

23 October 2024

By electronic lodgement

Markets Announcements Office
Australian Securities Exchange
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To Whom It May Concern

Second Supplementary Bidder's Statement and variation of takeover bid

We act for Charter Hall Wholesale Management Limited (ACN 006 765 206) in its capacity as trustee for the CH Investment Trust and the CH Investment Co Trust (the **Bidder**).

On 25 September 2024, the Bidder lodged a second replacement bidder's statement (**Second Replacement Bidder's Statement**) in relation to its off-market takeover offer to acquire all of the stapled securities in Hotel Property Investments (ASX:HPI) (**Offer**), comprising Hotel Property Investments Limited (ACN 010 330 515) and Hotel Property Investments Trust (ARSN 166 484 377) (together, **HPI**) which the Bidder does not already own or control under Part 6.5 of the *Corporations Act 2001* (Cth) (**Corporations Act**).

On behalf of the Bidder, we **enclose**:

- in accordance with section 647(3)(a)(ii) of the Corporations Act (as notionally modified by *ASIC Corporations (Replacement Bidder's and Target's Statements) Instrument 2023/688*), the Bidder's second supplementary bidder's statement dated 23 October 2024 (**Second Supplementary Bidder's Statement**);
- a notice pursuant to sections 650C and 650D of the Corporations Act (as notionally modified by *ASIC Corporations (Takeover Bids) Instrument 2023/683*) extending the Offer Period; and
- a notice pursuant to section 630(2)(b) of the Corporations Act.

The Second Supplementary Bidder's Statement, together with the accompanying notices, has been lodged with the Australian Securities and Investments Commission, has been sent to HPI, and will be given to each person referred to in sections 650D(1)(c) and 650D(2) of the Corporations Act (as notionally modified by *ASIC Corporations (Takeover Bids) Instrument 2023/683*).

Yours sincerely
Arnold Bloch Leibler



Scott Phillips
Partner

Enc



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Christopher Davies
Madeleine Durrant
Erin Puckridge
Jason Rudaizky

This document is a supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**). It is the second supplementary bidder's statement (**Supplementary Bidder's Statement**) issued by Charter Hall Wholesale Management Limited (ACN 006 765 206) in its capacity as trustee for the CH Investment Trust and the CH Investment Co Trust in relation to its off-market takeover offer to acquire all of the stapled securities in Hotel Property Investments (ASX:HPI) contained in the Bidder's Statement dated 9 September 2024 and lodged with the Australian Securities and Investments Commission on 9 September 2024 (**Original Bidder's Statement**). This Supplementary Bidder's Statement supplements, and should be read together with, the Second Replacement Bidder's Statement dated 25 September 2024 which replaced the First Replacement Bidder's Statement dated 9 September 2024 which had replaced the Original Bidder's Statement and is supplemented by the First Supplementary Bidder's Statement dated 18 October 2024 (**Bidder's Statement**).

Second Supplementary Bidder's Statement

23 October 2024

Dear HPI Securityholder,

- > HPI's directors have declared a highly unusual four month interim distribution. Following the HPI Board's announcement, HPI's market price has fallen 3.5% to \$3.59 as at market close on 22 October 2024.
- > HPI securityholders are still entitled to receive \$3.85 cash per security if the Offer completes, now comprising \$3.785 under the Offer plus HPI's four month distribution of \$0.065 per security
- > Offer Period extended to close at 7:00pm (Sydney time) 11 November 2024 (unless extended), given the confusion created by the unusual four month distribution declaration
- > There is no reason to delay acceptance, **ACT NOW AND ACCEPT the Offer**

Update since announcement of best and final, all-cash Offer Price of \$3.85 per security

On 18 October 2024, Charter Hall Wholesale Management Limited in its capacity as trustee for the CH Investment Trusts (the **Bidder**):

- confirmed that the Offer Price was increased from \$3.65 to \$3.85 cash per security¹ (the **Improved Offer Price**); and
- declared the Improved Offer Price **BEST AND FINAL**, in the absence of a competing proposal.

Later that same day, HPI announced a highly unusual interim distribution for the four month period ending 31 October 2024 of 6.5 cents per security² (**Four Month Distribution**).

Following the HPI Board's poorly considered response to the Improved Offer, the market price of Your HPI Securities has fallen by 3.5% to \$3.59 per security as at market close on 22 October 2024. HPI's market price now represents a substantial discount to the Improved Offer Price.

The Bidder reiterates its best and final, all-cash Offer Price delivers compelling value at a 17.7% premium to HPI's Undisturbed Date price. As highlighted by the value destructive impact of the HPI Board's announcement on Your HPI Securities, there is a significant risk that HPI's market price will fall further if the Offer lapses given its elevated price due to the takeover premium and relatively low trading liquidity.

Four Month Distribution has NO EFFECT on aggregate cash to be received by HPI Securityholders

The cash you are entitled to receive if you accept the Offer and the Offer becomes unconditional continues to be \$3.85 per HPI security. Whether you accept the Offer immediately or you wait until after the Record Date for the Four Month Distribution, you will receive \$3.785 cash Offer Consideration from the Bidder and the \$0.065 distribution paid by HPI² in respect of each of your HPI Securities.

Accordingly, there is no reason or benefit for You to delay acceptance of the Offer due to the Four Month Distribution and the Bidder encourages HPI Securityholders to **ACT NOW AND ACCEPT** the Offer.³

You can accept the Offer online at <https://events.miracle.com/ch-offer/home/> or by completing and returning your personalised Acceptance Form enclosed in the First Supplementary Bidder's Statement dated 18 October 2024.

Extension of the closing date of the Offer to Monday, 11 November 2024

The Bidder advises that the Offer Period has been extended and is now **due to close at 7:00pm (Sydney time) on 11 November 2024** (unless extended).

Yours faithfully



¹ Less any Rights, such as distributions, that securityholders become entitled to receive on or after 9 September 2024. Refer to paragraphs 11.2a.iii and 11.7.d of the Bidder's Statement for details.

² For further details of the Four Month Distribution, including the record and payment dates, please refer to HPI's announcement to the ASX and associated Appendix 3A.1, each dated 18 October 2024. The Four Month Distribution will be paid to persons holding HPI Securities on the record date for the Four Month Distribution.

³ Refer to paragraphs 11.2a.iii and 11.7 of the Bidder's Statement for further details regarding payment terms.

David Harrison
Managing Director & Group CEO
Charter Hall Group

This Supplementary Bidder's Statement is an important document and requires your immediate attention. You should read this document in its entirety together with the Bidder's Statement. If you are in any doubt about how to deal with this document, you should contact your broker, legal adviser, financial adviser, or other professional adviser as soon as possible. Please call the Offer Information Line on 1800 178 658 (within Australia) or +61 1800 178 658 (outside Australia), if you have any questions, would like to request a hard copy of the Bidder's Statement and/or Supplementary Bidder's Statement free of charge or require assistance with your acceptance. Further information relating to the Offer can be obtained from the Offer website at <https://events.miracle.com/ch-offer>. This Supplementary Bidder's Statement has been approved by a resolution passed by the directors of the Bidder on 23 October 2024. Unless the context requires otherwise, terms defined in the Bidder's Statement have the same meaning in this Supplementary Bidder's Statement. A copy of this Supplementary Bidder's Statement was lodged with ASIC on 23 October 2024. Neither ASIC nor any of its officers take any responsibility for its contents. A copy of this Supplementary Bidder's Statement will be available on the ASX website (<https://www.asx.com.au>) and Offer website (<https://events.miracle.com/ch-offer>).

Annexure A – Notice of Variation of Offer

CHARTER HALL WHOLESALE MANAGEMENT LIMITED (ACN 006 765 206) IN ITS CAPACITY AS TRUSTEE FOR THE CH INVESTMENT TRUST AND THE CH INVESTMENT CO TRUST (THE BIDDER)

NOTICE OF VARIATION OF OFFER – EXTENSION OF OFFER PERIOD

PURSUANT TO SECTIONS 630(2)(b), 650C AND 650D AND OF THE CORPORATIONS ACT 2001 (CTH)

To: Australian Securities and Investments Commission (**ASIC**);

Australian Securities Exchange (**ASX**);

Hotel Property Investments (ASX:HPI), comprising Hotel Property Investments Limited (ACN 010 330 515) and Hotel Property Investments Trust (ARSN 166 484 377) (together, **HPI**); and

Each HPI Securityholder and other person as referred to in sections 650D(1)(c) and s650D(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as notionally modified by *ASIC Corporations (Takeover Bids) Instrument 2023/683*)

This notice (**Notice**) is given by the Bidder under sections 630(2), 650C and 650D of the Corporations Act in relation to its off-market takeover offer to acquire all of the stapled securities in HPI (**Offer**) contained in the bidder's statement dated 9 September 2024 as replaced by the first replacement bidder's statement dated 9 September 2024 and the second replacement bidder's statement dated 25 September 2024 as supplemented by the First Supplementary Bidder's Statement dated 18 October 2024 and the Second Supplementary Bidder's Statement dated the date of this Notice (**Bidder's Statement**). Unless otherwise defined in this Notice, words defined in the Bidder's Statement have the same meaning in this Notice.

Extension of Offer Period

The Bidder gives notice that for the purposes of sections 650C and 650D of the Corporations Act it varies the Offer by (i) extending the Offer Period, so that the Offer will now close at 7:00pm Sydney time on 11 November 2024 (instead of 4 November 2024), unless further extended or withdrawn in accordance with the Corporations Act, and (ii) replacing references to "4 November 2024" with "11 November 2024" in all places it appears in the Bidder's Statement (including in the Acceptance Forms), in the previous notices and in all other instances where "4 November 2024" appears as the closing date of the Offer.

New date for notice of the status of conditions pursuant to section 630(2)(b) of the Corporations Act

For the purposes of section 630(2) of the Corporations Act, the Bidder gives notice that as a result of the extension of the Offer Period, the new date for giving the notice of the status of the Conditions as set out in Section 11.10 of the Bidder's Statement is 4 November 2024.

As at the date of this Notice, the Offer has not been freed from any of the Conditions and, so far as the Bidder knows, none of the Conditions have been fulfilled, and accordingly the Offer remains subject to each Condition as specified in Annexure A of the Bidder's Statement.

Date and ASIC disclaimer

A copy of this Notice was lodged with ASIC on 23 October 2024. ASIC takes no responsibility for the contents of this Notice.

Authorisation

This Notice has been approved by a resolution passed by the directors of the Bidder.

Dated: 23 October 2024

Signed for and on behalf of **Charter Hall Wholesale Management Limited (ACN 006 765 206) in its capacity as trustee for the CH Investment Trust and the CH Investment Co Trust** by:



Mark Bryant
Company Secretary