

Arnold Bloch Leibler

Lawyers and Advisers

Level 24
Chifley Tower
2 Chifley Square
Sydney NSW 2000
Eora Country
www.abl.com.au



MELBOURNE
SYDNEY

7 January 2025

By electronic lodgement

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

File No. 021927135

Partner
Scott Phillips
Direct 61 2 9226 7253
SPhillips@abl.com.au

Form 604 – Notice of change of interests of substantial holder

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.

In accordance with section 671B(1)(b) of the Corporations Act, we enclose a notice of change of interests of substantial holder for the persons specified as Substantial Holders in the enclosed notice, in respect of such persons securityholdings in HPI.

Yours sincerely
Arnold Bloch Leibler

Scott Phillips
Partner

Enc

Partners
Mark M Leibler AC
Henry D Lanzer AM
Joseph Borensztajn AM
Leon Zwiier
Philip Chester
Ross A Paterson
Stephen L Sharp
Kevin F Frawley
Zaven Mardrossian
Jonathan M Wenig
Paul Sokolowski
Paul Rubenstein
Peter M Seidel
John Mitchell
Ben Mahoney
Jonathan Milner
John Mengolian
Matthew Lees
Genevieve Sexton
Jeremy Leibler
Nathan Briner
Justin Vaatstra
Clint Harding
Susanna Ford
Tyrone McCarthy
Teresa Ward
Christine Fleer
Jeremy Lanzer
Bridget Little
Gia Cari
Jason van Grieken
Elyse Hilton
Jonathan Ortner
Stephen Lloyd
Scott Phillips
Gavin Hammerschlag
Shaun Cartoon
Damien Cuddihy
Dorian Henneron
Rebecca Zwiier
Ben Fries-O'Toole
Raphael Leibler
Gabriel Sakkal
Matthew Davies
Rachel Soh

Consultants
Jane C Sheridan
Kenneth A Gray

Special Counsel
Sam Dollard
Laila De Melo
Emily Simmons
Bridgid Cowling
Ara Watne
Brianna Youngson
Briely Trollope
Laura Cochrane
Greg Judd

Senior Associates
Elly Bishop
Lisa Garson
Vidushee Deora
Luke Jedyak
Emily Korda
Michael Repse
Anna Sapountsis
Alexandra Harrison-Ichlov
Claire Southwell
Luise Squire
Ari Bendet
Grace Cho
Lucy Eastoe
Michelle Ainsworth
Micaela Bernfield
Crosby Radburn
Jessica Wills
George Bassil
Harriet Craig
Ellie Mason
Jessica Ortner
Cameron Sivwright
Andrew Spierings
Freeman Zhong
Ben Chahoud
Ora-Tali Korbi
Sophia Charles
Christopher Davies
Madeleine Durrant
Erin Puckridge
Jason Rudaizky

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Hotel Property Investments (ASX:HPI)

ACN/ARSN

Hotel Property Investments Trust (ARSN 166 484 377) and Hotel Property Investments Limited (ABN 25 010 330 515) (**HPI**)

1. Details of substantial holder (1)

Name

Charter Hall Wholesale Management Limited (ACN 006 765 206) in its capacity as trustee of the CH Investment Trust and the CH Investment Co Trust (**Bidder**), Charter Hall Limited ACN 113 531 150 and its related bodies corporate (but excluding the Bidder) (**Charter Hall Group**), Host-Plus Pty Limited (ACN 008 634 704) in its capacity as trustee of the Hostplus Pooled Superannuation Trust (**HP PST**), Host-Plus Pty Limited (ACN 008 634 704) in its capacity as trustee of the Hostplus Superannuation Fund (**Hostplus**), Charter Hall Wholesale Management Limited (ACN 006 765 206) in its capacity as trustee for the HP HPI Trust (**HP HPI**) (together, the **Substantial Holders**)

ACN/ARSN (if applicable) See above (as applicable)

There was a change in the interests of the substantial holder on See section 3

The previous notice was given to the company on 6 January 2025

The previous notice was dated 6 January 2025

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary stapled securities comprising a unit in the Hotel Property Investments Trust and a share in Hotel Property Investments Limited (Stapled Securities)	115,386,203	58.70% (based on 196,582,693 Stapled Securities on issue)	118,927,585	60.50% (based on 196,582,693 Stapled Securities on issue)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (A\$) (7)	Class and number of securities affected	Person's votes affected
6 January 2025	Bidder	Acquisition of a relevant interest in Stapled Securities pursuant to contracts arising as a result of acceptances of the offer made under the Bidder's off-market takeover bid to acquire all of the Stapled	\$3.752 per Stapled Security, as per, and subject to the terms of, the Takeover Offer	3,435,152 Stapled Securities	3,435,152

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (A\$) (7)	Class and number of securities affected	Person's votes affected
		Securities in HPI as set out in the second replacement bidder's statement dated 25 September 2024 (as supplemented from time to time) (Takeover Offer)			
6 January 2025	Bidder	Acquisition pursuant to an on-market transaction	See Annexure A	See Annexure A	See Annexure A

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Bidder	Charter Hall Wholesale Management Limited	Charter Hall Wholesale Management Limited	Relevant interest under s608(1) of the <i>Corporations Act 2001</i> Cth (Corporations Act), as the holder of Stapled Securities	113,562,043 Stapled Securities	113,562,043
Charter Hall Holdings Pty Ltd (ABN 15 051 363 547) (CHH), Hostplus, HP PST, HP HPI	Charter Hall Wholesale Management Limited, as per relevant interest above	Charter Hall Wholesale Management Limited, as per relevant interest above	Relevant interest under s608(1)(b) and (c) of the Corporations Act pursuant to the Bid Conduct Agreement dated 8 September 2024 (and attached as Annexure B to the substantial holder notice dated 10 September 2024) (Bid Conduct Agreement)	113,562,043 Stapled Securities	113,562,043
Charter Hall Group (including CHH and Charter Hall Limited (ABN 57 113 531 150) (CHL)), HP HPI, Hostplus and HP PST	Charter Hall Wholesale Management Limited, as per relevant interest above	Charter Hall Wholesale Management Limited, as per relevant interest above	Relevant interest under s608(3) of the Corporations Act.	113,562,043 Stapled Securities	113,562,043
CHH	Charter Hall Holdings Pty Ltd	Charter Hall Holdings Pty Ltd	Relevant interest under s608(1) of the Corporations Act	1 Stapled Security	1
Bidder, Hostplus, HP PST, HP HPI	Charter Hall Holdings Pty Ltd, as per relevant interest above	Charter Hall Holdings Pty Ltd, as per relevant interest above	Relevant interest under s608(1)(b) and (c) of the Corporations Act pursuant to the Bid Conduct Agreement	1 Stapled Security	1
Bidder, Charter Hall Group (including CHL) and HP HPI	Charter Hall Holdings Pty Ltd, as per relevant interest above	Charter Hall Holdings Pty Ltd, as per relevant interest above	Relevant interest under s608(3) of the Corporations Act	1 Stapled Security	1
CHL	Charter Hall Limited	Charter Hall Limited	Relevant interest under s608(1) of the Corporations Act	1 Stapled Security	1

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Hostplus	Citicorp Nominees Pty Limited	Host-Plus Pty Limited	Relevant interest under s608(3) of the Corporations Act	1,025,163 Stapled Securities	1,025,163
Bidder, CHH, HP PST, HP HPI	Citicorp Nominees Pty Limited, as per relevant interest above	Host-Plus Pty Limited, as per relevant interest above	Relevant interest under s608(1)(b) and (c) of the Corporations Act pursuant to the Bid Conduct Agreement	1,025,163 Stapled Securities	1,025,163
HP PST	Citicorp Nominees Pty Limited, as per relevant interest above	Host-Plus Pty Limited, as per relevant interest above	Relevant interest under s608(3) of the Corporations Act	1,025,163 Stapled Securities	1,025,163
Bidder	In relation to acceptances under the Takeover Offer, HPI securityholders who have accepted offers under the Takeover Offer (including acceptance instructions)	In relation to acceptances under the Takeover Offer and acceptance instructions, Charter Hall Wholesale Management Limited (subject to the terms of the Takeover Offer)	Relevant interest under section 608(8) of the Corporations Act as a result of acceptance of offers under the Takeover Offer. The Stapled Securities the subject of these acceptances have not yet been transferred into the name of the Bidder.	4,114,443 Stapled Securities	4,114,443
CHH, Hostplus, HP PST, HP HPI	In relation to acceptances under the Takeover Offer, HPI securityholders who have accepted offers under the Takeover Offer (including acceptance instructions), as per relevant interest above	In relation to acceptances under the Takeover Offer and acceptance instructions, Charter Hall Wholesale Management Limited (subject to the terms of the Takeover Offer), as per relevant interest above	Relevant interest under s608(1)(b) and (c) of the Corporations Act pursuant to the Bid Conduct Agreement	4,114,443 Stapled Securities	4,114,443
Charter Hall Group (including CHH and CHL), HP HPI, Hostplus and HP PST	In relation to acceptances under the Takeover Offer, HPI securityholders who have accepted offers under the Takeover Offer (including acceptance instructions), as per relevant interest above	In relation to acceptances under the Takeover Offer and acceptance instructions, Charter Hall Wholesale Management Limited (subject to the terms of the Takeover Offer), as per relevant interest above	Relevant interest under s608(3) of the Corporations Act	4,114,443 Stapled Securities	4,114,443
Bidder	Various sellers of Stapled Securities on-market (pending settlement of	Charter Hall Wholesale Management Limited	Relevant interest under section 608(8) of the Corporations Act as a result of on-market purchases that have not yet settled.	225,934 Stapled Securities	225,934

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	on-market purchases)				
CHH, Hostplus, HP PST, HP HPI	Various sellers of Stapled Securities on-market (pending settlement of on-market purchases), as per relevant interest above	Charter Hall Wholesale Management Limited	Relevant interest under s608(1)(b) and (c) of the Corporations Act pursuant to the Bid Conduct Agreement.	225,934 Stapled Securities	225,934
Charter Hall Group (including CHH and CHL), HP HPI, Hostplus and HP PST	Various sellers of Stapled Securities on-market (pending settlement of on-market purchases), as per relevant interest above	Charter Hall Wholesale Management Limited	Relevant interest under s608(3) of the Corporations Act.	225,934 Stapled Securities	225,934

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Charter Hall Group, Bidder, CHH, CHL, HP HPI	Level 20, 1 Martin Place, Sydney, NSW 2000 Australia
HP PST, Hostplus	Level 9, 114 William Street, Melbourne, VIC 3000 Australia

Signature

print name	Mark Bryant	capacity	Authorised signatory for the Substantial Holder(s)
sign here		date	7 January 2025

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A – On-market acquisitions

This is Annexure A of 1 page referred to in Form 604 (Notice of change of interests of substantial holder).

Date	Consideration given in relation to change per Stapled Security (A\$)	Number of Stapled Securities and number of votes
6 January 2025	\$3.75	12,137
6 January 2025	\$3.75	6,000
6 January 2025	\$3.75	14,185
6 January 2025	\$3.75	16
6 January 2025	\$3.75	1,289
6 January 2025	\$3.75	9,885
6 January 2025	\$3.75	12
6 January 2025	\$3.75	21
6 January 2025	\$3.75	21
6 January 2025	\$3.75	21
6 January 2025	\$3.75	21
6 January 2025	\$3.75	21
6 January 2025	\$3.75	21
6 January 2025	\$3.75	21
6 January 2025	\$3.75	141
6 January 2025	\$3.75	21
6 January 2025	\$3.75	21
6 January 2025	\$3.75	1
6 January 2025	\$3.75	34
6 January 2025	\$3.75	21
6 January 2025	\$3.75	2,500
6 January 2025	\$3.75	36,363
6 January 2025	\$3.75	1,000
6 January 2025	\$3.75	21,430
6 January 2025	\$3.75	1,048

Signature

print name Mark Bryant

capacity Authorised signatory
for the Substantial
Holders

sign here 

date 7 January 2025