



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 2020 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 18 November 2020 at 10:30am (Melbourne time). The meeting will be held virtually and participants can access the meeting at: <https://agmlive.link/HPI20>.

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/HPI20> 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 no later than 48 hours prior to the Meeting.

Securityholders are requested to participate in the AGM virtually via our virtual AGM platform at <https://agmlive.link/HPI20> 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, including an opportunity to ask questions of the Company's external auditor.

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 11 November 2020, 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 2020.

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 2020.

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 14.4, and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company.

4. Election of Director – Ms Giselle Collins (Company only)

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

That Ms Giselle Collins, who retires by rotation in accordance with the Company's constitution and ASX Listing Rule 14.4, and who, being eligible, offers herself for re-election, be re-elected as a Director of the Company.

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 9,287,926 Stapled Securities at an issue price of \$3.23, 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/HPI20> 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 18 November 2020 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 16 November 2020 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, 1A Homebush Bay Drive, Rhodes NSW 2138 or 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
9 October 2020

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 section 249HA 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) each resolution must be passed by more than 50% of all the votes cast by Securityholders entitled to vote on the resolutions (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.

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 16 November 2020 ("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 16 November 2020** (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 2020 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 has been a non-executive Director of HPI since his appointment in November 2013 and was most recently re-elected in November 2017. 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 Chairman of HPI Group's Board Audit and Risk Committee and its Responsible Entity Compliance Committee.

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

Item 4 - Election of Ms Giselle Collins (Company only)

Ms Collins is a company Director with significant executive experience in property, tourism and financial services. Ms Collins was previously Chairman of Aon Superannuation Pty Ltd (as Trustee for Aon Master Trust), The Travelodge Hotel Group and the Heart Research Institute, and served on the boards of Big4 Holiday Parks and Royal Australian Institute of Architects.

Ms Collins is currently Chairman of Darwin Hotel Pty Ltd, as nominee for Indigenous Business Australia. Ms Collins also sits on the boards of Generation Life Pty Ltd, (subsidiary of ASX-listed Generation Development Group Ltd) and the Royal Botanic Gardens and Domain Trust.

Ms Collins has a Bachelor of Economics from the University of Sydney, and a Graduate Diploma in Applied Finance and Investments from the Securities Institute of Australia, and is a Graduate Member of the Australian Institute of Company Directors. Ms Collins is also a Member of Chartered Accountants Australia and New Zealand.

Ms Collins is a member of HPI Group's Board Audit and Risk Committee and its Human Resources Committee.

The continuing Directors recommend that 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 26 February 2020, HPI announced the Equity Raising comprising a fully underwritten institutional placement to raise approximately \$30 million (before costs) from the issue of 9,287,926 Stapled Securities at the Issue Price of \$3.23 per Stapled Security.

The Issue Price represented a:

- 4.7% discount to the last close of \$3.39 on 25 February 2020; and
- 5.8% discount to the 5 day VWAP of \$3.43 on 25 February 2020.

The proceeds were used to partly fund the acquisitions and associated transaction costs of the Acacia Ridge Hotel and Gregory Hills Hotel (“**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 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 9,287,926 Stapled Securities were issued by HPI on Tuesday, 3 March 2020, at an issue price of \$3.23 per Security, raising approximately \$30 million (before costs);
- the securities issued are Stapled Securities and rank equally with all other Stapled Securities on issue (from their date of issue);
- the funds raised from the issue of the Stapled Securities were used for the Placement Uses; and
- a voting exclusion statement is included below.

HPI will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who participated in the Equity Raising or any of their associates.

However, the Company will not disregard a vote in favour of Resolution 5 by:

- 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;

- 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
- 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 this 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.

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 16 November 2020.
Equity Raising	means the Equity Raising announced on 26 February 2020.
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 2020 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.
Meetings	means the annual general meeting of Shareholders and meeting of Unitholders, to be held concurrently on Wednesday 18 November 2020 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).
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 price of Securities for a specific number of ASX trading days.