



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 2019 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 Friday 29 November 2019 at 10:30am (Melbourne time) at:

Quay West Suites Melbourne
26 Southgate Avenue
Southbank VIC 3006

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 2019.

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 2019.

3. Election of Director – Mr Lachlan Edwards (Company only)

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

That Mr Lachlan Edwards, 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.

By Order of the Board

Blair Strik
Company Secretary
28 October 2019

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 and 3 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) and (c), on a show of hands each Securityholder has one vote and 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 Wednesday 27 November 2019 ("Effective Time")**.

5. Proxies and representatives

- a) All holders of Stapled Securities 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 or at the registration desk on the day of the Meetings. The Company will retain the certificate. Appointments of

representatives must be received in accordance with paragraph (g) below at any time before the Meetings or at the Meetings or any adjournment of the Meetings.

- 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 Wednesday 27 November 2019** (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.

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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 2019 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 Lachlan Edwards (Company only)

Mr Edwards has been a non-executive Director of HPI since his appointment in November 2013 and was most recently re-elected in November 2016. In accordance with the Company's Corporate Governance policy he is considered by the Board to be an independent Director.

Lachlan Edwards is the founder of the advisory business Faraday Associates, having been the Co-Head of the advisory businesses at Lazard in Australia from 2013 until June 2018. Lachlan has extensive experience in capital markets and has been a senior level advisor to Governments, boards, executive teams and creditors in Australia and Europe. He has previously held board positions including Director of NM Rothschild & Sons, a Governor of the English National Ballet in London, and Director at the University & Schools Club in Sydney.

Lachlan was a Managing Director of Goldman Sachs between 2006 and 2013 and was previously at Rothschild in both Sydney and London for 15 years.

Lachlan currently serves on the board of the Bell Shakespeare Company and as Chairman of the Turnaround Management Association in Australia.

Lachlan has a Bachelor of Economics degree from the University of Sydney and a Graduate Diploma in Applied Finance & Investments from the Securities Institute of Australia and is a Member of the Australian Institute of Company Directors.

Lachlan is a member of the HPI Group's Board Audit and Risk Committee and the Human Resources Committee.

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

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 Wednesday 27 November 2019
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 2019 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 Friday 29 November 2019 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.

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 of the person or body corporate you are appointing as your proxy

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 Friday, 29 November 2019 at Quay West Suites Melbourne, 26 Southgate Avenue, Southbank VIC 3006** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: 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 Resolution 2, even though the Resolution is 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 each 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 .

Resolutions

	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 Lachlan Edwards as a Director	<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 show of hands or 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).

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STEP 1

STEP 2

STEP 3



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 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:

- (a) 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
- (b) 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 Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of 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 Wednesday, 27 November 2019**, 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)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**