

# Charter Hall Long WALE REIT

## Notice of Extraordinary General Meeting of Securityholders and Explanatory Memorandum

Securityholders can vote by using the Proxy Form and reply paid envelope or by attending the Meeting on 15 October 2019 at 1.30 pm (Sydney time) to be held at Level 20, 1 Martin Place, Sydney NSW 2000.

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19 September 2019

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Sydney NSW 2001

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Charter Hall WALE Limited  
(ACN 610772202)

Dear Securityholder

### **CHARTER HALL LONG WALE REIT – MEETING OF SECURITYHOLDERS**

The directors of Charter Hall WALE Limited, the responsible entity of the managed investment schemes that comprise the Charter Hall Long WALE REIT (“**CLW**” or the “**REIT**”), invite all Securityholders to an extraordinary general meeting of Securityholders of CLW, to consider the matters set out in the enclosed Notice of Meeting and Explanatory Memorandum.

The meeting is called to seek Securityholder ratification of the issue of the 2,350,554 Stapled Securities pursuant to the Security Purchase Plan announced on 5 June 2019 (“**SPP Securities**”) and the issue of the 25,000,000 Stapled Securities pursuant to the Institutional Placement announced concurrently with the Entitlement Offer on 16 August 2019 (“**Placement Securities**”), and to preserve CLW’s capacity to issue up to the maximum number of Stapled Securities permitted within its annual 15% limit in the next 12 months under Listing Rule 7.1, if required. The outcome of these resolutions will have no effect on the issue of the SPP Securities or the Placement Securities as these have already been issued within CLW’s annual 15% limit prescribed by Listing Rule 7.1.

**The Meeting will be held on Tuesday, 15 October 2019 at 1.30pm (Sydney time).**

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 1.30pm (Sydney time) on Sunday, 13 October 2019 in accordance with the instructions on the attached Proxy Form.

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

I look forward to your attendance at the Meeting.

Yours faithfully



Peeyush Gupta AM, Independent Chairman  
Charter Hall WALE Limited

# Location of the Meeting



## Venue

The Meeting of Securityholders of Charter Hall Long WALE REIT will be held at:

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

## Commencing

1.30pm Sydney time,  
Tuesday, 15 October 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, DrUITT 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

Tuesday, 15 October 2019.

- 1:00pm** Registration begins
- 1:30pm** Meeting commences
  - Welcome to Securityholders — Chairman
  - Business of Meeting

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

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

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



# Meeting Protocol

## Discussion and asking questions

Discussion will take place on the business of the Meeting as set out on page 5 of this Notice of Meeting.

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

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

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

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

Securityholders 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](http://www.linkmarketservices.com.au), select Voting then click “Ask a Question”.

To use the online lodgement facility, Securityholders 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 Securityholders being asked to vote.

## Photography

Cameras and recording devices are not permitted at the Meeting.

# Notice of Meeting

Notice is hereby given that an extraordinary general meeting of Securityholders of the Charter Hall Long WALE REIT will be held at:

Charter Hall Group

Level 20, 1 Martin Place

Sydney NSW 2000

At 1.30pm (Sydney time) on Tuesday, 15 October 2019.

Important Information:

- 1) The resolutions 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 3 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 Constitutions. A copy of the REIT's current Constitutions can be found on the REIT's website (at [www.charterhall.com.au/About-Us/corporate-governance/corporate-governance-long-wale-reit](http://www.charterhall.com.au/About-Us/corporate-governance/corporate-governance-long-wale-reit))

The business of the Meeting is as follows:

**Business:**

## Resolution 1 – Ratification of Security Purchase Plan

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

*“To ratify, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 2,350,554 fully paid ordinary Stapled Securities by Charter Hall Long WALE REIT at \$4.669 per Stapled Security on 11 July 2019 to certain eligible Securityholders in Australia or New Zealand under a security purchase plan for the purposes and on the terms set out in the Explanatory Memorandum in the Notice of Meeting convening this meeting.”*

## Voting Exclusion Statements:

CLW will disregard any votes cast in favour on Resolution 1 by, or on behalf of, any person who participated in the Security Purchase Plan or 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.

ASX has granted a waiver allowing CLW to limit the application of Listing Rule 14.11 so that votes of a Securityholder who participated in the Security Purchase Plan may be counted, to the extent that the Securityholder is acting solely in a fiduciary, nominee, trustee or custodial capacity on behalf of beneficiaries who did not participate in the Security Purchase Plan, on the following conditions:

- (i) the beneficiaries provide written confirmation to the nominee holder that they did not participate in the Security Purchase Plan, nor are they an associate of a person who participated in the Security Purchase Plan;
- (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.

In accordance with section 253E of the Corporations Act, the Responsible Entity and its associates will not vote on Resolution 1 if they have an interest in Resolution 1 other than as a member of the REIT. However, the Responsible Entity and its associates may vote as proxies if their appointments specify the way they are to vote and they vote that way.

## Resolution 2 – Ratification of Institutional Placement

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

*“To ratify, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 25,000,000 fully paid ordinary Stapled Securities by Charter Hall Long WALE REIT at \$5.20 per Stapled Security on 30 August 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:

CLW will disregard any votes cast in favour on Resolution 2 by, or on behalf of, any person who participated in the Institutional Placement or 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.

ASX has granted a waiver allowing CLW to limit the application of Listing Rule 14.11 so that votes of a Securityholder who participated in the Institutional Placement may be counted, to the extent that the Securityholder 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 2; and
- (iii) the nominee holder does not exercise discretion in casting a vote on behalf of the beneficiaries.

In accordance with section 253E of the Corporations Act, the Responsible Entity and its associates will not vote on Resolution 2 if they have an interest in Resolution 2 other than as a member of the REIT. However, the Responsible Entity and its associates may vote as proxies if their appointments specify the way they are to vote and they vote that way.

### Entitlement To Attend And Vote

The Directors have determined that the holding of each Securityholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the Register at 7.00 pm (Sydney time) on Sunday, 13 October 2019.

### Quorum

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

### Voting By Proxy

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

A Securityholder 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 Securityholder 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 1.30pm (Sydney time) on Sunday, 13 October 2019 in accordance with the instructions listed on the attached Proxy Form. 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 5.00pm (Sydney time) on Friday, 11 October 2019.

Alternatively, Securityholders may vote online at [www.linkmarketservices.com.au](http://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, Securityholders 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 Securityholder returns their Proxy Form but does not nominate a representative, the Chairman of the Meeting will be that Securityholder's proxy and will vote on that Securityholder's behalf as directed on the Proxy Form. If the Securityholder's nominated representative does not attend the Meeting, then that Securityholder'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 Securityholder's Proxy Form.

### Undirected Proxies

Where permitted, the Chairman of the Meeting intends to vote undirected proxies in favour of the resolutions set out in the Notice of Meeting.

### Voting By Attorney

A Securityholder 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 Link Market Services Limited using the contact details listed on the Proxy Form by no later than 1.30pm (Sydney time) on Sunday, 13 October 2019. 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 5.00pm (Sydney time) on Friday, 11 October 2019.

### Corporate Representatives

A body corporate which is a Securityholder, 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 Link Market Services Limited.

By order of the Board



Charisse Nortjé  
Company Secretary  
19 September 2019



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# Explanatory Memorandum

## Resolution 1 – Ratification of Security Purchase Plan

On 5 June 2019, CLW announced that it would undertake an equity raising comprising a fully underwritten institutional placement to certain institutional, professional and other wholesale investors to raise approximately \$180 million and a non-underwritten security purchase plan to eligible securityholders in Australia or New Zealand to raise approximately \$10 million (“Security Purchase Plan”). Stapled Securities under the Security Purchase Plan were offered at an issue price of \$4.669 per Stapled Security (being the issue price under the placement adjusted for the 30 June 2019 distribution of \$0.071 cents per Stapled Security). New securities issued under the placement and the Security Purchase Plan rank equally with existing CLW Stapled Securities from their date of issue.

On 8 July 2019, CLW announced the successful completion of the Security Purchase Plan which raised gross proceeds of approximately \$11 million by way of the issue of 2,350,554 fully paid Stapled Securities at \$4.669 per Stapled Security. The Stapled Securities were issued pursuant to CLW’s 15% capacity under Listing Rule 7.1 as CLW had, in the previous 12 months, issued Stapled Securities under a security purchase plan on 21 November 2018 and, as such, Exception 15 under Listing Rule 7.2 was not available. The proceeds of the Security Purchase Plan were used to partially fund the acquisition of a portfolio of properties as announced to the ASX on 5 June 2019.

Under Listing Rule 7.1, subject to certain exceptions, a listed entity may not issue equity securities in any 12 month period which exceed 15% of the number of securities of the entity on issue at the beginning of the 12 month period, except with the prior approval by the security holders of the entity of the precise terms and conditions of the proposed issue.

Under Listing Rule 7.4, an issue of securities made without security holder approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of that Listing Rule 7.1, if the issue did not breach Listing Rule 7.1 and the holders of the securities subsequently approve the issue. An issue so approved is then not counted towards the calculation of the use of the 15% limit under Listing Rule 7.1.

Resolution 1 seeks the ratification by Securityholders of the issue of the 2,350,554 Stapled Securities pursuant to the Security Purchase Plan. The outcome of this resolution will have no effect on the issue of the 2,350,554 Stapled Securities to certain eligible investors in Australia or New Zealand as these have already been issued within CLW’s annual 15% limit prescribed by Listing Rule 7.1.

The Security Purchase Plan reduced CLW’s capacity to issue Stapled Securities without Securityholder approval or an exemption from Listing Rule 7.1 applying. Accordingly, Securityholders are being requested to ratify the issue of Stapled Securities as described above under Listing Rule 7.4. This will ensure that CLW has the maximum flexibility to raise capital going forward. CLW has no current plans to raise further capital (although it may do so in the future).

For the purposes of Listing Rule 7.5, details of the Security Purchase Plan are as set out below:

- (i) Number of securities issued:  
2,350,554 fully paid ordinary Stapled Securities
- (ii) Price at which securities were issued:  
\$4.669 per Stapled Security
- (iii) The terms of the securities:  
The 2,350,554 Stapled Securities issued under the Security Purchase Plan rank equally in all respects with existing issued fully paid Stapled Securities of

CLW quoted on ASX, from their issue on 11 July 2019 and subsequent quotation by the ASX.

- (iv) The name of the allottees:  
Successful applicants under the Security Purchase Plan, being certain registered holders of Stapled Securities of CLW at 7.00pm (Sydney time) on 4 June 2019 with a registered address in Australia or New Zealand.
- (v) Use (or intended use) of funds raised:  
The proceeds of the Security Purchase Plan were used to partially fund the acquisition of a portfolio of properties as announced to the ASX on 5 June 2019.

If Resolution 1 is approved, Securityholders will ratify the issue of Stapled Securities under the Security Purchase Plan and preserve CLW's capacity to issue Stapled Securities within its annual 15% limit without counting the additional 2,350,554 Stapled Securities the subject of this Resolution 1 in the next 12 months under Listing Rule 7.1, if required.

#### *Directors' recommendation*

The Directors unanimously recommend that Securityholders vote in favour of this resolution.

### **Resolution 2 – Ratification of Institutional Placement**

On 16 August 2019, CLW announced that it would undertake an equity raising comprising a fully underwritten institutional placement to certain institutional, professional and other wholesale investors to raise approximately \$130 million (**the "Institutional Placement"**) and a 1-for-13 accelerated non-renounceable entitlement offer to raise approximately \$131 million (**"Entitlement Offer"**). Stapled Securities were offered under the Institutional Placement and the Entitlement Offer at the same issue price of \$5.20 per Stapled Security. New securities issued under the Institutional Placement and the Entitlement Offer will rank equally with existing CLW Stapled Securities from their date of issue and will be entitled to the full distribution for the three months ending 30 September 2019.

On 19 August 2019, CLW announced the successful completion of the Institutional Placement which raised gross proceeds of approximately \$130 million by way of the issue of 25,000,000 fully paid Stapled Securities

at \$5.20 per Stapled Security. The Stapled Securities were issued pursuant to CLW's 15% capacity under Listing Rule 7.1. The proceeds of the Institutional Placement were used to partially fund the acquisition of a portfolio of properties as announced to the ASX on 16 August 2019.

Under Listing Rule 7.1, subject to certain exceptions, a listed entity may not issue equity securities in any 12 month period which exceed 15% of the number of securities of the entity on issue at the beginning of the 12 month period, except with the prior approval by the security holders of the entity of the precise terms and conditions of the proposed issue.

Under Listing Rule 7.4, an issue of securities made without security holder approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of that Listing Rule 7.1, if the issue did not breach Listing Rule 7.1 and the holders of the securities subsequently approve the issue. An issue so approved is then not counted towards the calculation of the use of the 15% limit under Listing Rule 7.1.

Resolution 2 seeks the ratification by Securityholders of the issue of the 25,000,000 Stapled Securities pursuant to the Institutional Placement. The outcome of this resolution will have no effect on the issue of the 25,000,000 Stapled Securities to certain institutional, professional and other wholesale investors as these have already been issued within CLW's annual 15% limit prescribed by Listing Rule 7.1.

The Institutional Placement undertaken on 16 August 2019 reduced CLW's capacity to issue Stapled Securities without Securityholder approval or an exemption from Listing Rule 7.1 applying. Accordingly, Securityholders are being requested to ratify the issue of Stapled Securities as described above under Listing Rule 7.4. This will ensure that CLW has the maximum flexibility to raise capital going forward. CLW has no current plans to raise further capital (although it may do so in the future).

For the purposes of Listing Rule 7.5, details of the Institutional Placement are as set out below:

- (i) Number of securities issued:  
25,000,000 fully paid ordinary Stapled Securities
- (ii) Price at which securities were issued:  
\$5.20 per Stapled Security

(iii) The terms of the securities:

The 25,000,000 Stapled Securities issued under the Institutional Placement rank equally in all respects with existing issued fully paid Stapled Securities of CLW quoted on ASX, from their issue on 30 August 2019 and subsequent quotation by the ASX.

(iv) The name of the allottees:

The Stapled Securities were issued to certain institutional, professional and other wholesale investors who were identified by J.P. Morgan Securities Australia Limited and UBS AG, Australia Branch, the underwriters 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 a portfolio of properties as announced to the ASX on 16 August 2019.

If Resolution 2 is approved, Securityholders will ratify the issue of Stapled Securities under the Institutional Placement and preserve CLW's capacity to issue Stapled Securities within its annual 15% limit without counting the 25,000,000 Stapled Securities the subject of this Resolution 2 in the next 12 months under Listing Rule 7.1, if required.

*Directors' recommendation*

The Directors unanimously recommend that Securityholders vote in favour of this resolution.

# Appendix A

## Glossary

ASX	ASX Limited
Board	the board of Directors of the Responsible Entity
CLW or REIT	Charter Hall Long WALE REIT CLW, comprising Charter Hall Direct Industrial Fund (ARSN 144 613 641) and LWR Finance Trust (ARSN 614 713 138)
Charter Hall WALE Limited	Charter Hall WALE Limited (ACN 610 772 202)
Constitutions	the constitutions of each of the Stapled Trusts
Corporations Act	<i>the Corporations Act 2001 (Cth)</i>
Directors	the directors of Charter Hall WALE Limited
Entitlement Offer	the 1-for-13 accelerated non-renounceable entitlement offer of fully paid Stapled Securities at \$5.20 per Stapled Security to raise approximately \$131 million, as announced to the ASX on 16 August 2019
Explanatory Memorandum	the explanatory memorandum that accompanies this Notice of Meeting
Institutional Placement	the issue of 25,000,000 fully paid Stapled Securities at \$5.20 per Stapled Security on 30 August 2019 to certain institutional, professional and other wholesale investors under a fully underwritten institutional placement to raise approximately \$130 million, as announced to the ASX on 16 August 2019
Listing Rules	the Listing Rules of ASX
Meeting	the extraordinary general meeting of Securityholders of CLW to be held on 15 October 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 Securityholders as maintained by Link Market Services Limited
Registry	Link Market Services Limited
Resolution	Resolution 1 and 2 included in this Notice of Meeting
Responsible Entity	Charter Hall WALE Limited (ABN 20 610 772 202).
Security Purchase Plan	the issue of 2,350,554 fully paid Stapled Securities at \$4.669 per Stapled Security on 11 July 2019 to certain eligible Securityholders in Australia and New Zealand to raise approximately \$10 million, as announced to the ASX on 5 June 2019
Securityholder	registered holder of a Stapled Security
Stapled Security	a stapled security in the REIT comprising an ordinary unit in each of the Stapled Trusts
Stapled Trusts	Charter Hall Direct Industrial Fund (ARSN 144 613 641) and LWR Finance Trust (ARSN 614 713 138)

## 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.





## LODGE YOUR VOTE

 **ONLINE**  
www.linkmarketservices.com.au

 **BY MAIL**  
Charter Hall Long WALE 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: 1300 303 063 Overseas: +61 1300 303 063



**X99999999999**

## PROXY FORM

I/We being a member(s) of Charter Hall Long WALE REIT ("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 REIT to be held at **1:30pm (AEDT) on Tuesday, 15 October 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.**

STEP 1

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the REIT 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

- 1 Ratification of Security Purchase Plan
- 2 Ratification of Institutional Placement

For Against Abstain\*

Resolution	For	Against	Abstain*
1 Ratification of Security Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Institutional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

 \* 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 SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

STEP 3





## HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the REIT's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities 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 securityholder 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 securities 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 securities 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 security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities 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
- 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 securityholder 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 security 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 **1:30pm (AEDT) on Sunday, 13 October 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](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, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MAIL

Charter Hall Long WALE 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.**