

**BLACKWELLS CAPITAL LLC
400 Park Ave, 4th Floor
New York, New York 10022**

March 10, 2024

BY HAND DELIVERY AND ELECTRONIC MAIL

Braemar Hotels & Resorts Inc.
14185 Dallas Parkway
Suite 1200
Dallas, Texas 75254
Attn: Alex Rose, Executive Vice President, General Counsel & Secretary

Re: Notice of Intention to Nominate Individuals for Election as Directors and to Submit Business Proposals for Stockholder Consideration at the 2024 Annual Meeting of Stockholders of Braemar Hotels & Resorts Inc.

Dear Mr. Rose:

This letter serves as notice to Braemar Hotels & Resorts Inc., a Maryland corporation (the “*Corporation*”), as to the nomination by Blackwells Capital LLC, a Delaware limited liability company (“*Blackwells*” or the “*Nominating Stockholder*”), of nominees for election to the Corporation’s Board of Directors (the “*Board*”) and the submission of business proposals (the “*Proposals*”) to be brought before the Corporation’s stockholders at the 2024 annual meeting of stockholders of the Corporation, (including any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof the “*Annual Meeting*”). This letter and all Exhibits attached hereto, which are incorporated herein by reference and form an integral part hereof, are collectively referred to as the “*Notice*.”

As of the date of the Notice, the Nominating Stockholder, collectively with Blackwells Onshore I LLC, Blackwells Holding Co. LLC, Vandewater Capital Holdings LLC, Blackwells Asset Management LLC, BW Coinvest Management I LLC, Jason Aintabi, Chief Investment Officer of Blackwells, and the Nominees (as defined below), beneficially own in the aggregate approximately 10,100 shares of the Corporation’s common stock, par value \$0.01 per share (the “*Common Stock*”), including 100 shares of which are held in record name by the Nominating Stockholder.¹

Through the Notice and consistent with the Corporation’s Fifth Amended and Restated Bylaws, as amended (the “*Bylaws*”), and the Corporation’s Articles of Amendment and Restatement, as amended and supplemented (the “*Charter*”), the Nominating Stockholder hereby nominates, and notifies you of its intent to nominate at the Annual Meeting, Michael Cricenti, Jennifer M. Hill, Betsy L. McCoy and Steven J. Pully, each as a nominee to be elected as a director to the Board at the Annual Meeting (each, a “*Nominee*,” and collectively, the “*Nominees*”) to

¹ Blackwells Onshore I LLC, Blackwells Holding Co. LLC, Vandewater Capital Holdings LLC, Blackwells Asset Management LLC, BW Coinvest Management I LLC, Jason Aintabi, Chief Investment Officer of Blackwells are sometimes herein referred to as the Stockholder Associated Persons.

serve a one-year term or until his or her respective successor is duly elected and qualified or until his or her earlier resignation or removal. Depending on the size of the Board and the number of candidates up for election at the Annual Meeting, the Nominating Stockholder reserves the right to either withdraw certain or all of its Nominees or to nominate additional nominees for election to the Board at the Annual Meeting. Additional nominations made pursuant to the preceding sentence are without prejudice to the position of the Nominating Stockholder that any attempt by the Corporation to alter the size of the current Board without the input and approval of the Corporation's stockholders prior to the Annual Meeting will constitute an unlawful manipulation of the Corporation's corporate machinery.

The Notice is timely under the Bylaws. Article I, Section 11(a)(2) of the Bylaws states that notices of nominations or other business by stockholders must be delivered to the secretary of the Corporation at the principal executive office of the Corporation not earlier than the 90th day nor later than 5:00 p.m., Eastern Time, on the 60th day prior to the first anniversary of the date of the preceding year's annual meeting, which was held on May 10, 2023 (provided, however, that in the event that the date of the annual meeting is advanced or delayed by more than thirty days from the first anniversary of the date of the preceding year's annual meeting, notice by the stockholder must be so delivered not earlier than the 90th day prior to the date of such annual meeting and not later than 5:00 p.m., Eastern Time, on the later of the 60th day prior to the date of such annual meeting or the tenth day following the day on which public announcement of the date of such meeting is first made). The 60th day prior to May 10, 2024 is March 11, 2024.

If the Notice shall be deemed for any reason by a court of competent jurisdiction to be ineffective or deficient with respect to the nomination of any of the Nominees or the submission of the Proposals by the Nominating Stockholder, or if any individual Nominee shall be unable to serve for any reason, the Notice shall continue to be effective with respect to the remaining Nominees and/or the Proposals and as to any replacement nominee selected by the Nominating Stockholder.

The Notice is also being provided to the Corporation in accordance with the notice requirements of Federal "Universal Proxy Rules" promulgated under Rule 14a-19(b), and in satisfaction of Rule 14a-19(a)(1) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (collectively, the "**Exchange Act**"). In accordance with Rule 14a-19, the Notice has been transmitted electronically to the Corporation at its principal executive office not later than 60 days prior to the first anniversary date of the previous year's annual meeting of stockholders of the Corporation, which was held on May 10, 2023. The Notice includes the names of the Nominees, who constitute all nominees for whom the Nominating Stockholder intends to solicit proxies; provided, that, the Nominating Stockholder reserves the right to solicit proxies for one or more of the Corporation's nominees in addition to the Nominees. The Nominating Stockholder intends to solicit proxies from the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors in support of the Nominees' election in accordance with applicable law and intends to comply with applicable requirements of the Exchange Act.

The Nominating Stockholder reserves the right to challenge any action that may be taken by the Corporation, including any amendment to its Bylaws or the Charter, each as last filed with the Securities and Exchange Commission, that would have the effect of enjoining the Nominating

Stockholder from nominating the Nominees or submitting the Proposals at the Annual Meeting or that would contravene with or have the effect of invalidating any portion of the Notice.

Below please find information required by Article I, Section 11 of the Bylaws (the “*Advance Notice Bylaws*”). The inclusion or incorporation by reference of information in the Notice shall not be deemed to constitute an admission that any such information is required by Article I, Section 11 of the Bylaws. Information included in any subsection below shall also be deemed to be information provided in response to items requested in any other subsection of the Notice, whether specifically set forth or not. With respect to any information required by the Bylaws, the Exchange Act or any other applicable statutory provision, and with respect to the Notice, the Nominees, the Proposals or the Nominating Stockholder, where there is an absence of responsive information in the Notice and/or the information incorporated by reference herein, the absence of responsive information indicates that there is no responsive information to disclose pursuant to the Bylaws, applicable law or otherwise.

- A. As to any business other than the nomination of an individual for election or reelection as a director that the stockholder proposes to bring before the meeting, a description of such business, the stockholder’s reasons for proposing such business at the meeting and any material interest in such business of such stockholder or any Stockholder Associated Person (as such term is used in the Bylaws), individually or in the aggregate, including any anticipated benefit to the stockholder or the Stockholder Associated Person therefrom:**

Proposal 1

- (i) A description of the business proposed to be brought before the meeting:**

The Nominating Stockholder intends to submit, for a stockholder vote at the Annual Meeting, the following non-binding Proposal:

A proposal to urge the Board to amend the Bylaws to remove clause (iv) of Section 11(a)(3)(D) of Article I (the “*Overreaching Advance Notice Provision*”) of the Bylaws, in effect as of the date of the Notice (such proposal, the “*Amendment to Advance Notice Provisions Proposal*”).

- (ii) The reasons for proposing such business at the meeting:**

The Overreaching Advance Notice Provision requires that in the event any stockholder or any of such stockholder’s “Proposed Nominees” (as such term is used in the Bylaws) or Stockholder Associated Persons has in the twenty-four months immediately preceding the date of the submission by such stockholder of a notice pursuant to the Advance Notice Bylaws, made a proposal to acquire control of the Corporation (whether through the acquisition of a majority of the outstanding securities of the Corporation, the acquisition of all or substantially all of the Corporation’s assets or otherwise), all information relating to such stockholder, the Proposed Nominee or the Stockholder Associated Person, as applicable, that would be disclosed in any notices, forms or filings required by U.S. federal laws or the rules and regulations of any agency, department or other instrumentality of the U.S. federal government in connection with such direct

or indirect acquisition would have to be included in any notice submitted under the Advance Notice Bylaws.

The Overreaching Advance Notice Provision was not adopted on a proverbial clear day but rather was adopted by what could be categorized as an entrenched board of directors without a stockholder vote in the immediate wake of the Corporation having received from Blackwells, a good faith proposal to acquire 100% of the outstanding equity interests in the Corporation for a cash price equal to an approximate 114.3% premium to the then current share price of the Common Stock. Blackwells supports the Amendment to Advance Notice Provisions Proposal at the Annual Meeting because it believes that the Overreaching Advance Notice Provision was an illegitimate effort to unduly restrict the stockholder franchise. Blackwells believes that the Overreaching Advance Notice Provision requires disclosures that (i) require the assumption of hypothetical events, resulting in the provision being ambiguous and (ii) are either outside of the scope of the legitimate corporate interest of the Corporation or are already required under the other paragraphs of the Advance Notice Bylaws and are, therefore, redundant.

The text of the resolution to adopt the Amendment to Advance Notice Provisions Proposal is set forth below:

“RESOLVED, that the stockholders hereby urge the Board to amend Braemar Hotels & Resorts Inc.’s Fifth Amended and Restated Bylaws, as amended, to delete clause (iv) of Section 11(a)(3)(D) of Article I of the Bylaws in its entirety.”

(iii) Any material interest in such business of such stockholder or any Stockholder Associated Person, individually or in the aggregate, including any anticipated benefit to the stockholder or the Stockholder Associated Person therefrom:

Other than as described in this Proposal and the Notice and other than any such benefit that will accrue to all stockholders should this Proposal be approved by the stockholders and the Overreaching Advance Notice Provision be removed in response thereto by the Board acting in the best interests of the stockholders, neither the Nominating Stockholder nor any Stockholder Associated Person have any material interest in this Proposal, including any anticipated benefit to the Nominating Stockholder or the Stockholder Associated Persons. Specifically, Blackwells, has nominated and may in the future nominate candidates for election to the Board and has submitted and may in the future submit business proposals for consideration by the Corporation’s stockholders. To the extent that the Amendment to Advance Notice Provisions Proposal is approved at the Annual Meeting and adopted by the Board, Blackwells believes that the Corporation should be precluded from claiming that Blackwells is required to provide the information called for under the Overreaching Advance Notice Provision to reject any future notice submitted to the Corporation in connection with such nominations or proposals.

Pursuant to the Bylaws, a majority of the votes cast is required to approve this Proposal to urge the Board to amend the Bylaws to remove the Overreaching Advance Notice Provision.

Proposal 2

(i) A description of the business proposed to be brought before the meeting:

The Nominating Stockholder intends to submit, for a stockholder vote at the Annual Meeting, the following non-binding Proposal:

A proposal to urge the Board to amend the Corporation's Corporate Governance Guidelines, as revised on March 24, 2023 (the "*Corporate Governance Guidelines*"), to add a provision precluding any current or former employee, director, officer or control person of Ashford Hospitality Trust, Inc., a Maryland corporation, Ashford Hospitality Limited Partnership, a Delaware limited partnership, Ashford Inc., a Nevada corporation, Ashford Hospitality Advisors LLC, a Delaware limited liability company and the asset manager of the Corporation, Premier Project Management LLC, a Maryland limited liability company, Remington Lodging & Hospitality, LLC, a Delaware limited liability company, or any of the affiliates of the foregoing (collectively, "*Ashford*") from serving as the Corporation's chairman of the board of directors (such proposal, the "*Governance Guidelines Amendment Proposal*").

(ii) The reasons for conducting such business at the meeting:

Blackwells is submitting the Governance Guidelines Amendment Proposal for consideration at the Annual Meeting so that the Board chairman does not owe conflicting loyalties to the Corporation and to its asset manager. Ashford Hospitality Advisors LLC, a subsidiary of Ashford Inc., provides advisory services to the Corporation through an advisory agreement. All of the hotel properties in the Corporation's portfolio are currently asset-managed by Ashford LLC. Asset management functions include acquisition, renovation, financing and disposition of assets, operational accountability of managers, budget review, capital expenditures and property-level strategies. In addition, the Corporation does not have any employees, and all of the advisory services that might be provided by employees are provided to the Corporation by Ashford LLC. Even the Corporation's senior management team has been provided to the Corporation by Ashford. And while the Corporation's total stockholder return has been very poor (-82.07% since March 2019), the Corporation pays Ashford handsomely for its management and administrative services. All the while, Monty J. Bennett, the Chairman of the Board of the Corporation, serves as Chief Executive Officer and Chairman of the Board of Directors of Ashford Inc.

Blackwells believes that the Governance Guidelines Amendment Proposal will help to prevent the Board from being beholden to the interests of Ashford and its owners and will, in fact, serve the Board's only legitimate purpose—protecting the interests of the Corporation and its stockholders.

The text of the resolution to adopt the Governance Guidelines Amendment Proposal is set forth below:

“RESOLVED, that the stockholders hereby urge the Board to amend Braemar Hotels & Resorts Inc.'s Corporate Governance Guidelines to add the following new paragraph at the end of Section VII (“Board Composition and Size”): “Notwithstanding anything to the contrary contained in these Guidelines, any current or former employee, officer, director or control person of Ashford Hospitality Trust, Inc., a Maryland corporation, Ashford Hospitality Limited Partnership, a

Delaware limited partnership, Ashford Inc., a Nevada corporation, Ashford Hospitality Advisors LLC, a Delaware limited liability company and the asset manager of the Corporation, Premier Project Management LLC, a Maryland limited liability company, Remington Lodging & Hospitality, LLC, a Delaware limited liability company, or any of the affiliates of the foregoing shall be precluded from serving as the Chairman.””

Pursuant to the Bylaws, a majority of the votes cast is required to approve this Proposal to urge the Board to adopt the Governance Guidelines Amendment Proposal.

- (iii) Any material interest in such business of such stockholder or any Stockholder Associated Person, individually or in the aggregate, including any anticipated benefit to the stockholder or the Stockholder Associated Person therefrom:**

Other than as described in this Proposal and the Notice and other than any such benefit that will accrue to all stockholders should this Proposal be approved by the stockholders and the Board, acting in the best interests of the stockholders, neither the Nominating Stockholder nor any Stockholder Associated Person have any material interest in this Proposal, including any anticipated benefit to the Nominating Stockholder or the Stockholder Associated Persons.

Proposal 3

- (i) A description of the business proposed to be brought before the meeting:**

The Nominating Stockholder intends to submit, for a non-binding stockholder vote at the Annual Meeting, the following Proposal:

A proposal to require the Board to disclose all extraordinary transaction proposals made by stockholders, affiliates and third parties during the two most recently completed calendar years and the terms of those proposed transactions (such proposal, the “*Extraordinary Transaction Disclosure Proposal*”).

- (ii) The reasons for conducting such business at the meeting:**

Blackwells is submitting the Extraordinary Transaction Disclosure Proposal to shine light on what extraordinary transactions have been presented to and considered by the Board so that stockholders can assess the independence of the Board and the Corporation from Ashford, Bennett and their respective affiliates and to permit stockholders to assess whether the Board is open to all options to maximize value.

The text of the resolution to adopt the Extraordinary Transaction Disclosure Proposal is set forth below:

“**RESOLVED**, that the Corporation shall disclose any and all extraordinary transactions, including proposed change in control transactions, mergers, acquisitions and dispositions of all or substantially all assets of the Corporation, which were proposed to the Corporation by its stockholders, and affiliates and by third parties during the two most recently completed calendar years.”

Pursuant to the Bylaws, a majority of the votes cast is required to approve this Proposal to urge the Board to disclose all extraordinary transactions pursuant to the Extraordinary Transaction Proposal.

- (iii) Any material interest in such business of such stockholder or any Stockholder Associated Person, individually or in the aggregate, including any anticipated benefit to the stockholder or the Stockholder Associated Person therefrom:**

Other than as described in this Proposal and the Notice and other than any such benefit that will accrue to all stockholders should this Proposal be approved by the stockholders and the Board, acting in the best interests of the stockholders, neither the Nominating Stockholder nor any Stockholder Associated Person have any material interest in this Proposal, including any anticipated benefit to the Nominating Stockholder or the Stockholder Associated Persons. While the Nominating Stockholder currently has no intention to pursue an acquisition of the Corporation, the Nominating Stockholder could in the future make a bid to acquire the Corporation. Information about other offers made could affect any future offer the Nominating Stockholder or other shareholders may make. As any shareholder can make an offer to acquire the Corporation, the Nominating Stockholder does not view this as a benefit we share uniquely, notwithstanding having made a previous offer.

Proposal 4

- (i) A description of the business proposed to be brought before the meeting:**

The Nominating Stockholder intends to submit, for a non-binding stockholder vote at the Annual Meeting, the following Proposal:

A proposal to require the Board to disclose all compensation paid by the Corporation to members of the Bennett family, *The Dallas Express* and employees, directors or agents of *The Dallas Express*, including Louis Darrouzet (the “*Compensation Disclosure Proposal*”).²

- (ii) The reasons for conducting such business at the meeting:**

Blackwells is submitting the Compensation Disclosure Proposal to shine light on the relationships among the Corporation, Mr. Bennett, the Bennett family more broadly and *The Dallas Express* and its employees. Blackwells believes that disclosure of the foregoing compensation will provide stockholders with critical information to assess the Corporation’s independence from Mr. Bennett, the Bennett family and its affiliates, including *The Dallas Express*.

The text of the resolution to adopt the Compensation Disclosure Proposal is set forth below:

“**RESOLVED**, that the Corporation shall disclose any and all compensation that was paid by the Corporation to Monty Bennett, the Bennett family more broadly and *The Dallas Express* (a

² *The Dallas Express* is a general interest daily news source published by Monty Bennett, with an express conflict disclosure that, “our publisher may have a financial interest or could benefit by reporting these topics in a certain way or at all.” <https://dallasexpress.com/about/>

general interest daily news source published by Monty Bennett) and its employees, directors and agents, including Louis Darrouzet, during the two most recently completed calendar years.”

Pursuant to the Bylaws, a majority of the votes cast is required to approve this Proposal to urge the Board to adopt the Compensation Disclosure Proposal.

- (iii) Any material interest in such business of such stockholder or any Stockholder Associated Person, individually or in the aggregate, including any anticipated benefit to the stockholder or the Stockholder Associated Person therefrom:**

Other than as described in this Proposal and the Notice and other than any such benefit that will accrue to all stockholders should this Proposal be approved by the stockholders and the Board, acting in the best interests of the stockholders, neither the Nominating Stockholder nor any Stockholder Associated Person have any material interest in this Proposal, including any anticipated benefit to the Nominating Stockholder or the Stockholder Associated Persons.

- B. As to the stockholder giving notice and any Stockholder Associated Person, the information required pursuant to Rule 14a-19(b) promulgated under the Exchange Act if the stockholder, such Stockholder Associated Person or any of their respective affiliates, associates or others acting in concert intends to engage in a solicitation in support of director nominees other than the Corporation’s nominees:**

The Notice includes the names of the Nominees, who constitute all nominees for whom the Nominating Stockholder intends to solicit proxies; provided, that the Nominating Stockholder reserves the right to solicit proxies for one or more of the Corporation’s nominees in addition to the Nominees. The Nominating Stockholder intends to solicit proxies from the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors in support of the Nominees’ election in accordance with applicable law and intends to comply with applicable requirements of the Exchange Act.

- C. As to the stockholder giving the notice, any individual whom the stockholder proposes to nominate for election or reelection as a director and any Stockholder Associated Person:**

- (i) The class, series and number of all shares of stock or other securities of the Corporation or any affiliate thereof (collectively, the “Company Securities”), if any, which are owned (beneficially or of record) by such stockholder, Nominee or Stockholder Associated Person, the date on which each such Company Security was acquired and the investment intent of such acquisition, and any short interest (including any opportunity to profit or share in any benefit from any decrease in the price of such stock or other security) in any Company Securities of any such person:**

<u>Name</u>	<u>Class</u>	<u>Series</u>	<u>Beneficial Ownership</u>	<u>Record Ownership</u>	<u>Short Interest</u>
Blackwells Capital LLC	Common Stock	N/A	100	100	—

<u>Name</u>	<u>Class</u>	<u>Series</u>	<u>Beneficial Ownership</u>	<u>Record Ownership</u>	<u>Short Interest</u>
Blackwells Onshore I LLC	Common Stock	N/A	10,000	0	—
Vandewater Capital Holdings, LLC	Common Stock	N/A	100 ⁽¹⁾	0	—
Blackwells Holding Co. LLC	Common Stock	N/A	100 ⁽²⁾	0	—
Blackwells Asset Management LLC	Common Stock	N/A	0	0	—
BW Coinvest Management I LLC	Common Stock	N/A	0	0	—
Jason Aintabi	Common Stock	N/A	10,100 ⁽³⁾	0	—
Michael Cricenti	Common Stock	N/A	0	0	—
Jennifer M. Hill	Common Stock	N/A	0	0	—
Betsy L. McCoy	Common Stock	N/A	0	0	—
Steven J. Pully	Common Stock	N/A	0	0	—

⁽¹⁾ Includes 100 shares of Common Stock held by Blackwells Capital LLC, which Vandewater Capital Holdings, LLC as the owner and sole member of Blackwells Holding Co. LLC, the owner and sole member of Blackwells Capital LLC, may be deemed to beneficially own.

⁽²⁾ Includes 100 shares of Common Stock held by Blackwells Capital LLC, which Blackwells Holding Co. LLC, the owner and sole member of Blackwells Capital LLC, may be deemed to beneficially own.

⁽³⁾ Includes (i) 100 shares of Common Stock held by Blackwells Capital LLC which Mr. Aintabi, as managing member of Blackwells Capital LLC, may be deemed to beneficially own and (ii) 10,000 shares of Common Stock held by Blackwells Onshore I, LLC, which Mr. Aintabi as President & Secretary of Blackwells Onshore I, LLC, may be deemed to beneficially own.

The investment intent for the Company Securities acquired by the Nominating Stockholder and Blackwells Onshore I, LLC is, (i) to serve as a long-term investment and (ii) to influence the Corporation or the Corporation's management or Board, which may include (w) nominating director candidates for election and submitting business proposals for consideration by stockholders at the Annual Meeting and future annual meetings of stockholders, (x) submitting proposals to effect the termination of any and all relationships between the company and Ashford and its affiliates, (y) finding a suitable replacement external advisor, asset manager and provider

of hotel management services and design and construction services and (z) investigating any relationships between the Corporation and *The Dallas Express*. As the Corporation is aware, and as discussed in more detail under “2023 Proposed Acquisition” below, in 2023 the Nominating Stockholder submitted a proposal to acquire the Corporation and take it private. After engaging with the Corporation, the Nominating Stockholder has withdrawn any interest it had in pursuing this or any similar transaction with the Corporation. Correspondence between the Nominating Stockholder and its representatives, on the one hand, and Braemar and *The Dallas Express* and their respective representatives, on the other are attached hereto as Exhibit A.

The acquisitions and dispositions of the Company Securities made within the past 2 years by the Nominating Stockholder, the Stockholder Associated Persons and the Nominees are included in Exhibit B hereto. All Company Securities which are owned by the Nominating Stockholder and Stockholder Associated Persons were acquired within the past two years.

(ii) The nominee holder for, and number of, any Company Securities owned beneficially but not of record by such stockholder, Nominee or Stockholder Associated Person:

The ownership information of the Nominating Stockholder, Nominees and the Stockholder Associated Persons is set forth in Section C(i) above. The 10,000 shares of Common Stock held in a brokerage account for the benefit of Blackwells Onshore I LLC are held at JP Morgan Prime Brokerage.

(iii) Whether and the extent to which such stockholder, Nominee or Stockholder Associated Person, directly or indirectly (through brokers, nominees or otherwise), is subject to or during the last six months has engaged in any hedging, derivative or other transaction or series of transactions or entered into any other agreement, arrangement or understanding (including any short interest, any borrowing or lending of securities or any proxy or voting agreement), the effect or intent of which is to (I) manage risk or benefit from changes in the price of Company Securities for such stockholder, Nominee or Stockholder Associated Person or (II) increase or decrease the voting power of such stockholder, Nominee or Stockholder Associated Person in the Corporation or any affiliate thereof disproportionately to such person’s economic interest in the Company Securities:

Except as otherwise set forth in the Notice, none of the Nominating Stockholder, any Nominee or Stockholder Associated Person directly or indirectly (through brokers, nominees or otherwise) is subject to or during the last six months has engaged in any hedging, derivative or other transaction or series of transactions or entered into any other agreement, arrangement or understanding (including any short interest, any borrowing or lending of securities or any proxy or voting agreement), the effect or intent of which is to (I) manage risk or benefit of changes in the price of the Company Securities for the Nominating Stockholder, Nominee or Stockholder Associated Person or (II) increase or decrease the voting power of the Nominating Stockholder, Nominee or Stockholder Associated Person in the Corporation or any affiliate thereof disproportionately to such person’s economic interest in the Company Securities.

- (iv) Any substantial interest, direct or indirect (including, without limitation, any existing or prospective commercial, business or contractual relationship with the Corporation), by security holdings or otherwise, of such stockholder, Nominee or Stockholder Associated Person, in the Corporation or any affiliate thereof, other than an interest arising from the ownership of Company Securities where such stockholder, Nominee or Stockholder Associated Person receives no extra or special benefit not shared on a pro rata basis by all other holders of the same class or series:**

On December 1, 2023, the Nominating Stockholder made a bid to acquire the equity interests of the Corporation. Mr. Aintabi is the managing member of the Nominating Stockholder. More information about this bid is set forth below under “2023 Proposed Acquisition.”

In an attempt to be constructive, but by no means as an admission that this information is lawfully required under the Bylaws, the Nominating Stockholder notes that in March 2021 it entered into a Confidentiality Agreement with Ashford Hospitality Trust, Inc. in connection with negotiations relating to a possible negotiated financing transaction that would have provided capital to Ashford Hospitality. Negotiations terminated in 2021 without any further agreement.

Except as otherwise set forth in the Notice, none of the Nominating Stockholder, any Nominee or Stockholder Associated Person has any substantial interest, direct or indirect (including, without limitation, any existing or prospective commercial, business or contractual relationship with the Corporation), by security holdings or otherwise, in the Corporation or any affiliate thereof, other than an interest arising from the ownership of Company Securities where the Nominating Stockholder, Nominee or Stockholder Associated Person receives no extra or special benefit not shared on a pro rata basis by all other holders of the same class or series.

D. As to the stockholder giving the notice, any Stockholder Associated Person with an interest or ownership referred to in clauses (i) or (iii) of paragraph (3)(C) of Section 11(a) of the Bylaws and any Nominee:

- (i) the name and address of such stockholder, as they appear on the Corporation’s stock ledger, and the current name and business address, if different, of each such Stockholder Associated Person and any Nominee:**

The Nominating Stockholder believes its name and address appears (or should appear) on the Corporation’s stock ledger as stated below. Blackwells Onshore I LLC, Blackwells Holding Co. LLC, Vandewater Capital Holdings LLC and Mr. Aintabi’s respective names and addresses are as stated below.

<u>Name</u>	<u>Business Address</u>
Blackwells Capital LLC	400 Park Ave., 4th Floor, New York, New York 10022
Blackwells Onshore I LLC	400 Park Ave., 4th Floor, New York, New York 10022
Blackwells Holding Co. LLC	400 Park Ave., 4th Floor, New York, New York 10022
Vandewater Capital Holdings LLC	400 Park Ave., 4th Floor, New York, New York 10022
Jason Aintabi	c/o Blackwells Capital LLC 400 Park Ave., 4th Floor, New York, New York 10022

The name and business address for each of the Nominees are set forth elsewhere in the Notice.

- (ii) **A description of the investment strategy or objective, if any, of such stockholder and each such Stockholder Associated Person who is not an individual and a copy of the prospectus, offering memorandum or similar document and any presentation, document or marketing material provided to third parties (including investors and potential investors) to solicit an investment in such stockholder and each such Stockholder Associated Person that contains or describes such stockholder’s and each such Stockholder Associated Person’s performance, personnel or investment thesis or plans or proposals with respect to the Corporation:**

The investment strategy and objective of each of the Nominating Stockholder, Blackwells Onshore I LLC, Blackwells Holding Co. LLC, Vandewater Capital Holdings LLC and Mr. Aintabi is to invest in public and private securities and engage with management and boards of directors, both publicly and privately, to help unlock value for stakeholders, including stockholders, employees and communities.

In connection with the Proposed Acquisition (as defined herein) the Nominating Stockholder contacted representatives of the following complex financial institutions and high net worth individuals and, in some instances, provided them with marketing materials relating to the Proposed Acquisition:

[REDACTED]

[REDACTED]. We do not believe these individuals and institutions qualify or otherwise could be categorized as Stockholder Associated Persons and have no reasonable means of providing any non-public information about them. Our conversations with these individuals are subject to understandings of confidentiality. Further, we believe that any request by the Corporation for additional information

related to these persons would be a gross and inequitable application of the Bylaws and further indicate the entrenchment of the Board. A copy of the marketing material sent to the foregoing in connection with the Proposed Acquisition (as defined herein) are included as part of Exhibit C hereto. The Nominating Stockholder will provide additional information relating to its discussions with the foregoing institutions and individuals upon request, subject to the Corporation entering into a suitable and mutually agreeable confidentiality agreement with it.

Copies of prospectuses, offering memorandums or similar documents and any presentations, documents or marketing material provided to third parties (including investors and potential investors) to solicit an investment in the Nominating Stockholder and each Stockholder Associated Person that contains or describes the Nominating Stockholder's or Stockholder Associated Person's performance, personnel or investment thesis or plans or proposals with respect to the Corporation are set forth in Exhibit C hereto.

Except as otherwise set forth in the Notice, there has been no prospectus, offering memorandum or similar document or any presentation, document or marketing material provided to third parties (including investors or potential investors) to solicit an investment in the Nominating Stockholder and each Stockholder Associated Person that contains or describes the Nominating Stockholder's or Stockholder Associated Person's performance, personnel or investment thesis or plans or proposals with respect to the Corporation.

(iii) All information relating to the stockholder, the Nominees or the Stockholder Associated Person that would be required to be disclosed in connection with the solicitation of proxies pursuant to Regulation 14A (or any successor provision) under the Exchange Act:

Michael Cricenti, age 38, currently serves as Managing Partner and Chief Investment Officer of Magis Capital Partners, a private investment firm that employs a fundamental, value-oriented approach to investing in special situations, since January 2017. Mr. Cricenti also served as a Senior Real Estate Investment Advisor at IsZo Capital Management LP, a hedge fund, from January 2017 to November 2021. Previously, from September 2009 until January 2017, Mr. Cricenti served as Managing Director at Bluestem Asset Management ("**Bluestem**"), an investment firm with more than \$1.5 billion in assets under management based in Charlottesville, Virginia. Mr. Cricenti worked as a mergers and acquisitions analyst at Harris Williams & Co., a leading middle-market advisory firm, in June 2007 until July 2009. He also worked as a Summer Analyst at JP Morgan Private Bank, a private banking facility that has been in operation for more than 200 years, from May 2006 to August 2006.

Mr. Cricenti has served as the Chairman of the board of directors of Nam Tai Property Inc. (OTC: NTPIF), a publicly-traded international real estate developer in turnaround, since November 2021.

Mr. Cricenti received a Bachelor of Science in Business Administration with a concentration in finance and quantitative methods from Babson College in 2007.

The Nominating Stockholder believes that Mr. Cricenti's extensive experience in capital allocation, corporate governance and finance, as well as his background in mergers and acquisitions in the public market qualify him to serve as a director of the Corporation.

Jennifer M. Hill, age 58, currently serves as the Founder and CEO of Murphy Hill Consulting LLC, a Connecticut-based consulting business providing consulting services focused on the financial services, asset management, insurance and risk management industries, since January 2015. Ms. Hill served as the Chief Financial Officer of Bank of America Merrill Lynch (NYSE: BAC), an investment bank and financial services holding company, from July 2011 to December 2014. Prior to joining Bank of America, Ms. Hill was Group Director of Strategy and Corporate Finance at Royal Bank of Scotland (now known as NatWest Group PLC (NYSE: NWG)), a banking and insurance holding company, from July 2008 to July 2011. From September 2006 to July 2008, Ms. Hill served as the Chief Financial Officer of Tisbury Capital Management, an event-driven hedge fund, and from September 1996 to September 2006, Ms. Hill served as a Managing Director of Goldman Sachs & Co. (NYSE: GS), an investment banking, securities and investment management firm. Ms. Hill also served as a Vice President at Citigroup Inc. (NYSE: C), an investment bank and financial services company, from June 1994 to August 1996. Ms. Hill also served as an Assistant Vice President at Credit Lyonnais, a French banking network now part of the Cr dit Agricole Group, from February 1989 to June 1994, and served as an Assistant Treasurer at the European American Bank, a banking network that is now part of Citigroup Inc., from June 1987 to February 1989.

Ms. Hill has served as Chairman of the Board of Directors and member of the Audit Committee of ExcelFin Acquisition Corp. (NASDAQ: XFIN), a blank check company focused in the financial technology sector, since April 2021. Ms. Hill also serves as a member of the Board of Directors and Chairman of the Compensation Committee of Cantor Fitzgerald Europe, an integrated, full-service investment bank, since February 2021. She also serves as a member of the Board of Directors and Chairman of the Compensation Committee of Xplor Technologies, a company providing enterprise-grade SaaS solutions, since October 2021. Ms. Hill served as a member of the Board of Directors and Chair of the Audit Committee of BlockFi, a cryptocurrency lending platform, from October 2021 to December 2023, a member of the Board of Directors of Melqart Funds, which are London-based hedge funds focused on event-driven strategies, from January 2015 to October 2022, a member of the Board of Directors of Keal Funds, hedge funds focused on event-driven strategies, from August 2015 to September 2022, a member of the Board of Directors of Arkadia Systematic Equity Fund, a hedge fund, from August 2019 to February 2022, and a member of the Board of Directors of LaCrosse Milling Company, an oat milling company, from July 2018 to June 2021.

As a volunteer, Ms. Hill served as a Regional Director on the Board of Directors of buildOn, a community service organization, from January 1994 to December 2017. She also served as the Chairman of the Board of Advisors to the Richard Paul Richman Center at Columbia University, a research university, from January 2013 to June 2022. Ms. Hill further served as a member of the Board of Trustees of Hamilton College, a liberal arts college, from January 2009 to January 2013.

Ms. Hill received a Bachelor of Arts in Government and French from Hamilton College in 1987 and a Master's in Business Administration from Columbia University in 1994. She has held Series 7 and 27 certifications.

The Nominating Stockholder believes Ms. Hill's leadership, board experience, and extensive knowledge of and background in investing, real estate and innovation qualify her to serve as a director of the Corporation.

Betsy L. McCoy, age 62, currently serves as General Counsel and Vice President for The Related Group, a private real estate development company, a position she has served in since May 2010. In her role, Ms. McCoy oversees the in-house legal department, including all aspects of compliance, management of legal services, legal reporting to executives, and legal guidance and as legal and business counsel to an affiliated real estate management company. From January 2008 to May 2013, Ms. McCoy served as Associate General Counsel and Vice President of The Related Group. She currently is an Adjunct Professor in the Real Property Development LL.M program at the University of Miami School of Law since January 2016. Ms. McCoy also serves as the President of McCoy Real Estate Advisors and Lawyers, LLC, a private real estate advisory company, since 2013 and as President of REEL McCoy Productions 5 LLC, a private productions company, since October 2023. Prior to this, Ms. McCoy was in private practice as a principal and shareholder of her law firm, Law Offices of Betsy L. McCoy P.A., from 2000 to 2008. Ms. McCoy was partner in Solomon & Benedict, P.A., a law firm located in Tampa, Florida, specializing in Business Litigation, Commercial Law, Bankruptcy, Banking, Real Estate Finance, and Real Property Law, from 1990 to 2000. Ms. McCoy maintains her real estate license in Florida since 2018 and is associated with Related Realty LLC, a Florida real estate sales broker, since May 2021.

Ms. McCoy serves as the President and as a director for Gables on the Green Condominium Association West, Inc., a private luxury condominium association, beginning in July 2022. Ms. McCoy previously served on the board of directors for the Mayor's Beautification Program of Tampa, a committee formed to make suggestions to the City Commission in matters related to City Parks and Beautification, from 1996 to 2000; she also served as Chairman of the Board on the committee from 1999 to 2000.

Ms. McCoy graduated from Creighton University, College of Arts and Sciences, in Omaha, Nebraska in 1984, where she earned a Bachelor's Degree. She also attended Creighton University School of Law where she earned her Juris Doctorate degree in 1987, as well as the University of Miami School of Law, where Ms. McCoy earned an L.L.M. in real property development in 2007.

The Nominating Stockholder believes Ms. McCoy's vast legal experience—including her recognized expertise in business litigation and mastery of real property development law—as well as her extensive background in real estate, executive management, education, and public service qualify her to serve as a director of the Corporation.

Steven J. Pully, age 64, has served on numerous public and private companies in various industries, during which time he was designated to serve as an independent director by lenders and equity holders. Mr. Pully has also served as Executive Chairman, Chairman, and Lead Director of boards, and chaired a variety of Committees. He has served as an expert witness over thirty times

in the past five years in many high-profile cases involving governance, restructuring, and investment banking matters.

Mr. Pully currently serves as Chairman of the Board of Directors and part-time Chief Executive Officer of Harvest Oil and Gas Corporation, formerly an independent oil and gas company and currently in the process of dissolving, since June 2018 and January 2021, respectively. Mr. Pully also provides investment banking and consulting services through Speyside Partners LLC, an investment banking firm that he co-founded in 2017 and also serves as an expert witness in litigation matters. Mr. Pully independently provided investment banking and consulting services from 2014 to 2017. From January 2008 to September 2014, Mr. Pully served as General Counsel and as a partner of Carlson Capital, L.P., a hedge fund. Prior to joining Carlson Capital, Mr. Pully served as the President of Newcastle Capital Management, L.P. (“Newcastle”), an activist fund, from 2002 to 2007. Mr. Pully served as the Chief Executive Officer and member of the Board of Directors of New Century Equity Holdings, a holding company focused on high growth, technology-based companies, from 2004 to 2007. Mr. Pully also served as the Chief Executive Officer of Pinnacle Frames and Accents, Inc., a manufacturer of photo frames, from January 2003 to June 2004 and served as a member of its Board of Directors from 2002 to 2007. Mr. Pully served as a Managing Director at Banc of America Securities (now, Bank of America, NYSE: BAC), an investment banking firm, from May 2000 to December 2001. Between January 1997 and May 2000, Mr. Pully served as a Senior Managing Director in the investment banking department of The Bear Stearns Companies, Inc., a then-publicly traded investment bank, securities trading and brokerage firm. Mr. Pully served as President of Convergent Associates, Inc., formerly a private equity firm, from April 1996 to December 1996. Mr. Pully also served as Vice President of Wasserstein Perella & Co., Inc., a former boutique investment bank, from January 1996 to April 1996, as First Vice President of PaineWebber, a former investment bank acquired by UBS, from January 1995 through December 1995, and served as Vice President at Kidder, Peabody & Co., formerly a former investment bank acquired by PaineWebber, from August 1989 to December 1995. Mr. Pully began his career at a private, full-service law firm, Baker Botts L.L.P., practicing in areas such as securities, M&A, and restructuring, from 1985 to 1989.

Mr. Pully serves as Chairman of the Board of Directors and Chair of the Audit Committee of Enzo Biochem, Inc. (NYSE: ENZ), a biomedical research and development company, since October 2023 and as chairman of its Compensation and Nominating and Governance Committees since January 2024, and has served on the Board of Directors of Nephron Pharmaceuticals Corporation, a respiratory medication manufacturing company, since February 2024. Mr. Pully has served as Chairman of the Board of Directors for RumbleOn, Inc. (NASDAQ: RMBL) (“RumbleOn”), a retailer of powersports vehicles, since December 2023 and previously served as its Executive Chairman from July 2023 to December 2023. Mr. Pully served as the Chair of the Audit Committee at RumbleOn in July of 2023. He was initially appointed to the board of RumbleOn, Inc. in May 2023. He also serves as a director and Chair of the Audit Committee of Constellation Oil Services Holding S.A., a drilling contractor, since September 2022. Mr. Pully has served on the Board of Directors of Wild Rivers, a waterpark company, since October 2021 and as Executive Chairman since March 2023. He also serves as a member of the Board of Directors of Heritage Power LLC, an electricity supplier and retail power marketer, beginning in August 2019. Mr. Pully serves as a director of Jetside Holdings, which is being dissolved, since March 2020. Mr. Pully served as Chairman of the Board of Directors of Output Services Group,

Inc., d/b/a EverView, a provider of print and digital billing and payment solutions, from September 2022 to November 2023. From December 2022 to April 2023, Mr. Pully served as the Chairman of the Board of Directors for Salem Harbor Power Holdco LLC, a power plant operator. He also served as a director for Limetree Bay Refinery, now West Indies Petroleum Limited and Port Hamilton Refining and Transportation, LLLP, a complex, integrated petroleum refinery, from June 2021 to June 2022. From December 2021 to May 2022, Mr. Pully served as a director for ExpressJet Airlines, formerly a regional airline. He served as a member of the Board of Directors for Primexx Energy Partners, Ltd., an oil and gas company, from July 2015 to March 2016 and February 2019 to March 2021. Mr. Pully served as a member of the Board of Directors for Karya Property Management LLC, an apartment complex property management company, from April 2021 to June 2021. He also served on the Board of Directors for Southland Royalty Company LLC, a company that operates oil and gas assets, and holds interests in non-operating assets, from January 2020 to June 2021. Mr. Pully served as a member of the Board of Directors for Titan Energy, an energy consulting firm, from May 2017 to April 2021. Mr. Pully served as a director and Chair of the Audit Committee for Tribune Resources LLC, an oil exploration and production company, from 2018 to March 2021. He served as a member of the Board of Directors for Permian Holdco 1, Inc., a company that, through its subsidiaries, manufactures above ground storage tanks for the oil and gas industry, from October 2016 to January 2021. Mr. Pully served as a director of PGI, a video applications company, from April 2019 to May 2021. He served as a director for Greylock Energy, an oil and gas company, from June 2020 to October 2020. He also served as a director for VAALCO Energy, Inc. (NYSE: EGY), an energy company, from 2018 to June 2020, and served as Chair of the Compensation Committee from 2018 to June 2019 and Chair of the Governance Committee from June 2019 to June 2020. He served as a member of the Board of Directors for GenCanna Global, a hemp processor and CBD product manufacturer, from January 2020 to June 2020, and as a director and Chair of the Compensation Committee for Aspire Holdings LLC, formerly Endeavor International Corporation, an oil and gas exploration and production company, from October 2015 to December 2019. Mr. Pully served as a director for Goodrich Petroleum Corporation, formerly a publicly-traded oil and gas company, from March 2017 to August 2019. He also served as a director for Bellatrix Exploration Ltd., formerly a publicly-traded Western Canadian based oil and gas company engaged in the exploration for, and the acquisition, development and production of oil and natural gas reserves, from January 2015 to May 2019. Mr. Pully served as a director and member of the Compensation Committee for Energy XXI, formerly an oil and gas drilling firm, from December 2016 to May 2017, and as Chairman of the Strategic Committee, from February 2016 to May 2017. Mr. Pully served as a director for EPL Oil & Gas, Inc., an independent oil and natural gas exploration and production company, from April 2008 to June 2013 and assumed the role of Chairman of the Compensation Committee in November 2009 and Lead Director in May 2012. Mr. Pully also served as a director for Ember Resources Inc., a company producing natural gas, from August 2008 to June 2011. He served as a member of the Board of Directors for Cano Petroleum, Inc., formerly a publicly-traded oil and gas production company, from June 2009 to August 2010. Mr. Pully served as a director and Chair of the Audit Committee of Peerless Systems Corporation, a former publicly-traded company that licenses imaging and networking technologies and components to the digital document markets, from February 2008 to June 2009. Mr. Pully served as a member of the Board of Directors for Fox and Hound, a large chain of restaurants, from 2006 to 2007. Mr. Pully served as a director of MaxWorldwide, Inc., a media and advertising company, from 2005 to 2007. Mr. Pully also served as a director of Pizza Inn, a publicly-trade restaurant chain and food franchise, from January 2003

to December 2007, and as Chair of the Governance Committee. Mr. Pully served as a member the Board of Directors for Whitehall Jewellers Inc., formerly a publicly-traded retailer of fine jewelry, from June 2005 to November 2005 and as Chairman of the Board of Directors from July 2005 to October 2005.

Mr. Pully is licensed as an attorney and CPA in the state of Texas and also holds the Chartered Financial Analyst (CFA) designation. Mr. Pully also holds FINRA certifications (Series 7, 63 and 79). He received his undergraduate degree with honors in Accounting from Georgetown University in 1982 and received a J.D. from The University of Texas School of Law in 1985.

The Nominating Stockholder believes Mr. Pully’s executive management and board experience and extensive background in investment banking, corporate governance, law and accounting qualify him to serve as a director of the Corporation.

Each Nominee has consented to being named as a Nominee in the Notice and being named as the Nominating Stockholder’s nominee in any proxy statement relating to the Annual Meeting and serving as a director if elected. Such Consent (as defined herein) is attached hereto as Exhibit D and incorporated herein by reference.

Each of the Nominating Stockholder, Blackwells Onshore I LLC, Blackwells Holding Co. LLC, Vandewater Capital Holdings, LLC, Mr. Aintabi and the Nominees (each, a “*Participant*” and collectively, the “*Participants*”) disclaims beneficial ownership of shares of Common Stock except to the extent of his, her or its pecuniary interest therein.

As of the date of the Notice, none of the Nominees own any Company Securities. The acquisitions and dispositions of the Company Securities made within the past two years by each of the Participants are included in Exhibit B hereto.

Each of the Nominees and Mr. Aintabi is a citizen of the [REDACTED].

The age and principal business address, some serving as both the business address and personal address, of each Nominee is as set forth below:

<u>Name</u>	<u>Age</u>	<u>Principal Business Address</u>
Michael Cricenti	38	[REDACTED]
Jennifer M. Hill	58	[REDACTED]
Betsy L. McCoy	62	[REDACTED]
Steven J. Pully	64	[REDACTED]

The Nominating Stockholder believes that each of the Nominees meets the director qualifications requirements set forth in the Corporate Governance Guidelines. The Nominating Stockholder believes that each of the Nominees, if elected as a director of the Corporation, would be an “independent director” within the meaning of (i) applicable New York Stock Exchange listing standards applicable to board composition, (ii) Section 301 of the Sarbanes-Oxley Act of 2002, (iii) Item 407(a) of Regulation S-K (“*Regulation S-K*”) of the rules and regulations of the Securities and Exchange Commission and (iv) the Corporate Governance Guidelines, including but not limited to Exhibit A, therein. In making this determination, the Nominating Stockholder considered that none of the Nominees has been employed by or otherwise worked for the

Corporation during the past twenty years or has any other material relationship with the Corporation. Notwithstanding the foregoing, the Nominating Stockholder acknowledges that no director of a New York Stock Exchange listed company qualifies as “independent” under the New York Stock Exchange listing standards or the Corporate Governance Guidelines unless the board of directors affirmatively determines that such director is independent under such standards. Accordingly, the Nominating Stockholder acknowledges that if any Nominee is elected, the determination of such Nominee’s independence under the New York Stock Exchange listing standards and the Corporate Governance Guidelines ultimately rests with the judgment and discretion of the Board. None of the Nominees is a member of the Corporation’s audit, compensation or nominating and corporate governance committee.

The Participants may enter (but have not yet entered) into a Joint Filing and Solicitation Agreement pursuant to which the parties would agree, among other things, (i) to solicit proxies for the submission of Proposals and the election of certain persons nominated for election to the Board at the Annual Meeting, including the Nominees (the “*Solicitation*”), and (ii) that the Nominating Stockholder would bear all expenses incurred in connection with the Participants’ activities.

As disclosed elsewhere in this Notice, in connection with the Proposed Acquisition (as defined herein) the Nominating Stockholder contacted representatives of the following complex financial institutions and high net worth individuals and, in some instances, provided them with marketing materials relating to the Proposed Acquisition: [REDACTED]

[REDACTED]. We do not believe these individuals and institutions qualify or otherwise could be categorized as Stockholder Associated Persons and have no reasonable means of providing any non-public information about them. Our conversations with these individuals are subject to understandings of confidentiality. Further, we believe that any request by the Corporation for additional information related to these persons would be a gross and inequitable application of the Bylaws and further indicate the entrenchment of the Board.

Except as set forth in the Notice, (i) during the past ten years, no Participant has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); (ii) no Participant directly or indirectly beneficially owns any Company Securities; (iii) no Participant owns any securities of the Corporation which are owned of record but not beneficially; (iv) no Participant has purchased or sold any securities of the Corporation during the past two years; (v) no part of the purchase price or market value of the securities of the Corporation purchased or sold during the past two years owned by any Participant is represented by funds borrowed or otherwise obtained for the purpose of acquiring or holding such securities; (vi) no Participant is, or within the past year was, a party to any contract, arrangements or understandings with any person with respect to any securities of the Corporation, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits, or the giving or withholding of proxies; (vii) no associate of any Participant owns beneficially, directly or indirectly, any securities of the Corporation; (viii) no Participant owns beneficially, directly or indirectly, any securities of any parent or subsidiary of the Corporation; (ix) no Participant or any of his, her or its associates, nor any immediate family member of any Participant, had any direct or indirect interest in any transaction, or series of similar transactions, since the beginning of the Corporation’s last fiscal year, or is a party to any currently proposed

transaction, or series of similar transactions, to which the Corporation or any of its subsidiaries was or is to be a party, in which the amount involved exceeds \$120,000; (x) no Participant or any of his, her or its associates has any arrangement or understanding with any person with respect to any future employment by the Corporation or its affiliates, nor with respect to any future transactions to which the Corporation or any of its affiliates will or may be a party; (xi) no Participant has a substantial interest, direct or indirect, by securities holdings or otherwise, in any matter to be acted on at the Annual Meeting; (xii) no Participant holds any positions or offices with the Corporation; (xiii) no Participant has a family relationship with any director, executive officer, or person nominated or chosen by the Corporation to become a director or executive officer; and (xiv) no companies or organizations, with which any of the Participants has been employed in the past five years, is a parent, subsidiary or other affiliate of the Corporation.

Except as set forth in the Notice, (i) there are no material proceedings to which any Nominee or any of his or her associates is a party adverse to the Corporation or any of its subsidiaries or has a material interest adverse to the Corporation or any of its subsidiaries and (ii) none of the events enumerated in Item 401(f)(1)-(8) of Regulation S-K occurred during the past ten years with respect to any of the Nominees. The Nominating Stockholder believes that the Corporation and its representatives, including *The Dallas Express*, may have defamed it and/or its principal on numerous occasions, however no litigation is pending at this time.

Other than as set forth in the Notice, there are no agreements, arrangements or understandings between the Nominating Stockholder and the Nominees or any other person or persons pursuant to which the Nominees were selected or the nominations described herein are to be made and the Nominating Stockholder and its affiliates have no material interest in such nomination (other than in their capacities as stockholders of the Corporation), including any anticipated benefit therefrom to the Nominating Stockholder.

The Solicitation is being made by the Nominating Stockholder. The Nominating Stockholder intends to solicit proxies from the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors in support of the Nominees' election in accordance with applicable law and intends to comply with applicable requirements of the Exchange Act. Proxies may be solicited by mail, facsimile, telephone, electronic mail, internet, in person or by advertisements. Solicitations with respect to the election of the Nominees and the Proposals may also be made by certain employees of, and entities controlled by, the Nominating Stockholder, none of whom will, except as described elsewhere in the Notice, receive additional compensation for such engagement. The Nominees may make solicitations of proxies but will not receive compensation for such solicitation or for acting as nominees. The Nominating Stockholder may retain the services of a professional services firm for consulting and analytic services and solicitation services in connection with the Annual Meeting. The terms of such engagement, the anticipated costs involved in the solicitation and number of employees or other agents to be employed will be finalized only when such firm is selected and engaged. The total estimated amount to be spent in furtherance of the solicitation is \$5,000,000, of which approximately \$500,000 has been spent to date. Though an estimated amount to be spent in furtherance of the proposed solicitation by the participants is being described herein, the actual cost of such solicitation may be materially greater or lesser than the estimate depending upon a number of factors, including, but not limited to, the complexity and duration of the solicitation. The entire expense of soliciting proxies for the Annual Meeting by the Nominating Stockholder is being

borne by the Nominating Stockholder. The Nominating Stockholder does not intend to seek reimbursement from the Corporation of all expenses it incurs in connection with the solicitation of proxies for the election of the Nominees and the Proposals at the Annual Meeting.

We do not believe that the following disclosures are required to be made under the Bylaws, however, out of an abundance of caution, the following is a list of agreements that contain change of control provisions that the Corporation and the respective counterparty may interpret as having been triggered, depending on the outcome of the Annual Meeting: Braemar Hotels & Resorts, Inc. Second Amended and Restated 2013 Equity Incentive Plan, as amended, and the award agreements thereunder; Second Amended and Restated Credit Agreement, dated as of October 25, 2019, by and among Braemar Hotels & Resorts Inc., Braemar Hospitality Limited Partnership, Bank of America, N.A. and the other lenders party thereto, as amended; Credit Agreement, dated as of July 31, 2023, by and among Braemar Hospitality Limited Partnership, Braemar Hotels & Resorts Inc., the lenders party thereto and Bank of America, N.A.; Ashford Hospitality Prime, Inc. Advisor Equity Incentive Plan, dated as of November 5, 2013; and Richard Stockton's Restricted Stock Award Agreement, dated as of November 2, 2016. The foregoing list is based on a review of the Corporation's material contracts and agreements that are publicly available on the SEC's electronic data gathering, analysis and retrieval system ("EDGAR"). The Nominating Stockholder does not believe that any change of control provisions have been triggered as a result of the nomination of the Nominees. In addition, the nomination of the Nominees for election to the Board at the Annual Meeting does not impact any nomination rights contained in the Charter or the Fifth Amended and Restated Advisory Agreement of Braemar Hotels & Resorts Inc. (as amended, the "*Advisory Agreement*"). In the future, to the extent that provisions in the Charter and the Advisory Agreement that purport to permit the Advisor to have a specified number of directors on the Board at any given time are lawful, these rights can be exercised following the outcome of the Annual Meeting irrespective of the outcome thereof.

The other information relating to each Nominee, Nominating Stockholder, Blackwells Onshore I LLC, Blackwells Holding Co. LLC, Vandewater Capital Holdings, LLC and Jason Aintabi that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Regulation 14A is as set forth elsewhere in the Notice.

- (iv) **In the event that any of the stockholder, the Nominees or the Stockholder Associated Person has in the twenty-four months immediately preceding the date of such notice made a proposal to acquire control of the Corporation (whether through the acquisition of a majority of the outstanding securities of the Corporation, the acquisition of all or substantially all of the Corporation's assets or otherwise), all information relating to the stockholder, the Nominees or the Stockholder Associated Person that would be disclosed in any notices, forms or filings required by U.S. federal laws or the rules and regulations of any agency, department or other instrumentality of the U.S. federal government ("U.S. Federal Agency") in connection with the direct or indirect acquisition by such person of control of the Corporation (including (i) all information that would be set forth under any U.S. federal laws or the rules and regulations of any U.S. Federal Agency that have been proposed and not withdrawn and (ii) all information that would be set forth in a voluntary filing**

made by an acquiror in connection with any transaction subject to the jurisdiction of any U.S. Federal Agency):

Blackwells believes that the Overreaching Advance Notice Provision is invalid under Maryland law and that Blackwells is, as a result, not required to provide any information thereunder. Blackwells further believes the Overreaching Advance Notice Provision is ambiguous in that it appears to call for disclosure about an entirely hypothetical transaction that does not exist. Nevertheless, in an attempt to be constructive, but by no means as an admission that this information is lawfully required under the Bylaws, please find certain information below.

2023 Proposed Acquisition

As the Corporation is aware, by letter dated December 1, 2023, the Nominating Stockholder submitted a proposal for a negotiated acquisition of the Corporation to the Board (the “**Bid Letter**”). The Bid Letter provided, on a preliminary basis, for the acquisition by Blackwells of 100% of the outstanding equity interests of the Corporation for \$4.50 per share in all-cash, a 114.3% premium to the Corporation’s share price of \$2.10 prior to the Bid Letter (the “**Proposed Acquisition**”), which would cause all classes of the Corporation’s securities to be delisted from the New York Stock Exchange. The Bid Letter contained no financing contingency. A copy of the Bid Letter is attached hereto as Exhibit E and is incorporated herein by reference.

On December 6, 2023, Blackwells received a letter from the Corporation’s counsel, Cadwalader, Wickersham & Taft LLP (“**Cadwalader**”), which did not address the terms of the Proposed Acquisition but instead requested extensive information regarding Blackwells and its financing. On December 22, 2023, at the request of Blackwells, Blackwells’ external legal counsel replied to Cadwalader’s letter by providing responses to certain of Cadwalader’s questions, noting that Blackwells would provide additional confidential information about its financing sources and thoughts regarding the termination fee owed to Ashford Inc. in connection with the Proposed Acquisition after receiving confirmation that the Board is interested in engaging in a discussion regarding the Proposed Acquisition, and emphasizing Blackwells’ desire to work collaboratively with the Board to discuss and advance the Proposed Acquisition. On January 2, 2024, Cadwalader responded to the December 22, 2023 letter by reiterating that the Board would not respond to the Proposed Acquisition until it received responses to all of the questions included in the December 6, 2023 letter. Cadwalader’s response also noted that, based on the information provided by Blackwells, the Board did not view the Proposed Acquisition as actionable. Additionally, copies of correspondence between Blackwells and its representatives, on the one hand, and the Corporation and *The Dallas Express* and their respective representatives on the other, in connection with the Proposed Acquisition and related matters are attached hereto as Exhibit A.

The Proposed Acquisition would have required the approval of the Corporation’s stockholders, and in connection with this, Blackwells would have filed a proxy statement on Schedule 14A (the “**Acquisition Proxy Statement**”) in connection with the solicitation of proxies from stockholders. The participants in any solicitation of proxies in connection with the Proposed Acquisition would have been Blackwells Capital LLC and Jason Aintabi and may have included one or more affiliates of the foregoing (collectively, the “**Blackwells Participants**”). In addition to certain other information contained elsewhere in the Notice, the Acquisition Proxy Statement would have contained the following information.

The name, complete mailing address and telephone number of the principal executive offices of the Blackwells Participants are as follows:

<u>Name</u>	<u>Mailing Address</u>	<u>Phone Number</u>
Blackwells Onshore I LLC	400 Park Ave., 4th Floor, New York, New York 10022	(212) 792-6096
Blackwells Capital LLC	400 Park Ave., 4th Floor, New York, New York 10022	(212) 792-6096
Jason Aintabi	c/o Blackwells Capital LLC 400 Park Ave., 4th Floor, New York, New York 10022	(212) 792-6096

Blackwells makes investments in public securities, engages with management and boards, both publicly and privately, to help unlock value for stakeholders, including stockholders, employees and communities.

The name, complete mailing address and telephone number of the principal executive offices of the Corporation are as follows:

<u>Name of Subject Company</u>	<u>Complete Mailing Address</u>	<u>Telephone Number</u>
Braemar Hotels & Resorts Inc.	14185 Dallas Parkway Suite 1200 Dallas, Texas 75254	(972) 490-9600

The Corporation is an externally-advised Maryland corporation formed in 2013 that invests primarily in high revenue per available room luxury hotels and resorts. The Corporation operates in the direct hotel investment segment of the hotel lodging industry. As of March 8, 2023, the Corporation owned interests in 16 hotel properties in seven states, the District of Columbia, Puerto Rico and St. Thomas, U.S. Virgin Islands with 4,181 total rooms, or 3,946 net rooms, excluding those attributable to our joint venture partner. The hotel properties in the Corporation's current portfolio are predominantly located in U.S. urban and resort locations with favorable growth characteristics resulting from multiple demand generators. The Corporation owns 14 of its hotel properties directly, and the remaining two hotel properties through an investment in a majority-owned consolidated joint venture entity.

The Corporation is advised by Ashford LLC, a subsidiary of Ashford Inc., through an advisory agreement. All of the hotel properties in the Corporation's portfolio are currently asset-managed by Ashford LLC. Asset management functions include acquisition, renovation, financing and disposition of assets, operational accountability of managers, budget review, capital expenditures and property-level strategies as compared to the day-to-day management of its hotel properties, which is performed by its hotel managers. The Corporation does not have any

employees. All of the advisory services that might be provided by employees are provided to the Corporation by Ashford LLC.

The Blackwells Participants had a material interest in the consummation of the Proposed Acquisition and the approval thereof by the stockholders of the Corporation, as following the consummation, Blackwells and its affiliates would have owned 100% of the equity interests in the Corporation and its business and properties.

Other

Blackwells is a non-operating private fund. Blackwells does not now contemplate, nor has it ever contemplated at any time issuing securities in connection with the acquisition of the Corporation; nor can it do so. Blackwells further notes that it does not now contemplate, has not ever contemplated at any time, nor does it anticipate it will contemplate in the future, making a tender offer for any of the securities of the Corporation. While the offer contained in the Bid Letter is withdrawn and Blackwells currently has no interest in making an offer to acquire the company, consistent with the terms contained in the Bid Letter, any future proposal by Blackwells to acquire the Corporation would be structured as follows:

- the consideration offered by Blackwells would consist solely of cash;
- the offer would not be subject to any financing conditions; and
- the offer would be for all outstanding securities of the Corporation.

As a result, no disclosures would be required to be provided under the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder, under Form S-4 and no disclosures would be required to be provided under Schedule TO even if a future proposal is made. Accordingly, we have not included the disclosures that would be required for tender offers under Schedule TO or that would be required under Form S-4 if Blackwells were offering securities as consideration for the acquisition. Exhibit F contains a list of the Items of Form S-4 and Schedule TO that are inapplicable and the items for which, while inapplicable, certain disclosure has been provided elsewhere in the Notice.

As with the Proposed Acquisition, any future acquisition of the Corporation by Blackwells would require a vote of the Corporation's stockholders. In connection with such vote, Blackwells and one or more of its affiliates would likely solicit proxies from Braemar's stockholders. Blackwells and the other participants in any such solicitation would file a preliminary proxy statement and definitive proxy statement with the SEC. Such proxy statements would include the same information about the participants as that set forth under "—2023 Proposed Acquisition" above and elsewhere in the Notice.

Other Information

Other information relating to the Nominating Stockholder, Nominees, or Stockholder Associated Person that would be disclosed in any notices, forms or filings required by U.S. federal laws or the rules and regulations of any U.S. Federal Agency in connection with the direct or indirect acquisition by such person of control of the Corporation (including (i) all information that

would be set forth under any U.S. federal laws or the rules and regulations of any U.S. Federal Agency that have been proposed and not withdrawn and (ii) all information that would be set forth in a voluntary filing made by an acquiror in connection with any transaction subject to the jurisdiction of any U.S. Federal Agency) has been disclosed elsewhere in the Notice.

E. The name and address of any person who contacted or was contacted by the stockholder giving the notice or any Stockholder Associated Person about the Nominees or other business proposal prior to the date of such stockholder's notice:

Other than the Nominees and Stockholder Associated Persons disclosed in the Notice, the Nominating Stockholder is not aware of any other persons who contacted or were contacted by the Nominating Stockholder or any Stockholder Associated Person about the Nominees or Proposals prior to the date of the Notice. A representative of Vinson & Elkins L.L.P., outside legal counsel for the Nominating Stockholder ("**V&E**"), contacted Gregory Marose at Longacre Square Partners (44 West 37th Street, 6th Floor, New York, NY 10018) to inform them of the possibility of the potential nomination of Mr. Cricenti as a director candidate. The same representative of V&E also contacted Alex Berger from Hudson Bay Capital Management (28 Havermeyer Place, 2nd Floor, Greenwich, CT 06830) to request a re-introduction to Ms. McCoy for the purpose of her being considered by the Nominating Stockholder as a potential candidate, as Mr. Berger had previously introduced Ms. McCoy to the V&E representative several years ago but the V&E representative could no longer locate her contact information.

F. To the extent known by the stockholder giving the notice, the name and address of any other stockholder supporting the nominee for election or reelection as a director or the proposal of other business on the date of such stockholder's notice:

As of the date of the Notice, the Nominating Stockholder does not know of any other stockholder supporting the Nominees or Proposals.

G. A certificate executed by each Nominee certifying that such Nominee (i) is not, and will not become, a party to any agreement, arrangement or understanding with any person or entity other than the Corporation in connection with service or action as a director that has not been disclosed to the Corporation and (ii) will serve as a director of the Corporation if elected:

Each Nominee has certified that such Nominee (i) is not, and will not become, a party to any agreement, arrangement or understanding with any person or entity other than the Corporation in connection with service or action as a director that has not been disclosed to the Corporation and (ii) will serve as a director of the Corporation if elected (each, a "**Consent**" and collectively, the "**Consents**"). Such Consents are attached hereto as Exhibit D.

H. A completed Nominee questionnaire (which questionnaire shall be provided by the Corporation, upon request, to the stockholder providing the notice and shall include all information relating to the Nominee that would be required to be disclosed in connection with the solicitation of proxies for the election of the Nominee as a director in an election contest (even if an election contest is not involved), or would otherwise be required in connection with such solicitation, in each case pursuant to Regulation

14A (or any successor provision) under the Exchange Act and the rules thereunder, or would be required pursuant to the rules of any national securities exchange on which any securities of the Corporation are listed or over-the-counter market on which any securities of the Corporation are traded):

Each Nominee has completed and signed a questionnaire in the form provided by the Corporation. Each Nominee's completed questionnaire is attached here to as Exhibit G and is incorporated by reference herein. To the extent that the questionnaire requires information with respect to the Nominee which is not set forth in such questionnaire but is set forth in the Notice, it shall be deemed incorporated therein by reference.

[Remainder of this page intentionally left blank.]

Please address any correspondence to Blackwells Capital LLC, 400 Park Ave., 4th Floor, New York, New York 10022, Attention: Jason Aintabi, telephone (212) 792-6096. The giving of the Notice is not an admission that any purported procedures for notice concerning the nomination of directors to the Board and submission of the business proposal are legal, valid or binding, and the Nominating Stockholder reserves the right to challenge their validity. If the Corporation contends the Notice is incomplete or is otherwise deficient in any respect or the Nominees are not eligible to serve on the Board, if elected, please promptly notify Blackwells Capital LLC, 400 Park Ave., 4th Floor, New York, New York 10022, Attention: Jason Aintabi, telephone (212) 792-6096, setting forth the facts that the Corporation contends support its position and specifying any additional information believed to be required. In the absence of such prompt notice, the Nominating Stockholder will assume that the Corporation agrees that the Notice, the Proposals and the Nominees comply in all respects with the requirements of the Bylaws. The Nominating Stockholder reserves the right to withdraw, modify, correct and/or supplement in any way (including, without limitation, by adding or substituting Nominees) the Notice at any time.

Very truly yours,

BLACKWELLS ONSHORE I LLC

By: /s/ Jason Aintabi
Name: Jason Aintabi
Title: President & Secretary

EXHIBIT A

**CORRESPONDENCE BETWEEN BLACKWELLS AND THE CORPORATION
RELATING TO THE BID LETTER**

(Does not purport to contain all correspondence between the Nominating Stockholder and its representatives, on the one hand, and the Corporation and The Dallas Express and their respective representatives on the other, however the Nominating Stockholder believes that this captures the discussions in all material respects.)

[Attached.]

WRITER'S DIRECT DIAL NO.
(469) 902-3611

WRITER'S EMAIL ADDRESS
elinorsutton@quinnemanuel.com

January 24, 2024

Via E-Mail and Overnight Delivery

Richard Brand
Cadwalader, Wickersham, & Taft LLP
200 Liberty Street
New York, NY 10281
richard.brand@cwt.com

Re: Braemar Hotels & Resorts

Dear Richard:

As you know, we represent Jason Aintabi and Blackwells Capital. We write in response to your January 5, 2024 letter (the "Letter") on behalf of Braemar Hotels & Resorts ("Braemar," or the "Company").

Your Letter fails to address *any* of the points in our December 29, 2023 letter. To address your client's confusion we provide below the answers to the questions you have asked.

Question 1: "Are your clients looking to buy Braemar?"

Our clients provided a proposal to acquire the Company on December 1, 2023. On December 22, 2023, our clients reiterated their interest in acquiring the Company, and asked the Board to confirm that it will (i) accept an offer of \$4.50/share for the Company, or an amount in a similar range; and (ii) that the Company will agree to terminate Monty Bennett's management agreement at the termination fee proposed by our clients. To date the Board has refused to provide these confirmations, nor has it engaged in productive discussions concerning our clients' offer.

Question 2: "Or report Braemar to the S.E.C. with fabricated allegations?"

It appears that there may be undisclosed related party transactions between Braemar and/or Ashford, on the one hand, and *The Dallas Express*, on the other. This conduct may give rise to violations of the federal securities regulations. Our December 29, 2023 letter detailed concerns

about these potential violations. The Company has failed to substantively respond to these concerns, nor has it provided the basic information we requested concerning this issue. Considering the grave consequences of a securities violation, our clients, including in Blackwells' capacity as a shareholder of the Company, again demand the information they requested in our December 29, 2023 letter.

Question 3: “Or pursue alleged fiduciary claims against Braemar?”

In our clients' October 21, 2023 letter, they demanded that the Board investigate concerns related to breaches of fiduciary duties by its members. On January 9, 2024, our clients received a letter from Braemar, allegedly responding to this demand. The letter reveals that Braemar's Review Committee engaged Holland & Knight to perform the demanded investigation. Holland & Knight has a history of personal business with Mr. Bennett and, by association, the Company. We also understand that partners at Holland & Knight have performed work for Braemar and/or its affiliated entities in the past. Holland & Knight never contacted our clients regarding their concerns (including Mr. Bennett's appropriation of funds from hotel properties to his management company). Independent Directors of the Company could face personal liability if they continue to turn a blind eye to these issues. We demand that the Independent Directors promptly hire an independent and unaffiliated firm to conduct a full investigation, and we remind them of the personal liability they could face if they continue to not properly address these issues.

Question 4: “Or all three?”

We trust that you are capable of understanding that, under your client's watch, shareholders have suffered through an almost 90% loss in share value **owning hard assets with underlying value**, and because this dramatic under-performance is so unique in the marketplace, our clients must act on multiple fronts if shareholders are to salvage any value at all.

Nominations to the Board

As previously indicated, our clients will be initiating a campaign to replace members of the current Board. Our clients are aware of the Company's changes to its nomination process, and are examining the legality of those changes. Our clients reserve all rights in this regard.

Conclusion

As our clients have previously demanded—and for the reasons detailed in the December 29, 2023 letter and this letter—please immediately provide:

1. The nature of any relationship between Braemar and/or Ashford Inc., their Board of Directors, and their Executives (including their Chairmen) and *The Dallas Express*.
2. Any monetary relationship between Braemar and/or Ashford, their Board of Directors (and their spouses), and their Executives ((including their Chairmen) and their spouses) and *The Dallas Express*.
3. Any disclosure by Braemar and/or Ashford of the correspondence (including through counsel) between Mr. Aintabi and Blackwells Capital, on the one hand, and Braemar, on the other hand. This includes any disclosure by the members of the Board of Directors of either company or the Executives (including their Chairmen) of either company. Please include the nature, recipient, and date of the disclosure.
4. The report regarding findings of the investigation performed by Holland & Knight.
5. Confirmation that a proper investigation will be conducted by an independent law firm without delay.

Mr. Aintabi and Blackwells Capital expressly reserve all of their legal and equitable rights and remedies, and nothing contained in or omitted from this letter is or should be deemed to be a limitation, restriction, or waiver of any rights or remedies.

Thank you for your prompt attention to this matter.

Very truly yours,

/s/ *Elinor Sutton*

Elinor C. Sutton

From: Patti, Greg <Greg.Patti@cwt.com>
Sent: Wednesday, January 17, 2024 9:57:40 AM
To: Duffy, Chris <cduffy@velaw.com>
Subject: BHR Questionnaire

[EXTERNAL]

Chris:

Your client Blackwells requested Braemar's form of questionnaire by letter dated January 2, 2024. That questionnaire is attached. If you would please forward to your client, I would appreciate it.

Thank you.

gp

Gregory P. Patti, Jr.
Cadwalader, Wickersham & Taft LLP
200 Liberty Street, New York, NY 10281
Tel: +1 (212) 504-6780 | Fax: +1 (212) 504-6666
Greg.Patti@cwt.com | www.cadwalader.com

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From: Jason Aintabi [REDACTED]
Date: Wednesday, January 10, 2024 at 10:52
To: Dallas.Express.Staff@dallasexpress.com <Dallas.Express.Staff@dallasexpress.com>
Subject: Re: media request for comment

Monty how was the St Regis Aspen courtesy of your long suffering shareholders?! I hope you had some time to relax from all the hard work LOLLL

I was with someone from Dallas the other day and I asked if he knew you, he chuckled and said 'I know Monty..' and then he told me he also knew your father- I think his name is archi? You know what he said then Monty? He said archi was known to be the biggest thief in Dallas, and we laughed about how the apple doesn't fall far from the tree!

Why doesn't your rag write a story about archi the crook, just to switch things up a bit! You can even do your next podcast talking about how you inherited the qualities from poor archi who only had those things to give u!

On the bright side Monty, you and Sarah can go back to selling salsa when your career as a 'journalist with a pension for running hotels into the ground' finally comes to an end 😊

Jason Aintabi / Chief Investment Officer

Blackwells Capital
400 Park Avenue, 4th Floor
New York, NY 10022
Office +1 212 792 6096
[REDACTED]

~~From: Dallas.Express.Staff@dallasexpress.com <Dallas.Express.Staff@dallasexpress.com>~~
~~Date: Monday, December 4, 2023 at 13:57~~
~~To: Jason Aintabi [REDACTED]~~
~~Subject: media request for comment~~

You don't often get email from dallas.express.staff@dallasexpress.com. [Learn why this is important](#)

Mr. Jason Aintabi,

Documents obtained by Dallas Express show that you filed a lawsuit against Chesapeake Hospitality, claiming the organization was using company money to investigate his personal affairs. In the filing, you pointed to an incident where a Chesapeake employee said they witnessed you behaving unprofessionally by taking alcohol shots from the cleavage of a woman in a Chesapeake hotel in Connecticut back in either 2013 or 2014. You claimed that the employee relayed the incident to other people working for Chesapeake and that it caused your personal and professional reputations to suffer. Chesapeake had a management contract with Jesta, as we understand it. Why did you sue the company over such a minor transgression? Was it as a form of retribution? Do you have any other comment on the matter? We have a deadline of 6 p.m. CT tonight.

Sincerely, Dallas Express Staff



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Vinson & Elkins LLP
The Grace Building
1114 Avenue of the Americas, 32nd Floor
New York, NY 10036-7708
Attention: Christopher E. Duffy

January 9, 2024

Mr. Duffy:

We are writing to respond to your demand letter addressed to Alex Rose, the Executive Vice President, General Counsel and Secretary of Braemar Hotels & Resorts Inc. (the “Company”), dated October 21, 2023, which you indicated was written on behalf of Blackwells Capital LLC (“Blackwells”). As you know, Mr. Rose acknowledged receipt of your letter on October 26, 2023, and indicated that the Company would respond in due course.

Since receipt of your letter, the Company has undertaken a formal deliberative process to investigate and consider the demands made in your letter in order to determine if the Company should bring claims against the directors of the Company for breach of fiduciary duty as alleged in your letter, or take the other actions demanded in your letter. We, Kenneth H. Fearn, Jr. and Rebeca Odino-Johnson, are the independent members of the review committee (“Review Committee”) of the board of directors (“Board”) of the Company that was formed for that purpose. We have deep experience as investors and business operators, including in Mr. Fearn’s case with a particular focus on real estate and hospitality businesses. We are writing to describe for you some of the steps we have taken to consider the allegations in your letter and the Board’s conclusions with respect to these matters.

Specifically, as Mr. Rose previously indicated, your letter was promptly shared upon receipt with the Board. The Board promptly formed and empowered the Review Committee to review the demands made in your letter and make a recommendation to the Board with respect to how to respond, specifically authorizing the Review Committee to (1) investigate, review and analyze the facts and circumstances that are the subject of your letter, as well as any additional facts and circumstances that may arise from your letter, (2) consider and recommend to the Board whether or not the prosecution of any claims implied or asserted in your letter, or any other claims related to the facts and circumstances described in your letter, is in the best interests of the Company and its shareholders, and (3) further consider and recommend whether and, if so, what action should be taken on behalf of the Company with respect to your letter. The Review Committee was empowered, among other things, to engage legal counsel and other advisors in its discretion.

Shortly after a meeting of the Review Committee on November 14, 2023, the Review Committee engaged Holland & Knight, a nationally-recognized law firm, to advise the Review Committee with respect to various matters relating to the advisory agreement between the Company, Ashford Inc., and Ashford Inc.’s operating company Ashford Hospitality Advisors LLC. The Review Committee was also



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assisted by BofA Securities, Inc. (“BofA Securities”), a financial advisory firm, with respect to benchmarking and analyzing the performance of the Company, as further described below.

Advisory Agreement Matters

At a meeting on November 22, 2023, the Review Committee instructed Holland & Knight to provide (i) a summary of the key terms of the advisory agreement, (ii) Holland & Knight’s view regarding enforceability of the advisory agreement under Texas law, (iii) a summary of the advisory agreement termination provisions, (iv) a summary of the implications of terminating the advisory agreement under certain circumstances, including when payment of a termination fee would be required, and (v) Holland & Knight’s legal recommendations regarding the Company’s alternatives under the advisory agreement.

Pursuant to these instructions, Holland & Knight, among other things, reviewed the terms of the advisory agreement and relevant considerations of Texas law, in consideration of the demand expressed in your letter that the Company terminate the advisory agreement. After its review, on December 1, 2023, Holland & Knight delivered a presentation to the Review Committee and provided the Review Committee with legal advice on the legal and binding nature of the agreement under Texas law, and on the application of the termination provisions in the agreement. With assistance from counsel, the Review Committee made a determination that the advisory agreement is a binding agreement that is enforceable according to its terms. The Review Committee further determined, with assistance from counsel, that none of the circumstances for termination under section 12.3 of the advisory agreement exist. The letter sent on behalf of Blackwells suggests that the Company should pursue termination of the advisory agreement “for cause,” without specifying the alleged grounds for termination. The Review Committee further determined, with the assistance of counsel, that any purported termination of the advisory agreement by the Company without a proper basis would likely be considered a repudiation that would subject the Company to payment of a Termination Fee, thereby causing harm to the Company and its shareholders.

In considering the terms of the advisory agreement, the Review Committee further reviewed the history of the execution and amendment of the advisory agreement. In particular, the Review Committee noted that the advisory agreement was originally entered into between Ashford Hospitality Trust, Inc. (“AHT”) and Ashford Hospitality Prime, Inc. (which later changed its name to Braemar Hotels & Resorts Inc.), in connection with AHT spinning off its high RevPAR full-service and urban select-service hotels and resorts business (then known as Ashford Hospitality Prime) to its shareholders. The Review Committee further noted that, like any agreement, the terms of that advisory agreement contained various provisions, some of which were relatively more favorable to one party and some of which were relatively more favorable to the other party – but that then-shareholders of AHT were on both sides of the terms of the advisory agreement in accordance with the nature of the spin-off.



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The Review Committee further noted that the terms of the Fourth Amended and Restated Advisory Agreement, which contains the material terms of the current advisory agreement, (i) was negotiated on the Company's behalf by a special committee of the Board comprised solely of independent directors and (ii) did not become effective until the shareholders of the Company had approved the terms thereof at the Company's 2017 annual meeting of shareholders. The proxy statement for that meeting disclosed the terms of the amended advisory agreement and reasons for entering into the terms thereof.¹ The Review Committee noted that over 95% of the shares voted approved the terms of the advisory agreement.²

Performance and Management Matters

Since early 2017, the management team, with the endorsement of the Board, has been executing on a specific strategy to enhance shareholder value and maximize share price. The strategy initially adopted included various components, including (i) pursuing a focused portfolio by pivoting to the ownership of primarily luxury hotels, (ii) increasing the common dividend, (iii) implementing a deleveraging strategy to focus on 45% net debt to gross assets (which was subsequently revised to 35%), and (iv) instituting specific liquidity metrics to protect the Company in the event of a severe downturn. In implementing this strategy, the Company proceeded to sell two non-core properties, upbrand two properties and acquired seven more luxury hotels. Along the way, the Company raised accretively priced capital in various forms, while successfully navigating the COVID-19 crisis without needing to raise rescue capital or losing any assets to foreclosure.

In order to assess the effectiveness of management's efforts, the Review Committee was assisted by BofA Securities. At a meeting on December 13, 2023, BofA Securities made a presentation to the Review Committee with respect to various matters relating to the performance and management of the Company, including an analysis of the Company's (i) historic performance within the REIT sector, (ii) operational metric performance, (iii) asset acquisition performance, and (iv) liability management activities. After its review, BofA Securities concluded and advised the Review Committee that in terms of operational metrics, asset acquisition matters and liability management matters (as described below), the Company is being managed at least as well as or better than many of its peers. A summary of BofA Securities' analysis is set forth below.

REIT Sector

In its presentation, BofA Securities noted that lodging REITs as a sector have underperformed most other REIT sectors during the last five years. BofA Securities provided information showing that as a whole, the lodging REITs have experienced negative FFO/share growth over the past five years and that the Green Street implied capitalization rates for the sector have increased more than most other REIT

¹ Proxy Statement on Schedule 14A filed by Ashford Hospitality Prime, Inc. on April 28, 2017.

² Current Report on Form 8-K filed by Ashford Hospitality Prime, Inc. on June 15, 2017.



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sectors since the Great Financial Crisis. BofA Securities further explained that REITs with small equity market capitalizations have, as a group, delivered negative price performance over the past five years. BofA Securities reviewed the TEV/Current NTM EBITDA multiples for the eight publicly-traded full-service lodging REITs³ and pointed out that in each case, the respective companies currently trade below their respective historical TEV/NTM EBITDA averages over the last five years. As part of this discussion, BofA Securities also noted that the Company is closer to its five-year average trading multiple than any other full-service lodging REIT in the analysis.

Operational Metrics

BofA Securities calculated numerous operational metrics for each of the eight publicly-traded full-service lodging REITs. Among the metrics benchmarked were hotel EBITDA margin and hotel EBITDA/key over four different periods. BofA Securities noted that the Company had above-average hotel EBITDA margins during three of the periods, and above-average hotel EBITDA/key in each of the three most recent periods. BofA Securities further advised the Review Committee that the amount by which the Company's hotel EBITDA/key exceeds the competitive set average increased sequentially for the three periods.

BofA Securities also presented benchmarking information on RevPAR and total RevPAR for four different periods. The Company exceeded the competitive set average for each period, and BofA Securities noted that the amount above the respective averages increased sequentially. The total RevPAR information showed that during the initial period the Company's total RevPAR fell below the average, but exceeded the average for the remaining three periods. BofA Securities furthermore described that during the most recent three periods, the amount by which the Company's total RevPAR exceeded the competitive set average grew sequentially. As part of the benchmarking analysis, BofA Securities also reviewed comparisons of the RevPAR and total RevPAR FY2022 compared to the respective data from three earlier periods. In each case, the percentage increase delivered by the Company was the largest percentage increase within the group of full-service lodging REITs.

BofA Securities also presented benchmarking information on the two component parts of RevPAR, ADR and occupancy. The Company had the highest or second highest ADR during each of the four periods. Even with the high ADR, the Company delivered occupancy within 1% of the industry average during each of the periods. BofA Securities also presented to the Review Committee a comparison of the corporate EBITDA yields on gross assets among the eight publicly-traded full-service REITs, and noted that the Company's yield was above the competitive set average. BofA Securities also noted that the various Company hotels have outperformed in most of their respective sub-markets, with an average portfolio RevPAR index of 121 for the full year 2022.

³ Ryman Hospitality Properties, Inc., Pebblebrook Hotel Trust, Sunstone Hotel Investors, Inc., DiamondRock Hospitality Company, Xenia Hotels & Resorts, Inc., Host Hotels & Resorts, Inc., Park Hotels & Resorts Inc., and the Company.



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Asset Acquisition Matters

As part of the presentation, BofA Securities compared the asset acquisition activity undertaken by each of the eight publicly-traded full-service lodging REITs since 2019. It was shown that each of the REITs acquired at least one property during the five year period. The number of properties acquired by the Company since 2019 and the aggregate purchase price paid places the Company in the middle of the peer set. Measured as a percentage of the Company's total enterprise value as of December 31, 2018, the Company's acquisitions aggregate to more than a 50% increase from the marking date. BofA Securities noted that on a percentage basis, no other full-service lodging REIT was nearly as acquisitive.

BofA Securities also described that the Company has a long history of making acquisitions that deliver attractive yields on cost. Since 2014, the Company acquired 11 properties for a total purchase price of \$1.4 billion. On a trailing twelve month basis as of June 30, the yield on cost is 9.4%. BofA Securities noted that the Company publicly reports TTM yield on cost for each of its acquisitions, which the other REITs in the competitive set do not fully disclose.

Liability Management Matters

BofA Securities also commented on the Company's liability management activities. BofA Securities explained that the Company's existing mortgage loans in aggregate have a mark-to-market value below their book value. This means that the mortgage loans are on terms more attractive than would be available in current market conditions.

BofA Securities also described that since year end 2019, the Company deleveraged its balance sheet more than any other publicly-traded full-service lodging REIT as measured by net debt to total enterprise value. BofA Securities noted that the non-traded preferred equity issuances the Company has undertaken beginning in 2021 replaced term debt with a perpetual instrument and that the preferred securities also provide the Company with the flexibility of redemption with cash or common stock. BofA Securities also explained that Braemar's balance sheet had liquidity of \$150 million in cash as of the third quarter of this year. Based upon the BofA Securities review, the Review Committee believes the objectives set in action by management, under the direction of the Board, have been well executed and to the benefit of the Company's shareholders.

Recommendation

In total, the Review Committee met five times between November 14, 2023 and December 21, 2023 to consider the above matters. After its review and consideration, among other things, of the presentations by Holland & Knight and BofA Securities, the Review Committee determined to recommend to the Board that the Company not pursue the derivative litigation demanded by your letter. The Board as a whole, which consists of a majority of disinterested and independent directors, met on January 9, 2024 to further consider the steps taken by the Review Committee and to consider the Review Committee's



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recommendation. As a result, at the meeting of the Board on January 9, 2024, the Board resolved to refuse Blackwells' demand to take the actions set forth in your October 21, 2023 letter.

The Company and the Board highly value the views and input of its shareholders. The Board and management are very committed to increasing value and improving stock price performance and are focused on developing additional strategies to drive that result. As the Company has previously disclosed, the Company believes that the underlying portfolio outlook is good and that a lower interest rate market should improve the bottom line. The Company would be pleased to meet with you in person to discuss the Company's business, its plans and future initiatives, all of which are aimed, as always, at increasing shareholder value.

Sincerely,

Kenneth H. Fearn, Jr., Chair and Member of the Review Committee
Rebeca Odino-Johnson, Member of the Review Committee

From: Brand, Richard <Richard.Brand@cwt.com>

Sent: Tuesday, January 2, 2024 3:26 PM

To: Cope, Greg <gcope@velaw.com>

Cc: Morales Barron, Francisco <fmorales@velaw.com>; Scieszinski, Austin <ascieszinski@velaw.com>; Dworkin, Emily <Emily.Dworkin@cwt.com>; Patti, Greg <Greg.Patti@cwt.com>

Subject: RE: BHR - Letter to Cadwalader

[EXTERNAL]

Greg,

Your December 22, 2023 letter on behalf of your client Blackwells Capital LLC has been shared with the board of Braemar Hotels & Resorts.

As I communicated on December 6th in response to your client's December 1, 2023 non-binding proposal, the board requires responses to a number of straightforward questions regarding your client's ability to complete its proposed transaction, including evidence regarding its ability to obtain fully-committed financing for all necessary funds. Your client should not be offended by these customary requests, particularly in light of the fact that your client appears to have never completed the acquisition of any public company.

The board remains firmly committed to doing what is in the best interests of the company and its stockholders. In order for the board to properly analyze and consider your client's non-binding proposal, we reiterate the request for responses to the questions presented in our December 6 correspondence to your law firm. Your letter responds to none of those basic questions. Based on the information provided to date, the board does not view your client's proposal as actionable.

Thank you,

Richard

Richard Brand

Partner

Cadwalader, Wickersham & Taft LLP

200 Liberty Street, New York, NY 10281

Tel: +1 (212) 504-5757 | Fax: +1 (212) 504-6666

Richard.Brand@cwt.com | www.cadwalader.com

From: Scieszinski, Austin <ascieszinski@velaw.com>
Sent: Friday, December 22, 2023 4:07 PM
To: Brand, Richard <Richard.Brand@cwt.com>; Dworkin, Emily <Emily.Dworkin@cwt.com>
Cc: Cope, Greg <gcope@velaw.com>; Morales Barron, Francisco <fmorales@velaw.com>
Subject: BHR - Letter to Cadwalader

Caution: This email originated from outside of CWT. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Richard,

Attached please find a response to your letter dated December 6, 2023.

Thank you,
Austin

Austin Scieszinski
Associate

E ascieszinski@velaw.com
W +1.202.639.6761
2200 Pennsylvania Avenue NW
Suite 500 West
Washington, DC 20037
[vcard](#) | [Bio](#) | velaw.com

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BLACKWELLS CAPITAL

January 2nd, 2024

VIA EMAIL AND FEDERAL EXPRESS

Braemar Hotels & Resorts Inc.
14185 Dallas Parkway, Suite 1200
Dallas, Texas 75254
Attn: Alex Rose, Executive Vice President, General Counsel and Secretary
[REDACTED]

Re: **Request for Form of Written Questionnaire**

Dear Mr. Rose:

I write to you on behalf of Blackwells Capital LLC, a stockholder of Braemar Hotels & Resorts Inc., a Maryland corporation (the "**Company**"), to request that the Company provide an electronic copy of the form of written questionnaire, as referenced in Article I, Section 11 (a)(4)(ii) of the Company's Fourth Amended and Restated Bylaws, as amended (the "**Bylaws**"), and any other exhibits, forms, agreements or other materials within the Company's possession that the Company believes its Articles of Amendment and Restatement, as amended and supplemented, and/or the Bylaws require to be completed by stockholders in connection with the submission of any notice of qualifying stockholder nominations or proposals pursuant to Article I, Section 11 of the Bylaws.

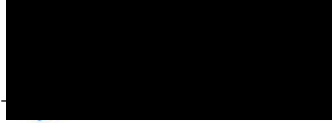
We request that you send these materials over as soon as possible.

Please note that by submitting this written request we are not admitting that any such purported procedures for notice concerning the submission of proposals or nomination of directors to the Company's Board of Directors are legal, valid or binding, and we reserve the right to challenge their validity.

* * * * *

Regards,

BLACKWELLS CAPITAL LLC



Title: Managing Partner

WRITER'S DIRECT DIAL NO.
(469) 902-3611

WRITER'S EMAIL ADDRESS
elinorsutton@quinnemanuel.com

December 28, 2023

Via E-Mail and Overnight Delivery

Richard Brand
Cadwalader, Wickersham, & Taft LLP
200 Liberty Street
New York, NY 10281
richard.brand@cwt.com

Re: Braemar Hotels & Resorts

Dear Richard:

We represent Jason Aintabi and Blackwells Capital. Concerns have come to our attention regarding potential violations of the federal securities laws by Braemar Hotels & Resorts (“Braemar”) related to articles published in *The Dallas Express* concerning Mr. Aintabi and Blackwells Capital.

Background

The Dallas Express is controlled and published by Monty Bennett, who also sits as a Board Member of the publication. The publication appears to operate as a mouthpiece for both Mr. Bennett and Braemar, with Mr. Bennett having the ability to significantly influence the management and/or operating policies of *The Dallas Express*, as well as its content. Further, Mr. Bennett’s wife, Sarah Zubiate-Bennett, also serves as a Co-Founder and Board Member of *The Dallas Express*, and based on a review of the publication’s website, regularly contributes content to the publication.

On November 1, 2023, *The Dallas Express* published an article titled “Vinson & Elkins Helps New York Activist Investor Invade Texas.” Mr. Aintabi and Blackwells Capital have not publicly disclosed the letter at issue in that article. It therefore appears that disclosure of the letter to *The Dallas Express* can ultimately be traced back to Braemar, and perhaps Mr. Bennett himself. Mr. Bennett was undoubtedly aware of the disclosure of the letter, as he provided direct quotes to *The Dallas Express* for the November 1 article.

Beyond the November 1, 2023 article, *The Dallas Express* has repeatedly attacked the reputation of Mr. Aintabi by spreading defamatory rumors and publishing hit pieces on Mr. Aintabi in the guise of news articles.

Federal Securities Regulations

Related Party Transactions: Because Mr. Bennett controls both Braemar and/or Ashford Inc. (“Ashford”), on the one hand, and *The Dallas Express*, on the other, it appears there may be undisclosed related party transactions between Braemar and/or Ashford, on the one hand, and *The Dallas Express*, on the other. Insofar as *The Dallas Express* functions as an undisclosed public relations arm of Braemar, this conduct could give rise to potential violations of the federal securities regulations. Therefore, to the extent that Mr. Bennett, Braemar, and/or Ashford provide compensation or things of value (including charitable donations, loans, fundraising fees, etc.) to *The Dallas Express*, and as a result may exercise control or influence over the content of the publication and/or provide exclusive interviews or comment as part of the content of the publication, this conduct may establish unrelated party transactions which could constitute violations of the federal securities regulations.

Indeed, *The Dallas Express's* own website suggests that such a relationship exists. It states in relevant part:

The publisher of The Dallas Express has significant business interests in the hospitality industry, including serving as the chairman of three public companies. From time to time we may publish articles related to hotels, online travel agencies, vacation rental properties, booking agents, and other associated topics. Know that our publisher may have a financial interest or could benefit by reporting these topics in a certain way or at all. This is a standing disclosure and will not be additionally disclosed at the bottom of these hotel industry related articles.

Thus, *The Dallas Express* itself recognizes that the content of the information it publishes could benefit Braemar, Ashford, and/or Mr. Bennett in a manner that would violate federal securities regulations if not properly disclosed to investors.

Failure to Disclose Material Information to Investors: Upon receipt of the correspondence from Mr. Aintabi and Blackwells Capital, Braemar was required to publicize the information in that correspondence in a manner that complies with the federal securities laws if it viewed the information as material. No such disclosure was made. Yet, Braemar and/or Mr. Bennett believed that the information was material enough to disclose it to *The Dallas Express*, in an apparently clandestine manner, and grant an exclusive interview by the Chairman to the publication. Publicizing the information in this way does not comport with Braemar’s disclosure obligations under the federal securities laws. This inconsistent approach to disclosure obligations, which has existed for two months, may be of concern to a reasonable investor, or potential investor, in Braemar.

To better understand the nature of these potential violations of the federal securities regulations, and in Blackwells Capitals' role as a shareholder of Braemar, Mr. Aintabi and Blackwells Capital request that you immediately disclose:

1. The nature of any relationship between Braemar and/or Ashford Inc., their Board of Directors, and their Executives (including their Chairmen) and *The Dallas Express*
2. Any monetary relationship between Braemar and/or Ashford, their Board of Directors (and their spouses), and their Executives ((including their Chairmen) and their spouses) and *The Dallas Express*
3. Any disclosure by Braemar and/or Ashford of the correspondence (including through counsel) between Mr. Aintabi and Blackwells Capital, on the one hand, and Braemar, on the other hand. This includes any disclosure by the members of the Board of Directors of either company or the Executives (including their Chairmen) of either company. Please include the nature, recipient, and date of the disclosure.

Conclusion

If we do not hear from you by Friday, January 5, 2024, we will understand that court intervention will be necessary to resolve this matter. Mr. Aintabi and Blackwells Capital expressly reserve all of their legal and equitable rights and remedies, and nothing contained in or omitted from this letter is or should be deemed to be a limitation, restriction, or waiver of any rights or remedies.

Thank you for your prompt attention to this matter.

Very truly yours,

/s/ Elinor Sutton

Elinor C. Sutton

WRITER'S DIRECT DIAL NO.
(469) 902-3600

WRITER'S EMAIL ADDRESS
elinorsutton@quinnemanuel.com

December 27, 2023

By Email and Overnight Delivery

Dallas Express
14185 Dallas Pkwy, Suite 770
Dallas, TX 75254
469-210-8445
news@dallasexpress.org

RE: *Dallas Express*' Articles Concerning Jason Aintabi

Dear Sir or Madam:

We represent Jason Aintabi and Blackwells Capital. It has come to our attention that *Dallas Express* has made defamatory statements about Mr. Aintabi, a respected activist investor within the public securities space. The articles published by *Dallas Express* not only raise defamation concerns but also concerns regarding potential violations of the federal securities laws.

Defamation

Dallas Express' has repeatedly attacked the reputation of Mr. Aintabi by spreading defamatory rumors and publishing hit pieces on Mr. Aintabi in the guise of news articles. For example, on December 5, 2023, *Dallas Express* asserted that Mr. Aintabi had drafted a letter to Braemar Hotels & Resorts ("Braemar") that "contained multiple unsupported claims." The article also made the statement that Mr. Aintabi had previously filed a lawsuit against an unrelated entity in which "he made a number of unsubstantiated claims after he was accused of inappropriate behavior." The article provides no factual basis—and we are aware of none—for such statements. There has been no finding that the letter that Mr. Aintabi sent to Braemar contains unsupported claims. As to the lawsuit, nothing in court records indicates that the court found those claims to be unsubstantiated, either.

On December 8, 2023, *Dallas Express* wrote that Mr. Aintabi and his company Blackwells Capital have "also seemingly been known to engage in what could be described as retaliatory litigation." The article provides no factual basis, and we are aware of none, for such a statement.

Continuing this pattern, *Dallas Express* published an article on December 17, 2023, the title of which stated that Aintabi “Has History of Petty Lawsuits.” The article continues by stating that “[m]ore evidence of seemingly retaliatory litigation by ‘activist’ investor Jason Aintabi has recently surfaced.” The article, however, discusses only one lawsuit which according to the article itself was dismissed for jurisdictional reasons, not for any alleged finding of “retaliation.”

The language wielded by *Dallas Express* in these articles demonstrates that the paper acted with actual malice—particularly because *Dallas Express* is published by Monty J. Bennett, Chairman and CEO of Braemar. *Dallas Express*’ use of words such as “apparent” and “seemingly” does not resolve this issue, but rather suggests the paper knew of the falsity of the aforementioned statements.

As a result of your actions, you are potentially liable for defamation in violation of applicable law.

Therefore Mr. Aintabi demands that *Dallas Express*:

1. Immediately cease and desist from further unlawfully defaming Mr. Aintabi, and
2. Immediately retract the defamatory statements described in the same manner and medium as your original publication or in a manner and medium that reaches substantially the same audience as the original publication.

Should *Dallas Express* not comply with the demands above, Mr. Aintabi will promptly take action to protect his rights.

Federal Securities Laws

The *Dallas Express* is owned and published by Mr. Bennett and appears to be operating as a mouthpiece for both Mr. Bennett and Braemar. You have acknowledged as much pursuant to your Conflict Disclosure Policy. Thus, more than publishing defamatory and disparaging statements regarding Mr. Aintabi, insofar as the *Dallas Express* functions as an undisclosed public relations arm of Braemar, this conduct—including by participating in the dissemination of false and misleading information to Braemar investors and the market by Braemar and Mr. Bennett—could give rise to potential violations of the federal securities laws.

Similarly, we note that a November 1, 2023, article published by *Dallas Express* discusses communications between Braemar and Blackwells Capital. Please immediately disclose how *Dallas Express* came to be in possession of those communications.

Preservation of Documents

Dallas Express is now on notice of potential litigation and must take all necessary steps to preserve and not destroy, conceal, or alter any and all communications and documents relevant to this matter, including, for example and without limitation, emails, text and self-destructing

messages, social media posts, posts on online review platforms, voicemails, records, files, and other data, wherever located and regardless of the format or media. Purposeful destruction of such evidence could result in penalties, including legal sanctions.

Conclusion

If we do not hear from you by Thursday, January 4, 2024, we will understand that court intervention will be necessary to resolve this matter. Mr. Aintabi expressly reserves all of his legal and equitable rights and remedies, including the right to recover monetary damages, and nothing contained in or omitted from this letter is or should be deemed to be a limitation, restriction, or waiver of any of Mr. Aintabi's rights or remedies.

Thank you for your prompt attention to this matter.

Very truly yours,

/s/ Elinor Sutton

Elinor Sutton

cc: Board of Directors of Braemar Hotels & Resorts

through

Richard Brand
Cadwalader, Wickersham, & Taft LLP
200 Liberty Street
New York, NY 10281
212-504-5757
richard.brand@cwt.com

Vinson&Elkins

Greg Cope gcope@velaw.com
Tel +1.202.639.6526 Fax +1.202.879.8916

December 22, 2023

Richard M. Brand
Cadwalader, Wickersham & Taft LLP
200 Liberty Street
New York, NY 10281

VIA FEDERAL EXPRESS AND EMAIL

Mr. Brand:

Francisco Morales Barrón and I are advising Blackwells Capital LLC (“Blackwells”) with respect to Blackwells’ preliminary proposal for the negotiated acquisition (the “Transaction”) of Braemar Hotels & Resorts (the “Company”). We received your letter, dated December 6, 2023, in response to Mr. Aintabi’s cover letter and bid letter (the “Bid Letter”), each dated December 1, 2023, sent on behalf of Blackwells and addressed to the Company’s board of directors (the “Board”). Your letter requests additional information to assist the Board in their consideration of the Bid Letter and the Transaction proposed therein. Blackwells is pleased to provide some initial information for such purposes and has asked us to respond to your letter on their behalf.

Your letter requests additional information and evidence regarding Blackwells’ financing sources for the Transaction and Blackwells’ beliefs regarding Ashford’s termination fee in connection with the Transaction. As noted in the Bid Letter, Blackwells would finance the Transaction with a combination of debt and equity from internal and external sources, and closing would not be subject to a financing condition or contingency.

Blackwells would be happy to provide additional confidential information regarding Blackwells’ financing sources and thoughts regarding the termination fee owed to Ashford Inc. in connection with the Transaction after Blackwells receives confirmation that the Board is interested in engaging in a discussion regarding Blackwells’ proposal, as set forth in the Bid Letter, to acquire 100% of the outstanding equity interests in the Company for \$4.50 per share in cash, subject to the terms set forth in the Bid Letter.

Blackwells looks forward to working collaboratively with the Board and its advisors to advance its proposed Transaction.

Please contact me or have your client contact Jason Aintabi at Blackwells at your earliest convenience to discuss next steps.

Sincerely,



Greg Epp

A handwritten signature in blue ink, appearing to be 'Greg Epp', written over the typed name.

December 6, 2023

Via Federal Express and Email

Jason Aintabi
Blackwells Capital
400 Park Avenue, 4th Floor
New York, NY 10022

Mr. Aintabi:

We are in receipt of your second letter, dated December 1, 2023, addressed to the Braemar Hotels & Resorts (the “Company”) board of directors. We have shared your second letter, like your first letter dated October 21, 2023, with the Company’s board for its consideration.

In your first letter, you presented yourself as acting on behalf of all shareholders and demanded that the board investigate alleged breaches of fiduciary duties by its own members. The board, in response, is expending significant effort to conduct an appropriate review of your allegations in accordance with Maryland law. In your second letter, you present yourself as acting in your own interest, by making a proposal to acquire the entire Company and requesting that the Company enter into exclusivity with Blackwells (which would not appear to be the interests of all shareholders as your first letter was purporting).

Prior to the board and management expending further time, effort and resources to consider your most recent communication, we ask you to answer some threshold questions in order to appropriately assess the credibility of your interest. The board takes its role as fiduciaries seriously as one would expect, but we would like to make sure that the board is not being asked to divert its attention to a proposal that may have no more than a modest chance of success. We think this is particularly important in light of the Company’s limited resources and the work already being undertaken in response to your first letter, as well as the concern expressed by the Company’s advisors that Blackwells would have difficulty securing strong third party committed financing in the current lodging market environment.

Accordingly, and in order to assist the board in further assessing the credibility of your interest, we invite you to provide further information to the board by answering the following questions and/or otherwise providing relevant information:

Shareholder Commitment: Amount Invested in the Company

1. In your first letter, you indicate that you own “an aggregate of 100 shares of common stock”, which would have an aggregate market value as of December 4, 2023 of \$234. Please disclose your aggregate beneficial ownership interest in the Company as of a recent date, including any derivative interests.

Acquisition Experience

2. Has Blackwells ever consummated the acquisition of a public company?
3. Has Blackwells ever consummated the acquisition of a lodging company?
4. Has Blackwells ever consummated the acquisition of a company?

Financing

5. We note that you “expect to finance a transaction with a combination of debt and equity” (including, with respect to equity, funding from “Blackwells’ internal resources, as well as LP commitments”). In this regard:

- a. Please provide any highly interested letters, highly confident letters or other commitment letters for the debt that Blackwells proposes to utilize.
- b. Please provide reasonably satisfactory evidence of Blackwells’ internal resources that you reference, including, for example, bank statements and/or LP commitments.
- c. Please provide further information with respect to your proposed equity funding – e.g., identify the providers; have their internal approvals been obtained; and any other information to help the board understand the nature and strength of your proposed equity funding.
- d. Please provide additional information with respect to the identity and domicile of any offshore financing sources in order for the board to assess if such financing sources would pose any potential political, national security or regulatory risk.
- e. Please provide any other information about your financing sources that can help the board assess Blackwells’ ability to consummate its proposal.

Termination Fee

6. Please provide support for your statement that “there is legal basis for Mr. Bennett and Ashford, Inc. to receive no termination fee on account of Ashford Inc.’s performance.” The board is particularly interested in understanding if your counsel, who you have identified as Vinson & Elkins LLP, has provided written or other legal advice to this effect.

Advisors

7. Please identify your financial advisors, accounting firm, and other advisors you have engaged to assist you with your proposal.

8. Please identify which member of the firm of Vinson & Elkins with experience in negotiated acquisitions is the partner-in-charge of the Blackwells representation. We note, in particular, that your first letter was signed on Blackwells Capital LLC's behalf by Christopher Duffy, who appears to be a partner in the "Shareholder Litigation and Enforcement" department and who focuses his practice on "complex commercial trials, arbitrations, appeals, pre-litigation disputes, and government investigations", and your second letter was delivered via email by Austin Scieszinski, who appears to be an associate of the firm, with no other V&E personnel visibly copied.

We look forward to your response.

Very truly yours,

/s/ Richard M. Brand

Richard M. Brand



December 1, 2023

Board of Directors (the “Board”)
Braemar Hotels & Resorts Inc.
14185 Dallas Parkway
Suite 2000
Dallas, TX 75254
Attention: Monty J. Bennett, Chairman of the Board

Dear Members of the Board,

I write on behalf of Blackwells Capital LLC (“*Blackwells*”), an investment manager that owns shares of common stock of Braemar Hotels & Resorts Inc. (NYSE: BHR, BHR-PB, BHR-PD) (the “*Company*”).

Blackwells believes that rarely in the public markets does there exist such a mismanaged company in which so much stockholder value is continuously destroyed. The Company’s external management agreement, which has allowed exorbitant resources to be diverted away from the Company and its stockholders to its external managers, Ashford Inc. and its subsidiary, Ashford Hospitality Advisors LLC, and Monty J. Bennett (Chairman of the Board, as well as Chief Executive Officer and Chairman of the board of directors of Ashford Inc.), shamefully perverts the entire ethos of commercial agreements.

Despite our growing dissatisfaction with the Company and its leadership due to the grotesque value destruction that the Board has presided over for so many years, there does not need to be a long and distracting proxy fight or protracted litigation. After having analyzed publicly available information about the Company comprehensively, Blackwells believes that the Company possesses attractive assets and is pleased to present a proposal that it believes can unlock value for all stockholders of the Company. Please see the enclosed letter.

Sincerely,



Jason Aintabi



December 1, 2023

Board of Directors (the “Board”)
Braemar Hotels & Resorts Inc.
14185 Dallas Parkway
Suite 2000
Dallas, TX 75254
Attention: Monty J. Bennett, Chairman of the Board

RE: Proposal for Acquisition of Braemar

Dear Members of the Board:

It is my pleasure on behalf of Blackwells Capital LLC (“**Blackwells**” or “**we**”) to submit this preliminary proposal for the negotiated acquisition of Braemar Hotels & Resorts Inc. (the “**Company**” or “**you**”) by Blackwells (the “**Transaction**”).

Blackwells proposes to acquire 100% of the outstanding equity interests in the Company for \$4.50 per share in cash, subject to the terms set forth below (the “**Proposal**”). The Transaction will provide your stockholders with a substantial premium to recent trading prices of the stock and an attractive value for their shares. Our Proposal provides stockholders with compelling value, low execution risk and a quick timeline to closing.

We believe the consummation of this transaction provides an opportunity for shareholders to realize immediate value, and we urge the Board and, in particular, the independent directors to strongly consider our Proposal.

Proposal

Value: Blackwells proposes an all-cash acquisition of 100% of the outstanding shares of the Company for \$4.50 per share, reflecting a 114.3% premium to the Company’s share price of \$2.10 prior to our offer and a premium of 135.6% to the then 52-week low of \$1.91. Notably, the proposed price exceeds the unaffected 1-month, 3-month, and 6-month VWAPs by 84.0%, 75.9%, and 51.6%, respectively.¹

¹ Market data as of 11/30/2023.

Financing: We would expect to finance the Transaction with a combination of debt and equity. Blackwells' internal resources, as well as LP commitments, conditioned on completion of satisfactory diligence investigations, will fund the equity portion of the Transaction. Closing would be subject only to customary closing conditions for a transaction of this nature with no financing condition or contingency.

Below please find our expected sources and uses to finance the Transaction:^{2, 3}

Sources & Uses		
(\$ in millions)		
<i>Uses of Funds</i>	\$	%
Purchase of Equity	\$391	17.2%
Refinanced Debt	1,101	48.5%
Refinanced Preferred	575	25.3%
External Management Termination Fee	35	1.5%
Buyout Park Minority Interest	69	3.1%
Transaction Costs	97	4.3%
Total	\$2,268	100.0%
<i>Sources of Funds</i>	\$	%
Sponsor Equity	\$550	24.3%
New Debt	1,600	70.5%
Cash from Balance Sheet	118	5.2%
Total	\$2,268	100.0%

Due Diligence: Our Proposal is subject to standard confirmatory diligence. Given our industry experience and the substantial preparatory work we have done, we can proceed expeditiously with the requisite due diligence and simultaneously negotiate a definitive agreement. Our work would include customary property-level diligence, financial diligence, and confirmatory legal, accounting and tax reviews. We have engaged Vinson & Elkins LLP as our legal advisor in connection with the Proposal and are prepared to enter into a confidentiality agreement to facilitate these reviews. Given our and our advisors' experience with transactions of this type, we expect to be able to complete the required due diligence and enter into definitive documentation within 45 days. A preliminary

² Balance sheet data as of 9/30/2023.

³ Note: We have calculated that the contractual termination fee to Ashford Inc. is approximately \$203 million; however, we believe there is legal basis for Mr. Bennett and Ashford, Inc. to receive no termination fee on account of Ashford Inc.'s performance. As such, we propose a \$35 million termination fee as part of the Transaction.

Members of the Board
December 1, 2023

copy of our due diligence request list is attached as Appendix I to this letter. We are eager to commence work, and our team is available immediately.

Closing Conditions: The consummation of the Transaction will be subject to limited customary closing conditions for a public company transaction of this nature and will not be subject to a financing condition or contingency.

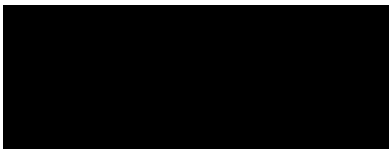
Exclusivity: We propose to enter into exclusive bilateral negotiations with you and work expeditiously to sign and announce the Transaction. We would expect the Transaction to provide for a customary “Go-Shop” period. A copy of our proposed exclusivity agreement is attached as Appendix II to this letter.

Reviews and Approvals: This letter has been reviewed and approved by our investment committee.

This letter does not constitute a binding obligation or commitment of either party or its affiliates to proceed with any transaction. No such obligations will be imposed on either party or its affiliates unless and until a mutually acceptable definitive agreement is formally entered into by both parties.

We look forward to working collaboratively with the Board and its advisors to advance our Proposal. Please contact me at your earliest convenience to discuss next steps.

Sincerely,



Jason Aintabi
Chief Investment Officer, Blackwells Capital

cc: Richard J. Stockton, Chief Executive Officer and President

Appendix I

Due Diligence Request List

Set forth below is a general list of documents and information that Blackwells Capital LLC (“**Blackwells**” or “**we**”) would like to review relating to the preliminary proposal for the negotiated acquisition of Braemar Hotels & Resorts Inc. (the “**Company**”) by Blackwells (the “**Transaction**”). References to “subsidiaries” include, without limitation, any entity in which the Company holds or has held (as appropriate), directly or indirectly, an equity interest. This list is intended to be preliminary; therefore, as we proceed with our review, we may wish to review items in addition to those set forth below.

This priority column of the due diligence request list below includes a notation of 1, 2, or 3. A notation of 1 denotes items of the highest priority for delivery. All items included in this due diligence request list are necessary for our due diligence review, but the prompt delivery of items with the highest priority will allow us to proceed expeditiously with our due diligence review.

		Priority
I. GENERAL CORPORATE MATTERS		
a.	Organizational chart identifying all subsidiaries and their relationship to each other, including corporations, partnerships, limited liability companies, trusts and joint ventures and describing the federal income status of all such subsidiaries (e.g., real estate investment trust (“ REIT ”), partnership, qualified REIT subsidiary (“ QRS ”), disregarded entity, taxable REIT subsidiary (“ TRS ”), or C corporation). Please confirm that (i) all entities in which the Company owns a direct or indirect interest are shown on the structure chart and (ii) no partnerships, limited liability companies, or other noncorporate entities in which the Company owns a direct or indirect interest have elected to be taxed as corporations for federal income tax purposes. For other than wholly-owned subsidiaries, please indicate the jurisdiction of formation of each such entity and the percentage ownership by the Company.	1
b.	List of all states in which the Company and its subsidiaries owns properties or conducts business (indicating the location of such properties) or is otherwise required to be qualified to do business as a foreign entity, and the status of the foreign qualifications in each such state.	1
c.	Capitalization summary of the Company, including a list of all options and restricted stock proposed to be granted in the future pursuant to equity incentive plans maintained by the Company, all securities reserved for future issuance by the Company and all outstanding securities that are exchangeable, exercisable for, or convertible into, equity securities of the Company.	1
d.	Articles of incorporation, bylaws, certificates and agreements of limited partnership, certificates of formation, operating agreements and other similar organizational documents of the Company and its subsidiaries and all amendments or modifications thereto.	2

Members of the Board
December 1, 2023

		Priority
e.	Any information packages prepared for the Company's board of directors in the last two years.	2
f.	Certificates of good standing and foreign qualification of the Company and its subsidiaries.	2
g.	Minutes of meetings of, and all actions taken without a meeting by , partners, members, stockholders or other equity holders, the board of directors, board of managers, general partner, managing member or other similar governing entity or body with respect to the Company and its subsidiaries. Please include written consents to actions without a meeting and notices or waivers of notice.	3
II. SECURITY HOLDERS; PRIVATE PLACEMENTS		
a.	All agreements and documents relating to the sale or issuance of securities by the Company or its subsidiaries, including equity purchase agreements, contribution agreements, private placement documents, and other offering documents.	2
b.	State permits, notices of exemption and consents for issuance or transfer of the Company's securities or of any subsidiary and evidence of qualification or exemption under applicable blue sky laws, including any Form D filings.	2
c.	Any current trust agreements, proxies, voting agreements and other agreements affecting the voting, transfer or other rights of stockholders of the Company or its subsidiaries.	2
d.	Any agreements and other documentation relating to repurchases, redemptions, exchanges, conversions or similar transactions involving the Company's or its subsidiaries' securities.	2
e.	Any agreements among security holders of the Company or its subsidiaries and any waivers or consents by security holders thereof.	2
f.	Documentation describing any carried interest, promoted interest, profits interest, disposition fee or similar arrangement relating to the Company.	2
III. FINANCING MATERIALS		
a.	All documents and agreements currently in place evidencing or relating to outstanding borrowings of the Company, whether secured or unsecured (including indentures, mortgages, loan and credit agreements, letters of credit, guarantees and other material agreements), including a schedule of such borrowings, reflecting lenders' name, any guarantors, original and currently outstanding principal amounts, accrued interest and terms and collateral.	1
b.	Any letters of credit to which the Company is a party or by which any of them are bound.	1
c.	Any other material agreements between the Company and its creditors.	1
d.	Any interest rate caps, swaps, hedging agreement or similar instruments entered into by the Company.	1
e.	Detailed description of any default related to prior or current obligations of the Company that has occurred, may reasonably be claimed to have occurred or may occur as a result of the Transaction.	1

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f.	Schedules, reports or other computations as to compliance with covenants in any existing financing arrangements by the Company.	1
g.	Presentations given to creditors in connection with obtaining credit or prepared for potential lenders in connection with proposed financing by the Company; presentations to rating agencies and security analysts by the Company.	1
h.	All agreements of the Company relating to loans by the Company to, or guaranties of the obligations of, other entities or persons (including the Company's officers, employees, principals or members), including a schedule of such loans, reflecting obligor name, any guarantors, original and currently outstanding principal amounts, accrued interest and terms.	1
i.	All material intercompany loan agreements currently in place.	1
j.	Any other information or documents evidencing financing leases, sale and lease-back agreements or material indebtedness of the Company, including a schedule of and documents pertaining to any off-balance sheet liabilities or contingent liabilities.	1
k.	Any material correspondence between lenders (including entities committed to lend) and the Company.	1
IV. MANAGEMENT & EMPLOYEES OF THE COMPANY		
a.	Organizational charts by department and by legal entity.	1
b.	Number of employees by department and by functional area.	1
c.	Copies of all employment contracts (including indemnification, non-competition, severance, confidentiality and similar arrangements) currently in place or anticipated in the future.	1
d.	Governing documents for bonus plans, retirement plans, pension plans, deferred compensation plans, profit sharing and management incentive agreements (whether written or oral). All other employee compensation, benefit (e.g., life or health insurance) or similar plans (whether written or oral).	1
e.	Agreements for loans to, and any other agreements (including consulting and employment contracts) with, any "insider" (i.e., any member, partner, director, manager, officer or owner (and its directors and officers), of a substantial amount of the Company's securities), whether or not now outstanding, including (but not limited to) loans to purchase equity interests or consulting contracts.	1
f.	Description of any related transactions, including between the Company or its subsidiaries, on the one hand, and any "insider" of the Company or any associate of an "insider" or between or involving any two or more such "insiders," including any managers, officers, employees, their relatives, any entities controlled by the foregoing or any other affiliates of such Company, on the other hand.	1
g.	All documents relating to the policies and procedures by which the Company executes related party transactions.	1
h.	Collective bargaining agreements or other material labor contracts.	1

		Priority
i.	Description of any significant labor problems or union activities the Company has experienced including any collective bargaining agreements.	1
j.	List and describe any employment or benefit plan related claims, charges of discrimination, arbitrations, grievances, lawsuits, investigations or proceedings involving any of the Company's employees.	1
k.	Copies of the most recently completed director and officer questionnaires and reports, documents or other materials related to any director or officer departure, appointment or election within the last two years.	2
l.	Provide a list of all consultants, contracting agencies and other independent contractors of the Company and all agreements with such persons or agencies or other documents regarding their engagement.	2
m.	Provide all confidentiality, non-disclosure, non-solicitation and non-competition agreements to which any of the employees, consultants, or independent contractors is a party or bound.	2
n.	Provide copies of all written employee policies, manuals, handbooks, guidelines, and rules relating to employees associated with or employed by the Company.	3
V. INTELLECTUAL PROPERTY RIGHTS		
a.	Current list of material patents, trademarks, trade names and other intellectual property (the " Intellectual Property ") of the Company.	1
b.	Any correspondence from third parties regarding potential infringement of Intellectual Property rights of others.	1
c.	All agreements related to the licensing and/or development of the Company's Intellectual Property.	2
d.	Material agreements regarding the use by the Company of the Intellectual Property or the intellectual property of any third party.	2
VI. REAL PROPERTY AND ENVIRONMENTAL		
a.	Schedule of all direct and indirect real property interests owned by the Company or its subsidiaries or proposed to be acquired by the Company or its subsidiaries (as owner in fee, through ownership of equity in a trust, partnership, limited liability company or corporation, as lessee, sublessee or mortgagee) (the " Properties ").	1
b.	For all Properties, please provide a schedule indicating name, location, year built, number of rooms, hotel management company, percent interest owned, type of interest owned (i.e., fee or leasehold), mortgage(s) to which the property is subject and other key information (e.g., square feet, purchase price, date of purchase, street address, physical dimensions, age of roof if different than date of construction, and other physical information that a prospective purchaser would consider relevant).	1
c.	All agreements related to the acquisition, disposition or development of the Properties, including, without limitation, conveyance deeds and a copy of the closing binder for any purchase or sale of properties.	1
d.	List of all Properties which are currently subject to contracts of purchase, sale or option, are currently in negotiation for purchase, sale or option, or are "held for sale" and copies of all documents in connection therewith or	1

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	in the event that no definitive documentations exists, reports as to the status of negotiations.	
e.	List of all properties currently being evaluated for acquisition or investment by the Company, including any letters of intent.	1
f.	All management agreements, franchise agreements, license agreements and similar agreements with respect to the Properties, including a schedule of such arrangements and material terms (e.g., fees, reimbursements, permitted transfers, transfer consent requirements, termination rights), any amendments to any of such agreements and copies of all material correspondence between the parties to such agreements, including compliance letters and reports, notices of defaults, waivers, etc.	1
g.	Copies of all existing title insurance policies for the Properties and copies of any title insurance commitments or updates for the Properties, if any, together with copies of all title exceptions listed therein such as easements, restrictions, licenses, encumbrances, and violations.	1
h.	List of material contracts relating to the Properties, including contracts for repair, maintenance, rehabilitation or new construction now in progress or currently scheduled.	1
i.	With respect to the Properties, a schedule of significant projected capital improvements including any property improvement plans required pursuant to any management agreement, franchise agreement, license agreement or similar agreement and all construction-related contracts.	1
j.	Please provide a summary of any material leases and the economic terms of such leased property, including rent (fixed, percentage or other), renewal options, assignability, financing provisions, financial maintenance covenants and any other material terms. Please provide copies of any ground leases or similar agreements affecting any property, plant and equipment to which the Company is a party as lessee or lessor and which relate directly or indirectly to any of the Properties.	1
k.	Evidence of zoning compliance and certificates of occupancy, as applicable, and/or any notices regarding material violations of zoning, building codes or similar regulations.	1
l.	Copies of all material licenses and permits used in connection with the operation or occupancy of each Property and details regarding any violation, alleged violation or potential violation of any license or permit.	1
m.	Please provide a schedule setting forth (i) any notices of condemnation or other documents relating to the exercise of the power of eminent domain related to any Property, (ii) any special assessments for road, sewers or water mains and like items related to any Property, and (iii) any other government actions relating to any Property.	1
n.	Any indemnity or similar agreements to which the Company is a party regarding any environmental matters relating to the Properties.	1
o.	Copies of all notices or demands from environmental agencies relating to the Properties.	1

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p.	Property related tax matters, including any documentation regarding any deficiencies (proposed or threatened) or ongoing tax disputes and any material correspondence with the IRS or any local tax authority.	1
q.	Copies of all insurance policies (or certificates with respect thereto) covering the Properties, including, without limitation, flood insurance policies (as applicable).	1
r.	List of all Properties located in a flood zone.	1
s.	Copy of operating statements and a summary of capital expenditures pertaining to the Properties for the prior 12 months.	1
t.	List of material maintenance work orders for the prior 12 months and a list of warranties, if any, on roofs, air conditioning units, fixtures and equipment.	1
u.	Schedule of all easements, condemnations or other rights-of-way with respect to the Properties and copies of the same and a description of any easements or rights-of-way which are currently being sought.	2
v.	Please provide a summary of all material options, rights of first offer, rights of first refusal and similar agreements with respect to each Property and copies of the agreements setting forth such rights.	2
w.	Copies of the most recent survey(s) and/or site plan(s) for each of the Properties.	2
x.	Copies of all environmental audits, risk assessments or engineering consultants' reports relating to any Property. Please provide a schedule of anticipated material capital expenditures, operating costs, asset retirement obligations or other operational requirements relating to environmental laws, including such matters relating to pollution, hazardous substances, climate change, and green building regulation.	2
y.	Copies of any property condition or other similar reports for the Properties.	2
z.	List of material personal property owned by the Company located at each of the Properties.	2
VII. AUDIT RELATED MATTERS		
a.	Lawyers' litigation letters prepared for any auditors or accountants.	1
b.	Reports and opinion letters (<i>e.g.</i> , management letters) of the accountants for the Company, and all other correspondence with its accountant relating to management and accounting procedures.	1
c.	A list of any material issues raised in management letters concerning controls.	1
d.	All written materials, if any, prepared in connection with a presentation by the auditors to the boards of directors, managers, general partners, managing members or other governing persons or entities.	1
e.	A list of any outstanding concerns or disputes with auditors.	1
f.	A description of any anticipated material write-offs or non-recurring charges.	1
g.	A description of any significant accounting issues or changes in policies or estimates.	1
h.	With respect to the Properties, property basis and depreciation schedules.	1

		Priority
i.	All internal and external compliance, internal control and risk management assessments, manuals and policies.	3
VIII. LITIGATIONS, DISPUTES AND GOVERNMENT ACTIONS		
a.	Schedule of and materials relating to, and a description of the status of, each presently threatened or pending material claim, litigation or arbitration, and of each material claim, litigation or arbitration concluded or settled, as to which the Company is a party or in which any of them may become involved (whether as plaintiff or defendant, and including specifically claims or proceedings before any federal or state commission or agency).	1
b.	Complaints, orders or other significant documents relating to pending or threatened matters involving claims of \$10,000 or more or seeking injunctive or other equitable relief (other than as provided in response to VIII(a) above).	1
c.	Schedule of any litigation, claims, disputes or controversies (either pending, threatened or contemplated) involving any director, member, partner, trustee, manager, officer, employee or principal shareholder or equity holder, as the case may be, of the Company concerning bankruptcy, criminal matters, securities laws or business practices.	1
d.	Any decrees, orders or judgments of courts or governmental agencies to which the Company is a party or involving any person in his or her capacity as a director, member, partner, trustee, manager, officer, employee or principal shareholder or equity holder, as the case may be, of the Company under which there are continuing or contingent obligations.	1
e.	A description of any material disputes, oral or written, with franchisors, managers, vendors, joint venture partners, occupants of land plots adjacent to a Property, local authorities or similar entities.	1
f.	Descriptions of material liens, charges, security interests, pledges, covenants, agreements, restrictions and encumbrances. Please provide UCC search results and other lien searches performed. Copies of all mechanics' liens (if any), filed or perfected, affecting the properties or bonds related thereto in any material respect, and description of status of negotiations/ litigation with claimants.	1
g.	Please provide all material correspondence with, reports of, reports to, or agreements with any federal, state or local governmental agency (including the U.S. Securities and Exchange Commission and any state securities regulator) or other administrative or regulatory body (including the New York Stock Exchange) with regard to the Company.	1
IX. INSURANCE		
a.	With respect to the Company, a schedule of current insurance arrangements summarizing all policies, including, but not limited to:	1
	(i) Title insurance	
	(ii) Property insurance	
	(iii) Corporate liability insurance	
	(iv) Directors and officers liability insurance	

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	(v) Stop-loss, catastrophic and similar insurance	
	(vi) Terrorism insurance	
	(vii) Other forms of insurance	
b.	With respect to the Company, claims history received from insurer or third party administrator, including an indication of the status of such claims and any disputes.	3
X. REPORTS AND STUDIES		
a.	Financial, operating and business plans for the next three years, including projected income statements, cash flows, and balance sheets, with assumptions.	1
b.	Management presentations and reports, including presentations and reports discussing business outlook and prospects and property operating/strategic plans.	1
c.	All market research and industry studies conducted, including any internal or outside consultant studies.	1
XI. MATERIAL TRANSACTIONS (ACQUISITIONS / DIVESTITURES, JVs, ETC.)		
a.	Documentation relating to material acquisitions, divestitures, mergers, consolidations or similar transactions involving the Company, including pending or contemplated transactions.	1
b.	Any correspondence relating to any post-closing disputes, indemnification claims or purchase price adjustments involving the Company.	1
c.	Schedule setting forth the timing, nature and amount of any deferred consideration or earn-outs (whether or not contingent) involving the Company.	1
d.	List and provide copies of all partnership or joint venture agreements involving the Company. Please include in such list a description of the ownership, voting rights, other contractual arrangements and the involvement or interest of the Company, and any shareholder, member, partner, trustee, manager, general partner or officer thereof.	1
e.	Any non-competition or similar agreements involving the Company, including any agreements, contracts or commitments restricting the Company from engaging in any line of business.	1
XII. OTHER MATERIAL CONTRACTS AND REQUIRED CONSENTS		
a.	Schedule of all notifications required to be given to, or consents required from, any third party (including any governmental agency or instrumentality) required for the Transaction.	1
XIII. TAX MATTERS		
a.	Please confirm that (x) there have been no mergers or consolidations involving the Company (or any of its subsidiaries) and C corporations and (y) the Company has not succeeded to any C corporation earnings and profits in connection with any non-taxable merger or similar transaction involving any other entity other than a C corporation. If any such mergers or consolidations have taken place, please provide information regarding (a) the date of such transaction(s), (b) the amount of C corporation earnings and profits and how such amount was determined, and (c) the mechanisms	1

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	by which such C corporation earnings and profits were timely purged from the Company.	
b.	To the extent that the Company directly or indirectly holds any asset the disposition of which would be subject to (or to rules similar to) section 1374 of the Code (or otherwise result in any “built-in gains” Tax under section 337(d) of the Code and the applicable Treasury Regulations thereunder), please provide detailed information regarding such asset including:	1
	(i) the date such asset was acquired;	
	(ii) the manner in which such asset was acquired;	
	(iii) the built-in gain on each such asset as of the date of its acquisition by the Company, including the adjusted tax basis and fair market value of the asset on the relevant acquisition date; and	
	(iv) information regarding whether any such built-in gains tax has been recognized to date.	
c.	Please describe any stock or other equity investments held or acquired by the Company, other than the stock of publicly offered REITs, QRSs or TRSs.	1
d.	Please provide the Company’s tax compliance schedules showing:	2
	(i) compliance with the asset tests for each quarter of the Company’s 2016-2022 taxable years and the first, second and third quarters of the Company’s 2023 taxable year;	
	(ii) compliance with the gross income tests for the Company’s 2016-2022 taxable years and projected compliance with the gross income tests for the Company’s 2023 taxable year; and	
	(iii) compliance with the distribution test for the Company’s 2012-2019 taxable years and projected compliance with the distribution test for the Company’s 2023 taxable year.	
e.	Please provide copies of the federal and state income tax returns for the Company and each of its subsidiaries filing tax returns for their 2016-2022 taxable years.	2
f.	To the extent not already provided, please provide copies of any tax elections made by the Company or any of its subsidiaries since inception, including, without limitation, “check-the-box” elections, TRS elections and Section 754 elections, and proof of filing.	2
g.	Please provide current tax basis balance sheets showing the Company’s assets and liabilities (whether owned directly or through lower-tier entities).	2
h.	Please list any shareholder for whom the Company has waived its ownership limit, state what percentage of the Company’s stock that any such shareholder is permitted to own pursuant to the terms of the waiver, and, if such shareholder is an entity, describe the ownership of such shareholder. Please provide materials showing the Company’s compliance with the 5/50 test for the 2016-2023 taxable years.	2
i.	Please provide copies of any analyses, memoranda (including, without limitation, FIN 48 memos, tax memos provided to auditors or tax memos or	2

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	analysis from outside tax advisors), opinions (including accompanying officer's certificates) or correspondence (including substantive emails) regarding any tax issue of the Company or any of its subsidiaries, including, but not limited to, the Company's qualification as a REIT.	
j.	Please describe any instances in which the Company has relied upon "REIT savings" clauses to cure any REIT qualification violations.	2
k.	Please provide copies of any private letter ruling requests or presubmission memoranda submitted to the IRS and any private letter rulings received from the IRS by the Company or any of its subsidiaries, including the private letter ruling obtained from the IRS in connection with Ashford Inc.'s acquisition of Remington Hotels and the supporting submission packet. Please also provide copies of any requests for closing agreements submitted to the IRS and any closing agreements entered into with the IRS.	2
l.	Please provide descriptions of any tax shelters or aggressive tax planning techniques entered into or utilized by the Company or any of its subsidiaries, along with any filings with the IRS (or any state taxing authority) with respect to any "reportable transaction" (or state equivalent).	2
m.	Please either confirm that there is no pending audit of the Company or any of its subsidiaries, or describe any such audit. Also confirm that none of the Company or any of its subsidiaries has waived or extended the statute of limitations with respect to any open tax year.	2
n.	Please provide all agreements related to taxes, if any, including tax sharing, tax allocation and closing agreements.	2
o.	Please provide a description of any transactions giving rise to significant tax attributes (losses, credits, etc.).	2
p.	Please provide a description of operations of the Company or any subsidiary outside of the United States and the structure for the operations, and description of any cross-border transactions undertaken by the Company or any of its subsidiaries.	2
q.	With respect to each lease between the Company (or any of its non-TRS subsidiaries) and any TRS, please provide a copy of the lease and projections of the TRS lessee's net income under such lease. Please also provide any transfer pricing studies obtained in connection with such leases.	3
r.	With respect to transactions between the Company (or any of its non-Tax subsidiary) and any TRS:	3
	(i) Please describe any arrangements entered between the Company and its non-TRS subsidiaries, on the one hand, and its TRS subsidiaries on the other, that could be viewed as not consistent with the TRS subsidiaries dealing with the Company and its non-TRS subsidiaries in the same manner as a third party would.	
	(ii) Please describe any transaction in which any TRS of the Company has provided credit support for REIT-level borrowings. For any such transaction, please provide the Company's analysis of whether	

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	the applicable TRS has been adequately compensated by the REIT for the fair market value of providing such credit support.	
(iii)	Please provide copies of all cost-sharing or similar agreements between the REIT and any of its subsidiaries.	
(iv)	Please describe any payment guarantees that the Company or a non-TRS subsidiary provided with respect to franchise agreements or management agreements entered into by TRSs of the Company.	
s.	Please provide a copy of each hotel management agreement. To the extent a hotel manager engaged by any TRS of the Company did not provide a representation in the applicable management agreement confirming its status as an “eligible independent contractor” under Code Section 856(d)(9)(D), please provide any documentation or analysis obtained or prepared by the Company regarding the manager’s qualifications as an “eligible independent contractor.”	3
t.	Please confirm that more than half of the dwelling units in each of the Company’s hotels have been used on a transient basis during each year.	3
u.	Please provide information regarding any gambling or slot machines, video poker or similar devices on any hotel property.	3
v.	Please confirm that any “key money” payments received since January 1, 2016 have been received by a TRS of the Company, or describe such payments and the Company’s treatment of such payments for REIT purposes.	3
w.	Please describe any loan or debt security held by the Company or any of its non-TRS subsidiaries (including the acquisition of an interest in a loan or debt security), where the Company or the non-TRS subsidiary, as applicable, is the lender, that has not been fully secured by real property during the term of the loan or debt security. Please also describe any equity securities (other than equity securities of a TRS, QRS, or any entity taxed as a partnership for federal income tax purposes) acquired by the Company or any of its non-TRS subsidiaries.	3
x.	Please provide a schedule listing any properties of the Company or any of its subsidiaries with respect to which the fair market value of the personal property has exceeded or exceeds 15% of the aggregate fair market value of the real and personal property. To the extent the Company has treated any property as real property for purposes of the REIT gross income and asset tests but is depreciating that property for federal income tax purposes as anything other than real property, please identify the property and the Company’s analysis regarding its classification as real property for REIT gross income and asset test purposes. Also, please provide a copy of any cost segregation studies for any properties held by the Company or any of its non-TRS subsidiaries that have more than a de minimis amount of personal property.	3
y.	Please provide a list of any sales of properties via taxable transactions by the Company since January 1, 2016. For each such property sold, please list the dates on which it was acquired and sold, the amount of tax gain or loss	3

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	on the disposition, the reason(s) for the disposition, and confirm that the aggregate expenditures made during the two years preceding the sale and includable in the property's basis did not exceed 30% of the net sales price of the property. Please also provide any opinions (or other memoranda or analyses) addressing why such dispositions do not constitute prohibited transactions.	
z.	Please describe any hedging transactions entered into by the Company or any of its non-TRS subsidiaries January 1, 2016. To the extent the Company has treated those transactions as qualifying liability hedges under section 856(c)(5)(G) of the Code, please provide copies of the documentation showing that those transactions were clearly and timely identified as hedging transactions in accordance with section 1221(a)(7) of the Code and Treasury Regulations section 1.1221-2.	3
aa.	Please confirm that the Company sent shareholder demand letters for each of its 2016-2022 taxable years and provide copies of any responses received.	3
bb.	If the Company owns directly or indirectly more than 10% of the equity (by vote or value) of any REIT (other than a publicly traded REIT), please provide the information requested above with respect to such REITs. In addition, please provide the following: (i) the REIT's charter and any articles supplementary; (ii) documentation showing compliance with the 100-shareholder test; and (iii) copies of all dividend resolutions.	3

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Appendix II

PRIVATE & CONFIDENTIAL

Braemar Hotels & Resorts Inc.
14185 Dallas Parkway
Suite 2000
Dallas, TX 75254
Attention: Monty J. Bennett, Chairman of the Board

Re: Exclusivity Agreement

Dear Mr. Bennett:

This letter agreement (this “*Agreement*”) sets forth our understanding with respect to certain matters relating to our negotiations regarding a potential transaction (a “*Potential Transaction*”) between Braemar Hotels & Resorts Inc., a Maryland corporation (the “*Company*”), and Blackwells Capital LLC (“*Blackwells*”). The Company and Blackwells are referred to individually herein as a “*Party*,” and collectively herein as the “*Parties*.”

In order to induce Blackwells to devote additional time and resources in consideration of a Potential Transaction and in consideration therefor, from the date of this Agreement until the earlier of (i) the execution of a definitive agreement involving a Potential Transaction by the Parties and (ii) 11:59 p.m. Eastern Time on [January XX] 2024 (the “*Exclusivity Period*”), provided, however, that with respect to the foregoing clause (ii), the Exclusivity Period shall automatically extend for additional, successive thirty-day terms, unless and until, in the case of any such extensions, Blackwells or the Company delivers written notice that it no longer intends to pursue a Potential Transaction no less than three days before the end of the then current term (in which case, the Exclusivity Period shall end at 11:59 p.m. Eastern Time on the day such current term expires), the Company agrees that it shall negotiate exclusively with Blackwells with respect to a Potential Transaction, and the Company shall not, and it shall cause its Representatives (as defined below) not to, directly or indirectly (i) initiate, solicit, encourage or assist any inquiries or the making of any proposal or offer concerning an Alternative Transaction (as defined below), including by way of furnishing or otherwise making available any non-public information or data concerning the Company or any assets owned (in whole or in part) by the Company or by providing or permitting access to any of the properties of the Company; (ii) engage in, continue or otherwise participate in any discussions, communications or negotiations with any person concerning an Alternative Transaction or that could reasonably be expected to lead to an Alternative Transaction; (iii) enter into any agreement or agreement in principle (in each case, whether written or oral) with any person concerning an Alternative Transaction or that could reasonably be expected to lead to an Alternative Transaction; (iv) grant any waiver, amendment or release under any standstill or confidentiality agreement concerning an Alternative Transaction or that could reasonably be expected to lead to an Alternative Transaction; or (v) otherwise facilitate any effort or attempt by any person to make a proposal or offer concerning an Alternative Transaction or that could reasonably be expected to lead to an Alternative Transaction.

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As used in this Agreement, the term (i) “**Representatives**” means, with respect to a Party, such Party’s stockholders, affiliates, directors, officers, employees, agents, investment bankers, attorneys, accountants, consultants, advisors and other representatives, and (ii) “**Alternative Transaction**” means, other than any transaction solely with Blackwells, any transaction, or any solicitation, inquiry, offer or proposal concerning a transaction, to, directly or indirectly (a) purchase or otherwise acquire 5% or more of the outstanding shares of any class of equity securities or debt securities of the Company or its subsidiaries or any interests therein, (b) effect any merger, share exchange, tender offer, business combination, consolidation, joint venture, restructuring, reorganization, recapitalization, spin-off, split-off or other alternative transaction involving any capital stock, businesses or assets of the Company, or (c) transfer, sell or lease 5% or more of the assets and properties of the Company or interests therein. The Company shall be responsible for any breach of the terms of this Agreement by any of its Representatives.

Upon the execution of this Agreement, the Company shall, and shall cause its Representatives to, immediately cease any discussions, communications or negotiations with, or any solicitation, encouragement or assistance of, any person and terminate access to any virtual or electronic data room provided to any person, in each case that may be ongoing with respect to an Alternative Transaction or that could reasonably be expected to lead to an Alternative Transaction. In the event that the Company receives an unsolicited inquiry, offer or proposal with respect to an Alternative Transaction during the Exclusivity Period, or obtains information that such an inquiry, offer or proposal is likely to be made, the Company will provide Blackwells with immediate notice thereof, which notice shall include the terms of, and the identity of the person or persons making, such inquiry, offer or proposal.

The Parties acknowledge that the execution and delivery of this Agreement does not create any legally binding obligations between the Parties relating to the Potential Transaction except those specifically set forth herein. Each Party acknowledges and agrees that this Agreement expresses the Parties’ interests in continuing discussions regarding the Potential Transaction and is not intended to, and does not, create any legally binding obligation on either Party to consummate the Potential Transaction. Such an obligation will arise only upon the execution and delivery of final definitive agreements relating to the Potential Transaction.

The existence of this Agreement, the terms hereof and any communications regarding it constitute confidential information to be treated by the Parties in accordance with the terms of the Confidentiality Agreement, dated as of [December XX] 2023 by and between the Parties.

The Parties acknowledge that a breach of this Agreement would cause irreparable harm for which monetary damages would be an inadequate remedy. Accordingly, each Party agrees that the other Party shall be entitled to seek equitable relief in the event of any breach or threatened breach of this Agreement, including injunctive relief against any breach hereof and specific performance of any provision hereof, in addition to any other remedy to which such other Party may be entitled. The Parties further agree that no Party shall be required to obtain, furnish or post any bond or similar instrument in connection with or as a condition to obtaining any remedy referred to in this paragraph, and each Party waives any objection to the imposition of such relief or any right it may have to require the obtaining, furnishing or posting of any such bond or similar instrument.

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This Agreement shall be governed by and construed in accordance with the internal laws of the State of Maryland without giving effect to any choice or conflict of law provision or rule (whether of the State of Maryland or any other jurisdiction) that would cause the application of laws of any jurisdiction other than those of the State of Maryland. With respect to any action or proceeding between the parties arising out of or relating to this Agreement, each party: (a) irrevocably and unconditionally consents and submits to the exclusive jurisdiction and venue of the Circuit Court of Baltimore City of the State of Maryland or, to the extent such court does not have subject matter jurisdiction, the United States District Court for the State of Maryland, (b) agrees that all claims in respect of such action or proceeding shall be heard and determined exclusively in accordance with the preceding clause (a), (c) waives any objection to laying venue in any such action or proceeding in such courts, and (d) waives any objection that such courts are an inconvenient forum or do not have jurisdiction over any party. Each party irrevocably waives any and all rights to trial by jury in any action or proceeding between the parties arising out of or relating to this Agreement.

In the event that any of the provisions of this Agreement shall be held by a court or other tribunal of competent jurisdiction to be invalid or unenforceable, the remaining portions hereof shall remain in full force and effect and such provision shall be enforced to the maximum extent possible so as to effect the intent of the Parties, and shall in no way be affected, impaired, or invalidated.

Please confirm your agreement with the foregoing by signing and returning one copy of this Agreement to the undersigned, whereupon this Agreement shall become a binding agreement between the Company and Blackwells.

Very truly yours,

Blackwells Capital LLC

By: _____
Name: Jason Aintabi
Title: Chief Investment Officer

ACCEPTED AND AGREED:

Breamar Hotels & Resorts Inc.

By: _____
Name: Monty J. Bennett
Title: Chairman of the Board



BRAEMAR
HOTELS & RESORTS

14185 DALLAS PARKWAY
SUITE 1200
DALLAS, TEXAS 75254
(972) 490-9600
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October 26, 2023

Christopher E. Duffy
Vinson & Elkins LLP
The Grace Building, 1114 Avenue of the Americas, 32nd Floor
New York, NY 10036-7708

Dear Mr. Duffy:

I am writing to confirm that I have received your letter dated October 21, 2023. I have shared the letter with our board of directors and intend to respond to the letter in due course.

Sincerely,

Alex Rose
Executive Vice President, General Counsel and Secretary
Braemar Hotels & Resorts Inc.

From: Jason Aintabi <[REDACTED]>

To: Charles Grand <[REDACTED]>

Charles

If you had invested your mother's savings in Braemar, you wouldn't call my letter 'forceful'. The pillaging of shareholders' wealth is just about the only forceful thing to write about.

I'm happy to share Blackwells' plans; before I decide to do this with you, can you confirm Montgomery owns the publication that would be writing the story?

Kind Regards

Jason Aintabi / Chief Investment Officer

Blackwells Capital
800 Third Avenue, 39th Floor
New York, NY 10022
Office +1 212 792 6096
[REDACTED]

From: Charles Grand <[REDACTED]>
Sent: Monday, October 23, 2023 7:56 PM
To: Duffy, Chris <cduffy@velaw.com>
Subject: Media request for comment - The Dallas Express

[EXTERNAL]

Mr. Duffy,

I'm reaching out to you on behalf of The Dallas Express newspaper.

On Oct. 21, you sent a letter to Braemar Hotels & Resorts on behalf of Blackwells Capital. In the letter, you mentioned that "Blackwells has made multiple inquiries regarding the Company's numerous faults" and that "each has gone unanswered. Perhaps this should not be surprising given the Company's history of mistreating its shareholders." How many other inquiries have been made by Blackwells to Braemar and through which channels? To whom were they addressed? Does the Oct. 21 letter represent the first time Vinson & Elkins reached out to Braemar on behalf of Blackwells or has the law firm been enlisted by Blackwells to engage Braemar in any other fashion? Have you been retained by Blackwells previously to draft similar communications? Have any of them ever been made widely available to the public? Of those that were, how many were later redacted, and if so, what for? Do you have any other comment that you wish to share concerning either your letter, or the situation regarding Braemar and Blackwells?

I have a deadline of Tuesday 10/24 at 4pm.

Thank you for your time,

Charles Grand
Dallas Express

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Vinson & Elkins

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Tel +1.212.237.0172 Fax +1.917.849.5377

October 21, 2023

Alex Rose
Executive Vice President, General Counsel and Secretary
Braemar Hotels & Resorts, Inc.
14185 Dallas Parkway, Suite 1200
Dallas, Texas 75254

Dear Mr. Rose:

I write on behalf of Blackwells Capital LLC (“**Blackwells**”), an investment manager that beneficially owns an aggregate of 100 shares of common stock of Braemar Hotels & Resorts, Inc. (NYSE: BHR, BHR-PB, BHR-PD) (the “**Company**”), to express its concern to the independent members of the Company’s board of directors (the “**Board**”) regarding the damage that has been caused to the Company and its shareholders by the Board’s blind complaisance in allowing the Company’s external managers, Ashford Inc. and its subsidiary, Ashford Hospitality Advisors LLC (together with Ashford Inc., “**Ashford**”), and Monty J. Bennett (Chairman of the Board, as well as Chief Executive Officer and Chairman of the board of directors of Ashford Inc.), to raid the coffers of the Company to the detriment of the Company’s shareholders.

Blackwells has made multiple inquiries regarding the Company’s numerous faults. Each has gone unanswered. Perhaps this should not be surprising given the Company’s history of mistreating its shareholders. In any event, the Company’s dramatic underperformance is no longer simply a matter of inept leadership; the Board has a duty to pursue the termination of the Company’s outrageous external management agreement for cause, and/or conduct a process that will return capital to shareholders without further enriching Ashford and Mr. Bennett.

Over the past five years, the Company had a total shareholder return of -67.63%. While the Company’s performance is abysmal, its ability to burn through shareholder capital is not, due to its external management agreement. Without consideration to the Company’s financial outlook, the total amount of fees and reimbursements paid to Ashford “as a percentage of market capitalization will never be less than the average of internalized expenses of our industry peers” and may “greatly [exceed] the average of internalized expenses” of the Company’s industry peers.¹ The Board has a fiduciary responsibility to pursue the termination for cause of this onerous

¹ See the Company’s Annual Report on Form 10-K for the fiscal year ending December 31, 2022 (“**The aggregate amount of fees and expense reimbursements paid to our advisor will exceed the average of internalized expenses of our industry peers (as provided in our advisory agreement), as a percentage of total market capitalization. As a part of these fees, we must pay a minimum advisory fee to our advisor regardless of our performance.**”) (emphasis in original).

agreement, and will be held personally responsible for failing to take any and all steps to protect shareholder capital before a bankruptcy.

Blackwells hereby demands that the Board immediately investigate potential breaches of fiduciary duty and/or other wrongdoing related to mismanagement or self-dealing by members of the Board and/or management in connection with the Company's relationship with Mr. Bennett and Ashford. If the Company fails to take immediate action, then Blackwells is prepared to take all necessary action to unlock value for shareholders and, to the extent possible, to undo the harm that has been caused under the reckless watch of the Board. We hope, of course, that it does not come to that.

Blackwells looks forward to hearing from the Board soon about the actions the Board will take to regain shareholder confidence and remains available to discuss solutions that would immediately benefit all shareholders.

Sincerely,

/s/ Christopher E. Duffy

Christopher E. Duffy

EXHIBIT B

TRANSACTIONS IN COMPANY SECURITIES DURING THE PAST TWO YEARS

BLACKWELLS CAPITAL LLC

<u>Nature of the Transaction</u>	<u>Securities Purchased (Sold)</u>	<u>Date of Purchase/Sale</u>
Purchase of Common Stock	100	6/26/2023

BLACKWELLS ONSHORE I LLC

<u>Nature of the Transaction</u>	<u>Securities Purchased (Sold)</u>	<u>Date of Purchase/Sale</u>
Purchase of Common Stock	10,000	3/4/2024

BLACKWELLS HOLDING CO. LLC

None.

VANDEWATER CAPITAL HOLDINGS, LLC

None.

BLACKWELLS ASSET MANAGEMENT LLC

None.

BW COINVEST MANAGEMENT I LLC

None.

JASON AINTABI

None.

MICHAEL CRICENTI

None.

JENNIFER M. HILL

None.

BETSY L. MCCOY

None.

STEVEN J. PULLY

None.

Except as otherwise stated in the Notice, no part of the purchase price or market value of any of the securities specified in the transactions listed in this Exhibit B is represented by funds borrowed or otherwise obtained for the purpose of acquiring or holding such securities.

EXHIBIT C

MARKETING MATERIALS

[Attached.]



BLACKWELLS CAPITAL

Braemar Hotels & Resorts Inc.

LEGAL DISCLAIMER

The views expressed in this presentation (the “Presentation”) represent the opinions of Blackwells Capital LLC and/or certain affiliates (“Blackwells”) and the investment funds it manages that hold shares in Braemar Hotels & Resorts (“BHR”, “Braemar” or the “Company”) (NYSE: BHR). This Presentation is for informational purposes only, and it does not have regard to the specific investment objective, financial situation, suitability or particular need of any specific person who may receive the Presentation and should not be taken as advice on the merits of any investment decision. The views expressed in the Presentation represent the opinions of Blackwells and are based on publicly available information and Blackwells’ analyses.

Certain financial information and data used in the Presentation have been derived or obtained from filings made with the Securities and Exchange Commission (“SEC”) by the Company or other companies that Blackwells considers comparable. Certain statements and information included herein have been sourced from third parties. Blackwells has not sought or obtained consent from any third party to use any statements or information indicated in the Presentation as having been obtained or derived from a third party. Any such statements or information should not be viewed as indicating the support of such third party for the views expressed in the Presentation. Information contained in the Presentation has not been independently verified by Blackwells, and Blackwells disclaims any and all liability as to the completeness or accuracy of the information and for any omissions of material facts. Blackwells disclaims any obligation to correct, update or revise the Presentation or to otherwise provide any additional materials. Blackwells recognizes that the Company may possess confidential information that could lead it to disagree with Blackwells’ views and/or conclusions.

Blackwells currently beneficially owns, and/or has an economic interest in, shares of the Company. Blackwells is in the business of trading—buying and selling—securities. Blackwells may buy or sell or otherwise change the form or substance of any of its investments in any manner permitted by law and expressly disclaims any obligation to notify any recipient of the Presentation of any such changes. There may be developments in the future that cause Blackwells to engage in transactions that change its beneficial ownership and/or economic interest in the Company.

The securities or investment ideas listed are not presented in order to suggest or show profitability of any or all transactions. There should be no assumption that any specific portfolio securities identified and described in the Presentation were or will be profitable. Under no circumstances is the Presentation to be used or considered as an offer to sell or a solicitation of an offer to buy any security.

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The information herein contains “forward-looking statements.” Specific forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts and include, without limitation, words such as “may,” “will,” “expects,” “believes,” “anticipates,” “plans,” “estimates,” “projects,” “targets,” “forecasts,” “seeks,” “could,” “should” or the negative of such terms or other variations on such terms or comparable terminology. Similarly, statements that describe our objectives, plans or goals are forward-looking. Forward-looking statements are subject to various risks and uncertainties and assumptions. There can be no assurance that any idea or assumption herein is, or will be proven, correct. If one or more of the risks or uncertainties materialize, or if Blackwells’ underlying assumptions prove to be incorrect, the actual results may vary materially from outcomes indicated by these statements. Accordingly, forward-looking statements should not be regarded as a representation by Blackwells that the future plans, estimates or expectations contemplated will ever be achieved.

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Executive Summary

EXECUTIVE SUMMARY

BHR Background

- Externally managed, small cap luxury hotel REIT
 - Has long traded at a discount given external management structure by AHT, which is owned and controlled by Monty Bennett – Bennett’s AHT is also external manager for Ashford Hospitality, another small cap hospitality REIT
 - BW worked on a potential white knight financing in spring 2021 with AHT and it’s CEO
 - Monty Bennett has poor reputation among public equity investors for a number of reasons, most recently his use of PPP U.S. government funds for his real estate entities
- Bennett is highly litigious including with shareholders (e.g. Ashford)
 - Based on historic M&A comps for similar hotel assets and historic M&A multiples paid for lodging/hotel companies, BHR stock trades at a significant discount to current market comparables

Blackwells believes that an expensive/contentious proxy fight is unlikely to produce an optimal result, but that the unspoken threat of public criticism/action by Blackwells will compel Bennett to open discussions with Blackwells at which point an appeal to Bennetts pocketbook may produce a win-win-win (Shareholders, Take Private Interested Parties, Bennett) range of outcomes

- BHR is Bennett’s trophy portfolio
- BHR generated ~\$20mm management fees per year to external manager pre-COVID
- Bennett has also received personal compensation for \$1.7mm, \$2.1mm, and \$0.5mm for 2020, 2019 and 2018 respectively
 - Baseline assumption is that Bennett/Company will put up strong resistance to a sale for anything other than a godfather offer plus a robust multiple on the management fee stream, but that in light of the current market dynamics Bennett may find some options favorable enough to contemplate in earnest

TAKE PRIVATE CONSIDERATIONS

- **Privatize a Large and High-Quality Luxury Hotel Portfolio Primed for Growth**
 - Sizeable portfolio of high-quality institutional real estate priced at discount to net asset value (NAV)
 - Significant option value in acquiring successful platform focused on these markets
 - Well-located in high growth markets that are poised to benefit from travel trends
 - Scaled platform provides immediate platform growth opportunity to capitalize on current market dislocations

- **Exceptional Returns with Significant Margin of Safety**
 - **Generates ~28.7% IRR and ~3.2x MOIC over 5 years**
 - \$409k implied price per key at \$5.00 per share takeout price
 - Attractive debt financing terms given underlying portfolio quality
 - Current valuation discount reflects misplaced negative sector sentiment on hotel portfolio and lack of institutional ownership given small cap

GOVERNANCE & VALUATION OVERVIEW

Poor Corporate Governance / Vulnerable to Proxy Contest

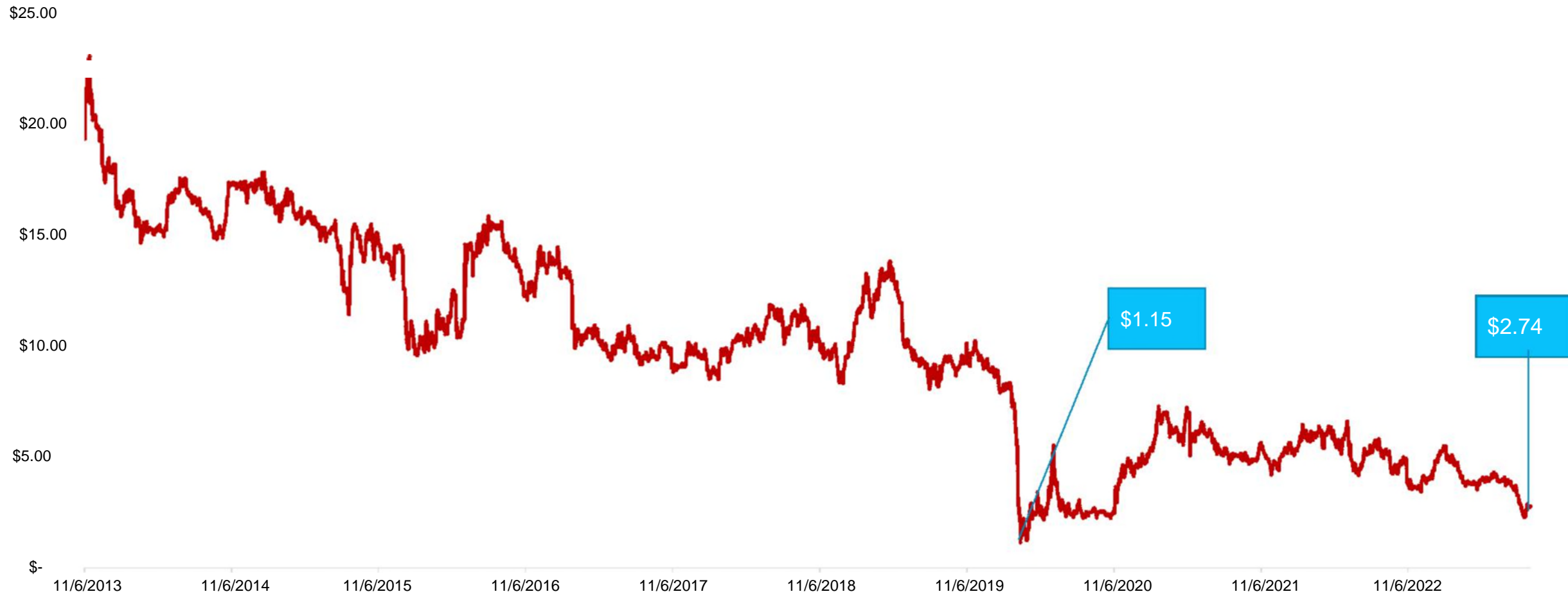
- ISS and Glass Lewis have been negatively predisposed against company for the last five years:
 - ISS gave multiple low marks and called out governance failures
 - Made numerous withhold vote recommendations for Directors

Valuation Discount:

- BHR trades at a significant discount to its NAV
 - Primary reason: “Monty Discount”
 - Additional reasons:
 - Small equity market capitalization (<\$500mm)
 - Limited sell side coverage
 - Lack of active ownership (given small capitalization; index and quant funds represent ~25% of outstanding shares among top 15 holders)

SHAREPRICE PERFORMANCE

Historical Share Price Performance



FINANCIALS SYNOPSIS

Current Price	\$	2.74
Shares Outstanding		65.9
Equity Value	\$	180.6
Cash		128
Debt		1,136
Preferreds		528
Enterprise Value		\$1,717
Number of Keys		4,184
Implied Price per Key	\$	410,351
2022 NOI	\$	201.5
2023E NOI	\$	239.6
2024E NOI	\$	248.8
Cap Rate		
2023E		11.74%
2024E		13.96%
2025E		14.49%
EV / EBITDA		
2023E		8.5x
2024E		7.2x
2025E		6.9x

At the current price of \$2.74, BHR currently has: – Market Cap = \$181 mm

– Enterprise Value = \$1.7 bn

These valuations imply:

– \$410k per key

– 2023E Cap Rate = 11.74%

– 2024E Cap Rate = 13.96%

– EV / 2023E EBITDA = 8.5x

– EV / 2024E EBITDA = 7.2x

PRICE PER KEY (PPK)

- BHR is currently trading at an implied price per key of \$408 based on NAV analysis

Rooms	4,184	4,184	4,184	4,184	4,184	4,184	4,184	4,184	4,184	4,184	4,184	4,184	4,184	4,184
Price Per Key (\$ thousands)	\$408	\$650	\$675	\$700	\$725	\$750	\$775	\$800	\$825	\$850	\$875	\$900	\$925	\$950
Gross Asset Value	\$1,707,398	\$2,719,600	\$2,824,200	\$2,928,800	\$3,033,400	\$3,138,000	\$3,242,600	\$3,347,200	\$3,451,800	\$3,556,400	\$3,661,000	\$3,765,600	\$3,870,200	\$3,974,800

Balance Sheet Adjustments

Net Balance Sheet Adjustments:	(\$1,526,575)	(\$1,526,575)	(\$1,526,575)	(\$1,526,575)	(\$1,526,575)	(\$1,526,575)	(\$1,526,575)	(\$1,526,575)	(\$1,526,575)	(\$1,526,575)	(\$1,526,575)	(\$1,526,575)	(\$1,526,575)	(\$1,526,575)
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Net Asset Value	\$180,823	\$1,193,025	\$1,297,625	\$1,402,225	\$1,506,825	\$1,611,425	\$1,716,025	\$1,820,625	\$1,925,225	\$2,029,825	\$2,134,425	\$2,239,025	\$2,343,625	\$2,448,225
Net Asset Value Per Share	\$2.74	\$18.08	\$19.66	\$21.25	\$22.83	\$24.42	\$26.00	\$27.59	\$29.17	\$30.76	\$32.34	\$33.93	\$35.51	\$37.10
% from current		559.8%	617.6%	675.5%	733.3%	791.2%	849.0%	906.9%	964.7%	1022.5%	1080.4%	1138.2%	1196.1%	1253.9%

HOTELS OVERVIEW

- At June 30th, 2023, the company owns interests in a high-quality, geographically diverse portfolio of 16 hotel properties located in seven states, the District of Columbia, Puerto Rico and St. Thomas, U.S. Virgin Islands.
- The properties have 4,181 total rooms, or 3,946 net rooms, excluding those attributable to the joint venture partner.
- All of the hotel properties in our portfolio are generally located in markets that exhibit strong growth characteristics resulting from multiple demand generators.
- Nine of the 16 hotel properties in our portfolio operate under premium brands affiliated with Marriott International, Inc. (“Marriott”) and Hilton Worldwide, Inc. (“Hilton”).
 - One hotel property is managed by Accor Management US Inc. (“Accor”),
 - One is managed by Hyatt Corporation (“Hyatt”),
 - One is managed by Four Seasons Hotels Limited (“Four Seasons”) and
 - Four hotel properties are managed by Remington Hotels, a subsidiary of Ashford Inc.
- For the year ended December 31, 2022, approximately 79% of the rooms revenue was generated by transient business, approximately 19% was generated by group sales and 2% was generated by contract sales

PORTFOLIO LIST

Hotel Property	Location	Market	Total Rooms
Hilton La Jolla Torrey Pines	La Jolla, CA	Resort	394
Capital Hilton	Washington, D.C.	Urban	550
Marriott Seattle Waterfront	Seattle, WA	Urban	361
The Clancy	San Francisco, CA	Urban	410
The Notary Hotel	Philadelphia, PA	Urban	499
The Ritz-Carlton Lake Tahoe	Truckee, CA	Resort	170
The Ritz-Carlton Sarasota	Sarasota, FL	Resort	276
Sofitel Chicago Magnificent Mile	Chicago, IL	Urban	415
Pier House Resort & Spa	Key West, FL	Resort	142
Bardessono Hotel and Spa	Napa Valley, CA	Resort	65
The Ritz-Carlton St. Thomas	St. Thomas, U.S. Virgin Islands	Resort	180
Park Hyatt Beaver Creek Resort & Spa	Beaver Creek, CO	Resort	190
Hotel Yountville	Napa Valley, CA	Resort	80
Mr. C Beverly Hills Hotel	Beverly Hills, CA	Urban	143
The Ritz-Carlton Reserve Dorado Beach	Puerto Rico	Resort	96
Four Seasons Resort Scottsdale	Scottsdale, AZ	Resort	210
Total			4,181

Select Properties



HIGH QUALITY PORTFOLIO





Sources		Uses	
Sources		Uses	
Investor Cash Equity	\$ 717,987	Outstanding Equity (at \$5.00 Share Price)	\$ 434,136
Cash on Target Balance Sheet	118,025	Repay Debt	1,054,430
Assumed Mortgage Debt	-	Assumed Mortgage Debt	-
CMBS Pool 1	800,000	Repay Preferreds	577,777
CMBS Pool 2	-	Buyout Park Minority Interest	69,250
CMBS Pool 3	-	Target Purchase Price	\$ 2,135,593
Bridge Financing	800,000	Transaction Costs	300,419
Total Sources	\$ 2,436,012	Total Uses	\$ 2,436,012
<i>Debt as a % of Net Sources</i>	69%		

Cash Flow Summary

Year:	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
BHR Revenue						\$ 613,051
Rooms	\$ 494,877	\$ 516,112	\$ 538,305	\$ 560,962	\$ 588,362	\$ 1
Food and Beverage	215,194	223,493	233,103	242,933	254,172	264,817
Other	86,943	88,147	91,937	95,857	98,845	102,936
Total Hotel Revenue	\$ 797,013	\$ 827,752	\$ 863,345	\$ 899,752	\$ 941,380	\$ 980,804
NOI						\$ 980,804
Total Hotel Revenue	\$ 797,013					\$ 980,804
Less: Hotel Operating Expenses <i>3.0% of revenue</i>		827,752	863,345	899,752	941,380	980,804
		(496,235)	(515,374)	(537,535)	(560,202)	(586,120)
Less: Property Taxes and Insurance		(37,271)	(38,708)	(40,373)	(42,075)	(44,022)
Less: Hotel Management Services Fees		(23,910)	(24,833)	(25,900)	(26,993)	(28,241)
Total Property Nominal NOI	\$ 239,597	\$ 208,837	\$ 259,537	\$ 270,482	\$ 282,996	\$ 294,847
<i>Annual Growth</i>	NA	3.9%	4.3%	4.2%	4.6%	4.2%
Less: Total Capex <i>5.5% of revenue</i>		(43,296)	(47,484)	(49,486)	(51,776)	(53,944)
Economic NOI	\$ 195,761	\$ 203,311	\$ 212,053	\$ 220,995	\$ 231,220	\$ 240,903
<i>Annual Growth</i>	NA	3.9%	4.3%	4.2%	4.6%	4.2%
General and Administrative		(10,281)	(10,360)	(10,347)	(10,355)	(10,298)
Unlevered Cash Flow	\$ 185,479	\$ 192,964	\$ 201,693	\$ 210,648	\$ 220,865	\$ 230,605

LBO SYNOPSIS (CONT.)

Returns Summary

Year:	Year 0		Year 1		Year 2		Year 3		Year 4		Year 5		Year 6
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
Levered													
Unlevered Basis	(2,317,987)	-	-	-	-	-	-	-	-	-	\$ -	-	-
Plus: Debt	1,600,000	-	-	-	-	-	-	-	-	-	-	-	-
Plus: Bridge Debt Proceeds	800,000	-	-	-	-	-	-	-	-	-	-	-	-
Less: Bridge Debt Repayment	(800,000)	-	-	-	-	-	-	-	-	-	-	-	-
Levered Cash Flow	-	50,493	69,938	81,188	90,763	100,709	-	-	-	-	-	-	-
Plus: Exit Value	-	-	-	-	-	3,528,764	-	-	-	-	-	-	-
Less: Exit Transaction Costs	-	-	-	-	-	(35,288)	-	-	-	-	-	-	-
Less: Debt Repayment	-	-	-	-	-	(1,600,000)	-	-	-	-	-	-	-
Total Levered Cash Flow	\$ (717,987)	\$ 50,493	\$ 69,938	\$ 81,188	\$ 90,763	\$ 1,994,186	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<i>Levered Yield (ex. Value-Add CapEx)</i>		3.3%	4.6%	5.3%	6.0%	6.6%							
Levered IRR	28.7%												
Levered Multiple	3.2x												
Profit											\$1,568,580		
Cash Flow as a % of Profit	25.1%												

Financials Summary

HOUSING REVENUE

Hotel Property	Location	Market	Total Rooms	%		FY 2022		
				Owned	Occupancy	ADR	RevPAR	EBITDA
Hilton La Jolla Torrey Pines	La Jolla, CA	Resort	394	75%	77.25%	\$ 251	\$ 194	\$ 17,328
Capital Hilton	Washington, D.C.	Urban	550	75%	65.17%	228	149	10,174
Marriott Seattle Waterfront	Seattle, WA	Urban	361	100%	56.88%	286	163	9,217
The Clancy	San Francisco, CA	Urban	410	100%	70.05%	299	209	8,354
The Notary Hotel	Philadelphia, PA	Urban	499	100%	55.92%	218	122	7,673
The Ritz-Carlton Lake Tahoe	Truckee, CA	Resort	170	100%	57.60%	737	424	11,383
The Ritz-Carlton Sarasota	Sarasota, FL	Resort	276	100%	74.47%	618	460	30,377
Sofitel Chicago Magnificent Mile	Chicago, IL	Urban	415	100%	65.36%	251	164	8,288
Pier House Resort & Spa	Key West, FL	Resort	142	100%	74.81%	707	529	18,115
Bardessono Hotel and Spa	Napa Valley, CA	Resort	65	100%	63.96%	1,258	804	9,127
The Ritz-Carlton St. Thomas	St. Thomas, U.S. Virgin Islands	Resort	180	100%	73.81%	1,205	889	30,137
Park Hyatt Beaver Creek Resort & Spa	Beaver Creek, CO	Resort	190	100%	60.58%	601	364	13,620
Hotel Yountville	Napa Valley, CA	Resort	80	100%	54.06%	907	490	6,958
Mr. C Beverly Hills Hotel	Beverly Hills, CA	Urban	143	100%	74.26%	348	258	3,157
The Ritz-Carlton Reserve Dorado Beach	Puerto Rico	Resort	96	100%	63.53%	1,929	1,225	14,887
Four Seasons Resort Scottsdale	Scottsdale, AZ	Resort	210	100%	45.15%	1,057	477	1,710
Total / Weighted Average			4,181	65.62%		\$ 452	\$ 296	\$ 200,505

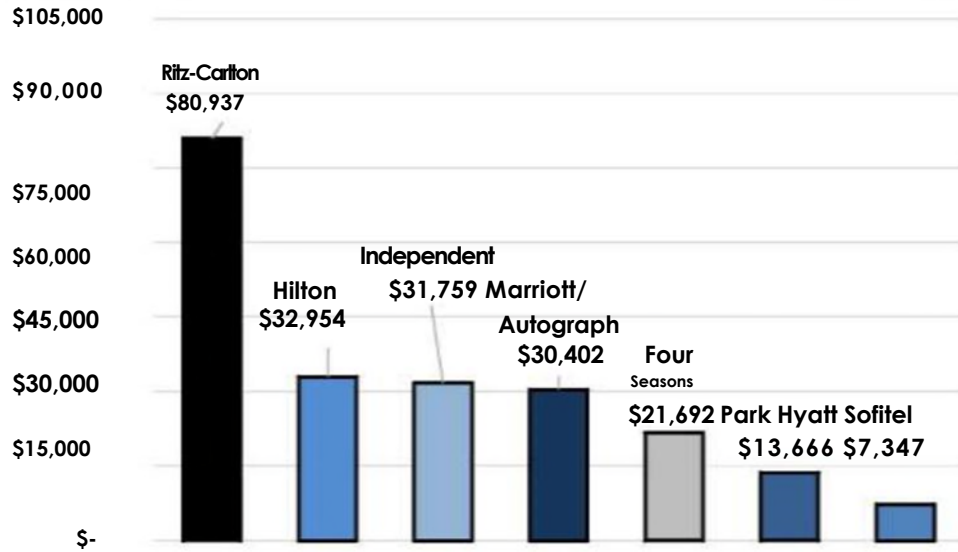
Hotel Property	Location	Market	Total Rooms	%		Q2 2023		
				Owned	Occupancy	ADR	RevPAR	TTM EBITDA
Hilton La Jolla Torrey Pines	La Jolla, CA	Resort	394	75%	82%	\$ 246	\$ 202	\$ 17,204
Capital Hilton	Washington, D.C.	Urban	550	75%	82%	278	228	15,750
Marriott Seattle Waterfront	Seattle, WA	Urban	369		100% 79%	311	244	11,582
The Clancy	San Francisco, CA	Urban	410		100% 75%	292	220	9,348
The Notary Hotel	Philadelphia, PA	Urban	499		100% 71%	238	168	9,472
The Ritz-Carlton Lake Tahoe	Truckee, CA	Resort	170		100% 53%	513	272	10,904
The Ritz-Carlton Sarasota	Sarasota, FL	Resort	276		100% 63%	590	374	25,023
Sofitel Chicago Magnificent Mile	Chicago, IL	Urban	415		100% 75%	275	205	7,347
Pier House Resort & Spa	Key West, FL	Resort	142		100% 71%	642	457	15,925
Bardessono Hotel and Spa	Napa Valley, CA	Resort	65		100% 73%	1,105	805	7,179
The Ritz-Carlton St. Thomas	St. Thomas, U.S. Virgin Islands	Resort	180		100% 76%	1,065	804	24,970
Park Hyatt Beaver Creek Resort & Spa	Beaver Creek, CO	Resort	193		100% 34%	313	106	10,904
Hotel Yountville	Napa Valley, CA	Resort	80		100% 59%	764	447	3,014
Mr. C Beverly Hills Hotel	Beverly Hills, CA	Urban	143		100% 80%	319	254	2,641
The Ritz-Carlton Reserve Dorado Beach	Puerto Rico	Resort	96		100% 64%	2,270	1,454	20,040
Four Seasons Resort Scottsdale	Scottsdale, AZ	Resort	210		100% 49%	852	415	21,692
Total / Weighted Average			4,192		71%	\$ 436	\$ 309	\$ 212,995

REVENUE BREAKDOWN - GEOGRAPHY

Primary Geographical Market	FY 2022				
	# of Hotels	Rooms	Food and Bev	Other Hotel	Total
California	6	\$ 134,635	\$ 45,952	\$ 19,152	199,739
Puerto Rico	1	38,077	14,238	8,931	61,246
Arizona	1	3,107	1,430	657	5,194
Colorado	1	25,253	16,397	8,965	50,615
Florida	2	73,629	34,068	24,771	132,468
Illinois	1	24,829	7,150	1,656	33,635
Pennsylvania	1	22,237	4,121	1,178	27,536
Washington	1	21,445	3,619	1,321	26,385
Washington, D.C.	1	29,877	13,276	1,960	45,113
USVI	1	58,426	18,990	10,238	87,654
Total	16	\$ 431,515	\$ 159,241	\$ 78,829	669,585

EXPOSURE TO LUXURY HOTELS & RESORTS

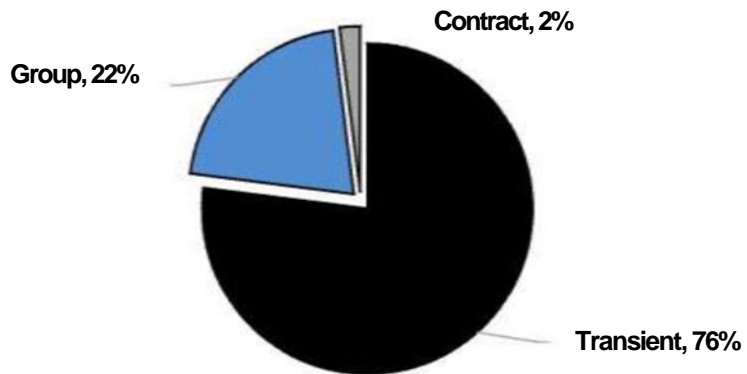
Ritz-Carlton Drives Q2 TTM Hotel EBITDA⁽¹⁾



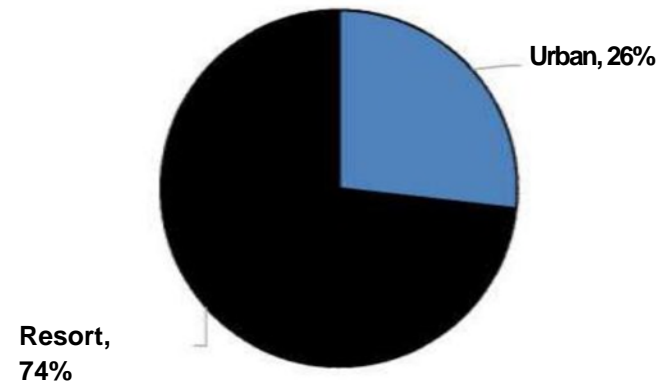
Luxury Hotels Drive Q1 TTM Hotel EBITDA⁽¹⁾



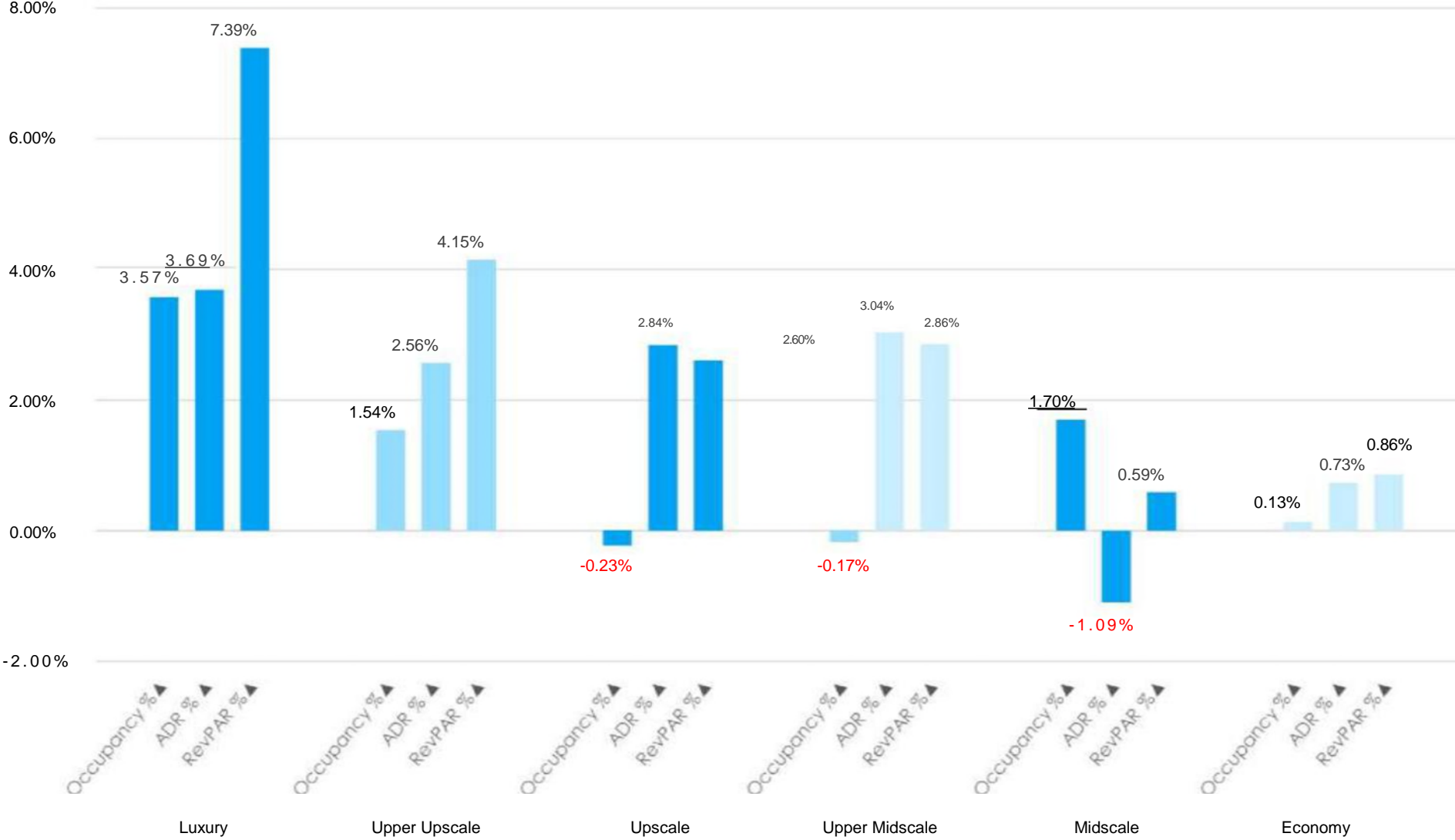
High Transient Demand Drives Q2 TTM Revenue



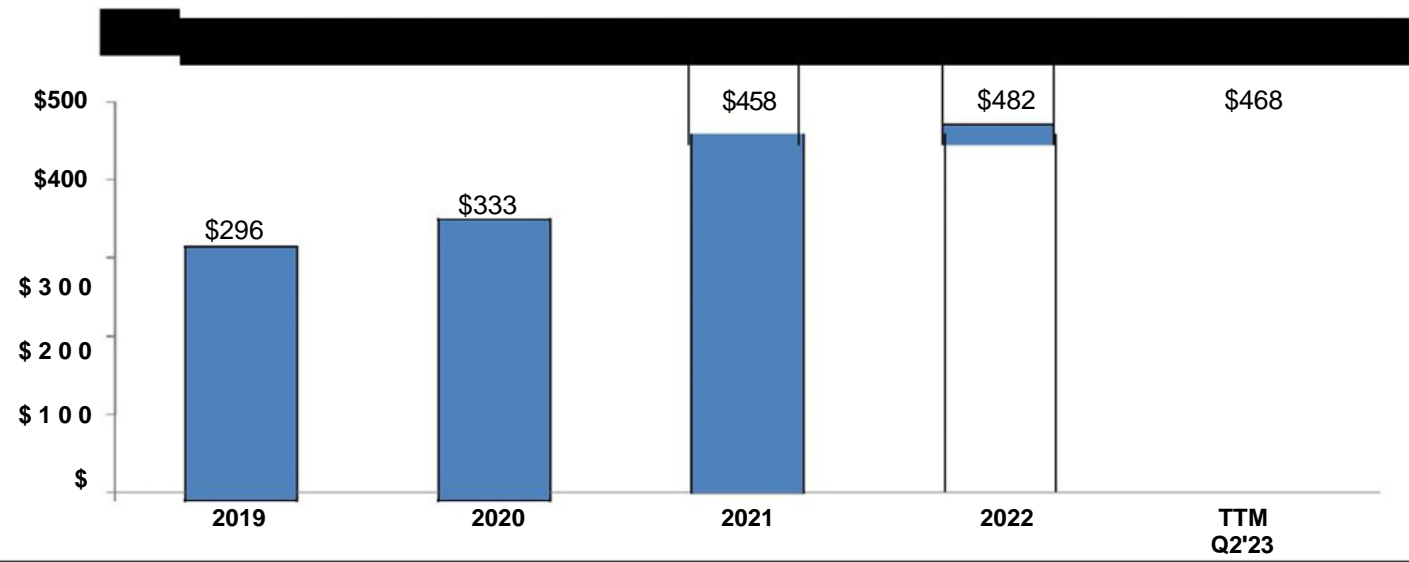
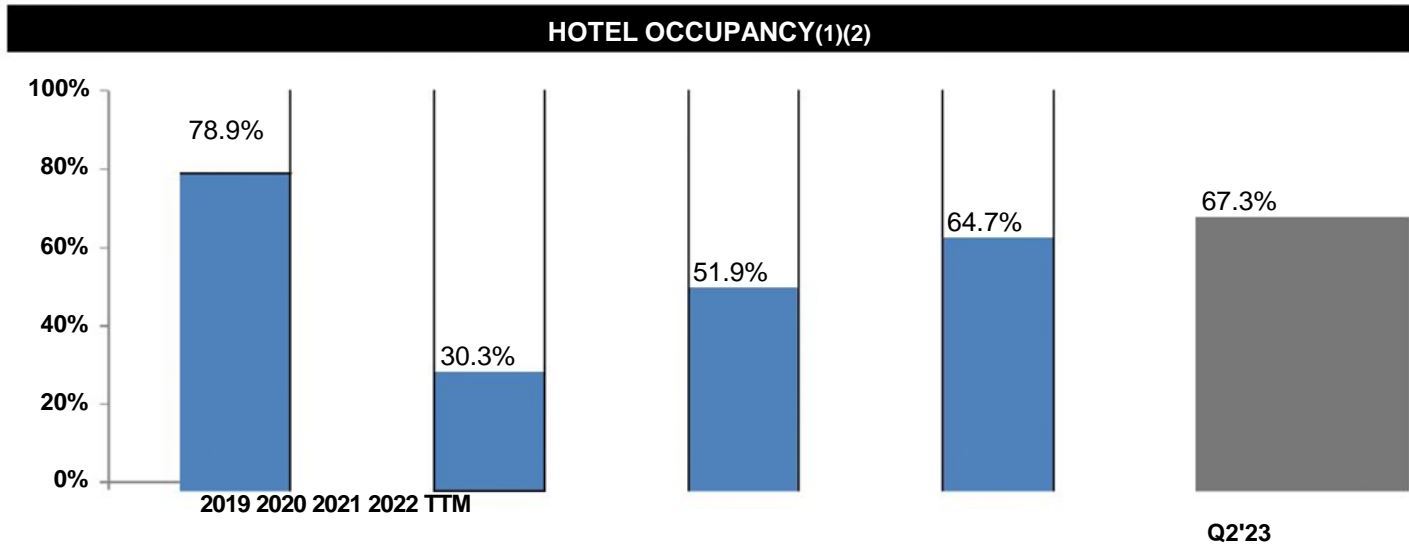
Resorts Drive Q2 TTM Results



2024 REVPAR FORECAST



OCCUPANCY AND ADR



1. As reported in Earnings Releases: 2019 as reported on 2/25/2021; 2020 as reported on 2/24/2022; 2021 and 2022 as reported on 2/22/2023; TTM Q1'23 as reported on 5/2/23
 2. Due to the economic effects of the COVID-19 pandemic on the Company, the lodging industry and the broader economy, the information provided should not be relied upon as an accurate representation of the current or future financial condition or performance of the Company

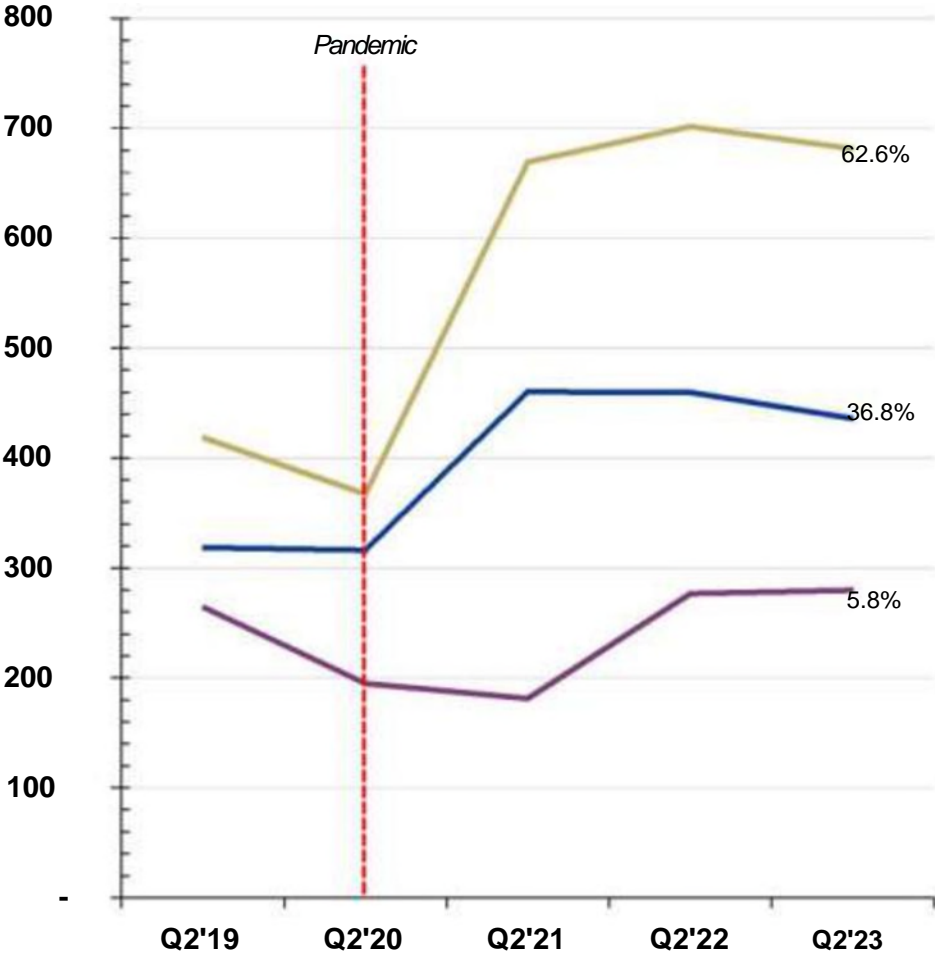
Source: Company Presentations and filings.

ACQUISITIONS PERFORMANCE

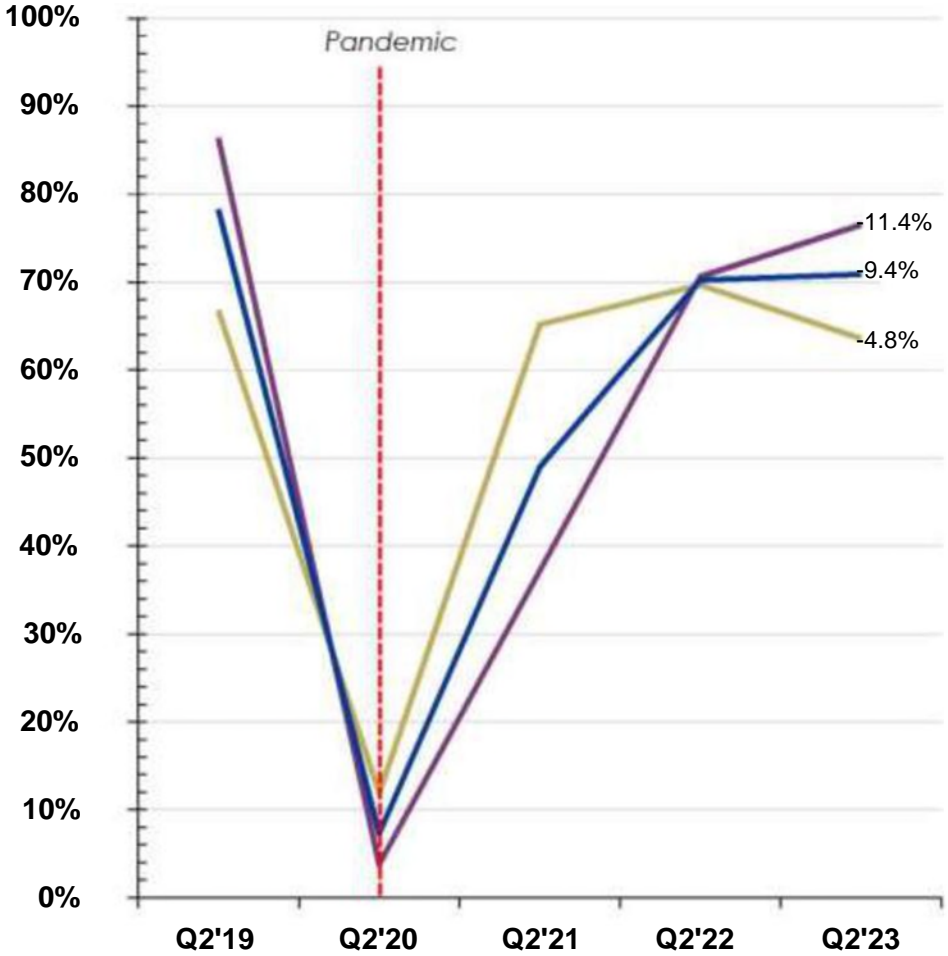
Property	Acq Date	Price	Price / Key	TTM EBITDA Multiple	TTM Yield on Cost
Sofitel Chicago Magnificent Mile	2/24/2014	\$153.0M	\$369K	20.8x	5.0%
Key West Pier House	3/3/2014	\$92.7M	\$653K	5.8x	17.8%
Bardessono	7/9/2015	\$85.0M	\$1.3M	11.8x	12.2%
Ritz-Carlton St. Thomas	12/15/2015	\$64.0M	\$356K	2.6x	18.0%
Park Hyatt Beaver Creak	4/3/2017	\$145.5M	\$754K	10.6x	8.3%
Hotel Yountville	5/11/2017	\$96.5M	\$1.2M	16x	6.4%
Ritz-Carlton Sarasota	4/4/2018	\$171.0M	\$620K	6.8x	12.6%
Ritz-Carlton Lake Tahoe	1/15/2019	\$103.3M ⁽¹⁾	\$608K	9.5x	6.9%
Mr. C Beverly Hills Hotel	8/5/2021	\$77.9M	\$545K ⁽²⁾	29.5x	2.6%
Ritz-Carlton Reserve Dorado Beach	3/11/22	\$193.0M	\$1.8M ⁽³⁾	9.6x	9.2%
Four Seasons Scottsdale	12/1/22	\$250.0M ⁽¹⁾	\$1.2M	11.5x	7.2%
Weighted Average:					9.4%

GROWTH DRIVERS – URBAN PROPERTIES

ADR Up – Q2 2019 to Q2 2023

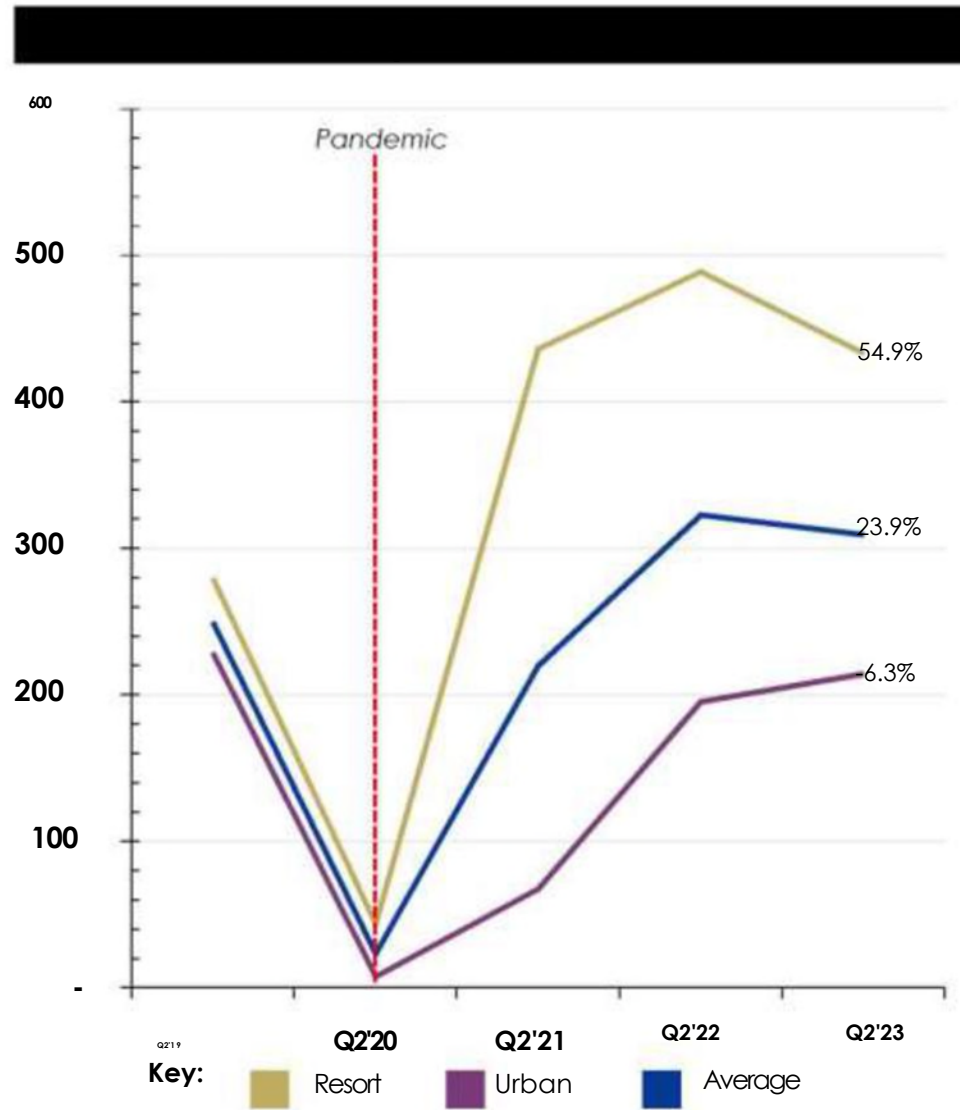


Occupancy Stabilizing – Q2 2019 to Q2 2023



Key: ■ Resort ■ Urban ■ Average

GROWTH DRIVERS – URBAN PROPERTIES (CONT.)



Key Observations

**Urban properties
nearing full
recovery**

**Resort performance
stabilizing**

**Average RevPAR is well
above 2019 levels**

Properties Overview

PORTFOLIO LIST

Hotel Property	Location	Market	Total		Q2 2023				
			Rooms	%	Occupancy	ADR	TTM		
							Owned	RevPAR	EBITDA
Hilton La Jolla Torrey Pines	La Jolla, CA	Resort	394	75%	82%	\$ 246	\$	202\$	17,204
Capital Hilton	Washington, D.C.	Urban	550	75%	82%	278	228		15,750
Marriott Seattle Waterfront	Seattle, WA	Urban	369	100%	79%	311	244		11,582
The Clancy	San Francisco, CA	Urban	410	100%	75%	292	220		9,348
The Notary Hotel	Philadelphia, PA	Urban	499	100%	71%	238	168		9,472
The Ritz-Carlton Lake Tahoe	Truckee, CA	Resort	170	100%	53%	513	272		10,904
The Ritz-Carlton Sarasota	Sarasota, FL	Resort	276	100%	63%	590	374		25,023
Sofitel Chicago Magnificent Mile	Chicago, IL	Urban	415	100%	75%	275	205		7,347
Pier House Resort & Spa	Key West, FL	Resort	142	100%	71%	642	457		15,925
Bardessono Hotel and Spa	Napa Valley, CA	Resort	65	100%	73%	1,105	805		7,179
The Ritz-Carlton St. Thomas	St. Thomas, U.S. Virgin Islands	Resort	180	100%	76%	1,065	804		24,970
Park Hyatt Beaver Creek Resort & Spa	Beaver Creek, CO	Resort	193	100%	34%	313	106		10,904
Hotel Yountville	Napa Valley, CA	Resort	80	100%	59%	764	447		3,014
Mr. C Beverly Hills Hotel	Beverly Hills, CA	Urban	143	100%	80%	319	254		2,641
The Ritz-Carlton Reserve Dorado Beach	Puerto Rico	Resort	96	100%	64%	2,270	1,454		20,040
Four Seasons Resort Scottsdale	Scottsdale, AZ	Resort	210	100%	49%	852	415		21,692
Total / Weighted Average			4,192		71%	\$ 436	\$	309 \$	212,995

HILTON LA JOLLA TORREY PINES

Location	La Jolla, CA
Rooms	394
Owned	75%
Occupancy	77.25%

	FY 2022
ADR	\$251
RevPAR	\$194
Net Income	\$13,162
EBITDA	\$17,328



HILTON LA JOLLA TORREY PINES

- BHR owns a 75% partnership interest in Ashford HHC Partners III LP, which is subject to a ground lease in the Hilton La Jolla Torrey Pines expiring in 2067. CHH Torrey Pines Hotel Partners LP, a subsidiary of Ashford HHC Partners III LP, leases the Hilton La Jolla Torrey Pines hotel to CHH Torrey Pines Tenant Corp. The remaining 25% partnership interest in Ashford HHC Partners III LP is owned by Park Hotels & Resorts, Inc. The hotel opened in 1989 and is comprised of 394 guest rooms, including 232 king rooms, 152 queen/queen rooms and 10 suites. Approximately \$32.3 million has been spent on capital expenditures since the acquisition of the hotel by Ashford HHC Partners III LP in 2007, which has included lobby, restaurant, meeting space and room renovations.
- The hotel's location attracts all three major demand segments: corporate transient, group meetings and leisure transient. The famous Torrey Pines Golf Course, located on the property's western boundary, appeals to each demand segment and provides exclusive tee times to guests staying at the hotel. Nearly every room has a private balcony or patio with ocean, garden or golf course views. In addition to the attraction of the golf course, the hotel is located within walking distance of the Torrey Pines State Nature Reserve with access to a number of outdoor activities and Pacific Ocean beaches. Numerous hospitals and research facilities are located within close proximity of the hotel.
- Additional property highlights include:
 - Meeting Space: Approximately 60,000 square feet of event space, including:
 - 21,000 square feet of function space in 21 rooms to accommodate up to 1,500 people;
 - over 32,000 square feet of outdoor function space; and
 - the 6,203 square foot Fairway Pavilion Ballroom overlooking the 18th fairway of Torrey Pines Golf Course South Course.
 - Food and Beverage: The Hilton La Jolla Torrey Pines hosts the Torreyana Grille and Lounge, an all-purpose, three-meal restaurant with 205 seats and the Horizons Coffee Cafe. Both outlets overlook the golf course and the Pacific Ocean.
 - Other Amenities: The hotel has a fitness center, outdoor pool, outdoor whirlpool, tennis courts, basketball court, business center, lush gardens and pathways, valet parking and a gift shop.
 - Location and Access. The hotel is located near the Pacific Ocean in a secluded area of the famous Torrey Pines Golf Course. The hotel is approximately 17 miles from the San Diego International Airport.

CAPITAL HILTON

Location	Washington, D.C.
Rooms	550
Owned	75%
Occupancy	65.17%

FY 2022

ADR	\$228
RevPAR	\$149
Net Income	\$1,125
EBITDA	\$10,174



CAPITAL HILTON

- BHR owns a 75% partnership interest in Ashford HHC Partners III LP, which has a fee simple interest in the Capital Hilton. CHH Capital Hotel Partners LP, a subsidiary of Ashford HHC Partners III LP, leases the Capital Hilton to CHH Capital Tenant Corp. The remaining 25% partnership interest in Ashford HHC Partners III LP is owned by Park Hotels & Resorts, Inc. The hotel opened in 1943 and is comprised of 550 guest rooms, including 283 king rooms, 94 queen/queen rooms, 90 double/double rooms, 81 single queen rooms and two parlor suites. Approximately \$77.0 million has been spent on capital expenditures since the acquisition of the hotel by Ashford HHC Partners III LP in 2007, which has included renovations to the guest rooms, public space, meeting space, lobby and restaurant.
- The hotel is strategically located at 16th and K Street, in close proximity to the White House and other government facilities. The hotel has significant historical connotations and is located near numerous Washington, D.C. attractions including the National Mall. The offices of a number of legal firms and national associations are located within walking distance of the property.
- Additional property highlights include:
 - Meeting Space: Approximately 31,000 square feet of contiguous meeting space located on the same floor.
 - Food and Beverage: The Capital Hilton hosts (i) the Northgate Grill, a full service restaurant with 130 seats and (ii) the Statler Lounge, a lobby bar with 72 seats.
 - Other Amenities: The hotel has a health club, gift shop, business center and valet parking.
 - Location and Access. The hotel is conveniently located in the center of Washington, D.C., north of the White House and near the National Mall and numerous tourist attractions. By virtue of its size and clear signage, it is visible from both directions on 16th street. The hotel is approximately five miles from Ronald Reagan Washington National Airport.

MARRIOTT SEATTLE WATERFRONT

Location	Seattle, WA
Rooms	361
Owned	100%
Occupancy	56.88%

	FY 2022
ADR	\$286
RevPAR	\$163
Net Income	\$3,790
EBITDA	\$9,217



MARRIOTT SEATTLE WATERFRONT

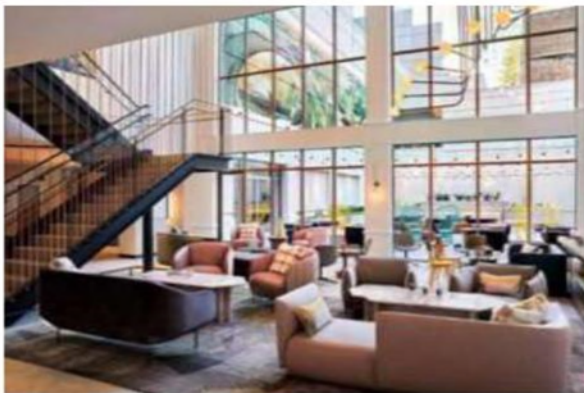
- BHR's subsidiary, Ashford Seattle Waterfront LP, owns a fee simple interest in the Marriott Seattle Waterfront. The hotel opened in 2003 and is comprised of 348 guest rooms and 13 suites, including 204 king rooms, 155 double/double rooms and two Murphy beds. About half of the hotel's guest rooms have water views overlooking Elliott Bay with the remaining guest rooms having partial water views. Approximately \$34.2 million has been spent on capital expenditures since the acquisition of the hotel in 2007. Capital improvements in 2017 included the relocation of the M Club from the eighth floor to the lobby level, which recaptured three guest rooms. A transformative guest room and corridor renovation occurred in 2022 which included case goods, flooring, wall covering, soft goods, lighting, and bathrooms.
- The hotel is located on the Seattle Waterfront within walking distance of Pike Place Market, a unique retail experience and a major Seattle tourist attraction. Numerous food vendors providing locally produced food, retail shops offering a variety of merchandise and the original Starbucks Coffee Shop complement the venue. The Seattle Great Wheel, one of the tallest Ferris wheels in the western United States, and the Seattle Aquarium are located along Alaskan Way, which is in close proximity to the hotel. The hotel is also located directly across from the Pier 66 cruise terminal, a strong leisure demand generator during the six-month long cruise season.
- Additional property highlights include:
 - Meeting Space: Approximately 18,000 square feet of meeting space.
 - Food and Beverage: The Marriott Seattle Waterfront hosts: (i) Hook and Plow, a full-service restaurant with 192 seats; (ii) Lobby Bar/Library with 120 seats; and (iii) the "Market" offering snacks, drinks and sundry items.
 - Other Amenities: The hotel has a fitness center, indoor/outdoor connected pool, business center, guest laundry facilities, valet parking and three electric vehicle charging stations.
 - Location and Access. The hotel is conveniently located on the Seattle waterfront, just off of the Alaskan Way S. exit from Highway 99 N. The hotel is approximately 13 miles from the Seattle/Tacoma International Airport.

THE CLANCY

Location	San Francisco, CA
Rooms	410
Owned	100%
Occupancy	70.05%

FY 2022

ADR	\$299
RevPAR	\$209
Net Income	(\$2,872)
EBITDA	\$8,354



THE CLANCY

- BHR's subsidiary, Ashford San Francisco II LP, owns a fee simple interest in The Clancy. The hotel opened in 2001 and is comprised of 410 guest rooms, including 196 king rooms, 184 queen/queen rooms and 30 suites. Approximately \$76.4 million has been spent on capital expenditures since the acquisition of the hotel in 2007, which included a restaurant renovation, a guest room soft goods renovation and a meeting space renovation. In early 2017, the hotel began an extensive custom designed guest room renovation. As part of this renovation the company increased the room count from 405 to 410 rooms utilizing former conference suites. The new guest rooms reflect the hotel's ideal location in the new and evolving SoMa district. Bold vibrant colors with calming grey undertones mimic the stunning visual beauty expressed in the iconic city of San Francisco. Innovative smart technology combined with comfort and luxury provide travelers with an intriguing and unique experience.
- On October 1, 2020, BHR announced the opening of The Clancy, a conversion of the Courtyard San Francisco Downtown into a full service hotel within Marriott's Autograph Collection®. The conversion included a complete redesign of the lobby, front desk, food and beverage outlets, meeting spaces, public areas and the façade. The custom designed guest rooms are commensurate with an upper upscale brand. Adding a few additional amenities and accessories completed their transition to an Autograph Collection Hotel. The reimaged public space and modern guest rooms elevate The Clancy within the upper upscale market. The hotel is located conveniently downtown in the heart of the SoMa district of San Francisco.
- The hotel is located near numerous high tech businesses and attractions, including the Moscone Convention Center, Transbay Transit Center, Oracle Park, Union Square and the Metreon Complex.

THE CLANCY (CONT.)

▪ Additional property highlights include:

- Meeting Space: Approximately 9,900 square feet of indoor meeting space and nearly 1,000 square feet of private outdoor reception areas. In 2022, the company converted the former indoor swimming pool space into an approximate 1,200 square foot meeting room, which includes an outdoor balcony space overlooking the Block 9 Courtyard. Located on the second floor adjacent to the majority of the hotel's meeting space, this new meeting room will allow the hotel to capture additional groups while providing much greater flexibility to the group meeting guests.
- Food and Beverage: The transformed food and beverage outlets at The Clancy include completely reconfigured spaces to meet the requirements of today's discerning traveler. The Seven Square Tap Room, open for breakfast, lunch, dinner and cocktails, seats 118. The dining area seats 78. The bar and lounge area seats six at the bar and 34 in the lounge. The Lobby Lounge is configured with a bar, couches, small tables and a community table, seats 43 guests including 10 at the bar, 10 at the community table and 23 in various other seating configurations. The Radiator Coffee Salon, open for breakfast and light lunches seats 35 patrons at tables and stadium style seating. An exterior sales window allows the outlet to capture business from local residents and office commuters. Two exterior venues are available for both group and transient guests: the original outdoor courtyard, renamed Block 9 and a completely new space, the Parklet. Block 9 includes a fire pit and has been redesigned to be flexible enough to offer overflow seating for the Lobby Lounge and for private receptions. Total seating in Block 9 encompasses 56 seats in lounge, table and stadium seating configurations. The Parklet is completely covered and can be used for small receptions and outdoor seating.
- Other Amenities: The hotel has a fully equipped 1,400 square foot fitness center. In 2022 the company expanded the fitness center by approximately 600 square feet. SOMA Mercantile, a gift shop of approximately 100 square feet contains food, beverage and retail items unique to San Francisco, along with national brand favorites. Valet parking is available in a two level subterranean garage
- Original Art: During the conversion process, BHR commissioned two new outdoor murals, located in Block 9 and the Parklet and two sculptures, one located on a lobby wall and one on the exterior of the building. The hotel's original art piece, a globe representing San Francisco's unique position as a world class city, was moved from Block 9 to a prominent position in the Parklet.
- Location and Access. The hotel is located in downtown San Francisco and is easily accessible from Interstate 80 and US 101. The hotel is approximately 14 miles from the San Francisco International Airport. The Montgomery Street BART (Bay Area Rapid Transit) station is approximately three blocks from the hotel providing convenient access to the airport and East Bay communities.

THE NOTARY HOTEL

Location	Philadelphia, PA
Rooms	499
Owned	100%
Occupancy	55.92%

	FY 2022
ADR	\$218
RevPAR	\$122
Net Income	(\$505)
EBITDA	\$7,673



THE NOTARY HOTEL

- BHR's subsidiary, Ashford Philadelphia Annex LP, owns a fee simple interest in The Notary Hotel. The hotel opened in 1999 and is comprised of 499 guest rooms, including 311 king rooms, 109 queen/queen rooms, 77 double/double rooms and two parlor suites. Approximately \$59.2 million has been spent on capital expenditures since the acquisition of the hotel in 2007.
- On July 17, 2019, BHR announced the opening of The Notary Hotel. Listed on the National Register of Historic Places, the former Courtyard by Marriott Philadelphia Downtown underwent a rebranding and renovation in excess of \$20 million to create The Notary Hotel. Improvements included a complete renovation of the guest rooms, guest corridors, and lobby. Additionally the restaurant was renovated and repositioned as an upscale tapas bar.
- The property joined Marriott's Autograph Collection Hotels, a diverse portfolio of independent hotels around the world that reflect unique vision, design and environments. It is located in the center of Philadelphia's downtown business district, across from City Hall and one block from the Philadelphia Convention Center. The hotel is also conveniently located next to the Historical District, the Reading Terminal Market, the University of Pennsylvania and Independence Hall.
- Additional property highlights include:
 - Meeting Space: Approximately 10,000 square feet of meeting space throughout 12 event rooms.
 - Food and Beverage: The Notary Hotel hosts (i) Sabroso+Sorbo, an exciting restaurant with Latin-inspired fare and specialty cocktails and (ii) La Colombe®, the hotel's popular onsite coffee outlet featuring grab-and-go sandwiches, appetizing snacks, fresh salads and delectable pastries.
 - Other Amenities: The hotel has a fitness center, sundries shop/market, business center and valet parking.
 - Location and Access. The hotel is located in downtown Philadelphia and is accessible from Interstate 676. The hotel's corner location and clear signage make it easily visible from both Juniper Street and South Penn Square. The hotel is approximately 10 miles from the Philadelphia International Airport

THE RITZ-CARLTON LAKE TAHOE

Location	Truckee, CA
Rooms	170
Owned	100%
Occupancy	57.60%

FY 2022

ADR	\$737
RevPAR	\$424
Net Income	\$5,020
EBITDA	\$11,383



THE RITZ-CARLTON LAKE TAHOE

- On January 15, 2019, BHR acquired a 100% interest in the 170-room Ritz-Carlton Lake Tahoe located in Truckee, California for \$120.0 million. Approximately \$7.9 million has been spent on capital expenditures since the acquisition of the hotel in January 2019.
 - The Ritz-Carlton Lake Tahoe was built in 2009 and has 170 luxurious and spacious rooms, including 17 suites. The resort also offers an array of amenities, including ski-in/ski-out access to Northstar Ski Mountain, the ultra-luxury Lake Club on the shore of Lake Tahoe, a 17,000 square foot full-service spa, six food and beverage outlets, including the acclaimed Manzanita restaurant, over 37,000 square feet of flexible indoor/outdoor meeting space, two outdoor pools, state-of-the-art fitness club and yoga studio, and the Ritz Kids Club.
- Additional property highlights include:
- Meeting Space: The property has over 37,000 square feet of meeting space including 15,000 square feet of outdoor event space with the dramatic fireside terrace, two elegant ballrooms and the waterfront Lake Club, a multi-level venue for intimate events.
 - Food and Beverage: The property features six food and beverage outlets, including the extraordinary North Lake Tahoe dining in Manzanita, featuring artfully crafted cuisine and Backyard Bar and BBQ, featuring St. Louis style BBQ favorites.
 - Other Amenities: The property offers 170 luxurious guest rooms and suites with in-room gas fireplaces and floor-to-ceiling windows, a 17,000 square foot slope-side spa with treatments themed around nature and the Ritz Kids children's program.
 - Location and Access. Located in the North Lake Tahoe area, the property is situated mid-mountain at the Northstar Ski Area. With its premier location, luxury brand affiliation and world-class amenities, The Ritz-Carlton Lake Tahoe is positioned as the leading resort in one of the country's most popular tourist destinations. North Lake Tahoe, located approximately 45 minutes from Reno, Nevada and two hours from Sacramento, is a popular and growing upscale, year-round tourist destination. Beyond the first-class hotel experience, guests have easy access to the Lake Tahoe area's many amenities and activities, including world-class skiing and winter sports, boating, fishing, hiking, golfing, as well as exceptional dining and shops.

THE RITZ-CARLTON SARASOTA

Location	Sarasota, FL
Rooms	276
Owned	100%
Occupancy	74.47%

FY 2022

ADR	\$618
RevPAR	\$460
Net Income	\$17,641
EBITDA	\$30,377



THE RITZ-CARLTON SARASOTA

- On April 4, 2018, BHR acquired a 100% interest in The Ritz-Carlton Sarasota in Sarasota, Florida for \$171.4 million and a 22-acre plot of vacant land for \$9.7 million. Approximately \$17.2 million has been spent on capital expenditures since the acquisition of the hotel in April 2018.
- The Ritz-Carlton Sarasota was built in 2001 and has 276 luxurious and spacious rooms, including 31 suites. The resort also offers an array of amenities, including a 26,000 square foot Beach Club with 410 feet of beachfront, a private, luxury Tom Fazio designed Golf Club, the award-winning 15,000 square foot Ritz-Carlton Spa, eight food and beverage outlets, including the acclaimed Jack Dusty waterfront restaurant, 29,000 square feet of flexible indoor meeting space, two outdoor pools, 24-hour state-of-the-art fitness club and lighted tennis courts.

□ Additional property highlights include:

- Meeting Space: The property has a 26,000-square-foot conference center, outdoor venues for up to 1,200 guests as well as venues overlooking the Gulf of Mexico.
- Food and Beverage: The property features four different restaurants, including the nautically inspired Jack Dusty and Ridley’s Porch, the relaxed beachfront Lido key Tiki Bar, as well as the Golf Club Grille overlooking the entire golf course.
- Other Amenities: The property offers 276 guest rooms with private balconies, a serene private beach club on Lido Key, 18 holes of championship golf and a luxurious spa.
- Location and Access. Located on Sarasota Bay in downtown Sarasota, the property, with its premier location, luxury-brand affiliation and world-class amenities, is positioned as the leading resort in one of country’s fastest growing markets. Sarasota, located approximately 60 miles south of Tampa, is a popular and growing upscale, year-round destination on the west coast of Florida. Beyond the first-class hotel experience, guests have easy access to the Sarasota area’s many amenities and activities, including exceptional dining and shops, art galleries, beaches, museums, boating, fishing, and golfing.

SOFITEL CHICAGO MAGNIFICENT MILE

Location	Chicago, IL
Rooms	415
Owned	100%
Occupancy	65.36%

	FY 2022
ADR	\$251
RevPAR	\$164
Net Income	\$2,226
EBITDA	\$8,288



SOFITEL CHICAGO MAGNIFICENT MILE

- On February 24, 2014, BHR acquired a fee simple interest in the Sofitel Chicago Magnificent Mile. The hotel opened in 2002 and is comprised of 415 guest rooms, including 63 suites. Approximately \$19.9 million has been spent on capital expenditures at the hotel since the acquisition of the hotel in 2014. The fitness center and lobby bar were extensively renovated in the first quarter of 2017. A comprehensive guest room and corridor renovation began in the fourth quarter of 2017 and was completed in the second quarter of 2018.
- The 32-story building was designed by French architect Jean-Paul Viguier and has views of Lake Michigan and the Chicago skyline. It is located in the heart of the Gold Coast neighborhood, proximate to some of Chicago's largest leisure demand generators, on the corner of Chestnut Street and Wabash Avenue.
- Additional property highlights include:
 - Meeting Space: Approximately 10,000 square feet of meeting space.
 - Food and Beverage: The Sofitel Chicago Magnificent Mile includes (i) CDA, an 82 seat French inspired casual restaurant; (ii) Le Bar, a 45 seat modern cocktail lounge; (iii) La Tarrasse, a 40-seat outdoor patio and lounge serving the cuisine of CDA; and (iv) Cigale, a restaurant space featuring an exhibition kitchen and frontage on Wabash Avenue overlooking Connors Park (currently utilized only for event space).
 - Other Amenities: The hotel has a fitness center, a business center and valet parking.
 - Location and Access. The hotel is located one block west of Chicago's Magnificent Mile on a 0.6 acre parcel in an area of Chicago known as the Gold Coast. The hotel has easy access to the Chicago "L" train and is located approximately 18 miles from O'Hare International Airport and 13 miles from Midway International Airport.

PIER HOUSE RESORT AND SPA

Location	Key West, FL
Rooms	142
Owned	100%
Occupancy	74.81%

	FY 2022
ADR	\$707
RevPAR	\$529
Net Income	\$12,377
EBITDA	\$18,115



PIER HOUSE RESORT AND SPA

- On March 1, 2014, the company acquired a fee simple interest in the Pier House Resort & Spa from Ashford Trust pursuant to an option agreement that the company entered into in connection with our spin-off from Ashford Trust. The hotel opened in 1968 and is comprised of 142 guest rooms, including 76 king rooms, 43 queen/queen rooms and 23 suites. Approximately \$16.6 million has been spent on capital expenditures since the acquisition of the hotel in May 2013, which included spa, fitness center and guest rooms refresh renovations.
- The hotel is located on a six-acre parcel in Key West, Florida. In addition to its secluded private beach, the hotel is well-situated at the north end of Duval Street providing easy access to the heart of Key West and its many demand generators.
- Additional property highlights include:
 - Meeting Space: Approximately 2,600 square feet of conference space and 2,000 square feet of wedding space overlooking the Gulf of Mexico.
 - Food and Beverage: The Pier House Resort & Spa provides an al fresco beach bar, the 152-seat One Duval Restaurant as well as the 18-seat Chart Room.
 - Other Amenities: The hotel has a full-service spa, a private beach, a heated outdoor pool and a private dock for charter pick-ups.
 - Location and Access. The hotel is located on a six-acre compound in the historic district of Key West, Florida, on Duval Street, at the Gulf of Mexico. Key West, which is the southernmost point of the Florida peninsula, is 160 miles south of Miami. Key West International Airport is approximately four miles from the property. The Marathon and Miami airports are all within driving distance.

BARDESSONO HOTEL AND SPA

Location		Yountville, CA	
Rooms		65	
Owned		100%	
Occupancy		63.96%	

FY 2022	
ADR	\$1,258
RevPAR	\$804
Net Income	\$4,488
EBITDA	\$9,127



BARDESSONO HOTEL AND SPA

- On July 9, 2015, BHR acquired a 100% leasehold interest in the Bardessono Hotel and Spa in Yountville, California, which is subject to a ground lease that initially expires in 2065, with two 25-year extension options. The Bardessono Hotel and Spa was built in 2009 and has 65 luxurious rooms and suites. Built and operated with a primary focus on green practices and is LEED Platinum certified. In 2016 the meeting space was renovated. In 2019 the company completed construction of a 3,705 square foot Maple Grove Villa, which consists of three large suites, each of which boasts a distinctive great room, stately king bedroom, spa bathroom, courtyard and plunge pool. Approximately \$8.8 million has been spent on capital expenditures since the acquisition of the hotel in July 2015.
- The hotel is located in Yountville, California and enjoys a central location in the heart of Napa Valley. It offers exceptional amenities, including large, well appointed guest rooms and suites with private patios/balconies. Guest rooms have fireplaces and oversized bathrooms, many featuring steam showers and a second shower located outdoors in a private garden.
- Additional property highlights include:
 - Meeting Space: Approximately 2,100 square feet of indoor and outdoor meeting space.
 - Food and Beverage: The Bardessono Hotel and Spa offers the acclaimed 84-seat Lucy restaurant and bar.
 - Other Amenities: The hotel offers an on-site spa and a fitness center. Outdoor amenities include a rooftop pool and a vegetable garden. Complimentary bicycles and five Lexus vehicles are available for guest use.
 - Location and Access. The hotel is approximately 60 miles north of San Francisco, approximately 68 miles from the San Francisco International Airport and approximately 60 miles from the Oakland International Airport. The hotel is located within the town of Yountville, offering numerous retail and restaurant establishments including the famed French Laundry. Yountville is in the heart of the Napa Valley, a premier wine and culinary destination with over 450 wineries. In addition to the valley's traditional wine and dining attractions, the region is also known as a popular leisure destination for hiking, biking, golfing, shopping and festivals.

THE RITZ-CARLTON ST. THOMAS

Location	St. Thomas, U.S. Virgin Islands
Rooms	180
Owned	100%
Occupancy	73.81%

FY 2022

ADR	\$1,205
RevPAR	\$889
Net Income	\$18,920
EBITDA	\$30,137



THE RITZ-CARLTON ST. THOMAS

- On December 15, 2015, BHR acquired a 100% interest in The Ritz-Carlton St. Thomas on the island of St. Thomas, U.S. Virgin Islands. The Ritz-Carlton St. Thomas opened in 1996 and has 155 luxurious guest rooms and 25 suites, all featuring a spacious private balcony with ocean or resort views. Approximately \$115.4 million has been spent on capital expenditures since the acquisition of the hotel in December 2015. Capital investment was primarily focused on remediation and reconstruction effort due to damage sustained after Hurricane Irma. The hotel operated as a 59-room Marriott-affiliated non-branded hotel for the majority of 2019 and re-opened as a full service Ritz-Carlton resort in late November 2019.

□ Additional property highlights include:

- Meeting Space: The property has more than 10,000 square feet of indoor and outdoor meeting and function space offering stunning views of Great Bay and neighboring St. John.
- Food and Beverage: The property features (i) the 163 seat Bleuwater Restaurant; (ii) Alloro, a 100-seat Italian restaurant; (iii) Sails, a 155-seat beachside restaurant and bar; and (iv) Coconut Cove, a second beachside 118-seat restaurant, on the grounds of the adjacent Ritz-Carlton Destination Club. A new fresh service market, Southwind, opened in 2020, serving coffee, sandwiches, ice cream and other light fare.
- Other Amenities: The resort offers a beachfront infinity-edge pool, as well as a children’s pool and hot tub, a 7,500 square foot full-service awardwinning spa and a 2,000 square foot fitness center. The resort also offers the Ritz Kids Club.
- Location and Access. The hotel is located on 30 oceanfront acres along Great Bay, St. Thomas, U.S. Virgin Islands. It is 1.6 miles from Urman Victor Fredericks Marine Terminal in Red Hook and 11 miles from Cyril E. King Airport.

PARK HYATT BEAVER CREEK RESORT & SPA

Location	Beaver Creek, CO
Rooms	190
Owned	100%
Occupancy	60.58%

FY 2022

ADR	\$601
RevPAR	\$364
Net Income	\$5,668
EBITDA	\$13,620



PARK HYATT BEAVER CREEK RESORT & SPA

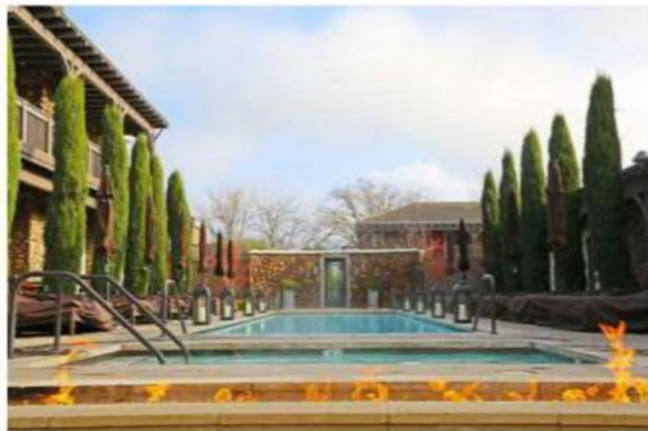
- On March 31, 2017, BHR acquired a 100% interest in the 190-room Park Hyatt Beaver Creek Resort & Spa in Beaver Creek, Colorado. Located in the heart of Beaver Creek Village, approximately 100 miles west of Denver, it is located in one of the most exclusive resort destinations in North America. The Park Hyatt Beaver Creek Resort & Spa is an integral part of the Beaver Creek Village as the only full-service hotel with direct ski-in/ski-out access. The Park Hyatt Beaver Creek Resort & Spa was built in 1989 and has 190 luxurious and spacious rooms, including 81 king rooms, 66 double/double rooms, 20 double/queen rooms, 22 suites and one suite parlor. The hotel underwent a full lobby renovation in 2019, which included a new lobby bar and the addition of an epicurean market. Approximately \$16.8 million has been spent on capital expenditures since the acquisition of the hotel in March 2017.
- Additional property highlights include:
 - Meeting Space: The property has over 20,000 square feet of flexible indoor and outdoor event space and is home to the largest ballroom in Vail Valley.
 - Food and Beverage: The property has four food and beverage outlets, including the world-class 8100 Mountainside Bar & Grill, the Brass Bear Bar, the Fall Line epicurean market and Powder 8 Kitchen & Tap, serving the Beaver Creek community and hotel guests during the ski season.
 - Other Amenities: The resort offers an array of amenities, including the award-winning 30,000 square foot Exhale Spa, a heated outdoor pool and five outdoor hot tubs beneath a mountain waterfall, 24-hour state-of-the-art fitness club, ski valet service, outdoor fire pits, guest access to two private championship golf courses and the Beaver Creek Tennis Center. The property also features over 18,800 square feet of fully leased, highly visible retail space in the heart of Beaver Creek.
 - Location and Access. Located in the heart of Beaver Creek Village, Colorado, the Park Hyatt Beaver Creek Resort & Spa is positioned as the leading resort in one of North America's most renowned luxury resort destinations. Beyond the world-class hotel, guests have easy access to Beaver Creek's famous amenities, including exceptional dining and luxury boutique shopping, the 535-seat Vilar Performing Arts Center where festivals and large events are held and an outdoor ice skating rink. While the Vail Valley is home to some of the top ski areas in the world and is a well-known winter destination, it has become very popular as a summer destination due to its proximity to diverse leisure activities, including hiking, biking, horseback riding, white water rafting, fishing, golfing and festivals.

HOTEL YOUNTVILLE

Location	Yountville, CA
Rooms	80
Owned	100%
Occupancy	54.06%

FY 2022

ADR	\$907
RevPAR	\$490
Net Income	\$2,547
EBITDA	\$6,958



HOTEL YOUNTVILLE

- On May 11, 2017, BHR acquired a 100% interest in the 80-room Hotel Yountville in Yountville, California. The Hotel Yountville was originally built in 1998 and, in 2011, underwent an extensive expansion and renovation that upgraded all guest rooms, adding 29 new guest rooms, and added a restaurant, spa, meeting and event space, an outdoor pool, and lounge patio. Currently, the property has 80 luxury rooms consisting of 62 king rooms, eight double/queen rooms and 10 suites. Approximately \$3.2 million has been spent on capital expenditures since the acquisition of the hotel in May 2017.
- Additional property highlights include:
 - Meeting Space: The property has approximately 4,400 square feet of indoor and outdoor event space.
 - Food and Beverage: The property has the acclaimed 46-seat Heritage Oak restaurant and bar, in-room dining service and complimentary wine tastings.
 - Other Amenities: The property offers well-appointed guest rooms and suites with private patios/balconies and a 6,500 square foot on-site spa. Its outdoor amenities are notable as well, including a resort-style outdoor heated pool and lounge, landscaping and water features, and the availability of complimentary bicycles for guest use.
 - Location and Access. Located in the heart of Yountville, California, the Hotel Yountville is approximately 60 miles north of San Francisco and enjoys a central location in the heart of the Napa Valley, widely acclaimed as the continent’s premier wine and culinary destination with over 450 wineries. Known as the “Culinary Capital of the Napa Valley,” Yountville boasts an array of restaurants by famed chefs, earning more Michelin stars per capita than any other place in North America. In addition to the valley’s traditional wine and dining attractions, the region is also known as a popular leisure destination for hiking, biking, golfing, shopping and festivals

MR. C BEVERLY HILLS HOTEL

Location	Los Angeles, CA
Rooms	143
Owned	100%
Occupancy	74.26%

FY 2022

ADR	\$348
RevPAR	\$258
Net Income	(\$1,390)
EBITDA	\$3,157



MR. C BEVERLY HILLS HOTEL

- On August 5, 2021, the Company acquired a 100% interest in the 138-room Mr. C Beverly Hills Hotel and five luxury residences adjacent to the hotel. Approximately \$819,000 has been spent on capital expenditures since the acquisition.
- The Mr. C was built in 1965 and underwent an extensive renovation in 2011. It has 138 luxurious and spacious rooms, including 12 suites and 10 mini suites. It is a luxury hotel ideally located in close proximity to high-end shopping on Rodeo Drive and business demand from Century City and Culver City.

□ Additional property highlights include:

- Meeting Space: The property has over 24,000 sq. ft. of flexible indoor/outdoor meeting space. The 12 floor ballroom features unparalleled 360-degree panoramic views of Los Angeles.
- Food and Beverage: The property also boasts the acclaimed The Restaurant at Mr. C, which entices travelers and Angelenos alike with its truly authentic Italian flavor by the fourth generation Cipriani.
- Other Amenities: The property offers an outdoor pool terrace with daybeds and cabanas, state-of-the-art fitness center and a business center. Additionally, the property includes five newly-constructed and fully-furnished residences which blend contemporary architecture with elegant, minimalistic design and range in size from 2,000 to 3,400 sq. ft. The residences are currently offered for extended-stay rentals.
- Location and Access. With its premier location in the heart of West Los Angeles, the property is in the middle of more than 45 million sq. ft. of office space, supporting substantial corporate demand and a wide array of world-renowned leisure demand generators, including unrivaled shopping with high-end retailers, vibrant restaurants and various art and cultural attractions.

THE RITZ-CALRTON RESERVE DORADO BEACH

Location	Puerto Rico
Rooms	96
Owned	100%
Occupancy	63.53%

	FY 2022
ADR	\$1,929
RevPAR	\$1,225
Net Income	\$7,583
EBITDA	\$14,887



THE RITZ-CALRTON RESERVE DORADO BEACH

- On March 11, 2022, the Company acquired a 100% interest in the 96-room Ritz-Carlton Reserve Dorado Beach in Dorado, Puerto Rico. Approximately \$1.3 million has been spent on capital expenditures since the acquisition.
- The Ritz-Carlton Reserve Dorado Beach opened in 2013. Situated on a portion of the original Rockefeller estate, the Ritz-Carlton Reserve Dorado Beach is an intimate refuge, infused with references to the surrounding natural landscape and diverse culture. It has 96 guest rooms, each of which features beautiful modern decor, a large wardrobe and marble floors. Some rooms also feature an en-suite plunge pool and spectacular ocean views.
- Additional property highlights include:
 - Meeting Space: The property offers entirely customizable meeting packages that combine ocean-view meeting space, bespoke services and meeting expertise. A private dining room and several lawns are also available for more social gatherings.
 - Food and Beverage: The property features three dining outlets including COA, the property's signature steakhouse and Positivo, offering upscale openair, ocean front dining with an Asian inspired influence.
 - Other Amenities: The property offers an award winning spa, fitness center, kids club and excellent views of the Caribbean Sea.
 - Location and Access. Puerto Rico's capital of San Juan is 25 miles away, and guests can reach Luis Muñoz Marín International Airport within a 50-minute drive of the property

FOUR SEASONS RESORT SCOTTSDALE

Location	Scottsdale, AZ
Rooms	210
Owned	100%
Occupancy	45.15%

FY 2022

ADR	\$1,057
RevPAR	\$477
Net Income	\$933
EBITDA	\$1,710



FOUR SEASONS RESORT SCOTTSDALE

- On December 1, 2022, the Company acquired a 100% interest in the 210-room Four Seasons Resort Scottsdale at Troon North in Scottsdale, Arizona. Approximately \$383,000 has been spent on capital expenditures since the acquisition.
 - The Four Seasons Resort Scottsdale was opened in 1999. It has 210 luxurious and spacious guest rooms, including 22 suites that average 1,214 sq. ft. in size, all boasting private patios or balconies overlooking the colorful desert landscapes.
- Additional property highlights include:
- Meeting Space: The property boasts 35,900 square feet of total indoor and landscaped outdoor event space including three ballrooms and a variety of private meeting rooms including two dedicated boardrooms
 - Food and Beverage: Guests have multiple dining options including indulging at the 100-seat Talavera steakhouse, sampling American homestyle fare at 180-seat Proof cantina, enjoying desert and pool views at the 55-seat Saguaro Blossom poolside restaurant, or enjoying handcrafted cocktails at the 100-seat Onyx Bar and Lounge.
 - Other Amenities: The property offers locally inspired spa treatments at the 9,000 sq. ft. spa, a bi-level pool. It also offers guests opportunities for outdoor adventure, including close shuttle access to two world-class golf courses, four pickleball and two tennis courts, as well as the opportunities to hike, bike or rock climb surrounding hills.
 - Location and Access. Set in the majestic Sonoran Desert, Four Seasons Resort Scottsdale at Troon North is minutes from outdoor adventures and two world-class golf courses. The bustling downtowns of Scottsdale and Phoenix are 30 and 40 minutes away, respectively, but dining, shopping and area attractions are only a short drive from the Resort

LBO Model

LBO MODEL – PURCHASE PRICE SUMMARY AND EXIT VALUE

PURCHASE PRICE SUMMARY			EXIT VALUE		
Common Shares Outstanding		65,994	Exit Year Year 5		
OP Units Outstanding		7,224	Exit by Property		
Plus: Dilution from Converted Shares		13,609	Property	# of Keys	Exit Valuation
Total Shares and Units		86,827	Hilton La Jolla Torrey Pines	394 \$	332,536
Current Price Per Share		\$ 2.74	Capital Hilton	550	464,200
Current Equity Value		\$ 237,907	Marriot Seattle Waterfront	361	304,684
Offer Price Per Share	82.5% Premium to Current Share Price	\$ 5.00	The Clancy	410	346,040
Equity Value		\$ 434,136	The Notary Hotel	499	421,156
Plus: Net Debt (Excl. Convert)		737,155	The Ritz-Carlton Lake Tahoe	170	143,480
Plus: Preferred Stock		460,827	The Ritz-Carlton Sarasota	276	232,944
Plus: Convertible Preferreds		76,950	Sofitel Chicago Magnificent Mile	415	350,260
Total Enterprise Value		\$ 1,709,068	Pier House Resort & Spa	142	119,848
			Bardessono Hotel and Spa	65	54,860
			The Ritz-Carlton St. Thomas	180	151,920
			Park Hyat Beaver Creek Resort & Spa	190	160,360
			Hotel Yountville	80	67,520
			Mr. C Beverly Hills Hotel	143	120,692
			The Ritz-Carlton Reserve Dorado Beach	96	81,024
			Four Seasons Resort Scottsdale	210	177,240
			Gross Exit Value	4,181 \$	3,528,764
			Less: Transaction Costs		(35,288)
			Net Unlevered Proceeds	\$	3,493,476
			Less: Net Debt	\$	(1,600,000)
			Net Levered Proceeds	\$	1,893,476

VALUATION MULTIPLES			
		Current	At Takeout
Purchase Price Per Key	\$	361,569	\$ 408,770
Implied 2024E Cap Rate		15.8%	14.0%
2024E Hotel EBITDA Multiple		6.3x	7.1x
2025E Hotel EBITDA Multiple		6.1x	6.9x

EXIT VALUATION MULTIPLES		
Average Price Per Key	\$	844,000
Implied 2029E Cap Rate		8.4%
2029E Hotel EBITDA Multiple		12.0x

LBO MODEL – SOURCES AND USES

SOURCES AND USES AT CLOSING

Sources		Uses	
Investor Cash Equity	\$ 717,98	Outstanding Equity (at \$5.00 Share Price)	\$ 434,136
Cash on Target Balance Sheet	7	Repay Debt	1,054,430
Assumed Mortgage Debt	118,025	Assumed Mortgage Debt	-
CMBS Pool 1	-	Repay Preferreds	577,777
CMBS Pool 2	800,000	Buyout Park Minority Interest	69,250
CMBS Pool 3	-	Target Purchase Price	\$ 2,135,593
Bridge Financing	-	Total Uses	\$ 2,436,012
Total Sources	\$ 2,436,012	Transaction Costs	300,419
<i>Debt as a % of Net Sources</i>	69%		

SOURCES AND USES POST BRIDGE

Sources		Uses	
Incremental Equity Needed	\$ -	Repay Bridge Financing	\$ 800,000
CMBS Pool 1	-	Working Capital Reserve	-
CMBS Pool 2	800,000		
CMBS Pool 3	-		
Total Sources	\$ 800,000	Total Uses	\$ 800,000

LBO MODEL – CAPITALIZATION

CAPITALIZATION

	Pro Forma 6/30/23	Current Interest Rate	Current Maturity	Bucket (1/2/3)	Adjustments (+) / (-)	At Signing	Adjustments (+) / (-)	Permanent Cap Stack	% Of Total Cap
Cash & Equivalents	\$ 128,025					\$ 10,000	\$ -	\$ 10,000	0.4%
Existing Mortgage Debt									
Mortgage loan - The Ritz-Carlton Sarasota	\$ -	L+2.65%	Apr-24	Already Paid	\$ -	\$ -	\$ -	\$ -	-
Mortgage loan - Hotel Yountville	-	L+2.65%	May-24	Already Paid	-	-	-	-	-
Mortgage loan - Notary/Ciarcy/CHI /SEA	293,180	L+2.16%	Jun-25	1	(293,180)	-	-	-	-
Mortgage loan - Bardessano Hotel & Spa	-	S+2.65%	Aug-23	Already Paid	-	-	-	-	-
Mortgage loan - Ritz St Thomas	42,500	L+3.95%	Aug-24	1	(42,500)	-	-	-	-
Mortgage loan - Ritz Lake Tahoe	54,000	S+2.20%	Jan-24	1	(54,000)	-	-	-	-
Mortgage loan - Capital Hilton / Torrey Pines	195,000	L+1.70%	Feb-24	1	(195,000)	-	-	-	-
Mortgage loan - Park Hyatt Beaver Creek	70,500	S+2.86%	Feb-27	1	(70,500)	-	-	-	-
Mortgage loan - Dorado Beach	-	L+6.00%	Jan-00	Already Paid	-	-	-	-	-
Mortgage loan - Mr. C Beverly Hills	30,000	L+3.60%	Aug-24	1	(30,000)	-	-	-	-
Mortgage loan - Pier House	80,000	S+1.95%	Sep-24	1	(80,000)	-	-	-	-
Mortgage loan - Four Seasons Scottsdale	100,000	S+3.75%	Dec-27	1	(100,000)	-	-	-	-
Existing Corporate Debt	\$								
Secured Term Loan Facility	150,000								
	0			1	\$ (150,000)	\$ -	\$ -	\$ -	-
Secured Revolving Credit Facility	39,250			1	(39,250)	-	-	-	-
Convertible Senior Notes	86,250	4.50%		Convert	-	-	-	-	-
Preferreds									
Series B	\$ 76,950			1	\$ (76,950)	\$ -	\$ -	\$ -	-
Series D	40,000			1	(40,000)	-	-	-	-
Series E	411,818			1	(411,818)	-	-	-	-
Series M	49,008			1	(49,008)	-	-	-	-
New Debt									
Bridge Financing	\$ -				\$ 800,000	\$ 800,000	\$ (800,000)	\$ -	-
CMBS Pool 1	-				800,000	800,000	-	800,000	34.7%
CMBS Pool 2	-				-	-	800,000	800,000	34.7%
CMBS Pool 3	-				-	-	-	-	-
Total Debt	\$ 1,718,457				\$ (32,207)	\$ 1,600,000	\$ -	\$ 1,600,000	69.3%
Net Debt	\$ 1,590,432					\$ 1,590,000		\$ 1,590,000	68.9%
Public Equity	\$ 237,907				\$ (237,907)	\$ -	\$ -	\$ -	-
Private Equity	\$ -				\$ 717,987	\$ 717,987	\$ -	\$ 717,987	31.1%
Total Capitalization	\$ 1,828,339					\$ 2,307,987		\$ 2,307,987	100.0%

LBO MODEL – CASH FLOW SUMMARY

CASH FLOW SUMMARY

Year:	2024 Year 1	2025 Year 2	2026 Year 3	2027 Year 4	2028 Year 5	2029 Year 6
BHR Revenue						
Rooms	\$ 494,877	\$ 516,112	\$ 538,305	\$ 560,962	\$ 588,362	\$ 613,051
Food and Beverage	215,194	223,493	233,103	242,933	254,172	264,817
Other	86,943	88,147	91,937	95,857	98,845	102,936
Total Hotel Revenue	\$ 797,013	\$ 827,752	\$ 863,345	\$ 899,752	\$ 941,380	\$ 980,804
NOI						
Total Hotel Revenue	\$ 797,013	\$ 827,752	\$ 863,345	\$ 899,752	\$ 941,380	\$ 980,804
Less: Hotel Operating Expenses	(496,235)	(515,374)	(537,535)	(560,202)	(586,120)	(610,667)
Less: Property Taxes and Insurance	(37,271)	(38,708)	(40,373)	(42,075)	(44,022)	(45,866)
Less: Hotel Management Services Fees <i>3.0% of revenue</i>	(23,910)	(24,833)	(25,900)	(26,993)	(28,241)	(29,424)
Total Property Nominal NOI	\$ 239,597	\$ 248,837	\$ 259,537	\$ 270,482	\$ 282,996	\$ 294,847
<i>Annual Growth</i>	NA	3.9%	4.3%	4.2%	4.6%	4.2%
Less: Total Capex <i>5.5% of revenue</i>	(43,836)	(45,526)	(47,484)	(49,486)	(51,776)	(53,944)
Economic NOI	\$ 195,761	\$ 203,311	\$ 212,053	\$ 220,995	\$ 231,220	\$ 240,903
<i>Annual Growth</i>	NA	3.9%	4.3%	4.2%	4.6%	4.2%
Less: General and Administrative	(10,281)	(10,347)	(10,360)	(10,347)	(10,355)	(10,298)
Unlevered Cash Flow	\$ 185,479	\$ 192,964	\$ 201,693	\$ 210,648	\$ 220,865	\$ 230,605
Less: Interest Expense	(134,987)	(123,026)	(120,505)	(119,886)	(120,155)	(60,222)
Levered Cash Flow	\$ 50,493	\$ 69,938	\$ 81,188	\$ 90,763	\$ 100,709	\$ 170,383

LBO MODEL – RETURNS SUMMARY

RETURNS SUMMARY

Year:	Year 0	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
Unlevered							
Purchase Price	\$ (2,066,343)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Plus: Cash on Balance Sheet	118,025	-	-	-	-	-	-
Less: Park Minority Interest	(69,250)	-	-	-	-	-	-
Less: Transaction Costs	(300,419)	-	-	-	-	-	-
Plus: Unlevered Cash Flow	-	185,479	192,964	201,693	210,648	220,865	-
Plus: Exit Value	-	-	-	-	-	3,528,764	-
Less: Exit Transaction Costs	-	-	-	-	-	(35,288)	-
Total Unlevered Cash Flow	\$ (2,317,987)	\$ 185,479	\$ 192,964	\$ 201,693	\$ 210,648	\$ 3,714,341	\$ -
Unlevered IRR	16.0%						
Unlevered Multiple	1.9x						
Profit	\$2,187,138						
Cash Flow as a % of Profit	46.3%						
Levered							
Year:	Year 0	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
Unlevered Basis	\$ (2,317,987)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Plus: Debt	1,600,000	-	-	-	-	-	-
Plus: Bridge Debt Proceeds	800,000	-	-	-	-	-	-
Less: Bridge Debt Repayment	(800,000)	-	-	-	-	-	-
Levered Cash Flow	-	50,493	69,938	81,188	90,763	100,709	-
Plus: Exit Value	-	-	-	-	-	3,528,764	-
Less: Exit Transaction Costs	-	-	-	-	-	(35,288)	-
Less: Debt Repayment	-	-	-	-	-	(1,600,000)	-
Total Levered Cash Flow	\$ (717,987)	\$ 50,493	\$ 69,938	\$ 81,188	\$ 90,763	\$ 1,994,186	\$ -
<i>Levered Yield (ex. Value-Add CapEx)</i>		3.3%	4.6%	5.3%	6.0%	6.6%	-
Levered IRR	28.7%						
Levered Multiple	3.2x						
Profit	\$1,568,580						
Cash Flow as a % of Profit	25.1%						

LBO MODEL – DEBT SUMMARY

Year:	2023 Year 0	2024 Year 1	2025 Year 2	2026 Year 3	2027 Year 4	2028 Year 5	2029 Year 6
LIBOR Curve SOFR		4.75%	3.60%	3.28%	3.20%	3.23%	3.27%
Curve SOFR 3-Year		4.62%	3.48%	3.16%	3.09%	3.12%	3.16%
Swap		3.43%	3.43%	3.43%	3.09%	3.12%	3.16%
Total Debt							
Beginning Balance	-	\$1,600,000	\$1,600,000	\$1,600,000	\$1,600,000	\$1,600,000	\$1,600,000
Ending Balance	1,600,000	1,600,000	1,600,000	1,600,000	1,600,000	1,600,000	1,600,000
Interest Expense	-	(134,987)	(123,026)	(120,505)	(119,886)	(120,155)	(60,222)
Amortization	-	(800,000)	-	-	-	-	(1,600,000)
Lump-Sum Payments	(800,000)	-	-	-	-	-	-
Total Debt Service	(800,000)	(934,987)	(123,026)	(120,505)	(119,886)	(120,155)	(1,660,222)
Bridge Loan							
Beginning Balance		<u>SOFR Floor</u>					
(±) Loan Funding	\$1,600,000	1.00%	\$800,000				
(-) Principal Amortization	-	-	-	-	-	-	-
(-) CMBS Takeout	(800,000)	-	(800,000)	-	-	-	-
(-) Lump-Sum Payment	-	-	-	-	-	-	-
Interest Expense		4.25%	(34,425)	-	-	-	-
Ending Balance	\$800,000		-	-	-	-	-
CMBS Pool 1							
Beginning Balance		<u>SOFR Floor</u>	\$800,000	\$800,000	\$800,000	\$800,000	\$800,000
(±) Loan Funding	\$800,000	1.00%					
(-) Principal Amortization	-	-	-	-	-	-	(800,000)
(-) Lump-Sum Payment	-	-	-	-	-	-	-
Interest Expense		S±4.000%	(68,962)	(59,826)	(57,305)	(56,686)	(28,622)
Ending Balance	\$800,000		\$800,000	\$800,000	\$800,000	\$800,000	\$800,000
CMBS Pool 2							
Beginning Balance		<u>SOFR Floor</u>	-	\$800,000	\$800,000	\$800,000	\$800,000
(±) Loan Funding	-	1.00%	\$800,000	-	-	-	-
(-) Principal Amortization	-	-	-	-	-	-	(800,000)
(-) Lump-Sum Payment	-	-	-	-	-	-	-
Interest Expense		7.90%	(31,600)	(63,200)	(63,200)	(63,200)	(31,600)
Ending Balance	-		\$800,000	\$800,000	\$800,000	\$800,000	\$800,000

LBO MODEL – SENSITIVITY ANALYSIS

Interest Rate vs. Exit Price Per Key

		Exit Price Per Key				
		Upside			Downside	
		\$750,000	\$800,000	\$844,000	\$875,000	\$900,000
Acquisition Price	\$4.25	27.5% ! 3.0x	30.2% ! 3.3x	32.4% ! 3.6x	33.9% ! 3.8x	35.0% ! 4.0x
	\$4.50	25.8% ! 2.8x	28.5% ! 3.1x	30.6% ! 3.4x	32.1% ! 3.6x	33.2% ! 3.8x
	\$4.75	24.8% ! 2.7x	27.5% ! 3.0x	29.6% ! 3.3x	31.1% ! 3.5x	32.2% ! 3.6x
	\$5.00	23.9% ! 2.6x	26.5% ! 2.9x	28.7% ! 3.2x	30.1% ! 3.4x	31.2% ! 3.5x
	\$5.25	23.0% ! 2.6x	25.7% ! 2.8x	27.8% ! 3.1x	29.2% ! 3.3x	30.3% ! 3.4x
	\$5.50	22.2% ! 2.5x	24.9% ! 2.8x	27.0% ! 3.0x	28.4% ! 3.2x	29.5% ! 3.3x
	\$5.75	21.5% ! 2.4x	24.1% ! 2.7x	26.2% ! 2.9x	27.6% ! 3.1x	28.7% ! 3.2x

Debt Overview



63.4

Cash Position 15.4 (in \$mms)

Cash and Cash Equivalents 4.0 \$ 128.

Restricted Cash 0

Due from 3rd Party Managers

Revolver Capacity

Total Cash 210. \$ 8

YTD Operating Cash Flow (in \$mms)

EBITDAre (21.2) 112. \$ 3

Preferred Dividends (36.2) (45.0)

CapEx Debt Service

Cash Flow 9. \$ 9

BHR Capitalization (Pro Forma, 6.30.2023)

(\$ in millions, except per share amounts)

	Security	Keys	PF 6/30/2023 Balance	Balance / Key
Credit Agricole Park Hyatt Beaver Creek - 1 hotel	Park Hyatt Beaver Creek	193	\$71	\$365K
BAML - 4 Hotels (SASB)	Sofitel Chicago, The Clancy, Seattle Marriott,	1,693	293	\$173K
The Notary				
Apollo Ritz-Carlton St. Thomas - 1 hotel	Ritz-Carlton St. Thomas	180	43	\$236K
BAML - Lake Tahoe	Ritz-Carlton Lake Tahoe	170	54	\$318K
Prudential - 2 hotels	Hilton DC, Hilton La Jolla	944	195	\$207K
BAML Pier House - 1 hotel	Pier House	142	80	\$563K
Mr. C Beverly Hills Hotel Mortgage	Mr. C Beverly Hills	143	30	\$210K
Four Seasons Troon Mortgage	Four Seasons Scottsdale	210	100	\$476K
Dorado Beach	Unencumbered Asset	96	-	-
Hotel Yountville	Unencumbered Asset	80	-	-
Bardessono	Unencumbered Asset		65	-
Sarasota	Unencumbered Asset		276	-
Mortgage Debt / Hotel EBITDA		4,192	\$865	\$206K
\$150mm Secured Term Loan Facility	Hotel Yountville, Bardessono, Ritz-Carlton Lake Tahoe		150	\$36K
\$50mm Secured Revolving Credit Facility	Hotel Yountville, Bardessono, Ritz-Carlton Lake Tahoe		39	\$9K
				\$



BHR Capitalization (Pro Forma, 6.30.2023)

(\$ in millions, except per share amounts)

	Security	Keys	PF 6/30/2023 Balance	Balance /Key	Book Value	Book Value /Key	TTM EBITDA Debt Yield	Maturity		Interest Rate
								Excl. Ext.	Incl. Ext.	
Credit Agricole Park Hyatt Beaver Creek - 1 hotel	Park Hyatt Beaver Creek	193	\$71	\$365K	\$157	\$812K	19.4%	Feb-2024	Feb-2027	S+2.860%
BAML - 4 Hotels (SASB) ⁽¹⁾	Sofitel Chicago, The Clancy, Seattle Marriott, The Notary	1,693	293	\$173K	612	\$362K	12.9%	Jun-2024	Jun-2025	L+2.160%
Apollo Ritz-Carlton St. Thomas - 1 hotel	Ritz-Carlton St. Thomas	180	43	\$236K	144	\$802K	58.8%	Aug-2023	Aug-2024	L+3.950%
BAML - Lake Tahoe	Ritz-Carlton Lake Tahoe	170	54	\$318K	124	\$730K	20.2%	Jan-2024	Jan-2024	S+2.200%
Prudential -2 hotels ⁽²⁾	Hilton DC, Hilton La Jolla	944	195	\$207K	314	\$333K	16.9%	Feb-2024	Feb-2024	L+1.700%
BAML Pier House - 1 hotel	Pier House	142	80	\$563K	96	\$676K	19.9%	Sep-2024	Sep-2024	S+1.950%
Mr. C Beverly Hills Hotel Mortgage	Mr. C Beverly Hills	143	30	\$210K	75	\$526K	8.8%	Aug-2024	Aug-2024	L+3.600%
Four Seasons Troon Mortgage	Four Seasons Scottsdale	210	100	\$476K	268	\$1,277K	21.7%	Dec-2025	Dec-2027	S+3.750%
Dorado Beach	Unencumbered Asset	96	-	-	198	\$2,068K	NA	-	-	-
Hotel Yountville	Unencumbered Asset	80	-	-	92	\$1,148K	NA	-	-	-
Bardessono	Unencumbered Asset	65	-	-	66	\$1,017K	NA	-	-	-
Sarasota	Unencumbered Asset	276	-	-	178	\$644K	NA	-	-	-
Mortgage Debt / Hotel EBITDA		4,192	\$865	\$206K	\$2,325	\$555K	23.2%	0.6yrs.	1.2yrs.	7.72%
\$150mm Secured Term Loan Facility	Hotel Yountville, Bardessono, Ritz-Carlton Lake Tahoe		150	\$36K				Aug-2026	Aug-2027	S+2.850%
\$50mm Secured Revolving Credit Facility	Hotel Yountville, Bardessono, Ritz-Carlton Lake Tahoe		39	\$9K				Aug-2026	Aug-2027	S+2.850%
4.5% Convertible Senior Notes (Conv. Price of \$6.34)	NA		86	\$21K				Jun-2026	Jun-2026	4.50%
Less: Corporate G&A ⁽³⁾										
Total Debt / Corporate EBITDA			\$1,141	\$272K						

DEBT MARKETS LANDSCAPE

3-5 YEAR FLOATING-RATE MORTGAGES (1,2,4)			5/10 YEAR FIXED-RATE MORTGAGES (3,4)			
INDEX: SOFR		Lender Fee	Property Type	INDEX: US Treasury		
<60%LTV	>60%LTV			<60%LTV	>60%LTV	
170 - 220	190 - 250	50 - 85	Residential			
180 - 225	210 - 260	50 - 85	Apartments (non-agency)	165/165	195/195	
			Apartments (agency)	145/145	165/165	
			Retail			
285 - 345	305 - 400	50 - 100	Malls	265/265	300/295	
235 - 310	285 - 385	50 - 100	Grocery Anchored	195/195	220/220	
270 - 330	300 - 415	50 - 100	Strip & Power Center	250/245	285/280	
			Industrial			
195 - 255	205 - 270	50 - 85	Multi-tenant	180/170	205/195	
			Office			
245 - 320	265 - 320	65 - 100	CBD	260/260	305/290	
255 - 330	275 - 330	65 - 100	Suburban	290/290	330/320	
			Hotel			
335 - 435	385 - 535	50 - 125	Full Service	340/325	390/375	
385 - 460	435 - 560	50 - 125	Limited Service	370/355	420/405	
1-month LIBOR	5.443%		5-Year Treasury	4.33%		
3-month LIBOR	5.664%		10-Year Treasury	4.22%		
1-Month Term SOFR	5.329%		5-Year SOFR Swap Rate	4.02%		
			10-Year SOFR Swap Rate	3.86%		

DEBT MARKETS LANDSCAPE (CONT.)

Mezzanine Financing Matrix September 5, 2023

DEBT PROVIDER	RATE	TERM	LTV RANGE (%)	LENDER FEE
Hedge/Opportunity Funds	11 - 15%	1 - 7 years	60 - 80%	1 - 2%
Investment Bank	10 - 13%	1 - 5 years	60 - 75%	1 - 2%
Pension / REIT / LifeCo	9 - 11%	3 - 10 years	40 - 70%	0 - 1%
Private Sources	10 - 13%	1 - 10 years	55 - 80%	2 - 3%

SENIOR & SUBORDINATE LENDING SPREADS

September 5, 2023

	Maximum Loan-to-Value	DSCR	Spreads
Fixed Rate - 5 Years	60 - 75% (1)	1.30 - 1.50	T + 165 - 420
Fixed Rate - 10 Years	60 - 75% (1)	1.30 - 1.50	T + 165 - 410
Floating Rate - 5 Years			
Core Asset	<65% (2)	1.30 - 1.50	SOFR + 190 - 345
Value Add Asset	<65% (2)	1.25 - 1.40	SOFR + 220 - 440
Mezzanine Moderate Leverage	60 - 70%	1.05 - 1.15	SOFR + 525 - 725
Mezzanine High Leverage	70 - 80%		SOFR + 650 - 1100

(1) 70-75% for Multi-Family (non-agency) (2) SOFR floor of 0.00 - 0.25%

10-YEAR FIXED RATE RANGES BY ASSET CLASS

September 5, 2023

	Maximum Loan-to-Value	Class A	Class B/C
Anchored Retail	50 - 60%	220	240
Power Center	50 - 60%	280	300
Multi-Family (non-agency)	60 - 65%	210	225
Multi-Family (agency)	65 - 75%	185	185
Distribution/Warehouse	60 - 70%	220	240
R&D/Flex/Industrial	60 - 70%	235	255
Office	50 - 60%	305	335
Full Service Hotel	50 - 60%	385	410

LBO FINANCING - COMMITTED BRIDGE LOAN FACILITY: INDICATIVE TERMS

Detailed Terms & Conditions

Borrower:	A single-purpose, bankruptcy remote entity ("Borrower"), which is indirectly owned and controlled by Sponsor
Est. Loan Amount:	\$1.600 billion, subject to maximum LTV of 60.0% and minimum 11.75% NCF debt yield.
Sponsor:	Blackwells
Portfolio:	16 luxury hotel properties located across the United States, Puerto Rico, and the US Virgin Islands
Loan Term:	6+6 months
Extension Conditions:	Minimum 12.25% NCF debt yield and 1.30x NCF DSCR
Extension Fees:	0.75%
Spread:	[425] bps
Spread Steps:	Spread increases to [450] bps in month seven (7)
SOFR Floor:	0.0%
Amortization:	None
Prepayment Protection:	None
Release Premiums:	110%
Low Debt Yield Trigger:	10.0% for one (1) quarter in
Recourse:	Non-recourse, carry guaranty may be required

SOFR Caps

UW NCF DY	Strike	Premium	UW NCF DSCR
12.0%	5.10%	0.37%	1.30x
11.5%	4.60%	0.76%	1.30x
11.0%	4.10%	1.21%	1.30x

LBO FINANCING - SPOT MARKET SASB CMBS EXECUTION

Summary of Terms

Property Description:	The Tiger Portfolio, a 16-property, 4,181-key full-service luxury and upper upscale hotel portfolio	
Sponsor:	A single-purpose, bankruptcy remote entity ("Borrower"), which is indirectly owned and controlled by Sponsor	
Target Execution Size:	\$500 million - \$1 billion for each execution	
Max UW Loan to Value:	60.0%	
Min UW NCF DY / DSCR:	11.75% / 1.30x	
Loan Type:	Floating Fixed	
Spread:	[400] bps	[395] bps
Index Floor:	SOFR: 0.00%	5yr USD Treasury: 3.95%
Agent Structuring Fee:	1.00%	
Initial Term:	Two (2) years	Five (5) years
Extension Options:	Three (3), 12-month options None	
Extension Criteria:	(i) No event of default and (ii) purchase of a SOFR cap	N/A
Hedging:	SOFR strike shall be sized to a 1.30x NCF DSCR	N/A
Prepay / Open Period:	12 months of spread maintenance	Six (6) months open commencing in month 55
Release Premium:	110%	110%, subject to yield maintenance
Upfront Reserves:	105% of all immediate life safety / ADA repairs	
On-going Reserves:	Only during a Cash Trigger Period: RET, Insurance & Ground Lease payments at 1/12 th of projected amounts. Required FF&E (4% of revenue)	
Cash Trigger Period:	(i) Event of default and (ii) Low Debt Yield Trigger Event	
Low DY Trigger Event:	10.0% for one (1) quarter and two (2) quarters out	
Expenses:	Borrower responsible for all securitization expenses; Borrower responsible for closing costs and OID (if applicable)	
Recourse:	Non-recourse with standard carveouts	

Appendix I

Comparable Sales By Brand

CONFIDENTIAL

Four Seasons

Property Name	City	State	Units	Yr Built	Purchase Price	PPK	Cap Rate	Owner/Buyer	Seller	Date	
Four Seasons at Troon North	Scottsdale	AZ	210	1999	267,800,000.00	1,275,238		Braemar Hotels & Resorts	Anbang Insurance	Dec-22	
Four Seasons Resort Jackson Hole	Teton Village	WY	125	2003	315,000,000.00	2,520,000	6.6%	Host Hotels & Resorts	Anbang Insurance	Nov-22	
Four Seasons Hotel	Nashville	TN	235	2022	165,000,000.00	702,128		Stonebridge Companies, GD Holdings	AECOM Capital, Congress Group Ventures	Oct-22	
Four Seasons Resort	Irving	TX	431	1986	n/a			Trinity Investments, Partners Group	Extell	May-22	
Four Seasons Resort & Residences	Calistoga	CA	85	2021	177,500,000.00	2,088,235		Sunstone Hotel	Alcion Ventures, Bald Mountain Development	Dec-21	
Four Seasons Hotel	Miami	FL	221	2003	130,000,000.00	588,235		Fort Partners	Westbrook Partners	Jul-21	
Four Seasons Lodging	Mount Vernon	IN	54	1968	n/a			Jaimin Patel	Ramona J Cox	May-21	
Four Seasons Resort Orlando at Disney World	Bay Lake	FL	444	2014	610,000,000.00	1,373,874		Host Hotels & Resorts	Dune RE Partners LP, Four Seasons Hotels, Silverstein Properties	Apr-21	
Four Seasons Resort Oahu at Ko Olina	Ko Olina	HI	387	1993	n/a			Henderson Land Dev	The Resort Group	Oct-20	
Four Seasons Resort	Irving	TX	431	1986	235,000,000.00	545,244		Extell	Blackstone	Oct-18	
						1,298,993					

Ritz Carlton

Property Name	City	State	Units	Yr Built	Purchase Price	PPK	Cap Rate	Owner/Buyer	Seller	Date	
Ritz-Carlton Key Biscayne	Key Biscayne	FL	302	2001	214,311,953.90	709,642		Brookfield AM	Watermark Lodging Trust (WLT)	Oct-22	
Ritz Carlton San Francisco	San Francisco	CA	336	1909	187,241,427.90	557,266		Brookfield AM	Watermark Lodging Trust (WLT)	Oct-22	
Ritz-Carlton Philadelphia	Philadelphia	PA	300	1910	110,075,956.50	366,920		Brookfield AM	Watermark Lodging Trust (WLT)	Oct-22	
The Ritz-Carlton - Fort Lauderdale	Fort Lauderdale	FL	198	2007	60,955,152.20	307,854		Brookfield AM	Watermark Lodging Trust (WLT)	Oct-22	
Ritz-Carlton Bacara	Goleta	CA	358	2000	140,203,178.50	391,629		Brookfield AM	Watermark Lodging Trust (WLT)	Oct-22	
Ritz Carlton Hotel	Fort Lauderdale	FL	166	2007	79,666,667.00	479,920		Watermark Lodging Trust (WLT)	Gencom Group	Nov-21	
The Whitley Atlanta Buckhead	Atlanta	GA	507	1981	201,000,000.00	396,450		Lone Star Funds	Host Hotels & Resorts	Nov-21	
The Ritz Carlton Lake Tahoe	Colfax-Monumental Ridge	CA	170	2009	103,300,000.00	607,647		Braemar Hotels & Resorts	Kennedy Wilson	Jan-19	
Ritz Carlton Grande Lakes	Orlando	FL	584	2003	321,163,036.50	549,937		Elliott Management, Trinity Investments	Blackstone	Dec-18	
Ritz Carlton St Louis	Clayton	MO	301	1990	n/a			Mark Burkhart	Bruce Karsh	Aug-18	
Ritz-Carlton Denver	Denver	CO	202	1983	100,250,000.00	496,287	6.9%	Xenia	Pearlmark RE Partners	Aug-18	
Ritz-Carlton Sarasota	Sarasota	FL	266	2001	176,500,000.00	663,534	6.0%	Braemar Hotels & Resorts, Ashford Prime	C Robert Buford	Apr-18	
						502,462					

Park Hyatt

Property Name	City	State	Units	Yr Built	Purchase Price	PPK	Cap Rate	Owner/Buyer	Seller	Date	
Park Hyatt Aviara Resort	Carlsbad	CA	329	1997	170,000,000.00	516,717	4.4%	Xenia	Wachovia 2007-C30, CWCapital Asset Mgmt	Nov-18	
Park Hyatt Beaver Creek	Minturn-Red Cliff	CO	190	1989	145,500,000.00	765,789	6.0%	Ashford Prime	Walton Street Capital, Oaktree	Mar-17	
						641,253					

Appendix II

Comparable Sales By Property

COMPARABLE SALES BY PROPERTY

Subject Property	City	State	Opened	Rooms
Hilton La Jolla Torrey Pines, Curio Collection	La Jolla	CA	Nov-89	394

Comparable Sales Analysis

Hotel Proper Name	City	State	Opened	Rooms	Sale Price	Per Room	Sale Date
Hyatt Regency La Jolla	San Diego	CA	Dec/1989	416	\$227,250,000	\$546,274	Jul/2022
Embassy Suites La Jolla	San Diego	CA	Jul/1987	340	\$226,666,667	\$666,667	Dec/2021
Fairmont Grand Del Mar	San Diego	CA	Oct/2007	294	\$162,900,000	\$554,082	Dec/2021
Park Hyatt Aviara Resort Golf Club & Spa	Carlsbad	CA	Aug/1997	327	\$170,000,000	\$654,217	Nov/2018
Total/Average				1,377	\$786,816,667	\$571,399	

Subject Property	City	State	Opened	Rooms
Capital Hilton	Washington	DC	Jan-43	550

Comparable Sales Analysis

Hotel Proper Name	City	State	Opened	Rooms	Sale Price	Per Room	Sale Date
Salamander Washington DC	Washington	DC	Mar/2004	373	\$139,000,000	\$372,654	Sep/2022
Hotel Washington (Former W Hotel)	Washington	DC	Jun/1917	326	\$220,000,000	\$674,847	Aug/2021
Embassy Suites Washington DC Georgetown	Washington	DC	Oct/1987	197	\$90,375,000	\$458,756	Feb/2020
Hilton Embassy Row (Converted to Tribute Portfolio)	Washington	DC	Jun/1970	231	\$57,650,000	\$249,567	Dec/2018
Kimpton Carlyle Hotel Dupont Circle (Converted to Lyle Washington DC)	Washington	DC	Jun/1940	196	\$82,250,000	\$419,643	Dec/2018
Total/Average				1,323	\$589,275,000	\$445,408	

COMPARABLE SALES BY PROPERTY (CONT.)

Subject Property	City	State	Opened	Rooms
Seattle Marriott Waterfront	Seattle	WA	Apr-03	361

Comparable Sales Analysis

Hotel Proper Name	City	State	Opened	Rooms	Sale Price	Per Room	Sale Date
Kimpton Hotel Monaco Seattle Downtown	Seattle	WA	Jun/1997	189	\$63,250,000	\$334,656	May/2023
Pan Pacific Seattle	Seattle	WA	Nov/2006	153	\$69,615,000	\$455,000	Oct/2022
The Charter Hotel Curio Collection by Hilton	Seattle	WA	Aug/2018	229	\$107,797,000	\$470,729	Oct/2022
Loews Regency (Converted to Hotel 1000, LXR)	Seattle	WA	Jun/2006	120	\$55,000,000	\$458,333	Jun/2021
Embassy Suites Seattle Bellevue	Bellevue	WA	Aug/1990	240	\$59,126,214	\$246,359	Jan/2019
Marriott Seattle Redmont	Redmond	WA	Jun/2004	264	\$70,000,000	\$265,152	Mar/2018
Total/Average				1,195	\$424,788,214	\$355,471	

Subject Property	City	State	Opened	Rooms
The Clancy, Autograph Collection	San Francisco	CA	Oct-01	410

Comparable Sales Analysis

Hotel Proper Name	City	State	Opened	Rooms	Sale Price	Per Room	Sale Date
Le Meridien San Francisco	San Francisco	CA	Jan/1989	360	\$221,500,000	\$615,278	Sep/2021
The Barnes San Francisco, Tapestry Collection by Hilton	San Francisco	CA	Jun/1908	189	\$87,500,000	\$462,963	Sep/2021
Hyatt Regency San Francisco Downtown SOMA	San Francisco	CA	Apr/1983	686	\$315,250,000	\$459,548	Nov/2018
Total/Average				1,235	\$624,250,000	\$505,466	

COMPARABLE SALES BY PROPERTY (CONT.)

Subject Property	City	State	Opened	Rooms
The Notary Hotel, Autograph Collection	Philadelphia	PA	Nov-99	499

Comparable Sales Analysis

Hotel Proper Name	City	State	Opened	Rooms	Sale Price	Per Room	Sale Date
Sofitel Philadelphia Rittenhouse Square	Philadelphia	PA	May/2000	306	\$80,000,000	\$261,438	Jul/2022
Embassy Suites Center City (Converted to apartments in 2021)	Philadelphia	PA	Jan/1964	288	\$67,000,000	\$232,639	Nov/2018
Marriott Philadelphia Old City (Former Sheraton Society Hill)	Philadelphia	PA	Jul/1986	364	\$95,500,000	\$262,363	Mar/2018
Total/Average				958	\$242,500,000	\$253,132	

Subject Property	City	State	Opened	Rooms
Ritz-Carlton Lake Tahoe	Truckee	CA	Dec-09	170

Comparable Sales Analysis

Hotel Proper Name	City	State	Opened	Rooms	Sale Price	Per Room	Sale Date
Landing Lake Tahoe Resort & Spa	South Lake Tahoe	CA	Dec/2013	82	\$42,000,000	\$512,195	Mar/2018
Total/Average				82	\$42,000,000	\$512,195	

COMPARABLE SALES BY PROPERTY (CONT.)

Subject Property	City	State	Opened	Rooms
Ritz-Carlton Sarasota	Sarasota	FL	Nov-01	266

Comparable Sales Analysis

Hotel Proper Name	City	State	Opened	Rooms	Sale Price	Per Room	Sale Date
Sirata Beach & Conference Center	St. Pete Beach	FL	Jun/1962	382	\$207,000,000	\$541,885	Dec/2022
Wyndham Grand Clearwater Beach	Clearwater Beach	FL	Mar/2017	343	\$170,000,000	\$495,627	Mar/2022
Renaissance Vinoy St. Petersburg Resort & Golf Club	Saint Petersburg	FL	Dec/1925	362	\$185,000,000	\$511,050	Aug/2018
Total/Average				1,087	\$562,000,000	\$517,019	

Subject Property	City	State	Opened	Rooms
Chicago Sofitel Magnificent Mile	Chicago	IL	Jun-02	415

Comparable Sales Analysis

Hotel Proper Name	City	State	Opened	Rooms	Sale Price	Per Room	Sale Date
CitizenM Chicago Downtown	Chicago	IL	Sep/2022	280	\$74,686,000	\$266,736	Sep/2022
The Eamily Hotel (Former Ace Hotel Chicago)	Chicago	IL	Jul/2017	159	\$61,000,000	\$383,648	Jan/2022
The Talbott Hotel	Chicago	IL	Jun/1926	178	\$54,000,000	\$303,371	Sep/2021
Thompson Chicago	Chicago	IL	Oct/2013	247	\$72,400,000	\$293,117	Aug/2021
Waldorf Astoria Chicago	Chicago	IL	Dec/2009	214	\$54,500,000	\$254,673	Nov/2020
Eurostars Hotel Magnificent Mile	Chicago	IL	May/2008	216	\$72,500,000	\$335,648	May/2019
Total/Average				1,294	\$389,086,000	\$300,685	

COMPARABLE SALES BY PROPERTY (CONT.)

Subject Property	City	State	Opened	Rooms
Pier House Resort	Key West	FL	Jun-67	142

Comparable Sales Analysis

Hotel Proper Name	City	State	Opened	Rooms	Sale Price	Per Room	Sale Date
Tranquility Bay Beachfront Hotel & Resort	Marathon	FL	Nov/2005	103	\$63,000,000	\$611,650	Jan/2022
Baker's Cay Resort Key Largo (Converted to Hilton Baker's Cay, Curio Collection)	Key Largo	FL	Nov/1985	200	\$200,000,000	\$1,000,000	Jul/2021
Islander Resort	Islamorada	FL	Jun/1950	139	\$73,000,000	\$525,180	Feb/2021
Total/Average				442	\$336,000,000	\$760,181	

Subject Property	City	State	Opened	Rooms
Bardessono Hotel	Yountville	CA	Feb-09	65

Comparable Sales Analysis

Hotel Proper Name	City	State	Opened	Rooms	Sale Price	Per Room	Sale Date
Four Seasons Resort & Residences Napa Valley	Calistoga	CA	Oct/2021	85	\$113,420,453	\$1,334,358	Dec/2021
Estate Yountville (Converted to Vintage House at Estate Yountville)	Yountville	CA	Jun/1985	192	\$184,406,764	\$960,452	Dec/2021
Montage Healdsburg	Healdsburg	CA	Dec/2020	130	\$265,000,000	\$2,038,462	Apr/2021
Total/Average				407	\$562,827,217	\$1,382,868	

COMPARABLE SALES BY PROPERTY (CONT.)

Subject Property	City	State	Opened	Rooms
Park Hyatt Beaver Creek	Beaver Creek	CO	Dec-89	190

Comparable Sales Analysis

Hotel Proper Name	City	State	Opened	Rooms	Sale Price	Per Room	Sale Date
Four Seasons Resort & Residences Jackson Hole	Teton Village	WY	Dec/2003	156	\$315,000,000	\$2,019,231	Nov/2022
Amangani	Jackson	WY	Oct/1998	40	\$79,500,000	\$1,987,500	Feb/2022
Total/Average				196	\$394,500,000	\$2,012,755	

Subject Property	City	State	Opened	Rooms
Mr. C Beverly Hills	Beverly Hills	CA	May-65	143

Comparable Sales Analysis

Hotel Proper Name	City	State	Opened	Rooms	Sale Price	Per Room	Sale Date
Godfrey Hotel Hollywood	Los Angeles	CA	Aug/2021	200	\$114,000,000	\$570,000	Jun/2022
Viceroy L'Ermitage Beverly Hills	Beverly Hills	CA	Jun/1976	116	\$100,000,000	\$862,069	Oct/2020
Hotel Amarano BurbankHollywood	Burbank	CA	Mar/2002	132	\$72,900,000	\$552,273	Jul/2019
DoubleTree Suites Santa Monica (Converted to Hilton Santa Monica)	Santa Monica	CA	Jan/1990	253	\$139,182,922	\$550,130	Sep/2018
Hotel MdR Marina del Ray, DoubleTree	Marina Del Ray	CA	Jun/1978	283	\$127,000,000	\$448,763	Apr/2018
Total/Average				984	\$553,082,922	\$562,076	

COMPARABLE SALES BY PROPERTY (CONT.)

Subject Property	City	State	Opened	Rooms
Hotel Yountville	Yountville	CA	Jun-98	80

Comparable Sales Analysis

Hotel Proper Name	City	State	Opened	Rooms	Sale Price	Per Room	Sale Date
Four Seasons Resort & Residences Napa Valley	Calistoga	CA	Oct/2021	85	\$113,420,453	\$1,334,358	Dec/2021
Estate Yountville (Converted to Vintage House at Estate Yountville)	Yountville	CA	Jun/1985	192	\$184,406,764	\$960,452	Dec/2021
Montage Healdsburg	Healdsburg	CA	Dec/2020	130	\$265,000,000	\$2,038,462	Apr/2021
Total/Average				407	\$562,827,217	\$1,382,868	

Subject Property	City	State	Opened	Rooms
Four Seasons Troon North	Scottsdale	AZ	Dec-99	210

Comparable Sales Analysis

Hotel Proper Name	City	State	Opened	Rooms	Sale Price	Per Room	Sale Date
Sanctuary Camelback Mountain	Paradise Valley	AZ	Jun/1970	110	\$88,842,090	\$807,655	Nov/2021
JW Marriott Phoenix Desrt Ridge Resort & Spa	Phoenix	AZ	Nov/2002	950	\$605,000,000	\$636,842	Aug/2019
Total/Average				1,060	\$693,842,090	\$654,568	

Appendix III

Public Comps

PUBLIC COMPS

Company	Ticker	Stock Price	Dividend		Payout Ratio 2023E		Shares	Equity Market	Total Market	Net Debt/	Debt -To-	Lvg. -To-	Lvg. To Pvt. Mkt.	Est. NAV /	Prem/ (Disc)
		8/11/23	Amt.	Yield	FFO	AFFO	& Units	Capitalization	Capitalization	EBITDA	TMC	TMC	Value	Share	To NAV
Ashford Hospitality	AHT	\$2.96	\$0.00	0.0%	0%	0%	36,147	\$106,995	\$4,095,283	12.7x	93.4%	97.4%	NA	NA	NA
Diamondrock Hospitality	DRH	\$7.81	\$0.12	1.5%	12%	16%	210,536	\$1,644,284	\$3,058,299	5.7x	42.3%	46.2%	35.4%	\$12.26	(36.3%)
Host Hotels	HST	\$16.29	\$0.60	3.7%	33%	41%	711,200	\$11,585,448	\$16,363,448	9.3x	29.2%	29.2%	21.9%	\$23.94	(32.0%)
Summit Hotel Properties	INN	\$5.85	\$0.24	4.1%	28%	37%	123,447	\$722,163	\$2,476,962	6.4x	60.3%	70.8%	60.1%	\$9.45	(38.1%)
Pebblebrook Hotel Trust	PEB	\$14.56	\$0.04	0.3%	3%	4%	123,783	\$1,802,274	\$5,268,660	NA	52.2%	65.8%	55.6%	\$22.40	(35.0%)
RLJ Lodging Trust	RLJ	\$9.82	\$0.40	4.1%	25%	27%	160,078	\$1,571,964	\$3,907,441	5.8x	59.8%	59.8%	43.7%	\$18.79	(47.7%)
Sunstone Hotel Investors	SHO	\$9.09	\$0.28	3.1%	31%	40%	207,410	\$1,885,357	\$2,999,087	3.2x	27.8%	37.1%	28.2%	\$13.70	(33.7%)
Property Type Total / Wtd. Average				3.2%	27%	34%		\$19,318,486	\$38,169,181	7.1x	45.4%	49.4%	33.6%		(34.3%)
REIT Industry Total / Wtd. Average				4.2%	66%	73%		\$1,130,807,145	\$1,731,198,804	6.0x	34.3%	35.0%	31.8%		(9.3%)

Company	Ticker	EV/	FFO			AFFO			P/FFO			P/AFFO		2022 Growth		2023E Growth		2024E Growth			
		EBITDA	2022	2023E	2024E	2022	2023E	2024E	2022	2023E	2024E	2022	2023E	2024E	FFO	AFFO	FFO	AFFO	FFO	AFFO	
Ashford Hospitality	AHT	15.1x	\$1.63	\$0.89	\$0.97	\$1.22	(\$0.84)	(\$0.95)	1.8x	3.3x	3.1x	2.4x	-3.5x	-3.1x	(232.8%)	(1452.2%)	(45.5%)	NA	8.4%	13.1%	
Diamondrock Hospitality	DRH	15.2x	\$0.99	\$0.97	\$1.03	\$0.76	\$0.75	\$0.82	7.9x	8.0x	7.6x	10.3x	10.4x	9.5x	726.7%	NA	(2.0%)	(0.4%)	6.1%	9.3%	
Host Hotels	HST	30.8x	\$1.78	\$1.81	\$1.78	\$1.59	\$1.46	\$1.59	9.2x	9.0x	9.1x	10.3x		11.1x	191.5%	NA	1.9%	(7.8%)	(1.7%)	8.6%	
Summit Hotel Properties	INN	11.0x	\$0.89	\$0.86	\$0.70	\$0.70	\$0.65	\$0.69	6.6x	6.8x	8.3x	8.4x	9.1x	8.5x	152.9%	NA	(2.8%)	(7.9%)	(18.3%)	7.0%	
Pebblebrook Hotel Trust	PEB	NA	\$1.63	\$1.57	\$1.65	\$1.08	\$1.14	\$1.33	9.0x	9.3x	8.8x	13.5x		12.8x	(607.8%)	NA	(3.3%)	6.1%	5.2%	16.5%	
RLJ Lodging Trust	RLJ	12.6x	\$1.34	\$1.59	\$1.66	\$1.35	\$1.47	\$1.56	7.3x	6.2x	5.9x	7.3x	6.7x	6.3x	605.8%	NA	18.3%	8.8%	4.4%	6.6%	
Sunstone Hotel Investors	SHO	13.2x	\$0.80	\$0.92	\$0.93	\$0.81	\$0.70	\$0.73	11.3x	9.9x	9.8x	11.3x		11.0x	1910.0%	NA	13.9%	(12.6%)	1.2%	4.4%	
Property Type Wtd. Average		19.3x							9.0x	8.7x	8.7x	10.3x		11.0x	10.1x	NA	NA	3.1%	-5.0%	-0.1%	8.8%
REIT Industry Total / Wtd. Average		18.8x							17.8x	17.4x	16.7x	20.3x		19.5x	18.8x	13.8%	11.1%	1.5%	3.4%	4.2%	3.8%

Appendix IV

Board and Management

MANAGEMENT

Professionals	
Name	Title
Bennett IV, Montgomery Jack	Founder & Chairman of the Board
Background: <ul style="list-style-type: none"> • Founder of Braemar Hotels & Resorts, Inc. (formerly, Ashford Hospitality Prime, Inc.) and has been its Chairman since April 2013 • Served as Chief Executive Officer of Braemar Hotels & Resorts from April 2013 to November 14, 2016. • Chairman and Chief Executive Officer of Ashford Inc. since November 2014 and has been its Director since 2014. He is the Founder of Ashford Inc. • Founder of Ashford Hospitality Trust, Inc. and has been its Chairman since January 19, 2013. • Chief Executive Officer of Ashford Hospitality Trust, Inc. since May 2003 until February 20, 2017 and serves as its Director since May 2003. • Founder, Chief Executive Officer and Chairman of Ashford Hospitality Advisors. • Executive Vice President, Director of Information Systems, General Manager and Operations Director at Remington Hotel Corporation • Chairman of Ashford Investment Management, LLC ("AIM") • Master's degree in Business Administration from the S.C. Johnson Graduate School of Management in 1989 • Bachelor of Science degree with distinction from the Cornell University School of Hotel Administration in 1988. 	
Stockton, Richard J.	President, CEO & Director
Background: <ul style="list-style-type: none"> • Director at Braemar Hotels & Resorts Inc. since July 28, 2020. • Independent Trustee and Lead Independent Trustee at Spirit MTA REIT since May 30, 2018. • Chief Executive Officer of Braemar Hotels & Resorts Inc. (formerly, Ashford Hospitality Prime, Inc.) since November 14, 2016 and its President since April 2017. • Head of EMEA Real Estate Banking in London, at Morgan Stanley • Global chief operating officer for Real Estate at Carval Investors, a subsidiary of Cargill. • MBA in Finance and Real Estate from The Wharton School, University of Pennsylvania • Bachelor of Science degree from Cornell University, School of Hotel Administration. 	
Eubanks C.F.A., CFA, Deric S.	CFO & Treasurer
Background: <ul style="list-style-type: none"> • Chief Financial Officer at Braemar Hotels & Resorts, Inc. (formerly, Ashford Hospitality Prime, Inc.) since June 13, 2014 and also serves as its Treasurer since June 2014 • Chief Financial Officer and Treasurer at Ashford Inc. since June 2014 • Chief Financial Officer and Treasurer at Ashford Trust since June 2014. • Chief Financial Officer at Ashford Holding Corp., and Ashford Merger Sub Inc. • Chief Financial Officer and Treasurer at Ashford Hospitality Trust, Inc. since June 14, 2014 • Vice President of Investments of Ashford Trust • Manager of Financial Analysis at ClubCorp, • Senior Vice President-Finance at Ashford Trust since September 2011. • CFA charter holder and is a Member of the CFA Institute and the CFA Society of Dallas-Fort Worth. Mr. Eubanks earned a BBA from the Cox School of Business at Southern Methodist University. 	

BOARD OF DIRECTORS

Board Members	
Name	Title
Bennett IV, Montgomery Jack	Founder & Chairman of the Board
Background: <ul style="list-style-type: none"> • Founder of Braemar Hotels & Resorts, Inc. (formerly, Ashford Hospitality Prime, Inc.) and has been its Chairman since April 2013 • Served as Chief Executive Officer of Braemar Hotels & Resorts from April 2013 to November 14, 2016. • Chairman and Chief Executive Officer of Ashford Inc. since November 2014 and has been its Director since 2014. He is the Founder of Ashford Inc. • Founder of Ashford Hospitality Trust, Inc. and has been its Chairman since January 19, 2013. • Chief Executive Officer of Ashford Hospitality Trust, Inc. since May 2003 until February 20, 2017 and serves as its Director since May 2003. • Founder, Chief Executive Officer and Chairman of Ashford Hospitality Advisors. • Executive Vice President, Director of Information Systems, General Manager and Operations Director at Remington Hotel Corporation • Chairman of Ashford Investment Management, LLC ("AIM") • Master's degree in Business Administration from the S.C. Johnson Graduate School of Management in 1989 • Bachelor of Science degree with distinction from the Cornell University School of Hotel Administration in 1988. 	
Stockton, Richard J.	President, CEO & Director
Background: <ul style="list-style-type: none"> • Director at Braemar Hotels & Resorts Inc. since July 28, 2020. • Independent Trustee and Lead Independent Trustee at Spirit MTA REIT since May 30, 2018. • Chief Executive Officer of Braemar Hotels & Resorts Inc. (formerly, Ashford Hospitality Prime, Inc.) since November 14, 2016 and its President since April 2017. • Head of EMEA Real Estate Banking in London, at Morgan Stanley • Global chief operating officer for Real Estate at Carval Investors, a subsidiary of Cargill. • MBA in Finance and Real Estate from The Wharton School, University of Pennsylvania • Bachelor of Science degree from Cornell University, School of Hotel Administration. 	
Carter, Stefani Danielle	Lead Independent Director
Background: <ul style="list-style-type: none"> • Independent Director of Axos Financial, Inc. since August 31, 2021. • Independent Director of Axos Bank from August 31, 2021. • Independent Director at Braemar Hotels & Resorts, Inc. (formerly, Ashford Hospitality Prime, Inc.) since November 5, 2013. • Lead Independent Director at Braemar Hotels & Resorts Inc. • Senior Counsel at the law firm of Estes Thorne & Carr PLLC, a position she has held since November 2017. From 2011 to November 2017 • Elected representative of Texas House District 102 in the Texas House of Representatives (the "Texas House") between 2011 and 2015 • Vice-Chair of the Texas House Committee on Criminal Jurisprudence during that period. • Associate attorney at Vinson & Elkins from 2005 to 2007. • Lead Director of the Board of Directors of Wheeler Real Estate Investment Trust, Inc. (NASDAQ: WHLR), a retail real estate investment trust ("REIT"). • Juris Doctor from Harvard Law School, a Master's in Public Policy from Harvard University's John F. Kennedy School of Government • Bachelor of Arts in Government and a Bachelor of Journalism in News/Public Affairs from The University of Texas at Austin. 	
Evans, Mary Candace	Independent Director
Background: <ul style="list-style-type: none"> • Independent Director at Braemar Hotels & Resorts Inc. since July 31, 2019. • Founder & Publisher of CandysDirt.com and SecondShelters.com. • M.S.J. from the Columbia University Graduate School of Journalism and her undergraduate degree at Wheaton College, and studied at Dartmouth College. She holds an active Texas real estate license. 	

BOARD OF DIRECTORS (CONT.)

Board Members	
Name	Title
Odino-Johnson, Rebeca	Independent Director
<p>Background:</p> <ul style="list-style-type: none"> Ms. Rebeca Odino-Johnson is the Executive Lead and National Vice-President of Direct Response Marketing and Constituent Experience at the American Heart Association, a position she has held since April 2018. She serves as Independent Director of Braemar Hotels & Resorts Inc. since May 11, 2022. Previously, Ms. Odino-Johnson served as the Chief Marketing and Sales Officer of Main Event Entertainment, LP from December 2015 to March 2018. Ms. Odino-Johnson served as the Chief Marketing and Culinary Officer of Bob Evans Farms from December 2013 to October 2015. Additionally, Ms. Odino-Johnson served as Senior Vice President and Chief Marketing and Culinary Officer at Dine Brands Global Inc. from November 2008 to July 2013, where she led marketing efforts for restaurant brands such as Applebees. From January 2004 to February 2008, Ms. Odino-Johnson served as Executive Vice President, Senior Vice President and Chief Marketing and Global Branding Officer for Brinker International, Inc. Ms. Odino-Johnson worked at PepsiCo, Inc. in various marketing and sales positions including General Manager and Vice-President of Marketing for Frito-Lay North America, with direct financial and strategic planning responsibility for the profitable growth and Cheetos business unit, representing 30% of Frito-Lay North America. She grew the Cheetos brand and launched Baked Lay representing Frito-Lay's most successful launch. Ms. Odino-Johnson received a Bachelor of Business Administration in Marketing and Finance from Dallas Baptist University, from which she graduated magna cum laude. She also graduated from the Harvard Business School Advanced Management Program. Ms. Odino-Johnson has served on the Alex Lee Family of Companies Board of Directors since February 2016. She has served on the Advisory Boards of Zubi Farms and Data Axie since July 2020 and May 2021, respectively, and previously served on PepsiCo's Latino/Hispanic Advisory Board. Ms. Odino-Johnson has been a Member of the Chief Marketing Officer Council since September 2020. Ms. Odino-Johnson brings extensive experience as a marketing executive, counseling companies and organizations on strategic and digital marketing strategies, to the Board of Directors.- 	
Rinaldi, Matthew D.	Independent Director
<p>Background:</p> <ul style="list-style-type: none"> Independent Director of Braemar Hotels & Resorts, Inc. (formerly known as Ashford Hospitality Prime, Inc.) since November 05, 2013. General Counsel of Qantas Healthcare Management, LLC. Partner at Rinaldi Law Office. Prior to that he was Senior Counsel with the law firm of Dykema, a position he held since July 2014 Elected representative of Texas House District 115 in the Texas House. Juris Doctor, cum laude, from Boston University Bachelor of Business Administration in Economics, cum laude, from James Madison University. 	
Fearn Jr., Kenneth Hopkins	Independent Director
<p>Background:</p> <ul style="list-style-type: none"> Founder and Managing Partner at Integrated Capital LLC. Managing Director and Chief Financial Officer at Maritz, Wolff & Co. Chairman for the Santa Monica Bay Chapter at Young President' Organization. Advisory Board of the Medical Genetics Institute at Cedars-Sinai Medical Center Board of Commissioners of the Community Redevelopment Agency of the City of Los Angeles, the Board of the Los Angeles Area Chamber of Commerce, the Board of Directors of Berger Bros. Bachelor of Arts in Political Science from the University of California, Berkeley and a Master of Business Administration from the Harvard University Graduate School of Business. 	
Vaziri J.D., Abteen	Independent Director
<p>Background:</p> <ul style="list-style-type: none"> Independent Director of Braemar Hotels & Resorts, Inc. (formerly known as Ashford Hospitality Prime, Inc.) since October 01, 2017. Analyst at Precept Capital Management. Managing Director at Brevet Capital Management, a hedge fund focused on debt financing of assets with government backing Bachelor of Science in Computer Science at the University of Texas at Dallas and a Masters of Business Administration in Finance from the Cox School of Business at Southern Methodist University. Juris Doctor degree from Fordham University School of Law with a concentration in Finance and Business Law. 	

EXHIBIT D

CONSENTS

[Attached.]

MICHAEL CRICENTI

March 10, 2024

Braemar Hotels & Resorts, Inc.
14185 Dallas Parkway
Suite 1200
Dallas, Texas 75254
Attn: Alex Rose, Executive Vice President, General Counsel and Secretary

Dear Mr. Rose:

You are hereby notified that the undersigned consents to being named as a nominee in the notice provided by Blackwells Capital LLC, a Delaware limited liability company (the “*Nominating Stockholder*”), of its intention to nominate the undersigned as a director of Braemar Hotels & Resorts, Inc., a Maryland corporation (the “*Corporation*”), at the upcoming annual meeting of stockholders of the Corporation or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (collectively, the “*Annual Meeting*”). The undersigned also consents to being named as a nominee of the Nominating Stockholder in any proxy statement filed in connection with the solicitation of proxies for election of the undersigned at the Annual Meeting. The undersigned certifies that he (i) is not, and will not become, a party to any agreement, arrangement or understanding with any person or entity other than the Corporation in connection with service or action as a director that has not been disclosed to the Corporation and (ii) will serve as a director of the Corporation if so elected at the upcoming Annual Meeting.

Very truly yours,

By: 

Name: Michael Cricenti

BETSY L. MCCOY

March 10, 2024

Braemar Hotels & Resorts, Inc.
14185 Dallas Parkway
Suite 1200
Dallas, Texas 75254
Attn: Alex Rose, Executive Vice President, General Counsel and Secretary

Dear Mr. Rose:

You are hereby notified that the undersigned consents to being named as a nominee in the notice provided by Blackwells Capital LLC, a Delaware limited liability company (the “*Nominating Stockholder*”), of its intention to nominate the undersigned as a director of Braemar Hotels & Resorts, Inc., a Maryland corporation (the “*Corporation*”), at the upcoming annual meeting of stockholders of the Corporation or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (collectively, the “*Annual Meeting*”). The undersigned also consents to being named as a nominee of the Nominating Stockholder in any proxy statement filed in connection with the solicitation of proxies for election of the undersigned at the Annual Meeting. The undersigned certifies that she (i) is not, and will not become, a party to any agreement, arrangement or understanding with any person or entity other than the Corporation in connection with service or action as a director that has not been disclosed to the Corporation and (ii) will serve as a director of the Corporation if so elected at the upcoming Annual Meeting.

Very truly yours,

By: 

Name: Betsy L. McCoy

JENNIFER M. HILL

March 10, 2024

Braemar Hotels & Resorts, Inc.
14185 Dallas Parkway
Suite 1200
Dallas, Texas 75254
Attn: Alex Rose, Executive Vice President, General Counsel and Secretary

Dear Mr. Rose:

You are hereby notified that the undersigned consents to being named as a nominee in the notice provided by Blackwells Capital LLC, a Delaware limited liability company (the "**Nominating Stockholder**"), of its intention to nominate the undersigned as a director of Braemar Hotels & Resorts, Inc., a Maryland corporation (the "**Corporation**"), at the upcoming annual meeting of stockholders of the Corporation or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (collectively, the "**Annual Meeting**"). The undersigned also consents to being named as a nominee of the Nominating Stockholder in any proxy statement filed in connection with the solicitation of proxies for election of the undersigned at the Annual Meeting. The undersigned certifies that she (i) is not, and will not become, a party to any agreement, arrangement or understanding with any person or entity other than the Corporation in connection with service or action as a director that has not been disclosed to the Corporation and (ii) will serve as a director of the Corporation if so elected at the upcoming Annual Meeting.

Very truly yours,

By:  _____

Name: Jennifer M. Hill

STEVEN J. PULLY

March 10, 2024

Braemar Hotels & Resorts, Inc.
14185 Dallas Parkway
Suite 1200
Dallas, Texas 75254
Attn: Alex Rose, Executive Vice President, General Counsel and Secretary

Dear Mr. Rose:

You are hereby notified that the undersigned consents to being named as a nominee in the notice provided by Blackwells Capital LLC, a Delaware limited liability company (the "***Nominating Stockholder***"), of its intention to nominate the undersigned as a director of Braemar Hotels & Resorts, Inc., a Maryland corporation (the "***Corporation***"), at the upcoming annual meeting of stockholders of the Corporation or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (collectively, the "***Annual Meeting***"). The undersigned also consents to being named as a nominee of the Nominating Stockholder in any proxy statement filed in connection with the solicitation of proxies for election of the undersigned at the Annual Meeting. The undersigned certifies that he (i) is not, and will not become, a party to any agreement, arrangement or understanding with any person or entity other than the Corporation in connection with service or action as a director that has not been disclosed to the Corporation and (ii) will serve as a director of the Corporation if so elected at the upcoming Annual Meeting.

Very truly yours,

By: 

Name: Steven J. Pully

EXHIBIT E
BID LETTER

[Attached.]



December 1, 2023

Board of Directors (the “Board”)
Braemar Hotels & Resorts Inc.
14185 Dallas Parkway
Suite 2000
Dallas, TX 75254
Attention: Monty J. Bennett, Chairman of the Board

RE: Proposal for Acquisition of Braemar

Dear Members of the Board:

It is my pleasure on behalf of Blackwells Capital LLC (“**Blackwells**” or “**we**”) to submit this preliminary proposal for the negotiated acquisition of Braemar Hotels & Resorts Inc. (the “**Company**” or “**you**”) by Blackwells (the “**Transaction**”).

Blackwells proposes to acquire 100% of the outstanding equity interests in the Company for \$4.50 per share in cash, subject to the terms set forth below (the “**Proposal**”). The Transaction will provide your stockholders with a substantial premium to recent trading prices of the stock and an attractive value for their shares. Our Proposal provides stockholders with compelling value, low execution risk and a quick timeline to closing.

We believe the consummation of this transaction provides an opportunity for shareholders to realize immediate value, and we urge the Board and, in particular, the independent directors to strongly consider our Proposal.

Proposal

Value: Blackwells proposes an all-cash acquisition of 100% of the outstanding shares of the Company for \$4.50 per share, reflecting a 114.3% premium to the Company’s share price of \$2.10 prior to our offer and a premium of 135.6% to the then 52-week low of \$1.91. Notably, the proposed price exceeds the unaffected 1-month, 3-month, and 6-month VWAPs by 84.0%, 75.9%, and 51.6%, respectively.¹

¹ Market data as of 11/30/2023.

Financing: We would expect to finance the Transaction with a combination of debt and equity. Blackwells' internal resources, as well as LP commitments, conditioned on completion of satisfactory diligence investigations, will fund the equity portion of the Transaction. Closing would be subject only to customary closing conditions for a transaction of this nature with no financing condition or contingency.

Below please find our expected sources and uses to finance the Transaction:^{2, 3}

Sources & Uses		
(\$ in millions)		
<i>Uses of Funds</i>	\$	%
Purchase of Equity.....	\$391	17.2%
Refinanced Debt	1,101	48.5%
Refinanced Preferred	575	25.3%
External Management Termination Fee	35	1.5%
Buyout Park Minority Interest	69	3.1%
Transaction Costs	97	4.3%
Total	\$2,268	100.0%
<i>Sources of Funds</i>	\$	%
Sponsor Equity	\$550	24.3%
New Debt	1,600	70.5%
Cash from Balance Sheet	118	5.2%
Total	\$2,268	100.0%

Due Diligence: Our Proposal is subject to standard confirmatory diligence. Given our industry experience and the substantial preparatory work we have done, we can proceed expeditiously with the requisite due diligence and simultaneously negotiate a definitive agreement. Our work would include customary property-level diligence, financial diligence, and confirmatory legal, accounting and tax reviews. We have engaged Vinson & Elkins LLP as our legal advisor in connection with the Proposal and are prepared to enter into a confidentiality agreement to facilitate these reviews. Given our and our advisors' experience with transactions of this type, we expect to be able to complete the required due diligence and enter into definitive documentation within 45 days. A preliminary

² Balance sheet data as of 9/30/2023.

³ Note: We have calculated that the contractual termination fee to Ashford Inc. is approximately \$203 million; however, we believe there is legal basis for Mr. Bennett and Ashford, Inc. to receive no termination fee on account of Ashford Inc.'s performance. As such, we propose a \$35 million termination fee as part of the Transaction.

Members of the Board
December 1, 2023

copy of our due diligence request list is attached as Appendix I to this letter. We are eager to commence work, and our team is available immediately.

Closing Conditions: The consummation of the Transaction will be subject to limited customary closing conditions for a public company transaction of this nature and will not be subject to a financing condition or contingency.

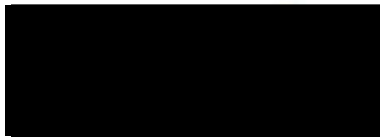
Exclusivity: We propose to enter into exclusive bilateral negotiations with you and work expeditiously to sign and announce the Transaction. We would expect the Transaction to provide for a customary “Go-Shop” period. A copy of our proposed exclusivity agreement is attached as Appendix II to this letter.

Reviews and Approvals: This letter has been reviewed and approved by our investment committee.

This letter does not constitute a binding obligation or commitment of either party or its affiliates to proceed with any transaction. No such obligations will be imposed on either party or its affiliates unless and until a mutually acceptable definitive agreement is formally entered into by both parties.

We look forward to working collaboratively with the Board and its advisors to advance our Proposal. Please contact me at your earliest convenience to discuss next steps.

Sincerely,



Jason Aintabi
Chief Investment Officer, Blackwells Capital

cc: Richard J. Stockton, Chief Executive Officer and President

Appendix I

Due Diligence Request List

Set forth below is a general list of documents and information that Blackwells Capital LLC (“**Blackwells**” or “**we**”) would like to review relating to the preliminary proposal for the negotiated acquisition of Braemar Hotels & Resorts Inc. (the “**Company**”) by Blackwells (the “**Transaction**”). References to “subsidiaries” include, without limitation, any entity in which the Company holds or has held (as appropriate), directly or indirectly, an equity interest. This list is intended to be preliminary; therefore, as we proceed with our review, we may wish to review items in addition to those set forth below.

This priority column of the due diligence request list below includes a notation of 1, 2, or 3. A notation of 1 denotes items of the highest priority for delivery. All items included in this due diligence request list are necessary for our due diligence review, but the prompt delivery of items with the highest priority will allow us to proceed expeditiously with our due diligence review.

		Priority
I. GENERAL CORPORATE MATTERS		
a.	Organizational chart identifying all subsidiaries and their relationship to each other, including corporations, partnerships, limited liability companies, trusts and joint ventures and describing the federal income status of all such subsidiaries (e.g., real estate investment trust (“ REIT ”), partnership, qualified REIT subsidiary (“ QRS ”), disregarded entity, taxable REIT subsidiary (“ TRS ”), or C corporation). Please confirm that (i) all entities in which the Company owns a direct or indirect interest are shown on the structure chart and (ii) no partnerships, limited liability companies, or other noncorporate entities in which the Company owns a direct or indirect interest have elected to be taxed as corporations for federal income tax purposes. For other than wholly-owned subsidiaries, please indicate the jurisdiction of formation of each such entity and the percentage ownership by the Company.	1
b.	List of all states in which the Company and its subsidiaries owns properties or conducts business (indicating the location of such properties) or is otherwise required to be qualified to do business as a foreign entity, and the status of the foreign qualifications in each such state.	1
c.	Capitalization summary of the Company, including a list of all options and restricted stock proposed to be granted in the future pursuant to equity incentive plans maintained by the Company, all securities reserved for future issuance by the Company and all outstanding securities that are exchangeable, exercisable for, or convertible into, equity securities of the Company.	1
d.	Articles of incorporation, bylaws, certificates and agreements of limited partnership, certificates of formation, operating agreements and other similar organizational documents of the Company and its subsidiaries and all amendments or modifications thereto.	2

		Priority
e.	Any information packages prepared for the Company's board of directors in the last two years.	2
f.	Certificates of good standing and foreign qualification of the Company and its subsidiaries.	2
g.	Minutes of meetings of, and all actions taken without a meeting by , partners, members, stockholders or other equity holders, the board of directors, board of managers, general partner, managing member or other similar governing entity or body with respect to the Company and its subsidiaries. Please include written consents to actions without a meeting and notices or waivers of notice.	3
II. SECURITY HOLDERS; PRIVATE PLACEMENTS		
a.	All agreements and documents relating to the sale or issuance of securities by the Company or its subsidiaries, including equity purchase agreements, contribution agreements, private placement documents, and other offering documents.	2
b.	State permits, notices of exemption and consents for issuance or transfer of the Company's securities or of any subsidiary and evidence of qualification or exemption under applicable blue sky laws, including any Form D filings.	2
c.	Any current trust agreements, proxies, voting agreements and other agreements affecting the voting, transfer or other rights of stockholders of the Company or its subsidiaries.	2
d.	Any agreements and other documentation relating to repurchases, redemptions, exchanges, conversions or similar transactions involving the Company's or its subsidiaries' securities.	2
e.	Any agreements among security holders of the Company or its subsidiaries and any waivers or consents by security holders thereof.	2
f.	Documentation describing any carried interest, promoted interest, profits interest, disposition fee or similar arrangement relating to the Company.	2
III. FINANCING MATERIALS		
a.	All documents and agreements currently in place evidencing or relating to outstanding borrowings of the Company, whether secured or unsecured (including indentures, mortgages, loan and credit agreements, letters of credit, guarantees and other material agreements), including a schedule of such borrowings, reflecting lenders' name, any guarantors, original and currently outstanding principal amounts, accrued interest and terms and collateral.	1
b.	Any letters of credit to which the Company is a party or by which any of them are bound.	1
c.	Any other material agreements between the Company and its creditors.	1
d.	Any interest rate caps, swaps, hedging agreement or similar instruments entered into by the Company.	1
e.	Detailed description of any default related to prior or current obligations of the Company that has occurred, may reasonably be claimed to have occurred or may occur as a result of the Transaction.	1

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f.	Schedules, reports or other computations as to compliance with covenants in any existing financing arrangements by the Company.	1
g.	Presentations given to creditors in connection with obtaining credit or prepared for potential lenders in connection with proposed financing by the Company; presentations to rating agencies and security analysts by the Company.	1
h.	All agreements of the Company relating to loans by the Company to, or guaranties of the obligations of, other entities or persons (including the Company's officers, employees, principals or members), including a schedule of such loans, reflecting obligor name, any guarantors, original and currently outstanding principal amounts, accrued interest and terms.	1
i.	All material intercompany loan agreements currently in place.	1
j.	Any other information or documents evidencing financing leases, sale and lease-back agreements or material indebtedness of the Company, including a schedule of and documents pertaining to any off-balance sheet liabilities or contingent liabilities.	1
k.	Any material correspondence between lenders (including entities committed to lend) and the Company.	1
IV. MANAGEMENT & EMPLOYEES OF THE COMPANY		
a.	Organizational charts by department and by legal entity.	1
b.	Number of employees by department and by functional area.	1
c.	Copies of all employment contracts (including indemnification, non-competition, severance, confidentiality and similar arrangements) currently in place or anticipated in the future.	1
d.	Governing documents for bonus plans, retirement plans, pension plans, deferred compensation plans, profit sharing and management incentive agreements (whether written or oral). All other employee compensation, benefit (e.g., life or health insurance) or similar plans (whether written or oral).	1
e.	Agreements for loans to, and any other agreements (including consulting and employment contracts) with, any "insider" (i.e., any member, partner, director, manager, officer or owner (and its directors and officers), of a substantial amount of the Company's securities), whether or not now outstanding, including (but not limited to) loans to purchase equity interests or consulting contracts.	1
f.	Description of any related transactions, including between the Company or its subsidiaries, on the one hand, and any "insider" of the Company or any associate of an "insider" or between or involving any two or more such "insiders," including any managers, officers, employees, their relatives, any entities controlled by the foregoing or any other affiliates of such Company, on the other hand.	1
g.	All documents relating to the policies and procedures by which the Company executes related party transactions.	1
h.	Collective bargaining agreements or other material labor contracts.	1

		Priority
i.	Description of any significant labor problems or union activities the Company has experienced including any collective bargaining agreements.	1
j.	List and describe any employment or benefit plan related claims, charges of discrimination, arbitrations, grievances, lawsuits, investigations or proceedings involving any of the Company's employees.	1
k.	Copies of the most recently completed director and officer questionnaires and reports, documents or other materials related to any director or officer departure, appointment or election within the last two years.	2
l.	Provide a list of all consultants, contracting agencies and other independent contractors of the Company and all agreements with such persons or agencies or other documents regarding their engagement.	2
m.	Provide all confidentiality, non-disclosure, non-solicitation and non-competition agreements to which any of the employees, consultants, or independent contractors is a party or bound.	2
n.	Provide copies of all written employee policies, manuals, handbooks, guidelines, and rules relating to employees associated with or employed by the Company.	3
V. INTELLECTUAL PROPERTY RIGHTS		
a.	Current list of material patents, trademarks, trade names and other intellectual property (the " Intellectual Property ") of the Company.	1
b.	Any correspondence from third parties regarding potential infringement of Intellectual Property rights of others.	1
c.	All agreements related to the licensing and/or development of the Company's Intellectual Property.	2
d.	Material agreements regarding the use by the Company of the Intellectual Property or the intellectual property of any third party.	2
VI. REAL PROPERTY AND ENVIRONMENTAL		
a.	Schedule of all direct and indirect real property interests owned by the Company or its subsidiaries or proposed to be acquired by the Company or its subsidiaries (as owner in fee, through ownership of equity in a trust, partnership, limited liability company or corporation, as lessee, sublessee or mortgagee) (the " Properties ").	1
b.	For all Properties, please provide a schedule indicating name, location, year built, number of rooms, hotel management company, percent interest owned, type of interest owned (i.e., fee or leasehold), mortgage(s) to which the property is subject and other key information (e.g., square feet, purchase price, date of purchase, street address, physical dimensions, age of roof if different than date of construction, and other physical information that a prospective purchaser would consider relevant).	1
c.	All agreements related to the acquisition, disposition or development of the Properties, including, without limitation, conveyance deeds and a copy of the closing binder for any purchase or sale of properties.	1
d.	List of all Properties which are currently subject to contracts of purchase, sale or option, are currently in negotiation for purchase, sale or option, or are "held for sale" and copies of all documents in connection therewith or	1

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	in the event that no definitive documentations exists, reports as to the status of negotiations.	
e.	List of all properties currently being evaluated for acquisition or investment by the Company, including any letters of intent.	1
f.	All management agreements, franchise agreements, license agreements and similar agreements with respect to the Properties, including a schedule of such arrangements and material terms (e.g., fees, reimbursements, permitted transfers, transfer consent requirements, termination rights), any amendments to any of such agreements and copies of all material correspondence between the parties to such agreements, including compliance letters and reports, notices of defaults, waivers, etc.	1
g.	Copies of all existing title insurance policies for the Properties and copies of any title insurance commitments or updates for the Properties, if any, together with copies of all title exceptions listed therein such as easements, restrictions, licenses, encumbrances, and violations.	1
h.	List of material contracts relating to the Properties, including contracts for repair, maintenance, rehabilitation or new construction now in progress or currently scheduled.	1
i.	With respect to the Properties, a schedule of significant projected capital improvements including any property improvement plans required pursuant to any management agreement, franchise agreement, license agreement or similar agreement and all construction-related contracts.	1
j.	Please provide a summary of any material leases and the economic terms of such leased property, including rent (fixed, percentage or other), renewal options, assignability, financing provisions, financial maintenance covenants and any other material terms. Please provide copies of any ground leases or similar agreements affecting any property, plant and equipment to which the Company is a party as lessee or lessor and which relate directly or indirectly to any of the Properties.	1
k.	Evidence of zoning compliance and certificates of occupancy, as applicable, and/or any notices regarding material violations of zoning, building codes or similar regulations.	1
l.	Copies of all material licenses and permits used in connection with the operation or occupancy of each Property and details regarding any violation, alleged violation or potential violation of any license or permit.	1
m.	Please provide a schedule setting forth (i) any notices of condemnation or other documents relating to the exercise of the power of eminent domain related to any Property, (ii) any special assessments for road, sewers or water mains and like items related to any Property, and (iii) any other government actions relating to any Property.	1
n.	Any indemnity or similar agreements to which the Company is a party regarding any environmental matters relating to the Properties.	1
o.	Copies of all notices or demands from environmental agencies relating to the Properties.	1

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p.	Property related tax matters, including any documentation regarding any deficiencies (proposed or threatened) or ongoing tax disputes and any material correspondence with the IRS or any local tax authority.	1
q.	Copies of all insurance policies (or certificates with respect thereto) covering the Properties, including, without limitation, flood insurance policies (as applicable).	1
r.	List of all Properties located in a flood zone.	1
s.	Copy of operating statements and a summary of capital expenditures pertaining to the Properties for the prior 12 months.	1
t.	List of material maintenance work orders for the prior 12 months and a list of warranties, if any, on roofs, air conditioning units, fixtures and equipment.	1
u.	Schedule of all easements, condemnations or other rights-of-way with respect to the Properties and copies of the same and a description of any easements or rights-of-way which are currently being sought.	2
v.	Please provide a summary of all material options, rights of first offer, rights of first refusal and similar agreements with respect to each Property and copies of the agreements setting forth such rights.	2
w.	Copies of the most recent survey(s) and/or site plan(s) for each of the Properties.	2
x.	Copies of all environmental audits, risk assessments or engineering consultants' reports relating to any Property. Please provide a schedule of anticipated material capital expenditures, operating costs, asset retirement obligations or other operational requirements relating to environmental laws, including such matters relating to pollution, hazardous substances, climate change, and green building regulation.	2
y.	Copies of any property condition or other similar reports for the Properties.	2
z.	List of material personal property owned by the Company located at each of the Properties.	2
VII. AUDIT RELATED MATTERS		
a.	Lawyers' litigation letters prepared for any auditors or accountants.	1
b.	Reports and opinion letters (<i>e.g.</i> , management letters) of the accountants for the Company, and all other correspondence with its accountant relating to management and accounting procedures.	1
c.	A list of any material issues raised in management letters concerning controls.	1
d.	All written materials, if any, prepared in connection with a presentation by the auditors to the boards of directors, managers, general partners, managing members or other governing persons or entities.	1
e.	A list of any outstanding concerns or disputes with auditors.	1
f.	A description of any anticipated material write-offs or non-recurring charges.	1
g.	A description of any significant accounting issues or changes in policies or estimates.	1
h.	With respect to the Properties, property basis and depreciation schedules.	1

		Priority
i.	All internal and external compliance, internal control and risk management assessments, manuals and policies.	3
VIII. LITIGATIONS, DISPUTES AND GOVERNMENT ACTIONS		
a.	Schedule of and materials relating to, and a description of the status of, each presently threatened or pending material claim, litigation or arbitration, and of each material claim, litigation or arbitration concluded or settled, as to which the Company is a party or in which any of them may become involved (whether as plaintiff or defendant, and including specifically claims or proceedings before any federal or state commission or agency).	1
b.	Complaints, orders or other significant documents relating to pending or threatened matters involving claims of \$10,000 or more or seeking injunctive or other equitable relief (other than as provided in response to VIII(a) above).	1
c.	Schedule of any litigation, claims, disputes or controversies (either pending, threatened or contemplated) involving any director, member, partner, trustee, manager, officer, employee or principal shareholder or equity holder, as the case may be, of the Company concerning bankruptcy, criminal matters, securities laws or business practices.	1
d.	Any decrees, orders or judgments of courts or governmental agencies to which the Company is a party or involving any person in his or her capacity as a director, member, partner, trustee, manager, officer, employee or principal shareholder or equity holder, as the case may be, of the Company under which there are continuing or contingent obligations.	1
e.	A description of any material disputes, oral or written, with franchisors, managers, vendors, joint venture partners, occupants of land plots adjacent to a Property, local authorities or similar entities.	1
f.	Descriptions of material liens, charges, security interests, pledges, covenants, agreements, restrictions and encumbrances. Please provide UCC search results and other lien searches performed. Copies of all mechanics' liens (if any), filed or perfected, affecting the properties or bonds related thereto in any material respect, and description of status of negotiations/litigation with claimants.	1
g.	Please provide all material correspondence with, reports of, reports to, or agreements with any federal, state or local governmental agency (including the U.S. Securities and Exchange Commission and any state securities regulator) or other administrative or regulatory body (including the New York Stock Exchange) with regard to the Company.	1
IX. INSURANCE		
a.	With respect to the Company, a schedule of current insurance arrangements summarizing all policies, including, but not limited to:	1
	(i) Title insurance	
	(ii) Property insurance	
	(iii) Corporate liability insurance	
	(iv) Directors and officers liability insurance	

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	(v) Stop-loss, catastrophic and similar insurance	
	(vi) Terrorism insurance	
	(vii) Other forms of insurance	
b.	With respect to the Company, claims history received from insurer or third party administrator, including an indication of the status of such claims and any disputes.	3
X. REPORTS AND STUDIES		
a.	Financial, operating and business plans for the next three years, including projected income statements, cash flows, and balance sheets, with assumptions.	1
b.	Management presentations and reports, including presentations and reports discussing business outlook and prospects and property operating/strategic plans.	1
c.	All market research and industry studies conducted, including any internal or outside consultant studies.	1
XI. MATERIAL TRANSACTIONS (ACQUISITIONS / DIVESTITURES, JVs, ETC.)		
a.	Documentation relating to material acquisitions, divestitures, mergers, consolidations or similar transactions involving the Company, including pending or contemplated transactions.	1
b.	Any correspondence relating to any post-closing disputes, indemnification claims or purchase price adjustments involving the Company.	1
c.	Schedule setting forth the timing, nature and amount of any deferred consideration or earn-outs (whether or not contingent) involving the Company.	1
d.	List and provide copies of all partnership or joint venture agreements involving the Company. Please include in such list a description of the ownership, voting rights, other contractual arrangements and the involvement or interest of the Company, and any shareholder, member, partner, trustee, manager, general partner or officer thereof.	1
e.	Any non-competition or similar agreements involving the Company, including any agreements, contracts or commitments restricting the Company from engaging in any line of business.	1
XII. OTHER MATERIAL CONTRACTS AND REQUIRED CONSENTS		
a.	Schedule of all notifications required to be given to, or consents required from, any third party (including any governmental agency or instrumentality) required for the Transaction.	1
XIII. TAX MATTERS		
a.	Please confirm that (x) there have been no mergers or consolidations involving the Company (or any of its subsidiaries) and C corporations and (y) the Company has not succeeded to any C corporation earnings and profits in connection with any non-taxable merger or similar transaction involving any other entity other than a C corporation. If any such mergers or consolidations have taken place, please provide information regarding (a) the date of such transaction(s), (b) the amount of C corporation earnings and profits and how such amount was determined, and (c) the mechanisms	1

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	by which such C corporation earnings and profits were timely purged from the Company.	
b.	To the extent that the Company directly or indirectly holds any asset the disposition of which would be subject to (or to rules similar to) section 1374 of the Code (or otherwise result in any “built-in gains” Tax under section 337(d) of the Code and the applicable Treasury Regulations thereunder), please provide detailed information regarding such asset including:	1
	(i) the date such asset was acquired;	
	(ii) the manner in which such asset was acquired;	
	(iii) the built-in gain on each such asset as of the date of its acquisition by the Company, including the adjusted tax basis and fair market value of the asset on the relevant acquisition date; and	
	(iv) information regarding whether any such built-in gains tax has been recognized to date.	
c.	Please describe any stock or other equity investments held or acquired by the Company, other than the stock of publicly offered REITs, QRSs or TRSs.	1
d.	Please provide the Company’s tax compliance schedules showing:	2
	(i) compliance with the asset tests for each quarter of the Company’s 2016-2022 taxable years and the first, second and third quarters of the Company’s 2023 taxable year;	
	(ii) compliance with the gross income tests for the Company’s 2016-2022 taxable years and projected compliance with the gross income tests for the Company’s 2023 taxable year; and	
	(iii) compliance with the distribution test for the Company’s 2012-2019 taxable years and projected compliance with the distribution test for the Company’s 2023 taxable year.	
e.	Please provide copies of the federal and state income tax returns for the Company and each of its subsidiaries filing tax returns for their 2016-2022 taxable years.	2
f.	To the extent not already provided, please provide copies of any tax elections made by the Company or any of its subsidiaries since inception, including, without limitation, “check-the-box” elections, TRS elections and Section 754 elections, and proof of filing.	2
g.	Please provide current tax basis balance sheets showing the Company’s assets and liabilities (whether owned directly or through lower-tier entities).	2
h.	Please list any shareholder for whom the Company has waived its ownership limit, state what percentage of the Company’s stock that any such shareholder is permitted to own pursuant to the terms of the waiver, and, if such shareholder is an entity, describe the ownership of such shareholder. Please provide materials showing the Company’s compliance with the 5/50 test for the 2016-2023 taxable years.	2
i.	Please provide copies of any analyses, memoranda (including, without limitation, FIN 48 memos, tax memos provided to auditors or tax memos or	2

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	analysis from outside tax advisors), opinions (including accompanying officer's certificates) or correspondence (including substantive emails) regarding any tax issue of the Company or any of its subsidiaries, including, but not limited to, the Company's qualification as a REIT.	
j.	Please describe any instances in which the Company has relied upon "REIT savings" clauses to cure any REIT qualification violations.	2
k.	Please provide copies of any private letter ruling requests or presubmission memoranda submitted to the IRS and any private letter rulings received from the IRS by the Company or any of its subsidiaries, including the private letter ruling obtained from the IRS in connection with Ashford Inc.'s acquisition of Remington Hotels and the supporting submission packet. Please also provide copies of any requests for closing agreements submitted to the IRS and any closing agreements entered into with the IRS.	2
l.	Please provide descriptions of any tax shelters or aggressive tax planning techniques entered into or utilized by the Company or any of its subsidiaries, along with any filings with the IRS (or any state taxing authority) with respect to any "reportable transaction" (or state equivalent).	2
m.	Please either confirm that there is no pending audit of the Company or any of its subsidiaries, or describe any such audit. Also confirm that none of the Company or any of its subsidiaries has waived or extended the statute of limitations with respect to any open tax year.	2
n.	Please provide all agreements related to taxes, if any, including tax sharing, tax allocation and closing agreements.	2
o.	Please provide a description of any transactions giving rise to significant tax attributes (losses, credits, etc.).	2
p.	Please provide a description of operations of the Company or any subsidiary outside of the United States and the structure for the operations, and description of any cross-border transactions undertaken by the Company or any of its subsidiaries.	2
q.	With respect to each lease between the Company (or any of its non-TRS subsidiaries) and any TRS, please provide a copy of the lease and projections of the TRS lessee's net income under such lease. Please also provide any transfer pricing studies obtained in connection with such leases.	3
r.	With respect to transactions between the Company (or any of its non-Tax subsidiary) and any TRS:	3
	(i) Please describe any arrangements entered between the Company and its non-TRS subsidiaries, on the one hand, and its TRS subsidiaries on the other, that could be viewed as not consistent with the TRS subsidiaries dealing with the Company and its non-TRS subsidiaries in the same manner as a third party would.	
	(ii) Please describe any transaction in which any TRS of the Company has provided credit support for REIT-level borrowings. For any such transaction, please provide the Company's analysis of whether	

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	the applicable TRS has been adequately compensated by the REIT for the fair market value of providing such credit support.	
(iii)	Please provide copies of all cost-sharing or similar agreements between the REIT and any of its subsidiaries.	
(iv)	Please describe any payment guarantees that the Company or a non-TRS subsidiary provided with respect to franchise agreements or management agreements entered into by TRSs of the Company.	
s.	Please provide a copy of each hotel management agreement. To the extent a hotel manager engaged by any TRS of the Company did not provide a representation in the applicable management agreement confirming its status as an “eligible independent contractor” under Code Section 856(d)(9)(D), please provide any documentation or analysis obtained or prepared by the Company regarding the manager’s qualifications as an “eligible independent contractor.”	3
t.	Please confirm that more than half of the dwelling units in each of the Company’s hotels have been used on a transient basis during each year.	3
u.	Please provide information regarding any gambling or slot machines, video poker or similar devices on any hotel property.	3
v.	Please confirm that any “key money” payments received since January 1, 2016 have been received by a TRS of the Company, or describe such payments and the Company’s treatment of such payments for REIT purposes.	3
w.	Please describe any loan or debt security held by the Company or any of its non-TRS subsidiaries (including the acquisition of an interest in a loan or debt security), where the Company or the non-TRS subsidiary, as applicable, is the lender, that has not been fully secured by real property during the term of the loan or debt security. Please also describe any equity securities (other than equity securities of a TRS, QRS, or any entity taxed as a partnership for federal income tax purposes) acquired by the Company or any of its non-TRS subsidiaries.	3
x.	Please provide a schedule listing any properties of the Company or any of its subsidiaries with respect to which the fair market value of the personal property has exceeded or exceeds 15% of the aggregate fair market value of the real and personal property. To the extent the Company has treated any property as real property for purposes of the REIT gross income and asset tests but is depreciating that property for federal income tax purposes as anything other than real property, please identify the property and the Company’s analysis regarding its classification as real property for REIT gross income and asset test purposes. Also, please provide a copy of any cost segregation studies for any properties held by the Company or any of its non-TRS subsidiaries that have more than a de minimis amount of personal property.	3
y.	Please provide a list of any sales of properties via taxable transactions by the Company since January 1, 2016. For each such property sold, please list the dates on which it was acquired and sold, the amount of tax gain or loss	3

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	on the disposition, the reason(s) for the disposition, and confirm that the aggregate expenditures made during the two years preceding the sale and includable in the property's basis did not exceed 30% of the net sales price of the property. Please also provide any opinions (or other memoranda or analyses) addressing why such dispositions do not constitute prohibited transactions.	
z.	Please describe any hedging transactions entered into by the Company or any of its non-TRS subsidiaries January 1, 2016. To the extent the Company has treated those transactions as qualifying liability hedges under section 856(c)(5)(G) of the Code, please provide copies of the documentation showing that those transactions were clearly and timely identified as hedging transactions in accordance with section 1221(a)(7) of the Code and Treasury Regulations section 1.1221-2.	3
aa.	Please confirm that the Company sent shareholder demand letters for each of its 2016-2022 taxable years and provide copies of any responses received.	3
bb.	If the Company owns directly or indirectly more than 10% of the equity (by vote or value) of any REIT (other than a publicly traded REIT), please provide the information requested above with respect to such REITs. In addition, please provide the following: (i) the REIT's charter and any articles supplementary; (ii) documentation showing compliance with the 100-shareholder test; and (iii) copies of all dividend resolutions.	3

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Appendix II

PRIVATE & CONFIDENTIAL

Braemar Hotels & Resorts Inc.
14185 Dallas Parkway
Suite 2000
Dallas, TX 75254
Attention: Monty J. Bennett, Chairman of the Board

Re: Exclusivity Agreement

Dear Mr. Bennett:

This letter agreement (this “**Agreement**”) sets forth our understanding with respect to certain matters relating to our negotiations regarding a potential transaction (a “**Potential Transaction**”) between Braemar Hotels & Resorts Inc., a Maryland corporation (the “**Company**”), and Blackwells Capital LLC (“**Blackwells**”). The Company and Blackwells are referred to individually herein as a “**Party**,” and collectively herein as the “**Parties**.”

In order to induce Blackwells to devote additional time and resources in consideration of a Potential Transaction and in consideration therefor, from the date of this Agreement until the earlier of (i) the execution of a definitive agreement involving a Potential Transaction by the Parties and (ii) 11:59 p.m. Eastern Time on [January XX] 2024 (the “**Exclusivity Period**”), provided, however, that with respect to the foregoing clause (ii), the Exclusivity Period shall automatically extend for additional, successive thirty-day terms, unless and until, in the case of any such extensions, Blackwells or the Company delivers written notice that it no longer intends to pursue a Potential Transaction no less than three days before the end of the then current term (in which case, the Exclusivity Period shall end at 11:59 p.m. Eastern Time on the day such current term expires), the Company agrees that it shall negotiate exclusively with Blackwells with respect to a Potential Transaction, and the Company shall not, and it shall cause its Representatives (as defined below) not to, directly or indirectly (i) initiate, solicit, encourage or assist any inquiries or the making of any proposal or offer concerning an Alternative Transaction (as defined below), including by way of furnishing or otherwise making available any non-public information or data concerning the Company or any assets owned (in whole or in part) by the Company or by providing or permitting access to any of the properties of the Company; (ii) engage in, continue or otherwise participate in any discussions, communications or negotiations with any person concerning an Alternative Transaction or that could reasonably be expected to lead to an Alternative Transaction; (iii) enter into any agreement or agreement in principle (in each case, whether written or oral) with any person concerning an Alternative Transaction or that could reasonably be expected to lead to an Alternative Transaction; (iv) grant any waiver, amendment or release under any standstill or confidentiality agreement concerning an Alternative Transaction or that could reasonably be expected to lead to an Alternative Transaction; or (v) otherwise facilitate any effort or attempt by any person to make a proposal or offer concerning an Alternative Transaction or that could reasonably be expected to lead to an Alternative Transaction.

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As used in this Agreement, the term (i) “**Representatives**” means, with respect to a Party, such Party’s stockholders, affiliates, directors, officers, employees, agents, investment bankers, attorneys, accountants, consultants, advisors and other representatives, and (ii) “**Alternative Transaction**” means, other than any transaction solely with Blackwells, any transaction, or any solicitation, inquiry, offer or proposal concerning a transaction, to, directly or indirectly (a) purchase or otherwise acquire 5% or more of the outstanding shares of any class of equity securities or debt securities of the Company or its subsidiaries or any interests therein, (b) effect any merger, share exchange, tender offer, business combination, consolidation, joint venture, restructuring, reorganization, recapitalization, spin-off, split-off or other alternative transaction involving any capital stock, businesses or assets of the Company, or (c) transfer, sell or lease 5% or more of the assets and properties of the Company or interests therein. The Company shall be responsible for any breach of the terms of this Agreement by any of its Representatives.

Upon the execution of this Agreement, the Company shall, and shall cause its Representatives to, immediately cease any discussions, communications or negotiations with, or any solicitation, encouragement or assistance of, any person and terminate access to any virtual or electronic data room provided to any person, in each case that may be ongoing with respect to an Alternative Transaction or that could reasonably be expected to lead to an Alternative Transaction. In the event that the Company receives an unsolicited inquiry, offer or proposal with respect to an Alternative Transaction during the Exclusivity Period, or obtains information that such an inquiry, offer or proposal is likely to be made, the Company will provide Blackwells with immediate notice thereof, which notice shall include the terms of, and the identity of the person or persons making, such inquiry, offer or proposal.

The Parties acknowledge that the execution and delivery of this Agreement does not create any legally binding obligations between the Parties relating to the Potential Transaction except those specifically set forth herein. Each Party acknowledges and agrees that this Agreement expresses the Parties’ interests in continuing discussions regarding the Potential Transaction and is not intended to, and does not, create any legally binding obligation on either Party to consummate the Potential Transaction. Such an obligation will arise only upon the execution and delivery of final definitive agreements relating to the Potential Transaction.

The existence of this Agreement, the terms hereof and any communications regarding it constitute confidential information to be treated by the Parties in accordance with the terms of the Confidentiality Agreement, dated as of [December XX] 2023 by and between the Parties.

The Parties acknowledge that a breach of this Agreement would cause irreparable harm for which monetary damages would be an inadequate remedy. Accordingly, each Party agrees that the other Party shall be entitled to seek equitable relief in the event of any breach or threatened breach of this Agreement, including injunctive relief against any breach hereof and specific performance of any provision hereof, in addition to any other remedy to which such other Party may be entitled. The Parties further agree that no Party shall be required to obtain, furnish or post any bond or similar instrument in connection with or as a condition to obtaining any remedy referred to in this paragraph, and each Party waives any objection to the imposition of such relief or any right it may have to require the obtaining, furnishing or posting of any such bond or similar instrument.

Members of the Board
December 1, 2023

This Agreement shall be governed by and construed in accordance with the internal laws of the State of Maryland without giving effect to any choice or conflict of law provision or rule (whether of the State of Maryland or any other jurisdiction) that would cause the application of laws of any jurisdiction other than those of the State of Maryland. With respect to any action or proceeding between the parties arising out of or relating to this Agreement, each party: (a) irrevocably and unconditionally consents and submits to the exclusive jurisdiction and venue of the Circuit Court of Baltimore City of the State of Maryland or, to the extent such court does not have subject matter jurisdiction, the United States District Court for the State of Maryland, (b) agrees that all claims in respect of such action or proceeding shall be heard and determined exclusively in accordance with the preceding clause (a), (c) waives any objection to laying venue in any such action or proceeding in such courts, and (d) waives any objection that such courts are an inconvenient forum or do not have jurisdiction over any party. Each party irrevocably waives any and all rights to trial by jury in any action or proceeding between the parties arising out of or relating to this Agreement.

In the event that any of the provisions of this Agreement shall be held by a court or other tribunal of competent jurisdiction to be invalid or unenforceable, the remaining portions hereof shall remain in full force and effect and such provision shall be enforced to the maximum extent possible so as to effect the intent of the Parties, and shall in no way be affected, impaired, or invalidated.

Please confirm your agreement with the foregoing by signing and returning one copy of this Agreement to the undersigned, whereupon this Agreement shall become a binding agreement between the Company and Blackwells.

Very truly yours,

Blackwells Capital LLC

By: _____
Name: Jason Aintabi
Title: Chief Investment Officer

ACCEPTED AND AGREED:

Breamar Hotels & Resorts Inc.

By: _____
Name: Monty J. Bennett
Title: Chairman of the Board

EXHIBIT F

LIST OF ITEMS OF SCHEDULE TO AND FORM S-4

Schedule TO

<u>Item</u>	<u>Applicability</u>	<u>Certain Responsive Information Contained Elsewhere in the Notice</u>
Cover Page	<u>Not Applicable</u>	<u>No</u>
Item 1. Summary Term Sheet	<u>Not Applicable</u>	<u>No</u>
Item 2. Subject Company Information	<u>Not Applicable</u>	<u>Yes</u>
Item 3. Identity and Background of Filing Person	<u>Not Applicable</u>	<u>Yes</u>
Item 4. Terms of the Transaction	<u>Not Applicable</u>	<u>No</u>
Item 5. Past Contacts, Transactions, negotiations and Agreements	<u>Not Applicable</u>	<u>No</u>
Item 6. Purposes of the Transaction and Plans or Proposals	<u>Not Applicable</u>	<u>No</u>
Item 7. Source, Amount of Funds or Other Consideration	<u>Not Applicable</u>	<u>Yes</u>
Item 8. Interest in Securities of the Subject Company	<u>Not Applicable</u>	<u>Yes</u>
Item 9. Persons/Assets, Retained, Employed, Compensated or Used	<u>Not Applicable</u>	<u>No</u>
Item 10. Financial Statements	<u>Not Applicable</u>	<u>No</u>
Item 11. Additional Information.	<u>Not Applicable</u>	<u>No</u>
Item 12. Exhibits	<u>Not Applicable</u>	<u>No</u>
Item 13. Information Required by Schedule 13E-3	<u>Not Applicable</u>	<u>No</u>

Form S-4

<u>Item</u>	<u>Applicability</u>	<u>Certain Responsive Information Contained Elsewhere in the Notice</u>
Name of Registrant as Specified in its Charter	<u>Not Applicable</u>	<u>Yes</u>
State or Other Jurisdiction of Incorporation or Organization	<u>Not Applicable</u>	<u>Yes</u>
Primary Standard Industrial Classification Code Number	<u>Not Applicable</u>	<u>No</u>
I.R.S. Employer Identification Number	<u>Not Applicable</u>	<u>No</u>

Address, including zip code, and telephone number, including area code, of registrant's principal executive offices	<u>Not Applicable</u>	<u>Yes</u>
Name, address, including zip code, and telephone number, including area code, of agent for service	<u>Not Applicable</u>	<u>No</u>
Item 1. Forepart of Registration Statement and Outside Front Cover Page of Prospectus	<u>Not Applicable</u>	<u>No</u>
Item 2. Inside Front and Outside Back Cover Pages of Prospectus.	<u>Not Applicable</u>	<u>No</u>
Item 3. Risk Factors, Ratio of Earnings to Fixed Charges and Other Information.	<u>Not Applicable</u>	<u>No</u>
Item 4. Terms of the Transaction.	<u>Not Applicable</u>	<u>No</u>
Item 5. Pro Forma Financial Information.	<u>Not Applicable</u>	<u>No</u>
Item 6. Material Contracts with the Company Being Acquired.	<u>Not Applicable</u>	<u>Yes</u>
Item 7. Additional Information Required for Reoffering by Persons and Parties Deemed to Be Underwriters.	<u>Not Applicable</u>	<u>No</u>
Item 8. Interests of Named Experts and Counsel.	<u>Not Applicable</u>	<u>No</u>
Item 9. Disclosure of Commission Position on Indemnification for Securities Act Liabilities.	<u>Not Applicable</u>	<u>No</u>
Item 10. Information with Respect to S-3 Registrants.	<u>Not Applicable</u>	<u>No</u>
Item 11. Incorporation of Certain Information by Reference.	<u>Not Applicable</u>	<u>No</u>
Item 12. Information with Respect to S-3 Registrants.	<u>Not Applicable</u>	<u>No</u>
Item 13. Incorporation of Certain Information by Reference.	<u>Not Applicable</u>	<u>No</u>
Item 14. Information with Respect to Registrants Other Than S-3 Registrants.	<u>Not Applicable</u>	<u>Yes</u>
Item 15. Information with Respect to S-3 Companies.	<u>Not Applicable</u>	<u>No</u>
Item 16. Information with Respect to S-3 Companies.	<u>Not Applicable</u>	<u>No</u>
Item 17. Information with Respect to Companies Other Than S-3 Companies.	<u>Not Applicable</u>	<u>No</u>
Item 18. Information if Proxies, Consents or Authorizations are to be Solicited.	<u>Not Applicable</u>	<u>No</u>
Item 19. Information if Proxies, Consents or Authorizations are not to be Solicited or in an Exchange Offer.	<u>Not Applicable</u>	<u>Yes</u>

EXHIBIT G

COMPLETED QUESTIONNAIRES

[Omitted.]