

# Charter Hall Retail REIT

## Notice of 2017 Annual Unitholders Meeting and Explanatory Memorandum

For a meeting to be held on Tuesday, 31 October 2017  
at 10:00am Australian Eastern Daylight Time (AEDT)  
at Level 20, No.1 Martin Place, Sydney NSW 2000

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## SEPARATE ATTACHMENT

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Proxy Form

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This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the proxy form and return it in accordance with the instructions in this Notice and on the proxy form.



6 October 2017

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](http://www.charterhall.com.au/cqr)

Charter Hall Retail REIT  
(ARSN 093 143 965)

Dear Unitholder

**Charter Hall Retail REIT — Annual Unitholders Meeting**

The directors of Charter Hall Retail Management Limited, the responsible entity of Charter Hall Retail REIT, would like to invite all Unitholders to the 2017 Annual Unitholders Meeting of the REIT, for a briefing on the REIT's operations for the 2017 financial year and to consider the matters set out in the enclosed Notice of Meeting and Explanatory Memorandum.

**The Meeting will be held on Tuesday, 31 October 2017 at 10:00am (Australian Eastern Daylight Time) at Level 20, No.1 Martin Place, Sydney NSW 2000.**

Please find enclosed the Notice of Meeting, Explanatory Memorandum, proxy form and 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 (AEDT) on Sunday, 29 October 2017 in accordance with the instructions on page 6 and on the attached proxy form.

Unitholders have the opportunity to submit questions and/or to address questions to me (as the Chair) and/or our external auditor, PricewaterhouseCoopers (PwC), prior to the Meeting. Please log on to [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), select Voting then click "Ask a Question". Representatives from PwC will be present at the Meeting to respond to the questions received and to any additional questions. Please note that written questions for PwC must be sent to, and received by, Link Market Services or Charter Hall Retail Management Limited by no later than Friday, 20 October 2017 in accordance with the instructions on the website.

If you require further information or have questions about voting, the resolutions or the upcoming Meeting, please contact the Charter Hall Retail REIT Registry, Link Market Services on +61 1300 303 063 (within and outside Australia).

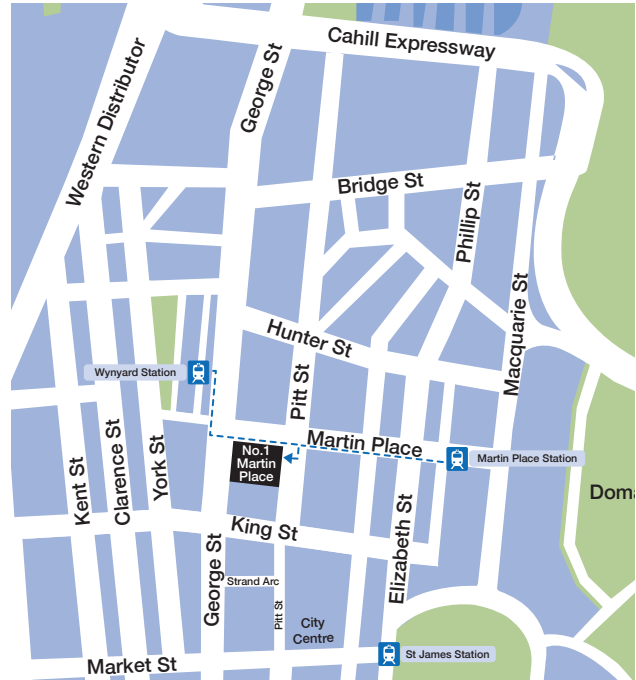
I look forward to your attendance at the Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read 'John Harkness', with a long horizontal flourish extending to the right.

John Harkness, Chairman  
**Charter Hall Retail Management Limited**

# Location of the meeting



## Venue

The Meeting of the 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 Daylight Time,  
Tuesday, 31 October 2017.

## 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, Drutt 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/](http://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

## Tuesday, 31 October 2017

9:30am Registration begins

9:45am Light refreshments

10:00am Meeting commences

Welcome to Unitholders — Chair

Fund Manager's presentation covering the REIT's operations for the 2017 financial year

Items of Business: Election and Re-election of Directors

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.

## Discussion and asking questions

Discussion will take place on the business of the Meeting as set out 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 (including an opportunity to ask questions of the Auditor).

To ensure that as many Unitholders as possible have the opportunity to speak, 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 same time.

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

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

## Webcast and Photography

For those that may not be able to attend the Meeting, we expect to make a delayed broadcast available via a webcast which will be able to be viewed at [www.charterhall.com.au](http://www.charterhall.com.au).

For the safety and security of all those present at the Meeting, cameras and recording devices are not permitted.

# Notice of meeting

Charter Hall Retail REIT (ARSN 093 143 965)

Notice is hereby given by Charter Hall Retail Management Limited ACN 069 709 468 AFSL 246 996 as responsible entity of Charter Hall Retail REIT ARSN 093 143 965 that the annual unitholders' meeting of Charter Hall Retail REIT will be held at:

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

On Tuesday, 31 October 2017 at 10:00am (AEDT).

## 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 at page 9 of this Notice of Meeting.**
- 3) The Meeting will be held in accordance with the Corporations Act and the REIT's Constitution. A copy of the REIT's current Constitution can be found on the Charter Hall Group's website [www.charterhall.com.au/Funds/Retail/Charter-Hall-Retail-REIT/About/Corporate-Governance](http://www.charterhall.com.au/Funds/Retail/Charter-Hall-Retail-REIT/About/Corporate-Governance)**

## The business of the Meeting is as follows:

### 1. Election of Independent Director

To consider, and if thought fit, pass the following resolution, as an advisory, non-binding resolution of the Unitholders:

*"That Michael Gorman, a Director of CHRML be elected as a director of CHRML".*

### 2. Re-election of Independent Director

To consider, and if thought fit, pass the following resolution, as an advisory, non-binding resolution of the Unitholders:

*"That John Harkness, a Director of CHRML be re-elected as a director of CHRML".*

## Quorum

Under the Constitution, the required quorum for the Meeting is two (2) Unitholders present in person or by proxy holding at least 10% of all Units.

## 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 any authority or power of attorney under which any form appointing a proxy is signed or a certified copy of that authority or power of attorney (if any), must be received at the office of Link Market Services Limited or at the registered office of CHRML; or by facsimile to Link Market Services Limited or CHRML (see contact details in bold font directly below) by no later than 10:00am (AEDT) on Sunday, 29 October 2017. 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, 27 October 2017 at 5:00pm (AEDT).

**The office of Link Market Services Limited is at Level 12, 680 George Street, Sydney, and the facsimile number is +61 2 9287 0309.**

It is preferred Unitholders lodge their proxy form **online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)**, by entering the Unitholders' holding details as shown on the proxy form, then selecting 'Voting', and then following the prompts to lodge the Unitholders' proxy form. To use the online lodgement facility, Unitholders will need their "Holder Identifier" (Unitholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).

If a Unitholder returns its proxy form but does not nominate a representative, the Chair of the Meeting will be that Unitholders' proxy and will vote on that Unitholders' behalf as directed on the proxy form. If the Unitholders' nominated representative does not attend the Meeting, then that Unitholders' proxy will revert to the Chair 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 Unitholders' proxy form.

### **Undirected proxies**

Where permitted by law, the Chair of the Meeting intends to vote undirected proxies in favour of the resolution in the Notice of Meeting.

### **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 CHRML or Link Market Services Limited using the contact details listed above in the section headed "Voting by Proxy" by no later than 10:00am (AEDT) on Sunday, 29 October 2017, however for hand deliveries no later than 5:00pm (AEDT) Friday, 27 October 2017.

### **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 CHRML or Link Market Services.

By order of the Board



**Charisse Nortjé**  
Company Secretary  
6 October 2017



# Explanatory Memorandum

## Election and Re-election of Directors

On 24 November 2011, the Board of CHRML announced the results of a corporate governance and fee review undertaken by the Independent Directors with the assistance from Ernst & Young (see the ASX announcement dated 24 November 2011) (**the E&Y Review**). The Directors of CHRML have adopted all of the corporate governance recommendations in the E&Y Review, including that a term limit of three years be introduced for independent directors of CHRML (to be implemented on a rolling basis with one independent director being considered for re-appointment every year) and that the Unitholders be asked to ratify any such appointment by a non-binding vote.

### Resolution 1 – Election of Independent Director of CHRML – Mr Michael Gorman

Mr Michael Gorman was appointed as a Director of CHRML on 10 November 2016. This constitutes Mr Gorman's first term of office as a Director of CHRML, with a cap of four terms adopted following the E&Y review.

Under CHRML's Constitution, only the Directors of CHRML or the shareholders of CHRML may appoint a Director of CHRML. While the Unitholders are being asked to vote in relation to the ratification of the appointment of Mr Gorman as a Director of CHRML, Unitholders should note that this resolution is advisory only and is non-binding on CHRML, its shareholders or the Directors. The Directors do, however, intend to give due consideration to the results of this resolution to determine the composition of the Board.

Mr Gorman's biography is set out below:

#### Mr Michael Gorman – Independent Director

Mr Gorman brings more than 30 years' extensive experience in both real estate and the public equity and debt markets.

In his 11 years with Novion Property Group, an ASX top 50 entity, and its predecessors, Mr Gorman held a number of executive positions including Deputy Chief Executive Officer, Chief Investment Officer and Fund Manager. In these roles Mr Gorman was directly responsible for raising several billion dollars in equity and debt in Australia and the United States.

Most recently, Mr Gorman was appointed Non-Executive Director of GPT Funds Management Limited, the Responsible Entity of the GPT wholesale unlisted funds platform.

Mr Gorman is a Graduate Member of the Australian Institute of Company Directors, a Fellow of the Australian Property Institute and a Fellow of the Royal Society of Arts.

***The Directors (other than Mr Gorman) endorse the ratification by the Unitholders of the appointment of Mr Michael Gorman as a Director of CHRML.***

### Resolution 2 – Re-election of Independent Director of CHRML – Mr John Harkness

In accordance with the E&Y Review, Mr John Harkness offered himself for re-election as a Director of CHRML, and was re-elected by unanimous resolution of the Directors of CHRML on 28 September 2017.

Under CHRML's Constitution, only the Directors of CHRML or the shareholders of CHRML may appoint a Director of CHRML. While the Unitholders are being asked to vote in relation to the ratification of the re-election of Mr John Harkness as a Director of CHRML, Unitholders should note that this resolution is advisory only and is non-binding on the Charter Hall Group or the Directors. The Directors do, however, intend to give due consideration to the results of this resolution to determine the composition of the Board.

The process of Board renewal is continuing and it is intended that another independent director will be sought to take office in the short term. It will therefore be likely that Mr. Harkness will not serve out the next three years but will step down from the Board following the induction of a new Board member and a satisfactory period to ensure stability.

Mr Harkness' biography is set out below:

#### Mr John Harkness – Independent Director

Mr Harkness was appointed to the Board of the management company for the Charter Hall Retail REIT on 18 August 2003, and was appointed as Chair on 27 April 2011. John brings extensive financial and business skills to the Board. A partner at KPMG for 25 years and National Executive Chair for five years, John has held a number of Non-Executive Director roles since leaving KPMG in 2000.

He is currently an independent director of the Goodman Group as well as the Chair of Reliance Rail, Chair of the National Foundation for Medical Research and Innovation.

John is a Fellow of both The Institute of Chartered Accountants (Australia) and the Australian Institute of Company Directors.

***The Directors (other than Mr Harkness) endorse the ratification by the Unitholders of the re-election of Mr John Harkness as a Director of CHRML.***



# Glossary

ASX	ASX Limited or the market operated by it, as the context requires
Auditor or PwC	PricewaterhouseCoopers
Board	board of Directors of CHRML
CHC/Charter Hall Group	The stapled entity comprising Charter Hall Limited (ACN 113 531 150) and Charter Hall Property Trust (ARSN 113 339 147)
CHRML or the Responsible Entity	Charter Hall Retail Management Limited (ACN 113 531 150)
Corporations Act	the Corporations Act 2001 (Cth) as amended from time to time
Directors	the directors of CHRML
Explanatory Memorandum	the explanatory memorandum that accompanies this Notice of Meeting
Independent Directors	John Harkness, Sue Palmer and Alan Rattray-Wood
Meeting	the 2017 annual meeting of Unitholders of the REIT to be held at 10:00am (AEDT) on Tuesday, 31 October 2017
Notice of Meeting	this notice of Meeting and any notice of any adjournment of the Meeting
REIT	Charter Hall Retail REIT (ARSN 093 143 965)
Unit	a unit in the REIT
Unitholder	a registered holder of units in the REIT

## 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.

# Corporate Directory

## Corporate head office and registered office

### **Charter Hall Retail REIT**

ARSN 093 143 965

### **Charter Hall Retail Management Limited**

as responsible entity of Charter Hall Retail REIT

ACN 069 709 468

Level 20, No.1 Martin Place

Sydney NSW 2000

Telephone: +61 2 8651 9000

Facsimile: +61 2 9221 4655

## Auditor

### **PricewaterhouseCoopers**

Darling Park Tower 2

201 Sussex Street

Sydney NSW 2000

## Principal Register

### **Link Market Services**

Level 12, 680 George Street

Sydney NSW 2000

Telephone: 1300 303 063

Facsimile: +61 2 9287 0303

Proxy Facsimile: +61 2 9287 0309

## Directors

### **Charter Hall Retail Management Limited**

John Harkness (Chair)

Greg Chubb

David Harrison

Sue Palmer

Alan Rattray-Wood

## Fund Manager

Scott Dundas

## Securities Exchange

**Australian Securities Exchange Limited**

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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](http://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

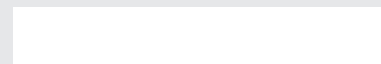
I/We being a member(s) of Charter Hall Retail REIT and entitled to attend and vote hereby appoint:

### 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 Annual Unitholders Meeting of the REIT to be held at **10:00am on Tuesday, 31 October 2017 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 the item of business.

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the CHRML 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 ☒

#### Resolution

For Against Abstain\*

1 Election of Mr Michael Gorman as an Independent Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Mr John Harkness as an Independent Director

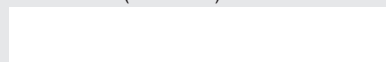
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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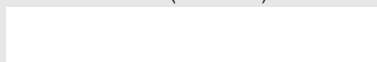
\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF UNITHOLDERS – THIS MUST BE COMPLETED

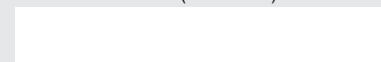
Unitholder 1 (Individual)



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 PRX1701A



## 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" should 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](http://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 on Sunday, 29 October 2017**, 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](http://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 ANNUAL UNITHOLDERS MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**