

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **Charter Hall Group**

ACN/ARSN:

1. Details of substantial holder (s)

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

14 April 2014

The previous notice was given to the company on

27 March 2014

The previous notice was dated

27 March 2014

2. Previous and present voting power

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

Class of Securities (4)	Previous Notice Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	17,474,100	5.02%	20,985,797	6.03%

3. Changes in relevant interests

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

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
			AUD \$	Common Stock	Common Stock
3/26/2014	FIL	BUY	3.97	73,098	73,098
3/26/2014	FIL	BUY	3.97	16,852	16,852
3/26/2014	FIL	BUY	3.97	83,620	83,620
3/26/2014	FIL	BUY	3.97	36,353	36,353
3/26/2014	FIL	BUY	3.97	28,817	28,817
3/26/2014	FIL	BUY	3.97	25,082	25,082
3/26/2014	FIL	BUY	3.97	6,708	6,708
3/26/2014	FIL	BUY	3.97	7,911	7,911

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3/27/2014	FIL	BUY	3.90	6,373	6,373
3/27/2014	FIL	BUY	3.90	1,469	1,469
3/27/2014	FIL	BUY	3.90	7,291	7,291
3/27/2014	FIL	BUY	3.90	3,170	3,170
3/27/2014	FIL	BUY	3.90	2,513	2,513
3/27/2014	FIL	BUY	3.90	2,187	2,187
3/27/2014	FIL	BUY	3.90	1,389	1,389
3/27/2014	FIL	BUY	3.90	1,389	1,389
4/1/2014	FIL	BUY	3.97	16,571	16,571
4/1/2014	FIL	BUY	3.97	3,820	3,820
4/1/2014	FIL	BUY	3.97	18,956	18,956
4/1/2014	FIL	BUY	3.97	8,241	8,241
4/1/2014	FIL	BUY	3.97	6,533	6,533
4/1/2014	FIL	BUY	3.97	5,686	5,686
4/1/2014	FIL	BUY	3.97	1,511	1,511
4/1/2014	FIL	BUY	3.97	1,785	1,785
4/2/2014	FIL	BUY	4.00	188,674	188,674
4/2/2014	FIL	BUY	4.00	43,498	43,498
4/2/2014	FIL	BUY	4.00	215,832	215,832
4/2/2014	FIL	SEL	4.00	56,792	56,792
4/2/2014	FIL	BUY	4.00	93,832	93,832
4/2/2014	FIL	BUY	4.00	74,380	74,380
4/2/2014	FIL	BUY	4.00	64,739	64,739
4/2/2014	FIL	BUY	4.00	17,210	17,210
4/2/2014	FIL	BUY	4.00	20,327	20,327
4/3/2014	FIL	BUY	4.00	170,688	170,688
4/3/2014	FIL	BUY	4.00	39,351	39,351
4/3/2014	FIL	BUY	4.00	195,257	195,257
4/3/2014	FIL	BUY	4.00	84,887	84,887
4/3/2014	FIL	BUY	4.00	67,289	67,289
4/3/2014	FIL	BUY	4.00	58,568	58,568
4/3/2014	FIL	BUY	4.00	15,570	15,570
4/3/2014	FIL	BUY	4.00	18,390	18,390
4/4/2014	FIL	BUY	4.00	2,350	2,350
4/4/2014	FIL	BUY	4.00	1,354	1,354
4/4/2014	FIL	BUY	4.00	2,688	2,688
4/4/2014	FIL	BUY	4.00	1,354	1,354
4/4/2014	FIL	BUY	4.00	1,354	1,354
4/4/2014	FIL	BUY	4.00	1,354	1,354
4/4/2014	FIL	BUY	4.00	1,354	1,354
4/4/2014	FIL	BUY	4.00	1,354	1,354
4/7/2014	FIL	BUY	4.02	10,629	10,629
4/7/2014	FIL	BUY	4.02	2,442	2,442
4/7/2014	FIL	BUY	4.02	12,158	12,158
4/7/2014	FIL	BUY	4.02	5,284	5,284

4/7/2014	FIL	BUY	4.02	4,186	4,186
4/7/2014	FIL	BUY	4.02	3,642	3,642
4/7/2014	FIL	BUY	4.02	1,342	1,342
4/7/2014	FIL	BUY	4.02	1,342	1,342
4/8/2014	FIL	BUY	4.02	102,314	102,314
4/8/2014	FIL	BUY	4.01	137,326	137,326
4/8/2014	FIL	BUY	4.02	23,664	23,664
4/8/2014	FIL	BUY	4.01	31,402	31,402
4/8/2014	FIL	BUY	4.02	117,012	117,012
4/8/2014	FIL	BUY	4.01	157,121	157,121
4/8/2014	FIL	BUY	4.02	50,965	50,965
4/8/2014	FIL	BUY	4.01	68,172	68,172
4/8/2014	FIL	BUY	4.02	40,415	40,415
4/8/2014	FIL	BUY	4.01	53,962	53,962
4/8/2014	FIL	BUY	4.02	35,185	35,185
4/8/2014	FIL	BUY	4.01	46,919	46,919
4/8/2014	FIL	BUY	4.02	9,369	9,369
4/8/2014	FIL	BUY	4.01	12,150	12,150
4/8/2014	FIL	BUY	4.02	11,076	11,076
4/8/2014	FIL	BUY	4.01	14,450	14,450
4/9/2014	FIL	BUY	4.05	86,120	86,120
4/9/2014	FIL	BUY	4.05	19,789	19,789
4/9/2014	FIL	BUY	4.05	98,516	98,516
4/9/2014	FIL	BUY	4.05	42,815	42,815
4/9/2014	FIL	BUY	4.05	33,916	33,916
4/9/2014	FIL	BUY	4.05	29,506	29,506
4/9/2014	FIL	BUY	4.05	7,733	7,733
4/9/2014	FIL	BUY	4.05	9,173	9,173
4/11/2014	FIL	BUY	4.08	5,825	5,825
4/11/2014	FIL	BUY	4.07	52,283	52,283
4/11/2014	FIL	BUY	4.08	57,276	57,276
4/11/2014	FIL	BUY	4.08	1,626	1,626
4/11/2014	FIL	BUY	4.07	12,182	12,182
4/11/2014	FIL	BUY	4.08	13,167	13,167
4/11/2014	FIL	BUY	4.07	969	969
4/11/2014	FIL	BUY	4.08	1,305	1,305
4/11/2014	FIL	BUY	4.08	5,142	5,142
4/11/2014	FIL	BUY	4.07	60,053	60,053
4/11/2014	FIL	BUY	4.08	66,797	66,797
4/11/2014	FIL	BUY	4.08	2,828	2,828
4/11/2014	FIL	BUY	4.07	26,004	26,004
4/11/2014	FIL	BUY	4.08	28,531	28,531
4/11/2014	FIL	BUY	4.08	2,212	2,212
4/11/2014	FIL	BUY	4.07	20,604	20,604
4/11/2014	FIL	BUY	4.08	22,625	22,625

4/11/2014	FIL	BUY	4.08	1,907	1,907
4/11/2014	FIL	BUY	4.07	17,928	17,928
4/11/2014	FIL	BUY	4.08	19,697	19,697
4/11/2014	FIL	BUY	4.08	1,612	1,612
4/11/2014	FIL	BUY	4.08	4,227	4,227
4/11/2014	FIL	BUY	4.07	4,522	4,522
4/11/2014	FIL	BUY	4.07	5,455	5,455
4/11/2014	FIL	BUY	4.08	6,375	6,375
4/14/2014	FIL	BUY	4.03	25,486	25,486
4/14/2014	FIL	BUY	4.03	5,838	5,838
4/14/2014	FIL	BUY	4.03	29,155	29,155
4/14/2014	FIL	BUY	4.03	1,321	1,321
4/14/2014	FIL	BUY	4.03	12,671	12,671
4/14/2014	FIL	BUY	4.03	10,037	10,037
4/14/2014	FIL	BUY	4.03	8,732	8,732
4/14/2014	FIL	BUY	4.03	2,289	2,289
4/14/2014	FIL	BUY	4.03	2,734	2,734
				TOTAL BUYS	3,568,489
				TOTAL SELLS	56,792
				NET BUY	3,511,697

4. Present Relevant Interest

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

Refer to Annexure A

5. Changes in Association

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

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

6. Addresses

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

Refer to Annexure A

Sign Here P. Alexander

Dated: 16 April 2014

Philip Alexander

Manager, Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Name	Address	Registered Holder of Securities	Nature of Relevant Interest	Total
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW, 2000	BROWN BROTHERS HARRIMAN AND CO	Investment Discretion/ Voting Power	21,817
		JP MORGAN, BOURNEMOUTH (C)		12,622,643
		NATIONAL ASTL BK MELBOURNE (S)		1,815,086
		NORTHERN TRUST LONDON (C)		113,297
		CITIBANK LONDON		1,494,434
		BROWN BROS HARRIMAN LTD LUX (C)		474,098
		CITIBANK LTD MELBOURNE (C)		879,628
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	HSBC INST TRST SER ASIA LTD(C)	Investment Discretion/ Voting Power	3,009,545
		HSBC INVST BANK LTD SEOUL (S)		483,141
		JP MORGAN, BOURNEMOUTH (C)		12,877
FIL INVESTMENTS (JAPAN) LTD	4-3-1 Shiroyama JT Trust Tower, 20th Floor, Toranomon Minato-Ku, Tokyo, 105-6019, Japan	BROWN BROS HARRIMAN LTD LUX (C)	Investment Discretion/ Voting Power	5,483
		BROWN BROS HARRIMAN LTD LUX (C)		22,883
		MASTER TRUST BANK OF JAPAN (C)		30,865