

# Charter Hall Group 2011 Annual General Meeting

## Thursday, 24 November 2011

Good afternoon Ladies and Gentlemen.

My name is Kerry Roxburgh, Chairman of Charter Hall Group and on behalf of the Board of Directors, it is my pleasure to welcome you to the Charter Hall Group's 2011 Annual General Meeting.

I ask that you please make sure your mobile phones are turned off for this meeting. It is now 2.30pm (EST) and as the necessary quorum is present, I declare this Annual General Meeting properly constituted and open.

Allow me to introduce to you the other members of your Board of directors, who are sitting on stage if you are not already acquainted with them:

- ◆ Mr Roy Woodhouse (Deputy Chairman);
- ◆ Ms Anne Brennan (Chair of the Remuneration and Human Resources Committee);
- ◆ Mr Cedric Fuchs(Executive Director );
- ◆ Mr David Harrison (Joint Managing Director);
- ◆ Mr Peter Kahan (Non-executive Director);
- ◆ Mr Colin McGowan (Independent non-executive Director and Chair of the Valuation Sub Committee); and
- ◆ Mr David Southon (Joint Managing Director).
- ◆ Mr Glenn Fraser (Chairman of the Audit, Risk & Compliance Committee) is an apology today.

Also present today and I welcome:

- ◆ Nathan Francis, Company Secretary. I note that Nathan Francis will resign as company secretary effective today, to be replaced by Natalie Allen. I would like to take this opportunity to thank Nathan for his contribution;
- ◆ Ms Natalie Allen, General Counsel
- ◆ Mr Rob Baker, from PricewaterhouseCoopers, our Auditor who will be available to answer any questions securityholders may have.
- ◆ Mr Stuart McCulloch, from our legal advisers, Allens Arthur Robinson.

This afternoon, I will provide a brief overview of the financial year ended June 2011. Our Joint Managing Directors, David Harrison and David Southon will provide an update on our current position and the outlook for this year.

We will then move to the formal business of the meeting and the resolutions for your consideration. Securityholders will have the opportunity to ask questions as we address each item of Business listed in the Notice of Meeting.

At the conclusion of the meeting we look forward to joining you for refreshments in the foyer.

This year marks the Group's 20 year anniversary. We have become one of Australia's leading fully integrated property groups with over 260 employees. Charter Hall manages capital allocated to long-term property investments across Australia for our wholesale, retail and institutional clients and for you, our securityholders.

At the end of June, Charter Hall had \$10.7 billion in assets under management in 19 individual funds, owning 198 buildings with 3,150 tenants.

Last year, these buildings generated \$943 million of gross rental income from 2.46 million square metres of net lettable area.

In aggregate, all the Charter Hall Group fund earnings before interest, tax, depreciation and amortisation last financial year amounted to \$630 million.

#### [Strong financial result](#)

Charter Hall itself recorded a strong result. Operating earnings increased by 68.7% to \$60.4 million. This translated into a statutory net profit of \$52.3 million. Operating earnings per security rose by 22.4% to 20.6 cents.

Despite this pleasing performance, a number of external factors including the unsuccessful attempt by a group of United States (US) based activist hedge funds to remove Charter Hall as the manager of the listed Charter Hall Office REIT (CQO), meant our share price fell from \$2.40 at 30 June 2010 to close at \$2.15 at 30 June this year. Distributions for the year were up 29% at 16.5 cps, giving a negative total investor return of 3.5%.

In the financial year ended June 2011, the S&P/ASX 200 Property Trust Index closed the year flat, underperforming the broader market by some 7%.

#### [Charter Hall Office REIT \(CQO\)](#)

Investors will be aware that three US based activist hedge funds mounted a very public campaign that resulted in a meeting of CQO unitholders who were asked to remove Charter Hall's wholly owned subsidiary as the responsible entity. At their meeting on 27 July, 68% of CQO unitholders voted against this proposal.

In August, the Independent Directors of CQO advised they had received an indicative, highly conditional, non-binding and confidential proposal from a Macquarie Capital-led consortium, to acquire for cash all of the CQO issued units on issue, other than those held by Charter Hall Group. The proposal is subject to a number of conditions including retention of Charter Hall as the manager and responsible entity of CQO.

Whilst the Independent Directors of CQO consider the Proposal inadequate, on a non-exclusive basis, they have allowed the Consortium access to further "due diligence material" at the cost of the Consortium.

### Strategic focus

Since year end we have seen mounting concern about economic conditions in both the EU and in the USA. This has resulted in sovereign downgrades, equity markets have experienced a significant sell off and an inevitable re-pricing of risk.

Australian data highlights the vulnerability of the non-resource sector, culminating in a rate cut by the RBA on Melbourne Cup Day.

The A-REIT sector is attractively valued attracting international investor interest in the Australian market.

Charter Hall is meeting this demand by sourcing off market opportunities, by providing quality property services for its 3,150 tenants and by concentrating on maximising returns for its investors.

Charter Hall is also committed to sustainable business practices across all of its operations.

CQO was included on the FTSE4Good Index for the fourth consecutive year, with its Australian portfolio also achieving its average 4.5 Star NABERS Energy rating target one year ahead of target.

### Our People

With the major business acquisition of the Macquarie real estate platform, Charter Hall's team grew to over 260 property professionals.

We are committed to ensuring all our people are offered the opportunity to develop within the Group so they are best equipped to perform strongly across the business.

I am pleased to say, we invested in a comprehensive review of the organisation during the year and this has already delivered positive results.

The process continues as we strengthen our culture of accountability and excellence.

### Remuneration

Over the past three years, remuneration has received much greater scrutiny from investors, the press and by the legislature.

In the past, the vote on Remuneration has been non-binding however Charter Hall welcomes the constructive input and has taken note of the issues raised in numerous meetings with our investors and by their proxy advisers.

Within the constraints of our current employment contracts, we have reviewed the design of our policies to better align executive remuneration with investor returns and that process is continuing.

Item 3 in the Notice of Meeting will allow time for questions and observations, but let me say now we have made some important changes to executive remuneration and further changes will be phased in, including:

- ◆ With your approval today, introducing a 12 month deferral into CHC stock of half of the Joint Managing Directors' STI in respect to last year;
- ◆ A similar deferral arrangement is planned for introduction next year for the STI of a number of other executive team members;
- ◆ This year we reduced the number of employees participating in the LTI plan;
- ◆ We replaced options with performance rights for LTI participants in respect of their awards for next year;
- ◆ We plan to further extend the vesting period for any LTI awards made after 30 June 2011 to three years; and
- ◆ With effect from 1 July 2012, we are working to move away from the current 50:50 "Absolute" and "Relative" securityholder return vesting measures to a "Relative" along a relevant earnings target.

#### Corporate governance

Charter Hall recognises the importance of identification and effective management of the inherent conflicts of interest as manager of closed end funds. Our internal processes, our recognition and respect of the critical role played by the Independent Directors and of the composition and Independence of our Investment Committees provide the necessary disciplines for the allocation of capital and in making acquisition and disposal decisions.

In July this year, the Charter Hall Board supported an independent corporate governance and fee structure review being undertaken by the Independent Directors of the listed Office and Retail funds (CQO and CQR).

The review was undertaken with the support of Ernst & Young, who engaged with a number of investors in the sector.

Charter Hall fully supports each of the findings and actions that Independent Directors have announced as a result of this review.

#### Cedric Fuchs

At the end of today's meeting one of our founders, Cedric Fuchs will be retiring from this Board. It was 20 years ago that Cedric, along with David Southon and Andre Beit formed Charter Hall. From these small beginnings, their business prospered and grew to become a significant player in the Australian property sector.

Cedric will continue his association with Charter Hall as an executive director of the direct property manager, as an adviser to the retail funds management business and as a member of several of the investment committees both for wholesale and retail funds.

I thank and congratulate Cedric for the role he has played in building this business and for his significant contribution to this Board over the past six years.

On behalf of all of us, thanks Cedric and we wish you every success in the future.

Finally, we have been through a challenging period with more to come and I sincerely thank the continuing Board members and the much enlarged team of property professionals now working at Charter Hall.

I also thank all our investors for their constructive feedback and support over the past 12 months.

I introduce the Joint Managing Directors, David Southon and David Harrison for an operational update.

Kerry Roxburgh  
Chairman  
Charter Hall Group

Charter Hall Group

# 2011 Annual General Meeting

24 November 2011

Charter  
Hall



celebrating 20 years



# Board of Directors

**Kerry Roxburgh**  
Chairman and Independent  
Non-Executive Director



**Colin McGowan**  
Independent  
Non-Executive Director



**Glenn Fraser**  
Independent  
Non-Executive Director



**Roy Woodhouse**  
Deputy Chairman Independent  
Non-Executive Director



**Peter Kahan**  
Non-Executive Director



**Anne Brennan**  
Independent  
Non-Executive Director



**David Harrison**  
Joint Managing Director



**Cedric Fuchs**  
Executive Director



**David Southon**  
Joint Managing Director



# Agenda

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**1** Chairman's address: Mr Kerry Roxburgh

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**2** Joint Managing Director's address:  
Mr David Harrison and Mr David Southon

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**3** Formal business

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Charter Hall Group

Kerry Roxburgh

Chairman



# Charter Hall



celebrating *20* years

# Highlights for financial year 2011

Operating earnings

**20.60cps**

22% increase on prior year

Statutory net profit

**\$52.3 million**

Funds under management

**\$10.7 billion**

Full year distribution

**16.50cps**

29% increase on prior year

Operating earnings

**\$60.4 million**

3% ahead of previous  
guidance

**\$645 million**

Capital raised across the  
unlisted funds and via  
third party mandates

Lease agreements secured  
over

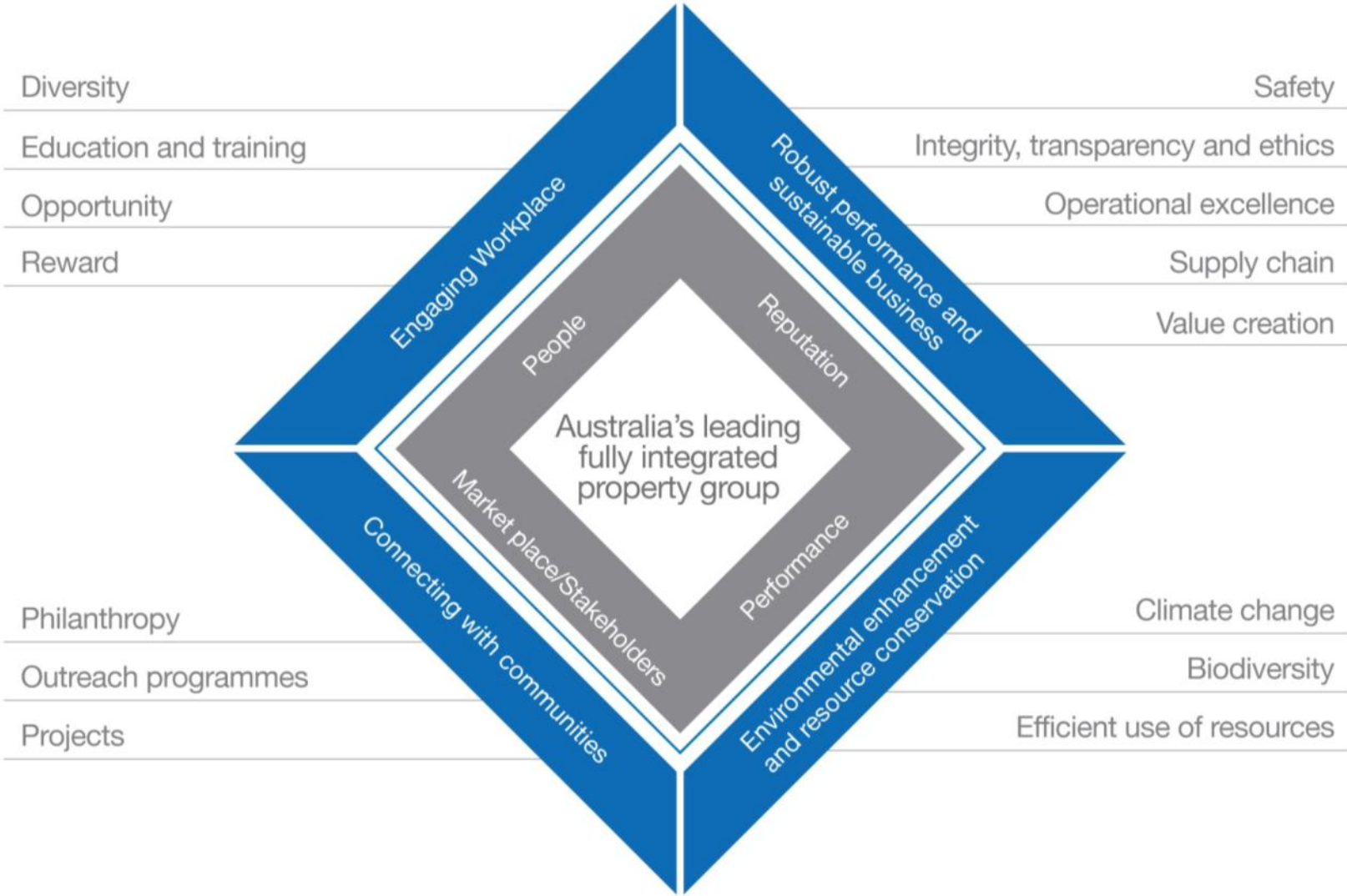
**345,000sqm**

# Our strategy

- ◆ Maximise long term returns for investors through:
  - Focusing on property fundamentals
  - Leveraging our integrated property platform
  - Enhancing the quality and performance of property portfolios
  - Growth in funds under management
  - Improving operational efficiencies
  - Recycling capital to improve ROE
- ◆ Position the funds to capture the recovery in the property markets and projected growth of wholesale capital from domestic and international investors



# Corporate responsibility & sustainability



# Corporate governance

- ◆ Independent Chairman and Board majority Independent Directors
- ◆ Strong conflicts protocols across all funds
- ◆ The boards of Charter Hall Retail REIT and Charter Hall Office REIT have announced the completion of a corporate governance review, assisted by Ernst & Young
  - Charter Hall confirmed its support for this review being undertaken
  - Recommendations to be implemented ensure corporate governance is best practice
  - Ernst & Young found that fund management fees for CQO/CQR are at the lower end of fees reviewed, and the Independent Directors have concluded there should be no change to the existing fee structure



Charter Hall Group

**David Harrison**  
Joint Managing Director

**David Southon**  
Joint Managing Director



# Experienced investment management team



## Investment Management



Shared services					
Asset Management	Leasing Services	Corporate Finance	Finance & Treasury	Investor Relations	IT
Development Services	Property Management	Transactions	Communications & Marketing	People	Asset Services

# Highlights for financial year 2011

- ◆ Operating earnings of 20.6 cents per security, 22% increase on last financial year
- ◆ Distribution per security of 16.50 cents per security, up 29% on last financial year
- ◆ Raised \$645 million for unlisted wholesale and retail funds, and third party mandates
- ◆ Funds under management increased to \$10.7 billion
- ◆ Active management enhanced property investment earnings
- ◆ 84% of earnings derived from annuity style activities
- ◆ Capital position across the Group's managed funds has substantially improved



# Results summary

## 12 months to 30 June 2011

Operating Earnings	FY11	FY10
Operating earnings	\$60.4m	\$35.8m
Operating earnings per security (EPS)	20.60c	16.83c <sup>1</sup>
Distribution per security (DPS)	16.50c	12.80c <sup>1</sup>
Payout ratio	80%	76%

Balance Sheet	At 30 June 11	At 30 June 10
Funds under management	\$10.7bn	\$10.2bn
Total group assets	\$958m	\$976m
Total group net assets <sup>2</sup>	\$750m	\$760m
Net tangible asset (NTA per security)	\$2.21	\$2.21 <sup>1</sup>
Gearing	8.1%	6.6%

1. Adjusted to account for 4:1 security consolidation effective 25 November 2010

2. Total Group net assets excludes group non-controlling interest in DRF

# Group investments and structure

As at 30 June 2011

## Charter Hall Group (ASX:CHC)

*Stapled Security*

### Charter Hall Property Trust (CHPT)

### Charter Hall Limited (CHL)

**Property Investment**  
Total co-investments:  
\$577m<sup>1</sup>

**Property Funds Management**

**Development Investment**  
Total co-investments:  
\$69m

**\$164m co-investment**

**Wholesale Unlisted Funds**

*Funds under management*  
\$3.5bn

**\$274m<sup>2</sup> co-investment**

**Listed Funds**

*Funds under management*  
\$5.6bn

**\$139m co-investment**

**Retail Investor Funds**

*Funds under management*  
\$1.5bn

- ◆ Investment management
- ◆ Asset management
- ◆ Property management
- ◆ Development management
- ◆ Leasing services
- ◆ Transaction services

**\$29m investment**

**CIP**

*50% interest*

**\$33m co-investment**

**Wholesale Opportunistic**

Investments in CHOF4 and CHOF5

**\$8m investment**

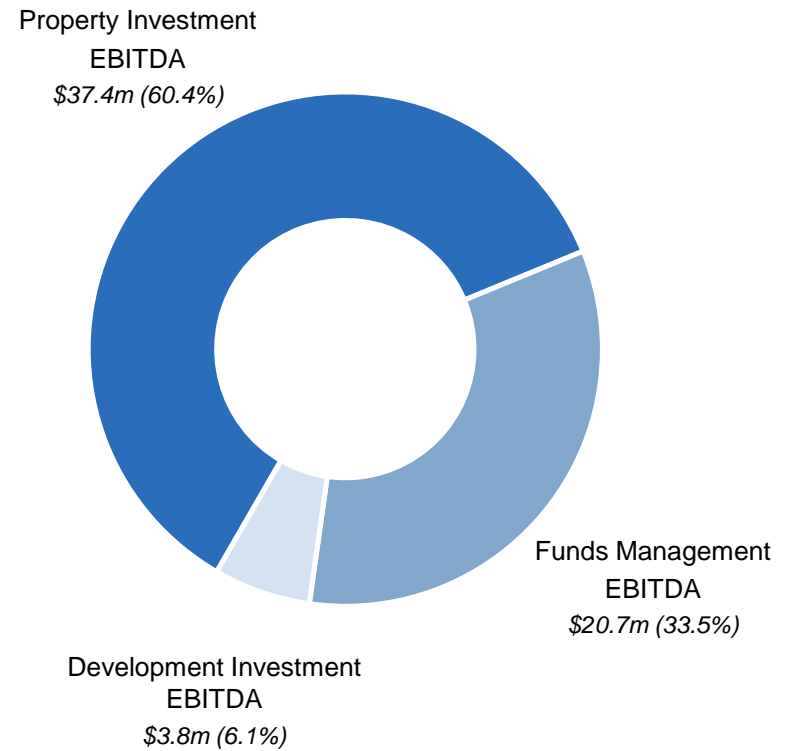
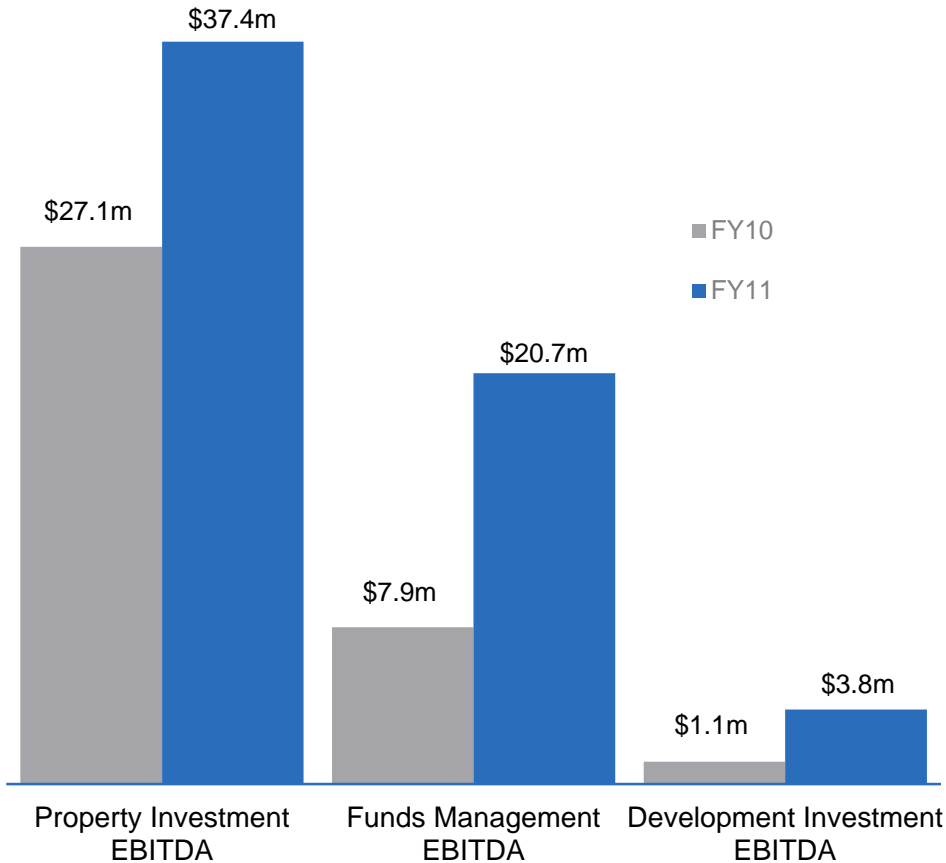
**685 La Trobe**

*50% interest*

1. Direct property investment Mentone Showrooms sold post balance date and reflected in total Property Investment co-investments  
2. Interest in CQR was increased to 10% post balance date not reflected in numbers which represent the position at 30 June 2011.

# Earnings breakdown

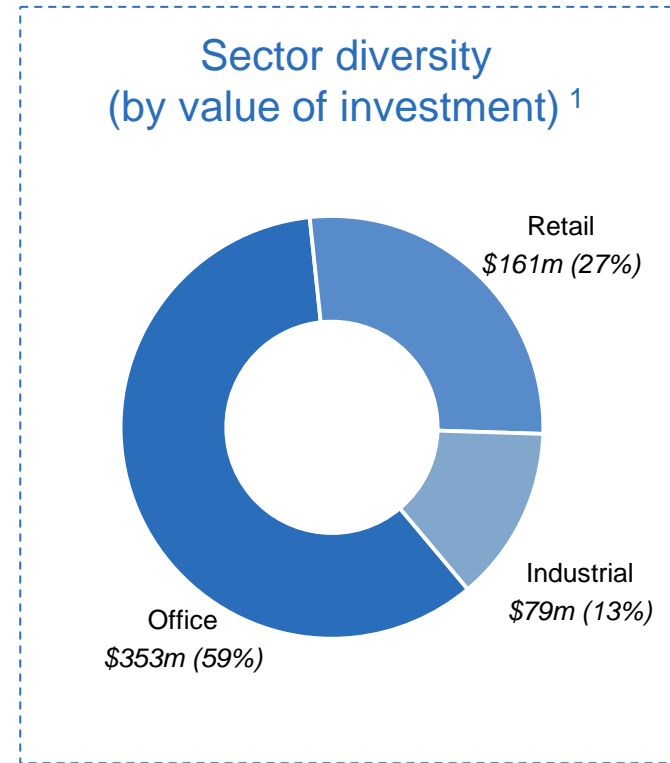
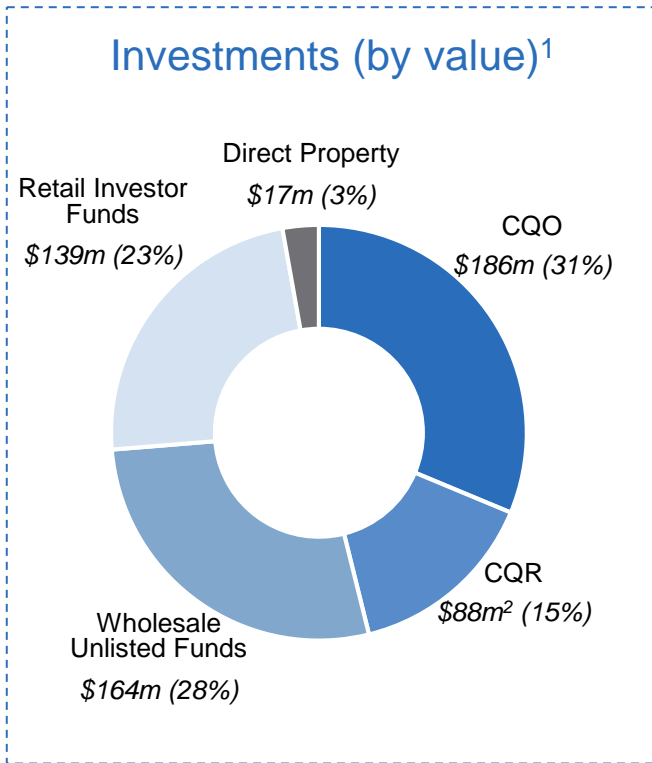
As at 30 June 2011



# Property investments

As at 30 June 2011

Strong diversity of investments contributing 60% of earnings

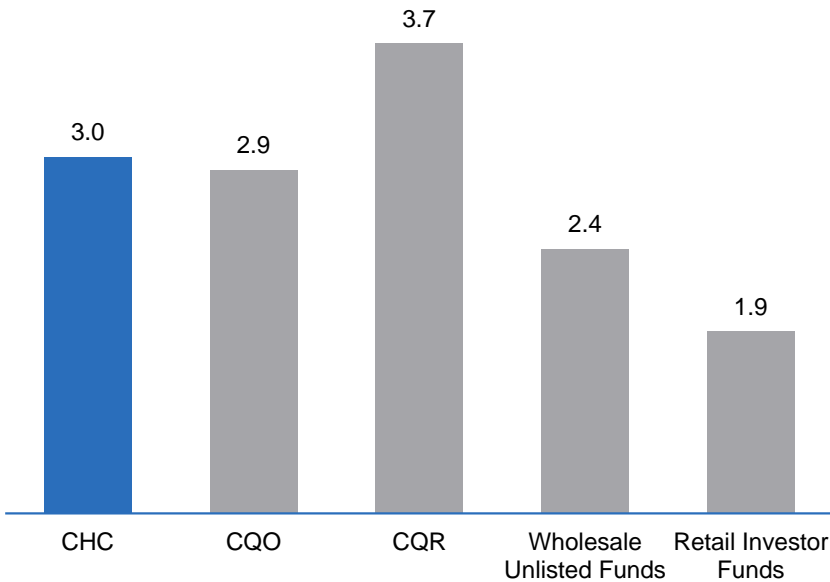


1. Includes Mentone Showrooms (CHC's only direct property) which was sold post balance date for book value  
2. Interest in CQR was increased to 10% post balance date not reflected in numbers which represent the position at 30 June 2011.

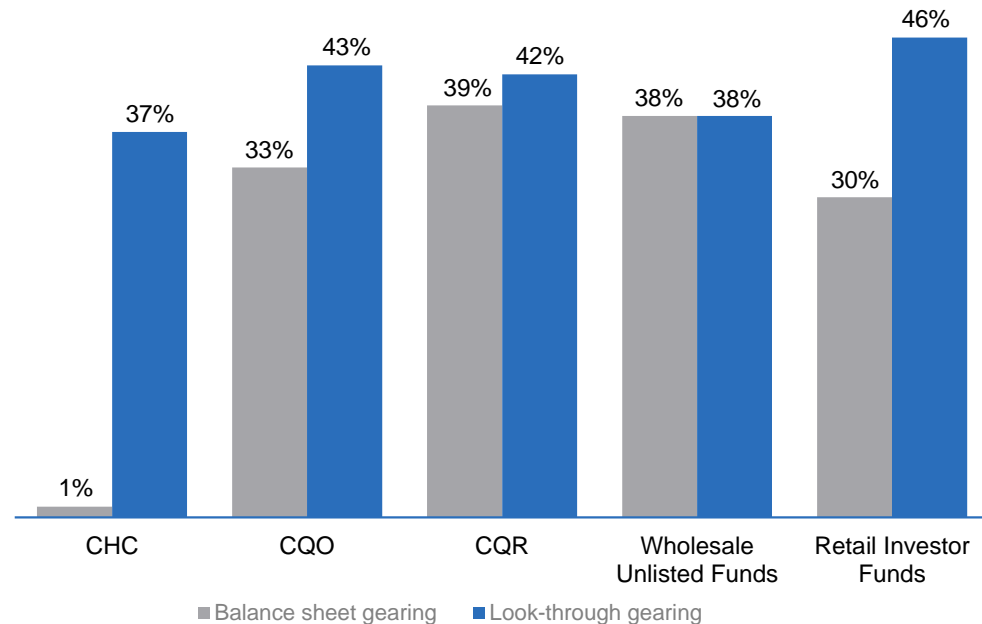
# Capital management

## Managed funds as at 30 June 2011<sup>1</sup>

### Debt duration (years)



### Gearing within target levels

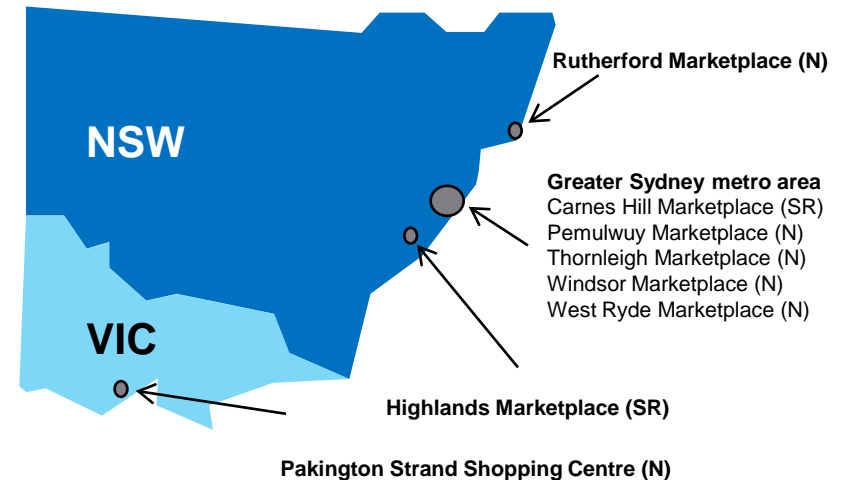


1. Analysis excludes opportunity fund debt facilities

# Woolworths portfolio acquisition



- ◆ \$266 million portfolio acquired by Charter Hall Retail REIT in joint venture with Telstra Super
- ◆ High quality portfolio of eight shopping centres built by and leased to Woolworths Ltd between 1999 and 2009
- ◆ Strong real estate fundamentals:
  - Quality, build, tenant profile and anchor WALE
  - Predominantly Sydney metro locations
  - Achieved attractive initial yield
- ◆ Acquisition accretive to CQR FY12 earnings



N = Neighbourhood shopping centre, SR = Sub-regional shopping centre

# WorkZone, Perth development

- ◆ On completion, will comprise two A-grade campus style buildings, totalling approx. 28,000sqm
- ◆ Leighton Contractors Pty Ltd has committed as the anchor tenant, leasing 76% of the total net lettable area for 12 years
- ◆ Broad is appointed as design and construction contractor and works commenced September 2011
- ◆ Targeting a 5 star NABERS Energy rating and a 5 star Green Star rating
- ◆ Construction has now commenced and the project is scheduled for completion in September 2013



# Little Bay Cove development

- ◆ Development alliance between Charter Hall Opportunity Fund No.5 (Group has a 15% interest) and TA Global
- ◆ A 13.6 hectare site, located on the southern end of Sydney's eastern suburbs
- ◆ Master plan approved for 570 dwellings (apartments, courtyard homes, land allotments)
- ◆ Estimated total project revenue of approximately \$420 million
- ◆ Site works commenced May 2011, with completion expected June 2014



Little Bay Cove site, NSW



# Asset recycling strategy

- ◆ Charter Hall has an active strategy to recycle capital into higher return investments

Equity realised since balance date	\$m <sup>1</sup>
Mentone Showrooms sold	\$16.7m
Expected equity recycling over the next 12-24 months	\$m <sup>1</sup>
Diversified Property Fund (50% now realised)	\$27.0m
Direct Retail Fund <sup>2</sup>	\$42.7m
Excess CQO special distribution (distribution from CQO US sale proceeds less acquisition of units from Fir Tree) <sup>3</sup>	\$15.3m
<b>Total proceeds</b>	<b>\$101.7m</b>

- ◆ Recycled equity redeployed in a range of capital management initiatives

1. Book value at 30 June 2011  
2. The proceeds from DRF reflect a sell-down by Charter Hall to its target holding in the fund of no more than 20%  
3. Assuming an exchange rate of AUD / USD of \$1.03

# Operational update

## Activity since 30 June 2011

### Investment portfolio performance

- ◆ As at 30 September 2011 Charter Hall investment portfolio had an above average WALE of 6.1 years and weighted average rent reviews of 3.9% per annum.

### Delivering on strategy

- ◆ Contracted to sell Charter Hall Office REIT's (CQO) 14 United States properties for US\$1.7bn, in line with the strategy to focus on the domestic portfolio and leverage skilled property team in Australia
- ◆ Charter Hall Diversified Property Fund (DPF) sold 46-50 Kings Park Road, West Perth and a smaller office building in Melbourne for a combined \$34.4m in line with the fund's divestment strategy
- ◆ Following the acquisition of the Macquarie funds management platform in March 2010 we are streamlining our processes and structure to position the Group for continued growth

### Capital recycling

- ◆ Mentone showrooms sold for \$16.7m, utilising capital to acquire a further 1.7% interest in Charter Hall Retail REIT (CQR) increasing its co-investment stake to the 10% target
- ◆ Core Plus Office Fund (CPOF) sold 34 Hunter Street, Sydney above book for \$36m, with capital to be reinvested in development opportunities within the fund

# Operational update continued...

## Activity since 30 June 2011

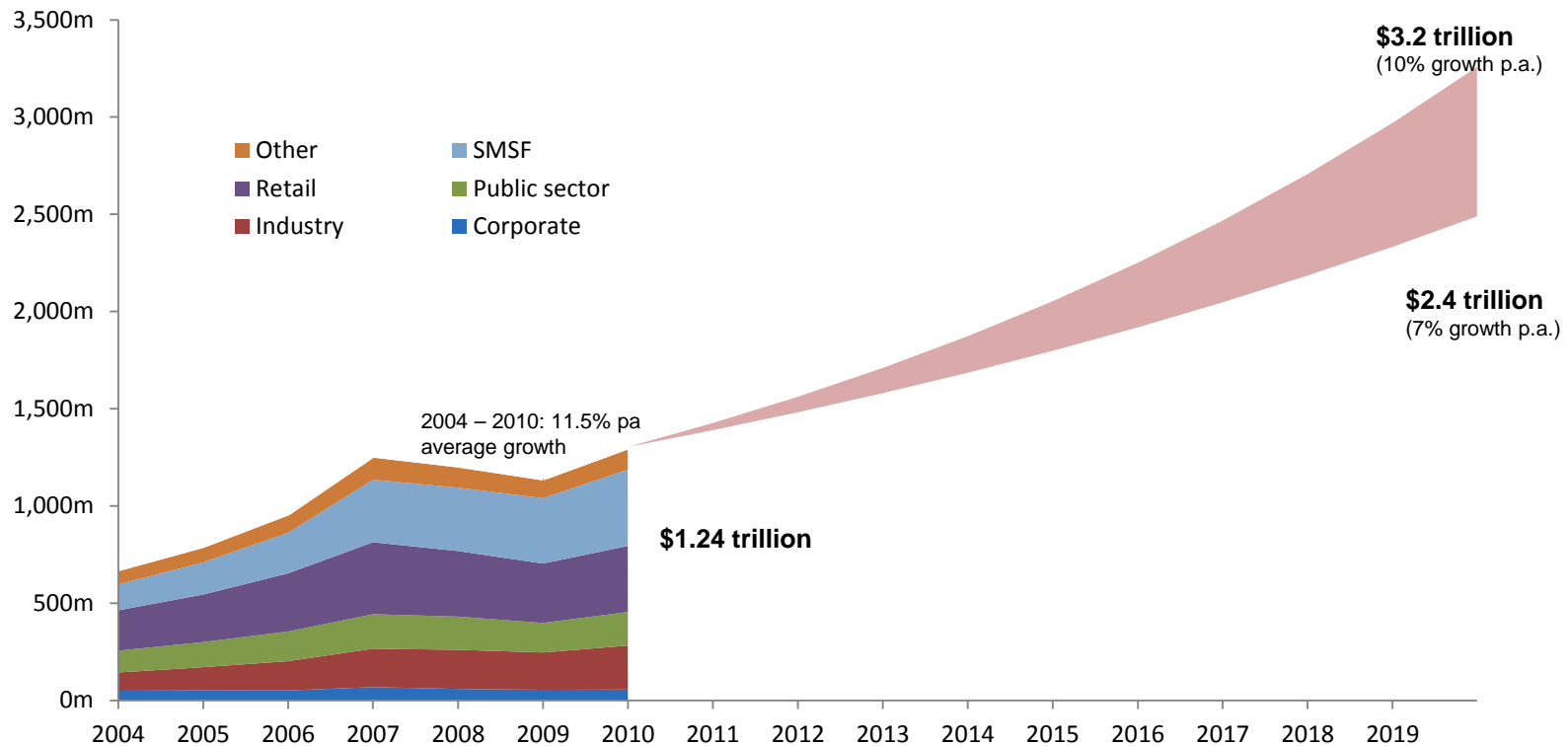
### Macquarie Capital led consortium proposal to acquire CQO units

- ◆ On 29 August, the CQO Board received a proposal from a Macquarie Capital led consortium to acquire for cash all CQO issued units, other than those held by Charter Hall, and subject to Charter Hall being retained as manager
- ◆ Charter Hall Group will await determination by the CQO independent directors that the proposal is acceptable before commencing discussions on terms
- ◆ Independent directors have advised that a revised proposal was still not adequate and they have provided the consortium access to information, on a non-exclusive basis, with a view to assisting them to further improve their bid



# Increasing flows of superannuation

- ◆ Currently \$1.24 trillion superannuation funds under management
  - Forecast to grow to a 2020 balance of between \$2.4 trillion to \$3.2 trillion
  - Net inflows of \$60 billion per annum with 11% allocation to property



# Outlook

- ◆ Economic uncertainty driven by global instability
  - Financial markets and Australian dollar continue to be volatile
  - Reduced inflationary outlook prompted the RBA to cut rates
  - Consumer confidence reacted swiftly, returning to positive territory in November 2011
  - Unemployment rates, while rising slightly from mid year, remain lower than the start of 2011
- ◆ Despite this, Australian property markets have been recovering
  - Property supply and demand fundamentals are sound driving higher income
  - Tenant demand remains positive and vacancy rates are trending downward
  - Strict lending criteria and precommitment requirements have limited supply outlook across markets
  - Investment demand for commercial real estate continues to underpin values
- ◆ Expect medium term net operating income growth through reduced vacancies, rental growth and reduction in funding costs
- ◆ Equity flows are increasing to unlisted real estate (in particular given volatility in listed markets)

# FY12 earnings guidance

FY12 earnings guidance provided at time of full year results reconfirmed

- ◆ Baring unforeseen circumstances, FY12 operating earnings are expected to be between 24 - 25 cps
- ◆ 3 cps of FY12 operating earnings relates to the net earnings associated with the CQO US portfolio disposal



Charter Hall Group

# Procedural Matters



# Procedural Matters

- ◆ If there are any Securityholders who are eligible to vote who have not received their yellow voting card, please see a representative from Link Market Services at the registration desk
- ◆ Securityholders holding a red card are not eligible to vote but can speak at the meeting
- ◆ Visitors holding a blue card are not eligible to vote or speak at the meeting
- ◆ Copies of the Notice of Meeting and Annual Report are available from the front desk

# General Business

- ◆ First Item of business:
  - Consideration of the annual report, financial report, Directors report and Auditors report for the financial year ended 30 June 2011
- ◆ No questions for PricewaterhouseCoopers were received
- ◆ Mr Rob Baker of PwC will answer any questions relating to the conduct of the 30 June 2011 audit, the preparation of the financial statements, and the independence of the auditor

# General Business

## Formal Resolutions:

Items 2.1, 2.2, 3, 4, 5.1, 5.2, 6.1, 6.2, 8.3, and 8.4 are proposed as ordinary resolutions and will be approved if passed by at least 50% of votes cast by members entitled to vote on the resolution.

Items 7.1, 7.2, 8.1 and 8.2 are proposed as special resolutions and will be approved if passed by at least 75% of votes cast by members entitled to vote on the resolution.

Voting on the items 2.1 and 2.2 will take place on a show of hands, with the remainder of the items to be decided on a poll.

**Your Directors' support the resolutions being put to Securityholders, except for situations where they have an interest in that resolution, in which case, they individually make no recommendation.**

**Where permitted to do so, the Chairman of the Meeting will vote all available proxies 'for' each item of business.**

# Resolution 2.1

***“That Mr Kerry Roxburgh, a Director of CHL retiring in accordance with the CHL Constitution, is re-elected as a Director of CHL”***

Resolution 2.1 is an ordinary resolution, and will be approved if passed by at least 50% of the votes cast by members entitled to vote on the resolution.

# Resolution 2.1 - Proxies

<b>FOR:</b>	<b>237,555,109</b>	<b>95.75 %</b>
<b>OPEN:</b>	<b>2,393,090</b>	<b>0.96%</b>
<b>AGAINST:</b>	<b>8,147,374</b>	<b>3.28 %</b>
<b>ABSTAIN:</b>	<b>36,910</b>	

# Resolution 2.2

***“That Mr Roy Woodhouse, a Director of CHL retiring in accordance with the CHL Constitution, is re-elected as a director of CHL”.***

Resolution 2.2 is an ordinary resolution, and will be approved if passed by at least 50% of the votes cast by members entitled to vote on the resolution.

# Resolution 2.2 - Proxies

<b>FOR:</b>	<b>237,498,232</b>	<b>95.74%</b>
<b>OPEN:</b>	<b>2,405,590</b>	<b>0.97%</b>
<b>AGAINST:</b>	<b>8,170,322</b>	<b>3.29%</b>
<b>ABSTAIN:</b>	<b>58,339</b>	

# Resolution 3

***"That the Remuneration Report included in the Annual Report for the year ended 30 June 2011 be adopted."***

Resolution 3 is an ordinary resolution, and will be approved if passed by at least 50% of the votes cast by members entitled to vote on the resolution.

# Resolution 3 - Proxies

<b>FOR:</b>	<b>223,962,373*</b>	<b>92.61 %</b>
<b>OPEN:</b>	<b>16,072</b>	<b>0.01 %</b>
<b>AGAINST:</b>	<b>17,863,754</b>	<b>7.39 %</b>
<b>ABSTAIN:</b>	<b>639,986</b>	

\* Includes votes available to the Chairman of the meeting.

# Resolution 4

***“That , for the purposes of Rule 43(b) of the CHL Constitution and Listing Rule 10.17, the maximum aggregate remuneration that may be paid to all of the Non-Executive Directors of CHL for their services as Non-Executive Directors of CHL be increased by \$200,000, from \$800,000 per annum to \$1,000,000 per annum.”***

Resolution 4 is an ordinary resolution, and will be approved if passed by at least 50% of the votes cast by members entitled to vote on the resolution.

# Resolution 4 - Proxies

<b>FOR:</b>	<b>227,737,514</b>	<b>94.28 %</b>
<b>OPEN:</b>	<b>2,293,707</b>	<b>0.95 %</b>
<b>AGAINST:</b>	<b>11,517,887</b>	<b>4.77 %</b>
<b>ABSTAIN:</b>	<b>400,739</b>	

# Resolution 5.1

***“That approval is given for all purposes under the Corporations Act and the Listing Rules (in particular, Listing Rule 10.14) for the issue of 564,516 performance rights to Mr David Southon as described in the Explanatory Memorandum.”***

Resolution 5.1 is an ordinary resolution, and will be approved if passed by at least 50% of the votes cast by members entitled to vote on the resolution.

# Resolution 5.1 - Proxies

<b>FOR:</b>	<b>228,014,852</b>	<b>94.29 %</b>
<b>OPEN:</b>	<b>2,400,011</b>	<b>0.99 %</b>
<b>AGAINST:</b>	<b>11,418,554</b>	<b>4.72 %</b>
<b>ABSTAIN:</b>	<b>399,444</b>	

# Resolution 5.2

***“That approval is given for all purposes under the Corporations Act and the Listing Rules (in particular, Listing Rule 10.14) for the issue of 564,516 performance rights to Mr David Harrison as described in the Explanatory Memorandum.”***

Resolution 5.2 is an ordinary resolution, and will be approved if passed by at least 50% of the votes cast by members entitled to vote on the resolution.

# Resolution 5.2 - Proxies

<b>FOR:</b>	<b>228,014,852</b>	<b>94.29 %</b>
<b>OPEN:</b>	<b>2,400,011</b>	<b>0.99 %</b>
<b>AGAINST:</b>	<b>11,418,554</b>	<b>4.72 %</b>
<b>ABSTAIN:</b>	<b>399,444</b>	

# Resolution 6.1

***“That approval is given for all purposes under Corporation Act and the Listing Rules (in particular, Listing Rule 10.14) for the issue of up to 85,731 service rights to Mr David Southon as described in the Explanatory Memorandum”***

Resolution 6.1 is an ordinary resolution, and will be approved if passed by at least 50% of the votes cast by members entitled to vote on the resolution.

# Resolution 6.1 - Proxies

<b>FOR:</b>	<b>227,535,590</b>	<b>94.09 %</b>
<b>OPEN:</b>	<b>2,400,011</b>	<b>0.99 %</b>
<b>AGAINST:</b>	<b>11,899,550</b>	<b>4.92 %</b>
<b>ABSTAIN:</b>	<b>397,710</b>	

# Resolution 6.2

***6.2 “That approval is given for all purposes under Corporation Act and the Listing Rules (in particular, Listing Rule 10.14) for the issue of up to 85,731 service rights to Mr David Harrison as described in the Explanatory Memorandum”***

Resolution 6.2 is an ordinary resolution, and will be approved if passed by at least 50% of the votes cast by members entitled to vote on the resolution.

# Resolution 6.2 - Proxies

<b>FOR:</b>	<b>227,439,054</b>	<b>94.05 %</b>
<b>OPEN:</b>	<b>2,558,547</b>	<b>1.06 %</b>
<b>AGAINST:</b>	<b>11,837,550</b>	<b>4.89 %</b>
<b>ABSTAIN:</b>	<b>397,710</b>	

# Resolution 7.1

***“That, subject to the passing of a resolution by CHPT Unitholders in respect of a corresponding buy-back of CHPT Units stapled to CHL Shares, the terms and conditions of the selective buy-back agreement relating to the off-market buy-back by CHL of up to 12,585,899 CHL Shares held by CHL Executive Loan Security Plan Managers Pty Limited as trustee for the Charter Hall Executive Loan Security Plan Trust, as described in the Explanatory Memorandum, be approved, in accordance with Section 257D of the Corporations Act.”***

Resolution 7.1 is a special resolution, and will be approved if passed by at least 75% of the votes cast by members entitled to vote on the resolution.

# Resolution 7.1 - Proxies

<b>FOR:</b>	<b>239,669,013</b>	<b>98.99 %</b>
<b>OPEN:</b>	<b>2,427,019</b>	<b>1.00 %</b>
<b>AGAINST:</b>	<b>20,150</b>	<b>0.01 %</b>
<b>ABSTAIN:</b>	<b>42,607</b>	

# Resolution 7.2

***“That, subject to the passing of a resolution by CHL Shareholders in respect of a corresponding buy-back of CHL Shares stapled to CHPT Units, the terms and conditions of the selective buy-back agreement relating to the off-market buy-back by CHFML of up to 12,585,899 CHPT Units held by CHL Executive Loan Security Plan Managers Pty Limited as trustee for the Charter Hall Executive Loan Security Plan Trust, as described in the Explanatory Memorandum, be approved, in accordance with Section 257D of the Corporations Act.”***

Resolution 7.2 is a special resolution, and will be approved if passed by at least 75% of the votes cast by members entitled to vote on the resolution.

# Resolution 7.2 - Proxies

<b>FOR:</b>	<b>239,516,664</b>	<b>98.93 %</b>
<b>OPEN:</b>	<b>2,579,368</b>	<b>1.07 %</b>
<b>AGAINST:</b>	<b>20,150</b>	<b>0.01 %</b>
<b>ABSTAIN:</b>	<b>42,607</b>	

# Resolution 8.1

***“That the Constitution of CHPT be amended in accordance with the provisions of the CHPT Supplemental Deed Poll in the form tabled at the Meeting and initialled by the Chairman of the Meeting for the purpose of identification, and that CHFML is authorised to execute the CHPT Supplemental Deed Poll and lodge it with the ASIC to give effect to these amendments to the Constitution of CHPT.”***

Resolution 8.1 is a special resolution, and will be approved if passed by at least 75% of the votes cast by members entitled to vote on the resolution.

# Resolution 8.1 - Proxies

<b>FOR:</b>	<b>245,624,399</b>	<b>99.02 %</b>
<b>OPEN:</b>	<b>2,429,795</b>	<b>0.98 %</b>
<b>AGAINST:</b>	<b>6,837</b>	<b>0.00 %</b>
<b>ABSTAIN:</b>	<b>71,452</b>	

# Resolution 8.2

**8.2 “That the Constitution of CHL be amended with effect on and from the date that this resolution is passed by inserting the following clause after clause 72:**

**“72A Capital reallocation: If, at any time, the RE makes a distribution of capital of the Trust to Unitholders in accordance with clause 16.4A of the constitution of the Trust on terms that the amount to be distributed in respect of each Unit (the Capital Reallocation Amount) is to be paid at the direction of the Unitholder to the Company as an additional capital payment in respect of the Share to which that Unit is stapled, then that Unitholder, as a holder of a Stapled Security, is:**

*(i) taken to have directed the Company to accept the Capital Reallocation Amount as an additional capital payment in respect of the Share to which that Unit is Stapled; and*

*(ii) deemed to have appointed the Company as its attorney and agent to do all things the Company considers necessary to give effect to the receipt of the Capital Reallocation Amount by the Company,*

*and the Company shall be deemed to receive the Capital Reallocation Amount as an additional capital payment in respect of the Share to which that Unit is Stapled.”*

Resolution 8.2 is a special resolution, and will be approved if passed by at least 75% of the votes cast by members entitled to vote on the resolution.

# Resolution 8.2 - Proxies

<b>FOR:</b>	<b>245,627,175</b>	<b>99.02 %</b>
<b>OPEN:</b>	<b>2,427,019</b>	<b>0.98 %</b>
<b>AGAINST:</b>	<b>6,837</b>	<b>0.00 %</b>
<b>ABSTAIN:</b>	<b>71,452</b>	

# Resolution 8.3

***“That , subject to the resolutions in Items 8.1 and 8.2 in the Notice of Meeting convening the Meeting each being approved and the amendments to the Constitution of CHPT referred to in the Item 8.1 resolution taking effect, at any time prior to 30 June 2012, CHFML is authorised to make a distribution of capital of CHPT under clause 16.4A in the amount of up to \$0.66 per CHPT Unit, being a total amount of up to \$200,000,000, which is to be applied by CHFML as agent for and on behalf of the CHPT Unitholders by paying that amount at the direction of each CHPT Unitholder to CHL as an additional capital payment in respect of the CHL Share already issued to which that CHPT Unit is stapled.”***

Resolution 8.3 is an ordinary resolution, and will be approved if passed by at least 50% of the votes cast by members entitled to vote on the resolution.

# Resolution 8.3 - Proxies

<b>FOR:</b>	<b>245,631,285</b>	<b>99.02 %</b>
<b>OPEN:</b>	<b>2,427,019</b>	<b>0.98 %</b>
<b>AGAINST:</b>	<b>16,250</b>	<b>0.01 %</b>
<b>ABSTAIN:</b>	<b>57,929</b>	

# Resolution 8.4

***8.4 “That, subject to the resolutions in Items 8.1, 8.2 and 8.3 in the Notice of Meeting convening the Meeting each being approved and the amendments to the Constitution of CHL referred to in the Item 8.2 resolution taking effect, if, at any time prior to 30 June 2012, CHFML makes a distribution of capital of CHPT in the amount of up to \$0.66 per CHPT Unit (Capital Reallocation Amount), being a total amount of up to \$200,000,000, which is applied as an additional capital payment in respect of each CHL Share to which a CHPT Unit is stapled, then CHL will receive and accept the Capital Reallocation Amount in accordance with clause 72A of the Constitution of CHL.”***

Resolution 8.4 is an ordinary resolution, and will be approved if passed by at least 50% of the votes cast by members entitled to vote on the resolution.

# Resolution 8.4 - Proxies

<b>FOR:</b>	<b>245,631,285</b>	<b>99.02 %</b>
<b>OPEN:</b>	<b>2,427,019</b>	<b>0.98 %</b>
<b>AGAINST:</b>	<b>16,250</b>	<b>0.01 %</b>
<b>ABSTAIN:</b>	<b>57,929</b>	

# Questions

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