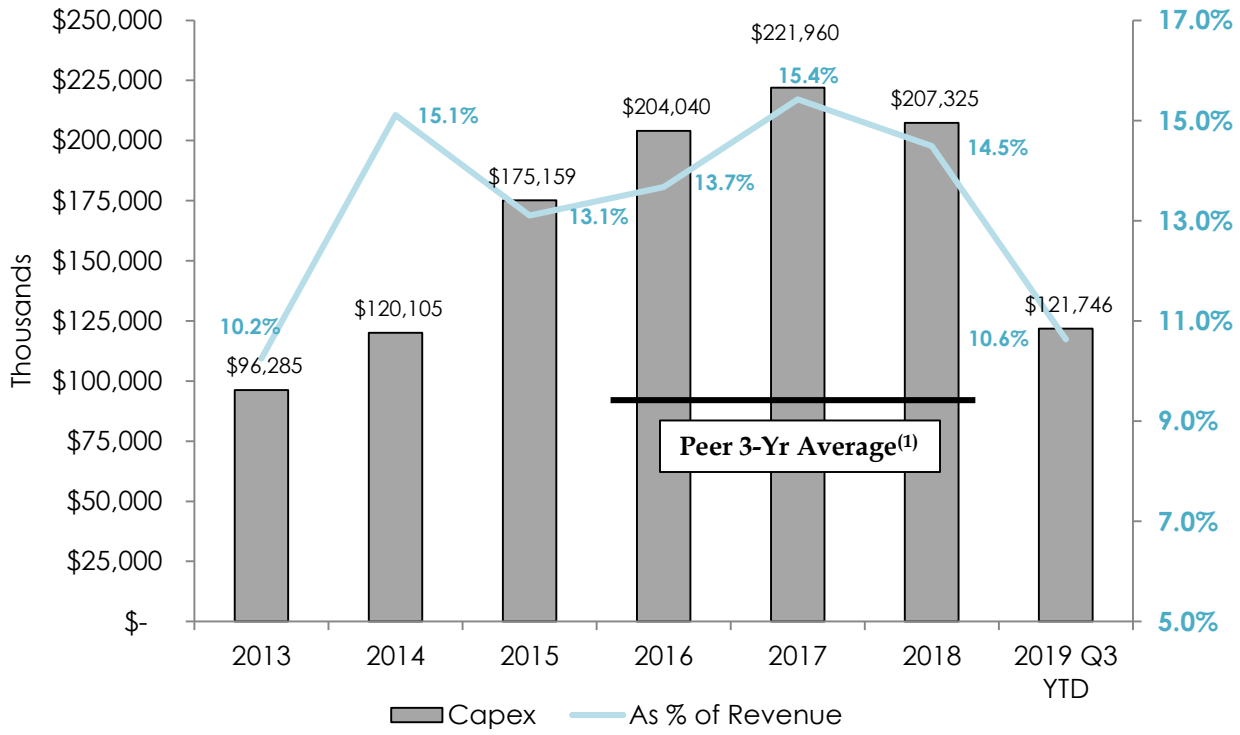


(1) Assumes 2019 YTD results finalize as YE results
(2) YTD through June 2019
Peer group: CHSP, DRH, INN, RLJ, SHO, HST, and HT

Asset Enhancements

Asset Management Initiatives

Hotel CapEx Invested



Capital Expenditures(2)

- ~75% of portfolio
- ~ $1.0 billion in CapEx

Value Enhancing Initiatives

- Ancillary income
- Cost controls
- Rebranding
- Room additions
- Affiliate businesses
- Price/repositioning mix

(1) Peer average includes: SHO, DRH, PEB, BHR, HT, INN, CLDT, RLJ, XHR, HST, PK, and APLE
(2) Number of hotels as reported under renovation each quarter since 2014



Competitive Advantages

Affiliate Companies & Corporate Structure

Affiliate Companies

To drive performance, guest satisfaction, and revenue

openkey	Mobile interface for guest check-in and room access
JSAV	Audiovisual services for banquets, meetings, and events
Pure wellness	Hypoallergenic room accommodations
LISMORE CAPITAL	Debt placement services
	Project management services
RH remington	Hotel management services

Results

Operational Improvements

- Data insight & guest satisfaction
- Higher group spend & guest satisfaction
- Higher ADR
- Competitively priced debt capital
- Exceptional implementation of CapEx plans
- Maximize hotel operating performance

Corporate Structure

- **Fee structure to incentivize performance**
- **Mutual benefits (ERFP)**
- **Complementary businesses**



La Posada de Santa Fe

Case Study – Acquisition

Strategy Implemented

- Eliminated unnecessary positions, saving ~$350K annually
- Created a new strategy for Group pricing
- Removed OTA promotions that were not producing a ROI

7.6%[(1)] Occupancy	**5.5%**[(1)] ADR
13.5%[(1)] RevPAR	**32.9%**[(1)] EBITDA

Estimated Asset Value Added:

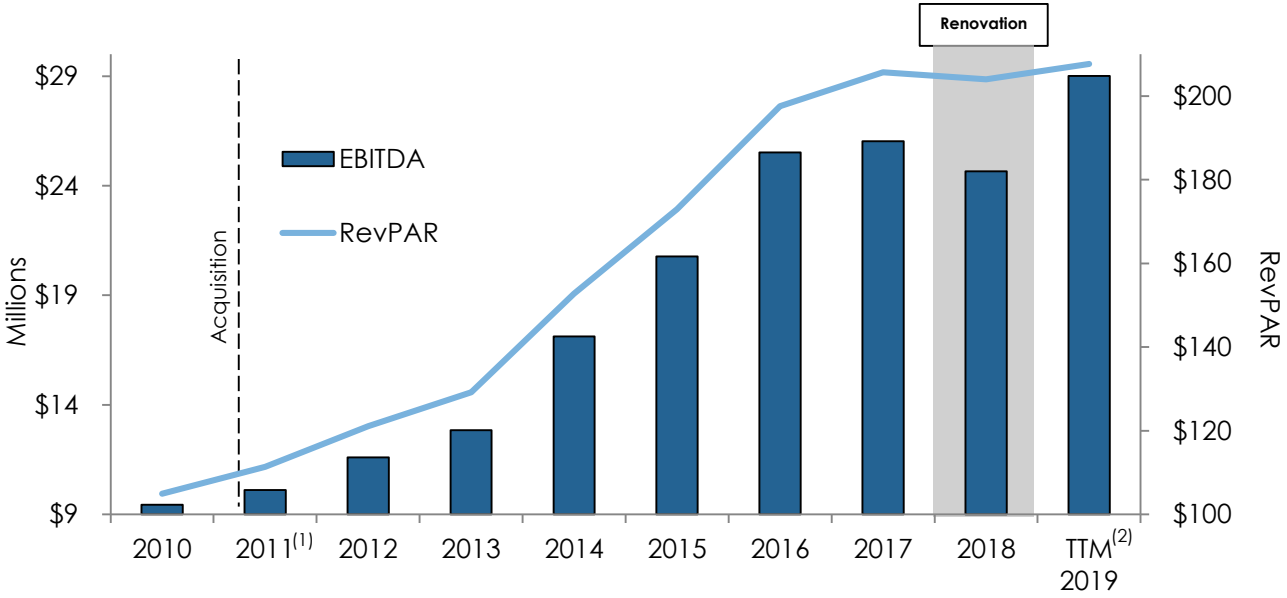
$11.6M[(1)(2)] **or 23.1% since Acquisition**



(1) TTM July 2018 vs. TTM July 2019
(2) Assumed 7.5% cap rate

Renaissance Nashville

Case Study – Long Term Growth



+207.4%(3)
EBITDA Growth

+97.9%(3)
RevPAR Growth

Strategy Implemented

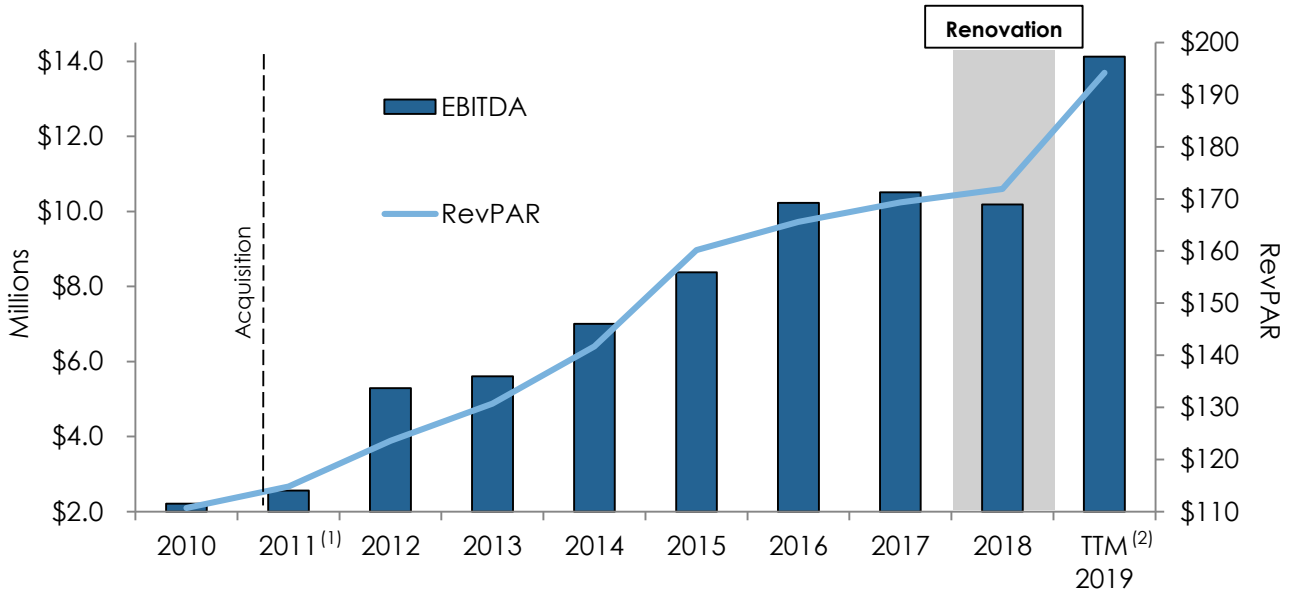
- Eliminated low-rated market segments as demand grew
- Comprehensive meeting space renovation
- Extensive public space renovation with reconceptualized restaurant and new 24-hour market
- Ranked Top-10 Meeting Hotel 2019 in the United States by Cvent

(1) Acquired hotel March 2011
(2) TTM July 2019
(3) Growth since YE 2010



Ritz-Carlton Atlanta

Case Study – Renovation



$17.0M
Guestroom Renovation

+539.7%
EBITDA Growth(3)

+75.5%
RevPAR Growth(3)

Strategy Implemented

- Focus on upselling suites and Ritz-Carlton Club rooms
- Guest satisfaction up 7.5% YTD compared to last year
- Targeted luxury consortia, gaining ~$300k YTD in revenue(4)

(1) Acquired hotel March 2011
(2) TTM July 2019
(3) Growth since YE 2010
(4) YTD July 2019



La Concha – Autograph Rebrand

Opportunity – Rebranding

Strategic Rebrand from Crowne Plaza to Autograph

Incremental CapEx: $7.8M

Unleveraged IRR: 19.1%(1)

Incremental Value Added: $16.4M or 15.4%(1)

MARKET

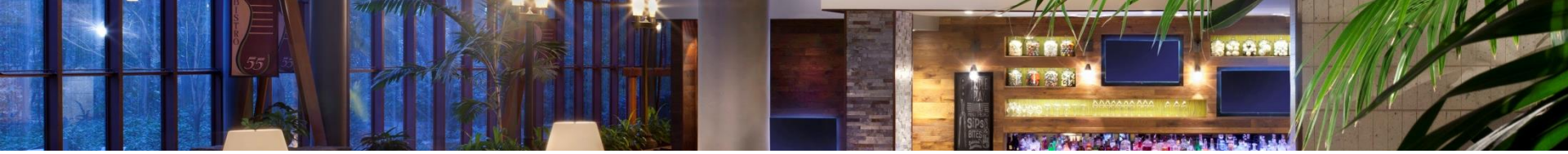
- Marriott has interest to increase brand presence, resulting in contribution of key money
- Opportunity to improve demand and RevPAR
- Strengthens positon in high RevPAR market with high barriers to entry

Marriott in Top-25 Markets: 37%(2)

Marriott in Key West: 21%(2)

(1) Assumed 6.0% cap rate
(2) Upper Upscale and Luxury chain scales by room count. Source: STR





Disciplined Capital Management

Track Record

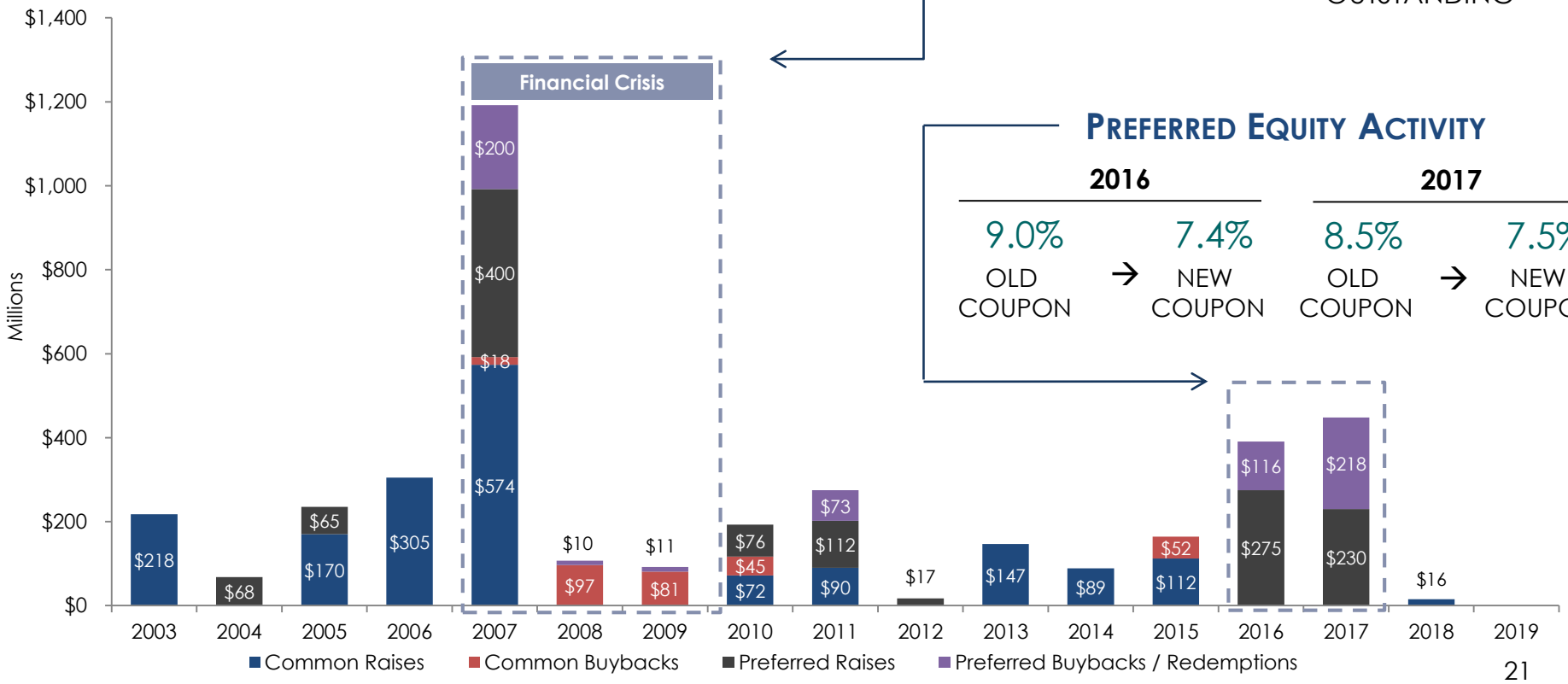
- Lodging cycles require capital markets expertise
- Analyze correlations and research alternatives
- Capitalize on advantageous pricing situations
- Track record of enhancing shareholder returns[1]

Common Share Buybacks

73.6M	~50%
SHARES	SHARES OUTSTANDING

Preferred Equity Activity

2016		2017	
9.0% OLD COUPON	→ 7.4% NEW COUPON	8.5% OLD COUPON	→ 7.5% NEW COUPON



(1) Past results may not be indicative of future performance



Potential Capital Access

Opportunity for Growth

Rationale

- Access lower cost alternative capital
- Maintain transaction pipeline

Benefits

- Promoted structure
- Diversification
- Accretive growth
- ROFOs
- Exit strategy optionality



Incentive Fees

Investor

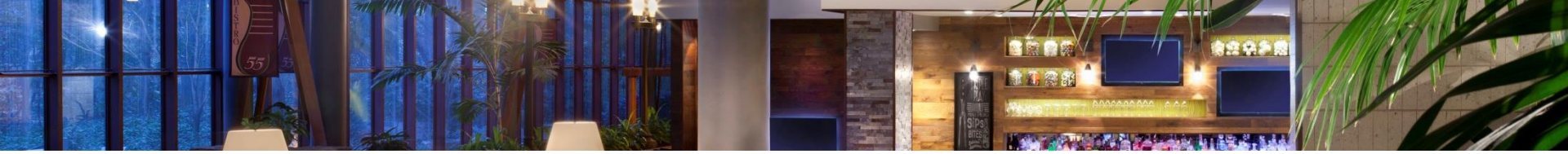
- Institutional
- Private Equity
- Family Office

5%-20% (GP)

80%-95% (LP)

Joint Venture

- Asset
- Portfolio
- Fund

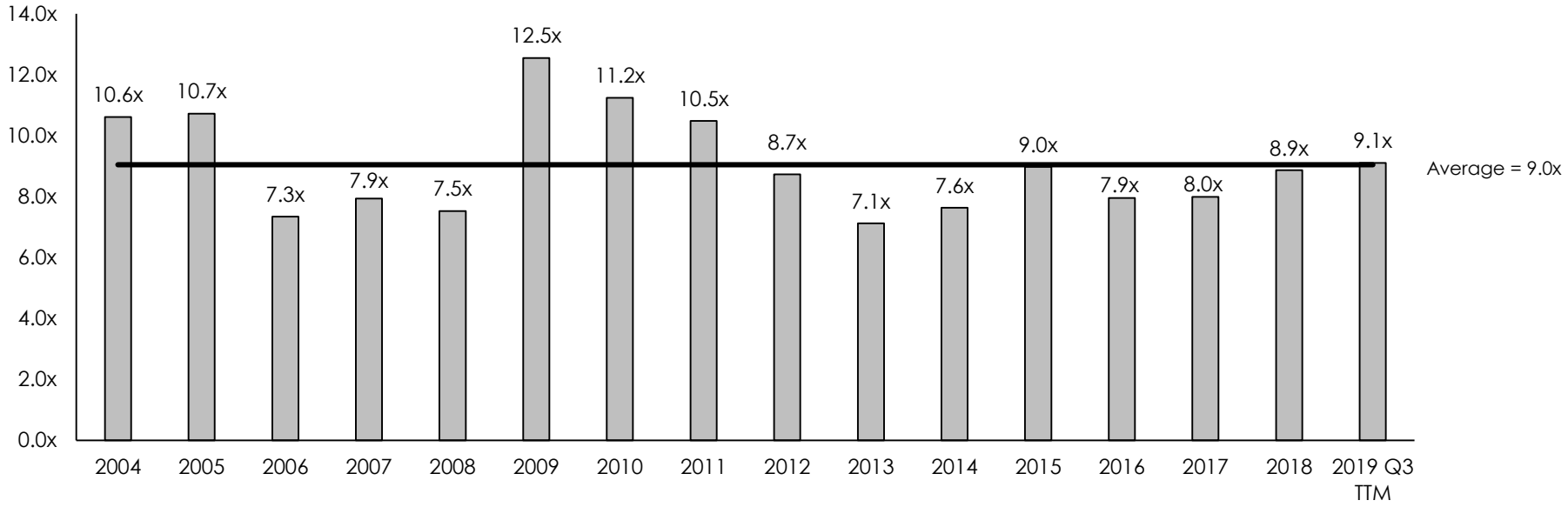


Leverage

Similar Leverage Since IPO

- **Leverage may enhance returns**
- **Non-recourse debt limits risk(1)**
- **Floating-rate may hedge cash flow**
- **Refinance frequently to capitalize on pricing & proceeds**

Net Debt(2) to Adj. EBITDA



(1) Debt is non-recourse to company other than certain standard carve outs. Debt is recourse to each specific hotel or group of hotel properties
(2) Net Debt defined as Gross Debt minus Cash and Cash equivalents

Recent Refinancings

Value Enhancement

73%

Refinanced 86 out of our 118 hotels in the past 2 years

$3.4B

Refinanced 82% of our debt in the past 2 years

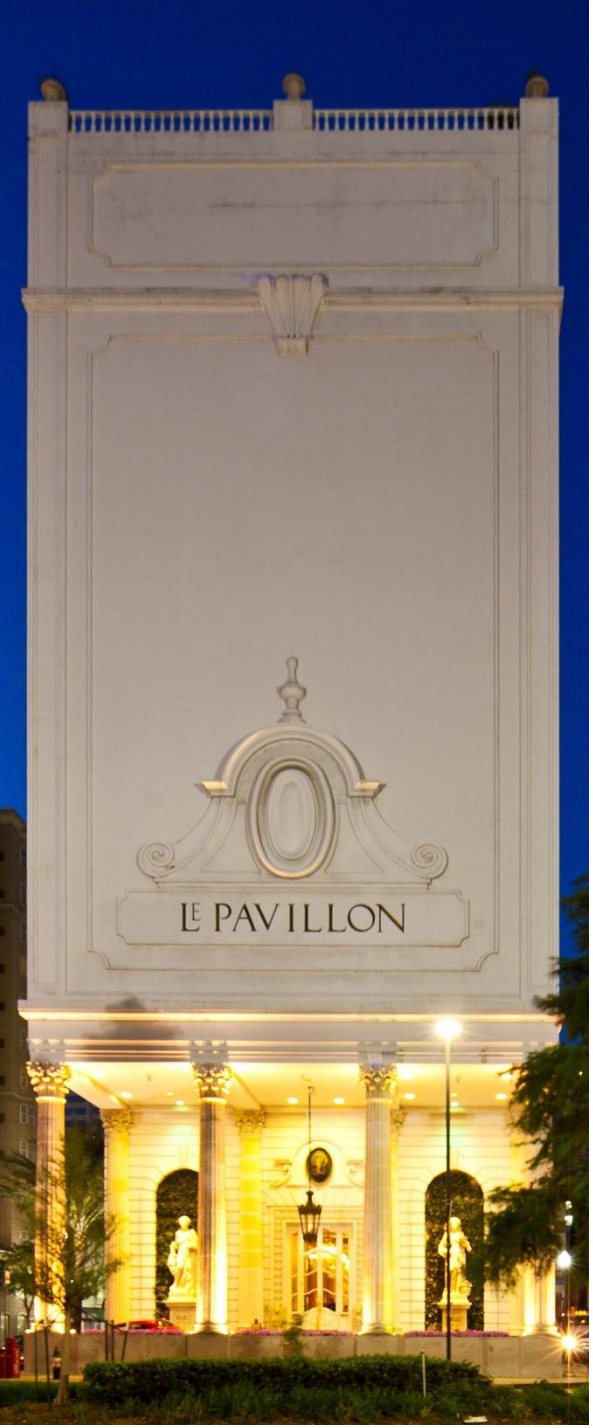
5.0 years

Current weighted average maturity

Strategic Rationale

- Proactively taking advantage of capital markets
- Refinanced assets at lower spreads
- Pushed out maturities
- Increased flexibility



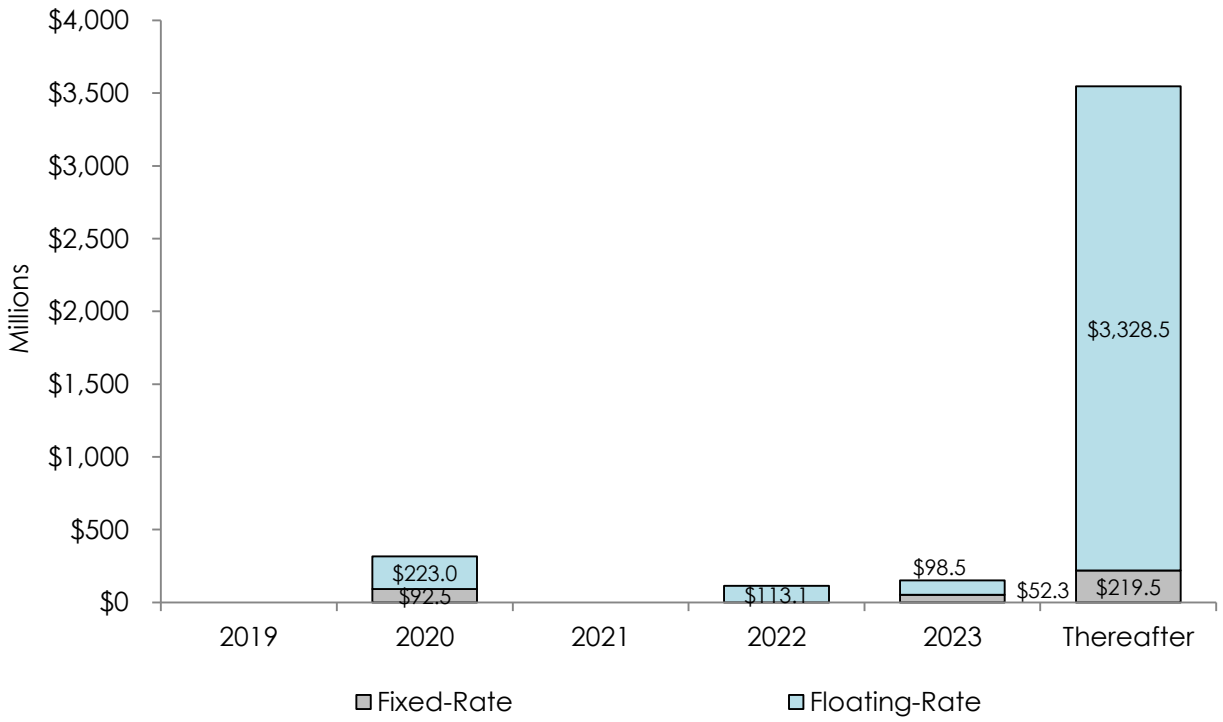


Debt Maturity Schedule[1]

Well-Laddered

- **Predominantly floating rate**
- **Attractive maturity schedule**
- **All non-recourse to the company[2]**

Only 14% of debt maturing through 2023



5.3%	91.2%	5.0
Total Portfolio Weighed Average Rate	Floating rate debt	Weighted Average Maturity

(1) As of September 30, 2019. Assumes extension options are exercised. Certain loans may require the company to partially pay down loan balances in order to exercise extensions

(2) Debt is non-recourse to company other than certain standard carve outs.

Cash Target

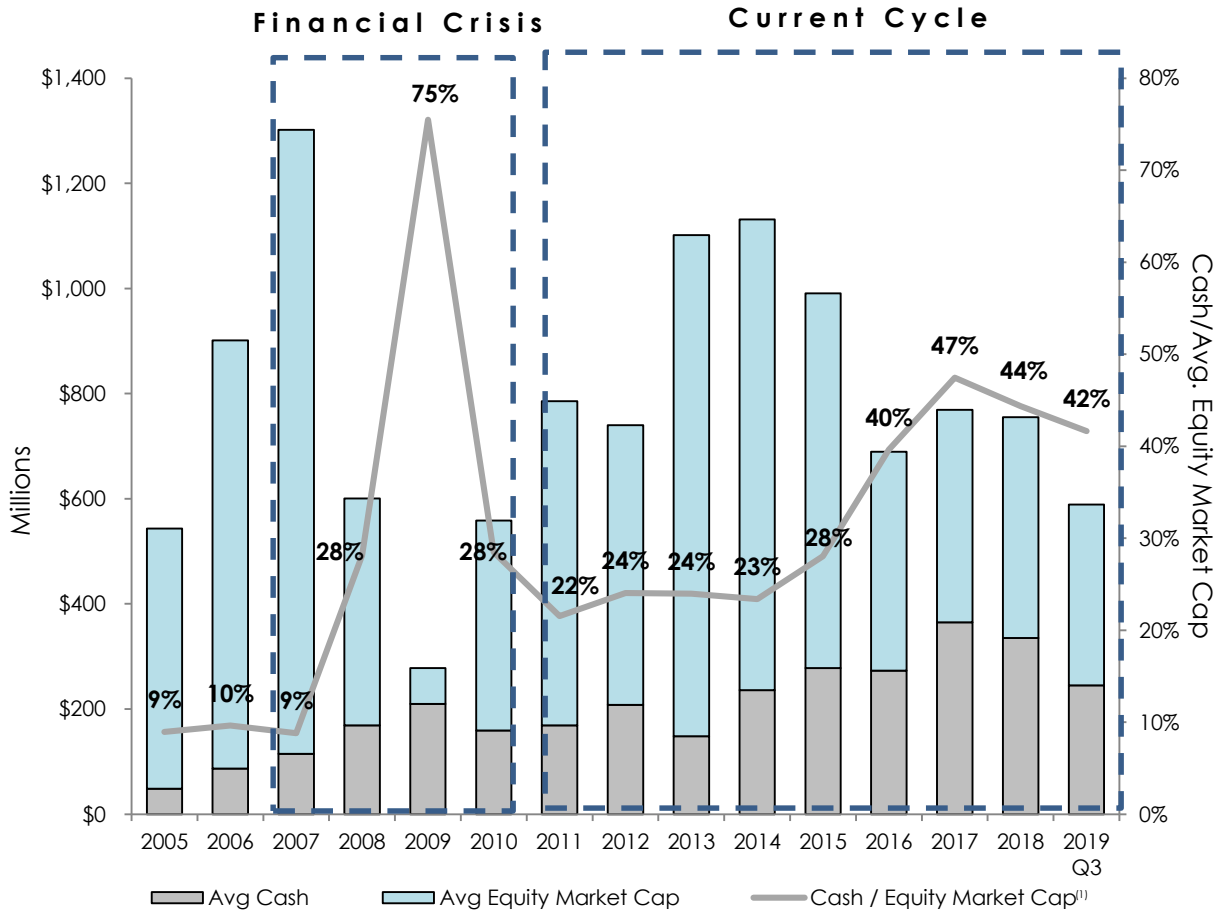
Strategic

Financial Crisis

Bought back ~50% of outstanding common shares for ~$240M

Current Cycle

Flexibility to execute opportunistic growth and maintain hedge against an economic downturn



(1) Based on public filings; adjusted for unconsolidated Highland JV from 2011 - 2014
Source: Bloomberg





Net Working Capital

Valuation Disconnect

$2.79

NWC Per Share[1][2][3][4]

100%

NWC to Market Cap[1][3][5]

8.6%

Dividend Yield[6]

21%

AFFO Payout Ratio[1][7]

Net Working Capital[1][2]

Cash & Cash Equivalents	$256.1
Restricted Cash	148.6
Investment in Securities	14.4
Accounts Receivable, net	53.8
Prepaid Expenses	29.8
Due from Third Party Hotel Managers	19.1
Market Value of Ashford, Inc. Investment[2]	14.5
Total Current Assets	**$536.4**
Accounts Payable, net & Accrued Expenses	$166.0
Dividends Payable	20.6
Due to affiliates, net	3.9
Total Current Liabilities	**$190.6**
Net Working Capital	**$345.8**

(1) As of September 30, 2019, in millions except per share data
(2) Subsequent to September 30, 2019 Ashford Inc. purchased 393,077 shares for $30 per share. The remaining 205,086 shares of Ashford Inc. common stock were distributed on a pro-rata basis to AHT shareholders and unitholders on November 5, 2019
(3) Includes Investment in Ashford Inc. at market value as of September 30, 2019
(4) Net Working Capital divided by common shares and units outstanding
(5) Net Working Capital divided by the Equity Market Capitalization as of November 1, 2019
(6) As of November 1, 2019
(7) Most recent annualized dividend per share divided by TTM AFFO per share



Ashford Hospitality Trust

Reasons to Own

Diversified Portfolio Offers Value Appreciation Opportunity & Stability

- Select and Full-Service Hotels
- Broad Market Exposure
- Recent Renovations Position for Growth

Leveraged Returns with Downside Protection(1)

- Enhances Returns to Equity
- Non-recourse to the company
- Primarily Floating Rate

Affiliates & Alignment Drive Performance

- Maximize Value
- Think and Act Like Owners

Value Opportunity

- High % Net Working Capital to Market Cap
- Trading Disparity Compared to Peers

(1) No financing strategy can completely limit downside risk

ASHFORD

HOSPITALITY TRUST

APPENDIX

Reconciliation of Net Income (Loss) to Comparable Hotel EBITDA

(In thousands)

	2019 3rd Quarter	2019 2nd Quarter	2019 1st Quarter	2018 4th Quarter	September 30, 2019 TTM
Net income (loss)	$ 42,625	$ 63,002	$ 38,235	$ 10,820	$ 154,682
Non-property adjustments	(2,274)	6,205	(268)	20,730	24,393
Interest income	(103)	(76)	(76)	(90)	(345)
Interest expense	5,004	5,165	4,423	2,355	16,947
Amortization of loan costs	447	440	424	210	1,521
Depreciation and amortization	67,681	67,303	66,987	65,737	267,708
Income tax expense (benefit)	44	63	43	109	259
Non-hotel EBITDA ownership expense	2,372	3,225	2,141	2,678	10,416
Hotel EBITDA including amounts attributable to noncontrolling interest	115,796	145,327	111,909	102,549	475,581
Non-comparable adjustments	(615)	(1,631)	(1,552)	3,113	(685)
Comparable hotel EBITDA	$ 115,181	$ 143,696	$ 110,357	$ 105,662	$ 474,896

