



Hotel Property Investments Trust	ARSN	166 484 377
Hotel Property Investments Limited	ACN	010 330 515
Hotel Property Investments Limited	AFSL	479719

NOTICE OF MEETINGS

Notice is given that the 2021 annual general meeting of Shareholders of Hotel Property Investments Limited, and a meeting of Unitholders of Hotel Property Investments Trust, will be held concurrently on Wednesday 17 November 2021 at 10:30am (Melbourne time). The meeting will be held virtually and participants can access the meeting at: <https://agmlive.link/HPI21>.

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter <https://agmlive.link/HPI21> into a web browser on your computer or online device:

- Securityholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN); and
- Proxyholders will need their proxy code which Link Market Services will provide via email within 24 hours prior to the Meeting.

Securityholders are requested to participate in the AGM virtually via our virtual AGM platform at <https://agmlive.link/HPI21> or the appointment of a proxy.

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide at www.hpitrust.com.au.

AGM Considerations and Securityholder Questions

A discussion will be held on all items to be considered at the AGM.

All Securityholders will have a reasonable opportunity to ask questions during the AGM via the virtual AGM platform or orally by using the phone dial-in facility, including an opportunity to ask questions of the Company's external auditor. Please refer to the attached Virtual Meeting Online Guide for further details.

To ensure that as many Securityholders as possible have the opportunity to contribute, Securityholders are requested to observe the following:

- all Securityholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Financial Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of HPI;
- if a Securityholder has more than one question on an item, questions should be submitted via the online platform one at a time; and
- Securityholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Securityholders who prefer to register questions in advance of the AGM are invited to do so. A Securityholder Question Form has been included with this Notice and is also available on the Company's website: www.hpitrust.com.au.

We will attempt to address the more frequently asked questions in the presentations to the Meeting. Written questions must be received by the Company or Link Market Services Limited by 5pm on 10 November 2021, and can be submitted online, by mail, by fax or in person (as set out on the top of the Securityholder Question Form).

Ordinary Business

1. Financial Reports and Statements (Company and Trust)

To receive and consider the consolidated Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2021.

2. Remuneration Report (Company only)

To consider, and if thought fit, pass the following as an ordinary resolution of the Company:

To receive, consider and adopt the Remuneration Report for the year ended 30 June 2021.

3. Election of Director – Mr Raymond Gunston (Company only)

To consider, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

That Mr Raymond Gunston, who retires by rotation in accordance with the Company's constitution and ASX Listing Rule 14.5, and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company.

4. Issuance of 56,840 Performance Rights to Mr Don Smith under the LTIP (Company and Trust):

To consider and, if thought fit, to pass the following resolution as an ordinary resolution.

The issue to Mr Don Smith, the Managing Director and Chief Executive Office of the Company (or his nominee) of 56,840 Performance Rights under the LTIP, for no consideration and otherwise on the terms and conditions described in the Explanatory Memorandum, be approved.

5. Ratification of prior issue of Stapled Securities (Company and Trust)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Securityholders ratify the issue of 14,705,883 Stapled Securities at an issue price of \$3.40, on the terms and conditions set out in the Explanatory Memorandum.

All Resolutions by Poll

In accordance with clauses 21.9 and 21.10 of the Company's constitution, and clauses 28.8 and 28.9 of the Trust's trust deed, the Chair intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by poll, rather than a show of hands. The Chair considers voting by poll to be in the interests of the Securityholders as a whole, and to ensure the representation of as many Securityholders as possible at the meeting.

How to Vote

Securityholders may vote by either:

Using the online platform

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter <https://agmlive.link/HPI21> into a web browser on your computer or online device;
- Securityholders will need their SRN or HIN (printed at the top of the voting form); and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at 10.30am (Melbourne time) on Wednesday 17 November 2021 and the time at which the Chair announces voting closure.

More information about online participation in the Meetings is available in the Online Platform Guide at www.hpitrust.com.au.

Appointing a proxy

Appointing a proxy to attend and vote on their behalf, using the enclosed proxy form. A member who is entitled to vote at the meeting may appoint:

- one proxy if the member is only entitled to one vote; or
- two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a Securityholder.

If you require an additional proxy form, please contact the registry on 1300 554 474, which will supply it on request.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the registry, Link Market Services Limited, no later than Monday 15 November 2021 at 10.30am (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted.

Instructions for completing the proxy form are outlined on the form, which may be returned by:

- a) posting it in the reply-paid envelope provided;
- b) posting it to Hotel Property Investments Limited c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- c) hand delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000;
- d) faxing it to Link Market Services Limited on +61 2 9287 0309;
- e) lodging it online at linkmarketservices.com.au in accordance with the instructions provided on the website.

You will need your HIN or SRN to lodge your proxy form online.

Proxies from corporate shareholders must be executed in accordance with their constitution or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law, the constitution of the Company or the trust deed of the Trust to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

Where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be made in favour of the Chair of the meeting to which it relates, or to another person as the Board determines.

If a Securityholder appoints the Chair of the meeting as the Securityholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that Securityholder, in favour of the item on a poll.

By Order of the Board

Blair Strik
Company Secretary
6 October 2021

1. Defined terms

Capitalised terms used in this Notice (including those used in the resolutions set out in this Notice) have, unless otherwise defined, the same meanings set out in the Explanatory Memorandum attached to this Notice.

2. Material accompanying this Notice

The following materials accompany this Notice:

- a) the Explanatory Memorandum setting out details relevant to the ordinary business set out in this Notice; and
- b) the Proxy Form.

3. Voting and required majority - Corporations Act

- a) In accordance with Chapter 2G of the Corporations Act, for resolutions 2, 3, 4 and 5 to be effective:
 - i) not less than 28 days' written notice has been given;
 - ii) the resolution must be passed by more than 50% of all the votes cast by Securityholders entitled to vote on the resolution (whether in person or by proxy, attorney or representative); and
 - iii) subject to clause 3(b), on a poll each Securityholder has one vote for each Stapled Security held.
- b) In accordance with section 250R of the Corporations Act, for Resolution 2, a vote must not be cast (in any capacity) by or on behalf of a member of the Company's Key Management Personnel ("KMP") whose remuneration is included in the Remuneration Report or a closely related party of such member of the KMP ("Voter"). However, a Voter may cast a vote on Resolution 2 as a proxy for a person who is entitled to vote on Resolution 2 and either:
 - i) the appointment as a proxy is in writing and specifies the way the proxy is to vote on the resolution; or
 - ii) the vote is cast by the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.
- c) In respect of Resolution 4, the Company will disregard any votes cast:
 - i) by or on behalf of Mr Smith or any of his associates; or
 - ii) by or on behalf of the KMP or a closely related party of a member of the KMP,except where either:
 - i) in relation to a proxy, the appointment specifies the way the proxy is to vote on the resolution;
 - ii) in relation to a proxy, the vote is cast by the Chair and the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP; or
 - iii) the vote is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
- d) In respect of Resolution 5, the Company will disregard any votes cast by or on behalf of a person who participated in the issue of Stapled Securities (Equity Raising) or any of their associates, except by:
 - i) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in this way;
 - ii) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or

- For personal use only
- iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

For the purposes of the voting exclusions above, the term 'closely related party' is defined in the Corporations Act and 'associate' has the meaning given in the ASX Listing Rules. Both terms include a spouse, dependents and certain other close family members, as well as any companies controlled by the KMP.

4. Entitlement to attend and vote at the meetings

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001, HPI has determined that, for the purpose of voting at the Meetings, members are those persons who are the registered holders of Stapled Securities at **7:00pm (Melbourne time) on Monday 15 November 2021 ("Effective Time")**.

5. Proxies and representatives

- a) All Securityholders at the Effective Time are entitled to attend and vote at the Meetings and may appoint a proxy for that purpose.
- b) A proxy need not be a Securityholder.
- c) The Proxy Form sent with this Notice should be used for the Meetings unless you appoint your proxy online as set out below.
- d) If a Securityholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion of the Securityholder's voting rights that each proxy may exercise, each proxy may exercise half of the Securityholder's votes and any fractions will be disregarded.
- e) The Proxy Form must be signed by the Securityholder or the Securityholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act.
- f) A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act. The Certificate must be lodged with the Company before the Meetings in accordance with paragraph (g) below. The Company will retain the certificate.
- g) To be effective, the proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited, no later than **10:30am (Melbourne time) on Monday 15 November 2021** (being 48 hours prior to the commencement of the Meetings). The completed proxy form may be:
 - i) delivered to the Company's share registry, Link Market Services Limited at Level 12, 680 George Street, Sydney NSW 2000 during business hours (Monday to Friday, 9.00am – 5:00pm);
 - ii) mailed to the Company's share registry, Link Market Services Limited at Locked Bag A14, Sydney South NSW 1235;
 - iii) sent by facsimile to Link Market Services Limited on +61 2 9287 0309; or
 - iv) lodged electronically at www.linkmarketservices.com.au.

Please refer to the Proxy Form accompanying this Notice for more information.

Explanatory Memorandum

Item 1 - Financial Reports and Statements (Company and Trust)

The Corporations Act requires that the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2021 be laid before the Meetings. While this item of business does not require a formal resolution to be put to Securityholders, the Chair will give Securityholders a reasonable opportunity to ask questions on these reports at the Meetings. Securityholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the content of the Auditor's Report.

A copy of the Financial Report, Directors' Report and Auditor's Report is available online at www.hpitrust.com.au.

Item 2 - Remuneration Report (Company only)

The Directors' Report contains the Remuneration Report, which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Company's non-executive Directors and executive KMP. A copy of the Remuneration Report is available online at www.hpitrust.com.au.

A resolution will be put to Shareholders to adopt the Remuneration Report. Shareholders should note that the vote on this resolution is advisory only and is not binding on the Company. However, the Directors will take the outcome of the vote into consideration when considering future changes regarding the Company's remuneration policy.

Under section 300A of the Corporations Act, if comments are made on the Remuneration Report and 25% or more of the votes cast on this resolution are against adoption of the Remuneration Report, the Company will be required to consider and report to Shareholders on what action has been taken to address their concerns at next year's annual general meeting. Depending on the outcome of next year's voting on the Company's Remuneration Report, Shareholders may be required to consider a resolution to call another general meeting in accordance with the Corporations Act at which the Directors who held office at the date of the Directors' Report will be required to seek re-election.

As stated in the Notice, each of the KMP's whose remuneration is included in the Remuneration Report and closely related parties of those KMP's are not eligible to vote on this resolution, except as stated in the Notice.

The Board recommends that Shareholders vote in favour of Resolution 2 and the Chair intends to vote all available proxies in favour of Resolution 2.

Item 3 - Election of Mr Raymond Gunston (Company only)

Mr Gunston was elected Chairman of the Company's board in 2020 and has been a non-executive Director of HPI since his appointment in November 2013. Mr Gunston was most recently re-elected to the Board in November 2020 and is standing for re-election in 2021 under Listing Rule 14.5 that requires an election of Directors at an annual general meeting.

In accordance with the Company's Corporate Governance policy he is considered by the Board to be an independent Director.

Mr Gunston has over 35 years of corporate and financial services experience in the public and private sectors, specialising in finance, treasury, mergers and acquisitions, and accounting. Mr Gunston is currently the Non-executive Chairman of Sigma Healthcare Limited.

Mr Gunston was formerly Chief Financial Officer of Tatts Group Limited and Director of many of the Tatts Group's subsidiary and associate companies. He was Chief Financial Officer and then more recently General Manager—Infrastructure, Major Projects and Investment at the Australian Football League until October 2020.

Mr Gunston has a Bachelor of Commerce (Honours) from the University of Melbourne, a Diploma of Education, is a Fellow of CPA Australia and is a Graduate Member of the Australian Institute of Company Directors.

Mr Gunston is the Chairman of the Company and is a member of the Board Audit and Risk Committee and the Human Resources and Nominations Committee.

The continuing Directors recommend that Shareholders vote in favour of Resolution 3 and the Chair of the meeting intends to vote all available proxies in favour of Resolution 3.

Item 4. Issue of 56,840 Performance Rights to Mr Don Smith under the LTIP (Company and Trust)

The Company's Long Term Incentive Plan (LTIP) is a key component of the Company's remuneration framework and is designed to link sustainable growth in securityholder value to executive reward as set out in the Remuneration Report.

The Board has determined that HPI's relative Total Securityholder Return ("TSR"), as assessed over 3-year performance periods, and in relation to a comparator group consisting of comparable ASX-listed real estate investment trusts, will be the only performance metric used in the LTI plan. The comparator grouping is selected to align with the complexity, size and nature of operations of the Group.

To maximise alignment with the returns experienced by Securityholders, the Board has imposed a gateway requirement that the HPI Group's TSR over each 3-year performance period be positive before any Rights are able to vest under the LTI plan. This ensures that Rights cannot vest to executives when Securityholders have lost value over a performance period, even where HPI's relative TSR against the comparator group would otherwise result in some or all Rights vesting.

In determining the number of Performance Rights to be issued to Mr Don Smith, Managing Director and CEO, the Board has considered the nature of Mr Smith's position, current market factors, the incentive schemes offered by the Company's competitors and peers and other relevant advice and information.

As any HPI securities granted to Mr Smith under the LTIP will be purchased on market and will not result in the issuance of new HPI securities, shareholder approval for the grant of Performance Rights is not required under the ASX Listing Rules. However, in the interests of good governance and transparency, the Company has elected to seek Shareholder approval for the grant of Performance Rights to Mr Smith.

The number of Performance Rights issued to Mr Smith has been determined by dividing the annual long-term incentive component of Mr Smith's remuneration (currently \$200,000), by the weighted average closing price for HPI Securities over the 20 trading days following the release of HPI's audited results for the Financial Year end. Mr Smith is not required to pay anything to acquire or exercise Performance Rights granted under the LTIP. In event of a capital reconstruction, the Board may adjust the rights attaching to Performance Rights, including the number of Securities that may be acquired on exercise of the Performance Rights, on any basis it sees fit in its absolute discretion.

Mr Smith has not previously been granted securities under the LTIP.

Mr Smith's current annual remuneration package includes:

- a total fixed remuneration, including superannuation of \$485,000;
- a short term incentive opportunity, up to 75% of total fixed remuneration, currently valued at \$363,750; and
- a long term incentive of up to \$200,000.

Why are Performance Rights being issued?

Under his employment agreement with the Company, Mr Smith's remuneration consists of a fixed component, a short term incentive component and the issue of Performance Rights under the LTIP.

Each Performance Right can be exercised to provide one HPI Stapled Security if the performance conditions attached to that Performance Right are satisfied, and the executive remains employed with HPI until the relevant vesting outcomes have been determined. In addition, to maximise the alignment of interests between executives and Securityholders, for the period between vesting and exercise of a Performance Right, the Company will pay the executive an amount equivalent to the distributions paid on each HPI Stapled Security over that same period.

Subject to Shareholder approval being obtained, the Company proposes to issue Performance Rights to Mr Smith under the LTIP, which, if all performance conditions are satisfied, will entitle him to be issued HPI stapled securities for no consideration.

If shareholders do not approve the grant of Performance Rights to Mr Smith, issues may arise with the competitiveness of Mr Smith's total remuneration package and the alignment of rewards provided to other senior executives in HPI. The Board may then need to consider alternative remuneration arrangements for Mr

Smith consistent with HPI's remuneration principles, including the possible provision of a cash amount up to the value of the incentive component of Mr Smith's total remuneration package.

Details of Performance Rights to be issued to Mr Smith

The Performance Rights will be issued to Mr Smith under the LTIP Rules. The Company proposes to grant Mr Smith 56,840 Performance Rights on or about 18 November 2021 under the LTIP, for no consideration. If granted, the details of these Performance Rights will be published in the Company's 2022 Annual Report, along with a statement confirming that approval for the issue was obtained under Listing Rule 10.14. It is not proposed that any loan be made to Mr Smith in connection with the issue of Performance Rights.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in a future issue of Performance Rights under the LTIP, but who are not identified in this Notice, will not be able to participate in an issue until specific approval for that issue has been granted under Listing Rule 10.14.

Performance Rights expire on the earlier of the 5 years anniversary of the Grant Date (or the next business day) on occurrence of any earlier lapsing or forfeiture event.

Performance Rights will vest if Mr Smith remains continuously employed by HPI from the grant date until the date on which the Board determine whether the performance conditions applicable to the Performance Rights have been met and:

1. HPI's Total Securityholder/Shareholders Return (TSR) measured over the 3 years from 1 July 2021 to 30 June 2024 (the Performance Period) is positive; and
2. HPI's TSR over the Performance Period is ranked at or above the median (50th percentile) of the comparator group, which changes over time; but, it is currently comprised of the following ASX-listed retail investment trusts:

ASX Code	REIT
ADI	APN Industria REIT
ABP	Abacus Property Group
AOF	Australian Unity Office Fund
AQR	APN Convenience Retail REIT
ARF	Arena REIT
AVN	Aventus Group
BWP	BWP Trust
CIP	Centuria Industrial REIT
CLW	Charter Hall Long WALE REIT
COF	Centuria Office REIT
CQE	Charter Hall Education Trust
CQR	Charter Hall Retail REIT
ERF	Elanor Retail Property Fund
GDF	Garda Diversified Property Fund
GOZ	Growthpoint Properties Australia
LEP	ALE Property Group
NSR	National Storage REIT
SCP	Shopping Centres Australasia Property Group
WPR	Waypoint REIT

The proportion of the Performance Rights in the grant that vest will be determined according to HPI's relative TSR percentile ranking against the comparator group of ASX-listed retail investment trusts over the performance period as follows:

- At the 75th percentile of the peer group, or above: 100% of the Performance Rights in the grant will vest
- Between the 50th and 75th percentiles of the peer group: The Performance Rights in the grant will vest on a straight line basis between 50% to 100%
- At the 50th percentile of the peer group: 50% of the Performance Rights in the grant will vest
- Below the 50th percentile of the peer group: no Performance Rights in the grant will vest

Performance Rights will be forfeited if they do not vest or on cessation of employment, with the proviso that for 'Good Leavers' (i.e. participants who cease employment with HPI for reasons such as ill-health, total and permanent disability, death, redundancy or sale of a business) unvested Performance Rights will vest pro rata according to the extent to which the relevant performance period has been completed, as at the date on which employment ceases, and having regard to the extent to which performance conditions have been achieved, as determined by the board. For 'Bad leavers' (including participants whose employment is terminated by the Company for cause all Performance Rights, entitlements, and interest in any Performance Rights, including vested Performance Rights will be forfeited. For 'Leavers' who are neither 'Good' nor 'Bad' Leavers, the Board has a discretion to permit some or all of the unvested Performance Rights held by an executive to vest.

The Performance Rights:

- are not transferable;
- do not confer any right to vote, except as otherwise required by law;
- do not confer any entitlement to a dividend or distribution before vesting;
- do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- do not confer any right to participate in the surplus profit or assets of the Company or Trust; and
- do not confer any right to participate in new issues of HPI securities such as bonus issues or entitlement issues.

Executives are not permitted to hedge or otherwise deal with Performance Rights prior to vesting. Following exercise of the Performance Rights, participants may only deal with the Securities in accordance with the HPI Securities Trading Policy.

The Directors (with Mr Smith abstaining) recommend that the Shareholders vote in favour of Resolution 4 and the Chair intends to vote all available proxies in favour of Resolution 4.

Item 5 – Ratification of prior issue of Stapled Securities (Company and Trust)

On 14 September 2021, HPI announced the Equity Raising comprising a fully underwritten institutional placement to raise approximately \$50 million (before costs) from the issue of 14,705.883 Stapled Securities at the Issue Price of \$3.40 per Stapled Security.

The Issue Price represented a:

- 4.0% discount to the last close of \$3.54 on 13 September 2021; and
- 4.9% discount to the 5 day VWAP of \$3.58 on 13 September 2021.

The proceeds were used to partly fund the acquisitions and associated transaction costs of the Edwardes Lake Hotel, lease harmonisation and another potential acquisition ("**Placement Uses**").

Listing Rule 7.1 provides that a listed entity must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a listed entity in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with securityholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, HPI will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity without the requirement to obtain Securityholder approval. While HPI has no present intention to issue additional Stapled Securities (other than Stapled Securities issued subject to its distribution reinvestment plan), HPI considers it necessary to retain the maximum flexibility to do so, should this become necessary or desirable. The requirement to obtain Securityholder approval for a future issue pursuant to Listing Rule 7.1 could limit HPI's ability to take advantage of opportunities that may arise.

Resolution 5 is an ordinary resolution.

Listing Rule 7.5 requires that the following information be provided to Securityholders for the purposes of obtaining Securityholder approval pursuant to Listing Rule 7.4:

- the Stapled Securities issued pursuant to the Equity Raising were issued to institutional investors. None of the participants in the Equity Raising were Directors, associates of Directors or related parties of HPI;
- a total of 14,705,883 Stapled Securities were issued by HPI on Monday 20 September 2021, at an issue price of \$3.40 per Security, raising approximately \$50 million (before costs);
- the securities issued are Stapled Securities and will rank equally with all other Stapled Securities on issue (from their date of issue); and
- the funds raised from the issue of the Stapled Securities were used for the Placement Uses.

The Board recommends that Securityholders vote in favour of Resolution 5 and the Chair intends to vote all available proxies in favour of Resolution 5.

GLOSSARY

Auditor	means the auditor of HPI.
Auditor's Report	means the report of the Auditor regarding its audit of HPI which accompanies the Notice.
ASX	means ASX Limited ACN 008 624 691.
Board	means the board of directors of the Company.
Chair	means the individual acting as chair of the Meetings.
Company	means Hotel Property Investments Limited ACN 010 330 515.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Director's Report	means the report of the Directors, which accompanies the Notice.
Effective Time	means 7:00pm (Melbourne time) on Monday 15 November 2021.
Equity Raising	means the equity raising announced on 14 September 2021.
Explanatory Notes	means the notes contained in this document that provide details of the business to be heard at the Meetings.
Financial Report	means the financial report of HPI for the year ending 30 June 2021 that accompanies the Notice.
HPI	means the Company and the Trust.
KMP	has the meaning given to that term in the Financial Report.
Listing Rules	means the listing rules of the ASX, as amended from time to time.
LTIP	means the Company's Long Term Incentive Plan.
Meetings	means the annual general meeting of Shareholders and meeting of Unitholders, to be held concurrently on Wednesday 17 November 2021 at 10:30am (Melbourne time).
Notice of Meetings	means the notice of the Meetings accompanying this Explanatory Memorandum (and the term " Notice " has the same meaning).
Performance Right	means the right to a HPI Stapled Security issued under the LTIP.
Proxy Form	means the proxy form accompanying the Notice.
Remuneration Report	means HPI's remuneration report that forms part of the Directors' Report accompanying the Notice.
Shares	means fully paid ordinary shares in the capital of the Company.
Shareholder	means a holder of one or more Shares.
Securityholder	means a holder of Stapled Securities.
Stapled Security	means one Share stapled to one Unit.
Trust	means Hotel Property Investments Trust ARSN 166 484 377.
Units	means fully paid ordinary units in the Trust.
Unitholder	means a holder of one or more Units.
VWAP	means the volume-weighted average price of HPI's Stapled Securities.



HOTEL
PROPERTY
INVESTMENTS

ACN 010 330 515
AFSL 479719

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Hotel Property Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Hotel Property Investments Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10.30am (Melbourne time) on Wednesday, 17 November 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The meeting will be held virtually and participants can access the meeting at: <https://agmlive.link/HPI21>.

Important for Resolutions 2 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolution

For Against Abstain*

2 Adoption of the Remuneration Report (Non-Binding)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-election of Mr Raymond Gunston as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Issuance of 56,840 Performance Rights to Mr Don Smith under the LTIP

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Ratification of prior issue of Stapled Securities

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the Securityholder. If a joint holding, either Securityholder may sign. If signed by the Securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HPI PRX2102N

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's Security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a Securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's Security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either Securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Extraordinary General Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Scheme Meeting. A form of the certificate may be obtained from the Company's Security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (Melbourne time) on Monday, 15 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Hotel Property Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

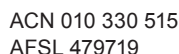
+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm)
and subject to public health orders and restrictions

**ONLINE**

www.linkmarketservices.com.au



Hotel Property Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



+61 2 9287 0309



Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



Telephone: +61 1300 554 474



X999999999999

Please use this form to submit any questions about Hotel Property Investments Limited (“the Company”) that you would like us to respond to at the Company’s 2021 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum.

This form must be received by the Company's security registrar, Link Market Services Limited, by **5:00pm (Melbourne time) on Wednesday, 10 November 2021**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised securityholder topics as possible. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to securityholders.

My question relates to *(please mark the most appropriate box)*

A resolution being put to the AGM

Other

A resolution being put to the AGM

Other

QUESTIONS

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://agmlive.link/HPI21>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

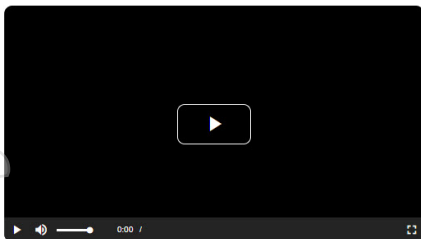
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD

X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MRL ABC AS A DIRECTOR

Resolution 2C

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3

☒ For ☐ Against ☐ Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4

☒ For ☐ Against ☐ Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

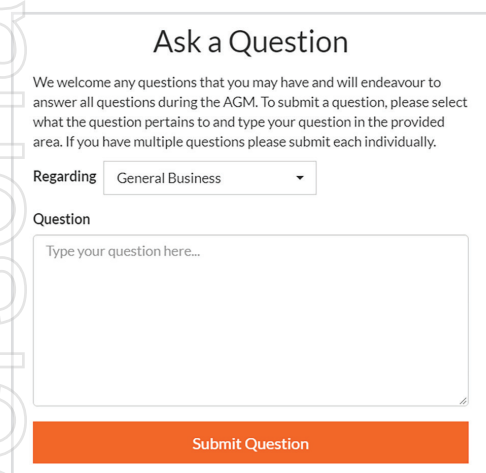
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question' and includes a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this, there is a 'Regarding' section with a dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a text area labeled 'Type your question here...'. At the bottom of the form is an orange button labeled 'Submit Question'.

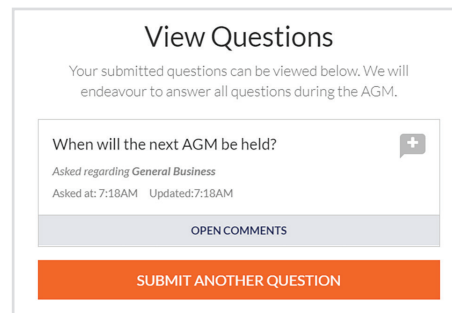
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions' and contains the text: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this is a question card for 'When will the next AGM be held?'. The card shows 'Asked regarding General Business', 'Asked at: 7:18AM', and 'Updated: 7:18AM'. There is a '+ ' icon in the top right corner of the card. Below the card is a grey button labeled 'OPEN COMMENTS' and an orange button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by 10:30am (Melbourne time) on Monday, 15 November 2021.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Conference Call Number: 1800 316 947
International Number: +61 2 9000 2113

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au