

ASX Release

Charter Hall Retail REIT Notice of Meeting and Explanatory Memorandum

2 May 2019

Charter Hall
Retail Management Limited
ACN 069 709 468
AFSL 246996

Responsible entity of
Charter Hall Retail REIT
ABN 34 357 213 849

Level 20, No.1 Martin Place
Sydney NSW 2000
GPO Box 2704 Sydney NSW 2001

T +61 2 8651 9000
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www.charterhall.com.au

Attached is a Notice of Meeting and Explanatory Memorandum (**NOM**) for an extraordinary general meeting of Unitholders of CQR to be held on 27 May 2019.

Further to the NOM, Charter Hall Retail Management Limited, as responsible entity of Charter Hall Retail REIT (**ASX:CQR**) confirms that the ASX has granted a waiver to limit the application of listing rule 14.11 so that votes of a Unitholder who participated in the Institutional Placement may be counted, to the extent that the Unitholder is acting solely in a fiduciary, nominee, trustee or custodial capacity on behalf of beneficiaries who did not participate in the Institutional Placement, on the conditions set out in the NOM.

About Charter Hall Retail REIT

Charter Hall Retail REIT is a leading listed real estate investment trust with a portfolio of high quality Australian supermarket anchored convenience based retail.

Charter Hall Retail REIT is managed by Charter Hall Group (ASX:CHC) one of Australia's leading fully integrated property groups, with over \$28.4 billion of high quality, long leased property across the office, retail, industrial and social infrastructure sectors. The Group has offices in Sydney, Melbourne, Brisbane, Adelaide and Perth and oversees a portfolio of 820 properties that is more than 6.3 million square metres in size. The ASX100 Group has over 27 years' experience managing and investing in high quality property on behalf of institutional, wholesale and retail clients.

Charter Hall's success is driven by our focus on our tenant and investor customers. We look to partner with our tenants, growing with them and helping meet their property needs. We invest alongside our capital partners, creating value and generating superior investment returns together. Our \$5.3 billion development pipeline creates new assets for our investors, improving future returns, while creating opportunities for our tenant partners to expand and adapt their businesses. Sustainability and innovation are key elements of our approach. By ensuring our actions are innovative, commercially sound and make a difference to our people, customers and the environment, Charter Hall makes a positive impact for its investors, the community and the Group. For further information on Charter Hall Group and Charter Hall Retail REIT go to www.charterhall.com.au.

For further information, please contact

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Charter Hall Retail REIT

Notice of Extraordinary General Meeting of Unitholders and Explanatory Memorandum

For a meeting to be held on Monday, 27 May 2019
at 10:00am Australian Eastern Standard Time (AEST)
at Level 20, No.1 Martin Place, Sydney NSW 2000

Unitholders can vote by using the Proxy Form and reply
paid envelope or by attending the Meeting on Monday,
27 May 2019 at 10:00am (AEST)

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SEPARATE ATTACHMENT

Proxy Form



2 May 2019

Level 20, No.1 Martin Place
Sydney NSW 2000
GPO Box 2704
Sydney NSW 2001

Tel +61 2 8651 9000
Fax +61 2 9221 4655
www.charterhall.com.au/cqr

Charter Hall Retail REIT
(ARSN 093 143 965)

Dear Unitholder

Charter Hall Retail REIT — Meeting of Unitholders

The directors of Charter Hall Retail Management Limited, the responsible entity of the Charter Hall Retail REIT ("CQR" or the "REIT"), are pleased to invite all Unitholders to an extraordinary general meeting of Unitholders of CQR. The purpose of the Meeting is to approve, for the purposes of Listing Rule 7.1, the Institutional Placement announced on 1 April 2019. The outcome of the Resolution will have no effect on the validity of the Institutional Placement. Please refer to the Explanatory Memorandum for details.

The Meeting will be held as follows:

Date: Monday 27 May 2019

Time: 10.00am (AEST)

Registration Commences: 9.30am (AEST)

Location: Level 20, 1 Martin Place, Sydney NSW 2000

Please find enclosed the Notice of Meeting, Explanatory Memorandum, Proxy Form and business reply envelope.

If you are attending the Meeting, please bring the attached Proxy Form with you, as the barcode will assist in the registration process.

If you are unable to attend, please complete and return your Proxy Form by no later than 10.00am (AEST), Saturday 25 May 2019 in accordance with the instructions on the attached Proxy Form.

If you require further information or have questions, please contact the CQR Registry, Link Market Services on +61 1300 303 063 (within and outside Australia).

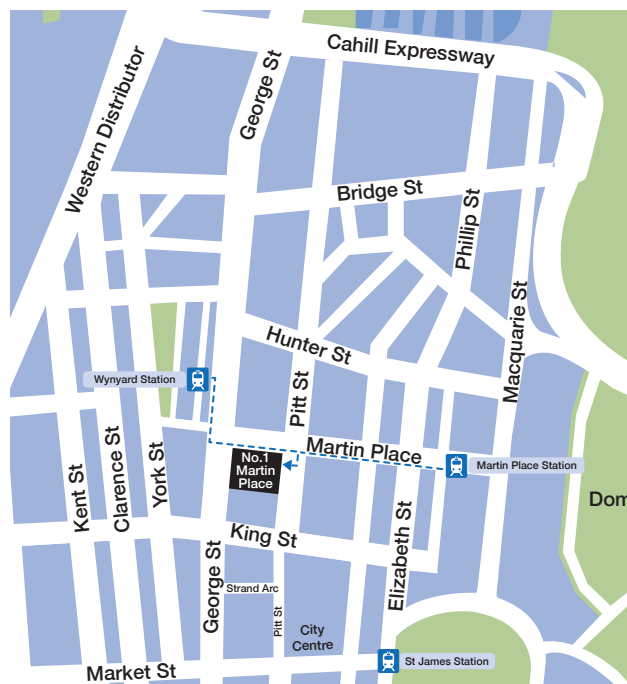
I look forward to your attendance at the Meeting.

Yours faithfully,

A handwritten signature in black ink, appearing to be "R. Davis", with a stylized flourish at the end.

Roger Davis, Independent Chairman
Charter Hall Retail Management Limited

Location of the meeting



Venue

The Meeting of Unitholders of Charter Hall Retail REIT will be held at:

Charter Hall Group
Level 20, No.1 Martin Place,
Sydney NSW 2000

Commencing

10:00am Australian Eastern Standard Time,
Monday 27 May 2019

Charter Hall Head Office

The office is conveniently situated in the middle of the Sydney CBD and within close proximity to the city's ferry, train, bus and taxi facilities.

By Taxi

A taxi rank is located directly outside the office entrance on Pitt Street. The nearest cross street is King Street.

By Car

Self-parking is available through Secure Parking, with the carpark entrance located at 159 Pitt Street, Sydney NSW 2000.

Alternative self-parking is offered through Wilson Parking at Angel Place. Self-parking rates are available upon request.

By Train

Martin Place and Wynyard Railway Stations are within walking distance from the office. The stations offer services on all intercity and suburban trains and are a five-minute train ride to Central Station — the main station for all train services in Sydney.

By Bus

Due to the construction of the CBD & South East Light Rail, most CBD bus routes have been affected, which means your usual route, timetable, route number and CBD bus stop may change.

Buses in the city centre operate predominantly along priority routes on Elizabeth Street, Castlereagh Street, Park Street, Druiett Street, Clarence Street and York Street. No buses will operate on George Street during or after construction.

For more information on changes to bus routes and timetables please visit www.sydneybuses.info/ or phone 131 500.

Tickets are required and must be pre-purchased prior to boarding. Charter Hall Concierge can advise on the appropriate ticket and the closest location for ticket purchase.

Meeting agenda

Meeting protocol

Monday 27 May 2019

- 9.30am Registration begins
- 10.00am Meeting commences
Welcome to Unitholders – Chairman
Business of Meeting

The Meeting is an important event and we encourage Unitholders to actively participate.

Important information about the conduct of the Meeting is set out below.

Voting on the Resolution will be conducted by way of a poll.

Discussion and asking questions

Discussion will take place on the business of the Meeting as set out in the Notice of Meeting on page 6.

The Explanatory Memorandum provides further information relating to the business of the Meeting.

Unitholders will have the opportunity to ask questions at the Meeting.

To ensure that as many Unitholders as possible have the opportunity to ask questions at the Meeting, Unitholders are requested to observe the following guidelines:

- Please keep questions as brief as possible and relevant to the matters being discussed.
- If a Unitholder has more than one question, please ask all questions at the one time.

Unitholders who are unable to attend the Meeting or who prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select Voting then click "Ask a Question".

To use the online lodgement facility, Unitholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).

An opportunity for discussion will be provided on each item of business prior to Unitholders being asked to vote.

Photography

Cameras and recording devices are not permitted at the Meeting.

Notice of meeting

Charter Hall Retail REIT (ARSN 093 143 965) ("CQR")

Notice is hereby given that an extraordinary general meeting of Unitholders of the Charter Hall Retail REIT will be held at:

Charter Hall Group
Level 20, No.1 Martin Place,
Sydney NSW 2000

On Monday, 27 May 2019 at 10:00am (AEST).

Important information:

- 1) The Resolution should be read in conjunction with the Explanatory Memorandum which follows.
- 2) Certain terms and abbreviations used below are defined in the Glossary on page 9 of the Explanatory Memorandum accompanying this Notice of Meeting.
- 3) The Meeting will be held in accordance with the Corporations Act, the Listing Rules and the REIT's Constitution. A copy of the REIT's current Constitution can be found on the REIT's website (at <https://www.charterhall.com.au/Funds/Retail/Charter-Hall-Retail-REIT/About/Corporate-Governance/>)

The business of the Meeting is as follows:

Business:

Resolution 1 – Ratification of Institutional Placement

To consider, and if thought fit, pass the following resolution, as an ordinary resolution of Unitholders:

"To ratify, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 33,259,424 Units by Charter Hall Retail REIT at \$4.51 per Unit on 5 April 2019 to certain institutional, professional and other wholesale investors under an institutional placement for the purposes and on the terms set out in the Explanatory Memorandum in the Notice of Meeting convening this meeting."

Voting Exclusion Statements:

CQR will disregard any votes cast in favour on this Resolution by:

- (i) any person who participated in the Institutional Placement and their associates; or
- (ii) any proxy holder, whether of a directed or undirected proxy, for any person who participated in the Institutional Placement and their associates.

However, the Responsible Entity need not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

CQR has applied for a waiver from the ASX, which it anticipates will be granted, allowing CQR to limit the application of listing rule 14.11 so that votes of a Unitholder who participated in the Institutional Placement may be counted, to the extent that the Unitholder is acting solely in a fiduciary, nominee, trustee or custodial capacity on behalf of beneficiaries who did not participate in the Institutional Placement, on the following conditions:

- (i) the beneficiaries provide written confirmation to the nominee holder that they did not participate in the Institutional Placement, nor are they an associate of a person who participated in the Institutional Placement;
- (ii) the beneficiaries direct the nominee holder to vote for or against Resolution 1; and
- (iii) the nominee holder does not exercise discretion in casting a vote on behalf of the beneficiaries.

If this waiver is received CQR will make an announcement to the ASX.

In accordance with section 253E of the Corporations Act, the Responsible Entity and its associates will not vote their interests on a Resolution if they have an interest in this Resolution other than as a member of the REIT.

Entitlement to attend and vote

The Directors have determined that the holding of each Unitholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the Register at 7.00pm (AEST) on Friday, 24 May 2019.

Quorum

Under the Constitution, the required quorum for the Meeting is at least 2 Unitholders present in person or by proxy.

Voting by proxy

A Unitholder is entitled to appoint a proxy to attend and vote on behalf of the Unitholder at the Meeting. A proxy need not be a Unitholder of the REIT.

A Unitholder entitled to cast two or more votes at the Meeting may appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If the Unitholder appoints two proxies and does not specify the proportion or number of votes each proxy may exercise, then each proxy may exercise half of the votes.

A Proxy Form is attached to this Notice of Meeting. To be valid, Proxy Forms, and the authority under which any form appointing a proxy is signed or a certified copy of that authority (if any), must be received by no later than 10.00am (AEST) Saturday 25 May 2019 in accordance with the instructions listed on the attached Proxy Form. Please note that certified copies of authorities or powers of attorney cannot be received by facsimile and may only be received by mail or by hand delivery. As the final date and time for the receipt of proxy forms, authorities or powers of attorney is outside of business hours, you will need to allow extra time to ensure that any deliveries by hand or by mail are received no later than Friday 24 May 2019 at 5:00pm (AEST).

Alternatively, Unitholders may vote online at www.linkmarketservices.com.au, by entering their holding details as shown on the Proxy Form, then selecting 'Voting', and then following the prompts to lodge their vote. To use the online lodgement facility, Unitholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

If a Unitholder returns their Proxy Form but does not nominate a representative, the Chairman of the Meeting will be that Unitholder's proxy and will vote on that Unitholder's behalf as directed on the Proxy Form. If the Unitholder's nominated representative does not attend the Meeting, then that Unitholder's proxy will revert to the Chairman of the Meeting who may vote as he thinks fit in relation to any motion or resolution other than those (if any) in respect of which an indication of the manner of voting is given on that Unitholder's Proxy Form.

Undirected proxies

Where permitted, the Chairman of the Meeting intends to vote undirected proxies in favour of the Resolution.

Voting by attorney

A Unitholder may appoint an attorney to vote on his/her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Registry using the contact details listed on the Proxy Form by no later than 10.00am (AEST) on Saturday 25 May 2019, however for hand deliveries no later than 5:00pm (AEST) Friday 24 May 2019.

Corporate representatives

A body corporate which is a Unitholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 253B of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Registry.

By order of the Board



Charisse Nortjé
Company Secretary
2 May 2019

Explanatory Memorandum

Resolution 1 – Ratification of Institutional Placement

On 1 April 2019, CQR announced an equity raising comprising a fully underwritten institutional placement to certain institutional, professional and other wholesale investors to raise \$150 million (the “**Institutional Placement**”) and a non-underwritten Unit Purchase Plan to eligible Unitholders in Australia and New Zealand to raise up to \$10 million. The purpose of the Institutional Placement was to partially fund the acquisition of Rockdale Plaza, NSW which amounted to \$142 million (excluding transaction costs).

On 2 April 2019, CQR announced the successful completion of the Institutional Placement, the details of which are set out below.

Listing Rule 7.1 generally limits the number of Units CQR may issue in any 12 month period to 15% of the number of Units on issue (**15% Limit**). This limit does not apply to issues approved by the Unitholders or where an exception otherwise applies. 33,259,424 Institutional Placement Units (amounting to circa 8.22% of the number of Units on issue) were issued pursuant to, and thereby reduced, CQR’s capacity to issue further Units under the 15% Limit. Accordingly, unless an exception otherwise applies, under Listing Rule 7.1, CQR will only able to place a further 27,396,763 Units (circa 6.78% of the total number of Units on issue) in the next 12 months. However, if the Resolution is passed, the Institutional Placement will be treated as having been made with Unitholder approval for the purposes of Listing Rule 7.1. This means that the Units issued pursuant to the Institutional Placement will no longer reduce CQR’s capacity to issue Units under the 15% Limit.

The passing of the Resolution will provide CQR with maximum flexibility to manage its future capital requirements in the best interests of Unitholders. CQR has no current plan to raise further capital apart from the proposed issue of the Units under the Unit Purchase Plan (although it may do so in the future).

The outcome of the Resolution will have no effect on the validity of the Institutional Placement.

Details of the Institutional Placement are as follows:

- (i) Number of Units issued:
33,259,424 Units
- (ii) Price at which Units were issued:
\$4.51 per Unit
- (iii) The terms of the securities:
The 33,259,424 Units issued under the Institutional Placement rank equally in all respects with existing Units, from their issue on 5 April 2019 and subsequent quotation by the ASX.
- (iv) The name of the allottees:
The Units were issued to certain institutional, professional and other wholesale investors who were identified by UBS AG, the underwriter of the Institutional Placement.

- (v) Use (or intended use) of funds raised:
The proceeds of the Institutional Placement were used to partially fund the acquisition of Rockdale Plaza, NSW, as announced to the ASX on 1 April 2019.

Directors’ recommendation

The Directors unanimously recommend that Unitholders vote in favour of the Resolution.

Glossary

AEST	Australian Eastern Standard Time
ASX	ASX Limited
Board	the board of Directors of the Responsible Entity
CQR or REIT	Charter Hall Retail REIT (ASX:CQR) (ARSN 093 143 965)
Constitution	the constitution of CQR
Corporations Act	<i>the Corporations Act 2001 (Cth)</i>
Directors	the directors of Charter Hall Retail Management Limited
Explanatory Memorandum	the explanatory memorandum that accompanies this Notice of Meeting
Institutional Placement	the issue of 33,259,424 Units at \$4.51 per Unit on 5 April 2019 to certain institutional, professional and other wholesale investors under a fully underwritten institutional placement
Listing Rules	the Listing Rules of ASX
Meeting	the extraordinary general meeting of Unitholders of CQR to be held on Monday 27 May 2019
Notice of Meeting	this notice of Meeting and any notice of any adjournment of the Meeting
Proxy Form	the proxy form attached to this Notice of Meeting
Register	the register of Unitholders as maintained by the Registry
Registry	Link Market Services Limited
Resolution	Resolution 1 included in this Notice of Meeting
Responsible Entity	Charter Hall Retail Management Limited (ABN 46 069 709 468)
Unit	a unit in CQR
Unit Purchase Plan	a non-underwritten Unit Purchase Plan to eligible Unitholders in Australia and New Zealand as announced to the ASX on 1 April 2019
Unitholder	a registered holder of a Unit

Interpretation

The following rules apply unless the context requires otherwise:

- (a) The singular includes the plural, and the converse also applies.
- (b) If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (c) A reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it.

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Charter Hall Retail Management Limited

ABN 46 069 709 468 AFSL 246996

As responsible entity for Charter Hall Retail REIT

ARSN 093 143 965

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Charter Hall Retail REIT
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 303 063



X99999999999

PROXY FORM

I/We being a member(s) of Charter Hall Retail REIT and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Unitholders to be held at **10:00am (AEST) on Monday, 27 May 2019 at Charter Hall Group, Level 20, No. 1 Martin Place, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

- 1 Ratification of Institutional Placement

☐	☐	☐
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF UNITHOLDERS – THIS MUST BE COMPLETED

Unitholder 1 (Individual)

Joint Unitholder 2 (Individual)

Joint Unitholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the unitholder. If a joint holding, either unitholder may sign. If signed by the unitholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

CQR PRX1901A

HOW TO COMPLETE THIS UNITHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the REIT's unit register. If this information is incorrect, please make the correction on the form. Unitholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your units using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a unitholder of the REIT.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your units will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of units you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the REIT's unit registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of units applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

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

Joint Holding: where the holding is in more than one name, either unitholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the REIT's unit registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Saturday, 25 May 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, unitholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Charter Hall Retail REIT
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*

1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**