

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

Annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2024  
or

Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number 001-37389

APPLE HOSPITALITY REIT, INC.

(Exact name of registrant as specified in its charter)

Virginia

26-1379210

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

814 East Main Street

Richmond

23219

,

Virginia

(Address of principal executive offices)

(Zip Code)

(804) 344-8121

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, no par value	APLE	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

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 (§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 12b-2 of the Exchange Act.

Accelerated filer

Large accelerated filer

Non-accelerated filer

Smaller reporting company

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.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

The aggregate market value of the common shares held by non-affiliates of the registrant (based on the closing sale price on the New York Stock Exchange) was approximately \$

3,268,935,196  
as of June 30, 2024.

The number of common shares outstanding on February 18, 2025 was

239,770,392

#### **Documents Incorporated by Reference**

The information required by Part III of this report, to the extent not set forth herein, is incorporated by reference from the Company's definitive proxy statement to be filed with the Securities and Exchange Commission in connection with the Company's annual meeting of shareholders to be held on May 19, 2025.

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APPLE HOSPITALITY REIT, INC.

FORM 10-K

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This Form 10-K includes references to certain trademarks or service marks. The AC Hotels by Marriott®, Aloft Hotels®, Courtyard by Marriott®, Fairfield by Marriott®, Marriott® Hotels, Residence Inn by Marriott®, SpringHill Suites by Marriott® and TownePlace Suites by Marriott® trademarks are the property of Marriott International, Inc. or one of its affiliates. The Embassy Suites by Hilton®, Hampton by Hilton®, Hilton Garden Inn®, Home2 Suites by Hilton®, Homewood Suites by Hilton® and Motto by Hilton® trademarks are the property of Hilton Worldwide Holdings Inc. or one of its affiliates. The Hyatt®, Hyatt House® and Hyatt Place® trademarks are the property of Hyatt Hotels Corporation or one of its affiliates. For convenience, the applicable trademark or service mark symbol has been omitted but will be deemed to be included wherever the above referenced terms are used.

## PART I

### **Forward-Looking Statements**

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements are typically identified by use of statements that include phrases such as "may," "believe," "expect," "anticipate," "intend," "estimate," "project," "target," "goal," "plan," "should," "will," "predict," "potential," "outlook," "strategy," and similar expressions that convey the uncertainty of future events or outcomes. Such statements involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance, or achievements of Apple Hospitality REIT, Inc. and its wholly-owned subsidiaries (the "Company") to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements.

Such factors include, but are not limited to, the ability of the Company to effectively acquire and dispose of properties and redeploy proceeds; the anticipated timing and frequency of shareholder distributions; the ability of the Company to fund capital obligations; the ability of the Company to successfully integrate pending transactions and implement its operating strategy; changes in general political, economic and competitive conditions and specific market conditions (including the potential effects of inflation or a recessionary environment); reduced business and leisure travel due to geopolitical uncertainty, including terrorism and acts of war; travel-related health concerns, including widespread outbreaks of infectious or contagious diseases in the U.S.; inclement weather conditions, including natural disasters such as hurricanes, earthquakes and wildfires; government shutdowns, airline strikes or equipment failures, or other disruptions; adverse changes in the real estate and real estate capital markets; financing risks; changes in interest rates; litigation risks; regulatory proceedings or inquiries; and changes in laws or regulations or interpretations of current laws and regulations that impact the Company's business, assets or classification as a real estate investment trust ("REIT"). Although the Company believes that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could be inaccurate, and therefore there can be no assurance that such statements included in this Annual Report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the results or conditions described in such statements or the objectives and plans of the Company will be achieved. In addition, the Company's qualification as a REIT involves the application of highly technical and complex provisions of the Internal Revenue Code of 1986, as amended (the "Code"). Readers should carefully review the risk factors described in the Company's filings with the Securities and Exchange Commission ("SEC"), including but not limited to those discussed in the section titled "Risk Factors" in Item 1A in this Annual Report on Form 10-K. Any forward-looking statement that the Company makes speaks only as of the date of this Annual Report on Form 10-K. The Company undertakes no obligation to publicly update or revise any forward-looking statements or cautionary factors, as a result of new information, future events, or otherwise, except as required by law.

## **Item 1. Business**

The Company, formed in November 2007 as a Virginia corporation, is a self-advised REIT that invests in income-producing real estate, primarily in the lodging sector, in the United States ("U.S."). The Company has elected to be treated as a REIT for U.S. federal income tax purposes. As of December 31, 2024, the Company owned 221 hotels with an aggregate of 29,764 guest rooms located in urban, high-end suburban and developing markets throughout 37 states and the District of Columbia ("D.C."), including two hotels with a total of 206 guest rooms classified as held for sale, one of which was sold to an unrelated party in February 2025, while the other is expected to be sold in the first quarter of 2025. The Company also owns one property leased to third parties. As of December 31, 2024, substantially all of the Company's hotels operated under Marriott or Hilton brands. The hotels are operated and managed under separate management agreements with 16 hotel management companies, none of which are affiliated with the Company. The Company's common shares are listed on the New York Stock Exchange ("NYSE") under the ticker symbol "APLE." The Company has no foreign operations or assets and its operating structure includes only one reportable segment. Refer to Part II, Item 8, for the Consolidated Financial Statements and Notes thereto, appearing elsewhere in this Annual Report on Form 10-K.

### **Business Objectives**

The Company is one of the largest hospitality REITs in the U.S., in both the number of hotels and guest rooms, with significant geographic and brand diversity. The Company's primary business objective is to maximize shareholder value by achieving long-term growth in cash available for distributions to its shareholders. The Company has pursued and will continue to pursue this objective through the following investment strategies:

- pursuing thoughtful capital allocation with selective acquisitions and dispositions of primarily rooms-focused hotels in the upscale sector of the lodging industry;
- employing broad geographic diversification of its investments;
- franchising and collaborating with leading brands in the sector;
- utilizing strong experienced operators for its hotels and enhancing their performance with proactive asset management;
- reinvesting in the Company's hotels to maintain their competitive advantage; and
- maintaining low leverage providing the Company with financial flexibility.

The Company has generally acquired fee simple ownership of its properties, with a focus on hotels that have or have the potential to have diverse demand generators, strong brand recognition, high levels of customer satisfaction and strong operating margins. Due to their efficient operating model and strong consumer preference, the Company concentrates on the acquisition of rooms-focused hotels. The Company's acquisitions have been in broadly diversified markets across the U.S. to limit dependence on any one geographic area or demand generator. With an emphasis on upscale rooms-focused hotels, the Company utilizes its asset management experience and expertise to improve the quality and performance of its hotels by working with its property managers to aggressively manage revenue and expenses by benchmarking with internal and external data, using the Company's scale to help negotiate favorable vendor contracts, engaging industry leaders in hotel management, and franchising the hotels with leading brands and actively participating with the franchisors to strengthen the brands. To maintain its competitive advantage in each market, the Company continually reinvests in its hotels. With its depth of ownership in many upscale and upper midscale rooms-focused brands and extensive experience with the Hilton and Marriott rooms-focused brands, the Company has been able to enhance its reinvestment approach. By maintaining a flexible balance sheet, with a total debt, net of cash, to total capitalization (total debt outstanding, net of cash, plus equity market capitalization based on the Company's December 31, 2024 closing share price) ratio at December 31, 2024 of 28.5%, the Company is not only positioned to opportunistically consider investments that further improve shareholder value, but management believes it is equipped to address developments caused by adverse economic environments.

### **Hotel Operating Performance**

As of December 31, 2024, the Company owned 221 hotels with a total of 29,764 guest rooms, including two hotels with a total of 206 guest rooms classified as held for sale, as compared to 225 hotels with a total of 29,900 guest rooms as of December 31, 2023. Operating performance is included only for the period of ownership for hotels acquired or disposed of during 2024 and 2023. During 2024, the Company acquired two hotels and sold six hotels. During 2023, the Company acquired six hotels and did not dispose of any hotels. In May 2023, the Company entered into an operating lease for an initial 15-year term with a third-party hotel operator at its independent boutique hotel in New York, New York for all hotel operations of the hotel's 210 guest rooms ("non-hotel property"). Lease revenue from this property is recorded in other revenue in the Company's consolidated statements of operations and comprehensive income. As a result of the lease and transfer of possession to the operator, this property has been excluded from the Company's hotel and guest room counts since May 2023. Results of the hotel operations for this property are included only for the period prior to the lease agreement becoming effective in May 2023. The following table reflects certain operating statistics for the Company's hotels for their respective periods of ownership by the Company. Average Daily Rate ("ADR") is calculated as room revenue divided by the number of rooms sold, and revenue per available room ("RevPAR") is calculated as occupancy multiplied by ADR.

	<b>Years Ended December 31,</b>		<b>Percent Change</b>
	<b>2024</b>	<b>2023</b>	
ADR	\$ 158.01	\$ 155.76	1.4%
Occupancy	75.0%	74.2%	1.1%
RevPAR	\$ 118.54	\$ 115.60	2.5%

### **Comparable Hotels Operating Performance**

The following table reflects certain operating statistics for the Company's 219 hotels owned and held for use as of December 31, 2024 ("Comparable Hotels"). The Company defines metrics from Comparable Hotels as results generated by the 219 hotels owned and held for use as of the end of the reporting period. For the hotels acquired during the reporting periods shown, the Company has included, as applicable, results of those hotels for periods prior to the Company's ownership using information provided by the properties' prior owners at the time of acquisition and not adjusted by the Company. This information has not been audited, either for the periods owned or prior to ownership by the Company. For dispositions and assets held for sale, results have been excluded for the Company's period of ownership.

	<b>Years Ended December 31,</b>		<b>Percent Change</b>
	<b>2024</b>	<b>2023</b>	
ADR	\$ 158.94	\$ 158.09	0.5%
Occupancy	75.1%	74.4%	0.9%
RevPAR	\$ 119.36	\$ 117.67	1.4%

Hotel performance is impacted by many factors, including the economic conditions in the U.S. and in each individual locality. Economic indicators in the U.S. have generally been stable throughout 2024. As a result, the Company's revenue and operating results have modestly improved during the year ended December 31, 2024, compared to the year ended December 31, 2023, which is consistent with the overall lodging industry. The Company expects low single digit RevPAR growth for its Comparable Hotels for 2025 as compared to 2024, which is comparable to broader industry expectations. See Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, appearing elsewhere in this Annual Report on Form 10-K for more information on the Company's results of operations.

### **Recent Investing Activities**

#### *Acquisitions and Contracts for Potential Acquisitions*

The Company continually monitors market conditions and attempts to maximize shareholder value by investing in properties that it believes provide superior value over the long term. Consistent with this strategy and the Company's focus on investing in rooms-focused hotels, in 2024, the Company acquired two hotels for an aggregate purchase price of \$196.3 million: an existing 234-guest-room AC Hotel in Washington, D.C. and a 262-guest-room Embassy Suites in Madison, Wisconsin that was purchased at the completion of development. The Company utilized proceeds from the sale of properties and borrowings under its \$650 million revolving credit facility with an initial maturity date of July 25, 2026 (the "Revolving Credit Facility") to fund these acquisitions. The Company plans to utilize its available cash, net proceeds from the sale of shares under the ATM program (as defined below), proceeds from the sales of properties or borrowings under its unsecured credit facilities for any future hotel acquisitions. See Note 4 title "Debt"

of the Consolidated Financial Statements and Notes thereto in Part II, Item 8, appearing elsewhere in this Annual Report on Form 10-K, for a description of the Company's unsecured credit facilities.

As of December 31, 2024, the Company had one outstanding contract, which was entered into during May 2023, for the potential purchase of a hotel in Nashville, Tennessee for an expected purchase price of approximately \$98.2 million. The hotel is under development and is currently planned to be completed and opened for business in late 2025, as a 260-guest-room Motto. As of December 31, 2024, a \$1.1 million contract deposit (refundable if the seller does not meet its obligations under the contract) had been paid. If the closing occurs, the Company plans to utilize its available cash or borrowings, including borrowings under its unsecured credit facilities available at closing, to purchase the hotel under contract. Although the Company is working towards acquiring this hotel, there are a number of conditions to closing that have not yet been satisfied, and there can be no assurance that closing on this hotel will occur under the outstanding purchase contract. If the seller meets all of the conditions to closing, the Company is obligated to specifically perform under the purchase contract and acquire this hotel. As this hotel is under development, at this time, the seller has not met all of the conditions to closing.

#### *Dispositions and Contracts for Potential Dispositions*

For its existing portfolio, the Company monitors each property's profitability, market conditions and capital requirements and attempts to maximize shareholder value by disposing of properties when it believes that superior value can be provided from the sale of the property. As a result, during the year ended December 31, 2024, the Company sold six hotels in five separate transactions with unrelated parties for a combined gross sales price of approximately \$63.4 million, resulting in a combined gain on the sales of approximately \$19.7 million, net of transaction costs. The Company used a portion of the net proceeds from the sale of two of the hotels to complete a like-kind exchange, in accordance with Section 1031 of the Internal Revenue Code of 1986, as amended, for the acquisition of the AC Hotel in Washington, D.C., which was completed in March 2024. The net proceeds from the sale of the other four hotels were used for share repurchases and general corporate purposes. As of December 31, 2024, the Company had outstanding contracts to sell two of its hotels, one of which was sold to an unrelated party in February 2025, while the other is expected to be sold in the first quarter of 2025 to a separate unrelated third party, for a combined gross sales price of approximately \$21.0 million. The net proceeds from the sale of both hotels are expected to be used for general corporate purposes.

#### *New York Independent Boutique Hotel Lease*

In May 2023, the Company entered into an operating lease for an initial 15-year term with a third-party hotel operator at its independent boutique hotel in New York, New York for all hotel operations of the hotel's 210 guest rooms. Lease revenue from this property is recorded in other revenue in the Company's consolidated statements of operations and comprehensive income. As a result of the lease and transfer of possession to the operator, this property has been excluded from the Company's hotel and guest room counts since May 2023. As a result of the operator's failure to make lease payments, the Company has commenced legal proceedings to remove the operator from possession of the hotel. The Company intends to enforce its rights under the lease and transition management of the hotel to a third-party manager, however, the removal process is still ongoing and the timing of the resolution of this matter and the transition of management operations cannot be predicted at this time.

See Note 2 titled "Investment in Real Estate" and Note 3 titled "Assets Held for Sale and Dispositions" in Part II, Item 8, of the Consolidated Financial Statements and Notes thereto, appearing elsewhere in this Annual Report on Form 10-K for additional information concerning these transactions.

#### *Share Repurchases*

In addition to continually considering opportunities to invest in rooms-focused hotels, the Company also monitors the trading price of its common shares and repurchases its common shares when it believes there is an opportunity to increase shareholder value. In May 2024, the Company's Board of Directors approved a one-year extension of its existing share repurchase program, authorizing share repurchases up to an aggregate of \$335.4 million (the "Share Repurchase Program"). The Share Repurchase Program may be suspended or terminated at any time by the Company and will end in July 2025 if not terminated or extended earlier. The Company previously entered into and expects to continue to enter into written trading plans as part of the Share Repurchase Program that provide for share repurchases in open market transactions that are intended to comply with Rule 10b5-1 under the Exchange Act. During the year ended December 31, 2024, the Company purchased, under its Share Repurchase Program, approximately 2.4 million of its common shares at a weighted-average market purchase price of approximately \$14.16 per common share for an aggregate purchase price, including commissions, of approximately \$34.7 million. Repurchases under the Share Repurchase Program have been funded, and the Company intends to fund future repurchases, with cash on hand, proceeds from dispositions or availability under its unsecured credit facilities, subject to applicable restrictions under the Company's unsecured credit facilities (if any). The timing of share repurchases and the number of common shares to be repurchased under the Share Repurchase Program will also depend upon prevailing market conditions, regulatory requirements and other factors. As of December 31, 2024, approximately \$300.8 million remained available for purchase under the Share Repurchase Program.

### **Hotel Industry and Competition**

The hotel industry is highly competitive. Each of the Company's hotels competes for guests primarily with other hotels in its immediate vicinity and secondarily with other hotels or lodging facilities in its geographic market. An increase in the number of competitive hotels or other lodging facilities in a particular area could have a material adverse effect on the occupancy, ADR and RevPAR of the Company's hotels in that area. The Company believes that brand recognition, location, price and quality (of both the hotel and the services provided) are the principal competitive factors affecting the Company's hotels. Additionally, general economic conditions, both in a particular market and nationally, impact the performance of the hotel industry.

### **Management and Franchise Agreements**

Substantially all of the Company's hotels operate under Marriott or Hilton brands, and as of December 31, 2024, consisted of the following:

Brand	Number of Hotels and Guest Rooms by Brand	
	Number of Hotels	Number of Guest Rooms
Hilton Garden Inn	39	5,476
Hampton	36	4,831
Courtyard	34	4,892
Residence Inn	30	3,695
Homewood Suites	29	3,291
Fairfield	10	1,213
Home2 Suites	10	1,146
SpringHill Suites	9	1,463
TownePlace Suites	8	834
Embassy Suites	4	770
AC Hotels	4	702
Hyatt Place	3	411
Marriott	2	619
Hyatt House	2	264
Aloft Hotels	1	157
Total	221	29,764

Each of the Company's 221 hotels owned as of December 31, 2024 is operated and managed under separate management agreements with 16 hotel management companies, none of which are affiliated with the Company. The management agreements generally provide for initial terms of one to 30 years and are terminable by the Company for either failure to achieve performance thresholds, upon sale of the property, or without cause. As of December 31, 2024, approximately 82% of the Company's hotels operated under a variable management fee agreement, with an average initial term of approximately one to two years, which the Company believes better aligns incentives for each hotel manager to maximize each property's performance than a base-plus-incentive management fee structure, as described below, which is more common throughout the industry. Under the variable fee structure, the management fee earned for each hotel is generally within a range of 2.5% to 3.5% of gross revenues. The performance measures are based on various financial and quality performance metrics. The Company's remaining hotels operate under a management fee structure which generally includes the payment of base management fees and an opportunity for incentive management fees. Under this structure, base management fees are calculated as a percentage of gross revenues and the incentive management fees are calculated as a percentage of operating profit in excess of a priority return to the Company, as defined in the management agreements. In addition to the above, management fees for all of the Company's hotels generally include accounting fees and other fees for centralized services, which are allocated among all of the hotels that receive the benefit of such services.

Thirteen of the Company's hotels are managed by affiliates of Marriott. The remainder of the Company's hotels are managed by companies that are not affiliated with either Marriott, Hilton or Hyatt, and as a result, the branded hotels they manage were required to obtain separate franchise agreements with each respective franchisor. The franchise agreements generally provide for initial terms of approximately 10 to 30 years and generally provide for renewals subject to franchise requirements at the time of renewal. The Company pays various fees under these agreements, including the payment of royalty fees, marketing fees, reservation fees, a communications support fee, brand loyalty program fees and other similar fees based on room revenues.

The franchise and/or management agreements provide a variety of benefits for the Company, which include national advertising, publicity, and other marketing programs designed to increase brand awareness, training of personnel, continuous review of quality standards, centralized reservation systems and best practices within the industry.

#### **Hotel Maintenance and Renovation**

Management routinely monitors the condition and operations of its hotels and plans renovations and other improvements as it deems prudent. The Company's hotels have a periodic need for renovation and refurbishment. To maintain and enhance each property's competitive position in its market, the Company has invested in and plans to continue to reinvest in its hotels. During 2024, 2023 and 2022, the Company's capital improvements for its hotels were approximately \$78.3 million, \$76.8 million and \$61.7 million, respectively. During 2025, the Company anticipates investing approximately \$80 million to \$90 million in capital improvements, which includes comprehensive renovation projects for approximately 20 properties.

#### **Financing**

The Company's principal short-term sources of liquidity are the operating cash flows generated from the Company's properties and availability under its Revolving Credit Facility. Depending on market conditions, over the long term, the Company may also receive proceeds from strategic additional secured and unsecured debt financing, dispositions of its hotel properties or issuance of common shares through equity offerings, such as through the Company's at-the-market offering program described below. The Company anticipates that funds from these sources will be adequate to meet its anticipated liquidity requirements, including required distributions to shareholders, share repurchases, capital improvements, debt service, hotel acquisitions, lease commitments, and cash management activities. However, macroeconomic pressures, including inflation, increases in interest rates and general market uncertainty, could affect the Company's ability to raise debt or equity capital to fund long-term liquidity requirements in a cost-effective manner.

On July 17, 2024, the Company amended the 2017 \$85 million term loan facility, which increased the amount of the term loan facility to \$130 million, with the additional \$45 million funded at closing, and extended the maturity date to July 25, 2026. The interest rate, subject to certain exceptions, is equal to an annual rate of the one-month SOFR plus a 0.10% SOFR spread adjustment plus a margin ranging from 1.35% to 2.20%, depending on the Company's leverage ratio, as calculated under the terms of the amended credit agreement. Subject to certain conditions, including covenant compliance and additional fees, the maturity date of the \$130 million term loan facility may be extended by the Company to July 25, 2027.

As of December 31, 2024, the Company had approximately \$1.5 billion of total outstanding debt with a combined weighted-average interest rate, including the effect of interest rate swaps, of approximately 4.71%, consisting of approximately \$254.3 million in outstanding mortgage debt secured by 14 properties, with maturity dates ranging from April 2025 to May 2038 and stated interest rates ranging from 3.40% to 4.46%, and approximately \$1.2 billion in outstanding debt under its unsecured credit facilities with maturity dates ranging from August 2025 to March 2030 and effective interest rates, including the effect of interest rate swaps, ranging from 2.61% to 6.13%.

The Company's unused borrowing capacity under its Revolving Credit Facility as of December 31, 2024 was \$567.5 million, which is available for acquisitions, hotel renovations, share repurchases, working capital and other general corporate purposes, including the payment of distributions to shareholders. The Company has historically maintained and plans in the future to maintain relatively low leverage as compared to the real estate industry as a whole and the lodging sector in particular. The Company's ratio of total debt, net of cash, to total capitalization (total debt outstanding, net of cash, plus equity market capitalization based on the Company's December 31, 2024 closing share price) ratio as of December 31, 2024 was 28.5%. The Company intends to maintain staggered maturities of its debt when possible, utilize unsecured debt when available and fix the rate on a portion of its debt. All of these strategies reduce shareholder risk related to the Company's financing structure.

See Note 4 titled "Debt" of the Consolidated Financial Statements and Notes thereto in Part II, Item 8, appearing elsewhere in this Annual Report on Form 10-K, for a description of the Company's debt instruments as of December 31, 2024 and a summary of the financial and restrictive covenants as defined in the credit agreements.

On February 23, 2024, the Company entered into an equity distribution agreement pursuant to which the Company may sell, from time to time, up to an aggregate of \$500 million of its common shares under an at-the-market offering program (the "ATM Program") under the Company's shelf registration statement. During the year ended December 31, 2024, the Company did not sell any common shares under the ATM Program, and no common shares were sold during the year ended December 31, 2024 under the previous \$300 million at-the-market offering program (the "Prior ATM Program"), which was terminated in February 2024 in connection with the commencement of the current ATM Program. During the year ended December 31, 2023, the Company sold approximately 12.8 million shares under the Prior ATM Program at a weighted-average market sales price of approximately \$17.05 per common share and received aggregate gross proceeds of approximately \$218.6 million and proceeds net of offering costs, which included \$2.6 million of commissions, of approximately \$216.0 million. The Company used the net proceeds from the sale of these shares to pay down borrowings under the Revolving Credit Facility, for acquisitions of hotel properties and for general corporate purposes. As of December 31, 2024, approximately \$500 million remained available for issuance under the ATM Program. The Company plans to use future net proceeds from the sale of shares under the ATM Program, or under a similar successor program, for

general corporate purposes which may include, among other things, acquisitions of additional properties, the repayment of outstanding indebtedness, capital expenditures, improvement of properties in its portfolio and working capital. The Company may also use the net proceeds to acquire another REIT or other company that invests in income producing properties.

#### ***Distribution Policy***

The Company plans to continue to pay distributions on a monthly basis, with distributions based on anticipated cash generated from operations. The Company attempts to set a rate that can be consistent over a period of time as it forecasts its cash available from operations. The Company's annualized distribution rate was \$0.96 per common share at December 31, 2024. In addition to the regular monthly cash distribution of \$0.08 per common share approved by the Board of Directors in December 2024, the Board of Directors approved a special cash distribution of \$0.05 per common share for a combined distribution of \$0.13 per common share, paid in January 2025, to shareholders of record as of December 31, 2024. While management expects monthly cash distributions to continue, each distribution is subject to approval by the Company's Board of Directors and there can be no assurance of the classification, timing or duration of distributions at the current distribution rate. The Company's Board of Directors, in consultation with management, will continue to monitor hotel operations and the timing and level of distributions in relation to the Company's other cash requirements or in order to maintain its REIT status for U.S. federal income tax purposes. If cash flows from operations and the Revolving Credit Facility are not adequate to meet liquidity requirements, the Company may utilize additional financing sources to make distributions as necessary to maintain its REIT status. As it has done historically, due to seasonality, the Company may use its Revolving Credit Facility to maintain consistency of the distribution rate, taking into consideration any acquisitions, dispositions, capital improvements and economic cycles. Although the Company has relatively low levels of debt, there can be no assurance it will be successful with this strategy and may need to reduce its distributions to required levels to maintain its REIT status. If the Company were unable to extend its maturing debt in future periods or if it were to default on its debt, it may be unable to make distributions.

#### ***Insurance***

The Company maintains insurance coverage for general liability, property, business interruption, cyber threats and other risks with respect to all of its hotels either under insurance policies obtained by the Company or by its third-party managers. These policies offer coverage features and insured limits that the Company believes are customary for similar types of properties and risks in similar locations. However, various types of catastrophic losses, like earthquakes, hurricanes, or certain types of terrorism, may not be insurable or may not be economically insurable.

#### ***Corporate Responsibility***

The Company's environmental, social and governance strategy aims to enhance long-term value for its shareholders through responsible investment in sustainable and equitable practices at the corporate and property levels that: strengthen the resilience of the Company and its hotels while minimizing its overall environmental impact and enhancing the value of its assets; encourage stakeholder engagement and advance human capital; and make positive contributions throughout the Company, the hotel industry, its local community and the many communities its hotels serve.

The Company's Corporate Responsibility Report, issued in December 2024, provides further detail of the Company's environmental, social and governance progress, and can be found on the Company's website at [www.applehospitalityreit.com](http://www.applehospitalityreit.com). The contents of the Company's Corporate Responsibility Report are not incorporated by reference into this Annual Report on Form 10-K and do not form a part of this Form 10-K.

#### ***Environmental Stewardship and Sustainability***

The environment is a key consideration in the operations of the Company's hotels. The Company actively monitors key performance indicators of energy, water and waste at its properties, utilizing historical, market and industry data to identify properties where improvements can be made, and works with its management companies to address the opportunities. The Company is committed to enhancing and incorporating sustainability opportunities into its investment and asset management strategies, with a focus on minimizing its environmental impact.

To enhance its commitment to sustainable operations, the Company established a formal energy management program in 2018 to ensure that energy, water and waste management are a priority not only within the Company, but also with the Company's third-party management companies and brands. Developed jointly with the Company's third-party energy consultants, this program provides its hotels and management companies with operating guidelines designed to consistently use energy and water responsibly across the entire portfolio. The Company seeks to invest in proven sustainability practices when renovating its hotels and in portfolio-wide capital projects that can enhance asset value while also improving environmental performance. The Company targets specific environmental efficiency enhancements, including equipment upgrades and replacements, that reduce energy and water usage and

improve waste management. As part of its acquisition due diligence, the Company performs sustainability assessments to identify areas of opportunity that will improve the property's environmental performance.

#### ***Social Responsibility***

The Company is firmly committed to strengthening communities through charitable giving and by volunteering time and talents. The Company is dedicated to making a positive impact throughout its organization, the hotel industry, its local community and the many communities its hotels serve. In 2017, the Company formed Apple Gives, an employee-led charitable initiative, to expand its impact and further advance the achievement of its corporate philanthropic goals. Apple Gives collaborates with organizations that are important to the Company's employees, its third-party management companies, its hotels and numerous industry organizations, including the American Hotel & Lodging Association ("AHLA"), and works to make a positive impact across the Company's community and the communities its hotels serve. More specifically, Apple Gives organizes company-wide community events with charitable organizations, deploys aid to markets and associates affected by natural disasters, and allocates funds and other resources to a variety of causes.

#### ***Human Capital***

The Company believes that each of its 65 team members (as of December 31, 2024) plays a vital role in the success of the organization. The Company believes the physical and mental health, safety and well-being of its employees, the associates at its hotels and its hotel guests are critical to the continued success of its business. The Company aims to provide an inspiring, diverse, equitable and inclusive work environment where employees feel valued, empowered and encouraged to make positive differences within the Company and throughout their communities, with a belief that the most successful management provides clear leadership while empowering the team to make timely and responsible decisions and to take actions necessary to achieve exceptional operating results. The Company is committed to the health and safety of its employees and does not tolerate violence, discrimination or harassment in the workplace.

The Company offers competitive compensation and benefits, a flexible leave policy, fully paid parental leave for up to 12 weeks for primary caregivers and three weeks for secondary caregivers for the birth or adoption of a new child, financial assistance for adoption of a new child, a tuition reimbursement program, and a culture that encourages balance of work and personal life. The Company provides its employees with two days paid leave each year for volunteer work and donation matching to support non-profit organizations. The Company emphasizes an open-door policy for communications and conducts regular employee satisfaction surveys and annual performance reviews, which provide the opportunity for continuous improvement.

The Company is committed to working safely and maintaining a safe workplace in compliance with cleanliness guidelines set forth by the Centers for Disease Control and Prevention (CDC), and in compliance with applicable Occupational Safety and Health Administration (OSHA) standards.

The Company has implemented various initiatives to ensure the Company remains inclusive, equitable and supportive for all, including a formal online training program that all employees of the Company are required to complete annually for the prevention of discrimination and harassment in the workplace.

During 2024, all employees involved in the day-to-day operation of the Company's hotels were employed by one of 16 third-party management companies engaged pursuant to the hotel management agreements.

#### ***Seasonality***

The hotel industry historically has been seasonal in nature. Seasonal variations in occupancy at the Company's hotels may cause quarterly fluctuations in its revenues. Generally, occupancy rates and hotel revenues for the Company's hotels are greater in the second and third quarters than in the first and fourth quarters. To the extent that cash flow from operations is insufficient during any quarter due to temporary or seasonal fluctuations in revenue, the Company expects to utilize cash on hand or available financing sources to meet cash requirements.

#### ***Related Parties***

The Company has engaged in, and is expected to continue to engage in, transactions with related parties. These transactions cannot be construed to be at arm's length, and the results of the Company's operations may have been different if these transactions were conducted with non-related parties. Certain employees of the Company also provide support services to Apple Realty Group,

Inc. ("ARG"), which is wholly owned by Glade M. Knight, Executive Chairman of the Company. ARG reimburses the Company for the support services that it receives.

See Note 6 titled "Related Parties" in Part II, Item 8, of the Consolidated Financial Statements and Notes thereto, appearing elsewhere in this Annual Report on Form 10-K for additional information concerning the Company's related party transactions.

#### **Website Access**

The address of the Company's website is [www.applehospitalityreit.com](http://www.applehospitalityreit.com). The Company makes available free of charge through its website its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, 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 the Company electronically files such material with, or furnishes it to, the SEC. Information contained on the Company's website is not incorporated by reference into this report. The Company's website also is a key source of important information about the Company. The Company routinely posts to the Investor Information section of its website important information about its business, operating results and financial condition and prospects, including, for example, information about material acquisitions and dispositions, earnings releases and the Company's Corporate Responsibility Report. The Company also posts to its website copies of investor presentations, which contain important information about the Company, and it updates those presentations periodically. The website has a Corporate Governance page in the Investor Information section that includes, among other things, copies of the Company's Code of Business Conduct and Ethics, Corporate Governance Guidelines and the charters for each standing committee of the Company's Board of Directors. Please note that the information contained on the Company's website is not incorporated by reference in, or considered to be a part of, this report or any other document, unless expressly incorporated by reference therein.

#### **Item 1A. Risk Factors**

The Company has identified the following significant risk factors which may affect, among other things, the Company's business, financial position, results of operations, operating cash flows, market value, and ability to service its debt obligations and make distributions to its shareholders. You should carefully consider the risks described below and the risks disclosed by the Company in other filings with the SEC, in addition to the other information contained in this Annual Report on Form 10-K.

#### **Risks Related to the Company's Business and Operations**

*The Company is subject to various risks which are common to the hotel industry on a national, regional and local market basis that are beyond its control and could adversely affect its business.*

The success of the Company's hotels depends largely on the hotel operators' ability to adapt to dominant trends and risks in the hotel industry, both nationally and in individual local markets. These risks could adversely affect hotel occupancy and the rates that can be charged for hotel rooms as well as hotel operating expenses. The following is a summary of risks that may affect the hotel industry in general and as a result may affect the Company:

- over-building of hotels in the markets in which the Company operates, resulting in an increase in supply of hotel rooms that exceeds increases in demand;
- competition from other hotels and lodging alternatives in the markets in which the Company operates;
- a downturn in the hospitality industry;
- dependence on business and leisure travel;
- increases in energy costs and other travel expenses, which may affect travel patterns and reduce business and leisure travel;
- reduced business and leisure travel due to geo-political uncertainty, including terrorism and acts of war, travel-related health concerns, including widespread outbreaks of infectious or contagious diseases in the U.S. and the related impacts such as the Company experienced in connection with the COVID-19 pandemic, inclement weather conditions, including natural disasters such as hurricanes, earthquakes and wildfires, and government shutdowns, airline strikes or equipment failures, or other disruptions;
- reduced travel due to adverse national, regional or local economic and market conditions;
- seasonality of the hotel industry may cause quarterly fluctuations in operating results;
- changes in marketing and distribution for the hospitality industry, including the cost and the ability of third-party internet and other travel intermediaries to attract and retain customers;

- changes in hotel room demand generators in a local market;
- ability of a hotel franchise to fulfill its obligations to franchisees;
- brand expansion;
- the performance of third-party managers of the Company's hotels;
- increases in operating costs, including ground lease payments, renovation projects, property and casualty insurance, utilities and real estate and personal property taxes, due to inflation, climate change, supply chain disruptions, tariffs, natural disasters, regulatory compliance and other factors that may not be offset by increases in room rates or room revenue;
- inflation which could adversely affect consumer confidence thereby reducing consumer purchasing power and demand for lodging;
- labor shortages and other increases in the cost of labor due to low unemployment rates or to government regulations surrounding work rules, wage rates, health care coverage, immigration policies and other benefits;
- supply chain disruptions and broader inflationary pressures throughout the overall economy and global tensions driving shortages and cost increases for materials and supplies such as food and equipment;
- changes in governmental laws and regulations, fiscal policies and zoning ordinances and the related costs of compliance with applicable laws and regulations;
- business interruptions, regulatory costs, financial loss and equipment loss due to cyber-attacks and other technological events;
- requirements for periodic capital reinvestment to repair and upgrade hotels;
- limited alternative uses for hotel buildings; and
- condemnation or uninsured losses.

Any of these factors, among others, may reduce the Company's operating results, the value of the properties that the Company owns, and the availability of capital to the Company.

***Economic conditions in the U.S. and individual markets may adversely affect the Company's business operations and financial performance.***

The performance of the lodging industry has historically been highly cyclical and closely linked to the performance of the general economy both nationally and within local markets in the U.S. The lodging industry is also sensitive to government, business and personal discretionary spending levels. Declines in government and corporate budgets and consumer demand due to adverse general economic conditions, risks affecting or reducing travel patterns, lower consumer confidence or adverse political conditions may lower the revenue and profitability of the Company's hotels and therefore the net operating profits of its investments. An economic downturn or prolonged economic recession, including lower GDP growth, corporate earnings, consumer confidence, employment rates, income levels and personal wealth, may lead to a significant decline in demand for products and services provided by the lodging industry, lower occupancy levels, significantly reduced room rates, and declines in RevPAR. The Company cannot predict the pace or duration of an economic recession or cycle or the cycles of the lodging industry. In the event conditions in the industry deteriorate or there is an extended period of economic weakness, the Company's revenue and profitability could be adversely affected. Furthermore, even if the economy in the U.S. improves, the Company cannot provide any assurances that demand for hotels will increase from current levels, nationally or more specifically, where the Company's properties are located.

In addition, many of the expenses associated with the Company's business, including certain personnel costs, interest expense, ground leases, property taxes, insurance and utilities, are relatively fixed. These hotel operating expenses generally do not decrease when hotel revenues decrease, and some expenses, such as wages, utilities and insurance, have increased and may continue to increase due to factors unrelated to hotel operating performance, such as inflation rates, events impacting insurance markets unrelated to the Company's hotels and adverse weather conditions increasing variable utility rates. During a period of overall economic weakness, if the Company is unable to meaningfully decrease these costs as demand for its hotels decreases, or increase room rates to account for higher than expected costs, the Company's business operations and financial performance may be adversely affected.

***The Company is affected by restrictions in, and compliance with, its franchise and license agreements.***

The Company's wholly-owned taxable REIT subsidiaries ("TRSSs") (or subsidiaries thereof) operate substantially all of its hotels pursuant to franchise or license agreements with nationally recognized hotel brands. These franchise and license agreements contain specific standards for, and restrictions and limitations on, the operation and maintenance of the Company's hotels in order to maintain

uniformity within the franchisor system. The Company has been and, in the future, may be required to incur costs to comply with these standards and these standards could potentially conflict with the Company's ability to create specific business plans tailored to each property and to each market. Failure to comply with these brand standards may result in termination of the applicable franchise or license agreement. In addition, as the Company's franchise and license agreements expire, the Company may not be able to renew them on favorable terms, or at all. If the Company were to lose or was unable to renew a franchise or license agreement, the Company would be required to re-brand or de-flag the hotel, which could result in a decline in the value of the hotel, the loss of marketing support and participation in guest loyalty programs, and harm to the Company's relationship with the franchisor, impeding the Company's ability to operate other hotels under the same brand. Additionally, the franchise and license agreements have provisions that could limit the Company's ability to sell or finance a hotel which could further affect the Company.

***Substantially all of the Company's hotels operate under Marriott or Hilton brands; therefore, the Company is subject to risks associated with concentrating its portfolio in these brand families.***

Substantially all of the Company's hotels operate under brands owned by Marriott or Hilton. As a result, the Company's success is dependent in part on the continued success of Marriott and Hilton and their respective brands. The Company believes that building brand value is critical to increase demand and strengthen customer loyalty. Consequently, if market recognition or the positive perception of any of these brands is reduced or compromised, the goodwill associated with the Marriott or Hilton branded hotels in the Company's portfolio may be adversely affected. Also, if Marriott or Hilton alter certain policies, including their respective guest loyalty programs, this could reduce the Company's future revenues. Furthermore, if the Company's relationship with Marriott or Hilton were to deteriorate or terminate as a result of disputes regarding the Company's hotels or for other reasons, the franchisors could, under certain circumstances, terminate the Company's current franchise licenses with them or decline to provide franchise licenses for hotels that the Company may acquire in the future. If any of the foregoing were to occur, it could have a material adverse effect on the Company.

Although substantially all of the Company's hotels operate under the brands noted above, the Company may from time to time acquire independent hotels or hotels affiliated with other brands, and/or may choose to operate hotels independently of a brand if the Company believes that these properties will operate most effectively as independent hotels. However, without the support and recognition of a large established brand, the capability of these independent or less recognized branded hotels to market the hotel, maintain guest loyalty, attract new guests, and operate in a cost-effective manner may be difficult, which could adversely affect the Company's overall operating results.

***Competition in the markets where the Company owns hotels may adversely affect the Company's results of operations.***

The hotel industry is highly competitive. Each of the Company's hotels competes for guests primarily with other hotels in its immediate vicinity and secondarily with other hotels in its geographic market. The Company also competes with numerous owners and operators of vacation ownership resorts, as well as alternative lodging companies, including third-party providers of short-term rental properties and serviced apartments that can be rented on a nightly, weekly or monthly basis. An increase in the number of competitive hotels, vacation ownership resorts and alternative lodging arrangements in a particular area could have a material adverse effect on the occupancy, ADR and RevPAR of the Company's hotels in that area and lower the Company's revenue and profitability.

***The Company is dependent on third-party hotel managers to operate its hotels and could be adversely affected if such management companies do not manage the hotels successfully.***

To maintain its status as a REIT, the Company is not permitted to operate any of its hotels. As a result, the Company has entered into management agreements with third-party managers to operate its hotels. For this reason, the Company's ability to direct and control how its hotels are operated is less than if the Company were able to manage its hotels directly. Under the terms of the hotel management agreements, the Company's ability to participate in operating decisions regarding its hotels is limited to certain matters, and it does not have the authority to require any hotel to be operated in a particular manner (for instance, setting room rates). The Company does not supervise any of the hotel managers or their respective personnel on a day-to-day basis. The Company cannot be assured that the hotel managers will manage its hotels in a manner that is consistent with their respective obligations under the applicable management agreement or the Company's obligations under its hotel franchise agreements. The Company could be materially and adversely affected if any of its third-party managers fail to effectively manage revenues and expenses, provide quality services and amenities, secure its data and systems, timely and accurately report financial results, or otherwise fail to manage its hotels in its best interest, and may be financially responsible for the actions and inactions of the managers. In certain situations, based on the terms of the applicable management agreement, the Company or manager may terminate the agreement. In the event that any of the Company's management agreements are terminated, the Company can provide no assurance that it could identify a replacement manager, that the franchisor will consent to the replacement manager in a timely manner, or at all, or that the replacement manager will manage the hotel successfully. A failure by the Company's hotel managers to successfully manage its hotels could lead to an increase in its operating expenses, a decrease in its revenues, or both and have a material adverse effect on the Company.

Furthermore, if one of the Company's third-party managers is financially unable or unwilling to perform its obligations pursuant to its management agreements with the Company, the Company's ability to find a replacement manager or managers for those properties could be costly and time-consuming for the Company and disrupt hotel operations which could materially and adversely affect the Company. In addition, at any given time, the Company may become engaged in disputes or litigation with one or more of its third-party managers or franchisors arising from contractual and other disagreements that could make the Company liable to them or result in litigation costs or other expenses.

***Labor shortages and increased labor costs could cause significant increases to the Company's operating costs and decreases to the Company's operating income.***

The Company's third-party hotel managers are responsible for hiring and maintaining the labor force at each of the Company's hotels. Although the Company does not directly employ or manage employees at its hotels, the Company is still subject to many of the costs and risks generally associated with the hotel labor force. Labor costs can increase due to many factors, including but not limited to, a shortage of hospitality workers, increased dependence on contract workers, increased wages and employee benefit costs, changes in laws and regulations, increased labor turnover and increases in a unionized labor force. Significant labor shortages could prohibit the Company's hotels from operating at full capacity which could result in a decrease in operating revenues. An increased exposure to a unionized labor force could lead to labor disputes, causing higher labor costs, either by increases in wages or benefits or by changes in local labor regulations that raise hotel operating costs. The Company has experienced, and may in the future experience, increased costs due to these factors.

***The growing use of non-franchisor lodging distribution channels could adversely affect the Company's business and profitability.***

Although a majority of rooms sold are sold through the hotel franchisors' distribution channels, many are sold through other channels or intermediaries. Rooms sold through non-franchisors' channels are generally less profitable (after associated fees) than rooms sold through franchisors' channels. Although the Company's franchisors may have established agreements with many of these alternative channels or intermediaries that limit transaction fees for hotels, there can be no assurance that the Company's franchisors will be able to renegotiate such agreements upon their expiration with terms as favorable as the provisions that exist today. Moreover, alternative channels or intermediaries may employ aggressive marketing strategies, including expending significant resources for online and television advertising campaigns to drive consumers to their websites. As a result, consumers may develop brand loyalties to the intermediaries' offered brands, websites and reservations systems rather than to those of the Company's franchisors. If this happens, the Company's business and profitability may be materially and adversely affected.

***Renovations and capital improvements at the Company's existing hotels or new hotel developments may reduce the Company's profitability.***

The Company has ongoing needs for hotel renovations and capital improvements, including maintenance requirements and updates to brand standards under all of its hotel franchise and management agreements and certain loan agreements. In addition, from time to time, the Company will need to make renovations and capital improvements to comply with applicable laws and regulations, to remain competitive with other hotels and to maintain the economic value of its hotels. As properties increase in age, the frequency and cost of renovations needed to maintain appealing facilities for hotel guests may increase. The Company may also need to make significant capital improvements to hotels that it acquires, or may be involved in the development of new hotels. Construction delays and cost overruns, including increases in the cost of labor, goods and materials and delays and cost increases caused by supply chain disruptions, have increased and may continue to increase renovation or development costs for the Company and have delayed and may in the future delay the acquisition or opening of hotels or the length of time that rooms are out of service. Occupancy and ADR are often affected during periods of renovations and capital improvements at a hotel, especially if the Company encounters delays, or if the improvements require significant disruption at the hotel. The costs of renovations and capital improvements the Company needs or chooses to make at the Company's existing hotels, or the costs related to the development of new hotels, could reduce the funds available for other purposes and may reduce the Company's profitability.

***Certain hotels are subject to ground leases that may affect the Company's ability to use the hotel or restrict its ability to sell the hotel.***

As of December 31, 2024, 14 of the Company's properties were subject to ground leases, not including the Company's three parking lot ground leases. Accordingly, the Company effectively only owns a long-term leasehold interest in these properties. If the Company is found to be in breach of a ground lease, it could lose the right to use the property. In addition, unless the Company can purchase a fee interest in the underlying land or renew the terms of these leases before their expiration, as to which no assurance can be given, the Company will lose its right to operate these properties and its interest in the property, including any investment that it made in the property. The Company's ability to exercise any extension options relating to its ground leases is subject to the condition that the Company is not in default under the terms of the ground lease at the time that it exercises such options, and the Company can

provide no assurances that it will be able to exercise any available options at such time. If the Company were to lose the right to use a property due to a breach or non-renewal of a ground lease, it would be unable to derive income from such property. Finally, the Company may not be permitted to sell or finance a property subject to a ground lease without the consent of the lessor.

***The Company may not be able to complete hotel dispositions when and as anticipated.***

The Company continually monitors the profitability, market conditions, and capital requirements of its hotels and attempts to maximize shareholder value by timely disposal of its hotels. Real estate investments are, in general, relatively difficult to sell due to, among other factors, the size of the required investment and the volatility in availability of adequate financing for a potential buyer. This illiquidity will tend to limit the Company's ability to promptly vary its portfolio in response to changes in economic or other conditions. Additionally, factors specific to an individual property, such as its specific market and operating performance, restrictions in franchise and management agreements, debt secured by the property, a ground lease, or capital expenditure needs may further increase the difficulty in selling a property. Therefore, the Company cannot predict whether it will be able to sell any hotels on acceptable terms, or at all. In addition, provisions of the Code relating to REITs impose certain limits on the number of hotels the Company may sell in a calendar year.

***Real estate impairment losses may adversely affect the Company's financial condition and results of operations.***

As a result of changes in an individual hotel's operating results or to the Company's planned hold period for a hotel, the Company may be, and has been, required to record an impairment loss for a property. The Company analyzes its hotel properties individually for indicators of impairment throughout the year. The Company records an impairment loss on a hotel property if indicators of impairment are present, and the sum of the undiscounted cash flows estimated to be generated by the respective property over its estimated remaining useful life, based on historical and industry data, is less than the property's carrying amount. Indicators of impairment include, but are not limited to, a property with current or potential losses from operations, when it becomes more likely than not that a property will be sold before the end of its previously estimated useful life or when events, trends, contingencies or changes in circumstances indicate that a triggering event has occurred and an asset's carrying value may not be recoverable.

***The Company's failure to identify and complete accretive acquisitions may adversely affect the profitability of the Company.***

The Company's business strategy includes identifying and completing accretive hotel acquisitions. The Company competes with other investors who are engaged in the acquisition of hotels, and these competitors may affect the supply and demand dynamics and, accordingly, increase the price the Company must pay for hotels it seeks to acquire, or these competitors may succeed in acquiring those hotels. Any delay or failure on the Company's part to identify, negotiate, finance on favorable terms, consummate and integrate such acquisitions could materially impede the Company's growth. The Company may also incur costs that it cannot recover if it abandons a potential acquisition. Also, if the Company does not reinvest proceeds received from hotel dispositions into new properties in a timely manner, the Company's profitability could be negatively impacted. The Company's profitability may also suffer because future acquisitions of hotels may not yield the returns the Company expects and the integration of such acquisitions may disrupt the Company's business or may take longer than projected. Furthermore, the Company may be subject to unknown or contingent liabilities related to hotels it acquires.

***The Company's inability to obtain financing on favorable terms or pay amounts due on its financing may adversely affect the Company's operating results.***

Although the Company anticipates maintaining relatively low levels of debt, it may periodically use, and has used, financing to acquire properties, perform renovations to its properties, or make shareholder distributions or share repurchases in periods of fluctuating income from its properties. The credit markets have historically been volatile and subject to increased regulation, and as a result, the Company may not be able to obtain debt financing to meet its cash requirements, including refinancing any scheduled debt maturities, which may adversely affect its ability to execute its business strategy. If the Company refinances debt, such refinancing may not be in the same amount or on terms as favorable as the terms of the existing debt being refinanced. If the Company is unable to refinance its debt, it may be forced to dispose of hotels or issue equity at inopportune times or on disadvantageous terms, which could result in higher costs of capital.

The Company is also subject to risks associated with increases in interest rates with respect to the Company's variable-rate debt which could reduce cash from operations and adversely affect its ability to make distributions to shareholders. In addition, the Company has used interest rate swaps to manage its interest rate risks on a portion of its variable-rate debt, and in the future, it may use hedging arrangements, such as interest rate swaps, to manage its exposure to interest rate volatility. The Company's actual hedging decisions are determined in light of the facts and circumstances existing at the time of the hedge. There is no assurance that the Company's hedging strategy will achieve its objectives, and the Company may be subject to costs, such as transaction fees or breakage costs, if it terminates these hedging arrangements.

***Compliance with financial and other covenants in the Company's existing or future debt agreements may reduce operational flexibility and create default risk.***

The Company's existing indebtedness, whether secured by mortgages on certain properties or unsecured, contains, and indebtedness that the Company may enter into in the future likely will contain, customary covenants that may restrict the Company's operations and limit its ability to enter into future indebtedness. In addition, the Company's ability to borrow under its unsecured credit facilities is subject to compliance with its financial and other covenants, including, among others, a minimum tangible net worth, maximum debt limits, minimum interest and fixed charge coverage ratios, and restrictions on certain investments. The Company's failure to comply with the covenants in its existing or future indebtedness, or its inability to make required principal and interest payments, could cause a default under the applicable debt agreement, which could result in increased interest rates and the acceleration of the debt, requiring the Company to repay such debt with capital obtained from other sources, which may not be available to the Company or may only be available on unfavorable terms.

If the Company defaults on its secured debt, lenders may take possession of the property or properties securing such debt. As a general policy, the Company seeks to obtain mortgages securing indebtedness which encumber only the particular property to which the indebtedness relates, but recourse on these loans may include all of its assets. If recourse on any loan incurred by the Company to acquire or refinance any particular property includes all of its assets, the equity in other properties could be reduced or eliminated through foreclosure on that loan. If a loan is secured by a mortgage on a single property, the Company could lose that property through foreclosure if it defaults on that loan. If the Company defaults under a loan, it is possible that it could become involved in litigation related to matters concerning the loan, and such litigation could result in significant costs for the Company. Additionally, defaulting under a loan may damage the Company's reputation as a borrower and may limit its ability to secure financing in the future.

***Pandemics and other health crises could negatively impact the Company's business, financial performance and condition, operating results and cash flows.***

Pandemics, such as COVID-19, as well as both future widespread and localized outbreaks of infectious diseases and other health concerns, and the measures taken to prevent the spread or lessen the impact, have caused and, may in the future cause, a material disruption to the hotel industry or the economy as a whole. COVID-19 and its variants disrupted the industry and dramatically reduced business and impacted leisure travel from March 2020 into 2022, which disrupted the Company's business and had a significant adverse effect, and a similar outbreak could, in the future, significantly adversely impact and disrupt its business, financial performance and condition, operating results and cash flows. Additional factors that have negatively impacted or may in the future negatively impact the Company's ability to operate successfully as a result of a pandemic, include, among others:

- sustained negative consumer or business sentiment or corporate travel policy restrictions, which could further adversely impact demand for lodging;
- postponement and cancellation of events, including sporting events, conferences and meetings;
- hotel closures and the Company's ability to reopen hotels that are temporarily closed in a timely manner, and its ability to attract customers to its hotels when they are able to reopen;
- a severe disruption or instability in the global financial markets or deterioration in credit and financing conditions;
- increased costs and potential difficulty accessing supplies related to personal protective equipment, increased sanitation, social distancing and other mitigation measures at hotels; and
- increased labor costs to attract employees due to perceived risk of exposure to an infectious disease or virus, as well as potential for increased workers' compensation claims if hotel employees are exposed to such diseases or viruses in the workplace.

Moreover, many risk factors set forth in this Annual Report on Form 10-K would be heightened as a result of another potential pandemic. The full extent of the impact of a future pandemic on the Company's business is largely uncertain and dependent on a number of factors beyond its control, and the Company is not able to estimate with any degree of certainty the effect a future pandemic or measures intended to curb its spread could have on the Company's business, results of operations, financial condition, and cash flows.

***Technology is used in operations, and any material failure, inadequacy, interruption or security failure of that technology from cyber-attacks or other events could harm the Company's business.***

The Company and its hotel managers and franchisors 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, personally identifiable information, reservations, billing and operating data. The Company and its hotel managers and franchisors rely on commercially available and internally developed systems, software, tools and monitoring to provide security for processing, transmission and storage of confidential employee, operator and customer information, such as personally identifiable information, including information relating to payroll and financial accounts. The Company's corporate information technology systems are not used to process business transactions with its guests and those systems currently have no connectivity to hotel and/or third-party management and brand technology platforms. A number of hotels, hotel management companies, and brands have been subject to successful cyber-attacks, including those seeking guest credit card information. Moreover, the risk of a cybersecurity incident or disruption, particularly through cyber-attack or cyber intrusion, including by computer hackers, nation-state affiliated actors and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. The safety and security measures taken by the Company and its hotel managers, third-party vendors and franchisors have not been, and in the future may not be, able to completely prevent damage to the systems, the systems' improper functioning, or the improper access or disclosure of personally identifiable information.

Cybersecurity incidents, whether through physical or electronic break-ins, cyber-attacks, cyber intrusions or the deployment of ransomware over the Internet, malware, computer viruses, attachments to emails, social engineering or phishing schemes, have created and may in the future create system disruptions, shutdowns, deployment of ransomware, theft of the Company's data, or unauthorized disclosure of confidential information. Any failure to maintain proper function, security and availability of information systems could interrupt operations, interfere with the Company's ability to comply with financial reporting requirements, damage the reputations of the Company, the Company's hotel managers or franchisors, and subject the Company to liability claims or regulatory penalties that may not be fully covered by insurance, all of which could have a material adverse effect on the business, financial condition and results of operations of the Company. The Company has incurred, and will continue to incur, expenses to comply with data protection standards and protocols imposed by law, regulation, industry standards and contractual obligations. Increased regulation of data collection, use and retention practices, including self-regulation and industry standards, changes in existing laws and regulations, enactment of new laws and regulations, increased enforcement activity, and changes in interpretation of laws, could increase the Company's cost of compliance and operation, limit its ability to grow its business or otherwise harm its business. In addition, unauthorized disclosure or loss of personally identifiable information or confidential or proprietary information could result in damage to the Company or the hotel management company's reputation, a loss of confidence among hotel guests, reputational harm for the Company's hotels, legal liability, potential litigation, and increased regulatory oversight, including governmental investigations, enforcement actions, and regulatory fines, investigatory costs and costs to comply with notification and monitoring requirements. The Company has processes in place to deter, detect and report cybersecurity incidents but there can be no guaranty that those processes will be successful in preventing every attempted intrusion or attack. While the Company is not aware of any cybersecurity incidents that have materially affected it as of December 31, 2024, there can be no guarantee that the Company will not be the subject of future attacks, threats or incidents, that may have a material impact on its business strategy, results of operations or financial condition. While the Company maintains cybersecurity insurance, there are no assurances that the coverage would be adequate in relation to any incurred losses. Moreover, as cyber-attacks increase in frequency and magnitude, the Company may be unable to retain or obtain cybersecurity insurance in amounts and on terms it views as adequate for its operations.

***Potential losses not covered by insurance may adversely affect the Company's financial condition.***

The Company maintains comprehensive insurance coverage for general liability, property, business interruption, cyber threats and other risks with respect to all of its hotels either under insurance policies obtained by the Company or by its third-party managers. These policies offer coverage features and insured limits that the Company believes are customary for similar types of properties. There are no assurances that coverage will be available or at reasonable rates in the future. Also, various types of catastrophic losses, like earthquakes, hurricanes and other storms, wildfires, or certain types of terrorism, may not be insurable or may not be economically insurable for all or certain locations, and the Company has no control over these decisions by insurance carriers. Even when insurable, these policies may have high deductibles and/or high premiums. Additionally, although the Company may be insured for a particular loss, the Company is not insured against the impact a catastrophic event may have on the hospitality industry as a whole. There also can be risks such as certain environmental hazards that may be deemed to fall outside of the coverage. In the event of a substantial loss, the Company's insurance coverage may not be sufficient to cover the full current market value or replacement cost of its lost investment. Should an uninsured loss or a loss in excess of insured limits occur, the Company could lose all or a portion of the capital it has invested in a hotel, as well as the anticipated future revenue from the hotel. In that event, the Company might nevertheless remain obligated for any mortgage debt or other financial obligations related to the hotel. Inflation, changes in building codes and ordinances, environmental considerations and other factors might also prevent the Company from using insurance proceeds to replace or renovate a hotel after it has been damaged or destroyed. The Company also may encounter challenges with an insurance provider regarding whether it will pay a particular claim that the Company believes to be covered under the relevant policy. Under those circumstances, the insurance proceeds the Company receives might be inadequate to restore its economic position in the damaged or destroyed hotel. Additionally, as a result of substantial claims, insurance carriers may reduce insured limits and/or increase premiums, if insurance coverage is provided at all, in the future. Property insurance premiums in the hotel industry generally

have increased in recent years, and exposure to certain markets has resulted in increased costs. The Company has experienced, and may continue to experience, premium increases applicable to its portfolio.

***The Company faces possible risks associated with the physical effects of, and laws and regulations related to, climate change.***

The Company is subject to the risks associated with the physical effects of climate change, including more frequent or severe storms, extreme temperatures, droughts, wildfires, hurricanes, flooding, and utility outages, any of which could have a material adverse effect on the Company's properties, operations and business. The markets in which the Company operates have experienced and may continue to experience increases in storm intensity and rising sea levels causing damage to the Company's properties. Over time, these conditions could result in declining hotel demand or the Company's inability to operate the affected hotels at all. Climate change also may have indirect effects on the Company's business by increasing the cost of (or making unavailable) property insurance on terms the Company finds acceptable, as well as increasing the cost of renovations, energy and water at its properties. The federal government and some of the states and localities in which the Company operates have enacted certain climate change laws and regulations and/or have begun regulating carbon footprints and greenhouse gas emissions and may enact new laws in the future. Although these laws and regulations have not had any known material adverse effect on the Company to date, they could impact companies with which the Company does business or result in substantial costs to the Company, including compliance costs, construction costs, monitoring and reporting costs, and capital expenditures for environmental control facilities and other new equipment. Climate change, and any future laws and regulations, or future interpretations of current laws and regulations, could have a material adverse effect on the Company.

***The Company could incur significant, material costs related to government regulation and litigation with respect to environmental matters, which could have a material adverse effect on the Company.***

The Company's hotels are subject to various U.S. federal, state and local environmental laws that impose liability for contamination. Under these laws, governmental entities have the authority to require the Company, as the current owner of a hotel, to perform or pay for the cleanup of contamination (including hazardous substances, asbestos and asbestos-containing materials, waste, petroleum products or mold) at, on, under or emanating from the hotel and to pay for natural resource damages arising from such contamination. Such laws often impose liability without regard to whether the owner or operator or other responsible party knew of, or caused such contamination, and the liability may be joint and several. Because these laws also impose liability on persons who owned or operated a property at the time it became contaminated, it is possible the Company could incur cleanup costs or other environmental liabilities even after it sells or no longer operates hotels. Contamination at, on, under or emanating from the Company's hotels also may expose it to liability to private parties for the costs of remediation, personal injury and/or property damage. In addition, environmental laws may create liens on contaminated sites in favor of the government for damages and costs required to address such contamination. If contamination is discovered on the Company's properties, environmental laws also may impose restrictions on the manner in which the properties may be used or businesses may be operated, and these restrictions may require substantial expenditures. Moreover, environmental contamination can affect the value of a property and, therefore, an owner's ability to borrow funds using the property as collateral or to sell the property on favorable terms, or at all. Furthermore, if, as part of the remediation of a contaminated property, the Company were to dispose of certain waste products at a waste disposal facility, such as a landfill or an incinerator, the Company may be liable for costs associated with the cleanup of that facility.

In addition, the Company's hotels are subject to various U.S. 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. Some of the Company's hotels routinely handle and use hazardous or regulated substances and wastes as part of their operations, which are subject to regulation (e.g., swimming pool chemicals and cleaning supplies). The Company's hotels incur costs to comply with these environmental, health and safety laws and regulations, and could be subject to fines and penalties for non-compliance with applicable requirements.

Liabilities and costs associated with environmental contamination at or emanating from the Company's hotel properties, defending against claims related to alleged or actual environmental issues, or complying with environmental, health and safety laws and regulations could be material and could materially and adversely affect the Company. The Company can make no assurances that changes in current laws or regulations, or future laws or regulations, will not impose additional or new material environmental liabilities or that the current environmental condition of its hotels will not be affected by its operations, the condition of the properties in the vicinity of its hotels, or by third parties unrelated to the Company. The discovery of material environmental liabilities at its properties could subject the Company to unanticipated significant costs, which could significantly reduce or eliminate its profitability.

***The Company may incur significant costs complying with various regulatory requirements, which could materially and adversely affect the Company.***

The Company and its hotels are subject to various U.S. federal, state and local regulatory requirements. These requirements are wide-ranging and include among others, state and local fire and life safety requirements, state laws such as the California Climate

Corporate Data Accountability Act, and federal laws such as the Americans with Disabilities Act of 1990 and the Accessibility Guidelines promulgated thereunder ("ADA") and the Sarbanes-Oxley Act of 2002. Liabilities and costs associated with complying with these requirements are and could be material. If the Company fails to comply with these various requirements, it could incur governmental fines or private damage awards. In addition, existing requirements could change, and future requirements might require the Company to make significant unanticipated expenditures, which could have material and adverse effects on the Company.

In addition, as a result of these significant regulations, the Company could become subject to regulatory investigations and lawsuits. Regulatory investigations and lawsuits could result in significant costs to respond and costs of fines or settlements, or changes in the Company's business practices, any of which could have a material adverse effect on the financial condition, results of operations, liquidity and capital resources, and cash flows of the Company. The ability of the Company to access capital markets, including commercial debt markets, could also be negatively impacted by unfavorable, or the possibility of unfavorable, outcomes from adverse regulatory actions or lawsuits.

***Heightened focus on corporate responsibility, specifically related to ESG practices, may impose additional costs and expose the Company to new risks.***

Companies across industries face increasing scrutiny from various stakeholders on how they address a variety of Environmental, Social and Governance ("ESG") matters. Potential and current employees, hotel brands, hotel management companies and vendors may consider these factors when establishing and extending business relationships and hotel guests may consider these factors when choosing a hotel. With this increased focus, public reporting regarding ESG practices has become more broadly expected. The Company summarizes its existing ESG programs in its annual Corporate Responsibility Report, which is available on its website. The focus on and activism around ESG and related matters may constrain business operations or cause the Company to incur additional costs. The Company may face reputational damage in the event the Company's corporate responsibility initiatives do not meet the standards set by various constituencies, including those of third-party providers of corporate responsibility ratings and reports. Furthermore, if competitors outperform the Company in such metrics, potential or current investors may elect to invest with the Company's competitors, and employees, hotel brands, hotel management companies, vendors and guests may choose not to do business with the Company, which could have a material and adverse impact on the Company's financial condition, the market price of its common shares and ability to raise capital. Moreover, while the Company makes voluntary disclosures in its Corporate Responsibility Report regarding its ESG practices, certain disclosures are based on assumptions that may differ from actual results. In addition, the Company also will be required to make certain mandatory disclosures as California has instituted disclosure requirements that will be applicable to the Company and the SEC is currently evaluating potential new ESG disclosure and other requirements that would impact the Company. The Company anticipates incurring additional expenses and expending employee resources to comply with the disclosure mandates.

As the Company continues to invest in and focus on ESG practices that the Company believes are appropriate for its business, the Company could also be criticized by ESG detractors for the scope or nature of its initiatives or goals. The Company could be subjected to negative responses of governmental actors (such as anti-ESG legislation or retaliatory legislative treatment), hotel brands, hotel management companies and hotel guests, that could have a material adverse effect on the Company's reputation, financial condition and results of operations.

***The nature of the hotel business exposes the Company to litigation and claims that may result in costs and expenses that cannot be anticipated with any degree of certainty.***

The Company is subject to various claims and litigation from guests, tenants, occupants, visitors, contractors and other individuals as a result of the operation of the Company's hotels. The Company, as landlord, is also a party to certain lease, license and other occupancy agreements with third parties that have involved, and in the future may involve, the Company in claims, disputes, litigation and proceedings arising from, or related to, those agreements, including the failure to pay rent. The Company cannot predict when and how often these claims will arise nor can it predict the outcome or the cost to prosecute, resolve or defend against the claims. The nature of litigation is highly uncertain and, regardless of the outcome of any pending or threatened claims, the Company has and may in the future, incur legal and other costs, including the diversion of employee time and resources in responding to the claims, settlement expenses and loss of revenue. Although insurance may be available to cover some or all of the costs to defend and resolve these claims and the resulting litigation, it is possible that certain claims may not be covered by insurance or that the insurance coverage and policy limits may not be adequate to satisfy the expense, judgment, settlement or other resolution arising from the claims, which could result in substantial costs to the Company and adversely affect its financial position and results of operations. In addition, the frequency of claims and the outcome of litigation may affect the future availability or the cost of some of the Company's insurance coverage, increasing its costs and exposing it to risks which could materially and adversely affect its financial results and cash flows.

## **Risks Related to the Company's Organization and Structure**

### ***The Company's ownership limitations may restrict or prevent certain acquisitions and transfers of its shares.***

In order for the Company to maintain its qualification as a REIT under the Code, not more than 50% in value of its outstanding shares may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include certain entities) at any time during the last half of each taxable year following the Company's first year (the "5/50 Test"). Additionally, at least 100 persons must beneficially own the Company's shares during at least 335 days of each taxable year (the "100 Shareholder Test"). The Company's amended and restated articles of incorporation (the "Charter"), with certain exceptions, authorizes the Company's Board of Directors to take the actions that are necessary and desirable to preserve its qualification as a REIT. In addition to the 5/50 Test and the 100 Shareholder Test, the Company's Charter provides that no person or entity may directly or indirectly, beneficially or constructively, own more than 9.8% of the aggregate of its outstanding common shares or 9.8% of the aggregate of the outstanding preferred shares of any class or series ("share ownership limits"). The Company's Board of Directors may, in its sole discretion, grant an exemption to the share ownership limits, subject to certain conditions and the receipt by the Board of Directors of certain representations and undertakings. In addition, the Board of Directors may change the share ownership limits. The share ownership limits contained in the Charter key off the ownership at any time by any "person," which term includes entities, and take into account direct and indirect ownership as determined under various ownership attribution rules in the Code. The share ownership limits might delay or prevent a transaction or a change in the Company's control that might involve a premium price for the Company's common shares or otherwise be in the best interests of its shareholders.

### ***The Company's future issuances of preferred shares or debt securities may adversely affect the voting power or ownership interest of the holders of common shares or may limit the ability of a third party to acquire control of the Company.***

The Company's Charter allows the Board of Directors to issue up to 30 million "blank check" preferred shares, without action by shareholders. Preferred shares may be issued on terms determined by the Board of Directors, and may have rights, privileges and preferences superior to those of common shares. Without limiting the foregoing, (i) such preferred shares could have liquidation rights that are senior to the liquidation preference applicable to common shares, (ii) such preferred shares could have voting or conversion rights, which could adversely affect the voting power of the holders of common shares, and (iii) the ownership interest of holders of common shares will be diluted following the issuance of any such preferred shares. In addition, the issuance of blank check preferred shares could have the effect of discouraging, delaying or preventing a change of control of the Company. Additionally, the Company may issue debt securities which would have distribution rights that are senior to common shares and liquidation rights that are senior to the liquidation preference applicable to common shares. Common shareholders bear the risk that the Company's future issuances of preferred shares or debt securities will negatively affect the market price of the Company's common shares.

### ***Provisions of the Company's third amended and restated bylaws could inhibit changes in control.***

Provisions in the Company's third amended and restated bylaws may make it difficult for another company to acquire it and for shareholders to receive any related takeover premium for its common shares. Pursuant to the Company's third amended and restated bylaws, directors are elected by the plurality of votes cast and entitled to vote in the election of directors. However, the Company's corporate governance guidelines require that if an incumbent director fails to receive at least a majority of the votes cast, such director will tender his or her resignation from the Board of Directors. The Nominating and Corporate Governance Committee of the Board of Directors will consider, and determine whether to accept, such resignation. Additionally, the third amended and restated bylaws of the Company have various advance notice provisions that require shareholders to meet certain requirements and deadlines for proposals at an annual meeting of shareholders. These provisions may have the effect of delaying, deferring or preventing a transaction or a change in control of the Company that might involve a premium to the price of the Company's common shares or otherwise be in the shareholders' best interests.

### ***The Company's Executive Chairman has interests that may conflict with the interests of the Company and that may detract from the time devoted to the Company.***

Glade M. Knight, the Company's Executive Chairman, is and will be a principal in other real estate investment transactions or programs that may compete with the Company, and he is and may be a principal in other business ventures. Mr. Knight's management and economic interests in these other transactions or programs may conflict with the interests of the Company. Mr. Knight is not required to devote a fixed amount of time and attention to the Company's business affairs as opposed to the other companies, which could detract from time devoted to the Company.

## **Tax-Related Risks and Risks Related to the Company's Status as a REIT**

***Qualifying as a REIT involves highly technical and complex provisions of the Code and failure of the Company to qualify as a REIT would have adverse consequences to the Company and its shareholders.***

The Company's qualification as a REIT involves the application of highly technical and complex Code provisions for which only limited judicial and administrative authorities exist. Even a technical or inadvertent violation could jeopardize the Company's REIT qualification. Moreover, new legislation, court decisions or administrative guidance, in each case possibly with retroactive effect, may make it more difficult or impossible for the Company to qualify as a REIT. Maintaining the Company's qualification as a REIT depends on the Company's satisfaction of certain asset, income, organizational, distribution, shareholder ownership and other requirements on a continuing basis. The Company's ability to satisfy the REIT income and asset tests depends upon the Company's analysis of the characterization and fair market values of the Company's assets, some of which are not susceptible to a precise determination and for which the Company will not obtain independent appraisals, and upon the Company's ability to successfully manage the composition of its income and assets on an ongoing basis. In addition, the Company's ability to satisfy the requirements to maintain its qualification as a REIT depends in part on the actions of third parties over which the Company has no control or only limited influence.

***If the Company does not qualify as a REIT or if the Company fails to remain qualified as a REIT, the Company will be subject to U.S. federal corporate income tax and potentially state and local taxes, which would reduce the Company's earnings and the amount of cash available for distribution to its shareholders.***

If the Company failed to qualify as a REIT in any taxable year and any available relief provisions did not apply, the Company would be subject to U.S. federal and state corporate income tax on its taxable income at the regular corporate rate (including any applicable corporate minimum tax), and dividends paid to its shareholders would not be deductible by the Company in computing its taxable income. Unless the Company was entitled to statutory relief under certain Code provisions, the Company also would be disqualified from taxation as a REIT for the four taxable years following the year in which it failed to qualify as a REIT.

Any determination that the Company does not qualify as a REIT would have a material adverse effect on the Company's results of operations and could materially reduce the market price of its common shares. The Company's additional tax liability could be substantial and would reduce its net earnings available for investment, debt service or distributions to shareholders. Furthermore, the Company would no longer be required to make any distributions to shareholders as a condition to REIT qualification and all of its distributions to shareholders would be taxable as ordinary C corporation dividends to the extent of its current and accumulated earnings and profits. The Company's failure to qualify as a REIT also could cause an event of default under loan documents governing its debt.

***Even if the Company qualifies as a REIT, it may face other tax liabilities that reduce its cash flow.***

Even if the Company qualifies for taxation as a REIT, it may be subject to certain U.S. federal, state and local taxes, including payroll taxes, taxes on any undistributed income, taxes on income from some activities conducted as a result of a foreclosure, a 100% excise tax on any transactions with a TRS that are not conducted on an arm's-length basis, and state or local income, franchise, property and transfer taxes. Moreover, if the Company has net income from the sale of properties that are "dealer" properties (a "prohibited transaction" under the Code), that income will be subject to a 100% tax. The Company could, in certain circumstances, be required to pay an excise or penalty tax (which could be significant in amount) in order to utilize one or more relief provisions under the Code to maintain its qualification as a REIT. In addition, the Company's TRSs will be subject to U.S. federal, state and local corporate income taxes on their net taxable income, if any. Any of these taxes would decrease cash available for other uses, such as the payment of the Company's debt obligations and distributions to shareholders and may have a material adverse effect on the Company.

***REIT distribution requirements could adversely affect the Company's ability to execute its business plan or cause it to increase debt levels or issue additional equity during unfavorable market conditions.***

The Company generally must distribute annually at least 90% of its REIT taxable income, subject to certain adjustments and excluding any net capital gain, in order for U.S. federal corporate income tax not to apply to earnings that it distributes. To the extent that the Company satisfies this distribution requirement but distributes less than 100% of its taxable income, the Company will be subject to U.S. federal corporate income tax on its undistributed taxable income. In addition, the Company will be subject to a 4% nondeductible excise tax if the actual amount that the Company pays out to its shareholders in a calendar year is less than a minimum amount specified under U.S. federal tax laws. If there is an adjustment to any of the Company's taxable income or dividends-paid deductions, the Company could elect to use the deficiency dividend procedure in order to maintain the Company's REIT status. That deficiency dividend procedure could require the Company to make significant distributions to its shareholders and to pay significant interest to the IRS.

From time to time, the Company may generate taxable income greater than its income for financial reporting purposes prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP"). In addition, differences in timing between the recognition of taxable income and the actual receipt of cash may occur. As a result, the Company may find it difficult or impossible to meet distribution requirements in certain circumstances. In particular, where the Company experiences differences in timing between the recognition of taxable income and the actual receipt of cash, the requirement to distribute a substantial portion of its taxable income could cause it to: (1) sell assets in unfavorable market conditions; (2) incur debt or issue additional equity on disadvantageous terms; (3) distribute amounts that would otherwise be invested in future acquisitions or capital expenditures or used for the repayment of debt; or (4) make a taxable distribution of its common shares as part of a distribution in which shareholders may elect to receive the Company's common shares or (subject to a limit measured as a percentage of the total distribution) cash, in order to comply with REIT requirements. These alternatives could increase the Company's costs or dilute its equity. In addition, because the REIT distribution requirement prevents the Company from retaining earnings, the Company generally will be required to refinance debt at its maturity with additional debt or equity. Thus, compliance with the REIT requirements may hinder the Company's ability to grow, which could adversely affect the market price of its common shares.

***The Company may in the future choose to pay dividends in the form of common shares, in which case shareholders may be required to pay income taxes in excess of the cash dividends they receive.***

The Company may seek in the future to distribute taxable dividends that are payable in cash and common shares, at the election of each shareholder. Taxable shareholders receiving such dividends will be required to include the full amount of the dividend as ordinary income to the extent of the Company's current and accumulated earnings and profits for U.S. federal income tax purposes, however, generally a shareholder will receive a taxable income deduction for 20% of all ordinary dividends received from a REIT. As a result, shareholders may be required to pay income taxes with respect to such dividends in excess of the cash dividends received. If a U.S. shareholder sells the common 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 common shares at the time of the sale. In addition, in such case, a U.S. shareholder could have a capital loss with respect to the common shares sold that could not be used to offset such dividend income. Furthermore, with respect to certain non-U.S. shareholders, the Company 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 common shares. In addition, such a taxable share dividend could be viewed as equivalent to a reduction in the Company's cash distributions, and that factor, as well as the possibility that a significant number of the Company's shareholders could determine to sell the common shares in order to pay taxes owed on dividends, may put downward pressure on the market price of the Company's common shares.

***If the Company's leases are not respected as true leases for U.S. federal income tax purposes, the Company would likely fail to qualify as a REIT.***

To qualify as a REIT, the Company must satisfy two gross income tests, pursuant to which specified percentages of the Company's gross income must be passive income, such as rent. For the rent paid pursuant to the hotel leases with the Company's TRSs, which the Company currently expects will continue to constitute substantially all of the REIT's gross income, to qualify for purposes of the gross income tests, the leases must be respected as true leases for U.S. federal income tax purposes and must not be treated as service contracts, joint ventures or some other type of arrangement. The Company believes that the leases have been and will continue to be respected as true leases for U.S. federal income tax purposes. There can be no assurance, however, that the IRS will agree with this characterization. If the leases were not respected as true leases for U.S. federal income tax purposes, the Company may not be able to satisfy either of the two gross income tests applicable to REITs and may lose its REIT status. Additionally, the Company could be subject to a 100% excise tax for any adjustment to its leases.

***If any of the hotel management companies that the Company's TRSs engage do not qualify as "eligible independent contractors," or if the Company's hotels are not "qualified lodging facilities," the Company would likely fail to qualify as a REIT.***

Rent paid by a lessee that is a "related party tenant" of the Company generally will not be qualifying income for purposes of the two gross income tests applicable to REITs. An exception is provided, however, for leases of "qualified lodging facilities" to a TRS so long as the hotels are managed by an "eligible independent contractor" and certain other requirements are satisfied. The Company intends to continue to take advantage of this exception. A "qualified lodging facility" is a hotel, motel, or other establishment more than one-half of the dwelling units in which are used on a transient basis, including customary amenities and facilities, provided that no wagering activities are conducted at or in connection with such facility by any person who is engaged in the business of accepting wagers and who is legally authorized to engage in such business at or in connection with such facility. Although the Company intends to monitor future acquisitions and improvements of hotels, the REIT provisions of the Code provide only limited guidance for making determinations under the requirements for "qualified lodging facilities," and there can be no assurance that these requirements will be satisfied in all cases.

In addition, the Company's TRS lessees have engaged hotel management companies that are intended to qualify as "eligible independent contractors." Among other requirements, in order to qualify as an "eligible independent contractor," the hotel management company must not own, directly or through its shareholders, more than 35% of the Company's outstanding shares, and no person or group of persons can own more than 35% of the Company's outstanding shares and the shares (or ownership interest) of the hotel management company (taking into account certain ownership attribution rules). The ownership attribution rules that apply for purposes of these 35% thresholds are complex, and monitoring actual and constructive ownership of the Company's shares by the hotel management companies and their owners may not be practical. Accordingly, there can be no assurance that these ownership levels will not be exceeded. In addition, for a hotel management company to qualify as an "eligible independent contractor," such company or a related person must be actively engaged in the trade or business of operating "qualified lodging facilities" (as defined above) for one or more persons not related to the REIT or its TRSs at each time that such company enters into a hotel management contract with a TRS. As of the date hereof, the Company believes the hotel management companies operate "qualified lodging facilities" for certain persons who are not related to the Company or its TRSs. However, no assurances can be provided that this will continue to be the case or that any other hotel management companies that the Company may engage in the future will in fact comply with this requirement in the future.

***The Company's ownership of TRSs is limited, and the Company's transactions with its TRSs will cause it 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. 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. The rules also impose a 100% excise tax on certain transactions, including the leases, between the TRS and the REIT that are not conducted on an arm's-length basis.

The Company's TRSs will pay U.S. federal, state and local income taxes on their net taxable income, and their after-tax net income will be available for distribution to the REIT, but is not required to be distributed. The Company has monitored and will continue to monitor the value of its respective investments in its TRSs for the purpose of ensuring compliance with the ownership limitations applicable to TRSs. In addition, the Company will continue to scrutinize all of its transactions with its TRSs to ensure that they are entered into on arm's-length terms to avoid incurring the 100% excise tax. There can be no assurance, however, that the Company will be able to comply with the rules regarding TRSs or avoid application of the 100% excise tax. The most significant transactions between the Company and its TRSs are the hotel leases from the Company to its TRSs. While the Company believes its leases have customary terms and reflect normal business practices and that the rents paid thereto reflect market terms, there can be no assurance that the IRS will agree.

***Complying with REIT requirements may force the Company to forgo and/or liquidate otherwise attractive investment opportunities.***

To qualify as a REIT, the Company must continually satisfy tests concerning, among other things, the sources of its income, the nature and diversification of its assets, the amount it distributes to its shareholders and the ownership of its common shares. In order to meet these tests, the Company may be required to liquidate from its portfolio, or contribute to a TRS, otherwise attractive investments in order to maintain its qualification as a REIT. These actions could have the effect of reducing the Company's income and amounts available for distribution to its shareholders. In addition, the Company may be required to make distributions to shareholders at disadvantageous times or when the Company does not have funds readily available for distribution, and may be unable to pursue investments that would otherwise be advantageous to it in order to satisfy the source of income or asset diversification requirements for qualifying as a REIT. Thus, compliance with the REIT requirements may hinder the Company's ability to make, and, in certain cases, maintain ownership of, certain attractive investments.

***The Company may be subject to adverse legislative or regulatory tax changes.***

The IRS, the U.S. Treasury Department and Congress frequently review U.S. federal income tax legislation, regulations and other guidance. At any time, the U.S. federal income tax laws governing REITs or the administrative interpretations of those laws may be amended or modified. The Company cannot predict whether, when or to what extent new U.S. federal tax laws, regulations, interpretations or rulings will be adopted or modified. Changes to the tax laws, including the possibility of major tax legislation, possibly with retroactive application, may adversely affect taxation of the Company or the Company's shareholders. The Company urges shareholders and prospective shareholders to consult with their tax advisors with respect to the status of legislative, regulatory or administrative developments and proposals and their potential effect on an investment in the Company's shares.

## General Risk Factors

### ***The Company may change its distribution policy or may not have funds available to make distributions to shareholders.***

The Board of Directors will continue to evaluate the Company's distribution policy in conjunction with the impact of the economy on its operations, actual and projected financial condition and results of operations, capital expenditure requirements and other factors, including those discussed in this Annual Report on Form 10-K. There can be no assurance that the Company will continue to make distributions at any particular time or rate, or at all. Further, there is no assurance that a distribution rate achieved for a particular period will be maintained in the future. For example, distributions may be suspended or distribution rates may be adjusted from time to time to a level determined to be prudent in relation to the Company's other cash requirements. The Board of Directors evaluates the distribution rate on an ongoing basis and has made and may make changes at any time if it believes the rate is not appropriate based on REIT taxable income, limitations under financing arrangements, or other cash needs. A suspension of distributions or a reduction in the Company's distribution rate could have a material adverse effect on the market price of the Company's common shares.

Further, while the Company generally seeks to make distributions from its operating cash flows, distributions may be made (although there is no obligation to do so) in certain circumstances, in part, from financing proceeds or other sources. While distributions made from such sources would result in the shareholder receiving cash, the consequences to the shareholders would differ from a distribution made from the Company's operating cash flows. For example, if debt financing is the source of a distribution, that financing would not be available for other opportunities, would have to be repaid and interest would accrue on the financing.

### ***The market price and trading volume of the Company's common shares may fluctuate widely and could decline substantially in the future.***

The Company's common shares are listed on the NYSE under the ticker symbol "APLE." The market price and trading volume of the Company's common shares may fluctuate widely, depending on many factors, some of which may be beyond the Company's control, including:

- actual versus anticipated differences in the Company's operating results, liquidity, or financial condition;
- publication of research reports about the Company and the accuracy of information published in these reports, regarding its hotels or the lodging or overall real estate industry;
- changes in and/or failure to meet analysts' revenue or earnings estimates;
- the reputation of REITs and real estate investments generally, and the attractiveness of REIT equity securities in comparison to other equity securities, including securities issued by other real estate companies, and fixed income instruments;
- changes in accounting principles or other laws and regulations that may adversely affect the Company or its industry;
- strategic actions by the Company or its competitors, such as acquisitions or dispositions, and announcements by franchisors, operators or REITs and other owners in the hospitality industry;
- public announcement by, and fluctuations in the stock price and operating results of, the Company's competitors; and
- the realization of any of the other risk factors presented in this Annual Report on Form 10-K.

Stock markets in general have historically experienced volatility that has often been unrelated to the operating performance of a particular company or industry. Similar broad market fluctuations may adversely affect the trading price and volume of the Company's common shares.

### ***Future offerings or the perception that future offerings could occur may adversely affect the market price of the Company's common shares and future offerings may be dilutive to existing shareholders.***

The Company has in the past issued and may in the future issue additional common shares. Proceeds from any issuance may be used to finance hotel acquisitions, fund capital expenditures, pay down outstanding debt, or for other corporate purposes. A large volume of sales of the Company's common shares could decrease the market price of the Company's common shares and could impair the Company's ability to raise additional capital through the sale of equity securities in the future. Also, a perception of the possibility of a substantial sale of common shares could depress the market price of the Company's common shares and have a negative effect on the Company's ability to raise capital in the future. In addition, anticipated downward pressure on the price of the

Company's common shares due to actual or anticipated sales of common shares could cause some institutions or individuals to engage in short sales of the common shares, which may itself cause the price of the common shares to decline. Because the Company's decision to issue equity securities in any future offering will depend on market conditions and other factors beyond its control, the Company cannot predict or estimate the amount, timing or nature of its future offerings. Therefore, the Company's shareholders bear the risk of the Company's future offerings reducing the market price of its common shares and diluting shareholders' equity interests in the Company.

**Item 1B. Unresolved Staff Comments**

None.

**Item 1C. Cybersecurity**

To effectively identify, assess and manage risks from cybersecurity threats, the Company maintains a cybersecurity and cyber risk management program which is comprised of the Company-wide cybersecurity strategy and its supporting policies, processes and architecture. This program is part of the Company's enterprise risk management program.

***Risk Management Strategy***

The Director of Information Technology, who reports to the Chief Financial Officer, has extensive information technology ("IT") and cybersecurity knowledge and skills gained from over 15 years of relevant work experience at the Company, and is responsible for leading the Company's cybersecurity and cyber risk management program which includes certain cybersecurity processes covering the Company's corporate systems. These processes include, among other items, the Company's information technology and risk management departments' use of an internal set of applications and control activities to actively monitor potential threats to its corporate IT environment and regularly conduct internal testing to identify potential vulnerabilities to the Company's corporate information technology infrastructure and systems. These activities include, but are not limited to, continuous monitoring of network and infrastructure vulnerabilities, automated patching and software updates, redundancy and back-up systems, and incident response planning and handling. The Company's employees are required to report cybersecurity events, including suspicious activity or emails, to the Company's information technology department. Should a cybersecurity event occur within its corporate systems, the Company is positioned to coordinate a swift response to mitigate impacts to its information technology infrastructure and systems. The Company has in place an incident response plan which provides guidance for leadership and employees to swiftly evaluate and respond to cybersecurity incidents. The Company also carries cybersecurity insurance to further mitigate certain potential losses from a cybersecurity incident affecting its corporate IT equipment and systems.

The Company's cybersecurity processes also include self-assessments using industry benchmarks as well as input from external industry consultants and ongoing communication with third-party business partners to identify cybersecurity incidents and threats that could potentially impact the Company. The Company has relationships with a number of third-party business partners to assist with cybersecurity incident containment and recovery efforts and assesses the processes and tools used by its third-party business partners to manage their cybersecurity risks. The Company uses a risk-based approach with respect to its use and oversight of third-party service providers, tailoring processes according to the nature and sensitivity of network connectivity or of data accessed, processed, or stored by such third-party service provider.

The Company's corporate IT systems are not used to process business transactions with its guests and those systems currently have no connectivity to hotel and/or third-party management and brand technology platforms. The Company's information technology and risk management departments regularly engage with its third-party management companies and brands to understand and benchmark their execution and alignment with applicable policies and industry practices for data protection and cybersecurity.

***Management and Board Oversight***

The Company's Board of Directors administers cybersecurity risk oversight primarily through its Audit Committee. The Board's Audit Committee is tasked with oversight responsibility for the Company's enterprise risk management program, including those related to cybersecurity and cyber risks. The Audit Committee receives regular reports from the Chief Financial Officer on, among other things: the Company's cybersecurity risks and threats; the status of projects to strengthen the Company's information security systems; internal and third-party assessments of the Company's cybersecurity program; and the emerging cyber threat landscape. The Audit Committee also receives updates on cybersecurity incidents experienced by third-party business partners that may pose significant risk to the Company. The Audit Committee provides periodic reporting to the Board of Directors on cybersecurity matters. The Company's IT and risk management departments report directly to the Chief Financial Officer and are directed to promptly report incidents to the Chief Financial Officer in accordance with the Company's incident response plan. The Chief Financial Officer also apprises the Audit Committee of cybersecurity incidents consistent with the Company's incident response procedures for more significant incidents and in the aggregate for less significant incidents.

### ***Cybersecurity Risks***

The Company faces a number of cybersecurity risks in connection with its business, although such risks have not materially affected the Company, including its business strategy, results of operations or financial condition, to date. While the Company is not aware of any cybersecurity incidents that have materially affected its business as of December 31, 2024, there can be no guarantee that the Company will not be the subject of future attacks, threats or incidents, that may have a material impact on its business strategy, results of operations or financial condition. Notwithstanding the extensive approach the Company takes to address cybersecurity, it may not be successful in preventing or mitigating all cybersecurity incidents or threats. For more information about the cybersecurity risks the Company faces, see the risk factor entitled "Technology is used in operations, and any material failure, inadequacy, interruption or security failure of that technology from cyber-attacks or other events could harm the Company's business" in Item 1A- Risk Factors.

## Item 2. Properties

As of December 31, 2024, the Company owned 221 hotels with an aggregate of 29,764 guest rooms located in 37 states and the District of Columbia, including two hotels with a total of 206 guest rooms classified as held for sale, one of which was sold to an unrelated party in February 2025, while the other is expected to be sold in the first quarter of 2025. Substantially all of the Company's hotels operate under Marriott or Hilton brands. The hotels are operated and managed under separate management agreements with 16 hotel management companies, none of which are affiliated with the Company. See "Management and Franchise Agreements" in Part I, Item 1, Business, appearing elsewhere in this Annual Report on Form 10-K, for a table summarizing the number of hotels and guest rooms by brand. The following table summarizes the number of hotels and guest rooms by state:

State	Number of Hotels	Number of Guest Rooms
Alabama	13	1,246
Alaska	2	304
Arizona	13	1,776
California	26	3,722
Colorado	4	567
Florida	22	2,844
Georgia	5	585
Idaho	1	186
Illinois	7	1,255
Indiana	4	479
Iowa	3	301
Kansas	2	230
Kentucky	1	156
Louisiana	3	422
Maine	3	514
Maryland	2	233
Massachusetts	3	330
Michigan	1	148
Minnesota	3	405
Mississippi	2	168
Missouri	4	544
Nebraska	4	621
Nevada	1	300
New Jersey	5	629
New York	3	346
North Carolina	7	799
Ohio	3	406
Oklahoma	4	545
Oregon	1	243
Pennsylvania	4	525
South Carolina	5	590
Tennessee	10	1,240
Texas	26	3,211
Utah	6	919
Virginia	11	1,667
Washington	4	636
Wisconsin	2	438
Washington D.C.	1	234
<b>Total</b>	<b>221</b>	<b>29,764</b>

The following table summarizes the location, brand, manager, date acquired or completed and number of guest rooms for each of the 221 hotels and the non-hotel property that the Company owned as of December 31, 2024. As noted below, 14 of the Company's properties are subject to ground leases and 14 of its hotels are encumbered by mortgage notes.

City	State	Brand	Manager <sup>(1)</sup>	Date Acquired or Completed	Guest Rooms
Anchorage	AK	Embassy Suites	InnVentures	4/30/2010	169
Anchorage	AK	Home2 Suites	InnVentures	12/1/2017	135
Auburn	AL	Hilton Garden Inn	LBA	3/1/2014	101
Birmingham	AL	Courtyard	LBA	3/1/2014	84
Birmingham	AL	Hilton Garden Inn	LBA	9/12/2017	104
Birmingham	AL	Home2 Suites	LBA	9/12/2017	106
Birmingham	AL	Homewood Suites	McKibbon	3/1/2014	95
Dothan	AL	Hilton Garden Inn	LBA	6/1/2009	104
Dothan	AL	Residence Inn	LBA	3/1/2014	84
Huntsville	AL	Hampton	LBA	9/1/2016	98
Huntsville	AL	Hilton Garden Inn	LBA	3/1/2014	101
Huntsville	AL	Home2 Suites	LBA	9/1/2016	77
Huntsville	AL	Homewood Suites	LBA	3/1/2014	107
Mobile	AL	Hampton	McKibbon	9/1/2016	101 <sup>(3)</sup>
Prattville	AL	Courtyard	LBA	3/1/2014	84
Chandler	AZ	Courtyard	North Central	11/2/2010	150
Chandler	AZ	Fairfield	North Central	11/2/2010	110
Phoenix	AZ	Courtyard	North Central	11/2/2010	164
Phoenix	AZ	Hampton	North Central	9/1/2016	125 <sup>(3)</sup>
Phoenix	AZ	Hampton	North Central	5/2/2018	210
Phoenix	AZ	Homewood Suites	North Central	9/1/2016	134 <sup>(3)</sup>
Phoenix	AZ	Residence Inn	North Central	11/2/2010	129
Scottsdale	AZ	Hilton Garden Inn	North Central	9/1/2016	122
Tempe	AZ	Hyatt House	Crestline	8/13/2020	105 <sup>(3)</sup>
Tempe	AZ	Hyatt Place	Crestline	8/13/2020	154 <sup>(3)</sup>
Tucson	AZ	Hilton Garden Inn	Western	7/31/2008	125
Tucson	AZ	Residence Inn	Western	3/1/2014	124
Tucson	AZ	TownePlace Suites	Western	10/6/2011	124
Agoura Hills	CA	Homewood Suites	Dimension	3/1/2014	125
Burbank	CA	Courtyard	Huntington	8/11/2015	190 <sup>(2)</sup>
Burbank	CA	Residence Inn	Marriott	3/1/2014	166
Burbank	CA	SpringHill Suites	Marriott	7/13/2015	170 <sup>(2)</sup>
Clovis	CA	Hampton	Dimension	7/31/2009	86
Clovis	CA	Homewood Suites	Dimension	2/2/2010	83
Cypress	CA	Courtyard	Dimension	3/1/2014	180
Cypress	CA	Hampton	Dimension	6/29/2015	110
Oceanside	CA	Courtyard	Marriott	9/1/2016	142 <sup>(2)</sup>
Oceanside	CA	Residence Inn	Marriott	3/1/2014	125
Rancho Bernardo/San Diego	CA	Courtyard	InnVentures	3/1/2014	210
Sacramento	CA	Hilton Garden Inn	Dimension	3/1/2014	153
San Bernardino	CA	Residence Inn	InnVentures	2/16/2011	95
San Diego	CA	Courtyard	Huntington	9/1/2015	245 <sup>(2)</sup>
San Diego	CA	Hampton	Dimension	3/1/2014	177 <sup>(2)</sup>
San Diego	CA	Hilton Garden Inn	InnVentures	3/1/2014	200
San Diego	CA	Residence Inn	Dimension	3/1/2014	122
San Jose	CA	Homewood Suites	Dimension	3/1/2014	140 <sup>(2)</sup>

City	State	Brand	Manager <sup>(1)</sup>	Date Acquired or Completed	Guest Rooms
San Juan Capistrano	CA	Residence Inn	Marriott	9/1/2016	130 <sup>(3)</sup>
Santa Ana	CA	Courtyard	Dimension	5/23/2011	155 <sup>(2)</sup>
Santa Clarita	CA	Courtyard	Dimension	9/24/2008	140
Santa Clarita	CA	Fairfield	Dimension	10/29/2008	66
Santa Clarita	CA	Hampton	Dimension	10/29/2008	128
Santa Clarita	CA	Residence Inn	Dimension	10/29/2008	90
Tustin	CA	Fairfield	Marriott	9/1/2016	145
Tustin	CA	Residence Inn	Marriott	9/1/2016	149
Colorado Springs	CO	Hampton	Chartwell	9/1/2016	101
Denver	CO	Hilton Garden Inn	InnVentures	9/1/2016	221 <sup>(2)</sup>
Highlands Ranch	CO	Hilton Garden Inn	Dimension	3/1/2014	128
Highlands Ranch	CO	Residence Inn	Dimension	3/1/2014	117
Boca Raton	FL	Hilton Garden Inn	Dimension	9/1/2016	149
Cape Canaveral	FL	Hampton	LBA	4/30/2020	116
Cape Canaveral	FL	Homewood Suites	LBA	9/1/2016	153
Cape Canaveral	FL	Home2 Suites	LBA	4/30/2020	108
Fort Lauderdale	FL	Hampton	Dimension	6/23/2015	156
Fort Lauderdale	FL	Residence Inn	LBA	9/1/2016	156
Gainesville	FL	Hilton Garden Inn	McKibbon	9/1/2016	104
Gainesville	FL	Homewood Suites	McKibbon	9/1/2016	103
Jacksonville	FL	Homewood Suites	McKibbon	3/1/2014	119
Jacksonville	FL	Hyatt Place	Crestline	12/7/2018	127
Miami	FL	Courtyard	Dimension	3/1/2014	118 <sup>(3)</sup>
Miami	FL	Hampton	HHM	4/9/2010	121
Miami	FL	Homewood Suites	Dimension	3/1/2014	162
Orlando	FL	Fairfield	Marriott	7/1/2009	200
Orlando	FL	Home2 Suites	LBA	3/19/2019	128
Orlando	FL	SpringHill Suites	Marriott	7/1/2009	200
Panama City	FL	Hampton	LBA	3/12/2009	95
Panama City	FL	TownePlace Suites	LBA	1/19/2010	103
Pensacola	FL	TownePlace Suites	McKibbon	9/1/2016	97
Tallahassee	FL	Fairfield	LBA	9/1/2016	97
Tallahassee	FL	Hilton Garden Inn	LBA	3/1/2014	85 <sup>(3)</sup>
Tampa	FL	Embassy Suites	HHM	11/2/2010	147
Atlanta/Downtown	GA	Hampton	McKibbon	2/5/2018	119
Atlanta/Perimeter Dunwoody	GA	Hampton	LBA	6/28/2018	132
Atlanta	GA	Home2 Suites	McKibbon	7/1/2016	128
Macon	GA	Hilton Garden Inn	LBA	3/1/2014	101 <sup>(3)</sup>
Savannah	GA	Hilton Garden Inn	Newport	3/1/2014	105 <sup>(3)</sup>
Cedar Rapids	IA	Hampton	Chartwell	9/1/2016	103
Cedar Rapids	IA	Homewood Suites	Chartwell	9/1/2016	95
Davenport	IA	Hampton	Chartwell	9/1/2016	103
Boise	ID	Hampton	Raymond	4/30/2010	186 <sup>(2)</sup>
Des Plaines	IL	Hilton Garden Inn	Raymond	9/1/2016	253
Hoffman Estates	IL	Hilton Garden Inn	HHM	9/1/2016	184
Mettawa	IL	Hilton Garden Inn	HHM	11/2/2010	170
Mettawa	IL	Residence Inn	HHM	11/2/2010	130
Rosemont	IL	Hampton	Raymond	9/1/2016	158

City	State	Brand	Manager <sup>(1)</sup>	Date Acquired or Completed	Guest Rooms
Skokie	IL	Hampton	Raymond	9/1/2016	225
Warrenville	IL	Hilton Garden Inn	HHM	11/2/2010	135
Indianapolis	IN	SpringHill Suites	HHM	11/2/2010	130 <sup>(4)</sup>
Merrillville	IN	Hilton Garden Inn	HHM	9/1/2016	124
Mishawaka	IN	Residence Inn	HHM	11/2/2010	106
South Bend	IN	Fairfield	HHM	9/1/2016	119
Overland Park	KS	Fairfield	Raymond	3/1/2014	110
Overland Park	KS	Residence Inn	Raymond	3/1/2014	120
Louisville	KY	AC Hotels	Concord	10/25/2022	156
Lafayette	LA	Hilton Garden Inn	LBA	7/30/2010	153 <sup>(3)</sup>
Lafayette	LA	SpringHill Suites	LBA	6/23/2011	103
New Orleans	LA	Homewood Suites	Dimension	3/1/2014	166
Marlborough	MA	Residence Inn	Crestline	3/1/2014	112
Westford	MA	Hampton	Crestline	3/1/2014	110
Westford	MA	Residence Inn	Crestline	3/1/2014	108 <sup>(2)</sup>
Annapolis	MD	Hilton Garden Inn	Crestline	3/1/2014	126
Silver Spring	MD	Hilton Garden Inn	Crestline	7/30/2010	107
Portland	ME	AC Hotels	Crestline	8/20/2021	178
Portland	ME	Aloft Hotels	Crestline	9/10/2021	157
Portland	ME	Residence Inn	Crestline	10/13/2017	179 <sup>(2)</sup>
Novi	MI	Hilton Garden Inn	HHM	11/2/2010	148
Maple Grove	MN	Hilton Garden Inn	North Central	9/1/2016	121
Rochester	MN	Hampton	Raymond	8/3/2009	124
St. Paul	MN	Hampton	Raymond	3/4/2019	160
Kansas City	MO	Hampton	Raymond	8/31/2010	122
Kansas City	MO	Residence Inn	Raymond	3/1/2014	106
St. Louis	MO	Hampton	Raymond	8/31/2010	190
St. Louis	MO	Hampton	Raymond	4/30/2010	126
Hattiesburg	MS	Courtyard	LBA	3/1/2014	84
Hattiesburg	MS	Residence Inn	LBA	12/11/2008	84
Carolina Beach	NC	Courtyard	Crestline	3/1/2014	144
Charlotte	NC	Fairfield	Newport	9/1/2016	94
Durham	NC	Homewood Suites	McKibbon	12/4/2008	122
Fayetteville	NC	Home2 Suites	LBA	2/3/2011	118
Jacksonville	NC	Home2 Suites	LBA	9/1/2016	105
Wilmington	NC	Fairfield	Crestline	3/1/2014	122
Winston-Salem	NC	Hampton	McKibbon	9/1/2016	94
Omaha	NE	Courtyard	Marriott	3/1/2014	181
Omaha	NE	Hampton	HHM	9/1/2016	139
Omaha	NE	Hilton Garden Inn	HHM	9/1/2016	178 <sup>(2)</sup>
Omaha	NE	Homewood Suites	HHM	9/1/2016	123
Cranford	NJ	Homewood Suites	Dimension	3/1/2014	108
Mahwah	NJ	Homewood Suites	Dimension	3/1/2014	110
Mount Laurel	NJ	Homewood Suites	Newport	1/11/2011	118
Somerset	NJ	Courtyard	Newport	3/1/2014	162 <sup>(3)</sup>
West Orange	NJ	Courtyard	Newport	1/11/2011	131
Las Vegas	NV	SpringHill Suites	Highgate	12/27/2023	300 <sup>(5)</sup>
Islip/Ronkonkoma	NY	Hilton Garden Inn	Crestline	3/1/2014	166

City	State	Brand	Manager <sup>(1)</sup>	Date Acquired or Completed	Guest Rooms
New York	NY	(non-hotel)	N/A	3/1/2014	- (3)(6)
Syracuse	NY	Courtyard	Crestline	10/16/2015	102
Syracuse	NY	Residence Inn	Crestline	10/16/2015	78
Cleveland	OH	Courtyard	Concord	6/30/2023	154
Mason	OH	Hilton Garden Inn	Raymond	9/1/2016	110
Twinsburg	OH	Hilton Garden Inn	Concord	10/7/2008	142
Oklahoma City	OK	Hampton	Raymond	5/28/2010	200
Oklahoma City	OK	Hilton Garden Inn	Raymond	9/1/2016	155
Oklahoma City	OK	Homewood Suites	Raymond	9/1/2016	100
Oklahoma City (West)	OK	Homewood Suites	Chartwell	9/1/2016	90
Portland	OR	Hampton	Raymond	11/17/2021	243
Collegeville/Philadelphia	PA	Courtyard	Newport	11/15/2010	132
Malvern/Philadelphia	PA	Courtyard	Newport	11/30/2010	127
Pittsburgh	PA	AC Hotels	Concord	10/25/2022	134
Pittsburgh	PA	Hampton	Newport	12/31/2008	132
Charleston	SC	Home2 Suites	LBA	9/1/2016	122
Columbia	SC	Hilton Garden Inn	Newport	3/1/2014	143
Columbia	SC	TownePlace Suites	Newport	9/1/2016	91
Greenville	SC	Hyatt Place	Crestline	9/1/2021	130
Hilton Head	SC	Hilton Garden Inn	McKibbon	3/1/2014	104
Chattanooga	TN	Homewood Suites	LBA	3/1/2014	76 <sup>(7)</sup>
Franklin	TN	Courtyard	Chartwell	9/1/2016	126
Franklin	TN	Residence Inn	Chartwell	9/1/2016	124
Knoxville	TN	Homewood Suites	McKibbon	9/1/2016	103
Knoxville	TN	SpringHill Suites	McKibbon	9/1/2016	103
Memphis	TN	Hampton	Crestline	2/5/2018	144
Memphis	TN	Hilton Garden Inn	Crestline	10/28/2021	150
Nashville	TN	Hilton Garden Inn	Dimension	9/30/2010	194
Nashville	TN	Home2 Suites	Dimension	5/31/2012	119
Nashville	TN	TownePlace Suites	Chartwell	9/1/2016	101
Addison	TX	SpringHill Suites	Marriott	3/1/2014	159
Arlington	TX	Hampton	Western	12/1/2010	98
Austin	TX	Courtyard	HHM	11/2/2010	145
Austin	TX	Fairfield	HHM	11/2/2010	150
Austin	TX	Hampton	Dimension	4/14/2009	124
Austin	TX	Homewood Suites	Dimension	4/14/2009	97
Austin/Round Rock	TX	Hampton	Dimension	3/6/2009	94
Austin/Round Rock	TX	Homewood Suites	Dimension	9/1/2016	115
Dallas	TX	Homewood Suites	Western	9/1/2016	130
Denton	TX	Homewood Suites	Chartwell	9/1/2016	107
El Paso	TX	Homewood Suites	Western	3/1/2014	114
Fort Worth	TX	Courtyard	LBA	2/2/2017	124
Fort Worth	TX	Hilton Garden Inn	Raymond	11/17/2021	157
Fort Worth	TX	Homewood Suites	Raymond	11/17/2021	112
Fort Worth	TX	TownePlace Suites	Western	7/19/2010	140
Frisco	TX	Hilton Garden Inn	Western	12/31/2008	102
Grapevine	TX	Hilton Garden Inn	Western	9/24/2010	110
Houston	TX	Courtyard	LBA	9/1/2016	124

City	State	Brand	Manager <sup>(1)</sup>	Date Acquired or Completed	Guest Rooms
Houston	TX	Marriott	Western	1/8/2010	206
Houston	TX	Residence Inn	Western	3/1/2014	129
Houston	TX	Residence Inn	Western	9/1/2016	120
Lewisville	TX	Hilton Garden Inn	Western	10/16/2008	165
San Antonio	TX	TownePlace Suites	Western	3/1/2014	106
Shenandoah	TX	Courtyard	LBA	9/1/2016	124
Stafford	TX	Homewood Suites	Western	3/1/2014	78
Texarkana	TX	Hampton	Western	1/31/2011	81
Provo	UT	Residence Inn	Dimension	3/1/2014	114
Salt Lake City	UT	Courtyard	North Central	10/11/2023	175
Salt Lake City	UT	Hyatt House	North Central	10/11/2023	159
Salt Lake City	UT	Residence Inn	Huntington	10/20/2017	136
Salt Lake City	UT	SpringHill Suites	HHM	11/2/2010	143
South Jordan	UT	Embassy Suites	HHM	11/21/2023	192
Alexandria	VA	Courtyard	Marriott	3/1/2014	178
Alexandria	VA	SpringHill Suites	Marriott	3/28/2011	155
Charlottesville	VA	Courtyard	Crestline	3/1/2014	139
Manassas	VA	Residence Inn	Crestline	2/16/2011	107
Richmond	VA	Courtyard	White Lodging	12/8/2014	135 <sup>(2)</sup>
Richmond	VA	Marriott	White Lodging	3/1/2014	413 <sup>(3)</sup>
Richmond	VA	Residence Inn	White Lodging	12/8/2014	75 <sup>(2)</sup>
Suffolk	VA	Courtyard	Crestline	3/1/2014	92
Suffolk	VA	TownePlace Suites	Crestline	3/1/2014	72
Virginia Beach	VA	Courtyard	Crestline	3/1/2014	141
Virginia Beach	VA	Courtyard	Crestline	3/1/2014	160
Kirkland	WA	Courtyard	InnVentures	3/1/2014	150
Renton	WA	Residence Inn	InnVentures	10/18/2023	146
Seattle	WA	Residence Inn	InnVentures	3/1/2014	234
Tukwila	WA	Homewood Suites	Dimension	3/1/2014	106
Madison	WI	Hilton Garden Inn	Raymond	2/18/2021	176
Madison	WI	Embassy Suites	Raymond	6/20/2024	262
Washington, D.C.	-	AC Hotels	HHM	3/25/2024	234
<b>Total</b>					<b>29,764</b>

(1) The management companies are defined in Note 9 titled "Management and Franchise Agreements" in Part II, Item 8 in this Annual Report on Form 10-K.

(2) Hotel is encumbered by mortgage.

(3) Property is subject to ground lease.

(4) Hotel was classified as held for sale as of December 31, 2024 and is expected to be sold to an unrelated party in the first quarter of 2025.

(5) In the second quarter of 2024, the property converted a meeting room into a guest room, increasing the number of guest rooms from 299 at acquisition to 300.

(6) In May 2023, the Company entered into an operating lease for an initial 15-year term with a third-party hotel operator at its independent boutique hotel in New York, New York for all hotel operations of the hotel's 210 guest rooms. Lease revenue from this property is recorded in other revenue in the Company's consolidated statements of operations and comprehensive income. As a result of the lease and transfer of possession to the operator, this property has been excluded from the Company's hotel and guest room counts since May 2023 and is considered a non-hotel property. As a result of the operator's failure to make lease payments, the Company has commenced legal proceedings to remove the operator from possession of the hotel. The Company intends to enforce its rights under the lease and transition management of the hotel to a third-party manager, however, the removal process is still ongoing and the timing of the resolution of this matter and the transition of management operations cannot be predicted at this time.

(7) Hotel was classified as held for sale as of December 31, 2024 and was sold to an unrelated party in February 2025.

The Company's investment in real estate as of December 31, 2024, consisted of the following (in thousands):

Land	\$ 839,187
Building and improvements	5,064,866
Furniture, fixtures and equipment	610,062
Finance ground lease assets	102,084
Franchise fees	25,893
	6,642,092
Less accumulated depreciation and amortization	(1,821,344)
Investment in real estate, net	<u>\$ 4,820,748</u>

For additional information about the Company's properties, refer to Schedule III – Real Estate and Accumulated Depreciation and Amortization included at the end of Part IV, appearing elsewhere in this Annual Report on Form 10-K.

#### **Item 3. Legal Proceedings**

The Company is or may be a party to various legal proceedings that arise in the ordinary course of business. The Company is not currently involved in any litigation nor, to management's knowledge, is any litigation threatened against the Company where the outcome would, in management's judgment based on information currently available to the Company, have a material adverse effect on the Company's consolidated financial position or results of operations.

#### **Item 4. Mine Safety Disclosures**

Not Applicable.

## PART II

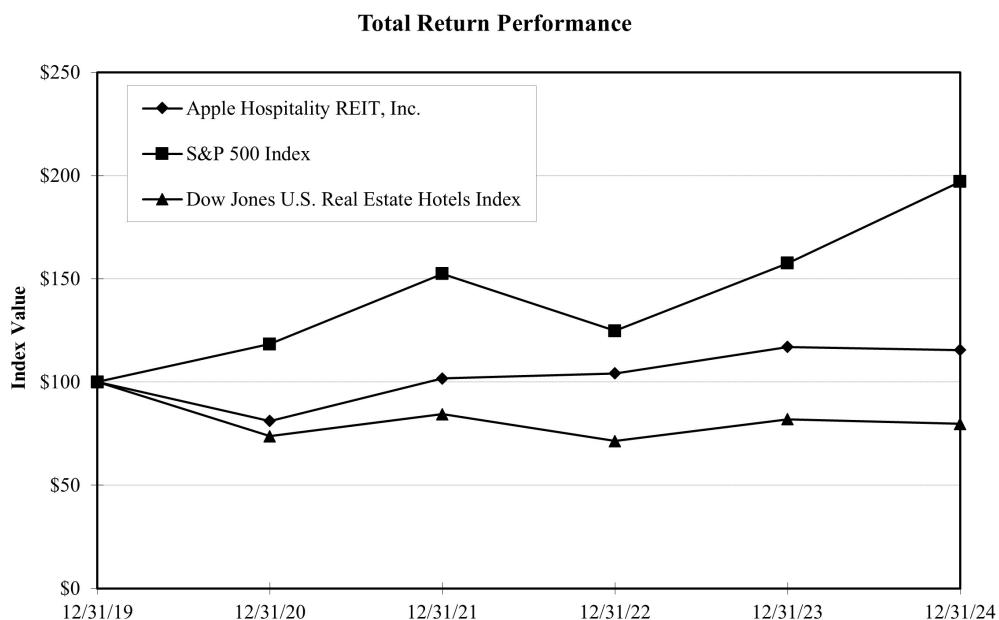
### Item 5. Market For Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

#### Market Information

On May 18, 2015, the Company's common shares were listed and began trading on the NYSE under the ticker symbol "APLE" (the "Listing"). Prior to that time, there was no public market for the Company's common shares. As of December 31, 2024 and February 18, 2025, the last reported closing price per share for the Company's common shares as reported on the NYSE was \$15.35 and \$15.38, respectively.

#### Share Return Performance

The following graph compares the five-year cumulative total shareholder return of the Company's common shares to the cumulative total returns of the Standard and Poor's 500 Stock Index ("S&P 500 Index") and the Dow Jones U.S. Real Estate Hotels Index. The Dow Jones U.S. Real Estate Hotels Index is comprised of publicly traded REITs which focus on investments in hotel properties. The graph assumes an initial investment of \$100 in the Company's common shares and in each of the indices, and also assumes the reinvestment of dividends.



Name	Value of Initial Investment at					
	12/31/19	12/31/20	12/31/21	12/31/22	12/31/23	12/31/24
Apple Hospitality REIT, Inc.	\$ 100.00	\$ 81.09	\$ 101.70	\$ 104.15	\$ 116.97	\$ 115.49
S&P 500 Index	\$ 100.00	\$ 118.40	\$ 152.39	\$ 124.79	\$ 157.59	\$ 197.02
Dow Jones U.S. Real Estate Hotels Index	\$ 100.00	\$ 73.69	\$ 84.40	\$ 71.42	\$ 81.91	\$ 79.75

This performance graph shall not be deemed "filed" for the purposes of Section 18 of the Exchange Act, or incorporated by reference into any filing by the Company under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. The performance graph is not indicative of future investment performance. The Company does not make or endorse any predictions as to future share price performance.

### **Shareholder Information**

As of February 18, 2025, the Company had approximately 99 holders of record of its common shares and there were approximately 240 million common shares outstanding. Because many of the Company's common shares are held by brokers and other institutions on behalf of shareholders, the Company believes there are substantially more beneficial holders of its common shares than record holders. In order to comply with certain requirements related to the Company's qualification as a REIT, the Company's Charter provides that, subject to certain exceptions, no person or entity (other than a person or entity who has been granted an exemption) may directly or indirectly, beneficially or constructively, own more than 9.8% of the aggregate of its outstanding common shares or 9.8% of the aggregate of the outstanding preferred shares of any class or series.

### **Distribution Information**

The Company generally must distribute annually at least 90% of its REIT taxable income, subject to certain adjustments and excluding any net capital gain, in order to maintain its REIT status. For the years ended December 31, 2024 and 2023, the Company paid distributions of \$1.01 and \$1.04 per common share for a total of approximately \$243.7 million and \$238.3 million, respectively. The Company's current annual distribution rate, payable monthly, is \$0.96 per common share. In addition to the regular monthly cash distribution of \$0.08 per common share approved by the Board of Directors in December 2024, the Board of Directors approved a special cash distribution of \$0.05 per common share for a combined distribution of \$0.13 per common share, paid in January 2025, to shareholders of record as of December 31, 2024. While management currently expects monthly cash distributions to continue at \$0.08 per common share, the amount and timing of distributions to shareholders are within the discretion of the Company's Board of Directors. The amount and frequency of future distributions will depend on certain items, including but not limited to, the Company's results of operations, cash flow from operations, economic conditions, working capital requirements, cash requirements to fund investing and financing activities, and capital expenditure requirements, including improvements to and expansions of properties, as well as the distribution requirements under U.S. federal income tax provisions for qualification as a REIT. As it has done historically, due to seasonality, the Company may use its Revolving Credit Facility to maintain the consistency of the distribution rate, taking into consideration any acquisitions, dispositions, capital improvements and economic cycles.

### **Share Repurchases**

In May 2024, the Company's Board of Directors approved a one-year extension of its existing Share Repurchase Program, authorizing share repurchases up to an aggregate of \$335.4 million. The Share Repurchase Program may be suspended or terminated at any time by the Company and will end in July 2025 if not terminated or extended earlier. The Company previously entered into and expects to continue to enter into written trading plans as part of the Share Repurchase Program that provide for share repurchases in open market transactions that are intended to comply with Rule 10b5-1 under the Exchange Act. During the year ended December 31, 2024, the Company purchased, under its Share Repurchase Program, approximately 2.4 million of its common shares at a weighted-average market purchase price of approximately \$14.16 per common share for an aggregate purchase price, including commissions, of approximately \$34.7 million. Repurchases under the Share Repurchase Program have been funded, and the Company intends to fund future repurchases, with cash on hand, proceeds from dispositions or availability under its unsecured credit facilities, subject to applicable restrictions under the Company's unsecured credit facilities (if any). The timing of share repurchases and the number of common shares to be repurchased under the Share Repurchase Program will also depend upon prevailing market conditions, regulatory requirements and other factors. As of December 31, 2024, approximately \$300.8 million remained available for purchase under the Share Repurchase Program.

Additionally, during 2024, certain of the Company's employees surrendered common shares to satisfy their tax withholding obligations associated with the vesting of common shares issued under the 2014 Omnibus Incentive Plan as described in Note 8 titled "Compensation Plans" in Part II, Item 8, of the Consolidated Financial Statements and Notes thereto, appearing elsewhere in this Annual Report on Form 10-K.

The following is a summary of all share repurchases during the fourth quarter of 2024:

Period	Issuer Purchases of Equity Securities			Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in thousands) <sup>(1)</sup>
	(a)	(b)	(c)		
October 1 - October 31, 2024	-	-	-	-	\$ 300,794
November 1 - November 30, 2024	-	-	-	-	\$ 300,794
December 1 - December 31, 2024 <sup>(2)</sup>	170,970	\$ 16.05	-	-	\$ 300,794
Total	170,970			-	

(1) Represents amount outstanding under the Company's authorized \$335.4 million Share Repurchase Program. This program, which was announced in 2015 and most recently extended in May 2024, may be suspended or terminated at any time by the Company and will end in July 2025 if not terminated or extended earlier.

(2) Consists of common shares surrendered to the Company to satisfy tax withholding obligations associated with the vesting of restricted common shares.

#### **Equity Compensation Plans**

The Company's Board of Directors adopted and the Company's shareholders approved the 2024 Omnibus Incentive Plan ("2024 Omnibus Plan"), which provides for the issuance of up to 7.25 million common shares, subject to adjustments, to employees, officers, and directors of the Company or affiliates of the Company, consultants or advisers currently providing services to the Company or affiliates of the Company, and any other person whose participation in the 2024 Omnibus Plan is determined by the Compensation Committee of the Board of Directors (the "Compensation Committee") to be in the best interests of the Company. The Company's Board of Directors previously adopted, and the Company's shareholders approved, the 2014 Omnibus Incentive Plan ("2014 Omnibus Plan"), which similarly provided for the issuance of common shares. In May 2024, the 2014 Omnibus Plan was terminated effective upon shareholder approval of the 2024 Omnibus Plan, and no further grants can be made under the 2014 Omnibus Plan, provided however, that the termination did not affect any outstanding incentive awards previously issued under the 2014 Omnibus Plan.

The Company's Board of Directors previously adopted, and the Company's shareholders approved, the non-employee directors' stock option plan (the "Directors' Plan") to provide incentives to attract and retain directors. In May 2015, the Directors' Plan was terminated effective upon the Listing, and no further grants can be made under the Directors' Plan, provided however, that the termination did not affect any outstanding director option awards previously issued under the Directors' Plan. All outstanding option awards under the Directors' Plan expired in 2024.

The following is a summary of securities issued under the Company's equity compensation plans as of December 31, 2024:

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights <sup>(1)</sup>	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights <sup>(2)</sup>	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in First Column) <sup>(3)</sup>
Equity compensation plans approved by security holders	80,563	\$ -	7,945,177
Equity compensation plans not approved by security holders	-	-	-
Total equity compensation plans	80,563	\$ -	7,945,177

(1) Consists of 80,563 fully vested deferred stock units, including quarterly distributions earned, under the Non-Employee Director Deferral Program that are not included in the calculation of the weighted-average exercise price of outstanding options.

(2) As of December 31, 2024, there are no outstanding exercisable securities, therefore, there is no weighted-average exercise price of outstanding securities.

(3) Includes 7,248,900 shares available under the 2024 Omnibus Plan and an estimated 696,277 shares as of December 31, 2024, that were subject to outstanding awards (which includes an estimated number of common shares based on "target" performance with respect to February 2024 awards authorized under the 2014 Omnibus Plan in February 2024, which were outstanding but not yet earned) under the 2014 Omnibus Plan which was terminated in May 2024 upon shareholder approval of the 2024 Omnibus Plan.

**Item 6. Reserved**

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

The following discussion and analysis should be read in conjunction with Item 8, the Consolidated Financial Statements and Notes thereto, the introduction of Part I regarding "Forward-Looking Statements," and Item 1A, "Risk Factors" appearing elsewhere in this Annual Report on Form 10-K.

### **Overview**

The Company is a Virginia corporation that has elected to be treated as a REIT for U.S. federal income tax purposes. The Company is self-advised and invests in income-producing real estate, primarily in the lodging sector, in the U.S. As of December 31, 2024, the Company owned 221 hotels with an aggregate of 29,764 guest rooms located in urban, high-end suburban and developing markets throughout 37 states and the District of Columbia, including two hotels with a total of 206 guest rooms classified as held for sale, one of which was sold to an unrelated party in February 2025, while the other is expected to be sold in the first quarter of 2025. Substantially all of the Company's hotels operate under Marriott or Hilton brands. The hotels are operated and managed under separate management agreements with 16 hotel management companies, none of which are affiliated with the Company. The Company's common shares are listed on the NYSE under the ticker symbol "APLE."

### **Recent Hotel Portfolio Activities**

The Company continually monitors market conditions and attempts to maximize shareholder value by investing in properties that it believes provide superior value over the long term. Consistent with this strategy and the Company's focus on investing in rooms-focused hotels, in 2024, the Company acquired two hotels for an aggregate purchase price of \$196.3 million: an existing 234-guest-room AC Hotel in Washington, D.C. and a 262-guest-room Embassy Suites in Madison, Wisconsin that was purchased at the completion of development. The Company utilized proceeds from the sale of properties and borrowings under its Revolving Credit Facility to fund these acquisitions. The Company plans to utilize its available cash, net proceeds from the sale of shares under the ATM program, proceeds from the sales of properties or borrowings under its unsecured credit facilities for any future hotel acquisitions.

As of December 31, 2024, the Company had one outstanding contract, which was entered into during May 2023, for the potential purchase of a hotel in Nashville, Tennessee for an expected purchase price of approximately \$98.2 million. The hotel is under development and is currently planned to be completed and opened for business in late 2025, as a 260-guest-room Motto. As of December 31, 2024, a \$1.1 million contract deposit (refundable if the seller does not meet its obligations under the contract) had been paid. If the closing occurs, the Company plans to utilize its available cash or borrowings, including borrowings under its unsecured credit facilities available at closing, to purchase the hotel under contract. Although the Company is working towards acquiring this hotel, there are a number of conditions to closing that have not yet been satisfied, and there can be no assurance that closing on this hotel will occur under the outstanding purchase contract. If the seller meets all of the conditions to closing, the Company is obligated to specifically perform under the purchase contract and acquire this hotel. As this hotel is under development, at this time, the seller has not met all of the conditions to closing.

For its existing portfolio, the Company monitors each property's profitability, market conditions and capital requirements and attempts to maximize shareholder value by disposing of properties when it believes that superior value can be provided from the sale of the property. As a result, during the year ended December 31, 2024, the Company sold six hotels in five separate transactions with unrelated parties for a combined gross sales price of approximately \$63.4 million, resulting in a combined gain on the sales of approximately \$19.7 million, net of transaction costs. The Company used a portion of the net proceeds from the sale of two of the hotels to complete a like-kind exchange, in accordance with Section 1031 of the Internal Revenue Code of 1986, as amended, for the acquisition of the AC Hotel in Washington, D.C., which was completed in March 2024. The net proceeds from the sale of the other four hotels were used for share repurchases and general corporate purposes.

### **New York Independent Boutique Hotel Lease**

In May 2023, the Company entered into an operating lease for an initial 15-year term with a third-party hotel operator at its independent boutique hotel in New York, New York for all hotel operations of the hotel's 210 guest rooms. Lease revenue from this property is recorded in other revenue in the Company's consolidated statements of operations and comprehensive income. As a result of the lease and transfer of possession to the operator, this property has been excluded from the Company's hotel and guest room counts since May 2023. As a result of the operator's failure to make lease payments, the Company has commenced legal proceedings to remove the operator from possession of the hotel. The Company intends to enforce its rights under the lease and transition management of the hotel to a third-party manager, however, the removal process is still ongoing and the timing of the resolution of this matter and the transition of management operations cannot be predicted at this time.

See Note 2 titled "Investment in Real Estate" and Note 3 titled "Assets Held for Sale and Dispositions" of the Consolidated Financial Statements and Notes thereto in Part II, Item 8, in this Annual Report on Form 10-K, for additional information concerning these transactions.

#### **Hotel Operations**

As of December 31, 2024, the Company owned 221 hotels with a total of 29,764 guest rooms, including two hotels with a total of 206 guest rooms classified as held for sale, as compared to 225 hotels with a total of 29,900 guest rooms as of December 31, 2023. Results of operations are included only for the period of ownership for hotels acquired or disposed of during all periods presented. During 2024, the Company acquired two hotels and sold six hotels. During 2023, the Company acquired six hotels and did not dispose of any hotels. Results of the hotel operations for the Company's independent boutique hotel in New York, New York are included only for the period prior to the lease agreement becoming effective in May 2023. See further discussion in Note 2 titled "Investments in Real Estate" and Note 3 titled "Assets Held for Sale and Dispositions" of the Consolidated Financial Statements and Notes thereto in Part II, Item 8, in this Annual Report on Form 10-K. As a result, the comparability of results for the years ended December 31, 2024 and 2023, as discussed below, is also impacted by these transactions.

In evaluating financial condition and operating performance, the most important indicators on which the Company focuses are revenue measurements, such as average occupancy, ADR and RevPAR, and expenses, such as hotel operating expenses, general and administrative expenses and other expenses described below. RevPAR and operating results may be impacted by regional and local economies and local regulations as well as changes in lodging demand due to macroeconomic factors including inflationary pressures, higher energy prices or a recessionary environment.

The following is a summary of the results from operations of the Company's hotels for their respective periods of ownership by the Company.

(in thousands, except statistical data)			Year Ended December 31,			Percent of Revenue	Change 2022 to 2023
	2024	Percent of Revenue	2023	Percent of Revenue	Change 2023 to 2024		
Total revenue	\$ 1,431,468	100.0%	\$ 1,343,800	100.0%	6.5%	\$ 1,238,417	100.0% 8.5%
Hotel operating expense	837,871	58.5%	780,725	58.1%	7.3%	710,481	57.4% 9.9%
Property taxes, insurance and other expense	84,382	5.9%	79,307	5.9%	6.4%	72,907	5.9% 8.8%
General and administrative expense	42,542	3.0%	47,401	3.5%	-10.3%	42,464	3.4% 11.6%
Impairment of depreciable real estate	3,055		5,644		-45.9%	26,175	-78.4%
Depreciation and amortization expense	190,603		183,242		4.0%	181,697	0.9% n/a
Gain on sale of real estate	19,744		-		n/a	1,785	n/a
Interest and other expense, net	77,748		68,857		12.9%	59,733	15.3%
Income tax expense	947		1,135		-16.6%	1,940	-41.5%
Net income	214,064		177,489		20.6%	144,805	22.6%
Adjusted Hotel EBITDA <sup>(1)</sup>	509,544		481,892		5.7%	455,579	5.8%
Number of hotels owned at end of period	221		225		-1.8%	220	2.3%
ADR	\$ 158.01		\$ 155.76		1.4%	\$ 149.36	4.3%
Occupancy	75.0%		74.2%		1.1%	72.6%	2.2%
RevPAR	\$ 118.54		\$ 115.60		2.5%	\$ 108.45	6.6%

(1) See reconciliation of Adjusted Hotel EBITDA to net income in "Non-GAAP Financial Measures" below.

#### Comparable Hotels Operating Results

The following table reflects certain operating statistics for the Company's 219 hotels owned and held for use as of December 31, 2024. The Company defines metrics from Comparable Hotels as results generated by the 219 hotels owned and held for use as of the end of the reporting period. For the hotels acquired during the reporting periods shown, the Company has included, as applicable, results of those hotels for periods prior to the Company's ownership using information provided by the properties' prior owners at the time of acquisition and not adjusted by the Company. This information has not been audited, either for the periods owned or prior to ownership by the Company. For dispositions and assets held for sale, results have been excluded for the Company's period of ownership.

			Year Ended December 31,		Change 2022 to 2023
	2024	2023	Change 2023 to 2024	2022	
ADR	\$ 158.94	\$ 158.09	0.5%	\$ 150.88	4.8%
Occupancy	75.1%	74.4%	0.9%	72.7%	2.3%
RevPAR	\$ 119.36	\$ 117.67	1.4%	\$ 109.74	7.2%

#### Same Store Operating Results

The following table reflects certain operating statistics for the 209 hotels owned and held for use by the Company as of January 1, 2022 and during the entirety of the reporting periods being compared ("Same Store Hotels"). This information has not been audited.

			Year Ended December 31,		Change 2022 to 2023
	2024	2023	Change 2023 to 2024	2022	
ADR	\$ 156.49	\$ 156.18	0.2%	\$ 149.71	4.3%
Occupancy	75.1%	74.4%	0.9%	72.7%	2.3%
RevPAR	\$ 117.56	\$ 116.21	1.2%	\$ 108.89	6.7%

As discussed above, hotel performance is impacted by many factors, including the economic conditions in the U.S. as well as each individual locality. Economic indicators in the U.S. have generally been stable throughout 2024. As a result, the Company's Comparable Hotels and Same Store Hotels revenue and operating results have modestly improved during the year ended December 31, 2024, compared to the year ended December 31, 2023, which is consistent with the overall lodging industry. The Company expects low single digit RevPAR growth for its Comparable Hotels for 2025 as compared to 2024, which is comparable to broader industry expectations. For the year ended December 31, 2024, the Company's hotels in general have shown results that have been broadly consistent with industry, brand and chain scale averages.

#### Results of Operations

A discussion regarding the Company's results of operations for the year ended December 31, 2024 compared to the year ended December 31, 2023 is presented below. A discussion regarding the results of operations for the year ended December 31, 2023 compared to the year ended December 31, 2022 can be found under the section titled "Results of Operations" in Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, of the Company's Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on February 22, 2024, which is incorporated herein by reference and which is available free of charge on the SEC's website at [www.sec.gov](http://www.sec.gov) and in the Investor Information section of the Company's website at [www.applehospitalityreit.com](http://www.applehospitalityreit.com).

#### Revenues

The Company's principal source of revenue is hotel revenue consisting of room, food and beverage, and other related revenue. For the years ended December 31, 2024 and 2023, the Company had total revenue of \$1.4 billion and \$1.3 billion, respectively. For the years ended December 31, 2024 and 2023, respectively, Comparable Hotels achieved combined average occupancy of 75.1% and 74.4%, ADR of \$158.94 and \$158.09 and RevPAR of \$119.36 and \$117.67. ADR is calculated as room revenue divided by the number of rooms sold, and RevPAR is calculated as occupancy multiplied by ADR.

Compared to 2023, the Company experienced increases in ADR and occupancy in 2024, resulting in an increase of 1.4% in RevPAR, for Comparable Hotels. Revenue growth in 2024, compared to 2023, was driven by the additional hotels acquired in the

fourth quarter of 2023 and the first half of 2024, further supported by increased strength in business transient demand for the portfolio as well as strong group demand. Markets with significant above average growth in 2024, compared to 2023, for the Company included Houston, New Orleans, Cape Canaveral and Anchorage. Leisure demand, which has produced the strongest rate growth post pandemic, showed signs of increased rate sensitivity in some markets during 2024, and midweek rate growth came at lower absolute rates than those achieved on weekends, with the combined effect weighing on overall ADR growth for 2024. Future revenues could be negatively impacted by, among other things, historical seasonal trends, deterioration of consumer sentiment, a recessionary macroeconomic environment or inflationary pressures.

#### *Hotel Operating Expense*

Hotel operating expense consists of direct room operating expense, hotel administrative expense, sales and marketing expense, utilities expense, repair and maintenance expense, franchise fees and management fees. For the years ended December 31, 2024 and 2023, hotel operating expense totaled \$837.9 million and \$780.7 million, respectively, or 58.5% and 58.1% of total revenue for each respective year.

The increase in hotel operating expense for the year ended December 31, 2024, as compared to the year ended December 31, 2023, was led by the additional hotels acquired in 2023 and 2024 and amplified by increased labor costs, repairs and maintenance and sales and marketing costs driven by inflationary pressures throughout the overall economy, as well as revenue growth for certain variable expenses. The Company continues to feel upward pressure on wage rates given a competitive labor market. However, the rate of wage growth has slowed and management companies have made progress in reducing their use of contract labor, which costs more on average than in-house labor. The Company anticipates a slightly more favorable operating expense environment assuming the impact of inflationary pressures moderates in 2025. The Company continues to monitor its management companies' efforts to realize operational efficiencies and mitigate the impact of cost pressures resulting from inflation and a tight labor market. The Company will continue to support its management companies in implementing adjustments to the hotel operating model in response to continued changes in the operating environment and guest preferences, including its efforts to maximize operational efficiency.

#### *Property Taxes, Insurance and Other Expense*

Property taxes, insurance and other expense for the years ended December 31, 2024 and 2023 totaled \$84.4 million and \$79.3 million, respectively, or 5.9% of total revenue for each respective year. The increase in property taxes, insurance, and other expense was primarily due to an increase in casualty insurance premiums and increases in property taxes in certain locations, partially offset by decreases at other locations due to successful appeals of tax assessments, decreases in property insurance premiums and a state franchise tax refund received during the third quarter of 2024 resulting from legislative changes. The Company will continue to proactively pursue tax assessment appeals in certain jurisdictions in an attempt to minimize tax increases, as warranted.

#### *General and Administrative Expense*

General and administrative expense for the years ended December 31, 2024 and 2023 was \$42.5 million and \$47.4 million, respectively, or 3.0% and 3.5% of total revenue, respectively. The principal components of general and administrative expense are payroll and related benefit costs, executive incentive compensation, legal fees, accounting fees and reporting expenses. The decrease in general and administrative expense in 2024 as compared to 2023 was primarily due to a decrease in the Company's executive incentive compensation plan accrual, partially offset by increased payroll and related benefit costs.

#### *Impairment of Depreciable Real Estate*

Impairment of depreciable real estate was approximately \$3.1 million for the year ended December 31, 2024, consisting of impairment losses at two hotel properties identified by the Company in the third quarter of 2024, and one property identified in the fourth quarter of 2024. Impairment of depreciable real estate was \$5.6 million for the year ended December 31, 2023, consisting of impairment losses at two hotel properties identified by the Company in the fourth quarter of 2023. See Note 3, titled "Assets Held for Sale and Dispositions" of the Consolidated Financial Statements and Notes thereto in Part II, Item 8, in this Annual Report on Form 10-K, for additional information concerning these impairment losses.

#### *Depreciation and Amortization Expense*

Depreciation and amortization expense for the years ended December 31, 2024 and 2023 was \$190.6 million and \$183.2 million, respectively. Depreciation and amortization expense primarily represents expense of the Company's hotel buildings and related improvements, and associated personal property (furniture, fixtures, and equipment) for their respective periods owned. The increase was primarily due to the acquisition of two hotels in the first half of 2024 and six hotels and one free-standing parking garage in 2023, where five of the six hotels and the free-standing parking garage were acquired in the fourth quarter of 2023, as well as renovations completed throughout both 2024 and 2023. The increase was partially offset by the sale of six hotels in 2024.

*Interest and Other Expense, net*

Interest and other expense, net for the years ended December 31, 2024 and 2023 was \$77.7 million and \$68.9 million, respectively, and is net of approximately \$1.4 million and \$1.5 million, respectively, of interest capitalized associated with renovation projects.

Interest expense related to the Company's debt instruments for the year ended December 31, 2024 increased compared to the year ended December 31, 2023 as a result of higher average borrowings associated with variable-rate debt and higher average interest rates on the Company's variable-rate debt due to the current inflationary environment. These higher borrowings financed acquisitions, share repurchases and repayment of matured secured debt obligations during the year ended December 31, 2024. The proportion of fixed-rate debt decreased over the year ended December 31, 2024 compared to the same period of 2023, as the Company had six interest rate swaps in effect on \$285.0 million of variable-rate debt that matured during 2024 while the Company entered into four new swaps in effect on \$200.0 million of variable rate debt during 2024, but at a higher fixed rate than the swaps that expired. If the Company continues to replace expiring interest rate swaps in the current interest rate environment with new agreements, the Company expects those new agreements to be at higher rates than the expiring swap agreements.

#### Non-GAAP Financial Measures

The Company considers the following non-GAAP financial measures useful to investors as key supplemental measures of its operating performance: Funds from Operations ("FFO"), Modified Funds from Operations ("MFFO"), Earnings Before Interest, Income Taxes, Depreciation and Amortization ("EBITDA"), Earnings Before Interest, Income Taxes, Depreciation and Amortization for Real Estate ("EBITDAre"), Adjusted EBITDAre ("Adjusted EBITDAre") and Adjusted Hotel EBITDA. These non-GAAP financial measures should be considered along with, but not as alternatives to, net income (loss), cash flow from operations or any other operating GAAP measure. FFO, MFFO, EBITDA, EBITDAre, Adjusted EBITDAre and Adjusted Hotel EBITDA are not necessarily indicative of funds available to fund the Company's cash needs, including its ability to make cash distributions. Although FFO, MFFO, EBITDA, EBITDAre, Adjusted EBITDAre and Adjusted Hotel EBITDA, as calculated by the Company, may not be comparable to FFO, MFFO, EBITDA, EBITDAre, Adjusted EBITDAre and Adjusted Hotel EBITDA, as reported by other companies that do not define such terms exactly as the Company defines such terms, the Company believes these supplemental measures are useful to investors when comparing the Company's results between periods and with other REITs.

##### FFO and MFFO

The Company calculates and presents FFO in accordance with standards established by the National Association of Real Estate Investment Trusts ("Nareit"), which defines FFO as net income (loss) (computed in accordance with GAAP), excluding gains and losses from the sale of certain real estate assets (including gains and losses from change in control), extraordinary items as defined by GAAP, and the cumulative effect of changes in accounting principles, plus real estate related depreciation, amortization and impairments, and adjustments for unconsolidated affiliates. Historical cost accounting for real estate assets implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, most real estate industry investors consider FFO to be helpful in evaluating a real estate company's operations. The Company further believes that by excluding the effects of these items, FFO is useful to investors in comparing its operating performance between periods and between REITs that report FFO using the Nareit definition. FFO as presented by the Company is applicable only to its common shareholders, but does not represent an amount that accrues directly to common shareholders.

The Company calculates MFFO by further adjusting FFO for the exclusion of amortization of finance ground lease assets, amortization of favorable and unfavorable operating leases, net and non-cash straight-line operating ground lease expense, as these expenses do not reflect the underlying performance of the related hotels. The Company presents MFFO when evaluating its performance because it believes that it provides further useful supplemental information to investors regarding its ongoing operating performance. In addition, MFFO is a component of a key compensation measure of operational performance within the 2024 Incentive Plan.

The following table reconciles the Company's GAAP net income to FFO and MFFO for the years ended December 31, 2024, 2023 and 2022 (in thousands).

	Year Ended December 31,		
	2024	2023	2022
Net income	\$ 214,064	\$ 177,489	\$ 144,805
Depreciation of real estate owned	187,555	180,185	178,641
Gain on sale of real estate	(19,744)	-	(1,785)
Impairment of depreciable real estate	3,055	5,644	26,175
Funds from operations	384,930	363,318	347,836
Amortization of finance ground lease assets	3,038	3,038	3,038
Amortization of favorable and unfavorable operating leases, net	408	383	396
Non-cash straight-line operating ground lease expense	135	145	154
Modified funds from operations	<u>\$ 388,511</u>	<u>\$ 366,884</u>	<u>\$ 351,424</u>

#### *EBITDA, EBITDAre, Adjusted EBITDAre and Adjusted Hotel EBITDA*

EBITDA is a commonly used measure of performance in many industries and is defined as net income (loss) excluding interest, income taxes, depreciation and amortization. The Company believes EBITDA is useful to investors because it helps the Company and its investors evaluate the ongoing operating performance of the Company by removing the impact of its capital structure (primarily interest expense) and its asset base (primarily depreciation and amortization). In addition, certain covenants included in the agreements governing the Company's indebtedness use EBITDA, as defined in the specific credit agreement, as a measure of financial compliance.

In addition to EBITDA, the Company also calculates and presents EBITDAre in accordance with standards established by Nareit, which defines EBITDAre as EBITDA, excluding gains and losses from the sale of certain real estate assets (including gains and losses from change in control), plus real estate related impairments, and adjustments to reflect the entity's share of EBITDAre of unconsolidated affiliates. The Company presents EBITDAre because it believes that it provides further useful information to investors in comparing its operating performance between periods and between REITs that report EBITDAre using the Nareit definition.

The Company also considers the exclusion of non-cash straight-line operating ground lease expense from EBITDAre useful, as this expense does not reflect the underlying performance of the related hotels (Adjusted EBITDAre).

The Company further excludes actual corporate-level general and administrative expense for the Company as well as Adjusted EBITDAre from the non-hotel property from Adjusted EBITDAre (Adjusted Hotel EBITDA) to isolate property-level operational performance over which the Company's hotel operators have direct control. The Company believes Adjusted Hotel EBITDA provides useful supplemental information to investors regarding operating performance and it is used by management to measure the performance of the Company's hotels and effectiveness of the operators of the hotels. In addition, Adjusted EBITDAre and Adjusted Hotel EBITDA are both components of key compensation measures of operational performance within the 2024 Incentive Plan.

The following table reconciles the Company's GAAP net income to EBITDA, EBITDAre, Adjusted EBITDAre and Adjusted Hotel EBITDA for the years ended December 31, 2024, 2023 and 2022 (in thousands).

	Year Ended December 31,		
	2024	2023	2022
Net income	\$ 214,064	\$ 177,489	\$ 144,805
Depreciation and amortization	190,603	183,242	181,697
Amortization of favorable and unfavorable operating leases, net	408	383	396
Interest and other expense, net	77,748	68,857	59,733
Income tax expense	947	1,135	1,940
EBITDA	483,770	431,106	388,571
Gain on sale of real estate	(19,744)	-	(1,785)
Impairment of depreciable real estate	3,055	5,644	26,175
EBITDAre	467,081	436,750	412,961
Non-cash straight-line operating ground lease expense	135	145	154
Adjusted EBITDAre	467,216	436,895	413,115
General and administrative expense	42,542	47,401	42,464
Adjusted EBITDAre from non-hotel property <sup>(1)</sup>	(214)	(2,404)	-
Adjusted Hotel EBITDA	<u>\$ 509,544</u>	<u>\$ 481,892</u>	<u>\$ 455,579</u>

(1) Non-hotel property only includes the results of one hotel in New York, New York that is leased to a third-party hotel operator. The Company is in the process of removing the operator from possession of the hotel. This property's Adjusted EBITDAre results are not included in Adjusted Hotel EBITDA starting in the second half of 2023.

#### ***Hotels Owned***

As of December 31, 2024, the Company owned 221 hotels with an aggregate of 29,764 guest rooms located in 37 states and the District of Columbia, including two hotels with a total of 206 guest rooms classified as held for sale, one of which was sold to an unrelated party in February 2025, while the other is expected to be sold in the first quarter of 2025. See "Management and Franchise Agreements" in Part I, Item 1, Business, appearing elsewhere in this Annual Report on Form 10-K, for a table summarizing the number of hotels and guest rooms by brand. Refer to Part I, Item 2, of this Annual Report on Form 10-K for tables summarizing the number of hotels and guest rooms by state, and summarizing the location, brand, manager, date acquired or completed and number of guest rooms for each of the 221 hotels the Company owned as of December 31, 2024.

## **Related Parties**

The Company has engaged in, and is expected to continue to engage in, transactions with related parties. These transactions cannot be construed to be at arm's length, and the results of the Company's operations may have been different if these transactions were conducted with non-related parties. See Note 6, titled "Related Parties" of the Consolidated Financial Statements and Notes thereto in Part II, Item 8, in this Annual Report on Form 10-K, for additional information concerning the Company's related party transactions.

## **Liquidity and Capital Resources**

### *Capital Resources*

The Company's principal short-term sources of liquidity are the operating cash flows generated from the Company's properties and availability under its Revolving Credit Facility. Over the long term, the Company may receive proceeds from strategic additional secured and unsecured debt financing, dispositions of its hotel properties and offerings of the Company's common shares, including pursuant to the ATM Program. Macroeconomic pressures, including inflation, increases in interest rates and general market uncertainty, could impact the Company's ability to raise debt or equity capital to fund long-term liquidity requirements in a cost-effective manner.

As of December 31, 2024, the Company had approximately \$1.5 billion of total outstanding debt consisting of \$254.3 million of mortgage debt and \$1.2 billion outstanding under its credit facilities, excluding unamortized debt issuance costs and fair value adjustments. As of December 31, 2024, the Company had available corporate cash on hand of approximately \$10.3 million, and unused borrowing capacity under its Revolving Credit Facility of approximately \$567.5 million.

The credit agreements governing the unsecured credit facilities contain mandatory prepayment requirements, customary affirmative and negative covenants and events of default. The credit agreements require that the Company comply with various covenants, which include, among others, a minimum tangible net worth, maximum debt limits, minimum interest and fixed charge coverage ratios, and restrictions on certain investments. The Company was in compliance with the applicable covenants as of December 31, 2024.

On July 17, 2024, the Company amended the 2017 \$85 million term loan facility, which increased the amount of the term loan facility to \$130 million, with the additional \$45 million funded at closing, and extended the maturity date to July 25, 2026. The interest rate, subject to certain exceptions, is equal to an annual rate of the one-month SOFR plus a 0.10% SOFR spread adjustment plus a margin ranging from 1.35% to 2.20%, depending on the Company's leverage ratio, as calculated under the terms of the amended credit agreement. Subject to certain conditions, including covenant compliance and additional fees, the maturity date of the \$130 million term loan facility may be extended by the Company to July 25, 2027.

See Note 4 titled "Debt" of the Consolidated Financial Statements and Notes thereto in Part II, Item 8, in this Annual Report on Form 10-K, for a description of the Company's debt instruments as of December 31, 2024 and a summary of the financial and restrictive covenants as defined in the credit agreements.

On February 23, 2024, the Company entered into an equity distribution agreement pursuant to which the Company may sell, from time to time, up to an aggregate of \$500 million of its common shares under the ATM Program under the Company's shelf registration statement. During the year ended December 31, 2024, the Company did not sell any common shares under the ATM Program, and no common shares were sold during the year ended December 31, 2024 under the Prior ATM Program, which was terminated in February 2024 in connection with the commencement of the current ATM Program. During the year ended December 31, 2023, the Company sold approximately 12.8 million shares under the Prior ATM Program at a weighted-average market sales price of approximately \$17.05 per common share and received aggregate gross proceeds of approximately \$218.6 million and proceeds net of offering costs, which included \$2.6 million of commissions, of approximately \$216.0 million. The Company used the net proceeds from the sale of these shares to pay down borrowings under the Revolving Credit Facility, for acquisitions of hotel properties and for general corporate purposes. As of December 31, 2024, approximately \$500 million remained available for issuance under the ATM Program. The Company plans to use future net proceeds from the sale of shares under the ATM Program, or under a similar successor program, for general corporate purposes which may include, among other things, acquisitions of additional properties, the repayment of outstanding indebtedness, capital expenditures, improvement of properties in its portfolio and working capital. The Company may also use the net proceeds to acquire another REIT or other company that invests in income producing properties. Future offerings will depend on a variety of factors to be determined by the Company, including market conditions, the trading price of the Company's common shares and opportunities for uses of any proceeds.

As discussed in Note 3, titled "Assets Held for Sale and Dispositions" of the Consolidated Financial Statements and Notes thereto in Part II, Item 8, in this Annual Report on Form 10-K, as of December 31, 2024, the Company had outstanding contracts with separate unrelated parties to sell two of its hotels for a combined gross sales price of approximately \$21.0 million, one of which was sold in February 2025, while the other is expected to be sold in the first quarter of 2025. The net proceeds from the sale of both hotels are expected to be used for general corporate purposes.

#### *Capital Uses*

The Company anticipates that cash flow from operations, availability under its Revolving Credit Facility, additional borrowings, and proceeds from hotel dispositions and equity offerings will be adequate to meet its anticipated liquidity requirements, including required distributions to shareholders, share repurchases, capital improvements, debt service, hotel acquisitions, lease commitments, and cash management activities.

#### *Distributions*

The Company generally must distribute annually at least 90% of its REIT taxable income, subject to certain adjustments and excluding any net capital gain, in order to maintain its REIT status. After a suspension of its monthly distributions due to the impact of COVID-19 on its operating cash flows, the Board of Directors of the Company reinstated its policy of distributions on a monthly basis and declared a monthly cash distribution of \$0.05 per common share with the first monthly distribution paid in March 2022. In August and October 2022, the Board of Directors approved subsequent increases to the monthly cash distribution to \$0.07 and \$0.08 per common share, respectively. The Company continued a monthly cash distribution of \$0.08 per common share in 2023 and 2024. In addition to the regular monthly cash distribution of \$0.08 per common share approved by the Board of Directors in December 2022, the Board of Directors approved a special cash distribution of \$0.08 per common share for a combined distribution of \$0.16 per common share, paid in January 2023, to shareholders of record as of December 30, 2022. In December 2023, in addition to the regular monthly cash distribution of \$0.08 per common share, the Board of Directors approved a special cash distribution of \$0.05 per common share for a combined distribution of \$0.13 per common share, paid in January 2024, to shareholders of record as of December 29, 2023. In December 2024, in addition to the regular monthly cash distribution of \$0.08 per common share, the Board of Directors approved a special cash distribution of \$0.05 per common share for a combined distribution of \$0.13 per common share, paid in January 2025, to shareholders of record as of December 31, 2024. Distributions paid for the years ended December 31, 2024, 2023 and 2022 were \$1.01, \$1.04 and \$0.61 per common share, respectively, for a total of approximately \$243.7 million, \$238.3 million and \$139.5 million, respectively.

The Company's current annual distribution rate, payable monthly, is \$0.96 per common share. As it has done historically, due to seasonality, the Company may use its Revolving Credit Facility to maintain the consistency of the monthly distribution rate, taking into consideration any acquisitions, dispositions, capital improvements and economic cycles. While management currently expects monthly cash distributions to continue at \$0.08 per common share, any distribution will be subject to approval of the Company's Board of Directors and there can be no assurance of the classification, timing or duration of distributions at any particular distribution rate. The Board of Directors monitors the Company's distribution rate relative to the performance of its hotels on an ongoing basis and may make adjustments to the distribution rate as determined to be prudent in relation to other cash requirements of the Company or to the extent required to maintain the Company's REIT status. If cash flows from operations and the Revolving Credit Facility are not adequate to meet liquidity requirements, the Company may utilize additional financing sources to make distributions. Although the Company has relatively low levels of debt, there can be no assurance it will be successful with this strategy, and it may need to reduce its distributions to minimum levels required to maintain its qualification as a real estate investment trust. If the Company were unable to extend its maturing debt in future periods or if it were to default on its debt, it may be unable to make distributions.

#### *Share Repurchases*

In May 2024, the Company's Board of Directors approved a one-year extension of its existing Share Repurchase Program, authorizing share repurchases up to an aggregate of \$335.4 million. The Share Repurchase Program may be suspended or terminated at any time by the Company and will end in July 2025 if not terminated or extended earlier. The Company previously entered into and expects to continue to enter into written trading plans as part of the Share Repurchase Program that provide for share repurchases in open market transactions that are intended to comply with Rule 10b5-1 under the Exchange Act. During the year ended December 31, 2024, the Company purchased, under its Share Repurchase Program, approximately 2.4 million of its common shares at a weighted-average market purchase price of approximately \$14.16 per common share for an aggregate purchase price, including commissions, of approximately \$34.7 million. Repurchases under the Share Repurchase Program have been funded, and the Company intends to fund future repurchases, with cash on hand, proceeds from dispositions or availability under its unsecured credit facilities, subject to applicable restrictions under the Company's unsecured credit facilities (if any). The timing of share repurchases and the number of common shares to be repurchased under the Share Repurchase Program will also depend upon prevailing market conditions, regulatory requirements and other factors. As of December 31, 2024, approximately \$300.8 million remained available for purchase under the Share Repurchase Program.

#### *Capital Improvements*

Management routinely monitors the condition and operations of its hotels and plans renovations and other improvements as it deems prudent. The Company is committed to maintaining and enhancing each property's competitive position in its market. The Company has invested in and plans to continue to reinvest in its hotels. Under certain loan and management agreements, the Company is required to place in escrow funds for the repair, replacement and refurbishing of furniture, fixtures, and equipment at the applicable hotels, based on a percentage of the hotel's gross revenues, provided that such amount may be used for the Company's capital expenditures with respect to those hotels. As of December 31, 2024, the Company held approximately \$31.0 million in reserves related to these properties. During 2024, the Company invested approximately \$78.3 million in capital expenditures. The Company anticipates spending approximately \$80 million to \$90 million during 2025, which includes various comprehensive renovation projects for approximately 20 properties, however, inflationary pressures or supply chain shortages, among other issues, may result in increased costs and delays for anticipated projects. The Company does not currently have any existing or planned projects for new property development.

#### *Upcoming Debt Maturities and Debt Service Payments*

As of December 31, 2024, the Company had approximately \$361.0 million of principal and interest payments due on its debt over the next 12 months. Included in this total are mortgages secured by four properties totaling \$63.9 million that mature in the second and fourth quarters of 2025 and two term loans totaling \$225.0 million that mature in the third quarter of 2025. The Company plans to pay outstanding amounts and service payments due upon the upcoming debt maturity dates using funds from operations, borrowings under its Revolving Credit Facility, proceeds from new financing, available credit extensions under its unsecured credit facilities or refinancing the maturing debt. The Company may also pursue amendments with its lenders to extend the maturity date of any expiring loans. The proportion of variable-rate debt that is fixed by interest rate swaps has decreased during the year ended December 31, 2024 as the Company had six interest rate swaps in effect on \$285.0 million of variable-rate debt that matured while the Company entered into four new interest rate swaps in effect on \$200.0 million but at higher rates than the expiring swap agreements. If the Company replaces expiring interest rate swaps in the current interest rate environment with new agreements, the Company anticipates those new agreements to be at higher rates than the expiring swap agreements. See Note 4 titled "Debt" of the Consolidated Financial Statements and Notes thereto in Part II, Item 8, in this Annual Report on Form 10-K, for more detail regarding future maturities of the Company's debt instruments as of December 31, 2024.

#### *Hotel Purchase Contract Commitments*

As of December 31, 2024, the Company had one outstanding contract, which was entered into during May 2023, for the potential purchase of a hotel in Nashville, Tennessee for an expected purchase price of approximately \$98.2 million. The hotel is under development and is currently planned to be completed and opened for business in late 2025, as a 260-guest-room Motto. As of December 31, 2024, a \$1.1 million contract deposit (refundable if the seller does not meet its obligations under the contract) had been paid. If the closing occurs, the Company plans to utilize its available cash or borrowings, including borrowings under its unsecured credit facilities available at closing, to purchase the hotel under contract. Although the Company is working towards acquiring this hotel, there are a number of conditions to closing that have not yet been satisfied, and there can be no assurance that closing on this hotel will occur under the outstanding purchase contract. If the seller meets all of the conditions to closing, the Company is obligated to specifically perform under the purchase contract and acquire this hotel. As this hotel is under development, at this time, the seller has not met all of the conditions to closing.

#### *Lease Commitments*

The Company is the lessee on certain ground leases, hotel equipment leases and office space leases. As of December 31, 2024, the Company had 14 properties subject to ground leases and three parking lot ground leases with remaining terms ranging from approximately 14 to 94 years, excluding renewal options. Certain of its ground leases have options to extend beyond the initial lease term by periods ranging from five to 120 years. As of December 31, 2024, the Company had total remaining minimum lease payments of \$276.2 million, including \$7.4 million due in the next year. Refer to Note 10, titled "Lease Commitments" of the Consolidated Financial Statements and Notes thereto in Part II, Item 8, in this Annual Report on Form 10-K for additional details.

#### *Cash Management Activities*

As part of the cost sharing arrangements discussed in Note 6, titled "Related Parties" of the Consolidated Financial Statements and Notes thereto in Part II, Item 8, in this Annual Report on Form 10-K, certain day-to-day transactions may result in amounts due to or from the Company and ARG. To efficiently manage cash disbursements, the Company or ARG may make payments for the other company. Under the cash management process, each company may advance or defer up to \$1 million at any time. Each quarter, any outstanding amounts are settled between the companies. This process allows each company to minimize its cash on hand and reduces the cost for each company. The amounts outstanding at any point in time are not significant to either of the companies.

#### **Management and Franchise Agreements**

Each of the Company's 221 hotels owned as of December 31, 2024 is operated and managed under separate management agreements with 16 hotel management companies, none of which are affiliated with the Company. Thirteen of the Company's hotels are managed by affiliates of Marriott. The remainder of the Company's hotels are managed by companies that are not affiliated with either Marriott, Hilton or Hyatt, and, as a result, the branded hotels they manage were required to obtain separate franchise agreements with each respective franchisor. See Note 9, titled "Management and Franchise Agreements" of the Consolidated Financial Statements and Notes thereto in Part II, Item 8, in this Annual Report on Form 10-K, for additional information pertaining to the management and franchise agreements, including a listing of the Company's hotel management companies.

#### **Impact of Inflation**

The Company relies on the performance of its hotels and the ability of its hotel operators to increase revenue to keep pace with inflation. Hotel operators, in general, possess the ability to adjust room rates daily to reflect the effects of inflation on the Company's operating expenses. However, competitive pressures and other factors could limit the operators' ability to raise room rates and, as a result, the Company may not be able to offset increased operating expenses with increases in revenue.

#### **Business Interruption**

Being in the real estate industry, the Company is exposed to natural disasters on both a local and national scale. Although management believes the Company has adequate insurance to cover this exposure, there can be no assurance that such events will not have a material adverse effect on the Company's financial position or results of operations.

#### **Seasonality**

The hotel industry historically has been seasonal in nature. Seasonal variations in occupancy at the Company's hotels may cause quarterly fluctuations in its revenues. Generally, occupancy rates and hotel revenues for the Company's hotels are greater in the second and third quarters than in the first and fourth quarters. To the extent that cash flow from operations is insufficient during any quarter due to temporary or seasonal fluctuations in revenue, the Company expects to utilize cash on hand or available financing sources to meet cash requirements.

#### **Critical Accounting Policies and Estimates**

The following contains a discussion of what the Company believes to be its critical accounting policies and estimates. These items should be read to gain a further understanding of the principles and estimates used to prepare the Company's financial statements. These principles and estimates include application of judgment; therefore, changes in judgments may have a material impact on the Company's reported results of operations and financial condition.

##### **Investment Policy**

Upon acquisition of real estate properties, the Company estimates the fair value of acquired tangible assets (consisting of land, buildings and improvements, and furniture, fixtures and equipment) and identified intangible assets and liabilities, including in-place leases, and assumed debt based on the evaluation of information and estimates available at that date. Fair values for these assets are not directly observable and estimates are based on comparable asset sales and other information which is subjective in nature, including comparable land sales as well as industry and Company data regarding building and furniture, fixture and equipment costs, including adjustments for estimated depreciation based on the age of the property acquired and time since its most recent renovation. The Company has not assigned any value to management contracts and franchise agreements as such contracts are generally at current market rates based on the remaining terms of the contracts and any other value attributable to these contracts is not considered material. Acquisitions of hotel properties are generally accounted for as acquisitions of a group of assets, with costs incurred to effect an acquisition, including title, legal, accounting, brokerage commissions and other related costs, being capitalized as part of the cost of the assets acquired, instead of accounted for separately as expenses in the period that they are incurred. The underlying assumptions are subject to uncertainty and thus any changes to the allocation of fair value to each of the various line items within the Company's consolidated balance sheets could have an impact on the Company's financial condition as well as results of operations due to resulting changes in depreciation and amortization as a result of the fair value allocation. The acquisitions of real estate subject to this estimate totaled two properties, for a combined purchase price of approximately \$196.3 million for the year ended December 31, 2024 and seven properties, including six hotels and one free-standing parking garage, for a combined purchase price of \$289.8 million for the year ended December 31, 2023.

#### *Impairment Losses Policy*

The Company records impairment losses on hotel properties used in operations if indicators of impairment are present, and the sum of the undiscounted cash flows estimated to be generated by the respective properties over their estimated remaining useful life, based on historical and industry data, is less than the properties' carrying amount. Indicators of impairment include a property with current or potential losses from operations, when it becomes more likely than not that a property will be disposed of before the end of its previously estimated useful life or when events, trends, contingencies or changes in circumstances indicate that a triggering event has occurred and an asset's carrying value may not be recoverable. The Company monitors its properties on an ongoing basis by analytically reviewing financial performance and considers each property individually for purposes of reviewing for indicators of impairment. As many indicators of impairment are subjective, such as general economic and market declines, the Company also prepares an annual recoverability analysis for each of its properties to assist with its evaluation of impairment indicators. The Company performs quarterly recoverability analyses by comparing each property's net book value to its estimated operating income based on assumptions and estimates about the property's future revenues, expenses and capital expenditures after disruptive events such as renovations or newly opened hotels in the same market. The Company's planned initial hold period for each property is generally 39 years. If events or circumstances change, such as the Company's intended hold period for a property or if the operating performance of a property declines substantially for an extended period of time, the Company's carrying value for a particular property may not be recoverable, and an impairment loss will be recorded. Impairment losses are measured as the difference between the asset's fair value and its carrying value. The Company's ongoing analyses and annual recoverability analyses have identified impairment losses on three properties recorded in 2024, two properties recorded in 2023 and two properties recorded in 2022 totaling approximately \$3.1 million, \$5.6 million and \$26.2 million, respectively, as discussed in Note 3, titled "Assets Held for Sale and Dispositions" of the Consolidated Financial Statements and Notes thereto in Part II, Item 8, in this Annual Report on Form 10-K.

#### **New Accounting Standards**

See Note 1, titled "Organization and Summary of Significant Accounting Policies" of the Consolidated Financial Statements and Notes thereto in Part II, Item 8, in this Annual Report on Form 10-K, for information on the anticipated adoption of recently issued accounting standards.

#### **Subsequent Events**

On January 15, 2025, the Company paid approximately \$31.2 million, or \$0.13 per common share, in distributions to shareholders of record as of December 31, 2024.

On January 17, 2025, the Company declared a monthly cash distribution of \$0.08 per common share. The distribution is payable on February 18, 2025, to shareholders of record as of January 31, 2025.

On February 12, 2025, the Company completed the sale of the 76-guest-room Homewood Suites in Chattanooga, Tennessee, for a gross sales price of approximately \$8.3 million.

On February 18, 2025, the Company declared a monthly cash distribution of \$0.08 per common share. The distribution is payable on March 17, 2025, to shareholders of record as of February 28, 2025.

#### Item 7A. Quantitative and Qualitative Disclosures About Market Risk

As of December 31, 2024, the Company's financial instruments were not exposed to significant market risk due to foreign currency exchange risk, commodity price risk or equity price risk. However, the Company is exposed to interest rate risk due to possible changes in short-term interest rates as it invests its cash or borrows on its Revolving Credit Facility and due to the portion of its variable-rate term debt that is not fixed by interest rate swaps. As of December 31, 2024, after giving effect to interest rate swaps, as described below, approximately \$362.5 million, or approximately 25% of the Company's total debt outstanding, was subject to variable interest rates. Based on the Company's variable-rate debt outstanding as of December 31, 2024, every 100 basis points change in interest rates will impact the Company's annual net income by approximately \$3.6 million, all other factors remaining the same. With the exception of interest rate swap transactions, the Company has not engaged in transactions in derivative financial instruments or derivative commodity instruments.

As of December 31, 2024, the Company's variable-rate debt consisted of its unsecured credit facilities, including \$82.5 million in borrowings outstanding under its Revolving Credit Facility and \$1.0 billion of term loans. Currently, the Company uses interest rate swaps to manage its interest rate risk on a portion of its variable-rate debt. As of December 31, 2024, the Company had 12 interest rate swap agreements that effectively fix the interest payments on approximately \$735.0 million of the Company's variable-rate debt outstanding with swap maturity dates ranging from May 2025 to December 2029. Under the terms of all of the Company's interest rate swaps, the Company pays a fixed rate of interest and receives a floating rate of interest equal to the annual rate of the one-month SOFR plus a 0.10% SOFR spread adjustment. See Note 5 titled "Fair Value of Financial Instruments" in Part II, Item 8, of the Consolidated Financial Statements and Notes thereto, appearing elsewhere in this Annual Report on Form 10-K, for a description of the Company's interest rate swaps as of December 31, 2024.

In addition to its variable-rate debt and interest rate swaps discussed above, the Company has assumed or originated fixed interest rate mortgages payable to lenders under permanent financing arrangements as well as two fixed-rate senior notes facilities totaling \$125 million. The following table summarizes the annual maturities and average interest rates of the Company's mortgage debt and borrowings outstanding under its unsecured credit facilities at December 31, 2024. All dollar amounts are in thousands.

	2025	2026	2027	2028	2029	Thereafter	Total	Fair Market Value
<b>Total debt:</b>								
Maturities	\$ 295,035	\$ 287,149	\$ 278,602	\$ 334,066	\$ 162,294	\$ 119,654	\$ 1,476,800	\$ 1,443,377
Average interest rates <sup>(1)</sup>	4.7%	4.8%	4.8%	4.4%	3.8%	3.6%		
<b>Variable-rate debt:</b>								
Maturities	\$ 225,000	\$ 212,500	\$ 275,000	\$ 300,000	\$ 85,000	\$ -	\$ 1,097,500	\$ 1,097,220
Average interest rates <sup>(1)</sup>	5.0%	5.1%	5.1%	4.6%	3.3%	n/a		
<b>Fixed-rate debt:</b>								
Maturities	\$ 70,035	\$ 74,649	\$ 3,602	\$ 34,066	\$ 77,294	\$ 119,654	\$ 379,300	\$ 346,157
Average interest rates	4.0%	4.0%	4.1%	4.1%	3.9%	3.6%		

(1) The average interest rate gives effect to interest rate swaps, as applicable.

**Item 8. Financial Statements and Supplementary Data**

**Report of Management  
on Internal Control over Financial Reporting**

February 24, 2025  
To the Shareholders  
Apple Hospitality REIT, Inc.

Management of Apple Hospitality REIT, Inc. (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting. As defined by the Securities and Exchange Commission, internal control over financial reporting is a process designed by, or under the supervision of the Company's principal executive, principal financial and principal accounting officers and effected by the Company's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

The Company's internal control over financial reporting is supported by written policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the Company's transactions and dispositions of the Company's assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the consolidated financial statements in accordance with generally accepted accounting principles, and the receipts and expenditures of the Company are being made only in accordance with authorizations of the Company's management and directors; 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 consolidated 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.

In connection with the preparation of the Company's annual consolidated financial statements, management has undertaken an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Management's assessment included an evaluation of the design of the Company's internal control over financial reporting and testing of the operational effectiveness of those controls.

Based on this assessment, management has concluded that as of December 31, 2024, the Company's internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

KPMG LLP, the independent registered public accounting firm that audited the Company's consolidated financial statements included in this report, has issued an attestation report on the Company's internal control over financial reporting, a copy of which appears on the next page of this annual report.

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/s/ Justin G. Knight

**Justin G. Knight,  
Chief Executive Officer  
(Principal Executive Officer)**

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/s/ Elizabeth S. Perkins

**Elizabeth S. Perkins,  
Chief Financial Officer  
(Principal Financial  
Officer)**

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/s/ Rachel S. Labrecque

**Rachel S. Labrecque,  
Chief Accounting Officer  
(Principal Accounting  
Officer)**

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors  
Apple Hospitality REIT, Inc.:

### *Opinion on Internal Control Over Financial Reporting*

We have audited Apple Hospitality REIT, Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2024, 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, 2024, 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 sheet of the Company as of December 31, 2024, the related consolidated statements of operations and comprehensive income, shareholders' equity and cash flows for the year ended, and the related notes and the financial statement Schedule III (collectively, the consolidated financial statements), and our report dated February 24, 2025 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 Report of Management 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  
Richmond, Virginia  
February 24, 2025

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors  
Apple Hospitality REIT, Inc.:

### *Opinion on the Financial Statements*

We have audited the accompanying consolidated balance sheet of Apple Hospitality REIT, Inc. and subsidiaries (the Company) as of December 31, 2024, the related consolidated statements of operations and comprehensive income, shareholders' equity, and cash flows for the year then ended, and the related notes and the 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, 2024, and the results of its operations and its cash flows for the year then ended, 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, 2024, 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 24, 2025 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### *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 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 the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audit 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 audit 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 audit provides 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.

### *Evaluation of investments in hotel properties for impairment*

As discussed in Notes 1 and 2 to the consolidated financial statements, investment in real estate, net as of December 31, 2024, was \$4,820.7 million, which primarily consists of investments in hotel properties. The Company records impairment losses on hotel properties used in operations if indicators of impairment are present, and the sum of the undiscounted cash flows estimated to be generated by the respective properties over their estimated remaining useful life, based on historical and industry data, is less than the properties' carrying amount. Indicators of impairment include a property with current or potential losses from operations, when it becomes more likely than not that a property will be disposed of before the end of its previously estimated useful life or when events, trends, contingencies or changes in circumstances indicate that a triggering event has occurred and an asset's carrying value may not be recoverable. If events or circumstances change, such as the Company's intended hold period for a property or if the operating performance of a property declines substantially for an extended period of time, the Company's carrying value for a particular property may not be recoverable, and an impairment loss will be recorded. Impairment losses are measured as the difference between the asset's fair value and its carrying value.

We identified the evaluation of investments in hotel properties for impairment as a critical audit matter. Identifying and evaluating the Company's judgments about events or changes in circumstances that indicate the carrying amount of a hotel property may not be recoverable involved a high degree of auditor judgment. This included judgments regarding the likelihood that a property

will be sold significantly before the end of its previously estimated useful life. Changes in these judgments could have a significant impact on the determination of whether the carrying amount of the investments in hotel properties may not be recoverable.

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 to identify and evaluate events or changes in circumstances that indicate the carrying amount of investments in hotel properties may not be recoverable. This included a control over the identification of a potential decrease in expected future cash flows caused by a shortened hold period that may indicate an investment in a hotel property would not be recoverable. We assessed the Company's intent and ability to hold each hotel property by examining documents to assess the Company's plans, if any, to dispose of individual hotel properties. We inquired of Company officials and obtained written representations regarding the status of potential plans, if any, to dispose of individual hotel properties and corroborated the Company's plans with others in the organization who are responsible for, and have the authority over, potential disposition activities.

*/s/* KPMG LLP  
We have served as the Company's auditor since 2024.  
Richmond, Virginia  
February 24, 2025

### **Report of Independent Registered Public Accounting Firm**

To the Shareholders and the Board of Directors of Apple Hospitality REIT, Inc.

#### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheet of Apple Hospitality REIT, Inc. (the Company) as of December 31, 2023, the related consolidated statements of operations and comprehensive income, shareholders' equity and cash flows for each of the two years in the period ended December 31, 2023, and the related notes and financial statement schedule listed in the Index at Item 15(2) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

#### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 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 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 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 financial statements. We believe that our audits provide a reasonable basis for our opinion.

We served as the Company's auditor from 2007 to 2023.

/s/ Ernst & Young LLP  
Richmond, Virginia  
February 22, 2024

**Apple Hospitality REIT, Inc.**  
**Consolidated Balance Sheets**  
(in thousands, except share data)

**As of December 31,**  
**2024** **2023**

**Assets**

Investment in real estate, net of accumulated depreciation and amortization of		
\$ 1,821,344		
and \$ 1,662,942		
, respectively	\$ 4,820,748	\$ 4,777,374
Assets held for sale		
	17,015	15,283
Cash and cash equivalents		
	10,253	10,287
Restricted cash-furniture, fixtures and other escrows		
	33,814	33,331
Due from third party managers, net		
	34,522	36,437
Other assets, net		
	53,568	64,586
<b>Total Assets</b>	<hr/> \$ 4,969,920	<hr/> \$ 4,937,298

**Liabilities**

Debt, net		
	\$ 1,471,452	\$ 1,371,494
Finance lease liabilities		
	111,585	111,892
Accounts payable and other liabilities		
	121,024	129,931
<b>Total Liabilities</b>	<hr/> \$ 1,704,061	<hr/> \$ 1,613,317

**Shareholders' Equity**

Preferred stock, authorized		
30,000,000		
shares;		
none		
issued and outstanding		

Common stock, no par value, authorized

800,000,000

shares; issued and  
outstanding

239,765,905

and

241,515,532

shares, respectively

Accumulated other comprehensive income

4,771,005 4,794,804

15,587 20,404

Accumulated distributions greater than net income

( )

1,520,733 1,491,227

) )

**Total Shareholders' Equity**

3,265,859 3,323,981

**Total Liabilities and Shareholders' Equity**

4,969,920 4,937,298

\$ \$

**See notes to consolidated financial statements.**

**Apple Hospitality REIT, Inc.**  
**Consolidated Statements of Operations and Comprehensive Income**  
(in thousands, except per share data)

	<b>2024</b>	<b>Year Ended December 31, 2023</b>	<b>2022</b>
<b>Revenues:</b>			
Room			
	\$ 1,298,525	\$ 1,226,159	\$ 1,139,436
Food and beverage	65,804	56,968	46,010
Other	67,139	60,673	52,971
<b>Total revenue</b>	<b>1,431,468</b>	<b>1,343,800</b>	<b>1,238,417</b>
<b>Expenses:</b>			
Hotel operating expense:			
Operating	357,352	332,714	300,852
Hotel administrative	123,086	114,071	105,396
Sales and marketing	126,938	117,538	104,756
Utilities	50,065	47,422	45,017
Repair and maintenance	69,697	65,412	58,729
Franchise fees	64,017	59,315	53,901
Management fees	46,716	44,253	41,830
<b>Total hotel operating expense</b>	<b>837,871</b>	<b>780,725</b>	<b>710,481</b>
Property taxes, insurance and other	84,382	79,307	72,907
General and administrative	42,542	47,401	42,464
Impairment of depreciable real estate	3,055	5,644	26,175
Depreciation and amortization	190,603	183,242	181,697
<b>Total expense</b>	<b>1,158,453</b>	<b>1,096,319</b>	<b>1,033,724</b>

Gain on sale of real estate	19,744	-	1,785
<b>Operating income</b>	<b>292,759</b>	<b>247,481</b>	<b>206,478</b>
Interest and other expense, net	(77,748)	(68,857)	(59,733)
<b>Income before income taxes</b>	<b>215,011</b>	<b>178,624</b>	<b>146,745</b>
Income tax expense	(947)	(1,135)	(1,940)
<b>Net income</b>	<b>\$ 214,064</b>	<b>\$ 177,489</b>	<b>\$ 144,805</b>
<b>Other comprehensive income (loss):</b>			
Interest rate derivatives	(4,817)	(16,477)	(52,389)
<b>Comprehensive income</b>	<b>\$ 209,247</b>	<b>\$ 161,012</b>	<b>\$ 197,194</b>
<b>Basic and diluted net income per common share</b>	<b>0.89</b>	<b>0.77</b>	<b>0.63</b>
Weighted average common shares outstanding - basic and diluted	241,258	229,329	228,946

**See notes to consolidated financial statements.**

**Apple Hospitality REIT, Inc.**  
**Consolidated Statements of Shareholders' Equity**  
(in thousands, except per share data)

	Common Stock Number of Shares	Amount	Accumulated Other Comprehensive Income (Loss)	Accumulated Distributions Greater Than Net Income	Total
<b>Balance at December 31, 2021</b>			(	(	
	228,256	\$ 4,569,352	\$ 15,508	\$ 1,406,523	\$ 3,147,321
Share based compensation, net of common shares surrendered to satisfy employee tax withholding requirements	577	10,645			10,645
Equity issuance costs			(		(
		300			300
Common shares repurchased	(	(			(
	188	2,675			2,675
Interest rate derivatives		(			(
			52,389		52,389
Net income				144,805	144,805
Distributions declared to shareholders (\$				(	(
0.76 per share)				173,790	173,790
<b>Balance at December 31, 2022</b>			(		(
	228,645	4,577,022	36,881	1,435,508	3,178,395
Share based compensation, net of common shares surrendered to satisfy employee tax withholding requirements	525	8,772			8,772
Issuance of common shares, net					
	12,826	215,890			215,890
Common shares repurchased	(	(			(
	480	6,880			6,880
Interest rate derivatives		(			(
			16,477		16,477
Net income			(		(
				177,489	177,489
Distributions declared to shareholders (\$				(	(
1.01 per share)				233,208	233,208
<b>Balance at December 31, 2023</b>			(		(
	241,516	4,794,804	20,404	1,491,227	3,323,981
Share based compensation, net of common shares surrendered to satisfy employee tax withholding requirements	695	11,370			11,370
Equity issuance costs			(		(
		517			517
Common shares repurchased	(	(			(
	2,445	34,652			34,652

Interest rate derivatives	(	(
	4,817	4,817
Net income	)	)
	214,064	214,064
Distributions declared to shareholders (\$	(	(
1.01 per share)	243,570	243,570
<b>Balance at December 31, 2024</b>	<b>(</b>	<b>)</b>
	<hr/> 239,766	<hr/> \$ 4,771,005
	<hr/> \$ 15,587	<hr/> \$ 1,520,733
	<hr/> \$ 3,265,859	<hr/> \$

**See notes to consolidated financial statements.**

**Apple Hospitality REIT, Inc.**  
**Consolidated Statements of Cash Flows**  
**(in thousands)**

	2024	Years Ended December, 31	2023	2022
<b>Cash flows from operating activities:</b>				
Net income		\$ 214,064	\$ 177,489	\$ 144,805
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization		190,603	183,242	181,697
Impairment of depreciable real estate		3,055	5,644	26,175
Gain on sale of real estate		( )	( )	( )
Other non-cash expenses, net		19,744 )	- -	1,785 )
Changes in operating assets and liabilities:				
Decrease (increase) in due from third party managers, net		1,351	7,098	3,436 )
Decrease (increase) in other assets, net		1,634	6,088 )	1,685 )
Increase in accounts payable and other liabilities		6,026	22,951	14,022
Net cash provided by operating activities		405,350	399,044	368,446
<b>Cash flows from investing activities:</b>				
Acquisition of hotel properties, net		( )	( )	( )
Disbursements for potential acquisitions, net		197,364 )	291,388 )	84,827 )
Capital improvements		349 )	1,177 )	- -
Net proceeds from sale of real estate		80,340 )	72,066 )	59,376 )
Net cash used in investing activities		62,343	- -	8,293
<b>Cash flows from financing activities:</b>				
Net proceeds (disbursements) related to issuance of common shares		( )	( )	( )
Repurchases of common shares		483 )	215,923	265 )
Common shares surrendered to satisfy employee withholding requirements		34,652 )	6,880 )	2,675 )
	7,794 )	8,008 )	6,333 )	

Distributions paid to common shareholders	(	(	(
	243,722	238,283	139,467
	)	)	)
Proceeds from revolving credit facility			
	407,900	385,000	170,800
Payments on revolving credit facility	(	(	(
	325,400	385,000	246,800
)	)	)	)
Proceeds from term loans and senior notes			
	45,000	50,000	175,000
Payments of mortgage debt and other loans	(	(	(
	28,702	46,213	168,831
)	)	)	)
Principal payments on finance leases	(	(	(
	515	340	173
)	)	)	)
Financing costs	(	(	(
	823	506	10,229
)	)	)	)
Net cash used in financing activities	(	(	(
	189,191	34,307	228,973
)	)	)	)
<b>Net change in cash, cash equivalents and restricted cash</b>			
	449	106	3,563
<b>Cash, cash equivalents and restricted cash, beginning of period</b>			
	43,618	43,512	39,949
<b>Cash, cash equivalents and restricted cash, end of period</b>			
	<u>\$ 44,067</u>	<u>\$ 43,618</u>	<u>\$ 43,512</u>
<b>Supplemental cash flow information:</b>			
Interest paid			
	\$ 75,559	\$ 67,835	\$ 57,721
Income taxes paid			
	\$ 876	\$ 1,293	\$ 1,699
<b>Supplemental disclosure of noncash investing and financing activities:</b>			
Accrued distribution to common shareholders			
	\$ 31,170	\$ 31,397	\$ 36,551
Accrued capital expenditures			
	\$ 13,738	\$ 15,816	\$ 11,050
<b>Reconciliation of cash, cash equivalents and restricted cash:</b>			
Cash and cash equivalents, beginning of period			
	\$ 10,287	\$ 4,077	\$ 3,282
Restricted cash-furniture, fixtures and other escrows, beginning of period			
	\$ 33,331	\$ 39,435	\$ 36,667
Cash, cash equivalents and restricted cash, beginning of period			
	<u>\$ 43,618</u>	<u>\$ 43,512</u>	<u>\$ 39,949</u>
Cash and cash equivalents, end of period			
	\$ 10,253	\$ 10,287	\$ 4,077

Restricted cash-furniture, fixtures and other escrows, end of period

33,814 33,331 39,435

Cash, cash equivalents and restricted cash, end of period

44,067 43,618 43,512

**See notes to consolidated financial statements.**

**Apple Hospitality REIT, Inc.**  
**Notes to Consolidated Financial Statements**

**Note 1**

**Organization and Summary of Significant Accounting Policies**

*Organization*

Apple Hospitality REIT, Inc., formed in November 2007 as a Virginia corporation, together with its wholly-owned subsidiaries (the "Company"), is a self-advised real estate investment trust ("REIT") that invests in income-producing real estate, primarily in the lodging sector, in the United States ("U.S."). The Company's fiscal year end is December 31. The Company has no foreign operations or assets and its operating structure includes only

one

reportable segment. The consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany accounts and transactions have been eliminated. Although the Company has interests in potential variable interest entities through its purchase commitments, it is not the primary beneficiary as the Company does not have any elements of power in the decision making process of these entities, and therefore does not consolidate the entities. As of December 31, 2024, the Company owned

221

hotels with an aggregate of

29,764

guest rooms located in

37

states and the District of Columbia ("D.C."), including

two

hotels with a total of

206

guest rooms classified as held for sale,

one

of which was sold to an unrelated party in February 2025, while the other is expected to be sold in the first quarter of 2025. The Company also owns one property leased to third parties. All information related to the number of guest rooms included in these notes to the consolidated financial statements and Schedule III - Real Estate and Accumulated Depreciation and Amortization listed in the Index at Item 15 has not been audited. The Company's common shares are listed on the New York Stock Exchange ("NYSE") under the ticker symbol "APLE."

The Company has elected to be treated as a REIT for U.S. federal income tax purposes. The Company has a wholly-owned taxable REIT subsidiary (or subsidiaries thereof) (collectively, the "Lessee" or "TRS"), which leases all of the Company's hotels.

*Cash and Cash Equivalents*

Cash and cash equivalents consist of highly liquid investments with original maturities of three months or less. The fair market value of cash and cash equivalents approximates their carrying value. Cash balances may at times exceed federal depository insurance limits.

*Restricted Cash*

Restricted cash includes reserves for debt service, real estate taxes, and insurance, and reserves for furniture, fixtures, and equipment replacements of up to

5

% of property revenue for certain hotels, as required by certain management or mortgage debt agreement restrictions and provisions. The fair market value of restricted cash approximates its carrying value.

*Investment in Real Estate and Related Depreciation and Amortization*

Real estate is stated at cost, net of depreciation and amortization. Repair and maintenance costs are expensed as incurred while significant improvements, renovations, and replacements are capitalized. As further discussed in Note 10, finance ground lease assets are capitalized at the estimated present value of the remaining minimum lease payments under the leases. Depreciation and amortization are computed using the straight-line method over the average estimated useful lives of the assets, which are generally 39 years for buildings, the remaining life of the lease for finance ground leases (which in some instances may include renewal options), 10 to 20 years for franchise fees, 10 years for major improvements and three to seven years for furniture and equipment.

The Company considers expenditures to be capital in nature based on the following criteria: (1) for a single asset, the cost must be at least \$500, including all normal and necessary costs to place the asset in service, and the useful life must be at least one year; (2) for group purchases of 10 or more identical assets, the unit cost for each asset must be at least \$50, including all normal and necessary costs to place the asset in service, and the useful life must be at least one year; and (3) for major repairs to a single asset, the repair must be at least \$2,500 and the useful life of the asset must be substantially extended.

Upon acquisition of real estate properties, the Company estimates the fair value of acquired tangible assets (consisting of land, buildings and improvements, and furniture, fixtures and equipment) and identified intangible assets and liabilities, including in-place leases, and assumed debt based on the evaluation of information and estimates available at that date. Fair values for these assets are not directly observable and estimates are based on comparable asset sales and other information which is subjective in nature, including comparable land sales as well as industry and Company data regarding building and furniture, fixture and equipment costs, including adjustments for estimated depreciation based on the age of the property acquired and time since its most recent renovation. The Company has not assigned any value to management contracts and franchise agreements as such contracts are generally at current

market rates based on the remaining terms of the contracts and any other value attributable to these contracts is not considered material. Acquisitions of hotel properties are generally accounted for as acquisitions of a group of assets, with costs incurred to effect an acquisition, including title, legal, accounting, brokerage commissions and other related costs, being capitalized as part of the cost of the assets acquired, instead of accounted for separately as expenses in the period that they are incurred.

The Company records impairment losses on hotel properties used in operations if indicators of impairment are present, and the sum of the undiscounted cash flows estimated to be generated by the respective properties over their estimated remaining useful life, based on historical and industry data, is less than the properties' carrying amount. Indicators of impairment include a property with current or potential losses from operations, when it becomes more likely than not that a property will be disposed of before the end of its previously estimated useful life or when events, trends, contingencies or changes in circumstances indicate that a triggering event has occurred and an asset's carrying value may not be recoverable. The Company monitors its properties on an ongoing basis by analytically reviewing financial performance and considers each property individually for purposes of reviewing for indicators of impairment. As many indicators of impairment are subjective, such as general economic and market declines, the Company also prepares an annual recoverability analysis for each of its properties to assist with its evaluation of impairment indicators. The Company performs quarterly recoverability analyses by comparing each property's net book value to its estimated operating income based on assumptions and estimates about the property's future revenues, expenses and capital expenditures after disruptive events such as renovations or newly opened hotels in the same market. The Company's planned initial hold period for each property is generally 39 years. If events or circumstances change, such as the Company's intended hold period for a property or if the operating performance of a property declines substantially for an extended period of time, the Company's carrying value for a particular property may not be recoverable, and an impairment loss will be recorded. Impairment losses are measured as the difference between the asset's fair value and its carrying value. The Company's ongoing analyses and annual recoverability analyses have identified impairment losses on

three properties recorded in 2024,

two properties recorded in 2023 and

two properties recorded in 2022 totaling approximately \$

3.1 million, \$

5.6 million and \$

26.2 million, respectively, as discussed in Note 3.

#### *Assets Held for Sale*

The Company classifies assets as held for sale when a binding agreement to sell the property has been signed under which the buyer has committed a significant amount of nonrefundable cash, no significant contingencies exist which could prevent the transaction from being completed in a timely manner, and the sale is expected to close within one year. If these criteria are met, the Company will cease recording depreciation and amortization and will record an impairment charge if the fair value less costs to sell is less than the carrying amount of the disposal group. The Company will generally classify the impairment charge, together with the related operating results, as continuing operations in the Company's consolidated statements of operations and classify the assets and related liabilities as held for sale in the Company's consolidated balance sheets. If the Company's plan of sale changes and the Company subsequently decides not to sell a property that is classified as held for sale, the property will be reclassified as held and used in the period the change occurs. As of December 31, 2024, the Company had

two hotels classified as held for sale,

one of which was sold to an unrelated party in February 2025, while the other is expected to be sold in the first quarter of 2025, as discussed further in Note 3. As of December 31, 2023, the Company had

two hotels classified as held for sale, which were both sold to an unrelated party in February 2024.

#### *Revenue Recognition*

Revenues consist of amounts derived from hotel operations, including room sales, food and beverage sales, and other hotel revenues, and are presented on a disaggregated basis in the Company's consolidated statements of operations. The Company recognizes hotel operating revenue when guest rooms are occupied, services have been provided or fees have been earned. Revenues are recorded net of any sales, occupancy or other taxes collected from customers on behalf of third parties. Room revenue represents revenue from the occupancy of hotel rooms and is driven by the occupancy and average daily rate charged. Room revenue does not include ancillary services or fees charged. The contracts for room stays with customers generally are very short-term in duration and revenue is recognized over the course of the hotel stay. The hotel reservation defines the terms of the agreement including an agreed-upon rate and length of stay. Food and beverage revenue consists of revenue from group functions such as banquets and conferences as well as revenue from the restaurants and lounges at the Company's hotels. Food and beverage revenue is recognized at the time the products or services are provided to the customer. Other operating revenue consists of ancillary revenues at the hotel, including attrition and cancellation fees, parking revenue and other guest services and offerings. Other operating revenue is generally recognized at the time when the goods or services are provided to the customer or when the performance obligation is satisfied. Payment is due at the time that goods or services are rendered or billed. For room revenue, payment is typically due and paid in full at the end of the stay with some customers prepaying for their rooms prior to the stay. Payments received from a customer prior to arrival are recorded as an advance deposit and are recognized as revenue at the time of occupancy.

#### *Comprehensive Income*

Comprehensive income includes net income and other comprehensive income (loss), which is comprised of unrealized gains or losses resulting from hedging activity.

#### *Net Income Per Common Share*

Basic net income per common share is computed based upon the weighted average number of shares outstanding during the year. Diluted net income per common share is calculated after giving effect to all potential common shares that were dilutive and outstanding for the year. Basic and diluted net income per common share were the same for each of the years presented.

#### *Income Taxes*

The Company is operated as, and has elected to be taxed as, a REIT under Sections 856 to 860 of the Internal Revenue Code of 1986, as amended (the "Code"). To qualify as a REIT, the Company must meet a number of organizational and operational requirements, including a requirement that it distribute at least 90% of its REIT taxable income, subject to certain adjustments and excluding any net capital gain, to shareholders. If the Company fails to qualify as a REIT in any taxable year, it will be subject to U.S. federal income tax on its taxable income at regular corporate income tax rates (including any applicable corporate minimum tax) and generally will be unable to re-elect REIT status until the fifth calendar year after the year in which it failed to qualify as a REIT, unless it satisfies certain relief provisions. The Company intends to adhere to the REIT qualification requirements and to maintain its qualification for taxation as a REIT.

As a REIT, the Company is generally not subject to U.S. federal corporate income tax on the portion of taxable income that is distributed to shareholders. The Lessee, as a taxable REIT subsidiary of the Company, is subject to federal and state income taxes. The Company's income tax expense as shown in the consolidated statements of operations primarily consists of income taxes on the operations of the Lessee and franchise taxes on both the REIT and the Lessee at the state jurisdiction level.

The Company accounts for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and for net operating loss, capital loss and tax credit carryforwards. The deferred tax assets and liabilities are measured using the enacted income tax rates in effect for the year in which those temporary differences are expected to be realized or settled. The effect on the deferred tax assets and liabilities from a change in tax rates is recognized in earnings in the period in which the new rate is enacted. 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 all available evidence, including the future reversals of existing taxable temporary differences, future projected taxable income and tax planning strategies. Valuation allowances are provided if, based on the weight of the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company performs an annual review for any uncertain tax positions and, if necessary, will record the expected future tax consequences of uncertain tax positions in the consolidated financial statements. As of December 31, 2024, the tax years that remain subject to examination by major tax jurisdictions generally include 2021-2024. The Company evaluates whether a tax position of the Company is more likely than not to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. For tax positions meeting the more likely than not threshold, the tax amount recognized in the financial statements is reduced by the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement with the relevant taxing authority. The Company has reviewed its tax positions for open tax years and has concluded no provision for income taxes for uncertain tax positions is required in the Company's consolidated financial statements as of December 31, 2024 and 2023. Interest and penalties related to uncertain tax benefits, if any, in the future will be recognized as operating expense.

The Company has and may in the future enter into purchase and sale transactions in accordance with Section 1031 of the Internal Revenue Code of 1986, as amended, for the exchange of like-kind property to defer taxable gains on the sale of real estate properties ("1031 Exchange").

#### *Sales and Marketing Costs*

Sales and marketing costs are expensed when incurred. These costs represent the expense for franchise advertising and reservation systems under the terms of the hotel management and franchise agreements and general and administrative expenses that are directly attributable to advertising and promotion.

#### *Use of Estimates*

The preparation of the financial statements in conformity with accounting principles generally accepted in the U.S. ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

#### *Accounting Standards Recently Adopted*

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires disclosure of significant segment expenses and other segment items on an annual and interim basis and disclosure in interim periods about a reportable segment's profit or loss and assets that are currently required annually. Additionally, it requires disclosure of the title and position of the Chief Operating Decision Maker ("CODM") and requires a public entity that has a single reportable segment to provide all disclosures required by the amendments in this ASU and all existing segment disclosures in Topic 280. This ASU does not change how a public entity identifies its operating segments, aggregates them, or applies the quantitative thresholds to determine its reportable segments. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The adoption of this ASU only impacted disclosures with no impact on the Company's consolidated financial statements. See Note 12 for the Company's segment disclosures in accordance with the adoption of this ASU.

#### *Accounting Standards Recently Issued*

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which focuses on income tax disclosures around effective tax rates and cash income taxes paid. This update requires disclosure, on an annual basis, a tabular rate reconciliation using both percentages and currency amounts, broken out into specified categories with certain reconciling items further broken out by nature and jurisdiction to the extent those items exceed a specified threshold. In addition, all entities are required to disclose income taxes paid, net of refunds received disaggregated by federal, state/local, and foreign and by jurisdiction if the amount is at least 5% of total income tax payments, net of refunds received. The new standard is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The amendments in this ASU may be applied prospectively by providing the revised disclosures for the period ending December 31, 2025 and continuing to provide the pre-ASU disclosures for the prior periods, or the amendments may be applied retrospectively by providing the revised disclosures for all periods presented. As of December 31, 2024, the Company has not adopted this ASU. The adoption of this ASU is expected to only impact disclosures with no impact on the Company's consolidated financial statements.

In November 2024, the FASB issued ASU No. 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which focuses on improving the disclosures about a public business entity's amounts and types of expenses. The update mandates an entity to disclose the amounts of specific natural expense categories—such as purchases of inventory, employee compensation, depreciation, intangible asset amortization, and depletion—within relevant expense captions presented on the face of the income statement. Additionally, an entity must disclose qualitative descriptions of the composition of any remaining expense not separately disaggregated and disclose the total amount of selling expenses, and in annual reporting periods, the entity's definition of selling expenses. The new standard is effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027, with early adoption permitted. The amendments in this ASU may be applied prospectively by providing the revised disclosures for the period ending December 31, 2027 and continuing to provide the pre-ASU disclosures for the prior periods, or the amendments may be applied retrospectively by providing the revised disclosures for all periods presented. As of December 31, 2024, the Company has not

adopted this ASU and is currently evaluating the impact of this ASU on the Company's consolidated financial statements and related disclosures.

**Note 2**

**Investment in Real Estate**

The Company's investment in real estate consisted of the following (in thousands):

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
Land		
	\$ 839,187	\$ 828,868
Building and improvements		
	5,064,866	4,917,105
Furniture, fixtures and equipment		
	610,062	571,026
Finance ground lease assets		
	102,084	102,084
Franchise fees		
	25,893	21,233
	6,642,092	6,440,316
Less accumulated depreciation and amortization	( 1,821,344 )	( 1,662,942 )
Investment in real estate, net	<u><u>\$ 4,820,748</u></u>	<u><u>\$ 4,777,374</u></u>

As of December 31, 2024, the Company owned

221  
hotels with an aggregate of

29,764  
guest rooms located in

37  
states and the District of Columbia, including

two  
hotels with a total of

206  
guest rooms classified as held for sale,

one  
of which was sold to an unrelated party in February 2025, while the other is expected to be sold in the first quarter of 2025. In May 2023, the Company entered into an operating lease for an initial 15-year term with a third-party hotel operator at its independent boutique hotel in New York, New York for all hotel operations of the hotel's

210  
guest rooms ("non-hotel property"). Lease revenue from this property is recorded in other revenue in the Company's consolidated statements of operations and comprehensive income. As a result of the lease and transfer of possession to the operator, this property has been excluded from the Company's hotel and guest room counts since May 2023. As a result of the operator's failure to make lease payments, the Company has commenced legal proceedings to remove the operator from possession of the hotel. The Company intends to enforce its rights under the lease and transition management of the hotel to a third-party manager, however, the removal process is still ongoing and the timing of the resolution of this matter and the transition of management operations cannot be predicted at this time.

The Company leases all of its

221  
hotels to a wholly-owned taxable REIT subsidiary (or a subsidiary thereof) under master hotel lease agreements.

During the year ended December 31, 2024, the Company acquired two hotels. The following table sets forth the location, brand, manager, date acquired, number of guest rooms and gross purchase price, excluding transaction costs, for each property. All dollar amounts are in thousands.

City	State	Brand	Manager	Date Acquired	Guest Rooms	Gross Purchase Price
Washington, D.C.						
	N/A	AC Hotels	HHM	3/25/2024	234	\$ 116,804
Madison	WI	Embassy Suites	Raymond	6/20/2024	262	79,516
					496	\$ 196,320

During the year ended December 31, 2023, the Company acquired six hotels and one free-standing parking garage. The following table sets forth the location, brand, manager, date acquired, number of guest rooms and gross purchase price, excluding transaction costs, for each property. All dollar amounts are in thousands.

City	State	Brand	Manager	Date Acquired	Guest Rooms	Gross Purchase Price
Cleveland	OH	Courtyard	Concord	6/30/2023	154	\$ 31,000
Salt Lake City	UT	Courtyard	North Central	10/11/2023	175	48,110
Salt Lake City	UT	Hyatt House	North Central	10/11/2023	159	34,250
Salt Lake City <sup>(1)</sup>	UT	N/A	North Central	10/11/2023	N/A	9,140
Renton	WA	Residence Inn	InnVentures	10/18/2023	146	55,500
South Jordan	UT	Embassy Suites	HHM	11/21/2023	192	36,750
Las Vegas	NV	SpringHill Suites	Crescent <sup>(2)</sup>	12/27/2023	299	75,000
					1,125	\$ 289,750

(1) This property is a free-standing parking garage which serves both the Courtyard and Hyatt House hotels in Salt Lake City, Utah and the surrounding area, however, it is not affiliated with any brand.

(2) The Manager noted is as of the date the hotel was acquired. Effective October 1, 2024, management responsibility of this property was transferred from Crescent to Highgate.

In 2024, the Company utilized proceeds from the sale of hotels and borrowings under its Revolving Credit Facility (as defined below) to purchase the Washington, D.C. and Madison, Wisconsin hotels. In 2023, the Company utilized its available cash on hand, net proceeds from sale of shares under the ATM program (as defined below) and availability under its Revolving Credit Facility to purchase the

seven properties. The acquisitions of these properties were accounted for as acquisitions of asset groups, whereby costs incurred to effect the acquisitions (which were not significant) were capitalized as part of the cost of the assets acquired. For the

two hotels acquired during 2024, the amount of revenue and operating income included in the Company's consolidated statement of operations from the date of acquisition through December 31, 2024 was approximately \$

24.7 million and \$

4.7 million, respectively. For the

six hotels and free-standing parking garage acquired during 2023, the amount of revenue and operating income included in the Company's consolidated statement of operations from the date of acquisition through December 31, 2023 was approximately \$

9.7

million and \$

1.6  
million, respectively.

### Note 3

#### Assets Held for Sale and Dispositions

##### Assets Held for Sale

In the fourth quarter of 2024, the Company entered into two purchase and sale agreements with separate unrelated parties for the sale of two hotels for a combined gross sales price of approximately \$ 21.0 million. Since the buyers under contract had completed their due diligence and had both made non-refundable deposits, as of December 31, 2024, the Company classified these two hotels as assets held for sale in its consolidated balance sheet at their carrying value (which was less than the contract price, net of costs to sell). The Company completed the sale of one of the hotels in February 2025, while the other is expected to be sold in the first quarter of 2025.

##### 2024 Dispositions

During the year ended December 31, 2024, the Company sold six hotels to five unrelated parties for a combined gross sales price of approximately \$ 63.4 million, resulting in a combined gain on the sales of approximately \$ 19.7 million, net of transaction costs, which is included in the Company's consolidated statement of operations for the year ended December 31, 2024. The six hotels had a total carrying value of approximately \$ 42.6 million at their respective times of sale. The following table lists the six hotels sold in 2024:

	City	State	Brand	Date Sold	Guest Rooms
Rogers				2/9/2024	122
		AR	Hampton		
Greensboro		AR	Homewood Suites	2/9/2024	126
		NC	SpringHill Suites	5/21/2024	82
Wichita				11/12/2024	90
		KS	Courtyard		
Knoxville				12/3/2024	97
		TN	TownePlace Suites		
Austin				12/31/2024	117
		TX	Hilton Garden Inn		
Total					634

##### 2023 Dispositions

There were

no

dispositions during the year ended December 31, 2023.

*2022 Dispositions*

During the year ended December 31, 2022, the Company sold

one  
hotel, a

55

-guest-room independent boutique hotel in Richmond, Virginia, to an unrelated party for a gross sales price of approximately \$

8.5  
million, resulting in a gain on sale of approximately \$

1.8  
million, net of transaction costs, which is included in the Company's consolidated statement of operations for the year ended December 31, 2022. The hotel had a total carrying value of approximately \$

6.5  
million at the time of the sale.

Excluding gains on sale of real estate, the Company's consolidated statements of operations include operating income (loss) of approximately \$(  
2.0  
) million, \$(

2.5  
) million and \$

4.2  
million for the years ended December 31, 2024, 2023 and 2022, respectively, relating to the results of operations of the

nine  
hotels discussed above (the

two  
hotels classified as held for sale at December 31, 2024, the

six  
hotels sold in 2024 and the

one  
hotel sold in 2022) for the period of ownership. The sale of these properties does not represent a strategic shift that has, or will have, a major effect on the Company's operations and financial results, and therefore the operating results for the period of ownership of these properties are included in income from continuing operations for the three years ended December 31, 2024, as applicable. A portion of the proceeds from the sale of the

two  
hotels in February 2024 was used to complete a like-kind exchange, in accordance with Section 1031 of the Internal Revenue Code of 1986, as amended, for the acquisition of the AC Hotel in Washington, D.C. as discussed above in Note 2, which resulted in the deferral of taxable gains of \$

15.1  
million. The net proceeds from the sale of the remaining

four  
hotels in 2024 and the

one  
hotel in 2022 were used for general corporate purposes.

*Impairment of Depreciable Real Estate*

During the years ended December 31, 2024, 2023 and 2022, the Company recorded impairment losses totaling approximately \$

3.1  
million, \$

5.6  
million and \$

26.2  
million, respectively.

During the third and fourth quarters of 2024, the Company identified indicators of impairment at

three

properties, resulting in a combined loss on impairment for the year ended December 31, 2024 of \$

3.1  
million. The three properties were separately identified for potential sale in either the third or fourth quarters of 2024, and the Company entered into separate purchase and sale agreements



with separate unrelated parties for the sale of the hotels for a combined gross sales price of \$

21.7

million. As a result, the Company recognized impairment losses of approximately \$

2.9

million in the third quarter of 2024 and \$

0.2

million in the fourth quarter of 2024, for these properties to adjust the carrying value of these hotels to their estimated fair values less cost to sell, which were based on the contracted sales prices, Level 2 inputs under the fair value hierarchy. The Company completed the sale of one of these hotels in November 2024 and another in December 2024. For the third hotel impaired in 2024, the Company completed the sale in February 2025, therefore, the hotel is classified as assets held for sale on the Company's consolidated balance sheet at December 31, 2024.

During the fourth quarter of 2023, the Company identified indicators of impairment at

two

properties, due to declines in the current and forecasted cash flows and a shortened hold period. The Company performed a test of recoverability and determined that the carrying value for each property exceeded the estimated undiscounted future cash flows. The shortfalls in estimated cash flows were triggered by declines in existing and forecasted hotel market conditions and new supply in each respective market. For both hotels, the Company utilized an offer from an unrelated party, net of estimated selling costs (categorized as Level 2 inputs under the fair value hierarchy) to adjust the basis of the property to its estimated fair market value. Upon concluding that the carrying cost exceeded the estimated undiscounted future cash flows, the Company adjusted the carrying value of the two hotels (approximately \$

17.4

million as of December 31, 2023) to their estimated fair market value (approximately \$

11.8

million as of December 31, 2023), resulting in an impairment loss of \$

5.6

million.

During the fourth quarter of 2022, the Company identified indicators of impairment at

two

properties, due to declines in the current and forecasted cash flows and a shortened hold period. The Company performed a test of recoverability and determined that the carrying value for each property exceeded the estimated undiscounted future cash flows. The shortfalls in estimated cash flows were triggered by declines in existing and forecasted hotel market conditions and new supply in each respective market. For one hotel, the Company engaged a third party to assist with the analysis of the fair market value. The fair market value of the hotel was estimated by using the income and market approaches, as applicable, as outlined under GAAP, using both observable market data (categorized as Level 2 inputs under the fair value hierarchy) and unobservable inputs that reflect the Company's own internal assumptions and calculations (categorized as Level 3 inputs under the fair value hierarchy). Under the income approach, the fair value estimate was calculated from a discounted cash flow analysis, using expected future cash flows based on stabilized room revenue growth rates of

2.4

% to

4.8

%, estimated discount rates of approximately

7.5

% to

9.0

% and other market considerations. For the second hotel, the Company utilized offers from unrelated parties, net of estimated selling costs (categorized as Level 2 inputs under the fair value hierarchy) to adjust the basis of the property to its estimated fair market value. Upon concluding that the carrying cost exceeded the estimated undiscounted future cash flows, the Company adjusted the carrying value of the

two

hotels to their estimated fair market value, resulting in an impairment loss of \$

26.2

million.

#### Note 4

##### Debt

###### Summary

As of December 31, 2024 and 2023, the Company's debt consisted of the following (in thousands):

	December 31, 2024	December 31, 2023
Revolving credit facility	\$ 82,500	\$ -

#### Term loans and senior notes, net

1,135,175 1,088,904

### Mortgage debt, net

253,777 282,590

### Debt, net

\$ 1,471,452      \$ 1,371,494

The aggregate amounts of principal payable under the Company's total debt obligations as of December 31, 2024 (including the Revolving Credit Facility (if any) (as defined below), term loans, senior notes and mortgage debt), for the five years subsequent to December 31, 2024 and thereafter are as follows (in thousands):

2025				
			295,035	
2026			\$	
			287,149	
2027				
			278,602	
2028				
			334,066	
2029				
			162,294	
Thereafter				
			119,654	
			1,476,800	
Unamortized fair value adjustment of assumed debt				
			192	
Unamortized debt issuance costs			(	
			5,540	)
Total				
			1,471,452	
		\$		

The Company uses interest rate swaps to manage its interest rate risk on a portion of its variable-rate debt. Throughout the terms of these interest rate swaps, the Company pays a fixed rate of interest and receives a floating rate of interest equal to the annual SOFR for a one-month term ("one-month SOFR") plus a

0.10 % SOFR spread adjustment. The swaps are designed to effectively fix the interest payments on variable-rate debt instruments. See Note 5 for more information on the interest rate swap agreements. The Company's total fixed-rate and variable-rate debt, after giving effect to its interest rate swaps in effect at December 31, 2024 and 2023, is set forth below. All dollar amounts are in thousands.

	December 31, 2024	Percentage	December 31, 2023	Percentage
Fixed-rate debt <sup>(1)</sup>				
	\$ 1,114,300	75 %	\$ 1,228,002	89 %
Variable-rate debt	362,500	25 %	150,000	11 %
Total	1,476,800		1,378,002	
Weighted-average interest rate of debt	\$ 4.71 %		\$ 4.26 %	

(1) Fixed-rate debt includes the portion of variable-rate debt where the interest payments have been effectively fixed by interest rate swaps as of the respective balance sheet date. See Note 5 for more information on the interest rate swap agreements.

#### *Credit Facilities*

##### **\$1.2 Billion Credit Facility**

On July 25, 2022, the Company entered into a credit facility (the “\$

1.2 billion credit facility”) that is comprised of (i) a \$

650 million revolving credit facility with an initial maturity date of July 25, 2026 (the “Revolving Credit Facility”), (ii) a \$

275 million term loan with a maturity date of July 25, 2027, funded at closing, and (iii) a \$

300 million term loan with a maturity date of January 31, 2028 (including a \$

150 million delayed draw option until 180 days from closing), of which \$

200 million was funded at closing, \$

50 million was funded on October 24, 2022 and the remaining \$

50 million was funded on January 17, 2023 (the term loans described in clauses (ii) and (iii) are referred to together as the “\$

575 million term loan facility”).

Subject to certain conditions, including covenant compliance and additional fees, the Revolving Credit Facility maturity date may be extended up to one year. The credit agreement for the \$

1.2 billion credit facility contains mandatory prepayment requirements, customary affirmative and negative covenants (as described below), restrictions on certain investments and events of default. The Company may make voluntary prepayments, in whole or in part, at any time. Interest payments on the \$

1.2 billion credit facility are due monthly, and the interest rate, subject to certain exceptions, is equal to the one-month SOFR plus a

0.10 % SOFR spread adjustment plus a margin ranging from

1.35 % to

2.25 %, depending upon the Company’s leverage ratio, as calculated under the terms of the credit agreement. As of December 31, 2024, the Company had availability of \$

567.5 million under the Revolving Credit Facility. The Company is also required to pay quarterly an unused facility fee at an annual rate of

0.20 % or

0.25 % on the unused portion of the Revolving Credit Facility, based on the amount of borrowings outstanding during the quarter.

#### \$225 Million Term Loan Facility

The Company also has an unsecured \$

225

million term loan facility that is comprised of (i) a \$

50

million term loan with an initial maturity date of August 2, 2023, which was funded on August 2, 2018, and (ii) a \$

175

million term loan with a maturity date of August 2, 2025, of which \$

100

million was funded on August 2, 2018, and the remaining \$

75

million was funded on January 29, 2019 (the term loans described in clauses (i) and (ii) are referred to together as the "\$

225

million term loan facility") . On July 19, 2023, the Company entered into an amendment of its \$

225

million term loan facility, which extended the maturity date of the existing \$

50

million term loan by two years to August 2, 2025 . The Company may make voluntary prepayments, in whole or in part, at any time, subject to certain conditions. Interest payments on the \$

225

million term loan facility are due monthly and the interest rate, subject to certain exceptions, is equal to an annual rate of the one-month SOFR plus a

0.10

% SOFR spread adjustment plus a margin ranging from

1.35

% to

2.50

%, depending upon the Company's leverage ratio, as calculated under the terms of the credit agreement.

#### \$130 Million Term Loan Facility

On July 25, 2017, the Company entered into an unsecured \$

85

million term loan facility with an initial maturity date of July 25, 2024, consisting of

one

term loan (the "2017 \$

85

million term loan facility") that was funded at closing. Interest payments on the 2017 \$

85

million term loan facility were due monthly, and the interest rate, subject to certain exceptions, was equal to an annual rate of the one-month SOFR plus a

0.10

% SOFR spread adjustment plus a margin ranging from

1.30

% to

2.10

%, depending upon the Company's leverage ratio, as calculated under the terms of the credit agreement. On July 17, 2024, the Company amended the 2017 \$

85

million term loan facility, which increased the amount of the term loan facility to \$

130

million, with the additional \$

45

million funded at closing (the "\$

130

million term loan facility"), and extended the maturity date to July 25, 2026 . The interest rate, subject to certain exceptions, is equal to an annual rate of the one-month SOFR plus a

0.10  
% SOFR spread adjustment plus a margin ranging from

1.35  
% to

2.20  
, depending on the Company's leverage ratio, as calculated under the terms of the amended credit agreement. Subject to certain conditions, including covenant compliance and additional fees, the maturity date of the \$

130  
million term loan facility may be extended by the Company to July 25, 2027. The Company may make voluntary prepayments, in whole or in part, at any time, subject to certain conditions.

#### \$85 Million Term Loan Facility

On December 31, 2019, the Company entered into an unsecured \$

85  
million term loan facility with a maturity date of December 31, 2029 , consisting of

one  
term loan funded at closing (the "\$

85  
million term loan facility"). The Company may make voluntary prepayments, in whole or in part, subject to certain conditions. Interest payments on the \$

85  
million term loan facility are due monthly, and the interest rate, subject to certain exceptions, is equal to an annual rate of the one-month SOFR plus a

0.10  
% SOFR spread adjustment plus a margin ranging from

1.70  
% to

2.55  
, depending upon the Company's leverage ratio, as calculated under the terms of the credit agreement.

#### \$50 Million Senior Notes Facility

On March 16, 2020, the Company entered into an unsecured \$

50  
million senior notes facility with a maturity date of March 31, 2030 , consisting of senior notes totaling \$

50  
million funded at closing (the "\$

50  
million senior notes facility"). The Company may make voluntary prepayments, in whole or in part, at any time, subject to certain conditions, including make-whole provisions. Interest payments on the \$

50  
million senior notes facility are due quarterly, and the interest rate, subject to certain exceptions, ranges from an annual rate of

3.60  
% to

4.35  
% depending on the Company's leverage ratio, as calculated under the terms of the note agreement.

#### \$75 Million Senior Notes Facility

On June 2, 2022, the Company entered into an unsecured \$

75  
million senior notes facility with a maturity date of June 2, 2029 , consisting of senior notes totaling \$

75  
million funded at closing (the "\$

75  
million senior notes facility", and collectively with the \$

1.2  
billion credit facility, the \$

225  
million term loan facility, the \$

130  
million term loan facility, the \$

85  
million term loan facility and the \$

50 million senior notes facility, the "unsecured credit facilities"). The Company may make voluntary prepayments, in whole or in part, at any time, subject to certain conditions, including make-whole provisions. Interest payments on the \$

75 million senior notes facility are due quarterly, and the interest rate, subject to certain exceptions, ranges from an annual rate of

4.88 % to

5.63 % depending on the Company's leverage ratio, as calculated under the terms of the note agreement.

As of December 31, 2024 and 2023, the details of the Company's unsecured credit facilities were as set forth in the table below. All dollar amounts are in thousands.

	Interest Rate		Outstanding Balance	
			December 31, 2024	December 31, 2023
Revolving credit facility <sup>(1)</sup>	SOFR +			
	0.10			
	% +			
	1.40			
	% -			
	2.25			
	%	7/25/2026	\$ 82,500	\$ -
Term loans and senior notes	SOFR +			
	0.10			
	% +			
	1.35			
	% -			
	2.20			
	%	7/25/2027	275,000	275,000
\$275 million term loan	SOFR +			
	0.10			
	% +			
	1.35			
	% -			
	2.20			
	%	1/31/2028	300,000	300,000
\$300 million term loan				

	SOFR +				
	0.10				
	% +				
	1.35				
	% -				
	2.20				
	%	8/2/2025		50,000	50,000
\$50 million term loan		(3)			
	SOFR +				
	0.10				
	% +				
	1.65				
	% -				
	2.50				
	%	8/2/2025		175,000	175,000
\$175 million term loan		(3)			
	SOFR +				
	0.10				
	% +				
	1.35				
	% -				
	2.20				
	%	7/25/2026		130,000	85,000
\$130 million term loan		(4)			
	SOFR +				
	0.10				
	% +				
	1.70				
	% -				
	2.55				
	%	12/31/2029		85,000	85,000
\$85 million term loan					

	3.60			
	% -			
	4.35			
	%			
		3/31/2030	50,000	50,000
\$50 million senior notes				
	4.88			
	% -			
	5.63			
	%			
\$75 million senior notes		6/2/2029	75,000	75,000
Term loans and senior notes at stated value			1,140,000	1,095,000
			(	(
Unamortized debt issuance costs			4,825	6,096
			)	)
Term loans and senior notes, net			1,135,175	1,088,904
Credit facilities, net <sup>(1)</sup>			\$ 1,217,675	\$ 1,088,904
Weighted-average interest rate <sup>(2)</sup>			4.88 %	4.35 %

(1) Excludes unamortized debt issuance costs related to the Revolving Credit Facility totaling approximately \$

2.1 million and \$

3.5 million as of December 31, 2024 and December 31, 2023, respectively, which are included in other assets, net in the Company's consolidated balance sheets.

(2) Interest rate represents the weighted-average effective annual interest rate at the balance sheet date which includes the effect of interest rate swaps in effect on \$

735.0 million and \$

820.0 million of the outstanding variable-rate debt as of December 31, 2024 and 2023, respectively. See Note 5 for more information on the interest rate swap agreements. The one-month SOFR at December 31, 2024 and December 31, 2023 was

4.33 % and

5.35 %, respectively.

(3) The Company plans to pay outstanding amounts and service payments due upon the upcoming debt maturity date using funds from operations, borrowings under its Revolving Credit Facility, proceeds from new financing, available credit extensions under its unsecured credit facilities or refinancing the maturing debt.

(4) On July 17, 2024, the Company amended the 2017 \$

85 million term loan facility, which increased the amount of the term loan facility to \$

130 million, with the additional \$

45 million funded at closing, and extended the maturity date to July 25, 2026. The interest rate, subject to certain exceptions, is equal to an annual rate of the one-month SOFR plus a

0.10  
% SOFR spread adjustment plus a margin ranging from

1.35  
% to

2.20  
, depending on the Company's leverage ratio, as calculated under the terms of the amended credit agreement. Subject to certain conditions, including covenant compliance and additional fees, the maturity date of the \$

130  
million term loan facility may be extended by the Company to July 25, 2027.

#### Credit Facilities Covenants

The credit agreements governing the unsecured credit facilities (collectively, the "credit agreements") contain mandatory prepayment requirements, customary affirmative and negative covenants, restrictions on certain investments and events of default, including the following financial and restrictive covenants (capitalized terms not defined below are defined in the credit agreements):

- A ratio of Consolidated Total Indebtedness to Consolidated EBITDA ("Maximum Consolidated Leverage Ratio") of not more than

7.25  
to 1.00;

- A ratio of Consolidated Secured Indebtedness to Consolidated Total Assets ("Maximum Secured Leverage Ratio") of not more than

45  
%;

- A minimum Consolidated Tangible Net Worth of approximately \$

3.4  
billion plus an amount equal to

75  
% of the Net Cash Proceeds from issuances and sales of Equity Interests occurring after the Closing Date, July 25, 2022, subject to adjustment;

- A ratio of Adjusted Consolidated EBITDA to Consolidated Fixed Charges ("Minimum Fixed Charge Coverage Ratio") of not less than

1.50  
to 1.00 for the trailing four full quarters;

- A ratio of Unencumbered Adjusted NOI to Consolidated Implied Interest Expense for Consolidated Unsecured Indebtedness ("Minimum Unsecured Interest Coverage Ratio") of not less than
  - 2.00 to 1.00 for the trailing four full quarters;
- A ratio of Consolidated Unsecured Indebtedness to Unencumbered Asset Value ("Maximum Unsecured Leverage Ratio") of not more than
  - 60 % (subject to a higher level in certain circumstances); and
- A ratio of Consolidated Secured Recourse Indebtedness to Consolidated Total Assets ("Maximum Secured Recourse Indebtedness") of not more than
  - 10 %.

The Company was in compliance with the applicable covenants at December 31, 2024.

#### *Mortgage Debt*

As of December 31, 2024, the Company had approximately \$

254.3 million in outstanding mortgage debt secured by

14 properties with maturity dates ranging from April 2025 to May 2038 , stated interest rates ranging from

3.40 % to

4.46 % and effective interest rates ranging from

3.40 % to

4.37

%. The loans generally provide for monthly payments of principal and interest on an amortized basis and defeasance or prepayment penalties if prepaid. The following table sets forth the hotel properties securing each loan, the interest rate, loan assumption or origination date, maturity date, the principal amount assumed or originated, and the outstanding balance prior to any fair value adjustments or debt issuance costs as of December 31, 2024 and 2023 for each of the Company's mortgage debt obligations. All dollar amounts are in thousands.

Location	Brand	Interest Rate <sup>(1)</sup>	Loan Assumption or Origination Date	Maturity Date	Principal Assumed or Originated	Outstanding balance as of December 31, 2024	Outstanding balance as of December 31, 2023
New Orleans, LA	Homewood Suites	4.36 %	7/17/2014	(2)	27,000	-	20,304
Westford, MA	Residence Inn	4.28 %	3/18/2015	4/11/2025 <sup>(3)</sup>	10,000	7,391	7,713
Denver, CO	Hilton Garden Inn	4.46 %	9/1/2016	6/11/2025 <sup>(3)</sup>	34,118	26,229	27,337
Oceanside, CA	Courtyard	4.28 %	9/1/2016	10/1/2025 <sup>(3)</sup>	13,655	11,381	11,707
Omaha, NE	Hilton Garden Inn	4.28 %	9/1/2016	10/1/2025 <sup>(3)</sup>	22,681	18,904	19,445
Boise, ID	Hampton	4.37 %	5/26/2016	6/11/2026	24,000	20,156	20,685
Burbank, CA	Courtyard	3.55 %	11/3/2016	12/1/2026	25,564	19,698	20,526

San Diego, CA	Courtyard	3.55 %	11/3/2016	12/1/2026	25,473	19,628	20,453
San Diego, CA	Hampton	3.55 %	11/3/2016	12/1/2026	18,963	14,611	15,226
Burbank, CA	SpringHill Suites	3.94 %	3/9/2018	4/1/2028	28,470	23,385	24,237
Santa Ana, CA	Courtyard	3.94 %	3/9/2018	4/1/2028	15,530	12,756	13,221
Richmond, VA	Courtyard	3.40 %	2/12/2020	3/11/2030	14,950	13,509	13,832
Richmond, VA	Residence Inn	3.40 %	2/12/2020	3/11/2030	14,950	13,509	13,832
Portland, ME	Residence Inn	3.43 %	3/2/2020	3/1/2032	33,500	30,500	30,500
San Jose, CA	Homewood Suites	4.22 %	12/22/2017	5/1/2038	30,000	22,643	23,984
					338,854	254,300	283,002
Unamortized fair value adjustment of assumed debt					\$ <u>192</u>	526	
Unamortized debt issuance costs					715	938	
Total					253,777	282,590	

(1) Interest rates are the rates per the loan agreement. For loans assumed, the Company adjusted the interest rates per the loan agreement to market rates and is amortizing the adjustments to interest expense over the life of the loan.

(2) Loan was repaid in full on August 12, 2024.

(3) The Company plans to pay the outstanding amount and service payments due upon the upcoming debt maturity date using funds from operations, borrowings under its Revolving Credit Facility and/or proceeds from new financing.

The total fair value, net premium adjustment for all of the Company's debt assumptions is being amortized as a reduction to interest expense over the remaining term of the respective mortgages using a method approximating the effective interest rate method, and totaled approximately \$

0.3  
million, \$

0.3  
million and \$

0.2 million for the years ended December 31, 2024, 2023 and 2022, respectively.

Debt issuance costs related to the assumption or origination of debt are amortized over the period to maturity of the applicable debt instrument, as an addition to interest expense, and totaled approximately \$

3.8  
million, \$

3.6  
million and \$

4.0 million for the three years ended December 31, 2024, 2023 and 2022, respectively.

The Company's interest expense in 2024, 2023 and 2022 is net of interest capitalized in conjunction with hotel renovations totaling approximately \$ 1.4 million, \$ 1.5 million and \$ 1.3 million, respectively.

#### **Note 5**

##### **Fair Value of Financial Instruments**

Except as described below, the carrying value of the Company's financial instruments approximates fair value due to the short-term nature of these financial instruments.

###### *Debt*

The Company estimates the fair value of its debt by discounting the future cash flows of each instrument at estimated market rates consistent with the maturity of a debt obligation with similar credit terms and credit characteristics, which are Level 3 inputs under the fair value hierarchy. Market rates take into consideration general market conditions and maturity. As of December 31, 2024, the carrying value and estimated fair value of the Company's debt were approximately \$

1.5 billion and \$

1.4 billion, respectively. As of December 31, 2023, the carrying value and estimated fair value of the Company's debt were approximately \$

1.4 billion and \$

1.3 billion, respectively. Both the carrying value and estimated fair value of the Company's debt (as discussed above) are net of unamortized debt issuance costs related to term loans and mortgage debt for each specific year.

###### *Derivative Instruments*

Currently, the Company uses interest rate swaps to manage its interest rate risk on variable-rate debt. Throughout the terms of these interest rate swaps, the Company pays a fixed rate of interest and receives a floating rate of interest equal to the one-month SOFR plus a

0.10

% SOFR spread adjustment. The swaps are designed to effectively fix the interest payments on variable-rate debt instruments. These swap instruments are recorded at fair value and, if in an asset position, are included in other assets, net, and, if in a liability position, are included in accounts payable and other liabilities in the Company's consolidated balance sheets. The fair values of the Company's interest rate swap agreements are determined using the market standard methodology of netting the discounted future fixed cash payments and the discounted expected variable cash receipts, which is considered a Level 2 measurement under the fair value hierarchy. The variable cash receipts are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves. The following table sets forth information for each of the Company's interest rate swap agreements outstanding as of December 31, 2024 and 2023. All dollar amounts are in thousands.

Notional Amount at December 31, 2024	Origination Date	Effective Date	Maturity Date	Swap Fixed Interest Rate	Fair Value Asset (Liability)	
					December 31, 2024	December 31, 2023
Active interest rate swaps designated as cash flow hedges at December 31, 2024:						
\$ 75,000	8/21/2019	5/18/2020	5/18/2025	1.26 %	\$ 887	\$ 3,273
50,000	6/1/2018	1/31/2019	6/30/2025	2.88 %	361	1,117
25,000	12/6/2018	1/31/2020	6/30/2025	2.74 %	197	608
75,000	8/21/2019	5/18/2021	5/18/2026	1.29 %	2,924	4,580
125,000	11/3/2023	11/3/2023	11/18/2026	4.51 %	(860)	(2,333)
50,000	8/2/2024	8/2/2024	8/18/2027	3.63 %	590	-
50,000	8/1/2024	8/5/2024	8/31/2027	3.84 %	344	-
50,000	3/17/2023	3/20/2023	3/18/2028	3.50 %	910	268
50,000	3/17/2023	3/20/2023	3/20/2028	3.49 %	900	242
50,000	8/1/2024	8/5/2024	8/18/2028	3.75 %	554	-
50,000	7/18/2024	7/18/2024	7/18/2029	3.96 %	270	-
85,000	12/31/2019	12/31/2019	12/31/2029	1.87 %	8,510	7,788
735,000					15,587	15,543
Matured interest rate swaps at December 31, 2024:						
50,000	12/7/2018	5/18/2020	1/31/2024	2.71 %	-	114
75,000	5/31/2017	7/31/2017	6/30/2024	1.95 %	-	1,202
10,000	8/10/2017	8/10/2017	6/30/2024	2.02 %	-	157
50,000	7/2/2019	7/5/2019	7/18/2024	1.64 %	-	956
50,000	8/21/2019	8/23/2019	8/18/2024	1.31 %	-	1,193

50,000	8/21/2019	8/23/2019	8/30/2024	1.32 %	-	1,239
\$ 285,000					-	4,861
					\$ 15,587	\$ 20,404

The Company assesses, both at inception and on an ongoing basis, the effectiveness of its qualifying cash flow hedges. As of December 31, 2024, all

12 active interest rate swap agreements listed above were designated as cash flow hedges. The change in the fair value of the Company's designated cash flow hedges is recorded to accumulated other comprehensive income, a component of shareholder's equity in the Company's consolidated balance sheets.

Amounts reported in accumulated other comprehensive income will be reclassified to interest and other expense, net as interest payments are made or received on the Company's variable-rate derivatives. The Company estimates that approximately \$

6.7 million of net unrealized gains included in accumulated other comprehensive income at December 31, 2024 will be reclassified as a decrease to interest and other expense, net within the next 12 months.

The following tables present the effect of derivative instruments in cash flow hedging relationships in the Company's consolidated statements of operations and comprehensive income for the years ended December 31, 2024, 2023 and 2022 (in thousands):

	Net Unrealized Gain Recognized in Other Comprehensive Income (Loss)		
	2024	2023	2022
Interest rate derivatives in cash flow hedging relationships	\$ 15,200	\$ 5,870	\$ 52,714
Net Unrealized Gain Reclassified from Accumulated Other Comprehensive Income to Interest and Other Expense, net			
	2024	2023	2022
Interest rate derivatives in cash flow hedging relationships	\$ 20,017	\$ 22,347	\$ 325

#### Note 6

##### Related Parties

The Company has engaged in, and is expected to continue to engage in, transactions with related parties. These transactions cannot be construed to be at arm's length, and the results of the Company's operations may have been different if these transactions were conducted with non-related parties. The Company's independent members of the Board of Directors oversee and annually review the Company's related party relationships (including the relationships discussed in this section) and are required to approve any significant modifications to the existing relationships, as well as any new significant related party transactions. The Board of Directors is not required to approve each individual transaction that falls under the related party relationships. However, under the direction of the Board of Directors, at least one member of the Company's senior management team approves each related party transaction. Below is a summary of the significant related party relationships in effect and transactions that occurred during each of the three years ended December 31, 2024, 2023 and 2022, respectively.

Glade M. Knight, Executive Chairman of the Company, owns Apple Realty Group, Inc. ("ARG"), which receives support services from the Company and reimburses the Company for the cost of these services as discussed below. Mr. Knight is also currently a partner and Chief Executive Officer of Energy 11 GP, LLC and Energy Resources 12 GP, LLC, which are the respective general partners of Energy 11, L.P. and Energy Resources 12, L.P., each of which receives support services from ARG.

The Company provides support services, including the use of the Company's employees and corporate office, to ARG and is reimbursed by ARG for the cost of these services. Under this cost sharing structure, amounts reimbursed to the Company include both compensation for personnel and office related costs (including office rent, utilities, office supplies, etc.) used by ARG. The amounts reimbursed to the Company are based on the actual costs of the services and a good faith estimate of the proportionate amount of time incurred by the Company's employees on behalf of ARG. Total reimbursed costs allocated by the Company to ARG for the years ended December 31, 2024, 2023 and 2022 totaled approximately \$

1.5  
million, \$

1.2  
million and \$

1.0  
million, respectively, and are recorded as a reduction to general and administrative expenses in the Company's consolidated statements of operations.

As part of the cost sharing arrangement, certain day-to-day transactions may result in amounts due to or from the Company and ARG. To efficiently manage cash disbursements, the Company or ARG may make payments for the other company. Under this cash management process, each company may advance or defer up to \$

1  
million at any time. Each quarter, any outstanding amounts are settled between the companies. This process allows each company to minimize its cash on hand and reduces the cost for each company. The amounts outstanding at any point in time are not significant to either of the companies. As of December 31, 2024 and 2023, total amounts due from ARG for reimbursements under the cost sharing structure totaled approximately \$

0.5

million for each year, and are included in other assets, net in the Company's consolidated balance sheets.

The Company, through its wholly-owned subsidiary, Apple Air Holding, LLC, owns a Learjet used primarily for acquisition, asset management, renovation, investor, corporate and public relations and other business purposes. The aircraft is also leased to affiliates of the Company based on third-party rates. Lease activity was not significant during the reporting periods.

From time to time, the Company utilizes aircraft, owned by an entity which is owned by the Company's Executive Chairman, for acquisition, asset management, renovation, investor, corporate and public relations and other business purposes, and reimburses this entity at third-party rates. Total costs incurred for the use of the aircraft during 2024, 2023 and 2022 were less than \$

0.1

million in each respective year and are included in general and administrative expenses in the Company's consolidated statements of operations.

#### **Note 7**

##### **Shareholders' Equity**

###### *Distributions*

For the three years ended December 31, 2024, 2023 and 2022, the Company paid distributions of \$

1.01  
,\$

1.04  
and \$

0.61  
per common share, respectively, for a total of approximately \$

243.7  
million, \$

238.3  
million and \$

139.5  
million, respectively. For the year ended December 31, 2024, in addition to the regular monthly cash distribution of \$

0.08  
per common share for December 2024, the Board of Directors approved a special one-time distribution of \$

0.05  
per common share for a combined distribution of \$

0.13  
per common share, totaling \$

31.2  
million, which was recorded as a payable as of December 31, 2024 and paid in January 2025. For the year ended December 31, 2023, in addition to the regular monthly cash distribution of \$

0.08  
per common share approved by the Board of Directors in December 2023, the Board of Directors approved a special one-time distribution of \$

0.05  
per common share for a combined distribution of \$

0.13  
per common share, totaling \$

31.4  
million, which was recorded as a payable as of December 31, 2023 and paid in January 2024. These accrued distributions were included in accounts payable and other liabilities in the Company's consolidated balance sheets at December 31, 2024 and December 31, 2023, respectively.

###### *Issuance of Shares*

On February 23, 2024, the Company entered into an equity distribution agreement pursuant to which the Company may sell, from time to time, up to an aggregate of \$

500  
million of its common shares under an at-the-market offering program (the "ATM Program") under the Company's shelf registration statement. During the year ended December 31, 2024, the Company did

no  
t sell any common shares under the ATM Program, and

no  
common shares were sold during the year ended December 31, 2024 under the previous \$

300  
million at-the-market offering program (the "Prior ATM Program"), which was terminated in February 2024 in connection with the commencement of the current ATM Program. During the year ended December 31, 2023, the Company sold approximately

12.8

million shares under the Prior ATM Program at a weighted-average market sales price of approximately \$

17.05

per common share and received aggregate gross proceeds of approximately \$

218.6

million and proceeds net of offering costs, which included \$

2.6

million of commissions, of approximately \$

216.0

million. The Company used the net proceeds from the sale of these shares to pay down borrowings under the Revolving Credit Facility, for acquisitions of hotel properties and for general corporate purposes. As of December 31, 2024, approximately \$

500

million remained available for issuance under the ATM Program. The Company plans to use future net proceeds from the sale of shares under the ATM Program, or under a similar successor program, for general corporate purposes which may include, among other things, acquisitions of additional properties, the repayment of outstanding indebtedness, capital expenditures, improvement of properties in its portfolio and working capital. The Company may also use the net proceeds to acquire another REIT or other company that invests in income producing properties.

#### *Share Repurchases*

In May 2024, the Company's Board of Directors approved a one-year extension of its existing share repurchase program, authorizing share repurchases up to an aggregate of \$

335.4

million (the "Share Repurchase Program"). The Share Repurchase Program may be suspended or terminated at any time by the Company and will end in July 2025 if not terminated or extended earlier. The Company previously entered into and expects to continue to enter into written trading plans as part of the Share Repurchase Program that provide for share repurchases in open market transactions that are intended to comply with Rule 10b5-1 under the Exchange Act. During the year ended December 31, 2024, the Company purchased, under its Share Repurchase Program, approximately

2.4

million of its common shares at a weighted-average market purchase price of approximately \$

14.16

per common share for an aggregate purchase price, including commissions, of approximately \$

34.7

million. Repurchases under the Share Repurchase Program have been funded, and the Company intends to fund future repurchases, with cash on hand, proceeds from dispositions or availability under its unsecured credit facilities, subject to applicable restrictions under the Company's unsecured credit facilities (if any). The timing of share repurchases and the number of common shares to be repurchased under the Share Repurchase Program will also depend upon prevailing market conditions, regulatory requirements and other factors. As of December 31, 2024, approximately \$

300.8

million remained available for purchase under the Share Repurchase Program.

#### *Preferred Shares*

No

preferred shares of the Company are issued and outstanding. The Company's amended and restated articles of incorporation authorize issuance of up to

30

million preferred shares.

## Note 8

### Compensation Plans

In March 2024, the Board of Directors adopted the Company's 2024 Omnibus Incentive Plan (the "2024 Omnibus Plan"), and in May 2024, the Company's shareholders approved the 2024 Omnibus Plan, terminating the 2014 Omnibus Incentive Plan (the "2014 Omnibus Plan") with respect to any common shares that were not subject to any outstanding awards under the plan. Following its termination, no additional awards can be made under the 2014 Omnibus Plan, but the terms and conditions of any outstanding awards granted under the 2014 Omnibus Plan were not affected. Upon termination of the 2014 Omnibus Plan on May 23, 2024, approximately

1.1

million shares were subject to outstanding awards (which included an estimated number of common shares based on "target" performance with respect to February 2024 awards authorized under the 2014 Omnibus Plan in February 2024, which were outstanding but not yet earned under the 2014 Omnibus Plan). As of December 31, 2024, approximately

0.7

million shares remained available for issuance pursuant to outstanding awards under the 2014 Omnibus Plan.

The 2024 Omnibus Plan permits the grant of awards of stock options, stock appreciation rights, restricted stock, stock units, deferred stock units, unrestricted stock, dividend equivalent rights, performance shares and other performance-based awards, other equity-based awards, and cash bonus awards to any employee, officer, or director of the Company or an affiliate of the Company, a consultant or adviser currently providing services to the Company or an affiliate of the Company, or any other person whose participation in the 2024 Omnibus Plan is determined by the Compensation Committee of the Board of Directors (the "Compensation Committee") to be in the best interests of the Company. The maximum number of the Company's common shares available for issuance under the 2024 Omnibus Plan is

7.25

million. As of December 31, 2024, there were approximately

7.2

million common shares available for issuance under the 2024 Omnibus Plan.

The Company annually establishes an incentive plan for its executive management team, which is approved by the Compensation Committee. Under the incentive plan for 2024 (the "2024 Incentive Plan"), participants are eligible to receive incentive compensation based on the achievement of certain 2024 performance measures, with one-half (

50

%) of incentive compensation based on operational performance goals and metrics and one-half (

50

%) of incentive compensation based on shareholder return metrics. With respect to the shareholder return metrics,

75

% of the target was based on shareholder return relative to a peer group and

25

% was based on total shareholder return metrics over one-year, two-year, and three-year periods. With respect to the operational performance goals and metrics,

75

% of the operational performance target was based on the following metrics: Comparable Hotels RevPAR growth, Comparable Hotels Adjusted Hotel EBITDA margin, Adjusted EBITDA, Modified Funds from Operations per share and the Company's 2024 capital expenditures, equally weighted at

15

% (non-GAAP financial measures are defined elsewhere within this Annual Report on Form 10-K). The remaining

25

% of the operational performance target was based on operational performance goals, including management of capital structure and capital allocation, as well as the build out of proprietary market forecasting capabilities. As of December 31, 2024, the range of potential aggregate payouts under the 2024 Incentive Plan was \$

0

- \$

27.8

million. Based on performance during 2024, the Company accrued approximately \$

15.0

million as a liability for executive incentive compensation payments under the 2024 Incentive Plan, which is included in accounts payable and other liabilities in the Company's consolidated balance sheet as of December 31, 2024 and in general and administrative expenses in the Company's consolidated statement of operations for the year ended December 31, 2024. Additionally, approximately \$

1.8

million, which is subject to vesting on December 12, 2025, will be recognized proportionally throughout 2025. Approximately

25

% of target awards under the 2024 Incentive Plan will be paid in cash, and

75

% will be issued in common shares under the Company's 2014 Omnibus Plan. The portion of awards under the 2024 Incentive Plan payable in common shares will be issued under the Company's 2014 Omnibus Plan during the first quarter of 2025, approximately two-thirds of which will be unrestricted and one-third of which will be restricted and is subject to vesting on December 12, 2025.

Under the incentive plan for 2023 (the "2023 Incentive Plan"), the Company accrued approximately \$20.9 million including \$

14.8

million in share-based compensation as noted below, as a liability for executive incentive compensation payments, which was included in accounts payable and other liabilities in the Company's consolidated balance sheet as of December 31, 2023 and in general and administrative expenses in the Company's consolidated statement of operations for the year ended December 31, 2023. Under the incentive plan for 2022 (the "2022 Incentive Plan"), the Company accrued approximately \$

18.1

million, including \$

12.5

million in share-based compensation as noted below, as a liability for executive incentive compensation payments, which was included in general and administrative expenses in the Company's consolidated statement of operations for the year ended December 31, 2022.

#### Share-Based Compensation Awards

The following table sets forth information pertaining to the share-based compensation issued under the 2023 Incentive Plan, the 2022 Incentive Plan and the incentive plan for 2021 (the "2021 Incentive Plan"):

	2023 Incentive Plan	2022 Incentive Plan	2021 Incentive Plan
Period common shares issued	First Quarter 2024	First Quarter 2023	First Quarter 2022
Common shares earned under each incentive plan	1,110,664	935,189	868,079
Common shares surrendered on issuance date to satisfy tax withholding obligations	306,346	263,026	245,597
Common shares earned and issued under each incentive plan, net of common shares surrendered on issuance date to satisfy tax withholding obligations	804,318	672,163	622,482
Average of the high and low stock price on issuance date	\$ 16.27	\$ 16.70	\$ 17.79
Total share-based compensation earned, including the surrendered shares (in millions)	\$ 18.1 <sup>(1)</sup>	\$ 15.6 <sup>(2)</sup>	\$ 15.4 <sup>(3)</sup>
Of the total common shares earned and issued, total common shares unrestricted at time of issuance	399,842	360,176	338,032
Of the total common shares earned and issued, total common shares restricted at time of issuance	404,476	311,987	284,450
Restricted common shares vesting date	December 13, 2024	December 8, 2023	December 9, 2022
Common shares surrendered on vesting date to satisfy tax withholding requirements resulting from vesting of restricted common shares	170,970	134,085	114,147

(1) Of the total 2023 share-based compensation, approximately \$

14.8

million was recognized as share-based compensation expense during the year ended December 31, 2023, and included in accounts payable and other liabilities in the Company's consolidated balance sheet at December 31, 2023, and the remaining \$

3.3

million, which vested on December 13, 2024 and excludes any restricted shares forfeited or vested prior to that date, was recognized as share-based compensation expense during the year ended December 31, 2024.

(2) Of the total 2022 share-based compensation, approximately \$

12.5

million was recognized as share-based compensation expense during the year ended December 31, 2022, and included in accounts payable and other liabilities in the Company's consolidated balance sheet at December 31, 2022, and the remaining \$

2.6

million, which vested on December 8, 2023 and excludes any restricted shares forfeited or vested prior to that date, was recognized as share-based compensation expense during the year ended December 31, 2023.

(3) Of the total 2021 share-based compensation, approximately \$

2.5

million, which vested on December 9, 2022 and excludes any restricted shares forfeited or vested prior to that date, was recognized as share-

based compensation expense during the year ended December 31, 2022 .

Additionally, in conjunction with the appointment of

five

new officers of the Company on April 1, 2020, the Company issued to the new officer group a total of approximately

200,000

restricted common shares with an aggregate grant date fair value of approximately \$

1.8

million. For each grantee, the restricted shares vested on March 31, 2023 . The expense associated with the awards was amortized over the 3 - year vesting period. For the years ended December 31, 2023 and 2022, the Company recognized approximately \$

0.1

million and \$

0.6

million, respectively, of share-based compensation expense related to these awards. Upon vesting on March 31, 2023, approximately

83,000

shares were surrendered to satisfy tax withholding obligations.

*Non-Employee Director Deferral Program*

In 2018, the Board of Directors adopted the Non-Employee Director Deferral Program (the "Director Deferral Program") under the Omnibus Plan for the purpose of providing non-employee members of the Board of Directors the opportunity to elect to defer receipt of all or a portion of the annual retainer payable to them for their service on the Board of Directors, including amounts payable in both cash and fully vested shares of the Company's common shares, in the form of deferred cash fees ("DCFs") and/or deferred stock units ("DSUs"). DCFs and DSUs that are issued to the Company's non-employee directors are fully vested and non-forfeitable

on the grant date. The grant date fair values of DCFs are equal to the dollar value of the deferred fee on the grant date, while the grant date fair values of DSUs are equal to the fair market value of the Company's common shares on the grant date. DCFs are settled for cash and DSUs are settled for shares of the Company's common stock, which are deliverable upon either: i) termination of the director's service from the Board of Directors, ii) a date previously elected by the director, or iii) the earlier of the two dates, as determined by the director at the time he or she makes the election. The deferred amounts will also be paid if prior to the date specified by the director, the Company experiences a change in control or upon death of the director. During the years ended December 31, 2024, 2023 and 2022, non-employee directors participating in the Director Deferral Program deferred approximately \$

0.1  
million, \$

0.2  
million and \$

0.3  
million, respectively, which is recorded as deferred compensation expense in general and administrative expenses in the Company's consolidated statements of operations for the years then ended. On each quarterly deferral date (the date that a portion of the annual retainer would be paid), dividends earned on DSUs are credited to the deferral account in the form of additional DSUs based on dividends declared by the Company on its outstanding common shares during the quarter and the fair value of the common shares on such date. Outstanding DSUs at December 31, 2024 and 2023 were approximately 8

1,000  
and

76,000  
, with weighted-average grant date fair value for both years of \$

15.48

, valued at approximately \$

1.3  
million and \$

1.2  
million, respectively, which is included in common stock, a component of shareholders' equity in the Company's consolidated balance sheets as of December 31, 2024 and 2023.

In 2024, the Director Deferral Program was amended and restated for the purpose of continuing the plan with respect to awards under the 2024 Omnibus Plan.

**Note 9****Management and Franchise Agreements**

Each of the Company's

221

hotels owned as of December 31, 2024 is operated and managed under a separate management agreement with one of the following management companies or one of their affiliates, none of which are affiliated with the Company:

<b>Manager</b>	<b>Number of Hotels</b>
LBAM-Investor Group, LLC ("LBA")	33
Dimension Development Two, LLC ("Dimension")	31
Crestline Hotels & Resorts, LLC ("Crestline")	25
Raymond Management Company, Inc. ("Raymond")	21
Hersha Hospitality Management L.P. ("HHM")	19
Texas Western Management Partners, LP ("Western")	16
Marriott International, Inc. ("Marriott")	13
MHH Management, LLC ("McKibbon")	13
North Central Hospitality, LLC ("North Central")	11
Newport Hospitality Group, Inc. ("Newport")	10
Chartwell Hospitality, LLC ("Chartwell")	9
InnVentures IVI, LP ("InnVentures") <sup>(1)</sup>	9
Concord Hospitality Enterprises Company, LLC ("Concord")	4
Huntington Hotel Group, LP ("Huntington")	3
White Lodging Services Corporation ("White Lodging")	3
Highgate Hotels, L.P. ("Highgate")	1
<b>Total</b>	<b>221</b>

(1) InnVentures is a subsidiary of Highgate.

The management agreements generally provide for initial terms of one to 30 years and are terminable by the Company for either failure to achieve performance thresholds, upon sale of the property, or without cause. As of December 31, 2024, approximately

82

% of the Company's hotels operated under a variable management fee agreement, with an average initial term of approximately one to two years, which the Company believes better aligns incentives for each hotel manager to maximize each property's performance than a base-plus-incentive management fee structure, as described below, which is more common throughout the industry. Under the variable fee structure, the management fee earned for each hotel is generally within a range of

2.5  
% to

3.5

% of gross revenues. The performance measures are based on various financial and quality performance metrics. The Company's remaining hotels operate under a management fee structure which generally includes the payment of base management fees and an opportunity for incentive management fees. Under this structure, base management fees are calculated as a percentage of gross revenues and the incentive management fees are calculated as a percentage of operating profit in excess of a priority return to the Company, as defined in the management agreements. In addition to the above, management fees for all of the Company's hotels generally include accounting fees and other fees for centralized services, which are allocated among all of the hotels that receive the benefit of such services. During 2022, in response to continued uncertainties related to the COVID-19 pandemic and its impact on hotel performance, the management fee under all variable management fee agreements was set to

3  
% of gross revenues. The Company reinstated the variable management fee rates in 2023. For the years ended December 31, 2024, 2023 and 2022, the Company incurred approximately \$

46.7  
million, \$

44.3  
million and \$

41.8  
million, respectively, in management fees.

Thirteen

of the Company's hotels are managed by affiliates of Marriott. The remainder of the Company's hotels are managed by companies that are not affiliated with either Marriott, Hilton or Hyatt, and as a result, the branded hotels they manage were required to obtain separate franchise agreements with each respective franchisor. The franchise agreements generally provide for initial terms of approximately 10 to 30 years and generally provide for renewals subject to franchise requirements at the time of renewal. The Company pays various fees under these agreements, including the payment of royalty fees, marketing fees, reservation fees, a communications support fee, brand loyalty program fees and other similar fees based on room revenues. For the years ended December 31, 2024, 2023 and 2022, the Company incurred approximately \$

64.0  
million, \$

59.3  
million and \$

53.9  
million, respectively, in franchise royalty fees.

## Note 10

### Lease Commitments

The Company is the lessee on certain ground leases, hotel equipment leases and office space leases. As of December 31, 2024, the Company had

14 properties subject to ground leases and

three parking lot ground leases with remaining terms ranging from approximately 14 to 94 years, excluding renewal options. Certain of its ground leases have options to extend beyond the initial lease term by periods ranging from five to 120 years.

Leases with durations greater than 12 months are recognized on the balance sheet as right-of-use ("ROU") assets and lease liabilities. The Company's leases are classified as operating or finance leases. For leases with terms greater than 12 months, at inception of the lease the Company recognizes a ROU asset and lease liability at the estimated present value of the minimum lease payments over the lease term. ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Many of the Company's leases include rental escalation clauses (including fixed scheduled rent increases) and renewal options that are factored into the determination of lease payments, when appropriate, which adjusts the present value of the remaining lease payments. The Company determines the present value of the lease payments utilizing interest rates implicit in the lease if determinable or, if not, it estimates its incremental borrowing rate from information available at lease commencement, such as estimates of rates the Company would pay for senior collateralized loans with terms similar to each lease.

#### Operating Leases

Twelve of the Company's hotel and parking lot ground leases as well as certain applicable hotel equipment leases and office space leases are classified as operating leases, for which the Company has recorded ROU assets and lease liabilities. The ROU assets are included in other assets, net and the lease liabilities are included in accounts payable and other liabilities in the Company's consolidated balance sheet. In addition, the Company's ROU asset balance includes intangible assets for below market ground leases and intangible liabilities for above market ground leases, as well as accrued straight-line lease liabilities related to these operating leases. Lease expense is recognized on a straight-line basis over the term of the respective lease and the value of each lease intangible is amortized over the term of the respective lease. Costs related to operating ground leases and hotel equipment leases are included in hotel operating expense and property taxes, insurance and other expense, and costs related to office space leases are included in general and administrative expense in the Company's consolidated statements of operations.

#### Finance Leases

Five of the Company's ground leases are classified as finance leases, for which the Company recorded ROU assets and lease liabilities. The ROU assets are recorded as finance ground lease assets within investment in real estate, net and the lease liabilities are recorded as finance lease liabilities in the Company's consolidated balance sheet. In addition, the Company's ROU asset balance includes intangible assets for below market ground leases and intangible liabilities for above market ground leases related to these finance leases. The ROU asset and value of each lease intangible is amortized over the term of the respective lease. Costs related to finance ground leases are included in depreciation and amortization expense and interest and other expense, net in the Company's consolidated statement of operations.

Under the terms of the Company's ground leases, certain minimum lease payments are subject to change based on criteria specified in the lease. Changes in minimum lease payments that are not fixed scheduled increases are reflected in the ROU asset and lease liability when the payments become fixed and determinable based on the actual criteria defined in the lease. Minimum lease payments may be estimated if the change date occurs and the new minimum lease payments are not yet determinable.

Lease Position as of December 31, 2024 and 2023

The following table sets forth the lease-related assets and liabilities included in the Company's consolidated balance sheet as of December 31, 2024 and 2023. All dollar amounts are in thousands.

	Consolidated Balance Sheet Classification	December 31,	
		2024	2023
<b>Assets</b>			
Operating lease assets, net	Other assets, net	\$ 24,331	\$ 25,389
Finance ground lease assets, net <sup>(1)</sup>	Investment in real estate, net	\$ 83,954	\$ 86,992
Total lease assets		\$ 108,285	\$ 112,381
<b>Liabilities</b>			
Operating lease liabilities	Accounts payable and other liabilities	\$ 10,962	\$ 11,447
Finance lease liabilities	Finance lease liabilities	\$ 111,585	\$ 111,892
Total lease liabilities		\$ 122,547	\$ 123,339
Weighted-average remaining lease term			
Operating leases		36 years	
Finance leases		29 years	
Weighted-average discount rate			
Operating leases		5.51 %	
Finance leases		5.31 %	

(1) Finance ground lease assets are net of accumulated amortization of approximately \$

18.1  
million and \$

15.1  
million as of December 31, 2024 and 2023, respectively.

Lease Costs for the Years Ended December 31, 2024, 2023 and 2022

The following table sets forth the lease costs related to the Company's operating and finance ground leases included in the Company's consolidated statement of operations for the years ended December 31, 2024, 2023 and 2022 (in thousands):

Consolidated Statement of Operations Classification	Year Ended December 31,		
	2024	2023	2022

Operating lease costs <sup>(1)</sup>				
Property taxes, insurance and other expense	1,886	1,776	1,794	
Finance lease costs:				
Amortization of lease assets				
Depreciation and amortization expense	3,038	3,038	3,038	
Interest on lease liabilities				
Interest and other expense, net	5,867	5,877	5,872	
Total lease costs	<u>10,791</u>	<u>10,691</u>	<u>10,704</u>	

(1) Represents costs related to ground leases, including variable lease costs. Excludes costs related to hotel equipment leases, which are included in hotel operating expense and property taxes, insurance and other expense, and costs related to office space leases, which are included in general and administrative expense in the Company's consolidated statement of operations. These costs are not significant for disclosure.

#### Undiscounted Cash Flows

The following table reconciles the undiscounted cash flows for each of the next five years and total of the remaining years to the operating lease liabilities and finance lease liabilities included in the Company's consolidated balance sheet as of December 31, 2024 (in thousands):

	Operating Leases	Finance Leases
2025		
	\$ 1,098	\$ 6,338
2026		
	893	6,500
2027		
	728	6,700
2028		
	715	6,879
2029		
	741	7,056
Thereafter		
	28,893	209,619
<b>Total minimum lease payments</b>		
	33,068	243,092
<b>Less: amount of lease payments representing interest</b>		
	22,106	131,507
<b>Present value of lease liabilities</b>		
	\$ 10,962	\$ 111,585

#### Supplemental Cash Flow Information

The following table sets forth supplemental cash flow information related to the Company's operating and finance leases for the years ended December 31, 2024, 2023 and 2022 (in thousands):

	2024	2023	2022	Year Ended December 31,
<b>Cash paid for amounts included in the measurement of lease liabilities:</b>				
Operating cash flows for operating leases	\$ 1,100	\$ 1,106	\$ 1,166	
Operating cash flows for finance leases	5,659	5,651	5,469	
Financing cash flows for finance leases	515	340	173	

#### Note 11

##### Income Taxes

The Company is operated as, and has elected to be taxed as, a REIT under Sections 856 to 860 of the Code. As a REIT, the Company is generally not subject to corporate level income taxes on REIT taxable income that is distributed to its shareholders. Income related to the Lessee, as a taxable REIT subsidiary ("TRS") of the Company, is subject to federal and state income taxes.

The components of income tax expense (benefit) are as follows (in thousands):

	2024	2023	2022	Year Ended December 31,
<b>Current:</b>				

Federal

(

	\$	-	\$	-	\$	34
State						)
	947		1,135		1,974	
Deferred:						
Federal	-		-		-	
State	-		-		-	
Income tax expense						
	947		1,135		1,940	
	<u>\$</u>	<u>          </u>	<u>\$</u>	<u>          </u>	<u>\$</u>	<u>          </u>

Below is a reconciliation between the provision for income taxes and the amounts computed by applying the federal statutory income tax rate to the income or loss before taxes (in thousands):

	2024	Year Ended December 31, 2023	2022
Statutory federal tax expense	\$ 44,954	\$ 37,273	\$ 30,409
	(	(	(
Federal tax impact of REIT election	50,456	39,865	27,261
	(	(	(
Statutory federal tax expense (benefit) at TRS	5,502	2,592	3,148
	(	(	(
State income tax expense (benefit), net of federal tax benefit	748	897	1,559
	(	(	(
Change in valuation allowance	5,701	2,830	2,767
	(	(	(
Income tax expense	<u>\$ 947</u>	<u>\$ 1,135</u>	<u>\$ 1,940</u>

As of December 31, 2024, the Company had deferred tax assets of approximately \$

31 million consisting primarily of net operating loss carryforwards. A portion of the federal loss carryforwards expire beginning in 2030; however, a portion of the federal loss carryforwards do not expire. The state loss carryforwards have various expiration dates; however, for certain states some loss carryforwards do not expire. The TRS had a net operating loss carryforward for U.S federal income tax purposes of approximately \$

110 million as of December 31, 2024, and \$

87 million as of December 31, 2023. The TRS has historical cumulative operating losses and is expected to be in a cumulative loss for the foreseeable future. As a result, the realizability of the Company's deferred tax assets as of December 31, 2024 and 2023 is not reasonably assured. Therefore, the Company has recorded a valuation allowance equal to the full

100

% of the net deferred tax assets as of December 31, 2024 and 2023.

#### *Characterization of Distributions*

For income tax purposes, distributions paid consist of ordinary income, capital gains, return of capital or a combination thereof. For the years ended December 31, 2024, 2023 and 2022, distributions per share were characterized as follows (unaudited):

	2024	2023	2022
Amount of distributions per share	\$ 1.01	\$ 1.01	\$ 0.76
Characterized as:			
Ordinary income	100 %	97 %	100 %
Capital gain distributions	0 %	0 %	0 %
Return of capital	0 %	3 %	0 %

Distributions of \$

0.16

per common share declared in December 2022 and paid in January 2023 were treated as 2022 distributions for tax purposes. Distributions of \$

0.13

per common share declared in December 2023 and paid in January 2024 were treated as 2023 distributions for tax purposes. Distributions of \$

0.13

per common share declared in December 2024 and paid in January 2025 were treated as 2024 distributions for tax purposes.

The Company utilized portions of its REIT net loss carryforward to reduce its taxable net income for the year ended December 31, 2022. The total REIT net loss carryforward for U.S. federal income tax purposes was approximately \$

0

as of December 31, 2024 and 2023. No provision for U.S. federal income taxes has been included in the Company's financial statements for the years ended December 31, 2024, 2023 and 2022 related to its REIT activities.

#### **Note 12**

##### **Reportable Segments**

The Company owns hotel properties throughout the U.S. that generate guest room rental, food and beverage, and other property-related income. There are no foreign operations from which the Company derives revenues and no assets are held in a foreign country. There are no material concentrations of 10% or more of total revenues allocated to a single customer for the reporting periods presented. The CODM separately evaluates the performance, allocates capital resources and manages the overall operating and investing strategy of each of its hotel properties individually; therefore, the Company considers each hotel to be an operating segment. However, because each hotel is not individually significant, serves a similar class and mix of business and leisure customers, has similar economic characteristics and risks, facilities, and services, utilizes similar methods to distribute their products and services through third-party management companies, and is subject to similar regulatory environments, the properties have been combined into a single operating segment for reporting purposes. The CODM, who is the Chief Executive Officer of the Company, assesses the performance of each operating segment on a monthly basis using adjusted hotel earnings (loss) before interest expense, income taxes and depreciation and amortization ("Adjusted Hotel EBITDA"), the measure by which the CODM makes day-to-day operating

decisions, compares actual results with budgeted and prior year results, invests in capital improvements, and performs competitive analysis over the Company's operating performance against industry peers.

Adjusted Hotel EBITDA, presented herein, is calculated as EBITDA from hotel operations with further exclusions as noted below. EBITDA is a commonly used measure of performance in many industries and is defined as net income (loss) excluding interest, income taxes, depreciation and amortization. The Company believes EBITDA is useful to investors because it helps the Company and its investors evaluate the ongoing operating performance of the Company by removing the impact of its capital structure (primarily interest expense) and its asset base (primarily depreciation and amortization). In addition, certain covenants included in the agreements governing the Company's indebtedness use EBITDA, as defined in the specific credit agreement, as a measure of financial compliance. The Company further excludes the following items that are not reflective of its ongoing operating performance or incurred in the normal course of business, and thus not utilized in the CODM's analysis to allocate resources and assess operating performance of the Company's business:

- gains and losses from the sale of certain real estate assets (including gains and losses from change in control);
- real estate related impairments;
- non-cash straight-line operating ground lease expense;
- actual corporate-level general and administrative expense for the Company; and
- operating results from the non-hotel property.

The Company believes Adjusted Hotel EBITDA provides useful supplemental information to investors regarding operating performance and it is used by management to measure the performance of the Company's hotels and effectiveness of the operators of the hotels.

The following table reconciles the Company's single reportable segment Adjusted Hotel EBITDA to GAAP net income for the years ended December 31, 2024, 2023 and 2022 (in thousands):

	2024	Year Ended December 31, 2023	2022
Total revenue	\$ 1,431,468	\$ 1,343,800	\$ 1,238,417
Less:			
Significant hotel operating expenses			
Operating	357,352	332,714	300,852
Hotel administrative	123,086	114,071	105,396
Sales and marketing	126,938	117,538	104,756
Utilities	50,065	47,422	45,017
Repair and maintenance	69,697	65,412	58,729
Franchise fees	64,017	59,315	53,901
Management fees	46,716	44,253	41,830
Total significant hotel operating expenses	837,871	780,725	710,481
Other expenses			
Property taxes, insurance & other	84,382	79,307	72,907
Other <sup>(1)</sup>	(329)	(1,876)	(550)
	84,053	81,183	72,357

<b>Adjusted Hotel EBITDA</b>	<b>509,544</b>	<b>481,892</b>	<b>455,579</b>
General and administrative	(42,542)	(47,401)	(42,464)
Impairment of depreciable real estate	(3,055)	(5,644)	(26,175)
Depreciation and amortization	(190,603)	(183,242)	(181,697)
Gain on sale of real estate	19,744	-	1,785
Other <sup>(1)</sup>	(329)	(1,876)	(550)
Interest expense, net	(77,748)	(68,857)	(59,733)
Income tax expense	(947)	(1,135)	(1,940)
<b>Net income</b>	<b>\$ 214,064</b>	<b>\$ 177,489</b>	<b>\$ 144,805</b>

(1) Includes operating results from the non-hotel property for the years ended December 31, 2024 and 2023 and the expenses relating to amortization of favorable and unfavorable operating leases and non-cash straight-line operating ground lease expense to ensure their exclusion from Adjusted Hotel EBITDA as these items do not reflect the underlying operating performance of the Company's hotels .

Disclosure of the reportable segment's revenue and profit or loss is included in the Company's consolidated statements of operations and comprehensive income, disclosure of the reportable segment's assets is presented in the Company's consolidated balance sheets, and disclosure of the reportable segment's significant noncash items is provided in the Company's consolidated statements of cash flows, all within this Annual Report on Form 10-K. For the years ended December 31, 2024 and 2023, the Company invested approximately \$

78.3  
million and \$

76.8  
million in capital expenditures, respectively.

#### **Note 13**

##### **Commitments and Contingencies**

As of December 31, 2024, the Company had

one  
outstanding contract, which was entered into during May 2023, for the potential purchase of a hotel in Nashville, Tennessee for an expected purchase price of approximately \$

98.2  
million. The hotel is under development and is currently planned to be completed and opened for business in late 2025, as a

260  
-guest-room Motto. As of December 31, 2024, a \$

1.1  
million contract deposit (refundable if the seller does not meet its obligations under the contract) had been paid. If the closing occurs, the Company plans to utilize its available cash or borrowings, including borrowings under its unsecured credit facilities available at closing, to purchase the hotel under contract. Although the Company is working towards acquiring this hotel, there are a number of conditions to closing that have not yet been satisfied, and there can be no assurance that closing on this hotel will occur under the outstanding purchase contract. If the seller meets all of the conditions to closing, the Company is obligated to specifically perform under the purchase contract and acquire this hotel. As this hotel is under development, at this time, the seller has not met all of the conditions to closing.

The Company, or one or more of its subsidiaries or hotel managers, is involved in various claims or litigation that arise in the ordinary course of business, including but not limited to, negligence and other personal injury claims, employee claims or contract disputes. The Company believes that such pending or threatened claims or proceedings are not material to the financial statements.

*LuxUrban Re Holdings LLC vs. Apple Eight Hospitality Ownership, Inc., et al*

On or about February 19, 2025, the Company was notified of a complaint purportedly filed by LuxUrban Re Holdings LLC against Apple Eight Hospitality Ownership, Inc. and a former hotel operator in the Supreme Court of New York alleging breach of contract and conspiracy to commit fraud. The Company believes the allegations are without merit and intends to defend this case vigorously. At this time, the Company cannot reasonably predict the outcome or provide a reasonable estimate of the possible loss or range of loss due to this complaint, if any.

#### **Note 14**

##### **Subsequent Events**

On January 15, 2025, the Company paid approximately \$

31.2  
million, or \$

0.13  
per common share, in distributions to shareholders of record as of December 31, 2024 .

On January 17, 2025 , the Company declared a monthly cash distribution of \$

0.08  
per common share. The distribution is payable on February 18, 2025 , to shareholders of record as of January 31, 2025 .

On February 12, 2025, the Company completed the sale of the

76  
-guest-room Homewood Suites in Chattanooga, Tennessee, for a gross sales price of approximately \$

8.3  
million.

On February 18, 2025 , the Company declared a monthly cash distribution of \$

0.08  
per common share. The distribution is payable on March 17, 2025 , to shareholders of record as of February 28, 2025 .



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

None.

**Item 9A. Controls and Procedures**

Senior management, including the Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation process, the Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer have concluded that the Company's disclosure controls and procedures were effective as of December 31, 2024. There have been no changes in the Company's internal control over financial reporting that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

See Item 8 for the Report of Management on Internal Control over Financial Reporting and the Company's Independent Registered Public Accounting Firm's attestation report regarding internal control over financial reporting, which are incorporated herein by reference.

**Item 9B. Other Information**

During the three months ended December 31, 2024, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not Applicable.

### **PART III**

#### **Item 10. Directors, Executive Officers and Corporate Governance**

The information required by Items 401, 405, 406, 407(c)(3), (d)(4) and (d)(5), and 408(b) of Regulation S-K will be set forth in the Company's definitive proxy statement for its 2025 Annual Meeting of Shareholders (the "2025 Proxy Statement"). For the limited purpose of providing the information necessary to comply with this Item 10, the 2025 Proxy Statement is incorporated herein by this reference.

#### **Item 11. Executive Compensation**

The information required by Items 402 and 407(e)(4) and (e)(5) of Regulation S-K will be set forth in the Company's 2025 Proxy Statement. For the limited purpose of providing the information necessary to comply with this Item 11, the 2025 Proxy Statement is incorporated herein by this reference.

#### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters**

The information required by Items 201(d) and 403 of Regulation S-K will be set forth in the Company's 2025 Proxy Statement. For the limited purpose of providing the information necessary to comply with this Item 12, the 2025 Proxy Statement is incorporated herein by this reference.

#### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by Items 404 and 407(a) of Regulation S-K will be set forth in the Company's 2025 Proxy Statement. For the limited purpose of providing the information necessary to comply with this Item 13, the 2025 Proxy Statement is incorporated herein by this reference.

#### **Item 14. Principal Accounting Fees and Services**

The information required by Item 9(e) of Schedule 14A will be set forth in the Company's 2025 Proxy Statement. For the limited purpose of providing the information necessary to comply with this Item 14, the 2025 Proxy Statement is incorporated herein by this reference.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

#### 1. Financial Statements of Apple Hospitality REIT, Inc.

Report of Management on Internal Control over Financial Reporting

Report of Independent Registered Public Accounting Firm—KPMG LLP (PCAOB ID: 185 )

Report of Independent Registered Public Accounting Firm—KPMG LLP (PCAOB ID: 185 )

Report of Independent Registered Public Accounting Firm—Ernst & Young LLP (PCAOB ID: 42 )

Consolidated Balance Sheets as of December 31, 2024 and 2023

Consolidated Statements of Operations and Comprehensive Income for the years ended December 31, 2024, 2023 and 2022

Consolidated Statements of Shareholders' Equity for the years ended December 31, 2024, 2023 and 2022

Consolidated Statements of Cash Flows for the years ended December 31, 2024, 2023 and 2022

Notes to Consolidated Financial Statements

These financial statements are set forth in Item 8 of this report and are hereby incorporated by reference.

#### 2. Financial Statement Schedules

Schedule III—Real Estate and Accumulated Depreciation and Amortization (Included at the end of this Part IV of this report.)

Financial statement schedules not listed are either omitted because they are not applicable, or the required information is shown in the consolidated financial statements or notes thereto.

#### 3. Exhibit Listing

Exhibit Number	Description of Documents
3.1	<a href="#">Amended and Restated Articles of Incorporation of the Company, as amended (Incorporated by reference to Exhibit 3.1 to the Company's quarterly report on Form 10-Q (SEC File No. 001-37389) filed August 6, 2018)</a>
3.2	<a href="#">Third Amended and Restated Bylaws of the Company (Incorporated by reference to Exhibit 3.2 to the Company's quarterly report on Form 10-Q (SEC File No. 001-37389) filed May 18, 2020)</a>
4.1	<a href="#">Description of Securities Registered Under Section 12 of the Exchange Act (Incorporated by reference to Exhibit 4.1 to the Company's annual report on Form 10-K (SEC File No. 001-37389) filed February 22, 2024)</a>
10.1*	<a href="#">The Company's 2014 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K (SEC File No. 000-53603) filed June 4, 2014)</a>
10.2*	<a href="#">The Company's 2024 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K (SEC File No. 001-37389) filed May 28, 2024)</a>
10.3*	<a href="#">The Company's Executive Severance Pay Plan (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K (SEC File No. 000-53603) filed June 4, 2014)</a>
10.4*	<a href="#">First Amendment to the Company's Executive Severance Pay Plan (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K (SEC File No. 001-37389) filed March 27, 2019)</a>

10.5\* [Second Amendment to the Company's Executive Severance Pay Plan \(Incorporated by reference to Exhibit 10.3 to the Company's current report on Form 8-K \(SEC File No. 001-37389\) filed March 5, 2020\)](#)

10.6\* [Form of Restricted Stock Agreement \(2014 Omnibus Incentive Plan\) \(Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K \(SEC File No. 001-37389\) filed February 18, 2016\)](#)

10.7\* [Form of Restricted Stock Agreement \(2024 Omnibus Incentive Plan\) \(Incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K \(SEC File No. 001-37389\) filed May 28, 2024\)](#)

10.8\* [Amended and Restated Non-Employee Director Deferral Program \(FILED HEREWITH\)](#)

10.9 [Third Amended and Restated Credit Agreement dated as of July 25, 2022, among the Company, as borrower, certain subsidiaries of the Company, as guarantors, Bank of America, N.A., as Administrative Agent, KeyBank National Association and Wells Fargo Bank, National Association, as Co-Syndication Agents, U.S. Bank National Association, as Documentation Agent, Regions Bank as Managing Agent, the Lenders and Letter of Credit Issuers party thereto, and BofA Securities, Inc., KeyBanc Capital Markets, Wells Fargo Securities, LLC and U.S. Bank National Association, as Joint Lead Arrangers and Joint Bookrunners \(Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K \(SEC File No. 001-37389\) filed July 27, 2022\)](#)

10.10\* [Apple Hospitality REIT, Inc. Grant and Performance Award Agreement \(Incorporated by reference to Exhibit 10.3 to the Company's quarterly report on Form 10-Q \(SEC File No. 001-37389\) filed November 4, 2024\)](#)

19 [The Company's Policy on Inside Information and Insider Trading \(FILED HEREWITH\)](#)

21.1 [Subsidiaries of the Company \(FILED HEREWITH\)](#)

23.1 [Consent of KPMG LLP \(FILED HEREWITH\)](#)

23.2 [Consent of Ernst & Young LLP \(FILED HEREWITH\)](#)

31.1 [Certification of the Company's Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(FILED HEREWITH\)](#)

31.2 [Certification of the Company's Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(FILED HEREWITH\)](#)

31.3 [Certification of the Company's Chief Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(FILED HEREWITH\)](#)

32.1 [Certification of the Company's Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(FURNISHED HEREWITH\)](#)

97\* [The Company's Compensation Recovery Policy \(Incorporated by reference to Exhibit 97 to the Company's annual report on Form 10-K \(SEC File No. 001-37389\) filed February 22, 2024\)](#)

101 The following materials from the Company's annual report on Form 10-K for the year ended December 31, 2024 formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations and Comprehensive Income, (iii) the Consolidated Statements of Shareholders' Equity, (iv) the Consolidated Statements of Cash Flows, and (v) related notes to these financial statements, tagged as blocks of text and in detail (FILED HEREWITH)

104 The cover page from the Company's annual report on Form 10-K for the year ended December 31, 2024, formatted in iXBRL and contained in Exhibit 101.

\* Denotes Management Contract or Compensation Plan.

**Item 16. Form 10-K Summary**

None.

**SCHEDULE III**  
**Real Estate and Accumulated Depreciation and Amortization**  
**As of December 31, 2024**  
**(dollars in thousands)**

City	State	Description	Encumbrances	Land <sup>(1)</sup>	Initial Cost Bldg./ FF&E	/Other FF&E	Subsequent ly Capitalized Bldg. Imp. &		Total Gross	Acc.	Date of Construction	Date Acquired	Depreciable Life	# of Guest Rooms
							Cost <sup>(2)</sup>	Deprec.						
Anchorage	AK	Embassy Suites	\$ -	\$ 2,955	\$ 39,053	\$ 4,672	\$ 46,680	\$ 20,400	\$ )	Apr-2008	10	39 yrs.	169	
Anchorage	AK	Home2 Suites	-	2,683	21,606	314	24,603	5,581	\$ )	Dec-2015	17	39 yrs.	135	
Auburn	AL	Hilton Garden Inn	-	1,580	9,659	2,946	14,185	4,301	\$ )	Mar-2001	14	39 yrs.	101	
Birmingham	AL	Courtyard	-	2,310	6,425	1,813	10,548	3,372	\$ )	Mar-2007	14	39 yrs.	84	
Birmingham	AL	Hilton Garden Inn	-	3,425	15,555	89	19,069	4,393	\$ )	Sep-2017	17	39 yrs.	104	
Birmingham	AL	Home2 Suites	-	3,491	15,603	84	19,178	4,226	\$ )	Sep-2017	17	39 yrs.	106	
Birmingham	AL	Homewood Suites	-	1,010	12,981	4,650	18,641	5,891	\$ )	Mar-2005	14	39 yrs.	95	
Dothan	AL	Hilton Garden Inn	-	1,037	10,581	1,918	13,536	6,348	\$ )	Jun-2009	09	39 yrs.	104	
Dothan	AL	Residence Inn	-	970	13,185	1,625	15,780	5,088	\$ )	Mar-2008	14	39 yrs.	84	
Huntsville	AL	Hampton	-	550	11,962	1,459	13,971	3,562	\$ )	Sep-2013	16	39 yrs.	98	

Huntsville	AL	Hilton Garden Inn	-	890	11,227	2,729	14,846	4,594	( )	2005	Mar-14	39 yrs.	3	-	101
Huntsville	AL	Home2 Suites	-	490	10,840	1,316	12,646	3,234	( )	2013	Sep-16	39 yrs.	3	-	77
Huntsville	AL	Homewood Suites	-	210	15,654	2,756	18,620	6,695	( )	2006	Mar-14	39 yrs.	3	-	107
Mobile	AL	Hampton	-	-	11,452	2,033	13,485	3,803	( )	2006	Sep-16	39 yrs.	3	-	101
Prattville	AL	Courtyard	-	2,050	9,101	1,838	12,989	3,959	( )	2007	Mar-14	39 yrs.	3	-	84
Chandler	AZ	Courtyard	-	1,061	16,008	2,049	19,118	8,238	( )	2009	Nov-10	39 yrs.	3	-	150
Chandler	AZ	Fairfield	-	778	11,272	1,213	13,263	5,625	( )	2009	Nov-10	39 yrs.	3	-	110
Phoenix	AZ	Courtyard	-	1,413	14,669	3,157	19,239	8,518	( )	2007	Nov-10	39 yrs.	3	-	164
Phoenix	AZ	Hampton	-	-	15,209	2,357	17,566	5,024	( )	2008	Sep-16	39 yrs.	3	-	125
Phoenix	AZ	Hampton	-	3,406	41,174	156	44,736	9,736	( )	2018	May-18	39 yrs.	3	-	210
Phoenix	AZ	Homewood Suites	-	-	18,907	2,536	21,443	6,231	( )	2008	Sep-16	39 yrs.	3	-	134
Phoenix	AZ	Residence Inn	-	1,111	12,953	3,748	17,812	7,309	( )	2008	Nov-10	39 yrs.	3	-	129

Scottsdale	AZ	Hilton Garden Inn	6,000	26,811	3,059	35,870	7,545	)	2005	Sep-16	39 yrs.	3	-	
Tempe	AZ	Hyatt House	-	24,001	7	24,008	3,972	)	2020	Aug-20	39 yrs.	3	-	
Tempe	AZ	Hyatt Place	-	34,893	47	34,940	5,647	)	2020	Aug-20	39 yrs.	3	-	
Tucson	AZ	Hilton Garden Inn	1,005	17,925	2,494	21,424	10,444	)	2008	Jul-08	39 yrs.	3	-	
Tucson	AZ	Residence Inn	-	2,080	12,424	2,547	17,051	5,680	)	2008	Mar-14	39 yrs.	3	-
Tucson	AZ	TownePlace Suites	-	992	14,543	1,508	17,043	6,309	)	2011	Oct-11	39 yrs.	3	-
Agoura Hills	CA	Homewood Suites	-	3,430	21,290	2,911	27,631	8,822	)	2007	Mar-14	39 yrs.	3	-
Burbank	CA	Courtyard	19,698	12,916	41,218	5,910	60,044	13,731	)	2002	Aug-15	39 yrs.	3	-
Burbank	CA	Residence Inn	-	32,270	41,559	6,577	80,406	15,755	)	2007	Mar-14	39 yrs.	3	-

City	State	Description	Encumbrances	Initial Cost		Capitalized		Total Gross	Acc.	Date of	Date	Depreciable	# of Guest
				Land <sup>(1)</sup>	/Other	Bldg./ FF&E	FF&E						
Burbank	CA	SpringHill Suites	23,385	10,734	49,181	588	60,503	13,936	( )	2015	Jul-15	39 yrs.	170
Clovis	CA	Hampton	-	1,287	9,888	1,399	12,574	5,587	( )	2009	Jul-09	39 yrs.	86
Clovis	CA	Homewood Suites	-	1,500	10,970	1,941	14,411	6,299	( )	2010	Feb-10	39 yrs.	83
Cypress	CA	Courtyard	-	4,410	35,033	6,529	45,972	13,938	( )	1988	Mar-14	39 yrs.	180
Cypress	CA	Hampton	-	3,209	16,749	2,515	22,473	6,651	( )	2006	Jun-15	39 yrs.	110
Oceanside	CA	Courtyard	11,381	3,080	25,769	2,688	31,537	7,863	( )	2011	Sep-16	39 yrs.	142
Oceanside	CA	Residence Inn	-	7,790	24,048	2,672	34,510	9,292	( )	2007	Mar-14	39 yrs.	125
Rancho Bernardo/San Diego	CA	Courtyard	-	16,380	28,952	3,711	49,043	11,497	( )	1987	Mar-14	39 yrs.	210
Sacramento	CA	Hilton Garden Inn	-	5,920	21,515	4,116	31,551	10,183	( )	1999	Mar-14	39 yrs.	153
San Bernardino	CA	Residence Inn	-	1,490	13,662	3,993	19,145	7,369	( )	2006	Feb-11	39 yrs.	95
San Diego	CA	Courtyard	19,628	11,268	44,851	5,267	61,386	14,611	( )	2002	Sep-15	39 yrs.	245

San Diego	CA	Hampton	14,611	13,570	36,644	4,675	54,889	13,855	)	2001	Mar-14	39 yrs.	177
									(		3	-	
San Diego	CA	Hilton Garden Inn	-	8,020	29,151	5,687	42,858	12,220	)	2004	Mar-14	39 yrs.	200
									(		3	-	
San Diego	CA	Residence Inn	-	22,400	20,640	3,291	46,331	8,630	)	1999	Mar-14	39 yrs.	122
									(		3	-	
San Jose	CA	Homewood Suites	22,643	12,860	28,084	6,810	47,754	14,096	)	1991	Mar-14	39 yrs.	140
									(		3	-	
San Juan Capistrano	CA	Residence Inn	-	-	32,292	2,153	34,445	9,182	)	2012	Sep-16	39 yrs.	130
									(		3	-	
Santa Ana	CA	Courtyard	12,756	3,082	21,051	2,558	26,691	10,138	)	2011	May-11	39 yrs.	155
									(		3	-	
Santa Clarita	CA	Courtyard	-	4,568	18,721	4,427	27,716	11,554	)	2007	Sep-08	39 yrs.	140
									(		3	-	
Santa Clarita	CA	Fairfield	-	1,864	7,753	2,778	12,395	5,318	)	1997	Oct-08	39 yrs.	66
									(		3	-	
Santa Clarita	CA	Hampton	-	1,812	15,761	6,553	24,126	12,160	)	1988	Oct-08	39 yrs.	128
									(		3	-	
Santa Clarita	CA	Residence Inn	-	2,539	14,493	6,616	23,648	10,844	)	1997	Oct-08	39 yrs.	90
									(		3	-	
Tustin	CA	Fairfield	-	7,700	26,580	1,893	36,173	7,170	)	2013	Sep-16	39 yrs.	145
									(		3	-	
Tustin	CA	Residence Inn	-	11,680	33,645	2,161	47,486	9,446	)	2013	Sep-16	39 yrs.	149

										3
										-
Colorado Springs	CO	Hampton	-	1,780	15,860	933	18,573	4,798	2008	Sep-16
								)		39 yrs.
								(		3
										-
Denver	CO	Hilton Garden Inn	26,229	9,940	57,536	4,838	72,314	16,851	2007	Sep-16
								)		39 yrs.
								(		3
										-
Highlands Ranch	CO	Hilton Garden Inn	-	5,480	20,465	2,153	28,098	7,149	2006	Mar-14
								)		39 yrs.
								(		3
										-
Highlands Ranch	CO	Residence Inn	-	5,350	19,167	3,970	28,487	9,632	1996	Mar-14
								)		39 yrs.
								(		3
										-
Boca Raton	FL	Hilton Garden Inn	-	7,220	22,177	2,990	32,387	7,038	2002	Sep-16
								)		39 yrs.
								(		3
										-
Cape Canaveral	FL	Hampton	-	2,594	20,951	38	23,583	3,662	2020	Apr-20
								)		39 yrs.
								(		3
										-
Cape Canaveral	FL	Home2 Suites	-	2,415	19,668	45	22,128	3,520	2020	Apr-20
								)		39 yrs.
								(		3
										-
Cape Canaveral	FL	Homewood Suites	-	2,780	23,967	436	27,183	7,266	2016	Sep-16
								)		39 yrs.
								(		3
										-
Fort Lauderdale	FL	Hampton	-	1,793	21,357	5,955	29,105	10,410	2002	Jun-15
								)		39 yrs.
								(		3
										-
Fort Lauderdale	FL	Residence Inn	-	5,760	26,727	2,609	35,096	7,628	2014	Sep-16
								)		39 yrs.
								(		3
										-
Gainesville	FL	Hilton Garden Inn	-	1,300	17,322	2,334	20,956	5,239	2007	Sep-16
								)		39 yrs.
								(		3
										-
Gainesville	FL	Homewood Suites	-	1,740	16,329	2,926	20,995	5,526	2005	Sep-16
								)		39 yrs.



City	State	Description	Encumbrances	Initial Cost		Subsequentl y Capitalized		Total Gross	Acc.	Date of	Date	Depreciable	# of Guest
				Land <sup>(1)</sup>	/Other	Bldg./ FF&E	Imp. &						
Orlando	FL	Fairfield	-	3,140	22,580	3,347		29,067	12,563	2009	Jul-09	39 yrs.	200
Orlando	FL	Home2 Suites	-	2,731	18,063	153		20,947	4,335	2019	19	39 yrs.	128
Orlando	FL	SpringHill Suites	-	3,141	25,779	3,538		32,458	14,161	2009	Jul-09	39 yrs.	200
Panama City	FL	Hampton	-	1,605	9,995	1,573		13,173	5,828	2009	09	39 yrs.	95
Panama City	FL	TownePlace Suites	-	908	9,549	778		11,235	4,672	2010	10	39 yrs.	103
Pensacola	FL	TownePlace Suites	-	1,770	12,562	1,538		15,870	3,710	2008	16	39 yrs.	97
Tallahassee	FL	Fairfield	-	960	11,734	964		13,658	3,421	2011	16	39 yrs.	97
Tallahassee	FL	Hilton Garden Inn	-	-	10,938	883		11,821	4,184	2006	14	39 yrs.	85
Tampa	FL	Embassy Suites	-	1,824	20,034	4,231		26,089	11,334	2007	10	39 yrs.	147
Atlanta	GA	Home2 Suites	-	740	23,122	1,406		25,268	7,094	2016	Jul-16	39 yrs.	128
Atlanta / Downtown	GA	Hampton	-	7,861	16,374	4,138		28,373	5,986	1999	18	39 yrs.	119

Atlanta / Perimeter Dunwoody	GA	Hampton	-	3,228	26,498	230	29,956	5,884	2016	Jun- 18	39	132	
								)		-	yrs.		
								(		3	-		
										Mar-			
Macon	GA	Hilton Garden Inn	-	15,043	1,022	16,065	5,571	)	2007	14	39	101	
										-	yrs.		
								(		3	-		
										Mar-			
Savannah	GA	Hilton Garden Inn	-	14,716	2,710	17,426	6,584	)	2004	14	39	105	
										-	yrs.		
								(		3	-		
										Sep-			
Cedar Rapids	IA	Hampton	-	1,590	11,364	445	13,399	3,656	2009	16	39	103	
								)		-	yrs.		
								(		3	-		
										Sep-			
Cedar Rapids	IA	Homewood Suites	-	1,770	13,116	2,410	17,296	4,874	2010	16	39	95	
								)		-	yrs.		
								(		3	-		
										Sep-			
Davenport	IA	Hampton	-	400	16,915	987	18,302	5,202	2007	16	39	103	
								)		-	yrs.		
								(		3	-		
										Apr-			
Boise	ID	Hampton	-	20,156	1,335	21,114	3,734	26,183	11,980	2007	10	39	186
								)		-	yrs.		
								(		3	-		
										Sep-			
Des Plaines	IL	Hilton Garden Inn	-	10,000	38,116	4,308	52,424	11,352	2005	16	39	253	
								)		-	yrs.		
								(		3	-		
										Sep-			
Hoffman Estates	IL	Hilton Garden Inn	-	1,770	14,371	280 )	(3 )	15,861	4,894	2000	16	39	184
								)		-	yrs.		
								(		3	-		
										Nov-			
Mettawa	IL	Hilton Garden Inn	-	2,246	28,328	2,969	33,543	13,635	2008	10	39	170	
								)		-	yrs.		
								(		3	-		
										Nov-			
Mettawa	IL	Residence Inn	-	1,722	21,843	2,306	25,871	10,369	2008	10	39	130	
								)		-	yrs.		
								(		3	-		
										Sep-			
Rosemont	IL	Hampton	-	3,410	23,594	369	27,373	6,865	2015	16	39	158	
								)		-	yrs.		

										(	3
										-	-
Skokie	IL	Hampton	-	2,593	31,284	4,516	38,393	10,108	2000	Sep-16	39 yrs.
										(	3
Warrenville	IL	Hilton Garden Inn	-	1,171	20,894	2,955	25,020	10,692	2008	Nov-10	39 yrs.
										(	3
Merrillville	IN	Hilton Garden Inn	-	1,860	17,755	2,448	22,063	5,715	2008	Sep-16	39 yrs.
										(	3
Mishawaka	IN	Residence Inn	-	898	12,862	1,929	15,689	6,595	2007	Nov-10	39 yrs.
										(	3
South Bend	IN	Fairfield	-	2,090	23,361	1,792	27,243	6,724	2010	Sep-16	39 yrs.
										(	3
Overland Park	KS	Fairfield	-	1,230	11,713	2,050	14,993	4,985	2008	Mar-14	39 yrs.
										(	3
Overland Park	KS	Residence Inn	-	1,790	20,633	5,402	27,825	10,196	2000	Mar-14	39 yrs.
										(	3
Louisville	KY	AC Hotel	-	5,004	46,548	11	51,563	3,193	2018	Oct-22	39 yrs.
										(	3
Lafayette	LA	Hilton Garden Inn	-	17,898	6,773	24,671	11,380	2006	Jul-10	39 yrs.	
										(	3
Lafayette	LA	SpringHill Suites	-	709	9,400	1,108	11,217	4,422	2011	Jun-11	39 yrs.
										(	3
New Orleans	LA	Homewood Suites	-	4,150	52,258	14,718	71,126	22,214	2002	Mar-14	39 yrs.
										(	3
Marlborough	MA	Residence Inn	-	3,480	17,341	2,485	23,306	7,392	2006	Mar-14	39 yrs.



City	State	Description	Encumbrances	Initial Cost		Subsequently Capitalized		Total Gross	Acc.	Date of Construction	Date Acquired	Depreciable Life	# of Guest Rooms
				Land <sup>(1)</sup>	/Other	Bldg./ FF&E	Imp. &						
Westford	MA	Hampton	-	3,410	16,320	1,893		21,623	6,459	2007	Mar-14	39 yrs.	110
Westford	MA	Residence Inn	7,391	1,760	20,791	4,634		27,185	9,778	2001	Mar-14	39 yrs.	108
Annapolis	MD	Hilton Garden Inn	-	4,350	13,974	2,308		20,632	6,411	2007	Mar-14	39 yrs.	126
Silver Spring	MD	Hilton Garden Inn	-	1,361	16,094	1,796		19,251	8,058	2010	Jul-10	39 yrs.	107
Portland	ME	AC Hotel	-	6,767	61,602	64		68,433	6,415	2018	Aug-21	39 yrs.	178
Portland	ME	Aloft Hotel	-	6,002	47,177	29		53,208	5,441	2021	Sep-21	39 yrs.	157
Portland	ME	Residence Inn	30,500	4,440	51,534	1,147		57,121	11,830	2009	Oct-17	39 yrs.	179
Novi	MI	Hilton Garden Inn	-	1,213	15,052	2,839		19,104	8,393	2008	Nov-10	39 yrs.	148
Maple Grove	MN	Hilton Garden Inn	-	1,560	13,717	3,509		18,786	5,859	2003	Sep-16	39 yrs.	121
Rochester	MN	Hampton	-	916	13,225	2,871		17,012	8,116	2009	Aug-09	39 yrs.	124
St. Paul	MN	Hampton	-	2,523	29,365	464		32,352	5,932	2016	Mar-19	39 yrs.	160

										3		
										-		
Kansas City	MO	Hampton	-	727	9,363	2,848	12,938	5,723	1999	Aug-10	39 yrs.	122
								)				
								(			3	
											-	
Kansas City	MO	Residence Inn	-	2,000	20,818	4,179	26,997	9,625	2002	Mar-14	39 yrs.	106
								)				
								(			3	
											-	
St. Louis	MO	Hampton	-	1,758	20,954	11,235	33,947	16,662	2003	Aug-10	39 yrs.	190
								)				
								(			3	
											-	
St. Louis	MO	Hampton	-	758	15,287	4,161	20,206	8,801	2006	Apr-10	39 yrs.	126
								)				
								(			3	
											-	
Hattiesburg	MS	Courtyard	-	1,390	11,324	1,944	14,658	4,727	2006	Mar-14	39 yrs.	84
								)				
								(			3	
											-	
Hattiesburg	MS	Residence Inn	-	906	9,151	1,500	11,557	5,416	2008	Dec-08	39 yrs.	84
								)				
								(			3	
											-	
Carolina Beach	NC	Courtyard	-	7,490	31,588	5,257	44,335	13,160	2003	Mar-14	39 yrs.	144
								)				
								(			3	
											-	
Charlotte	NC	Fairfield	-	1,030	11,111	1,488	13,629	3,851	2010	Sep-16	39 yrs.	94
								)				
								(			3	
											-	
Durham	NC	Homewood Suites	-	1,232	18,343	9,053	28,628	13,214	1999	Dec-08	39 yrs.	122
								)				
								(			3	
											-	
Fayetteville	NC	Home2 Suites	-	746	10,563	1,749	13,058	5,690	2011	Feb-11	39 yrs.	118
								)				
								(			3	
											-	
Jacksonville	NC	Home2 Suites	-	910	12,527	1,413	14,850	3,911	2012	Sep-16	39 yrs.	105
								)				
								(			3	
											-	
Wilmington	NC	Fairfield	-	1,310	13,034	1,868	16,212	5,311	2008	Mar-14	39 yrs.	122
								)				





City	State	Description	Encumbrances	Initial Cost		Subsequentl y Capitalized		Total Gross	Acc.	Date of	Date	Depreciable	# of Guest
				Land <sup>(1)</sup>	/Other	Bldg./ FF&E	Bldg. Imp. &						
Twinsburg	OH	Hilton Garden Inn	-	1,419	16,614	4,647		22,680	11,269	1999	Oct-08	39 yrs.	142
Oklahoma City	OK	Hampton	-	1,430	31,327	3,053		35,810	15,113	2009	May-10	39 yrs.	200
Oklahoma City	OK	Hilton Garden Inn	-	1,270	32,700	2,487		36,457	8,725	2014	Sep-16	39 yrs.	155
Oklahoma City	OK	Homewood Suites	-	760	20,056	1,307		22,123	5,440	2014	Sep-16	39 yrs.	100
Oklahoma City (West)	OK	Homewood Suites	-	1,280	13,340	800		15,420	4,624	2008	Sep-16	39 yrs.	90
Portland	OR	Hampton	-	10,813	64,433	227		75,473	6,091	2017	Nov-21	39 yrs.	243
Collegeville/Philadelphia	PA	Courtyard	-	2,115	17,953	5,251		25,319	10,742	2005	Nov-10	39 yrs.	132
Malvern/Philadelphia	PA	Courtyard	-	996	20,374	3,403		24,773	10,031	2007	Nov-10	39 yrs.	127
Pittsburgh	PA	AC Hotel	-	3,305	31,605	77		34,987	2,347	2018	Oct-22	39 yrs.	134
Pittsburgh	PA	Hampton	-	2,503	18,537	5,127		26,167	12,393	1991	Dec-08	39 yrs.	132
Charleston	SC	Home2 Suites	-	3,250	16,778	2,194		22,222	5,458	2011	Sep-16	39 yrs.	122

Columbia	SC	Hilton Garden Inn	-	3,540	16,399	2,920	22,859	7,130	2006	14	39 yrs.	143
Columbia	SC	TownePlace Suites	-	1,330	10,839	1,475	13,644	3,798	2009	16	39 yrs.	91
Greenville	SC	Hyatt Place	-	2,802	27,700	145	30,647	3,060	2018	21	39 yrs.	130
Hilton Head	SC	Hilton Garden Inn	-	3,600	11,386	2,924	17,910	5,838	2001	14	39 yrs.	104
Franklin	TN	Courtyard	-	2,510	31,341	897	34,748	8,448	2008	16	39 yrs.	126
Franklin	TN	Residence Inn	-	2,970	29,208	1,749	33,927	8,344	2009	16	39 yrs.	124
Knoxville	TN	Homewood Suites	-	2,160	14,704	2,712	19,576	4,973	2005	16	39 yrs.	103
Knoxville	TN	SpringHill Suites	-	1,840	12,441	1,843	16,124	4,130	2006	16	39 yrs.	103
Memphis	TN	Hampton	-	2,449	37,097	4,950	44,496	10,757	2000	18	39 yrs.	144
Memphis	TN	Hilton Garden Inn	-	4,501	33,688	149	38,338	3,590	2019	21	39 yrs.	150
Nashville	TN	Hilton Garden Inn	-	2,754	39,997	4,431	47,182	19,872	2009	10	39 yrs.	194
Nashville	TN	Home2 Suites	-	1,153	15,206	1,866	18,225	7,003	2012	12	39 yrs.	119

Nashville	TN	TownePlace Suites	-	7,390	13,929	1,509	22,828	4,525	)	2012	Sep-16	39 yrs.	101
Addison	TX	SpringHill Suites	-	1,210	19,700	3,363	24,273	9,303	)	2003	Mar-14	39 yrs.	159
Arlington	TX	Hampton	-	1,217	8,738	2,127	12,082	5,139	)	2007	Dec-10	39 yrs.	98
Austin	TX	Courtyard	-	1,579	18,487	2,497	22,563	9,157	)	2009	Nov-10	39 yrs.	145
Austin	TX	Fairfield	-	1,306	16,504	2,316	20,126	8,371	)	2009	Nov-10	39 yrs.	150
Austin	TX	Hampton	-	1,459	17,184	5,874	24,517	11,690	)	1996	Apr-09	39 yrs.	124
Austin	TX	Homewood Suites	-	1,898	16,462	6,737	25,097	11,936	)	1997	Apr-09	39 yrs.	97
Austin/Round Rock	TX	Hampton	-	865	10,999	4,720	16,584	8,170	)	2001	Mar-09	39 yrs.	94
Austin/Round Rock	TX	Homewood Suites	-	2,180	25,644	2,525	30,349	7,150	)	2010	Sep-16	39 yrs.	115
Dallas	TX	Homewood Suites	-	4,920	29,427	4,790	39,137	8,543	)	2013	Sep-16	39 yrs.	130
Denton	TX	Homewood Suites	-	990	14,895	608	16,493	4,892	)	2009	Sep-16	39 yrs.	107
EI Paso	TX	Homewood Suites	-	2,800	16,657	2,335	21,792	7,037	)	2008	Mar-14	39 yrs.	114



City	State	Description	Encumbrances	Initial Cost		Subsequently Capitalized		Total Gross	Acc.	Date of	Date	Depreciable Life	# of Guest Rooms	
				Land <sup>(1)</sup>	/Other	Bldg./FF&E	FF&E							
Fort Worth	TX	Courtyard	-	2,313	15,825	306	18,444	4,718	( )	2017	17	Feb-17	39 yrs.	124
Fort Worth	TX	Hilton Garden Inn	-	4,637	25,073	2,661	32,371	2,746	( )	2012	21	Nov-12	39 yrs.	157
Fort Worth	TX	Homewood Suites	-	3,309	18,397	649	22,355	1,862	( )	2013	21	Nov-13	39 yrs.	112
Fort Worth	TX	TownePlace Suites	-	2,104	16,311	2,047	20,462	8,157	( )	2010	Jul-10	39 yrs.	140	
Frisco	TX	Hilton Garden Inn	-	2,507	12,981	1,811	17,299	7,619	( )	2008	08	Dec-08	39 yrs.	102
Grapevine	TX	Hilton Garden Inn	-	1,522	15,543	2,230	19,295	8,142	( )	2009	10	Sep-10	39 yrs.	110
Houston	TX	Courtyard	-	2,080	21,836	1,476	25,392	6,414	( )	2012	16	Sep-16	39 yrs.	124
Houston	TX	Marriott	-	4,143	46,623	19,694	31,072	19,794	( )	2010	10	Jan-10	39 yrs.	206
Houston	TX	Residence Inn	-	12,070	19,769	3,616	35,455	8,492	( )	2006	14	Mar-14	39 yrs.	129
Houston	TX	Residence Inn	-	2,070	11,186	1,739	14,995	3,973	( )	2012	16	Sep-16	39 yrs.	120
Lewisville	TX	Hilton Garden Inn	-	3,361	23,919	4,053	31,333	14,394	( )	2007	08	Oct-08	39 yrs.	165

San Antonio	TX	TownePlace Suites	-	2,220	9,610	1,690	13,520	4,447	( )	Mar-14	3 yrs.
Shenandoah	TX	Courtyard	-	3,350	17,256	188	20,794	4,913	( )	Sep-16	3 yrs.
Stafford	TX	Homewood Suites	-	1,880	10,969	625	13,474	4,664	( )	Mar-14	3 yrs.
Texarkana	TX	Hampton	-	636	8,723	2,585	11,944	4,976	( )	Jan-11	3 yrs.
Provo	UT	Residence Inn	-	1,150	18,277	3,809	23,236	8,607	( )	Mar-14	3 yrs.
Salt Lake City	UT	Courtyard	-	2,635	45,851	70	48,556	1,654	( )	Oct-23	39 yrs.
Salt Lake City	UT	Hyatt House	-	4,312	39,534	164	44,010	1,759	( )	Oct-23	39 yrs.
Salt Lake City	UT	Residence Inn	-	1,515	24,214	1,653	27,382	5,982	( )	Oct-17	39 yrs.
Salt Lake City	UT	SpringHill Suites	-	1,092	16,465	2,237	19,794	8,379	( )	Nov-10	39 yrs.
South Jordan	UT	Embassy Suites	-	1,533	35,490	39	37,062	1,253	( )	Nov-23	39 yrs.
Alexandria	VA	Courtyard	-	6,860	19,681	4,808	31,349	10,050	( )	Mar-14	39 yrs.
Alexandria	VA	SpringHill Suites	-	5,968	-	21,120	27,088	9,729	( )	Mar-09	39 yrs.

Charlottesville	VA	Courtyard	-	21,130	27,737	3,850	52,717	11,103	2000	Mar-14	39 yrs.	39 yrs.	139
Manassas	VA	Residence Inn	-	1,395	14,962	3,885	20,242	8,023	2006	Feb-11	39 yrs.	39 yrs.	107
Richmond	VA	Courtyard	-	13,509	2,003	-	23,618	25,621	8,108	2014	Jul-12	39 yrs.	135
Richmond	VA	Marriott	-	-	83,698	26,699	110,397	44,037	1984	Mar-14	39 yrs.	39 yrs.	413
Richmond	VA	Residence Inn	-	13,509	1,113	-	12,883	13,996	4,405	2014	Jul-12	39 yrs.	75
Suffolk	VA	Courtyard	-	940	5,186	1,835	7,961	3,206	2007	Mar-14	39 yrs.	39 yrs.	92
Suffolk	VA	TownePlace Suites	-	710	5,241	1,837	7,788	2,657	2007	Mar-14	39 yrs.	39 yrs.	72
Virginia Beach	VA	Courtyard	-	10,580	29,140	6,304	46,024	12,272	1999	Mar-14	39 yrs.	39 yrs.	141
Virginia Beach	VA	Courtyard	-	12,000	40,556	8,171	60,727	16,320	2002	Mar-14	39 yrs.	39 yrs.	160
Kirkland	WA	Courtyard	-	18,950	25,028	2,822	46,800	10,014	2006	Mar-14	39 yrs.	39 yrs.	150
Renton	WA	Residence Inn	-	6,746	49,185	78	56,009	2,013	2019	Oct-23	39 yrs.	39 yrs.	146
Seattle	WA	Residence Inn	-	63,484	92,786	6,014	162,284	36,666	1991	Mar-14	39 yrs.	39 yrs.	234

Tukwila	WA	Homewood Suites	-	8,130	16,659	5,097	29,886	9,703	1992	Mar-14	39	106
								)			yrs.	
								(			3	
											-	
Madison	WI	Embassy Suites	-	3,946	78,399	132	82,477	1,771	2024	Jun-24	39	262
								)			yrs.	
								(			3	
											-	
Madison	WI	Hilton Garden Inn	-	2,593	47,152	39	49,784	6,446	2021	Feb-21	39	176
								)			yrs.	
								(			3	
											-	
Washington D.C.	-	AC Hotel	-	15,681	104,953	106	120,740	2,805	2020	Mar-24	39	234
								)			yrs.	
								(			3	
											-	
Richmond	VA	Corporate Office	-	682	3,723	2,967	7,372	3,904	1893	May-13	39	N/A
								)			yrs.	
								(				
				254,300	839,187	5,112,110	588,711	6,540,008	1,803,214			29,558
				<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>			<u>\$</u>

Investment in Real Estate:	2024	2023	2022
Balance as of January 1			
	\$ 6,338,232	\$ 6,000,975	\$ 5,886,363
Acquisitions	203,074	293,802	86,467
Improvements	78,262	76,832	61,745
Dispositions	(74,684)	(227)	(7,425)
Assets held for sale <sup>(4)</sup>	(1,821)	(27,506)	(-
Impairment of depreciable real estate	(3,055)	(5,644)	(26,175)
Total gross cost as of December 31			
	6,540,008	6,338,232	6,000,975
Finance ground lease assets as of December 31	102,084	102,084	102,084
Total investment in real estate			
	\$ 6,642,092	\$ 6,440,316	\$ 6,103,059
Accumulated Depreciation and Amortization:	2024	2023	2022
Accumulated depreciation as of January 1	(1,647,850)	(1,480,043)	(1,302,246)
Depreciation expense	(187,555)	(180,185)	(178,641)
Accumulated depreciation on dispositions	(32,102)	(155)	(844)
Assets held for sale <sup>(4)</sup>	(89)	(12,223)	(-
Accumulated depreciation as of December 31	(1,803,214)	(1,647,850)	(1,480,043)
Accumulated amortization of finance leases as of December 31	(18,130)	(15,092)	(12,054)
Accumulated depreciation and amortization as of December 31	(1,821,344)	(1,662,942)	(1,492,097)

(1) Land is owned fee simple unless cost is \$0, which means the property is subject to a ground lease.

(2) The aggregate cost for U.S. federal income tax purposes is approximately \$

6.2

billion at December 31, 2024 (unaudited).

(3) Amount includes a reduction in cost due to recognition of an impairment loss.

(4) As of December 31, 2024, the Company had two hotels classified as held for sale, which are not included in this schedule. One was sold to an unrelated party in February 2025, while the other is expected to be sold in the first quarter of 2025.

(5) In May 2023, the Company entered into an operating lease for an initial 15 -year term with a third-party hotel operator at its independent boutique hotel in New York, New York for all hotel operations of the hotel's

210  
guest rooms .

(6) As part of the acquisition of the Courtyard and Hyatt House hotels in Salt Lake City, Utah, a corresponding free-standing parking garage that serves both hotels and the surrounding area was also acquired. All costs for the parking garage are presented with the Salt Lake City Hyatt House.

## 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.

### Apple Hospitality REIT, Inc.

By: **/s/ Justin G. Knight  
Justin G. Knight,  
Chief Executive Officer (Principal Executive Officer)** Date: February 24, 2025

By: **/s/ Elizabeth S. Perkins  
Elizabeth S. Perkins,  
Chief Financial Officer (Principal Financial Officer)** Date: February 24, 2025

By: **/s/ Rachel S. Labrecque  
Rachel S. Labrecque,  
Chief Accounting Officer (Principal Accounting Officer)** Date: February 24, 2025

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 date indicated.

By: **/s/ Glade M. Knight  
Glade M. Knight, Executive Chairman and Director** Date: February 24, 2025

By: **/s/ Justin G. Knight  
Justin G. Knight,  
Chief Executive Officer and Director (Principal Executive Officer)** Date: February 24, 2025

By: **/s/ Elizabeth S. Perkins  
Elizabeth S. Perkins,  
Chief Financial Officer (Principal Financial Officer)** Date: February 24, 2025

By: **/s/ Rachel S. Labrecque  
Rachel S. Labrecque,  
Chief Accounting Officer (Principal Accounting Officer)** Date: February 24, 2025

By: **/s/ Glenn W. Bunting, Jr.  
Glenn W. Bunting, Jr., Director** Date: February 24, 2025

By: **/s/ Jon A. Fosheim  
Jon A. Fosheim, Director** Date: February 24, 2025

By: **/s/ Kristian M. Gathright  
Kristian M. Gathright, Director** Date: February 24, 2025

By: **/s/ Carolyn B. Handlon  
Carolyn B. Handlon, Director** Date: February 24, 2025

By: **/s/ Blythe J. McGarvie  
Blythe J. McGarvie, Director** Date: February 24, 2025

By: **/s/ L. Hugh Redd  
L. Hugh Redd, Director** Date: February 24, 2025

By: **/s/ Howard E. Woolley  
Howard E. Woolley, Director** Date: February 24, 2025

**Amended and Restated Non-Employee Director Deferral Program**  
**Adopted March 23, 2024**

*Section 1. Purpose and Effect.*

(a) This Non-Employee Director Deferral Program (the "Program") is being adopted effective as of June 1, 2018 under the Apple Hospitality REIT, Inc. 2014 Omnibus Incentive Plan or any successor plan (the "Plan"). The Program authorizes the ability to elect to defer income that would otherwise be recognized by directors who are not also employees of the Company or one of its Affiliates ("Non-Employee Directors") upon their receipt of the annual retainer payable to Non-Employee Directors, which is payable in quarterly installments in the form of fully vested shares of Stock and cash. The Program shall be subject to the provisions of the Plan and the terms and conditions set forth in this document. Capitalized terms used, but not defined below shall have the meaning given such terms in the Plan.

(b) In accordance with the rules set forth herein, Non-Employee Directors may elect to defer the receipt of all or a portion of the annual retainer to which they are otherwise entitled by making a timely deferral election in accordance with the provisions of this document (a "Deferral Election"). For the avoidance of doubt, Non-Employee Directors may make Deferral Elections with respect to the portion of the annual retainer payable in cash (including cash fees paid for service as the Chair of a committee of the Board or Lead Independent Director) ("Cash Fees") and/or the portion of the annual retainer payable in fully vested shares of Stock ("Stock Fees"). Non-Employee Directors who elect to defer Cash Fees must also elect whether such deferred Cash Fees will be settled in shares of Stock or cash. All Deferral Elections in respect of Stock Fees and all Deferral Elections in respect of Cash Fees for which the Non-Employee Director elects to receive settlement in shares of Stock shall hereinafter be referred to as "Stock Deferral Elections," and all Deferral Elections in respect of Cash Fees for which the Non-Employee Director elects to receive settlement in cash shall hereinafter be referred to as "Cash Deferral Elections."

(c) This Program will be administered under the supervision of the Nominating and Corporate Governance Committee of the Board (the "Committee"), and the Committee will prescribe guidelines and forms for the implementation and administration of this Program. The Committee's decisions in its administration of this Program are final, conclusive, and binding on all Persons. The Committee may amend, suspend, or terminate this Program at any time and for any reason; provided, however, that no amendment, suspension or termination will, without the consent of the Non-Employee Director, impair the rights or obligations of a Non-Employee Director hereunder with respect to any award previously granted under this Program.

*Section 2. Deferral Election.*

(a) To elect a deferral, a Non-Employee Director must make a Deferral Election in accordance with this Program on or before December 31 of the year preceding the year in which the annual retainer would otherwise have been earned (except for calendar year 2018). A Non-Employee Director who is newly elected to the Board may make a Deferral Election within thirty (30) days after the date of being elected to the Board provided that such Deferral Election may only relate to payments that relate to services performed after the date such Deferral Election is

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made, as determined in accordance with Section 409A of the Code. Notwithstanding the foregoing, with respect to calendar year 2018, a Non-Employee Director may make a Deferral Election in accordance with this Program on or before June 30, 2018, and any such Deferral Election shall only relate to payments that relate to services performed by the Non-Employee Director during the period commencing on the later of (i) June 1, 2018 and (ii) the day after the date such Deferral Election is made, and ending on February 28, 2019.

(b) A Deferral Election made pursuant to this Section 2 shall be timely made in writing and shall specify the time of payment in accordance with the rules for payment under Section 4 of this Program. Any Deferral Election made pursuant to this Section 2 shall be irrevocable.

(c) Deferral Elections made pursuant to this Program must be made in writing in such form as determined by the Committee, and shall be subject to such other procedural rules as the Committee may establish. The Deferral Election forms must be received by the Company (to the attention of the individual specified in the Deferral Election) by the time prescribed in Section 2(a) of this Program.

*Section 3. Deferral Account.* A deferral account ("Deferral Account") shall be established and maintained for each Non-Employee Director who has made a Deferral Election, subject to the following rules:

(a) For each Stock Deferral Election, a vested deferred Stock Unit (a "Deferred Stock Unit") shall be credited to the Non-Employee Director's Deferral Account as of each date on which the applicable portion of the annual retainer otherwise would have been paid to the Non-Employee Director (whether in Stock or cash) (each such date, a "Quarterly Deferral Date"). With respect to any Stock Fees deferred by a Non-Employee Director pursuant to a Stock Deferral Election, the number of Deferred Stock Units that shall be credited to the Non-Employee Director's Deferral Account shall be equal to the number of shares of Stock that otherwise would have been paid to the Non-Employee Director on the applicable Quarterly Deferral Date in respect of such Stock Fees, rounded to the nearest whole unit. With respect to any Cash Fees deferred by a Non-Employee Director pursuant to a Stock Deferral Election, the number of Deferred Stock Units that shall be credited to the Non-Employee Director's Deferral Account shall be equal to the amount of such Cash Fees that otherwise would have been paid to the Non-Employee Director on the applicable Quarterly Deferral Date divided by the Fair Market Value of a share of Stock on such Quarterly Deferral Date, rounded to the nearest whole unit. No Stock underlying a Deferred Stock Unit will be issued to a Non-Employee Director until the Payment Date, as specified in Section 4 of this Program.

(b) With respect to each Deferred Stock Unit credited to the Non-Employee Director's Deferral Account pursuant to Section 3(a), the Non-Employee Director's Deferral Account shall be credited, on a quarterly basis as of each subsequent Quarterly Deferral Date, with additional Deferred Stock Units (each, an "Additional Deferred Stock Unit") in respect of each cash dividend declared by the Company on the outstanding shares of Stock, and for which a record date occurs, between the date the Deferred Stock Unit is credited to the Non-Employee Director's Deferral Account and the Quarterly Deferral Date in question. The number of Additional Deferred Stock Units to be credited to the Non-Employee Director's Deferral Account as of each Quarterly Deferral Date in respect of such dividends shall be equal to (i) the product of (A) the number of

Deferred Stock Units as of the immediately preceding Quarterly Deferral Date and (B) the aggregate applicable dividend amount for all dividends for which a record date occurs between such immediately preceding Quarterly Deferral Date and the Quarterly Deferral Date in question, divided by (ii) the Fair Market Value of a share of Stock on the Quarterly Deferral Date in question. Additional Deferred Stock Units, if any, shall be credited to Deferral Accounts on a quarterly basis on or as soon as practicable following each Quarterly Deferral Date; provided, however, that with respect to the quarterly period during which a Non-Employee Director's Payment Date (as defined below) occurs, Additional Deferred Stock Units in respect of any cash dividends declared by the Company since the immediately preceding Quarterly Deferral Date prior to the Non-Employee Director's Payment Date shall be credited as of the later of (x) the Payment Date and (y) the payment date of the most recent dividend declared during such quarterly period. With respect to each crediting of Additional Deferred Stock Units pursuant to this Section 3(b), the number of Additional Deferred Stock Units credited as of each Quarterly Deferral Date to each Non-Employee Director's Deferral Account shall be rounded to the nearest whole unit.

(c) With respect to each Cash Deferral Election, a cash amount shall be credited to the Non-Employee Director's Deferral Account as of each Quarterly Deferral Date. The amount credited shall be equal to the amount of Cash Fees that otherwise would have been paid to the Non-Employee Director on such Quarterly Deferral Date.

(d) With respect to all deferred Cash Fees credited to the Non-Employee Director's Deferral Account pursuant to Section 3(c), the Non-Employee Director's Deferral Account shall be credited, on a quarterly basis as of each subsequent Quarterly Deferral Date, with an additional cash amount in respect of each cash dividend declared by the Company on the outstanding shares of Stock, and for which a record date occurs, between the immediately preceding Quarterly Deferral Date and the Quarterly Deferral Date in question. The additional cash amount to be credited to the Non-Employee Director's Deferral Account as of each Quarterly Deferral Date in respect of such dividends shall be equal to (i) the quotient obtained by dividing (A) the amount of deferred cash balance in the Deferral Account as of the immediately preceding Quarterly Deferral Date by (B) the Fair Market Value of a share of Stock on the Quarterly Deferral Date in question, multiplied by (ii) the aggregate applicable dividend amount for all dividends for which a record date occurs between such immediately preceding Quarterly Deferral Date and the Quarterly Deferral Date in question. Additional cash amounts, if any, shall be credited to Deferral Accounts on a quarterly basis on or as soon as practicable following each Quarterly Deferral Date; provided, however, that with respect to the quarterly period during which a Non-Employee Director's Payment Date occurs, additional cash amounts in respect of any cash dividends declared by the Company since the immediately preceding Quarterly Deferral Date prior to the Non-Employee Director's Payment Date shall be credited as of the later of (x) the Payment Date and (y) the payment date of the most recent dividend declared during such quarterly period.

(e) The number of Deferred Stock Units credited to the Non-Employee Director's Deferral Account, if any, shall be appropriately and equitably adjusted to reflect any change in the outstanding shares of Stock of the Company in the event of any stock dividend or other distribution payable in capital stock, recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, exchange of shares or other securities of the Company, or other similar corporate transaction or event affecting the shares of Stock.

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(f) Non-Employee Directors who elect to make a Stock Deferral Election in accordance with this Program will have no rights as stockholders of the Company with respect to Deferred Stock Units credited to their Deferral Accounts.

*Section 4. Payment of Deferred Amounts.*

(a) Payment of the aggregate value in a Non-Employee Director's Deferral Account shall be made in a lump sum at the time of or in connection with the event specified by the Non-Employee Director in his or her Deferral Election (the "Payment Date"), but in no event later than sixty (60) days following the Payment Date.

(b) Deferred Stock Units credited to a Non-Employee Director's Deferral Account in respect of Stock Deferral Elections shall be settled solely in the form of whole shares of Stock. The number of whole shares of Stock payable to the Non-Employee Director shall be equal to the number of Deferred Stock Units in the Non-Employee Director's Deferral Account.

(c) The cash amounts credited to a Non-Employee Director's Deferral Account in respect of Cash Deferral Elections shall be paid to the Non-Employee Director solely in the form of cash.

(d) In the event a Non-Employee Director dies prior to receiving payment of the aggregate value in his or her Deferral Account, such payment shall be made to the Non-Employee Director's designated beneficiary(ies) (or, if none, his or her estate) as soon as practicable following the Non-Employee Director's death (but in no event later than sixty (60) days following such death).

(e) The delivery of shares of Stock hereunder shall be subject to and contingent upon the completion of any registration or qualification of the Stock under any federal or state law or governmental rule or regulation that the Company, in its sole discretion, determines to be necessary or advisable.

*Section 5. Unfunded and Unsecured Program.* All Deferral Accounts shall be hypothetical in nature and shall be maintained for bookkeeping purposes only. All Deferral Accounts shall be unfunded for tax purposes and no provision shall be made at any time with respect to segregating assets of the Company for payment of amounts in any Deferral Account. The obligation of the Company to make payments pursuant to this Program constitutes an unsecured but legally enforceable promise of the Company to make such payments.

*Section 6. Construction.* This Program is intended to comply with Section 409A of the Code to the extent subject thereto, and, accordingly, to the maximum extent permitted, this Program will be interpreted and administered to be in compliance with Section 409A of the Code. Any Deferral Election that is inconsistent with Section 409A of the Code shall not be effective. Notwithstanding anything to the contrary in the Plan or this Program, neither the Company, its Affiliates, the Board, nor the Committee will have any obligation to take any action to prevent the assessment of any excise tax or penalty on any Non-Employee Director under Section 409A of the Code, and neither the Company, its Affiliates, the Board, nor the Committee will have any liability to any Non-Employee Director or other Person for such tax or penalty.

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## APPLE HOSPITALITY REIT, INC.

### Policy on Inside Information and Insider Trading

#### A. Background/Purpose

Under federal and state securities laws, it is illegal to purchase or sell securities of Apple Hospitality REIT, Inc. (the “**Company**”) while in possession of material, non-public information related to, affecting or regarding the Company or its subsidiaries (such information, “**Inside Information**”), or to disclose Inside Information to others who then trade in the securities of the Company. Insider trading violations are pursued vigorously by the Securities and Exchange Commission (the “**SEC**”) and other governmental agencies and can result in severe penalties. While the regulatory authorities usually concentrate their efforts on the individuals who trade, or who tip Inside Information to others who trade, the federal securities laws also impose potential liability on companies and other “controlling persons” if they fail to take reasonable steps to prevent insider trading by company personnel.

The Company has adopted this Policy on Inside Information and Insider Trading (this “**Policy**”) both to satisfy the Company’s obligation to prevent insider trading and to help the Company’s personnel and its external advisors avoid violating insider trading laws.

#### B. Applicability of Policy

##### 1. Covered Persons

This Policy applies to the following people (collectively, “**Covered Persons**”):

- all officers of the Company and its subsidiaries;
- all members of the Company’s Board of Directors (“**directors**”);
- all employees of the Company and its subsidiaries;
- any family members or persons that reside in the same household as any of the foregoing persons; and
- any other person or entity over whom any of the foregoing persons exercises substantial control over his, her or its securities trading decisions.

The failure of any person subject to this Policy to observe and strictly adhere to the policies and procedures set forth herein at all times will be grounds for disciplinary action, up to and including dismissal. To ensure that Company confidences are protected to the maximum extent possible, no individuals other than specifically authorized personnel may release material information to the public, or respond to inquiries from the media, analysts or others outside the Company.

All consultants and outside advisors assisting the Company on sensitive matters are expected to abide by the Policy, although the Company assumes no responsibility with respect to the actions of persons who are not under its direct control.

## 2. Covered Transactions

This Policy applies to all transactions in the Company's securities, including common shares (including any securities that are exercisable for, or convertible or exchangeable into, common shares) and any other securities the Company may issue from time to time whether or not pursuant to any benefit plan adopted by the Company.

*Omnibus Incentive Plan.* For purposes of this Policy, the Company considers transactions between Covered Persons and the Company with respect to grants under its 2024 Omnibus Incentive Plan or other Company equity incentive plan (or, to the extent applicable, granted outside such plan) to be exempt from this Policy. Such transactions include, without limitation, the following:

- the exercise of options for cash;
- the exercise of options on a "net exercise" basis pursuant to which an optionee either (i) delivers outstanding shares of common stock to the Company or (ii) authorizes the Company to withhold from issuance shares of common stock issuable upon exercise of the option, in either case, having a fair market value on the date of exercise equal to the aggregate exercise price; or
- the forfeiture to the Company of restricted shares of common stock or share units to cover withholding tax obligations.

Thus, restrictions contained in this Policy would apply to the sale of the Company's securities in the open market to pay the exercise price of an option and to the "cashless exercise" effected through a broker or "same day sale" of an option. In addition, any sale of the underlying securities acquired upon the exercise of an option is subject to the Policy. This Policy does not apply to the granting of options or other equity awards.

*Employee Stock Purchase Plan.* This Policy applies to your election to participate (including changes to your election) in an employee stock purchase plan maintained by the Company, and to any sales of the Company's securities purchased pursuant to such plan. However, assuming your election to participate in such plan is made in accordance with this Policy and the terms of such plan, this Policy does not apply to the following purchases of the Company's securities through such plan: (i) periodic purchases resulting from your periodic contribution of money to the plan pursuant to an election you make to participate in such plan (or changes to such election), or (ii) lump sum purchases resulting from lump sum contributions to any such plan, provided that your election to participate by lump sum payment was made at the beginning of the applicable enrollment period.

*Gifts.* All gifts of the Company's securities are also subject to the restrictions in this Policy, except for *bona fide* gifts for which the person making the gift has no reason to believe that the recipient intends to sell the Company's securities while the person making the gift is aware of material nonpublic information. Restricted Persons must pre-clear gifts as described in Section D.3 below ("Specific Policies-Pre-clearance"), including, without limitation, *bona fide* gifts described in the immediately preceding sentence.

*Other Prohibitions.* In addition to the other restrictions set forth in this Policy, the following transactions are strictly prohibited at all times:

- trading in call or put options involving the Company's securities and other derivative securities;
- engaging in short sales of the Company's securities;
- holding the Company's securities in accounts that are subject to margin calls;
- other hedging or monetization transactions related to the Company's securities, including the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds; and
- pledging more than 50% of the number the Company's securities held individually to secure loans.

If you are unsure whether or not a particular transaction is prohibited under this Policy, you should consult with the person designated by the Company's Chief Legal Officer as the compliance officer (the "**Compliance Officer**") **prior to** engaging in, or entering into, an agreement, understanding or arrangement to engage in, such transaction.

## **C. General Policy**

No Covered Person who is in possession of Inside Information may, either directly or indirectly (including, without limitation, through a family member, friend or entity in which you or any of your family members is a director, officer or controlling equity holder or beneficiary), (i) purchase or sell the Company's securities, (ii) engage in any other action to take advantage of Inside Information or (iii) provide Inside Information to any other person outside of the Company, including family and friends.

In addition, Covered Persons may not purchase or sell any securities of any other company, such as a lender, possible acquisition target or competitor of the Company, when in possession of material non-public information concerning any such other company obtained in the course of his or her employment with, or service to, the Company or any of its subsidiaries.

## D. Specific Policies

### 1. Black-out Periods

All directors and officers of the Company and its subsidiaries who are subject to the reporting and “short-swing profit” liability provisions of Section 16 of the Securities Exchange Act of 1934, as well as certain key employees designated from time to time and notified of such designation by the Compliance Officer, as well as any family members or other persons that reside in the same household as those persons or reside outside of such household but are economically dependent on any of the foregoing persons and any other person or entity over whom any of the foregoing persons exercises substantial control over his, her or its securities trading decisions (all of the foregoing being “**Restricted Persons**”) are subject to additional restrictions on their ability to engage in purchase or sale transactions (or gifts) involving the Company’s securities. Restricted Persons are more likely to have access to Inside Information regarding the Company because of their positions or affiliations with the Company and, as a result, their trades in the Company’s securities are more likely to be subject to greater scrutiny. Accordingly, Restricted Persons are prohibited from purchasing, selling, or making gifts of (except for *bona fide* gifts as described in Section B.2), the Company’s securities during the period beginning on the close of market on the 15<sup>th</sup> day prior to the end of each fiscal quarter and ending two business days following public disclosure of the financial results for that quarter or the full year.

Quarter	Blackout Period Begins	Blackout Period Ends
1	March 16	Two business days after Q1 earnings are publicly released (typically early May)
2	June 15	Two business days after Q2 earnings are publicly released (typically early August)
3	September 15	Two business days after Q3 earnings are publicly released (typically early November)
4	December 16	Two business days after annual earnings are publicly released (typically end of February)

In addition, from time to time, the Company may impose special black-out periods, even when trading otherwise may be permitted, on one or more Restricted Persons and other employees of the Company if, (i) in the judgment of the Compliance Officer, it is likely that such person or persons have become aware of significant corporate developments that have not yet been disclosed to the public or (ii) material information is known to the Company and not yet disclosed to the public. If certain Restricted Persons or other employees of the Company become subject to a special black-out period, such persons are prohibited from (i) trading in the Company’s securities and (ii) disclosing to others the fact they are subject to such special black-out period. These special black-out periods may vary in length and may or may not be broadly communicated to Covered Persons. This restriction does not apply to transactions made under an approved Trading Plan (as

defined below). The Company would re-open trading at the beginning of the 3<sup>rd</sup> day following the date of public disclosure of such significant corporate developments.

## 2. "Tipping" of Information

Covered Persons may not disclose, convey or "tip" Inside Information to any person by providing them with Inside Information other than to disclose on a "need to know" basis to officers and employees of the Company or outside advisors in the course of performing their duties for the Company. When sharing Inside Information with other officers and employees of the Company or outside advisors, or other persons involved in the business and affairs of the Company, such information should be confined to as small a group as possible. Unlawful tipping includes passing on Inside Information to friends, family members or acquaintances under circumstances that suggest that persons subject to this Policy were trying to help the recipients of such information to make a profit or avoid a loss by trading in the Company's securities based on such information.

## 3. Pre-clearance

A Restricted Person must obtain prior clearance from the Compliance Officer, or such person's designee, before such Restricted Person makes any purchases or sales (or gifts) of the Company's securities, regardless of whether or not a black-out period is then in effect. In evaluating each proposed transaction, the Compliance Officer or such person's designee will consult as necessary with senior management and outside counsel before clearing any proposed trade. Clearance of a transaction is valid for no more than the 5-business day period immediately following receipt by the Restricted Person of such clearance. The Compliance Officer is under no obligation to approve a transaction submitted for pre-clearance and will have sole discretion to determine whether or not to pre-clear the transaction. If clearance is denied, the fact of such denial must be kept confidential by the person requesting such clearance. Restricted Persons do not need to receive pre-clearance for trades pursuant to an approved Trading Plan, but must receive prior approval before implementing such a plan by the Compliance Officer, or such person's designee.

## 4. Trading Plans

Notwithstanding the prohibition against insider trading, Rule 10b5-1 under the Securities Exchange Act of 1934 ("Rule 10b5-1") and this Policy permit Restricted Persons to trade in Company securities regardless of their awareness of inside information if the transaction is made pursuant to a pre-arranged trading plan (a "**Trading Plan**") that (i) meets certain conditions of Rule 10b5-1, (ii) was entered into outside of a black-out period and when the Restricted Person was not in possession of material, non-public information about the Company, and (iii) is operated in good faith. This Policy requires Trading Plans to be written, to specify the amount of, date on, and price at which the Company securities are to be traded or establish a formula for determining such items, and to comply with and be operated in accordance with the conditions of Rule 10b5-1, including the following:

- trades under the Trading Plan, and in certain circumstances, an amended Trading Plan, may not commence until expiration of the "cooling-off period" set forth in Rule 10b5-1;

- the Trading Plan must include representations that (i) the person is not aware of material non-public information about the Company or its securities; and (ii) the person is adopting, or in certain cases amending, the Trading Plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b-5;
- no person may have more than one Trading Plan outstanding at any given time, unless otherwise permitted by the limited exceptions of Rule 10b5-1 (such as plans relating to “sell to cover” arrangements intended to satisfy tax withholding obligations upon the vesting of equity awards); and
- no person may have more than one single-trade Trading Plan (a plan designed to effect the open-market purchase or sale of the total amount of securities covered by the plan in a single transaction) within any consecutive 12-month period, unless otherwise permitted by the limited exceptions of Rule 10b5-1.

A Restricted Person who wishes to enter into, amend or terminate (other than by expiration) a Trading Plan must submit the Trading Plan, or the amendment or notice of termination of the Trading Plan, to the Compliance Officer for approval prior to the adoption, amendment or termination of the Trading Plan. Subject to prior approval by the Compliance Officer, a Restricted Person may amend or replace his or her Trading Plan only during periods when trading is permitted in accordance with this Policy and when the Restricted Person was not in possession of material, non-public information about the Company.

Restricted Persons subject to this Policy must promptly report to the Compliance Officer the adoption, amendment or termination of any trading plan that is not a Trading Plan, but that was entered into by a Company director or executive officer at a time they asserted they were not aware of material non-public information about the Company or its securities.

#### **E. Compliance**

All Covered Persons must promptly report, in accordance with the procedures set forth in the Company’s Code of Business Conduct and Ethics, any trading in the Company’s securities by any Covered Person, or any disclosure of Inside Information or material non-public information concerning other companies by such Covered Person, that such person has reason to believe may violate this Policy or federal or state securities laws. Covered Persons may also report such trading or disclosure that such person has reason to believe may violate this Policy or federal or state securities laws using the Company’s whistleblower hotline as described in the Company’s employee handbook.

Persons in possession of Inside Information when their employment or service terminates may not trade in the Company’s securities until that information has become public or is no longer material.

#### **F. Additional Information**

##### 1. What is Inside Information?

“Inside Information” is material information about the Company that is not available to the public. Information generally becomes available to the public when it has been disclosed by the Company or third parties in a press release or other authorized public statement, including any filing with the SEC. In general, information is considered to have been made available to the public on the second trading day after the formal release of the information. In other words, there is a presumption that the public needs approximately one complete trading day to receive and absorb such information.

## 2. What is Material Information?

As a general rule, information about the Company is “material” if it could reasonably be expected to affect someone’s decision to buy, hold or sell the Company’s securities. In particular, information is considered to be material if its disclosure to the public would be reasonably likely to affect (i) an investor’s decision to buy or sell the securities of the company to which the information relates, or (ii) the market price of that company’s securities. While it is not possible to identify in advance all information that will be deemed to be material, some examples of such information would include the following:

- significant changes in financial results and/or financial condition and financial projections;
- news of major new contracts or possible loss of business;
- dividends or stock splits;
- share redemption or repurchase programs;
- changes in management or control;
- plans or agreements related to significant mergers, acquisitions, reorganizations or joint ventures;
- significant litigation or regulatory developments;
- significant increases or decreases in the amount of outstanding securities or indebtedness;
- write-ups or write-downs of assets or changes in accounting methods;
- actual or projected changes in industry circumstances or competitive conditions that could significantly affect the Company’s revenues, earnings, financial position or future prospects; and
- transactions with directors, officers or principal security holders.

It can sometimes be difficult to know whether information would be considered "material." The determination of whether information is material is almost always clearer after the fact, when the effect of that information on the market can be quantified. Although you may have information about the Company that you do not consider to be material, federal regulators and others may conclude (with the benefit of hindsight) that such information was material. Therefore, trading in the Company's securities when you possess non-public information about the Company can be risky. When doubt exists, the information should be presumed to be material. **If you are unsure whether you are in possession of material, non-public information, you should consult with the Compliance Officer prior to engaging in, or entering into an agreement, understanding or arrangement to engage in, a purchase or sale transaction (or gift) of any of the Company's securities.**

### 3. What is the Penalty for Insider Trading?

Trading on Inside Information is a crime. The consequences of insider trading and tipping are severe and may, in some cases, be applied to the Company as well as to the individual who illegally trades or tips. Possible consequences include criminal prosecution with the potential for prison terms and additional fines if convicted, civil penalties, termination of employment and personal embarrassment resulting from adverse publicity.

### **G. Certification**

You must sign, date and return the attached Certification (or such other certification as the Compliance Officer may deem appropriate) stating that you have received, read, understand and agree to comply with the Company's Policy on Inside Information and Insider Trading. The Company may require you to sign such a Certification on an annual basis, which Certification may be in electronic format. Please note that you are bound by the Policy whether or not you sign the Certification.

If you have any questions with regard to this Policy, you should consult with the Compliance Officer.

**Approved: [●], 2025**

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## **CERTIFICATION**

I hereby certify that I:

- have read and understand the Policy on Inside Information and Insider Trading and related procedures, a copy of which was distributed with this Certificate;
- have complied with the foregoing policy and procedures; and
- will continue to comply with the policy and procedures set forth in the Policy;

Signature:

Name:

(Please print)

Title:

Date:

**Subsidiaries of  
Apple Hospitality REIT, Inc.  
At December 31, 2024**

**(The state of incorporation or organization of each subsidiary is Virginia, except as noted below)**

**A. Direct Subsidiaries**

Apple Air Holding, LLC  
Apple Fund Management, LLC  
Apple Acquisition Company, LLC  
Apple Nine Hospitality, Inc.  
Apple Nine Oklahoma, LLC  
Apple REIT Eight, Inc.  
Apple REIT Seven, Inc.  
Apple REIT Ten, Inc.

**B. Indirect Subsidiaries (held through direct subsidiaries or other indirect subsidiaries)**

Apple Eight California, Inc.  
Apple Eight Hospitality Management, Inc.  
Apple Eight Hospitality Massachusetts Services, Inc.  
Apple Eight Hospitality Massachusetts, Inc.  
Apple Eight Hospitality Midwest, LLC  
Apple Eight Hospitality Ownership, Inc.  
Apple Eight Hospitality Texas Services, LLC  
Apple Eight Hospitality, Inc.  
Apple Eight NC GP, Inc.  
Apple Eight NC LP, Inc.  
Apple Eight North Carolina, L.P.  
Apple Eight Services Jacksonville, Inc.  
Apple Eight Services Westford, Inc.  
Apple Eight SPE Savannah, Inc.  
Apple Eight SPE Westford, Inc.  
Apple Hospitality Anchorage 7056, LLC  
Apple Hospitality Cleveland 7138, LLC  
Apple Hospitality DC 7146, LLC  
Apple Hospitality FTW Charlie, LLC  
Apple Hospitality FTW Northton, LLC  
Apple Hospitality Grapevine, LLC  
Apple Hospitality HBC, LLC  
Apple Hospitality Huntsville 7423, LLC  
Apple Hospitality Kirkland, LLC  
Apple Hospitality Las Vegas 7145, LLC  
Apple Hospitality Louisville 7136, LLC  
Apple Hospitality Madison 7131, LLC  
Apple Hospitality Memphis, LLC  
Apple Hospitality Miami 7435, LLC  
Apple Hospitality New Orleans 7427, LLC  
Apple Hospitality Pittsburgh 7137, LLC  
Apple Hospitality Portland Pearl District, LLC  
Apple Hospitality Prattville 7443, LLC  
Apple Hospitality Renton 7143, LLC

Apple Hospitality San Diego 7437, LLC  
Apple Hospitality SDRBC, LLC  
Apple Hospitality Seattle Lake Union, LLC  
Apple Hospitality SLC Garage 7142, LLC  
Apple Hospitality SLCC 7140, LLC  
Apple Hospitality SLCH 7141, LLC  
Apple Hospitality Somerset 7601, LLC  
Apple Hospitality South Jordan 7144, LLC  
Apple Hospitality Tukwila 7648, LLC  
Apple Nine Florida Services, Inc.  
Apple Nine Hospitality Management, Inc.  
Apple Nine Hospitality Ownership, Inc.  
Apple Nine Hospitality Texas Services, Inc.  
Apple Nine Hospitality Texas Services II, Inc.  
Apple Nine Hospitality Texas Services III, Inc.  
Apple Nine Hospitality Texas Services IV, Inc.  
Apple Nine Hospitality Texas Services V, Inc.  
Apple Nine Louisiana, L.P.  
Apple Nine Louisiana GP, Inc.  
Apple Nine Malvern Pennsylvania Business Trust\*  
Apple Nine Missouri, LLC  
Apple Nine NC GP, Inc.  
Apple Nine NC LP, Inc.  
Apple Nine North Carolina, L.P.  
Apple Nine Pennsylvania Business Trust\*  
Apple Nine Pennsylvania, Inc.  
Apple Nine Services Boise, Inc.  
Apple Nine Services Richmond, Inc.  
Apple Nine SPE Boise, Inc.  
Apple Nine SPE Burbana, Inc.  
Apple Nine SPE Madison, Inc.  
Apple Nine SPE Malvern, Inc.  
Apple Nine SPE Portland, Inc.  
Apple Nine SPE Richmond, Inc.  
Apple Nine SPE San Jose, Inc.  
Apple Seven Hospitality Management, Inc.  
Apple Seven Hospitality Ownership, Inc.  
Apple Seven Hospitality, Inc.  
Apple Seven Management Services GP, Inc.  
Apple Seven Management Services LP, Inc.  
Apple Seven Management Services New Orleans GP, Inc.  
Apple Seven Services Highlands Ranch, Inc.  
Apple Seven Services, LLC  
Apple Seven Services II, LLC  
Apple Seven Services Miami, Inc.  
Apple Seven Services New Orleans, L.P.  
Apple Seven Services Provo-San Diego, Inc.  
Apple Seven Services Richmond, Inc.  
Apple Seven Services San Diego, Inc.  
Apple Seven Services Southeast, L.P.  
Apple Seven SPE Richmond, Inc.  
Apple Seven SPE San Diego, Inc.  
Apple Six Hospitality Air, LLC  
Apple Ten Alabama Services, LLC  
Apple Ten Business Trust  
Apple Ten Florida Services, Inc.

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Apple Ten Hospitality Management, Inc.  
Apple Ten Hospitality Ownership, Inc.  
Apple Ten Hospitality Texas Services II, Inc.  
Apple Ten Hospitality Texas Services III, Inc.  
Apple Ten Hospitality Texas Services IV, Inc.  
Apple Ten Hospitality Texas Services, Inc.  
Apple Ten Hospitality, Inc.  
Apple Ten Illinois MM, Inc..  
Apple Ten Illinois Services, Inc.  
Apple Ten Illinois, LLC  
Apple Ten NC GP, Inc.  
Apple Ten NC LP, Inc.  
Apple Ten Nebraska, LLC  
Apple Ten North Carolina, L.P.  
Apple Ten Oklahoma Services, Inc.  
Apple Ten Oklahoma, LLC  
Apple Ten Services Capistrano, Inc.  
Apple Ten Services Colorado Springs, Inc.  
Apple Ten Services Denver, Inc.  
Apple Ten Services Franklin I, Inc.  
Apple Ten Services Franklin II, Inc.  
Apple Ten Services Gainesville, Inc.  
Apple Ten Services Knoxville II, Inc.  
Apple Ten Services OHare, Inc.  
Apple Ten Services Scottsdale, Inc.  
Apple Ten SPE Calibraska, Inc.  
Apple Ten SPE Capistrano, Inc.  
Apple Ten SPE Colorado Springs, Inc.  
Apple Ten SPE Denver, Inc.  
Apple Ten SPE Franklin I, Inc.  
Apple Ten SPE Franklin II, Inc.  
Apple TRS Cleveland 7138, LLC  
Apple TRS DC 7146, LLC  
Apple TRS Las Vegas 7145, LLC  
Apple TRS Louisville 7136, LLC  
Apple TRS Madison 7131, LLC  
Apple TRS Pittsburgh 7137, LLC  
Apple TRS Renton 7143, LLC  
Apple TRS Seattle Lake Union, LLC  
Apple TRS SLCC 7140, LLC  
Apple TRS SLCH 7141, LLC  
Apple TRS South Jordan 7144, LLC  
D&D Beverage Services, LLC\*\*  
Resolve Insurance, Inc.\*\*\*\*  
Sunbelt-I2CF, LLC\*\*\*

\* State of organization is Pennsylvania

\*\* State of organization is Kansas

\*\*\* State of organization is Florida

\*\*\*\* State of organization is Vermont

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the registration statements (Nos. 333-279764 and 333-204171) on Form S-8 of our reports dated February 24, 2025, with respect to the consolidated financial statements of Apple Hospitality REIT, Inc. and subsidiaries and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP  
Richmond, Virginia  
February 24, 2025

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-204171) pertaining to the 2014 Omnibus Incentive Plan of Apple Hospitality REIT, Inc., and
- (2) Registration Statement (Form S-8 No. 333-279764) pertaining to the 2024 Omnibus Incentive Plan of Apple Hospitality REIT, Inc.;

of our report dated February 22, 2024, with respect to the consolidated financial statements of Apple Hospitality REIT, Inc., included in this Annual Report (Form 10-K) of Apple Hospitality REIT, Inc. for the year ended December 31, 2024.

/s/ ERNST & YOUNG LLP  
Richmond, Virginia  
February 24, 2025

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**CERTIFICATION**

I, Justin G. Knight, certify that:

1. I have reviewed this report on Form 10-K of Apple Hospitality REIT, Inc.;
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 officers 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 officers 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 24, 2025

/s/ Justin G. Knight  
**Justin G. Knight**  
**Chief Executive Officer**  
**Apple Hospitality REIT, Inc.**

**CERTIFICATION**

I, Elizabeth S. Perkins, certify that:

1. I have reviewed this report on Form 10-K of Apple Hospitality REIT, Inc.;
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 officers 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 officers 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 24, 2025

/s/ Elizabeth S. Perkins  
**Elizabeth S. Perkins**  
Chief Financial Officer  
Apple Hospitality REIT, Inc.

**CERTIFICATION**

I, Rachel S. Labrecque, certify that:

1. I have reviewed this report on Form 10-K of Apple Hospitality REIT, Inc.;
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 officers 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 officers 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 24, 2025

/s/ Rachel S. Labrecque  
**Rachel S. Labrecque**  
**Chief Accounting Officer**  
**Apple Hospitality REIT, Inc.**

**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 of Apple Hospitality REIT, Inc., (the "Company") on Form 10-K for the year ending December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 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; and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of December 31, 2024, and for the period then ended.

**Apple Hospitality REIT, Inc.**

/s/ Justin G. Knight  
**Justin G. Knight**  
Chief Executive Officer

/s/ Elizabeth S. Perkins  
**Elizabeth S. Perkins**  
Chief Financial Officer

/s/ Rachel S. Labrecque  
**Rachel S. Labrecque**  
Chief Accounting Officer

February 24, 2025

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