

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934  
(Amendment No.   )**

Filed by the Registrant ☒  
Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to § 240.14a-12

**Hudson Pacific Properties, Inc.**

(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- ☐ Fee paid previously with preliminary materials:
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(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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March 29, 2013

Dear Fellow Stockholder:

On behalf of the Board of Directors of Hudson Pacific Properties, Inc., I cordially invite you to attend our Annual Meeting of Stockholders on Friday, May 17, 2013, at Luxe Sunset Boulevard Hotel, 11461 Sunset Boulevard, Los Angeles, California at 9:00 a.m. (PDT).

The notice of meeting and proxy statement that follow describe the business we will consider at the meeting. We sincerely hope you will be able to attend the meeting. However, whether or not you are personally present, your vote is very important. We are pleased to offer multiple options for voting your shares. You may vote by telephone, via the Internet, by mail or in person as described beginning on page 2 of the proxy statement.

Thank you for your continued support of Hudson Pacific Properties, Inc.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'V. Coleman', with a long, sweeping horizontal stroke extending to the right.

Victor J. Coleman  
*Chief Executive Officer and Chairman of the  
Board of Directors*

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**Hudson Pacific Properties, Inc.**  
**11601 Wilshire Blvd., Suite 1600**  
**Los Angeles, California 90025**  
**(310) 445-5700**

**NOTICE OF 2013 ANNUAL MEETING OF STOCKHOLDERS**

Please join us for the 2013 Annual Meeting of Stockholders of Hudson Pacific Properties, Inc., a Maryland corporation. The meeting will be held at 9:00 a.m. (PDT), on Friday, May 17, 2013, at Luxe Sunset Boulevard Hotel, 11461 Sunset Boulevard, Los Angeles, California.

At the 2013 Annual Meeting of Stockholders, our stockholders will consider and vote on the following matters:

- (1) The election of nine directors, each to serve until the next annual meeting of our stockholders and until his successor is duly elected and qualifies;
- (2) The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013;
- (3) The advisory approval of the Company's executive compensation for the fiscal year ended December 31, 2012, as more fully disclosed in the accompanying proxy statement; and
- (4) Any other business properly introduced at the Annual Meeting or any adjournment or postponement of the Annual Meeting.

You must own shares of Hudson Pacific Properties, Inc. common stock at the close of business on March 22, 2013, the record date for the 2013 Annual Meeting of Stockholders, or hold a proxy from such a record holder, to attend and vote at the Annual Meeting or at any adjournments or postponements of the Annual Meeting. If you plan to attend, please bring a picture I.D. and, if your shares are held in "street name" ( i.e. , through a broker, bank or other nominee), a copy of a brokerage statement reflecting your stock ownership as of the close of business on March 22, 2013. Regardless of whether you will attend, please authorize your proxy electronically through the Internet or by telephone or by completing and mailing your proxy card so that your votes can be cast at the Annual Meeting in accordance with your instructions. For specific instructions on authorizing a proxy, please refer to the instructions on the proxy card. Authorizing a proxy in any of these ways will not prevent you from voting in person at the 2013 Annual Meeting of Stockholders if you are a stockholder of record as of the record date for the Annual Meeting or if you hold a proxy from a record holder.

By Order of the Board of Directors



Kay L. Tidwell  
*Executive Vice President, General Counsel and  
Secretary*

Los Angeles, California  
March 29, 2013

*This Proxy Statement and accompanying proxy card are available beginning April 1, 2013 in connection with the solicitation of proxies by the Board of Directors of Hudson Pacific Properties, Inc., for use at the 2013 Annual Meeting of Stockholders, which we may refer to alternatively as the "Annual Meeting." We may refer to ourselves in this Proxy Statement alternatively as the "Company," "we," "us" or "our" and we may refer to our Board of Directors as the "Board." A copy of our Annual Report to Stockholders for the 2012 fiscal year, including financial statements, is being sent simultaneously with this Proxy Statement to each stockholder.*

**Important Notice Regarding Availability of Proxy Materials For the Stockholder Meeting to be Held on May 17, 2013: The Notice of Annual Meeting of Stockholders, the Proxy Statement and our 2012 Annual Report are available at <http://www.edocumentview.com/HPP> .**

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## PROXY STATEMENT

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### QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

**Where and when is the Annual Meeting?** The Annual Meeting will be held at 9:00 a.m. (PDT) on Wednesday, May 17, 2013 at Luxe Sunset Boulevard Hotel, 11461 Sunset Boulevard, Los Angeles, California.

**What is the purpose of the Annual Meeting of Stockholders?** At the Annual Meeting, stockholders will vote upon matters described in the Notice of Annual Meeting and this Proxy Statement, including the election of directors, the ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm, and the advisory approval of the Company's executive compensation. In addition, once the business of the Annual Meeting is concluded, members of management will respond to questions raised by stockholders, as time permits.

**Who can attend the Annual Meeting?** All of our common stockholders of record as of the close of business on March 22, 2013, the record date for the Annual Meeting, or their duly appointed proxies, may attend the Annual Meeting. You should be prepared to present photo identification for admittance. Appointing a proxy in response to this solicitation will not affect a record stockholder's right to attend the Annual Meeting and to vote in person. Please note that if you hold your common stock in "street name" (that is, through a broker, bank or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of March 22, 2013 to gain admittance to the Annual Meeting.

**What am I voting on?** At the Annual Meeting, you may consider and vote on:

- (1) the election of nine directors (each to serve until the next annual meeting of our stockholders and until his successor is duly elected and qualifies);
- (2) the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013;
- (3) the advisory approval of the Company's executive compensation for the fiscal year ended December 31, 2012, as more fully described in this Proxy Statement; and
- (4) any other business properly introduced at the Annual Meeting.

**What are the Board's recommendations?** The Board recommends a vote:

- for the election of each nominee named in this Proxy Statement (see Proposal No. 1);
- for ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013 (see Proposal No. 2); and
- for the advisory approval of the Company's executive compensation (see Proposal No. 3).

Unless you give other instructions on your proxy card, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the Board on each of the matters listed above.

**Who may vote?** You may vote if you were the record owner of shares of our common stock at the close of business on March 22, 2013, which is the record date for the Annual Meeting. You are entitled to one vote for as many individuals as there are directors to be elected at the Annual Meeting and to cast one vote on each other matter properly presented at the Annual Meeting for each share of common stock you owned of record as of the record date. As of March 22, 2013, we had 56,698,156 shares of common stock outstanding.

**Who counts the votes?** A representative of Computershare, Inc. will tabulate the votes, and our General Counsel and Secretary, Kay L. Tidwell, will act as the inspector of the election.

**Is my vote confidential?** Yes, your proxy card, ballot, and voting records will not be disclosed to us unless applicable law requires disclosure, you request disclosure, or your vote is cast in a contested election (which is not applicable in 2013). If you write comments on your proxy card, your comments will be provided to us, but how you voted will remain confidential.

**What is quorum for the Annual Meeting?** Stockholders entitled to cast a majority of all the votes entitled to be cast at the Annual Meeting will constitute a quorum at the Annual Meeting. No business may be conducted at the Annual Meeting if a quorum is not present.

If a quorum is not present at the Annual Meeting, the chairman of the meeting may adjourn the Annual Meeting to another date, time or place, not later than 120 days after the original record date of March 22, 2013, without notice other than announcement at the meeting. We may also postpone, to a date not later than 90 days after the original record date, or cancel the Annual Meeting by making a public announcement of the postponement or cancellation before the time scheduled for the Annual Meeting.

***What vote is required to approve an item of business at the Annual Meeting?*** To be elected as a director (Proposal No. 1), a nominee must receive a plurality of the votes cast in the election of directors.

To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm (Proposal No. 2) and adopt the resolution regarding the advisory approval of executive compensation (Proposal No. 3), the affirmative vote of a majority of the votes cast on the proposal is required.

If you are a stockholder of record as of the record date for the Annual Meeting and you properly authorize a proxy (whether by Internet, telephone or mail) without specifying a choice on any given matter to be considered at this Annual Meeting, the proxy holders will vote your shares according to the Board's recommendation on that matter. If you are a stockholder of record as of the record date for the Annual Meeting and you fail to authorize a proxy or attend the meeting and vote in person, assuming that a quorum is present at the Annual Meeting, it will have no effect on the result of the vote on any of the matters to be considered at the Annual Meeting.

If you hold your shares through a broker, bank or other nominee, under the rules of the New York Stock Exchange, or NYSE, your broker or other nominee may not vote with respect to certain proposals unless you have provided voting instructions with respect to that proposal. A "broker non-vote" results when a broker, bank or other nominee properly executes and returns a proxy but indicates that the nominee is not voting with respect to a particular matter because the nominee has not received voting instructions from the beneficial owner. A broker non-vote is not considered a vote cast on a proposal, however, stockholders delivering a properly-executed broker non-vote will be counted as present for purposes of determining whether a quorum is present.

If you hold your shares in a brokerage account, then, under NYSE rules and Maryland law:

- With respect to Proposal No. 1 (Election of Directors), your broker, bank or other nominee is not entitled to vote your shares on this matter if no instructions are received from you. Broker non-votes, if any, will have no effect on the election of directors.
- With respect to Proposal No. 2 (Ratification of Independent Registered Public Accounting Firm), your broker is entitled to vote your shares on this matter if no instructions are received from you.
- With respect to Proposal No. 3 (Advisory Approval of Executive Compensation), your broker, bank or other nominee is not entitled to vote your shares on these matters if no instructions are received from you. Broker non-votes, if any, will have no effect on the result of the vote on this proposal.

Because an abstention is not a vote cast, if you instruct your proxy or broker to "abstain" on any matter, it will have no effect on the vote on any of the matters to be considered at the Annual Meeting. If you instruct your proxy or broker to "abstain" on any or all matters, you will still be counted as present for purposes of determining whether a quorum is present.

***How do I vote?*** If you plan to attend the Annual Meeting and wish to vote in person, we will give you a ballot at the Annual Meeting. However, if your common stock is held in the name of your broker, bank or other nominee, and you want to vote in person, you will need to obtain a legal proxy from the institution that holds your common stock.

If your common stock is held in your name, there are three ways for you to authorize a proxy:

- If you received a paper copy of the proxy materials by mail, sign and mail the proxy card in the enclosed return envelope;
- Call 1-800-652-VOTE (8683); or
- Log on to the Internet at [www.investorvote.com/HPP](http://www.investorvote.com/HPP) and follow the instructions at that site. The Web site address for authorizing a proxy by Internet is also provided on your Notice.

Telephone and Internet proxy authorizations will close at 1:00 a.m. (Central Time) on May 17, 2013. Unless you indicate otherwise on your proxy card, the persons named as your proxies will vote your common stock: FOR all of the nominees for

election as directors named in this Proxy Statement; FOR the ratification of Ernst & Young LLP as our independent registered public accounting firm; and FOR the advisory approval of the Company's executive compensation.

If your common stock is held in the name of your broker, bank or other nominee, you should receive separate instructions from the holder of your common stock describing how to provide voting instructions.

Even if you plan to attend the Annual Meeting, we recommend that you authorize a proxy in advance as described above so that your vote will be counted if you later decide not to attend the Annual Meeting.

***Can I revoke my proxy?*** Yes, if your common stock is held in your name, you can revoke your proxy by:

- Filing written notice of revocation before our Annual Meeting with our General Counsel and Secretary, Kay L. Tidwell, at the address shown on the front of this Proxy Statement;
- Signing a proxy bearing a later date; or
- Voting in person at the Annual Meeting.

Attendance at the Annual Meeting will not, by itself, revoke a properly-executed proxy. If your common stock is held in the name of your broker, bank or other nominee, please follow the voting instructions provided by the holder of your common stock regarding how to revoke your proxy.

***What happens if additional matters are presented at the Annual Meeting?*** Other than the three proposals described in this Proxy Statement, we are not aware of any business that may properly be brought before the Annual Meeting. If any other matters are properly introduced for a vote at the Annual Meeting and if you properly authorize a proxy, the persons named as proxy holders will vote in their discretion on any such additional matters. As of the date of this Proxy Statement, our Board is not aware of any other individual who may properly be nominated for election as a director at the Annual Meeting or of any nominee who is unable or unwilling to serve as director. If any nominee named in this proxy statement is unwilling or unable to serve as a director, our Board may nominate another individual for election as a director at the Annual Meeting, and the persons named as proxy holders will vote for the election of any substitute nominee.

***Who pays for this proxy solicitation?*** We will bear the expense of preparing, printing and mailing this proxy statement and the proxies we solicit. Proxies may be solicited by mail, telephone, personal contact and electronic means and may also be solicited by directors and officers in person, by the Internet, by telephone or by facsimile transmission, without additional remuneration.

We will also request brokerage firms, banks, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners of shares of our stock as of the record date and will reimburse them for the cost of forwarding the proxy materials in accordance with customary practice. Your cooperation in promptly voting your shares and submitting your proxy by the Internet or telephone, or by completing and returning the enclosed proxy card (if you received your proxy materials in the mail), will help to avoid additional expense.

***Where can I find corporate governance materials?*** Our Corporate Governance Guidelines and Code of Business Conduct and Ethics and the charters for the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are published on the Corporate Governance page of the Investor Relations section on our Web site at [www.hudsonpacificproperties.com](http://www.hudsonpacificproperties.com). (We are not including the other information contained on, or available through, our Web site as a part of, or incorporating such information by reference into, this Proxy Statement.)

## INFORMATION ABOUT THE BOARD

### PROPOSAL NO. 1

#### NOMINEES FOR ELECTION TO THE BOARD

At the Annual Meeting, our stockholders will elect nine directors to serve until our next annual meeting of stockholders and until their respective successors are elected and qualify. The Board seeks independent directors who represent a mix of backgrounds and experiences that will enhance the quality of the Board's deliberations and decisions. In nominating candidates, the Board considers a diversified membership in the broadest sense, including persons diverse in experience, gender and ethnicity. The Board does not discriminate on the basis of race, color, national origin, gender, religion, disability, or sexual preference. Our director nominees were nominated by the Board based on the recommendation of the Nominating and Corporate Governance Committee, or Governance Committee. They were selected on the basis of outstanding achievement in their professional careers, broad experience, personal and professional integrity, their ability to make independent, analytical inquiries, financial literacy, mature judgment, high performance standards, familiarity with our business and industry, and an ability to work collegially. We also believe that all of our director nominees have a reputation for integrity, honesty and adherence to high ethical standards. All nominees are presently directors of Hudson Pacific Properties, Inc. and each of the nominees has consented, if elected as a director, to serve until his term expires.

Your proxy holder will cast your votes for each of the Board's nominees, unless you instruct otherwise. If a nominee is unable to serve as a director, your proxy holder will vote for any substitute nominee proposed by the Board.

**The Board of Directors unanimously recommends that the stockholders vote "FOR" the nine nominees listed below.**

| Name                   | Age | Position                                                                                             |
|------------------------|-----|------------------------------------------------------------------------------------------------------|
| Victor J. Coleman      | 51  | Director; Chief Executive Officer; Chairman of the Board                                             |
| Howard S. Stern        | 51  | Director; President                                                                                  |
| Theodore R. Antenucci† | 48  | Director; Audit Committee member, Governance Committee and Investment Committee member               |
| Richard B. Fried       | 44  | Director                                                                                             |
| Jonathan M. Glaser†    | 50  | Director; Audit Committee member, Compensation Committee Chairperson and Investment Committee member |
| Mark D. Linehan†       | 50  | Director; Audit Committee Chairperson, Compensation Committee member and Investment Committee member |
| Robert M. Moran, Jr.†  | 50  | Director; Governance Committee Chairperson and Investment Committee member                           |
| Barry A. Porter†       | 55  | Director; Compensation Committee member and Governance Committee member                              |
| Patrick Whitesell†     | 48  | Director                                                                                             |

† Independent within the meaning of the NYSE listing standards.

**Victor J. Coleman** serves as Chief Executive Officer and as Chairman of our Board of Directors. Prior to the formation of our Company, Mr. Coleman founded and served as a managing partner of our predecessor, Hudson Capital, LLC, a private real estate investment company based in Los Angeles, California. In 1990, Mr. Coleman co-founded and led Arden Realty, Inc. as its President and Chief Operating Officer and as a director, taking that company public on the NYSE in 1996 and selling it to GE Real Estate, a division of General Electric Capital Corporation, in 2006. Prior to that sale, Mr. Coleman was primarily responsible for all facets of Arden Realty, Inc.'s strategic planning and growth, as well as management of that company's team of top real estate professionals. Mr. Coleman is an active community leader, has been the recipient of the Humanitarian Award for the National Conference of Christians and Jews, and is on the Founding Board of Directors for the Ziman Center for Real Estate (from 2004 to the present) at the Anderson School, UCLA, and the Boards of Fisher Center for Real Estate and Urban Economics, Los Angeles Sports & Entertainment Commission, the Archer School (from 2007 to the present) and the Bel Air Chapter of YPO. Mr. Coleman's previous experience as a director also includes service on the board of other public companies such as Douglas Emmett, Inc. (from 2006 to 2009) and People's Choice (2003 to 2006), and he currently serves as a trustee on the board of Kite Realty (since 2012). He holds a Master of Business Administration degree from Golden Gate University and a Bachelor of Arts in History from the University of California, Berkeley. Mr. Coleman was selected by our Board of Directors to serve as a director based on his deep knowledge of our Company and his experience in the real estate investment industry.

**Howard S. Stern** serves as President and as a director. Prior to the formation of our Company, Mr. Stern served as a managing partner of our predecessor, Hudson Capital, LLC, where he acted as President of the Sunset Gower and Sunset Bronson media and entertainment properties in Hollywood, and oversaw the daily operations of 23 production sound stages and over approximately 550,000 square feet of office. Before joining Hudson Capital, LLC, Mr. Stern served as Senior Vice President and Chief Investment Officer for Arden Realty, Inc. from 2003 until its sale in 2006, where he was responsible for acquisition, disposition, development, structured finance and new investment activities. In his early tenure with Arden Realty, Inc., which began in 2001, he first served as Vice President of Strategic Planning, then as First Vice President of Operations and Leasing. Before his tenure at Arden Realty, Inc., Mr. Stern spent five years as Vice President of the Archon Group, a subsidiary of Goldman, Sachs & Co., where he oversaw all Western Region mezzanine financing and real estate management activities. Mr. Stern is a graduate of the University of California, Berkeley with a Bachelor of Arts degree in Political Science and Economics, and has a Master of Business Administration degree from the University of Southern California. Mr. Stern was selected by our Board of Directors to serve as a director based on his deep knowledge of our Company and his experience in the real estate investment industry.

**Theodore R. Antenucci** has been a member of our Board of Directors since our initial public offering, or IPO. As of March 2011, Mr. Antenucci serves as President and Chief Executive Officer of Catellus Development Corporation. Until June 2011, Mr. Antenucci was also President and Chief Investment Officer of ProLogis, as well as a member of its Executive Committee. ProLogis is a leading global provider of distribution facilities with over \$32 billion in real estate assets under management. He also served on the Board of Directors for ProLogis European Properties (PEPR), a public fund trading on the Euronext stock exchange in Amsterdam, from 2009 through June of 2011. Before joining ProLogis in September 2005, Mr. Antenucci served as President of Catellus Commercial Development Corp., and was responsible for all development, construction and acquisition activities. Prior to that, he served as Executive Vice President of Catellus Commercial Group, where he managed the company's industrial development activities throughout the western United States. Additionally, Mr. Antenucci has served on the Board of Trustees of the Children's Hospital Colorado Foundation since December of 2010. Mr. Antenucci was also appointed to the Board of Directors of Iron Mountain, Inc. in June of 2011. He served on the Board of Directors for Landmark Properties Group, a privately held company, from 2007 through 2008. Mr. Antenucci earned a Bachelor of Arts degree in Business Economics from the University of California, Santa Barbara. He was selected by our Board based on his experience as an executive and board member of a REIT and his extensive real estate and development expertise in the Southern California market. Mr. Antenucci is a member of our Board's Audit Committee and, as of April, 2011, also serves as a member of our Board's Nominating Committee.

**Richard B. Fried** has been a member of our Board of Directors since our IPO. His selection as a member of our Board was made in connection with the negotiation of our formation transactions. Mr. Fried is currently a Managing Member and co-head of the real estate group at Farallon Capital Management, L.L.C., an investment management company that he has been with since 1995. Mr. Fried also currently serves as a Board Member of One Pacific Coast Bank, a position he has held since the bank's inception in 2007. Previously, Mr. Fried was a Vice President in acquisitions for Security Capital Industrial Trust (now called ProLogis), a real estate investment trust specializing in industrial properties. Mr. Fried has also worked as an associate in capital markets at JMB Institutional Realty Corporation. Mr. Fried graduated *cum laude* from the University of Pennsylvania with a Bachelor of Science degree in Economics and a Bachelor of Arts degree in History. Our Board of Directors determined that Mr. Fried should serve as a director based on his role with Farallon, our largest stockholder, and based on his experience in the real estate investment industry.

**Jonathan M. Glaser** has been a member of our Board of Directors since our IPO. Mr. Glaser has been Managing Member of JMG Capital Management LLC since he founded the company in 1992. JMG Capital Management LLC is the General Partner of JMG Capital Partners, L.P., an investment limited partnership that has been a leader in various capital market strategies, private placements and additional financing strategies. Prior to founding JMG, Mr. Glaser was a member floor trader on both the American Stock Exchange and Pacific Stock Exchange. Mr. Glaser received a Juris Doctor degree from the Boalt Hall School of Law at the University of California, Berkeley, as well as a Bachelor of Arts degree from the University of California, Berkeley. Our Board of Directors has determined that Mr. Glaser should serve on our Board based on his capital markets expertise, as well as his extensive experience in portfolio management, financial oversight and directorship service. Mr. Glaser is the chair of our Board's Compensation Committee and is a member of our Board's Audit Committee.

**Mark D. Linehan** has been a member of our Board of Directors since our IPO. Mr. Linehan has served as President and Chief Executive Officer of Wynmark Company since he founded the company in 1993. Wynmark Company is a private real estate investment and development company with interests in properties in California, Nevada, Oregon and Montana. Prior to founding Wynmark Company, Mr. Linehan was a Senior Vice President with the Trammell Crow Company in Los Angeles, California. Before that, Mr. Linehan was with Kenneth Leventhal & Co. (now Ernst & Young LLP), a Los Angeles-based public accounting firm. In addition, Mr. Linehan is actively involved with the community through his service on the board of the UC Santa Barbara Foundation, the National Cowboy and Western Heritage Museum, and the Goleta Valley Hospital, as

well as his previous board memberships with the Signet Corporation and the Camino Real Park Foundation. Mr. Linehan received a Bachelor of Arts degree in Business Economics from the University of California, Santa Barbara and is a Certified Public Accountant. Mr. Linehan was selected by our Board based on his extensive experience in real estate investment and development as well as his expertise in accounting matters. Mr. Linehan is the chair of our Board's Audit Committee and is a member of our Board's Compensation Committee.

**Robert M. Moran, Jr.** has served as a member of our Board of Directors since our IPO. Mr. Moran co-founded and co-owns FJM Investments LLC, a private real estate investment company that owns interest in properties in the western United States and British Columbia, Canada. Previously, Mr. Moran developed his extensive experience in real estate investment activities at Westridge Investments, LLC and as Chief Investment Officer of Cornerstone Properties, Inc. He also served as a partner at WilliamWilson & Associates, as well as the Director of Acquisitions in four real estate opportunity funds resulting in the \$1.2 billion sale to Cornerstone Properties, Inc. In addition, Mr. Moran has significant experience in real estate lending, having worked at Travelers Insurance, Wells Fargo Bank, Manufacturers Hanover and Chemical Bank. Mr. Moran received his Bachelor of Arts in Economics from Stanford University. Our Board of Directors has determined that Mr. Moran should serve as a Director on our Board based on his familiarity with the Northern California real estate market and his experience with REITs and public companies. Mr. Moran is the chair of our Board's Nominating and Corporate Governance Committee.

**Barry A. Porter** has served as a member of our Board of Directors since our IPO. Mr. Porter co-founded Clarity Partners L.P. in 2000 and has served as a Managing General Partner of the partnership since then. Clarity Partners L.P. is a private equity firm focused exclusively on investments in media, communications and business services. In 2005, Mr. Porter co-founded KAILAI Investments (formerly known as Clarity China L.P.), a private equity firm specializing in investments in growth companies in the Greater China region. He serves on the Investment Committee of that partnership, which has also invested in real estate in China. Mr. Porter serves on the Board of Naylor Publishing, a publishing company focused on the North American trade association market. Prior to co-founding Clarity Partners, Mr. Porter held senior executive positions at Global Crossing, a company he co-founded in 1997 that was involved in the international fiber optic telecommunications business. Before that, Mr. Porter was a Managing Director at Pacific Capital Group, a firm he joined after serving as a Senior Managing Director in the investment banking group of Bear, Stearns & Co. Inc. In addition, Mr. Porter worked as an attorney at the Los Angeles firm of Wyman, Bautzer, Rothman, Kuchel and Silbert. He received his Juris Doctor and Master of Business Administration degrees from the University of California, Berkeley, and graduated from the Wharton School of Business, where he earned a Bachelor of Science degree with dual majors in Finance and Political Science. Mr. Porter was selected by our Board of Directors to serve as a director based on his expertise in public companies, capital markets, and his accounting and financial background. Mr. Porter is a member of our Board's Compensation Committee and our Board's Nominating and Corporate Governance Committee.

**Patrick Whitesell** has served as a member of our Board of Directors since October 1, 2011. Mr. Whitesell has been the Co-Chief Executive of WME Entertainment since its formation in 2009. He has worked with entertainers from all walks of the entertainment industry and currently represents a number of A-list celebrities. In 2001, he became a partner at Endeavor Talent Agency, and he was a key figure in Endeavor's 2009 merger with the William Morris Agency. He began his career at InterTalent in the 1990s, where he worked his way up from the mailroom. He then moved to Creative Artists Agency, where he served as head of the talent department. Mr. Whitesell received a Bachelor of Arts degree from Luther College.

## 2012 DIRECTOR COMPENSATION

In 2010, in connection with our IPO, our Board approved a compensation program for our non-employee directors (the "Director Compensation Program") which was updated in early 2012 to govern our 2012 non-employee director compensation. This program is intended to fairly compensate our directors for the time and effort necessary to serve on the Board. During 2012, in accordance with the Director Compensation Program, our non-employee directors received (i) annual cash retainers of \$60,000, paid in quarterly installments in arrears in conjunction with quarterly meetings of the Board, and (ii) annual grants of restricted stock valued (as of the date of grant) at \$50,000.

In addition, non-employee directors who served as chairs of the Audit, Compensation and Governance Committees received additional cash retainers of \$15,000, \$10,000 and \$7,500, respectively, and non-employee directors who served as non-chair members of the Audit, Compensation and Governance Committees received additional cash retainers of \$7,500, \$5,000 and \$4,000, respectively. Non-employee directors were permitted to elect to receive up to 100% of their annual and/or committee chair cash retainers in the form of fully vested shares, payable on a current or deferred basis (pursuant to our Director Stock Plan). We also reimbursed each of our non-employee directors for his travel expenses incurred in connection with his attendance at full Board and committee meetings.

Awards of restricted stock granted in 2012 as part of the annual retainer (other than vested shares received at a non-employee director's election in lieu of any cash component of the director fees) vest ratably as to one-third of the shares covered by the grant on each of the first three anniversaries of our 2012 annual meeting of stockholders, subject to the non-employee director's continued service on our Board.

The following table provides additional detail regarding the 2012 compensation of our non-employee directors:

### 2012 Director Compensation

| Name <sup>(1)</sup>   | Fee Earned in Cash (\$) <sup>(2)</sup> | Stock Awards (\$) <sup>(3)</sup> | Total (\$) |
|-----------------------|----------------------------------------|----------------------------------|------------|
| Theodore R. Antenucci | 71,500                                 | 50,000                           | 121,500    |
| Jonathan M. Glaser    | 77,500 <sup>(4)</sup>                  | 50,000                           | 127,500    |
| Richard B. Fried      | 60,000                                 | 50,000                           | 110,000    |
| Mark D. Linehan       | 80,000                                 | 50,000                           | 130,000    |
| Robert M. Moran, Jr.  | 67,500                                 | 50,000                           | 117,500    |
| Barry A. Porter       | 69,000 <sup>(4)</sup>                  | 50,000                           | 119,000    |
| Patrick Whitesell     | 60,000                                 | 50,000                           | 110,000    |

- (1) Mr. Coleman, our Chief Executive Officer, and Mr. Stern, our President, are not included in this table as they are employees of the Company and do not receive compensation for their services as directors. All compensation paid to Messrs. Coleman and Stern for the services they provide to us is reflected in the Summary Compensation Table.
- (2) Reflects annual base and, if applicable, committee retainer fees earned in 2012.
- (3) Each non-employee director serving on our Board on the date of our annual stockholders' meeting in 2012 received a grant of restricted stock valued at \$50,000 on the grant date, with the number of shares determined by dividing \$50,000 by the closing price of our common stock on the grant date. Each restricted stock award will vest, and the restrictions thereon will lapse, in three equal annual installments on each of the first three anniversaries of June 7, 2012, subject to continued service with us through the applicable vesting dates. Amounts reflect the full grant-date fair value of restricted stock awards granted with respect to services performed in 2012 computed in accordance with ASC Topic 718, rather than the amounts paid to or realized by the named individual. We provide information regarding the assumptions used to calculate the value of all restricted stock awards made to directors in Notes 2 and 10 to the consolidated financial statements contained in our Annual Report of Form 10-K, filed on March 14, 2013. As of December 31, 2012, Messrs. Antenucci, Glaser, Fried, Linehan, Moran, Porter and Whitesell held 13,897, 82,361, 8,015, 23,897, 43,561 and 5,340 shares, respectively, of our restricted common stock.
- (4) Pursuant to our Director Stock Plan, Messrs. Glaser and Porter elected to receive all of their non-committee cash retainer fees earned in 2012 in the form of fully-vested shares of our common stock having an equal value to the amount otherwise payable in cash.

### 2013 Non-Employee Director Compensation Program

In December 2012, our Board revised the Director Compensation Program with respect to services performed by our non-employee directors in 2013. Under the revised program, the annual grant of restricted stock will be increased from \$50,000 to \$75,000. Except as described in the preceding sentence, all components of the Director Compensation Program described above continue in effect under the revised program.

## BOARD STRUCTURE, LEADERSHIP AND RISK MANAGEMENT

We have structured our corporate governance in a manner we believe closely aligns our interests with those of our stockholders. Notable features of our corporate governance structure include the following:

- our Board of Directors is not staggered, with each of our directors subject to re-election annually;
- of the nine persons who serve on our Board of Directors, our Board of Directors has determined that 6, or 66.7%, of our directors satisfy the listing standards for independence of the NYSE and Rule 10A-3 under the Securities Exchange Act of 1934, as amended, or the Exchange Act;
- at least one of our directors qualifies as an "audit committee financial expert" as defined by the SEC;
- we have opted out of the control share acquisition statute in the Maryland General Corporation Law, or the MGCL, and have exempted from the business combination provisions of the MGCL any business combination that is first approved by our Board of Directors,

including a majority of our disinterested directors; and

- we do not have a stockholder rights plan.

Our directors stay informed about our business by attending meetings of our Board of Directors and its committees and through supplemental reports and communications. Our independent directors meet regularly in executive sessions without the presence of our corporate officers or non-independent directors.

### **EXECUTIVE SESSIONS OF NON-MANAGEMENT DIRECTORS**

Our non-management directors meet without management present each time the full Board convenes for a regularly scheduled meeting. If the Board convenes for a special meeting, the non-management directors will meet in executive session if circumstances warrant. Mark Linehan, one of our independent directors, has presided over executive sessions of the Board since our IPO. In December 2012, Mr. Linehan resigned as lead independent director and our Nominating and Corporate Governance Committee nominated Jonathan Glaser, another independent director, to preside over executive sessions of the Board in 2013.

The Board welcomes communications from stockholders. For information on how to communicate with our independent directors, please refer to the information set forth under the heading “—Communications with the Board.”

### **BOARD MEETINGS**

The Board held six regularly scheduled and special meetings during 2012 to review significant developments, engage in strategic planning and act on matters requiring Board approval. Each incumbent director attended an aggregate of at least 75 percent of the Board meetings, and the meetings of committees on which he served, during the period that he served in 2012.

### **BOARD COMMITTEES**

Our Board of Directors has established four standing committees: an Audit Committee, a Compensation Committee, a Governance Committee and an Investment Committee. The principal functions of each committee are briefly described below. We comply with the listing requirements and other rules and regulations of the NYSE, as amended or modified from time to time, with respect to each of these committees and each of these committees is comprised exclusively of independent directors. Additionally, our Board of Directors may from time to time establish other committees to facilitate the management of our company.

#### ***Audit Committee***

Our Audit Committee consists of three of our independent directors. We have determined that the Chairman of our Audit Committee qualifies as an “audit committee financial expert” as that term is defined by the applicable SEC regulations and NYSE corporate governance listing standards. Our Board of Directors has determined that each of the Audit Committee members is “financially literate” as that term is defined by the NYSE corporate governance listing standards. We have adopted an Audit Committee charter, which details the principal functions of the Audit Committee, including oversight related to:

- our accounting and financial reporting processes;
- the integrity of our consolidated financial statements and financial reporting process;
- our systems of disclosure controls and procedures and internal control over financial reporting;
- our compliance with financial, legal and regulatory requirements;
- the evaluation of the qualifications, independence and performance of our independent registered public accounting firm;
- the performance of our internal audit function; and
- our overall risk profile.

The Audit Committee is also responsible for engaging an independent registered public accounting firm, reviewing with the independent registered public accounting firm the plans and results of the audit engagement, approving professional services provided by the independent registered public accounting firm, including all audit and non-audit services, reviewing the independence of the independent registered public accounting firm, considering the range of audit and non-audit fees and reviewing the adequacy of our internal accounting controls. The Audit Committee also prepares the Audit Committee report required by SEC regulations to be included in our annual proxy statement. Mr. Linehan is Chairman, as well as our Audit Committee Financial Expert, and Messrs. Antenucci and Glaser are members of the Audit Committee. During 2012, the Audit Committee met a total of four times.

### ***Compensation Committee***

Our Compensation Committee consists of three of our independent directors. We adopted a Compensation Committee charter, which details the principal functions of the Compensation Committee, including:

- reviewing and approving on an annual basis the corporate goals and objectives relevant to our Chief Executive Officer's compensation, evaluating our Chief Executive Officer's performance in light of such goals and objectives and determining and approving the remuneration of our Chief Executive Officer based on such evaluation;
- reviewing and approving the compensation of all of our other officers;
- reviewing our executive compensation policies and plans;
- implementing and administering our incentive compensation equity-based remuneration plans;
- assisting management in complying with our proxy statement and annual report disclosure requirements;
- producing a report on executive compensation to be included in our annual proxy statement; and
- reviewing, evaluating and recommending changes, if appropriate, to the remuneration for directors.

The Compensation Committee may delegate its responsibilities to a subcommittee of the Compensation Committee, provided that such responsibilities do not pertain to matters involving executive compensation or certain matters determined to involve compensation intended to comply with Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). Mr. Glaser is Chairman and Messrs. Linehan and Porter are members of the Compensation Committee. During 2012, the Compensation Committee met three times, and acted by unanimous written consent on two occasions.

### ***Nominating and Corporate Governance Committee***

Our Nominating and Corporate Governance Committee, or Governance Committee, consists of three of our independent directors. We adopted a Nominating and Corporate Governance Committee charter, which details the principal functions of the Governance Committee, including:

- identifying and recommending to the full Board of Directors qualified candidates for election as directors to fill vacancies on the Board and recommending nominees for election as directors at the annual meeting of stockholders;
- developing and recommending to the Board of Directors corporate governance guidelines and implementing and monitoring such guidelines;
- reviewing and making recommendations on matters involving the general operation of the Board of Directors, including Board size and composition, and committee composition and structure;
- recommending to the Board of Directors nominees for each committee of the Board of Directors;
- annually facilitating the assessment of the Board of Directors' performance as a whole and of the individual directors, as required by applicable law, regulations and the NYSE corporate governance listing standards; and
- overseeing the Board of Directors' evaluation of the performance of management.

Mr. Moran is Chairman and Messrs. Antenucci and Porter are members of the Governance Committee. During 2012, our Governance Committee held two meetings.

### ***Investment Committee***

Our Investment Committee consists of three of our independent directors. The Investment Committee is tasked with reviewing and recommending acquisition strategies to the full Board and approving the acquisition of certain assets with a purchase price above 35 million dollars and up to the dollar thresholds set by the Board. The Investment Committee may also review and make recommendations to the full Board on acquisition and investment transactions that exceed the Investment Committee's approval authority.

Messrs. Antenucci, Linehan and Moran are members of the Investment Committee. During 2012, the Investment Committee did not hold any formal meetings, although it was consulted on an informal basis from time to time by the Board in connection with various acquisitions.

## AUDIT COMMITTEE REPORT

*The information contained in this Report of the Audit Committee shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”) or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing (except to the extent that we specifically incorporate this information by reference) and shall not otherwise be deemed “soliciting material” or “filed” with the SEC or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act (except to the extent that we specifically incorporate this information by reference).*

Although the Audit Committee of the Board of Directors (the “Audit Committee”) oversees our financial reporting process on behalf of the Board of Directors (the “Board”) of Hudson Pacific Properties, Inc., a Maryland corporation, consistent with the Audit Committee’s written charter, management has the primary responsibility for preparation of our consolidated financial statements in accordance with generally accepted accounting principles and the reporting process, including disclosure controls and procedures and the system of internal control over financial reporting. Our independent registered public accounting firm is responsible for auditing the annual financial statements prepared by management.

The Audit Committee has reviewed and discussed with management and our independent registered public accounting firm, Ernst & Young LLP, our December 31, 2012 audited financial statements. Prior to the commencement of the audit, the Audit Committee discussed with our management and independent registered public accounting firm the overall scope and plans for the audit. Subsequent to the audit and each of the quarterly reviews, the Audit Committee discussed with the independent registered public accounting firm, with and without management present, the results of their examinations or reviews, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of specific judgments and the clarity of disclosures in the consolidated financial statements.

In addition, the Audit Committee discussed with the independent registered public accounting firm the matters required to be discussed by Statements on Auditing Standards No. 61, “Communication with Audit Committees,” as amended. The Audit Committee has also received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant’s communications with the Audit Committee concerning independence. The Audit Committee discussed with the independent registered public accounting firm its independence from us and considered the compatibility of non-audit services with its independence.

Based upon the reviews and discussions referred to in the foregoing paragraphs, the Audit Committee recommended to our Board that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2012 filed with the Securities and Exchange Commission.

AUDIT COMMITTEE

Mark D. Linehan  
Theodore Antenucci  
Jonathan Glaser

## **CORPORATE GOVERNANCE**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

Our Board of Directors established a Code of Business Conduct and Ethics that applies to our officers, directors and employees. Among other matters, our Code of Business Conduct and Ethics is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in our SEC reports and other public communications;
- compliance with applicable governmental laws, rules and regulations;
- prompt internal reporting of violations of the code to appropriate persons identified in the code; and
- accountability for adherence to the code of business conduct and ethics.

Any waiver of the Code of Business Conduct and Ethics for our executive officers or directors must be approved by a majority of our independent directors, and any such waiver shall be promptly disclosed as required by law or NYSE regulations.

The Audit Committee, Compensation Committee and Governance Committee charters, along with the Code of Business Conduct and Ethics and Corporate Governance Guidelines, are available in the Corporate Governance section of the Investor Relations page on our Web site at [www.hudsonpacificproperties.com](http://www.hudsonpacificproperties.com). In addition, these documents also are available in print to any stockholder who requests a copy from our Investor Relations Department at Hudson Pacific Properties, Inc., 11601 Wilshire Blvd., Suite 1600, Los Angeles, California 90025, or by email at [ir@hudsonppi.com](mailto:ir@hudsonppi.com). In accordance with the Corporate Governance Guidelines, the Board and each of the Compensation Committee, Audit Committee and Nominating and Corporate Governance Committee conducts an annual performance self-assessment with the purpose of increasing effectiveness of the Board and its committees. (The Company's Web site address provided above and elsewhere in this Proxy Statement is not intended to function as a hyperlink, and the information on the Company's Web site is not and should not be considered part of this Proxy Statement and is not incorporated by reference herein.)

### **ROLE OF THE BOARD IN RISK OVERSIGHT**

One of the key functions of our Board of Directors is informed oversight of our risk management process. Our Board of Directors administers this oversight function directly, with support from three of its standing committees, the Audit Committee, the Governance Committee and the Compensation Committee, each of which addresses risks specific to their respective areas of oversight. In particular, our Audit Committee has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. The Audit Committee also monitors compliance with legal and regulatory requirements, in addition to oversight of the performance of our internal audit function.

Our Governance Committee monitors the effectiveness of our Corporate Governance Guidelines, including whether they are successful in preventing illegal or improper liability-creating conduct. Our Compensation Committee assesses and monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking.

### **COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

During the fiscal year ended December 31, 2012, the members of our Compensation Committee were Jonathan M. Glaser, Mark D. Linehan and Barry A. Porter. None of Messrs. Glaser, Linehan or Porter has ever been an officer or employee of our Company or any of our subsidiaries. During 2012, none of our executive officers served on the compensation committee (or equivalent), or the board of directors, of another entity whose executive officer(s) served on our Compensation Committee or Board.

### **COMMUNICATIONS WITH THE BOARD**

Stockholders and other interested parties may write to the entire Board or any of its members at Hudson Pacific Properties, Inc., c/o Kay L. Tidwell, Executive Vice President, General Counsel, 11601 Wilshire Blvd., Suite 1600, Los Angeles, California 90025. Stockholders and other interested parties also may e-mail the Chairperson, the entire Board or any of its members c/o [kay@hudsonppi.com](mailto:kay@hudsonppi.com). The Board may not be able to respond to all stockholder inquiries directly. Therefore, the Board has developed a process to assist it with managing inquiries.

The General Counsel will perform a legal review in the normal discharge of her duties to ensure that communications forwarded to the Chairperson, the Board or any of its members preserve the integrity of the process. While the Board oversees

management, it does not participate in day-to-day management functions or business operations, and is not normally in the best position to respond to inquiries with respect to those matters. For example, items that are unrelated to the duties and responsibilities of the Board such as spam, junk mail and mass mailings, ordinary course disputes over fees or services, personal employee complaints, business inquiries, new product or service suggestions, résumés and other forms of job inquiries, surveys, business solicitations or advertisements will not be forwarded to the Chairperson or any other director. In addition, material that is unduly hostile, threatening, illegal or similarly unsuitable will not be forwarded to the Chairperson or any other director and will not be retained.

Any communication that is relevant to the conduct of our business and is not forwarded will be retained for one year and made available to the Chairperson and any other independent director on request. The independent directors grant the General Counsel discretion to decide what correspondence will be shared with our management and specifically instruct that any personal employee complaints be forwarded to our Human Resources Department. If a response on behalf of the Board is appropriate, we gather any information and documentation necessary for answering the inquiry and provide the information and documentation as well as a proposed response to the appropriate directors. We also may attempt to communicate with the stockholder for any necessary clarification. Our General Counsel (or her designee) reviews and approves responses on behalf of the Board in consultation with the applicable director, as appropriate.

Certain circumstances may require that the Board depart from the procedures described above, such as the receipt of threatening letters or e-mails or voluminous inquiries with respect to the same subject matter. Nevertheless, the Board considers stockholder questions and comments important, and endeavors to respond promptly and appropriately.

### **NOMINATION PROCESS FOR DIRECTOR CANDIDATES**

The Governance Committee is, among other things, responsible for identifying and evaluating potential candidates and recommending candidates to the Board for nomination. The Governance Committee is governed by a written charter, a copy of which is published in the Corporate Governance section of the Investor Relations page of our Web site at [www.hudsonpacificproperties.com](http://www.hudsonpacificproperties.com).

The Governance Committee regularly reviews the composition of the Board and whether the addition of directors with particular experiences, skills, or characteristics would make the Board more effective. When a need arises to fill a vacancy, or it is determined that a director possessing particular experiences, skills, or characteristics would make the Board more effective, the Governance Committee initiates a search. As a part of the search process, the Governance Committee may consult with other directors and members of senior management, and may hire a search firm to assist in identifying and evaluating potential candidates.

When considering a candidate, the Governance Committee reviews the candidate's experiences, skills and characteristics. The Governance Committee also considers whether a potential candidate would otherwise qualify for membership on the Board, and whether the potential candidate would likely satisfy the independence requirements of the NYSE as described below.

Candidates are selected on the basis of outstanding achievement in their professional careers, broad experience, personal and professional integrity, their ability to make independent, analytical inquiries, financial literacy, mature judgment, high performance standards, familiarity with our business and industry, and an ability to work collegially. Other factors include having members with various and relevant career experience and technical skills, and having a Board that is, as a whole, diverse. Where appropriate, we will conduct a criminal and background check on the candidate. In addition, at least a majority of the Board must be independent as determined by the Board under the guidelines of the NYSE listing standards, and at least one member of the Board should have the qualifications and skills necessary to be considered an "Audit Committee Financial Expert" under Section 407 of the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley Act"), as defined by the rules of the SEC.

All potential candidates are interviewed by our Chief Executive Officer, our Board Chairperson and Governance Committee Chairperson, and, to the extent practicable, the other members of the Governance Committee, and may be interviewed by other directors and members of senior management as desired and as schedules permit. In addition, the General Counsel conducts a review of the director questionnaire submitted by the candidate and, as appropriate, a background and reference check is conducted. The Governance Committee then meets to consider and approve the final candidates, and either makes its recommendation to the Board to fill a vacancy, or add an additional member, or recommends a slate of candidates to the Board for nomination for election to the Board. The selection process for candidates is intended to be flexible, and the Governance Committee, in the exercise of its discretion, may deviate from the selection process when particular circumstances warrant a different approach.

Stockholders may recommend candidates to our Board. See “Communications with the Board” on page 11 for more information.

### AUDIT COMMITTEE FINANCIAL EXPERTS

Our Board has determined that Mr. Linehan qualifies as an “audit committee financial expert,” as this term has been defined by the SEC in Item 407(d)(5)(ii) of Regulation S-K. Messrs. Linehan, Antenucci and Glaser were each determined by our Board to be “financially literate” in accordance with SEC rules, including based on their prior experience: Mr. Antenucci has a B.A. degree in Business Economics, and Mr. Glaser has extensive experience in financial oversight.

Our Board determined that Mr. Linehan acquired the required attributes for such designation as a result of the following relevant experience, which forms of experience are not listed in any order of importance and were not assigned any relative weights or values by our Board in making such determination:

- Mr. Linehan received a B.A. degree in Business Economics from the University of California, Santa Barbara.
- Mr. Linehan is a Certified Public Accountant.
- Mr. Linehan was previously employed by Kenneth Leventhal & Co. (now Ernst & Young LLP), a Los Angeles-based public accounting firm.
- Mr. Linehan has served as President and Chief Executive Officer of Wynmark Company since he founded the company in 1993.

### AUDIT COMMITTEE PRE-APPROVAL POLICY

The Audit Committee’s policy is to pre-approve all significant audit and permissible non-audit services provided by our independent auditors. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. Our independent auditors and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent auditors in accordance with this pre-approval, and the fees for the services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis.

### PRINCIPAL ACCOUNTANT FEES AND SERVICES

Ernst & Young LLP’s fees for the fiscal years ended December 31, 2012 and 2011 were as follows (in thousands):

|                    | Fiscal Year Ended December 31, |          |
|--------------------|--------------------------------|----------|
|                    | 2012                           | 2011     |
| Audit Fees         | \$ 904                         | \$ 1,026 |
| Audit-Related Fees | \$ 2                           | \$ 2     |
| Tax Fees           | \$ 439                         | \$ 451   |
| All Other Fees     | -                              | -        |
| Total Fees         | \$ 1,345                       | \$ 1,479 |

A description of the types of services provided in each category is as follows:

*Audit Fees* —Includes audit of our annual financial statements; review of our quarterly reports on Form 10-Q; and audits performed, issuance of consents, issuance of comfort letters as part of underwriters’ due diligence, and review of various registration statements all in conjunction with our initial public offering and secondary offering.

*Audit-Related Fees* —Includes financial due diligence in connection with acquisitions and access to accounting research database.

*Tax Fees* —Includes tax preparation services and domestic tax planning and advice.

All of the services performed by Ernst & Young LLP for the Company during 2012 were either expressly pre-approved by the Audit Committee or were pre-approved in accordance with the Audit Committee Pre-Approval Policy, and the Audit Committee was provided with regular updates as to the nature of such services and fees paid for such services.

#### **BOARD ATTENDANCE AT ANNUAL MEETING OF STOCKHOLDERS**

While the Board understands that there may be situations that prevent a director from attending an annual meeting of stockholders, the Board strongly encourages all directors to make attendance at all annual meetings of stockholders a priority. All of our directors attended our 2012 Annual Meeting of Stockholders in person or participated by telephone conference.

## OTHER COMPANY PROPOSALS

### PROPOSAL NO. 2 RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee appointed Ernst & Young LLP as our independent registered public accounting firm to audit our consolidated financial statements for the fiscal year ending December 31, 2013. During 2012, Ernst & Young LLP served as our independent registered public accounting firm and reported on our consolidated financial statements for that year.

We expect that representatives of Ernst & Young LLP will attend the Annual Meeting and will have the opportunity to make a statement if they so desire and to respond to appropriate questions.

Although stockholder ratification is not required, the appointment of Ernst & Young LLP is being submitted for ratification at the Annual Meeting with a view towards soliciting stockholders' opinions, which the Audit Committee will take into consideration in future deliberations. If Ernst & Young LLP's selection is not ratified at the Annual Meeting, the Audit Committee will consider the engagement of another independent registered accounting firm. The Audit Committee may terminate Ernst & Young LLP's engagement as our independent registered public accounting firm without the approval of our stockholders whenever the Audit Committee deems termination appropriate.

**The Board of Directors unanimously recommends a vote "FOR" the ratification of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.**

### PROPOSAL NO. 3 ADVISORY APPROVAL OF EXECUTIVE COMPENSATION ("SAY-ON-PAY VOTE")

#### Background

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 enables our stockholders to vote to approve, on an advisory, non-binding basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the rules of the SEC. Our Board has decided that we will hold an annual advisory vote to approve the compensation of named executive officers (a "*say-on-pay proposal*"), in light of the fact that a substantial majority of the votes cast at our annual stockholders' meeting held in June 2011 were voted in favor of holding an annual advisory vote. Following this vote, our next say-on-pay vote is expected to be held at our annual meeting in 2014.

At our annual stockholders' meeting held in June 2012, a substantial majority of the votes cast on the say-on-pay proposal were voted in favor of the proposal. The Compensation Committee believes this affirms our stockholders' support of our approach to our executive compensation program. Accordingly, we have not made changes to our executive compensation program in response to this vote.

#### Summary

We are asking our stockholders to provide advisory approval of the compensation of our named executive officers (which consist of our Chief Executive Officer, Chief Financial Officer and our next three highest paid executives), as such compensation is described in the "*Compensation Discussion & Analysis*" section, the tabular disclosure regarding such compensation and the accompanying narrative disclosure set forth in this Proxy Statement, beginning on page 19. Our executive compensation programs are designed to enable us to attract, motivate and retain executive talent, who are critical to our success. These programs are intended to link significant components of our compensation program to the achievement of corporate and individual performance objectives in order to focus our executives' efforts on building stockholder value, thereby aligning their interests with those of our stockholders. Following is a discussion of the role of certain components of our executive compensation program in creating this link. We urge our stockholders to review the "*Compensation Discussion & Analysis*" and "*Compensation Tables*" sections of this proxy statement for more information.

**We emphasize pay-for-performance with regard to cash compensation.** We believe that a significant portion of our executives' cash compensation should be variable, at risk and tied to the near-term success of the Company. During 2012, we measured near-term success, in part, through the expansion of the Company's asset base and property portfolio, strong achievement of total shareholder return, implementation of our near-term capital market strategy through multiple equity offerings and continued development of our internal infrastructure and management platform to pursue future growth and to accommodate the expanded needs associated with our growth. We believe that these developments were (and continue to be)

critical to our success generally. Accordingly, we used these metrics to determine annual cash bonuses for our named executive officers and paid cash bonuses based on our success in each of these areas.

**We believe that our equity compensation programs further align our executives' interests with those of our stockholders.** We grant equity awards as a substantial component of our compensation program to reward long-term performance and further align the interests of management with those of our stockholders. To date we have achieved this objective through use of the following compensation components:

- **Annual Performance Equity Awards.** We grant annual performance restricted stock awards to ensure alignment with stockholders by enabling our executives to establish a meaningful equity stake in the Company upon grant, determined based on an assessment of the Company's overall performance for the applicable year.
- **Multi-Year Performance Equity Awards.** We grant multi-year performance awards to ensure alignment with stockholders over a multi-year period, which will only be earned by our executives if the Company achieves certain defined absolute and relative total shareholder return targets over the applicable three-year performance period.

These equity awards tie our executives' interests to those of our stockholders and serve to motivate our executives to lead the Company to achieve long-term financial goals that are expected to result in increased stockholder value. In addition to linking compensation value to stockholder value, these equity awards generally require continued service over a multi-year period (typically three to five years) as a condition to vesting, which creates a strong retention incentive and helps ensure the continuity of our operations.

**We are committed to strong governance standards with respect to our compensation programs.** As part of its commitment to strong corporate governance and best practices, the Compensation Committee engaged and received advice on the compensation program from a third-party compensation consultant in order to supplement the committee's collective knowledge and experience and provide important empirical compensation data. In addition, the Compensation Committee has adopted an insider trading policy.

The Compensation Committee meets as necessary to address compensation matters in a timely manner and consistently reviews our executive compensation program to ensure that it provides competitive pay opportunities to help attract and retain the highly-qualified and dedicated executive talent that is so important to our business. In conducting its compensation program reviews, the Compensation Committee relies not only on its significant collective experience, but also considers data and advice from its compensation consultant. We believe that the severance protections we provide to our named executive officers are within market norms. We further believe that the "double trigger" change-in-control cash severance benefits we provide (which require a qualifying termination of employment in connection with a change in control to receive these benefits) properly incentivize our executives by providing appropriate protections against job loss without creating the potential for "single trigger" cash severance windfalls just for completing a transaction. Moreover, our executives are not entitled to any excise tax gross-ups in connection with change in control payments or otherwise.

## **Recommendation**

As an advisory approval, this proposal is not binding upon us or our Board. However, the Compensation Committee, which is responsible for the design and administration of our executive compensation practices, values the opinions of our stockholders expressed through your vote on this proposal. The Compensation Committee will consider the outcome of this vote in making future compensation decisions for our named executive officers. Accordingly, the following resolution will be submitted for stockholder approval at the 2013 Annual Meeting of Stockholders: "RESOLVED, that the stockholders of Hudson Pacific Properties, Inc. approve, on an advisory basis, the compensation of Hudson Pacific Properties' named executive officers as described in the Compensation Discussion & Analysis and disclosed in the Summary Compensation Table and related compensation tables and narrative disclosure as set forth in Hudson Pacific Properties' Proxy Statement."

**The Board of Directors unanimously recommends that you vote "FOR" the advisory approval of the compensation of our named executive officers.**

## **OTHER MATTERS**

We are not aware of any other matters that may properly be presented at the Annual Meeting. If any other matters are properly brought before the Annual Meeting or at any adjournment or postponement thereof the proxy holders will vote on such matters in their discretion.

## EXECUTIVE OFFICERS

Hudson Pacific Properties, Inc.’s executive officers are as follows:

| Name                 | Age | Position                                                       |
|----------------------|-----|----------------------------------------------------------------|
| Victor J. Coleman*   | 51  | Chief Executive Officer and Chairman of the Board of Directors |
| Howard S. Stern*     | 51  | President and Director                                         |
| Mark T. Lammas*      | 46  | Chief Financial Officer and Treasurer                          |
| Christopher Barton*  | 48  | Executive Vice President, Operations and Development           |
| Dale Shimoda*        | 45  | Executive Vice President, Finance                              |
| Kay L. Tidwell       | 35  | Executive Vice President, General Counsel and Secretary        |
| Harout Diramerian    | 38  | Chief Accounting Officer                                       |
| Alexander Vouvalides | 34  | Senior Vice President, Acquisitions                            |
| Drew Gordon          | 46  | Senior Vice President, Northern California                     |

\* Denotes our named executive officers.

The following section sets forth certain background information regarding those persons currently serving as executive officers of Hudson Pacific Properties, Inc., excluding Victor J. Coleman and Howard S. Stern, who are described on pages 4 and 5 under “Proposal No. 1—Nominees for Election to the Board”:

**Mark T. Lammas** has served as Chief Financial Officer and Treasurer since our IPO. Prior to the formation of our Company, Mr. Lammas was a consultant to our predecessor, Hudson Capital, LLC, from September 2009. Before that time, Mr. Lammas was a Senior Vice President (from 1998 to 2005), then Executive Vice President (from 2006 to 2009) of Maguire Properties, Inc. where he principally oversaw finance and other transactional matters, since first joining that company as its General Counsel in 1998, then assuming other senior executive responsibilities after Maguire Properties went public on the NYSE in 2003. During his tenure, Mr. Lammas directed that company’s major capital market transactions, including corporate and asset financings and common and preferred equity offerings, acted as its principal liaison with institutional partners, and was responsible for compliance with corporate financial covenants and the accuracy of all financial reports and public disclosures. Prior to joining Maguire Properties in 1998, Mr. Lammas was an attorney with Cox, Castle & Nicholson LLP, where he specialized in representing developers, institutional investors and pension funds in their acquisition, development, financing, investing, and entity structuring and restructuring activities. Mr. Lammas is a graduate of the Boalt Hall School of Law (University of California, Berkeley). He obtained his Bachelor of Arts degree from the University of California, Berkeley in Political Economies of Industrial Societies, graduating *magna cum laude* and Phi Beta Kappa.

**Christopher Barton** has served as Executive Vice President, Operations and Development since our IPO. Prior to the formation of our Company, Mr. Barton served as Vice President of Construction & Development of our predecessor, Hudson Capital, LLC, where he was responsible for operations and development, including establishing and monitoring property budgets, managing property staff and administering vendor contracts. He also managed the development and construction of the Technicolor Building and renovation activity at the Sunset Gower and Sunset Bronson properties. With 20 years of experience in development and construction, encompassing mixed use, office, industrial, and residential projects, Mr. Barton has developed over 2.5 million square feet of commercial property, from conceptual site plan analysis and entitlements through completion. Prior to joining Hudson Capital, LLC in November 2006, Mr. Barton served as First Vice President for Arden Realty, Inc., from January 1997, where he was responsible for conceptual development, land entitlements, financial analysis and construction management for all real estate developments, including the Howard Hughes Center project, a planned 2.7 million square foot mixed-use development in Los Angeles, California. Before his tenure at Arden Realty, Inc., Mr. Barton was Project Manager at Beers-Skanska Construction Company where he managed large scale construction projects in the southeast United States, including the Celebration Place office building complex for Walt Disney Company in Orlando, Florida. He currently serves as Chairman on the Board of Directors of the Hollywood Chamber of Commerce and on the Board of Directors of Hollywood Freeway Central Park. Mr. Barton holds a Bachelor of Science degree from Purdue University and Master of Business Administration degree in both Real Estate and Finance from the University of Georgia.

**Dale Shimoda** has served as Executive Vice President, Finance since our IPO. Prior to the formation of our Company, Mr. Shimoda was a consultant to our predecessor, Hudson Capital, LLC, on various financial and operational matters, primarily related to its media and entertainment properties at Sunset Gower and Sunset Bronson. Prior to his engagement with Hudson Capital, LLC, Mr. Shimoda was Vice President of Acquisitions at Arden Realty, Inc., where he underwrote and performed due diligence on most of that company’s acquisitions. Mr. Shimoda has also worked in capital transactions at the Yarmouth Group,

a New York-based pension fund advisor owned by Lend Lease, and as a management consultant at Ernst & Young and Robert Charles Lesser & Co. Mr. Shimoda is a graduate of the University of California, Berkeley, Haas School of Business.

**Kay L. Tidwell** joined our Company in November of 2010 and serves as Executive Vice President, General Counsel and Secretary. Prior to joining us, Ms. Tidwell was an attorney with the global law firm of Latham & Watkins LLP, where she began her legal career in 2002 in the Los Angeles office, and where she advised on a wide variety of corporate and securities matters, including our IPO. From 2006 to 2008, Ms. Tidwell served as the U.S. associate in the German offices of Latham & Watkins. In 2004, Ms. Tidwell was awarded the Robert Bosch Foundation Fellowship, through which she worked in Germany in the legal department of Deutsche Bank and served as a US legal advisor to the German Federal Ministry of Justice. Ms. Tidwell holds a Bachelor of Arts degree in English, *magna cum laude*, from Yale College and a Juris Doctor degree from Yale Law School.

**Harout Diramerian** joined our Company in July of 2010 and serves as Chief Accounting Officer. Prior to joining us, Mr. Diramerian was Vice President of Finance and Analysis at Thomas Properties Group, Inc., or TPG, where he was responsible for corporate level earnings and cash flow projections, net asset valuations, and corporate finance forecasting and analysis. Mr. Diramerian was instrumentally involved in all equity offerings at TPG, including its initial public offering, secondary offering, private placements and an at-the-market equity offering. When he started at TPG in 2003, his primary focus was managing the joint venture relationships and leading the related financial reporting efforts. In addition, Mr. Diramerian was also involved with leading the budgeting and forecasting processes as well as tracking and analyzing property performance. Prior to joining TPG, Mr. Diramerian spent a total of eight years in real estate practice groups, first at Nanas, Stern, Biers, Neinstein and Co. LLP, then at Arthur Andersen LLP, and lastly at KPMG LLP, where he was a manager. Mr. Diramerian is a graduate of the University of California, Santa Barbara, and holds a Bachelor of Arts degree in business economics with an emphasis in accounting.

In March 2010, Mr. Diramerian filed for protection under Chapter 7, Title 11 of the United States Code, following his father's diagnosis and untimely passing after a battle with leukemia. His father was in the process of constructing a condominium project, as to which Mr. Diramerian had provided a construction loan guarantee. Following the death of Mr. Diramerian's father prior to the completion of construction, the construction lender placed the property into receivership. The construction lender's subsequent enforcement of Mr. Diramerian's guarantee ultimately precipitated Mr. Diramerian's decision to seek bankruptcy protection. Mr. Diramerian's bankruptcy was discharged in December 2011.

**Alexander Vouvalides** serves as Senior Vice President, Acquisitions, overseeing the Company's acquisition and disposition activities and participating in property financings. He previously served as Vice President, Asset Management since our IPO. Prior to the formation of our Company, Alexander Vouvalides joined our predecessor, Hudson Capital, LLC, in 2009 as an Associate focused on acquisitions and investments, primarily responsible for acquisition analyses, financial due diligence and asset management assignments. Before joining Hudson Capital, LLC, he was an Associate in the Real Estate Finance & Securitization Group at Credit Suisse working in both the firm's New York and Los Angeles offices, where he underwrote and closed major acquisition and recapitalization loans across various asset types including office, hotel, retail, land and construction. Prior to that, Mr. Vouvalides worked as a Corporate Finance Analyst in the Technology, Media & Telecommunications group at JPMorgan Chase & Co. in New York. Mr. Vouvalides graduated from Emory University with a Bachelor of Arts degree in Political Science.

**Drew Gordon** joined our Company in February of 2011 and oversees the Company's operations in Northern California as Senior Vice President, Northern California. Prior to joining the Company, Mr. Gordon served for one year as Executive Vice President and Chief Investment Officer for Venture Corporation, where he focused on acquiring distressed commercial loans and properties. In 2009, Mr. Gordon formed Gordon Realty Investments, a San Francisco-based real estate advisory firm. From 2004 to 2008, Mr. Gordon was Partner and Director of Acquisitions at ATC Partners, a full-service real estate firm in San Francisco, where he focused on acquisitions and repositions of West Coast office properties and oversaw the acquisition of more than \$110 million of office investments in the San Francisco Bay Area and other major West Coast cities. From 1998 to 2004, Mr. Gordon served as Senior Vice President and Development Manager for SKS Investments in San Francisco, an investor, advisor and developer of commercial real estate properties in the Western U.S. While in this role, Mr. Gordon directed and executed the planning, entitlement, design and construction of nearly 1 million square feet of class-A office and residential base building redevelopment and ground-up development. Prior to that he served as Project Manager/Construction Manager for Hines Interests in San Francisco where he managed and directed over 2.4 million square feet of tenant improvement projects and was involved in nearly \$1 billion of base building development projects. He currently serves on the Board of Directors of each of the San Francisco Bay Area Chapter of NAIOP, the San Francisco BOMA PAC and the City of Hope Real Estate Council. Mr. Gordon graduated with honors from the University of Western Ontario in London, Canada, with a Bachelor of Social Science degree in the Urban Development Program.

## COMPENSATION DISCUSSION AND ANALYSIS

### COMPENSATION COMMITTEE REPORT

*The information contained in this Report of the Compensation Committee shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”) or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing (except to the extent that we specifically incorporate this information by reference) and shall not otherwise be deemed “soliciting material” or “filed” with the SEC or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act (except to the extent that we specifically incorporate this information by reference).*

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis and, based on such review and discussions, recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company’s Annual Report on Form 10-K and this Proxy Statement.

### COMPENSATION COMMITTEE

Jonathan Glaser  
Mark D. Linehan  
Barry A. Porter

### EXECUTIVE COMPENSATION

This section discusses the principles underlying the material components of our executive compensation program for our executive officers who are named in the “Summary Compensation Table” below and the factors relevant to an analysis of the compensatory policies and decisions. Our “named executive officers” during 2012 were Victor J. Coleman, Chief Executive Officer; Howard S. Stern, President; Mark T. Lammis, Chief Financial Officer; Christopher Barton, Executive Vice President, Operations and Development; and Dale Shimoda, Executive Vice President, Finance.

#### Executive Summary

Our executive compensation program is designed to provide a total compensation package intended to attract and retain high-caliber executive officers and employees, and also to incentivize employee contributions that are consistent with our corporate objectives and stockholder interests. It is our policy to provide a competitive total compensation package and share our success with our named executive officers, as well as our other employees, when our objectives are met.

#### 2012 Business Highlights

For 2012, examples of key Company performance achievements that the Compensation Committee took into account when setting compensation include the following:

- Achieved total shareholder return performance for the year at the 100<sup>th</sup> percentile of the executive compensation peer group and the 85<sup>th</sup> percentile of the size-based peer group (each as defined below);
- Sourced and executed the acquisition of over 1 million square feet of office space in our target markets;
- Maintained a flexible capital structure demonstrated by (i) raising approximately \$190 million of common equity and \$56 million of preferred equity, (ii) establishing a new unsecured corporate credit facility with borrowing capacity of \$250 million, and (iii) closing project financings totaling close to \$280 million;
- Achieved sound operating results that include continued growth in the Company’s funds from operations and a current stabilized office portfolio occupancy rate of 93.5%, representing an increase of approximately 120 basis points from year end 2011.

#### 2012 Executive Compensation Highlights

In December 2012, after review of our financial performance during 2012 and our other business accomplishments, our Compensation Committee took the following compensation actions with respect to our executives:

- Approved base salary increases for 2013 that were designed to better align our executives with their respective peer group;

- Despite strong year-over-year performance, as summarized under “2012 Business Highlights” above, our Compensation Committee awarded annual cash bonuses to Messrs. Coleman and Stern that were equal to the bonuses paid to the executive in 2011, and awarded annual cash bonuses to Messrs. Lammis, Barton and Shimoda that were more closely aligned to market.
- Awarded annual equity grants on December 29, 2012 determined based on an evaluation of our overall 2012 performance.
- Adopted, on January 1, 2013, the 2013 Outperformance Program that will allow our executives to earn additional equity awards to the extent that the Company exceeds certain defined absolute and relative total shareholder return targets over a prospective three-year performance period.

The following table sets forth the key elements of our named executive officers’ compensation, along with the primary objective associated with each element of compensation.

| <b>Compensation Element</b>                          | <b>Primary Objective</b>                                                                                                                                                                                                                                    |
|------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Base salary                                          | To recognize ongoing performance of job responsibilities and to provide a necessary tool in attracting and retaining employees.                                                                                                                             |
| Annual performance-based cash compensation (bonuses) | To emphasize short-term corporate objectives and individual contributions to the achievement of those objectives.                                                                                                                                           |
| Long-term equity incentive compensation              | To emphasize long-term performance objectives, align the interests of our named executive officers with shareholder interests, encourage the maximization of shareholder value and retain key executives.                                                   |
| Severance and change in control benefits             | To encourage the continued attention and dedication of our named executive officers and provide reasonable individual security to enable our named executive officers to focus on our best interests, particularly when considering strategic alternatives. |
| Retirement savings (401(k)) plan                     | To provide retirement savings in a tax-efficient manner.                                                                                                                                                                                                    |
| Health and welfare benefits                          | To provide a basic level of protection from health, dental, life and disability risks.                                                                                                                                                                      |

To serve the foregoing objectives, our overall compensation program is generally designed to be flexible and complementary rather than purely formulaic. In alignment with the objectives set forth above, since our IPO in 2010, the Compensation Committee has generally determined the overall compensation of our named executive officers and its allocation among the elements described above, relying on the analyses and advice provided by its compensation consultant as well as input from our management team.

Our compensation decisions for the named executive officers in 2012, including each of the key elements of our executive compensation program, are discussed in more detail below. This discussion is intended to be read in conjunction with the executive compensation tables and related disclosures.

## **Executive Compensation Philosophy and Objectives**

### ***Objectives of Our Compensation Program***

Our Compensation Committee has adopted an executive compensation philosophy designed to accomplish the following objectives:

- To attract, retain and motivate a high-quality executive management team capable of creating long-term stockholder value;
- To provide compensation opportunities that are competitive with the prevailing market, are rooted in a pay-for-performance philosophy, and create a strong alignment of management and stockholder interests; and
- To achieve an appropriate balance between risk and reward in our compensation programs that does not incentivize unnecessary or excessive risk taking.

In order to achieve these objectives, a comprehensive and market-based compensation program is provided to the executive officers that includes both fixed and variable amounts, the components of which are described in more detail below under “Elements of Executive Officer Compensation.”

### ***Compensation Philosophy***

We design the principal components of our executive compensation program to achieve one or more of the principles and objectives described above. We view each component of our executive compensation program as related but distinct, and we expect to regularly reassess the total compensation of our executive officers to ensure that our overall compensation objectives are met. Compensation of our named executive officers consists of the following elements:

- base salary;
- annual discretionary performance-based bonuses;
- equity incentive compensation grants and multi-year outperformance programs;
- certain severance and change in control benefits; and
- retirement, health and welfare benefits and certain limited perquisites and other personal benefits.

During 2012, our named executive officers were eligible to earn cash compensation in the form of base salaries and discretionary annual bonuses that we believe appropriately recognize ongoing performance of job responsibilities and reward our executive officers for their individual contributions to the Company. A substantial portion of each named executive officer’s compensation was provided in the form of equity compensation subject to multi-year vesting provisions, and a multi-year outperformance program, each designed to ensure that management maintains a long-term focus that serves the best interests of the Company.

Each of the primary elements of our 2012 executive compensation program is discussed in more detail below. While we have identified particular compensation objectives that each element of executive compensation serves, our compensation programs are designed to be flexible and complementary and to collectively serve all of the executive compensation principles and objectives described above. Accordingly, whether or not specifically mentioned below, we believe that, as a part of our overall executive compensation policy, each individual element, to a greater or lesser extent, serves each of our compensation objectives. We have not adopted any formal or informal policies or guidelines for allocating compensation between long-term and short-term compensation, between cash and non-cash compensation or among different forms of cash and non-cash compensation.

In addition, the compensation levels of our named executive officers reflect to a significant degree the varying roles and responsibilities of such executives. As a result of our Board’s assessment of our Chief Executive Officer’s substantial roles and responsibilities within the Company, we believe that a significant compensation differential between his compensation levels and those of our other named executive officers is appropriate.

### ***How We Determine Executive Compensation***

Our Compensation Committee determines compensation for our named executive officers and consists of three independent directors, Jonathan Glaser (Chairman), Mark Linehan and Barry Porter. Our Compensation Committee exercises independent discretion with respect to executive compensation matters and administers our equity incentive programs, including reviewing and approving equity grants to our named executive officers pursuant to our 2010 Incentive Award Plan, or 2010 Plan. Our Compensation Committee operates under a written charter adopted by our Board of Directors, a copy of which is available on our Web site at [www.hudsonpacificproperties.com](http://www.hudsonpacificproperties.com). Information contained on our Web site is not incorporated by reference into this Proxy Statement, and you should not consider information contained on our Web site to be part of this Proxy Statement.

The initial compensation arrangements with our named executive officers were determined in negotiations with each individual executive prior to our IPO. Since the completion of our IPO in 2010, our Compensation Committee has worked with its compensation consultant, as described in greater detail below in “—Engagement of Compensation Consultant,” to implement compensation policies based on the following factors: (i) our desire to align the interests of our named executive officers with those of our stockholders and incentivize them over the near, medium and long term, (ii) our need to reward our named executive officers for exceptional performance and (iii) our need to retain our named executive officers’ services over the long term. In addition, our Compensation Committee continues to consider additional factors that may be appropriate for inclusion in our long-term compensation philosophy.

In making compensation decisions in 2012, our Compensation Committee evaluated our performance and the performance of the Chief Executive Officer and, together with the Chief Executive Officer, assessed the individual performance of the other

named executive officers. The Compensation Committee also reviewed market-based compensation data provided by its compensation consultant, as described in greater detail below in “—Engagement of Compensation Consultant.” The other named executive officers do not play a role in determining their own compensation, other than discussing their performance with our Chief Executive Officer. During 2012, the Compensation Committee held meetings both independently and with the participation of our Chief Executive Officer. The Compensation Committee’s compensation consultant also participated in select meetings, at the committee’s request.

We provide our stockholders with the opportunity to vote annually on the advisory approval of the compensation of our named executive officers (a “say-on-pay proposal”). At our annual stockholders’ meeting held in June 2012, a substantial majority of the votes cast on the say-on-pay proposal at that meeting were voted in favor of the proposal. The Compensation Committee believes this affirms our stockholders’ support of the compensation program, objectives and policies for our named executive officers, and did not change the approach in 2012 in connection with the vote on our 2012 say-on-pay proposal. The Compensation Committee will continue to consider the outcome of the Company’s say-on-pay proposals when making future compensation decisions for our named executive officers.

### ***Engagement of Compensation Consultant***

The Compensation Committee is authorized to retain the services of one or more executive compensation advisors, in its discretion, to assist with the establishment and review of our compensation programs and related policies. In 2012, the Compensation Committee engaged FTI Consulting, Inc., or FTI, a real estate advisory practice, to provide market-based compensation data and to advise on industry trends and best practices. In connection with these efforts, FTI prepared for the Compensation Committee two peer group compensation analyses: (i) a Performance-Based Peer Group analysis and (ii) a Size-Based Peer Group analysis. The Performance-Based Peer Group was comprised of other publicly-traded real estate investment trusts generally with an investment focus on office properties and/or a geographic concentration on the West Coast, and included the following 16 companies:

|                                       |                                |                              |                                         |
|---------------------------------------|--------------------------------|------------------------------|-----------------------------------------|
| Alexandria Real Estate Equities, Inc. | Digital Realty Trust, Inc.     | Kilroy Realty Corporation    | Piedmont Office Realty Trust, Inc.      |
| BioMed Realty Trust, Inc.             | Douglas Emmett, Inc.           | Lexington Realty Trust       | PS Business Parks, Inc.                 |
| Brandywine Realty Trust               | Entertainment Properties Trust | Mack-Cali Realty Corporation | Realty Income Corporation               |
| Corporate Office Properties Trust     | Highwoods Properties, Inc.     | Parkway Properties, Inc.     | Washington Real Estate Investment Trust |

Additionally, in order to be more exhaustive and evaluate a broader scope of information, and in recognition of our size relative to several of the companies included in the Performance-Based Peer Group, the Compensation Committee requested that FTI prepare a Size-Based Peer Group comprised of other publicly-traded real estate investment trusts across various asset sectors with a median total equity market capitalization level of approximately \$870 million (slightly smaller than the Company, which has a total equity market capitalization of approximately \$1 billion). The Size-Based Peer Group was comprised of the following 27 companies:

|                                       |                                     |                                 |                                           |
|---------------------------------------|-------------------------------------|---------------------------------|-------------------------------------------|
| Acadia Realty Trust                   | CubeSmart                           | iStar Financial Inc.            | Pennsylvania Real Estate Investment Trust |
| Anworth Mortgage Corporation          | FelCor Lodging Trust Incorporated   | Lexington Realty Trust          | Retail Opportunity Investments Corp.      |
| Arlington Asset Investment Corp.      | First Industrial Realty Trust, Inc. | LTC Properties, Inc.            | Strategic Hotels & Resorts                |
| Ashford Hospitality Trust, Inc.       | First Potomac Realty Trust          | Morgans Hotel Group Company     | Sun Communities, Inc.                     |
| Associated Estates Realty Corporation | Glimcher Realty Trust               | National HealthCare Corporation | Sunstone Hotel Investors, Inc.            |
| Cedar Realty Trust, Inc.              | Gramercy Capital Corp.              | NorthStar Realty Finance Corp.  | Urstadt Biddle Properties Inc.            |
| Cousins Properties Incorporated       | Hersha Hospitality Trust            | Pebblebrook Hotel Trust         |                                           |

The compensation analysis for each peer group provided an overview of typical compensation components (e.g., base salaries, annual bonuses and long-term equity incentives), as well as the range of compensation levels by position, in each case, generally found within the relevant peer group. The peer group compensation analyses prepared by FTI were utilized by the Compensation Committee for informational purposes only and were not utilized for benchmarking purposes.

Other than advising the Compensation Committee as described above, FTI did not provide any material services to the Company in 2012. Furthermore, our management team neither made the decision, nor recommended that the Compensation Committee decide, to engage FTI. The Compensation Committee has sole authority to hire, fire and set the terms of engagement with FTI. Our Compensation Committee has assessed the independence of FTI pursuant to SEC rules and concluded that no conflict of interest exists that would prevent FTI from independently representing the Compensation Committee.

### ***Measuring 2012 Performance***

We evaluate performance based on a variety of business objectives, including but not limited to, execution of capital markets strategy, expansion of asset base, sourcing and completion of accretive acquisitions, strength of balance sheet, earnings, and occupancy and leasing performance, that we believe correlate to the long-term, sustainable creation of stockholder value.

With the assistance of FTI, the Compensation Committee performed a comprehensive review of corporate and individual performance for 2012 as part of its determination of year-end 2012 performance-based compensation, including cash bonuses and annual grants of equity awards. The Compensation Committee's review did not include an assessment of any predetermined metrics or hurdles (as no such metrics or hurdles were applicable), but instead was based on an evaluation of company and individual performance in relation to select market and operational criteria the Compensation Committee felt were most appropriate given our recent transition into the public arena and growth stage. Such criteria included success achieved in relation to acquisitions performance and capital deployment, capital markets strategy, organizational development, and stockholder value creation, among others. Individual performance metrics are discussed in more detail below in the sections entitled "Elements of Executive Officer Compensation—Annual Cash Bonuses" and "—Long-Term Equity Incentives." Key company performance achievements attained in 2012 that the Compensation Committee took into account when setting 2012 compensation are disclosed under the section entitled "Elements of Executive Officer Compensation—Annual Cash Bonuses."

### **Elements of Executive Officer Compensation**

The following is a discussion of the primary elements of 2012 compensation for each of our named executive officers.

#### ***Base Salaries***

Each named executive officer's compensation was initially established based on negotiations in connection with our IPO in 2010. We believe that these salary levels provide appropriate levels of fixed income based on the background, qualifications and skill set of each executive. Base salaries of our named executive officers initially were approved by our Board and are periodically reviewed by our Compensation Committee. No formulaic base salary increases are provided to our named executive officers; however our Compensation Committee may adjust base salaries in connection with its periodic review. The actual base salaries paid to all of our named executive officers during 2012 are unchanged from 2011 and are set forth in the "Summary Compensation Table" below.

In December 2012, our Compensation Committee increased the annual base salaries for Messrs. Coleman, Stern, Lammas, Barton and Shimoda to \$600,000, \$450,000, \$450,000, \$375,000 and \$375,000, respectively, effective January 1, 2013. Each salary adjustment was intended to recognize the executive's contributions and provide our executives with market-competitive base pay.

#### ***Annual Cash Bonuses***

Our named executive officers are eligible to earn discretionary annual cash bonuses based on each executive officer's individual performance and contribution to the Company's success, as determined by our Compensation Committee. Eligibility to receive these cash bonuses incentivizes our named executive officers to strive to perform at their highest levels and furthers our interests and the interests of our stockholders. The amounts of any discretionary cash bonuses are determined each year by our Compensation Committee after taking into account its subjective assessment of individual performance and the named executive officer's contributions to company-wide performance.

With the assistance of FTI, the Compensation Committee performed a comprehensive review of corporate and individual performance for 2012 as part of its determination of year-end 2012 performance-based compensation, including cash bonuses and annual grants of equity awards. The Compensation Committee's review did not include an assessment of any predetermined metrics or hurdles (as no such metrics or hurdles were applicable), but instead was based on an evaluation of Company and individual performance in relation to select market and operational criteria the Compensation Committee felt were most appropriate given our relatively recent transition into the public arena and growth stage. Such criteria included success achieved in relation to acquisitions and capital deployment, capital markets strategy, asset management, organizational development, and stockholder value creation, among others. Individual performance metrics are discussed in more detail below in the section entitled "Elements of Executive Officer Compensation—Long-Term Equity Incentives." Examples of key Company performance achievements attained in 2012 that the Compensation Committee took into account when setting 2012 cash bonuses include the following:

- Total shareholder return performance for the year at the 100<sup>th</sup> percentile of the executive compensation peer group and the 85<sup>th</sup> percentile of the size-based peer group;
- Acquired four projects totaling more than one million square feet and nearly \$525 million of gross purchase value in our target markets, including the (i) 9,999-square-foot 10900 Washington Boulevard in Culver City, for a total gross purchase price of \$2.6 million, directly adjacent to the Company's 10950 Washington property, (ii) 212,319-square-foot, 901 Market Street property in San Francisco, for a total gross purchase price of \$90.0 million, (iii) 233,600 square foot Element LA Media Campus, for a gross purchase price of \$89.0 million, and the (iv) 625,640-square-foot The Pinnacle property, for a gross purchase price of \$342.5 million;
- Closed significant debt and equity transactions, including (i) raising approximately \$190 million of common equity and \$56 million of preferred equity, (ii) replacing a \$200 million secured credit facility with a \$250 million unsecured corporate credit facility with greater borrowing flexibility and lower interest than the pre-existing corporate facility, and (iii) closing project financings totaling close to \$280 million, including (a) a 10-year term loan totaling \$43 million with PNC Bank, National Association secured by our First Financial Plaza property, (b) a 10-year term loan totaling \$30 million with Cantor Commercial Real Estate Lending, L.P., secured by our 10950 Washington property, (c) a three-year loan with Wells Fargo Bank, N.A., secured by the Company's 275 Brannan property, which, upon full disbursement, will total \$15 million, (d) a four-year loan with Wells Fargo Bank, N.A., secured by the Company's 901 Market Street property, which, upon full disbursement, will total \$62 million, and (e) a 10-year loan totaling \$129 million with LoanCore, secured by the Company's Pinnacle I property; and
- Achieved sound operating results that include continued growth in the Company's funds from operations and a current stabilized office portfolio occupancy rate to 93.5%, representing an increase of approximately 120 basis points from year end 2012.

The annual cash bonuses for 2012 were as follows:

| <b>Executive</b>   | <b>2012 Bonus</b> |
|--------------------|-------------------|
| Victor J. Coleman  | \$ 1,000,000      |
| Howard S. Stern    | \$ 575,000        |
| Mark T. Lammas     | \$ 450,000        |
| Christopher Barton | \$ 400,000        |
| Dale Shimoda       | \$ 400,000        |

These discretionary bonuses were not determined based on the attainment of any particular individual or company-level performance goal(s) or the application of any benchmarking or formula(e). Instead, the Compensation Committee considered all of the factors described in the preceding paragraph as applied to each named executive officer (including, in the case of company-level metrics, such named executive officer's contribution to the attainment of those metrics), and made a subjective determination as to the appropriate bonus level based on that information, considered in light of the Compensation Committee's collective experience regarding appropriate compensation and bonus levels.

### ***Long-Term Equity Incentives***

The goals of our long-term, equity-based awards are to incentivize and reward increases in long-term stockholder value and to align the interests of our named executive officers with the interests of our stockholders. Because vesting is based on continued employment (typically over a period of three to five years), our equity-based incentives also serve to help retain our named executive officers through the award vesting period.

## *Annual Equity Awards*

Historically, including with respect to 2012, we have granted restricted stock to our named executive officers in order to incentivize future growth, but also to deliver value to these officers in excess of simple future appreciation. These awards were further intended to enable our executive officers to establish or augment meaningful equity stakes in the Company. We believe that these awards enable us to deliver competitive compensation value to the executive officers at levels sufficient to attract and retain top talent within our executive officer ranks.

As part of its review of 2012 performance, in determining whether to make annual grants of equity awards to our named executive officers in respect of services provided during 2012, the Compensation Committee analyzed the role and responsibilities of the individual, individual performance history, and prevailing market practices based on market data provided by FTI with respect to the Performance-Based Peer Group and Size-Based Peer Group, as well as Company and individual performance. This analysis considered the same performance and market factors as those considered in determining the named executive officers' discretionary cash bonuses for 2012, as described in more detail above in the sections entitled "Executive Compensation Philosophy and Objectives—Measuring 2012 Performance" and "—Annual Cash Bonuses." As with the discretionary cash bonuses, annual equity awards were not determined based on the attainment of any particular individual or company-level performance goal(s) or the application of any benchmarking or formula(e). Instead, the Compensation Committee considered all of the relevant factors as applied to each named executive officer (including, in the case of company-level metrics, such named executive officer's contribution to the attainment of those metrics), and made a subjective determination as to the appropriate equity grant level based on that information, taking into consideration the Compensation Committee's collective experience regarding appropriate annual equity grant levels.

Based on this assessment, on December 29, 2012, the Compensation Committee approved grants of restricted stock to Messrs. Coleman, Stern, Lammas, Barton and Shimoda of 89,415 shares, 36,249 shares, 36,249 shares, 15,708 shares and 15,708 shares, respectively, pursuant to the 2010 Plan. These restricted stock awards will vest in three equal, annual installments on each of the first three anniversaries of the grant date, subject to the executive's continued employment (and further subject to accelerated vesting upon a change in control or certain terminations as described below in the section entitled "—Potential Payments Upon Termination or Change in Control").

## *Outperformance Programs*

On January 1, 2012, in order to further align the interests of our named executive officers with those of our shareholders, our Compensation Committee adopted the 2012 Outperformance Program ("2012 OPP") under our 2010 Plan. The 2012 OPP is a multi-year outperformance program covering our senior executives, including our named executive officers, that authorizes grants of incentive awards linked to our absolute and relative total shareholder return ("TSR") over the performance period beginning on January 1, 2012 and ending on the earlier to occur of December 31, 2014 or the date on which we experience a change in control. Each 2012 OPP award confers a percentage participation right in a dollar-denominated, stock-settled bonus pool, as well as certain dividend equivalent rights. We attained pro-rated TSR performance goals during 2012, thus establishing a minimum bonus pool of \$2 million.

Under the 2012 OPP, a bonus pool of up to (but not exceeding) \$10 million will be determined at the end of the performance period as the value of the sum of: (i) 4% of the amount by which our TSR during the performance period exceeds 9% simple annual TSR (the absolute TSR component), plus (ii) 4% of the amount by which our TSR performance exceeds that of the SNL Equity REIT Index (determined on a percentage basis that is then multiplied by the sum of (A) our market capitalization on that date, plus (B) the aggregate per share dividend over the performance period through such date) (the relative TSR component), except that the relative TSR component will be reduced on a linear basis from 100% to 0% for absolute TSR performance ranging from 7% to 0% simple annual TSR over the performance period. In addition, the relative TSR component may be a negative value equal to 4% of the amount by which we underperform the SNL Equity REIT Index by more than 3% per year during the performance period (if any). If we attain pro-rated TSR performance goals during 2012 and/or 2013 that yield hypothetical bonus pools of up to \$2 million for 2012 performance and/or up to \$4 million for combined 2012/2013 performance, stock awards issued under the final bonus pool at the end of the performance period will cover a number of shares in the aggregate at least equal to the number of shares that would have been subject to stock awards issued at the end of 2012 or 2013 (whichever is greater) based on our TSR performance and common stock price for such prior years (subject to reduction to comply with the \$10 million bonus pool limitation).

At the end of the three-year performance period, participants who remain employed with us will be paid their percentage interest in the bonus pool as stock awards based on the value of our common stock at the end of the performance period. Half of each such participant's bonus pool interest will be paid in fully vested shares of our common stock and the other half will be

paid in restricted stock units (RSUs) that vest in equal annual installments over the two years immediately following the performance period (based on continued employment) and which carry tandem dividend equivalent rights. However, if the performance period is terminated prior to December 31, 2014 in connection with a change in control, 2012 OPP awards will be paid entirely in fully vested shares of our common stock immediately prior to the change in control. In addition to these share/RSU payments, each 2012 OPP award entitles its holder to a cash payment equal to the aggregate dividends that would have been paid during the performance period on the total number of shares and RSUs ultimately issued or granted in respect of such 2012 OPP award, had such shares and RSUs been outstanding throughout the performance period.

If a participant's employment is terminated without "cause," for "good reason" or due to the participant's death or disability during the performance period (referred to as qualifying terminations), the participant will be paid his or her 2012 OPP award at the end of the performance period entirely in fully vested shares (except for the performance period dividend equivalent, which will be paid in cash at the end of the performance period). Any such payment will be pro-rated in the case of a termination without "cause" or for "good reason" by reference to the participant's period of employment during the performance period. If we experience a change in control or a participant experiences a qualifying termination of employment, in either case, after December 31, 2014, any unvested RSUs that remain outstanding will accelerate and vest in full upon such event.

Upon adoption of the 2012 OPP, our Compensation Committee granted Messrs. Coleman, Stern, Lammas, Barton and Shimoda 2012 OPP awards of 25%, 15%, 15%, 10% and 5%, respectively. The following chart provides the maximum dollar value of shares and RSUs that may be awarded to each named executive officer, assuming our Company achieves performance to fund the 2012 OPP bonus pool at the maximum of \$10 million:

| <b>Named Executive Officer</b> | <b>2012 OPP Award Bonus Percentage</b> | <b>Maximum Potential Dollar-Denominated Award under 2012 OPP</b> |
|--------------------------------|----------------------------------------|------------------------------------------------------------------|
| Victor J. Coleman              | 25%                                    | \$2,500,000                                                      |
| Howard S. Stern                | 15%                                    | \$1,500,000                                                      |
| Mark T. Lammas                 | 15%                                    | \$1,500,000                                                      |
| Christopher Barton             | 10%                                    | \$1,000,000                                                      |
| Dale Shimoda                   | 5%                                     | \$500,000                                                        |

On January 1, 2013, our Compensation Committee adopted the 2013 Outperformance Program ("2013 OPP") under our 2010 Plan. The 2013 OPP is substantially similar to the 2012 OPP except that (i) the performance period will run from January 1, 2013 through December 31, 2015 (subject to earlier termination) and (ii) the maximum bonus pool under the 2013 OPP is \$11 million (rather than \$10 million). Our Compensation Committee granted Victor J. Coleman, Howard S. Stern, Mark T. Lammas, Christopher Barton and Dale Shimoda, our named executive officers, 2013 OPP awards of 22.73%, 15%, 15%, 10% and 5.77%, respectively.

### ***Employee Benefits***

Our full-time employees, including our named executive officers, are eligible to participate in health and welfare benefit plans, which provide medical, dental, prescription, long-term disability, life insurance, an employee assistance program and other health benefits. We believe that these benefits are a key component of a comprehensive compensation package, providing essential protections to our named executive officers and enhancing the overall desirability and competitiveness of our total rewards package.

Our employees, including our named executive officers, who satisfy certain eligibility requirements may participate in our 401(k) retirement savings plan. Under the 401(k) plan, eligible employees may elect to contribute pre-tax amounts to the plan, up to a statutorily prescribed limit. In 2012, we did not match contributions made by participants to the plan. However, we expect to match a portion of the contributions to the 401(k) plan on behalf of eligible employees in 2013. We believe that providing a vehicle for tax-preferred retirement savings through our 401(k) plan adds to the overall desirability of our executive compensation package and further incentivizes our employees, including our named executive officers, in accordance with our compensation policies.

### ***Additional Compensation Components***

In the future, we may provide different and/or additional compensation components, benefits and/or perquisites to our named executive officers to ensure that we provide a balanced and comprehensive compensation structure. We believe that it is important to maintain flexibility to adapt our compensation structure at this time to properly attract, motivate and retain the top

executive talent for which we compete. All future practices regarding compensation components, benefits and/or perquisites will be subject to periodic review by our Compensation Committee.

### ***Severance and Change in Control Benefits***

As described more fully below in the sections entitled “—Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards in 2012 Table” and “—Potential Payments Upon Termination or Change in Control,” we entered into employment agreements with our named executive officers in connection with the completion of our IPO that provide for various severance and change in control benefits and other terms and conditions of employment. We believe that the protections contained in these employment agreements will help to ensure the day-to-day stability necessary to our executives to enable them to properly focus their attention on their duties and responsibilities with the Company and will provide security with regard to some of the most uncertain events relating to continued employment, thereby limiting concern and uncertainty and promoting productivity. In addition, as described above, the 2012 OPP and 2013 OPP provide for pro-rata accelerated time-vesting upon a qualifying termination, as well as accelerated vesting upon a change in control (subject to attainment of applicable performance criteria). For a description of the material terms of the employment agreements and treatment of 2012 OPP awards in connection with a change in control or qualifying termination, see “—Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards in 2012 Table” and “—Potential Payments Upon Termination or Change in Control” below.

### **Tax Considerations**

#### ***Section 162(m) of the Internal Revenue Code***

Section 162(m) of the Code disallows a tax deduction for any publicly held corporation for individual compensation exceeding \$1.0 million in any taxable year for our chief executive officer and each of the other named executive officers (other than our chief financial officer), unless compensation is performance based. We expect that our Compensation Committee will adhere to the principle that, where reasonably practicable, to the extent applicable, we will seek to qualify the variable compensation paid to our named executive officers for an exemption from any applicable deductibility limitations of Section 162(m) of the Code. As such, in approving the amount and form of compensation for our named executive officers in the future, our Compensation Committee will consider all elements of the cost to the Company of providing such compensation, including the potential impact of Section 162(m) of the Code. However, our Compensation Committee may, in its judgment, authorize compensation payments that are subject to deduction limitations under Section 162(m) of the Code when it believes that such payments are appropriate to attract and retain executive talent.

#### ***Section 409A of the Internal Revenue Code***

Section 409A of the Code requires that “nonqualified deferred compensation” be deferred and paid under plans or arrangements that satisfy the requirements of the statute with respect to the timing of deferral elections, timing of payments and certain other matters. Failure to satisfy these requirements can expose employees and other service providers to accelerated income tax liabilities, penalty taxes and interest on their vested compensation under such plans. Accordingly, as a general matter, it is our intention to design and administer our compensation and benefits plans and arrangements for all of our employees and other service providers, including our named executive officers, so that they are either exempt from, or satisfy the requirements of, Section 409A of the Code.

#### ***Section 280G of the Internal Revenue Code***

Section 280G of the Code disallows a tax deduction with respect to excess parachute payments to certain executives of companies that undergo a change in control. In addition, Section 4999 of the Code imposes a 20% penalty on the individual receiving the excess payment.

Parachute payments are compensation that is linked to or triggered by a change in control and may include, but are not limited to, bonus payments, severance payments, certain fringe benefits, and payments and acceleration of vesting from long-term incentive plans including stock options and other equity-based compensation. Excess parachute payments are parachute payments that exceed a threshold determined under Section 280G of the Code based on the executive’s prior compensation. In approving the compensation arrangements for our named executive officers in the future, our Compensation Committee will consider all elements of the cost to the Company of providing such compensation, including the potential impact of Section 280G of the Code. However, our Compensation Committee may, in its judgment, authorize compensation arrangements that could give rise to loss of deductibility under Section 280G of the Code and the imposition of excise taxes under Section 4999 of the Code when it believes that such arrangements are appropriate to attract and retain executive talent.

## Accounting Standards

ASC Topic 718, *Compensation—Stock Compensation* (referred to as ASC Topic 718 and formerly known as FASB 123R), requires us to calculate the grant date “fair value” of our stock-based awards using a variety of assumptions. ASC Topic 718 also requires us to recognize an expense for the fair value of equity-based compensation awards. Grants of stock options, restricted stock, restricted stock units and performance units under our equity incentive award plans will be accounted for under ASC Topic 718. Our Compensation Committee will regularly consider the accounting implications of significant compensation decisions, especially in connection with decisions that relate to our equity incentive award plans and programs. As accounting standards change, we may revise certain programs to appropriately align the accounting expense of our equity awards with our overall executive compensation philosophy and objectives.

### SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the compensation of our named executive officers for the years ended December 31, 2010, December 31, 2011 and December 31, 2012.

| Name and Principal Position                          | Year | Salary (\$) | Bonus (\$) <sup>(1)</sup> | Stock Awards (\$) <sup>(2)</sup> | All Other Compensation | Total (\$) |
|------------------------------------------------------|------|-------------|---------------------------|----------------------------------|------------------------|------------|
| Victor J. Coleman                                    | 2012 | 500,000     | 1,000,000                 | 2,722,496                        | 598                    | 4,223,094  |
| Chief Executive Officer                              | 2011 | 500,000     | 1,000,000                 | 1,500,001                        | 23,891                 | 3,023,892  |
|                                                      | 2010 | 253,245     | 500,000                   | 3,499,993                        | 15,167                 | 4,268,585  |
| Howard S. Stern                                      | 2012 | 400,000     | 575,000                   | 1,273,492                        | 598                    | 2,249,090  |
| President                                            | 2011 | 400,000     | 575,000                   | 674,999                          | 643                    | 1,650,642  |
|                                                      | 2010 | 202,740     | 400,000                   | 1,559,986                        | 321                    | 2,163,047  |
| Mark T. Lammas                                       | 2012 | 300,000     | 450,000                   | 1,273,492                        | 598                    | 2,024,090  |
| Chief Financial Officer                              | 2011 | 300,000     | 425,000                   | 424,999                          | 643                    | 1,150,642  |
|                                                      | 2010 | 152,055     | 225,000                   | 650,002                          | 321                    | 1,027,378  |
| Christopher Barton                                   | 2012 | 300,000     | 400,000                   | 673,999                          | 598                    | 1,374,597  |
| Executive Vice President, Operations and Development | 2011 | 300,000     | 300,000                   | 250,000                          | 643                    | 850,643    |
|                                                      | 2010 | 152,055     | 225,000                   | 550,006                          | 321                    | 927,382    |
| Dale Shimoda                                         | 2012 | 300,000     | 400,000                   | 499,499                          | 598                    | 1,200,097  |
| Executive Vice President, Finance                    | 2011 | 300,000     | 300,000                   | 250,000                          | 643                    | 850,643    |
|                                                      | 2010 | 152,055     | 225,000                   | 550,006                          | 321                    | 927,382    |

(1) Amounts represent discretionary bonuses paid to our named executive officers in respect of services provided during the applicable fiscal year.

(2) Amounts reflect the full grant-date fair value of restricted stock awards granted in 2012 and awards under the 2012 OPP, each computed in accordance with ASC Topic 718, rather than the amounts paid to or realized by the named individual. The grant-date fair values relating to 2012 restricted stock awards are \$1,849,996, \$749,992, \$749,992, \$324,999 and \$324,999 for Messrs. Coleman, Stern, Lammas, Barton and Shimoda, respectively. The 2012 OPP award amounts are \$872,500, \$523,500, \$523,500, \$349,000 and \$174,500 for Messrs. Coleman, Stern, Lammas, Barton and Shimoda, respectively. We provide information regarding the assumptions used to calculate the value of all restricted stock awards and awards under the 2012 OPP made to executive officers in Notes 2 and 10 to the consolidated financial statements contained in our Annual Report on Form 10-K, filed March 14, 2013. There can be no assurance that awards will vest (if an award does not vest, no value will be realized by the individual). The single measure that determines the number of shares issued under our 2012 OPP to a named executive officer is our TSR compared with an absolute threshold and the SNL Equity REIT Index, computed over the applicable performance period as described in more detail in “*Elements of Executive Officer Compensation-Outperformance Program*” above. The awards under the 2012 OPP are treated as market condition shares as defined under ASC Topic 718, and as a result, the grant date values will not differ from the fair values presented in the table above.

## GRANTS OF PLAN-BASED AWARDS IN 2012

The following table sets forth information regarding grants of plan-based awards made to our named executive officers during the year ended December 31, 2012:

| Name               | Grant Date        | Estimated Future Payouts Under Equity Incentive Plan Awards(1) |              | All Other Stock Awards: Number of Shares of Stock (#) | Grant Date Fair Value of Stock Awards (\$) |
|--------------------|-------------------|----------------------------------------------------------------|--------------|-------------------------------------------------------|--------------------------------------------|
|                    |                   | Target (\$)                                                    | Maximum (\$) |                                                       |                                            |
| Victor J. Coleman  | January 1, 2012   | 2,500,000                                                      | 2,500,000    | —                                                     | 872,500 (2)                                |
|                    | December 29, 2012 | —                                                              | —            | 89,415 (3)                                            | 1,849,996 (4)                              |
| Howard S. Stern    | January 1, 2012   | 1,500,000                                                      | 1,500,000    | —                                                     | 523,500 (2)                                |
|                    | December 29, 2012 | —                                                              | —            | 36,249 (3)                                            | 749,992 (4)                                |
| Mark T. Lammas     | January 1, 2012   | 1,500,000                                                      | 1,500,000    | —                                                     | 523,500 (2)                                |
|                    | December 29, 2012 | —                                                              | —            | 36,249 (3)                                            | 749,992 (4)                                |
| Christopher Barton | January 1, 2012   | 1,000,000                                                      | 1,000,000    | —                                                     | 349,000 (2)                                |
|                    | December 29, 2012 | —                                                              | —            | 15,708 (3)                                            | 324,999 (4)                                |
| Dale Shimoda       | January 1, 2012   | 500,000                                                        | 500,000      | —                                                     | 174,500 (2)                                |
|                    | December 29, 2012 | —                                                              | —            | 15,708 (3)                                            | 324,999 (4)                                |

- (1) Amounts reflect awards granted under the 2012 OPP. The number of shares to be paid under these awards will equal the dollar value of the bonus pool divided by our per share common stock value at the time of payment. The dollar value of the bonus pool, in turn, will range from \$0 to \$10,000,000 depending on the Company's absolute and relative TSR performance over the performance period. Amounts in the "Maximum" column represent the amounts the named executive officers will be eligible to receive if we achieve performance at a level sufficient to fund the 2012 OPP bonus pool at the maximum of \$10,000,000. Amounts in the "Target" column represent the amounts the named executive officers would receive if our absolute and relative TSR performance for the performance period under the 2012 OPP continues at the same rate as we experienced from January 1, 2012, the first day of the performance period, through December 31, 2012. Awards under the 2012 OPP will be paid in the form of shares of common stock and RSUs (or, if the performance period terminates earlier upon a change in control, in the form of shares only). For additional information on the 2012 OPP, see "*Elements of Executive Officer Compensation-Outperformance Program*" above.
- (2) Amounts reflect the full grant date fair value of awards granted under the 2012 OPP determined in accordance with ASC Topic 718 based on the named executive officer's percentage participation right in the 2012 OPP bonus pool. We provide information regarding the assumptions used to calculate the value of all awards under the 2012 OPP made to executive officers in Notes 2 and 10 to the consolidated financial statements contained in our Annual Report on Form 10-K, filed March 14, 2013. There can be no assurance that awards will vest (if an award does not vest, no value will be realized by the individual).
- (3) On December 29, 2012, our Compensation Committee approved restricted stock awards for each named executive officer, each of which will vest, and the restrictions thereon will lapse, in three equal, annual installments on each of December 29, 2013, December 29, 2014 and December 29, 2015, subject to continued service with us through the applicable vesting dates (and further subject to accelerated vesting upon a change in control or certain terminations as described below in the section entitled "Potential Payments Upon Termination or Change in Control").
- (4) Amounts reflect the full grant date fair value of restricted stock granted during 2012 computed in accordance with ASC Topic 718, rather than the amounts paid to or realized by the named individual. We provide information regarding the assumptions used to calculate the value of all restricted stock awards made to executive officers in Notes 2 and 10 to the consolidated financial statements contained in our Annual Report on Form 10-K, filed March 14, 2013. There can be no assurance that awards will vest (if an award does not vest, no value will be realized by the individual).

## NARRATIVE DISCLOSURE TO SUMMARY COMPENSATION TABLE AND GRANTS OF PLAN-BASED AWARDS IN 2012 TABLE

We entered into employment agreements with each of our named executive officers, effective as of the date of the completion of our IPO on June 29, 2010. The following is a summary of the material terms of the agreements.

Under the employment agreements, Messrs. Coleman, Stern, Lammas, Barton and Shimoda serve as the Company's Chief Executive Officer, President, Chief Financial Officer, Executive Vice President—Operations and Development and Executive Vice President—Finance, respectively. Messrs. Coleman and Stern report directly to our Board, while the other executives report to our Chief Executive Officer. The initial term of the employment agreements will end on June 29, 2013. On that date, the term of the employment agreements will automatically be extended for one year, unless earlier terminated. In the event that we experience a "change in control" (as defined in the 2010 Plan) during the one-year extension period, the term of the

employment agreements will instead continue through the first anniversary of the consummation of the change in control. Pursuant to Messrs. Coleman and Stern's employment agreements, during the terms of their employment, we will nominate each for election as a director.

Under the employment agreements, Messrs. Coleman, Stern, Lammas, Barton and Shimoda are entitled to receive annual base salaries of \$500,000, \$400,000, \$300,000, \$300,000 and \$300,000, respectively, each of which are subject to increase at the discretion of our Compensation Committee. For calendar year 2013, annual base salaries for Messrs. Coleman, Stern, Lammas, Barton and Shimoda will be \$600,000, \$450,000, \$450,000, \$375,000 and \$375,000, respectively. In addition, each executive is eligible to receive an annual discretionary cash performance bonus, the amount of which will be determined based on determinations of Company and individual performance by our Compensation Committee. In connection with entering into the employment agreements, Messrs. Coleman, Stern, Lammas, Barton and Shimoda were each granted an award of restricted shares of our common stock, with respect to 117,647 shares, 53,529 shares, 17,647 shares, 17,647 shares and 17,647 shares, respectively. These restricted stock awards vest in three equal, annual installments on each of the first three anniversaries of June 29, 2010, the date of our IPO, subject to the executive's continued employment through the applicable vesting date (and further subject to accelerated vesting upon a change in control or certain terminations as described below in the section entitled "—Potential Payments Upon Termination or Change in Control"). In addition, the executives are eligible to participate in customary health, welfare and fringe benefit plans, and are eligible to accrue up to four weeks of paid vacation per year.

If an executive's employment is terminated by us without "cause" or by the executive for "good reason" (each, as defined in the employment agreements), because we elect not to renew the initial term of the employment agreement or by reason of the executive's death or disability, the executive will be entitled to certain payments and benefits, as described under "—Potential Payments Upon Termination or Change in Control" below. The employment agreements also contain customary confidentiality and non-solicitation provisions.

## OUTSTANDING EQUITY AWARDS AT 2012 FISCAL YEAR-END

The following table summarizes the number of shares of common stock underlying outstanding equity incentive plan awards for each named executive officer as of December 31, 2012:

| Name               | Stock Awards                                       |                                                                          |                                                                                                                        |                                                                                                                                         |
|--------------------|----------------------------------------------------|--------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
|                    | Number of Shares of Stock That Have Not Vested (#) | Market Value of Shares of Stock That Have Not Vested (\$) <sup>(1)</sup> | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) <sup>(2)</sup> | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>(3)</sup> |
| Victor J. Coleman  | 39,215 (4)                                         | 825,868                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | 33,311 (5)                                         | 701,530                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | 73,692 (6)                                         | 1,551,954                                                                | —                                                                                                                      | —                                                                                                                                       |
|                    | 89,415 (7)                                         | 1,883,080                                                                | —                                                                                                                      | —                                                                                                                                       |
|                    | —                                                  | —                                                                        | 118,708                                                                                                                | 2,499,990                                                                                                                               |
| Howard S. Stern    | 17,843 (4)                                         | 375,774                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | 14,434 (5)                                         | 303,980                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | 33,161 (6)                                         | 698,371                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | 36,249 (7)                                         | 763,404                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | —                                                  | —                                                                        | 71,225                                                                                                                 | 1,499,999                                                                                                                               |
| Mark T. Lammas     | 5,883 (4)                                          | 123,896                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | 7,772 (5)                                          | 163,678                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | 20,879 (6)                                         | 439,712                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | 36,249 (7)                                         | 763,404                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | —                                                  | —                                                                        | 71,225                                                                                                                 | 1,499,999                                                                                                                               |
| Christopher Barton | 5,883 (4)                                          | 123,896                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | 5,552 (5)                                          | 116,925                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | 12,282 (6)                                         | 258,658                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | 15,708 (7)                                         | 330,810                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | —                                                  | —                                                                        | 47,483                                                                                                                 | 999,992                                                                                                                                 |
| Dale Shimoda       | 5,883 (4)                                          | 123,896                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | 5,552 (5)                                          | 116,925                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | 12,282 (6)                                         | 258,659                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | 15,708 (7)                                         | 330,810                                                                  | —                                                                                                                      | —                                                                                                                                       |
|                    | —                                                  | —                                                                        | 23,741                                                                                                                 | 499,985                                                                                                                                 |

- (1) The market value of shares of restricted stock that have not vested is calculated by multiplying the fair market value of a share of our common stock on December 31, 2012 (\$21.06) by the number of unvested shares of restricted stock outstanding under the award.
- (2) Consists of (i) 25%, 15%, 15%, 10% and 5% for Messrs. Coleman, Stern, Lammas, Barton and Shimoda, respectively, multiplied by (ii) \$10,000,000, which equals the amount of the bonus pool under the 2012 OPP assuming the Company's absolute and relative TSR performance for the three-year performance period under the 2012 OPP continues at the same rate as we experienced from January 1, 2012, the first day of the performance period, through December 31, 2012, divided by (iii) \$21.06, which is the fair market value of a share of our common stock on December 31, 2012. Any awards earned under the 2012 OPP upon the completion of the three-year performance period will be paid 50% in fully vested shares of our common stock and 50% in RSUs that vest in equal annual installments on December 31, 2015 and December 15, 2016, subject to continued employment. If the performance period ends prior to its three-year term upon a change in control, any awards earned will be paid only in shares. For more information about the 2012 OPP see "Elements of Executive Officer Compensation-Outperformance Program" above.
- (3) The market value of unearned rights in the 2012 OPP is calculated by multiplying the fair value of a share of our common stock on December 31, 2012 (\$21.06) by the number of shares equivalent to the fair value of each named executive officer's participation interest in the 2012 OPP bonus pool (as determined in accordance with SEC rules and footnote 2 above).
- (4) Consists of restricted stock granted on June 29, 2010, which vests in three substantially equal installments on each of June 29, 2011, 2012 and 2013, subject to continued service with us through the applicable vesting dates.
- (5) Consists of restricted stock granted on December 29, 2010, which vests in three substantially equal installments on each of December 29, 2011, 2012 and 2013, respectively, subject to continued service with us through the applicable vesting dates.
- (6) Consists of restricted stock granted on December 29, 2011, which vests in three substantially equal installments on each of December 29, 2012, 2013 and 2014, respectively, subject to continued service with us through the applicable vesting dates.
- (7) Consists of restricted stock granted on December 29, 2012, which will vest in three substantially equal installments on each of December 29, 2013, 2014

and 2015, respectively, subject to continued service with us through the applicable vesting dates.

## 2012 OPTION EXERCISES AND STOCK VESTED

The following table summarizes vesting of stock applicable to our named executive officers during the year December 31, 2012. None of the named executive officers held any options during 2012.

| Name               | Stock Awards                             |                                               |
|--------------------|------------------------------------------|-----------------------------------------------|
|                    | Number of Shares Acquired on Vesting (#) | Value Realized on Vesting (\$) <sup>(1)</sup> |
| Victor J. Coleman  | 109,373                                  | 2,134,299                                     |
| Howard S. Stern    | 48,859                                   | 952,368                                       |
| Mark T. Lammis     | 24,095                                   | 479,233                                       |
| Christopher Barton | 17,575                                   | 344,334                                       |
| Dale Shimoda       | 17,575                                   | 344,334                                       |

(1) Amounts shown are calculated by multiplying the fair market value of our common stock on the applicable vesting date by the number of shares of restricted stock that vested on such date.

## POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

### Employment Agreements

#### *Termination Without Cause or for Good Reason; Non-Renewal*

Under the executives' employment agreements, if an executive's employment is terminated by us without "cause" or by the executive for "good reason" (each, as defined in the employment agreements) then, in addition to accrued amounts and any earned but unpaid bonuses, the executive will be entitled to receive the following:

- A lump-sum payment in an amount equal to two (or, with respect to Messrs. Coleman and Stern, three) times the sum of (i) the executive's annual base salary then in effect, (ii) the highest annual bonus earned by the executive during the employment term and (iii) the highest value of any annual equity award(s) granted to the executive during the employment term (not including the initial grant of restricted stock described above or any award(s) granted pursuant to a multi-year or long-term performance program, initial hiring or retention award or similar non-reoccurring award);
- Accelerated vesting of all outstanding equity awards held by the executive as of the termination date (other than any outperformance program awards, for which accelerated vesting provisions are described below); and
- Company-subsidized continuation healthcare coverage for up to 18 months after the termination date.

In the event that an executive's employment is terminated because we elect not to renew the initial term of the employment agreement, then the executive will be entitled to receive the same payments and benefits described above for a termination without cause or for good reason, except that the amount of the cash severance will be multiplied by one rather than two (or, with respect to Messrs. Coleman and Stern, two rather than three). However, if such a non-renewal termination occurs upon or within 12 months after a change in control of the Company, the executive will be entitled to receive the same payments and benefits described above for a termination without cause or for good reason (without reduction of the cash severance multiplier). The executive's right to receive the severance payments and benefits described above is, in all cases, subject to his delivery of an effective general release of claims in favor of the Company.

#### *Death or Disability of Executive*

Upon a termination of employment by reason of death or disability, the executive or his/her estate will be entitled to accelerated vesting of all outstanding equity awards held by the executive as of the termination date (other than any outperformance program awards, for which accelerated vesting provisions are described below), in addition to accrued amounts and earned but unpaid bonuses.

### *Change in Control*

Under the employment agreements, if an executive remains employed through a change in control of the Company, the executive's initial restricted stock award (granted on June 29, 2010) will vest in full to the extent then unvested. In addition, if the Company has a change in control and the successor company does not assume or substitute new awards pursuant to the 2010 Plan for any outstanding awards of restricted stock granted in December 2010, December 2011 or December 2012, such awards will vest in full to the extent then unvested.

### **2012 Outperformance Program**

Under the 2012 OPP, if the three-year performance period is terminated prior to December 31, 2014 in connection with a change in control, 2012 OPP awards, to the extent earned as of the change in control, will be paid entirely in fully vested shares of our common stock immediately prior to the change in control.

If a participant's employment is terminated without "cause," for "good reason" or due to the participant's death or disability during the performance period (referred to as qualifying terminations), the participant will be paid his or her 2012 OPP award at the end of the performance period in fully vested shares, to the extent earned based on achievement of the performance goals during the performance period. Any such payment will be pro-rated in the case of a termination without "cause" or for "good reason" by reference to the participant's period of employment during the performance period.

If we experience a change in control or a participant experiences a qualifying termination of employment, in either case, after December 31, 2014, any unvested RSUs that remain outstanding will accelerate and vest in full upon such event.

### **Summary of Potential Payments**

The following table summarizes the payments that would be made to our named executive officers upon the occurrence of certain qualifying terminations of employment or a change in control, in any case, occurring on December 31, 2012. Amounts shown do not include (i) accrued but unpaid base salary through the date of termination, or (ii) other benefits earned or accrued by the named executive officer during his employment that are available to all salaried employees, such as accrued vacation, and assume that any successor company in a change in control assumed or substituted awards for any outstanding awards under the 2010 Plan.

### ***Change in Control***

Under the employment agreements, if an executive remains employed through a change in control of our Company, the executive's initial restricted stock award (granted on June 29, 2010) will vest in full to the extent then unvested.

The following table summarizes the payments that would be made to our named executive officers upon the occurrence of certain qualifying terminations of employment or change in control, in any case, occurring on December 31, 2012. Amounts shown do not include (i) accrued but unpaid base salary through the date of termination, and (ii) other benefits earned or accrued by the named executive officer during his employment that are available to all salaried employees, such as accrued vacation.

| Name               | Benefit                                  | Company Non-Renewal and Resulting Termination (no Change in Control) (\$) <sup>(1)(2)</sup> | Death(\$)                | Disability(\$)           | Termination Without Cause or for Good Reason (no Change in Control) (\$) | Change in Control (no Termination) (\$) <sup>(3)</sup> | Termination Without Cause or for Good Reason in Connection with a Change in Control; Company Non-Renewal (and Resulting Termination) Upon or Within One Year After Change in Control (\$) <sup>(3)</sup> |
|--------------------|------------------------------------------|---------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Victor J. Coleman  | Cash Severance <sup>(4)</sup>            | 6,699,992                                                                                   | —                        | —                        | 10,049,988                                                               | —                                                      | 10,049,988                                                                                                                                                                                               |
|                    | Continued Health Benefits <sup>(5)</sup> | 36,787                                                                                      | —                        | —                        | 36,787                                                                   | —                                                      | 36,787                                                                                                                                                                                                   |
|                    | Equity Acceleration                      | 5,795,765 <sup>(6)</sup>                                                                    | 7,462,432 <sup>(7)</sup> | 7,462,432 <sup>(7)</sup> | 5,795,765 <sup>(6)</sup>                                                 | 3,385,222 <sup>(8)</sup>                               | \$7,521,786 <sup>(9)</sup>                                                                                                                                                                               |
|                    | Life Insurance <sup>(10)</sup>           | —                                                                                           | 50,000                   | —                        | —                                                                        | —                                                      | —                                                                                                                                                                                                        |
|                    | <b>Total</b>                             | <b>12,532,544</b>                                                                           | <b>7,512,432</b>         | <b>7,462,432</b>         | <b>15,882,540</b>                                                        | <b>3,385,222</b>                                       | <b>17,608,561</b>                                                                                                                                                                                        |
| Howard S. Stern    | Cash Severance <sup>(4)</sup>            | 3,449,984                                                                                   | —                        | —                        | 5,174,976                                                                | —                                                      | 5,174,976                                                                                                                                                                                                |
|                    | Continued Health Benefits <sup>(5)</sup> | 36,787                                                                                      | —                        | —                        | 36,787                                                                   | —                                                      | 36,787                                                                                                                                                                                                   |
|                    | Equity Acceleration                      | 2,641,529 <sup>(6)</sup>                                                                    | 3,641,529 <sup>(7)</sup> | 3,641,529 <sup>(7)</sup> | 2,641,529 <sup>(6)</sup>                                                 | 191,138 <sup>(8)</sup>                                 | 3,677,142 <sup>(9)</sup>                                                                                                                                                                                 |
|                    | Life Insurance <sup>(10)</sup>           | —                                                                                           | 50,000                   | —                        | —                                                                        | —                                                      | —                                                                                                                                                                                                        |
|                    | <b>Total</b>                             | <b>6,128,300</b>                                                                            | <b>3,691,529</b>         | <b>3,641,529</b>         | <b>7,853,292</b>                                                         | <b>1,911,387</b>                                       | <b>8,888,905</b>                                                                                                                                                                                         |
| Mark T. Lammas     | Cash Severance <sup>(4)</sup>            | 1,499,992                                                                                   | —                        | —                        | 2,999,984                                                                | —                                                      | 2,999,984                                                                                                                                                                                                |
|                    | Continued Health Benefits <sup>(5)</sup> | 36,787                                                                                      | —                        | —                        | 36,787                                                                   | —                                                      | 36,787                                                                                                                                                                                                   |
|                    | Equity Acceleration                      | 1,990,690 <sup>(6)</sup>                                                                    | 2,990,690 <sup>(7)</sup> | 2,990,690 <sup>(7)</sup> | 1,990,690 <sup>(6)</sup>                                                 | 1,659,509 <sup>(8)</sup>                               | 3,026,303 <sup>(9)</sup>                                                                                                                                                                                 |
|                    | Life Insurance <sup>(10)</sup>           | —                                                                                           | 50,000                   | —                        | —                                                                        | —                                                      | —                                                                                                                                                                                                        |
|                    | <b>Total</b>                             | <b>3,527,469</b>                                                                            | <b>3,440,690</b>         | <b>2,990,690</b>         | <b>5,027,461</b>                                                         | <b>1,659,509</b>                                       | <b>6,063,074</b>                                                                                                                                                                                         |
| Christopher Barton | Cash Severance <sup>(4)</sup>            | 1,024,999                                                                                   | —                        | —                        | 2,049,998                                                                | —                                                      | 2,049,998                                                                                                                                                                                                |
|                    | Continued Health Benefits <sup>(5)</sup> | 36,787                                                                                      | —                        | —                        | 36,787                                                                   | —                                                      | 36,787                                                                                                                                                                                                   |
|                    | Equity Acceleration                      | 1,163,623 <sup>(6)</sup>                                                                    | 1,830,290 <sup>(7)</sup> | 1,830,290 <sup>(7)</sup> | 1,163,623 <sup>(6)</sup>                                                 | 1,147,638 <sup>(8)</sup>                               | 1,854,032 <sup>(9)</sup>                                                                                                                                                                                 |
|                    | Life Insurance <sup>(10)</sup>           | —                                                                                           | 50,000                   | —                        | —                                                                        | —                                                      | —                                                                                                                                                                                                        |
|                    | <b>Total</b>                             | <b>2,225,409</b>                                                                            | <b>1,880,290</b>         | <b>1,830,290</b>         | <b>3,250,408</b>                                                         | <b>1,147,638</b>                                       | <b>3,940,817</b>                                                                                                                                                                                         |
| Dale Shimoda       | Cash Severance <sup>(4)</sup>            | 1,024,999                                                                                   | —                        | —                        | 2,049,998                                                                | —                                                      | 2,049,998                                                                                                                                                                                                |
|                    | Continued Health Benefits <sup>(5)</sup> | —                                                                                           | —                        | —                        | —                                                                        | —                                                      | —                                                                                                                                                                                                        |
|                    | Equity Acceleration                      | 996,957 <sup>(6)</sup>                                                                      | 1,330,290 <sup>(7)</sup> | 1,330,290 <sup>(7)</sup> | 996,957 <sup>(6)</sup>                                                   | 635,767 <sup>(8)</sup>                                 | 1,342,161 <sup>(9)</sup>                                                                                                                                                                                 |
|                    | Life Insurance <sup>(10)</sup>           | —                                                                                           | 50,000                   | —                        | —                                                                        | —                                                      | —                                                                                                                                                                                                        |
|                    | <b>Total</b>                             | <b>2,021,956</b>                                                                            | <b>1,380,290</b>         | <b>1,330,290</b>         | <b>3,046,955</b>                                                         | <b>635,767</b>                                         | <b>3,392,159</b>                                                                                                                                                                                         |

- (1) This column describes the payments and benefits that become payable if we elect not to renew the initial term of the employment agreement prior to the occurrence of (or more than one year after) a change in control. The “cash” and “continued health benefits” amounts reflect the non-renewal severance multiples described above in “— *Employment Agreements — Termination Without Cause or for Good Reason; Non-Renewal*”.
- (2) Note that all severance amounts under a “Company Non-Renewal and Resulting Termination” heading are purely hypothetical in light of the fact that the employment agreements continue in effect into 2013 and, therefore, a non-renewal severance termination would not have been possible on December 31, 2012.
- (3) In accordance with the employment agreement terms, if any payments made in connection with a change in control would otherwise be subject to an excise tax under Section 4999 of the Code by reason of the “golden parachute” rules contained in Section 280G of the Code, such payments will be reduced if and to the extent that doing so will result in net after-tax payments and benefits for the executive officer that are more favorable than the net after-tax payments and benefits payable to the executive officer in the absence of such a reduction after the imposition of the excise tax. The figures reported in this column do not reflect any such reductions as a result of Code Section 280G limits. No executive officer is entitled to any tax gross-up payment in connection with change in control payments (or otherwise).
- (4) Cash severance was calculated by multiplying the applicable severance multiple (described above) by the sum of (i) the executive officer’s annual base salary in effect on December 31, 2012; (ii) the highest annual bonus earned by the executive officer during the employment term; and (iii) the highest value of any annual equity award made to the executive officer during the employment term, not including any initial grant of restricted stock awarded in connection with the employment agreement or any outperformance program awards granted to the executive officer.
- (5) Represents the aggregate premium payments that we would be required to pay to or on behalf of the applicable executive to provide continued health insurance coverage under COBRA (based on the executive’s health insurance coverage elections as of December 31, 2012) for 18 months.
- (6) Represents, for each executive officer, the sum of the values attributable to (i) the accelerated vesting of the unvested portion of all outstanding shares of restricted stock held by the executive officer as of December 31, 2012, plus (ii) the pro-rated accelerated vesting of the 2012 OPP award held by the executive officer. Amounts do not include the dividend equivalents that may become payable in respect



of the executive's 2012 OPP award upon the termination, as that amount is not yet determinable. As required by applicable disclosure rules, these values reflect a hypothetical termination of the executive's employment occurring on December 31, 2012. The value of accelerated restricted stock vesting was calculated by multiplying (a) the number of shares subject to acceleration by (b) the fair market value of a share of common stock on December 31, 2012 (\$21.06). The following table sets forth the unvested shares of restricted stock held by each executive officer as of December 31, 2012.

| <b>Name</b> | <b>June 2010 Grant</b> | <b>December 2010 Grant</b> | <b>December 2011 Grant</b> | <b>December 2012 Grant</b> |
|-------------|------------------------|----------------------------|----------------------------|----------------------------|
| Mr. Coleman | 39,215 shares          | 33,311 shares              | 73,692 shares              | 89,415 shares              |
| Mr. Stern   | 17,843 shares          | 14,434 shares              | 33,161 shares              | 36,249 shares              |
| Mr. Lammas  | 5,883 shares           | 7,772 shares               | 20,879 shares              | 36,249 shares              |
| Mr. Barton  | 5,883 shares           | 5,552 shares               | 12,282 shares              | 15,708 shares              |
| Mr. Shimoda | 5,883 shares           | 5,552 shares               | 12,282 shares              | 15,708 shares              |

The 2012 OPP awards were valued for each executive officer by multiplying (x) the executive officer's interest in the 2012 OPP, or 25%, 15%, 15%, 10% and 5% for Messrs. Coleman, Stern, Lammas, Barton and Shimoda, respectively, times (y) the pro-rated portion of the performance period elapsed through December 31, 2012, or approximately one-third, times (z) the projected bonus pool under the 2012 OPP, or \$10,000,000. The 2012 OPP bonus pool is not yet determinable. We have estimated for purposes of this disclosure that the Company's TSR performance over the remainder of the performance period will replicate the Company's actual TSR performance from January 1, 2012 through December 31, 2012. Note, however, that the value of these accelerated 2012 OPP awards would ultimately reflect actual performance and, accordingly, if our actual TSR results vary, the amounts payable in respect of 2012 OPP awards under this scenario could be greater or less than the amounts reported.

- (7) Represents, for each executive officer, the sum of the values attributable to (i) the accelerated vesting of the unvested portion of all outstanding shares of restricted stock held by the executive officer as of December 31, 2012, plus (ii) the accelerated vesting of the 2012 OPP award held by the executive officer. Amounts do not include the dividend equivalents that may become payable in respect of the executive's 2012 OPP award upon the termination, as that amount is not yet determinable. As required by applicable disclosure rules, these values reflect a hypothetical termination of the executive's employment occurring on December 31, 2012. The value of accelerated restricted stock vesting was calculated by multiplying (a) the number of shares subject to acceleration by (b) the fair market value of a share of common stock on December 31, 2012 (\$21.06). The following table sets forth the unvested shares of restricted stock held by each executive officer as of December 31, 2012.

| <b>Name</b> | <b>June 2010 Grant</b> | <b>December 2010 Grant</b> | <b>December 2011 Grant</b> | <b>December 2012 Grant</b> |
|-------------|------------------------|----------------------------|----------------------------|----------------------------|
| Mr. Coleman | 39,215 shares          | 33,311 shares              | 73,692 shares              | 89,415 shares              |
| Mr. Stern   | 17,843 shares          | 14,434 shares              | 33,161 shares              | 36,249 shares              |
| Mr. Lammas  | 5,883 shares           | 7,772 shares               | 20,879 shares              | 36,249 shares              |
| Mr. Barton  | 5,883 shares           | 5,552 shares               | 12,282 shares              | 15,708 shares              |
| Mr. Shimoda | 5,883 shares           | 5,552 shares               | 12,282 shares              | 15,708 shares              |

The 2012 OPP awards were valued for each executive officer by multiplying (x) the executive officer's interest in the 2012 OPP, or 25%, 15%, 15%, 10% and 5% for Messrs. Coleman, Stern, Lammas, Barton and Shimoda, respectively, times (y) the projected bonus pool under the 2012 OPP, or \$10,000,000. The 2012 OPP bonus pool is not yet determinable. We have estimated for purposes of this disclosure that the Company's TSR performance over the remainder of the performance period will replicate the Company's actual TSR performance from January 1, 2012 through December 31, 2012. Note, however, that the value of these accelerated 2012 OPP awards would ultimately reflect actual performance and, accordingly, if our actual TSR results vary, the amounts payable in respect of 2012 OPP awards under this scenario could be greater or less than the amounts reported.

- (8) Represents, for each executive officer, the sum of the values attributable to (i) the accelerated vesting of the unvested portion of the June 2010 restricted stock grant held by the executive officer, plus (ii) the full accelerated vesting of the 2012 OPP award held by the executive officer based on actual performance through December 31, 2012, plus (iii) the dividend equivalents that would become payable in respect of the executive's 2012 OPP award upon the change in control. As required by applicable disclosure rules, these values reflect a hypothetical change in control occurring on December 31, 2012. The value of the acceleration of the unvested portion of the June 2010 restricted stock grants was calculated by multiplying (a) 39,215 shares, 17,843 shares, 5,883 shares, 5,883 shares and 5,883 shares for Messrs. Coleman, Stern, Lammas, Barton and Shimoda, respectively, by (b) the fair market value of a share of common stock on December 31, 2012 (\$21.06). The 2012 OPP award values were determined for each executive officer by multiplying (x) the executive officer's pool interest of 25%, 15%, 15%, 10% and 5% for Messrs. Coleman, Stern, Lammas, Barton and Shimoda, respectively, by (y) a bonus pool of \$10,000,000, determined based on actual TSR performance through December 31, 2012. The 2012 OPP award values for each executive also include an amount equal to the aggregate dividend equivalents that would become payable to the executive in respect of his 2012 OPP Award upon such change in control, or \$59,354, \$35,613, \$35,613, \$23,742 and \$11,871 for Messrs. Coleman, Stern, Lammas, Barton and Shimoda, respectively, based on the dividends per share declared during the performance period (beginning on January 1, 2012) through December 31, 2012 (\$0.50).
- (9) Represents, for each executive officer, the sum of the values attributable to (i) the accelerated vesting of the unvested portion of all outstanding shares of restricted stock held by the executive officer as of December 31, 2012, plus (ii) the full accelerated vesting of the

2012 OPP award held by the executive officer based on actual performance through December 31, 2012. As required by applicable disclosure rules, these values reflect a hypothetical change in control and qualifying termination of the executive's employment occurring on December 31, 2012. The value of accelerated restricted stock vesting was calculated by multiplying (a) the number of shares subject to acceleration by (b) the fair market value of a share of common stock on December 31, 2012 (\$21.06). The following table sets forth the unvested shares of restricted stock held by each executive officer as of December 31, 2012.

| <b>Name</b> | <b>June 2010 Grant</b> | <b>December 2010 Grant</b> | <b>December 2011 Grant</b> | <b>December 2012 Grant</b> |
|-------------|------------------------|----------------------------|----------------------------|----------------------------|
| Mr. Coleman | 39,215 shares          | 33,311 shares              | 73,692 shares              | 89,415 shares              |
| Mr. Stern   | 17,843 shares          | 14,434 shares              | 33,161 shares              | 36,249 shares              |
| Mr. Lammas  | 5,883 shares           | 7,772 shares               | 20,879 shares              | 36,249 shares              |
| Mr. Barton  | 5,883 shares           | 5,552 shares               | 12,282 shares              | 15,708 shares              |
| Mr. Shimoda | 5,883 shares           | 5,552 shares               | 12,282 shares              | 15,708 shares              |

The 2012 OPP award values were determined for each executive officer by multiplying (x) the executive officer's pool interest of 25%, 15%, 15%, 10% and 5% for Messrs. Coleman, Stern, Lammas, Barton and Shimoda, respectively, by (y) a bonus pool of \$10,000,000, determined based on actual TSR performance through December 31, 2012. The 2012 OPP award values for each executive also include an amount equal to the aggregate dividend equivalents that would become payable to the executive in respect of his 2012 OPP Award upon such change in control, or \$59,354, \$35,613, \$35,613, \$23,742 and \$11,871 for Messrs. Coleman, Stern, Lammas, Barton and Shimoda, respectively, based on the dividends per share declared during the performance period (beginning on January 1, 2012) through December 31, 2012 (\$0.50).

- (10) Represents the life insurance proceeds payable by a third-party insurer under the executive's life insurance policy upon a termination of employment due to death.

## EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as of December 31, 2012 regarding compensation plans under which our equity securities are authorized for issuance:

| <b>Plan Category</b>                                              | <b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b> | <b>Weighted Average Exercise Price of Outstanding Options</b> | <b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans <sup>(1)</sup></b> |
|-------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|
| Equity compensation plans approved by stockholders <sup>(2)</sup> | 736,769                                                                                            | —                                                             | 17,232,749                                                                                                         |
| Equity compensation plans not approved by stockholders            | —                                                                                                  | —                                                             | —                                                                                                                  |
| <b>Total</b>                                                      | <b>736,769</b>                                                                                     | <b>—</b>                                                      | <b>17,232,749</b>                                                                                                  |

- (1) Consists of the 2010 Plan.

- (2) As of December 31, 2012, 13,441,544 fungible units remained available for issuance under our equity incentive plan. This fungible unit limit means that, based on the relative fungible unit weights attributable to different award types under the plan, the maximum number of shares that may be issued under the plan as of December 31, 2012 ranged from 4,556,456 to 17,232,749 shares, with the ultimate share limit determined by reference to the types of awards actually granted under the plan. The amount disclosed in the table represents the number of shares that would be available for issuance if all awards made after December 31, 2012 are granted as five-year options.

## COMPENSATION RISK ANALYSIS

As part of the 2012 compensation process, the Compensation Committee, in conjunction with FTI, considered the matter of risks to stockholders and to the achievement of performance objectives that may be inherent in the compensation programs. After reviewing and discussing the foregoing, it was concluded that the Company's compensation programs are designed with an appropriate risk-reward balance in relation to the Company's business strategy and that none of the compensation programs encourage any executive or employee to take on excessive or unnecessary risks that are reasonably likely to have a material adverse effect on the Company. The following elements of our executive compensation plans and practices were considered in evaluating whether such plans and practices encourage our executives to take unnecessary risks:



- We evaluate performance based on a variety of business objectives, including but not limited to, execution of capital markets strategy, expansion of asset base, sourcing and completion of accretive acquisitions, strength of balance sheet, earnings, and occupancy and leasing performance, that we believe correlate to the long-term, sustainable creation of stockholder value;
- The most material component of equity-based executive compensation since completion of our IPO has been in the form of restricted stock and our 2012 OPP, which pays out in common stock and restricted stock units, each of which, as compared to stock options or other market-based equity compensation vehicles, retains some degree of value even in periods of depressed markets and thus provides executives with a baseline of value that lessens the likelihood that executives will undertake any unnecessary risks to get or keep options (or other similar vehicle) “in-the-money”;
- In 2012, our Compensation Committee retained ultimate discretion in setting compensation and did not rely on pre-determined formulas, therefore our executives were not encouraged to take unreasonable risks to meet certain hurdles to avoid not achieving the required formulaic metric; and
- As the most material portion of each executive’s compensation to date has been in the form of stock, our executives have sizable holdings of equity in the Company, which aligns an appropriate portion of their personal wealth with our long-term performance. None of the shares of our stock or the common units in our operating partnership owned by our directors and executive officers are pledged as collateral for a loan.

## STOCK OWNERSHIP

### PRINCIPAL STOCKHOLDERS

The following table sets forth certain information regarding the beneficial ownership of shares of our common stock and shares of common stock into which units are exchangeable for (i) each person who is the beneficial owner of 5% or more of our outstanding common stock, (ii) each of our directors and named executive officers, and (iii) all of our directors and executive officers as a group. Each person named in the table has sole voting and investment power with respect to all of the shares of our common stock shown as beneficially owned by such person, except as otherwise set forth in the notes to the table. The extent to which a person will hold shares of common stock as opposed to units is set forth in the footnotes below.

The SEC has defined “beneficial ownership” of a security to mean the possession, directly or indirectly, of voting power and/or investment power over such security. A stockholder is also deemed to be, as of any date, the beneficial owner of all securities that such stockholder has the right to acquire within 60 days after that date through (a) the exercise of any option, warrant or right, (b) the conversion of a security, (c) the power to revoke a trust, discretionary account or similar arrangement, or (d) the automatic termination of a trust, discretionary account or similar arrangement. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options or other rights (as set forth above) held by that person that are exercisable as of March 12, 2013 or will become exercisable within 60 days thereafter, are deemed outstanding, while such shares are not deemed outstanding for purposes of computing percentage ownership of any other person.

Unless otherwise indicated, the address of each named person is c/o Hudson Pacific Properties, Inc., 11601 Wilshire Blvd., Suite 1600, Los Angeles, California 90025.

| Name of Beneficial Owner                                     | Number of Shares and Common Units Beneficially Owned | Percentage of Outstanding Common Stock <sup>(1)</sup> | Percentage of Outstanding Common Stock and Common Units <sup>(2)</sup> |
|--------------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------|
| Farallon Partners, L.L.C. <sup>(3)</sup>                     | 14,047,378                                           | 24.8%                                                 | 23.8%                                                                  |
| Cohen & Steers Capital Management, Inc. <sup>(4)</sup>       | 6,372,472                                            | 11.2%                                                 | 10.8%                                                                  |
| The Vanguard Group, Inc. <sup>(5)</sup>                      | 4,202,500                                            | 7.4%                                                  | 7.1%                                                                   |
| Morgan Stanley Investment Management Inc. <sup>(6)</sup>     | 3,093,001                                            | 5.5%                                                  | 5.2%                                                                   |
| CI Investments Inc. <sup>(7)</sup>                           | 2,422,695                                            | 4.3%                                                  | 4.1%                                                                   |
| Invesco Ltd.                                                 | 2,394,413                                            | 4.2%                                                  | 4.1%                                                                   |
| Victor J. Coleman                                            | 955,608                                              | 1.7%                                                  | 1.6%                                                                   |
| Howard S. Stern                                              | 265,775                                              | *                                                     | *                                                                      |
| Mark T. Lammas                                               | 99,695                                               | *                                                     | *                                                                      |
| Dale Shimoda                                                 | 59,829                                               | *                                                     | *                                                                      |
| Christopher Barton                                           | 57,793                                               | *                                                     | *                                                                      |
| Theodore R. Antenucci                                        | 24,942                                               | *                                                     | *                                                                      |
| Richard B. Fried <sup>(8)</sup>                              | 14,055,393                                           | 24.8%                                                 | 23.8%                                                                  |
| Jonathan M. Glaser                                           | 82,361                                               | *                                                     | *                                                                      |
| Mark D. Linehan                                              | 23,897                                               | *                                                     | *                                                                      |
| Robert M. Moran, Jr.                                         | 13,897                                               | *                                                     | *                                                                      |
| Barry A. Porter                                              | 43,561                                               | *                                                     | *                                                                      |
| Patrick Whitesell                                            | 5,340                                                | *                                                     | *                                                                      |
| All directors and executive officers as a group (16 persons) | 15,746,819                                           | 27.8%                                                 | 26.7%                                                                  |

\* Represents less than 1.0%.

(1) Based on 56,698,156 shares of common stock outstanding as of March 12, 2013. In addition, amounts for each person assume that all common units held by the person are exchanged for shares of our common stock, and amounts for all directors and executive officers as a group assume all common units held by them are exchanged for shares of our common stock, in each case, regardless of when such

common units are exchangeable. The total number of shares of our common stock outstanding used in calculating this percentage assumes that none of the common units held by other persons are exchanged for shares of our common stock.

- (2) Based on 56,698,156 shares of common stock outstanding as of March 12, 2013, and 2,382,563 outstanding common units held by limited partners as of March 12, 2013, which units may be redeemed for cash or, at our option, exchanged for shares of our common stock. Does not include shares of our common stock that may be issued upon exchange of our series A preferred units issued in the formation transactions or upon exchange of common units into which such series A preferred units may be converted.
- (3) Includes shares of common stock and common units held by Farallon Capital Partners, L.P., Farallon Capital Institutional Partners, L.P. and Farallon Capital Institutional Partners III, L.P. (collectively, the “Farallon Funds”). Farallon Partners, L.L.C., a Delaware limited liability company, is the general partner of each of the Farallon Funds, and as such may be deemed to beneficially own the shares and units owned by the Farallon Funds. As managing members (with the power to exercise investment discretion) of Farallon Partners, L.L.C., each of Richard B. Fried, Daniel J. Hirsch, Monica R. Landry, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly may be deemed to beneficially own the shares and units owned by each of the Farallon Funds. Farallon Partners, L.L.C. and each of its foregoing managing members disclaim any beneficial ownership of such shares and units. All of the above-mentioned entities and persons disclaim group attribution. Farallon Capital Partners, L.P. and Farallon Capital Institutional Partners, L.P. are California limited partnerships, and Farallon Capital Institutional Partners III, L.P. is a Delaware limited partnership. The address for all of the above-mentioned entities and persons is One Maritime Plaza, Suite 2100, San Francisco, CA 94111. The information in this footnote is based solely upon information provided by Farallon.
- (4) Cohen & Steers, Inc., a Delaware corporation, holds a 100% interest in Cohen & Steers Capital Management, Inc., a New York corporation. Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. together hold a 100% interest in Cohen & Steers Europe S.A., a Belgium limited company. Cohen & Steers, Inc. may be deemed to beneficially own the shares owned by Cohen & Steers Capital Management, Inc. and Cohen & Steers Europe S.A. The principal address for Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. is 280 Park Avenue, 10 th Floor, New York, NY 10017. The principal address for Cohen & Steers Europe S.A. is Chaussee de la Hulpe 116, 1170 Brussels, Belgium. The information in this footnote is based solely upon a Schedule 13G/A filed by Cohen & Steers, Inc. on February 13, 2013.
- (5) The Vanguard Group, Inc., a Pennsylvania corporation, is the parent holding company of Vanguard Fiduciary Trust Company, a Delaware limited liability company, and Vanguard Investments Australia, Ltd. The Vanguard Group, Inc. may be deemed to beneficially own the shares owned by Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd. The principal address for The Vanguard Group, Inc. is 100 Vanguard Blvd., Malvern, PA, 19355. The information in this footnote is based solely upon a Schedule 13G/A filed by The Vanguard Group on February 11, 2013.
- (6) Morgan Stanley Investment Management Inc., a Delaware corporation, is wholly-owned by Morgan Stanley, a Delaware corporation. Morgan Stanley may be deemed to beneficially own the shares owned by Morgan Stanley Investment Management Inc. The principal address for Morgan Stanley is 1585 Broadway, New York, NY 10036. The principal address for Morgan Stanley Investment Management Inc. is 522 Fifth Avenue, New York, NY 10036. The information in this footnote is based solely upon a Schedule 13G/A filed by Morgan Stanley Inc. on February 13, 2013.
- (7) CI Investments Inc., a Canadian corporation, has a principal address of 2 Queen Street East, Twentieth Floor, Toronto, Ontario, M5C 3G7. The information in this footnote is based solely upon a Schedule 13G filed on January 22, 2013.
- (8) Includes shares of common stock and common units held by the Farallon Funds and shares of restricted stock held individually by Richard B. Fried. Mr. Fried is a managing member (with the power to exercise investment discretion) of Farallon Partners, L.L.C., the general partner of each of the Farallon Funds and as such may be deemed to have beneficial ownership of the shares of common stock and common units owned by the Farallon Funds Mr. Fried disclaims beneficial ownership of all such shares and units held by the Farallon Funds. The information in this footnote is based solely upon a Form 4 filed by Richard B. Fried on June 11, 2012.

## **EXECUTIVE AND DIRECTOR STOCK OWNERSHIP GUIDELINES**

In December 2011, our Board of Directors adopted stock ownership guidelines for our named executive officers and non-employee directors. Pursuant to the guidelines, our named executive officers are required to hold a number of shares of our common stock having a market value equal to or greater than a multiple of each executive’s base salary. For our Chief Executive Officer, the multiple is five times base salary, for our President the multiple is four times base salary and for all other named executive officers the multiple is three times base salary. Our non-employee directors are required to hold a number of shares of Company stock having a market value equal to or greater than two times their annual cash retainer, or \$120,000. Our named executive officers and non-employee directors will have four years from the date of adoption of the guidelines to attain compliance with the stock ownership requirements, or in the case of a new executive or non-employee director, four years from the commencement of their employment or election to the Board.

## **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires our executive officers, directors and persons who own more than 10% of our common stock to file reports of ownership and changes in ownership with the SEC. SEC regulations require us to identify anyone who failed to file a required report or filed a late report during the most recent fiscal year. Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons that no Forms 5 were required for such persons, we believe that, during the fiscal year ended December 31, 2012, our executive officers, directors and 10% stockholders complied with all Section 16(a) filing requirements applicable to them, except as to matters stated herein. Each of Messrs. Stern, Coleman, Barton, Lammis and Shimoda filed one late report on Form 4 for shares withheld for

payment of taxes in relation to the June 29, 2012 vesting of restricted stock. Such late filings did not result in any liability under Section 16(b) of the Exchange Act.

## **RELATED-PARTY AND OTHER TRANSACTIONS INVOLVING OUR OFFICERS AND DIRECTORS**

We describe below transactions and series of similar transactions, during our last fiscal year, to which we were a party or will be a party, in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, executive officers, holders of more than 5% of our common stock or any member of their immediate family had or will have a direct or indirect material interest.

### **2011 Private Placement**

Concurrently with an offering of our common stock for which we filed a registration statement in April 2011, we sold to the Farallon Funds 3,125,000 shares of our common stock at a price per share equal to the public offering price and without payment by us of any underwriting discount or commission. The proceeds were contributed to our operating partnership in exchange for common units.

In connection with the offering and the concurrent private placement, our Board of Directors granted to the Farallon excepted holders revised exemptions from the ownership limits, subject to substantially the same conditions and limitations as those that were in place under the exemptions previously granted to the Farallon excepted holders in connection with our IPO.

### **222 Kearny Street Lease with FJM Investments, LLC**

Effective July 31, 2012, we consented to the assignment of a lease with a tenant of our 222 Kearny Street property to its subtenant, FJM Investments, LLC. The lease comprises approximately 3,707 square feet of the property's space and has a remaining term through May 31, 2014. The annual rental obligation under the lease for calendar year 2012 was \$125,000, the base rent component of which is subject to three percent annual increases. FJM Investments, LLC was co-founded by and is co-owned by one of our independent directors, Robert M. Moran, Jr.

### **Registration Rights**

In connection with our IPO, we also entered into a registration rights agreement with the various persons that received shares of our common stock and/or common units in the formation transactions or pursuant to the 2010 private placement, including the Farallon Funds, the Morgan Stanley Investment Partnership and certain of our executive officers. Pursuant to the registration rights agreement, we filed a resale registration statement in August 2011, which was subsequently declared effective, covering the resale of the shares of our common stock issued in the formation transactions and the 2010 private placement, and the resale of the shares of our common stock issued or issuable, at our option, in exchange for operating partnership units issued in the formation transactions.

### **Employment Agreements**

We have entered into employment agreements with our executive officers, effective June 29, 2010. The material terms of the employment agreements with our named executive officers are described under "Executive Compensation—Narrative Disclosure to Summary Compensation Table" and "Executive Compensation—Potential Payments Upon Termination or Change in Control."

## **Indemnification of Officers and Directors**

We have entered into indemnification agreements with each of our directors and executive officers that obligate us to indemnify them to the maximum extent permitted by Maryland law. The indemnification agreements provide that, if a director or executive officer is a party or is threatened to be made a party to any proceeding by reason of his or her status as a director, officer, employee or agent of our company or as a director, trustee, officer, partner, manager, managing member, fiduciary, employee or agent of any other foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise that he or she is or was serving in such capacity at our request, we must indemnify the director or executive officer for all expenses and liabilities actually and reasonably incurred by him or her, or on his or her behalf, to the maximum extent permitted under Maryland law, including in any proceeding brought by the director or executive officer to enforce his or her rights under the indemnification agreement, to the extent provided by the agreement. The indemnification agreements also require us to advance reasonable expenses incurred by the indemnitee within ten days of the receipt by us of a statement from the indemnitee requesting the advance, provided the statement evidences the expenses and is accompanied by:

- a written affirmation of the indemnitee's good faith belief that he or she has met the standard of conduct necessary for indemnification; and
- a written unsecured undertaking to reimburse us if a court of competent jurisdiction determines that the director or executive officer is not entitled to indemnification.

The indemnification agreements also provide for procedures for the determination of entitlement to indemnification, including requiring such determination be made by independent counsel after a change of control of us.

Our charter permits us, and our Bylaws obligate us, to the maximum extent permitted by Maryland law, to indemnify and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (1) any of our present or former directors or officers who is made or threatened to be made a party to the proceeding by reason of his service in that capacity and (2) any individual who, while serving as our director or officer and at our request, serves or has served as a director, officer, partner, member, manager or trustee of another corporation, real estate investment trust, partnership, limited liability company, joint venture, trust, employee benefit plan or any other enterprise and who is made or threatened to be made a party to the proceeding by reason of his service in that capacity.

Insofar as indemnification for liabilities arising under the Securities Act, may be permitted to directors, officers or persons controlling our company pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

In addition, our directors and officers may be entitled to indemnification pursuant to the terms of the partnership agreement of our operating partnership.

## **REVIEW AND APPROVAL OF TRANSACTIONS WITH RELATED PERSONS**

We have operated under our Standards of Business Conduct policy since our IPO in June 2010. As part of our Standards of Business Conduct, our directors and employees are expected to make business decisions and take actions based upon our best interests and not based upon personal relationships or benefits

Our Board has recognized that some transactions, arrangements and relationships present a heightened risk of an actual or perceived conflict of interest and has adopted a written Amended Policy Regarding Transactions with Related Parties governing these transactions. This policy governs any transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships), which involves a potential corporate opportunity, or in which we were, are or will be a participant and the amount involved exceeds \$120,000, and in which any of the following persons had, has or will have a direct or indirect material interest:

- our directors, nominees for director or executive officers;
- any beneficial owner of more than 5% of any class of our voting securities;
- any immediate family member of any of the foregoing persons; and
- any entity in which any of the foregoing persons has a substantial ownership interest or control of such entity.

Directors and executive officers are required to submit to our General Counsel a description of any current or proposed transaction in advance of participating in such transaction. Our General Counsel is responsible for determining whether or not

the proposed transaction is subject to our policy. If our General Counsel deems such transaction subject to our policy, she will report such transaction to the Chairperson of the Audit Committee. The Audit Committee is responsible for approving such transactions and in doing so, the Audit Committee may take into account, among other factors it deems appropriate, due inquiries of disinterested senior business leaders, disinterested directors and legal counsel.

## **INCORPORATION BY REFERENCE**

The Compensation Committee Report on Executive Compensation, the Audit Committee Report, reference to the independence of the Audit Committee members, portions of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and any information included on our Web site, included or described in the preceding pages are not deemed filed with the SEC and shall not be deemed incorporated by reference into any prior or future filings made by us under the Exchange Act, except to the extent that we specifically incorporate such information by reference.

## DELIVERY OF PROXY MATERIALS TO HOUSEHOLDS

Under the rules of the SEC, we are permitted to use a method of delivery often referred to as “householding.” Householding permits us to mail a single set of proxy materials to any household in which two or more different stockholders reside and are members of the same household or in which one stockholder has multiple accounts. If we household materials for future meetings, then only one copy of our Annual Report and Proxy Statement will be sent to multiple stockholders who share the same address and last name, unless we have received contrary instructions from one or more of those stockholders. In addition, we have been notified that certain intermediaries ( *i.e.* , brokers, banks or other nominees) will household proxy materials for the Annual Meeting. For voting purposes, a separate proxy card will be included for each account at the shared address. We will deliver promptly, upon oral or written request, a separate copy of the Annual Report and Proxy Statement to any stockholder at the same address. If you wish to receive a separate copy of the Annual Report and Proxy Statement, or future annual reports and proxy statements, then you may contact our Investor Relations Department by: (a) mail at Hudson Pacific Properties, Inc., Attention: Investor Relations, 11601 Wilshire Blvd., Ste. 1600, Los Angeles, California 90025, (b) telephone at 310.829.5400, or (c) e-mail at [investorrelations@hudsonpacificproperties.com](mailto:investorrelations@hudsonpacificproperties.com) . You can also contact your broker, bank or other nominee to make a similar request. Stockholders sharing an address who now receive multiple copies of our Annual Report and Proxy Statement may request delivery of a single copy by contacting us as indicated above, or by contacting their broker, bank or other nominee, provided the broker, bank or other nominee has elected to household proxy materials.

### Stockholder Proposals

#### *2013 Annual Meeting Proposals*

Our Bylaws provide that nominations of individuals for election as directors and proposals of other business to be considered at an annual meeting of our stockholders may be made only pursuant to our notice of the meeting, by or at the direction of our Board or by a stockholder who was a stockholder of record both at the time the stockholder provides the notice required by our Bylaws and at the time of the annual meeting, who is entitled to vote at the meeting in the election of each individual so nominated or such other business and who has complied with the advance notice procedures set forth in, and provided the information and certifications required by, our Bylaws. We did not receive notice of any nominations or proposals to be made at the Annual Meeting within the time period required by our Bylaws and our Board does not know of any matters that may properly be presented at the Annual Meeting other than the proposals discussed in this proxy statement and any procedural matters relating to these proposals.

#### *2014 Annual Meeting Proposals*

Stockholders who wish to have proposals considered for inclusion in the proxy statement and form of proxy for our 2014 Annual Meeting pursuant to Rule 14a-8 under the Exchange Act must cause their proposals to be received in writing by our General Counsel at the address set forth on the cover page of this proxy statement no later than December 2, 2013. Any proposal should be addressed to our General Counsel and may be included in next year’s proxy materials only if such proposal complies with the rules and regulations promulgated by the SEC. Nothing in this section shall be deemed to require us to include in our proxy statement or our proxy relating to any annual meeting any stockholder proposal that does not meet all of the requirements for inclusion established by the SEC.

In addition, the Company’s Bylaws currently require that the Company be given advance written notice of nominations for election to the Company’s Board of Directors and other matters which stockholders wish to present for action at an annual meeting of stockholders (other than matters included in the Company’s proxy materials in accordance with Rule 14a-8(e) under the Exchange Act). The Corporate Secretary must receive such notice, as well as the information and other materials required by our Bylaws, at the address set forth in the Introduction not later than December 2, 2013 and no earlier than November 2, 2013 for matters to be presented at the 2014 annual meeting of our stockholders. However, in the event that the 2014 annual meeting is held before April 17, 2014 or after June 16, 2014, for notice by the stockholder, and the accompanying information and other materials, to be timely it must be received no more than 150 days prior to the date of the 2014 annual meeting and not less than the later of the close of business (a) 120 days prior to the date of the 2014 annual meeting and (b) the tenth day following the day on which public disclosure of the date of such meeting was first made by the Company.

## Other Matters

Our Board of Directors knows of no other matters that may properly be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their discretion. It is important that the proxies be returned promptly and that you be represented. Stockholders are urged to authorize a proxy promptly by either electronically submitting a proxy or voting instruction card over the Internet or by telephone or by delivering to us or your broker a signed and dated proxy card.

By Order of the Board of Directors

A handwritten signature in black ink, reading "Kay Tidwell". The signature is fluid and cursive, with the first name "Kay" and last name "Tidwell" clearly distinguishable.

Kay L. Tidwell  
Executive Vice President, General Counsel and  
Secretary

Los Angeles, California  
March 29, 2013

**ANNUAL MEETING OF STOCKHOLDERS OF  
HUDSON PACIFIC PROPERTIES, INC.**

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder  
Meeting to Be Held on Friday, May 17, 2013 at 9:00 a.m., Pacific Daylight Time  
at Luxe Sunset Boulevard Hotel, 11461 Sunset Boulevard, Los Angeles, California**

The Notice of Annual Meeting, Proxy Statement, 2012 Annual Report and other SEC filings are available at the investor relations page of our corporate information Web site at <http://www.edocumentview.com/HPP> .

Please date, sign and mail  
your proxy card in the  
envelope provided as soon  
as possible.

|                                                                                                                                                                                                       |                                                                                                                                  |        |                                                                                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|--------|--------------------------------------------------------------------------------------------------|
|                                                                                                                      | <br><b>IMPORTANT ANNUAL MEETING INFORMATION</b> | 000004 | <br>C123456789 |
| <p>ENDORSEMENT_LINE _____ SACKPACK _____</p> <p></p>                                                                 |                                                                                                                                  |        |                                                                                                  |
| <p>MR A SAMPLE<br/>DESIGNATION (IF ANY)</p> <p>ADD 1 _____<br/>           ADD 2 _____<br/>           ADD 3 _____<br/>           ADD 4 _____<br/>           ADD 5 _____<br/>           ADD 6 _____</p> |                                                                                                                                  |        |                                                                                                  |

## Proxy for the 2013 Annual Meeting of Stockholders

1234 5678 9012 345

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**A** The Board of Directors recommends you vote "FOR" all the director nominees named below:

|                           |                          |                           |                         |                          |                           |                            |                          |                           |          |
|---------------------------|--------------------------|---------------------------|-------------------------|--------------------------|---------------------------|----------------------------|--------------------------|---------------------------|----------|
| 1. Election of Directors: |                          |                           |                         |                          |                           |                            |                          |                           |          |
|                           | <b>For</b>               | <b>Withhold Authority</b> |                         | <b>For</b>               | <b>Withhold Authority</b> |                            | <b>For</b>               | <b>Withhold Authority</b> | <b>+</b> |
| 01 - Victor J. Coleman    | <input type="checkbox"/> | <input type="checkbox"/>  | 02 - Howard S. Stern    | <input type="checkbox"/> | <input type="checkbox"/>  | 03 - Theodore R. Antenucci | <input type="checkbox"/> | <input type="checkbox"/>  |          |
| 04 - Richard B. Fried     | <input type="checkbox"/> | <input type="checkbox"/>  | 05 - Jonathan M. Glaser | <input type="checkbox"/> | <input type="checkbox"/>  | 06 - Mark D. Linehan       | <input type="checkbox"/> | <input type="checkbox"/>  |          |
| 07 - Robert M. Moran, Jr. | <input type="checkbox"/> | <input type="checkbox"/>  | 08 - Barry A. Porter    | <input type="checkbox"/> | <input type="checkbox"/>  | 09 - Patrick Whitesell     | <input type="checkbox"/> | <input type="checkbox"/>  |          |

**The Board of Directors recommends you vote "FOR" Proposal Nos. 2 and 3:**

|                                                                                                                                                                | For                      | Against                  | Abstain                  |                                                                                                                            | For                      | Against                  | Abstain                  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|----------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 2. The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 3. The advisory approval of the Company's executive compensation, as more fully described in the enclosed proxy statement. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The proxies named on the reverse are authorized to vote and otherwise represent the undersigned in their discretion on any other matter that may properly come before the meeting or any adjournment or postponement thereof and for the election of any other nominee if any of the nominees listed above declines or is unable to serve.

### **B** Non-Voting Items

**Change of Address** — Please print your new address below.

**Comments** — Please print your comments below.

### Meeting Attendance

|  |  |                                                                     |                          |
|--|--|---------------------------------------------------------------------|--------------------------|
|  |  | Mark the box to the right if you plan to attend the Annual Meeting. | <input type="checkbox"/> |
|--|--|---------------------------------------------------------------------|--------------------------|

**C Authorized Signatures** — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.

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## 2013 Annual Meeting Admission Ticket

2013 Annual Meeting of Stockholders of Hudson Pacific Properties, Inc.

Friday, May 17, 2013, 9:00 a.m., local time

Luxe Sunset Boulevard Hotel, 11461 Sunset Boulevard, Los Angeles, California

Upon arrival, please present this admission ticket  
and photo identification at the registration desk.

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼



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### Proxy for the 2013 Annual Meeting of Stockholders of Hudson Pacific Properties, Inc.

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**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF HUDSON PACIFIC PROPERTIES, INC.**

The stockholder (the "Stockholder") of Hudson Pacific Properties, Inc., a Maryland corporation (the "Company"), executing the reverse of this Proxy hereby appoints Victor J. Coleman and Howard S. Stern, or either of them, as proxies for the undersigned, with full power of substitution in each of them, to attend the Annual Meeting of the Stockholders of the Company to be held at Luxe Sunset Boulevard Hotel, 11461 Sunset Boulevard, Los Angeles, California, on Friday, May 17, 2013, at 9:00 a.m., local time, and any adjournment or postponement thereof, to cast on behalf of the Stockholder all votes that the Stockholder is entitled to cast at such meeting and otherwise to represent the Stockholder at the meeting with all powers possessed by the Stockholder if personally present at the meeting. The Stockholder hereby acknowledges receipt of the Notice of 2013 Annual Meeting of Stockholders and of the accompanying Proxy Statement, the terms of each of which are incorporated by reference, and revokes any proxy heretofore given with respect to such meeting.

The votes entitled to be cast by the Stockholder will be cast as instructed on the reverse. If this Proxy is executed but no instruction is given, the votes entitled to be cast by the Stockholder will be cast "FOR" each of the nominees for director listed on the reverse of this Proxy and "FOR" proposals two and three. The votes entitled to be cast by the Stockholder will be cast in the discretion of the Proxy holder on any other matter that may properly come before the meeting or any adjournment or postponement thereof or, if any of such listed nominees declines or is unable to serve, for the election of any other nominee.

**Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting to be Held on May 17, 2013:**  
Hudson Pacific Properties, Inc.'s Proxy Statement and 2012 Annual Report are available at <http://www.edocumentview.com/HPP>