
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2023

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 001-34789 (Hudson Pacific Properties, Inc.)
Commission File Number: 333-202799-01 (Hudson Pacific Properties, L.P.)

Hudson Pacific Properties, Inc.
Hudson Pacific Properties, L.P.

(Exact name of registrant as specified in its charter)

Hudson Pacific Properties, Inc.

Maryland

(State or other jurisdiction of incorporation or organization)

27-1430478

(I.R.S. Employer Identification Number)

Hudson Pacific Properties, L.P.

Maryland

(State or other jurisdiction of incorporation or organization)

80-0579682

(I.R.S. Employer Identification Number)

11601 Wilshire Blvd., Ninth Floor
Los Angeles, California 90025

(Address of principal executive offices) (Zip Code)

(310) 445-5700

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Registrant	Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Hudson Pacific Properties, Inc.	Common Stock, \$0.01 par value	HPP	New York Stock Exchange
Hudson Pacific Properties, Inc.	4.750% Series C Cumulative Redeemable Preferred Stock	HPP Pr C	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Hudson Pacific Properties, Inc. Yes ☒ No ☐

Hudson Pacific Properties, L.P. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Hudson Pacific Properties, Inc. Yes ☒ No ☐

Hudson Pacific Properties, L.P. Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Hudson Pacific Properties, Inc.

Large accelerated filer ☒

Non-accelerated filer ☐

Accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

Hudson Pacific Properties, L.P.

Large accelerated filer ☐

Non-accelerated filer ☒

Accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Hudson Pacific Properties, Inc. ☐

Hudson Pacific Properties, L.P. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Hudson Pacific Properties, Inc. Yes ☐ No ☒

Hudson Pacific Properties, L.P. Yes ☐ No ☒

The number of shares of common stock of Hudson Pacific Properties, Inc. outstanding at May 5, 2023 was 140,897,681.

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the period ended March 31, 2023 of Hudson Pacific Properties, Inc., a Maryland corporation, and Hudson Pacific Properties, L.P., a Maryland limited partnership. Unless otherwise indicated or unless the context requires otherwise, all references in this report to “we,” “us,” “our,” or “our Company” refer to Hudson Pacific Properties, Inc. together with its consolidated subsidiaries, including Hudson Pacific Properties, L.P. In statements regarding qualification as a REIT, such terms refer solely to Hudson Pacific Properties, Inc. Unless otherwise indicated or unless the context requires otherwise, all references to “our operating partnership” or “the operating partnership” refer to Hudson Pacific Properties, L.P. together with its consolidated subsidiaries.

Hudson Pacific Properties, Inc. is a real estate investment trust, or REIT, and the sole general partner of our operating partnership. As of March 31, 2023, Hudson Pacific Properties, Inc. owned approximately 97.2% of the ownership interest in our operating partnership (including unvested restricted units). The remaining approximately 2.8% interest was owned by certain of our executive officers and directors, certain of their affiliates and other outside investors, including unvested operating partnership performance units. As the sole general partner of our operating partnership, Hudson Pacific Properties, Inc. has the full, exclusive and complete responsibility for our operating partnership’s day-to-day management and control.

We believe combining the quarterly reports on Form 10-Q of Hudson Pacific Properties, Inc. and the operating partnership into this single report results in the following benefits:

- enhancing investors’ understanding of our Company and our operating partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminating duplicative disclosure and providing a more streamlined and readable presentation because a substantial portion of the disclosures apply to both our Company and our operating partnership; and
- creating time and cost efficiencies through the preparation of one combined report instead of two separate reports.

There are a few differences between our Company and our operating partnership, which are reflected in the disclosures in this report. We believe it is important to understand the differences between our Company and our operating partnership in the context of how we operate as an interrelated, consolidated company. Hudson Pacific Properties, Inc. is a REIT, the only material assets of which are the units of partnership interest in our operating partnership. As a result, Hudson Pacific Properties, Inc. does not conduct business itself, other than acting as the sole general partner of our operating partnership, issuing equity from time to time and guaranteeing certain debt of our operating partnership. Hudson Pacific Properties, Inc. itself does not issue any indebtedness but guarantees some of the debt of our operating partnership. Our operating partnership, which is structured as a partnership with no publicly traded equity, holds substantially all of the assets of our Company and conducts substantially all of our business. Except for net proceeds from equity issuances by Hudson Pacific Properties, Inc., which are generally contributed to our operating partnership in exchange for units of partnership interest in our operating partnership, our operating partnership generates the capital required by our Company’s business through its operations, its incurrence of indebtedness or through the issuance of units of partnership interest in our operating partnership.

Non-controlling interest, stockholders’ equity and partners’ capital are the main areas of difference between the consolidated financial statements of our Company and those of our operating partnership. The common units in our operating partnership are accounted for as partners’ capital in our operating partnership’s consolidated financial statements and, to the extent not held by our Company, as a non-controlling interest in our Company’s consolidated financial statements. The differences between stockholders’ equity, partners’ capital and non-controlling interest result from the differences in the equity issued by our Company and our operating partnership.

To help investors understand the significant differences between our Company and our operating partnership, this report presents the consolidated financial statements separately for our Company and our operating partnership. All other sections of this report, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Quantitative and Qualitative Disclosures About Market Risk,” are presented together for our Company and our operating partnership.

In order to establish that the Chief Executive Officer and the Chief Financial Officer of each entity have made the requisite certifications and that our Company and our operating partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934, or the Exchange Act and 18 U.S.C. §1350, this report also includes separate Part I, Item 4 “Controls and Procedures” sections and separate Exhibit 31 and 32 certifications for each of Hudson Pacific Properties, Inc. and our operating partnership.

HUDSON PACIFIC PROPERTIES, INC. AND HUDSON PACIFIC PROPERTIES, L.P.
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PART I—FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS OF HUDSON PACIFIC PROPERTIES, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	March 31, 2023 (unaudited)	December 31, 2022
ASSETS		
Investment in real estate, at cost	\$ 8,790,335	\$ 8,716,572
Accumulated depreciation and amortization	(1,619,164)	(1,541,271)
Investment in real estate, net	7,171,171	7,175,301
Non-real estate property, plant and equipment, net	124,465	130,289
Cash and cash equivalents	163,327	255,761
Restricted cash	19,571	29,970
Accounts receivable, net	15,176	16,820
Straight-line rent receivables, net	290,650	279,910
Deferred leasing costs and intangible assets, net	382,173	393,842
Operating lease right-of-use assets	399,063	401,051
Prepaid expenses and other assets, net	100,783	98,837
Investment in unconsolidated real estate entities	194,163	180,572
Goodwill	263,549	263,549
Assets associated with real estate held for sale	—	93,238
TOTAL ASSETS	\$ 9,124,091	\$ 9,319,140
LIABILITIES AND EQUITY		
Liabilities		
Unsecured and secured debt, net	\$ 4,433,546	\$ 4,585,862
Joint venture partner debt	66,136	66,136
Accounts payable, accrued liabilities and other	271,931	264,098
Operating lease liabilities	399,081	399,801
Intangible liabilities, net	32,443	34,091
Security deposits, prepaid rent and other	91,355	83,797
Liabilities associated with real estate held for sale	—	665
Total liabilities	5,294,492	5,434,450
Commitments and contingencies (note 21)		
Redeemable preferred units of the operating partnership	9,815	9,815
Redeemable non-controlling interest in consolidated real estate entities	120,902	125,044
Equity		
Hudson Pacific Properties, Inc. stockholders' equity:		
4.750% Series C cumulative redeemable preferred stock, \$0.01 par value, \$25.00 per share liquidation preference, 18,400,000 authorized, 17,000,000 shares outstanding at March 31, 2023 and December 31, 2022	425,000	425,000
Common stock, \$0.01 par value, 481,600,000 authorized, 140,888,769 and 141,054,478 shares outstanding at March 31, 2023 and December 31, 2022, respectively	1,403	1,409
Additional paid-in capital	2,835,061	2,889,967
Accumulated other comprehensive loss	(8,147)	(11,272)
Total Hudson Pacific Properties, Inc. stockholders' equity	3,253,317	3,305,104
Non-controlling interest—members in consolidated real estate entities	375,960	377,756
Non-controlling interest—units in the operating partnership	69,605	66,971
Total equity	3,698,882	3,749,831
TOTAL LIABILITIES AND EQUITY	\$ 9,124,091	\$ 9,319,140

The accompanying notes are an integral part of these consolidated financial statements.

HUDSON PACIFIC PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited, in thousands, except share data)

	Three Months Ended March 31,	
	2023	2022
REVENUES		
Office		
Rental	\$ 202,657	\$ 206,192
Service and other revenues	3,976	5,208
Total office revenues	206,633	211,400
Studio		
Rental	16,253	13,394
Service and other revenues	29,377	19,719
Total studio revenues	45,630	33,113
Total revenues	252,263	244,513
OPERATING EXPENSES		
Office operating expenses	74,054	73,631
Studio operating expenses	37,244	18,983
General and administrative	18,724	20,512
Depreciation and amortization	97,139	92,193
Total operating expenses	227,161	205,319
OTHER INCOME (EXPENSES)		
(Loss) income from unconsolidated real estate entities	(745)	303
Fee income	2,402	1,071
Interest expense	(53,807)	(30,836)
Interest income	371	910
Management services reimbursement income—unconsolidated real estate entities	1,064	1,108
Management services expense—unconsolidated real estate entities	(1,064)	(1,108)
Transaction-related expenses	(1,186)	(256)
Unrealized gain on non-real estate investments	839	1,650
Gain on sale of real estate	7,046	—
Impairment loss	—	(20,503)
Other income	5,161	852
Total other expenses	(39,919)	(46,809)
Net loss	(14,817)	(7,615)
Net income attributable to Series A preferred units	(153)	(153)
Net income attributable to Series C preferred shares	(5,047)	(5,290)
Net income attributable to participating securities	(553)	(294)
Net income attributable to non-controlling interest in consolidated real estate entities	(1,031)	(8,561)
Net loss attributable to redeemable non-controlling interest in consolidated real estate entities	894	1,890
Net loss attributable to common units in the operating partnership	282	230
NET LOSS ATTRIBUTABLE TO COMMON STOCKHOLDERS	\$ (20,425)	\$ (19,793)
BASIC AND DILUTED PER SHARE AMOUNTS		
Net loss attributable to common stockholders—basic	\$ (0.14)	\$ (0.13)
Net loss attributable to common stockholders—diluted	\$ (0.14)	\$ (0.13)
Weighted average shares of common stock outstanding—basic	141,025,021	149,187,994
Weighted average shares of common stock outstanding—diluted	141,025,021	149,187,994

The accompanying notes are an integral part of these consolidated financial statements.

HUDSON PACIFIC PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(unaudited, in thousands)

	Three Months Ended March 31,	
	2023	2022
Net loss	\$ (14,817)	\$ (7,615)
Currency translation adjustments	2,014	(1,361)
Net unrealized gains (losses) on derivative instruments:		
Unrealized gains	721	3,044
Reclassification adjustment for realized losses (gains)	714	(579)
Total net unrealized gains on derivative instruments	1,435	2,465
Total other comprehensive income	3,449	1,104
Comprehensive loss	(11,368)	(6,511)
Comprehensive income attributable to Series A preferred units	(153)	(153)
Comprehensive income attributable to Series C preferred stock	(5,047)	(5,290)
Comprehensive income attributable to participating securities	(553)	(294)
Comprehensive income attributable to non-controlling interest in consolidated real estate entities	(1,266)	(8,561)
Comprehensive loss attributable to redeemable non-controlling interest in consolidated real estate entities	894	1,890
Comprehensive loss attributable to non-controlling interest in the operating partnership	193	211
COMPREHENSIVE LOSS ATTRIBUTABLE TO COMMON STOCKHOLDERS	\$ (17,300)	\$ (18,708)

The accompanying notes are an integral part of these consolidated financial statements.

HUDSON PACIFIC PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF EQUITY
For the three months ended March 31, 2023
(unaudited, in thousands, except share data)

	Hudson Pacific Properties, Inc. Stockholders' Equity						Non-controlling Interest		
	Series C Cumulative Redeemable Preferred Stock	Shares of Common Stock	Stock Amount	Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Loss	Units in the Operating Partnership	Members in Consolidated Real Estate Entities	Total Equity
Balance, December 31, 2022	\$ 425,000	141,054,478	\$ 1,409	\$ 2,889,967	\$ —	\$ (11,272)	\$ 66,971	\$ 377,756	\$ 3,749,831
Contributions	—	—	—	—	—	—	—	6,497	6,497
Distributions	—	—	—	—	—	—	—	(9,559)	(9,559)
Issuance of unrestricted stock	—	33,928	—	—	—	—	—	—	—
Shares repurchased	—	(187,400)	(6)	(1,363)	—	—	—	—	(1,369)
Shares withheld to satisfy tax withholding obligations	—	(12,237)	—	(87)	—	—	—	—	(87)
Declared dividend	(5,047)	—	—	(55,368)	19,872	—	(1,169)	—	(41,712)
Amortization of stock-based compensation	—	—	—	1,912	—	—	3,996	—	5,908
Net income (loss)	5,047	—	—	—	(19,872)	—	(282)	1,031	(14,076)
Other comprehensive income	—	—	—	—	—	3,125	89	235	3,449
Balance, March 31, 2023	\$ 425,000	140,888,769	\$ 1,403	\$ 2,835,061	\$ —	\$ (8,147)	\$ 69,605	\$ 375,960	\$ 3,698,882
Balance, December 31, 2021	\$ 425,000	151,124,543	\$ 1,511	\$ 3,317,072	\$ —	\$ (1,761)	\$ 52,199	\$ 402,971	\$ 4,196,992
Contributions	—	—	—	—	—	—	—	2,624	2,624
Distributions	—	—	—	—	—	—	—	(15,215)	(15,215)
Transaction costs	—	—	—	(76)	—	—	—	—	(76)
Issuance of unrestricted stock	—	8,297	—	—	—	—	—	—	—
Accelerated share repurchase	—	(6,573,672)	(66)	(199,934)	—	—	—	—	(200,000)
Declared dividend	(5,290)	—	—	(55,762)	19,499	—	(679)	—	(42,232)
Amortization of stock-based compensation	—	—	—	2,200	—	—	3,945	—	6,145
Net income (loss)	5,290	—	—	—	(19,499)	—	(230)	8,561	(5,878)
Other comprehensive income	—	—	—	—	—	1,085	19	—	1,104
Balance, March 31, 2022	\$ 425,000	144,559,168	\$ 1,445	\$ 3,063,500	\$ —	\$ (676)	\$ 55,254	\$ 398,941	\$ 3,943,464

The accompanying notes are an integral part of these consolidated financial statements.

HUDSON PACIFIC PROPERTIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, in thousands)

	Year Ended March 31,	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (14,817)	\$ (7,615)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	97,139	92,193
Non-cash portion of interest expense	3,606	3,390
Amortization of stock-based compensation	5,236	5,329
Loss (income) from unconsolidated real estate entities	745	(303)
Unrealized gain on non-real estate investments	(839)	(1,650)
Straight-line rents	(10,711)	(14,899)
Straight-line rent expenses	1,268	422
Amortization of above- and below-market leases, net	(1,620)	(2,739)
Amortization of above- and below-market ground leases, net	688	668
Amortization of lease incentive costs	311	432
Distribution of income from unconsolidated real estate entities	—	393
Loss on derivatives	3,765	—
Impairment loss	—	20,503
Gain on sale of real estate	(7,046)	—
Change in operating assets and liabilities:		
Accounts receivable	1,756	(4,133)
Deferred leasing costs and lease intangibles	(6,139)	(3,799)
Prepaid expenses and other assets	(3,537)	(10,068)
Accounts payable, accrued liabilities and other	15,294	21,964
Security deposits, prepaid rent and other	7,417	(4,634)
Net cash provided by operating activities	92,516	95,454
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sales of real estate	100,441	—
Additions to investment in real estate	(76,452)	(52,733)
Maturities of U.S. Government securities	—	2,156
Contributions to non-real estate investments	(901)	(10,534)
Proceeds from sales of non-real estate investments	503	—
Distributions from unconsolidated real estate entities	668	422
Contributions to unconsolidated real estate entities	(12,986)	(7,922)
Additions to non-real estate property, plant and equipment	(774)	(3,658)
Net cash provided by (used in) investing activities	10,499	(72,269)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from unsecured and secured debt	55,783	235,846
Payments of unsecured and secured debt	(212,000)	—
Payments of in-substance defeased debt	—	(918)
Transaction costs	—	(76)
Repurchases of common stock	(1,369)	—
Accelerated share repurchase	—	(200,000)
Dividends paid to common stock and unitholders	(36,665)	(36,942)
Dividends paid to preferred stock and unitholders	(5,200)	(7,724)
Contributions from redeemable non-controlling members in consolidated real estate entities	—	125
Distributions to redeemable non-controlling members in consolidated real estate entities	(3,248)	—
Contributions from non-controlling members in consolidated real estate entities	6,497	2,624
Distributions to non-controlling members in consolidated real estate entities	(9,559)	(15,215)
Payments to satisfy tax withholding obligations	(87)	—
Net cash used in financing activities	(205,848)	(22,280)
Net (decrease) increase in cash and cash equivalents and restricted cash	(102,833)	905
Cash and cash equivalents and restricted cash—beginning of period	285,731	196,876
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH—END OF PERIOD	\$ 182,898	\$ 197,781

The accompanying notes are an integral part of these consolidated financial statements.

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ITEM 1. FINANCIAL STATEMENTS OF HUDSON PACIFIC PROPERTIES, L.P.

HUDSON PACIFIC PROPERTIES, L.P.
CONSOLIDATED BALANCE SHEETS
(in thousands, except unit data)

	March 31, 2023 (unaudited)	December 31, 2022
ASSETS		
Investment in real estate, at cost	\$ 8,790,335	\$ 8,716,572
Accumulated depreciation and amortization	(1,619,164)	(1,541,271)
Investment in real estate, net	7,171,171	7,175,301
Non-real estate property, plant and equipment, net	124,465	130,289
Cash and cash equivalents	163,327	255,761
Restricted cash	19,571	29,970
Accounts receivable, net	15,176	16,820
Straight-line rent receivables, net	290,650	279,910
Deferred leasing costs and intangible assets, net	382,173	393,842
Operating lease right-of-use assets	399,063	401,051
Prepaid expenses and other assets, net	100,783	98,837
Investment in unconsolidated real estate entities	194,163	180,572
Goodwill	263,549	263,549
Assets associated with real estate held for sale	—	93,238
TOTAL ASSETS	\$ 9,124,091	\$ 9,319,140
LIABILITIES AND CAPITAL		
Liabilities		
Unsecured and secured debt, net	\$ 4,433,546	\$ 4,585,862
Joint venture partner debt	66,136	66,136
Accounts payable, accrued liabilities and other	271,931	264,098
Operating lease liabilities	399,081	399,801
Intangible liabilities, net	32,443	34,091
Security deposits, prepaid rent and other	91,355	83,797
Liabilities associated with real estate held for sale	—	665
Total liabilities	5,294,492	5,434,450
Commitments and contingencies (note 21)		
Redeemable preferred units of the operating partnership	9,815	9,815
Redeemable non-controlling interest in consolidated real estate entities	120,902	125,044
Capital		
Hudson Pacific Properties, L.P. partners' capital		
4.750% Series C cumulative redeemable preferred units, \$25.00 per unit liquidation preference, 17,000,000 units outstanding at March 31, 2023 and December 31, 2022	425,000	425,000
Common units, 143,407,231 and 143,246,320 outstanding at March 31, 2023 and December 31, 2022, respectively	2,906,168	2,958,535
Accumulated other comprehensive loss	(8,246)	(11,460)
Total Hudson Pacific Properties, L.P. partners' capital	3,322,922	3,372,075
Non-controlling interest—members in consolidated real estate entities	375,960	377,756
Total capital	3,698,882	3,749,831
TOTAL LIABILITIES AND CAPITAL	\$ 9,124,091	\$ 9,319,140

The accompanying notes are an integral part of these consolidated financial statements.

HUDSON PACIFIC PROPERTIES, L.P.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited, in thousands, except unit data)

	Three Months Ended March 31,	
	2023	2022
REVENUES		
Office		
Rental	\$ 202,657	\$ 206,192
Service and other revenues	3,976	5,208
Total office revenues	206,633	211,400
Studio		
Rental	16,253	13,394
Service and other revenues	29,377	19,719
Total studio revenues	45,630	33,113
Total revenues	252,263	244,513
OPERATING EXPENSES		
Office operating expenses	74,054	73,631
Studio operating expenses	37,244	18,983
General and administrative	18,724	20,512
Depreciation and amortization	97,139	92,193
Total operating expenses	227,161	205,319
OTHER INCOME (EXPENSES)		
(Loss) income from unconsolidated real estate entities	(745)	303
Fee income	2,402	1,071
Interest expense	(53,807)	(30,836)
Interest income	371	910
Management services reimbursement income—unconsolidated real estate entities	1,064	1,108
Management services expense—unconsolidated real estate entities	(1,064)	(1,108)
Transaction-related expenses	(1,186)	(256)
Unrealized gain on non-real estate investments	839	1,650
Gain on sale of real estate	7,046	—
Impairment loss	—	(20,503)
Other income	5,161	852
Total other expenses	(39,919)	(46,809)
Net loss	(14,817)	(7,615)
Net income attributable to non-controlling interest in consolidated real estate entities	(1,031)	(8,561)
Net loss attributable to redeemable non-controlling interest in consolidated real estate entities	894	1,890
Net loss attributable to Hudson Pacific Properties, L.P.	(14,954)	(14,286)
Net income attributable to Series A preferred units	(153)	(153)
Net income attributable to Series C preferred units	(5,047)	(5,290)
Net income attributable to participating securities	(553)	(294)
NET LOSS AVAILABLE TO COMMON UNITHOLDERS	\$ (20,707)	\$ (20,023)
BASIC AND DILUTED PER UNIT AMOUNTS		
Net loss attributable to common unitholders—basic	\$ (0.14)	\$ (0.13)
Net loss attributable to common unitholders—diluted	\$ (0.14)	\$ (0.13)
Weighted average shares of common units outstanding—basic	143,329,366	151,031,790
Weighted average shares of common units outstanding—diluted	143,329,366	151,031,790

The accompanying notes are an integral part of these consolidated financial statements.

HUDSON PACIFIC PROPERTIES, L.P.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(unaudited, in thousands)

	Three Months Ended March 31,	
	2023	2022
Net loss	\$ (14,817)	\$ (7,615)
Currency translation adjustments	2,014	(1,361)
Net unrealized gains (losses) on derivative instruments:		
Unrealized gains	721	3,044
Reclassification adjustment for realized losses (gains)	714	(579)
Total net unrealized gains on derivative instruments	1,435	2,465
Total other comprehensive income	3,449	1,104
Comprehensive loss	(11,368)	(6,511)
Comprehensive income attributable to Series A preferred units	(153)	(153)
Comprehensive income attributable to Series C preferred units	(5,047)	(5,290)
Comprehensive income attributable to participating securities	(553)	(294)
Comprehensive income attributable to non-controlling interest in consolidated real estate entities	(1,266)	(8,561)
Comprehensive loss attributable to redeemable non-controlling interest in consolidated real estate entities	894	1,890
COMPREHENSIVE LOSS ATTRIBUTABLE TO PARTNERS' CAPITAL	\$ (17,493)	\$ (18,919)

The accompanying notes are an integral part of these consolidated financial statements.

HUDSON PACIFIC PROPERTIES, L.P.
CONSOLIDATED STATEMENTS OF CAPITAL
For the three months ended March 31, 2023
(unaudited, in thousands, except share data)

Hudson Pacific Properties, L.P. Partners' Capital							
	Preferred Units	Number of Common Units	Common Units	Accumulated Other Comprehensive Loss	Total Partners' Capital	Non-controlling Interest—Members in Consolidated Real Estate Entities	Total Capital
Balance, December 31, 2022	\$ 425,000	143,246,320	\$ 2,958,535	\$ (11,460)	\$ 3,372,075	\$ 377,756	\$ 3,749,831
Contributions	—	—	—	—	—	6,497	6,497
Distributions	—	—	—	—	—	(9,559)	(9,559)
Issuance of unrestricted units	—	360,548	—	—	—	—	—
Repurchase of common units	—	(187,400)	(1,369)	—	(1,369)	—	(1,369)
Units withheld to satisfy tax withholding obligations	—	(12,237)	(87)	—	(87)	—	(87)
Declared distributions	(5,047)	—	(36,665)	—	(41,712)	—	(41,712)
Amortization of unit-based compensation	—	—	5,908	—	5,908	—	5,908
Net income (loss)	5,047	—	(20,154)	—	(15,107)	1,031	(14,076)
Other comprehensive income	—	—	—	3,214	3,214	235	3,449
Balance, March 31, 2023	\$ 425,000	143,407,231	\$ 2,906,168	\$ (8,246)	\$ 3,322,922	\$ 375,960	\$ 3,698,882
Balance, December 31, 2021	\$ 425,000	152,967,441	\$ 3,370,800	\$ (1,779)	\$ 3,794,021	\$ 402,971	\$ 4,196,992
Contributions	—	—	—	—	—	2,624	2,624
Distributions	—	—	—	—	—	(15,215)	(15,215)
Transaction costs	—	—	(76)	—	(76)	—	(76)
Issuance of unrestricted units	—	11,663	—	—	—	—	—
Repurchase of common units	—	(6,573,672)	(200,000)	—	(200,000)	—	(200,000)
Declared distributions	(5,290)	—	(36,942)	—	(42,232)	—	(42,232)
Amortization of unit-based compensation	—	—	6,145	—	6,145	—	6,145
Net income (loss)	5,290	—	(19,729)	—	(14,439)	8,561	(5,878)
Other comprehensive income	—	—	—	1,104	1,104	—	1,104
Balance, March 31, 2022	\$ 425,000	146,405,432	\$ 3,120,198	\$ (675)	\$ 3,544,523	\$ 398,941	\$ 3,943,464

The accompanying notes are an integral part of these consolidated financial statements.

HUDSON PACIFIC PROPERTIES, L.P.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, in thousands)

	Year Ended March 31,	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (14,817)	\$ (7,615)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	97,139	92,193
Non-cash portion of interest expense	3,606	3,390
Amortization of unit-based compensation	5,236	5,329
Loss (income) from unconsolidated real estate entities	745	(303)
Unrealized gain on non-real estate investments	(839)	(1,650)
Straight-line rents	(10,711)	(14,899)
Straight-line rent expenses	1,268	422
Amortization of above- and below-market leases, net	(1,620)	(2,739)
Amortization of above- and below-market ground leases, net	688	668
Amortization of lease incentive costs	311	432
Distribution of income from unconsolidated real estate entities	—	393
Loss on derivatives	3,765	—
Impairment loss	—	20,503
Gain on sale of real estate	(7,046)	—
Change in operating assets and liabilities:		
Accounts receivable	1,756	(4,133)
Deferred leasing costs and lease intangibles	(6,139)	(3,799)
Prepaid expenses and other assets	(3,537)	(10,068)
Accounts payable, accrued liabilities and other	15,294	21,964
Security deposits, prepaid rent and other	7,417	(4,634)
Net cash provided by operating activities	92,516	95,454
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sales of real estate	100,441	—
Additions to investment in real estate	(76,452)	(52,733)
Maturities of U.S. Government securities	—	2,156
Proceeds from sale of non-real estate investment	503	—
Contributions to non-real estate investments	(901)	(10,534)
Distributions from unconsolidated real estate entities	668	422
Contributions to unconsolidated real estate entities	(12,986)	(7,922)
Additions to non-real estate property, plant and equipment	(774)	(3,658)
Net cash provided by (used in) investing activities	10,499	(72,269)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from unsecured and secured debt	55,783	235,846
Payments of unsecured and secured debt	(212,000)	—
Payments of in-substance defeased debt	—	(918)
Transaction costs	—	(76)
Repurchases of common units	(1,369)	(200,000)
Distributions paid to common unitholders	(36,665)	(36,942)
Distributions paid to preferred unitholders	(5,200)	(7,724)
Contributions from redeemable non-controlling members in consolidated real estate entities	—	125
Distributions to redeemable non-controlling members in consolidated real estate entities	(3,248)	—
Contributions from non-controlling members in consolidated real estate entities	6,497	2,624
Distributions to non-controlling members in consolidated real estate entities	(9,559)	(15,215)
Payments to satisfy tax withholding obligations	(87)	—
Net cash used in financing activities	(205,848)	(22,280)
Net (decrease) increase in cash and cash equivalents and restricted cash	(102,833)	905
Cash and cash equivalents and restricted cash—beginning of period	285,731	196,876
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH—END OF PERIOD	\$ 182,898	\$ 197,781

The accompanying notes are an integral part of these consolidated financial statements.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements
(Unaudited, tabular amounts in thousands, except square footage, share and unit data)

1. Organization

Hudson Pacific Properties, Inc. is a Maryland corporation formed on November 9, 2009 as a fully integrated, self-administered and self-managed real estate investment trust (“REIT”). Through its controlling interest in the operating partnership and its subsidiaries, Hudson Pacific Properties, Inc. owns, manages, leases, acquires and develops real estate, consisting primarily of office and studio properties. Unless otherwise indicated or unless the context requires otherwise, all references in these financial statements to “the Company” refer to Hudson Pacific Properties, Inc. together with its consolidated subsidiaries, including Hudson Pacific Properties, L.P. Unless otherwise indicated or unless the context requires otherwise, all references to “our operating partnership” or “the operating partnership” refer to Hudson Pacific Properties, L.P. together with its consolidated subsidiaries.

The Company’s portfolio consists of properties primarily located throughout the United States, Western Canada and Greater London, United Kingdom. The following table summarizes the Company’s portfolio as of March 31, 2023:

Segments	Number of Properties	Square Feet (unaudited)
Consolidated portfolio		
Office	48	13,921,270
Studio	3	1,251,820
Future development	6	1,966,242
Total consolidated portfolio	57	17,139,332
Unconsolidated portfolio⁽¹⁾		
Office ⁽²⁾	1	1,515,867
Studio ⁽³⁾	1	241,000
Future development ⁽⁴⁾	2	1,617,347
Total unconsolidated portfolio	4	3,374,214
TOTAL	61	20,513,546

1. The Company owns 20% of the unconsolidated joint venture entity that owns the Bentall Centre property, 50% of the unconsolidated joint venture entity that owns Sunset Glenoaks Studios and 35% of the unconsolidated joint venture entity that owns Sunset Waltham Cross Studios. The square footage shown above represents 100% of the properties.
2. Includes Bentall Centre.
3. Includes Sunset Glenoaks Studios.
4. Includes land for the Burrard Exchange and Sunset Waltham Cross Studios.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements of the Company and the operating partnership are prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) applicable to interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Certain information and footnote disclosures required for annual financial statements have been condensed or excluded pursuant to the Securities and Exchange Commission (“SEC”) rules and regulations. Accordingly, the interim financial statements do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, the accompanying interim financial statements reflect all adjustments of a normal and recurring nature that are considered necessary for a fair presentation of the results for the interim periods presented.

The results of operations for the interim periods are not necessarily indicative of the results that may be expected for the year ending December 31, 2023. The interim consolidated financial statements should be read in conjunction with the consolidated financial statements in the 2022 Annual Report on Form 10-K of Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. and the notes thereto.

Principles of Consolidation

The unaudited interim consolidated financial statements of the Company include the accounts of the Company, the operating partnership and all wholly-owned and controlled subsidiaries. The consolidated financial statements of the operating

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements
(Unaudited, tabular amounts in thousands, except square footage, share and unit data)

partnership include the accounts of the operating partnership and all wholly-owned and controlled subsidiaries. All intercompany balances and transactions have been eliminated in the consolidated financial statements.

Under the consolidation guidance, the Company first evaluates an entity using the variable interest model, then the voting model. The Company ultimately consolidates all entities that the Company controls through either majority ownership or voting rights, including all variable interest entities (“VIEs”) of which the Company is considered the primary beneficiary. The Company accounts for all other unconsolidated joint ventures using the equity method of accounting. In addition, the Company continually evaluates each legal entity that is not wholly-owned for reconsideration based on changing circumstances.

VIEs are defined as entities in which equity investors do not have:

- the characteristics of a controlling financial interest;
- sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties; and/or
- the entity is structured with non-substantive voting rights.

The entity that consolidates a VIE is known as its primary beneficiary and is generally the entity with both the power to direct the activities that most significantly affect the VIE’s economic performance and the right to receive benefits from the VIE or the obligation to absorb losses of the VIE that could be significant to the VIE. As of March 31, 2023, the Company has determined that its operating partnership and 19 joint ventures met the definition of a VIE. 13 of these joint ventures are consolidated and six are unconsolidated.

Consolidated Joint Ventures

As of March 31, 2023, the operating partnership has determined that 13 of its joint ventures met the definition of a VIE and are consolidated:

Entity	Property	Ownership Interest
Hudson 1455 Market, L.P.	1455 Market	55.0 %
Hudson 1099 Stewart, L.P.	Hill7	55.0 %
HPP-MAC WSP, LLC	One Westside and Westside Two	75.0 %
Hudson One Ferry REIT, L.P.	Ferry Building	55.0 %
Sunset Bronson Entertainment Properties, LLC	Sunset Bronson Studios, ICON, CUE	51.0 %
Sunset Gower Entertainment Properties, LLC	Sunset Gower Studios	51.0 %
Sunset 1440 North Gower Street, LLC	Sunset Gower Studios	51.0 %
Sunset Las Palmas Entertainment Properties, LLC	Sunset Las Palmas Studios, Harlow	51.0 %
Sunset Services Holdings, LLC	None ⁽¹⁾	51.0 %
Sunset Studios Holdings, LLC	EPIC	51.0 %
Hudson Media and Entertainment Management, LLC	None ⁽²⁾	51.0 %
Hudson 6040 Sunset, LLC	6040 Sunset	51.0 %
Hudson 1918 Eighth, L.P.	1918 Eighth	55.0 %

1. Sunset Services Holdings, LLC wholly owns Services Holdings, LLC, which owns 100% interests in Sunset Bronson Services, LLC, Sunset Gower Services, LLC and Sunset Las Palmas Services, LLC, which provide services to Sunset Bronson Entertainment Properties, LLC, Sunset Gower Entertainment Properties, LLC and Sunset Las Palmas Entertainment Properties, LLC, respectively.
2. Hudson Media and Entertainment Management, LLC manages the following properties: Sunset Gower Studios, Sunset Bronson Studios, Sunset Las Palmas Studios, 6040 Sunset, ICON, CUE, EPIC and Harlow (collectively “Hollywood Media Portfolio”).

As of March 31, 2023 and December 31, 2022, the Company has determined that its operating partnership met the definition of a VIE and is consolidated.

Substantially all of the assets and liabilities of the Company are related to the operating partnership VIE. The assets and credit of certain VIEs can only be used to satisfy those VIEs’ own contractual obligations, and the VIEs’ creditors have no recourse to the general credit of the Company.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements
(Unaudited, tabular amounts in thousands, except square footage, share and unit data)

Unconsolidated Joint Ventures

As of March 31, 2023, the Company has determined it is not the primary beneficiary of six of its joint ventures that are VIEs. Due to its significant influence over the unconsolidated entities, the Company accounts for them using the equity method of accounting. Under the equity method, the Company initially records the investment at cost and subsequently adjusts for equity in earnings or losses and cash contributions and distributions.

The Company's net equity investment in its unconsolidated joint ventures is reflected within investment in unconsolidated real estate entities on the Consolidated Balance Sheets. The Company's share of net income or loss from the joint ventures is included within (loss) income from unconsolidated real estate entities on the Consolidated Statements of Operations. The Company uses the cumulative earnings approach for determining cash flow presentation of distributions from unconsolidated joint ventures. Under this approach, distributions up to the amount of cumulative equity in earnings recognized are classified as cash inflows from operating activities, and those in excess of that amount are classified as cash inflows from investing activities. Refer to Note 6 for further details regarding our investments in unconsolidated joint ventures.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of commitments and contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, the Company evaluates its estimates, including those related to acquiring, developing and assessing the carrying values of its real estate properties, the fair value measurement of contingent consideration, assets acquired and liabilities assumed in business combination transactions, determining the incremental borrowing rate used in the present value calculations of its new or modified operating lessee agreements, its accrued liabilities and the valuation of performance-based equity compensation awards. The Company bases its estimates on historical experience, current market conditions and various other assumptions that are believed to be reasonable under the circumstances. Actual results could materially differ from these estimates.

Lease Accounting

The Company accounts for its leases under ASC 842, which requires companies to identify lease and non-lease components of a lease agreement. Lease components relate to the right to use the leased asset whereas non-lease components relate to payments for goods or services that are transferred separately from the right to use the underlying asset.

Lessee Accounting

The Company determines if an arrangement is a lease at inception. The Company's operating lease agreements relate to ground leases, sound stage leases, office leases and other facility leases and are reflected in operating lease right-of-use ("ROU") assets and operating lease liabilities on the Consolidated Balance Sheets. For leases with a term of 12 months or less the Company makes an accounting policy election, by class of underlying asset, not to recognize ROU assets and lease liabilities. The Company recognizes lease expense for such leases generally on a straight-line basis over the lease term.

ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments arising from the lease. ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. Variable lease payments are excluded from the ROU assets and lease liabilities and are recognized in the period in which the obligation for those payments is incurred. As the Company's leases do not provide an implicit rate, the Company determines its incremental borrowing rate based on the information available at commencement date, or the date of the ASC 842 adoption, in determining the present value of lease payments. The weighted average incremental borrowing rate used to calculate the ROU assets and liabilities was 5.6%. ROU assets also include any lease payments made and exclude lease incentives. Many of the Company's lessee agreements include options to extend the lease, which the Company does not include in its minimum lease terms unless the option is reasonably certain to be exercised. Rental expense for lease payments related to operating leases is recognized on a straight-line basis over the lease term. The weighted average remaining lease term was 23 years as of March 31, 2023.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements
(Unaudited, tabular amounts in thousands, except square footage, share and unit data)

Lessor Accounting

The presentation of revenues on the Consolidated Statements of Operations reflects a single lease component that combines rental, tenant recoveries and other tenant-related revenues for the office portfolio, with the election of the lessor practical expedient. For the Company's rentals at the studio properties, total lease consideration is allocated to lease and non-lease components on a relative standalone basis. The recognition of revenues related to lease components is governed by ASC 842, while revenue related to non-lease components is subject to ASC 606, *Revenue from Contracts with Customers* ("ASC 606").

Revenue Recognition

The Company has compiled an inventory of its sources of revenues and has identified the following material revenue streams: (i) rental revenues (ii) tenant recoveries and other tenant-related revenues (iii) ancillary revenues (iv) other revenues (v) sale of real estate (vi) management fee income and (vii) management services reimbursement income.

Revenue Stream	Components	Financial Statement Location
Rental revenues	Office, stage and storage rentals	Office and Studio segments: rental
Tenant recoveries and other tenant-related revenues	Reimbursement of real estate taxes, insurance, repairs and maintenance, other operating expenses and must-take parking revenues	Office segment: rental Studio segment: rental and service and other revenues
Ancillary revenues	Revenues derived from tenants' use of power, HVAC and telecommunications (i.e., telephone and internet) and lighting, equipment and vehicle rentals	Studio segment: service and other revenues
Other revenues	Parking revenue that is not associated with lease agreements and other	Office and Studio segments: service and other revenues
Sale of real estate	Gains on sales derived from cash consideration less cost basis	Gain on sale of real estate
Management fee income	Income derived from management services provided to unconsolidated joint venture entities	Fee income
Management services reimbursement income	Reimbursement of costs incurred by the Company in the management of unconsolidated joint venture entities	Management services reimbursement income—unconsolidated real estate entities

The Company recognizes rental revenue from tenants on a straight-line basis over the lease term when collectability is probable and the tenant has taken possession of or controls the physical use of the leased asset.

The Company recognizes tenant recoveries related to reimbursement of real estate taxes, insurance, repairs and maintenance and other operating expenses as revenue in the period during which the applicable expenses are incurred. The reimbursements are recognized and presented gross, as the Company is generally the primary obligor with respect to purchasing goods and services from third-party suppliers, has discretion in selecting the supplier and bears the associated credit risk.

Other tenant-related revenues include parking stipulated in lease agreements as must-take parking rentals. These revenues are recognized over the term of the lease.

Ancillary revenues, other revenues, management fee income and management services reimbursement income are accounted for under ASC 606. These revenues have single performance obligations and are recognized at the point in time when services are rendered.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements
(Unaudited, tabular amounts in thousands, except square footage, share and unit data)

The following table summarizes the Company's revenue streams that are accounted for under ASC 606 for the three months ended March 31, 2023 and 2022:

	Three Months Ended March 31,	
	2023	2022
Ancillary revenues	\$ 27,294	\$ 18,487
Other revenues	\$ 5,518	\$ 5,927
Studio-related tenant recoveries	\$ 541	\$ 513
Management fee income	\$ 2,402	\$ 1,071
Management services reimbursement income	\$ 1,064	\$ 1,108

The following table summarizes the Company's receivables that are accounted for under ASC 606 as of:

	March 31, 2023	December 31, 2022
Ancillary revenues	\$ 8,917	\$ 15,503
Other revenues	\$ 1,381	\$ 1,193

In regards to sales of real estate, the Company applies certain recognition and measurement principles in accordance with ASC 606. The Company is required to evaluate the sales of real estate based on transfer of control. If a real estate sale contract includes ongoing involvement with the sold property by the seller, the seller must evaluate each promised good or service under the contract to determine whether it represents a performance obligation, constitutes a guarantee or prevents the transfer of control. The timing and pattern of revenue recognition might change as it relates to gains on sale of real estate if the sale includes continued involvement that represents a separate performance obligation.

Acquisitions

The Company applies the acquisition method for acquisitions that meet the definition of a business combination. Under the acquisition method, the Company estimates the fair value of the identifiable assets and liabilities of the acquired entity on the acquisition date. The difference between the fair value of the consideration transferred for the acquisition and the fair value of the net assets acquired is recorded as goodwill and acquisition-related expenses arising from the transaction are expensed as incurred. The Company includes the results of operations of the businesses that it acquires beginning on the acquisition date.

The Company applies a cost accumulation and allocation model to acquisitions that meet the definition of an asset acquisition. Under this model, the purchase price is allocated based on the relative fair value of the assets acquired and liabilities assumed. Additionally, acquisition-related expenses associated with an asset acquisition are capitalized as part of the purchase price.

Goodwill and Acquired Intangible Assets

Goodwill is an unidentifiable intangible asset and is recognized as a residual, generally measured as the excess of consideration transferred in a business combination over the identifiable assets acquired and liabilities assumed. Goodwill is assigned to reporting units that are expected to benefit from the synergies of the business combination.

The Company tests its goodwill and indefinite-lived intangible assets for impairment at least annually, or more frequently if events or changes in circumstances indicate that the asset may be impaired. Goodwill is tested for impairment at the reporting unit to which it is assigned, which can be an operating segment or one level below an operating segment. The Company has three operating segments: the management entity, Office and Studio, each of which is a reporting unit. The assessment of goodwill for impairment may initially be performed based on qualitative factors to determine if it is more likely than not that the fair value of the reporting unit is less than its carrying value, including goodwill. If so, a quantitative assessment is performed, and to the extent the carrying value of the reporting unit exceeds its fair value, impairment is recognized for the excess up to the amount of goodwill assigned to the reporting unit. Alternatively, the Company may bypass a qualitative assessment and proceed directly to a quantitative assessment.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements
(Unaudited, tabular amounts in thousands, except square footage, share and unit data)

A qualitative assessment considers various factors such as macroeconomic, industry and market conditions to the extent they affect the earnings performance of the reporting unit, changes in business strategy and/or management of the reporting unit, changes in composition or mix of revenues and/or cost structure of the reporting unit, financial performance and business prospects of the reporting unit, among other factors.

In a quantitative assessment, significant judgment, assumptions and estimates are applied in determining the fair value of reporting units. The Company generally uses the income approach to estimate fair value by discounting the projected net cash flows of the reporting unit, and may corroborate with market-based data where available and appropriate. Projection of future cash flows is based upon various factors, including, but not limited to, our strategic plans in regard to our business and operations, internal forecasts, terminal year residual revenue multiples, operating profit margins, pricing of similar businesses and comparable transactions where applicable, and risk-adjusted discount rates to present value future cash flows. Given the level of sensitivity in the inputs, a change in the value of any one input, in isolation or in combination, could significantly affect the overall estimation of fair value of the reporting unit.

As of March 31, 2023, the carrying value of goodwill was \$263.5 million. No impairment indicators have been identified during the three months ended March 31, 2023.

Intangible assets with finite lives are amortized over their estimated useful lives using the straight-line method, which reflects the pattern in which the assets are consumed. The estimated useful lives for acquired intangible assets range from five to seven years. The Company assesses its intangible assets with finite lives for impairment when indicators of impairment are identified.

3. Business Combinations

Quixote Acquisition

On August 31, 2022 (“Quixote Acquisition Date”), the Company acquired 100% of the equity interests in Quixote, which rents sound stages, cast trailers and trucks and other equipment essential for media content production and will expand the Company’s service offerings for its studio platform.

The following table summarizes the Quixote Acquisition Date fair value of the consideration transferred in connection with the acquisition:

Cash	\$	199,098
Seller note payable		160,000
Total consideration	\$	359,098

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements
(Unaudited, tabular amounts in thousands, except square footage, share and unit data)

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the Quixote Acquisition Date:

Cash and cash equivalents	\$	5,780
Accounts receivable		7,238
Prepaid expenses and other assets		3,788
Investment in real estate ⁽¹⁾		47,741
Non-real estate property, plant and equipment		65,939
Intangible assets		76,900
Right-of-use assets		106,115
Total assets acquired		313,501
Accounts payable, accrued liabilities and other	\$	12,700
Lease liabilities		95,112
Total liabilities assumed		107,812
Net identifiable assets acquired	\$	205,689
Goodwill		153,409
NET ASSETS ACQUIRED	\$	359,098

1. Represents leasehold improvements related to Quixote's leasehold interests in studio properties.

Of the \$76.9 million of intangible assets acquired as part of the Quixote acquisition, \$28.6 million was assigned to the registered trade name, which is not subject to amortization. The remaining \$48.3 million of acquired intangible assets includes customer relationships of \$45.4 million (seven-year useful life) and non-compete agreements of \$2.9 million (five-year weighted-average useful life). The definite-lived intangible assets are subject to a weighted-average useful life of approximately seven years.

Goodwill of \$153.4 million for the Quixote acquisition was recognized in connection with the transaction. The goodwill recognized is attributable to expected synergies and the assembled workforce of Quixote. The goodwill has been allocated to the studio reporting unit. Goodwill is deductible for tax purposes and, as a result, deferred taxes have been recorded.

4. Investment in Real Estate

The following table summarizes the Company's investment in real estate, at cost as of:

	March 31, 2023	December 31, 2022
Land	\$ 1,397,711	\$ 1,397,714
Building and improvements	6,361,773	6,342,851
Tenant improvements	894,939	868,193
Furniture and fixtures	9,730	9,639
Property under development	126,182	98,175
INVESTMENT IN REAL ESTATE, AT COST	\$ 8,790,335	\$ 8,716,572

Acquisitions of Real Estate

The Company had no acquisitions of real estate during the three months ended March 31, 2023.

Impairment of Long-Lived Assets

The Company assesses the carrying value of real estate assets and related intangibles whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable in accordance with GAAP.

Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P.
Notes to Unaudited Consolidated Financial Statements
(Unaudited, tabular amounts in thousands, except square footage, share and unit data)

Impairment losses are recorded on real estate assets held for investment when indicators of impairment are present and the future undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amount. The Company recognizes impairment losses to the extent the carrying amount exceeds the fair value, based on Level 1 or Level 2 inputs.

The Company had no impairments of real estate during the three months ended March 31, 2023. During the three months ended March 31, 2022, the Company recorded \$12.0 million of impairment charges related to its Del Amo office property, which was classified as held for sale as of March 31, 2022, due to a reduction in the estimated fair value of the property. The estimated fair value of \$6.0 million was based on the estimated sales price of the property, which is classified within Level 2 of the fair value hierarchy.

Dispositions of Real Estate

The following table summarizes information on dispositions completed during the three months ended March 31, 2023. This property was considered non-strategic to the Company's portfolio:

Property	Segment	Date of Disposition	Square Feet (unaudited)	Sales Price ⁽¹⁾ (in millions)
Skyway Landing	Office	2/6/2023	246,997	\$ 102.0

1. Represents gross sales price before certain credits, prorations and closing costs.

The disposition of this property resulted in a gain of \$7.0 million during the three months ended March 31, 2023 recorded within gain on sale of real estate on the Consolidated Statement of Operations.

5. Non-Real Estate Property, Plant and Equipment, net

The following table summarizes the Company's non-real estate property, plant and equipment, net as of:

	March 31, 2023	December 31, 2022
Trailers	\$ 70,332	\$ 68,973
Production equipment	36,646	36,019
Trucks and other vehicles	20,525	20,306
Leasehold improvements	13,977	16,993
Other equipment	5,703	5,693
Furniture, fixtures and equipment	7,007	5,849
Non-real estate property, plant and equipment, at cost	154,190	153,833
Accumulated depreciation	(29,725)	(23,544)
NON-REAL ESTATE PROPERTY, PLANT AND EQUIPMENT, NET	\$ 124,465	\$ 130,289

Non-real estate property, plant and equipment is carried at cost less accumulated depreciation. The Company computes depreciation using the straight-line method over the estimated useful lives of the assets, which range from three to 20 years. The Company evaluates its non-real estate property, plant and equipment, net for impairment using the same accounting model that it applies to its real estate assets and related intangibles. See Note 2 for details. The Company did not recognize any impairment charges for non-real estate property, plant and equipment during the three months ended March 31, 2023.

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6. Investment in Unconsolidated Real Estate Entities

The following table summarizes the Company's investments in unconsolidated joint ventures:

Property	Property Type	Submarket	Ownership Interest	Functional Currency	
Sunset Waltham Cross Studios	Development	Broxbourne, United Kingdom	35%	Pound sterling	(1)
Sunset Glenoaks Studios	Development	Los Angeles	50%	U.S. dollar	(2)(3)
Bentall Centre	Operating Property	Downtown Vancouver	20%	Canadian dollar	(2)(4)

- The Company owns 35% of the ownership interests in each of the joint venture entities that own the Sunset Waltham Cross Studios and the joint venture entities formed to serve as the general partner and management services company for the property-owning joint venture entity.
- The Company serves as the operating member of this joint venture.
- The Company has provided various guarantees for this joint venture's construction loan, including a completion guarantee, equity guarantee and recourse carve-out guarantee. The likelihood of loss relating to the completion guarantee is remote as of March 31, 2023.
- The Company has guaranteed the joint venture's outstanding indebtedness in the amount of \$98.3 million.

The Company's maximum exposure related to its unconsolidated joint ventures is limited to its investment and the guarantees provided in relation to the joint ventures' indebtedness. The Company's investments in foreign real estate entities are subject to foreign currency fluctuation risk. Such investments are translated into U.S. dollars at the exchange rate in effect as of the financial statement date. The Company's share of the (loss) income from foreign unconsolidated real estate entities is translated using the monthly-average exchange rate for the periods presented. Gains or losses resulting from the translation are classified in accumulated other comprehensive loss as a separate component of total equity and are excluded from net income.

The Company held ownership interests in other immaterial unconsolidated joint ventures in the total of \$0.4 million and \$0.1 million as of March 31, 2023 and December 31, 2022, respectively.

The table below presents the combined and condensed balance sheets for the Company's unconsolidated joint ventures:

	March 31, 2023	December 31, 2022
ASSETS		
Investment in real estate, net	\$ 1,136,830	\$ 1,093,448
Other assets	63,762	62,870
TOTAL ASSETS	\$ 1,200,592	\$ 1,156,318
LIABILITIES		
Secured debt, net	\$ 547,446	\$ 527,985
Other liabilities	57,467	49,027
TOTAL LIABILITIES	604,913	577,012
Company's capital ⁽¹⁾	178,494	170,656
Partner's capital	417,185	408,650
TOTAL CAPITAL	595,679	579,306
TOTAL LIABILITIES AND CAPITAL	\$ 1,200,592	\$ 1,156,318

- To the extent the Company's cost basis is different from the basis reflected at the joint venture level, the basis is amortized over the life of the related asset and is included in the (loss) income from unconsolidated real estate entities line item on the Consolidated Statements of Operations.

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The table below presents the combined and condensed statements of operations for the Company's unconsolidated joint ventures:

	Three Months Ended March 31,	
	2023	2022
TOTAL REVENUES	\$ 18,471	\$ 19,532
TOTAL EXPENSES	22,077	17,778
NET (LOSS) INCOME	<u>\$ (3,606)</u>	<u>\$ 1,754</u>

7. Deferred Leasing Costs and Intangible Assets, net and Intangible Liabilities, net

The following summarizes the Company's deferred leasing costs and intangibles as of:

	March 31, 2023	December 31, 2022
Deferred leasing costs and in-place lease intangibles	\$ 330,828	\$ 328,617
Accumulated amortization	(150,602)	(141,353)
Deferred leasing costs and in-place lease intangibles, net	180,226	187,264
Below-market ground leases	79,562	79,562
Accumulated amortization	(18,667)	(17,979)
Below-market ground leases, net	60,895	61,583
Above-market leases	724	724
Accumulated amortization	(351)	(324)
Above-market leases, net	373	400
Customer relationships	97,900	97,900
Accumulated amortization	(15,850)	(12,346)
Customer relationships, net	82,050	85,554
Non-competition agreements	8,200	8,200
Accumulated amortization	(2,044)	(1,632)
Non-competition agreements, net	6,156	6,568
Trade name	37,200	37,200
Parking easement	15,273	15,273
DEFERRED LEASING COSTS AND INTANGIBLE ASSETS, NET	\$ 382,173	\$ 393,842
Below-market leases	\$ 59,540	\$ 59,540
Accumulated amortization	(27,832)	(26,195)
Below-market leases, net	31,708	33,345
Above-market ground leases	1,095	1,095
Accumulated amortization	(360)	(349)
Above-market ground leases, net	735	746
INTANGIBLE LIABILITIES, NET	\$ 32,443	\$ 34,091

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The Company recognized the following amortization related to deferred leasing costs and intangibles:

	Three Months Ended March 31,	
	2023	2022
Deferred leasing costs and in-place lease intangibles ⁽¹⁾	\$ (9,248)	\$ (10,419)
Below-market ground leases ⁽²⁾	\$ (699)	\$ (679)
Above-market leases ⁽³⁾	\$ (17)	\$ (68)
Customer relationships ⁽¹⁾	\$ (3,504)	\$ (1,875)
Non-competition agreements ⁽¹⁾	\$ (412)	\$ (265)
Below-market leases ⁽³⁾	\$ 1,637	\$ 2,807
Above-market ground leases ⁽²⁾	\$ 11	\$ 11

1. Amortization is recorded in depreciation and amortization expenses and for lease incentive costs in office rental revenues in the Consolidated Statements of Operations.
2. Amortization is recorded in office operating expenses in the Consolidated Statements of Operations.
3. Amortization is recorded in office rental revenues in the Consolidated Statements of Operations.

8. Receivables

The Company's accounting policy and methodology used to estimate the allowance for doubtful accounts related to receivables are discussed in the Company's 2022 Annual Report on Form 10-K.

Accounts Receivable

As of March 31, 2023, accounts receivable was \$15.4 million and there was a \$0.2 million allowance for doubtful accounts. As of December 31, 2022, accounts receivable was \$16.9 million and there was \$0.1 million allowance for doubtful accounts.

Straight-Line Rent Receivables

As of March 31, 2023, straight-line rent receivables was \$290.8 million and there was \$0.1 million allowance for doubtful accounts. As of December 31, 2022, straight-line rent receivables was \$279.9 million and there was no allowance for doubtful accounts.

9. Prepaid Expenses and Other Assets, net

The following table summarizes the Company's prepaid expenses and other assets, net as of:

	March 31, 2023	December 31, 2022
Non-real estate investments	48,586	47,329
Deferred tax assets	10,682	5,317
Interest rate derivative assets	6,962	9,292
Deferred financing costs, net	5,325	5,824
Inventory	5,137	4,914
Prepaid property tax	1,021	2,041
Prepaid insurance	852	6,530
Stock purchase warrant	74	95
Other	22,144	17,495
PREPAID EXPENSES AND OTHER ASSETS, NET	\$ 100,783	\$ 98,837

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Non-Real Estate Investments

The Company measures its investments in common stock and convertible preferred stock at fair value based on Level 1 and Level 2 inputs, respectively. The Company measures its investments in funds that do not have a readily determinable fair value using the Net Asset Value (“NAV”) practical expedient and uses NAV reported without adjustment unless it is aware of information indicating the NAV reported does not accurately reflect the fair value of the investment. Changes in the fair value of these non-real estate investments are included in unrealized gain on non-real estate investments on the Consolidated Statements of Operations. The Company recognized an unrealized gain of \$0.9 million on its non-real estate investments due to the observable changes in fair value during the three months ended March 31, 2023. The Company recognized an unrealized gain of \$2.6 million on its non-real estate investments due to the observable changes in fair value during the three months ended March 31, 2022.

Stock Purchase Warrant

The Company holds an investment in a stock purchase warrant that gives the Company the right to purchase a fixed number of shares of common stock of a non-real estate investee. The warrant meets the definition of a derivative and is measured at fair value based on Level 2 inputs. Changes in the fair value of the derivative asset are included in unrealized gain on non-real estate investments on the Consolidated Statements of Operations. The Company recognized an unrealized loss of \$20.8 thousand due to the change in the fair value of the stock purchase warrant during the three months ended March 31, 2023. The Company recognized an unrealized loss of \$0.9 million due to the change in the fair value of the stock purchase warrant during the three months ended March 31, 2022.

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10. Debt

The following table sets forth information with respect to the Company's outstanding indebtedness:

	March 31, 2023	December 31, 2022	Interest Rate ⁽¹⁾	Contractual Maturity Date ⁽²⁾
UNSECURED AND SECURED DEBT				
Unsecured debt				
Unsecured revolving credit facility ⁽³⁾⁽⁴⁾	\$ 335,000	\$ 385,000	SOFR + 1.15% to 1.60%	12/21/2026 ⁽⁵⁾
Series A notes	—	110,000	4.34%	1/2/2023
Series B notes	259,000	259,000	4.69%	12/16/2025
Series C notes	56,000	56,000	4.79%	12/16/2027
Series D notes	150,000	150,000	3.98%	7/6/2026
Series E notes	50,000	50,000	3.66%	9/15/2023
3.95% Registered senior notes	400,000	400,000	3.95%	11/1/2027
4.65% Registered senior notes	500,000	500,000	4.65%	4/1/2029
3.25% Registered senior notes	400,000	400,000	3.25%	1/15/2030
5.95% Registered senior notes ⁽⁶⁾	350,000	350,000	5.95%	2/15/2028
Total unsecured debt	2,500,000	2,660,000		
Secured debt				
Hollywood Media Portfolio	\$ 1,100,000	\$ 1,100,000	LIBOR + 0.99%	8/9/2026 ⁽⁷⁾
Acquired Hollywood Media Portfolio debt	(209,814)	(209,814)	LIBOR + 1.55%	8/9/2026 ⁽⁷⁾
Hollywood Media Portfolio, net ⁽⁸⁾⁽⁹⁾	890,186	890,186		
One Westside and Westside Two ⁽¹⁰⁾	321,179	316,602	SOFR + 1.60%	12/18/2024 ⁽¹¹⁾
Element LA	168,000	168,000	4.59%	11/6/2025
1918 Eighth ⁽¹²⁾	314,300	314,300	SOFR + 1.40%	12/18/2025
Hill7 ⁽¹³⁾	101,000	101,000	3.38%	11/6/2028
Quixote ⁽¹⁴⁾	160,000	160,000	5.00%	12/31/2023
Total secured debt	1,954,665	1,950,088		
Total unsecured and secured debt	4,454,665	4,610,088		
Unamortized deferred financing costs/loan discounts ⁽¹⁵⁾	(21,119)	(24,226)		
TOTAL UNSECURED AND SECURED DEBT, NET	\$ 4,433,546	\$ 4,585,862		
JOINT VENTURE PARTNER DEBT⁽¹⁶⁾	\$ 66,136	\$ 66,136	4.50%	10/9/2032 ⁽¹⁷⁾

- Interest rate with respect to indebtedness is calculated on the basis of a 360-day year for the actual days elapsed. Interest rates are as of March 31, 2023, which may be different than the interest rates as of December 31, 2022 for corresponding indebtedness.
- Maturity dates include the effect of extension options.
- The annual facility fee rate ranges from 0.15% to 0.30% based on the operating partnership's leverage ratio. The Company has an option to make an irrevocable election to change the interest rate depending on the Company's credit rating or a specified base rate plus an applicable margin. As of March 31, 2023, no such election had been made and the unsecured revolving credit facility bore interest at SOFR + 1.30%.
- The Company has a total capacity of \$1.0 billion available under its unsecured revolving credit facility, up to \$250.0 million of which can be used for borrowings in pounds sterling or Canadian dollars. Subject to the satisfaction of certain conditions and lender commitments, the operating partnership may increase the commitments held under the Amended and Restated Credit Agreement up to a total of \$2.0 billion either in the form of an increase to an existing unsecured revolving credit facility or a new loan, including a term loan.
- Includes the option to extend the initial maturity date of December 21, 2025 twice for an additional six-month term each.
- An amount equal to the net proceeds from the 5.95% Registered senior notes has been allocated to new or existing eligible green projects.
- Includes the option to extend the initial maturity date of August 9, 2023 three times for an additional one-year term each.
- The Company owns 51% of the ownership interests in the consolidated joint venture that owns the Hollywood Media Portfolio. The joint venture holds a \$1.1 billion mortgage loan secured by the Hollywood Media Portfolio. The Company purchased bonds comprising the loan in the amount of \$209.8 million.
- The floating interest rate on the full principal amount has been capped at 3.50% through the use of an interest rate cap. The interest rate cap matures in August 2023, at which time the floating interest rate on \$351.2 million of principal will become effectively fixed at 3.31% through the use of an interest rate swap.

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10. The Company owns 75% of the ownership interests in the joint venture that owns the One Westside and Westside Two properties. The full amount of the loan is shown. The Company has the ability to draw up to \$414.6 million under the construction loan, which is secured by the One Westside and Westside Two properties and includes a completion guarantee provided by the Company. The likelihood of loss relating to the completion guarantee is remote as of March 31, 2023.
11. Includes the option to extend the initial maturity date of December 18, 2023 twice for an additional six-month term each.
12. The Company owns 55% of the ownership interests in the consolidated joint venture that owns the 1918 Eighth property. The full amount of the loan is shown. This loan is interest-only through its term. The floating interest rate on \$172.9 million of principal has been effectively fixed at 3.75% through the use of an interest rate swap.
13. The Company owns 55% of the ownership interests in the consolidated joint venture that owns the Hill7 property. The full amount of the loan is shown. This loan bears interest only at 3.38% until November 6, 2026, at which time the interest rate will increase and monthly debt service will include principal payments with a balloon payment at maturity.
14. On April 18, 2023, we settled the Quixote note for consideration of \$150.0 million, a \$10.0 million discount on the note's principal balance. We drew on our unsecured revolving credit facility to fund the settlement.
15. Excludes deferred financing costs related to establishing the Company's unsecured revolving credit facility, which are reflected in prepaid expenses and other assets, net on the Consolidated Balance Sheets. See Note 2 for details.
16. This amount relates to debt attributable to Allianz U.S. Private REIT LP ("Allianz"), the Company's partner in the joint venture that owns the Ferry Building property.
17. Includes the option to extend the initial maturity date of October 9, 2028 twice for an additional two-year term each.

Current Year Activity

During the three months ended March 31, 2023, there were \$50.0 million of repayments on the unsecured revolving credit facility, net of borrowings. The Company generally uses the unsecured revolving credit facility to finance the acquisition of properties and businesses, to provide funds for tenant improvements and capital expenditures and to provide for working capital and other corporate purposes.

On January 3, 2023, the Company repaid its \$110.0 million Series A notes in full.

Indebtedness

The Company presents its financial statements on a consolidated basis. Notwithstanding such presentation, except to the extent expressly indicated, the Company's separate property-owning subsidiaries are not obligors of or under the debt of their respective affiliates and each property-owning subsidiary's separate liabilities do not constitute obligations of its respective affiliates.

Loan agreements include events of default that the Company believes are usual for loans and transactions of this type. As of the date of this filing, there have been no events of default associated with the Company's loans.

The following table provides information regarding the Company's future minimum principal payments due on the Company's debt (after the impact of extension options, if applicable) as of March 31, 2023:

Year	Unsecured and Secured Debt	Joint Venture Partner Debt
Remaining 2023 ⁽¹⁾	\$ 210,000	\$ —
2024	321,179	—
2025	741,300	—
2026	1,375,186	—
2027	456,000	—
Thereafter	1,351,000	66,136
TOTAL	\$ 4,454,665	\$ 66,136

1. Includes the \$160.0 million Quixote note which was repaid on April 18, 2023, before its contractual maturity date.

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Debt Covenants

The operating partnership's ability to borrow under its unsecured loan arrangements remains subject to ongoing compliance with financial and other covenants as defined in the respective agreements. Certain financial covenant ratios are subject to change in the occurrence of material acquisitions as defined in the respective agreements. Other covenants include certain limitations on dividend payouts and distributions, limits on certain types of investments outside of the operating partnership's primary business and other customary affirmative and negative covenants.

The following table summarizes existing covenants and their covenant levels as of March 31, 2023 related to our unsecured revolving credit facility, term loans and note purchase agreements, when considering the most restrictive terms:

Covenant Ratio	Covenant Level	Actual Performance
Total liabilities to total asset value	≤ 60%	44.9%
Unsecured indebtedness to unencumbered asset value	≤ 60%	47.6%
Adjusted EBITDA to fixed charges	≥ 1.5x	2.6x
Secured indebtedness to total asset value	≤ 45%	20.7%
Unencumbered NOI to unsecured interest expense	≥ 2.0x	2.5x

The following table summarizes existing covenants and their covenant levels related to the registered senior notes as of March 31, 2023:

Covenant Ratio⁽¹⁾	Covenant Level	Actual Performance
Debt to total assets	≤ 60%	46.3%
Total unencumbered assets to unsecured debt	≥ 150%	233.5%
Consolidated income available for debt service to annual debt service charge	≥ 1.5x	2.6x
Secured debt to total assets	≤ 45%	21.0%

1. The covenant and actual performance metrics above represent terms and definitions reflected in the indentures governing the 3.25% Senior Notes, 3.95% Senior Notes, 4.65% Senior Notes and 5.95% Senior Notes.

The operating partnership was in compliance with its financial covenants as of March 31, 2023.

Repayment Guarantees

Although the rest of the operating partnership's loans are secured and non-recourse, the operating partnership provides limited customary secured debt guarantees for items such as voluntary bankruptcy, fraud, misapplication of payments and environmental liabilities.

The Company guarantees the operating partnership's unsecured debt.

Interest Expense

The following table represents a reconciliation from gross interest expense to the interest expense on the Consolidated Statements of Operations:

	Three Months Ended March 31,	
	2023	2022
Gross interest expense ⁽¹⁾	\$ 57,063	\$ 30,731
Capitalized interest	(6,862)	(3,285)
Amortization of deferred financing costs and loan discounts/premiums	3,606	3,390
INTEREST EXPENSE	\$ 53,807	\$ 30,836

1. Includes interest on the Company's debt and hedging activities.

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11. Derivatives

The Company enters into derivatives in order to hedge interest rate risk. Derivative assets are recorded in prepaid expenses and other assets and derivative liabilities are recorded in accounts payable, accrued liabilities and other on the Consolidated Balance Sheets.

The Company has agreements with its derivative counterparties that contain a provision where the Company could be declared in default on its derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to the Company's default on the indebtedness.

The Company's derivatives are classified as Level 2 and their fair values are derived from estimated values obtained from observable market data for similar instruments.

The fair market value of derivatives is presented on a gross basis on the Consolidated Balance Sheets. The following table summarizes the Company's derivative instruments as of March 31, 2023 and December 31, 2022:

Underlying Debt Instrument	Number of Derivatives	Notional Amount	Effective Date	Maturity Date	Interest Rate	Fair Value Assets (Liabilities)	
						March 31, 2023	December 31, 2022
Interest rate swaps							
1918 Eighth ⁽¹⁾	1	\$ 172,865	February 2023	October 2025	3.75%	\$ 88	\$ —
Hollywood Media Portfolio ⁽¹⁾	1	351,186	August 2023	June 2026	3.31%	817	—
Interest rate cap					Strike Rate		
Hollywood Media Portfolio ⁽¹⁾	1	1,100,000	August 2021	August 2023	3.50%	6,057	9,292
TOTAL						\$ 6,962	\$ 9,292

1. These derivatives were designated as effective cash flow hedges for accounting purposes.

The Company reclassifies unrealized gains and losses related to cash flow hedges into earnings in the same period during which the hedged forecasted transaction affects earnings. As of March 31, 2023, the Company expects \$4.3 million of unrealized gain included in accumulated other comprehensive loss will be reclassified as a reduction to interest expense in the next 12 months.

12. Income Taxes

Hudson Pacific Properties, Inc. has elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the "Code"), commencing with its taxable year ended December 31, 2010. Provided that it continues to qualify for taxation as a REIT, Hudson Pacific Properties, Inc. is generally not subject to corporate-level income tax on the earnings distributed currently to its stockholders.

In general, the Company's property-owning subsidiaries are limited liability companies and are treated as pass-through entities or disregarded entities (or, in the case of the entities that own the 1455 Market, Hill7, Ferry Building and 1918 Eighth properties, REITs) for federal income tax purposes. Accordingly, no provision has been made for federal income taxes in the accompanying consolidated financial statements for the activities of these entities. In the case of the Bentall Centre property and the Sunset Waltham Cross Studios development, the Company owns its interest in the properties through non-U.S. entities treated as TRSs for federal income tax purposes.

The Company has elected, together with certain of its subsidiaries, to treat each such subsidiary as a taxable REIT subsidiary ("TRS") for federal income tax purposes. Certain activities that the Company may undertake, such as non-customary services for the Company's tenants and holding assets that the Company cannot hold directly, will be conducted by a TRS. A TRS is subject to federal and, where applicable, state income taxes on its net income. The Company recognized an income tax benefit of \$5.3 million for the three months ended March 31, 2023 and an income tax benefit of \$0.8 million for the three months ended March 31, 2022 within other income on the Consolidated Statements of Operations.

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Deferred tax assets and liabilities are recognized for the net tax effect of temporary differences between the financial statement carrying amounts of assets and liabilities and their respective tax basis. As of March 31, 2023, the Company had recorded a net deferred tax asset of \$10.7 million, consisting of gross deferred tax assets of \$22.8 million and gross deferred tax liabilities of \$12.1 million, within prepaid expenses and other assets, net on the consolidated Balance Sheet. As of December 31, 2022, the Company had recorded a net deferred tax asset of \$5.3 million, consisting of gross deferred tax assets of \$16.9 million and gross deferred tax liabilities of \$11.6 million, within prepaid expenses and other assets, net on the Consolidated Balance Sheet. Significant components of the Company's deferred tax assets and liabilities relate to depreciation and amortization, unrealized gains and losses on non-real estate investments and net operating loss carryforwards. As of March 31, 2023 and December 31, 2022, the Company had not recorded a valuation allowance against its deferred tax assets.

The Company is subject to the statutory requirements of the states in which it conducts business.

The Company periodically evaluates its tax positions to determine whether it is more likely than not that such positions would be sustained upon examination by a tax authority for all open tax years, as defined by the statute of limitations, based on their technical merits. As of March 31, 2023, the Company has not established a liability for uncertain tax positions.

The Company and certain of its TRSs file income tax returns with the U.S. federal government and various state and local jurisdictions. The Company and its TRSs are no longer subject to tax examinations by tax authorities for years prior to 2018. The Company has assessed its tax positions for all open years, which as of March 31, 2023 included 2019 to 2021 for federal purposes and 2018 to 2021 for state purposes, and concluded that there are no material uncertainties to be recognized.

13. Future Minimum Rents and Lease Payments

The Company's properties are leased to tenants under operating leases with initial term expiration dates ranging from 2023 to 2040.

The following table summarizes the future minimum base rents (excluding tenant reimbursements for operating expenses and termination fees related to tenants exercising early termination options) for properties as of March 31, 2023:

Year Ended		
Remaining 2023	\$	486,179
2024		599,051
2025		502,100
2026		448,994
2027		392,213
Thereafter		1,357,899
TOTAL	\$	3,786,436

Operating Lease Agreements

The Company is party to long-term non-cancellable operating lease agreements in which it is a lessee, consisting of 12 ground leases, 10 sound stage leases, six office leases and 17 other leases as of March 31, 2023. The Company's operating lease obligations have expiration dates ranging from 2023 through 2067, including extension options which the Company is reasonably certain to exercise. Certain leases provide for variable rental payments based on third-party appraisals of fair market land value, CPI adjustments or a percentage of annual gross income. There are no notable restrictions or covenants imposed by the leases, nor guarantees of residual value.

As of March 31, 2023, the present value of the remaining contractual payments of \$740.5 million under the Company's operating lease agreements was \$399.1 million. The corresponding operating lease right-of-use assets amounted to \$399.1 million.

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The following table provides information regarding the Company's future minimum lease payments for its operating leases (including the impact of the extension options which the Company is reasonably certain to exercise) as of March 31, 2023:

Year	Lease Payments ⁽¹⁾
Remaining 2023	\$ 29,584
2024	39,724
2025	39,958
2026	38,361
2027	35,671
Thereafter	557,227
Total operating lease payments	740,525
Less: interest portion	(341,444)
PRESENT VALUE OF OPERATING LEASE LIABILITIES	\$ 399,081

1. Future minimum lease payments for operating leases denominated in a foreign currency are translated to U.S. dollars using the exchange rate in effect as of the financial statement date.

The following table summarizes rental expense for operating leases:

	Three Months Ended March 31,	
	2023	2022
Variable rental expense	\$ 3,007	\$ 1,730
Minimum rental expense	\$ 11,082	\$ 6,524

14. Fair Value of Financial Instruments

The GAAP fair value framework uses a three-tiered approach. Fair value measurements are classified and disclosed in one of the following three categories:

- Level 1: unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;
- Level 2: quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations in which significant inputs and significant value drivers are observable in active markets; and
- Level 3: prices or valuation techniques where little or no market data is available that require inputs that are both significant to the fair value measurement and unobservable.

The Company's financial assets and liabilities measured and reported at fair value on a recurring basis include the following as of:

	March 31, 2023				December 31, 2022			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Interest rate derivative assets ⁽¹⁾	\$ —	\$ 6,962	\$ —	\$ 6,962	\$ —	\$ 9,292	\$ —	\$ 9,292
Non-real estate investments measured at fair value ⁽¹⁾	\$ 69	\$ —	\$ —	\$ 69	\$ 544	\$ —	\$ —	\$ 544
Stock purchase warrant ⁽¹⁾	\$ —	\$ 74	\$ —	\$ 74	\$ —	\$ 95	\$ —	\$ 95
Earnout liability ⁽²⁾	\$ —	\$ —	\$ (9,300)	\$ (9,300)	\$ —	\$ —	\$ (9,300)	\$ (9,300)
Non-real estate investments measured at NAV ⁽¹⁾⁽³⁾	\$ —	\$ —	\$ —	\$ 48,517	\$ —	\$ —	\$ —	\$ 46,785

1. Included in prepaid expenses and other assets, net on the Consolidated Balance Sheets.

2. Included in accounts payable, accrued liabilities and other on the Consolidated Balance Sheets.

3. According to the relevant accounting standards, certain investments that are measured at fair value using the NAV practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Consolidated Balance Sheets.

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Level 1 items include an investment in common stock of a publicly traded company which is valued on a quarterly basis using the closing stock price. Level 2 items include an interest rate cap and swaps which are valued on a quarterly basis using a linear regression model, as well as investments in preferred stock and warrants of a publicly traded company value which are valued on a quarterly basis using the closing stock price and a Black-Scholes model, respectively. Level 3 items include the earnout liability which is valued on a quarterly basis using a probability-weighted discounted cash flow model. Inputs to the model include the discount rate and probability-weighted earnout payments based on a Monte Carlo simulation with one million trials. Fair value measurement using unobservable inputs is inherently uncertain, and a change in significant inputs could result in different fair values.

Other Financial Instruments

The carrying values of cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued liabilities are reasonable estimates of fair value, using Level 1 inputs, because of the short-term nature of these instruments. The fair value of the investment in U.S. Government securities is an estimate based on Level 1 inputs. The fair values of debt are estimates based on rates currently prevailing for similar instruments of similar maturities using Level 2 inputs.

The table below represents the carrying value and fair value of the Company's investment in securities and debt as of:

	March 31, 2023		December 31, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
LIABILITIES				
Unsecured debt ⁽¹⁾	\$ 2,500,000	\$ 1,956,645	\$ 2,660,000	\$ 2,364,871
Secured debt ⁽¹⁾	\$ 1,954,665	\$ 1,933,594	\$ 1,950,088	\$ 1,927,297
Joint venture partner debt	\$ 66,136	\$ 61,055	\$ 66,136	\$ 60,327

1. Amounts represent debt excluding unamortized deferred financing costs and loan discounts/premiums.

15. Stock-Based Compensation

The Company's 2010 Incentive Plan permits the Company's board of directors (the "Board") to grant, among other things, restricted stock, restricted stock units, operating partnership performance units and performance-based awards. As of March 31, 2023, 5.2 million common shares were available for grant under the 2010 Plan. The calculation of shares available for grant is determined after taking into account unvested restricted stock, unvested operating partnership performance units and unvested RSUs, assuming the maximum bonus pool eligible ultimately is earned and based on a stock price of \$6.65.

The Board awards restricted shares to non-employee Board members on an annual basis as part of such Board members' annual compensation and to newly elected non-employee Board members in accordance with the Non-Employee Director Compensation Program. The time-based awards are generally issued in the second quarter, in conjunction with the director's election to the Board, and the individual share awards vest in equal annual installments over the applicable service vesting period, which is three years. Additionally, certain non-employee Board members elect to receive operating partnership performance units in lieu of their annual cash retainer fees. These awards are generally issued in the fourth quarter and are fully-vested upon their issuance.

The Board awards time-based restricted shares or time-based operating partnership performance units to certain employees on an annual basis as part of the employees' annual compensation. These time-based awards are generally issued in the first or fourth quarter and vest in equal annual installments over the applicable service vesting period, which is generally three years. Additionally, certain awards are subject to a mandatory holding period upon vesting if the grantee is an executive officer. Lastly, certain employees elect to receive operating partnership performance units in lieu of their annual cash bonus. These awards are generally issued in the first quarter of the year subsequent to the year in which they were earned and are fully-vested upon their issuance.

Beginning in 2020, the compensation committee of the Board (the "Compensation Committee") adopted an annual Hudson Pacific Properties, Inc. Performance Stock Unit Plan ("PSU Plan"). Under the PSU Plan, the Compensation Committee awards restricted stock units or performance units in the operating partnership to certain employees. PSU Plan grants consist of two portions. A portion of each award, the Relative Total Shareholder Return ("TSR") Performance Unit, is eligible to vest based

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on the achievement of the Company's TSR compared to the TSR of the FTSE NAREIT All Equity REITs index over a three-year performance period, with the vesting percentage subject to certain percentage targets. The remaining portion of each award, the Operational Performance Unit, becomes eligible to vest based on the achievement of operational performance metrics over a one-year performance period and vests over three years. The number of Operational Performance Units that becomes eligible to vest based on the achievement of operational performance metrics may be adjusted based on the Company's achievement of absolute TSR goals over a three-year performance period by applying the applicable vesting percentages. Certain of the awards granted under the PSU Plan are subject to a two-year post-vesting restriction period, during which any awards earned may not be sold or transferred.

The following table presents the classification and amount recognized for stock-based compensation related to the Company's awards:

	Three Months Ended March 31,	
	2023	2022
Expensed stock compensation ⁽¹⁾	\$ 5,236	\$ 5,329
Capitalized stock compensation ⁽²⁾	672	816
TOTAL STOCK COMPENSATION⁽³⁾	\$ 5,908	\$ 6,145

1. Amounts are recorded in general and administrative expenses on the Consolidated Statements of Operations.

2. Amounts are recorded in investment in real estate, at cost on the Consolidated Balance Sheets.

3. Amounts are recorded in additional paid-in capital and non-controlling interest—units in the operating partnership on the Consolidated Balance Sheets.

16. Earnings Per Share

Hudson Pacific Properties, Inc.

The Company calculates basic earnings per share using the two-class method by dividing the net income available to common stockholders for the period by the weighted average number of common shares outstanding during the period. Unvested time-based restricted stock awards, unvested time-based performance unit awards and unvested restricted stock units ("RSUs") that contain non-forfeitable rights to dividends are participating securities and are included in the computation of earnings per share pursuant to the two-class method. The Company calculates diluted earnings per share using the two-class method or the treasury stock and if-converted method, whichever results in more dilution. For the three months ended March 31, 2023 and 2022, both methods of calculation yielded the same diluted earnings per share amount. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock, where such exercise or conversion would result in a lower earnings per share amount.

The following table reconciles the numerator and denominator in computing the Company's basic and diluted earnings per share to net loss available to common stockholders:

	Three Months Ended March 31,	
	2023	2022
Numerator:		
Basic and diluted net loss available to common stockholders	\$ (20,425)	\$ (19,793)
Denominator:		
Basic weighted average common shares outstanding	141,025,021	149,187,994
Effect of dilutive instruments ⁽¹⁾	—	—
DILUTED WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	141,025,021	149,187,994
Basic earnings per common share	\$ (0.14)	\$ (0.13)
Diluted earnings per common share	\$ (0.14)	\$ (0.13)

1. The Company includes unvested awards and convertible common and participating units as contingently issuable shares in the computation of diluted earnings per share once the market or performance criteria are met, assuming that the end of the reporting period is the end of the contingency period. Any anti-dilutive securities are excluded from the diluted earnings per share calculation.

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Hudson Pacific Properties, L.P.

The operating partnership calculates basic earnings per unit using the two-class method by dividing the net income available to common unitholders for the period by the weighted average number of common units outstanding during the period. Unvested time-based restricted stock awards, unvested time-based performance unit awards and unvested RSUs that contain non-forfeitable rights to dividends are participating securities and are included in the computation of earnings per unit pursuant to the two-class method. The operating partnership calculates diluted earnings per unit using the two-class method or the treasury stock and if-converted method, whichever results in more dilution. For the three months ended March 31, 2023 and 2022, both methods of calculation yielded the same diluted earnings per unit amount. Diluted earnings per unit reflects the potential dilution that could occur if securities or other contracts to issue common units were exercised or converted into common units, where such exercise or conversion would result in a lower earnings per unit amount.

The following table reconciles the numerator and denominator in computing the operating partnership's basic and diluted earnings per unit to net loss available to common unitholders:

	Three Months Ended March 31,	
	2023	2022
Numerator:		
Basic and diluted net loss available to common unitholders	\$ (20,707)	\$ (20,023)
Denominator:		
Basic weighted average common units outstanding	143,329,366	151,031,790
Effect of dilutive instruments ⁽¹⁾	—	—
DILUTED WEIGHTED AVERAGE COMMON UNITS OUTSTANDING	143,329,366	151,031,790
Basic earnings per common unit	\$ (0.14)	\$ (0.13)
Diluted earnings per common unit	\$ (0.14)	\$ (0.13)

1. The Company includes unvested awards and convertible common and participating units as contingently issuable shares in the computation of diluted earnings per unit once the market or performance criteria are met, assuming that the end of the reporting period is the end of the contingency period. Any anti-dilutive securities are excluded from the diluted earnings per unit calculation.

17. Redeemable Non-controlling Interest

Redeemable Preferred Units of the Operating Partnership

As of March 31, 2023 and December 31, 2022, there were 392,598 Series A preferred units of partnership interest in the operating partnership, or Series A preferred units, which are not owned by the Company.

These Series A preferred units are entitled to preferential distributions at a rate of 6.25% per annum on the liquidation preference of \$25.00 per unit. The units are convertible at the option of the holder into common units or redeemable into cash or, at the Company's election, exchangeable for registered shares of common stock.

Redeemable Non-controlling Interest in Consolidated Real Estate Entities

On March 1, 2018, the Company entered into a joint venture agreement with Macerich to form the HPP-MAC JV. On August 31, 2018, Macerich contributed Westside Pavilion to the HPP-MAC JV. The Company has a 75% interest in the joint venture that owns the One Westside and Westside Two properties. The Company has a put right, after a specified time, to sell its interest at fair market value. Macerich has a put right, after a specified time, to sell its interest at fair market value, which is a redemption right that is not solely within the control of the Company. Therefore, the non-controlling interest related to this joint venture is included as temporary equity. The put right is not probable of becoming redeemable.

On October 9, 2018, the Company entered into a joint venture with Allianz to purchase the Ferry Building property. The Company has a 55% interest in the joint venture that owns the Ferry Building property. The Company has a put right, if certain events occur, to sell its interest at fair market value. Allianz has a put right, if certain events occur, to sell its interest at fair market value, which is a redemption right that is not solely within the control of the Company. Therefore, the non-controlling interest related to this joint venture is included as temporary equity. The put right is not currently redeemable.

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The following table reconciles the beginning and ending balances of redeemable non-controlling interests:

	Three Months Ended March 31, 2023	
	Series A Redeemable Preferred Units	Consolidated Real Estate Entities
BEGINNING OF PERIOD	\$ 9,815	\$ 125,044
Contributions	—	—
Distributions	—	(3,248)
Declared dividend	(153)	—
Net income (loss)	153	(894)
END OF PERIOD	\$ 9,815	\$ 120,902

18. Equity

The table below presents the activity related to Hudson Pacific Properties, Inc.'s accumulated other comprehensive loss ("AOCI"):

	Derivative Instruments	Currency Translation Adjustments	Total Accumulated Other Comprehensive Loss
BALANCE AT DECEMBER 31, 2022	\$ (1,280)	\$ (9,992)	\$ (11,272)
Unrealized gains recognized in AOCI	653	1,825	2,478
Reclassification from AOCI into income ⁽¹⁾	647	—	647
Net change in AOCI	1,300	1,825	3,125
BALANCE AT MARCH 31, 2023	\$ 20	\$ (8,167)	\$ (8,147)

1. The gains and losses on the Company's derivative instruments classified as hedges are reported in interest expense on the Consolidated Statements of Operations.

The table below presents the activity related to Hudson Pacific Properties, L.P.'s AOCI:

	Derivative Instruments	Currency Translation Adjustments	Total Accumulated Other Comprehensive Loss
BALANCE AT DECEMBER 31, 2022	\$ (1,260)	\$ (10,200)	\$ (11,460)
Unrealized gains recognized in AOCI	932	2,014	2,946
Reclassification from AOCI into income ⁽¹⁾	268	—	268
Net change in AOCI	1,200	2,014	3,214
BALANCE AT MARCH 31, 2023	\$ (60)	\$ (8,186)	\$ (8,246)

1. The gains and losses on the operating partnership's derivative instruments classified as hedges are reported in interest expense on the Consolidated Statements of Operations.

Non-controlling Interests

Common Units in the Operating Partnership

Common units of the operating partnership and shares of common stock of the Company have essentially the same economic characteristics, as they share equally in the total net income or loss distributions of the operating partnership. Investors who own common units have the right to cause the operating partnership to repurchase any or all of their common units for cash at a value equal to the then-current market value of one share of common stock. However, in lieu of such payment of cash, the Company may, at its election, issue shares of its common stock in exchange for such common units on a one-for-one basis.

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Performance Units in the Operating Partnership

Performance units are partnership interests in the operating partnership. Each performance unit awarded will be deemed equivalent to an award of one share of common stock under the 2010 Plan, reducing the availability for other equity awards on a one-for-one basis. Under the terms of the performance units, the operating partnership will revalue its assets for tax purposes upon the occurrence of certain specified events and any increase in valuation from the time of grant until such event will be allocated first to the holders of performance units to equalize the capital accounts of such holders with the capital accounts of common unitholders. Subject to any agreed upon exceptions, once vested and having achieved parity with common unitholders, performance units are convertible into common units in the operating partnership on a one-for-one basis.

Ownership Interest in the Operating Partnership

The following table summarizes the ownership interest in the operating partnership, excluding unvested restricted units and unvested restricted performance units, as of:

	March 31, 2023	December 31, 2022
Company-owned common units in the operating partnership	140,888,769	141,054,478
Company's ownership interest percentage	98.2 %	98.5 %
Non-controlling common units in the operating partnership ⁽¹⁾	2,518,462	2,191,842
Non-controlling ownership interest percentage	1.8 %	1.5 %

1. Represents common units held by certain of the Company's executive officers, directors and other outside investors. As of March 31, 2023, this amount represents both common units and performance units of 550,969 and 1,967,493, respectively. As of December 31, 2022, this amount represents both common units and performance units in the amount of 550,969 and 1,640,873, respectively.

Common Stock Activity

The Company has not completed any common stock offerings during the three months ended March 31, 2023.

The Company's ATM program permits sales of up to \$125.0 million of common stock. The Company did not utilize the ATM program during the three months ended March 31, 2023. A cumulative total of \$65.8 million has been sold as of March 31, 2023.

Share Repurchase Program

The Company is authorized to repurchase shares of its common stock up to a total of \$250.0 million under the share repurchase program. During the three months ended March 31, 2023, the Company repurchased \$1.4 million of its common stock, before transaction costs. Since commencement of the program, a cumulative total of \$214.7 million has been repurchased. Share repurchases are accounted for on the trade date. The Company may make repurchases under the program at any time in its discretion, subject to market conditions, applicable legal requirements and other factors.

Accelerated Share Repurchase Agreements

On February 25, 2022, the Company entered into an uncollared accelerated share repurchase ("ASR") agreement to purchase \$100 million of its outstanding common stock. During the three months ended March 31, 2022, the Company made an initial payment of \$100 million and received an initial delivery of approximately 3.3 million shares of common stock representing 85% of the total \$100 million agreement based on the closing price of our common stock on the transaction date. Final settlement of the agreement occurred during the second quarter 2022 based on the daily volume-weighted average price during the measurement period, less a negotiated discount.

On February 25, 2022, the Company entered into a collared ASR agreement to purchase \$100 million of its outstanding common stock. During the three months ended March 31, 2022, the Company made an initial payment of \$100 million and received an initial delivery of approximately 3.3 million shares of common stock based on an estimated cap price calculated using the daily volume-weighted average price during an initial hedge period. Final settlement of the agreement occurred during the third

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quarter 2022 based on the daily volume-weighted average price during the measurement period, subject to a floor and cap, less a negotiated discount.

Series C Cumulative Redeemable Preferred Stock

Series C cumulative redeemable preferred stock relates to the 17,000,000 shares of our Series C preferred stock, \$0.01 par value per share. Holders of Series C preferred stock, when and as authorized by the board of directors of the Company, are entitled to cumulative cash dividends at the rate of 4.750% per annum of the \$25.00 per share, equivalent to \$1.1875 per annum per share. Dividends are payable quarterly in arrears on or about the last day of December, March, June and September of each year. In addition to other preferential rights, the holders of Series C preferred stock are entitled to receive the liquidation preference, which is \$25.00 per share, before the holders of common stock in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Company's affairs. Generally, shares of Series C preferred stock are not redeemable by the Company prior to November 16, 2026. However, upon the occurrence of a change of control, holders of the Series C preferred stock will have the right, (unless the Company has elected to redeem the Series C preferred stock) to convert into a specified number of shares of common stock.

Dividends

The Board declares dividends on a quarterly basis and the Company pays the dividends during the quarters in which the dividends are declared. The following table summarizes dividends per share declared and paid for the periods presented:

	Three Months Ended March 31,			
	2023		2022	
Common stock	\$	0.25	\$	0.25
Common units	\$	0.25	\$	0.25
Series A preferred units	\$	0.3906	\$	0.3906
Series C preferred stock ⁽¹⁾	\$	0.2968750	\$	0.4453125
Performance units	\$	0.25	\$	0.25
Payment date		March 30, 2023		March 31, 2022
Record date		March 20, 2023		March 21, 2022

1. Dividends paid during the three months ended March 31, 2022 include a \$0.2968750 per share dividend declared and a \$0.1484375 per share dividend declared during the fourth quarter of 2021.

Taxability of Dividends

Earnings and profits, which determine the taxability of distributions to stockholders, may differ from income reported for financial reporting purposes due to the differences for federal income tax purposes in the treatment of loss on extinguishment of debt, revenue recognition, compensation expense and the basis of depreciable assets and estimated useful lives used to compute depreciation.

19. Segment Reporting

The Company's reporting segments are based on the Company's method of internal reporting, which classifies its operations into two reportable segments: (i) office properties and related operations and (ii) studio properties and related operations. The Company evaluates performance based upon net operating income of the segment operations. General and administrative expenses and interest expense are not included in segment profit as the Company's internal reporting addresses these items on a corporate level. Asset information by segment is not reported because the Company does not use this measure to assess performance or make decisions to allocate resources; therefore, depreciation and amortization expense is not allocated among segments.

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The table below presents the operating activity of the Company's reportable segments:

	Three Months Ended March 31,	
	2023	2022
Office segment		
Office revenues	\$ 206,633	\$ 211,400
Office expenses	(74,054)	(73,631)
Office segment profit	132,579	137,769
Studio segment		
Studio revenues	45,630	33,113
Studio expenses	(37,244)	(18,983)
Studio segment profit	8,386	14,130
TOTAL SEGMENT PROFIT	\$ 140,965	\$ 151,899
Segment revenues	\$ 252,263	\$ 244,513
Segment expenses	(111,298)	(92,614)
TOTAL SEGMENT PROFIT	\$ 140,965	\$ 151,899

The table below is a reconciliation of the total profit from all segments to net loss:

	Three Months Ended March 31,	
	2023	2022
NET LOSS	\$ (14,817)	\$ (7,615)
General and administrative	18,724	20,512
Depreciation and amortization	97,139	92,193
Loss (income) from unconsolidated real estate entities	745	(303)
Fee income	(2,402)	(1,071)
Interest expense	53,807	30,836
Interest income	(371)	(910)
Management services reimbursement income—unconsolidated real estate entities	(1,064)	(1,108)
Management services expense—unconsolidated real estate entities	1,064	1,108
Transaction-related expenses	1,186	256
Unrealized gain on non-real estate investments	(839)	(1,650)
Gain on sale of real estate	(7,046)	—
Impairment loss	—	20,503
Other income	(5,161)	(852)
TOTAL PROFIT FROM ALL SEGMENTS	\$ 140,965	\$ 151,899

20. Related Party Transactions

Employment Agreements

The Company has entered into employment agreements with certain of its executive officers, effective January 1, 2020, that provide for various severance and change in control benefits and other terms and conditions of employment.

Cost Reimbursements from Unconsolidated Real Estate Entities

The Company is reimbursed for certain costs incurred in managing certain of its unconsolidated real estate entities. During the three months ended March 31, 2023, the Company recognized \$1.1 million reimbursement income in management

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services reimbursement income—unconsolidated real estate entities on the Consolidated Statement of Operations. During the three months ended March 31, 2022, the Company recognized \$1.1 million of such reimbursement income.

Related Party Leases

The Company's wholly-owned subsidiary is party to long-term operating lease agreements with an unconsolidated joint venture for office space and fitness and conference facilities. As of March 31, 2023, the Company's right-of-use assets and lease liabilities related to these lease obligations were \$5.9 million and \$6.1 million, respectively, as compared to right-of-use assets and lease liabilities of \$7.2 million and \$7.3 million, respectively, as of March 31, 2022. During the three months ended March 31, 2023, the Company recognized \$0.2 million of related rental expense in management services expense—unconsolidated real estate entities on the Consolidated Statement of Operations related to these leases. During the three months ended March 31, 2022, the Company recognized \$0.2 million of related rental expense.

21. Commitments and Contingencies

Fund Investments

The Company invests in several non-real estate funds with an aggregate commitment to contribute up to \$48.0 million. As of March 31, 2023, the Company has contributed \$34.1 million to these funds, net of distributions, with \$13.9 million remaining to be contributed.

Legal

From time to time, the Company is party to various lawsuits, claims and other legal proceedings arising out of, or incident to, the ordinary course of business. Management believes, based in part upon consultation with legal counsel, that the ultimate resolution of all such claims will not have a material adverse effect on the Company's results of operations, financial position or cash flows. As of March 31, 2023, the risk of material loss from such legal actions impacting the Company's financial condition or results from operations has been assessed as remote.

Letters of Credit

As of March 31, 2023, the Company had \$3.9 million in outstanding letters of credit under the unsecured revolving credit facility. The letters of credit are primarily related to utility company security deposit requirements.

Contractual Obligations

The Company has entered into a number of construction agreements related to its development activities at various properties and its obligations under executed leases. As of March 31, 2023, the Company had \$208.1 million in related commitments.

22. Supplemental Cash Flow Information

Supplemental cash flow information for Hudson Pacific Properties, Inc. is included as follows:

	Three Months Ended March 31,	
	2023	2022
Cash paid for interest, net of capitalized interest	\$ 39,943	\$ 16,511
Non-cash investing and financing activities		
Accounts payable and accrued liabilities for real estate investments	\$ 147,196	\$ 190,194
Ground lease remeasurement	\$ 3,667	\$ 23,177

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Supplemental cash flow information for Hudson Pacific Properties, L.P. is included as follows:

	Three Months Ended March 31,	
	2023	2022
Cash paid for interest, net of capitalized interest	\$ 39,943	\$ 16,511
Non-cash investing and financing activities		
Accounts payable and accrued liabilities for real estate investments	\$ 147,196	\$ 190,194
Ground lease remeasurement	\$ 3,667	\$ 23,177

Restricted cash primarily consists of amounts held by lenders to fund reserves such as capital improvements, taxes, insurance, debt service and operating expenditures. The following table provides a reconciliation of cash and cash equivalents and restricted cash at the beginning and end of the periods presented for Hudson Pacific Properties, Inc:

	Three Months Ended March 31,	
	2023	2022
BEGINNING OF PERIOD		
Cash and cash equivalents	\$ 255,761	\$ 96,555
Restricted cash	29,970	100,321
TOTAL	\$ 285,731	\$ 196,876
END OF PERIOD		
Cash and cash equivalents	\$ 163,327	\$ 137,598
Restricted cash	19,571	60,183
TOTAL	\$ 182,898	\$ 197,781

The following table provides a reconciliation of cash and cash equivalents and restricted cash at the beginning and end of the periods presented for Hudson Pacific Properties, L.P.:

	Three Months Ended March 31,	
	2023	2022
BEGINNING OF PERIOD		
Cash and cash equivalents	\$ 255,761	\$ 96,555
Restricted cash	29,970	100,321
TOTAL	\$ 285,731	\$ 196,876
END OF PERIOD		
Cash and cash equivalents	\$ 163,327	\$ 137,598
Restricted cash	19,571	60,183
TOTAL	\$ 182,898	\$ 197,781

23. Subsequent Events

On April 18, 2023, we drew on our unsecured revolving credit facility to settle the Quixote note for consideration of \$150.0 million, a \$10.0 million discount on the note's principal balance.

On May 2, 2023, the Writers Guild of America (WGA) labor union elected to strike due to a lack of agreement between the WGA and the Alliance of Motion Picture and Television Producers. The strike has resulted in a halt in domestic film and TV production, and has impacted independent studios and service providers, including the Company's. Productions at all studios have been disrupted, and there is no indication of when the strike will end.

On May 4, 2023, the Compensation Committee approved the grant under the Second Amended and Restated Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. 2010 Incentive Award Plan (the "Plan") to Victor J. Coleman, Mark T.

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Lammas, Harout K. Diramerian, Arthur X. Suazo, Steven Jaffe and Kay L. Tidwell (collectively, the “Executives”) of performance units of the operating partnership, of which the Company serves as the sole general partner (such units, the “Performance Units”), as well as distribution rights. The Performance Units were granted effective May 4, 2023; the following is a brief description of the material terms and conditions of the Performance Units.

General Description of Performance Units

Performance Units may be issued to eligible participants for the performance of services to or for the benefit of the operating partnership. Performance Units that have not vested generally receive quarterly per-unit distributions equal to ten percent of the distributions made with respect to an equivalent number of common units in the operating partnership (“Common Units”), which equal the per-share distributions on the common stock of the Company (“Common Stock”).

Initially, Performance Units do not have full parity with Common Units with respect to liquidating distributions. If such parity is reached, vested Performance Units may be converted into an equal number of Common Units at any time thereafter, and, upon conversion, enjoy all the rights of Common Units. Common Units are redeemable for cash based on the fair market value of an equivalent number of shares of Common Stock, or, at the election of the Company, an equal number of shares of Common Stock, each subject to adjustment in the event of stock splits, specified extraordinary distributions or similar events.

A partner’s initial capital account balance is equal to the amount the partner paid (or contributed) to the operating partnership for its units and is subject to subsequent adjustments, including with respect to the partner’s share of income, gain or loss of the operating partnership. Because a holder of Performance Units generally will not pay for such units, the initial capital account balance attributable to such units will be zero. However, the operating partnership is required to allocate income, gain, loss and deduction to the partners’ capital accounts in accordance with the terms of the Fifth Amended and Restated Agreement of Limited Partnership of the operating partnership (as may be amended from time to time, the “Partnership Agreement”), subject to applicable Treasury Regulations. The Partnership Agreement provides that holders of Performance Units generally will receive special allocations of gain in the event of an actual sale or “hypothetical sale” of assets of the operating partnership ahead of the allocation of gain to the Company or other limited partners with respect to their Common Units. The amount of such allocation will, to the extent of any such gain, be equal to the difference between the capital account balance of a holder of Performance Units attributable to such units and the Company’s capital account balance attributable to an equivalent number of Common Units. If and when such gain allocation is fully made, a holder of Performance Units will have achieved full parity with holders of Common Units. To the extent that, upon an actual sale or a “hypothetical sale” of the operating partnership’s assets as described above, there is not sufficient gain to allocate to a holder’s capital account with respect to Performance Units, or if such actual sale or “hypothetical sale” does not occur, such units will not achieve parity with Common Units. In order to achieve full parity with Common Units, Performance Units must be fully vested and the holder’s capital account balance in respect of each such Performance Unit must be equal to the per-unit capital account balance with respect to the Common Units owned, directly and indirectly, by the Company.

The term “hypothetical sale” refers to circumstances that are not actual sales of the operating partnership’s assets but that require certain book adjustments to the value of the operating partnership’s assets and the partners’ capital account balances. Specifically, the Partnership Agreement provides that, from time to time, in accordance with applicable Treasury Regulations, the operating partnership will adjust the book value of its assets to equal their respective fair market values, and adjust the partners’ capital accounts, in accordance with the terms of the Partnership Agreement, as if the operating partnership sold its assets for an amount equal to their value. Times for making such adjustments generally include the liquidation of the operating partnership, the acquisition of an additional interest in the operating partnership by a new or existing partner in exchange for more than a de minimis capital contribution, the distribution by the operating partnership to a partner of more than a de minimis amount of partnership property as consideration for an interest in the operating partnership, or in connection with the grant of an interest in the operating partnership (other than a de minimis interest) as consideration for the performance of services to or for the benefit of the operating partnership (including the grant of a Performance Unit).

Performance Units

Vesting. Each Performance Unit award is eligible to vest based on the achievement of operational performance metrics over a one-year performance period beginning January 1, 2023 and ending December 31, 2023.

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The following table shows the dollar-denominated value of the Performance Units awarded to each Executive; the number of Performance Units actually granted will be determined by dividing the dollar-denominated value by the per share grant-date fair value, at maximum, of the applicable portion.

Name	Performance Units
Victor J. Coleman	\$2,000,000
Mark T. Lammas	\$875,000
Harout K. Diramerian	\$312,500
Arthur X. Suazo	\$250,000
Steven Jaffe	\$250,000
Kay L. Tidwell	\$250,000

The operational performance metrics that apply to the Performance Units, and their respective weightings, are as follows:

Operational Goal	Percentage of Performance Units
Leasing Volume	40 %
Annual Net Debt to Annual Gross Asset Value	30 %
G&A to Consolidated Gross Assets	30 %

With respect to each operational performance metric, the applicable portion of the Performance Units is eligible to vest based on the achievement of performance goals at the “Threshold”, “Target” and “Maximum” levels, as follows:

	Operational Performance Vesting Percentage
“Below Threshold”	0 %
“Threshold Level”	25 %
“Target Level”	50 %
“Maximum Level”	100 %

If performance with respect to an operational performance metric falls between the “Threshold”, “Target” and “Maximum” levels, then the percentage that is eligible to vest will be determined using straight-line interpolation between the applicable levels.

The number of Performance Units that become eligible to vest based on the achievement of operational performance metrics may be adjusted downwards based on the achievement of our total shareholder return compared to the total shareholder return of the FTSE NAREIT Equity Office Index over the three-year performance period commencing January 1, 2023 and ending December 31, 2025, by applying the applicable vesting percentage as set forth in the following table.

	Relative TSR Performance Vesting Percentage
“Threshold Level”	60 %
“Target Level”	80 %
“Maximum Level”	100 %

If our relative total shareholder return falls between the “Threshold”, “Target” and “Maximum” levels, then the vesting percentage will be determined using straight-line interpolation between the applicable levels.

Certain Terminations of Employment; Change in Control. If an Executive’s employment is terminated by the Company other than for “cause”, by the Executive for “good reason” or due to death or “disability” (each, as defined in the Executive’s employment agreement), or the performance period ends upon a change in control, then the number of Performance Units that vest will equal the greater of (x) 50% of the Performance Units and (y) the number of Performance Units that would vest based on actual achievement of each operational performance goal and the relative TSR performance through the qualifying termination.

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Any Performance Units that do not become fully vested will automatically be cancelled and forfeited as of the date of the qualifying termination without payment of any consideration therefor, and the Executive will have no further right to or interest in such Performance Units. Upon an Executive's termination of employment for any other reason, any then-unvested Performance Units automatically will be cancelled and forfeited by the Executive.

In addition to these Performance Units, each award entitles its holder to a cash payment equal to the aggregate distributions that would have been paid during the three-year performance period on the total number of Performance Units that vest, had such Performance Units been vested throughout the performance period, but reduced by the aggregate amount of the distributions received during the performance period on the total number of Performance Units granted.

The foregoing description of the awards of the Performance Units is a summary only and does not describe all terms and conditions applicable to these awards. The description is subject to and qualified in its entirety by the terms of the form of Performance Unit Agreement, a copy of which is filed herewith as Exhibit 10.1.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion relates to our consolidated financial statements and should be read in conjunction with the consolidated financial statements and the related notes, see Part I, Item 1 "Financial Statements of Hudson Pacific Properties, Inc.," "Financial Statements of Hudson Pacific Properties, L.P." and "Notes to Unaudited Consolidated Financial Statements." Statements in this Item 2 contain forward-looking statements. For a discussion of important risks related to our business and related to investing in our securities, including risks that could cause actual results and events to differ materially from results and events referred to in the forward-looking statements, see Part II, Item 1A "Risk Factors." In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this report might not occur.

Forward-looking Statements

Certain written and oral statements made or incorporated by reference from time to time by us or our representatives in this Quarterly Report on Form 10-Q, other filings or reports filed with the SEC, press releases, conferences, or otherwise, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended, or the Securities Act, as amended, and Section 21E of the Exchange Act). In particular, statements relating to our liquidity and capital resources, portfolio performance and results of operations contain forward-looking statements. Furthermore, all of the statements regarding future financial performance (including anticipated funds from operations, or FFO, market conditions and demographics) are forward-looking statements. We are including this cautionary statement to make applicable and take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 for any such forward-looking statements. We caution investors that any forward-looking statements presented in this Quarterly Report on Form 10-Q, or that management may make orally or in writing from time to time, are based on management's beliefs and assumptions made by, and information currently available to, management. When used, the words "anticipate," "believe," "expect," "intend," "may," "might," "plan," "estimate," "project," "should," "will," "result" and similar expressions that do not relate solely to historical matters are intended to identify forward-looking statements. Such statements are subject to risks, uncertainties and assumptions and may be affected by known and unknown risks, trends, uncertainties and factors that are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. We expressly disclaim any responsibility to update forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, investors should use caution in relying on past forward-looking statements, which were based on results and trends at the time they were made, to anticipate future results or trends.

Some of the risks and uncertainties that may cause our actual results, performance, liquidity or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the following:

- adverse economic or real estate developments in our target markets;
- general economic conditions;
- defaults on, early terminations of or non-renewal of leases by tenants;
- fluctuations in interest rates and increased operating costs;
- our failure to obtain necessary outside financing or maintain an investment grade rating;
- our failure to generate sufficient cash flows to service our outstanding indebtedness and maintain dividend payments;
- lack or insufficient amounts of insurance;
- decreased rental rates or increased vacancy rates;
- difficulties in identifying properties to acquire and completing acquisitions;
- our failure to successfully operate acquired properties and operations;
- our failure to maintain our status as a REIT;
- the loss of key personnel;
- environmental uncertainties and risks related to adverse weather conditions and natural disasters;
- financial market and foreign currency fluctuations;
- risks related to acquisitions generally, including the diversion of management's attention from ongoing business operations and the impact on customers, tenants, lenders, operating results and business;
- the inability to successfully integrate acquired properties, realize the anticipated benefits of acquisitions or capitalize on value creation opportunities;
- changes in the tax laws and uncertainty as to how those changes may be applied;

- changes in real estate and zoning laws and increases in real property tax rates; and
- other factors affecting the real estate industry generally, including the impact of the COVID-19 pandemic.

The risks set forth above are not exhaustive. Other sections of this report may include additional factors that could adversely affect our business and financial performance. Moreover, we operate in a highly competitive and rapidly changing environment. New risk factors emerge from time to time, and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. Investors should also refer to our most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q for future periods and Current Reports on Form 8-K as we file them with the SEC, and to other materials we may furnish to the public from time to time through Current Reports on Form 8-K or otherwise, for a discussion of risks and uncertainties that may cause actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements. We expressly disclaim any responsibility to update any forward-looking statements to reflect changes in underlying assumptions or factors, new information, future events, or otherwise, and you should not rely upon these forward-looking statements after the date of this report.

Executive Summary

Through our interest in Hudson Pacific Properties, L.P. (our operating partnership) and its subsidiaries, at March 31, 2023, our office portfolio consisted of approximately 15.4 million square feet of in-service, repositioning, redevelopment and development properties. Additionally, as of March 31, 2023, our studio portfolio consisted of 1.5 million square feet of in-service, repositioning and development properties and our future development portfolio consisted of 3.6 million developable square feet. Our consolidated and unconsolidated portfolio consists of 61 properties (37 wholly-owned properties, 16 properties owned by joint ventures and eight future development properties) located throughout the United States, Western Canada and Greater London, United Kingdom, totaling approximately 20.5 million square feet.

As of March 31, 2023, our in-service office portfolio was 88.7% leased (including leases not yet commenced). Our same-store studio properties were 86.3% leased for the average percent leased for the 12 months ended March 31, 2023.

The following table summarizes our portfolio as of March 31, 2023:

	Number of Properties	Rentable Square Feet ⁽¹⁾	Percent Occupied ⁽²⁾	Percent Leased ⁽²⁾	Annualized Base Rent per Square Foot ⁽³⁾
OFFICE					
Same-store ⁽⁴⁾	44	13,574,583	87.6 %	88.8 %	\$ 54.47
Stabilized non-same store ⁽⁵⁾	1	183,123	89.5	89.5	62.10
Total stabilized	45	13,757,706	87.6	88.8	54.57
Lease-up ⁽⁵⁾⁽⁶⁾	1	725,416	74.7	86.1	59.82
Total in-service office	46	14,483,122	86.9	88.7	54.80
STUDIO					
Same-store ⁽⁷⁾	3	1,226,576	86.3	86.3	45.03
Total	3	1,226,576			
Repositioning ⁽⁵⁾⁽⁸⁾	2	433,259	—	5.2	—
Development ⁽⁵⁾⁽⁹⁾	2	787,000	—	—	—
Total repositioning and development	4	1,220,259			
Total office and studio properties	53	16,929,957			
Future development ⁽¹⁰⁾	8	3,583,589			
TOTAL	61	20,513,546			

1. Determined by management based upon estimated leasable square feet, which may be less or more than the Building Owners and Managers Association (“BOMA”) rentable area. Square footage may change over time due to re-measurement or re-leasing.
2. Percent occupied for office properties is calculated as (i) square footage under commenced leases as of March 31, 2023 divided by (ii) total square feet expressed as a percentage, whereas percent leased includes uncommenced leases. Percent leased for studio properties percent occupied reflects the average percent occupied for the 12 months ended March 31, 2023.

3. Annualized base rent per square foot for office properties is calculated by multiplying (i) cash base rents under commenced leases excluding tenant reimbursements as of March 31, 2023 by (ii) 12. On a per square foot basis, ABR is divided by square footage under commenced leases as of March 31, 2023. For all expiration years, ABR is calculated as (i) cash base rents at expiration under commenced leases divided by (ii) square footage under commenced leases as of March 31, 2023. The methodology is the same when calculating ABR per square foot either in place or at expiration for uncommenced leases. Rent data is presented without regard to cancellation options. Where applicable, rental rates converted to USD using the foreign currency exchange rate as of March 31, 2023. Annualized base rent per square foot for studio properties reflects actual base rent for the 12 months ended March 31, 2023, excluding tenant reimbursements. ABR per leased square foot calculated as (i) annual base rent divided by (ii) square footage under lease as of March 31, 2023.
4. Same-store office for the three months ended March 31, 2023 defined as all properties owned and included in our stabilized office portfolio as of January 1, 2022 and still owned and included in the stabilized office portfolio as of March 31, 2023.
5. Included in our non-same-store property group.
6. Includes office properties that have not yet reached 92.0% occupancy since the date they were acquired as of March 31, 2023.
7. Includes studio properties owned and included in our portfolio as of January 1, 2022 and still owned and included in our portfolio as of March 31, 2023.
8. See Repositioning table below for the office and studio projects under repositioning as of March 31, 2023.
9. Includes 546,000 square feet related to the office development Washington 1000 and 241,000 square feet related to Sunset Glenoaks Studios.
10. Includes pending entitlement to develop approximately 500 residential units at 10900-10950 Washington.

Overview

Business Acquisitions

We had no business acquisitions during the three months ended March 31, 2023.

Property Acquisitions

We had no property acquisitions during the three months ended March 31, 2023.

Property Dispositions

During the three months ended March 31, 2023, the Company sold its Skyway Landing property for \$102.0 million. See Part I, Item 1 “Note 4 to the Consolidated Financial Statements—Investment in Real Estate” for details.

Under Construction and Future Development Projects

The following table summarizes the properties currently under construction and future development projects as of March 31, 2023:

	Type	Submarket	Estimated Square Feet ⁽¹⁾	Estimated Completion Date	Estimated Stabilization Date
Under Construction:					
Los Angeles, California					
Sunset Glenoaks Studios ⁽²⁾	Studio	Los Angeles	241,000	Q4-2023	Q2-2024
Seattle, Washington					
Washington 1000	Office	Denny Triangle	546,000	Q1-2024	Q1-2026
Total Under Construction			787,000		
Future Development Pipeline:					
Los Angeles, California					
Sunset Las Palmas Studios—Development ⁽³⁾	Studio	Hollywood	617,581	TBD	TBD
Sunset Gower Studios—Development ⁽³⁾	Office/Studio	Hollywood	478,845	TBD	TBD
Sunset Bronson Studios Lot D—Development ⁽³⁾	Residential	Hollywood	33 units/19,816	TBD	TBD
Element LA—Development	Office	West Los Angeles	500,000	TBD	TBD
10900/10950 Washington ⁽⁴⁾	Residential	West Los Angeles	N/A	TBD	TBD
San Francisco Bay Area, California					
Cloud10	Office	North San Jose	350,000	TBD	TBD
Vancouver, British Columbia					
Burrard Exchange ⁽⁵⁾	Office	Downtown Vancouver	450,000	TBD	TBD
Greater London, United Kingdom					
Sunset Waltham Cross Studios ⁽⁶⁾	Studio	Broxbourne	1,167,347	TBD	TBD
Total Future Development Pipeline			3,583,589		
TOTAL UNDER CONSTRUCTION AND FUTURE DEVELOPMENT			4,370,589		

1. Estimated square footage represents management's estimate of leasable square footage, which may be less or more than the Building Owners and Managers Association (BOMA) rentable area. Square footage may change over time due to re-measurement or re-leasing. For land properties, square footage represents management's estimate of developable square footage, the majority of which remains subject to entitlement approvals not yet obtained.
2. We own 50% of the ownership interests in the unconsolidated joint venture that owns Sunset Glenoaks Studios.
3. We own 51% of the ownership interests in the consolidated joint venture that owns Sunset Bronson Studios, Sunset Gower Studios and Sunset Las Palmas Studios.
4. Pending entitlement to develop approximately 500 residential units.
5. We own 20% of the ownership interests in the unconsolidated joint venture that owns Burrard Exchange.
6. We own 35% of the ownership interests in the unconsolidated joint venture that owns Sunset Waltham Cross Studios.

Properties are selected for repositioning when an asset or portions of an asset are taken offline for a change of use or if the asset requires significant base building improvements resulting in substantial down time in occupancy. Subsequently, when the square footage off line reaches 92.0% occupancy, it would be included in our in-service population.

The following table summarizes the portions of office and studio projects currently under repositioning as of March 31, 2023:

Location	Submarket	Square Feet
Repositioning:		
Westside Two	West Los Angeles	96,322
875 Howard	San Francisco	96,240
Page Mill Center	Palo Alto	79,056
Metro Plaza	North San Jose	50,847
Rincon Center	San Francisco	36,905
95 Jackson	Pioneer Square	35,905
Sunset Gower Studios	Hollywood	18,594
Palo Alto Square	Palo Alto	12,740
Sunset Las Palmas Studios	Hollywood	6,650
TOTAL REPOSITIONING		433,259

Lease Expirations

The following table summarizes the lease expirations for leases in place as of March 31, 2023, plus available space, beginning January 1, 2023 at the properties in our office portfolio. Unless otherwise stated in the footnotes, the information set forth in the table assumes that tenants did not exercise any renewal options.

HPP's Share ⁽¹⁾									
Year of Lease Expiration	# of Leases Expiring ⁽²⁾	Square Feet Expiring	Square Footage of Expiring Lease	% of Office Portfolio Square Feet	Annualized Base Rent ⁽³⁾	% of Office Portfolio Annualized Base Rent	Annualized Base Rent Per Leased Square Foot ⁽³⁾	Annualized Base Rent at Expiration	Annualized Base Rent Per Lease Square Foot at Expiration ⁽⁴⁾
Vacant		2,575,139	2,464,149	19.6 %					
Q1-2023	10	82,396	62,531	0.5	\$ 3,636,781	0.6 %	\$ 58.16	\$ 3,636,779	\$ 58.16
Q2-2023	43	352,080	299,148	2.4	16,895,575	2.9	56.48	17,117,133	57.22
Q3-2023	41	766,799	535,896	4.3	30,550,590	5.3	57.01	30,725,383	57.33
Q4-2023	51	362,970	329,098	2.6	13,875,233	2.4	42.16	14,009,384	42.57
Total 2023	145	1,564,245	1,226,673	9.8	64,958,179	11.2	52.95	65,488,679	53.39
2024	184	1,784,114	1,510,466	12.0	87,539,362	15.2	57.96	89,850,506	59.49
2025	148	1,893,675	1,553,740	12.4	95,794,247	16.6	61.65	101,499,249	65.33
2026	82	737,131	673,578	5.4	41,865,736	7.2	62.15	45,948,899	68.22
2027	97	994,600	845,868	6.7	50,930,454	8.8	60.21	56,888,885	67.26
2028	49	1,042,599	858,472	6.8	59,847,752	10.4	69.71	68,411,900	79.69
2029	25	401,209	291,978	2.3	21,442,037	3.7	73.44	25,321,620	86.72
2030	19	1,551,784	1,188,651	9.5	57,886,662	10.0	48.70	73,510,429	61.84
2031	14	1,103,292	674,300	5.4	36,725,734	6.4	54.46	50,432,767	74.79
2032	8	241,487	141,297	1.1	8,107,167	1.4	57.38	10,615,939	75.13
Thereafter	19	1,076,943	703,038	5.6	38,836,521	6.7	55.24	56,599,605	80.51
Building management use ⁽⁵⁾	38	183,529	158,527	1.3	—	—	—	—	—
Signed leases not commenced	38	271,520	267,620	2.1	13,605,835	2.4	50.84	17,275,356	64.55
Portfolio Total/Weighted Average	866	15,421,267	12,558,357	100.0 %	\$ 577,539,686	100.0 %	\$ 57.21	\$ 661,843,834	\$ 65.57

1. Non-GAAP financial measures calculated as the measure on a consolidated basis, in accordance with GAAP, plus our operating partnership's share of the measure from our unconsolidated joint ventures (calculated based upon the operating partnership's percentage ownership interest), minus our partners' share of the measure from our consolidated joint ventures (calculated based upon the partners' percentage ownership interests). We believe that presenting HPP's share of these measures provides useful information to investors regarding the Company's financial condition and/or results of operations because we have several significant joint ventures and, in some cases, we exercise significant influence over, but does not control, the joint venture. In such instances, GAAP requires us to account for the joint venture entity using the equity method of accounting, which we do not consolidate it for financial reporting purposes. In other cases, GAAP requires us to consolidate the venture even though our partner(s) own(s) a significant percentage interest.
2. Does not include 30 month-to-month leases.
3. Annualized base rent per square foot for office properties is calculated by multiplying (i) cash base rents under commenced leases excluding tenant reimbursements as of March 31, 2023 by (ii) 12. On a per square foot basis, ABR is divided by square footage under commenced leases as of March 31, 2023. For all expiration years, ABR is calculated as (i) cash base rents at expiration under commenced leases divided by (ii) square footage under commenced leases as of March 31, 2023. The methodology is the same when calculating ABR per square foot either in place or at expiration for uncommenced leases. Rent data is presented without regard to cancellation options. Where applicable, rental rates converted to USD using the foreign currency exchange rate as of March 31, 2023.
4. ABR per square foot at expiration for all lease expiration years is calculated as (i) base rental payments (defined as cash base rents (before abatements or deferrals)) under commenced leases, divided by (ii) square footage under commenced leases as of March 31, 2023.
5. Reflects management offices occupied by the Company with various expiration dates.

Historical Tenant Improvements and Leasing Commissions

The following table summarizes historical information regarding tenant improvement and leasing commission costs for tenants at our office properties:

	Three Months Ended March 31,	
	2023	2022
Renewals⁽¹⁾		
Number of leases	39	47
Square feet	195,417	260,219
Tenant improvement costs per square foot ⁽²⁾⁽³⁾	\$ 11.24	\$ 10.97
Leasing commission costs per square foot ⁽²⁾	4.63	8.26
Total tenant improvement and leasing commission costs⁽²⁾	\$ 15.87	\$ 19.23
New leases⁽⁴⁾		
Number of leases	36	34
Square feet	148,652	243,366
Tenant improvement costs per square foot ⁽²⁾⁽³⁾	\$ 66.67	\$ 78.31
Leasing commission costs per square foot ⁽²⁾	14.39	16.00
Total tenant improvement and leasing commission costs⁽²⁾	\$ 81.06	\$ 94.31
TOTAL		
Number of leases	75	81
Square feet	344,069	503,585
Tenant improvement costs per square foot ⁽²⁾⁽³⁾	\$ 36.39	\$ 44.34
Leasing commission costs per square foot ⁽²⁾	9.06	12.10
TOTAL TENANT IMPROVEMENT AND LEASING COMMISSION COSTS⁽²⁾	\$ 45.45	\$ 56.44

1. Excludes retained tenants that have relocated or expanded into new space within our portfolio.
2. Assumes all tenant improvement and leasing commissions are paid in the calendar year in which the lease is executed, which may be different than the year in which they were actually paid.
3. Tenant improvement costs are based on negotiated tenant improvement allowances set forth in leases, or, for any lease in which a tenant improvement allowance was not specified, the aggregate cost originally budgeted at the time the lease commenced.
4. Includes retained tenants that have relocated or expanded into new space within our portfolio.

Financings

During the three months ended March 31, 2023, there were \$50.0 million of repayments on the unsecured revolving credit facility, net of borrowings. The Company generally uses the unsecured revolving credit facility to finance the acquisition of properties and businesses, to provide funds for tenant improvements and capital expenditures and to provide for working capital and other corporate purposes.

On January 3, 2023, the Company repaid its \$110.0 million Series A notes in full.

Historical Results of Operations

This Quarterly Report on Form 10-Q of Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. represents an update to the more detailed and comprehensive disclosures included in the 2022 Annual Report on Form 10-K of Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. Accordingly, you should read the following discussion in conjunction with the

information included in our 2022 Annual Report on Form 10-K, as well as the unaudited financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

In addition, some of the statements and assumptions in this Quarterly Report on Form 10-Q are forward-looking statements within the meaning of Section 27A of the Securities Act or Section 21E of the Exchange Act, including, in particular, statements about our plans, strategies and prospects as well as estimates of industry growth for the quarter and beyond. See “Forward-looking Statements.”

All amounts and percentages used in this discussion of our results of operations are calculated using the numbers presented in the financial statements contained in Part I, Item 1 of this Quarterly Report rather than the rounded numbers appearing in this discussion. The dollar amounts included in the tables in this discussion of our results of operations are presented in thousands.

Comparison of the Three Months Ended March 31, 2023 to the Three Months Ended March 31, 2022

Net Loss

Net loss increased \$7.2 million, or 94.6%, to \$14.8 million for the three months ended March 31, 2023 compared to \$7.6 million for the three months ended March 31, 2022. Net loss increased for the reasons discussed below with respect to the decrease in net operating income for the same period.

Net Operating Income

We evaluate performance based upon property net operating income (“NOI”). NOI is not a measure of operating results or cash flows from operating activities or cash flows as measured by generally accepted accounting principles in the United States (“GAAP”) and should not be considered an alternative to net income, as an indication of our performance, or as an alternative to cash flows as a measure of liquidity, or our ability to make distributions. All companies may not calculate NOI in the same manner. We consider NOI to be a useful performance measure to investors and management because when compared across periods, NOI reflects the revenues and expenses directly associated with owning and operating our properties and the impact to operations from trends in occupancy rates, rental rates and operating costs, providing a perspective not immediately apparent from net income. We calculate NOI as net income excluding corporate general and administrative expenses, depreciation and amortization, impairments, gains/losses on sales of real estate, interest expense, interest income, transaction-related expenses and other non-operating items. We define NOI as operating revenues (including rental revenues, other property-related revenue, tenant recoveries and other operating revenues), less property-level operating expenses (which includes external management fees, if any, and property-level general and administrative expenses). NOI on a cash basis is NOI adjusted to exclude the effect of straight-line rent and other non-cash adjustments required by GAAP. We believe that NOI on a cash basis is helpful to investors as an additional measure of operating performance because it eliminates straight-line rent and other non-cash adjustments to revenue and expenses.

Management further analyzes NOI by evaluating the performance from the following groups:

- Same-store, which includes all of the properties owned and included in our stabilized portfolio as of January 1, 2023 and still owned and included in the stabilized portfolio as of March 31, 2023; and
- Non-same-store, which includes:
 - Stabilized non-same-store properties
 - Lease-up properties
 - Repositioning properties
 - Development properties
 - Redevelopment properties
 - Held for sale properties
 - Operating results from studio service-related businesses

The following table reconciles net loss to NOI:

	Three Months Ended March 31,		Dollar Change	Percent Change
	2023	2022		
Net loss	\$ (14,817)	\$ (7,615)	\$ (7,202)	94.6 %
Adjustments:				
Loss (income) from unconsolidated real estate entities	745	(303)	1,048	(345.9)
Fee income	(2,402)	(1,071)	(1,331)	124.3
Interest expense	53,807	30,836	22,971	74.5
Interest income	(371)	(910)	539	(59.2)
Management services reimbursement income—unconsolidated real estate entities	1,064	1,108	(44)	(4.0)
Management services expense—unconsolidated real estate entities	(1,064)	(1,108)	44	(4.0)
Transaction-related expenses	1,186	256	930	363.3
Unrealized gain on non-real estate investments	(839)	(1,650)	811	(49.2)
Gain on sale of real estate	(7,046)	—	(7,046)	—
Impairment loss	—	20,503	(20,503)	(100.0)
Other income	(5,161)	(852)	(4,309)	505.8
General and administrative	18,724	20,512	(1,788)	(8.7)
Depreciation and amortization	97,139	92,193	4,946	5.4
NOI	\$ 140,965	\$ 151,899	\$ (10,934)	(7.2)%
Same-store NOI	\$ 136,261	\$ 134,162	\$ 2,099	1.6 %
Non-same-store NOI	4,704	17,737	(13,033)	(73.5)
NOI	\$ 140,965	\$ 151,899	\$ (10,934)	(7.2)%

The following table summarizes certain statistics of our consolidated same-store office and studio properties:

	Three Months Ended March 31,	
	2023	2022
Same-store office		
Number of properties	43	43
Rentable square feet	12,058,716	12,058,716
Average % occupied for the period	86.6 %	91.7 %
Average annual rental rate per square foot	\$ 57.87	\$ 55.46
Same-store studio		
Number of properties	3	3
Rentable square feet	1,226,576	1,226,576
Average % leased for the period ⁽¹⁾	86.3 %	84.1 %

1. Percent leased for same-store studio is the average percent leased for the 12 months ended.

The following table gives further detail on our NOI:

	Three Months Ended March 31,					
	2023			2022		
	Same-Store	Non-Same-Store	Total	Same-Store	Non-Same-Store	Total
Revenues						
Office						
Rental	\$ 191,045	\$ 11,612	\$ 202,657	\$ 186,515	\$ 19,677	\$ 206,192
Service and other revenues	2,954	1,022	3,976	3,222	1,986	5,208
Total office revenues	193,999	12,634	206,633	189,737	21,663	211,400
Studio						
Rental	13,470	2,783	16,253	12,873	521	13,394
Service and other revenues	8,919	20,458	29,377	7,515	12,204	19,719
Total studio revenues	22,389	23,241	45,630	20,388	12,725	33,113
Total revenues	216,388	35,875	252,263	210,125	34,388	244,513
Operating expenses						
Office operating expenses	68,096	5,958	74,054	64,363	9,268	73,631
Studio operating expenses	12,031	25,213	37,244	11,600	7,383	18,983
Total operating expenses	80,127	31,171	111,298	75,963	16,651	92,614
Office NOI	125,903	6,676	132,579	125,374	12,395	137,769
Studio NOI	10,358	(1,972)	8,386	8,788	5,342	14,130
NOI	\$ 136,261	\$ 4,704	\$ 140,965	\$ 134,162	\$ 17,737	\$ 151,899

The following table gives further detail on our change in NOI:

	Three Months Ended March 31, 2023 as compared to Three Months Ended March 31, 2022					
	Same-Store		Non-Same-Store		Total	
	Dollar Change	Percent Change	Dollar Change	Percent Change	Dollar Change	Percent Change
Revenues						
Office						
Rental	\$ 4,530	2.4 %	\$ (8,065)	(41.0) %	\$ (3,535)	(1.7) %
Service and other revenues	(268)	(8.3)	(964)	(48.5)	(1,232)	(23.7)
Total office revenues	4,262	2.2	(9,029)	(41.7)	(4,767)	(2.3)
Studio						
Rental	597	4.6	2,262	434.2	2,859	21.3
Service and other revenues	1,404	18.7	8,254	67.6	9,658	49.0
Total studio revenues	2,001	9.8	10,516	82.6	12,517	37.8
Total revenues	6,263	3.0	1,487	4.3	7,750	3.2
Operating expenses						
Office operating expenses	3,733	5.8	(3,310)	(35.7)	423	0.6
Studio operating expenses	431	3.7	17,830	241.5	18,261	96.2
Total operating expenses	4,164	5.5	14,520	87.2	18,684	20.2
Office NOI	529	0.4	(5,719)	(46.1)	(5,190)	(3.8)
Studio NOI	1,570	17.9	(7,314)	(136.9)	(5,744)	(40.7)
NOI	\$ 2,099	1.6 %	\$ (13,033)	(73.5) %	\$ (10,934)	(7.2) %

NOI decreased \$10.9 million, or 7.2%, for the three months ended March 31, 2023 as compared to the three months ended March 31, 2022, primarily resulting from:

- a \$13.0 million decrease in non-same-store NOI driven by:
 - a decrease in studio NOI of \$7.3 million driven by a slowdown in production rentals activity in anticipation of a potential strike by the Writers Guild of America; and
 - a decrease in office NOI of \$5.7 million primarily due to:
 - an \$8.1 million decrease in rental revenues primarily resulting from the sales of our Northview Center, 6922 Hollywood and Skyway Landing properties in August 2022, October 2022 and February 2023, respectively, as well as lease expirations at our 10900-10950 Washington and Metro Center properties; and
 - a \$1.0 million decrease in service and other revenues primarily due to a reduction in parking revenues in connection with the sales of the properties listed above;
 - partially offset by a \$3.3 million decrease in operating expenses due to the aforementioned property sales.
- a \$2.1 million increase in same-store NOI driven by:
 - an increase in studio NOI of \$1.6 million primarily due to:
 - a \$1.4 million increase in service and other revenues and a \$0.6 million increase in rental revenues due to increased activity at Sunset Gower, Sunset Bronson and Sunset Las Palmas studios for resident television productions;
 - partially offset by a \$0.4 million increase in studio operating expenses corresponding to the increased studio activity, which was partially offset by a decrease in ground rent expense at Sunset Gower Studios due to the acquisition of the related land in May 2022.

- an increase in office NOI of \$0.5 million primarily due to:
 - a \$4.5 million increase in rental revenues mainly driven by the commencement of must-take parking and recoveries revenue at our One Westside property in July 2022 and higher percentage rent at our Ferry building property, partially offset by lease terminations at our Skyport Plaza and 505 First properties;
 - partially offset by a \$3.7 million increase in operating expenses, predominantly engineering, cleaning and utilities, resulting from a colder winter in 2023 and higher utilization of office space due to an increase in the number of tenant employees returning to in-person work; and
 - a \$0.3 million decrease in service and other revenues primarily resulting from lease cancellation fees at our 11601 Wilshire and Shorebreeze properties in the first quarter of 2022 partially offset by increases in visitor parking at several properties across our same-store portfolio during the first quarter of 2023.

Other Income (Expenses)

Loss (income) from unconsolidated real estate entities

Income from our unconsolidated real estate entities decreased by \$1.0 million, or 345.9%, to \$0.7 million of loss for the three months ended March 31, 2023 compared to \$0.3 million of income for the three months ended March 31, 2022. The decrease was primarily driven by higher interest expense at the unconsolidated entities due to an increase in the average reference rates for variable rate debt.

Fee income

We recognized fee income of \$2.4 million for the three months ended March 31, 2023 compared to \$1.1 million for the three months ended March 31, 2022. Fee income represents the management fee income earned from the unconsolidated real estate entities. The increase is primarily due to the recognition of fee income related to development oversight services provided to the Sunset Waltham Cross joint venture commencing during the fourth quarter of 2022.

Interest expense

The following table presents a reconciliation from gross interest expense to the interest expense line item on the Consolidated Statements of Operations:

	Three Months Ended March 31,			
	2023	2022	Dollar Change	Percent Change
Gross interest expense	\$ 57,063	\$ 30,731	\$ 26,332	85.7 %
Capitalized interest	(6,862)	(3,285)	(3,577)	108.9
Amortization of deferred financing costs and loan discounts/premiums	3,606	3,390	216	6.4
TOTAL	\$ 53,807	\$ 30,836	\$ 22,971	74.5 %

Gross interest expense increased \$26.3 million, or 85.7%, to \$57.1 million for the three months ended March 31, 2023 compared to \$30.7 million for the three months ended March 31, 2022. The increase was primarily driven by an increase in the average reference rates for the Company's variable rate debt, increases in the average outstanding borrowings on the Company's unsecured revolving credit facility and One Westside construction loan and interest incurred on the Quixote secured note and the 5.95% registered senior notes, which were issued in August 2022 and September 2022, respectively. The overall increase was partially offset by a decrease in interest expense due to the repayment of the Series A notes in January 2023.

Capitalized interest increased \$3.6 million, or 108.9%, to \$6.9 million for the three months ended March 31, 2023 compared to \$3.3 million for the three months ended March 31, 2022. The increase was primarily driven by development activity at Washington 1000, which was acquired in April 2022, as well as redevelopment activities at our Westside Two and 10900-10950 Washington properties.

Amortization of deferred financing costs and loan discounts/premiums increased \$0.2 million, or 6.4%, to \$3.6 million for the three months ended March 31, 2023 compared to \$3.4 million for the three months ended March 31, 2022. The increase was

primarily driven by the amortization of new issuance costs associated with the 5.95% registered senior notes, which were issued in September 2022.

Interest income

Interest income decreased \$0.5 million, or 59.2%, to \$0.4 million for the three months ended March 31, 2023 compared to \$0.9 million for the three months ended March 31, 2022. The decrease was primarily driven by the maturity of the U.S. Government securities in June 2022.

Unrealized gain on non-real estate investments

We recognized an unrealized gain on non-real estate investments of \$0.8 million for the three months ended March 31, 2023 compared to an unrealized gain on non-real estate investments of \$1.7 million for the three months ended March 31, 2022. The activity in both periods is due to the observable changes in the fair value of the investments.

Gain on sale of real estate

During the three months ended March 31, 2023, we recognized a \$7.0 million gain on the sale of our Skyway Landing property. No gain or loss on sale was recognized during the three months ended March 31, 2022.

Impairment loss

We did not recognize any impairment charges during the three months ended March 31, 2023. During the three months ended March 31, 2022, we recognized an impairment loss of \$20.5 million, \$12.0 million of which was due to a reduction in the estimated fair value of our Del Amo property and \$8.5 million of which was due to the full impairment of the Zio trade name in connection with a rebranding of the business under the Company's Sunset Studios platform.

Other income

Other income increased \$4.3 million, or 505.8%, to \$5.2 million for the three months ended March 31, 2023 compared to \$0.9 million for the three months ended March 31, 2022. The increase was predominantly related to an income tax benefit recorded in the first quarter of 2023 related to the studio service-related businesses.

General and administrative expenses

General and administrative expenses decreased \$1.8 million, or 8.7%, to \$18.7 million for the three months ended March 31, 2023 compared to \$20.5 million for the three months ended March 31, 2022. The decrease was primarily driven by a decrease in payroll and non-cash executive compensation, professional fees, travel and entertainment and office expenses.

Depreciation and amortization expense

Depreciation and amortization expense increased \$4.9 million, or 5.4%, to \$97.1 million for the three months ended March 31, 2023 compared to \$92.2 million for the three months ended March 31, 2022. The increase was primarily related to the depreciation and amortization of non-real estate property, plant and equipment and finite-lived intangible assets acquired as part of the Quixote transaction in August 2022.

Liquidity and Capital Resources

We have remained capitalized since our initial public offering through public offerings, private placements, joint ventures and continuous offerings under our at-the-market ("ATM") program. We currently expect that our principal sources of funds to meet our short-term and long-term liquidity requirements for working capital, strategic acquisitions, capital expenditures, tenant improvements, leasing costs, dividends and distributions, share repurchases and repayments of outstanding debt financing will include:

- cash on hand, cash reserves and net cash provided by operations;

- proceeds from additional equity securities;
- our ATM program;
- borrowings under the operating partnership's unsecured revolving credit facility and One Westside construction loan;
- proceeds from joint venture partners;
- proceeds from the Sunset Glenoaks Studios construction loan (unconsolidated joint venture); and
- proceeds from additional secured, unsecured debt financings or offerings.

Liquidity Sources

We had approximately \$163.3 million of cash and cash equivalents at March 31, 2023. Our principal source of operating cash flow is related to leasing and operating the properties in our portfolio. Our properties provide a relatively consistent stream of cash flow that provides us with resources to pay operating expenses, debt service fees and fund quarterly dividend and distribution requirements.

Our ability to access the equity capital markets will be dependent on a number of factors as well, including general market conditions for REITs and market perceptions about us.

We have an ATM program that allows us to sell up to \$125.0 million of common stock, \$65.8 million of which has been sold through March 31, 2023. Any future sales will depend on several factors, including, but not limited to, market conditions, the trading price of our common stock and our capital needs. We have no obligation to sell the remaining shares available for sale under this program.

As of March 31, 2023, we had total borrowing capacity of \$1.0 billion under our unsecured revolving credit facility, \$335.0 million of which had been drawn. As of March 31, 2023, we had total borrowing capacity of \$414.6 million under our construction loan, secured by our One Westside and Westside Two properties, \$321.2 million of which had been drawn. As of March 31, 2023, we had total borrowing capacity of \$100.6 million under the Sunset Glenoaks Studios construction loan (unconsolidated joint venture), of which \$55.1 million had been drawn.

Our ability to incur additional debt will be dependent on a number of factors, including our degree of leverage, the value of our unencumbered assets and borrowing restrictions that may be imposed by lenders. If we incur additional debt, the risks associated with our leverage, including our ability to service our debt, would increase.

The following table sets forth our total consolidated market capitalization (counting Series A preferred units as debt) as of March 31, 2023 (in thousands, except percentage):

	March 31, 2023
Unsecured and secured debt ⁽¹⁾	\$ 4,454,665
Series A redeemable preferred units	9,815
Total consolidated debt	4,464,480
Equity capitalization ⁽²⁾	1,397,834
TOTAL CONSOLIDATED MARKET CAPITALIZATION	\$ 5,862,314

1. Excludes joint venture partner debt and unamortized deferred financing costs and loan discounts/premiums.

2. Equity capitalization represents the shares of common stock outstanding (including unvested restricted shares), OP units outstanding, restricted performance units and dilutive shares multiplied by the closing price of \$6.65, as reported by the NYSE, on March 31, 2023 as well as the aggregate value of the Series C preferred stock liquidation preference as of March 31, 2023.

Outstanding Indebtedness

The following table sets forth information as of March 31, 2023 and December 31, 2022 with respect to our outstanding indebtedness, excluding unamortized deferred financing costs and loan discounts/premiums (in thousands):

	March 31, 2023		December 31, 2022	
Unsecured debt	\$	2,500,000	\$	2,660,000
Secured debt	\$	1,954,665	\$	1,950,088
In-substance defeased debt	\$	—	\$	—
Joint venture partner debt	\$	66,136	\$	66,136

The operating partnership was in compliance with its financial covenants as of March 31, 2023.

Liquidity Uses

Contractual Obligations

During the three months ended March 31, 2023, there were no material changes outside the ordinary course of business in the information regarding specified contractual obligations contained in our 2022 Annual Report on Form 10-K. See Part I, Item 1 “Note 10 to the Consolidated Financial Statements—Debt” for information regarding our future minimum principal payments due on our outstanding debt. See Part I, Item 1 “Note 13 to the Consolidated Financial Statements—Future Minimum Rents and Lease Payments” for information regarding our future minimum operating lease payments. See Part I, Item 1 “Note 21 to the Consolidated Financial Statements—Commitments and Contingencies” for more detail.

Cash Flows

A comparison of our cash flow activity is as follows:

	Year Ended March 31,		Dollar Change	Percent Change
	2023	2022		
Net cash provided by operating activities	\$ 92,516	\$ 95,454	\$ (2,938)	(3.1)%
Net cash provided by (used in) investing activities	\$ 10,499	\$ (72,269)	\$ 82,768	(114.5)%
Net cash used in financing activities	\$ (205,848)	\$ (22,280)	\$ (183,568)	823.9 %

Cash and cash equivalents and restricted cash were \$182.9 million and \$285.7 million at March 31, 2023 and December 31, 2022, respectively.

Operating Activities

Net cash provided by operating activities decreased by \$2.9 million, or 3.1%, to \$92.5 million for the three months ended March 31, 2023 compared to \$95.5 million for the three months ended March 31, 2022. The change primarily resulted from the sales of our Northview Center, 6922 Hollywood and Skyway Landing properties in August 2022, October 2022 and February 2023, respectively.

Investing Activities

Net cash provided by investing activities increased by \$82.8 million, or 114.5%, to \$10.5 million for the three months ended March 31, 2023 compared to \$72.3 million of net cash used in investing activities for the three months ended March 31, 2022. The change primarily resulted from \$100.4 million of proceeds from the sale of our Skyway Landing property in February 2023 and a \$9.6 million decrease in contributions to non-real estate investments, partially offset by a \$23.7 million increase in additions to investment in real estate and a \$5.1 million increase in contributions to unconsolidated real estate entities during the three months ended March 31, 2023 as compared to the three months ended March 31, 2022.

Financing Activities

Net cash used in financing activities increased \$183.6 million, or 823.9%, to \$205.8 million for the three months ended March 31, 2023 compared to \$22.3 million for the three months ended March 31, 2022. The change primarily resulted from \$212.0 million of payments of unsecured and secured debt and a \$180.1 million decrease in proceeds from unsecured and secured debt during the three months ended March 31, 2023 as compared to the three months ended March 31, 2022, partially offset by a \$200.0 million cash outflow for the accelerated share repurchase program in 2022.

Off-Balance Sheet Arrangements

Joint Venture Indebtedness

We have investments in unconsolidated real estate entities accounted for using the equity method of accounting. The following table provides information about joint venture indebtedness as of March 31, 2023 (in thousands):

	Principal Amount	Interest Rate	Contractual Maturity Date	HPP's Share
Bentall Centre ⁽¹⁾	\$ 491,668	CDOR + 1.75%	7/1/2024	\$ 98,333
Sunset Glenoaks Studios ⁽²⁾	\$ 55,149	SOFR + 3.10%	1/9/2025	\$ 27,575

- (1) We own 20% of the ownership interests in the unconsolidated real estate investment that owns Bentall Centre. The loan was transacted in Canadian dollars. The principal balance is shown in U.S. dollars using the foreign currency exchange rate as of March 31, 2023. The floating interest rate on the full principal amount has been effectively capped at 4.56% through the use of an interest rate cap.
- (2) We own 50% of the ownership interests in the unconsolidated real estate investment that owns the Sunset Glenoaks Studios development. This loan has an initial interest rate of SOFR + 3.10% per annum until the construction at Sunset Glenoaks Studios is complete and certain performance targets have been met, at which time the effective interest rate will decrease to SOFR + 2.50%. This loan is interest-only through its term. The total capacity of the loan is \$100.6 million. As of March 31, 2023, we have \$45.5 million undrawn. The floating interest rate on the full principal amount has been effectively capped at 4.50% through the use of an interest rate cap.

Critical Accounting Policies

Our discussion and analysis of our historical financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of our financial statements in conformity with GAAP requires us to make estimates of certain items and judgments as to certain future events, for example with respect to the assignment of the purchase price of an acquired property among land, buildings, improvements, equipment and any related intangible assets and liabilities, or the effect of a property tax reassessment of our properties. These determinations, even though inherently subjective and prone to change, affect the reported amounts of our assets, liabilities, revenues and expenses. While we believe that our estimates are based on reasonable assumptions and judgments at the time they are made, some of our assumptions, estimates and judgments will inevitably prove to be incorrect. As a result, actual outcomes will likely differ from our accruals and those differences—positive or negative—could be material. Some of our accruals are subject to adjustment, as we believe appropriate, based on revised estimates and reconciliation to the actual results when available.

Refer to Part I, Item 1 “Note 2 to the Consolidated Financial Statements—Summary of Significant Accounting Policies,” for information regarding our critical accounting policies.

Non-GAAP Supplemental Financial Measure: Funds From Operations

We calculate FFO in accordance with the White Paper issued in December 2018 on FFO approved by the Board of Governors of the National Association of Real Estate Investment Trusts (“NAREIT”). The White Paper defines FFO as net income or loss calculated in accordance with GAAP, excluding gains and losses from sales of depreciable real estate and impairment write-downs associated with depreciable real estate, plus real estate-related depreciation and amortization (excluding amortization of deferred financing costs and depreciation of non-real estate assets) and after adjustment for unconsolidated partnerships and joint ventures. The calculation of FFO includes the amortization of deferred revenue related to tenant-funded tenant improvements and excludes the depreciation of the related tenant improvement assets. In the December 2018 White Paper, NAREIT provided an option to include value changes in mark-to-market equity securities in the calculation of FFO. We elected this option retroactively during the fourth quarter of 2018.

We believe that FFO is a useful supplemental measure of our operating performance. The exclusion from FFO of gains and losses from the sale of operating real estate assets allows investors and analysts to readily identify the operating results of the assets that form the core of our activity and assists in comparing those operating results between periods. Also, because FFO is generally recognized as the industry standard for reporting the operations of REITs, it facilitates comparisons of operating performance to other REITs. However, other REITs may use different methodologies to calculate FFO, and accordingly, our FFO may not be comparable to all other REITs.

Implicit in historical cost accounting for real estate assets in accordance with GAAP is the assumption that the value of real estate assets diminishes predictably over time. Since real estate values have historically risen or fallen with market conditions, many industry investors and analysts have considered presentations of operating results for real estate companies using historical cost accounting alone to be insufficient. Because FFO excludes depreciation and amortization of real estate assets, we believe that FFO along with the required GAAP presentations provides a more complete measurement of our performance relative to our competitors and a more appropriate basis on which to make decisions involving operating, financing and investing activities than the required GAAP presentations alone would provide. We use FFO per share to calculate annual cash bonuses for certain employees.

However, FFO should not be viewed as an alternative measure of our operating performance because it does not reflect either depreciation and amortization costs or the level of capital expenditures and leasing costs necessary to maintain the operating performance of our properties, which are significant economic costs and could materially impact our results from operations.

The following table presents a reconciliation of net loss to FFO (in thousands):

	Three Months Ended March 31,	
	2023	2022
Net loss	\$ (14,817)	\$ (7,615)
Adjustments:		
Depreciation and amortization—consolidated	97,139	92,193
Depreciation and amortization—non-real estate assets	(8,392)	(4,432)
Depreciation and amortization—HPP's share from unconsolidated real estate entities	1,263	1,369
Gain on sale of real estate	(7,046)	—
Impairment loss—real estate assets	—	12,003
Unrealized gain on non-real estate investments	(839)	(1,650)
FFO attributable to non-controlling interests	(13,637)	(20,004)
FFO attributable to preferred shares and units	(5,200)	(5,443)
FFO TO COMMON STOCKHOLDERS AND UNITHOLDERS	\$ 48,471	\$ 66,421

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information about our market risk is disclosed in Part II, Item 7A, of our 2022 Annual Report on Form 10-K and is incorporated herein by reference. There have been no material changes for the three months ended March 31, 2023 to the information provided in Part II, Item 7A, of our 2022 Annual Report on Form 10-K.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures (Hudson Pacific Properties, Inc.)

Hudson Pacific Properties, Inc. maintains disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in Hudson Pacific Properties, Inc.'s reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) under the Exchange Act, Hudson Pacific Properties, Inc. carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures as of the end of the period covered by this report.

Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded, as of that time, that Hudson Pacific Properties, Inc.'s disclosure controls and procedures were effective in providing a reasonable level of assurance that information Hudson Pacific Properties, Inc. is required to disclose in reports that Hudson Pacific Properties, Inc. files under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure.

Disclosure Controls and Procedures (Hudson Pacific Properties, L.P.)

Hudson Pacific Properties, L.P. maintains disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in Hudson Pacific Properties, L.P.'s reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer of Hudson Pacific Properties, Inc. (the sole general partner of Hudson Pacific Properties, L.P.), as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) under the Exchange Act, Hudson Pacific Properties, L.P. carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer of Hudson Pacific Properties, Inc. (the sole general partner of Hudson Pacific Properties, L.P.), of the effectiveness of the design and operation of the disclosure controls and procedures as of the end of the period covered by this report.

Based on the foregoing, the Chief Executive Officer and Chief Financial Officer of Hudson Pacific Properties, Inc. (the sole general partner of Hudson Pacific Properties, L.P.) concluded, as of that time, that Hudson Pacific Properties, L.P.'s disclosure controls and procedures were effective in providing a reasonable level of assurance that information Hudson Pacific Properties, L.P. is required to disclose in reports that Hudson Pacific Properties, L.P. files under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer of Hudson Pacific Properties, Inc. (the sole general partner of Hudson Pacific Properties, L.P.), as appropriate, to allow for timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting (Hudson Pacific Properties, Inc.)

There have been no changes that occurred during the first quarter of the year covered by this report in Hudson Pacific Properties, Inc.'s internal control over financial reporting identified in connection with the evaluation referenced above that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Changes in Internal Control Over Financial Reporting (Hudson Pacific Properties, L.P.)

There have been no changes that occurred during the first quarter of the year covered by this report in Hudson Pacific Properties, L.P.'s internal control over financial reporting identified in connection with the evaluation referenced above that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we are a party to various lawsuits, claims and other legal proceedings arising out of, or incident to, our ordinary course of business. We are not currently a party, as plaintiff or defendant, to any legal proceedings that we believe to be material or that, individually or in the aggregate, would be expected to have a material adverse effect on our business, financial condition, results of operations or cash flows if determined adversely to us.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors included in the section entitled “Risk Factors” in our 2022 Annual Report on Form 10-K. Please review the Risk Factors set forth in our 2022 Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(a) Recent Sales of Unregistered Securities:

During the first quarter of 2023, our operating partnership issued partnership units in private placements in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act, in the amounts and for the consideration set forth below:

During the first quarter of 2023, we issued an aggregate of 33,928 shares of our common stock in connection with the vesting of restricted stock awards for no cash consideration, out of which 12,237 shares of common stock were forfeited to us in connection with tax withholding obligations for a net issuance of 21,691 shares of common stock. For each share of common stock issued by us in connection with such an award, our operating partnership issued a restricted common unit to us as provided in our operating partnership’s Agreement of Limited Partnership. During the first quarter of 2023, our operating partnership issued an aggregate of 21,691 units to us in connection with these transactions. The operating partnership also issued 326,620 long-term incentive plan units during the first quarter of 2023.

All other issuances of unregistered equity securities of our operating partnership during the three months ended March 31, 2023 have previously been disclosed in filings with the SEC. For all issuances of units to us, our operating partnership relied on our status as a publicly traded NYSE-listed company with \$9.1 billion in total consolidated assets and as our operating partnership’s majority owner and sole general partner as the basis for the exemption under Section 4(a)(2) of the Securities Act.

(b) Use of Proceeds from Registered Securities: None.

(c) Purchases of Equity Securities by the Issuer and Affiliated Purchasers:

The following table summarizes the repurchases of the Company equity securities during the first quarter of 2023:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum That May Yet Be Purchased Under The Plans or Programs ⁽²⁾⁽³⁾
March 1 - March 31, 2023	199,637 ⁽¹⁾	\$ 7.44	187,400	\$ 35,250,164
TOTAL	199,637	\$ 7.44	187,400	

- Includes shares of common stock remitted to Hudson Pacific Properties, Inc. to satisfy tax withholding obligations in connection with the vesting of restricted stock.
- Our board of directors authorized a share repurchase program to buy up to \$250.0 million of the outstanding common stock of Hudson Pacific Properties, Inc. The program does not have a termination date, and repurchases may commence or be discontinued at any time.
- The maximum that may yet be purchased under the plans or programs is shown net of repurchases.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

Exhibit No.	Description	Incorporated by Reference			
		Form	File No.	Exhibit No.	Filing Date
3.1	Articles of Amendment and Restatement of Hudson Pacific Properties, Inc.	S-11/A	333-164916	3.1	May 12, 2010
3.2	Second Amended and Restated Bylaws of Hudson Pacific Properties, Inc.	8-K	001-34789	3.1	January 12, 2015
3.3	First Amendment to the Second Amended and Restated Bylaws of Hudson Pacific Properties, Inc.	8-K	001-34789	3.1	March 22, 2022
3.4	Fifth Amended and Restated Agreement of Limited Partnership of Hudson Pacific Properties, L.P.	8-K	001-34789	3.2	November 16, 2021
3.5	Certificate of Limited Partnership of Hudson Pacific Properties, L.P.	10-Q	001-34789	3.4	November 4, 2016
10.1	Form of Performance-Based LTIP Unit Agreement.+				
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, Inc.+				
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, Inc.+				
31.3	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, L.P.+				
31.4	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, L.P.+				
32.1	Certifications by Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, Inc.+				
32.2	Certifications by Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Hudson Pacific Properties, L.P.+				
101	The following financial information from Hudson Pacific Properties, Inc.'s and Hudson Pacific Properties, L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) Consolidated Balance Sheets (unaudited), (ii) Consolidated Statements of Operations (unaudited), (iii) Consolidated Statements of Comprehensive Loss (unaudited), (iv) Consolidated Statements of Equity (unaudited), (v) Consolidated Statements of Capital (unaudited), (vi) Consolidated Statements of Cash Flows (unaudited) and (vii) Notes to Unaudited Consolidated Financial Statements*				
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)				
* Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections. ** Denotes a management contract or compensatory plan or arrangement. + Filed herewith.					

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 9, 2023

HUDSON PACIFIC PROPERTIES, INC.
/s/ VICTOR J. COLEMAN

Victor J. Coleman
Chief Executive Officer (Principal Executive Officer)

Date: May 9, 2023

HUDSON PACIFIC PROPERTIES, INC.
/s/ HAROUT K. DIRAMERIAN

Harout K. Diramerian
Chief Financial Officer (Principal Financial Officer)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 9, 2023

HUDSON PACIFIC PROPERTIES, L.P.

/s/ VICTOR J. COLEMAN

Victor J. Coleman
Chief Executive Officer (Principal Executive Officer)

Date: May 9, 2023

HUDSON PACIFIC PROPERTIES, L.P.

/s/ HAROUT K. DIRAMERIAN

Harout K. Diramerian
Chief Financial Officer (Principal Financial Officer)

**SECOND AMENDED AND RESTATED HUDSON PACIFIC PROPERTIES, INC.
AND HUDSON PACIFIC PROPERTIES, L.P.
2010 INCENTIVE AWARD PLAN
PERFORMANCE UNIT AGREEMENT**

In consideration of the mutual agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Hudson Pacific Properties, L.P., a Maryland limited partnership (the “**Partnership**”), hereby issues to [] (the “**Participant**”), as of [], an award of Performance Units (as defined in the Partnership Agreement) under the Plan and pursuant to the terms herein (the “**Award**”). The Performance Units constitute Profits Interest Units as defined in the Plan.

**ARTICLE I.
DEFINITIONS**

The capitalized terms below shall have the following meanings for purposes of this Agreement. Additional defined terms are set forth on Appendix I. Capitalized terms that are used but not defined herein or in Appendix I shall have the meanings specified in the Plan.

- 1.1 “**Cause**” shall have the meaning provided in the Employment Agreement.
- 1.2 “**Change in Control**” shall have the meaning provided in the Plan, but shall not include subclause (b) of such defined term.
- 1.3 “**Disability**” shall have the meaning provided in the Employment Agreement.
- 1.4 “**Employment Agreement**” means that certain [[Second] Amended and Restated] employment agreement by and among the Company, Hudson Pacific Properties, L.P. and the Participant effective January 1, 2020, as amended from time to time.
- 1.5 “**Good Reason**” shall have the meaning provided in the Employment Agreement.
- 1.6 “**Partnership Agreement**” means the Fifth Amended and Restated Agreement of Limited Partnership of Hudson Pacific Properties, L.P., as amended from time to time.
- 1.7 “**Plan**” means the Second Amended and Restated Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. 2010 Incentive Award Plan, as amended from time to time.
- 1.8 “**Qualifying Termination**” means a termination of the Participant’s Employee status by the Company without Cause, by the Participant for Good Reason or due to the Participant’s death or Disability.

**ARTICLE II.
TERMS OF AWARD**

This Award represents the rights to: (i) vest in a number of Performance Units determined by reference to the Operational Performance and Relative TSR Performance actually attained by the Company during the Performance Period, and (ii) receive a cash payment equal to the dividends declared by the Company during the Performance Period with respect to a number of Performance Units that become Vested Performance Units in accordance with this Agreement, in each case, subject to the performance, vesting, payment, forfeiture and other terms and conditions set forth in this Agreement.

2.1 Issuance of Performance Units.

- (a) Issuance of Award. The Partnership hereby issues to the Participant [] Performance Units (the “**Performance Units**”), subject to the vesting and other terms and conditions of

this Agreement. This Award is issued pursuant to the Plan and in consideration of the Participant's agreement to provide services to or for the benefit of the Partnership. If not already a Partner, the Partnership hereby admits the Participant as a Partner of the Partnership on the terms and conditions set forth herein, in the Plan and in the Partnership Agreement. The Partnership and the Participant acknowledge and agree that the Performance Units are hereby issued to the Participant for the performance of services to or for the benefit of the Partnership in his or her capacity as a Partner or in anticipation of the Participant becoming a Partner. Upon receipt of the Award, the Participant shall, automatically and without further action on his or her part, be deemed to be a party to, signatory of and bound by the Partnership Agreement. At the request of the Partnership, the Participant shall execute the Partnership Agreement or a joinder or counterpart signature page thereto. The Participant acknowledges that the Partnership may from time to time issue or cancel (or otherwise modify) Performance Units and/or other equity interests in accordance with the terms of the Partnership Agreement. The Award shall have the rights, voting powers, restrictions, limitations as to distributions, qualifications and terms and conditions of redemption and conversion set forth herein, in the Plan and in the Partnership Agreement.

2.2 Vesting of Award.

(a) General. Subject to Sections 2.2(b) and 2.2(c) hereof, the number of Performance Units that vest as of the completion of the Performance Period shall be determined as set forth in Appendix I attached hereto, subject to the Participant's continued status as an Employee through the end of the Performance Period.

(b) Qualifying Termination. Notwithstanding the foregoing or anything contained herein or in the Employment Agreement to the contrary, and subject to the execution and delivery of a general release in accordance with the terms and conditions set forth in Section 4(a) of the Employment Agreement, in the event of a Qualifying Termination during the Performance Period, then the number of Performance Units that vest and become Vested Performance Units shall equal the greater of (x) 50% of the Performance Units and (y) the number of Performance Units that would vest based on actual achievement, through the Qualifying Termination, of each Operational Performance Goal and the Relative TSR Performance. Any Performance Units that do not become fully vested in accordance with the preceding sentence shall automatically be cancelled and forfeited as of the date of the Qualifying Termination without payment of any consideration therefor, and the Participant shall have no further right to or interest in such Performance Units.

(c) Change in Control. Notwithstanding the foregoing or anything contained in the Employment Agreement to the contrary, in the event that the Performance Period ends upon a Change in Control and the Participant remains in continuous employment with the Company (or its Affiliates) until immediately prior to such Change in Control, then the number of Performance Units that vest and become Vested Performance Units shall equal the greater of (x) 50% of the Performance Units and (y) the number of Performance Units that would vest based on actual achievement, through the Change in Control, of each Operational Performance Goal and the Relative TSR Performance. Any Performance Units that do not become fully vested in accordance with the preceding sentence shall automatically be cancelled and forfeited as of the date of the Change in Control without payment of any consideration therefor, and the Participant shall have no further right to or interest in such Performance Units.

2.3 Performance Period Dividend Equivalent Payment. In addition to any Performance Units that vest in accordance with Section 2.2 hereof, the Participant shall be entitled to a cash payment, payable as soon as practicable after the Vesting Date, but in no event later than the fifteenth (15th) day of the third (3rd) month following the Vesting Date, in an amount equal to the excess of (a) the aggregate dividends (including both ordinary and extraordinary dividends) declared by the Company and with a record date that occurs between [] and the applicable Vesting Date, in respect of a number of shares of Common Stock equal to the number of Vested Performance Units (the "**Performance Period Dividend Equivalent**"), over (b) the amount of any distributions made by the Partnership pursuant to Section 19.4.A of the Partnership Agreement to the Participant during the Performance Period in respect of the Performance Units (including distributions in respect of any Performance Units forfeited pursuant to Section 2.4 hereof). The Participant shall not be entitled to any payment under this Section 2.3 if the amount of distributions made by the Partnership as described in subclause (b) above is greater than the aggregate dividends declared as described in subclause (a) above. Any Performance Period Dividend

Equivalents granted in connection with this Award, and any amounts that may become distributable in respect thereof, shall be treated separately from the Performance Units and the rights arising in connection therewith for purposes of the designation of time and form of payments required by Section 409A of the Code.

2.4 Forfeiture. All Performance Units that do not vest based on the failure to achieve Performance Goals, and the Performance Period Dividend Equivalents granted in tandem with such PSUs under this Agreement, shall be forfeited and terminated as of the Vesting Date. In addition, upon the Participant's Termination of Service as an Employee during the Performance Period for any reason other than a Qualifying Termination, the Participant shall forfeit all rights and interest under this Agreement and the Award without further action on the part of the Company, the Partnership or the Participant and without payment of consideration therefor, which forfeiture shall include, without limitation, any rights or interest in the Performance Units and/or any Performance Period Dividend Equivalent (other than any distributions made pursuant to Section 19.4.A of the Partnership Agreement).

ARTICLE III. PERFORMANCE UNITS AND PARTNERSHIP AGREEMENT

3.1 Performance Units Subject to Partnership Agreement; Transfer Restrictions.

(a) The Award and the Performance Units are subject to the terms of the Plan and the terms of the Partnership Agreement, including, without limitation, the restrictions on transfer of Units (including, without limitation, Performance Units) set forth in Articles 11 and 19 of the Partnership Agreement. Any permitted transferee of the Award or Performance Units shall take such Award or Performance Units subject to the terms of the Plan, this Agreement, and the Partnership Agreement. Any such permitted transferee must, upon the request of the Partnership, agree to be bound by the Plan, the Partnership Agreement, and this Agreement, and shall execute the same on request, and must agree to such other waivers, limitations, and restrictions as the Partnership or the Company may reasonably require. Any Transfer of the Award or Performance Units which is not made in compliance with the Plan, the Partnership Agreement and this Agreement shall be null and void and of no effect.

(b) Without the consent of the Administrator (which it may give or withhold in its sole discretion), the Participant shall not sell, pledge, assign, hypothecate, transfer, or otherwise dispose of (collectively, "**Transfer**") any unvested Performance Units or any portion of the Award attributable to such unvested Performance Units (or any securities into which such unvested Performance Units are converted or exchanged), other than by will or pursuant to the laws of descent and distribution (the "**Transfer Restrictions**"); *provided, however*, that the Transfer Restrictions shall not apply to any Transfer of unvested Performance Units or of the Award to the Partnership or the Company.

(c) Notwithstanding anything to the contrary contained herein, the Participant shall not, without the consent of the Administrator (which shall not be unreasonably withheld), Transfer any Vested Performance Units or convert the Performance Units into Partnership common units prior to the second anniversary of the Vesting Date (the "**Post-Vesting Transfer Restrictions**"); *provided, however*, that the Post-Vesting Transfer Restrictions shall not apply to (i) any Transfer of Performance Units to the Partnership or the Company (including by means of a redemption), (ii) any Transfer in satisfaction of any withholding obligations with respect to the Award, (iii) any Transfer following the Participant's Termination of Service, including without limitation by will or pursuant to the laws of descent and distribution or (iv) any Transfer upon the occurrence of, and in connection with, a Change in Control with respect to the Performance Units (or such earlier time as is necessary in order for the Participant to participate in such Change in Control transaction with respect to the Performance Units and receive the consideration payable with respect thereto in connection with such Change in Control).

3.2 Covenants, Representations and Warranties. The Participant hereby represents, warrants, covenants, acknowledges and agrees on behalf of the Participant and his or her spouse, if applicable, that:

(a) Investment. The Participant is holding the Award and the Performance Units for the Participant's own account, and not for the account of any other Person. The Participant is holding the

Award and the Performance Units for investment and not with a view to distribution or resale thereof except in compliance with applicable laws regulating securities.

(b) Relation to the Partnership. The Participant is presently an executive officer and employee of, or consultant to, the Partnership or a Subsidiary, or is otherwise providing services to or for the benefit of the Partnership, and in such capacity has become personally familiar with the business of the Partnership.

(c) Access to Information. The Participant has had the opportunity to ask questions of, and to receive answers from, the Partnership with respect to the terms and conditions of the transactions contemplated hereby and with respect to the business, affairs, financial conditions, and results of operations of the Partnership.

(d) Registration. The Participant understands that the Performance Units have not been registered under the Securities Act of 1933, as amended (the “*Securities Act*”), and the Performance Units cannot be transferred by the Participant unless such transfer is registered under the Securities Act or an exemption from such registration is available. The Partnership has made no agreements, covenants or undertakings whatsoever to register the transfer of the Performance Units under the Securities Act. The Partnership has made no representations, warranties, or covenants whatsoever as to whether any exemption from the Securities Act, including, without limitation, any exemption for limited sales in routine brokers’ transactions pursuant to Rule 144 of the Securities Act, will be available. If an exemption under Rule 144 is available at all, it will not be available until at least six months from issuance of the Award and then not unless the terms and conditions of Rule 144 have been satisfied.

(e) Public Trading. None of the Partnership’s securities are presently publicly traded, and the Partnership has made no representations, covenants or agreements as to whether there will be a public market for any of its securities.

(f) Tax Advice. The Partnership has made no warranties or representations to the Participant with respect to the income tax consequences of the transactions contemplated by this Agreement (including, without limitation, with respect to the decision of whether to make an election under Section 83(b) of the Code), and the Participant is in no manner relying on the Partnership or its representatives for an assessment of such tax consequences. Participant hereby recognizes that the Internal Revenue Service has proposed regulations under Sections 83 and 704 of the Code that may affect the proper treatment of the Performance Units for federal income tax purposes. In the event that those proposed regulations are finalized, the Participant hereby agrees to cooperate with the Partnership in amending this Agreement and the Partnership Agreement, and to take such other action as may be required, to conform to such regulations. Participant hereby further recognizes that the U.S. Congress is considering legislation that would change the federal tax consequences of owning and disposing of Performance Units. The Participant is advised to consult with his or her own tax advisor with respect to such tax consequences and his or her ownership of the Performance Units.

3.3 Capital Account. The Participant shall make no contribution of capital to the Partnership in connection with the Award and, as a result, the Participant’s Capital Account balance in the Partnership immediately after its receipt of the Performance Units shall be equal to zero, unless the Participant was a Partner in the Partnership prior to such issuance, in which case the Participant’s Capital Account balance shall not be increased as a result of its receipt of the Performance Units.

3.4 Redemption Rights. Notwithstanding the contrary terms in the Partnership Agreement, Partnership Units which are acquired upon the conversion of the Performance Units shall not, without the consent of the Partnership (which may be given or withheld in its sole discretion), be redeemed pursuant to Section 15.1 of the Partnership Agreement within two years of the date of the issuance of such Performance Units.

3.5 Section 83(b) Election. The Participant covenants that the Participant shall make a timely election under Section 83(b) of the Code (and any comparable election in the state of the Participant’s residence) with respect to the Performance Units covered by the Award, and the Partnership hereby consents to the making of such election(s). In connection with such election, the Participant and the

Participant's spouse, if applicable, shall promptly provide a copy of such election to the Partnership. Instructions for completing an election under Section 83(b) of the Code and a form of election under Section 83(b) of the Code are attached hereto as Exhibit A. The Participant represents that the Participant has consulted any tax advisor(s) that the Participant deems advisable in connection with the filing of an election under Section 83(b) of the Code and similar state tax provisions. The Participant acknowledges that it is the Participant's sole responsibility, and not the Company's or the Partnership's, to timely file an election under Section 83(b) of the Code (and any comparable state election), even if the Participant requests that the Company or the Partnership, or any representative of the Company or the Partnership, make such filing on the Participant's behalf. The Participant should consult his or her tax advisor to determine if there is a comparable election to file in the state of his or her residence.

3.6 Ownership Information. The Participant hereby covenants that so long as the Participant holds any Performance Units, at the request of the Partnership, the Participant shall disclose to the Partnership in writing such information relating to the Participant's ownership of the Performance Units as the Partnership reasonably believes to be necessary or desirable to ascertain in order to comply with the Code or the requirements of any other appropriate taxing authority.

3.7 Execution and Return of Documents and Certificates. At the Company's or the Partnership's request, the Participant hereby agrees to promptly execute, deliver and return to the Partnership any and all documents or certificates that the Company or the Partnership deems necessary or desirable to effectuate the cancellation and forfeiture of the unvested Performance Units and the portion of the Award attributable to the unvested Performance Units, and/or to effectuate the transfer or surrender of such unvested Performance Units and portion of the Award to the Partnership.

3.8 Taxes. The Partnership and the Participant intend that (i) the Performance Units be treated as a "profits interest" as defined in Internal Revenue Service Revenue Procedure 93-27, as clarified by Revenue Procedure 2001-43, (ii) the issuance of such units not be a taxable event to the Partnership or the Participant as provided in such revenue procedure, and (iii) the Partnership Agreement, the Plan and this Agreement be interpreted consistently with such intent. In furtherance of such intent, effective immediately prior to the issuance of the Performance Units, the Partnership may revalue all Partnership assets to their respective gross fair market values, and make the resulting adjustments to the "Capital Accounts" (as defined in the Partnership Agreement) of the partners, in each case as set forth in the Partnership Agreement. The Company, the Partnership or any Subsidiary may withhold from the Participant's wages, or require the Participant to pay to such entity, any applicable withholding or employment taxes resulting from the issuance of the Award hereunder, from the vesting or lapse of any restrictions imposed on, or payment with respect to, the Award, or from the ownership or disposition of the Performance Units.

3.9 Remedies. The Participant shall be liable to the Partnership for all costs and damages, including incidental and consequential damages, resulting from a disposition of the Award or the Performance Units which is in violation of the provisions of this Agreement. Without limiting the generality of the foregoing, the Participant agrees that the Partnership shall be entitled to obtain specific performance of the obligations of the Participant under this Agreement and immediate injunctive relief in the event any action or proceeding is brought in equity to enforce the same. The Participant will not urge as a defense that there is an adequate remedy at law.

3.10 Restrictive Legends. Certificates evidencing the Award, to the extent such certificates are issued, may bear such restrictive legends as the Partnership and/or the Partnership's counsel may deem necessary or advisable under applicable law or pursuant to this Agreement, including, without limitation, the following legends or any legends similar thereto:

"The securities represented hereby have not been registered under the Securities Act of 1933, as amended (the "Securities Act"). Any transfer of such securities will be invalid unless a Registration Statement under the Securities Act is in effect as to such transfer or in the opinion of counsel for Hudson Pacific Properties, L.P. (the "Partnership") such registration is unnecessary in order for such transfer to comply with the Securities Act."

“The securities represented hereby are subject to forfeiture, transferability and other restrictions as set forth in (i) a written agreement with the Partnership, (ii) the Second Amended & Restated Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. 2010 Incentive Award Plan and (iii) the Fifth Amended and Restated Agreement of Limited Partnership of Hudson Pacific Properties, L.P., in each case, as has been and as may in the future be amended (or amended and restated) from time to time, and such securities may not be sold or otherwise transferred except pursuant to the provisions of such documents.”

3.11 Restrictions on Public Sale by the Participant. To the extent not inconsistent with applicable law, the Participant agrees not to effect any sale or distribution of the Performance Units or any similar security of the Company or the Partnership, or any securities convertible into or exchangeable or exercisable for such securities, including a sale pursuant to Rule 144 under the Securities Act, during the 14 days prior to, and for a period of up to 90 days beginning on, the date of the pricing of any public or private debt or equity securities offering by the Company or the Partnership (except as part of such offering), if and to the extent requested in writing by the Partnership or the Company in the case of a non-underwritten public or private offering or if and to the extent requested in writing by the managing underwriter or underwriters (or initial purchaser or initial purchasers, as the case may be) and consented to by the Partnership or the Company, which consent may be given or withheld in the Partnership’s or the Company’s sole and absolute discretion, in the case of an underwritten public or private offering (such agreement to be in the form of a lock-up agreement provided by the Company, the Partnership, managing underwriter or underwriters, or initial purchaser or initial purchasers, as the case may be).

ARTICLE IV. MISCELLANEOUS

4.1 Adjustments. The Operational Performance Goals are based upon, among other things, (i) certain assumptions about the future business of the Company, (ii) a management model prepared by the Company for the projected business of the Company and its Affiliates and (iii) the continued application of accounting policies used by the Company as of the first day of the Performance Period. Accordingly, in the event that, after such date, the Administrator determines that any acquisition or disposition of any portfolio property by the Company and/or its Affiliates, any dividend or other distribution (whether in the form of cash, common stock, other securities, or other property), any unusual or nonrecurring transactions or events affecting the Company or the financial statements of the Company, or changes in Applicable Laws, or changes in generally accepted accounting principles applicable to, or the accounting policies used by, the Company occur, such that an adjustment is determined by the Administrator to be appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available with respect to the Awards, then the Administrator may in good faith and in such manner as it may deem equitable, adjust the applicable “Threshold Level”, “Target Level” and/or “Maximum Level” with respect to the applicable Operational Performance Goal to reflect the effect or projected effect of such transaction(s) or event(s) on such performance levels.

4.2 Section 409A.

(a) To the extent applicable, this Agreement shall be interpreted in accordance with Section 409A of the Code and Department of Treasury regulations and other interpretive guidance issued thereunder, including without limitation any such regulations or other guidance that may be issued after the effective date of this Agreement. Notwithstanding any provision of this Agreement to the contrary, in the event that following the effective date of this Agreement, the Company or the Partnership determines that the Award may be subject to Section 409A of the Code and related Department of Treasury guidance (including such Department of Treasury guidance as may be issued after the effective date of this Agreement), the Company or the Partnership may adopt such amendments to this Agreement or adopt other policies and procedures (including amendments, policies and procedures with retroactive effect), or take any other actions, that the Company or the Partnership determines are necessary or appropriate to (a) exempt the Award from Section 409A of the Code and/or preserve the intended tax treatment of the benefits provided with respect to the Award, or (b) comply with the requirements of Section 409A of the Code and related Department of Treasury guidance; *provided, however*, that this Section 4.2 shall not create any obligation on the part of the Company, the Partnership or any Subsidiary to adopt any such

amendment, policy or procedure or take any such other action, and none of the Company, the Partnership or any Subsidiary shall have any obligation to indemnify any person for any taxes imposed under or by operation of Section 409A of the Code.

(b) Potential Six-Month Delay. Notwithstanding anything to the contrary in this Agreement, no amounts shall be paid to the Participant under this Agreement during the six-month period following the Participant's "separation from service" to the extent that the Administrator determines that the Participant is a "specified employee" (each within the meaning of Section 409A of the Code) at the time of such separation from service and that paying such amounts at the time or times indicated in this Agreement would be a prohibited distribution under Code Section 409A(a)(2)(b)(i). If the payment of any such amounts is delayed as a result of the previous sentence, then on the first business day following the end of such six-month period (or such earlier date upon which such amount can be paid under Section 409A of the Code without being subject to such additional taxes), the Company shall pay to the Participant in a lump-sum all amounts that would have otherwise been payable to the Participant during such six-month period under this Agreement.

4.3 Not a Contract of Employment. Nothing in this Agreement or the Plan shall confer upon the Participant any right to continue to serve as an Employee or other service provider of the Company, the Partnership or any of their Affiliates or shall interfere with or restrict in any way the rights of the Company, the Partnership or their Affiliates, which rights are hereby expressly reserved, to discharge or terminate the services of the Participant at any time for any reason whatsoever, with or without Cause, except to the extent expressly provided to the contrary in a written agreement between the Company, the Partnership or an Affiliate, on the one hand, and the Participant on the other.

4.4 Governing Law. The laws of the State of Maryland shall govern the interpretation, validity, administration, enforcement and performance of the terms of this Agreement regardless of the law that might be applied under principles of conflicts of laws.

4.5 Incorporation of Terms of Plan; Authority of Administrator. This Agreement is subject to the terms and conditions of the Plan, which are incorporated herein by reference, including without limitation Section 13.2 of the Plan. In the event of any inconsistency between the Plan and this Agreement, the terms of the Plan shall control. In accordance with the Plan (and not in limitation of any other provision), the Administrator shall make all determinations under this Agreement in its sole and absolute discretion and all interested parties shall be bound by such determinations.

4.6 Conformity to Securities Laws. The Participant acknowledges that the Plan and this Agreement are intended to conform to the extent necessary with all provisions of the Securities Act and the Exchange Act, and any and all regulations and rules promulgated by the Securities and Exchange Commission thereunder, as well as all applicable state securities laws and regulations. Notwithstanding anything herein to the contrary, the Plan shall be administered, and the Award of Performance Units and Performance Period Dividend Equivalents is made, only in such a manner as to conform to such laws, rules and regulations. To the extent permitted by applicable law, the Plan and this Agreement shall be deemed amended to the extent necessary to conform to such laws, rules and regulations.

4.7 Amendment, Suspension and Termination. To the extent permitted by the Plan and the Partnership Agreement, this Agreement may be wholly or partially amended or otherwise modified, suspended or terminated at any time or from time to time by the Administrator or the Board, *provided, however*, that, except as may otherwise be provided by the Plan and the Partnership Agreement, no amendment, modification, suspension or termination of this Agreement shall adversely affect the Award in any material way without the prior written consent of the Participant.

4.8 Notices. Notices required or permitted hereunder shall be given in writing and shall be deemed effectively given upon personal delivery or upon deposit in the United States mail by certified mail, with postage and fees prepaid, addressed to the Participant to his address shown in the Company records, and to the Company and the Partnership at their principal executive office(s).

4.9 Successors and Assigns. The Company and the Partnership may assign any of its respective rights under this Agreement to single or multiple assignees, and this Agreement shall inure to

the benefit of the successors and assigns of the Company and the Partnership. Subject to the restrictions on transfer herein set forth, this Agreement shall be binding upon the Participant and his or her heirs, executors, administrators, successors and assigns.

4.10 Limitations Applicable to Section 16 Persons. Notwithstanding any other provision of the Plan, the Partnership Agreement or this Agreement, if the Participant is subject to Section 16 of the Exchange Act, then the Plan, the Partnership Agreement, the Award and this Agreement shall be subject to any additional limitations set forth in any applicable exemptive rule under Section 16 of the Exchange Act (including any amendment to Rule 16b-3 of the Exchange Act) that are requirements for the application of such exemptive rule. To the extent permitted by applicable law, this Agreement shall be deemed amended to the extent necessary to conform to such applicable exemptive rule.

4.11 Entire Agreement. The Plan, the Partnership Agreement and this Agreement (including all exhibits and appendices thereto, if any) constitute the entire agreement of the parties and supersede in their entirety all prior undertakings and agreements of the Company, the Partnership and the Participant with respect to the subject matter hereof. Without limiting the generality of the foregoing, the parties acknowledge and agree that this Agreement embodies their final intent and understanding with respect to the grant of the Award, and supersedes all previous descriptions, discussions, agreements or other materials relating to this Award.

4.12 Clawback. This Award shall be subject to any clawback or recoupment policy currently in effect or as may be adopted by the Company or the Partnership, in each case, as may be amended from time to time.

4.13 Survival of Representations and Warranties. The representations, warranties and covenants contained in Section 3.2 hereof shall survive the later of the date of execution and delivery of this Agreement or the issuance of the Award.

By his or her signature and the Partnership’s and the Company’s signature below, the Participant agrees to be bound by the terms and conditions of the Plan and this Agreement. The Participant has reviewed this Agreement and the Plan in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Agreement and fully understands all provisions of this Agreement and the Plan. The Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator of the Plan upon any questions arising under the Plan and/or this Agreement. In addition, by signing below, the Participant acknowledges that the Administrator, in its sole discretion, may satisfy any withholding obligations arising under this Agreement (if any) by any method permitted under the Plan. If the Participant is married, his or her spouse has signed the Consent of Spouse attached to hereto as Exhibit B.

HUDSON PACIFIC PROPERTIES, INC.:

By: _____
Print Name: _____
Title: _____
Address: _____

PARTICIPANT:

By: _____
Print Name: _____
Address: _____

HUDSON PACIFIC PROPERTIES, L.P.:

By: Hudson Pacific Properties, Inc.
Its: General Partner

By: _____
Print Name: _____
Title: _____

FORM OF SECTION 83(b) ELECTION AND INSTRUCTIONS

These instructions are provided to assist you if you choose to make an election under Section 83(b) of the Internal Revenue Code, as amended, with respect to the Performance Units of Hudson Pacific Properties, L.P. transferred to you. **Please consult with your personal tax advisor as to whether an election of this nature will be in your best interests in light of your personal tax situation.**

The executed original of the Section 83(b) election must be filed with the Internal Revenue Service **not later than 30 days** after the grant date. **PLEASE NOTE: There is no remedy for failure to file on time.** Follow the steps outlined below to ensure that the election is mailed and filed correctly and in a timely manner. **PLEASE ALSO NOTE: If you make the Section 83(b) election, the election is irrevocable.**

Complete all of the Section 83(b) election steps below:

1. Complete the Section 83(b) election form (sample form follows) and make three copies of the signed election form. (Your spouse, if any, should also sign the Section 83(b) election form.)
2. Prepare a cover letter to the Internal Revenue Service (sample letter included, following election form).
3. Send the cover letter with the originally executed Section 83(b) election form and **one copy** via certified mail, return receipt requested to the Internal Revenue Service at the address of the Internal Revenue Service where you file your personal tax returns.
 - It is advisable that you have the package date-stamped at the post office. Enclose a self-addressed, stamped envelope so that the Internal Revenue Service may return a date-stamped copy to you. However, your postmarked receipt is your proof of having timely filed the Section 83(b) election if you do not receive confirmation from the Internal Revenue Service.
4. One copy **must be sent** to Hudson Pacific Properties, L.P. for its records.
5. Keep one copy for your files and, if required by applicable law, attach to your federal income tax return for the applicable calendar year.
6. Retain the Internal Revenue Service file stamped copy (when returned) for your records.

Please consult your personal tax advisor for the address of the office of the Internal Revenue Service to which you should mail your election form.

ELECTION PURSUANT TO SECTION 83(b) OF THE INTERNAL REVENUE CODE TO INCLUDE IN GROSS INCOME THE EXCESS OVER THE PURCHASE PRICE, IF ANY, OF THE VALUE OF PROPERTY TRANSFERRED IN CONNECTION WITH SERVICES

The undersigned hereby elects pursuant to Section 83(b) of the Internal Revenue Code of 1986, as amended, to include in the undersigned's gross income for the taxable year in which the property was transferred the excess (if any) of the fair market value of the property described below, over the amount the undersigned paid for such property, if any, and supplies herewith the following information in accordance with the Treasury regulations promulgated under Section 83(b):

1. The name, address and taxpayer identification (social security) number of the undersigned, and the taxable year in which this election is being made, are:

TAXPAYER'S NAME: ____

TAXPAYER'S SOCIAL SECURITY NUMBER: ____

ADDRESS: ____

TAXABLE YEAR: ____

The name, address and taxpayer identification (social security) number of the undersigned's spouse are (complete if applicable):

SPOUSE'S NAME: ____

SPOUSE'S SOCIAL SECURITY NUMBER: ____

ADDRESS: ____

2. The property with respect to which the election is made consists of [_____] Performance Units (the "**Units**") of Hudson Pacific Properties, L.P. (the "**Company**"), representing an interest in the future profits, losses and distributions of the Company.

3. The date on which the above property was transferred to the undersigned was [_____].

4. The above property is subject to the following restrictions: The Units are subject to forfeiture to the extent unvested upon a termination of service with the Company under certain circumstances or in the event that certain performance objectives are not satisfied. These restrictions lapse upon the satisfaction of certain conditions as set forth in an agreement between the taxpayer and the Company. In addition, the Units are subject to certain transfer restrictions pursuant to such agreement and the Fifth Amended and Restated Agreement of Limited Partnership of Hudson Pacific Properties, L.P., as amended (or amended and restated) from time to time, should the taxpayer wish to transfer the Units.

5. The fair market value of the above property at the time of transfer (determined without regard to any restrictions other than those which by their terms will never lapse) was \$0.

6. The amount paid for the above property by the undersigned was \$0.

7. The undersigned taxpayer will file this election with the Internal Revenue Service office with which taxpayer files his or her annual income tax return not later than 30 days after the date of transfer of the property. A copy of this election will be furnished to the person for whom the services were performed, and, if required by applicable law, a copy will be filed with the income tax return of the undersigned to which this election relates. The undersigned is the person performing the services in connection with which the property was transferred.

Date: _____

Date: _____

Name:

Name of Spouse: _____

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Internal Revenue Service

[Address where taxpayer files returns]

Re: Election under Section 83(b) of the Internal Revenue Code of 1986

Taxpayer: _____
Taxpayer's Social Security Number: _____
Taxpayer's Spouse: _____
Taxpayer's Spouse's Social Security Number: _____

Ladies and Gentlemen:

Enclosed please find an original and one copy of an Election under Section 83(b) of the Internal Revenue Code of 1986, as amended, being made by the taxpayer referenced above. Please acknowledge receipt of the enclosed materials by stamping the enclosed copy of the Election and returning it to me in the self-addressed stamped envelope provided herewith.

Very truly yours,

<PARTC_NAME>

Enclosures
cc: Hudson Pacific Properties, L.P.

**EXHIBIT B
TO PERFORMANCE UNIT AGREEMENT**

CONSENT OF SPOUSE

I, _____, spouse of _____, have read and approve the foregoing Agreement. In consideration of issuing to my spouse the Performance Units of Hudson Pacific Properties, L.P. and Performance Period Dividend Equivalents set forth in the Agreement, I hereby appoint my spouse as my attorney-in-fact in respect to the exercise of any rights under the Agreement and agree to be bound by the provisions of the Agreement insofar as I may have any rights in said Agreement or any Performance Units of Hudson Pacific Properties, L.P. and Performance Period Dividend Equivalents issued pursuant thereto under the community property laws or similar laws relating to marital property in effect in the state of our residence as of the date of the signing of the foregoing Agreement.

Dated: _____, _____ —

Signature of Spouse

APPENDIX I

Vesting of Performance Units

The number of Performance Units that vest on the Vesting Date and become “*Vested Performance Units*” based on the achievement of Operational Performance Goals attained by the Company during the Performance Period shall be determined by multiplying the number of Aggregate Performance Units by the applicable Relative TSR Performance Vesting Percentage.

The number of “*Aggregate Performance Units*” with respect to the Operational Performance Period shall be equal to the sum of the number of Banked Performance Units with respect to each Operational Performance Goal. The number of “*Banked Performance Units*” with respect to each Operational Performance Goal shall be determined by multiplying (i) the product of (x) the number of Performance Units by (y) the applicable Percentage of Performance Units, by (ii) the applicable Operational Performance Vesting Percentage attained during the Operational Performance Period, in each case as determined in accordance with the following tables.

Operational Goal	Percentage of Performance Units
Leasing Volume	40%
Annual Net Debt to Annual Gross Asset Value	30%
G&A to Consolidated Gross Assets	30%

	Leasing Volume	Annual Net Debt to Annual Gross Asset Value	G&A to Consolidated Gross Assets	Operational Performance Vesting Percentage
“Below Threshold”				0%
“Threshold Level”				25%
“Target Level”				50%
“Maximum Level”				100%

In the event that the Operational Performance with respect to an Operational Performance Goal falls between the Threshold Level and the Target Level or between the Target Level and the Maximum Level, the applicable Operational Performance Vesting Percentage shall be determined using straight line linear interpolation between the applicable levels.

Certain Definitions

“*Aggregate Dividend*” means the aggregate per share dividends that have an ex-dividend date during the Performance Period.

“*Annual Gross Asset Value*” means the average of the Company’s Quarterly Gross Asset Value for the Operational Performance Period.

“*Annual Net Debt*” means the average of the Company’s Quarterly Net Debt for the Operational Performance Period.

“*Annual Net Debt to Annual Gross Asset Value*” means the quotient obtained by dividing (i) the Company’s Annual Net Debt by (ii) the Company’s Annual Gross Asset Value.

“Company TSR Percentage” means the Company’s growth rate, expressed as a percentage (rounded to the nearest tenth of a percent (0.1%)), determined as the quotient obtained by dividing (i) the sum of the Final Share Price plus the Aggregate Dividend (assuming reinvestment in Common Stock of all dividends comprising the Aggregate Dividend as of the ex-dividend date), by (ii) the Initial Share Price.

“Consolidated Gross Assets” means the Company’s Total Assets (as reflected in its consolidated balance sheet), but excluding the impact of “Accumulated depreciation and amortization”, in each case calculated in accordance with the same methodology to calculate such metric as reported in the Company’s Form 10-K filed with the Securities and Exchange Commission.

“Final Share Price” means the Common Stock’s highest consecutive 10 trading-day trailing average market closing price over the 120-day period ending on (and including) the Vesting Date; *provided, however*, that (i) if the Performance Period ends upon a Qualifying Termination, the Final Share Price shall mean the Common Stock’s market closing price on the date of such Qualifying Termination and (ii) if the Performance Period ends upon the consummation of a Change in Control, the Final Share Price shall mean the price per Share paid by the acquiror in the Change in Control transaction or, to the extent that the consideration in the Change in Control transaction is paid in stock of the acquiror or its affiliate, then, unless otherwise determined by the Administrator (including in connection with valuing any shares that are not publicly traded), the Final Share Price shall mean the value of the consideration paid per Share based on the average of the closing trading prices of a share of such acquiror stock on the principal exchange on which such shares are then traded for each trading day during the five consecutive trading days ending on and including the date on which a Change in Control occurs.

“G&A” means the Company’s general and administrative expense, calculated in accordance with the same methodology used to calculate such metric as reported in the Company’s Form 10-K filed with the Securities and Exchange Commission, but excluding the impact of this Award and all other awards granted in 2023 under the Plan pursuant to this form of Agreement and the Performance-Based Restricted Stock Unit Award Agreement.

“G&A to Consolidated Gross Assets” means the Company’s G&A for the Operational Performance Period expressed as a percentage of the Company’s Consolidated Gross Assets, as of the last day of the Operational Performance Period.

“In-Service Office Portfolio” means the Company’s [_____] -square-foot, in-service office portfolio, as of [_____] (such square footage, as may be adjusted during the Operational Performance Period due to re-measurement or re-leasing of the applicable assets, all in the ordinary course of business). For the sake of clarity, measurements with respect to the In-Service Office Portfolio shall be rendered with respect to the assets identified as of [_____] , regardless of the qualification of additional assets for inclusion within the Company’s in-service office portfolio during the Operational Performance Period.

“Index Return Percentage” means the total shareholder return for the REIT Index during the Performance Period, expressed as a percentage.

“Initial Share Price” means the Common Stock’s five trading-day trailing average market closing price over the period ending on (and including) [_____].

“Leasing Volume” means, with respect to the Company’s Total Office Portfolio, the aggregate number of square feet subject to leases executed during the Operational Performance Period.

“Operational Performance” means the Company’s achievement of the Operational Performance Goals during the Operational Performance Period.

“Operational Performance Period” means the period beginning on [_____] and ending on [_____] , unless terminated earlier in connection with a Change in Control or a Qualifying Termination, as provided herein.

“Operational Performance Goals” means performance goals with respect to (i) Leasing Volume; (ii) Annual Net Debt to Annual Gross Asset Value; and (iii) G&A to Consolidated Gross Assets.

“Performance Period” means the period beginning on [_____] and ending on [_____] , unless terminated earlier in connection with a Change in Control or a Qualifying Termination, as provided herein.

“Performance Units” means [_____] Performance Units.

“Quarterly Gross Asset Value” means the Company’s “Investment in real estate, at cost”, plus “Deferred leasing costs and lease intangible assets, net” plus net “Investment in unconsolidated real estate entity” excluding the impact of “Accumulated depreciation and amortization”, in each case calculated as of the end of a fiscal quarter during the Operational Performance Period (or, if applicable, as of the date of a Change in Control or Qualifying Termination) in accordance with the same methodology used to calculate such metric as reported in the Company’s Form 10-K filed with the Securities and Exchange Commission.

“Quarterly Net Debt” means the Company’s total debt (secured and unsecured), less cash and cash equivalents (including restricted cash pertaining to debt), less consolidated joint venture partners’ share of debt, plus the Company’s share of debt from unconsolidated, in each case calculated as of the end of a fiscal quarter during the Operational Performance Period (or, if applicable, as of the date of a Change in Control or Qualifying Termination) in accordance with the same methodology used to calculate such metric as reported in the Company’s Form 10-K filed with the Securities and Exchange Commission.

“REIT Index” means the FTSE NAREIT Equity Office Index (or any successor or replacement index thereto), or, in the event there is no successor or replacement index, or such index is discontinued or its methodology is significantly changed, a comparable index selected by the Administrator in its good faith discretion.

“Relative TSR Performance” means, as of any given date, a percentage equal to the difference obtained by subtracting the Index Return Percentage from the Company TSR Percentage.

“Relative TSR Performance Vesting Percentage” is determined in accordance with the following table.

	Relative TSR Performance	Relative TSR Performance Vesting Percentage
“Threshold Level”		60%
“Target Level”		80%
“Maximum Level”		100%

In the event that the Relative TSR Performance falls between the Threshold Level and the Target Level or between the Target Level and the Maximum Level, the Relative TSR Performance Vesting Percentage shall be determined using straight line linear interpolation between the applicable levels.

“Total Office Portfolio” means the Company’s [_____] -square-foot, total office portfolio, as of [_____] (such square footage, as may be adjusted during the Operational Performance Period due to re-measurement or re-leasing of the applicable assets, all in the ordinary course of business). For the sake of clarity, measurements with respect to the Total Office Portfolio shall be rendered with respect to the assets identified as of [_____] , regardless of the qualification of additional assets for inclusion within the Company’s total office portfolio during the Operational Performance Period.

“Vested Performance Units” means the Vested Performance Units

“Vesting Date” means [_____] , or any date on which accelerated vesting occurs with respect to the Performance Units as set forth in Sections 2.2(b) or 2.2(c) hereof.

CERTIFICATION

I, Victor J. Coleman, certify that:

- 1) I have reviewed this quarterly report on Form 10-Q of Hudson Pacific Properties, Inc.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2023

/s/ VICTOR J. COLEMAN

Victor J. Coleman
Chief Executive Officer

CERTIFICATION

I, Harout K. Diramerian, certify that:

- 1) I have reviewed this quarterly report on Form 10-Q of Hudson Pacific Properties, Inc.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2023

/s/ HAROUT K. DIRAMERIAN

Harout K. Diramerian
Chief Financial Officer

CERTIFICATION

I, Victor J. Coleman, certify that:

- 1) I have reviewed this quarterly report on Form 10-Q of Hudson Pacific Properties, L.P.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2023

/s/ VICTOR J. COLEMAN

Victor J. Coleman
Chief Executive Officer

CERTIFICATION

I, Harout K. Diramerian, certify that:

- 1) I have reviewed this quarterly report on Form 10-Q of Hudson Pacific Properties, L.P.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2023

/s/ HAROUT K. DIRAMERIAN

Harout K. Diramerian
Chief Financial Officer

WRITTEN STATEMENT
PURSUANT TO
18 U.S.C. SECTION 1350

The undersigned, Victor J. Coleman, Chief Executive Officer, and Harout K. Diramerian, Chief Financial Officer of Hudson Pacific Properties, Inc. (the “Company”), hereby certify as of the date hereof, solely for the purposes of 18 U.S.C. §1350, that:

(i) the Quarterly Report on Form 10-Q for the period ended March 31, 2023 of the Company (the “Report”) fully complies with the requirements of Section 13(a) and 15(d), as applicable, of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

Date: May 9, 2023

/s/ VICTOR J. COLEMAN

Victor J. Coleman
Chief Executive Officer

Date: May 9, 2023

/s/ HAROUT K. DIRAMERIAN

Harout K. Diramerian
Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

WRITTEN STATEMENT
PURSUANT TO
18 U.S.C. SECTION 1350

The undersigned, Victor J. Coleman, Chief Executive Officer, and Harout K. Diramerian, Chief Financial Officer of Hudson Pacific Properties, Inc. in its capacity as sole general partner of Hudson Pacific Properties, L.P. (the “Company”), hereby certify as of the date hereof, solely for the purposes of 18 U.S.C. §1350, that:

- (i) the Quarterly Report on Form 10-Q for the period ended March 31, 2023 of the Company (the “Report”) fully complies with the requirements of Section 13(a) and 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

Date: May 9, 2023

/s/ VICTOR J. COLEMAN

Victor J. Coleman
Chief Executive Officer
Hudson Pacific Properties, Inc., sole general partner of Hudson Pacific Properties, L.P.

Date: May 9, 2023

/s/ HAROUT K. DIRAMERIAN

Harout K. Diramerian
Chief Financial Officer
Hudson Pacific Properties, Inc., sole general partner of Hudson Pacific Properties, L.P.

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.