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To Whom It May Concern

Notice of compulsory acquisition

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**), 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**).

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

- (a) by way of service pursuant to section 661B(1)(d) of the *Corporations Act 2001* (Cth) an ASIC Form 6021 *Notice of compulsory acquisition following takeover bid* (**Compulsory Acquisition Notice**) which was lodged with Australian Securities and Investments Commission today; and
- (b) a sample copy of a cover letter which will be sent to HPI Securityholders who have not accepted the Offer together with the Compulsory Acquisition Notice.

The cover letter together with the Compulsory Acquisition Notice will be dispatched on 19 February 2025 to HPI Securityholders who have not accepted the Offer.

Yours sincerely
Arnold Bloch Leibler

Scott Phillips
Partner

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COMPULSORY ACQUISITION OF HPI SECURITIES

18 February 2025

Dear HPI Securityholder

As you may be aware, 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 (**Bidder**) made an off-market takeover to acquire all of the stapled securities in 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**) (**Offer**).

Based on acceptances received under the Offer, the Bidder has a relevant interest in more than 90% of the stapled securities in HPI (**HPI Securities**).

Accordingly, the Bidder will now exercise its right to acquire the remaining HPI Securities which the Bidder does not hold under the compulsory acquisition provisions of the *Corporations Act 2001* (Cth). The compulsory acquisition will be on the same terms as the Offer (that is, consideration of \$3.752 per HPI Security).

Upon completion of the compulsory acquisition process, the Bidder will pay to HPI (as trustee) the consideration for the HPI Securities that it compulsorily acquires. Securityholders whose securities are compulsorily acquired will be sent a claim form by HPI advising them how to claim their bid consideration.

You can still accept the Offer before 7:00pm Sydney time on 14 March 2025. If you validly accept the Offer before the Offer closes, you will be paid your consideration within 5 Business Days after receipt of your valid acceptance as set out in the Bidder's Statement (as supplemented from time to time). Otherwise, you will have to wait for the compulsory acquisition process to complete.

Enclosed is an ASIC Form 6021 (*Notice of compulsory acquisition following takeover bid*) (**Notice**), which sets out further information on the compulsory acquisition process and your rights as a holder of HPI Securities.

You should be aware that trading in HPI Securities on ASX is likely to be suspended 5 Business Days after the date of this Notice in accordance with ASX Listing Rule 17.4, at which point, you will no longer be able to sell your HPI Securities on-market. Once suspended, ASX will remove HPI from the official list at the close of trading on a date decided by ASX.

Dated: 18 February 2025

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

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates.

To each holder of:

Stapled securities in Hotel Property Investments (ASX: HPI)

('Bid class Securities')

Name of target company

In

Name ('the Company')

HOTEL PROPERTY INVESTMENTS LTD

ACN/ARBN/ARSN

010330515

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

1. Under a takeover bid offers were made by

Name of bidder

Charter Hall Wholesale Management Limited in its capacity as trustee for the CH Investment Trusts in respect of the acquisition of Bid Class Securities in the company.

Tick one box

The offers

- closed
- Are scheduled to close

Date offers closed or are scheduled to close on

Date

14/03/2025

[DD/MM/YY]

2. You are, as at the date of this notice, the holder of one or more of the following

Tick applicable box(es). (See subsection 661A(4) and 4A))

- securities in respect of which the takeover offer was made but have not accepted the offer, (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice— the bidder will acquire your securities under the offer,)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

- The following securities in the bid class in which the bidder has a relevant interest

Description of securities

The Bidder has a relevant interest as disclosed in previous substantial holder notices

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

Tick one box

- 661 A(1)
- 661 A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities.

- 4.** Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Date of lodgement

This notice was lodged with ASIC on

Date

18/02/2025

[DD/MM/YY]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A.** You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms.

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

- 5.** Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.
- 6.** The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- this notice was given.
- the end of the offer period.

- 7.** Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

- 8.** A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

Name of person signing

Mark Bryant

Capacity

On behalf of the Regulated Entity named in this document as a secretary of that entity

Signature

Mark Bryant

Date signed

18-Feb-2025 10:06

Privacy

The information provided to ASIC in this form may include personal information. Please refer to our privacy policy (www.asic.gov.au/privacy) for information about how we handle your personal information, your rights to seek access to and correct personal information and to complain about breaches of your privacy,

Lodgement

For more information

Web www.asic.gov.au
Need help? www.asic.gov.au/question

Telephone 1300 300 630
