

Hotel Property Investments Limited

Security Trading Policy

June 2024

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1 Definitions

“Applicant” means a Key Management Person applying to deal in securities during a Prohibited Period in accordance with section 9.1.

“Approvals Officer” means the Chair, or a delegate, or an employee of the Company appointed to administer the Company’s Security Trading Policy.

“Associate” includes:

- (a) a related body corporate; and
- (b) a director or secretary of a related body corporate.

“ASX” means Australian Securities Exchange.

“Board” means the board of directors of the Company.

“Chair” means the Chair of the Board of the Company, from time to time.

“Closed Period” has the meaning given to that term in section 5.1.

“Company” means Hotel Property Investments Limited ACN 010 330 515.

“dealing” includes:

- (a) any application for acquisition or disposal **of any** securities;
- (b) entering into an agreement to apply for, acquire or dispose of any securities; and
- (c) the grant, acceptance, acquisition, disposal, exercise or discharge of any option or other right or obligation to acquire or dispose of securities.

“Designated Officer” means:

- (a) in the case that the Chair is applying to deal in securities, the Chair of the Audit and Risk Management Committee of the Board; or
- (b) in the case of all other Key Management Personnel and Employees, the Chair.

“generally available”, in relation to information, means any such information which:

- (a) is readily observable;
- (b) has been made known in a manner which is likely to bring it to the attention of persons who commonly invest in securities provided that a reasonable period for that information to be disseminated has elapsed since it was made known; or
- (c) consists of deductions, conclusions or inferences made or drawn from information falling under either paragraphs (a) or (b) above.

“Inside Information” has the meaning given to that term in section 3.1.

“Key Management Personnel” (singular use **“Key Management Person”**) has the meaning given to that term in the ASX Listing Rules, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director.

“Prohibited Period” has the meaning given to that term in section 8.

“Related Party” includes:

- (a) a spouse or de facto spouse of a Key Management Person;

- (b) a parent, son or daughter of a Key Management Person;
- (c) an entity over which a person referred to above has control; or
- (d) an entity over which two or more persons referred to above together have control.

“Employees” a person employed by the Company. It includes directors and officers of the Company.

“Responsible Entity” means the Company holding Australian Financial Services Licence 479719 authorising it to operate the Trust as registered managed investment scheme

“securities” includes:

- (a) ordinary shares;
- (b) partly paid shares;
- (c) preference shares;
- (d) hybrid securities;
- (e) stapled securities;
- (f) debentures;
- (g) legal or equitable rights or interests in (a) to (f) above; and
- (h) any derivatives including but not limited to options in respect of any of (a) to (f) above.

“Securityholder” means a holder of securities in the Stapled Group.

“Stapled Group” means the Company and its subsidiaries and the Trust and its sub-trusts, from time to time.

“Trading Windows” has the meaning given to that term in section 5.1.

“Trust” has the meaning given to that term in section 2.1.

2 Introduction

- 2.1 The ordinary shares of the Company are stapled to units in Hotel Property Investments Trust ARSN 166 484 377 (**“Trust”**).
- 2.2 The stapled securities are listed on the ASX. The Company in its own capacity and that as Responsible Entity for the Trust aims to achieve the highest possible standards of corporate conduct and governance.
- 2.3 The purpose of this security trading policy is to ensure compliance with the ASX Listing Rules, and to ensure that Key Management Personnel and Employees of the Company and their respective related parties are aware of the legal restrictions on dealing in the Stapled Group’s securities while such a person is in possession of unpublished price sensitive information concerning the Company and the Trust.
- 2.4 The policy recognises that it is illegal for a person to deal in the Stapled Group’s securities when he or she is in possession of unpublished price sensitive information. This is regardless of whether the terms of this policy have been complied with.
- 2.5 This policy shall be distributed to all Key Management Personnel and Employees and it is the responsibility of each Key Management Person and Employee to comply with this

policy. Any non-compliance with this policy will be considered as serious misconduct which may lead to disciplinary action, including dismissal or termination of engagement.

- 2.6 The trading restrictions set out in this policy are additional to any provisions governing or restricting the trading of securities set out in any agreement between the Company, and a Key Management Person, Employee or Securityholder, or any provisions in the Company's employee share plans. Where the provisions of an agreement between the Company and a Key Management Person, Employee or Securityholder conflict with the provisions of this policy, the most restrictive provisions will prevail.

3 Insider Trading

- 3.1 As outlined under s 1043A of the *Corporations Act 2001 (Cth)*, a person engages in insider trading if that person deals in securities of a relevant entity while possessing information that:
- (a) is not *generally available*; and
 - (b) if it were available, may have a material effect on the price or value of the relevant entity's securities, and
- the person knows, or ought reasonably to know, that the information is not generally available and, if it were, it might have a material effect on the price or value of the entity's securities (**Inside Information**).
- 3.2 Information can include matters of supposition and other matters that are insufficiently definite to warrant being made known to the public and matters relating to the intentions, or likely intentions, of a person.
- 3.3 Information is considered to have a *material effect* on the price or value of securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those securities. This type of information is commonly referred to as "price sensitive information".
- 3.4 The prohibition against insider trading applies to:
- (a) direct trading in the Stapled Group's securities;
 - (b) procuring another person to trade in the Stapled Group's securities; or
 - (c) communicating price sensitive information to another person who is likely to trade in the Stapled Group's securities.
- 3.5 Insider trading is a criminal offence, punishable by substantial fines and/or imprisonment. The Company may in certain circumstances also be liable if a Key Management Person or their Associate engages in insider trading. Insider trading may also attract civil liability, including liability to pay compensation to those who suffer loss or damage as a result of the insider trading.

4 Scope of this Policy

- 4.1 This policy extends to dealing in the securities of the Stapled Group by Key Management Personnel of the Company, Employees, any Associate or Related Party of any Key Management Personnel or Employee and any company, trust or other entity in which any Key Management Personnel or Employee has a relevant interest. Accordingly, references to dealings in securities by a Key Management Person or Employee in this trading policy apply equally to dealings by any Associate or Related Party of that Key Management Person or Employee, and any company, trust or other entity in which any Key Management Personnel or Employee has a relevant interest.

- 4.2 This policy does not apply to the following trading:
- (a) transfers of securities of the Stapled Group already held, into a superannuation fund or other saving scheme in which the Key Management Person or Employee is a beneficiary;
 - (b) where a Key Management Person or Employee is a trustee, trading in the securities of the Stapled Group by that trust provided the Key Management Person or Employee is not a beneficiary of the trust and any decision to trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of the Key Management Person or Employee;
 - (c) undertakings to accept, or the acceptance of, a takeover offer;
 - (d) trading under an offer or invitation made to all or most of the Securityholders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
 - (e) a disposal of securities of the Stapled Group that is the result of a secured lender exercising their rights under a loan agreement; and
 - (f) trading under a non-discretionary trading plan or employee share plan of the Stapled Group for which prior written clearance has been provided in accordance with procedures set out in the trading policy and where:
 - (i) the Key Management Person or Employee did not enter into the plan or amend the plan during a Prohibited Period; and
 - (ii) the trading plan does not permit the Key Management Person or Employee to exercise any influence or discretion over how, when or whether to trade.
- 4.3 Notwithstanding the above, a person who possesses (or is deemed to possess) Inside Information about the Stapled Group's securities is generally prohibited from trading in those securities under insider trading laws and this applies even where the trading falls within any exclusions in this policy.

5 Periods During Which Dealings May Take Place

- 5.1 Dealing by Key Management Personnel and Employees in the Company's securities may take place only during the following periods:
- (a) for a period of 4 weeks from the commencement of trading on the ASX on the day following the release of the Stapled Group's half-year financial results to the ASX; and
 - (b) for a period of 4 weeks from the commencement of trading on the ASX on the day following the release of the Stapled Group's preliminary full year financial results to the ASX and the day following the AGM of Securityholders.
- ("Trading Windows"), with all other periods being ("Closed Periods").
- 5.2 Notwithstanding the above, a person who possesses (or is deemed to possess) Inside Information about the Stapled Group's securities is generally prohibited from trading in those securities under insider trading laws and this applies even where the trade occurs within the Trading Windows.

6 Pre-Dealing Checklist - trading in Trading Windows

- 6.1 For all periods during which dealing is permitted, the procedure in section 6.2 must be complied with before any dealing is undertaken.
- 6.2 Is the Key Management Person or Employee aware of any information that is not generally available but, if the information was generally available, a reasonable person would expect to have a material effect on the price or value of securities of the Stapled Group?
- (a) NO - that Key Management Person or Employee may apply to the Approvals Officer, on behalf of the Designated Officer for permission to deal in the Stapled Group's securities.
 - (b) YES - has the information been disclosed to the ASX?
 - (i) YES - that Key Management Person or Employee may apply to the Approvals Officer on behalf of the Designated Officer for permission to deal in the Stapled Group's securities.
 - (ii) NO - that Key Management Person or Employee may not deal in the Stapled Group's securities.

7 Pre-Dealing Procedure - trading in Trading Windows

- 7.1 For all periods during which dealing is permitted, Key Management Personnel and Employees must apply to the Approvals Officer, on behalf of the Designated Officer to deal in the securities of the Stapled Group.
- 7.2 On receipt of an application under section 7.1, the Approvals Officer shall procure that the Designated Officer considers the application. No dealing may be undertaken before the Key Management Person or Employee receives the written approval of the Approvals Officer, signed for and on behalf of the Designated Officer.
- 7.3 Any clearance to trade can be given or refused by the Approvals Officer in its discretion, without giving reasons, and such decision is final and binding on the person seeking the clearance.
- 7.4 A clearance to trade can be withdrawn if new information comes to light or there is a change in circumstances.
- 7.5 If clearance to trade is refused, the person seeking the clearance must keep that information confidential and not disclose it to anyone.
- 7.6 The dealing must be completed within 14 days from the date that the Key Management Person or Employee receives written approval, and confirmation of such trading must be given to the Approvals Officer.
- 7.7 Notwithstanding the above, a person who possesses Inside Information about the Stapled Group's securities is generally prohibited from trading in those securities under insider trading laws and this applies even where the person has been given prior written clearance under this policy (whether in exceptional circumstances or otherwise).

8 Discretion to Prohibit Trading

- 8.1 In addition to the Closed Periods, the Board has the discretion to prohibit trading by any Key Management Person or Employee during any additional periods, which are imposed by the Board when it is considering matters which are subject to the exceptions to the

continuous disclosure requirements set out in Listing Rule 3.1A (together with the Closed Periods, the “Prohibited Period”).

9 Dealing during Prohibited Periods in Exceptional Circumstances

- 9.1 Key Management Personnel and Employees may in exceptional circumstances apply to the Approvals Officer, on behalf of the Designated Officer for approval to trade during a Prohibited Period, provided that the Applicant
- (a) is not in possession of Inside Information;
 - (b) understands their obligations as set out in this policy;
 - (c) acknowledges they are personally responsible for any decision to Trade; and
 - (d) provides evidence to support the claim of exceptional circumstances as required by the Approvals Officer.
- 9.2 On receipt of the application under section 9.1, the Approvals Officer shall procure that the Designated Officer considers the application. No dealing may be undertaken before the Applicant receives the written approval of the Approvals Officer, signed for and on behalf of the Designated Officer in accordance with the procedures in this policy.
- 9.3 The Approvals Officer, on behalf of the Designated Officer, may grant the Applicant written permission to deal in securities during the Prohibited Period if the Designated Officer is satisfied that the Applicant’s circumstances amount to exceptional circumstances, when taking into account the factors listed at section 9.4.
- 9.4 The following factors are to be considered by the Designated Officer in determining whether the Applicant is granted permission to trade during a Prohibited Period:
- (a) whether the Applicant is suffering severe financial hardship;
 - (b) whether the Applicant is bound by a court order, enforceable undertaking or other legal or regulatory requirement to transfer or sell the securities of the Stapled Group; and
 - (c) whether the Applicant’s circumstances are otherwise exceptional, and the proposed dealing is the only reasonable course of action available.
- 9.5 If approval is granted by the Approvals Officer, on behalf of the Designated Officer, the Applicant must complete the dealing within 14 days of receiving such written approval, or such earlier time as determined.

10 Margin Loans and Security Arrangements

- 10.1 Key Management Personnel and Employees may not at any time, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any of the Stapled Group’s securities, to secure any obligation of that person or any third party, enter into a margin loan, or enter into any other security arrangement.

11 No Protection Arrangements

- 11.1 The Company prohibits Key Management Personnel and Employees (and any Related Party), from entering into any type of “protection arrangement” (including a hedging arrangement) in relation to the Stapled Group’s securities.
- 11.2 This includes, without limitation:

- (a) arrangements (in the case of a Key Management Person) that would have the effect of limiting the exposure of the person to risk relating to an element of their remuneration that has not vested, or has vested but remains subject to a holding lock; or
- (b) otherwise enable Key Management Personnel to profit from a decrease in the market price of securities.

12 Speculative Trading

- 12.1 The Company prohibits Key Management Personnel and Employees from engaging in any circumstances, in short term (i.e sale within a four-week period or less from the date of acquisition), speculative trading, or short-selling of the Stapled Group's securities. This prohibition includes direct dealing in the securities as well as transactions in the derivative markets, involving exchange traded options, share warrants, contracts for difference, and other similar instruments, which are short-term or speculative.

13 Dealing in Securities of Other Companies

- 13.1 The prohibitions on insider trading will continue to apply to Key Management Personnel and Employees with information (as defined under section 3.1) in relation to any other company.
- 13.2 In the course of a Key Management Personnel or Employee performing their duties as an officer or employee, they may obtain Inside Information relating to another company in a variety of circumstances.
- 13.3 In addition to the application of the insider trading prohibitions, the Key Management Person or Employee is also bound by a duty of confidentiality in relation to confidential information obtained in the course of their employment or acting as officers in respect of third parties.

14 Notification of Trading by Directors

- 14.1 The Company is required (under ASX Listing Rule 3.19A) to notify ASX within five (5) business days of any changes to a director's notifiable interests.
- 14.2 Notification to ASX is to occur by way of an Appendix 3Y Notice. This Appendix 3Y includes a requirement to notify whether the change occurred during a closed period where prior written clearance was required and, if so, whether the prior written clearance was provided and what date it was provided on.
- 14.3 In order to allow the Company to lodge the Appendix within a two (2) business day period, directors should immediately give the Company Secretary any information about any changes to their notifiable interests in the Stapled Group's securities.

15 Further assistance

- 15.1 Any Key Management Person or Employee who is unsure of the nature of the information that they have in their possession and whether they may deal in the Stapled Group's securities should contact the Approvals Officer.

16 Policy Review and Distribution

- 16.1 Directors will be provided with a copy of this policy upon appointment and made available to Employees via the Company's website.
- 16.2 The Board Audit and Risk Committee may review this policy annually and report to the Board any changes it considers should be made. This policy may be amended by resolution of the Board.
- 16.3 A copy of the policy is available on the Company's website.