



NOTICE OF THE ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

The Annual General Meeting of
Hudson Pacific Group Limited
ACN 078 712 179
will be held at
Level 5 52 Phillip Street, Sydney NSW 2000
at 10:00AM on 24 May 2023

This is an important document and requires your immediate attention. You should read it in its entirety before deciding whether or not to vote in favour of the resolutions contained in these explanatory materials. If you are in doubt about how to deal with this document, you should consult your financial, legal, taxation, or other professional adviser.

NOTICE OF THE ANNUAL GENERAL MEETING

Hudson Pacific Group Limited ACN 078 712 179

Notice is hereby given that the Annual General Meeting of members of Hudson Pacific Group Limited (the **Company**) will be held at the registered office of the Company, Level 5, 52 Phillip Street, Sydney NSW 2000 at 10:00am on 24 May 2023.

Ordinary Business

1. Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditors thereon for the financial year ended 31 December 2022.

2. Election of Directors

Resolution 1:

Ordinary resolution to elect John Farey as a director

To consider, and if thought fit, pass the following resolution **as an ordinary resolution**.

"That John Farey, retiring by rotation in accordance with Article 60.1 of the Company's Constitution, be elected as a director of the Company".

Note: The qualifications and experience of John Farey are provided in the 2022 Annual Report tabled at this Annual General Meeting

3. Other Business

To transact any other business which may be brought before an Annual General Meeting, under the Company's Constitution and the Corporations Act.

By Order of the Board



Mona Esapournoori
Company Secretary
14 April 2023

This Notice of Meeting is accompanied by an Explanatory Statement to Shareholders that explains the purpose of the Meeting and the resolutions to be considered at the Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders of Hudson Pacific Group Limited (the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact the Company or your professional advisor.

1. Financial Statements and Reports

The *Corporations Act 2001* requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the *Corporations Act 2001* nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 31 December 2022.

In addition, shareholders may, at the meeting, ask questions of the auditor in relation to the following matters;

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's Annual Financial Report on the Company's website www.hpjl.com.au

2. Election of Directors

Resolution 1 – Ordinary resolution to elect John Farey as a director

Article 60.1 of the Company's Constitution requires that one third of the directors retire at the end of each AGM and seek re-election.

John Farey was appointed a non executive director on 20 May 1998. In accordance with Article 60.1 Mr. Farey being eligible, offers himself for re-election. The qualifications and experience of Mr. Farey are provided in the 2022 Annual Report tabled at this Annual General Meeting.

Voting Information:

Voting Entitlement at the Annual General Meeting in accordance with Regulation 7.11.37 of the Corporations Regulations 2001.

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of shares if that person is registered as a holder of those shares at 10:00 am Sydney time on 22 May 2023, being within 48 hours prior to the Annual General Meeting.

Attendance at the Meeting

The Company strongly encourages all shareholders to attend the meeting in person. Proxy forms for the Meeting should be lodged before 10am (Sydney time) 22 May 2023.

Should you have any questions regarding the meeting, or wish to withdraw a proxy form you have submitted after considering the attached documents, please contact us on (02) 9251 7177 or email us at corporate@hpjl.com.au.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the the Company's website <https://www.hpgl.com.au>.

How to Vote

The annual general meeting of members of the Company will be held at 10.00 am on 24 May 2023 to consider and vote on the resolutions set out in the Notice of Meeting. To vote on the resolutions you must complete and return the proxy form which is enclosed with the Notice of Meeting to or by facsimile to or electronically to at least 48 hours before the time appointed for the meeting.

Votes of Members

On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the Annual General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall have one vote for each share held provided that all shares are fully paid.

Further Information

If you require further information about the matters set out in this Explanatory Statement, please contact the company secretary Mona Esapournoori on 02 9251 7177.

Amendments to proxy voting

Shareholders are advised that the Federal government has introduced the *Corporations Amendment (improving Accountability on Director and Executive Remuneration) Act 2011 (Cth)* (the **CA Act**), which came into effect on 1 July 2011. The CA Act introduced new prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).

In light of these legislative requirements, the Company recommends that shareholders consider the following options to ensure the validity of their votes:

- a) that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- b) that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- c) that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent

6. Signing instructions:

Individual: Where the holding is in one name, the security holder must sign.

Joint Holding: Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry or the Company, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

For your vote to be effective, the completed proxy form must be received by 10:00am on 22 May 2023.

Please advise of any change of address by completion of the section below:

My new address is:

