

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2021

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: **001-14765**

HERSHA HOSPITALITY TRUST

Maryland

(State or Other Jurisdiction of Incorporation or Organization)

25-1811499

(I.R.S. Employer Identification No.)

44 Hersha Drive Harrisburg PA

17102

(Address of Principal Executive Offices)

(Zip Code)

(Exact Name of Registrant as Specified in Its Charter)

Registrant's telephone number, including area code: **(717) 236-4400**

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A Common Shares of Beneficial Interest, par value \$.01 per share	HT	New York Stock Exchange
6.875% Series C Cumulative Redeemable Preferred Shares of Beneficial Interest, par value \$.01 per share	HT-PC	New York Stock Exchange
6.50% Series D Cumulative Redeemable Preferred Shares of Beneficial Interest, par value \$.01 per share	HT-PD	New York Stock Exchange
6.50% Series E Cumulative Redeemable Preferred Shares of Beneficial Interest, par value \$.01 per share	HT-PE	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Sec.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

12b-2 of the Exchange Act.

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C.7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the outstanding Class A common shares held by non-affiliates of the registrant, computed by reference to the closing sale price at which Class A common shares were last sold on June 30, 2021, was approximately \$422.0 million.

As of February 23, 2022, the number of Class A common shares outstanding was 39,354,893 and there were no Class B common shares outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement, to be filed with the Securities and Exchange Commission not later than 120 days after the end of the registrant's last fiscal year pursuant to Regulation 14A, are incorporated herein by reference into Part II, Item 5 and Part III.

HERSHA HOSPITALITY TRUST

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CAUTIONARY FACTORS THAT MAY AFFECT FUTURE RESULTS

Unless the context otherwise requires, references in this report to: (1) “we,” “us,” “our,” the “Company” and “Hersha” mean Hersha Hospitality Trust and its consolidated subsidiaries, including Hersha Hospitality Limited Partnership, taken as a whole; (2) “HHLP” and “our operating partnership” mean Hersha Hospitality Limited Partnership; and (3) “common shares” mean our Class A common shares of beneficial interest, \$0.01 par value per share.

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934 (“Exchange Act”), as amended, including, without limitation, statements containing the words, “believe,” “expect,” “anticipate,” “estimate,” “plan,” “continue,” “intend,” “should,” “may” and words of similar import. Such forward-looking statements relate to future events, our plans, strategies, prospects and future financial performance, and involve known and unknown risks that are difficult to predict, uncertainties and other factors which may cause our actual results, performance or achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers should specifically consider the various factors identified in this report and other reports filed by us with the U.S. Securities and Exchange Commission (the “SEC”) including, but not limited to those discussed in the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” that could cause actual results to differ. Statements regarding the following subjects are forward-looking by their nature:

- our business or investment strategy;
- our projected operating results;
- our ability to generate positive cash flow from operations;
- our distribution policy;
- our liquidity and management's plans with respect thereto;
- completion of any pending transactions;
- our ability to maintain existing financing arrangements, including compliance with covenants, and our ability to obtain future financing arrangements or refinance or extend the maturity of existing financing arrangements as they come due;
- our ability to negotiate with lenders;
- our understanding of our competition;
- market trends;
- projected capital expenditures;
- the impact of and changes to various government programs, including in response to the novel coronavirus, or COVID-19, including those specifically affecting New York City;
- the efficacy of any treatment for COVID-19;
- our access to capital on the terms and timing we expect;
- the restoration of public confidence in domestic and international travel;
- permanent structural changes in demand for conference centers by business and leisure clientele; and
- our ability to dispose of selected hotel properties on the terms and timing we expect, if at all.

Forward-looking statements are based on our beliefs, assumptions and expectations, taking into account all information currently available to us. These beliefs, assumptions and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. Readers should not place undue reliance on forward-looking statements.

Important factors that we think could cause our actual results to differ materially from expected results are summarized below. One of the most significant factors, however, is the ongoing impact of the current outbreak of the novel coronavirus on the United States, regional and global economies, the broader financial markets, our customers and employees, governmental responses thereto and the operation changes we have and may implement in response thereto. The current outbreak of COVID-19 has also impacted, and is likely to continue to impact, directly or indirectly, many other important factors below.

New factors emerge from time to time, and it is not possible for us to predict which factors will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. In particular, it is difficult to fully assess the impact of COVID-19 at this time due to, among other factors, uncertainty regarding the severity and duration of the outbreak domestically and internationally and the effectiveness of federal, state and local governments' efforts to contain the spread of COVID-19 and respond to its direct and indirect impact on the U.S. economy and economic activity.

The following non-exclusive list of factors could also cause actual results to vary from our forward-looking statements:

- general volatility of the capital markets and the market price of our common shares;
- changes in our business or investment strategy;
- availability, terms and deployment of capital;
- changes in our industry and the market in which we operate, interest rates, or the general economy;
- decreased international travel because of geopolitical events, including terrorism, and current U.S. government policies, such as immigration policies, border closings, and travel bans related to COVID-19;
- the degree and nature of our competition;
- financing risks, including (i) the risk of leverage and the corresponding risk of default on our mortgage loans and other debt, including default with respect to applicable covenants, (ii) potential inability to obtain waivers of covenants or refinance or extend the maturity of existing indebtedness and (iii) our ability to negotiate with lenders;
- levels of spending in the business, travel and leisure industries, as well as consumer confidence;
- declines in occupancy, average daily rate and RevPAR and other hotel operating metrics;
- hostilities, including future terrorist attacks, or fear of hostilities that affect travel;
- financial condition of, and our relationships with, our joint venture partners, third-party property managers, and franchisors;
- increased interest rates and operating costs;
- ability to complete development and redevelopment projects;
- risks associated with potential dispositions of hotel properties;
- availability of and our ability to retain qualified personnel;
- decreases in tourism due to pandemics, geopolitical instability or changes in foreign exchange rates;
- our failure to maintain our qualification as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the "Code";
- environmental uncertainties and risks related to natural disasters and increases in costs to insure against those risks;
- changes in real estate and zoning laws and increases in real property tax rates;
- the uncertainty and economic impact of pandemics, epidemics, or other public health emergencies or fear of such events, such as the recent outbreak of COVID-19, including with respect to New York City;
- the current COVID-19 pandemic had, and will continue to have, adverse effects on our financial conditions, results of operations, cash flows, and performance for an indefinite period of time. Future pandemics may also have adverse effects on our financial condition, results of operations, cash flows, and performance;
- world events impacting the ability or desire of people to travel may lead to a decline in demand for hotels; and
- the factors discussed in Item 1A of this Annual Report on Form 10-K for the year ended December 31, 2021 under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and in other reports we file with the SEC from time to time.

These factors are not necessarily all of the important factors that could cause our actual results, performance or achievements to differ materially from those expressed in or implied by any of our forward-looking statements. Other unknown or unpredictable factors, many of which are beyond our control, also could harm our results, performance or achievements.

All forward-looking statements contained in this report are expressly qualified in their entirety by the cautionary statements set forth above. Forward-looking statements speak only as of the date they are made, and we do not undertake or assume any obligation to update publicly any of these statements to reflect actual results, new information or future events, changes in assumptions or changes in other factors affecting forward-looking statements, except to the extent required by applicable laws. If we update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

PART I

Item 1. Business

OVERVIEW

Hersha Hospitality Trust is a self-advised Maryland real estate investment trust that was organized in 1998 and completed its initial public offering in January of 1999. Our common shares are traded on the New York Stock Exchange under the symbol "HT." We invest primarily in institutional grade hotels in major urban gateway markets including New York, Washington, DC, Boston, Philadelphia, South Florida and select markets on the West Coast. Our primary strategy is to continue to own high quality luxury, upscale, upper midscale and extended-stay hotels in metropolitan markets with high barriers to entry and independent boutique hotels in markets with similar characteristics. We have operated and intend to continue to operate so as to qualify as a REIT for federal income tax purposes.

Historically, we have created value through our ability to source capital and identify high growth acquisition targets. We sought acquisition candidates located in markets with economic, demographic and supply dynamics favorable to hotel owners and operators. Through our due diligence process, we selected those acquisition targets where we believed selective capital improvements and intensive management would increase the hotel's ability to attract key demand segments, enhance hotel operations and increase long-term value. To drive sustainable shareholder value, we also sought to recycle capital from stabilized assets in markets with lower forecasted growth rates. Capital from these types of transactions may be and has been redeployed into high growth acquisitions, share buybacks and reduction of debt, subject to compliance with applicable law, our declaration of trust (as amended and supplemented, our "Declaration of Trust") and certain financial covenants.

However, as described below, our operations and strategy have evolved, and continue to adapt to the ongoing effects of the COVID-19 pandemic. Due to the COVID-19 pandemic and the effects of travel restrictions and precautions both globally and in the United States, the hospitality industry has experienced drastic drops in demand. We believe the ongoing effects of the COVID-19 pandemic on our operations have had, and will continue to have, a material negative impact on our financial results and liquidity, and such negative impact may continue beyond the containment of the pandemic. As such, we continue to focus on operating efficiently at reduced occupancies, executing expense mitigation strategies, and shoring up liquidity through strategic capital raising and hotel dispositions to address our various debt obligations.

As of December 31, 2021, our portfolio consisted of 32 wholly-owned limited and full service properties with a total of 5,219 rooms, 1 hotel owned through a consolidated joint venture with a total of 115 rooms, and interests in 3 limited service properties owned through joint venture investments with a total of 468 rooms. These 36 properties, with a total of 5,802 rooms, are located in California, Connecticut, District of Columbia, Florida, Maryland, Massachusetts, New York, Pennsylvania, and Washington and operate under leading brands owned by Marriott International, Inc. ("Marriott"), Hilton Worldwide, Inc. ("Hilton"), InterContinental Hotels Group ("IHG"), Hyatt Corporation ("Hyatt"), and Pan Pacific Hotels and Resorts ("Pan Pacific"). In addition, some of our hotels operate as independent hotels.

We are structured as an umbrella partnership REIT, or UPREIT, and we own our hotels and our investments in joint ventures through our operating partnership, Hersha Hospitality Limited Partnership (the "Partnership"), for which we serve as the sole general partner. As of December 31, 2021, we owned an approximate 85.0% partnership interest in our operating partnership including all of the general partnership interest.

The majority of our wholly-owned hotels are managed by Hersha Hospitality Management, L.P. ("HHMLP"), a privately held, qualified management company owned primarily by other unaffiliated third party investors and in which certain of our trustees and executive officers have a minority investment. Other third party qualified management companies manage certain hotels that are wholly owned or in which we own through joint venture interests. We lease our wholly-owned hotels to 44 New England Management Company ("44 New England"), our wholly-owned taxable REIT subsidiary ("TRS"), or one of its wholly-owned subsidiaries. Each of the hotels that we own through a joint venture investment is leased to another TRS that is owned by the respective joint venture or an entity owned in part by 44 New England.

Our principal executive office is located at 44 Hersha Drive, Harrisburg, Pennsylvania 17102. Our telephone number is (717) 236-4400. Our website address is www.hersha.com. The information found on, or otherwise accessible through, our website is not incorporated into, and does not form a part of, this report.

AVAILABLE INFORMATION

We make available free of charge through our website (www.hersha.com) our code of ethics, corporate governance guidelines and the charters of the committees of our Board of Trustees (Acquisition Committee, Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and Risk Sub-Committee of the Audit Committee). We also make available through our website our annual reports on Form 10-K, quarterly reports on Form 10-Q,

current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the SEC. All reports that we have filed with the SEC including this annual report on Form 10-K, our quarterly reports on Form 10-Q and our current reports on Form 8-K, can also be obtained free of charge from the SEC's website at www.sec.gov.

INVESTMENT IN HOTEL PROPERTIES

Prior to the ongoing COVID-19 pandemic, and consumer and governmental responses thereto, our operating strategy focused on increasing hotel performance for our portfolio. The key elements of this strategy were:

- working together with our hotel management companies to increase revenue per available room, or RevPAR, and to maximize the average daily rate, or ADR, and occupancy levels at each of our hotels through active property-level management, including intensive marketing efforts to tour groups, corporate and government extended stay customers and other wholesale customers and expanded yield management programs, which are calculated to better match room rates to room demand; and
- maximizing our hotel-level earnings by managing hotel-level costs and positioning our hotels to capitalize on increased demand in the high quality, upper-upscale, upscale and extended-stay lodging segments, which followed from improving economic conditions, and maximizing our operating margins.

In response to the ongoing COVID-19 pandemic, and consumer and governmental responses thereto, our strategy has shifted to, and remains focused on the near-term by (i) operating efficiently at reduced occupancies (ii) executing expense mitigation and (iii) shoring up liquidity through strategic capital raising and hotel dispositions to address our various debt obligations.

ACQUISITIONS

When acquisitions are within our operating strategy, we selectively acquire high quality branded luxury, upper-upscale, upscale, upper-midscale and extended-stay hotels in metropolitan markets with high barriers-to-entry and independent boutique hotels in similar markets. Through our due diligence process, we select those acquisition targets where we believe selective capital improvements and intensive management will increase the hotel's ability to attract key demand segments, enhance hotel operations and increase long-term value. In executing our disciplined acquisition program, we will consider acquiring hotels that meet the following additional criteria:

- nationally-franchised hotels operating under popular brand families, such as Marriott, Hilton, IHG, Hyatt, Accor, and Four Seasons;
- hotels in locations with significant barriers-to-entry, such as high development costs, limited availability of land and lengthy entitlement processes;
- hotels in our target markets where we can realize operating efficiencies and economies of scale; and
- independent boutique hotels that have strong business generating potential in similar markets.

All asset acquisitions are comprehensively reviewed and approved by the Acquisition Committee of our Board of Trustees, which consists solely of independent trustees.

We utilize our relationships with entities that are developing or substantially renovating hotels, including entities controlled by certain of our trustees and executive officers, to identify future hotel acquisitions that we believe may be attractive to us. We may continue to acquire hotels from entities controlled by certain of our trustees and executive officers if approved by a majority of our independent trustees in accordance with our related party transaction policy.

However, in response to the COVID-19 pandemic, we acquired no hotel properties in the year ended December 31, 2021 and do not intend to acquire hotel properties in the short term as part of our current operating strategy. We intend to invest in additional hotels only as suitable opportunities arise and adequate sources of financing are available. We expect that future investments in hotels will depend upon and will be financed by, in whole or in part, our existing cash, the proceeds from additional issuances of common or preferred shares, proceeds from the sale of assets, issuances of Common Units, issuances of preferred units or other securities or borrowings secured by hotel assets and under our Line of Credit.

DISPOSITIONS

We evaluate our hotels and the markets in which they operate on a periodic basis to determine if these hotels continue to satisfy our investment criteria. We may sell hotels opportunistically based upon management's forecast and review of the cash flow potential of each hotel and re-deploy the proceeds into debt reduction, acquisitions of hotels and, from time to time, share buybacks. We utilize several criteria to determine the long-term potential of our hotels. Hotels are identified for

sale based upon management's forecast of the strength of each hotel's cash flows, its ability to remain accretive to our portfolio, and the expectations for the market in which the hotel operates. Our decision to sell a hotel is often predicated upon the size of the hotel, strength of the franchise, property condition and related costs to renovate the property, strength of market demand generators, projected supply of hotel rooms in the market, probability of increased valuation and geographic profile of the hotel. All asset sales are comprehensively reviewed by the Acquisition Committee of our Board of Trustees.

In response to the COVID-19 pandemic, we completed several hotel dispositions to enhance our liquidity to address our various debt obligations and limit capital expenditures. During the year ended December 31, 2020, we disposed of the Sheraton Wilmington and during the year ended December 31, 2021, we sold the Residence Inn Coconut Grove, the Courtyard San Diego, the Capitol Hill Hotel, the Holiday Inn Express Cambridge Hotel and the Duane Street Hotel.

For additional information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 2, "Investment in Hotel Properties."

FINANCING

We intend to finance our long-term growth with common and preferred equity issuances and debt financing with staggered maturities. Our organizational documents do not limit the amount of indebtedness that we may incur. Our ability to incur additional debt is dependent upon a number of factors, including the current state of the overall credit markets, our degree of leverage and borrowing restrictions imposed by debt covenants and existing lenders. Our ability to raise funds through the issuance of debt and equity securities is dependent upon, among other things, capital market volatility, risk tolerance of investors, general market conditions for REITs and market perceptions related to the Company's ability to generate cash flow and positive returns on its investments. As discussed above, we may also pursue hotel dispositions, among other strategic initiatives, in order to bolster our financial position.

Our debt includes secured credit facilities, term loans, mortgage debt on certain hotel properties, and unsecured notes payable. Historically, we have used our line of credit capacity to pay down mortgage debt, repurchase common shares subject to market conditions, and fund future acquisitions, as well as for capital improvements and working capital requirements. Given the current operating environment of the hotel industry as a result of the COVID-19 pandemic, which has had a negative impact on our results of operations beginning in March 2020, our main use of proceeds from our line of credit has been to fund working capital requirements and necessary capital improvements. Subject to market conditions, we intend to repay amounts outstanding under the line of credit portion of our credit facility from time to time with proceeds from asset sales, periodic common and preferred equity issuances, debt issuances, long-term debt financings and cash flows from operations. When purchasing hotel properties, we may issue common and preferred limited partnership interests in our operating partnership as full or partial consideration to sellers.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations" for additional information on our indebtedness and financing.

SUSTAINABILITY

Our proprietary sustainability platform, EarthView®, was created in 2010 and is one of the most established sustainability programs in the hospitality industry. Through EarthView, we incorporate economic, environmental, and social initiatives into our overall business strategy. Our approach to sustainability not only drives lower operating expenses and higher real estate value, but is also a framework for identifying efficiencies in current practices, areas for hospitality innovation, and future market trends.

We have been recognized for our approach to driving positive environmental and community impact, and for our leadership in sustainability. In 2021, Hersha ranked first among U.S. lodging peers in the Global Real Estate Sustainability Benchmark (GRESB) Public Disclosure. We have also been selected as "Leader in the Light" by NAREIT in the Lodging & Resorts sector four times for our superior sustainability practices. Additionally, we were included in America's Most Responsible Companies in 2021 and 2022 by Newsweek.

We are committed to transparent reporting of our ESG results. As such, Hersha publishes an annual sustainability report that is prepared in accordance with relevant international standards and best practices, specifically the Sustainable Accounting Standards Board (SASB) for the Real Estate Sector and the Task-force for Climate-related Financial Disclosures (TCFD).

For more information on these and our other sustainability practices, including environmental and community impact results, as well as enterprise-wide policies, please see our current and historical sustainability reports, available on our website <https://www.hersha.com/earthview/>. The contents of our website are not incorporated by reference into this report.

FRANCHISE AGREEMENTS

Franchisors provide a variety of benefits for franchisees, which include national advertising, publicity and other marketing programs designed to increase brand awareness, training of personnel, continuous review of quality standards and centralized reservation systems. Most of our hotels operate under franchise licenses from national hotel franchisors, including:

Franchisor	Franchises
Marriott International	Ritz-Carlton, Marriott, Westin, Courtyard by Marriott, TownePlace Suites, Autograph Collection
Hilton Hotels Corporation	Hilton Garden Inn, Hampton Inn
Hyatt Hotels Corporation	Hyatt, Hyatt House
IHG	Holiday Inn Express, Holiday Inn Express & Suites
Pan Pacific Hotel Group	Pan Pacific

We anticipate a majority of the hotels in which we invest will be operated pursuant to franchise licenses.

The franchise licenses generally specify certain management, operational, record-keeping, accounting, reporting and marketing standards and procedures with which the franchisee must comply. The franchise licenses generally obligate our lessees to comply with the franchisors' standards and requirements with respect to training of operational personnel, safety, maintaining specified insurance, the types of services and products ancillary to guest room services that may be provided by our lessees, display of signage, and the type, quality and age of furniture, fixtures and equipment included in guest rooms, lobbies and other common areas. In general, the franchise licenses require us to pay the franchisor a fee typically ranging between 3.3% and 9.9% of such hotel's revenues annually.

PROPERTY MANAGEMENT

We work closely with our hotel management companies to operate our hotels and increase hotel performance for our portfolio.

Through our TRS and our investment in joint ventures, we have retained the following management companies to operate our hotels as of December 31, 2021:

Manager	Wholly Owned		Joint Ventures		Total	
	Hotels	Rooms	Hotels	Rooms	Hotels	Rooms
Hersha Hospitality Management, L.P.	31	5,133	—	—	31	5,133
South Bay Boston Management, Inc.	—	—	3	468	3	468
Marriott Management	1	86	1	115	2	201
Total	32	5,219	4	583	36	5,802

Each management agreement provides for a set term and is subject to early termination upon the occurrence of defaults and certain other events described therein. As required under the REIT qualification rules, all managers, including HHMLP, must qualify as an "eligible independent contractor" during the term of the management agreements.

Under the management agreements, the manager generally pays the operating expenses of our hotels. All operating expenses or other expenses incurred by the manager in performing its authorized duties are reimbursed or borne by our applicable TRS to the extent the operating expenses or other expenses are incurred within the limits of the applicable approved hotel operating budget. Our managers are not obligated to advance any of their own funds for operating expenses of a hotel or to incur any liability in connection with operating a hotel.

For their services, the managers receive a base management fee, and if a hotel meets and exceeds certain thresholds, an additional incentive management fee. The base management fee for a hotel is due monthly and is generally equal to 3% of the gross revenues associated with that hotel for the related month.

CAPITAL IMPROVEMENTS, RENOVATION AND REFURBISHMENT

Under certain loan agreements, we have established capital reserves for our hotels to maintain the hotels in a condition that complies with their respective requirements. These capital reserves typically range from 3% to 5% of a hotel's gross revenues and are included in escrow deposits on the consolidated balance sheet. In addition, we may upgrade hotels in our portfolio in order to capitalize on opportunities to increase revenue, and, as deemed necessary by our management, to seek to meet competitive conditions and preserve asset quality. We will also renovate hotels when we believe the investment in renovations will provide an attractive return to us through increased revenues and profitability and is in the best interests of our shareholders. As hotels are renovated, we may incorporate certain energy and water efficient improvements as part of our EarthView initiatives discussed above. We maintain a capital expenditures policy by which replacements and renovations are monitored to determine whether they qualify as capital improvements.

OPERATING PRACTICES

Our hotel managers utilize centralized accounting and data processing systems, which facilitate financial statement and budget preparation, payroll management, quality control and other support functions for the on-site hotel management team. Our hotel managers also provide centralized control over purchasing and project management (which can create economies of scale in purchasing) while emphasizing local discretion within specific guidelines.

SEASONALITY

Our hotels' operations historically have been seasonal in nature, reflecting lower revenues and occupancy rates during the first quarter of each year when compared to the remaining three quarters. This seasonality causes fluctuations in our quarterly operating revenues, profitability, and cash flow. However, as a result of the COVID-19 pandemic, we may be unable to anticipate changes to the seasonality of our operations, if any.

COMPETITION

The U.S. hotel industry is highly competitive. Our hotels compete with other hotels for guests in each of their markets on the basis of several factors, including, among others, location, quality of accommodations, convenience, brand affiliation, room rates, service levels and amenities, and level of customer service. In addition to traditional hotels, our properties also compete with non-traditional accommodations for travelers such as online room sharing services. Competition is often specific to the individual markets in which our hotels are located and includes competition from existing and new hotels operated under premium brands in the focused-service and full-service segments. Furthermore, we have experienced, and continue to experience, heightened competition due to the ongoing COVID-19 pandemic due to, among other factors: (i) increased fears regarding travel and lodging, which has lowered the number of domestic and international travelers, and (ii) governmental responses to the ongoing COVID-19 pandemic, which has restricted lodging capacity and operations. We believe that hotels, such as our hotels, that are affiliated with leading national brand families, such as Marriott, Hilton, Hyatt, IHG, or Pan Pacific will enjoy the competitive advantages associated with operating under such brands. Increased competition could harm our occupancy and revenues and may require us to provide additional amenities or make capital improvements that we otherwise would not have to make, which may materially and adversely affect our operating results and liquidity.

Historically, the upper-upscale and upscale limited service segments of the hotel business have been highly competitive. There are many competitors in our markets and new hotels are routinely being constructed. Additions to supply create new competitors, in some cases without corresponding increases in demand for hotel rooms.

We also compete for (i) hotel acquisitions with entities that have investment objectives similar to ours and (ii) buyers for various hotel dispositions. We face competition for the acquisition of hotels from institutional pension funds, private equity funds, REITs, hotel companies and others who are engaged in the acquisition of hotels. Many of these competitors have substantially greater financial and operational resources and access to capital than we have and may have greater knowledge of the markets in which we seek to invest. This competition may reduce the number of suitable investment opportunities offered to us, increase the bargaining power of property owners seeking to sell to us and decrease the attractiveness of the terms on which we may acquire our targeted hotel investments, including the cost thereof, making it more difficult for us to acquire new properties on attractive terms. Furthermore, an increase in disposition activity by other lodging competitors may negatively impact our ability to dispose of certain hotel properties on the terms and timing we expect, if at all.

HUMAN CAPITAL

As of December 31, 2021, we had 28 employees who were principally engaged in managing the affairs of the Company. The hotel management companies we engage to operate our hotels are responsible for hiring and maintaining the

labor force at each of our hotels. Although we do not manage employees at our hotels, we are still subject to the many costs and risks generally associated with the labor at our hotels.

Hersha's priorities with regard to the human capital aspects of our business are aligned with our core values and focus on supporting our associates, valuing diversity and inclusion, and embracing health and wellness.

- *Supporting our Associates:* We aim to attract, develop, and retain top talent and are committed to creating an environment for our associates that makes Hersha an exceptional place to work. We provide competitive pay, comprehensive benefit programs, and an inclusive, safe, and open work environment. We are committed to our Code of Conduct and Code of Ethics and provide opportunities for advancement and personal growth.
- *Diversity and Inclusion:* We support and respect the protection of the internationally recognized United Nations Universal Declaration of Human Rights, as well as labor rights. This approach has led to a diverse workforce at the senior management and workforce levels, with the following demographics across Hersha Hospitality Trust:
 - 36% of our workforce is women
 - 33% of our workforce identifies as a member of a minority group
 - 18% of our workforce is under the age of 30, while 51% of our workforce is between the ages of 30 and 50

Our CEO has signed the CEO Action for Diversity and Inclusion Pledge, joining other CEOs across all industries, and furthering our commitment to these essential principles in the workplace and boardroom.

- *Health and Wellness:* We support the physical and mental health of our associates by providing access to stress management and healthy living instruction, as well as providing a physical work environment that is comfortable and safe. We encourage work-life balance and have provided associates with the flexibility to work from home during the COVID-19 pandemic.

Our efforts have been recognized, with our Philadelphia office being named "Best Place to Work" by the Philadelphia Business Journal three years in a row. In 2021 and 2022, we were also named in Newsweek's list of America's Most Responsible Companies.

TAX STATUS

We elected to be taxed as a REIT under Sections 856 through 860 of the Code, commencing with our taxable year ended December 31, 1999. As long as we qualify for taxation as a REIT, we generally will not be subject to federal income tax on the portion of our income that is currently distributed to our shareholders. If we fail to qualify as a REIT in any taxable year and do not qualify for certain statutory relief provisions, we will be subject to federal income tax on our taxable income at regular corporate tax rates. Additionally, we will generally be unable to qualify as a REIT for four years following the year in which qualification is lost. Even if we qualify for taxation as a REIT, we will be subject to certain state and local taxes on our income and property and to federal income and excise taxes on our undistributed income.

We own interests in several TRSs. We may own up to 100% of the stock of a TRS. A TRS is a taxable corporation that may lease hotels from our operating partnership and its subsidiaries under certain circumstances. Overall, no more than 20% of the value of our assets may consist of securities of one or more TRS. In addition, no more than 25% of our gross income for any year may consist of dividends from one or more TRS and income from certain non-real estate related sources.

A TRS is permitted to lease hotels from us as long as the hotels are operated on behalf of the TRS by a third party manager that qualifies as an "eligible independent contractor." To qualify for that treatment, the manager must satisfy the following requirements:

1. such manager is, or is related to a person who is, actively engaged in the trade or business of operating "qualified lodging facilities" for any person unrelated to us and the TRS;
2. such manager does not own, directly or indirectly, more than 35% of our shares;
3. no more than 35% of such manager is owned, directly or indirectly, by one or more persons owning 35% or more of our shares; and
4. we do not, directly or indirectly, derive any income from such manager.

The deductibility of interest paid or accrued by a TRS to us is limited to assure that the TRS is subject to an appropriate level of corporate taxation, and in certain circumstances, other limitations on deductions of interest may apply. A 100% excise tax would be imposed on transactions between a TRS and us that are not on an arm's-length basis.

REGULATION

General

Our hotels are subject to various U.S. federal, state and local laws, ordinances and regulations, including regulations relating to common areas and fire and safety requirements. We believe that each of our hotels has the necessary permits and approvals to operate its business.

Americans with Disabilities Act

Our hotels must comply with applicable provisions of the Americans with Disabilities Act of 1993, or ADA, to the extent that such hotels are "public accommodations" as defined by the ADA. The ADA may require removal of structural barriers to access by persons with disabilities in certain public areas of our hotels where such removal is readily achievable. We believe that our hotels are in substantial compliance with the ADA and that we will not be required to make substantial capital expenditures to address the requirements of the ADA. However, non-compliance with the ADA could result in imposition of fines or an award of damages to private litigants. The obligation to make readily achievable accommodations is an ongoing one, and we will continue to assess our hotels and to make alterations as appropriate in this respect.

Environmental Matters

Under various laws relating to the protection of the environment, a current or previous owner or operator (including tenants) of real estate may be liable for contamination resulting from the presence or discharge of hazardous or toxic substances at that property and may be required to investigate and clean up such contamination at that property or emanating from that property. These costs could be substantial and liability under these laws may attach without regard to whether the owner or operator knew of, or was responsible for, the presence of the contaminants, and the liability may be joint and several. The presence of contamination or the failure to remediate contamination at our hotels may expose us to third-party liability or materially and adversely affect our ability to sell, lease or develop the real estate or to incur debt using the real estate as collateral.

Our hotels are subject to various federal, state, and local environmental, health and safety laws and regulations that address a wide variety of issues, including, but not limited to, storage tanks, air emissions from emergency generators, storm water and wastewater discharges, lead-based paint, mold and mildew and waste management. Our hotels incur costs to comply with these laws and regulations and could be subject to fines and penalties for non-compliance.

Environmental laws require that owners or operators of buildings with asbestos-containing building materials properly manage and maintain these materials, adequately inform or train those who may come into contact with asbestos and undertake special precautions, including removal or other abatement, in the event that asbestos is disturbed during building renovation or demolition. These laws may impose fines and penalties on building owners or operators for failure to comply with these requirements. In addition, third parties may seek recovery from owners or operators for personal injury associated with exposure to asbestos-containing building materials.

Some of our hotels may contain or develop harmful mold or suffer from other adverse conditions, which could lead to liability for adverse health effects and costs of remediation. The presence of significant mold or other airborne contaminants at any of our hotels could require us to undertake a costly remediation program to contain or remove the mold or other airborne contaminants from the affected hotel or increase indoor ventilation. In addition, the presence of significant mold or other airborne contaminants could expose us to liability from guests or employees at our hotels and others if property damage or health concerns arise.

INSURANCE

We require comprehensive insurance to be maintained by our hotel management companies, including HHMLP, on each of our hotels, including liability and fire and extended coverage in amounts sufficient to permit the replacement of the hotel in the event of a total loss, subject to applicable deductibles. However, there are certain types of losses, generally of a catastrophic nature, such as earthquakes, floods, hurricanes and acts of terrorism that may be uninsurable or not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations and other factors also might make it impracticable to use insurance proceeds to replace the applicable hotel after such applicable hotel has been damaged or destroyed. Under such circumstances, the insurance proceeds received by us might not be adequate to restore our economic position with respect to the applicable hotel. If any of these or similar events occur, it may reduce the return from the attached property and the value of our investment.

FINANCIAL INFORMATION ABOUT SEGMENTS

We allocate resources and assess operating performance based on individual hotels and consider each one of our hotels to be an operating segment. No operating segment, individually, meets the threshold for a reportable segment as defined within ASC Topic 280 – Segment Reporting, nor do they fully satisfy the requisite aggregation criteria therein. As a result, the Company does not present separate operating segment information within the Notes to the Consolidated Financial Statements. See “Note 1 - Organization and Summary of Significant Accounting Policies” in Item 8 of this Annual Report on Form 10-K for segment financial information.

Item 1A. Risk Factors

You should carefully consider the following risks, together with the other information included in this Annual Report on Form 10-K. If any of the following risks actually occur, our business, financial condition or results of operations may suffer. As a result, the trading price of our securities could decline, and you may lose all or part of any investment you have in our securities.

SUMMARY

RISKS RELATED TO THE ECONOMY AND CREDIT MARKETS

- Economic conditions have reduced, and may continue to reduce, demand for hotel properties, which has, and may continue to, adversely affect the Company's profitability.
- A sustained recession could result in declines in our average daily room rates, occupancy and RevPAR.
- Disruptions in the financial markets could adversely affect our ability to obtain sufficient third-party financing.
- Changes in interest expense as a result of the phase out of LIBOR.

RISKS RELATED TO THE HOTEL INDUSTRY

- Our hotels are subject to general hotel industry operating risks.
- The value of our hotels depends on conditions beyond our control.
- Our investments are concentrated in a single segment of the hotel industry.
- Operating costs and capital expenditures for hotel renovation may be greater than anticipated.
- The franchise licenses under which we operate our hotels may be terminated or not renewed.
- The seasonal and cyclical nature of the hotel industry may cause fluctuations in our operating performance.
- The increasing use of Internet travel intermediaries by consumers.
- The need for business-related travel may decline.
- Future terrorist attacks or changes in terror alert levels could adversely affect travel and hotel demand.
- The COVID-19 pandemic has had, and will continue to have, adverse effects on our business.

RISKS RELATED TO OUR BUSINESS AND OPERATIONS

- We face risks associated with the use of debt, including covenant compliance and refinancing risk.
- We may fail to maintain an effective system of internal controls.
- We do not operate our hotels or have complete control over implementation of our strategic decisions.
- Most of our hotels are located in the area from Washington, DC to Boston, MA, including New York City, which may increase the effect of any regional or local events or conditions.
- We own a limited number of hotels.
- We focus on acquiring hotels operating under a limited number of franchise brands.
- We depend on key personnel.
- Joint venture investments could be adversely affected by our lack of sole decision-making authority, our reliance on co-venturers' financial conditions and disputes between us and our co-venturers.
- We engage in hedging transactions to limit our exposure to fluctuations in interest rates.
- Hedging transactions may reduce our shareholders' equity.
- We and our hotel managers rely on information technology, which may fail or be inadequate, in our operations.
- We face possible risks associated with the physical effects of severe weather and climate change.
- We may be contractually prohibited from paying dividends.
- Labor shortages and increased employee-related costs may impact operating results.
- We could be required to refinance our debt before it matures and may not be able to do so on acceptable terms.

RISKS RELATED TO REAL ESTATE INVESTMENT GENERALLY

- Real estate investments can be illiquid.
- We may suffer losses not covered by insurance or that are in excess of our insurance coverage limits.
- Real estate is subject to property taxes.
- Environmental matters could adversely affect our results.
- Our hotel properties may contain or develop harmful mold, which could lead to liability and remediation costs.
- Costs associated with complying with the ADA may adversely affect our financial condition and operating results.

RISKS RELATED TO CONFLICTS OF INTEREST

- Many of our existing agreements may not have been negotiated on an arm's-length basis.
- Conflicts of interest with HHMLP may result in decisions that do not reflect our best interests.
- Sales or refinancing of certain hotels acquired from related parties may lead to decisions not in our best interest.

RISKS RELATED TO OUR STRUCTURE

- There are no assurances of our ability to make distributions in the future.
- Holders of our outstanding preferred shares have certain senior rights to the holders of our common shares.
- Our Board of Trustees may authorize the issuance of additional shares.
- Our Declaration of Trust contains a provision that creates staggered terms for our Board of Trustees.
- Certain provisions of Maryland law may discourage a third party from acquiring us.
- Our Board of Trustees and management make decisions on our behalf and shareholders have limited policymaking and management rights.

RISKS RELATED TO OUR TAX STATUS

- If we fail to qualify as a REIT, our dividends will not be deductible, and our income will be subject to taxation.
- To qualify as a REIT, we must distribute annually a certain percentage of our REIT taxable income.
- If the leases of our hotels to our TRSs are not respected as true leases, we would fail to qualify as a REIT.
- Our ownership of our TRSs is limited and our transactions with our TRSs will cause us to be subject to a 100% penalty tax on certain income or deductions if those transactions are not conducted on arm's-length terms.
- If our hotel managers do not qualify as "eligible independent contractors," we would fail to qualify as a REIT.
- Complying with REIT requirements may force us to sell otherwise attractive investments.
- The prohibited transactions tax may limit our ability to engage in certain transactions, including dispositions.
- We may pay taxable dividends partly in shares and partly in cash.
- Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.
- Our share ownership limitation may prevent certain transfers of our shares.
- We may be subject to adverse legislative or regulatory tax changes.
- The federal income tax laws governing REITs are complex.

GENERAL RISK FACTORS

- An increase in market interest rates may have an adverse effect on the market price of our securities.
- Future offerings of equity securities may adversely affect the market price of our common shares.
- The market price of our securities has been, and may continue to be, volatile and has declined, and may continue to decline.
- Future sales of our securities could depress the market price of our common shares.

RISKS RELATED TO THE ECONOMY AND CREDIT MARKETS

Economic conditions have reduced, and may continue to reduce, demand for hotel properties, which has affected, and may continue to, adversely affect the Company's profitability.

The performance of the lodging industry is highly cyclical and has traditionally been closely linked with the performance of the general economy and, specifically, growth in the U.S. gross domestic product, employment, and investment and travel demand. The Company cannot predict the pace or duration of the global economic cycle or the cycles of the lodging industry. Furthermore, the Company cannot predict major disruptions in business cycles, including the development, length and ultimate effects of a global pandemic, such as COVID-19.

As a result of the COVID-19 pandemic, (i) conditions in the lodging industry have deteriorated and show inconsistent signs of improvement, and (ii) we are experiencing a period of economic weakness. The Company's occupancy rates, revenues and profitability have been, and may continue to be, adversely affected. Other macroeconomic factors, such as consumer confidence and conditions which negatively shape public perception of travel, have also had, and may continue to have, a negative effect on the lodging industry and the Company's business.

Furthermore, some of the Company's hotels are classified as upper-upscale or upscale. These types of hotels have been, and may continue to be, more susceptible to a decrease in revenue, as compared to hotels in other categories that have lower room rates. This characteristic may result from the fact that upper-upscale hotels generally target business and high-end leisure travelers. Furthermore, because of the COVID-19 pandemic, business and leisure travelers have reduced, and may continue to reduce, travel costs by limiting travel or seeking to reduce costs on their trips. In addition, profitability has been, and may continue to be, negatively affected by the relatively high fixed costs of operating upper-upscale and upscale hotels.

A sustained recession could result in declines in our average daily room rates, occupancy and RevPAR, and thereby have a material adverse effect on our results of operations.

The performance of the hotel industry has traditionally been closely linked with the general economy. For example, during both the recession of 2008 and 2009 and the COVID-19-related downturn, overall travel was reduced, which had a significant effect on our results of operations. While operating results subsequently improved, the COVID-19 pandemic has depressed economic activity. Certain of our properties' occupancy and room rates have dropped, and others may drop, such that their revenues are insufficient to cover their respective operating expenses. As a result, we have been, and may continue to be, required to spend additional funds for such properties' operating expenses. Other factors that may also affect our revenues and earnings include, but are not limited to, hindered growth in the economy, changes in unemployment, underemployment, administration policies and changes in travel patterns. A sustained recession would have a material adverse effect on our results of operations.

In addition, operating results have declined, and may continue to decline, at our hotels secured by mortgage debt, which has resulted, and may continue to result, in insufficient operating profit from such hotels to cover the respective debt service on the mortgage. In response, we have been, and may continue to be, forced to choose from a number of unfavorable options, including using corporate cash, drawing on our revolving credit facility, selling the hotel on disadvantageous terms, including at an unattractive price, or defaulting on the mortgage debt and permitting the lender to foreclose. Any one of these options could have a material adverse effect on our business, results of operations, financial condition and ability to pay distributions to our shareholders.

Disruptions in the financial markets could adversely affect our ability to obtain sufficient third-party financing for our capital needs, including expansion, acquisition and other activities, on favorable terms or at all, which could materially and adversely affect us.

In response to the COVID-19 pandemic, the U.S. stock and credit markets have experienced significant price volatility, dislocations and liquidity disruptions, which have caused market prices of many stocks, including ours, to fluctuate substantially and the spreads on prospective debt financings to widen considerably. These circumstances have materially impacted liquidity in the financial markets, making terms for certain financings less attractive, and in some cases have resulted in the unavailability of financing, even for companies which otherwise are qualified to obtain financing. Continued volatility and uncertainty in the stock and credit markets in the U.S. and abroad have negatively impacted, and may continue to negatively impact, our ability to access additional financing for our capital needs, including expansion, acquisition activities and other purposes, on favorable terms or at all, which may negatively affect our business. Additionally, due to this uncertainty, we may in the future be unable to refinance or extend our debt, or the terms of any refinancing may not be as favorable as the terms of our existing debt. If we are not successful in refinancing our debt when it becomes due, we may be forced to dispose of hotels on disadvantageous terms, which might adversely affect our ability to service other debt and to meet our other obligations. A prolonged downturn in the financial markets may cause us to seek alternative sources of

potentially less attractive financing and may require us to further adjust our business plan accordingly. These events also may make it more difficult or costly for us to raise capital through the issuance of new equity capital or the incurrence of additional secured or unsecured debt, which could materially and adversely affect us.

The elimination of LIBOR after June 2023 may affect our financial results.

On March 5, 2021, the United Kingdom Financial Conduct Authority, or FCA, which regulates LIBOR, announced that all LIBOR tenors relevant to us will cease to be published or will no longer be representative after June 30, 2023. The FCA's announcement coincides with the March 5, 2021, announcement of LIBOR's administrator, the ICE Benchmark Administration Limited, or IBA, indicating that, as a result of not having access to input data necessary to calculate LIBOR tenors relevant to us on a representative basis after June 30, 2023, IBA would have to cease publication of such LIBOR tenors immediately after the last publication on June 30, 2023. These announcements mean that any of our LIBOR-based borrowings and assets that mature beyond June 30, 2023 need to be converted to alternative interest rates. In addition, based on guidance from US banking regulators, US financial institutions are not expected to enter into new U.S. Dollar LIBOR ("USD-LIBOR") contracts after December 31, 2021, which means that any of our new borrowings after December 31, 2021, will be done at alternative rates.

The Alternative Reference Rates Committee, or ARRC, a committee of private sector entities with ex-officio official sector members convened by the Federal Reserve Board and the Federal Reserve Bank of New York, has recommended the Secured Overnight Financing Rate ("SOFR") plus a recommended spread adjustment as the replacement for LIBOR. There are significant differences between LIBOR and SOFR, such as LIBOR being an unsecured lending rate while SOFR is a secured lending rate, and SOFR is an overnight rate while LIBOR reflects term rates at different maturities. If our LIBOR-based borrowings are converted to SOFR, the differences between LIBOR and SOFR, plus the recommended spread adjustment, could result in interest costs that are higher than if LIBOR remained available, which could have a material adverse effect on our results. Although SOFR is the ARRC's recommended replacement rate, it is also possible that lenders may instead choose alternative replacement rates that may differ from LIBOR in ways similar to SOFR or in other ways that would result in higher borrowing costs for us. It is not yet possible to predict the magnitude of LIBOR's end on our borrowing costs given the uncertainty about which rates will replace LIBOR and the timing of actual replacement.

US regulators and the ARRC have recommended that all LIBOR-based instruments include robust fallback language dictating what rate will apply when LIBOR ends. The fallbacks recommended by the ARRC are different for various non-derivative instruments, and not all USD-LIBOR-based instruments will incorporate the recommended fallbacks. The International Swaps and Derivatives Association ("ISDA") has implemented fallback language and a protocol that will ensure USD-LIBOR-based derivatives amongst protocol participants fallback to compounded SOFR. However, the variations in fallback language in different financial instruments and the adoption of different replacement rates or methodologies in such fallback language could result in unexpected differences between our USD-LIBOR-based assets and our USD-LIBOR-based interest rate hedges. In addition, we may incur costs amending instruments not covered by the ISDA protocol or by clearinghouse rulebooks to implement fallbacks recommended by the ARRC. We may also decide not to amend, in which case we may bear the cost and risk of litigation. Some instruments, particularly consumer-facing adjustable-rate mortgages, are impractical to amend. With respect to those instruments, we may bear the cost and risk of litigation. Our lenders may be less willing to extend credit secured by assets that do not include robust fallbacks.

It is expected that switching existing financial instruments and hedging transactions from LIBOR to SOFR or other replacement rates will include a spread adjustment. ISDA has described the spread calculation methodology that will apply to derivatives that adopt the ISDA recommendations for derivatives, and the ARRC has recommended the same methodology for all non-consumer financial instruments. The adjustment calculation is intended to minimize value transfer between counterparties, borrowers, and lenders, but there is no assurance that the calculated spread adjustment will be fair and accurate or that it will not result in higher interest costs.

We and other market participants have less experience understanding and modeling SOFR-based assets and liabilities than LIBOR-based assets and liabilities, increasing the difficulty of investing, hedging, and risk management. Because the impact of USD-LIBOR cessation is dependent on unknown future facts, the language of individual contracts, and the outcome of potential future litigation, it is not currently practical for our valuation models to account for the cessation of LIBOR. We use service providers to validate the fair values of certain financial instruments. We are not aware of those service providers accounting for the cessation of LIBOR in their pricing models.

The process of transition involves operational risks. References to USD-LIBOR may be embedded in computer code or models, and we may not identify and correct all of those references. Because compounded SOFR is backward-looking rather than forward-looking, parties making or receiving USD-LIBOR-based payments may be unable to calculate payment amounts until the day that payment is due. Proposed mechanisms to solve the operational timing issue may result in a payment amount that does not fully reflect interest rates during the calculation period.

RISKS RELATED TO THE HOTEL INDUSTRY

Our hotels are subject to general hotel industry operating risks, which may impact our ability to make distributions to shareholders.

Our hotels are subject to all operating risks common to the hotel industry. The hotel industry has previously experienced, and is currently experiencing, volatility, as have, and are, our hotels, and there can be no assurance that such volatility will subside or not occur in the future. These risks include, among other things: competition from other hotels; over-building in the hotel industry that could adversely affect hotel revenues and hotel values; increases in operating costs due to inflation, labor shortages and other factors, which may not be offset by increased room rates; reduction in business and commercial travel and tourism, including as a result of legislation, executive policies or pandemics such as COVID-19; strikes and other labor disturbances of hotel employees; increases in energy costs and other expenses of travel; civil unrest; adverse effects of general and local economic conditions; and adverse political conditions. Certain of these factors have reduced, and may continue to reduce, revenues of our hotels, or increase operating expenses of our hotels, which has adversely affected, and may continue to adversely affect, our ability to make distributions to our shareholders.

The value of our hotels depends on conditions beyond our control.

Our hotels are subject to varying degrees of risk generally incident to the ownership of hotels. The underlying value of our hotels, our income and ability to make distributions to our shareholders are dependent upon the operation of the hotels in a manner sufficient to maintain or increase revenues in excess of operating expenses. Hotel revenues may be adversely affected by adverse changes in national economic conditions, adverse changes in local market conditions due to changes in general or local economic conditions and neighborhood characteristics, competition from other hotels, changes in interest rates and in the availability, cost and terms of mortgage funds, the impact of present or future environmental legislation and compliance with environmental laws, the ongoing need for capital improvements, particularly in older structures, changes in real estate tax rates and other operating expenses, adverse changes in governmental rules and fiscal policies, civil unrest, acts of terrorism, acts of God, including earthquakes, hurricanes and other natural disasters, acts of war, adverse changes in zoning laws, pandemics and epidemics such as COVID-19 and other factors that are beyond our control. In particular, general and local economic conditions (i) have been, and may continue to be, adversely affected by the COVID-19 pandemic and (ii) may be adversely affected by terrorist incidents, which may target cities where many of our hotels are located. Our management is unable to determine the long-term impact, if any, of these incidents or of any acts of war or terrorism in the United States or worldwide, on the U.S. economy, on us or our hotels or on the market price of our securities.

Our investments are focused in a concentrated segment of the hotel industry.

Our primary business strategy is to continue to acquire high quality, upper-upscale, and upscale limited service and extended-stay hotels in metropolitan markets with high barriers to entry including New York, Washington DC, Boston, Philadelphia, South Florida, select markets on the West Coast, and other markets with similar characteristics. We are subject to risks inherent in concentrating investments in a single industry and in a specific market segment within that industry. The adverse effect on amounts available for distribution to shareholders resulting from a downturn in the hotel industry in general or the mid-scale segment in particular has been, and may continue to be, more pronounced than if we had diversified our investments outside of the hotel industry or in additional hotel market segments.

Operating costs and capital expenditures for hotel renovation may be greater than anticipated and may adversely impact distributions to shareholders.

Hotels generally have an ongoing need for renovations and other capital improvements, particularly in older structures, including periodic replacement of furniture, fixtures and equipment. Under the terms of our management agreements, we generally are obligated to pay the cost of expenditures for items that are classified as capital items under GAAP that are necessary for the continued operation of our hotels.

If these expenses exceed our expectations, the additional cost could have an adverse effect on amounts available for distribution to shareholders. In addition, we may acquire hotels in the future that require significant renovation. Renovation of hotels involves certain risks, including the possibility of environmental problems, construction cost overruns and delays, uncertainties as to market demand or deterioration in market demand after commencement of renovation and the emergence of unanticipated competition from hotels.

Risks of operating hotels under franchise licenses, which may be terminated or not renewed, may impact our ability to make distributions to shareholders.

The continuation of our franchise licenses is subject to specified operating standards and other terms and conditions. All of the franchisors of our hotels periodically inspect our hotels to confirm adherence to their operating standards. The failure to maintain such standards or to adhere to such other terms and conditions could result in the loss or cancellation of the applicable franchise license. It is possible that a franchisor could condition the continuation of a franchise license on the completion of capital improvements that our trustees determine are too expensive or otherwise not economically feasible in light of general economic conditions, the operating results or prospects of the affected hotel. In that event, our trustees may elect to allow the franchise license to lapse or be terminated.

There can be no assurance that a franchisor will renew a franchise license at each option period. If a franchisor terminates a franchise license, we may be unable to obtain a suitable replacement franchise, or to successfully operate the hotel independent of a franchise license. The loss of a franchise license could have a material adverse effect upon the operations or the underlying value of the related hotel because of the loss of associated name recognition, marketing support and centralized reservation systems provided by the franchisor. Our loss of a franchise license for one or more of the hotels could have a material adverse effect on our partnership's revenues and our amounts available for distribution to shareholders.

The seasonal and cyclical nature of the hotel industry may cause fluctuations in our operating performance, which could have a material adverse effect on us.

The hotel industry is seasonal in nature. Generally, in certain markets we operate, hotel revenues are greater in the second, third quarter, and fourth quarters than in the first quarter. Revenues for hotels and resorts in tourist areas generally are substantially greater during tourist season than other times of the year. Our hotels' operations historically reflect this trend in these markets. As a result, our results of operations may vary on a quarterly basis, impairing comparability of operating data and financial performance on a quarter to quarter basis.

Additionally, the hotel industry historically has been, and continues to be, highly cyclical in nature. Fluctuations in lodging demand and, therefore, operating performance, are caused largely by general economic and local market conditions, which subsequently affect levels of business and leisure travel. In addition to general economic conditions, new hotel room supply is an important factor that can affect the hotel industry's performance, and overbuilding has the potential to further exacerbate the negative impact of an economic recession. Room rates and occupancy, and thus RevPAR, tend to increase when demand growth exceeds supply growth. We can provide no assurances regarding whether, or the extent to which, lodging demand will rebound or whether any such rebound will be sustained. An adverse change in lodging fundamentals could result in returns that are substantially below our expectations or result in losses, which could have a material adverse effect on us.

The increasing use of Internet travel intermediaries by consumers may materially and adversely affect our profitability.

Although a majority of rooms sold on the Internet are sold through websites maintained by the hotel franchisors and managers, some of our hotel rooms will be booked through Internet travel intermediaries. These Internet travel intermediaries may purchase rooms at a negotiated discount from participating hotels, which could result in lower room rates than the franchisor or manager otherwise could have obtained. As these Internet bookings increase, these intermediaries may be able to obtain higher commissions, reduced room rates or other significant contract concessions from us and any hotel management companies that we engage. Moreover, some of these Internet travel intermediaries are attempting to offer hotel rooms as a commodity, by increasing the importance of price and general indicators of quality, such as "three-star downtown hotel," at the expense of brand identification or quality of product or service. If consumers develop brand loyalties to Internet reservations systems rather than to the brands under which our hotels are franchised, the value of our hotels could deteriorate and our business could be materially and adversely affected. Although most of the business for our hotels is expected to be derived from traditional channels, if the amount of sales made through Internet intermediaries increases significantly, room revenues may flatten or decrease and our profitability may be materially and adversely affected.

The need for business-related travel and, thus, demand for rooms in our hotels may be materially and adversely affected by the increased use of business-related technology.

The increased use of teleconference and video-conference technology by businesses could result in decreased business travel as companies increase the use of technologies that allow multiple parties from different locations to participate at meetings without traveling to a centralized meeting location, such as our hotels. To the extent that such technologies play an

increased role in day-to-day business and the necessity for business-related travel decreases, demand for our hotel rooms may decrease and we could be materially and adversely affected.

Future terrorist attacks or changes in terror alert levels could adversely affect travel and hotel demand.

Previous terrorist attacks and subsequent terrorist alerts have adversely affected the U.S. travel and hospitality industries in prior years, often disproportionately to the effect on the overall economy. The impact that terrorist attacks in the U.S. or elsewhere could have on domestic and international travel and our business in particular cannot be determined but any such attacks or the threat of such attacks could have a material adverse effect on our business, our ability to finance our business, our ability to insure our properties and our results of operations and financial condition.

The COVID-19 pandemic has had, and will continue to have, adverse effects on our financial condition, results of operations, cash flows and performance for an indeterminate period of time. Future pandemics may also have adverse effects on our financial condition, results of operations, cash flows and performance.

The global pandemic caused by COVID-19 has had, and is continuing to have, a severe and negative impact on both the U.S. economy and the global economy. Financial markets have experienced significant volatility during 2020 and 2021, which is expected to continue over upcoming quarters. Globally and throughout the United States, federal, state, and local governments have instituted quarantines, domestic and international travel restrictions and advisories, school closings, "shelter in place" orders, social distancing efforts, limits on gathering size and restrictions on types of businesses that may continue operations. These restrictions have had, and may continue to have, a severe impact on the U.S. lodging industry. Many of our hotels suspended operations while others operated at a significantly reduced occupancy.

During the first half of 2020 as a result of the impact of the COVID-19 pandemic, we had temporarily closed 21 of our 48 hotels while our remaining hotels operated in a significantly reduced capacity. All of our hotels were reopened or disposed of by the end of the second quarter of 2021; however, future significant decreases in demand may lead to future closings. We believe the ongoing effects of the COVID-19 pandemic on our operations have had, and will continue to have, a material negative impact on our financial results and liquidity, and such negative impact may continue beyond the containment of the pandemic.

While the uncertainty regarding the severity and duration of the COVID-19 pandemic precludes any prediction as to the ultimate adverse impact of COVID-19, the spread of COVID-19 has resulted in, and may continue to result in, significant disruption of the global financial market and an increase in unemployment in the U.S. Although the FDA has approved certain therapies and vaccines for use and distribution to most groups of individuals, there remain uncertainties as to the overall efficacy of the vaccines, especially as new variant strains of COVID-19 have emerged, which often have a higher level of resistance to the vaccines administered. Until such therapies and vaccines are widely administered and effective, the pandemic and public and private responses to the pandemic may lead to deterioration of economic conditions, an economic downturn, and/or a recession, at a global scale, which could materially affect our performance, financial condition, results of operations, and cash flows.

The following factors should be considered because the COVID-19 pandemic has significantly adversely affected, and continues to affect, the ability of our hotel managers to successfully operate our hotels and has had, and continues to have, a significant adverse effect on our financial condition, results of operations and cash flows due to, among other factors:

- a complete suspension or significant reduction of operations at many of our properties, including our largest concentration of properties in New York City, which has been disproportionately adversely affected by COVID-19;
- a variety of factors related to the coronavirus have caused, and may continue to cause, a sharp decline in group, business and leisure travel, including but not limited to (i) restrictions on travel mandated by governmental entities or voluntarily imposed by employers, (ii) the postponement or cancellation of conventions and conferences, music and arts festivals, sporting events and other large public gatherings, (iii) the closure of amusement parks, museums and other tourist attractions, (iv) the closure of colleges and universities, and (v) negative public perceptions of travel and public gatherings in light of the perceived risks associated with COVID-19;
- travelers have been, and may continue to be, wary to travel where, or because, they may view the risk of contagion as increased and contagion or virus-related deaths linked or alleged to be linked to travel to our properties, whether accurate or not, may injure our reputation;
- travelers may be dissuaded from traveling due to possible enhanced COVID-19-related screening measures and vaccine mandates or lack of mandates which are being implemented across multiple markets we serve;
- travelers may be dissuaded from traveling due to the concern that additional travel restrictions implemented between their departure and return may affect their ability to return to their homes;
- commercial airline service has been reduced or previously suspended to many of the areas in which our hotels are located, if scheduled airline service does not increase or return to normal levels it could negatively affect our revenues;
- there remain uncertainties as to the amount of vaccine available for distribution, particularly internationally, the public's willingness and ability to get vaccinated, and the overall efficacy of the vaccines, especially as new variant strains of COVID-19 have emerged which have a higher level of resistance to administered vaccines;
- the reduced economic activity could also result in an economic recession, and increased unemployment, which could negatively impact future ability or desire to travel lodging demand and, therefore, our revenues, even when temporary restrictions are not in place;
- a decrease in the ancillary revenue from amenities at our properties;
- the financial impact of the COVID-19 pandemic has (i) negatively impacted our compliance with covenants in certain debt obligations, triggering cash management provisions provided for in one mortgage and (ii) could negatively impact our future compliance with the financial covenants of our Credit Facility after these covenants again become applicable in 2022, which could result in an event of default and an acceleration of indebtedness under the Credit Facility, which would adversely affect our financial condition and liquidity;
- a potential decline in asset values at one or more of our properties encumbered by mortgage debt, which could inhibit our ability to successfully refinance one or more such properties, result in a default under the applicable mortgage debt agreement and potentially cause the acceleration of such indebtedness;
- difficulty in accessing debt and equity capital on attractive terms, or at all, and a severe disruption and instability in the global financial markets or deteriorations in credit and financing conditions may affect our access to capital;
- the general decline in business activity and demand for real estate transactions adversely affecting our ability to acquire additional properties;
- the potential negative impact on the health of our personnel, particularly if a significant number of them are impacted, could result in a deterioration in our ability to ensure business continuity during and after this disruption;
- we may be subject to increased risks related to employee matters, including increased employment litigation and claims for severance or other benefits tied to termination or furloughs as a result of hotel closures or reduced operations prompted by the effects of the pandemic;
- employee or guest assertions that our properties were not adequately cleaned or that adequate safeguards were not in place to prevent contact with employees or guests may result in liabilities; and
- the reduction in our cash flows, prohibitions contained in our Credit Agreements (as defined below) and, with respect to our common dividends, the terms of our declaration of trust designating our preferred shares, have caused the indefinite suspension of dividends and could impact our ability to pay dividends to our stockholders at expected levels in the future.

The rapid development and fluidity of the COVID-19 pandemic makes it extremely difficult to assess its full adverse economic impact, and future impact, on our financial condition, results of operations, cash flows and performance. In addition, an outbreak of another disease or similar public health threat, or fear of such an event, that affects travel demand, travel behavior or travel restrictions could have a material adverse impact on the Company's business, financial condition and

operating results. Outbreaks of other diseases could also result in increased government restrictions and regulation, such as those actions described above or otherwise, which could adversely affect our operations.

The potential effects of COVID-19 also could intensify or otherwise affect many of our other risk factors that are included herein, including, but not limited to, those factors listed under “Risks Related to the Economy and Credit Markets” and “Risks Related to the Hotel Industry” and in this report and other reports filed by us with the SEC. Because the COVID-19 situation is unprecedented and continuously evolving, the other potential impacts to our risk factors that are further described herein, and in other reports filed by us with the SEC are uncertain.

RISKS RELATED TO OUR BUSINESS AND OPERATIONS

We face risks associated with the use of debt, including covenant compliance and refinancing risk.

At December 31, 2021, we had outstanding debt of approximately \$1,130,030. We may borrow additional amounts from the same or other lenders in the future. Any future repurchases of our own shares may require additional borrowings. Some of these additional borrowings may be secured by our hotels. Our declaration of trust (as amended and restated, our “Declaration of Trust”) does not limit the amount of indebtedness we may incur. We cannot assure you that we will be able to meet our debt service obligations and, to the extent that we cannot, we risk the loss of some or all of our hotels to foreclosure. Our indebtedness contains various financial and non-financial events of default covenants customarily found in financing arrangements. Our mortgages payable typically require that specified debt service coverage ratios be maintained with respect to the financed properties before we can exercise certain rights under the loan agreements relating to such properties. If the specified criteria are not satisfied, the lender may be able to escrow cash flow from the applicable hotels.

At December 31, 2021, one of our mortgage borrowings failed its debt service coverage ratio (“DSCR”) requirement. This triggers a cash management provision in which the lender sweeps cash receipts from the property into a lockbox to service debt payments. While we have amended the agreements governing our credit facility and have received waivers of certain covenants through March 31, 2022, after considering the effect of the COVID-19 pandemic on our consolidated operations, it is possible that we could fail certain financial covenants within certain property-level mortgage borrowings or under our Credit Facility within the next twelve months. We have received financial covenant waivers from certain of our mortgage lenders, which provided us relief from financial covenants for a period of time that does not extend beyond the first quarter of 2022. For mortgages with financial covenants, the lenders’ remedy of a covenant failure would be a requirement to escrow funds for the purpose of meeting our future debt payment obligations.

A substantial amount of our indebtedness will mature within the next six months to four years, including the maturity of the First and Third Term Loans, as well as our line of credit, totaling \$337,319 in August 2022. There is a risk that we may not be able to refinance existing debt, including the 2022 maturities, or that the terms of any refinancing will not be as favorable as the terms of the existing debt. The failure to obtain a waiver or amendment for our 2022 maturities, or otherwise repay the debt, could lead to an event of default, which would have a material adverse effect on our financial condition, which gives rise to substantial doubt about our ability to continue as a going concern. If principal payments due on other debt at maturity cannot be refinanced, extended or repaid with proceeds from other sources, such as new equity capital or sales of properties, we may be forced to use operating income to repay such indebtedness, which would have a material adverse effect on our cash available for distribution in years when significant “balloon” payments come due. In some such cases, we may lose the applicable hotels to foreclosure. This risk is particularly significant.

Additionally, our substantial indebtedness has had and may continue to have significant effects on our business. For example, it could:

- increase our vulnerability to general adverse economic and industry conditions;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, our strategic growth initiatives and development efforts and general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- restrict us from exploiting business opportunities;
- place us at a competitive disadvantage compared to our competitors that have less indebtedness; and
- limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions, debt service requirements, execution of our business strategy or other general corporate purposes.

Our ability to repay the principal of, to pay interest on or to refinance our indebtedness depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control, including the COVID-19 pandemic, the responses thereto and the effects thereof, and our ability to refinance our indebtedness will depend on the capital markets and our financial condition at such time. We may not continue to maintain sufficient cash reserves, our business may not continue to generate cash flow from operations in the future sufficient to service our debt and make necessary capital expenditures, and our cash needs may increase. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets (even at unfavorable prices), restructuring debt, obtaining waivers with respect to our debt or obtaining additional debt financing or equity capital on terms that may be onerous or highly dilutive. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations. In addition, any of our future debt agreements may contain restrictive covenants that may prohibit us from adopting any of these alternatives. Our failure to comply with our debt covenants, or obtain waivers with respect thereto, could result in an event of default which, if not cured or waived, could result in acceleration of our debt.

If we fail to maintain an effective system of internal controls, we may not be able to accurately determine our financial results or prevent fraud. As a result, our shareholders could lose confidence in our financial results, which could harm our business and the value of our common shares.

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. We may in the future discover areas of our internal controls that need improvement. Section 404 of the Sarbanes-Oxley Act of 2002 requires us to evaluate and report on our internal controls over financial reporting and have our independent auditors annually issue their own opinion on our internal controls over financial reporting. Although we currently believe that we have effective internal controls, we cannot be certain that we will be successful in maintaining adequate internal controls over our financial reporting and financial processes. Furthermore, as we grow our business, our internal controls will become more complex, and we will require significantly more resources to ensure our internal controls remain effective. If we or our independent auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market value of our common shares. Additionally, the existence of any material weakness or significant deficiency would require management to devote significant time and incur significant expense to remediate any such material weaknesses or significant deficiencies and management may not be able to remediate any such material weaknesses or significant deficiencies in a timely manner.

We do not operate our hotels and, as a result, we do not have complete control over implementation of our strategic decisions.

In order for us to satisfy certain REIT qualification rules, we cannot directly or indirectly operate or manage any of our hotels. Instead, we must engage an independent management company to operate our hotels. As of December 31, 2021, our TRSs and our joint venture partnerships have engaged independent management companies as the property managers for all of our wholly owned hotels leased to our TRSs and the respective hotels for the joint ventures, as required by the REIT qualification rules. The management companies operating the hotels make and implement strategic business decisions with respect to these hotels, such as decisions with respect to the repositioning of a franchise or food and beverage operations and other similar decisions. Decisions made by the management companies operating the hotels may not be in the best interests of a particular hotel or of the Company. Accordingly, we cannot assure you that the management companies will operate our hotels in a manner that is in our best interests. In addition, the financial condition of the management companies could impact their future ability to operate our hotels.

Most of our hotels are located in major gateway urban markets in the United States with many located in the area from Washington, DC to Boston, MA, including New York City, which may increase the effect of any regional or local events or conditions.

Most of our hotels are located in major gateway urban markets in the United States, with many located in the area from Washington, DC to Boston, MA. As a result, regional or localized adverse events or conditions, such as an economic recession or pandemic, in any of these major gateway urban markets could have a significant adverse effect on our operations, and ultimately on the amounts available for distribution to shareholders.

Specifically, a significant portion of our portfolio is concentrated in New York City. The operations of our consolidated portfolio of hotels in New York City will have a material impact on our overall results of operations. Concentration risk with respect to our ownership of hotels in the New York City market may lead to increased volatility in our overall results of operations. Our overall results of operations may be adversely affected and our ability to pay distributions to our shareholders

could be negatively impacted in the event:

- downturns in lodging fundamentals are more severe or prolonged in New York City compared to the United States as a whole;
- negative economic conditions are more severe or prolonged in New York City compared to other areas, due to concentration of the financial industry in New York or otherwise;
- as new hotel supply enters the New York City market, this could impact our ability to grow ADR and RevPar as a result of the new supply; or
- New York City is impacted by other unforeseen events beyond our control, including, among others, terrorist attacks and travel related health concerns including pandemics and epidemics.

As of December 31, 2021, New York City has been significantly adversely impacted by the COVID-19 pandemic disproportionately compared to other cities in the U.S. and across the globe. Many of our hotels closed in the first quarter of 2020 but began reopening when New York City entered phase two of its state-mandated reopening plan in the second quarter of 2020. Because of the disproportionate impact, the economic recovery following the COVID-19 pandemic may be delayed more in New York City than in other parts of the country, which may cause reduced demand for hotels there. Therefore, our concentration of assets in New York City may have an adverse impact on the fair value of our assets, our results of operations, our financial condition and our ability to pay dividends to our stockholders at expected levels or at all.

We own a limited number of hotels and significant adverse changes at one hotel may impact our ability to make distributions to shareholders.

As of December 31, 2021, our portfolio consisted of 32 wholly-owned limited and full service properties with a total of 5,219 rooms, 1 hotel owned through a consolidated joint venture with a total of 115 rooms, and interests in 3 limited service properties owned through joint venture investments with a total of 468 rooms. However, certain larger hotels or hotels in certain locations disproportionately impact our performance. Accordingly, significant adverse changes in the operations of any one of these hotels could have a material adverse effect on our financial performance and on our ability to make expected distributions to our shareholders.

We focus on acquiring hotels operating under a limited number of franchise brands, which creates greater risk as the investments are more concentrated.

We place particular emphasis in our acquisition strategy on hotels similar to our current hotels. We invest in hotels operating under a few select franchises and therefore will be subject to risks inherent in concentrating investments in a particular franchise brand, which could have an adverse effect on amounts available for distribution to shareholders. These risks include, among others, the risk of a reduction in hotel revenues following any adverse publicity related to a specific franchise brand or the failure of the franchisor to maintain a certain brand.

We depend on key personnel.

We depend on the services of our existing senior management team, including Jay H. Shah, Neil H. Shah, Ashish R. Parikh and Michael R. Gillespie, to carry out our business and investment strategies. As we expand, we will continue to need to attract and retain qualified additional senior management. We have employment agreements with certain of our senior management; however, the employment agreements may be terminated under certain circumstances. The termination of an employment agreement and the loss of the services of any of our key management personnel, or our inability to recruit and retain qualified personnel in the future, could have an adverse effect on our business and financial results.

Joint venture investments could be adversely affected by our lack of sole decision-making authority, our reliance on co-venturers' financial conditions and disputes between us and our co-venturers.

As of December 31, 2021, we had several joint ventures in which we shared ownership and decision-making power with one or more parties. Joint venture investments involve risks that may not be present with other methods of ownership, including the possibility: that our partner might become insolvent, refuse to make capital contributions when due or otherwise fail to meet its obligations, which may result in certain liabilities to us for guarantees and other commitments; that our partner might at any time have economic or other business interests or goals that are or become inconsistent with our interests or goals; that we could become engaged in a dispute with our partner, which could require us to expend additional

resources to resolve such disputes and could have an adverse impact on the operations and profitability of the joint venture; and that our partner may be in a position to take action or withhold consent contrary to our instructions or requests. Our joint venture partners must agree in order for the applicable joint venture to take, or in some cases, may have control over whether the applicable joint venture will take, specific major actions, such as budget approvals, acquisitions, sales of assets, debt financing, executing lease agreements, and vendor approvals. Under these joint venture arrangements, any disagreements between us and our partners may result in delayed decisions. Our inability to take unilateral actions that we believe are in our best interests may result in missed opportunities and an ineffective allocation of resources and could have an adverse effect on the financial performance of the joint venture and our operating results.

We engage in hedging transactions to limit our exposure to fluctuations in interest rates, which can result in recognizing interest expense at rates higher than the stated rates within our floating rate debt.

We enter into hedging transactions intended to protect us from the effects of interest rate fluctuations on floating rate debt. Our hedging transactions may include entering into interest rate swaps, caps, and floors, options to purchase such items, and futures and forward contracts. Hedging activities may not have the desired beneficial impact on our results of operations or financial condition, particularly in a declining rate environment. No hedging activity can completely insulate us from the risks associated with changes in interest rates. Moreover, interest rate hedging could fail to protect us or could adversely affect our operating results because, among other things:

- Available interest rate hedging may not correspond directly with the interest rate risk for which protection is sought;
- The duration of the hedge may not match the duration of the related liability;
- The party at risk in the hedging transaction may default on its obligation to pay;
- The credit quality of the party owing money on the hedge may be downgraded to such an extent that it impairs our ability to sell or assign our side of the hedging transaction; and
- The value of derivatives used for hedging may be adjusted from time to time in accordance with accounting rules to reflect changes in fair value.

Hedging transactions may reduce our shareholders' equity.

Hedging involves risk and typically involves costs, including transaction costs, which may reduce returns on our investments. These costs increase as the period covered by the hedging increases and during periods of rising and volatile interest rates. These costs will also limit the amount of cash available for distribution to shareholders. The REIT qualification rules may also limit our ability to enter into hedging transactions. We generally intend to hedge as much of our interest rate risk as our management determines is in our best interests given the cost of such hedging transactions and the requirements applicable to REITs. If we are unable to hedge effectively because of the cost of such hedging transactions or the limitations imposed by the REIT rules, we will face greater interest risk exposure than may be commercially prudent.

We and our hotel managers rely on information technology in our operations, and any material failure, inadequacy, interruption or security failure of that technology could harm our business.

We and our hotel managers rely on information technology networks and systems, including the Internet, to process, transmit and store electronic information, and to manage or support a variety of business processes, including financial transactions and records, personal identifying information, reservations, billing and operating data. We and our hotel managers purchase some of our information technology from vendors, on whom our systems depend. We and our hotel managers rely on commercially available systems, software, tools and monitoring to provide security for processing, transmission and storage of confidential operator and other customer information, such as individually identifiable information, including information relating to financial accounts. Although we and our hotel managers have taken steps we believe are necessary to protect the security of our information systems and the data maintained in those systems, it is possible that the safety and security measures taken will not be able to prevent the systems' improper functioning or damage, or the improper access or disclosure of personally identifiable information such as in the event of cyber-attacks. In November 2018, Marriott announced a data security incident involving a guest reservation database. Security breaches such as the one that occurred at Marriott and, including physical or electronic break-ins, computer viruses, attacks by hackers and similar breaches, can create system disruptions, shutdowns or unauthorized disclosure of confidential information. Any failure to maintain proper function, security and availability of our information systems could interrupt our operations, damage our reputation, subject us to liability claims or regulatory penalties and could have a material adverse effect on our business, financial condition and results of operations.

We face possible risks associated with the physical effects of severe weather and climate change.

We recognize there are inherent weather and climate risks that may impact our business, including, but not limited to, storms, hurricanes, sea level rise, floods, extreme temperatures, wildfires, drought, and water stress. Climate change may increase the frequency and severity of such climate phenomenon and weather events. Should (i) weather events or (ii) the impact of climate change be severe or continue for lengthy periods of times, these risks may be exacerbated and may directly damage our hotels, disrupt hotel operations and our supply chain, reduce travel demand to affected areas, increase operating costs, and increase (or make unavailable) property insurance on terms we find acceptable. There can be no assurance that severe weather and climate change will not have a material adverse effect on our properties, operations, or business. In addition, existing and future environmental regulations may require significant capital expenditures beyond our planned capital expenditures in order to comply with regulations enacted to address climate change.

We may be contractually prohibited from paying dividends.

Our Credit Agreements, as amended, contain restrictions against our payment of dividends on common or preferred shares, including, in certain instances after the enhanced negative covenant period, at any time when there is an event of default under such credit agreement. There are exceptions, however, for payment of dividends necessary to maintain our REIT status as long as no payment or bankruptcy event of default has occurred and the debt has not been accelerated. Events of default under the Credit Agreements include failure to comply with various covenants, including reporting obligations and other nonmonetary obligations, as well as financial conditions that may be beyond our control. An event of default occurs as soon as the failure occurs. If an event of default has occurred and is continuing on the day when a dividend is otherwise payable on our common or preferred shares, we will be unable to pay the dividend unless the lenders on these credit agreements waive the event of default or such dividend falls within an exception as noted above. Failure to pay dividends could jeopardize our continued qualification as a REIT (causing us to be subject to corporate income tax) and could cause us to be subject to a 4% nondeductible excise tax.

We may be unsuccessful in obtaining a waiver or amendment to our Credit Agreement, specifically with respect to the Credit Facility covenants, prior to certain covenants being measured for the period ending June 30, 2022. The failure to obtain such a waiver or amendment, or otherwise repay the debt, could lead to an event of default, which would have a material adverse effect on our financial condition, which gives rise to substantial doubt about our ability to continue as a going concern.

The covenant waivers on our Credit Facility extend through March 31, 2022. Absent additional amendments to our Credit Agreement, however, we believe that it is possible that we could breach certain of our Credit Facility covenants when measured for the period ended June 30, 2022, or a subsequent quarter. This potential event of default could lead to potential acceleration of amounts due under the Credit Facility. Notwithstanding our belief that we probably will be successful in renegotiating the terms of our Credit Facility prior to an event of default, we believe that we will continue to have access to the capital markets. Also, we could choose to raise cash by selling hotel properties, although there can be no assurances we would be successful on terms favorable to us.

Management's primary mitigation plan to avoid a default under its Credit Agreement is to obtain a further waiver from its creditors or amend the Credit Facility in a manner to avoid an event of default. There can be no assurances that we will be able to obtain a waiver or amendment in a timely manner, or on acceptable terms, if at all. The failure to obtain a waiver or amendment, or otherwise repay the debt, could lead to an event of default, which would have a material adverse effect on our financial condition, which gives rise to substantial doubt about our ability to continue as a going concern.

We could experience significant increases to our operating costs or decreases in operating revenues due to labor shortages and increased employee-related costs.

The Company has experienced and may continue to experience increased operating costs due to increased labor costs. A number of factors contribute to increased labor costs, which may continue, such as a shortage of hospitality workers, increased dependence on contract workers, the loss of unvaccinated employees in jurisdictions requiring vaccination, federal unemployment subsidies, including unemployment benefits offered in response to the COVID-19 pandemic, and other government regulations, which include laws and regulations related to workers' health and safety. These labor shortages have become more pronounced as a result of the COVID-19 pandemic. Further, increased turnover rates within the employee base at the hotels and in our corporate offices can lead to decreased efficiency and increased costs, such as increased overtime to meet demand and increased wage rates to attract and retain employees. Significant labor shortages could prohibit us from operating at our hotels at full capacity which would result in a decrease in operating revenues. Labor cost increases may continue in the future and, as a result, our profitability could decline.

RISKS RELATED TO REAL ESTATE INVESTMENT GENERALLY

Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our properties and harm our financial condition.

Real estate investments are relatively illiquid. Our ability to vary our portfolio in response to changes in operating, economic and other conditions will be limited. No assurances can be given that the fair market value of any of our hotels will not decrease in the future.

If we suffer losses that are not covered by insurance or that are in excess of our insurance coverage limits, we could lose investment capital and anticipated profits.

We require comprehensive insurance to be maintained on each of the our hotels, including liability and fire and extended coverage in amounts sufficient to permit the replacement of the hotel in the event of a total loss, subject to applicable deductibles. However, there are certain types of losses, generally of a catastrophic nature, such as earthquakes, floods, hurricanes and acts of terrorism that may be uninsurable or not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations and other factors also might make it impracticable to use insurance proceeds to replace the applicable hotel after such applicable hotel has been damaged or destroyed. Under such circumstances, the insurance proceeds received by us might not be adequate to restore our economic position with respect to the applicable hotel. If any of these or similar events occur, it may reduce the return from the attached property and the value of our investment.

Real estate is subject to property taxes.

Each hotel is subject to real and personal property taxes. The real and personal property taxes on hotel properties in which we invest may increase as property tax rates change and as the properties are assessed or reassessed by taxing authorities. Many state and local governments are facing budget deficits that have led many of them, and may in the future lead others to, increase assessments and/or taxes. If property taxes increase, our operating results may be negatively affected.

Environmental matters could adversely affect our results.

Operating costs may be affected by the obligation to pay for the cost of complying with existing environmental laws, ordinances and regulations, as well as the cost of future legislation. Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property may be liable for the costs of removal or remediation of hazardous or toxic substances on, under or in such property. Such laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. The cost of complying with environmental laws could materially adversely affect amounts available for distribution to shareholders. Phase I environmental assessments have been obtained on all of our hotels. Nevertheless, it is possible that these reports do not reveal all environmental liabilities or that there are material environmental liabilities of which we are unaware.

Our hotel properties may contain or develop harmful mold, which could lead to liability for adverse health effects and costs of remediating the problem.

When excessive moisture accumulates in buildings or on building materials, mold growth may occur, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or irritants. Concern about indoor exposure to mold has been increasing, as exposure to mold may cause a variety of adverse health effects and symptoms, including allergic or other reactions. As a result, the presence of mold to which hotel guests or employees could be exposed at any of our properties could require us to undertake a remediation program to contain or remove the mold from the affected property, which could be costly. In addition, exposure to mold by guests or employees, management company employees or others could expose us to liability if property damage or health concerns arise.

Costs associated with complying with the ADA may adversely affect our financial condition and operating results.

Under the ADA, all public accommodations are required to meet certain federal requirements related to access and use by disabled persons. While we believe that our hotels are substantially in compliance with these requirements, a determination that we are not in compliance with the ADA could result in imposition of fines or an award of damages to private litigants. In addition, changes in governmental rules and regulations or enforcement policies affecting the use and

operation of the hotels, including changes to building codes and fire and life-safety codes, may occur. If we were required to make substantial modifications at the hotels to comply with the ADA or other changes in governmental rules and regulations, our ability to make expected distributions to our shareholders could be adversely affected.

RISKS RELATED TO CONFLICTS OF INTEREST

Due to conflicts of interest, many of our existing agreements may not have been negotiated on an arm's-length basis and may not be in our best interest.

Some of our officers and trustees have minority ownership interests in HHMLP and in entities with which we have entered into transactions, including hotel acquisitions and dispositions and certain financings. Consequently, the terms of our agreements with those entities, including hotel contribution or purchase agreements, the Option Agreement (as defined below) between our operating partnership and some of the trustees and officers and our property management agreements with HHMLP, while intended to be negotiated on an arm's-length basis, may not have been and may not be in the best interest of all our shareholders. We have policies in place to encourage agreements to be negotiated on an arm's-length basis. Transactions with related persons must be approved by a majority of the Company's independent trustees. The Board of Trustees' policy requires any independent trustee with a direct or indirect interest in the transaction to excuse himself or herself from any consideration of the related person transaction in which he or she has an interest.

Conflicts of interest with HHMLP may result in decisions that do not reflect our best interests.

We have entered into an option agreement (as amended, the "Option Agreement") with each of our officers and certain trustees such that we obtain a right of first refusal to purchase any hotel owned or developed in the future by these individuals or entities controlled by them at fair market value. This right of first refusal would apply to each party until one year after such party ceases to be an officer or trustee of the Company. Our Acquisition Committee of the Board of Trustees is comprised solely of independent trustees, and the purchase prices and all material terms of the purchase of hotels from related parties are approved by the Acquisition Committee.

The following officers and trustees own collectively approximately 14% of HHMLP: Jay H. Shah, Neil H. Shah and Ashish R. Parikh. Conflicts of interest may arise with respect to the ongoing operation of our hotels including, but not limited to, the enforcement of the contribution and purchase agreements, the Option Agreement and our property management agreements with HHMLP. These officers and trustees also make decisions for our company with respect to property management. Consequently, these officers and trustees may not act solely in the best interests of our shareholders relating to property management by HHMLP.

Conflicts of interest relating to sales or refinancing of hotels acquired from some of our trustees and officers may lead to decisions that are not in our best interest.

Some of our non-independent trustees and officers have unrealized gains associated with their interests in the hotels we have acquired from them and, as a result, any sale of these hotels or refinancing or prepayment of principal on the indebtedness assumed by us in purchasing these hotels may cause adverse tax consequences to such trustees and officers. Therefore, our interests and the interests of these individuals may be different in connection with the disposition or refinancing of these hotels.

RISKS RELATED TO OUR STRUCTURE

There are no assurances of our ability to make distributions in the future.

Our ability to pay dividends has been, and may continue to be, adversely affected by the risk factors described herein and in other reports filed by us with the SEC. All distributions will be made at the discretion of our Board of Trustees and will depend upon our earnings, our financial condition, maintenance of our REIT status and such other factors as our Board of Trustees may deem relevant from time to time. There are no assurances of our ability to pay dividends in the future. Furthermore, our Credit Agreements, as amended, contain prohibitions against our payment of any dividend on common or preferred shares, including at any time when there is an event of default under such credit agreement. As a result, our inability to pay dividends to our shareholders may cause us to fail the 90% distribution requirement causing us to be subject to corporate income tax and the 4% nondeductible excise tax.

Holders of our outstanding preferred shares have dividend, liquidation and other rights that are senior to the rights of the holders of our common shares.

Our Board of Trustees has the authority to designate and issue preferred shares with liquidation, dividend and other rights that are senior to those of our common shares. As of December 31, 2021, 3,000,000 Series C Preferred Shares, 7,701,700 Series D Preferred Shares and 4,001,514 Series E Preferred Shares were issued and outstanding. Holders of our outstanding preferred shares are entitled to cumulative dividends before any dividends may be declared or set aside on our common shares. Upon our voluntary or involuntary liquidation, dissolution or winding up, before any payment is made to holders of our common shares, holders of our preferred shares are entitled to receive a liquidation preference of \$25.00 per share plus any accrued and unpaid distributions. This will reduce the remaining amount of our assets, if any, available to distribute to holders of our common shares. In addition, holders of our preferred shares have the right to elect two additional trustees to our Board of Trustees whenever dividends are in arrears in an aggregate amount equivalent to six or more quarterly dividends, whether or not consecutive.

Our Board of Trustees may authorize the issuance of additional shares that may cause dilution or prevent a transaction that is in the best interests of our shareholders.

Our Declaration of Trust authorizes the Board of Trustees, without shareholder approval, to:

- amend the Declaration of Trust to increase or decrease the aggregate number of shares of beneficial interest or the number of shares of beneficial interest of any class or series that we have the authority to issue;
- cause us to issue additional authorized but unissued common shares or preferred shares; or
- classify or reclassify any unissued common or preferred shares and to set the preferences, rights and other terms of such classified or reclassified shares, including the issuance of additional common shares or preferred shares that have preference rights over the common shares with respect to dividends, liquidation, voting and other matters.

Any one of these events could cause dilution to our common shareholders, delay, deter or prevent a transaction or a change in control that might involve a premium price for the common shares or otherwise not be viewed in the best interest of holders of common shares.

Our Declaration of Trust contains a provision that creates staggered terms for our Board of Trustees.

Our Board of Trustees is divided into two classes, the terms of which expire every two years. Trustees of each class are elected for two-year terms upon the expiration of their current terms and each year one class of trustees will be elected by the shareholders. The staggered terms of trustees may delay, deter or prevent a tender offer, a change in control of us or other transaction, even though such a transaction might be viewed in the best interest of the shareholders.

Certain provisions of Maryland law may discourage a third party from acquiring us.

Under the Maryland General Corporation Law, as amended (the "MGCL"), as applicable to REITs, certain "business combinations" (including certain issuances of equity securities) between a Maryland REIT and any person who beneficially owns ten percent or more of the voting power of the trust's shares, or an affiliate thereof, are prohibited for five years after the most recent date on which such shareholder acquired at least ten percent of the voting power of the trust's shares. Thereafter, any such business combination must be approved by two super-majority shareholder votes unless, among other conditions, the trust's common shareholders receive a minimum price (as defined in the MGCL) for their shares and the consideration is received in cash or in the same form as previously paid by the interested shareholder for its common shares. These provisions could delay, deter or prevent a change of control or other transaction in which holders of our equity securities might receive a premium for their shares above then-current market prices or which such shareholders otherwise might believe to be in their best interests. Although our bylaws contain a provision exempting acquisitions of our shares from the control share acquisition legislation referenced above, there can be no assurance that this provision will not be amended or eliminated at any time in the future.

Our Board of Trustees and management make decisions on our behalf, and shareholders have limited policymaking and management rights.

Our major policies, including our policies with respect to acquisitions, financing, growth, operations, debt limitation and distributions, are determined by our Board of Trustees. The Trustees may amend or revise these and other policies from time to time without a vote of the holders of the common shares.

Under Maryland law, generally, a trustee's actions will be upheld if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be in our best interests and with the care that an ordinary prudent person in a like

position would use under similar circumstances. Our shareholders have no right or power to take part in our management except through the exercise of voting rights on certain specified matters. The Board of Trustees is responsible for our management and strategic business direction, and our management is responsible for our day-to-day operations. Certain policies of our Board of Trustees may not be consistent with the short-term best interests of our shareholders.

RISKS RELATED TO OUR TAX STATUS

If we fail to maintain our qualification as a REIT, our dividends will not be deductible to us, and our income will be subject to taxation, which would reduce the cash available for distribution to our shareholders.

We have operated and intend to continue to operate so as to qualify as a REIT for federal income tax purposes. However, the federal income tax laws governing REITs are extremely complex, and interpretations of the federal income tax laws governing REITs are limited. Our continued qualification as a REIT will depend on our continuing ability to meet various requirements concerning, among other things, the ownership of our outstanding shares of beneficial interest, the nature of our assets, the sources of our income, and the amount of our distributions to our shareholders. Moreover, new tax legislation, administrative guidance or court decisions, in each instance potentially with retroactive effect, could make it more difficult or impossible for us to qualify as a REIT. If we were to fail to qualify as a REIT in any taxable year and did not qualify for certain statutory relief provisions, we would not be allowed a deduction for distributions to our shareholders in computing our taxable income and would be subject to federal income tax on our taxable income at regular corporate rates. Any such corporate tax liability could be substantial and would reduce the amount of cash available for distribution to our shareholders, which in turn could have an adverse impact on the value of, and trading prices for, our shares. Unless entitled to relief under certain Code provisions, we also would be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost. As a result, amounts available for distribution to shareholders would be reduced for each of the years involved. Although we currently intend to continue to operate in a manner so as to qualify as a REIT, it is possible that future economic, market, legal, tax or other considerations may cause our Board of Trustees, with the consent of holders of two-thirds of the outstanding shares, to revoke our REIT election.

To maintain our qualification as a REIT and avoid corporate income tax and excise tax, we must distribute annually a certain percentage of our REIT taxable income, which could require us to raise capital on terms or sell properties at prices or at times that are unfavorable.

In order to maintain our qualification as a REIT, each year we must distribute to our shareholders at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gain. To the extent that we satisfy the 90% distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed income. In addition, we will incur a 4% nondeductible excise tax

- on the amount, if any, by which our actual distributions in any year are less than the sum of:
- 85% of our REIT ordinary income for that year;
 - 95% of our REIT capital gain net income for that year; and
 - 100% of our undistributed taxable income required to be distributed from prior years.

Historically, we have distributed our taxable income to our shareholders in a manner intended to satisfy the 90% distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax. Differences in timing between the recognition of income and the related cash receipts, limitations on our ability or the ability of our subsidiaries to deduct interest expense from borrowings under Section 163(i) of the Code or the effect of required debt amortization payments could require us to borrow or raise capital on terms we regard as unfavorable, or sell assets at prices or at times we regard as unfavorable to distribute out enough of our taxable income to satisfy the distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax in a particular year. In the past we have borrowed, and in the future we may borrow, to pay distributions to our shareholders and the limited partners of our operating partnership. Such borrowings subject us to risks from borrowing as described herein. Additionally, we may, if necessary and allowable, pay taxable dividends of our shares to meet the distribution requirements.

If the leases of our hotels to our TRSs are not respected as true leases for federal income tax purposes, we would fail to qualify as a REIT.

To maintain our qualification as a REIT, we must satisfy two gross income tests, under which specified percentages of our gross income must be derived from certain sources, such as "rents from real property." Rents paid to our operating

partnership by our TRSs pursuant to the lease of our hotels constitute substantially all of our gross income. In order for such rent to qualify as “rents from real property” for purposes of the gross income tests, the leases must be respected as true leases for federal income tax purposes and not be treated as service contracts, joint ventures or some other type of arrangement. If our leases are not respected as true leases for federal income tax purposes, we would fail to qualify as a REIT.

Our ownership of our TRSs is limited and our transactions with our TRSs will cause us to be subject to a 100% penalty tax on certain income or deductions if those transactions are not conducted on arm's-length terms.

A REIT may own up to 100% of the stock of one or more TRSs. A TRS may hold assets and earn income that would not be qualifying assets or income if held or earned directly by a REIT, including gross operating income from hotel operations pursuant to hotel management contracts. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 20% of the value of a REIT's assets may consist of stock or securities of one or more TRSs. In addition, the TRS rules limit the deductibility of interest paid or accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation, and in certain circumstances, other limitations on the deductibility of interest may apply. The rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's-length basis.

Our TRSs are subject to applicable federal, foreign, state and local income tax on their taxable income, and their after-tax net income will be available for distribution to us but is not required to be distributed to us. We believe that the aggregate value of the stock and securities of our TRSs is and will continue to be less than 20% of the value of our total assets (including our TRS stock and securities). Furthermore, we will monitor the value of our respective investments in our TRSs for the purpose of ensuring compliance with TRS ownership limitations. In addition, we will scrutinize all of our transactions with our TRSs to ensure that they are entered into on arm's-length terms to avoid incurring the 100% excise tax described above. There can be no assurance, however, that we will be able to comply with the 20% limitation discussed above or to avoid application of the 100% excise tax discussed above.

If our hotel managers do not qualify as “eligible independent contractors,” we would fail to qualify as a REIT.

Rent paid by a lessee that is a “related party tenant” of ours will not be qualifying income for purposes of the two gross income tests applicable to REITs. We lease our hotels to our TRSs. A TRS will not be treated as a “related party tenant,” and will not be treated as directly operating a lodging facility, which is prohibited, to the extent the TRS leases properties from us that are managed by an “eligible independent contractor.”

We believe that the rent paid by our TRSs is qualifying income for purposes of the REIT gross income tests and that our TRSs qualify to be treated as taxable REIT subsidiaries for federal income tax purposes, but there can be no assurance that the Internal Revenue Service, or the IRS, will not challenge this treatment or that a court would not sustain such a challenge. If the IRS successfully challenged this treatment, we would likely fail to satisfy the asset tests applicable to REITs and substantially all of our income would fail to qualify for the gross income tests. If we failed to satisfy either the asset or gross income tests, we would likely lose our REIT qualification for federal income tax purposes, unless certain relief provisions applied.

If our hotel managers do not qualify as “eligible independent contractors,” we would fail to qualify as a REIT. Each of the hotel management companies that enters into a management contract with our TRSs must qualify as an “eligible independent contractor” under the REIT rules in order for the rent paid to us by our TRSs to be qualifying income for our REIT income test requirements. Among other requirements, in order to qualify as an eligible independent contractor a manager must not own more than 35% of our outstanding shares (by value) and no person or group of persons can own more than 35% of our outstanding shares and the ownership interests of the manager, taking into account only owners of more than 5% of our shares and, with respect to ownership interests in such managers that are publicly traded, only holders of more than 5% of such ownership interests. Complex ownership attribution rules apply for purposes of these 35% thresholds. Although we intend to continue to monitor ownership of our shares by our hotel managers and their owners, there can be no assurance that these ownership levels will not be exceeded.

Complying with REIT requirements may force us to sell otherwise attractive investments.

To maintain our qualification as a REIT, we must satisfy certain requirements with respect to the character of our assets. If we fail to comply with these requirements at the end of any calendar quarter, we must correct such failure within 30 days after the end of the calendar quarter (by, possibly, selling assets notwithstanding their prospects as an investment) to avoid losing our REIT status. If we fail to comply with these requirements at the end of any calendar quarter, and the failure exceeds a de minimis threshold, we may be able to preserve our REIT status if (a) the failure was due to reasonable cause and not to

willful neglect, (b) we dispose of the assets causing the failure within six months after the last day of the quarter in which we identified the failure, (c) we file a schedule with the IRS, describing each asset that caused the failure, and (d) we pay an additional tax of the greater of \$50,000 or the product of the highest applicable tax rate multiplied by the net income generated on those assets. As a result, we may be required to liquidate otherwise attractive investments.

The prohibited transactions tax may limit our ability to engage in transactions, including dispositions of assets that would be treated as sales for federal income tax purposes.

A REIT's net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, held primarily for sale to customers in the ordinary course of business. We may be subject to the prohibited transaction tax upon a disposition of real property. Although a safe harbor to the characterization of the sale of real property by a REIT as a prohibited transaction is available, we cannot assure you that we can comply with the safe harbor or that we will avoid owning property that may be characterized as held primarily for sale to customers in the ordinary course of business. Consequently, we may choose not to engage in certain sales of real property or may conduct such sales through a TRS.

We may pay taxable dividends partly in shares and partly in cash, in which case shareholders may sell our shares to pay tax on such dividends, placing downward pressure on the market price of our shares.

We may make taxable dividends that are payable partly in cash and partly in shares. Under IRS Revenue Procedure 2017-45, as a publicly offered REIT, as long as at least 20% of the total dividend is available in cash and certain other requirements are satisfied, the IRS will treat the share distribution as a dividend (to the extent applicable rules treat such distribution as being made out of our earnings and profits). Pursuant to recently released IRS guidance, this threshold is reduced from 20% to 10% for distributions declared by a publicly offered REIT on or after November 1, 2021 and on or before June 30, 2022. If in the future we choose to pay dividends in our own shares, our shareholders may be required to pay tax in excess of the cash that they receive. If a U.S. shareholder sells the shares that it receives as a dividend in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our shares at the time of the sale. Furthermore, with respect to certain non-U.S. shareholders, we may be required to withhold U.S. federal income tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in shares. If we pay dividends in our own shares and a significant number of our shareholders sell our shares in order to pay taxes owed on dividends, it may put downward pressure on the trading price of our shares.

Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.

The maximum U.S. federal income tax rate applicable to qualified dividend income payable to certain non-corporate U.S. holders is 20%. Dividends payable by REITs, however, generally are not eligible for the reduced qualified dividend rates. For taxable years beginning before January 1, 2026, non-corporate taxpayers may deduct up to 20% of certain pass-through business income, including "qualified REIT dividends" (generally, dividends received by a REIT shareholder that are not designated as capital gain dividends or qualified dividend income), subject to certain limitations, resulting in an effective maximum U.S. federal income tax rate of 29.6% on such income. Although the reduced U.S. federal income tax rate applicable to qualified dividend income does not adversely affect the taxation of REITs or dividends payable by REITs, the more favorable rates applicable to regular corporate qualified dividends and the reduced corporate tax rate (currently 21%) could cause certain non-corporate investors to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs, including our shares.

Our share ownership limitation may prevent certain transfers of our shares.

In order to maintain our qualification as a REIT, not more than 50% in value of our outstanding shares of beneficial interest may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include certain entities). Our Declaration of Trust prohibits direct or indirect ownership (taking into account applicable ownership provisions of the Code) of more than (a) 9.9% of the aggregate number of outstanding common shares of any class or series or (b) 9.9% of the aggregate number of outstanding preferred shares of any class or series of outstanding preferred shares by any shareholder or group, or the Ownership Limitation. Generally, the shares of beneficial interest owned by related owners will be aggregated for purposes of the Ownership Limitation. The Board of Trustees, upon receipt of advice of counsel or other evidence satisfactory to the Board of Trustees, in its sole and absolute discretion, may exempt a shareholder from the Ownership Limitation. The Ownership Limitation could have the effect of delaying, deterring or preventing a change in control or other transaction in which holders of shares might receive a premium for their shares over the then prevailing market price or which such holders might believe to be otherwise in their best interests. Any transfer of shares of beneficial interest that would violate the Ownership Limitation, cause us to have fewer than 100 shareholders, cause us to be "closely held" within

the meaning of Section 856(h) of the Code or cause us to own, directly or indirectly, 10% or more of the ownership interest in any tenant (other than a TRS) will be void, the intended transferee of such shares will be deemed never to have had an interest in such shares, and such shares will be designated "shares-in-trust." Further, we will be deemed to have been offered shares-in-trust for purchase at the lesser of the market price (as defined in the Declaration of Trust) on the date we accept the offer and the price per share in the transaction that created such shares-in-trust (or, in the case of a gift, devise or non-transfer event (as defined in the Declaration of Trust), the market price on the date of such gift, devise or non-transfer event). Therefore, the holder of shares of beneficial interest in excess of the Ownership Limitation will experience a financial loss when such shares are purchased by us, if the market price falls between the date of purchase and the date of redemption.

We may be subject to adverse legislative or regulatory tax changes that could reduce the market price of our shares.

At any time, the federal income tax laws governing REITs or the administrative interpretations of those laws may be amended. We cannot predict when or if any new federal income tax law, regulation, or administrative interpretation, or any amendment to any existing federal income tax law, regulation or administrative interpretation, will be adopted, promulgated or become effective and any such law, regulation, or interpretation may take effect retroactively. Additional changes to the tax laws are likely to continue to occur. We cannot predict the long-term effect of any recent changes or any future law changes on REITs and their shareholders. We and our shareholders could be adversely affected by any such change in, or any new, federal income tax law, regulation or administrative interpretation.

The federal income tax laws governing REITs are complex.

The REIT qualification requirements are extremely complex and interpretations of the federal income laws governing qualification as a REIT are limited. Accordingly, we cannot be certain that we will be successful in operating so we can continue to qualify as a REIT. At any time, new laws, interpretations, or court decisions may change the federal tax laws or the federal income tax consequences of our qualification as a REIT.

GENERAL RISK FACTORS

An increase in market interest rates may have an adverse effect on the market price of our securities.

One of the factors that investors may consider in deciding whether to buy or sell our securities is our dividend rate as a percentage of our share or unit price, relative to market interest rates. If market interest rates increase, prospective investors may desire a higher dividend or interest rate on our securities or seek securities paying higher dividends or interest. The market price of our common shares likely will be based primarily on the earnings and return that we derive from our investments and income with respect to our properties and our related distributions to shareholders, and not from the market value or underlying appraised value of the properties or investments themselves. The market price of our preferred shares is based in large part on prevailing interest rates. As a result, interest rate fluctuations and capital market conditions can affect the market price of our common shares and preferred shares. For instance, if interest rates rise without an increase in our dividend rate, the market price of our common shares could decrease because potential investors may require a higher dividend yield on our common shares as market rates on interest-bearing securities, such as bonds, rise. In addition, rising interest rates would result in increased interest expense on our variable rate debt, thereby adversely affecting cash flow and our ability to service our indebtedness and pay dividends.

Future offerings of equity securities, which would dilute our existing shareholders and may be senior to our common shares for the purposes of dividend distributions, may adversely affect the market price of our common shares.

In the future, we may attempt to increase our capital resources by making additional offerings of equity securities, including classes of preferred or common shares. Upon liquidation, holders of our preferred shares and lenders with respect to other borrowings will receive a distribution of our available assets prior to the holders of our common shares. Additional equity offerings may dilute the holdings of our existing shareholders or reduce the market price of our common shares, or both. Our preferred shares could have a preference on liquidating distributions or a preference on dividend payments that could limit our ability to make a dividend distribution to the holders of our common shares. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our shareholders bear the risk of our future offerings reducing the market price of our common shares and diluting their share holdings in us.

The market price of our securities has been, and may continue to be, volatile and has declined, and may continue to decline, which may result in a substantial or complete loss of your investment in our securities.

The stock markets have previously and recently experienced significant price and volume fluctuations. As a result, the market price of our securities has been and could be similarly volatile in the future, and investors in our securities may experience a decrease in the value of their investments, including decreases unrelated to our operating performance or prospects. The market price of our securities could be subject to wide fluctuations in response to a number of factors, including:

- our operating performance and the performance of other similar companies;
- actual or anticipated differences in our operating results;
- changes in our revenues or earnings estimates or recommendations by securities analysts; publication of research reports about us or our industry by securities analysts;
- additions and departures of key personnel;
- strategic decisions by us or our competitors, such as mergers and acquisitions, divestments, spin-offs, joint ventures, strategic investments or changes in business strategy;
- the passage of legislation or other regulatory developments or executive policies that adversely affect us or our industry;
- speculation in the press or investment community; actions by institutional shareholders;
- changes in accounting principles;
- terrorist acts;
- general market conditions, including factors unrelated to our performance; and
- pandemics and epidemics, such as the COVID-19 pandemic, and the related governmental and economic responses thereto.

In the past, securities class action litigation has often been instituted against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our management's attention and resources.

Future sales of our common shares, preferred shares, or securities convertible into or exchangeable or exercisable for our common shares could depress the market price of our common shares.

We cannot predict whether future sales of our common shares, preferred shares, or securities convertible into or exchangeable or exercisable for our common shares or the availability of these securities for resale in the open market will decrease the market price of our common shares. Sales of a substantial number of these securities in the public market, including sales upon the redemption of Common Units held by the limited partners of our operating partnership, (other than us and our subsidiaries) or the perception that these sales might occur, may cause the market price of our common shares to decline and you could lose all or a portion of your investment.

Future issuances of our common shares, preferred shares, or other securities convertible into or exchangeable or exercisable for our common shares, including, without limitation, common units of beneficial interest in our Operating Partnership ("Common Units"), in connection with property, portfolio or business acquisitions and issuances of equity-based awards to participants in our equity incentive plans, could have an adverse effect on the market price of our common shares. Future issuances of these securities also could adversely affect the terms upon which we obtain additional capital through the sale of equity securities. In addition, future sales or issuances of our common shares may be dilutive to existing shareholders.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The following table sets forth certain information with respect to the 32 hotels we wholly-owned and 1 hotel owned within our consolidated joint venture as of December 31, 2021, all of which are consolidated on the Company's financial statements.

Market	Name	Location	Year Opened	Number of Rooms
Boston Urban and Metro	The Envoy, Boston Seaport	Boston, MA	2015	136
	The Boxer, Boston	Boston, MA	2004	80
	Courtyard by Marriott Brookline	Brookline/Boston, MA (1)	2003	188
	Mystic Marriott Hotel & Spa	Groton, CT	2001	285
California - Washington	The Ambrose Hotel, Santa Monica	Santa Monica, CA	2015	77
	The Sanctuary Beach Resort	Monterey Bay, CA	2014	60
	The Hotel Milo, Santa Barbara	Santa Barbara, CA (1)	2001	121
	Courtyard by Marriott Los Angeles Westside	Los Angeles, CA	2008	260
	Courtyard by Marriott Sunnyvale	Sunnyvale, CA	2014	145
	TownePlace Suites Sunnyvale	Sunnyvale, CA (1)	2003	94
	The Pan Pacific Hotel Seattle	Seattle, WA	2006	153
NYC Urban	Hyatt Union Square	Union Square, New York, NY	2013	178
	Hilton Garden Inn Manhattan Midtown East	Midtown East, New York, NY	2014	206
	Hilton Garden Inn TriBeCa	TriBeCa, New York, NY	2009	151
	Hampton Inn Seaport	Seaport, New York, NY	2006	65
	Holiday Inn Express Chelsea	Madison Square Garden, New York, NY	2006	228
	Hilton Garden Inn JFK	JFK Airport, New York, NY (1)	2005	192
	Gate Hotel JFK Airport	JFK Airport, New York, NY (1)	2008	150
	Nu Hotel, Brooklyn	Brooklyn, New York, NY	2008	93
NY-NJ Metro	Hyatt House White Plains	White Plains, NY	2000	187
Philadelphia	The Rittenhouse Hotel	Philadelphia, PA	2004	118
	Philadelphia Westin	Philadelphia, PA	1990	294
	Hampton Inn Center City/ Convention Center	Philadelphia, PA	2001	250
South Florida	Cadillac Hotel & Beach Club	Miami, FL	2004	357
	The Ritz-Carlton, Coconut Grove	Coconut Grove, FL	2002	115
	The Blue Moon Hotel, Miami Beach	Miami, FL	2013	75
	The Winter Haven Hotel, Miami Beach	Miami, FL	2013	70
	Parrot Key Hotel & Villas	Key West, FL	2013	148
Washington D.C.	The Ritz-Carlton, Georgetown	Georgetown, DC	2014	86
	The St. Gregory Hotel, Dupont Circle	Washington, DC	2014	156
	Hilton Garden Inn M Street	Washington, DC	2014	238
	Hampton Inn Washington, D.C.	Washington, DC	2005	228
	Annapolis Waterfront Hotel	Annapolis, MD (1)	1968	150
TOTAL ROOMS				5,334

(1) Our interests in these hotels are subject to ground leases which, in most cases, require monthly rental payment as determined by the applicable ground lease agreement. These ground lease agreements typically have initial terms of 99 years and all have a remaining term of at least 43 years.

The following table sets forth certain information with respect to the 3 hotels we owned through unconsolidated joint ventures with third parties as of December 31, 2021.

Market	Name	Location	Year Opened	Number of Rooms	HHLP Ownership in Asset
Boston	Courtyard	South Boston, MA (1)	2005	164	50 %
	Holiday Inn Express	South Boston, MA (1)	1998	174	50 %
	Home2 Suites	South Boston, MA (1)	2020	130	50 %
TOTAL ROOMS				468	

(1) The joint ventures interests in these hotels are subject to ground leases which, in most cases, require monthly rental payment as determined by the applicable ground lease agreements. These ground lease agreements typically have terms of 60 years and all have a remaining term of at least 43 years.

Item 3. Legal Proceedings

We are not presently subject to any material litigation nor, to our knowledge, is any other litigation threatened against us, other than routine actions for negligence or other claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance and all of which collectively are not expected to have a material adverse effect on our liquidity, results of operations or business or financial condition.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common shares trade on the New York Stock Exchange under the symbol "HT."

SHAREHOLDER INFORMATION

At December 31, 2021 we had approximately 150 shareholders of record of our common shares. Common Units (which are redeemable by holders for cash or, at our option, for common shares on a one for one basis, subject to certain limitations) were held by approximately 28 entities and persons, including our company.

Our Declaration of Trust, subject to certain exceptions, provides that no person may own, or be deemed to own by virtue of the attribution provisions of the Code, more than 9.9% of the number of outstanding common shares of any class or series of common shares or the number of outstanding preferred shares of any class or series of preferred shares. For this purpose, a person includes a "group" and a "beneficial owner" as those terms are used for purposes of Section 13(d)(3) of the Exchange Act. Any transfer of common or preferred shares that would result in any person owning, directly or indirectly, common or preferred shares in excess of the ownership limitation, result in the common and preferred shares being owned by fewer than 100 persons (determined without reference to any rules of attribution), result in our being "closely held" within the meaning of Section 856(h) of the Code, or cause us to own, actually or constructively, 10% or more of the ownership interests in a tenant (other than a TRS) of our or our operating partnership's real property, within the meaning of Section 856(d)(2)(B) of the Code, will be null and void, and the intended transferee will acquire no rights in such common or preferred shares.

Any person who acquires or attempts to acquire common or preferred shares in violation of the foregoing restrictions, or any person who owned common or preferred shares that were transferred to a trust, will be required to give written notice immediately to us of such event and provide us with such other information as we may request in order to determine the effect, if any, of such transfer on our status as a REIT.

In addition, our trustees, upon receipt of advice of counsel or other evidence satisfactory to the trustees, in their sole and absolute discretion, may, in their sole and absolute discretion, exempt a person from the ownership limitation under certain circumstances. The foregoing restrictions continue to apply until the trustees determine that it is no longer in our best interests to attempt to qualify, or to continue to qualify, as a REIT and there is an affirmative vote of two-thirds of the number of common and preferred shares entitled to vote on such matter at a regular or special meeting of our shareholders.

All certificates representing common or preferred shares bear a legend referring to the restrictions described above.

The restrictions on ownership and transfer described above could have the effect of delaying, deterring or preventing a change in control or other transaction in which holders of some, or a majority, of our common shares might receive a premium for their shares over the then-prevailing market price or which such holders might believe to be otherwise in their best interest.

EQUITY COMPENSATION PLAN

See Part III, Item 12, for a description of securities authorized for issuance under our Amended and Restated 2012 Equity Incentive Plan.

DISTRIBUTION INFORMATION

Future distributions, if any, will be at the discretion of our Board of Trustees and will depend on our actual cash flow, financial condition, capital requirements, the annual distribution requirements under the REIT provisions of the Internal Revenue Code and such other factors as we may deem relevant. Our ability to make distributions will depend on our receipt of distributions from our operating partnership and lease payments from our lessees with respect to the hotels. We rely on the profitability and cashflows of our hotels to generate sufficient cash flow for distributions. Additionally, we may, if necessary and allowable, pay taxable dividends of our shares to meet the distribution requirements.

Item 6.

Reserved.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the Consolidated Financial Statements and Notes thereto. This section includes discussion of financial information as of and for the year ended December 31, 2021 and provides comparisons to the same information as of and for the year ended December 31, 2020. Comparisons of 2020 financial information to the same information for 2019 can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the year ended December 31, 2020 as filed with the Securities and Exchange Commission on March 29, 2021.

Certain statements appearing in this Item 7 are forward-looking statements within the meaning of the federal securities laws. Our actual results may differ materially. We caution you not to place undue reliance on any such forward-looking statements. See "Cautionary Factors That May Affect Future Results" for additional information regarding our forward-looking statements.

BACKGROUND

As of December 31, 2021, we owned interests in 36 hotels in major urban gateway markets including New York, Washington DC, Boston, Philadelphia, San Diego, Los Angeles, Seattle, and Miami including 32 wholly-owned hotels, 1 hotel through our interest in a consolidated joint venture, and interests in 3 hotels owned through unconsolidated joint ventures. We have elected to be taxed as a REIT for federal income tax purposes, beginning with the taxable year ended December 31, 1999. For purposes of the REIT qualification rules, we cannot directly operate any of our hotels. Instead, we must lease our hotels to a third party lessee or to a TRS, provided that the TRS engages an eligible independent contractor, as defined under the REIT rules, to manage the hotels. As of December 31, 2021, we have leased all of our hotels to a wholly-owned TRS, a joint venture owned TRS, or an entity owned by our wholly-owned TRS. Each of these TRS entities will pay qualifying rent, and the TRS entities have entered into management contracts with qualified independent managers, including HHMLP, with respect to our hotels. We intend to lease all newly acquired hotels to a TRS. The TRS structure enables us to participate more directly in the operating performance of our hotels. Each TRS directly receives all revenue from, and funds all expenses relating to, hotel operations of the hotels that it leases. Each TRS is also subject to income tax on its earnings.

COVID-19

We started to realize the effects from the global economic slowdown caused by the COVID-19 pandemic in March of 2020. Due to the COVID-19 pandemic and the effects of travel restrictions both globally and in the United States, the hospitality industry has experienced drastic drops in demand. Following the government mandates and health official recommendations, and after evaluating the cost of running our respective properties at low occupancy levels versus closing the properties, we originally closed 21 hotel properties in 2020 and dramatically reduced staffing at the hotels that remained open and at the corporate level. We subsequently reopened all of our consolidated hotels by the end of the first quarter 2021, except the Duane St. hotel which we disposed of in the second quarter of 2021. The reopening of our consolidated hotels provided us the opportunity to capture incremental demand through the end of 2020 and during the early stages of an economic recovery in 2021.

The global impact of the pandemic continues to evolve, and in the United States, certain states and cities, including most of the states and cities where we own properties, have reacted by instituting various restrictive measures such as quarantines, restrictions on travel, school closings, "stay at home" rules and restrictions on types of business that may continue to operate. We believe the ongoing effects of the COVID-19 pandemic on our operations have had, and will continue to have, a material negative impact on our financial results and liquidity, and such negative impact may continue beyond the containment of the pandemic. In addition to our focus on strategically reopening hotels and driving occupancy at these hotels, we have remained focused on executing expense mitigation measures and shoring up our liquidity position as we continue to face a challenging operating environment. We suspended our common and preferred dividends in 2020 and during the year ended December 31, 2021, we paid approximately \$24.2 million in preferred dividend arrearage that was not paid in 2020. We also deferred certain planned capital expenditures for 2020 and continued to reduce capital expenditures in 2021. In February 2021, the Company entered into an unsecured notes facility that provided net proceeds of \$144.8 million at closing. The initial net proceeds of \$144.8 million provided by this facility, along with a portion of the proceeds from asset sales, were used to repay amounts outstanding under our credit agreements, allowing us to amend our credit agreements on February 17, 2021, eliminating maturities under the credit agreements until August of 2022. The credit agreement amendments also waived all financial covenants through March 31, 2022, established accommodative covenant testing methodology through December 31, 2022, and provided additional liquidity at the Company's discretion.

The manner in which the ongoing COVID-19 pandemic will be resolved or the manner that the hospitality and tourism industries will return to historical performance norms, and whether the economy will contract or grow are not reasonably predictable. As a result, there can be no assurances that we will be able to achieve the hotel operating metrics or the results

at our properties we have forecasted. Factors that might contribute to less-than-anticipated performance include those described under the heading "Risk Factors" in this report and other documents that we may file with the SEC in the future. We will continue to cautiously monitor lodging demand and rates, our third-party hotel managers, and our performance generally.

SUMMARY OF OPERATING RESULTS

The following tables outline operating results for the Company's portfolio of wholly owned hotels and those owned through joint venture interests that are consolidated in our financial statements for the years ended December 31, 2021, and 2020. Common key performance metrics utilized by the lodging industry are occupancy, average daily rate ("ADR"), and revenue per available room ("RevPAR"). Occupancy is calculated as the percentage total rooms sold compared to rooms available to be sold, while ADR measures the average rate earned per occupied room, calculated as total room revenue divided by total rooms sold. RevPAR is a derivative of these two metrics which shows the total room revenue earned per room available to be sold. Management uses these metrics in comparison to other hotels in our self-defined competitive peer set within proximity to each of our hotel properties.

We define a comparable consolidated hotel as one that is currently consolidated, that we have owned in whole or in part for the entirety of the periods being presented, and is deemed fully operational as of the end of the period reported. Based on this definition, for the year ended December 31, 2021, there are 33 comparable consolidated hotels.

For the comparison of December 31, 2021 to December 31, 2020, comparable hotel operating results contain results from our consolidated hotels owned as of December 31, 2021, excluding the results of all hotels sold during the years ended December 31, 2021 and 2020.

COMPARABLE CONSOLIDATED HOTELS:

	<i>(Includes 33 hotels in both years)</i>			
	Year Ended December 31, 2021		Year Ended December 31, 2020	2021 vs. 2020 % Variance
	<i>(dollars in thousands except ADR and RevPAR)</i>			
Occupancy	56.3 %		36.5 %	1,983 bps
Average Daily Rate (ADR)	\$ 215.22	\$	181.36	18.7%
Revenue Per Available Room (RevPAR)	\$ 121.24	\$	66.20	83.1%
Room Revenues	\$ 236,047	\$	128,757	83.3%
Hotel Operating Revenues	\$ 291,931	\$	159,460	83.1%

Overall, our comparable hotel portfolio experienced meaningful recovery in 2021 from the significant disruptions in 2020 as a result of the COVID-19 pandemic. This increase in demand across the entire hotel industry resulted in 2021 operating results far above 2020. RevPAR for the year ended December 31, 2021 increased 83.1% for our comparable consolidated hotels when compared to 2020.

Comparison of the Year Ended December 31, 2021 to December 31, 2020

(dollars in thousands)

Revenue

Our total revenues for the years ended December 31, 2021 and 2020 consisted of hotel operating revenues and other revenue. Hotel operating revenues are recorded for wholly-owned hotels that are leased to our wholly owned TRS and hotels owned through joint venture or other interests that are consolidated in our financial statements. Hotel operating revenues increased \$119,423 or 67.7%, to \$295,866 for the year ended December 31, 2021 compared to \$176,443 for the same period in 2020. This increase is primarily attributable to an increase in demand across our portfolio in 2021 as the comparable period in 2020 was at the nadir of the reduction in operations across our portfolio due to the decrease in demand caused by the COVID-19 pandemic. The increase in demand is partially offset by a reduction in hotel operating revenue of \$13,301 attributable to the sale of five hotels during the year ended December 31, 2021 and the sale of one hotel in December of 2020.

Expenses

Total hotel operating expenses were \$178,156 for the year ended December 31, 2021 compared to \$140,256 for the year ended December 31, 2020. The increase in hotel operating expenses is due to increased operations at our hotels for the year ended December 31, 2021 as we had temporarily closed certain of our hotels and reduced operations at the remaining hotels as a result of the decrease in demand caused by the COVID-19 pandemic during the year ended December 31, 2020. This increase in hotel operating expense is partially offset by a reduction of hotel operating expenses of \$12,154 as a result of the sale of hotels noted above.

Depreciation and amortization decreased by 14.1%, or \$13,649, to \$83,309 for the year ended December 31, 2021 from \$96,958 for the year ended December 31, 2020. We incurred a reduction in depreciation and amortization expense of \$7,071 as a result of the 2020 and 2021 hotel dispositions noted above. The remaining reduction in expense is primarily attributable to assets that fully depreciated during 2020 and 2021 which were acquired as part of a 2015 or 2016 acquisition, or a large renovation project that was completed five to seven years ago.

Real estate and personal property tax and property insurance decreased \$4,141, or 10.1%, for the year ended December 31, 2021 when compared to 2020. Real estate and personal property taxes decreased \$4,272, which was partially offset by an increase in property insurance of approximately \$131. Approximately \$2,469 of the total decrease in real estate and personal property taxes is a result of the dispositions noted above, and the remaining decrease is attributable to a decrease in real estate tax assessments, specifically in the New York City, Florida and Washington D.C. markets. Our property insurance costs generally rise annually, which was partially offset in 2021 by a \$538 reduction in expense as a result of the hotel dispositions noted above.

General and administrative expense increased by \$2,949 to \$23,027 for the year ended December 31, 2021 from \$20,078 for the year ended December 31, 2020. General and administrative expense includes expenses related to payroll, rents, and other corporate level administrative costs as well as non-cash share based payments issued as compensation to the Company's trustees, executives, and employees. Expenses related to non-cash share based compensation increased \$2,545 when comparing the year ended December 31, 2021 to 2020. This increase resulted primarily from an increase in the valuation of certain market based award programs and a difference in the timing of share based compensation recognition. Please refer to "Note 9 – Share Based Payments" of the notes to the consolidated financial statements for more information about our stock based compensation.

Loss on Impairment of Assets

During the year ended December 31, 2020, the Company recorded an impairment charge of \$1,069 related to the Duane Street Hotel, which was held for sale as of December 31, 2020. During the year ended December 31, 2020, we determined that the carrying value of the hotel exceeded the anticipated net proceeds from sale, resulting in the impairment charge. During the year ended December 31, 2021, we incurred an additional impairment charge of \$222, which primarily relates to an additional impairment charge incurred prior to the disposition of the Duane Street hotel during the year ended December 31, 2021.

Insurance Recoveries in Excess of Property Loss

During the year ended December 31, 2021, the Company recorded a gain from insurance recoveries in the amount of \$711 compared to property losses in excess of recoveries of \$8,960 during the comparable period in 2020. During the year ended December 31, 2020, the Company received a total of \$10,749 in insurance proceeds, which was offset by a total of \$1,789 in funds applied to previously recorded insurance receivables. The insurance proceeds in 2020 include a final settlement payment of \$8,147 from our insurer related to the Hurricane Irma damages incurred at the Parrot Key Hotel & Villas. During the year ended December 31, 2021, we received net proceeds of \$961 from COVID-19 business interruption claims, which was partially offset by a \$250 deductible at our Hampton Inn Philadelphia hotel.

Operating Loss

Operating loss for the year ended December 31, 2021 was \$29,592 compared to operating loss of \$122,389 during the same period in 2020. Our decrease in operating loss was primarily driven by the increase in hotel operating revenues, which is the result of an increase in demand across our portfolio, while maintaining certain cost containment strategies in place due to the COVID-19 pandemic. Additionally, we had a decrease in depreciation and amortization expense during the year ended December 31, 2021 compared to 2020 primarily as a result of the hotel disposals noted above. Partially offsetting this decreased loss was a decrease in insurance recoveries.

Interest Expense

Interest expense increased \$4,270 from \$53,279 for the year ended December 31, 2020 to \$57,549 for the year ended December 31, 2021. The balance of our borrowings, excluding discounts and deferred costs, have decreased by \$71,341 in total between December 31, 2020 and December 31, 2021. However, we experienced an increase in our weighted average interest rate, driven by the unsecured junior notes payable facility we entered into in February 2021, and increased interest expense related to the amortization of additional deferred costs incurred during the year ended December 31, 2021. Proceeds from the junior notes payable were used to reduce borrowings under our secured credit facility and term loans.

Gain on Disposition of Hotel Properties

During the year ended December 31, 2021, we sold the Residence Inn Coconut Grove, the Courtyard San Diego, the Capitol Hill Hotel, the Holiday Inn Express Cambridge Hotel and the Duane Street Hotel. The sale of these hotels, excluding the Duane Street Hotel, resulted in gains totaling \$48,352 for the year ended December 31, 2021. During the year ended December 31, 2020, the Company sold the Sheraton Wilmington and recorded a gain of \$1,158 as a result.

Unconsolidated Joint Venture Investments

The loss from unconsolidated joint ventures consists of our interest in the operating results of the properties we own in joint ventures. Loss from our unconsolidated joint ventures decreased by \$646 to a loss of \$2,292 for the year ended December 31, 2021 compared to loss of \$2,938 during the same period in 2020. This reduction in losses relates to the net operating losses of our joint venture properties for the year ended December 31, 2021 compared to 2020.

Income Tax Expense

During the year ended December 31, 2021, the Company recorded income tax expense of \$838 compared to income tax expense of \$11,329 for the year ended December 31, 2020. After considering various factors, including future reversals of existing taxable temporary differences, future taxable income and tax planning strategies, we believe that as of December 31, 2021, it is not more likely than not that we will be able to realize our net deferred tax asset and therefore, maintained the full valuation allowance that was established during the second quarter of 2020, which was the primary driver of income tax expense in 2020. As a result, the balance of our net deferred tax asset at December 31, 2021 is \$0. Absent the valuation allowance, the amount of income tax expense or benefit that the Company typically records depends mostly on the amount of taxable income or loss that is generated by our consolidated taxable REIT subsidiaries ("TRS").

Net Loss Applicable to Common Shareholders

Net loss applicable to common shareholders for the year ended December 31, 2021 was \$64,347 compared to a net loss of \$190,521 during the same period in 2020. This decrease in loss is primarily related to an increase in gain on hotel dispositions of \$47,194, as well as a decrease in operating loss of \$92,797.

Comprehensive Loss Income Applicable to Common Shareholders

Comprehensive loss applicable to common shareholders for the year ended December 31, 2021 was \$47,819 compared to \$210,806 for the same period in 2020. This change can be attributed to the items affecting Net Loss Applicable to Common Shareholders as more fully described above, as well as an increase in Other Comprehensive Income of \$40,694.

LIQUIDITY, CAPITAL RESOURCES, AND EQUITY OFFERINGS **(dollars in thousands, except share data)**

Potential Sources of Capital

Our organizational documents do not limit the amount of indebtedness that we may incur. Our ability to incur additional debt is dependent upon a number of factors, including the current state of the overall credit markets, our degree of leverage and borrowing restrictions imposed by debt covenants and existing lenders. Our ability to raise funds through the issuance of debt and equity securities is dependent upon, among other things, capital market volatility, risk tolerance of investors, general market conditions for REITs and market perceptions related to the Company's ability to generate cash flow and positive returns on its investments.

In addition, our mortgage indebtedness contains various financial and non-financial covenants customarily found in secured, nonrecourse financing arrangements. If the specified criteria are not satisfied, the lender may be able to escrow cash flow generated by the property securing the applicable mortgage loan. Future deterioration in market conditions could cause restrictions in our access to the cash flow of additional properties.

In addition to the incurrence of debt and the offering of equity securities, dispositions of property may serve as additional capital resources and sources of liquidity. We may recycle capital from stabilized assets or from sales of non-core hotels in secondary and tertiary markets. Capital from these types of transactions is intended to be redeployed into high growth acquisitions, share buybacks, or to pay down existing debt.

Junior Unsecured Notes Facility, Credit Facility and Term Loans

In February 2021, the Company entered into a junior unsecured notes facility (“Junior Notes”) that provided net proceeds of \$144,750 at closing. The Junior Notes bear interest at a rate of 9.50%, of which half, or 4.75%, will be paid in cash with the remaining half added to the principal of the note through March 31, 2022. The Junior Notes mature in February of 2026 and are non-callable through February 2022. The Junior Notes are callable at 104% beginning February of 2022, 102% beginning in February 2023, and at par any time beginning in February 2024.

The net proceeds of \$144,750 provided by the Junior Notes, along with a portion of the proceeds from asset sales, were used to repay amounts outstanding under the Credit Facility, the Second Term Loan, and the Third Term Loan. The Junior Notes and asset sales that closed in the first quarter of 2021 allowed the Company to execute amendments to credit agreements governing the Credit Facility, the Second Term Loan, and the Third Term Loan. These amendments eliminated term loan maturities until August of 2022, waived all financial covenants through March 31, 2022, established accommodative covenant testing methodology through December 31, 2022, enabled the Company to pay down the accrual of the Company’s preferred dividends and allow the ongoing preferred dividend accrual to be kept current, and provided additional liquidity at the Company’s discretion.

Our secured debt facilities aggregate to \$747,481, which is comprised of a \$442,404 senior secured credit facility and two secured term loans totaling \$305,077. The secured credit facility (“Credit Facility”) contains a \$192,404 secured term loan (“First Term Loan”) and a \$250,000 secured revolving line of credit (“Line of Credit”), and expires on August 10, 2022. As of December 31, 2021, we had \$118,684 outstanding under the Line of Credit. Our two additional secured term loans are \$278,846 (“Second Term Loan”) and \$26,231 (“Third Term Loan”), which mature on September 10, 2024 and August 10, 2022, respectively.

We will continue to monitor our debt maturities to manage our liquidity needs. As noted above, the Credit Facility and Third Term Loan totaling \$337,319, including the \$118,684 drawn on the Line of Credit as of December 31, 2021, will mature in August of 2022. Management intends to explore options including, but not limited to, additional asset sales, the refinancing of debt and the offering of equity or equity-linked securities prior to the maturity of the Credit Facility and the Third Term Loan in August of 2022. However, no assurances can be given that we will be successful in refinancing all or a portion of our future debt obligations due to factors beyond our control or that, if refinanced, the terms of such debt will not vary from the existing terms.

Common Share Repurchase Plan

There was no share repurchase program for the year-ended December 31, 2021.

Acquisitions

During the year ended December 31, 2021, we acquired no hotel properties. We intend to invest in additional hotels only as suitable opportunities arise and adequate sources of financing are available. We expect that future investments in hotels will depend upon and will be financed by, in whole or in part, our existing cash, the proceeds from additional issuances of common or preferred shares, proceeds from the sale of assets, issuances of Common Units, issuances of preferred units or other securities or borrowings secured by hotel assets and under our Line of Credit.

Dispositions

During the year ended December 31, 2021, we disposed of five hotel properties for an aggregate sales price of \$196,500 resulting in gain on dispositions of \$48,352. The net proceeds were used to repay existing debt.

Operating Liquidity and Capital Expenditures

Our short-term liquidity requirements generally consist of funds necessary to pay our scheduled debt service and operating expenses and capital expenditures directly associated with our hotels. We expect to meet our short-term liquidity requirements, other than the Credit Facility and Third Term Loan maturities noted above, generally through net cash provided by operations, existing cash balances and, if necessary, short-term borrowings under the Line of Credit.

To qualify as a REIT, we must distribute annually at least 90% of our taxable income. This distribution requirement limits our ability to retain earnings and requires us to raise additional capital in order to grow our business and acquire additional hotel properties. However, there is no assurance that we will be able to borrow funds or raise additional equity capital on terms acceptable to us, if at all. In addition, we cannot guarantee that we will be able to make distributions to our shareholders.

We will seek to satisfy our 2022 debt maturities and long-term liquidity requirements through the refinancing of debt as well as various sources of capital, including borrowings under the Line of Credit and through secured, non-recourse mortgage financings with respect to our unencumbered hotel properties. In addition, we may seek to raise capital through public or private offerings of our securities. Currently the markets for financing and refinancing similar loans are open and absent an event that would impact the markets broadly, the Company believes that we will be able to refinance this debt. However, given the unpredictable nature of the recovery from the impact of COVID-19, certain factors may have a material adverse effect on our ability to refinance debt with current or new lenders and access capital sources, including our degree of leverage, the value of our unencumbered hotel properties and borrowing restrictions imposed by lenders or franchisors. We will continue to analyze which source of capital is most advantageous to us at any particular point in time, but financing may not be consistently available to us on terms that are attractive, or at all. The failure to obtain a waiver or amendment, or otherwise repay the debt, could lead to an event of default, which would have a material adverse effect on our financial condition, which gives rise to substantial doubt about our ability to continue as a going concern.

At December 31, 2021, one of our mortgage borrowings failed its debt service coverage ratio ("DSCR") requirement. The lender for this mortgage has elected its right to escrow property level cash flow for the purpose of meeting future payment obligations. After considering the effect of the COVID-19 pandemic on our consolidated operations, it is possible that we could fail certain financial covenants within certain property-level mortgage borrowings. We have received financial covenant waivers from certain of our mortgage lenders, which provided us relief from financial covenants for a period of time and established accommodative covenant testing in 2022. For mortgages with financial covenants, the lenders' remedy of a covenant failure would be a requirement to escrow funds for the purpose of meeting our future debt payment obligations.

Spending on capital improvements during the year ended December 31, 2021 decreased when compared to spending on capital improvements during the year ended December 31, 2020. During the year ended December 31, 2021, we spent \$10,873 on capital expenditures to renovate, improve or replace assets at our hotels. This compares to \$26,340 during the same period in 2020. These capital expenditures were undertaken to comply with brand mandated improvements and to initiate projects that we believe will generate a return on investment. We may spend additional amounts, if necessary, to comply with the requirements of any franchise license under which any of our hotels operate and otherwise to the extent we deem such expenditures to be prudent. We are also obligated to fund the cost of certain capital improvements to our hotels.

We expect to use operating cash flow, and if necessary, borrowings under the Line of Credit, proceeds from issuances of our securities and hotel dispositions, to pay for the cost of capital improvements and furniture, fixture and equipment requirements.

CASH FLOW ANALYSIS

(dollars in thousands)

Comparison of the Years Ended December 31, 2021 and December 31, 2020

Net cash provided by and used in operating activities increased by \$73,697 from net cash used in operating activities of \$57,465 for the year ended December 31, 2020 to net cash provided by operating activities of \$16,232 for the year ended December 31, 2021. The increase in cash flow is primarily attributable to an increase in hotel property cash flow as a result of an increase in demand since the onset of the COVID-19 pandemic.

Net cash provided by investing activities for the year ended December 31, 2021 was \$151,471 compared to net cash used in investing activities of \$1,515 for the year ended December 31, 2020. The following items are the major contributing factors for the change in investing cash flows:

- An increase in comparative cash flows of \$15,467 related to a decrease in spending on capital expenditures and planned property repositioning for the year ended December 31, 2021 compared to 2020. We continue to be extremely selective with capital expenditures in an effort to preserve liquidity;
- An increase in comparative cash flows of \$143,992 from the sale of the Courtyard San Diego, the Capitol Hill Hotel, the Holiday Inn Express Cambridge, the Residence Inn Coconut Grove, and the Duane Street Hotel during the year ended December 31, 2021 compared to the sale of one hotel property sale, the Sheraton Wilmington, for the year ended December 31, 2020;

- A decrease in comparative cash flows from the receipt of \$6,338 in insurance proceeds during the year ended December 31, 2020 related to claims for property losses, and no comparable insurance proceeds during the year ended December 31, 2021;
- During the year ended December 31, 2021, we made contributions to our SB Partners, and Hiren Boston joint ventures totaling \$1,489 compared to contributions to our SB Partners and Hiren Boston joint ventures totaling \$1,125 during the year ended December 31, 2020. Partially offsetting our 2021 contributions to our joint ventures was a \$250 distribution from our SB Partners Three joint venture.

Net cash used in financing activities for the year ended December 31, 2021 was \$106,365 compared to net cash provided by financing activities for the year ended December 31, 2020 of \$45,602. The following items are the major contributing factors for the change in financing cash flow:

- The primary use of cash in 2021 was the payment of \$187,024 of outstanding borrowings under the Term Loan agreements. We received net proceeds of \$144,750 from the issuance of the Junior Notes, a portion of which, in addition to the proceeds received from the hotel dispositions noted above, were used to pay down the Term Loans;
- Payment of \$6,231 of deferred financing costs for the year ended December 31, 2021 which primarily relate to the Junior Notes issuance noted above, as compared to the payment of \$3,188 during the year ended December 31, 2020;
- A decrease in comparative cash flows as we had net draws of \$85,053 on our Line of Credit during the year ended December 31, 2020, compared to net repayments of \$14,369 during the same period in 2021;
- An increase in cash payments of \$24,254 related to dividends paid. During the year ended December 31, 2021, our executed amendments to the Credit Agreements allowed for the payment of the total arrearage of unpaid cash dividends due on each of our 6.875% Series C Cumulative Redeemable Preferred Shares, 6.50% Series D Cumulative Redeemable Preferred Shares and 6.50% Series E Cumulative Redeemable Preferred Shares of approximately \$24,173, which was paid on March 26, 2021, as well as dividends of \$6,044 on these preferred shares in April 2021, July 2021, and October 2021. During the year ended December 31, 2020 we paid dividends of \$6,044 on these preferred shares and \$12,007 on our Common Shares, Common Units and LTIP Units.

FUNDS FROM OPERATIONS
(in thousands, except share data)

The National Association of Real Estate Investment Trusts (“NAREIT”) developed Funds from Operations (“FFO”) as a non-GAAP financial measure of performance of an equity REIT in order to recognize that income-producing real estate historically has not depreciated on the basis determined under GAAP. We calculate FFO applicable to common shares and Common Units in accordance with the December 2018 Financial Standards White Paper of NAREIT, which we refer to as the White Paper. The White Paper defines FFO as net income (loss) (computed in accordance with GAAP) excluding depreciation and amortization related to real estate, gains and losses from the sale of certain real estate assets, gains and losses from change in control, and impairment write-downs of certain real estate assets and investments in entities when the impairment is directly attributable to decreases in the value of depreciable real estate held by an entity. Our interpretation of the NAREIT definition is that noncontrolling interest in net income (loss) should be added back to (deducted from) net income (loss) as part of reconciling net income (loss) to FFO. Our FFO computation may not be comparable to FFO reported by other REITs that do not compute FFO in accordance with the NAREIT definition, or that interpret the NAREIT definition differently than we do.

The GAAP measure that we believe to be most directly comparable to FFO, net income (loss) applicable to common shareholders, includes loss from the impairment of certain depreciable assets, our investment in unconsolidated joint ventures and land, depreciation and amortization expenses, gains or losses on property sales, noncontrolling interest and preferred dividends. In computing FFO, we eliminate these items because, in our view, they are not indicative of the results from our property operations.

FFO does not represent cash flows from operating activities in accordance with GAAP and should not be considered an alternative to net income as an indication of the Company’s performance or to cash flow as a measure of liquidity or ability to make distributions. We consider FFO to be a meaningful, additional measure of operating performance because it excludes the effects of the assumption that the value of real estate assets diminishes predictably over time, and because it is widely used by industry analysts as a performance measure. We show both FFO from consolidated hotel operations and FFO from unconsolidated joint ventures because we believe it is meaningful for the investor to understand the relative contributions from our consolidated and unconsolidated hotels. The display of both FFO from consolidated hotels and FFO from unconsolidated joint ventures allows for a detailed analysis of the operating performance of our hotel portfolio by management and investors. We present FFO applicable to common shares and Common Units because our Common Units are redeemable for common shares. We believe it is meaningful for the investor to understand FFO applicable to all common shares and Common Units.

The following table reconciles FFO for the periods presented to the most directly comparable GAAP measure, net income, for the same periods (*dollars in thousands*):

	Year Ended		
	December 31, 2021	December 31, 2020	December 31, 2019
Net loss applicable to common shareholders	\$ (64,347)	\$ (190,521)	\$ (27,843)
Loss allocated to noncontrolling interests	(4,672)	(22,915)	(2,178)
Loss (income) from unconsolidated joint ventures	2,292	2,938	(691)
Gain on disposition of hotel properties	(48,352)	(1,158)	—
Loss from impairment of depreciable assets	222	1,069	—
Depreciation and amortization	83,309	96,958	96,529
Funds from consolidated hotel operations applicable to common shareholders and Partnership units	(31,548)	(113,629)	65,817
(Loss) income from Unconsolidated Joint Ventures	(2,292)	(2,938)	691
Unrecognized pro rata interest in loss ⁽¹⁾	(1,053)	(1,417)	(4,247)
Depreciation and amortization of difference between purchase price and historical cost ⁽²⁾	94	83	96
Interest in depreciation and amortization of unconsolidated joint ventures ⁽³⁾	2,508	1,828	5,234
Funds from unconsolidated joint ventures operations applicable to common shareholders and Partnership units	(743)	(2,444)	1,774
Funds from Operations applicable to common shareholders and Partnership units	\$ (32,291)	\$ (116,073)	\$ 67,591
Weighted Average Common Shares and Units Outstanding			
Basic	39,089,987	38,613,563	38,907,894
Diluted	44,172,521	44,066,289	43,390,093

(1) For U.S. GAAP reporting purposes, our interest in the joint venture's loss is not recognized since our U.S. GAAP basis in the joint venture has been reduced to \$0. Our interest in EBITDA from the joint venture equals our percentage ownership in the venture.

(2) Adjustment made to add depreciation of purchase price in excess of historical cost of the assets in the unconsolidated joint venture at the time of our investment.

(3) Adjustment made to add our interest in real estate related depreciation and amortization of our unconsolidated joint ventures. Allocation of depreciation and amortization is consistent with allocation of income and loss.

INFLATION

Operators of hotel properties, in general, possess the ability to adjust room rates daily to reflect the effects of inflation. However, competitive pressures may limit the ability of our management companies to raise room rates. The Company's largest expenses are labor related costs. Wage and other expenses increase during periods of inflation and when labor shortages occur in the marketplace. There can be no guarantee we will not experience increases in the cost of labor, as the need for hospitality employees is expected to grow. In addition, suppliers pass along rising costs to us in the form of higher prices. We have the ability to pass on these increased costs associated with providing services by adjusting room rates.

CRITICAL ACCOUNTING ESTIMATES

Critical accounting estimates are those that management believes are the most important to the portrayal of our financial condition and results of operations and require the most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain, especially in light of the current economic environment due to the COVID-19 pandemic. The estimates and assumptions made by management in applying critical accounting policies have not changed materially during 2021 and 2020 and none of the estimates or assumptions have proven to be materially incorrect or resulted in our recording any significant adjustments relating to prior periods.

Investment in Hotel Properties

We review our portfolio on an on-going basis to evaluate the existence of any of the aforementioned events or changes in circumstances that would require us to test for recoverability. In general, our review of recoverability is based on an estimate

of the future undiscounted cash flows, excluding interest charges, expected to result from the property's use and eventual disposition.

Our impairment evaluation contains uncertainties because it requires management to make assumptions and to apply judgment to estimate future cash flows and asset fair values. Key assumptions used in estimating future cash flows and asset fair values include expected future operating income, as well as the holding period and the expected terminal capitalization rate. Estimates of revenue growth and operating expenses are based on third-party market data, where available and applicable to the hotel evaluated, and internal projections which consider the hotel's historical performance, hotel demand, competition and other factors that impact the hotel's performance. The terminal capitalization rate is selected based on third-party market data, recent dispositions, and what we believe a buyer would assume when determining a purchase price for the hotel. These estimates are subjective and our ability to realize future cash flows and asset fair values is affected by factors such as ongoing maintenance and improvement of the assets, changes in economic conditions and changes in operating performance.

If impairment exists due to the inability to recover the carrying value of a property, an impairment loss is recorded to the extent that the carrying value exceeds the estimated fair value of the property. As of December 31, 2021, we have determined that the estimated future cash flow of each of the properties in our portfolio is sufficient to recover its carrying value. Asset impairment charges are discussed in Note 2, Investment in Hotel Properties, to the consolidated financial statements included in Item 8 of Part II of this 10-K.

RELATED PARTY TRANSACTIONS

We have entered into a number of transactions and arrangements that involve related parties. For a description of the transactions and arrangements, please see Note 7, "Commitments and Contingencies and Related Party Transactions," to the consolidated financial statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk (in thousands, except per share data)

Our primary market risk exposure is to changes in interest rates on our variable rate debt which has not been effectively hedged with interest swaps or interest rate caps. As of December 31, 2021, we are exposed to interest rate risk with respect to variable rate borrowings under our Credit Facility, Second Term and Third Term Loans and certain variable rate mortgages and notes payable. As of December 31, 2021, we had total variable rate debt outstanding of \$281,841 with a weighted average interest rate of 2.96%. The effect of a 100 basis point increase or decrease in the interest rate on our variable rate debt outstanding as of December 31, 2021 would be an increase or decrease in our interest expense for the twelve months ended December 31, 2021 of \$2,978.

Our interest rate risk objectives are to limit the impact of interest rate fluctuations on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we manage our exposure to fluctuations in market interest rates for a portion of our borrowings through the use of fixed rate debt instruments to the extent that reasonably favorable rates are obtainable with such arrangements. We have also entered into derivative financial instruments such as interest rate swaps or caps, and in the future may enter into treasury options or locks, to mitigate our interest rate risk on a related financial instrument or to effectively lock the interest rate on a portion of our variable rate debt. As of December 31, 2021, we have an interest rate cap related to debt on Courtyard, LA Westside, Culver City, CA, and we have seven interest rate swaps related to debt on Hilton Garden Inn, 52nd Street, New York, NY; Hyatt Union Square, New York, NY; Hilton Garden Inn Tribeca, New York, NY; and our Credit Agreements. We do not intend to enter into derivative or interest rate transactions for speculative purposes.

As of December 31, 2021, approximately 78% of our outstanding consolidated long-term indebtedness is subject to fixed rates or effectively capped, while 22% of our outstanding long term indebtedness is subject to floating rates, including borrowings under our Line of Credit. The majority of our floating rate debt and any corresponding derivative instruments are indexed to various tenors of LIBOR.

On March 5, 2021, the Financial Conduct Authority ("FCA") announced that USD LIBOR will no longer be published after June 30, 2023. This announcement has several implications, including setting the spread that may be used to automatically convert contracts from LIBOR to the Secured Overnight Financing Rate ("SOFR"). Additionally, banks discontinued new LIBOR debt issuances by December 31, 2021. However, the ICE Benchmark Administration, in its capacity as administrator of LIBOR, has announced that it intends to extend publication of LIBOR (other than one-week and two-month tenors) by 18 months to June 2023.

Any changes adopted by the FCA or other governing bodies in the method used for determining LIBOR may result in a sudden or prolonged increase or decrease in reported LIBOR. If that were to occur, our interest payments could change. In addition, uncertainty about the extent and manner of future changes may result in interest rates and/or payments that are higher or lower than if LIBOR were to remain available in its current form.

Changes in market interest rates on our fixed-rate debt impact the fair value of the debt, but such changes have no impact on interest expense incurred. If interest rates rise 100 basis points and our fixed rate debt balance remains constant, we expect the fair value of our debt to decrease. The sensitivity analysis related to our fixed-rate debt assumes an immediate 100 basis point move in interest rates from their December 31, 2021 levels, with all other variables held constant. A 100 basis point increase in market interest rates would cause the fair value of our fixed-rate debt outstanding at December 31, 2021 to be approximately \$1,126,005 and a 100 basis point decrease in market interest rates would cause the fair value of our fixed-rate debt outstanding at December 31, 2021 to be approximately \$1,168,069.

We regularly review interest rate exposure on our outstanding borrowings in an effort to minimize the risk of interest rate fluctuations. For debt obligations outstanding as of December 31, 2021, the following table presents expected principal repayments and related weighted average interest rates by expected maturity dates:

	<u>Less Than 1 Year</u>	<u>1 - 3 Years</u>	<u>4 - 5 Years</u>	<u>After 5 Years</u>	<u>Total</u>
Fixed Rate Debt	\$ 240,136	\$ 420,040	\$ 188,014	\$ —	\$ 848,190
Weighted Average Interest Rate	5.25 %	6.21 %	9.50 %	N/A	5.24 %
Floating Rate Debt	\$ 26,846	\$ 84,762	\$ —	\$ 51,548	\$ 163,156
Weighted Average Interest Rate	3.46 %	3.24 %	N/A	3.10 %	3.23 %
	<u>\$ 266,982</u>	<u>\$ 504,802</u>	<u>\$ 188,014</u>	<u>\$ 51,548</u>	<u>\$ 1,011,346</u>
Line of Credit	\$ 118,684	\$ —	\$ —	\$ —	\$ 118,684
Weighted Average Interest Rate	2.50 %	N/A	N/A	N/A	2.50 %
	<u>\$ 385,666</u>	<u>\$ 504,802</u>	<u>\$ 188,014</u>	<u>\$ 51,548</u>	<u>\$ 1,130,030</u>

The table incorporates only those exposures that existed as of December 31, 2021, and does not consider exposure or positions that could arise after that date. As a result, our ultimate realized gain or loss with respect to interest rate fluctuations will depend on the exposures that arise during the future period, prevailing interest rates, and our hedging strategies at that time.

Item 8. Financial Statements and Supplementary Data

Hersha Hospitality Trust

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Trustees
Hersha Hospitality Trust:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Hersha Hospitality Trust and subsidiaries (the Company) as of December 31, 2021 and 2020, the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes and financial statement schedule III (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2021, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 23, 2022 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has significant debt maturities in August 2022 for which the Company does not have committed funding sources, which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

The assessment of consolidated hotel properties for potential impairment

As discussed in Note 1 to the consolidated financial statements, the Company tests its hotel properties for impairment whenever events or changes in circumstances indicate that the carrying value of any of the hotel properties may not be recoverable. For hotel properties that have an indication that its carrying value may not be recoverable, an undiscounted cash flow analysis is prepared using various inputs and assumptions, including estimated holding period, and expected terminal capitalization rate. The novel coronavirus (COVID-19) has reduced travel significantly and adversely affected the hospitality industry and resulted in recoverability analyses being performed on all of the Company's consolidated hotel properties, and COVID-19 has had a significant impact on the Company's ability to project future cash flows from operations and estimated holding period. Investment in hotel properties, net of accumulated depreciation, was \$1.7 billion, or 91% of total assets at December 31, 2021.

We identified the assessment of consolidated hotel properties for potential impairment as a critical audit matter. Significant auditor judgment was required to evaluate certain key assumptions, specifically, the judgments related to the Company's estimated holding period, expected terminal capitalization rate, and projected undiscounted cash flows from operations, including the effects of COVID-19 and the resulting duration of the economic effects on its properties. Changes in the key assumptions could have a significant impact on the determination of recoverability of the carrying value of the Company's investments in hotel properties.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's process over the determination of the estimated holding period, expected terminal capitalization rate and projected undiscounted cash flows from operations. We inquired of Company officials and inspected documents such as meeting minutes of the board of trustees to evaluate the likelihood that it was more-likely-than not that a property will be sold significantly before the end of its previously estimated useful life. We also read publicly available information in order to identify information regarding potential sales of the Company's properties. For certain of the properties, we also performed sensitivity analyses over the estimated holding period by changing the Company's estimates to assess the impact on the analysis. We evaluated the Company's expected terminal capitalization rates by comparing to published third party industry reports as well as certain of the Company's historical hotel property sales. For certain of the hotel properties, we performed sensitivity analyses over the estimated terminal capitalization rate by considering points within the ranges we obtained from published third party industry reports. We evaluated the Company's projected undiscounted cash flows from operations by comparing to published third-party industry reports evaluating the impact of COVID-19 on the hotel industry. We inquired and obtained representations from the Company regarding the status and evaluation of any potential disposal of properties and read minutes of the board of trustees. We corroborated that information with others in the organization who are responsible for, and have authority over, disposition activities.

/s/ KPMG LLP

We have served as the Company's auditor since 2004.

Philadelphia, Pennsylvania

February 23, 2022

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
[IN THOUSANDS, EXCEPT SHARES AND PER SHARE AMOUNTS]

	December 31, 2021	December 31, 2020
Assets:		
Investment in Hotel Properties, Net of Accumulated Depreciation	\$ 1,665,097	\$ 1,784,838
Investment in Unconsolidated Joint Ventures	5,580	6,633
Cash and Cash Equivalents	72,238	16,637
Escrow Deposits	12,707	6,970
Hotel Accounts Receivable	8,491	5,690
Due from Related Parties	2,495	2,641
Intangible Assets, Net of Accumulated Amortization of \$6,944 and \$6,840	1,335	1,739
Right of Use Assets	43,442	44,126
Other Assets	21,759	15,494
Hotel Assets Held for Sale	—	96,220
Total Assets	\$ 1,833,144	\$ 1,980,988
Liabilities and Equity:		
Line of Credit	\$ 118,684	\$ 133,053
Secured Term Loans, Net of Unamortized Deferred Financing Costs (Note 5)	496,085	681,744
Unsecured Notes Payable, Net of Unamortized Deferred Financing Costs (Note 5)	198,490	50,789
Mortgages Payable, Net of Unamortized Premium and Unamortized Deferred Financing Costs	304,614	330,848
Lease Liabilities	53,691	53,852
Accounts Payable, Accrued Expenses and Other Liabilities	43,207	58,453
Dividends and Distributions Payable	6,044	—
Due to Related Parties	1,723	—
Total Liabilities	\$ 1,222,538	\$ 1,308,739
Redeemable Noncontrolling Interests - Consolidated Joint Venture (Note 12)	2,310	—
Equity:		
Shareholders' Equity:		
Preferred Shares: \$.01 Par Value, 29,000,000 Shares Authorized, 3,000,000 Series C, 7,701,700 Series D and 4,001,514 Series E Shares Issued and Outstanding at December 31, 2021 and December 31, 2020, with Liquidation Preferences of \$25 Per Share (Note 1)	\$ 147	\$ 147
Common Shares: Class A, \$.01 Par Value, 104,000,000 Shares Authorized at December 31, 2021 and December 31, 2020; 39,325,025, and 38,843,482 Shares Issued and Outstanding at December 31, 2021 and December 31, 2020, respectively	394	389
Common Shares: Class B, \$.01 Par Value, 1,000,000 Shares Authorized, None Issued and Outstanding at December 31, 2021 and December 31, 2020	—	—
Accumulated Other Comprehensive Loss	(2,747)	(19,275)
Additional Paid-in Capital	1,155,034	1,150,985
Distributions in Excess of Net Income	(595,454)	(509,243)
Total Shareholders' Equity	557,374	623,003
Noncontrolling Interests (Note 1):	50,922	49,246
Total Equity	608,296	672,249
Total Liabilities, Redeemable Noncontrolling Interests, and Equity	\$ 1,833,144	\$ 1,980,988

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019
[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

	Year Ended December 31,		
	2021	2020	2019
Revenue:			
Hotel Operating Revenues:			
Room	\$ 237,988	\$ 142,260	\$ 424,698
Food & Beverage	31,778	15,418	65,379
Other Operating Revenues	26,100	18,765	39,591
Other Revenues	123	217	292
Total Revenues	295,989	176,660	529,960
Operating Expenses:			
Hotel Operating Expenses:			
Room	51,885	38,787	93,488
Food & Beverage	24,756	16,199	52,820
Other Operating Expenses	101,515	85,270	171,128
Hotel Ground Rent	4,400	4,301	4,581
Real Estate and Personal Property Taxes and Property Insurance	36,787	40,928	38,601
General and Administrative (including Share Based Payments of \$12,033, \$9,488, and \$10,803 for the years ended December 31, 2021, 2020, and 2019, respectively)	23,027	20,078	26,431
Acquisition and Terminated Transaction Costs	391	4,419	—
Loss on Impairment of Assets	222	1,069	—
Depreciation and Amortization	83,309	96,958	96,529
Insurance Recoveries in Excess of Property Loss	(711)	(8,960)	12
Total Operating Expenses	325,581	299,049	483,590
Operating (Loss) Income	(29,592)	(122,389)	46,370
Interest Income	15	39	253
Interest Expense	(57,549)	(53,279)	(52,205)
Other Income (Expense)	128	(522)	(584)
Gain on Disposition of Hotel Properties	48,352	1,158	—
Loss on Debt Extinguishment	(3,069)	—	(280)
Loss Before Results from Unconsolidated Joint Venture Investments and Income Taxes	(41,715)	(174,993)	(6,446)
(Loss) Income from Unconsolidated Joint Venture Investments	(2,292)	(2,938)	691
Loss Before Income Taxes	(44,007)	(177,931)	(5,755)
Income Tax Expense	(838)	(11,329)	(92)
Net Loss	(44,845)	(189,260)	(5,847)
Loss Allocated to Noncontrolling Interests - Common Units	6,824	19,698	2,366
(Income) Loss Allocated to Noncontrolling Interests - Consolidated Joint Venture	(2,152)	3,217	(188)
Preferred Distributions	(24,174)	(24,176)	(24,174)
Net Loss Applicable to Common Shareholders	\$ (64,347)	\$ (190,521)	\$ (27,843)

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS (CONTINUED)
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019
[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

	Year Ended December 31,		
	2021	2020	2019
Earnings Per Share:			
BASIC			
Loss from Continuing Operations Applicable to Common Shareholders	\$ (1.65)	\$ (4.93)	\$ (0.74)
DILUTED			
Loss from Continuing Operations Applicable to Common Shareholders	\$ (1.65)	\$ (4.93)	\$ (0.74)
Weighted Average Common Shares Outstanding:			
Basic	39,089,987	38,613,563	38,907,894
Diluted*	39,089,987	38,613,563	38,907,894

* Income allocated to noncontrolling interest in Hersha Hospitality Limited Partnership (the "Operating Partnership" or "HHLP") has been excluded from the numerator and the Class A common shares issuable upon any redemption of the Operating Partnership's common units of limited partnership interest ("Common Units") and the Operating Partnership's vested LTIP units ("Vested LTIP Units") have been omitted from the denominator for the purpose of computing diluted earnings per share because the effect of including these shares and units in the numerator and denominator would have no impact. In addition, potentially dilutive common shares, if any, have been excluded from the denominator if they are anti-dilutive to income applicable to common shareholders.

The following table summarizes potentially dilutive securities that have been excluded from the denominator for the purpose of computing diluted earnings per share:

	Year Ended December 31,		
	2021	2020	2019
Common Units and Vested LTIP Units	4,298,045	3,926,767	3,363,169
Unvested Stock Awards and LTIP Units Outstanding	395,446	971,287	651,093
Contingently Issuable Share Awards	389,043	554,672	467,937
Total Potentially Dilutive Securities Excluded from the Denominator	5,082,534	5,452,726	4,482,199

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019
[IN THOUSANDS]

	Year Ended December 31,		
	2021	2020	2019
Net Loss	\$ (44,845)	\$ (189,260)	\$ (5,847)
Change in Fair Value of Derivative Instruments	17,980	(26,431)	(4,502)
Less: Reclassification Adjustment for Change in Fair Value of Derivative Instruments Included in Net Income	366	4,083	1,007
Total Other Comprehensive Income (Loss)	\$ 18,346	\$ (22,348)	\$ (3,495)
Comprehensive Loss	(26,499)	(211,608)	(9,342)
Less: Comprehensive Loss Applicable to Noncontrolling Interests - Common Units	5,006	21,761	2,644
Less: Comprehensive (Income) Loss Applicable to Noncontrolling Interests - Consolidated Joint Venture	(2,152)	3,217	(188)
Less: Preferred Distributions	(24,174)	(24,176)	(24,174)
Comprehensive Loss Applicable to Common Shareholders	\$ (47,819)	\$ (210,806)	\$ (31,060)

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019
[IN THOUSANDS, EXCEPT SHARES AND PER SHARE AMOUNTS]

	Redeemable Noncontrolling Interests	Shareholders' Equity									Noncontrolling Interests		
		Consolidated Joint Venture (\$)	Common Shares	Class A Common Shares (\$)	Class B Common Shares (\$)	Preferred Shares	Preferred Shares (\$)	Additional Paid-In Capital (\$)	Accumulated Other Comprehensive Loss (\$)	Distributions in Excess of Net Income (\$)	Total Shareholders' Equity (\$)	Common Units and LTIP Units	Common Units and LTIP Units (\$)
Balance at December 31, 2020	—	38,843,482	389	—	14,703,214	147	1,150,985	(19,275)	(509,243)	623,003	5,392,808	49,246	672,249
Unit Conversion	—	241,545	2	—	—	—	3,024	—	—	3,026	(241,545)	(3,026)	—
Dividends and Distributions declared:													
Preferred Shares	—	—	—	—	—	—	—	—	(48,348)	(48,348)	—	—	(48,348)
Share Based Compensation:													
Grants	—	239,998	3	—	—	—	355	—	—	358	1,774,990	—	358
Amortization	—	—	—	—	—	—	2,980	—	—	2,980	—	9,708	12,688
Change in Fair Value of Derivative Instruments	—	—	—	—	—	—	—	16,528	—	16,528	—	1,818	18,346
Equity Contribution to Consolidated Joint Venture	158	—	—	—	—	—	—	—	—	—	—	—	—
Adjustment to Record Noncontrolling Interest at Redemption Value	2,310	—	—	—	—	—	(2,310)	—	—	(2,310)	—	—	(2,310)
Net Loss	(158)	—	—	—	—	—	—	—	(37,863)	(37,863)	—	(6,824)	(44,687)
Balance at December 31, 2021	2,310	39,325,025	394	—	14,703,214	147	1,155,034	(2,747)	(595,454)	557,374	6,926,253	50,922	608,296

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY (CONTINUED)
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019
[IN THOUSANDS, EXCEPT SHARES AND PER SHARE AMOUNTS]

	Redeemable Noncontrolling Interests	Shareholders' Equity									Noncontrolling Interests		
		Consolidated Joint Venture (\$)	Common Shares	Class A Common Shares (\$)	Class B Common Shares (\$)	Preferred Shares	Preferred Shares (\$)	Additional Paid-In Capital (\$)	Accumulated Other Comprehensive Income (\$)	Distributions in Excess of Net Income (\$)	Total Shareholders' Equity (\$)	Common Units and LTIP Units	Common Units and LTIP Units (\$)
Balance at December 31, 2019	3,196	38,652,650	387	—	14,703,214	147	1,144,808	1,010	(338,695)	807,657	4,279,946	64,144	871,801
Issuance Costs	—	—	—	—	—	—	(137)	—	—	(137)	—	—	(137)
Dividends and Distributions declared:													
Preferred Shares	—	—	—	—	—	—	—	—	(1,007)	(1,007)	—	—	(1,007)
Dividend Reinvestment Plan	—	1,094	—	—	—	—	14	—	—	14	—	—	14
Share Based Compensation:													
Grants	—	189,738	2	—	—	—	(2)	—	—	—	1,112,862	—	—
Amortization	—	—	—	—	—	—	3,106	—	—	3,106	—	6,863	9,969
Equity Contribution to Consolidated Joint Venture	21	—	—	—	—	—	—	—	—	—	—	—	—
Change in Fair Value of Derivative Instruments	—	—	—	—	—	—	—	(20,285)	—	(20,285)	—	(2,063)	(22,348)
Adjustment to Record Noncontrolling Interest at Redemption Value	(3,196)	—	—	—	—	—	3,196	—	—	3,196	—	—	3,196
Net Loss	(21)	—	—	—	—	—	—	—	(169,541)	(169,541)	—	(19,698)	(189,239)
Balance at December 31, 2020	—	38,843,482	389	—	14,703,214	147	1,150,985	(19,275)	(509,243)	623,003	5,392,808	49,246	672,249

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY (CONTINUED)
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019
[IN THOUSANDS, EXCEPT SHARES AND PER SHARE AMOUNTS]

	Redeemable Noncontrolling Interests	Shareholders' Equity									Noncontrolling Interests		
		Consolidated Joint Venture (\$)	Common Shares	Class A Common Shares (\$)	Class B Common Shares (\$)	Preferred Shares	Preferred Shares (\$)	Additional Paid-In Capital (\$)	Accumulated Other Comprehensive Income (\$)	Distributions in Excess of Net Income (\$)	Total Shareholders' Equity (\$)	Common Units and LTIP Units	Common Units and LTIP Units (\$)
Balance at December 31, 2018	2,708	39,458,626	395	—	14,703,214	147	1,155,776	4,227	(267,740)	892,805	3,749,665	62,010	954,815
Repurchase of Common Shares	—	(933,436)	(9)	—	—	—	(14,277)	—	—	(14,286)	—	—	(14,286)
Dividends and Distributions declared:													
Common Shares (\$1.12 per share)	—	—	—	—	—	—	—	—	(43,600)	(43,600)	—	—	(43,600)
Preferred Shares	—	—	—	—	—	—	—	—	(24,174)	(24,174)	—	—	(24,174)
Common Units (\$1.12 per share)	—	—	—	—	—	—	—	—	—	—	—	(2,314)	(2,314)
LTIP Units (\$1.12 per share)	—	—	—	—	—	—	—	—	—	—	—	(2,601)	(2,601)
Dividend Reinvestment Plan	—	3,760	—	—	—	—	60	—	—	60	—	—	60
Share Based Compensation:													
Grants	—	123,700	1	—	—	—	675	—	—	676	530,281	—	676
Amortization	—	—	—	—	—	—	3,062	—	—	3,062	—	9,693	12,755
Equity Contribution to Consolidated Joint Venture	300	—	—	—	—	—	—	—	—	—	—	—	—
Change in Fair Value of Derivative Instruments	—	—	—	—	—	—	—	(3,217)	—	(3,217)	—	(278)	(3,495)
Adjustment to Record Noncontrolling Interest at Redemption Value	488	—	—	—	—	—	(488)	—	—	(488)	—	—	(488)
Net Income (Loss)	(300)	—	—	—	—	—	—	—	(3,181)	(3,181)	—	(2,366)	(5,547)
Balance at December 31, 2019	3,196	38,652,650	387	—	14,703,214	147	1,144,808	1,010	(338,695)	807,657	4,279,946	64,144	871,801

The Accompanying Notes are an Integral Part of These Consolidated Financial Statement

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019
[IN THOUSANDS]

	Year Ended December 31,		
	2021	2020	2019
Operating Activities:			
Net Loss	\$ (44,845)	\$ (189,260)	\$ (5,847)
Adjustments to Reconcile Net Loss to Net Cash Provided by Operating Activities:			
Gain on Disposition of Hotel Properties	(48,352)	(1,158)	—
Loss on Impairment of Assets	222	5,488	—
Insurance Recoveries in Excess of Property Loss	(711)	(8,960)	12
Junior Note PIK Interest Added to Principal	6,239	—	—
Deferred Taxes	—	11,290	(312)
Depreciation	82,973	96,527	95,982
Amortization	5,314	3,540	2,137
Loss on Debt Extinguishment	634	—	280
Equity in Loss (Income) of Unconsolidated Joint Ventures	2,292	2,938	(691)
Loss Recognized on Change in Fair Value of Derivative Instrument	366	4,084	1,007
Share Based Compensation Expense	12,033	9,488	10,803
Distributions from Unconsolidated Joint Ventures	—	—	728
Proceeds Received for Business Interruption Insurance Claims, net	—	4,411	—
Change in Assets and Liabilities:			
(Increase) Decrease in:			
Hotel Accounts Receivable	(2,801)	3,523	1,028
Other Assets	(6,781)	7,738	(1,476)
Due from Related Parties	146	3,472	(2,819)
(Decrease) Increase in:			
Due to Related Parties	1,723	—	—
Accounts Payable, Accrued Expenses and Other Liabilities	7,780	(10,586)	2,280
Net Cash Provided by (Used in) Operating Activities	\$ 16,232	\$ (57,465)	\$ 103,112
Investing Activities:			
Capital Expenditures	(10,873)	(26,340)	(48,936)
Cash Paid for Hotel Development Projects	—	21	(152)
Proceeds from Disposition of Hotel Properties	163,583	19,591	—
Contributions to Unconsolidated Joint Ventures	(1,489)	(1,125)	(6,100)
Proceeds from Insurance Claims	—	6,338	—
Distributions from Unconsolidated Joint Ventures	250	—	1,622
Net Cash Provided by (Used in) Investing Activities	\$ 151,471	\$ (1,515)	\$ (53,566)

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019
[IN THOUSANDS]

	Year Ended December 31,		
	2021	2020	2019
Financing Activities:			
Borrowings on Line of Credit	\$ 13,500	\$ 88,000	\$ 38,000
Repayment of Borrowings Under Line of Credit	(27,869)	(2,947)	—
Payments on Term Loans	(187,024)	(16,395)	—
Principal Repayment of Mortgages	(24,186)	(1,684)	(57,418)
Proceeds from Mortgages and Notes Payable	167,750	—	56,469
Deferred Financing Costs	(6,231)	(3,188)	(3,198)
Cash Paid for Debt Extinguishment	—	—	(210)
Repurchase of Common Shares	—	—	(14,195)
Dividends Paid on Common Shares	—	(10,809)	(43,760)
Dividends Paid on Preferred Shares	(42,305)	(6,044)	(24,173)
Distributions Paid on Common Units and LTIP Units	—	(1,198)	(4,768)
Other Financing Activities	—	(133)	(91)
Net Cash (Used in) Provided by Financing Activities	\$ (106,365)	\$ 45,602	\$ (53,344)
Net Increase (Decrease) in Cash and Cash Equivalents	\$ 61,338	\$ (13,378)	\$ (3,798)
Cash, Cash Equivalents, and Restricted Cash - Beginning of Period	23,607	36,985	40,783
Cash, Cash Equivalents, and Restricted Cash - End of Period	\$ 84,945	\$ 23,607	\$ 36,985

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019
[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Hersha Hospitality Trust (“we” or the “Company”) was formed in May 1998 as a self-administered, Maryland real estate investment trust. We have elected to be taxed and expect to continue to elect to be taxed as a real estate investment trust, or REIT, for federal income tax purposes.

The Company owns a controlling general partnership interest in Hersha Hospitality Limited Partnership (“HHLP” or the “Partnership”), which owns a 99% limited partnership interest in various subsidiary partnerships. Hersha Hospitality, LLC (“HLLC”), a Virginia limited liability company, owns a 1% general partnership interest in the subsidiary partnerships and the Partnership is the sole member of HLLC.

The Partnership owns a taxable REIT subsidiary (“TRS”), 44 New England Management Company (“44 New England” or “TRS Lessee”), which leases certain of the Company’s hotels.

Hersha’s common shares of beneficial interest trade on the New York Stock Exchange (“the NYSE”) under the ticker symbol “HT,” its 6.875% Series C Cumulative Redeemable Preferred Shares of Beneficial Interest trade on the NYSE under the ticker symbol “HT PRC,” its 6.500% Series D Cumulative Redeemable Preferred Shares of Beneficial Interest trade on the NYSE under the ticker symbol “HT PRD,” and its 6.500% Series E Cumulative Redeemable Preferred Shares of Beneficial Interest trade on the NYSE under the ticker symbol “HT PRE.”

As of December 31, 2021, the Company, through the Partnership and subsidiary partnerships, wholly owned 32 limited and full service hotels. All of the wholly owned hotel facilities are leased to the Company’s TRS, 44 New England.

In addition to the wholly owned hotel properties, as of December 31, 2021, the Company owned a consolidated joint venture interest in one property and an unconsolidated joint venture interest in three properties. The properties owned by the joint ventures are leased to a TRS owned by the joint venture or to an entity owned by the joint venture partners and 44 New England. The following table lists the properties owned by these joint ventures:

Joint Venture	Ownership Interest	Property	Location	Lessee/Sublessee
<i>Consolidated Joint Ventures</i>				
Hersha Holding RC Owner, LLC	85%	Ritz-Carlton	Coconut Grove, FL	Hersha Holding RC Lessee, LLC
<i>Unconsolidated Joint Ventures</i>				
SB Partners, LLC	50%	Holiday Inn Express	South Boston, MA	South Bay Sandeep, LLC
Hiren Boston, LLC	50%	Courtyard	South Boston, MA	South Bay Boston, LLC
SB Partners Three, LLC	50%	Home2 Suites	South Boston, MA	SB Partners Three Lessee, LLC

Our properties are managed by eligible independent management companies, including Hersha Hospitality Management, LP (“HHMLP”). HHMLP is owned in part by certain of our trustees and executive officers and other unaffiliated third party investors as defined by the Internal Revenue Code.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Principles of Consolidation and Presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") and include all of our accounts as well as accounts of the Partnership, subsidiary partnerships and our wholly owned TRS Lessee. All significant inter-company amounts have been eliminated.

Consolidated properties are either wholly owned or owned less than 100% by the Partnership and are controlled by the Company as general partner of the Partnership. Properties owned in joint ventures are also evaluated for consolidation. Entities are consolidated if the determination is made that we are the primary beneficiary in a variable interest entity ("VIE") or we maintain control of the asset through our voting interest or other rights in the operation of the entity. To determine if we are the primary beneficiary of a VIE, we evaluate whether we have a controlling financial interest in that VIE. An enterprise is deemed to have a controlling financial interest if it has i) the power to direct the activities of a variable interest entity that most significantly impacts the entity's economic performance, and ii) the obligation to absorb losses of the VIE that could be significant to the VIE or the rights to receive benefits from the VIE that could be significant to the VIE. Control can also be demonstrated by the ability of a member to manage day-to-day operations, refinance debt and sell the assets of the partnerships without the consent of the other member and the inability of the members to replace the managing member. Based on our examination, the following entities were determined to be VIE's: HHLP; South Bay Boston, LLC; SB Partners Three Lessee, LLC; Hersha Holding RC Owner, LLC; Hersha Statutory Trust I; and Hersha Statutory Trust II. The Company's most significant asset is its investment in HHLP, and consequently, substantially all of the Company's assets and liabilities represent those assets and liabilities of HHLP. South Bay Boston, LLC and SB Partners Three Lessee, LLC, are consolidated by the respective lessors, the primary beneficiaries. Hersha Holding RC Owner, LLC is the owner entity of the Ritz Carlton Coconut Grove and is a VIE. HHLP is considered the primary beneficiary of the VIE and consolidates the joint venture with the minority owner interest presented as part of redeemable noncontrolling interest within the Consolidated Balance Sheets. Hersha Statutory Trust I and Hersha Statutory Trust II are VIEs but HHLP is not the primary beneficiary in these entities. Accordingly, the accounts of Hersha Statutory Trust I and Hersha Statutory Trust II are not consolidated.

Segment Reporting

We allocate resources and assess operating performance based on individual hotels and consider each one of our hotels to be an operating segment. No operating segment, individually, meets the threshold for a reportable segment as defined within ASC Topic 280 – Segment Reporting, nor do they fully satisfy the requisite aggregation criteria therein. As a result, the Company does not present separate operating segment information within the Notes to the Consolidated Financial Statements.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Although we believe the assumptions and estimates we made are reasonable and appropriate, as discussed in the applicable sections throughout these Consolidated Financial Statements, different assumptions and estimates could materially impact our reported results.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment in Hotel Properties

Investment purchases of hotel properties and identifiable intangible assets that are not businesses are accounted for as asset acquisitions and recorded at relative fair value based upon total accumulated cost of the acquisition. Direct acquisition-related costs are capitalized as a component of the acquired assets. Property and equipment purchased after the hotel acquisition date is recorded at cost. The Company's investments in hotel properties are carried at cost and are depreciated using the straight-line method over the following estimated useful lives:

Building and Improvements	7 to 40 years
Furniture, Fixtures and Equipment	2 to 7 years

Based on the occurrence of certain events or changes in circumstances, we review the recoverability of each hotel property's carrying value. Such events or changes in circumstances include the following:

- a significant decrease in the market price of a long-lived asset;
- a significant adverse change in the extent or manner in which a long-lived asset is being used or in its physical condition;
- a significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset, including an adverse action or assessment by a regulator;
- an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset;
- a current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset; and
- a current expectation that, it is more likely than not that, a long-lived asset will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.

We review our portfolio on an ongoing basis to evaluate the existence of any of the aforementioned events or changes in circumstances that would require us to test for recoverability. In general, our review of recoverability is based on an estimate of the future undiscounted cash flows, excluding interest charges, expected to result from the property's use and eventual disposition. These estimates consider factors such as expected future operating income, market and other applicable trends and residual value expected, as well as the effects of hotel demand, competition and other factors. Other assumptions used in the review of recoverability include the holding period and expected terminal capitalization rate. If impairment exists due to the inability to recover the carrying value of a property, an impairment loss is recorded to the extent that the carrying value exceeds the estimated fair value of the property. We are required to make subjective assessments as to whether there are impairments in the values of our investments in hotel properties.

We consider a hotel to be held for sale when management and our independent trustees commit to a plan to sell the property, the property is available for sale, management engages in an active program to locate a buyer for the property and it is probable the sale will be completed within a year of the initiation of the plan to sell.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment in Unconsolidated Joint Ventures

If it is determined that we do not have a controlling interest in a joint venture, either through our financial interest in a VIE or our voting interest in a voting interest entity, and we have the ability to exercise significant influence over the operating and financial policies of the joint venture, the equity method of accounting is used. Under this method, the investment, originally recorded at cost, is adjusted to recognize our share of net earnings or losses of the affiliates as they occur, limited to the extent of our investment in, advances to and commitments for the investee. Pursuant to our joint venture agreements, allocations of profits and losses of some of our investments in unconsolidated joint ventures may be allocated disproportionately as compared to nominal ownership percentages due to specified preferred return rate thresholds. See Note 3 – Investment in Unconsolidated Joint Ventures for a more detailed explanation of the methodology used in determining the allocation of profits and losses within our joint ventures.

The Company periodically reviews the carrying value of its investment in unconsolidated joint ventures to determine if circumstances indicate impairment to the carrying value of the investment that is other than temporary. When an impairment indicator is present, we will estimate the fair value of the investment. Our estimate of fair value takes into consideration factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. This determination requires significant estimates by management, including the expected cash flows to be generated by the assets owned and operated by the joint venture. To the extent impairment has occurred and the impairment is considered other than temporary, the loss will be measured as the excess of the carrying amount over the fair value of our investment in the unconsolidated joint venture.

Cash and Cash Equivalents

Cash and cash equivalents represent cash on hand and in banks plus short-term investments with an initial maturity of three months or less when purchased.

Escrow Deposits

Escrow deposits include reserves for debt service, working capital, real estate taxes, and insurance and reserves for furniture, fixtures, and equipment replacements, as required by certain mortgage debt agreement restrictions and provisions.

Hotel Accounts Receivable

Hotel accounts receivable consists primarily of meeting and banquet room rental and hotel guest receivables. The Company generally does not require collateral. Ongoing credit evaluations are performed and potential losses from uncollectible accounts are written off against revenue when they are estimated to be uncollectible.

Deferred Financing Costs

Deferred financing costs are recorded at cost and amortized over the terms of the related indebtedness using the effective interest method. Deferred financing costs associated with our line of credit are recorded within the Other Assets line item in our Consolidated Balance Sheets. Deferred financing costs associated with our term loans, mortgage debt, and unsecured notes are recorded as contra-liabilities within each respective line item on our Consolidated Balance Sheets. All amortization of deferred financing costs is presented within the Interest Expense line on our Consolidated Statements of Operations.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Due from/to Related Parties

Due from/to Related Parties represents current receivables and payables resulting from transactions related to hotel management and project management with affiliated entities. Amounts due from related parties result primarily from advances of shared costs incurred. Amounts due to related parties result primarily from hotel management and project management fees incurred. Both due to and due from related parties are generally settled within a period not to exceed one year.

Intangible Assets and Liabilities

Intangible assets primarily consist of leasehold intangibles for in-place leases at the time of hotel acquisition and deferred franchise fees. The leasehold intangibles are amortized over the remaining lease term. Deferred franchise fees are amortized using the straight-line method over the life of the franchise agreement.

Intangible liabilities consist of leasehold intangibles for in-place leases at the time of hotel acquisition. The leasehold intangibles are amortized over the remaining lease term. Intangible liabilities are included in the accounts payable, accrued expenses and other liabilities on the Company's consolidated balance sheets.

Development Project Capitalization

We have opportunistically engaged in the development and re-development of hotel assets. We capitalize expenditures related to hotel development projects and renovations, including indirect costs such as interest expense, real estate taxes and utilities related to hotel development projects and renovations.

Preferred Shares

The Declaration of Trust authorizes our Board of Trustees to classify any unissued preferred shares and to reclassify any previously classified but unissued preferred shares of any series from time to time in one or more series, as authorized by the Board of Trustees. Prior to issuance of shares of each series, the Board of Trustees is required by Maryland REIT Law and our Declaration of Trust to set for each such series, subject to the provisions of our Declaration of Trust regarding the restriction on transfer of shares of beneficial interest, the terms, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms or conditions of redemption for each such series. Thus, our Board of Trustees could authorize the issuance of additional preferred shares with terms and conditions which could have the effect of delaying, deferring or preventing a transaction or a change in control in us that might involve a premium price for holders of common shares or otherwise be in their best interest.

Noncontrolling Interest

We define a noncontrolling interest as the portion of equity in a subsidiary not attributable, directly or indirectly, to a parent. Such noncontrolling interests are reported on the consolidated balance sheets within equity, but separately from the shareholders' equity. Revenues, expenses and net income or loss attributable to both the Company and noncontrolling interests are reported on the consolidated statements of operations.

Noncontrolling interest in the Partnership represents the limited partner's proportionate share of the equity of the Partnership. Income (loss) is allocated to noncontrolling interest in accordance with the weighted average percentage ownership of the Partnership during the period. At the end of each reporting period the appropriate adjustments to the income (loss) are made based upon the weighted average percentage ownership of the Partnership during the period. Our ownership interest in the Partnership as of December 31, 2021, 2020 and 2019 was 85.0%, 87.8%, and 90.0%, respectively.

Securities that are redeemable for cash or other assets at the option of the holder, or not solely within the control of the issuer, are classified outside of permanent equity in the consolidated balance sheet and have been adjusted to their approximate redemption values, after the attribution of net income or loss. The Company makes this determination based on terms in applicable agreements, specifically in relation to redemption provisions. Additionally, with respect to noncontrolling interests for which the Company has a choice to settle the contract by delivery of its own shares, the Company considers the guidance in US GAAP to evaluate whether the Company controls the actions or events necessary to issue the maximum number of common shares that could be required to be delivered at the time of settlement of the contract.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

We classify the noncontrolling interests of our common units of limited partnership interest in HHLP ("Common Units"), and Long Term Incentive Plan Units ("LTIP Units") as equity. LTIP Units are a separate class of limited partnership interest in the Operating Partnership that are convertible into Common Units under certain circumstances. In accordance with the partnership agreement of the Partnership, holders of these units may redeem them for cash unless we, in our sole and absolute discretion, elect to issue common shares on a one-for-one basis in lieu of paying cash.

Net income or loss attributed to Common Units and LTIP Units, as well as the net income or loss related to the noncontrolling interests of our consolidated variable interest entity, is included in net income or loss in the consolidated statements of operations. Net income or loss attributed to the Common Units, LTIP Units, and the noncontrolling interests of our consolidated joint ventures is excluded from net income or loss applicable to common shareholders in the consolidated statements of operations.

Stock Based Compensation

We measure the cost of employee service received in exchange for an award of equity instruments based on the grant-date fair value of the award. The compensation cost is amortized on a straight line basis over the period during which an employee is required to provide service in exchange for the award. The compensation cost related to performance awards that are contingent upon market-based criteria being met is recorded at the fair value of the award on the date of the grant and amortized over the performance period.

Derivatives and Hedging

The Company's objective in using derivatives is to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps and interest rate caps as part of its cash flow hedging strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts in exchange for fixed-rate payments over the life of the agreements without exchange of the underlying principal amount. Interest rate caps designated as cash flow hedges limit the Company's exposure to increased cash payments due to increases in variable interest rates.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Liquidity and Management's Plan

Due to the COVID-19 pandemic and the effects of travel restrictions both globally and in the United States, the hospitality industry has experienced drastic drops in demand as a result of government mandates, health official recommendations, corporate policy changes and individual responses. We believe the ongoing effects of the COVID-19 pandemic on our operations have had, and will continue to have a material negative impact on our financial results and liquidity, and such negative impact may continue beyond the containment of the pandemic.

In February of 2021, we entered into an unsecured notes facility that provided net proceeds of \$144,750. The proceeds, along with a portion of the proceeds from asset sales, were used to repay amounts outstanding under our senior secured credit facility and our secured term loans and allowed us to negotiate amendments to this senior facility. The amendments to the senior secured credit facility and secured term loans eliminated term loan maturities until August of 2022, waived all financial covenants through March 31, 2022, established accommodative covenant testing methodology through December 31, 2022, enabled the Company to pay down the accrual of the Company's preferred dividends, allow the ongoing preferred dividend accrual to be kept current, and provided additional liquidity to be used at the Company's discretion.

Two of our secured term loans totaling \$218,635, as well as our Line of Credit, which has \$118,684 drawn as of December 31, 2021, will mature in August of 2022. In addition, it is possible that we could breach certain of our Credit Agreement covenants in 2022, which could lead to potential acceleration of amounts due under our Credit Agreements. Management intends to explore options including, but not limited to, additional asset sales, the refinancing of debt and the offering of equity or equity-linked securities prior to the maturity of these term loans in August of 2022, or an event of default. Currently the markets for financing and refinancing similar loans are open and absent an event that would impact the markets broadly, the Company believes that we will be able to refinance this debt or obtain a waiver prior to a default. However, given the unpredictable nature of the recovery from the impact of COVID-19, there can be no assurance that we will be able to obtain a waiver or amendment in a timely manner, or on acceptable terms, if at all. The failure to obtain a waiver or amendment, or otherwise repay the debt, could lead to an event of default, which would have a material adverse effect on our financial condition, which gives rise to substantial doubt about our ability to continue as a going concern.

We cannot assure you that our assumptions used to estimate our liquidity requirements will be correct because the lodging industry has not previously experienced such an abrupt and drastic reduction in hotel demand, and as a consequence, our ability to be predictive is uncertain. In addition, the magnitude, duration, and speed of the pandemic is uncertain and we cannot estimate when travel demand will recover.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition

We recognize revenue for all consolidated hotels as hotel operating revenue when earned. Revenues are recorded net of any sales or occupancy tax collected from our guests. We participate in frequent guest programs sponsored by the brand owners of our hotels and we expense the charges associated with those programs, as incurred. Hotel operating revenues are disaggregated on the face of the consolidated statement of operations into the categories of rooms revenue, food and beverage revenue, and other to demonstrate how economic factors affect the nature, amount, timing, and uncertainty of revenue and cash flows.

Room revenue is generated through contracts with customers whereby the customers agree to pay a daily rate for right to use a hotel room. The customer is provided the room and revenue is recognized daily at the contract rate. Payment from the customer is generally secured at the end of the contract upon check-out by the customer from our hotel. The Company records advanced deposits when a customer or group of customers provides a deposit for a future stay at our hotels. Advanced deposits for room revenue are included in the balance of Accounts Payable, Accrued Expenses and Other Liabilities on the Consolidated Balance Sheet. Advanced deposits are recognized as revenue at the time of the guest's stay. The Company notes no significant judgments regarding the recognition of room revenue.

Food and beverage revenue is generated through contracts with customers whereby the customer agrees to pay a contract rate for restaurant dining services or banquet services. The Company's contract performance obligations are fulfilled at the time that the meal is provided to the customer or when the banquet facilities and related dining amenities are provided to the customer. The Company recognizes food and beverage revenue upon the fulfillment of the contract with the customer. The Company records contract liabilities in the form of advanced deposits when a customer or group of customers provides a deposit for a future banquet event at our hotels. Advanced deposits for food and beverage revenue are included in the balance of Accounts Payable, Accrued Expenses and Other Liabilities on the Consolidated Balance Sheet. Advanced deposits for banquet services are recognized as revenue following the completion of the banquet services. The Company notes no significant judgments regarding the recognition of food and beverage revenue.

Other revenues consist primarily of fees earned for asset management services provided to hotels we own through unconsolidated joint ventures. Fees are earned as a percentage of hotel revenue and are recorded in the period earned to the extent of the noncontrolling interest ownership.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

The Company has elected to be taxed as a REIT under applicable provisions of the Internal Revenue Code of 1986, as amended, or the Code, and intends to continue to qualify as a REIT. In general, under such provisions, a trust which has made the required election and, in the taxable year, meets certain requirements and distributes to its shareholders at least 90% of its REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gains, will not be subject to federal income tax to the extent of the income which it distributes. Earnings and profits, which determine the taxability of dividends to shareholders, differ from net income reported for financial reporting purposes due primarily to differences in depreciation of hotel properties for federal income tax purposes.

Deferred income taxes relate primarily to the TRS Lessee and are accounted for using the asset and liability method. Under this method, deferred income taxes are recognized for temporary differences between the financial reporting bases of assets and liabilities of the TRS Lessee and their respective tax bases and for their operating loss and tax credit carry forwards based on enacted tax rates expected to be in effect when such amounts are realized or settled. However, deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on consideration of available evidence, including tax planning strategies and other factors.

The Company may recognize a tax benefit from an uncertain tax position when it is more-likely-than-not (defined as a likelihood of more than 50%) that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. If a tax position does not meet the more-likely-than-not recognition threshold, despite the Company's belief that its filing position is supportable, the benefit of that tax position is not recognized in the statements of operations. The Company recognizes interest and penalties, as applicable, related to unrecognized tax benefits as a component of income tax expense. The Company recognizes unrecognized tax benefits in the period that the uncertainty is eliminated by either affirmative agreement of the uncertain tax position by the applicable taxing authority, or by expiration of the applicable statute of limitation. For the years ended December 31, 2021, 2020 and 2019, the Company did not record any uncertain tax positions. As of December 31, 2021, with few exceptions, the Company is subject to tax examinations by federal, state, and local income tax authorities for years 2003 through 2021.

New Accounting Pronouncements

In March 2020, the Financial Accounting Standards Board ("FASB") issued ASU No. 2020-4, Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting and in January 2021, the FASB issued 2021-01, Reference Rate Reform (Topic 848), Scope, which further clarified the scope of the reference rate reform optional practical expedients and exceptions outlined in Topic 848. As a result of identified structural risks of interbank offered rates, in particular, the London Interbank Offered Rate (LIBOR), reference rate reform is underway to identify alternative reference rates that are more observable or transaction based. The update provides guidance in accounting for changes in contracts, hedging relationships, and other transactions as a result of this reference rate reform. The provisions of these updates that will most likely affect our financial reporting process related to modifications of contracts with lenders and the related hedging contracts associated with each respective modified borrowing contract. In general, the provisions of these updates would impact the Company by allowing, among other things, the following:

- Allowing modifications of debt contracts with lenders that fall under the guidance of ASC Topic 470 to be accounted for as a non-substantial modification and not be considered a debt extinguishment.
- Allowing a change to contractual terms of a hedging instrument in conjunction with reference rate reform to not require a dedesignation of the hedging relationship.
- Allowing a change to the interest rate used for margining, discounting, or contract price alignment for a derivative that is a cash flow hedge to not be considered a change to the critical terms of the hedge and will not require a dedesignation of the hedging relationship.

We have not entered into any contract modifications yet, as it directly relates to reference rate reform but we anticipate having to undertake such modifications in the future as a majority of our contracts with lenders and hedging counterparties are indexed to LIBOR. Some debt contract modifications will occur in the normal course of business and will include other changes in the terms, for which we do not anticipate that this accounting relief will be applicable. However, we anticipate that other debt contract modifications will occur prior to the phase of LIBOR on June 30, 2023 specifically to address the LIBOR transition, for which we will be able to apply the accounting relief.

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NOTE 2 – INVESTMENT IN HOTEL PROPERTIES

Investment in hotel properties consists of the following at December 31, 2021 and December 31, 2020:

	<u>December 31, 2021</u>	<u>December 31, 2020</u>
Land	\$ 478,412	\$ 488,463
Buildings and Improvements	1,560,768	1,611,144
Furniture, Fixtures and Equipment	274,802	281,440
Construction in Progress	1,784	987
	<u>2,315,766</u>	<u>2,382,034</u>
Less Accumulated Depreciation	<u>(650,669)</u>	<u>(597,196)</u>
Total Investment in Hotel Properties*	<u>\$ 1,665,097</u>	<u>\$ 1,784,838</u>

*The net book value of investment in hotel property at Ritz Coconut Grove, which is a variable interest entity, is \$39,577 and \$42,487 at December 31, 2021 and December 31, 2020, respectively.

Depreciation expense on hotel properties was \$82,668, \$96,216 and \$95,673 for the years ended December 31, 2021, 2020 and 2019, respectively.

During the years ended December 31, 2021 and December 31, 2020, we acquired no hotel properties.

Property Damage from Natural Disaster

During September 2017, all six of our hotels located in South Florida incurred property damage and an interruption of business operations as a result of Hurricane Irma. During the year ended December 31, 2020, we closed our remaining open claim and recorded a net gain in excess of estimated insurance recoveries of \$8,147.

During the year ended December 31, 2021, we received net proceeds of \$961 for a business interruption claim as a result of COVID-19.

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NOTE 2 – INVESTMENT IN HOTEL PROPERTIES (CONTINUED)

Hotel Dispositions

During the years ended December 31, 2020 and December 31, 2021, we had the following hotel dispositions:

Hotel	Acquisition Date	Disposition Date	Consideration	Gain on Disposition
Courtyard San Diego, CA	5/30/2013	2/19/2021	\$ 64,500	\$ 5,032
The Capitol Hill Hotel Washington, DC	4/15/2011	3/9/2021	51,000	12,975
Holiday Inn Express Cambridge, MA	5/3/2006	3/9/2021	32,000	20,280
Residence Inn Miami Coconut Grove, FL	6/12/2013	3/10/2021	31,000	9,996
Duane Street Hotel (1)	1/4/2008	5/13/2021	18,000	—
2021 Total				\$ 48,283
Sheraton Wilmington South, DE	12/21/2010	12/1/2020	\$ 19,500	\$ 1,158
2020 Total				\$ 1,158

(1) During 2020, the Company determined that the carrying value of the Duane Street hotel exceeded the anticipated net proceeds from sale, resulting in a \$1,069 impairment charge recorded during the year ended December 31, 2020. We recorded an additional impairment charge of \$147 prior to the disposition of the hotel property during the year ended December 31, 2021.

Assets Held For Sale

We classified the assets of the Duane Street Hotel, the Residence Inn Coconut Grove and the Courtyard San Diego as held for sale as of December 31, 2020. The sales of these hotels closed during the year ended December 31, 2021.

The table below shows the balances for the properties that were classified as assets held for sale as of December 31, 2020:

	December 31, 2020
Land	\$ 28,015
Buildings and Improvements	93,314
Furniture, Fixtures and Equipment	15,469
	136,798
Less Accumulated Depreciation	(40,578)
Assets Held for Sale	\$ 96,220

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NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES

As of December 31, 2021 and December 31, 2020 our investment in unconsolidated joint ventures consisted of the following:

<u>Joint Venture</u>	<u>Hotel Properties</u>	<u>Percent Owned</u>	<u>December 31, 2021</u>	<u>December 31, 2020</u>
Cindat Hersha Owner JV, LLC	Hilton and IHG branded hotels in NYC	31 % *\$	—	—
Hiren Boston, LLC	Courtyard by Marriott, South Boston, MA	50 %	189	219
SB Partners, LLC	Holiday Inn Express, South Boston, MA	50 %	—	—
SB Partners Three, LLC	Home2 Suites, South Boston, MA	50 %	5,391	6,414
			<u>\$ 5,580</u>	<u>\$ 6,633</u>

*On February 7, 2021, all of the assets of the properties owned by this joint venture were transferred to the mezzanine lender of Cindat Hersha Owner JV, LLC. As a result, upon dissolution of the venture, we no longer maintain an interest in this venture.

Effective August 1, 2021, HHLP entered into Asset Management Agreements with the joint venture investments at the Courtyard by Marriott, South Boston, Holiday Inn Express, South Boston, and Home2 Suites, South Boston properties whereby it provides asset management services. Fees for these services are calculated as 1.0% of operating revenues, which we recognize as income in other revenues on the consolidated statement of operations.

Income/Loss Allocation

Prior to February 7, 2021, based on the income allocation methodology within Cindat Hersha Owner JV, LLC, the Company had absorbed cumulative losses equal to our accounting basis in the joint venture resulting in a \$0 investment balance in the table above as of December 31, 2021 and December 31, 2020.

For SB Partners, LLC, Hiren Boston, LLC, and SB Partners Three, LLC, income or loss is allocated to us and our joint venture partners consistent with the allocation of cash distributions in accordance with the joint venture agreements. This results in an income allocation consistent with our percentage of ownership interests. When we absorb cumulative losses equal to our accounting basis in the joint venture, our investment balance is \$0 as presented in the table above.

Any difference between the carrying amount of any of our investments noted above and the underlying equity in net assets is amortized over the expected useful lives of the properties and other intangible assets.

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NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES (CONTINUED)

Loss (income) recognized during the years ended December 31, 2021, 2020 and 2019, for our investments in unconsolidated joint ventures is as follows:

	Year Ended December 31,		
	2021	2020	2019
Cindat Hersha Owner JV, LLC	\$ (229)	\$ —	\$ —
Hiren Boston, LLC	(1,104)	(1,741)	155
SB Partners, LLC	(185)	(600)	626
SB Partners Three, LLC	(774)	(597)	(90)
(Loss) Income from Unconsolidated Joint Venture Investments	\$ (2,292)	\$ (2,938)	\$ 691

The following tables set forth the total assets, liabilities, equity and components of net income or loss, including the Company's share, related to the unconsolidated joint ventures discussed above as of December 31, 2021 and December 31, 2020 and for the years ended December 31, 2021, 2020 and 2019.

Balance Sheets

	December 31, 2021	December 31, 2020
Assets		
Investment in Hotel Properties, Net	\$ 64,096	\$ 581,452
Other Assets	15,649	32,048
Total Assets	\$ 79,745	\$ 613,500
Liabilities and Equity		
Mortgages and Notes Payable	\$ 65,723	\$ 452,284
Other Liabilities	15,656	42,197
Equity:		
Hersha Hospitality Trust	3,328	5,699
Joint Venture Partners	(4,962)	113,452
Accumulated Other Comprehensive Loss	—	(132)
Total Equity	(1,634)	119,019
Total Liabilities and Equity	\$ 79,745	\$ 613,500

Statements of Operations

	Year Ended December 31,		
	2021	2020	2019
Room Revenue	\$ 11,790	\$ 25,011	\$ 94,384
Other Revenue	731	1,020	2,408
Operating Expenses	(8,451)	(18,695)	(46,175)
Lease Expense	(1,019)	(770)	(693)
Property Taxes and Insurance	(3,095)	(12,906)	(12,477)
General and Administrative	(87)	(2,638)	(5,783)
Depreciation and Amortization	(6,065)	(16,200)	(14,947)
Interest Expense	(4,619)	(23,908)	(28,072)
Loss on Dissolution of Joint Venture	(112,371)	—	—
Net Loss	\$ (123,186)	\$ (49,086)	\$ (11,355)

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NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES (CONTINUED)

The following table is a reconciliation of our share in the unconsolidated joint ventures' equity to our investment in the unconsolidated joint ventures as presented on our balance sheets as of December 31, 2021 and December 31, 2020.

	December 31, 2021	December 31, 2020
Our share of equity recorded on the joint ventures' financial statements	\$ 3,328	\$ 5,699
Adjustment to reconcile our share of equity recorded on the joint ventures' financial statements to our investment in unconsolidated joint ventures ⁽¹⁾	2,252	934
Investment in Unconsolidated Joint Ventures	\$ 5,580	\$ 6,633

(1) Adjustment to reconcile our share of equity recorded on the joint ventures' financial statements to our investment in unconsolidated joint ventures consists of the following:

- the difference between our basis in the investment in joint ventures and the equity recorded on the joint ventures' financial statements;
- accumulated amortization of our equity in joint ventures that reflects the difference in our portion of the fair value of joint ventures' assets on the date of our investment when compared to the carrying value of the assets recorded on the joint ventures' financial statements (this excess or deficit investment is amortized over the life of the properties, and the amortization is included in Income (Loss) from Unconsolidated Joint Venture Investments on our consolidated statement of operations); and
- cumulative impairment of our investment in joint ventures not reflected on the joint ventures' financial statements, if any.

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NOTE 4 – OTHER ASSETS

Other Assets

Other Assets consisted of the following at December 31, 2021 and December 31, 2020:

	December 31, 2021	December 31, 2020
Derivative Asset	\$ 92	\$ —
Deferred Financing Costs	1,070	2,395
Prepaid Expenses	11,632	5,692
Investment in Statutory Trusts	1,548	1,548
Investment in Non-Hotel Property and Inventories	2,193	2,443
Deposits with Unaffiliated Third Parties	2,663	2,561
Deferred Tax Asset, Net of Valuation Allowance of \$21,612 and \$23,591, respectively	—	—
Other	2,561	855
	<u>\$ 21,759</u>	<u>\$ 15,494</u>

Derivative Asset - This category represents the Company's gross asset fair value of interest rate swaps and interest rate caps. Any swaps and caps resulting in a liability to the Company are accounted for separately within Other Liabilities on the Balance Sheet.

Deferred Financing Costs - This category represents financing costs paid by the Company to establish our Line of Credit. These costs have been capitalized and will amortize to interest expense over the life of the Line of Credit.

Prepaid Expenses - Prepaid expenses include amounts paid for property tax, insurance and other expenditures that will be expensed in the next twelve months.

Investment in Statutory Trusts - We have an investment in the common stock of Hersha Statutory Trust I and Hersha Statutory Trust II. Our investment is accounted for under the equity method.

Investment in Non-Hotel Property and Inventories - This category represents the costs paid and capitalized by the Company for items such as office leasehold improvements, furniture and equipment, and property inventories.

Deposits with Unaffiliated Third Parties - These deposits represent deposits made by the Company with unaffiliated third parties for items such as lease security deposits, utility deposits, and deposits with unaffiliated third party management companies.

Deferred Tax Asset - We have \$0 of net deferred tax assets as of December 31, 2021. We have considered various factors, including future reversals of existing taxable temporary differences, future projected taxable income and tax planning strategies in determining a valuation allowance for our deferred tax assets, and we believe that it is more likely than not that we will not be able to realize the net deferred tax assets in the future, and a valuation allowance for the entire deferred tax asset has been recorded.

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NOTE 5 – DEBT

Mortgages

Mortgages payable at December 31, 2021 and December 31, 2020 consisted of the following:

	December 31, 2021		December 31, 2020	
Mortgage Indebtedness	\$	306,078	\$	332,264
Net Unamortized Premium		13		354
Net Unamortized Deferred Financing Costs		(1,477)		(1,770)
Mortgages Payable	\$	304,614	\$	330,848

Net Unamortized Deferred Financing Costs associated with entering into mortgage indebtedness are deferred and amortized over the life of the mortgages. Net Unamortized Premiums are also amortized over the remaining life of the loans. Mortgage indebtedness balances are subject to fixed and variable interest rates, which ranged from 2.75% to 5.05% as of December 31, 2021.

Our mortgage indebtedness contains various financial and non-financial covenants customarily found in secured, non-recourse financing arrangements. Our mortgage loans payable typically require that specified debt service coverage ratios be maintained with respect to the financed properties before we can exercise certain rights under the loan agreements relating to such properties. If the specified criteria are not satisfied, the lender may be able to escrow cash flow generated by the property securing the applicable mortgage loan.

We have determined that all debt covenants contained in the loan agreements securing our consolidated hotel properties with the exception of one mortgage was met as of December 31, 2021. The lender of this mortgage has elected its right to escrow property level cash flow for the purpose of meeting future payment obligations.

As of December 31, 2021, the maturity dates for the outstanding mortgage loans ranged from December 2022 to September 2025.

During the year ended December 31, 2021, we refinanced the outstanding mortgages secured by the Hilton Garden Inn 52nd Street, the Courtyard Los Angeles Westside, the Hilton Garden Inn Tribeca, the Hyatt Union Square, and the St. Gregory Hotel, which resulted in \$90 of debt modification expense.

NOTE 5 – DEBT (CONTINUED)

Credit Facilities

We maintain three secured credit agreements which aggregate to \$747,481 with Citigroup Global Markets Inc., Wells Fargo Bank, Inc. and various other lenders. One credit agreement ("Credit Agreement") provides for a senior secured credit facility of \$442,404 ("Credit Facility"). The Credit Facility consists of a \$250,000 senior secured revolving line of credit ("Line of Credit"), and a \$192,404 senior secured term loan ("First Term Loan"). The Credit Facility expires on August 10, 2022.

We maintain another credit agreement which provides for a \$278,846 senior secured loan agreement ("Second Term Loan") and expires on September 10, 2024.

A separate credit agreement provides for a \$26,231 senior secured term loan agreement ("Third Term Loan" and collectively with the Credit Agreement and the Second Term Loan, the "Credit Agreements") and expires on August 10, 2022. Management intends to explore options including, but not limited to, additional asset sales, the refinancing of debt and the offering of equity or equity-linked securities prior to the maturity of the First Term Loan and the Third Term Loan on August 10, 2022.

On February 17, 2021, the Company signed amendments to the Credit Agreements which resulted in debt extinguishment expense \$2,977. Debt extinguishment expense consists of \$635 of debt extinguishment losses and \$2,342 of debt modification losses. The signed amendments to the Credit Agreements, among other things, provide for:

- an extension of the maturity date of the Third Term Loan to August 10, 2022;
- a limited waiver of financial covenants through March 31, 2022; and
- the ability to borrow up to \$174,729, inclusive of amounts already outstanding, under the Line of Credit, the proceeds of which may only be used to fund certain costs and expenses.

Certain conditions, such as minimum liquid assets in an aggregate amount of at least \$30,000, and certain negative covenants and restrictions that are considered normal and customary, must be met on a recurring basis as outlined within the amendments.

The amendments to the Credit Agreements make certain other amendments to financial covenants in place beginning in the second quarter of 2022:

- a fixed charge coverage ratio of not less than 1.20 to 1.00 (was 1.50 to 1.00);
- a maximum leverage ratio of not more than 65% (was 60%); and
- a new financial covenant that requires the borrowing base leverage ratio to not exceed 60% at any time.

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NOTE 5 – DEBT (CONTINUED)

The amount that we can borrow at any given time under our Line of Credit, and the First, Second and Third Term Loan (each a “Term Loan” and together the “Term Loans”) is governed by certain operating metrics of designated unencumbered hotel properties known as borrowing base assets. As of December 31, 2021, the following hotel properties were borrowing base assets:

- Courtyard by Marriott Brookline, Brookline, MA	- Hampton Inn, Washington, DC
- The Envoy Boston Seaport, Boston, MA	- Ritz-Carlton Georgetown, Washington, DC
- The Boxer, Boston, MA	- Hilton Garden Inn, M Street, Washington, DC
- Hampton Inn Seaport, Seaport, New York, NY	- The Winter Haven Hotel Miami Beach, Miami, FL
- Holiday Inn Express Chelsea, 29th Street, New York, NY	- The Blue Moon Hotel Miami Beach, Miami, FL
- Gate Hotel JFK Airport, New York, NY	- Cadillac Hotel & Beach Club, Miami, FL
- Hilton Garden Inn JFK Airport, New York, NY	- The Parrot Key Hotel & Villas, Key West, FL
- NU Hotel, Brooklyn, New York, NY	- TownePlace Suites, Sunnyvale, CA
- Hyatt House White Plains, White Plains, NY	- The Ambrose Hotel, Santa Monica, CA
- Hampton Inn Center City/ Convention Center, Philadelphia, PA	- The Pan Pacific Hotel Seattle, Seattle, WA
- The Rittenhouse, Philadelphia, PA	- Mystic Marriott Hotel & Spa, Groton, CT
- Philadelphia Westin, Philadelphia, PA	

The interest rate for borrowings under the Line of Credit and Term Loans are based on a pricing grid with a range of one month U.S. LIBOR plus a spread. The following table summarizes the balances outstanding and interest rate spread for each borrowing:

Borrowing	Spread	Outstanding Balance	
		December 31, 2021	December 31, 2020
Line of Credit	1.50% to 2.25%	\$ 118,684	\$ 133,053
Secured Term Loan:			
First Term Loan	1.45% to 2.20%	192,404	202,158
Second Term Loan	1.35% to 2.00%	278,846	292,983
Third Term Loan	1.45% to 2.20%	26,231	189,365
Deferred Financing Costs		(1,396)	(2,762)
Total Secured Term Loan		\$ 496,085	\$ 681,744

Prior to the amendments noted above, the Credit Facility and the Term Loans included certain financial covenants and required that we maintain: (1) a minimum tangible net worth (calculated as total assets, plus accumulated depreciation, less total liabilities, intangibles and other defined adjustments) of \$1,119,500, plus an amount equal to 75% of the net cash proceeds of all issuances and primary sales of equity interests of the parent guarantor or any of its subsidiaries consummated following the closing date; (2) annual distributions not to exceed 95% of adjusted funds from operations; and (3) certain financial ratios, including the following:

- a fixed charge coverage ratio of not less than 1.50 to 1.00;
- a maximum leverage ratio of not more than 60%; and
- a maximum secured debt leverage ratio of 45%.

The weighted average interest rate on our credit facilities was 3.69%, 4.07% and 4.11% for the years ended December 31, 2021, 2020 and 2019, respectively.

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NOTE 5 – DEBT (CONTINUED)

Notes Payable

Notes payable at December 31, 2021 and December 31, 2020 consisted of the following:

	December 31, 2021	December 31, 2020
Statutory Trust I and Statutory Trust II Notes Payable Indebtedness	\$ 51,548	\$ 51,548
Net Unamortized Deferred Financing Costs	(706)	(759)
Statutory Trust I and Statutory Trust II Notes Payable	50,842	50,789
Junior Notes Payable Indebtedness	\$ 156,239	\$ —
Net Unamortized Deferred Financing Costs	(4,209)	—
Net Unamortized Discount	(4,382)	—
Junior Notes Payable	147,648	—
Total Notes Payable	<u>\$ 198,490</u>	<u>\$ 50,789</u>

Statutory Trust I and Statutory Trust II Notes Payable

We have two junior subordinated notes payable in the aggregate amount of \$51,548 to the Hersha Statutory Trusts pursuant to indenture agreements which will mature on July 30, 2035, but may be redeemed at our option, in whole or in part, prior to maturity in accordance with the provisions of the indenture agreements. The \$25,774 notes issued to Hersha Statutory Trust I and Hersha Statutory Trust II, bear interest at a variable rate of LIBOR plus 3% per annum. This rate resets two business days prior to each quarterly payment. The weighted average interest rate on our two junior subordinated notes payable during the years ended December 31, 2021, 2020 and 2019 was 3.21%, 3.95% and 5.50%, respectively.

Junior Notes Payable

On February 17, 2021, the Company entered into a note purchase agreement (the “Purchase Agreement”) with several purchasers (the “Purchasers”). The Company issued and sold to the Purchasers \$150,000 aggregate principal amount of the Company’s 9.50% Unsecured PIK Toggle Notes due 2026 (the “Notes”) on February 23, 2021. The Notes will mature on February 23, 2026. The Notes bear interest at a rate of 9.50% per year, payable in arrears on June 30, September 30, December 31 and March 31 of each year, beginning on June 30, 2021. For any interest period ending on or prior to March 31, 2022, the Company, in our sole discretion, may elect to pay interest (a) in cash at a rate per annum equal to 4.75% per annum, and (b) in kind at a rate per annum equal to 4.75% per annum (“PIK Interest”). Any PIK Interest will be paid by increasing the principal amount of the Notes at the end of the applicable interest period by the amount of such PIK Interest. We elected the PIK Interest option for the interest periods ended June 30, 2021, September 30, 2021, and December 31, 2021 increasing the principal balance by \$6,239 to \$156,239 as of December 31, 2021. We have elected the PIK Interest option for the interest period ended March 31, 2022, which is the last period that the option is available to us.

The Notes may not be redeemed prior to February 23, 2022. The notes may be redeemed during the 12 month period beginning February 23, 2022 and the 12 month period beginning February 23, 2023, at a redemption price equal to 104% and 102% of the principal amount of the Notes being redeemed, respectively. After February 23, 2024, the notes may be redeemed at the principal amount.

The Notes are subject to representations, warranties, covenants, terms and conditions customary for transactions of this type, including limitations on liens, incurrence of debt, investments, mergers and asset dispositions, covenants to preserve corporate existence and comply with laws and default provisions.

The Company may only use the net proceeds from the issuance of the Notes in accordance with the mandatory prepayment waterfalls, which includes the repayment of outstanding borrowings under the Credit Agreement and use for certain other general corporate purposes.

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NOTE 5 – DEBT (CONTINUED)

Debt Maturities

Aggregate annual principal payments for the Company’s credit facility and secured term loans, as amended, mortgages, Statutory Trust I and Statutory Trust II notes, and Junior notes payable for the five years following December 31, 2021 and thereafter are as follows:

Year Ending December 31,	Amount
2022	\$ 385,666
2023	103,148
2024	401,654
2025	40,250
2026	147,764
Thereafter	51,548
	<u>\$ 1,130,030</u>

Interest Expense

The table below shows the interest expense incurred by the Company during the twelve months ended December 31, 2021, 2020, and 2019:

	Years Ended December 31,		
	2021	2020	2019
Mortgage Loans Payable	10,537	12,277	15,804
Interest Rate Swap Contracts on Mortgages*	2,477	1,895	(453)
Unsecured Notes Payable	15,073	2,037	2,837
Credit Facility and Term Loans	15,587	21,927	33,745
Interest Rate Swap Contracts on Credit Facility and Term Loans*	8,866	11,018	(2,630)
Deferred Financing Costs Amortization	4,628	3,551	2,241
Capitalized Interest*	—	—	(74)
Other	381	574	735
Total Interest Expense	<u>\$ 57,549</u>	<u>\$ 53,279</u>	<u>\$ 52,205</u>

*Negative amount indicates decrease to interest expense.

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NOTE 6 – LEASES

We own five hotels within our consolidated portfolio of hotels where we do not own the land on which the hotels reside, rather we lease the land from an unrelated third-party lessor. All of our land leases are classified as operating leases and have initial terms, with extension options that range from May 2062 to October 2103. Based on the nature of these leases, the Company assumed that all extension options would be fully executed in the measurement of the right of use assets and lease liabilities. Some of our land leases include variable payments, which are tied to an index such as the consumer price index or include rental payments based partially on the hotel revenues. Lease costs for our land leases are presented as Hotel Ground Rent in the Consolidated Statements of Operations.

Two additional office space leases are also factored into the lease liability and are classified as operating leases with terms ranging from March 2023 to December 2027. Our office space leases include variable payments for the Company's proportionate share of the building's property taxes, insurance, and common area maintenance. Lease costs for our office spaces are included in General and Administrative Expense in the Consolidated Statements of Operations.

The components of lease costs for the years ended December 31, 2021, 2020, and 2019 were as follows:

	For the Year Ended December 31, 2021		
	Ground Lease	Office Lease	Total
Operating lease costs	\$ 4,228	\$ 483	\$ 4,711
Variable lease costs	172	298	470
Total lease costs	\$ 4,400	\$ 781	\$ 5,181

	For the Year Ended December 31, 2020		
	Ground Lease	Office Lease	Total
Operating lease costs	\$ 4,153	\$ 483	\$ 4,636
Variable lease costs	139	253	392
Total lease costs	\$ 4,292	\$ 736	\$ 5,028

	For the Year Ended December 31, 2019		
	Ground Lease	Office Lease	Total
Operating lease costs	\$ 4,195	\$ 483	\$ 4,678
Variable lease costs	386	308	694
Total lease costs	\$ 4,581	\$ 791	\$ 5,372

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NOTE 6 – LEASES (CONTINUED)

Other information related to leases as of and for the years ended December 31, 2021 and 2020 is as follows:

	December 31, 2021	December 31, 2020
Cash paid from operating cash flows for operating leases	\$ 4,657	\$ 4,383
Weighted average remaining lease term in years	63.5	64.2
Weighted average discount rate	7.86 %	7.86 %

Maturities of lease liabilities as of December 31, 2021 are as follows:

	Amount
2022	\$ 4,965
2023	4,612
2024	4,473
2025	4,515
2026	4,578
Thereafter	279,840
Total undiscounted lease payments	302,983
Less imputed interest	(249,292)
Total lease liability	\$ 53,691

NOTE 7 – COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS

Management Agreements

Our wholly-owned TRS, 44 New England Management Company, and certain of our joint venture entities engage eligible independent contractors in accordance with the requirements for qualification as a REIT under the Internal Revenue Code of 1986, as amended, including Hersha Hospitality Management Limited Partnership (“HHMLP”), as the property managers for hotels it leases from us pursuant to management agreements. Certain executives and trustees of the Company own a minority interest in HHMLP. Our management agreements with HHMLP provide for five-year terms and are subject to early termination upon the occurrence of defaults and certain other events described therein. As required under the REIT qualification rules, HHMLP must qualify as an “eligible independent contractor” during the term of the management agreements. Under the management agreements, HHMLP generally pays the operating expenses of our hotels. All operating expenses or other expenses incurred by HHMLP in performing its authorized duties are reimbursed or borne by our TRS to the extent the operating expenses or other expenses are incurred within the limits of the applicable approved hotel operating budget. HHMLP is not obligated to advance any of its own funds for operating expenses of a hotel or to incur any liability in connection with operating a hotel. Management agreements with other unaffiliated hotel management companies have similar terms.

For its services, HHMLP receives a base management fee and, if a hotel exceeds certain thresholds, an incentive management fee. The base management fee for a hotel is due monthly and is equal to 3% of gross revenues associated with each hotel managed for the related month. The incentive management fee, if any, for a hotel is due annually in arrears on the ninetieth day following the end of each fiscal year and is based upon the financial performance of the hotels. For the years ended December 31, 2021, 2020 and 2019, base management fees incurred totaled \$7,423, \$4,795 and \$14,123 respectively, and are recorded as Other Hotel Operating Expenses. For the years ended December 31, 2021, 2020 and 2019, incentive management fees incurred totaled \$347, \$0 and \$161 respectively.

Franchise Agreements

Our branded hotel properties are operated under franchise agreements assumed by the hotel property lessee. The franchise agreements have 10 to 20 year terms, but may be terminated by either the franchisee or franchisor on certain anniversary dates specified in the agreements. The franchise agreements require annual payments for franchise royalties, reservation, and advertising services, and such payments are based upon percentages of gross room revenue. These payments are paid by the hotels and charged to expense as incurred. Franchise fee expenses for the years ended December 31, 2021, 2020 and 2019 were \$11,262, \$7,237 and \$23,389 respectively, and are recorded in Other Hotel Operating Expenses. The initial fees incurred to enter into the franchise agreements are amortized over the life of the franchise agreements.

Accounting, Revenue Management and Information Technology Fees

Each of the wholly-owned hotels and consolidated joint venture hotel properties managed by HHMLP incurs a monthly accounting and information technology fee. Monthly fees for accounting services are between \$2 and \$3 per property and monthly information technology fees range from \$1 to \$2 per property. For the years ended December 31, 2021, 2020 and 2019, the Company incurred accounting fees of \$1,144, \$1,298 and \$1,261 respectively. For the years ended December 31, 2021, 2020 and 2019, the Company incurred information technology fees of \$370, \$419 and \$402 respectively. For the years ended December 31, 2021, 2020 and 2019, the Company incurred revenue management service fees of \$1,635, \$1,940 and \$3,127. Accounting fees, revenue management fees, and information technology fees are included in Other Hotel Operating Expenses.

Capital Expenditure Fees

HHMLP charges a 5% fee on certain capital expenditures and pending renovation projects at the properties as compensation for procurement services related to capital expenditures and for project management of renovation projects. For the years ended December 31, 2021, 2020 and 2019, we incurred fees of \$509, \$1,148 and \$2,525 respectively, which were capitalized with the cost of the related capital expenditures.

NOTE 7 – COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS (CONTINUED)

Acquisitions from Affiliates

We have entered into an option agreement with certain of our officers and trustees such that we obtain a right of first refusal to purchase any hotel owned or developed in the future by these individuals or entities controlled by them at fair market value. This right of first refusal would apply to each party until one year after such party ceases to be an officer or trustee of the Company. Our Acquisition Committee of the Board of Trustees is comprised solely of independent trustees, and the purchase prices and all material terms of the purchase of hotels from related parties are approved by the Acquisition Committee.

Hotel Supplies

For the years ended December 31, 2021, 2020 and 2019, we incurred charges for hotel supplies of \$3, \$82 and \$307 respectively. For the years ended December 31, 2021, 2020 and 2019, we incurred charges for capital expenditure purchases of \$1,034, \$1,212 and \$12,721 respectively. These purchases were made from Hersha Purchasing and Design, a hotel supply company owned, in part, by certain executives and trustees of the Company. Hotel supplies are expensed and included in Hotel Operating Expenses on our consolidated statements of operations, and capital expenditure purchases are included in investment in hotel properties on our consolidated balance sheets.

Insurance Services

Prior to January 1, 2021, the Company utilized the services of the Hersha Group, a risk management business owned, in part, by certain executives and trustees of the Company. The Hersha Group provided consulting and procurement services to the Company related to the placement of property and casualty insurance, placement of general liability insurance, and for claims handling for our hotel properties. Beginning January 1, 2021, these services were provided by a third-party service provider. The total costs of property insurance that we paid through the Hersha Group were \$6,968, and \$5,934 for the years ended December 31, 2020 and 2019, respectively. These amounts paid to the Hersha Group include insurance premiums and brokerage fees as compensation for brokerage services.

Restaurant Lease Agreements with Independent Restaurant Group

The Company has entered into management agreements with Independent Restaurant Group (“IRG”), subject to the supervision of HHMLP, as property manager, for restaurants at three of its hotel properties. Jay H. Shah and Neil H. Shah, executive officers and/or trustees of the Company, collectively own a 70.0% interest in IRG. Management fees incurred to IRG were \$163 and \$33 for the years ended December 31, 2021 and 2020, respectively. Prior to April 1, 2020, the restaurants at these three hotel properties were leased to IRG under lease agreements which generally provided for the payment of base rents and percentage rents, which were based on IRG’s revenue in excess of defined thresholds. At the time of the conversion of the lease agreements to management agreements, there was rent due of \$103, which was forgiven due to the impact of the COVID-19 pandemic on the operations of our hotels and IRG's restaurants.

Due From Related Parties

The due from related parties balance as of December 31, 2021 and December 31, 2020 was \$2,495 and \$2,641, respectively. The balances primarily consisted of working capital deposits made to HHMLP and other entities owned, in part, by certain executives and trustees of the Company.

Due to Related Parties

The balance due to related parties as of December 31, 2021 and December 31, 2020 was \$1,723 and \$0, respectively. The balance at December 31, 2021 primarily consists of amounts due to HHMLP for monthly management fees discussed above.

NOTE 7 – COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS (CONTINUED)

Litigation

We are not presently subject to any material litigation nor, to our knowledge, is any other litigation threatened against us, other than routine actions for negligence or other claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance and all of which collectively are not expected to have a material adverse effect on our liquidity, results of operations or business or financial condition.

NOTE 8 – FAIR VALUE MEASUREMENTS AND DERIVATIVE INSTRUMENTS

Fair Value Measurements

Our determination of fair value measurements are based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, we utilize a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liabilities, which are typically based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

As of December 31, 2021, the Company's derivative instruments represented the only financial instruments measured at fair value. Currently, the Company uses derivative instruments, such as interest rate swaps and caps, to manage its interest rate risk. The valuation of these instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs.

We incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts and guarantees.

Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by us and the counterparties. However, as of December 31, 2021 we have assessed the significance of the effect of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

Derivative Instruments

The Company's objective in using derivatives is to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps and interest rate caps as part of its cash flow hedging strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts in exchange for fixed-rate payments over the life of the agreements without exchange of the underlying principal amount. Interest rate caps designated as cash flow hedges limit the Company's exposure to increased cash payments due to increases in variable interest rates. The table on the following page presents our derivative instruments as of December 31, 2021 and 2020.

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NOTE 8 – FAIR VALUE MEASUREMENTS AND DERIVATIVE INSTRUMENTS (CONTINUED)

Hedged Debt	Type	Strike Rate	Index	Effective Date	Derivative Contract Maturity Date	Notional Amount	Estimated Fair Value	
							December 31, 2021	December 31, 2020
Term Loan Instruments:								
Credit Facility	Swap	1.341 %	1-Month LIBOR + 2.20%	October 3, 2019	August 2, 2021	150,000	\$ —	\$ (1,070)
Credit Facility (1)	Swap	1.316 %	1-Month LIBOR + 2.20%	September 3, 2019	August 2, 2021	43,900	—	(307)
Credit Facility	Swap	1.824 %	1-Month LIBOR + 2.20%	September 3, 2019	August 10, 2022	103,500	(970)	(2,793)
Credit Facility	Swap	1.824 %	1-Month LIBOR + 2.20%	September 3, 2019	August 10, 2022	103,500	(970)	(2,793)
Credit Facility	Swap	1.460 %	1-Month LIBOR + 2.00%	September 10, 2019	September 10, 2024	300,000	(3,729)	(13,286)
Mortgages:								
Hyatt, Union Square, New York, NY	Swap	1.870 %	1-Month LIBOR + 2.30%	June 7, 2019	June 7, 2023	56,000	(987)	(2,305)
Hilton Garden Inn Tribeca, New York, NY	Swap	1.768 %	1-Month LIBOR + 2.25%	July 25, 2019	July 25, 2024	22,725	(460)	(1,222)
Hilton Garden Inn Tribeca, New York, NY	Swap	1.768 %	1-Month LIBOR + 2.25%	July 25, 2019	July 25, 2024	22,725	(460)	(1,222)
Hilton Garden Inn 52nd Street, New York, NY	Swap	1.540 %	1-Month LIBOR + 2.30%	December 4, 2019	December 4, 2022	44,325	(458)	(1,186)
Courtyard, LA Westside, Culver City, CA	Swap	0.495 %	1-Month LIBOR + 2.75%	June 1, 2020	August 1, 2021	35,000	—	(75)
Courtyard, LA Westside, Culver City, CA	Cap	2.500 %	1-Month LIBOR	August 1, 2021	August 1, 2024	35,000	92	—
							\$ (7,942)	\$ (26,259)

(1) During the year ended December 31, 2021, we dedesignated this swap as a cash flow hedge and recorded expense of \$372 accordingly.

The fair value of the interest rate swaps and caps with an asset balance are included in Other Assets and the fair value of the interest rate swaps and caps with a liability balance are included in Accounts Payable, Accrued Expenses and Other Liabilities on our Consolidated Balance Sheets at December 31, 2021 and December 31, 2020.

The net change related to derivative instruments designated as cash flow hedges recognized as unrealized gains and losses reflected on our consolidated balance sheet in accumulated other comprehensive income was a gain of \$18,346, a loss of \$22,348, and a loss of \$3,495 for the years ended December 31, 2021, 2020 and 2019, respectively.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate derivatives. The change in net unrealized gains/losses on cash flow hedges reflects a reclassification of \$366, \$4,083 and \$1,007 of net unrealized gains/losses from accumulated other comprehensive income as an increase/decrease to interest expense during 2021, 2020 and 2019, respectively. During 2022, the Company estimates that an additional \$6,799 will be reclassified as an increase to interest expense.

NOTE 8 – FAIR VALUE MEASUREMENTS AND DERIVATIVE INSTRUMENTS (CONTINUED)

Fair Value of Debt

The Company estimates the fair value of its fixed rate debt and the credit spreads over variable market rates on its variable rate debt by discounting the future cash flows of each instrument at estimated market rates or credit spreads consistent with the maturity of the debt obligation with similar credit policies. Credit spreads take into consideration general market conditions and maturity. The inputs utilized in estimating the fair value of debt are classified in Level 2 of the fair value hierarchy. As of December 31, 2021, the carrying value and estimated fair value of the Company's debt were \$1,117,873 and \$1,146,699, respectively. As of December 31, 2020, the carrying value and estimated fair value of the Company's debt were \$1,196,434 and \$1,176,625, respectively.

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NOTE 9 – SHARE BASED PAYMENTS

We measure the cost of employee service received in exchange for an award of equity instruments based on the grant-date fair value of the award. The compensation cost is amortized on a straight-line basis over the period during which an employee is required to provide service in exchange for the award. The compensation cost related to performance awards that are contingent upon market-based criteria being met is recorded at the fair value of the award on the date of the grant and amortized over the performance period. As discussed in Note 1, forfeitures of share-based awards are expensed as they occur.

Our shareholders approved the Hersha Hospitality Trust 2012 Equity Incentive Plan, as amended, (the "2012 Plan") for the purpose of attracting and retaining executive officers, employees, trustees and other persons and entities that provide services to the Company.

Summary of Share Based Compensation Programs

Executives

The Compensation Committee of our Board of Trustees implements executive compensation strategies that align the interests of the Company's executives with those of shareholders. It does so through a mix of base salary, the Short Term Incentive Program ("STIP"), and the Long-Term Incentive Program ("LTIP"). The STIP and LTIP are incentive compensation programs that align executive compensation with the performance of the Company.

- Short Term Incentive Program - On March 3, 2021, the Compensation Committee approved the 2021 STIP, pursuant to which the executive officers are eligible to earn cash and equity awards based on achieving a threshold, target or maximum level of defined performance objectives at the end of the performance period, December 31, 2021. Any amounts earned are satisfied 50% in cash and 50% in equity awards. The Compensation Committee provided the option to the executive officers to elect equity awards in lieu of cash payment for amounts earned under the 2021 STIP. On December 31, 2021, 960,384 Units were issued to the executive officers in settlement of the 2021 STIP. These Units vest on December 31, 2023, the two year anniversary following the end of the performance period and were determined by dividing the dollar amount of award earned by \$9.04, the per share volume weighted average trading price of the Company's common shares on the NYSE for the 20 trading days prior to December 31, 2021.

The Company accounts for grants earned under the STIP as performance awards for which the Company assesses the probability of achievement of the performance conditions at the end of each period. Estimates of amounts earned under the STIP are recorded in general and administrative expense on the consolidated statement of operations and a liability is recorded in accounts payable, accrued expenses and other liabilities on the consolidated balance sheet. In the case of the 2021 STIP issued on December 31, 2021, please see information on the next page for the presentation for awards upon issuance.

- Long Term Incentive Program - On March 3, 2021, the Compensation Committee approved the 2021 LTIP in which 50% of the awards provide for time based vesting and the remaining 50% are issuable based on the Company's achievement of a certain level of (1) absolute total shareholder return (37.5% of the award), (2) relative total shareholder return as compared to the Company's peer group (37.5% of the award), and (3) relative growth in revenue per available room ("RevPar") compared to the Company's peer group (25.0% of the award). On March 17, 2021, the Compensation Committee awarded 247,689 LTIP Units related to the time based portion of the plan. These Units will vest over a three year period from January 1, 2021 to December 31, 2023 and were determined by dividing the dollar amount of award earned by \$8.43, the per share volume weighted average trading price of the Company's common shares on the NYSE for the 20 trading days prior to December 31, 2020. The 50% market-based portion of the 2021 LTIP has a three-year performance period which commenced on January 1, 2021 and ends December 31, 2023.

NOTE 9 – SHARE BASED PAYMENTS (CONTINUED)

The Company accounts for the total shareholder return components of these grants as market based awards where the Company estimates unearned compensation at the grant date fair value which is then amortized into

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compensation cost over the vesting period of each individual plan. The Company accounts for the RevPAR component of the grants as performance-based awards for which the Company assesses the probable achievement of the performance conditions at the end of the reporting period. As of December 31, 2021, no shares or LTIP Units have been issued to the executive officers in settlement of the 2021 market-based LTIP awards.

Remaining unearned compensation for LTIP Units issued to executives in settlement of awards under the STIP, LTIP or the Company's legacy incentive compensation programs is recorded in noncontrolling interests on the Company's consolidated balance sheets and is amortized in general and administrative expense on the consolidated statement of operations over the remaining vesting period.

Trustees

To align the interests of the Company's trustees with those of shareholders, our trustees receive equity as a component of the compensation for their service on our board of trustees.

- Share Awards - Trustees receive biennial share awards that vest immediately upon issuance.
- Trustee Long Term Incentive Program - Trustees receive grants of restricted shares which vest over a three-year period subject to continued service to the Company's board of trustees.
- Board Fee Compensation Elected in Equity - Trustees can make a voluntary election to receive any portion of their board fee compensation in the form of common equity valued at a 25% premium to the cash that would have been received. Shares issued for board retainer elected in equity vest over the year of service covered by the retainer and shares issued for service as lead director, committee chair and committee membership vest immediately upon issuance.

For shares issued that are subject to vesting, unearned compensation is recorded in additional paid in capital on the consolidated balance sheet and is amortized in general and administrative expense on the consolidated statement of operations over the vesting period. Share based compensation for shares issued that immediately vest is recorded in general and administrative expense on the consolidated statement of operations.

Employees and Non-Employees

Grants of restricted shares are issued to attract, retain and reward employees and non-employees that are critical to the Company's success. These restricted shares typically vest over a period of between one and four years, subject to continued service to the Company.

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NOTE 9 – SHARE BASED PAYMENTS (CONTINUED)

Share Based Compensation Activity

A summary of our share based compensation activity from January 1, 2019 to December 31, 2021 is as follows:

	LTIP Unit Awards		Restricted Share Awards		Share Awards	
	Number of Units	Weighted Average Grant Date Fair Value	Number of Restricted Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value
Unvested Balance as of January 1, 2019	450,903	\$ 17.95	91,859	\$ 19.56	—	
Granted	530,281	18.00	83,805	16.40	42,533	\$ 16.01
Vested	(539,983)	17.97	(80,924)	19.11	(42,533)	16.01
Forfeited	—	N/A	(2,638)	19.78	—	N/A
Unvested Balance as of December 31, 2019	441,201	17.99	92,102	17.07	—	
Granted	1,112,862	5.24	189,851	5.34	—	N/A
Vested	(655,937)	12.56	(78,962)	12.49	—	N/A
Forfeited	—	N/A	(113)	18.00	—	N/A
Unvested Balance as of December 31, 2020	898,126	6.15	202,878	7.87	—	
Granted	1,774,990	10.82	207,748	9.88	32,460	11.31
Vested	(1,014,121)	6.84	(239,736)	7.73	(32,460)	11.31
Forfeited	—	N/A	(150)	11.31	—	N/A
Unvested Balance as of December 31, 2021	<u>1,658,995</u>	10.73	<u>170,740</u>	10.52	<u>—</u>	

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NOTE 9 – SHARE BASED PAYMENTS (CONTINUED)

The following table summarizes share based compensation expense and unearned compensation for the years ended December 31, 2021, 2020 and 2019 and as of December 31, 2021 and 2020:

	Share Based Compensation Expense			Unearned Compensation	
	For the Year Ended December 31,			As of December 31,	
	2021	2020	2019	2021	2020
<i>Issued Awards</i>					
LTIP Unit Awards	8,952	6,105	5,646	11,344	1,842
Restricted Share Awards	1,215	2,063	1,495	834	276
Share Awards	367	—	680	—	—
<i>Unissued Awards</i>					
Market Based	1,499	1,320	1,467	2,230	1,933
Performance Based	—	—	1,515	—	—
Total	<u>\$ 12,033</u>	<u>\$ 9,488</u>	<u>\$ 10,803</u>	<u>\$ 14,408</u>	<u>\$ 4,051</u>

The weighted-average period of which the unrecognized compensation expense will be recorded is approximately 1.9 years for LTIP Unit Awards and 1.3 years for Restricted Share Awards.

The remaining unvested target units are expected to vest as follows:

	2022	2023	2024
LTIP Unit Awards	616,047	1,042,948	—
Restricted Share Awards	115,325	52,415	3,000
	<u>731,372</u>	<u>1,095,363</u>	<u>3,000</u>

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NOTE 10 – EARNINGS PER SHARE

The following table is a reconciliation of the income or loss (numerator) and the weighted average shares (denominator) used in the calculation of basic and diluted earnings per common share. The computation of basic and diluted earnings per share is presented below.

	Twelve Months Ended December 31,		
	2021	2020	2019
NUMERATOR:			
<i>Basic and Diluted*</i>			
Net Loss	\$ (44,845)	\$ (189,260)	\$ (5,847)
Loss allocated to Noncontrolling Interests	4,672	22,915	2,178
Distributions to Preferred Shareholders	(24,174)	(24,176)	(24,174)
Dividends Paid on Unvested Restricted Shares and LTIP Units	—	—	(981)
Net Loss from Continuing Operations attributable to Common Shareholders	<u>\$ (64,347)</u>	<u>\$ (190,521)</u>	<u>\$ (28,824)</u>
DENOMINATOR:			
Weighted average number of common shares - basic	39,089,987	38,613,563	38,907,894
Effect of dilutive securities:			
Restricted Stock Awards and LTIP Units (unvested)	—	—	—
Contingently Issued Shares and Units	—	—	—
Weighted average number of common shares - diluted	<u>39,089,987</u>	<u>38,613,563</u>	<u>38,907,894</u>

* Income (loss) allocated to noncontrolling interest in HHLP has been excluded from the numerator and Common Units and Vested LTIP Units have been omitted from the denominator for the purpose of computing diluted earnings per share since including these amounts in the numerator and denominator would have no impact. In addition, potentially dilutive common shares, if any, have been excluded from the denominator if they are anti-dilutive to income (loss) applicable to common shareholders.

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NOTE 11 – CASH FLOW DISCLOSURES AND NON CASH INVESTING AND FINANCING ACTIVITIES

Interest paid during 2021, 2020 and 2019 totaled \$34,661, \$38,170 and \$54,158 respectively. Net Cash paid on Interest Rate Derivative contracts during 2021, 2020 and 2019 totaled \$11,822, \$7,635 and \$(4,336), respectively. Cash paid for income taxes during 2021, 2020 and 2019 was \$113, \$79 and \$53, respectively. The following non-cash investing and financing activities occurred during 2021, 2020 and 2019:

	2021	2020	2019
Common Shares issued as part of the Dividend Reinvestment Plan	\$ —	\$ 14	\$ 60
Conversion of Common Units to Common Shares	3,026	—	—
Issuance of share based payments	22,955	7,259	12,924
Accrued payables for fixed assets placed into service	835	658	2,506
Increase in accrued liabilities related to insurance premium financing agreements	5,820	—	—
Adjustment to Record Non-Controlling Interest at Redemption Value	2,310	(3,196)	488
Right of Use Assets obtained in exchange for Lease Liabilities	699	—	55,515

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the consolidated balance sheets that sum to the total of the same such amounts shown in the consolidated statements of cash flows for the years ended December 31, 2021, 2020 and 2019:

	2021	2020	2019
Cash and cash equivalents	\$ 72,238	\$ 16,637	\$ 27,012
Escrowed cash	12,707	6,970	9,973
Total cash, cash equivalents, and restricted cash shown in the consolidated statements of cash flows	<u>\$ 84,945</u>	<u>\$ 23,607</u>	<u>\$ 36,985</u>

Amounts included in restricted cash represent those required to be set aside in escrow by contractual agreements with various lenders for the payment of specific items such as property insurance, property tax, and capital expenditures.

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NOTE 12 – SHAREHOLDERS’ EQUITY, NONCONTROLLING INTERESTS IN PARTNERSHIP, AND REDEEMABLE NON-CONTROLLING INTERESTS

Common Shares

The Company’s outstanding common shares have been duly authorized, and are fully paid and non-assessable. Common shareholders are entitled to receive dividends if and when authorized and declared by the Board of Trustees of the Company out of assets legally available and to share ratably in the assets of the Company legally available for distribution to its shareholders in the event of its liquidation, dissolution or winding up after payment of, or adequate provision for, all known debts and liabilities of the Company.

Preferred Shares

As of December 31, 2021, we have 14,703,214 Cumulative Redeemable Preferred Shares outstanding consisting of three separate Series issuances. Terms of the Series C, Series D and Series E Preferred Shares outstanding at December 31, 2021 and 2020 are summarized as follows:

Series	Shares Outstanding		Aggregate Liquidation Preference	Distribution Rate	Dividend Per Share ⁽¹⁾ Year Ended December 31,	
	December 31, 2021	December 31, 2020			2021	2020
Series C	3,000,000	3,000,000	\$ 75,000	6.875 %	\$ 3.4376	\$ —
Series D	7,701,700	7,701,700	192,543	6.500 %	3.2500	—
Series E	4,001,514	4,001,514	100,038	6.500 %	3.2500	—
Total	14,703,214	14,703,214				

(1) We suspended the payment of our preferred dividends in 2020. The total arrearage as of December 31, 2020 of approximately \$24,176 was paid on March 26, 2021. During the year ended December 31, 2021, the Company paid cash dividends on the Company’s Series C, Series D and Series E cumulative redeemable preferred stock reflecting accrued and unpaid dividends for the dividend periods ended April 15, 2020, July 15, 2020, October 15, 2020 and January 15, 2021. In addition, the Company paid a cash dividend on all Series of cumulative redeemable preferred stock for the dividend periods ending April 15, 2021, July 15, 2021, October 15, 2021, and declared a similar cash dividend for the fourth dividend period ending January 15, 2021, which was paid on January 18, 2022 to holders of record as of December 31, 2021.

Our Board of Trustees authorized a share repurchase program for up to \$50,000 of common shares which expired on December 31, 2019. For the year ended December 31, 2019, we repurchased 933,436 common shares for an aggregate purchase price of \$14,194. Upon repurchase by the Company, these common shares ceased to be outstanding and became authorized but unissued common shares. There was no share repurchase program for the years ended December 31, 2020 and December 31, 2021.

Common Units and LTIP Units

The noncontrolling interest of Common Units and LTIP Units totaled \$50,922 as of December 31, 2021 and \$49,246 as of December 31, 2020. As of December 31, 2021, there were 6,926,253 Common Units and LTIP Units collectively outstanding with a fair market value of \$63,514, based on the price per share of our common shares on the NYSE on such date.

Common Units are issued in connection with the acquisition of wholly owned hotels and joint venture interests in hotel properties. The total number of Common Units outstanding as of December 31, 2021, 2020 and 2019 was 1,835,820, 2,066,615 and 2,066,615, respectively. These units can be redeemed for cash or converted to common shares, at the Company’s option, on a one-for-one basis. The number of common shares issuable upon exercise of the redemption rights will be adjusted upon the occurrence of stock splits, mergers, consolidation or similar pro rata share transactions, that otherwise would have the effect of diluting the ownership interest of the limited partners or our shareholders. During December 31, 2021, 241,545 Common Units were converted to common shares, and there were no conversions of Common Units during the years ended December 31, 2020 and December 31, 2019. In addition, as noted in “Note 9 – Share Based Payments,” during 2021, the Company issued 1,774,990 LTIP Units.

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Redeemable Non-controlling Interest

Our joint venture partner has a noncontrolling equity interest of 15% in the Ritz-Carlton Coconut Grove, FL. Hersha Holding RC Owner, LLC, the owner entity of the Ritz-Carlton Coconut Grove joint venture ("Ritz Coconut Grove"), distributes income based on cash available for distribution as follows: (1) to us until we receive a cumulative return on our contributed senior common equity interest, currently at 8%, and (2) then to the owner of the noncontrolling interest until they receive a cumulative return on their contributed junior common equity interest, currently at 8%, and (3) then 75% to us and 25% to the owner of the noncontrolling interest until we both receive a cumulative return on our contributed senior common equity interest, currently at 12%, and (4) finally, any remaining operating profit shall be distributed 70% to us and 30% to the owner of the noncontrolling interest. Additionally, our joint venture partner in the Ritz Coconut Grove has the right to put their ownership interest to us for cash consideration at any time during the life of the venture.

The balance sheet and financial results of the Ritz Coconut Grove are included in our consolidated financial statements and the noncontrolling interest in the Ritz Coconut Grove is classified as temporary equity within our Consolidated Balance Sheet. The noncontrolling interest in the Ritz Coconut Grove is measured at the put option redemption value, which is defined in the joint venture agreement. For the years ended December 31, 2021, 2020 and 2019, based on the income allocation methodology described above, the noncontrolling interest in this joint venture was allocated losses of \$158, \$21 and \$300, respectively, and is recorded as part of the (Income) Loss Allocated to Noncontrolling Interests line item within the Consolidated Statements of Operations. We reclassified \$2,310 and \$(3,196) from Additional Paid in Capital to Noncontrolling Joint Venture Interest to recognize the minority interest at the put option redemption value of \$2,310 and \$0, at December 31, 2021 and December 31, 2020, respectively.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
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NOTE 13 – INCOME TAXES

The Company elected to be taxed as a REIT under Sections 856 through 860 of the Code commencing with its taxable year ended December 31, 1999. To qualify as a REIT, the Company must meet a number of organizational and operational requirements, including a requirement that it currently distribute at least 90% of its REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gain, to its shareholders. It is the Company's current intention to adhere to these requirements and maintain the Company's qualification for taxation as a REIT. As a REIT, the Company generally will not be subject to federal corporate income tax on that portion of its net income that is currently distributed to shareholders. If the Company fails to qualify for taxation as a REIT in any taxable year, it will be subject to federal income taxes at regular corporate rates (including any applicable alternative minimum tax for taxable years prior to 2018) and may not be able to qualify as a REIT for four subsequent taxable years. Even if the Company qualifies for taxation as a REIT, the Company may be subject to certain state and local taxes on its income and property, and to federal income and excise taxes on its undistributed taxable income.

Taxable income from non-REIT activities managed through TRSs is subject to federal, state and local income taxes. As a TRS, 44 New England is subject to income taxes at the applicable federal, state and local tax rates.

The provision for income taxes differs from the amount of income tax determined by applying the applicable statutory federal income tax rate (21%) to pretax income from continuing operations as a result of the following differences:

	For the year ended December 31,		
	2021	2020	2019
Statutory federal income tax provision	\$ (9,241)	\$ (37,365)	\$ (1,208)
Adjustment for nontaxable income for Hersha Hospitality Trust	13,065	29,636	1,419
State income taxes, net of federal income tax effect	(1,367)	(2,720)	456
Non-deductible expenses, tax credits, and other, net	361	(1,317)	(575)
Changes in valuation allowance	(1,980)	23,095	—
Total income tax expense	\$ 838	\$ 11,329	\$ 92

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
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NOTE 13 – INCOME TAXES (CONTINUED)

The components of the Company's income tax expense (benefit) for the years ended December 31, 2021, 2020 and 2019 were as follows:

	For the year ended December 31,		
	2021	2020	2019
Income tax expense (benefit):			
Current:			
Federal	\$ —	\$ (51)	\$ (60)
State	838	(10)	464
Deferred:			
Federal	—	7,688	(302)
State	—	3,702	(10)
Total	\$ 838	\$ 11,329	\$ 92

The components of consolidated TRS's net deferred tax asset as of December 31, 2021 and 2020 were as follows:

	As of December 31,	
	2021	2020
Deferred tax assets:		
Net operating loss carryforwards	\$ 19,084	\$ 21,569
Accrued expenses and other	2,002	1,493
Tax credit carryforwards	355	355
Depreciation and amortization	171	174
Total gross deferred tax assets	21,612	23,591
Valuation allowance	(21,612)	(23,591)
Total Net deferred tax assets	\$ —	\$ —

In assessing the realizability of deferred tax assets, Management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. Based on the level of historical taxable income and projections for future taxable income over which the deferred tax assets are deductible and limitations related to the utilization of certain tax attribute carryforwards, Management believes it is more likely than not that the remaining deferred tax assets will not be realized.

As of December 31, 2021, we have gross federal net operating loss carryforwards of \$56,248 of which \$14,429 expire over various periods from 2023 through 2036 and \$41,819 carries forward indefinitely. As of December 31, 2021, we have gross state net operating loss carryforwards of \$114,770 which expire over various periods from 2023 to 2040. The Company has tax credits of \$355 available which begin to expire in 2032.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019
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NOTE 13 – INCOME TAXES (CONTINUED)

Earnings and profits, which will determine the taxability of distributions to shareholders, will differ from net income reported for financial reporting purposes due to the differences for federal tax purposes in the estimated useful lives and methods used to compute depreciation. The following table sets forth certain per share information regarding the Company's common and preferred share distributions for the years ended December 31, 2021, 2020 and 2019.

	2021	2020	2019
Preferred Shares - 6.875% Series C			
Ordinary income	0.00 %	0.00 %	100.00 %
Return of Capital	0.00 %	100.00 %	0.00 %
Capital Gain Distribution	100.00 %	0.00 %	0.00 %
Preferred Shares - 6.5% Series D			
Ordinary income	0.00 %	0.00 %	100.00 %
Return of Capital	0.00 %	100.00 %	0.00 %
Capital Gain Distribution	100.00 %	0.00 %	0.00 %
Preferred Shares - 6.5% Series E			
Ordinary income	0.00 %	0.00 %	100.00 %
Return of Capital	0.00 %	100.00 %	0.00 %
Capital Gain Distribution	100.00 %	0.00 %	0.00 %
Common Shares - Class A			
Ordinary income	N/A	0.00 %	33.03 %
Return of Capital	N/A	100.00 %	66.97 %
Capital Gain Distribution	N/A	0.00 %	0.00 %

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 14 – SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

	Year Ended December 31, 2021			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Hotel Operating Revenues:				
Room	\$ 39,350	\$ 56,539	\$ 68,302	\$ 73,797
Food & Beverage	3,074	7,230	9,616	11,858
Other	4,729	6,314	7,289	7,768
Other Revenues	12	13	44	54
Hotel Operating Expenses:				
Room	9,198	12,350	14,706	15,631
Food & Beverage	2,873	5,409	7,123	9,351
Other	20,109	23,551	28,160	29,695
Other Expenses	5,826	51,569	50,306	51,847
Loss from Unconsolidated Joint Ventures	(658)	(589)	(611)	(434)
Income (Loss) Before Income Taxes	8,501	(23,372)	(15,655)	(13,481)
Income Tax Benefit (Expense)	589	(151)	(277)	(999)
Net Income (Loss)	9,090	(23,523)	(15,932)	(14,480)
Income (loss) Allocated to Noncontrolling Interests	322	(2,945)	(2,177)	(2,024)
(Loss) Income Allocated to Noncontrolling Interests - Consolidated Joint Venture	(158)	1,968	—	342
Preferred Distributions	6,043	6,044	6,044	6,043
Net Income (Loss) applicable to Common Shareholders	\$ 2,883	\$ (28,590)	\$ (19,799)	\$ (18,841)
Earnings per share:				
Basic Net Income (Loss) applicable to Common Shareholders	\$ 0.07	\$ (0.73)	\$ (0.51)	\$ (0.48)
Diluted Net Income (Loss) applicable to Common Shareholders	\$ 0.07	\$ (0.73)	\$ (0.51)	\$ (0.48)
Weighted Average Common Shares Outstanding - Basic	38,970,893	39,097,820	39,139,610	39,149,120
Weighted Average Common Shares Outstanding - Diluted	39,840,474	39,097,820	39,139,610	39,149,120
	Year Ended December 31, 2020			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Hotel Operating Revenues:				
Room	\$ 71,083	\$ 15,139	\$ 27,546	\$ 28,492
Food & Beverage	10,075	136	2,441	2,766
Other	8,780	2,137	3,734	4,114
Other Revenues	235	31	26	10,082
Hotel Operating Expenses:				
Room	19,092	3,622	7,436	8,637
Food & Beverage	10,621	721	2,344	2,513
Other	35,806	14,035	17,965	17,464
Other Expenses	54,106	54,471	53,534	59,443
Loss from Unconsolidated Joint Ventures	(1,018)	(502)	(669)	(749)
Loss Before Income Taxes	(30,470)	(55,908)	(48,201)	(43,352)
Income Tax Benefit (Expense)	4,498	(15,872)	28	17
Net Loss	(25,972)	(71,780)	(48,173)	(43,335)
Loss Allocated to Noncontrolling Interests	(2,897)	(7,164)	(5,032)	(4,605)
Loss Allocated to Noncontrolling Interests - Consolidated Joint Ventures	—	(3,196)	—	(21)
Preferred Distributions	6,044	6,044	6,044	6,044
Net Loss applicable to Common Shareholders	\$ (29,119)	\$ (67,464)	\$ (49,185)	\$ (44,753)
Earnings per share:				
Basic Net Loss applicable to Common Shareholders	\$ (0.76)	\$ (1.75)	\$ (1.27)	\$ (1.16)
Diluted Net Loss applicable to Common Shareholders	\$ (0.76)	\$ (1.75)	\$ (1.27)	\$ (1.16)
Weighted Average Common Shares Outstanding - Basic	38,564,099	38,609,922	38,639,048	38,640,604
Weighted Average Common Shares Outstanding - Diluted	38,564,099	38,609,922	38,639,048	38,640,604

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2021
[IN THOUSANDS]

Description	Encumbrances	Initial Costs		Costs Capitalized Subsequent to Acquisition (1)		Gross Amounts at Close of Period			Accumulated Depreciation	Net Book Value	Date of Acquisition
		Land	Buildings & Improvements	Land	Buildings & Improvements	Land	Buildings & Improvements	Total	Buildings & Improvements*	Land, Buildings & Improvements	
Courtyard by Marriott Brookline, Brookline, MA	\$ —	\$ —	\$ 47,414	\$ —	\$ 5,068	\$ —	\$ 52,482	\$ 52,482	\$ (24,012)	\$ 28,470	6/16/2005
Annapolis Waterfront Hotel, Annapolis, MD	(27,378)	—	43,251	—	4,159	—	47,410	47,410	(5,113)	42,297	3/28/2018
Hilton Garden Inn JFK, JFK Airport, NY	—	—	25,018	—	4,304	—	29,322	29,322	(13,143)	16,179	2/16/2006
Hyatt House White Plains, White Plains, NY	—	8,823	30,273	—	13,954	8,823	44,227	53,050	(18,889)	34,161	12/28/2006
Hampton Inn Seaport, Seaport, NY	—	7,816	19,040	—	1,748	7,816	20,788	28,604	(8,436)	20,168	2/1/2007
Gate Hotel JFK Airport, JFK Airport, NY	—	—	27,315	—	2,362	—	29,677	29,677	(11,524)	18,153	6/13/2008
Hampton Inn Center City/ Convention Center, Philadelphia, PA	—	3,490	24,382	—	11,434	3,490	35,816	39,306	(19,833)	19,473	2/15/2006
NU Hotel Brooklyn, Brooklyn, NY	—	—	22,042	—	1,983	—	24,025	24,025	(9,173)	14,852	1/14/2008
Hilton Garden Inn Tribeca, Tribeca, NY	(45,450)	21,077	42,955	—	1,457	21,077	44,412	65,489	(14,681)	50,808	5/1/2009
Hampton Inn Washington, D.C., Washington, DC	—	9,335	58,048	—	5,151	9,335	63,199	72,534	(18,849)	53,685	9/1/2010
Courtyard by Marriott Los Angeles Westside, LA Westside, CA	(35,000)	13,489	27,025	—	5,004	13,489	32,029	45,518	(11,988)	33,530	5/19/2011
Cadillac Hotel & Beach Club, Miami, FL	—	35,700	55,805	—	45,073	35,700	100,878	136,578	(32,138)	104,440	11/16/2011
The Rittenhouse Hotel, Philadelphia, PA	—	7,108	29,556	—	28,053	7,108	57,609	64,717	(29,451)	35,266	3/1/2012
The Boxer Boston, Boston, MA	—	1,456	14,954	—	2,157	1,456	17,111	18,567	(5,333)	13,234	5/7/2012
Holiday Inn Express Chelsea, Manhattan, NY	—	30,329	57,016	—	2,159	30,329	59,175	89,504	(15,115)	74,389	6/18/2012
Hyatt Union Square, Union Square, NY	(56,000)	32,940	79,300	—	4,335	32,940	83,635	116,575	(20,254)	96,321	4/9/2013
The Hotel Milo, Santa Barbara, CA	(21,133)	—	55,080	—	5,160	—	60,240	60,240	(14,483)	45,757	2/28/2014
Hilton Garden Inn Manhattan Midtown East, Midtown East, NY	(44,325)	45,480	60,762	—	605	45,480	61,367	106,847	(11,869)	94,978	5/27/2014

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2021 (CONTINUED)
[IN THOUSANDS]

Description	Encumbrances	Initial Costs		Costs Capitalized Subsequent to Acquisition (1)		Gross Amounts at Close of Period			Accumulated Depreciation	Net Book Value	Date of Acquisition
		Land	Buildings & Improvements	Land	Buildings & Improvements	Land	Buildings & Improvements	Total	Buildings & Improvements*	Land, Buildings & Improvements	
Parrot Key Hotel & Villas, Key West, FL	—	57,889	33,959	—	14,247	57,889	48,206	106,095	(14,955)	91,140	5/7/2014
The Winter Haven Hotel Miami Beach, Miami Beach, FL	—	5,400	18,147	—	926	5,400	19,073	24,473	(4,258)	20,215	12/20/2013
The Blue Moon Hotel Miami Beach, Miami Beach, FL	—	4,874	20,354	—	2,397	4,874	22,751	27,625	(4,905)	22,720	12/20/2013
The St. Gregory Hotel, Dupont Circle, Washington D.C.	(23,000)	23,764	33,005	—	7,644	23,764	40,649	64,413	(10,142)	54,271	6/16/2015
TownePlace Suites Sunnyvale, Sunnyvale, CA	—	—	18,999	—	691	—	19,690	19,690	(3,492)	16,198	8/25/2015
The Ritz-Carlton Georgetown, Washington D.C.	—	17,825	29,584	—	4,079	17,825	33,663	51,488	(6,530)	44,958	12/29/2015
The Sanctuary Beach Resort, Marina, CA	(13,951)	20,278	17,319	—	7,015	20,278	24,334	44,612	(6,589)	38,023	1/28/2016
Hilton Garden Inn M Street, Washington D.C.	—	30,793	67,420	—	268	30,793	67,688	98,481	(9,914)	88,567	3/9/2016
The Envoy Boston Seaport, Boston, MA	—	25,264	75,979	—	3,944	25,264	79,923	105,187	(12,209)	92,978	7/21/2016
Courtyard by Marriott Sunnyvale, Sunnyvale, CA	(39,841)	17,694	53,272	—	152	17,694	53,424	71,118	(6,955)	64,163	10/20/2016
Mystic Marriott Hotel & Spa, Groton, CT	—	1,420	40,440	—	9,907	1,420	50,347	51,767	(9,764)	42,003	1/3/2017
The Ritz-Carlton Coconut Grove, Coconut Grove, FL	—	5,185	30,825	—	10,129	5,185	40,954	46,139	(8,184)	37,955	2/1/2017
The Pan Pacific Hotel Seattle, Seattle, WA	—	13,079	59,255	—	748	13,079	60,003	73,082	(7,370)	65,712	2/21/2017
Philadelphia Westin, Philadelphia, PA	—	19,154	103,406	—	4,795	19,154	108,201	127,355	(12,966)	114,389	6/29/2017
The Ambrose Hotel, Santa Monica, CA	—	18,750	26,839	—	1,621	18,750	28,460	47,210	(4,193)	43,017	12/1/2016
Total Investment in Real Estate	\$ (306,078)	\$ 478,412	\$ 1,348,039	\$ —	\$ 212,729	\$ 478,412	\$ 1,560,768	\$ 2,039,180	\$ (406,710)	\$ 1,632,470	

(1) Costs capitalized subsequent to acquisition include reductions of asset value due to impairment.

* Assets are depreciated over a 7 to 40 year life, upon which the latest income statement is computed.

The aggregate cost of land, buildings and improvements for Federal income tax purposes for the years ended December 31, 2021, 2020 and 2019 is approximately \$1,450,092, \$1,633,467 and \$1,675,650, respectively.

Depreciation is computed for buildings and improvements using a useful life for these assets of 7 to 40 years.

See Accompanying Report of Independent Registered Public Accounting Firm

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2021 (CONTINUED)
[IN THOUSANDS]

	<u>2021</u>	<u>2020</u>	<u>2019</u>
Reconciliation of Real Estate			
Balance at beginning of year	\$ 2,220,936	\$ 2,228,864	\$ 2,206,701
Additions during the year	5,322	17,967	22,163
Dispositions	(187,078)	(25,895)	—
Total Real Estate	<u>\$ 2,039,180</u>	<u>\$ 2,220,936</u>	<u>\$ 2,228,864</u>
Reconciliation of Accumulated Depreciation			
Balance at beginning of year	\$ 396,016	\$ 340,499	\$ 277,580
Depreciation for year	57,768	64,083	62,919
Accumulated depreciation on assets sold	(47,074)	(8,566)	—
Balance at the end of year	<u>\$ 406,710</u>	<u>\$ 396,016</u>	<u>\$ 340,499</u>

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report are functioning effectively to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure. A control system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined within Exchange Act Rules 13a-15(f) and 15d-15(f). Internal control over financial reporting refers to the processes designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on the criteria contained in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Based on that evaluation, management has concluded that, as of December 31, 2021, the Company's internal control over financial reporting was effective based on those criteria. The effectiveness of our internal control over financial reporting as of December 31, 2021 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their attestation report which is included herein.

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Trustees
Hersha Hospitality Trust:

Opinion on Internal Control Over Financial Reporting

We have audited Hersha Hospitality Trust and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2021 and 2020, the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes and financial statement schedule III (collectively, the consolidated financial statements), and our report dated February 23, 2022 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Philadelphia, Pennsylvania
February 23, 2022

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2021, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Trustees, Executive Officers and Corporate Governance

The required information is incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the year covered by this Annual Report on Form 10-K with respect to our 2022 Annual Meeting of Shareholders.

Item 11. Executive Compensation

The required information is incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the year covered by this Annual Report on Form 10-K with respect to our 2022 Annual Meeting of Shareholders.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Certain of the required information is incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the year covered by this Annual Report on Form 10-K with respect to our 2022 Annual Meeting of Shareholders.

SECURITIES ISSUABLE PURSUANT TO EQUITY COMPENSATION PLANS

As of December 31, 2021, no options or warrants to acquire our securities pursuant to equity compensation plans were outstanding. The following table sets forth the number of securities to be issued upon exercise of outstanding options, warrants and rights; weighted average exercise price of outstanding options, warrants and rights; and the number of securities remaining available for future issuance under our equity compensation plans as of December 31, 2021:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans ⁽¹⁾
Equity compensation plans approved by security holders	-	-	1,683,036
Equity compensation plans not approved by security holders	-	-	-
Total	-	-	1,683,036

(1) Represents shares issuable under the Company's 2012 Amended and Restated Equity Incentive Plan. On January 1, 2012, the Company's 2008 Equity Incentive Plan (the "2008 EIP") was terminated. Termination of the 2008 EIP does not impact awards issued under the 2008 EIP prior its termination.

Item 13. Certain Relationships and Related Transactions, and Trustee Independence

The required information is incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the year covered by this Annual Report on Form 10-K with respect to our 2022 Annual Meeting of Shareholders.

Item 14. Principal Accountant Fees and Services

The required information is incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the year covered by this Annual Report on Form 10-K with respect to our 2022 Annual Meeting of Shareholders.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents filed as part of this report.

1. Financial Statements:

The following financial statements are included in this report on pages 51 to 101:

Report of Independent Registered Public Accounting Firm
Consolidated Balance Sheets as of December 31, 2021 and 2020
Consolidated Statements of Operations for the years ended December 31, 2021, 2020 and 2019
Consolidated Statements of Equity and Comprehensive Income for the years ended December 31, 2021, 2020 and 2019
Consolidated Statements of Cash Flows for the years ended December 31, 2021, 2020 and 2019
Notes to Consolidated Financial Statements

2. Financial Statement Schedules:

The following financial statement schedule is included in this report on pages 102 to 104: Schedule III - Real Estate and Accumulated Depreciation for the year ended December 31, 2021.

3. Exhibits

The following exhibits listed are filed as a part of this report:

Exhibit No.	
3.1	Articles of Amendment and Restatement of the Declaration of Trust of Hersha Hospitality Trust, as amended and supplemented (filed as Exhibit 3.1 to the Annual Report on Form 10-K filed by Hersha Hospitality Trust on February 23, 2018 and incorporated by reference herein).
3.2	Amended and Restated Bylaws of Hersha Hospitality Trust (filed as Exhibit 3.1 to the Quarterly Report on Form 10-Q, filed by Hersha Hospitality Trust on April 27, 2017 and incorporated by reference herein).
4.1	Form of Common Shares Certificate (filed as Exhibit 4.1 to the Annual Report on Form 10-K, filed by Hersha Hospitality Trust on February 23, 2018 and incorporated by reference herein).
4.2	Junior Subordinated Indenture, dated as of May 13, 2005, between Hersha Hospitality Limited Partnership and JPMorgan Chase Bank, National Association, as trustee (filed as Exhibit 4.1 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on May 17, 2005 and incorporated by reference herein).
4.3	Form of Junior Subordinated Note (included in Exhibit 4.2).
4.4	Amended and Restated Trust Agreement of Hersha Statutory Trust I, dated as of May 13, 2005, among Hersha Hospitality Limited Partnership, as depositor, JPMorgan Chase Bank, National Association, as property trustee, Chase Bank USA, National Association, as Delaware trustee, the Administrative Trustees named therein and the holders of undivided beneficial interests in the assets of Hersha Statutory Trust I (filed as Exhibit 4.2 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on May 17, 2005 and incorporated by reference herein).
4.5	Form of Trust Preferred Security Certificate (included in Exhibit 4.4).
4.6	Junior Subordinated Indenture, dated as of May 31, 2005, between Hersha Hospitality Limited Partnership and Wilmington Trust Company, as trustee (filed as Exhibit 4.1 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on June 6, 2005 and incorporated by reference herein).
4.7	Form of Junior Subordinated Note (included in Exhibit 4.6).
4.8	Amended and Restated Trust Agreement of Hersha Statutory Trust II, dated as of May 31, 2005, among Hersha Hospitality Limited Partnership, as depositor, Wilmington Trust Company, as property trustee and as Delaware trustee, the Administrative Trustees named therein and the holders of undivided beneficial interests in the assets of Hersha Statutory Trust II (filed as Exhibit 4.2 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on June 6, 2005 and incorporated by reference herein).
4.9	Form of Trust Preferred Security Certificate (included in Exhibit 4.8).
4.10	Form of specimen certificate representing the 6.875% Series C Cumulative Redeemable Preferred Shares, \$0.01 par value per share (incorporated by reference to Exhibit 4.1 to Hersha Hospitality Trust's Registration Statement on Form 8-A filed on March 1, 2013).
4.11	Form of specimen certificate representing the 6.50% Series D Cumulative Redeemable Preferred Shares, \$0.01 par value per share (incorporated by reference to Exhibit 4.1 to Hersha Hospitality Trust's Registration Statement on Form 8-A filed on May 27, 2016).
4.12	Form of specimen certificate representing the 6.50% Series E Cumulative Redeemable Preferred Shares, \$0.01 par value per share (incorporated by reference to Exhibit 4.1 to Hersha Hospitality Trust's Registration Statement on Form 8-A filed on November 4, 2016).
4.13	Description of Securities (filed as Exhibit 4.13 to the Annual Report on Form 10-K, filed by Hersha Hospitality Trust on February 25, 2020 and incorporated by reference herein).
4.14	Indenture, dated February 23, 2021, between Hersha Hospitality Limited Partnership, as issuer, Hersha Hospitality Trust, as parent guarantor, each other guarantor party thereto and U.S. Bank as trustee National Association, as trustee.
4.15	Form of 9.50% Unsecured PIK Toggle Notes Due 2026 of Hersha Hospitality Limited Partnership (included as Exhibit A in the Indenture filed as Exhibit 4.1).
10.1	Amended and Restated Agreement of Limited Partnership of Hersha Hospitality Limited Partnership (filed as Exhibit 10.1 to the Registration Statement on Form S-11 filed by Hersha Hospitality Trust on June 5, 1998 and incorporated by reference herein).

Exhibit No.	
10.2	Option Agreement, dated as of June 3, 1998, among Hasu P. Shah, Jay H. Shah, Neil H. Shah, Bharat C. Mehta, K.D. Patel, Rajendra O. Gandhi, Kiran P. Patel, David L. Desfor, Madhusudan I. Patni, Manhar Gandhi and Hersha Hospitality Limited Partnership (filed as Exhibit 10.20 to the Registration Statement on Form S-11 filed by Hersha Hospitality Trust on June 5, 1998 and incorporated by reference herein).
10.3	Amendment to Option Agreement, dated December 4, 1998 (filed as Exhibit 10.19(a) to the Registration Statement on Form S-11/A filed by Hersha Hospitality Trust on December 7, 1998 and incorporated by reference herein).
10.4	Administrative Services Agreement, dated January 26, 1999, between Hersha Hospitality Trust and Hersha Hospitality Management, L.P. (filed as Exhibit 10.21 to the Registration Statement on Form S-11 filed by Hersha Hospitality Trust on June 5, 1998 and incorporated by reference herein).
10.5	Second Amendment to the Amended and Restated Agreement of Limited Partnership of Hersha Hospitality Limited Partnership, dated as of April 21, 2003 (filed as Exhibit 10.2 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on April 23, 2003 and incorporated by reference herein).
10.6	Second Amendment to Option Agreement (filed as Exhibit 10.15 to the Registration Statement on Form S-3 filed by Hersha Hospitality Trust on February 24, 2004 and incorporated by reference herein).
10.7	Third Amendment to Agreement of Limited Partnership of Hersha Hospitality Limited Partnership, dated August 5, 2005 (filed as Exhibit 10.1 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on August 8, 2005 and incorporated by reference herein).
10.8	Fourth Amendment to Agreement of Limited Partnership of Hersha Hospitality Trust, dated May 18, 2011 (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, filed by Hersha Hospitality Trust on August 8, 2011 and incorporated by reference herein).
10.9	Form of Share Award Agreement for April 2012 restricted common share award (filed as Exhibit 10.6 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 and incorporated by reference herein).
10.10	Form of Fifth Amendment to Agreement of Limited Partnership of Hersha Hospitality Trust Limited Partnership (incorporated by reference to Exhibit 10.1 to Hersha Hospitality Trust's Current Report on Form 8-K filed on March 1, 2013).
10.11	Sixth Amendment to Agreement of Limited Partnership of Hersha Hospitality Limited Partnership, dated as of December 23, 2014 (incorporated by reference to Exhibit 10.1 to Hersha Hospitality Trust's Current Report on 8-K filed on December 23, 2014).
10.12	Amended and Restated Hersha Hospitality Trust 2012 Equity Incentive Plan, amended as of May 27, 2021 (incorporated by reference to Appendix A to Hersha Hospitality Trust's Definitive Proxy Statement filed on April 16, 2021).
10.13	Form of LTIP Unit Vesting Agreement (incorporated by reference to Exhibit 10.3 to Hersha Hospitality Trust's Current Report on 8-K filed on December 23, 2014).
10.14	Seventh Amendment to Agreement of Limited Partnership of Hersha Hospitality Limited Partnership, dated as of June 22, 2015 (incorporated by reference to Exhibit 10.1 to Hersha Hospitality Trust's Quarterly Report on 10-Q for the quarter ended June 30, 2015).
10.15	Eighth Amendment to Agreement of Limited Partnership of Hersha Hospitality Limited Partnership, dated as of May 27, 2016 (incorporated by reference to Exhibit 10.1 to Hersha Hospitality Trust's Current Report on 8-K filed on May 24, 2016).
10.16	Term Loan Agreement, dated as of August 2, 2016 (Third Term Loan), among Hersha Hospitality Limited Partnership, as borrower, Hersha Hospitality Trust, as parent guarantor, the subsidiary guarantors named therein, as guarantors, the initial lenders named therein, as initial lenders, Citibank, N.A., as administrative agent, Wells Fargo Bank, N.A., as syndication agent, and Citigroup Global Markets Inc. and Wells Fargo Securities, LLC, as joint lead arrangers and joint book running managers (incorporated by reference to Exhibit 10.1 to Hersha Hospitality Trust's Current Report on 8-K filed on August 5, 2016).
10.17	Ninth Amendment to Agreement of Limited Partnership of Hersha Hospitality Limited Partnership, dated as of November 4, 2016 (incorporated by reference to Exhibit 10.1 to Hersha Hospitality Trust's Current Report on 8-K filed on November 4, 2016).
10.18	Equity Distribution Agreement, dated April 26, 2017, by and among Hersha Hospitality Trust, Hersha Hospitality Limited Partnership and Citigroup Global Markets Inc. (filed as Exhibit 1.1 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on May 2, 2017).

Exhibit No.	
10.19	Equity Distribution Agreement, dated April 26, 2017, by and among Hersha Hospitality Trust, Hersha Hospitality Limited Partnership and Robert W. Baird & Co. Incorporated (filed as Exhibit 1.2 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on May 2, 2017).
10.20	Equity Distribution Agreement, dated April 26, 2017, by and among Hersha Hospitality Trust, Hersha Hospitality Limited Partnership and JonesTrading Institutional Services LLC (filed as Exhibit 1.3 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on May 2, 2017).
10.21	Equity Distribution Agreement, dated April 26, 2017, by and among Hersha Hospitality Trust, Hersha Hospitality Limited Partnership and Raymond James & Associates, Inc. (filed as Exhibit 1.4 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on May 2, 2017).
10.22	Tenth Amendment to the Agreement of Limited Partnership of Hersha Hospitality Limited Partnership (filed as Exhibit 10.1 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on May 2, 2017).
10.23	Second Amended and Restated Credit Agreement, dated as of August 10, 2017, among Hersha Hospitality Limited Partnership, as borrower, Hersha Hospitality Trust, as the parent REIT and a guarantor, certain direct or indirect subsidiaries of the borrower, as guarantors, Citibank, N.A., as administrative agent, and the other lenders party thereto (filed as Exhibit 10.1 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on August 14, 2017).
10.24	Eleventh Amendment to Agreement of Limited Partnership, Dated July 31, 2019 (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 and incorporated by reference herein).
10.25	Amended and Restated Term Loan Agreement, dated as of September 10, 2019, among Hersha Hospitality Limited Partnership, as borrower, Hersha Hospitality Trust, as parent guarantor, the guarantors named therein, as guarantors, the initial lenders named therein, as initial lenders, Citibank, N.A., as administrative agent, Wells Fargo Bank, N.A., as syndication agent, and Citibank, N.A. and Wells Fargo Securities, LLC, as joint lead arrangers and joint book running managers (filed as Exhibit 10.1 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on September 12, 2019).
10.26	Amendment No. 2 to the Credit Agreement, dated as of April 2, 2020, among Hersha Hospitality Limited Partnership, as borrower, Hersha Hospitality Trust, as parent guarantor, the guarantors named therein, as guarantors, the lenders named therein, as lenders and Citibank, N.A., as administrative agent (filed as Exhibit 10.1 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on April 2, 2020).
10.27	Amendment No. 3 to the Term Loan Agreement, dated as of April 2, 2020, among Hersha Hospitality Limited Partnership, as borrower, Hersha Hospitality Trust, as parent guarantor, the guarantors named therein, as guarantors, the lenders named therein, as lenders and Citibank, N.A., as administrative agent (filed as Exhibit 10.2 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on April 2, 2020).
10.28	Amendment No. 1 to the Term Loan Agreement, dated as of April 2, 2020, among Hersha Hospitality Limited Partnership, as borrower, Hersha Hospitality Trust, as parent guarantor, the guarantors named therein, as guarantors, the lenders named therein, as lenders and Citibank, N.A., as administrative agent (filed as Exhibit 10.3 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on April 2, 2020).
10.29	Form of Third Amended and Restated Employment Agreement, dated August 3, 2020 (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2020 and incorporated by reference herein).
10.30	Amendment No. 3 to the Credit Agreement, dated as of February 17, 2021, among Hersha Hospitality Limited Partnership, as borrower, Hersha Hospitality Trust, as parent guarantor, the subsidiary guarantors named therein, as guarantors, the lenders named therein, as lenders Citibank, N.A., as administrative agent (filed as Exhibit 10.1 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on February 22, 2021).
10.31	Amendment No. 4 to the Term Loan Agreement, dated as of February 17, 2021, among Hersha Hospitality Limited Partnership, as borrower, Hersha Hospitality Trust, as parent guarantor, the subsidiary guarantors named therein, as guarantors, the lenders named therein, as lenders and Citibank, N.A., as administrative agent (filed as Exhibit 10.2 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on February 22, 2021).
10.32	Amendment No. 2 to the Term Loan Agreement, dated as of February 17, 2021, among Hersha Hospitality Limited Partnership, as borrower, Hersha Hospitality Trust, as parent guarantor, the subsidiary guarantors named therein, as guarantors, the lenders named therein, as lenders and Citibank, N.A., as administrative agent (filed as Exhibit 10.3 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on February 22, 2021).
10.33	Purchase Agreement, dated as of February 17, 2021, by and among the Company, the Operating Partnership and Goldman Sachs & Co. LLC, as representatives of the several initial purchasers listed on Schedule I attached thereto (filed as Exhibit 10.4 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on February 22, 2021).

Exhibit No.	
10.34	Amended and Restated Hersha Hospitality Trust 2012 Equity Incentive Plan (filed as Appendix A to the definitive proxy statement on Schedule 14A filed by Hersha Hospitality Trust on April 16, 2021 and incorporated by reference herein)
21.1	List of Subsidiaries of the Registrant.*
23.1	Consent of KPMG LLP.*
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

Exhibit No.	
101.INS	Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*
104	Cover Page Interactive Data File.
*	Filed herewith.

Item 16. Form 10-K Summary
None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

February 23, 2022

HERSHA HOSPITALITY TRUST

/s/ Jay H. Shah

Jay H. Shah
Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Hasu P. Shah</u> Hasu P. Shah	Chairman and Trustee	February 23, 2022
<u>/s/ Jay H. Shah</u> Jay H. Shah	Chief Executive Officer and Trustee (Principal Executive Officer)	February 23, 2022
<u>/s/ Neil H. Shah</u> Neil H. Shah	President and Chief Operating Officer (Chief Operating Officer)	February 23, 2022
<u>/s/ Ashish R. Parikh</u> Ashish R. Parikh	Chief Financial Officer (Principal Financial Officer)	February 23, 2022
<u>/s/ Michael R. Gillespie</u> Michael R. Gillespie	Chief Accounting Officer (Principal Accounting Officer)	February 23, 2022
<u>/s/ Donald J. Landry</u> Donald J. Landry	Trustee	February 23, 2022
<u>/s/ Jackson Hsieh</u> Jackson Hsieh	Trustee	February 23, 2022
<u>/s/ Thomas J. Hutchison III</u> Thomas J. Hutchison III	Trustee	February 23, 2022
<u>/s/ Michael A. Leven</u> Michael A. Leven	Trustee	February 23, 2022
<u>/s/ Dianna F. Morgan</u> Dianna F. Morgan	Trustee	February 23, 2022
<u>/s/ John M. Sabin</u> John M. Sabin	Trustee	February 23, 2022

**DESCRIPTION OF THE COMPANY'S SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934**

The following descriptions of the material terms of the securities of Hersha Hospitality Trust (“we,” “our,” “our company” and “us”) registered under Section 12 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, are only a summary and are subject to, and qualified in their entirety by reference to, Maryland law and our declaration of trust, including the applicable articles supplementary, and our amended and restated bylaws, or our bylaws. We have incorporated by reference our declaration of trust and bylaws as exhibits to the Annual Report on Form 10-K of which this Exhibit 4.13 is a part.

Overview

Our declaration of trust provides that we may issue up to 104,000,000 Priority Class A common shares of beneficial interest, \$0.01 par value per share, or our common shares, 1,000,000 Class B common shares of beneficial interest, \$0.01 par value per share, and 29,000,000 preferred shares of beneficial interest, \$0.01 par value per share, of which (i) 3,000,000 shares have been designated as 6.875% Series C cumulative redeemable preferred shares of beneficial interest, \$0.01 par value per share, (ii) 9,050,000 shares are classified as 6.50% Series D cumulative redeemable preferred shares of beneficial interest, \$0.01 par value per share, and (iii) 5,600,000 shares are classified as 6.50% Series E cumulative redeemable preferred shares of beneficial interest, \$0.01 par value per share.

Our common shares currently trade on the NYSE under the symbol “HT”, our Series C preferred shares currently trade on the NYSE under symbol “HTPRC”, our Series D preferred shares currently trade on the NYSE under symbol “HTPRD” and our Series E preferred shares currently trade on the NYSE under symbol “HTPRE”. The transfer agent for these shares is American Stock Transfer & Trust Company. Our common shares, our Series C preferred shares, our Series D preferred shares and our Series E preferred shares are subject to certain restrictions on ownership and transfer which were adopted for the purpose of enabling us to preserve our status as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Code, among other purposes.

As permitted by the Maryland statute governing real estate investment trusts formed under the laws of that state, which is referred to as the Maryland REIT Law, our declaration of trust authorizes our board of trustees, without any action by our shareholders, to amend our declaration of trust to increase or decrease the aggregate number of shares of beneficial interest or the number of shares of any class of shares of beneficial interest that we have authority to issue. Maryland law and our declaration of trust provide that our shareholders are not personally liable for any of our debts, claims, demands, judgments or obligations solely by reason of their status as a shareholder.

Common Shares

The common shares we may offer from time to time, upon issuance against full payment of the applicable purchase price, will be duly authorized, validly issued, fully paid and nonassessable.

Voting Rights of Common Shares

Subject to the provisions of our declaration of trust regarding the restrictions on the transfer and ownership of shares of beneficial interest, each outstanding common share entitles the holder to one vote on all matters submitted to a vote of shareholders, including the election of trustees. Except as may be provided with respect to any class or series of our preferred shares, including our Series C preferred shares, our Series D preferred shares and our Series E preferred shares, only holders of our common shares possess voting rights. Our bylaws provide for the election of trustees in uncontested elections by a majority of the votes cast at a meeting of shareholders at which a quorum is present. Under this standard, a majority of the votes cast means the number of votes cast for a trustee’s election exceeds the number of votes cast against that trustee’s election. Our bylaws provide for the election of trustees by a plurality of the votes cast at a meeting of shareholders at which a quorum is present if the number of nominees exceeds the number of trustees to be elected (a contested election).

Dividends, Liquidation and Other Rights

Holders of our common shares are entitled to receive dividends when authorized by our board of trustees and declared by us out of assets legally available for the payment of dividends, and the holders of common shares are entitled to

share ratably in our assets legally available for distribution to our shareholders in the event of our liquidation, dissolution or winding up, after payment of or adequate provision for all of our known debts and liabilities. These rights are subject to the preferential rights of the holders of our outstanding Series C preferred shares, our outstanding Series D preferred shares and our outstanding Series E preferred shares, as well as the rights of the holders of any other series of our preferred shares that may be created in the future, and to the provisions of our declaration of trust regarding restrictions on transfer of our shares.

The holders of our common shares have no preference, conversion, exchange, sinking fund, redemption or appraisal rights and have no preemptive rights to subscribe for any additional common shares. Subject to the restrictions on transfer of shares contained in our declaration of trust and to the ability of the board of trustees to create common shares with differing voting rights, all common shares will have equal dividend, liquidation and other rights.

Preferred Shares

We may offer and sell preferred shares from time to time, in one or more classes or series (including additional Series C preferred shares, additional Series D preferred shares and additional Series E preferred shares), as authorized by our board of trustees. The preferred shares we may offer from time to time, upon issuance against payment of the full purchase price, will be duly authorized, validly issued, fully paid and nonassessable. Our declaration of trust authorizes our board of trustees to classify any unissued preferred shares and to reclassify any previously classified but unissued preferred shares of any class or series from time to time in one or more class or series, as authorized by our board of trustees. Prior to issuance of shares of each class or series, our board of trustees is required by the Maryland REIT Law and our declaration of trust to set for each such class or series, subject to the provisions of our declaration of trust regarding the restrictions on ownership and transfer of shares of beneficial interest, the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms or conditions of redemption for each such class or series. Our board of trustees could authorize the issuance of preferred shares with terms and conditions that could have the effect of delaying, deterring or preventing a transaction or a change in control that might involve a premium price for holders of common shares or otherwise be in their best interest.

The prospectus supplement governing the offering of any preferred shares will describe the specific terms of such securities, including:

- the title and stated value of the preferred shares;
- the number of preferred shares offered and the offering price of the preferred shares;
- the dividend rate(s), period(s) and/or payment date(s) or method(s) of calculation of any of those terms that apply to the preferred shares;
- the date from which dividends on the preferred shares will accumulate, if applicable;
- any limitations on the payment of dividends or other distributions;
- the terms and amount of a sinking fund, if any, for the purchase or redemption of the preferred shares;
- the redemption rights, including conditions and the redemption price(s), if applicable, of the preferred shares;
- any listing of the preferred shares on any securities exchange;
- the terms and conditions, if applicable, upon which the preferred shares will be convertible into common shares or any of our other securities, including the conversion price or rate (or manner of calculation thereof);
- the relative ranking and preference of the preferred shares as to dividend rights and rights upon liquidation, dissolution or the winding up of our affairs;
- any limitations on issuance of any class or series of preferred shares ranking senior to or on a parity with that series of preferred shares as to dividend rights and rights upon liquidation, dissolution or the winding up of our affairs;
- the procedures for any auction and remarketing, if any, for the preferred shares;
- any other specific terms, preferences, rights, limitations or restrictions of the preferred shares;
- a discussion of any additional federal income tax consequences applicable to the preferred shares; and
- any limitations on direct or beneficial ownership and restrictions on transfer in addition to those described in "Restrictions on Ownership and Transfer," in each case as may be appropriate to preserve our status as a real estate investment trust.

The terms of any preferred shares we issue will be set forth in articles supplementary or an amendment to our declaration of trust. We will file the articles supplementary or amendment as an exhibit to the registration statement, or as an exhibit to a filing with the SEC that is incorporated by reference into the prospectus. The description of preferred shares in

any prospectus supplement will not describe all of the terms of the preferred shares in detail. You should read the applicable articles supplementary or amendment to our declaration of trust for a complete description of all of the terms.

Rank

Unless otherwise indicated in the accompanying prospectus supplement, the preferred shares offered through that supplement will, with respect to dividend rights and rights upon our liquidation, dissolution or winding up, rank:

- senior to all classes or series of our common shares, and to all other equity securities ranking junior to those preferred shares;
- on a parity with all of our equity securities ranking on a parity with the preferred shares; and
- junior to all of our equity securities ranking senior to the preferred shares.

The term “equity securities” does not include convertible debt securities.

Dividends

Subject to any preferential rights of any outstanding shares or series of shares, and to the provisions of our declaration of trust regarding ownership of shares in excess of the ownership limitation described in “Restrictions on Ownership and Transfer,” holders of our preferred shares are entitled to receive dividends, when authorized by our board of trustees and declared by us out of assets legally available for payment of dividends.

Redemption

If we provide for a redemption right in a prospectus supplement relating to an offering of preferred shares, the preferred shares offered through that supplement will be subject to mandatory redemption or redemption at our or the holder’s option, in whole or in part, in each case upon the terms, at the times and at the redemption prices set forth in that supplement.

Liquidation Preference

As to any preferred shares we may offer from time to time, the applicable prospectus supplement will provide that, upon the voluntary or involuntary liquidation, dissolution or winding up of our affairs, the holders of those preferred shares will receive, before any distribution or payment is made to the holders of any other class or series of shares ranking junior to those preferred shares with respect to rights upon any liquidation, dissolution or winding up, and after payment or provision for payment of our debts and other liabilities, out of our assets legally available for distribution to shareholders, liquidating distributions in the amount of any liquidation preference per share (set forth in the applicable prospectus supplement), plus an amount, if applicable, equal to all distributions accrued and unpaid thereon (not including any accumulation in respect of unpaid distributions for prior distribution periods if those preferred shares do not have a cumulative distribution). After payment of the full amount of the liquidating distributions to which they are entitled, the holders of those preferred shares will have no right or claim to any of our remaining assets. In the event that, upon our voluntary or involuntary liquidation, dissolution or winding up, the legally available assets are insufficient to pay the amount of the liquidating distributions on all of those outstanding preferred shares and the corresponding amounts payable on all other preferred shares ranking on a parity with those preferred shares with respect to rights upon liquidation, dissolution or winding up, then the holders of those preferred shares and all other preferred shares will share ratably in any such distribution of assets in proportion to the full liquidating distributions to which they would otherwise be respectively entitled.

If the liquidating distributions are made in full to all holders of preferred shares entitled to receive those distributions prior to any other classes or series of equity security ranking junior to the preferred shares upon our liquidation, dissolution or winding up, then our remaining assets will be distributed among the holders of those junior classes or series of equity shares, in each case according to their respective rights and preferences and their respective number of shares.

The liquidation preference is not indicative of the price at which the preferred shares will actually trade on or after the date of issuance.

Voting Rights

Unless otherwise indicated in the applicable supplement, holders of our preferred shares will not have any voting rights, except as may be required by the applicable rules and regulations of the NYSE or any other securities exchange on which the preferred shares are listed.

Conversion Rights

The terms and conditions, if any, upon which any class or series of preferred shares is convertible into common shares will be set forth in the prospectus supplement relating to the offering of those preferred shares. These terms typically will include:

- the number of common shares into which the preferred shares are convertible;
- the conversion price (or manner of calculation thereof);
- the conversion period;
- provisions as to whether conversion will be at the option of the holders of the preferred shares or at our option;
- the events requiring an adjustment of the conversion price; and
- provisions affecting conversion in the event of the redemption of that class or series of preferred shares.

Series C Preferred Shares

The Series C preferred shares generally provide for the following rights, preferences and obligations:

- *Dividend Rights.* The Series C preferred shares accrue a cumulative cash dividend at an annual rate of 6.875% on the \$25.00 per share liquidation preference, equivalent to a fixed annual amount of \$1.71875 per share per year.
 - *Liquidation Rights.* Upon any voluntary or involuntary liquidation, dissolution or winding up of our company, the holders of Series C preferred shares will be entitled to receive a liquidation preference of \$25.00 per share, plus an amount equal to all accrued and unpaid dividends to the date of payment, before any payment or distribution will be made or set aside for holders of any junior shares, including our common shares.
 - *Redemption Provisions.* The Series C preferred shares are not redeemable prior to March 6, 2018, except in certain limited circumstances. On and after March 6, 2018, the Series C preferred shares may be redeemed for cash at our option, in whole or in part, at any time and from time to time upon not less than 30 days' nor more than 60 days' written notice, at a redemption price equal to \$25.00 per share plus an amount equal to all accrued and unpaid dividends to and including the date fixed for redemption, except in certain limited circumstances. The Series C preferred shares have no stated maturity and are not subject to any sinking fund or mandatory redemption provisions.
 - *Voting Rights.* Holders of Series C preferred shares generally have no voting rights. Whenever dividends on any Series C preferred shares shall be in arrears for six or more quarterly periods, whether or not consecutive, the number of trustees then constituting the board of trustees shall be increased by two, if not already increased by reason of similar types of provisions with respect to another series of Series C Parity Preferred (as defined below), and the holders of Series C preferred shares (voting together as a single class with the holders of all other series of preferred shares ranking on a parity with the Series C preferred shares as to dividends or upon liquidation, including the Series D preferred shares and the Series E preferred shares ("Series C Parity Preferred"), upon which like voting rights have been conferred and are exercisable) will be entitled to vote for the election of a total of two trustees, if not already elected by the holders of Series C Parity Preferred by reason of similar types of provisions with respect to preferred share trustees, at a special meeting of the shareholders called by the holders of record of at least 20% of the Series C preferred shares or the holders of 20% of any other series of Series C Parity Preferred so in arrears (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of shareholders), and at each subsequent annual meeting until all dividends accrued on such Series C preferred shares for the past dividend periods shall have been fully paid or declared and a sum sufficient for the payment thereof set aside for payment. In addition, the issuance of senior shares or certain changes to the terms of the Series C preferred shares that would be materially adverse to the rights of holders of Series C preferred shares cannot be made without the affirmative vote of holders of at least two-thirds of the outstanding Series C preferred shares voting separately as a single class.
 - *Conversion and Preemptive Rights.* Except in connection with certain changes in control of our company and in accordance with certain provisions in our declaration of trust related to restrictions on ownership and transfer of our shares, the Series C preferred shares are not convertible or exchangeable for any of our other
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securities or property, and holders of our Series C preferred shares have no preemptive rights to subscribe for any securities of our company.

For additional information regarding our Series C preferred shares, see our Registration Statement on Form 8-A filed with the SEC on March 1, 2013.

Series D Preferred Shares

The Series D preferred shares generally provide for the following rights, preferences and obligations:

- *Dividend Rights.* The Series D preferred shares accrue a cumulative cash dividend at an annual rate of 6.50% on the \$25.00 per share liquidation preference, equivalent to a fixed annual amount of \$1.625 per share per year.
- *Liquidation Rights.* Upon any voluntary or involuntary liquidation, dissolution or winding up of our company, the holders of Series D preferred shares will be entitled to receive a liquidation preference of \$25.00 per share, plus an amount equal to all accrued and unpaid dividends to the date of payment, before any payment or distribution will be made or set aside for holders of any junior shares, including our common shares.
- *Redemption Provisions.* The Series D preferred shares are not redeemable prior to May 31, 2021, except in certain limited circumstances. On and after May 31, 2021, the Series D preferred shares may be redeemed for cash at our option, in whole or in part, at any time and from time to time upon not less than 30 days' nor more than 60 days' written notice, at a redemption price equal to \$25.00 per share plus an amount equal to all accrued and unpaid dividends to and including the date fixed for redemption, except in certain limited circumstances. The Series D preferred shares have no stated maturity and are not subject to any sinking fund or mandatory redemption provisions.
- *Voting Rights.* Holders of Series D preferred shares generally have no voting rights. Whenever dividends on any Series D preferred shares shall be in arrears for six or more quarterly periods, whether or not consecutive, the number of trustees then constituting the board of trustees shall be increased by two, if not already increased by reason of similar types of provisions with respect to another series of Series D Parity Preferred (as defined below), and the holders of Series D preferred shares (voting together as a single class with the holders of all other series of preferred shares ranking on a parity with the Series D preferred shares as to dividends or upon liquidation, including the Series C preferred shares and the Series E preferred shares ("Series D Parity Preferred"), upon which like voting rights have been conferred and are exercisable) will be entitled to vote for the election of a total of two trustees, if not already elected by the holders of Series D Parity Preferred by reason of similar types of provisions with respect to preferred share trustees, at a special meeting of the shareholders called by the holders of record of at least 20% of the Series D preferred shares or the holders of 20% of any other series of Series D Parity Preferred so in arrears (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of shareholders), and at each subsequent annual meeting until all dividends accrued on such Series D preferred shares for the past dividend periods shall have been fully paid or declared and a sum sufficient for the payment thereof set aside for payment. In addition, the issuance of senior shares or certain changes to the terms of the Series D preferred shares that would be materially adverse to the rights of holders of Series D preferred shares cannot be made without the affirmative vote of holders of at least two-thirds of the outstanding Series D preferred shares voting separately as a single class.
- *Conversion and Preemptive Rights.* Except in connection with certain changes in control of our company and in accordance with certain provisions in our declaration of trust related to restrictions on ownership and transfer of our shares, the Series D preferred shares are not convertible or exchangeable for any of our other securities or property, and holders of our Series D preferred shares have no preemptive rights to subscribe for any securities of our company.

For additional information regarding our Series D preferred shares, see our Registration Statement on Form 8-A filed with the SEC on May 27, 2016.

Series E Preferred Shares

The Series E preferred shares generally provide for the following rights, preferences and obligations:

- *Dividend Rights.* The Series E preferred shares accrue a cumulative cash dividend at an annual rate of 6.50% on the \$25.00 per share liquidation preference, equivalent to a fixed annual amount of \$1.625 per share per year.
- *Liquidation Rights.* Upon any voluntary or involuntary liquidation, dissolution or winding up of our company, the holders of Series E preferred shares will be entitled to receive a liquidation preference of \$25.00 per share, plus an amount equal to all accrued and unpaid dividends to the date of payment, before any payment or distribution will be made or set aside for holders of any junior shares, including our common shares.
- *Redemption Provisions.* The Series E preferred shares are not redeemable prior to November 7, 2021, except in certain limited circumstances. On and after November 7, 2021, the Series E preferred shares may be redeemed for cash at our option, in whole or in part, at any time and from time to time upon not less than 30 days' nor more than 60 days' written notice, at a redemption price equal to \$25.00 per share plus an amount equal to all accrued and unpaid dividends to and including the date fixed for redemption, except in certain limited circumstances. The Series E preferred shares have no stated maturity and are not subject to any sinking fund or mandatory redemption provisions.
- *Voting Rights.* Holders of Series E preferred shares generally have no voting rights. Whenever dividends on any Series E preferred shares shall be in arrears for six or more quarterly periods, whether or not consecutive, the number of trustees then constituting the board of trustees shall be increased by two, if not already increased by reason of similar types of provisions with respect to another series of Series E Parity Preferred (as defined below), and the holders of Series E preferred shares (voting together as a single class with the holders of all other series of preferred shares ranking on a parity with the Series E preferred shares as to dividends or upon liquidation, including the Series C preferred shares and the Series D preferred shares ("Series E Parity Preferred"), upon which like voting rights have been conferred and are exercisable) will be entitled to vote for the election of a total of two trustees, if not already elected by the holders of Series E Parity Preferred by reason of similar types of provisions with respect to preferred share trustees, at a special meeting of the shareholders called by the holders of record of at least 20% of the Series E preferred shares or the holders of 20% of any other series of Series E Parity Preferred so in arrears (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of shareholders), and at each subsequent annual meeting until all dividends accrued on such Series E preferred shares for the past dividend periods shall have been fully paid or declared and a sum sufficient for the payment thereof set aside for payment. In addition, the issuance of senior shares or certain changes to the terms of the Series E preferred shares that would be materially adverse to the rights of holders of Series E preferred shares cannot be made without the affirmative vote of holders of at least two-thirds of the outstanding Series E preferred shares voting separately as a single class.
- *Conversion and Preemptive Rights.* Except in connection with certain changes in control of our company and in accordance with certain provisions in our declaration of trust related to restrictions on ownership and transfer of our shares, the Series E preferred shares are not convertible or exchangeable for any of our other securities or property, and holders of our Series E preferred shares have no preemptive rights to subscribe for any securities of our company.

For additional information regarding our Series E preferred shares, see our Registration Statement on Form 8-A filed with the SEC on November 4, 2016.

Classification or Reclassification of Common Shares or Preferred Shares

Our declaration of trust authorizes our board of trustees to classify or reclassify any unissued common shares or preferred shares into one or more classes or series of shares of beneficial interest by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or distributions, qualifications or terms or conditions of redemption of such new class or series of shares of beneficial interest.

Classification of Our Board of Trustees

In accordance with our declaration of trust, our bylaws provide that the number of our trustees may be established by our board of trustees but may not be fewer than three nor more than nine. The trustees may increase or decrease the number of trustees by a vote of at least 80% of the members of our board of trustees, provided that the number of trustees shall never be less than the number required by Maryland law and that the tenure of office of a trustee shall not be affected by any decrease in the number of trustees. Except as may be provided by our board of trustees in setting the terms of any class or series of preferred shares, any vacancy, including a vacancy created by an increase in the number of trustees, will be filled at a regular or special meeting of our board of trustees called for that purpose, by a majority of the remaining trustees or, if no trustees remain, by a plurality of the votes cast by our shareholders at an annual or special meeting of our shareholders at which a quorum is present. Any individual appointed or elected to fill such vacancy will serve for the remainder of the full term of the class in which the vacancy occurred.

Pursuant to our declaration of trust, our board of trustees is divided into two classes of trustees. Trustees of each class are chosen for two-year terms and each year one class of trustees will be elected by the shareholders. We believe that classification of our board of trustees helps to assure the continuity and stability of our business strategies and policies as determined by the trustees. Holders of common shares have no right to cumulative voting in the election of trustees.

The classification of our board of trustees could have the effect of making the replacement of incumbent trustees more time consuming and difficult. The staggered terms of trustees may delay, defer or prevent a tender offer or an attempt to change control in us or other transaction that might involve a premium price for holders of common shares that might be in the best interests of the shareholders.

Removal of Trustees

Our declaration of trust provides that, subject to the rights of holders of one or more class or series of preferred shares, a trustee may be removed, with or without cause, upon the affirmative vote of at least two-thirds of the votes entitled to be cast in the election of trustees. This provision, when coupled with the provision in our bylaws authorizing our board of trustees to fill vacant trusteeships, may preclude shareholders from removing incumbent trustees, except upon a substantial affirmative vote, and filling the vacancies created by such removal with their own nominees.

Business Combinations

Maryland law prohibits "business combinations" between us and an interested shareholder or an affiliate of an interested shareholder for five years after the most recent date on which the interested shareholder becomes an interested shareholder. These business combinations include a merger, consolidation, share exchange, or, in circumstances specified in the statute, an asset transfer or issuance or reclassification of equity securities. Maryland law defines an interested shareholder as:

- any person who beneficially owns, directly or indirectly, 10% or more of the voting power of our shares; or
- an affiliate or associate of ours who, at any time within the two-year period prior to the date in question, was the beneficial owner, directly or indirectly, of 10% or more of the voting power of our then outstanding voting shares.

A person is not an interested shareholder if our board of trustees approved in advance the transaction by which the person otherwise would have become an interested shareholder.

After the five-year prohibition, any business combination between us and an interested shareholder generally must be recommended by our board of trustees and approved by the affirmative vote of at least:

- 80% of the votes entitled to be cast by holders of our then outstanding shares of beneficial interest; and
- two-thirds of the votes entitled to be cast by holders of our voting shares other than shares held by the interested shareholder with whom or with whose affiliate the business combination is to be effected or shares held by an affiliate or associate of the interested shareholder.

These super-majority vote requirements do not apply if our common shareholders receive a minimum price, as defined under Maryland law, for their shares in the form of cash or other consideration in the same form as previously paid by the interested shareholder for its shares.

The statute permits various exemptions from its provisions, including business combinations that are approved or exempted by our board of trustees before the time that the interested shareholder becomes an interested shareholder. Pursuant to the statute, our board of trustees has adopted a resolution exempting any business combination to which we are a party. As a result, any person may be able to enter into a business combination with us that may not be in the best interest of our shareholders, without compliance by us with the supermajority vote requirements and other provisions of the statute. There is no assurance that our board of trustees will not amend, alter or repeal this resolution in the future.

The provisions of the business combination statute could delay, deter or prevent a change of control or other transaction in which holders of our equity securities might receive a premium for their shares above then-current market prices or which such shareholders otherwise might believe to be in their best interests.

Control Share Acquisitions

Maryland law provides that a holder of “control shares” of a Maryland real estate investment trust acquired in a “control share acquisition” has no voting rights with respect to those shares unless approved by a vote of at least two-thirds of the votes entitled to be cast on the matter. Shares owned by the acquiror, or by officers or by trustees who are employees of the Maryland real estate investment trust are excluded from the shares entitled to vote on the matter. “Control shares” are voting shares which, if aggregated with all other shares previously acquired by the acquiring person, or in respect of which the acquiring person is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquiring person to exercise voting power in electing trustees within one of the following ranges of voting power:

- one-tenth or more but less than one-third;
- one-third or more but less than a majority; or
- a majority or more of all voting power.

Control shares do not include shares the acquiring person is then entitled to vote as a result of having previously obtained shareholder approval. A “control share acquisition” means the acquisition of issued and outstanding control shares, subject to certain exceptions.

A person who has made or proposes to make a control share acquisition may compel the board of trustees of a Maryland real estate investment trust to call a special meeting of shareholders to be held within 50 days of demand to consider the voting rights of the shares. The right to compel the calling of a special meeting is subject to the satisfaction of certain conditions, including an undertaking to pay the expenses of the meeting. If no request for a meeting is made, the Maryland real estate investment trust may present the question at any shareholders meeting.

If voting rights are not approved at the shareholders meeting or if the acquiring person does not deliver the statement required by Maryland law, then, subject to certain conditions and limitations, the Maryland real estate investment trust may redeem any or all of the control shares, except those for which voting rights have previously been approved, for fair value. Fair value is determined without regard to the absence of voting rights for the control shares and as of the date of the last control share acquisition or of any meeting of shareholders at which the voting rights of the shares were considered and not approved. If voting rights for control shares are approved at a shareholders meeting and the acquiror may then vote a majority of the shares entitled to vote, then all other shareholders may exercise appraisal rights. The fair value of the shares for purposes of these appraisal rights may not be less than the highest price per share paid by the acquiror in the control share acquisition. The control share acquisition statute does not apply to shares acquired in a merger, consolidation or share exchange if we are a party to the transaction, nor does it apply to acquisitions approved or exempted by our declaration of trust or bylaws.

Our bylaws contain a provision exempting from the control share acquisition act any and all acquisitions by any person of our shares. There can be no assurance that this provision will not be amended or eliminated at any time in the future.

Extraordinary Actions, Amendment of Declaration of Trust

Under the Maryland REIT Law, a Maryland real estate investment trust generally cannot amend its declaration of trust or merge, convert, or consolidate unless advised by its board of trustees and approved by the affirmative vote of shareholders holding at least two-thirds of the shares entitled to vote on the matter unless a different percentage (but not less than a majority of all the votes entitled to be cast on the matter) is set forth in its declaration of trust. In accordance with Maryland REIT Law, except as noted below, our declaration of trust allows the amendment of our declaration of trust, our

merger or consolidation, our conversion or sale or disposition of all or substantially all of our assets if our board of trustees declares such action advisable and if such action is approved by the affirmative vote of a majority of all the votes entitled to be cast on the matter. Our declaration of trust provides for approval of the following actions by two-thirds of the votes entitled to be cast on the matter:

- our intentional disqualification as a REIT or revocation of our election to be taxed as a REIT;
- the removal of trustees;
- the amendment or repeal of certain designated sections of our declaration of trust; and
- our termination.

Under the Maryland REIT Law, a declaration of trust may permit the trustees by a two-thirds vote to amend the declaration of trust from time to time to qualify as a REIT or the Maryland REIT Law without the affirmative vote or written consent of the shareholders. Our declaration of trust permits such action by a majority vote of the trustees. As permitted by the Maryland REIT Law, our declaration of trust contains a provision permitting our trustees, without any action by our shareholders, to amend our declaration of trust to increase or decrease the aggregate number of shares of beneficial interest or the number of shares of any class of shares of beneficial interest that we have authority to issue.

Amendment to Our Bylaws

Our board of trustees has the power to adopt, alter or repeal any provision of our bylaws and to make new bylaws, provided that certain amendments to our bylaws require the affirmative vote of at least 80% of the members of our board of trustees, including a majority of the independent trustees. Additionally, our bylaws may be amended by the affirmative vote of the holders of a majority of all votes entitled to be cast on the matter pursuant to a binding proposal submitted for approval at any annual or special meeting of shareholders by a shareholder that satisfies the ownership and other eligibility requirements of our bylaws and Rule 14a-8 under the Exchange Act.

Limitation of Liability and Indemnification

Our declaration of trust limits the liability of our trustees and officers for money damages, except for liability resulting from:

- actual receipt of an improper benefit or profit in money, property or services; or
- a final judgment based upon a finding of active and deliberate dishonesty by the trustees or officers that was material to the cause of action adjudicated.

Our declaration of trust authorizes us, and our bylaws obligate us, to the maximum extent permitted by Maryland law, to indemnify, and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, any of our present or former trustees or officers who is made a party to, or witness in, a proceeding by reason of his or her service in that capacity or any individual who, while a trustee or officer and at our request, serves or has served another entity, employee benefit plan or any other enterprise as a trustee, director, officer, partner or otherwise and who is made a party to, or witness in, a proceeding by reason of his or her service in that capacity. Our bylaws and Maryland law require us to indemnify each trustee or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she is made a party by reason of his or her service to us. Our declaration of trust permits us to indemnify and advance expenses to any person who served any predecessor of ours in any of the capacities described above and to any employee or agent of ours or a predecessor of ours, and our bylaws permit us to indemnify and advance expenses to any employee or agent of ours.

Maryland law permits a Maryland real estate investment trust to indemnify its present and former trustees and officers against liabilities and reasonable expenses actually incurred by them in any proceeding unless:

- the act or omission of the trustee or officer was material to the matter giving rise to the proceeding and
 - was committed in bad faith or
 - was the result of active and deliberate dishonesty;
- the trustee or officer actually received an improper personal benefit in money, property or services; or
- in a criminal proceeding, the trustee or officer had reasonable cause to believe that the act or omission was unlawful.

Maryland law prohibits us from indemnifying our present and former trustees and officers for an adverse judgment in a derivative action or for a judgment of liability on the basis that personal benefit was improperly received, unless in either

case a court orders indemnification and then only for expenses. Our bylaws require us to advance expenses to the maximum extent permitted by Maryland law. Our bylaws and Maryland law require us, as a condition to advancing expenses, to obtain:

- a written affirmation by the trustee or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification; and
- a written undertaking to repay the amount reimbursed if the standard of conduct is not met.

Term and Termination

Our declaration of trust provides that we have perpetual existence, unless terminated. See “-Extraordinary Actions, Amendment of Declaration of Trust” for more information.

Meetings of Shareholders

Under our bylaws, annual meetings of shareholders are to be held in May of each year or at a date and time as determined by our board of trustees in accordance with our bylaws. Special meetings of shareholders may be called only by the chairman of our board of trustees, our chief executive officer or one-third of the trustees then in office. Subject to the provisions of our bylaws, a special meeting of our shareholders to act on any matter that may properly be considered by our shareholders will also be called by our secretary upon the written request of the shareholders entitled to cast not less than a majority of all the votes entitled to be cast at such meeting. Only matters set forth in the notice of the special meeting may be considered and acted upon at such a meeting.

Advance Notice of Trustee Nominations and New Business

Our bylaws provide that, with respect to an annual meeting of shareholders, nominations of persons for election to our board of trustees and the proposal of business to be considered by shareholders at the annual meeting may be made only:

- pursuant to our notice of the meeting;
- by or at the direction of our board of trustees; or
- by a shareholder who was a shareholder of record at the time of the provision of notice and at the time of the meeting, who is entitled to vote at the meeting and has complied with the advance notice procedures set forth in our bylaws.

With respect to special meetings of shareholders, only the business specified in our notice of meeting may be brought before the meeting of shareholders and nominations of persons for election to our board of trustees may be made pursuant to our notice of meeting only:

- by or at the direction of our board of trustees;
- by shareholders at a special meeting requested by shareholders in accordance with our bylaws; or
- provided that our board of trustees has determined that trustees shall be elected at such meeting, by a shareholder who was a shareholder of record at the time of the provision of notice and at the time of the meeting, who is entitled to vote at the meeting and has complied with the advance notice provisions set forth in our bylaws.

The purpose of requiring shareholders to give advance notice of nominations and other proposals is to afford our board of trustees the opportunity to consider the qualifications of the proposed nominees or the advisability of the other proposals and, to the extent considered necessary by our board of trustees, to inform shareholders and make recommendations regarding the nominations or other proposals. The advance notice procedures also permit a more orderly procedure for conducting our shareholder meetings. Although the bylaws do not give our board of trustees the power to disapprove timely shareholder nominations and proposals, they may have the effect of precluding a contest for the election of trustees or proposals for other action if the proper procedures are not followed, and of discouraging or deterring a third party from conducting a solicitation of proxies to elect its own slate of trustees to our board of trustees or to approve its own proposal.

Subtitle 8

Maryland law permits a Maryland real estate investment trust with a class of equity securities registered under the Exchange Act, and at least three independent trustees to elect to be subject, by provision in its declaration of trust or bylaws or a resolution of its board of trustees and notwithstanding any contrary provision in the declaration of trust or bylaws, to any or all of five provisions:

- a classified board;
- a two-thirds vote requirement for removing a trustee;
- a requirement that the number of trustees be fixed only by vote of the trustees;
- a requirement that a vacancy on the board be filled only by the remaining trustees and for the remainder of the full term of the class of trustees in which the vacancy occurred; and
- a majority requirement for the calling of a special meeting of shareholders.

Through provisions in our declaration of trust and bylaws unrelated to Subtitle 8, we already (1) have a classified board of two classes, (2) require the affirmative vote of the shareholders entitled to cast at least two-thirds of all of the votes entitled to be cast generally in the election of trustees to remove any trustee from the board, (3) vest in the board the exclusive power to fix the number of trusteeships, (4) require that a vacancy on the board be filled only by any remaining trustees and for the remainder of the full term of the class of trustees in which the vacancy occurred (unless no trustees remain) and (5) require, unless called by the chairman of our board of trustees, our chief executive officer or one-third of the board of trustees then in office, the request of shareholders entitled to cast not less than a majority of the votes entitled to be cast at such meeting on such matter to call a special meeting of shareholders to consider and vote on any matter that may properly be considered by our shareholders.

Possible Anti-Takeover Effect of Certain Provisions of Maryland Law and of Our Declaration of Trust and Bylaws

If the board resolution opting out of the business combination act is amended, the business combination provisions and, if the applicable exemption in our bylaws is rescinded, the control share acquisition provisions applicable under Maryland law, the provisions of our declaration of trust on classification of our board of trustees, removal of trustees, restrictions on the ownership and transfer of shares of beneficial interest and the advance notice provisions of our bylaws could have the effect of delaying, deferring or preventing a transaction or a change in control that might involve a premium price for holders of the common shares or otherwise be in their best interest.

Restrictions on Ownership and Transfer

Our declaration of trust, subject to certain exceptions described below, provides that no person may (i) beneficially or constructively own common shares in excess of 9.9% of the number of outstanding common shares of any class or series of common shares, (ii) beneficially or constructively own preferred shares in excess of 9.9% of the number of outstanding preferred shares of any class or series of preferred shares, (iii) beneficially own equity shares that would result in the equity shares being beneficially owned by fewer than 100 persons (determined without reference to any rules of attribution), (iv) beneficially own equity shares that would result in our company being “closely held” under Section 856(h) of the Code, or (v) constructively own equity shares that would cause our company to constructively own 10% or more of the ownership interests in a tenant (other than a taxable REIT subsidiary) of our company’s or our operating partnership’s real property, within the meaning of Section 856(d)(2)(B) of the Code. If any restrictions above are violated, such person’s equity shares will be transferred automatically to a share trust and shall be designated shares-in-trust for the benefit of one or more charitable beneficiaries. In addition, upon the occurrence of certain events, attempted transfers in violation of the restrictions described above may be void ab initio.

The record holder of the common or preferred shares that are designated as shares-in-trust will be required to submit such number of common shares or preferred shares to us for registration in the name of the trust. The trustee will be designated by us, but will not be affiliated with us. The beneficiary of a trust will be one or more charitable organizations that are named by us.

Shares-in-trust will remain issued and outstanding common shares or preferred shares and will be entitled to the same rights and privileges as all other shares of the same class or series. The trust, as record holder of shares-in-trust, will receive all dividends and distributions on the shares-in-trust and will hold such dividends or distributions in trust for the benefit of the beneficiary. The trust will vote all shares-in-trust. The trust will designate a permitted transferee of the shares-in-trust, provided that the permitted transferee purchases such shares-in-trust for valuable consideration and acquires such shares-in-trust without such acquisition resulting in a transfer to another trust.

The prohibited owner with respect to shares-in-trust will be required to repay to the record holder the amount of any dividends or distributions received by the prohibited owner that (i) are attributable to any shares-in-trust and (ii) the record date of which was on or after the date that such shares became shares-in-trust. The prohibited owner generally will receive from the record holder following the sale or other disposition of such shares-in-trust the lesser of (i) the price per share such prohibited owner paid for the common shares or preferred shares that were designated as shares-in-trust (or, in the case of a gift or devise, the market price (as defined in our declaration of trust) per share on the date of such transfer), and (ii) the price per share received by the record holder from the sale of such shares-in-trust. Any amounts received by the record holder in excess of the amounts to be paid to the prohibited owner will be distributed to the beneficiary.

The shares-in-trust will be deemed to have been offered for sale to us, or its designee, at a price per share equal to the lesser of the price per share in the transaction that created such shares-in-trust (or, in the case of a gift or devise, the market price per share on the date of such transfer), or the market price per share on the date that we, or our designee, accepts such offer. We will have the right to accept such offer for a period of 90 days after the later of the date of the purported transfer which resulted in such shares-in-trust, or the date we determine in good faith that a transfer resulting in such shares-in-trust occurred.

Any person who acquires or attempts to acquire common or preferred shares in violation of the foregoing restrictions, or any person who owned common or preferred shares that were transferred to a trust, will be required to give written notice immediately to us of such event and provide us with such other information as we may request in order to determine the effect, if any, of such transfer on our status as a REIT.

All persons who own, directly or indirectly, more than 5% (or such lower percentages as required pursuant to regulations under the Code) of the outstanding common and preferred shares must, within 30 days after December 31 of each year, provide to us a written statement or affidavit stating the name and address of such direct or indirect owner, the number of common and preferred shares owned directly or indirectly, and a description of how such shares are held. In addition, each direct or indirect shareholder shall provide to us such additional information as we may request in order to determine the effect, if any, of such ownership on our status as a REIT and to ensure compliance with the ownership limitation.

The ownership limitation generally does not apply to the acquisition of common or preferred shares by an underwriter that participates in a public offering of such shares.

In addition, the board of trustees, upon receipt of advice of counsel or other evidence satisfactory to the board of trustees, in its sole and absolute discretion, may exempt a person from the ownership limitation under certain circumstances.

The foregoing restrictions continue to apply until the board of trustees determines that it is no longer in our best interests to attempt to qualify, or to continue to qualify, as a REIT and such action is approved by the affirmative vote of two-thirds of the shares entitled to vote on such matter.

All certificates evidencing common or preferred shares bear a legend referring to the restrictions described above.

The restrictions on ownership and transfer described above could have the effect of delaying, deterring or preventing a change in control or other transaction in which holders of some, or a majority, of our common shares might receive a premium for their shares over the then-prevailing market price or which such holders might believe to be otherwise in their best interest.

Name of Entity	Ownership	Jurisdiction of Incorporation or Organization
2144 Associates - Hershey (LP)	1% by Hersha Hospitality Limited Liability Company - Hershey 99% by HHLP	PA
2144 Associates - New Columbia	1% by Hersha Hospitality Limited Liability Company - New Columbia 99% by HHLP	PA
2144 Associates - Selingsgrove (LP)	1% by Hersha Hospitality Limited Liability Company - Selingsgrove 99% by HHLP	PA
2801 Roosevelt Development Master Property Owners' Association, Inc.	100% by HHLP Key West One Associates, LLC	FL
2844 Associates, LP	1% by HH LLC 99% by HHLP	PA
3044 Associates, LP	1% by HH LLC 99% by HHLP	PA
3144 Associates, LP	1% by HH LLC 99% by HHLP	PA
320 Pearl Street, Inc.	100% by HHLP	NY
44 Aarti Associates, LP	1% by HH LLC 99% by HHLP	PA
44 Brookline Hotel, LLC	1% by 44 Brookline Manager, LLC 99% by HHLP	DE
44 Brookline Management, LLC	100% by 44 New England Management Company	DE
44 Brookline Manager, LLC	100% by HHLP	DE
44 Delaware One, LLC	100% by 44 New England Management Company	DE
44 Delaware Three, LLC	100% by 44 New England Management Company	DE
44 Duane Street Lessee, LLC	100% by 44 New England Management Company	NY
44 Duane Street, LLC	100% by HHLP	DE
44 Frederick Associates, LP	1% by HH LLC 99% by HHLP	PA
44 LA Westside Lessee, LLC	100% by 44 New England Management Company	DE
44 Metro, LLC	100% by 44 New England Management Company	DE
44 New England Management Company	100% by HHLP	VA
44 Smith Street Lessee, LLC	100% by 44 New England Management Company	NY
44 White Plains, LLC	100% by 44 New England Management Company	DE
5444 Associates (LP)	99% by HHLP 1% by 44 Duane Street, LLC	PA
63 RB Holding Company LLC	100% by Hiren Boston, LLC	MA
Affordable Hospitality Associates, LP	99% by HHLP 1% by Race Street, LLC	PA
Brisam Management (DE) LLC	99% by HHLP 1% by HHLP Brisam 29 Manager, LLC	DE
Chimes of Freedom, LLC	89% by HHLP Liberty Associates, LLC 11% by Of Freedom I, LLC	DE
Exit 88 Hotel Manager, LLC	100% by HHLP	DE
Exit 88 Hotel, LLC	99% by HHLP 1% by Exit 88 Hotel Manager, LLC	CT
HCIN NYC Lessee, LLC	100% by 44 New England Management Company	DE
HCIN NYC Owner, LLC	100% by Hersha Hospitality Limited Partnership	DE
Hersha Conduit Associates, LLC	100% by HHLP	NY
Hersha Holding RC Lessee, LLC	85% by 44 New England Management Company 15% by GenCom	DE
Hersha Holding RC Owner, LLC	85% by HHLP 15% by GenCom	DE
Hersha Hospitality Limited Partnership ("HHLP") (the "Operating Partnership")	86.9% by Hersha Hospitality Trust (General Partnership Interest) 13.1% by Hersha Affiliates (Limited Partnership Interest)	VA

Name of Entity	Ownership	Jurisdiction of Incorporation or Organization
Hersha Hospitality Trust	N/A	MD
Hersha Hospitality, LLC ("HH LLC")	100% by HHLP	VA
HHLP 52nd Associates, LLC	99% by HHLP 1% by HHLP 52nd Manager, LLC	DE
HHLP 52nd Lessee, LLC	100% by 44 New England Management Company	DE
HHLP 52nd Manager, LLC	100% by HHLP	DE
HHLP Ambrose Associates, LLC	99% by HHLP 1% by HHLP Ambrose Manager, LLC	DE
HHLP Ambrose Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Ambrose Manager, LLC	100% by HHLP	DE
HHLP Annapolis Associates, LLC	99% by HHLP 1% by HHLP Annapolis Manager, LLC	DE
HHLP Annapolis Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Annapolis Liquor Holder, LLC	98% by 44 New England Management Company 1% by Elizabeth Werner, 1% by Ashish Parikh	DE
HHLP Annapolis Manager, LLC	100% by HHLP	DE
HHLP Blue Moon Associates, LLC	99% by HHLP, 1% by HHLP Blue Moon Manager, LLC	DE
HHLP Blue Moon Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Blue Moon Manager, LLC	100% by HHLP	DE
HHLP Boston One, LLC	100% by HHLP	MA
HHLP Boston Seaport Associates, LLC	99% by HHLP 1% by HHLP Boston Seaport Manager, LLC	DE
HHLP Boston Seaport Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Boston Seaport Manager, LLC	100% by HHLP	DE
HHLP Boston Two, LLC	100% by HHLP	MA
HHLP Brisam 29 Manager, LLC	100% by HHLP	DE
HHLP Bulfinch Associates, LLC	99% by HHLP 1% by HHLP Bulfinch Manager, LLC	DE
HHLP Bulfinch Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Bulfinch Manager, LLC	100% by HHLP	DE
HHLP Coconut Grove RC Associates, LLC	99% by Hersha Holding RC Owner, LLC 1% by HHLP Coconut Grove RC Manager, LLC	DE
HHLP Coconut Grove RC Lessee, LLC	100% by Hersha Holding RC Lessee, LLC	DE
HHLP Coconut Grove RC Manager, LLC	100% by Hersha Holding RC Owner, LLC	DE
HHLP Conduit Lessee, LLC	100% by 44 New England Management Company	NY
HHLP DC Convention Center Associates, LLC	1% by HHLP DC Convention Center Manager, LLC 99% by HHLP	DE
HHLP DC Convention Center Lessee, LLC	100% by 44 New England Management Company	DE
HHLP DC Convention Center Manager, LLC	100% by HHLP	DE
HHLP Georgetown Associates, LLC	99% by HHLP 1% by HHLP Georgetown Manager, LLC	DE
HHLP Georgetown II Associates, LLC	99% by HHLP 1% by HHLP Georgetown II Manager, LLC	DE
HHLP Georgetown II Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Georgetown II Manager, LLC	100% HHLP	DE
HHLP Georgetown Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Georgetown Manager, LLC	100% HHLP	DE
HHLP Harrisburg Friendship GP, LLC	100% by HHLP	PA
HHLP Harrisburg Friendship, LP	99% by HHLP 1% by HHLP Harrisburg Friendship GP, LLC	PA

Name of Entity	Ownership	Jurisdiction of Incorporation or Organization
HHLP Holdings, LLC	99.5% by HHLP .5% by Hersha Hospitality Trust	DE
HHLP Key West One Associates, LLC	99% by HHLP 1% by HHLP Key West One Manager, LLC	DE
HHLP Key West One Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Key West One Manager, LLC	100% by HHLP	DE
HHLP King of Prussia Associates, LP	1% by HHLP King of Prussia, Inc. 99% by HHLP	PA
HHLP LA Westside Associates, LLC	1% by HHLP LA Westside Manager LLC 99% by HHLP	DE
HHLP LA Westside Manager, LLC	100% by HHLP	DE
HHLP Langhorne One Associates, LP	1% by HHLP Langhorne One, LLC 99% by HHLP	PA
HHLP Langhorne Two Associates, LP	1% by HHLP Langhorne Two, LLC 99% by HHLP	PA
HHLP Liberty Associates, LLC	100% by HHLP	DE
HHLP Liberty Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Malvern Associates 2,LP	99% by HHLP 1% by HHLP Malvern 2, LLC	PA
HHLP Miami Beach Associates, LLC	1% by HHLP Miami Beach Manager, LLC 99% by HHLP	DE
HHLP Miami Beach Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Miami Beach Manager, LLC	100% by HHLP	DE
HHLP Oxford Valley Associates, LP	1% by HHLP Oxford Valley, Inc. 99% by HHLP	PA
HHLP Rittenhouse Associates, LLC	99% by HHLP 1% by HHLP Rittenhouse Manager, LLC	DE
HHLP Rittenhouse Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Rittenhouse Manager, LLC	100% by HHLP	DE
HHLP Saint Gregory Associates, LLC	99% by HHLP 1% by HHLP Saint Gregory Manager, LLC	DE
HHLP Saint Gregory Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Saint Gregory Manager, LLC	100% by HHLP	DE
HHLP San Diego Associates, LLC	99% by HHLP 1% by HHLP San Diego Manager, LLC	DE
HHLP San Diego Lessee, LLC	100% by 44 New England Management Company	DE
HHLP San Diego Manager, LLC	100% by HHLP	DE
HHLP Sanctuary Associates, LLC	99% by HHLP 1% by HHLP Sanctuary Manager, LLC	DE
HHLP Sanctuary Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Sanctuary Manager, LLC	100% HHLP	DE
HHLP Santa Barbara I Associates, LLC	99% by HHLP, 1% by HHLP Santa Barbara I Manager, LLC	DE
HHLP Santa Barbara I Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Santa Barbara I Manager, LLC	100% by HHLP	DE
HHLP SB Three Associates LLC	100% by HHLP	DE
HHLP Seattle Associates, LLC	99% by HHLP 1% by HHLP Seattle Manager, LLC	DE
HHLP Seattle Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Seattle Manager, LLC	100% by HHLP	DE
HHLP Smith Street Associates, LLC	100% by HHLP Smith Street Holding, LLC	NY
HHLP Smith Street Holding, LLC	99% by HHLP 1% by HHLP Smith Street Managing Member, LLC	NY
HHLP Smith Street Managing Member, LLC	100% by HHLP	NY

Name of Entity	Ownership	Jurisdiction of Incorporation or Organization
HHLP Sunny Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Sunny Manager, LLC	100% by HHLP	DE
HHLP Sunnyvale TPS Associates, LLC	99% by HHLP 1% by HHLP Sunnyvale TPS Manager, LLC	DE
HHLP Sunnyvale TPS Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Sunnyvale TPS Manager, LLC	100% by HHLP	DE
HHLP Union Square Associates, LLC	100% by HHLP	DE
HHLP Union Square Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Union Square Manager, LLC	100% by HHLP	DE
HHLP Valley Forge Associates (LP)	1% by HH LLC 99% by HHLP	PA
HHLP White Plains Associates, LLC	100% by HHLP	DE
HHLP Winter Haven Associates, LLC	99% by HHLP, 1% by HHLP Winterhaven Manager, LLC	DE
HHLP Winter Haven Lessee, LLC	100% by 44 New England Management Company	DE
HHLP Winter Haven Manager, LLC	100% by HHLP	DE
HHLP York Street, LLC	100% by HHLP	DE
Hiren Boston, LLC	49.9% by HHLP Boston One, LLC 50.1% by third parties	MA
HT-Exit 88 Hotel TRS, LLC	100% by 44 New England Management Company	DE
Market 8 Hotel Associates GP, LLC	100% by 44 New England Management Company	DE
Metro 29th Sublessee, LLC	100% by 44 New England Management Company	NY
Metro JFK Associates, LLC	1% by Metro JFK Managing Member, LLC 99% by HHLP	NY
Metro JFK Managing Member, LLC	100% by HHLP	NY
Of Freedom I, LLC	100% by HHLP Liberty Associates, LLC	DE
Philly One TRS, LLC	100% by 44 New England Management Company	PA
Race Street, LLC	100% by HHLP	PA
Risingsam Hospitality, LLC	99% by HHLP 1% by Hersha Conduit Associates, LLC	NY
SB Partners Three Lessee, LLC	50% by 44 New England Management Company 50% by JHM SB Three Member LLC	DE
SB Partners Three, LLC	50% by HHLP SB Three Associates, LLC 50% by JHM SB Three Member LLC	DE
SB Partners, LLC	49.9% by HHLP Boston Two, LLC 50.1% by third parties	MA
Seaport Hospitality, LLC	99% by HHLP 1% 320 Pearl Street, Inc.	NY
Seaport TRS, LLC	100% by 44 New England Management Company	DE
South Bay Boston, LLC	49.9% by 44 New England Management Company 50.1% by third parties	MA
South Bay Sandeep, LLC	100% by SB Partners, LLC	MA
The Tower and Executive Residences	100% HHLP Coconut Grove RC Associates, LLC	FL
The Village on Roosevelt Property Owners' Association, Inc.	100% by HHLP Key West One Associates, LLC	FL
York Street Lessee DE, LLC	100% by 44 New England Management Company	DE
York Street LLC	100% by HHLP York Street, LLC	DE

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statements (No. 333-82666, No. 333-113058, No. 333-142073, No. 333-142075, No. 333-147113, No. 333-156661, No. 333-163123, No. 333-167891, No. 333-169658, No. 333-187239, No. 333-236758) on Form S-3 and (No. 333-122657, No. 333-151314, No. 333-179847, No. 333-196181, No. 333-236763) on Form S-8 of our reports dated February 23, 2022, with respect to the consolidated financial statements and financial statement schedule III of Hersha Hospitality Trust and subsidiaries and the effectiveness of internal control over financial reporting.

Our report dated February 23, 2022, on the consolidated financial statements, contains an explanatory paragraph that states that the Company has significant debt maturities in August 2022 for which the Company does not have committed funds, which raises substantial doubt about its ability to continue as a going concern.

/s/ KPMG LLP

Philadelphia, Pennsylvania
February 23, 2022

CERTIFICATION

I, Jay H. Shah, certify that:

1. I have reviewed this Annual Report on Form 10-K for the period ended December 31, 2021 of Hersha Hospitality Trust;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 23, 2022

/s/ Jay H. Shah

Jay H. Shah
Chief Executive Officer

CERTIFICATION

I, Ashish R. Parikh, certify that:

1. I have reviewed this Annual Report on Form 10-K for the period ended December 31, 2021 of Hersha Hospitality Trust;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 23, 2022

/s/ Ashish R. Parikh

Ashish R. Parikh
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Hersha Hospitality Trust (the "Company") for the period ended December 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jay H. Shah, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 23, 2022

/s/ Jay H. Shah

Jay H. Shah

Chief Executive Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Hersha Hospitality Trust (the "Company") for the period ended December 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ashish R. Parikh, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the

Company.

February 23, 2022

/s/ Ashish R. Parikh

Ashish R. Parikh

Chief Financial Officer