



Charter Hall
Long WALE REIT

Acquisitions and equity raising

12 December 2019



Mosman, NSW



Forestville, NSW

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Agenda

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equity raising

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Transaction overview

Acquisitions	<ul style="list-style-type: none">Charter Hall Long WALE REIT ("CLW") has entered into agreements to acquire:<ul style="list-style-type: none">A 50% interest in a new Charter Hall managed Partnership that will acquire a 49% interest in a national portfolio of 225 long WALE convenience retail properties via a sale and leaseback with BP Australia Pty Ltd ("BP Portfolio") for \$420.1 million; andA 50% interest in a strategic industrial property located in Huntingwood, Sydney via a sale and leaseback with Arnott's Biscuits Pty Ltd ("Arnott's") for \$198.9 million <p>(together the "Acquisitions")</p>	<p>\$619m</p> <p>Total property valuation</p>	<p>5.2%</p> <p>Weighted average capitalisation rate</p>
		<p>23.4 years</p> <p>WALE</p>	<p>86%</p> <p>East Coast weighting</p>
Equity raising	<ul style="list-style-type: none">The REIT will undertake a fully underwritten equity raising of approximately \$350 million ("Equity Raising") to partially fund the Acquisitions and associated transaction costs, comprising:<ul style="list-style-type: none">An institutional placement to raise \$200 million ("Placement"); andA 1-for-15 accelerated non-renounceable entitlement offer to raise approximately \$150 million ("Entitlement Offer")The issue price for the Equity Raising is \$5.35 per security ("Issue Price")Charter Hall Group is the REIT's largest securityholder with approximately 13% of securities on issue and has committed to take up its full entitlement under the Entitlement Offer, representing a commitment of approximately \$20 million	<p>\$200m</p> <p>Placement</p>	<p>\$150m</p> <p>Entitlement Offer</p>

Transaction overview

Financial impact	<ul style="list-style-type: none">Including the impact of the Acquisitions and Equity Raising and barring any unforeseen events and no material change in market conditions, CLW is pleased to increase its FY20 Operating EPS guidance:			
	28.3 cps FY20 Operating EPS (previously 28.1 cps)	5.2% FY20 Operating EPS growth over FY19 (previously 4.5%)		
Valuation update	<ul style="list-style-type: none">Following the Acquisitions, Equity Raising and portfolio revaluations the REIT's key pro-forma¹ metrics are:			
	\$3.6bn Portfolio value	\$4.47 NTA per security	24.1% Balance sheet gearing	38.2% Look-through gearing
	<ul style="list-style-type: none">92 of the REIT's 158 existing properties (c. 71% of the portfolio by value) were independently valued at December 2019WACR firmed 19 bps across the independently revalued propertiesPost the revaluations, the portfolio's overall WACR firmed by 14 bps to 5.6% (pre-Acquisitions)		\$83.5m Net valuation uplift	2.9% Increase over prior value

¹ Metrics on this page and throughout this presentation are as at 30 June 2019 pro forma adjusted as outlined in Appendix A

Strategic rationale

Acquisition of strategically located properties via sale and leasebacks to two new high quality tenants

1

Strategic properties in prime locations

- ✓ The BP Portfolio comprises 225 convenience retail properties that are an important part of the BP fuel and convenience retail distribution network
- ✓ The BP Portfolio is geographically diversified with 87% located in metro or commuter metro locations and 80% on the Eastern seaboard (by value)
- ✓ Huntingwood is Arnott's premier manufacturing site, that is critical to the production of leading brands including Shapes, Tim Tams and Jatz
- ✓ Huntingwood is located in a core Sydney industrial precinct in close proximity to major supermarket distribution centres and with good access to the M4 and M7 motorways

3

High quality tenants

- ✓ Acquisitions made via sale and leaseback transactions which will introduce two new high quality corporate tenants to CLW's portfolio
- ✓ BP is a leading global fuel retailer with a 100 year history and significant investment in Australia
- ✓ Arnott's is an iconic national brand with a 61% market share in the Australian biscuit market¹ and products found in 95% of Australian households²

2

Long term secure income stream

- ✓ Acquisitions underpinned by a WALE of 23.4 years, increasing CLW's portfolio WALE from 13.3 years to 14.9 years
- ✓ Triple net lease structure for both the BP Portfolio and Arnott's Huntingwood provides high cash flow certainty, with tenants being responsible for all outgoings, repairs and maintenance and capital expenditure
- ✓ Uncapped rent review structures linked to CPI provides inflation protection over the very long lease terms

4

Attractive financial impact

- ✓ FY20 Operating EPS guidance for growth over FY19 upgraded from 4.5% to 5.2%
- ✓ Pro forma balance sheet gearing below the target range of 25 – 35%
- ✓ Pro forma NTA increased by 25 cents to \$4.47, including the impact of December 2019 revaluations

¹ Source: Australian Financial Review

² Source: Medianet.com.au

Acquisition overview – BP Portfolio

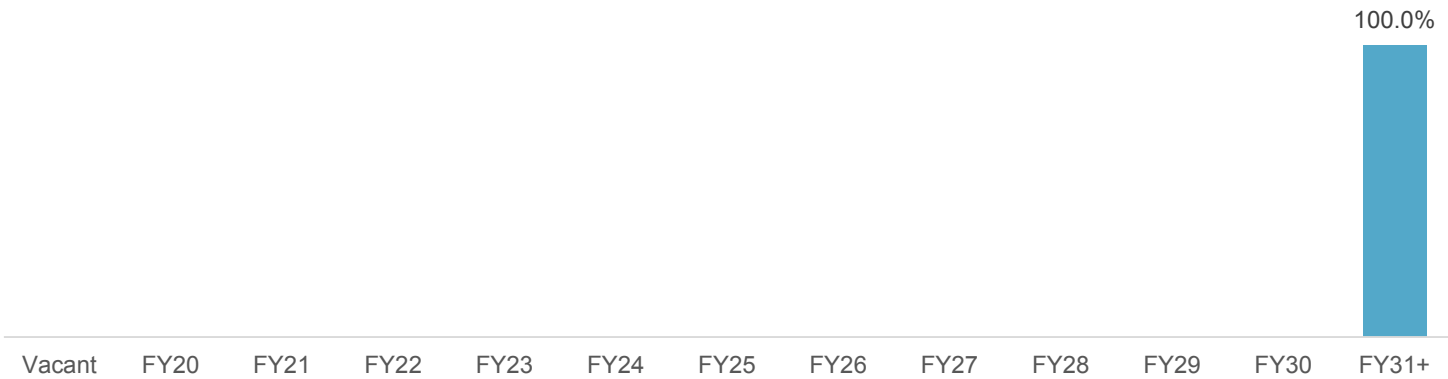
Portfolio of 225 long WALE convenience retail properties leased to BP with a WALE of 20 years



Portfolio overview

- High quality portfolio of 225 convenience retail properties that are an important part of the BP fuel and convenience retail distribution network
- Geographically diversified across seven Australian states and territories with 80%² of properties in the key states of New South Wales, Victoria and Queensland and 87%² in metro and commuter metro locations
- Triple net lease structure with the tenant being responsible for all outgoings, repairs and maintenance and capital expenditure
- Long leases of between 18-22 years to BP Australia Pty Ltd, with an average lease term of 20 years and uncapped CPI-linked rental escalations
- CLW will acquire 50% of a new Charter Hall managed Partnership, alongside CHC and CQR, which will acquire a 49% interest in the BP Portfolio. BP Australia Pty Ltd will retain a 51% interest

Lease expiry profile



Portfolio details	
Properties	225
Property type	Long WALE Convenience Retail
Ownership interest	24.5% (look through) ¹
Co-owners	CQR, CHC
Purchase price (CLW interest)	\$420.1m
Passing yield	5.5%
Annual rent review	CPI
Tenant	BP Australia Pty Ltd
WALE	20.0 years
Options	3 x 10 years
Total portfolio site area (100% basis)	1,955,179 sqm

¹ CLW will acquire a 50% interest in a new Charter Hall managed Partnership, which will acquire a 49% interest in the BP portfolio

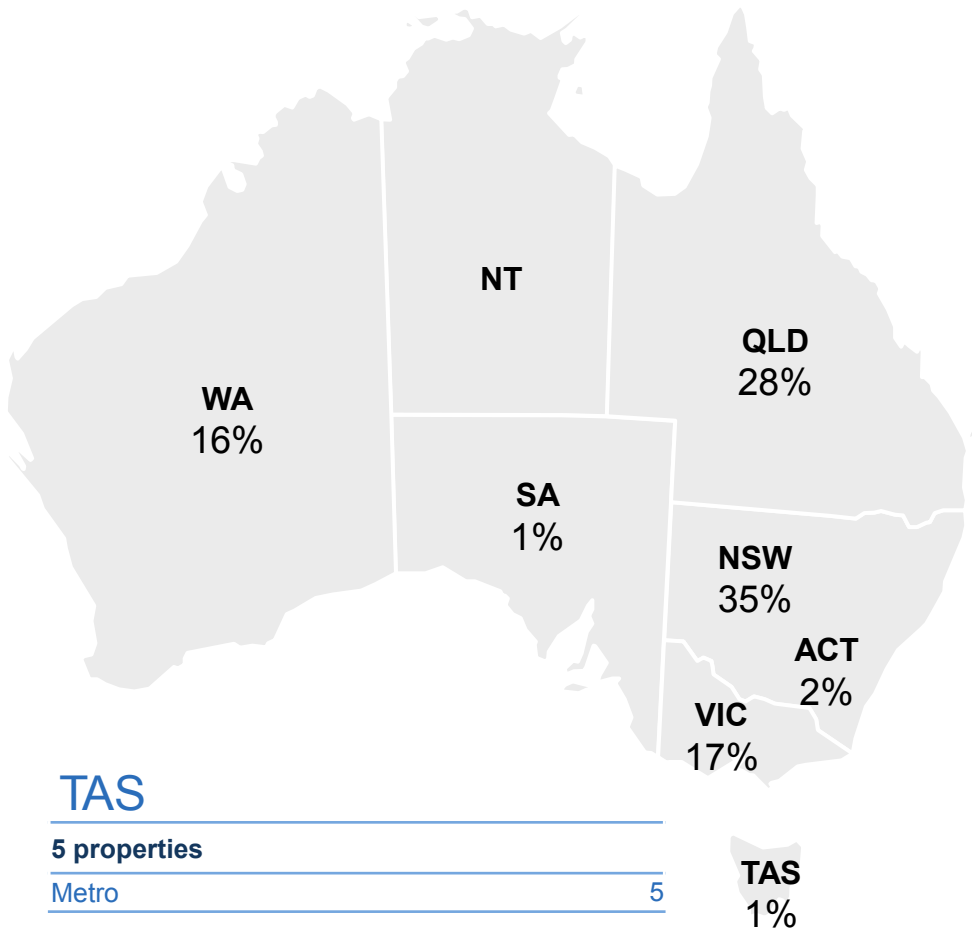
² Weighted by property value

Acquisition overview – BP Portfolio

Geographically diversified portfolio of 225 properties with 87%¹ located in metro and commuter metro locations

WA	
44 properties	
Metro	34
Commuter metro	2
Non-metro	8

SA	
2 properties	
Metro	1
Non-metro	1



TAS	
5 properties	
Metro	5

QLD	
62 properties	
Metro	35
Commuter metro	10
Non-metro	17

NSW	
77 properties	
Metro	50
Commuter metro	10
Non-metro	17

ACT	
5 properties	
Metro	5

VIC	
30 properties	
Metro	22
Commuter metro	3
Non-metro	5

¹ Weighted by property value

Acquisition overview – BP Portfolio



Acquisition overview – 61 Huntingwood Drive, Huntingwood NSW

Strategically located Sydney industrial property with a 32 year lease to Arnott's, an iconic Australian brand



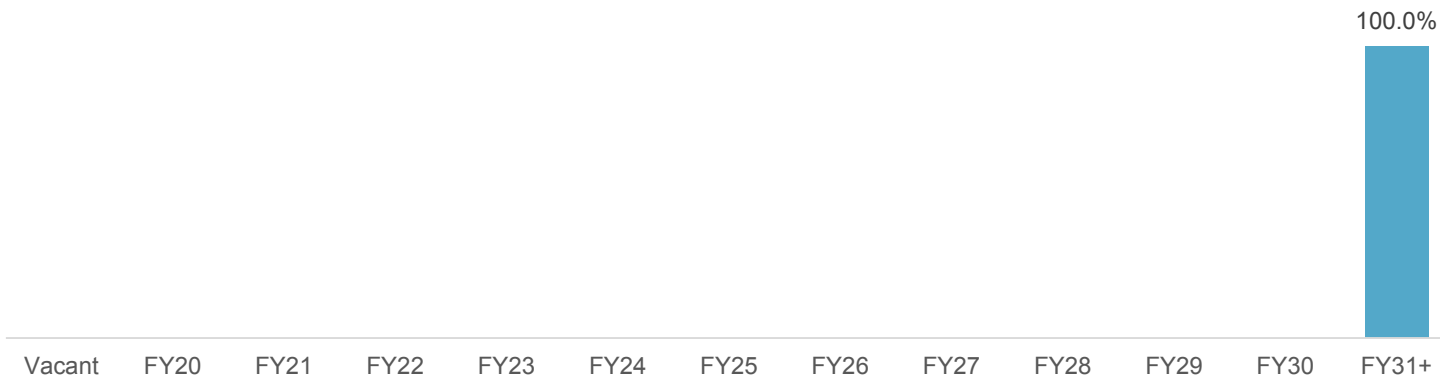
Property overview

- Arnott's primary manufacturing site, producing the majority of its top 20 products including the three leading brands – Shapes, Tim Tam and Jatz
- Modern industrial facility critical to the manufacturing and distribution operations of the Arnott's biscuit business
- Arnott's has made significant investment in the facility, with a fully automated high bay warehouse extension currently underway
- Located approximately 35km west of the Sydney CBD, in close proximity to the major distribution centres for Woolworths, Coles, Metcash and Aldi
- Triple net lease structure with Arnott's responsible for all outgoings, repairs and maintenance, and capital expenditure and uncapped CPI plus 50bps rental increases

Lease expiry profile

Property details

Property type	Industrial
Ownership interest	50%
Co-owner	Charter Hall Prime Industrial Fund ("CPIF")
Purchase price (CLW interest)	\$198.9m
Passing yield	4.5%
Annual rent review	CPI + 0.5%
Tenant	Arnott's Biscuits Pty Ltd
WALE	32.0 years
Options	5 x 10 years
GLA (100% basis)	59,003 sqm

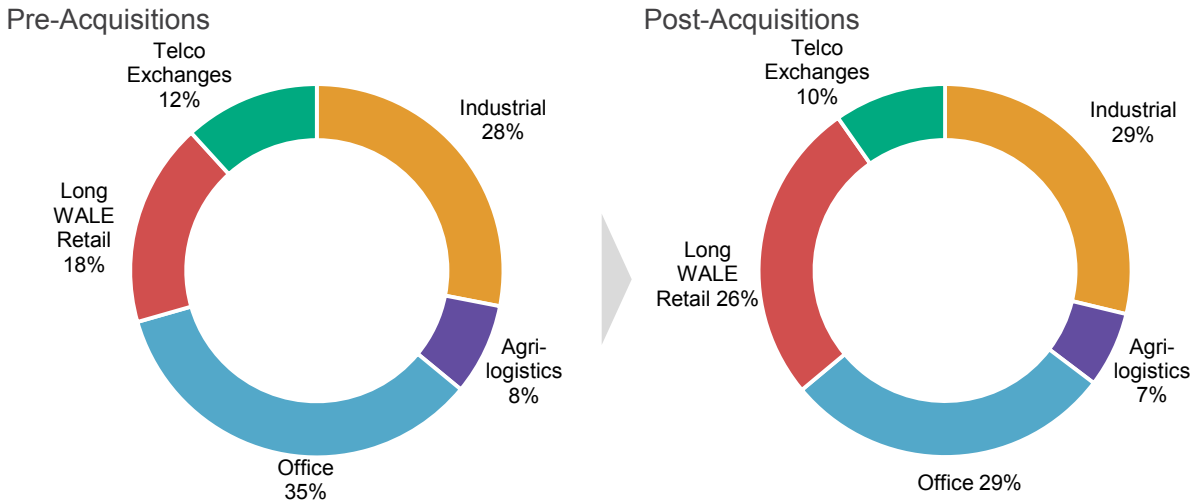


Portfolio impact

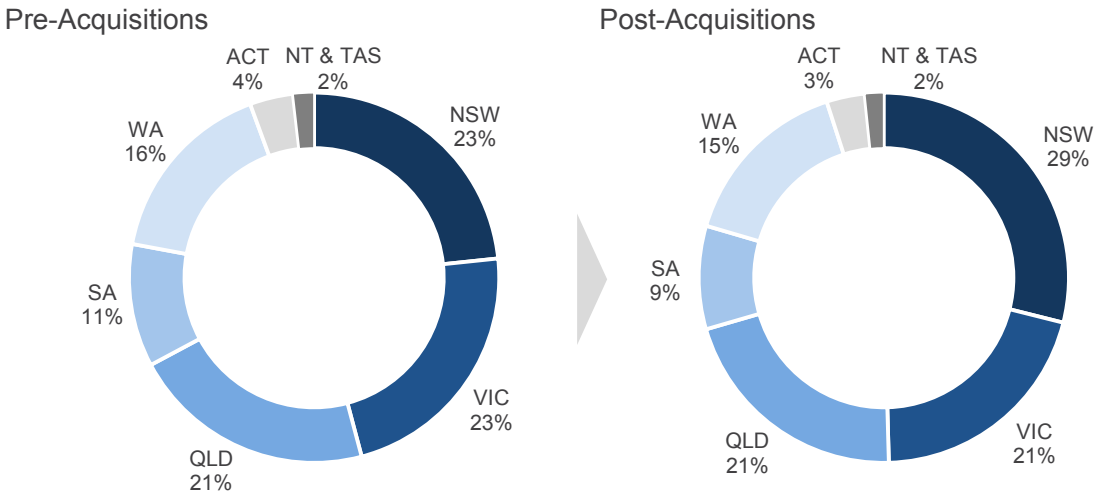
The Acquisitions increase CLW’s WALE

	Pre-Acquisitions ¹	Acquisitions	Post-Acquisitions
Number of properties	158	226	384
Property valuation	\$2,969m	\$619m	\$3,588m
Weighted Average Capitalisation Rate (“WACR”)	5.6%	5.2%	5.5%
Occupancy	99.7%	100.0%	99.7%
WALE	13.3 years	23.4 years	14.9 years
WARR ²	2.8%	2.3%	2.7%
Proportion of leases subject to fixed rent review	66%	0%	56%

Portfolio by sector^{3,3}



Portfolio by geography^{3,4}



¹ Per pro forma metrics outlined in the investor presentation released to ASX on 4 November 2019, adjusted for the REIT’s property revaluations as at 31 December 2019. Refer to Appendix A for a reconciliation

² Represents the weighted average annual rental escalation of the REIT’s leases, comprising fixed and CPI-linked. Over the next twelve months the average escalation of the REIT’s fixed leases is 3.4% p.a. and average escalation assumed for the REIT’s CPI-linked leases is 2.2% p.a. (inclusive of CPI adjustments where relevant)

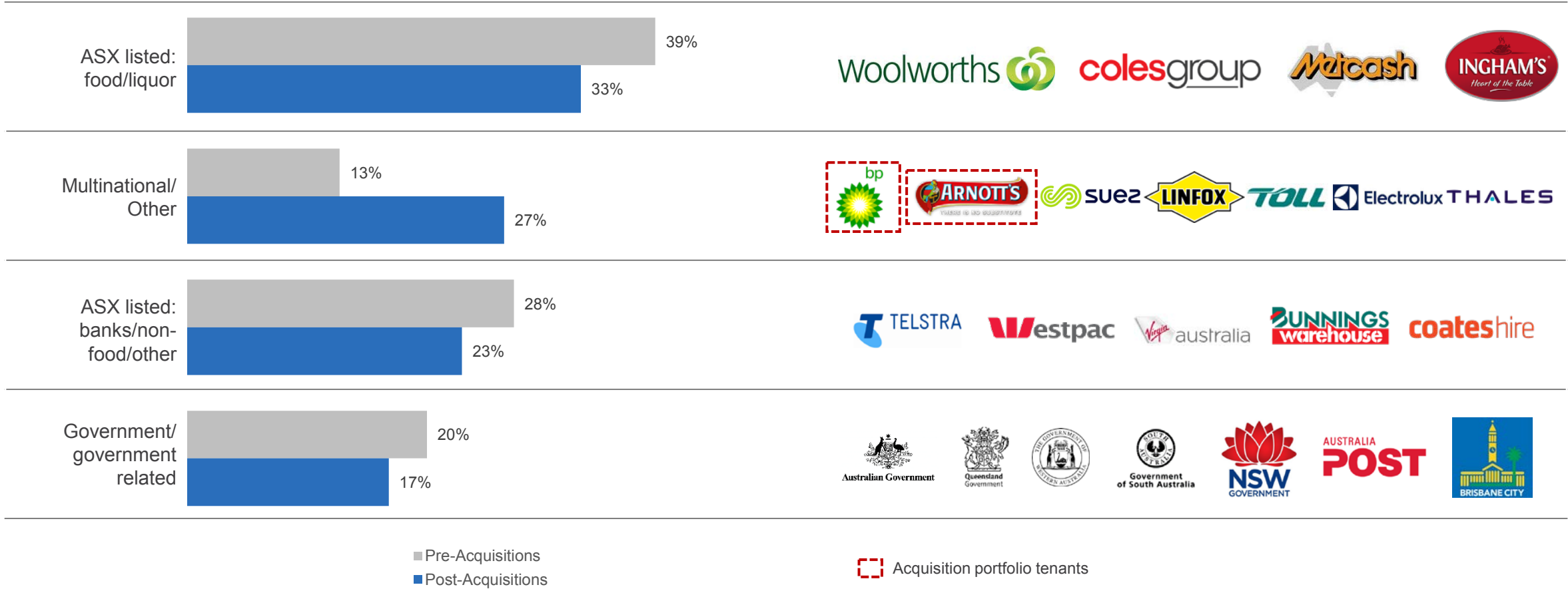
³ Weighted by value (REIT ownership interest)

⁴ Totals may not add due to rounding

Industry diversification

Introduces two new high quality multinational tenants that are household brands

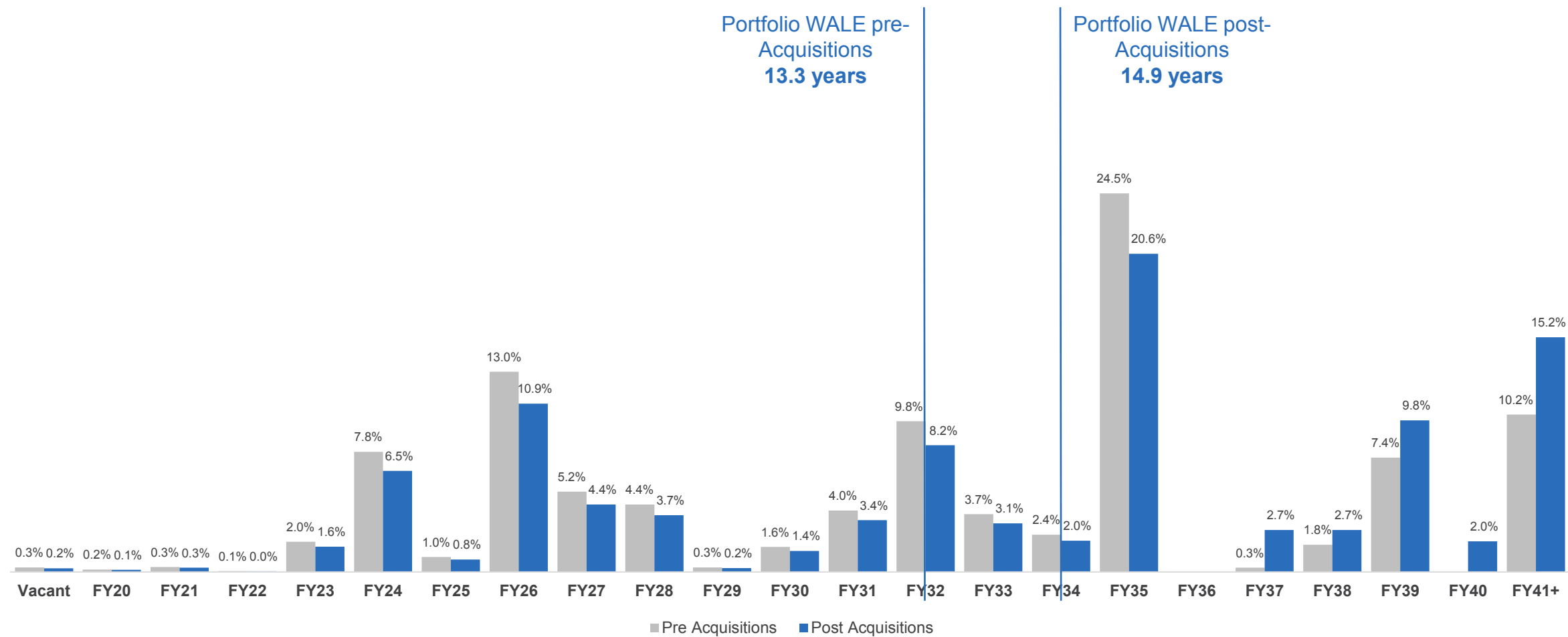
Major tenants¹



¹ Weighted by net passing income (REIT ownership interest)

Lease expiry profile

Long portfolio WALE of 14.9 years post Acquisitions



1 Totals may not add due to rounding

Sources and uses of funds

Acquisitions partially funded by a fully underwritten \$350 million Equity Raising

- The REIT will undertake a fully underwritten Placement of \$200 million and Entitlement Offer of approximately \$150 million
- The balance of the funding for the Acquisitions and associated transaction costs will be sourced from a combination of existing CLW debt facilities and a new debt facility established by the Charter Hall managed Partnership that will acquire a 49% interest in the BP Portfolio

Sources of Funds	(\$m)
Proceeds from the Placement	200
Proceeds from the Entitlement Offer	150
Debt ¹	308
Total sources²	658

Uses of Funds	(\$m)
Acquisitions	619
Acquisitions and Equity Raising transaction costs ³	39
Total uses²	658

Key Equity Raising metrics

Issue Price	\$5.35
Discount to CLW's distribution-adjusted last close price on 11 December 2019 ⁴	4.6%
Discount to TERP ⁵	4.4%
Pro forma market capitalisation post Equity Raising ⁶	\$2.7bn
FY20 OEPS yield (at Issue Price) ⁷	5.3%
FY20 DPS yield (at Issue Price) ⁷	5.3%
Pro forma balance sheet gearing (post Acquisitions and Equity Raising)	24.1%
Pro forma look through gearing (post Acquisitions and Equity Raising)	38.2%

¹ On a look-through basis including a new debt facility established by the Charter Hall managed Partnership

² Totals may not add due to rounding

³ Includes stamp duty and a 1% acquisition fee payable to Charter Hall Group

⁴ Assumes distribution of 7.0 cents per security payable by CLW for the 3 months ending 31 December 2019

⁵ The theoretical ex-rights price ("TERP") is the theoretical price at which securities should trade after the ex-date for the Entitlement Offer. TERP excludes new securities issued under the Placement. TERP is a theoretical calculation only and the actual price at which securities trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal TERP

⁶ Based on CLW's market capitalisation as at 11 December 2019 adjusted for the equity raising of approximately \$350 million

⁷ Based on CLW's guidance for FY20 Operating EPS of 28.3 cents per security (barring any unforeseen events with no material change in current market conditions) and a 100% payout ratio

Equity Raising overview

Fully underwritten institutional placement and accelerated non-renounceable entitlement offer

Structure	<ul style="list-style-type: none">• A fully underwritten equity raising of approximately \$350 million to partially fund the Acquisitions and associated transaction costs, comprising:<ul style="list-style-type: none">– Institutional placement to raise approximately \$200 million; and– 1-for-15 accelerated non-renounceable entitlement offer to raise approximately \$150 million• Record date for Entitlement Offer is 16 December 2019 at 7:00pm (AEDT)• Entitlement Offer will comprise an accelerated Institutional Entitlement Offer and a Retail Entitlement Offer
Pricing	<ul style="list-style-type: none">• Fixed Issue Price of \$5.35 per security represents a:<ul style="list-style-type: none">– 4.6% discount to the distribution-adjusted last close price of \$5.61 on 11 December 2019– 4.4% discount to TERP of \$5.59– 5.3% FY20 forecast Operating EPS yield
Ranking	<ul style="list-style-type: none">• New Securities issued under the Placement, Institutional Entitlement Offer and Early Retail Entitlement Offer will not be entitled to the distribution for the three months to 31 December 2019 of 7.0 cents per security. These New Securities will trade on the ASX under a separate code, 'CLWN' until 30 December 2019, being the ex-distribution date for the 31 December 2019 distribution. These New Securities will rank equally with existing CLW securities from 30 December 2019• Securities issued under the Retail Entitlement Offer (excluding those issued under the Early Retail Offer) will rank equally with existing CLW securities from the date of issue, however as they are issued after the distribution record date, will not be entitled to the distribution for the three months to 31 December 2019
Charter Hall Group intentions	<ul style="list-style-type: none">• Charter Hall Group is the REIT's largest securityholder with approximately 13% of securities on issue and has committed to take up its full entitlement under the Entitlement Offer, representing a commitment of approximately \$20 million

Timetable

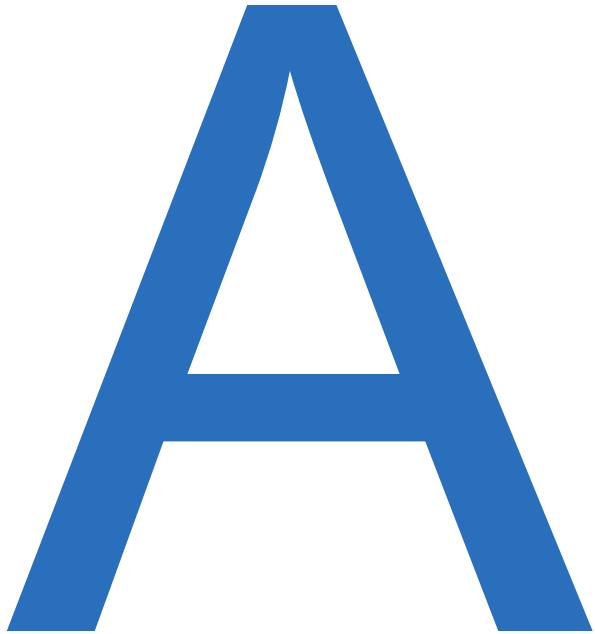
Event	Date
Trading halt and announcement of the Acquisitions and Equity Raising	Thursday, 12 December
Placement and Institutional Entitlement Offer bookbuild conducted	Thursday, 12 December
Trading of securities recommences on the ASX on an 'ex-entitlement' basis	Friday, 13 December
Entitlement Offer Record Date	7:00 PM, Monday, 16 December
Retail Entitlement Offer Booklet despatched and Retail Entitlement Offer opens	Tuesday, 17 December
Settlement of new securities issued under the Placement	Tuesday, 17 December
Allotment and normal trading of new securities issued under the Placement	Wednesday, 18 December
Early Retail Acceptance Due Date	5:00 PM, Thursday, 19 December
Settlement of new securities issued under the Institutional Entitlement Offer and Early Retail Entitlement Offer	Friday, 20 December
Allotment and normal trading of new securities issued under the Institutional Entitlement Offer and Early Retail Entitlement Offer	Monday, 23 December
All securities under the Placement, Institutional Entitlement Offer and Early Retail Entitlement Offer will trade under the ASX code 'CLW'	Monday, 30 December
Retail Entitlement Offer closes	5:00 PM, Wednesday, 8 January
Announcement of results of Retail Entitlement Offer	Monday, 13 January
Settlement of remaining new securities issued under the Retail Entitlement Offer	Tuesday, 14 January
Allotment of remaining new securities issued under the Retail Entitlement Offer	Wednesday, 15 January
Normal trading of remaining new securities issued under the Retail Entitlement Offer	Thursday, 16 January

All dates and times are indicative only and subject to change. Unless otherwise specified, all times and dates refer to AEDT.

Conclusion

- ✓ Geographically diversified portfolio of strategic properties that are important to the tenants' operations
- ✓ Long-term acquisition portfolio WALE of 23.4 years increases the REIT's portfolio WALE from 13.3 years to 14.9 years
- ✓ Attractive triple net lease structure with uncapped annual CPI-linked rental increases
- ✓ Introduces two new, high quality multinational tenants in BP and Arnott's
- ✓ Strong balance sheet maintained with pro forma balance sheet gearing of 24.1%, including December 2019 valuations which recorded a 2.9% uplift on prior values
- ✓ Upgraded FY20 OEPS guidance of 28.3 cents per security reflecting 5.2% growth over FY19 OEPS

Appendix A



Pro forma balance sheet

(\$m)	Jun-19 ¹	Dec-19 revaluations	Acquisitions and Equity Raising	Jun-19 pro forma
Cash	6.4			6.4
Investment properties	1,647.9	48.9	198.9	1,895.7
Equity accounted investments	769.2	34.7	210.1	1,013.9
Other assets	16.8		-	16.8
Total assets	2,440.3	83.5	409.0	2,932.8
Provision for distribution	22.9			22.9
Debt	615.2		97.1	712.3
Unamortised borrowing costs	(2.8)			(2.8)
Other liabilities	24.8			24.8
Total liabilities	660.1	-	97.1	757.2
Net tangible assets	1,780.2	83.5	311.9	2,175.6
Securities on issue (m)	421.6		65.5	487.1
NTA per security (\$)	\$4.22			\$4.47
Balance sheet gearing	25.0%			24.1%
Look through gearing	36.9%			38.2%

¹ Per pro forma metrics outlined in the investor presentation released to ASX on 4 November 2019, adjusted for capitalised costs incurred post balance date

Reconciliation of portfolio metrics

	Jun-19 ¹	Change from Dec-19 revaluations	Jun-19 pro-forma (pre-Acquisition)	Change from Acquisitions	Jun-19 pro-forma (post-Acquisitions)
Number of properties	158	-	158	226	384
Property valuation	\$2,885m	\$84m	\$2,969m	\$619m	\$3,588m
WACR	5.7%	(0.1%)	5.6%	(0.1%)	5.5%
Occupancy	99.7%	-	99.7%	-	99.7%
WALE	13.3 years	-	13.3 years	1.6 years	14.9 years
WARR	2.8%	-	2.8%	(0.1%)	2.7%
Proportion of leases subject to fixed rent review	66%	-	66%	(10%)	56%

¹ Per pro forma metrics outlined in the investor presentation released to ASX on 4 November 2019, adjusted for capitalised costs incurred post balance date

Appendix B

B



Summary of key risks

Transaction specific risks

Acquisition risk

The REIT expects the Acquisitions to proceed as advised in this Presentation. If an acquisition in fact fails to complete or completion is delayed, the expected financial performance of the REIT could be adversely affected. If an acquisition does not complete and the REIT has raised funds under this Equity Raising, the REIT will need to consider alternative uses for, or ways to return, those funds.

The Acquisitions expose the REIT to the same types of risks described in "Other risks", including re-leasing and vacancy risk, tenant concentration risk (i.e. BP and Arnott's), environmental risks, pre-emptive rights and other risks associated with joint-ownership agreements and operator risk.

Underwriting

The REIT has entered into an underwriting agreement under which the underwriters of the Equity Raising have agreed to fully underwrite the Equity Raising, subject to the terms and conditions of the underwriting agreement between the Responsible Entity and the underwriters ('Underwriting Agreement'). The underwriters' obligation to underwrite the Equity Raising is conditional on certain customary matters. Further, if certain events occur, the underwriters may terminate the Underwriting Agreement. Termination of the Underwriting Agreement is likely to have an adverse impact on the amount of proceeds raised under the Equity Raising, and the REIT's ability to complete the Acquisitions as currently planned and fund transaction costs, and could materially adversely affect the REIT's business, cash flow, financial performance, financial conditions and share price.

Risks associated with not taking up new securities under the Equity Raising

Investors who do not participate in the Equity Raising, or who do not take up all of their entitlement under the Equity Raising, will have their percentage securityholding in the REIT diluted and you will not be exposed to further increases or decreases in the REIT's security price in respect of those new securities which would have been issued to you had you taken up all of your entitlement.

Reliance on information provided in respect of the Acquisitions

CLW and its advisers have undertaken a due diligence process in respect of the Acquisitions, which relied in part on the review of the financial and other information provided by the vendors. Despite taking reasonable efforts, CLW and its advisers have not been able to verify the accuracy, reliability or completeness of all the information that was provided to it against independent data. If any of the data or information provided to and relied upon by CLW in its due diligence process and its preparation of this Presentation proves to be incomplete, inaccurate or misleading, there is a risk that the financial position and performance of the Acquisitions may be materially different to that expected by CLW as reflected in this Presentation.

Co-ownership risk

The REIT holds a number of interests in its portfolios with its partners through joint co-ownership arrangements. Although in many cases, the REIT has control over or significant influence on the decision-making of these joint co-ownership arrangements, certain decisions require approval of all the directors or security holders of entities the REIT does not control. The co-operation among the partners of such entities on existing and future business decisions is an important factor for the sound operation and financial success of such businesses. The partners in these investments may have objectives different from those of the REIT, or be unable or unwilling to fulfil their obligations under the relevant joint co-ownership agreement. In order to minimise the risks associated with the development and operation of its joint co-ownership arrangements, the REIT seeks to enter into joint co-ownership arrangements with partners whom the REIT considers to be reputable, creditworthy and reliable and on terms favourable to the REIT. Although to date CLW has not experienced any significant disputes with its partners, disputes among co-ownership partners over co-ownership obligations or otherwise could have an adverse effect of the financial conditions or results of operations of these businesses.

In terms of the Acquisitions, CLW will not be able to exercise its full discretion in its decision making with respect to the BP Portfolio and Arnott's property. In terms of the BP Portfolio, as CLW will be a co-owner (50%) of the trust ("Trust") that will acquire a 49% interest in the BP Portfolio, a BP majority board will manage the governance of the new managed partnership. There are also co-ownership arrangements in place in terms of the Trust between CLW, CHC and CQR. In terms of the Arnott's property, it is proposed that CLW and Charter Hall CPIF Prime Industrial Fund will enter into a co-ownership agreement for each of their 50% interests. The joint committee established as part of this acquisition must make decisions in relation to material issues by unanimous resolution.

Unrealised capital gains

The BP Portfolio Trust will inherit the existing cost base of the BP Portfolio which is below the implied purchase price. The impact of any capital gains would be to reduce the tax deferred component of the REIT's distributions. A capital gain in the Charter Hall managed Partnership is only triggered through individual asset divestitures which are not anticipated to occur at scale during the lease term. However, if all properties were sold as individual asset divestitures at the implied purchase price, the CGT liability would be 42% of CLW's purchase price. If CLW sold units of the Charter Hall managed Partnership that owns the 49% interest in the BP Portfolio, the cost base would be the purchase price of those units.

Summary of key risks (cont.)

Other risks

Rental Income

Distributions made by the REIT are largely dependent on the rents received from tenants across the portfolio and expenses incurred during operations, which may be affected by a number of factors, including:

- overall economic conditions;
- the financial circumstances of tenants (on the date the units are allotted under the Equity Raising in accordance with the Timetable, and in the future);
- the ability to negotiate lease extensions or replace outgoing tenants with new tenants;
- the occurrence of rental arrears or any vacancy periods;
- reliance on a tenant which leases a material portion of the REIT's portfolio;
- an increase in unrecoverable outgoings; and
- supply and demand in the property market.

Any negative impact on rental income (including as a result of a failure of existing tenants to perform existing leases in accordance with their terms) has the potential to decrease the value of the REIT and have an adverse impact on distributions or the value of securities or both.

Re-leasing and vacancy risk

In the longer term, the REIT's portfolio leases will come up for renewal on a periodic basis. There is a risk that the REIT may not be able to negotiate suitable lease renewals with existing tenants, maintain existing lease terms, or replace outgoing tenants with new tenants. This may result in a reduction in the REIT's Operating Earnings and distributions and a reduction in the value of the assets of the REIT.

Property valuation risk

The value of each property held by the REIT, and those it may hold in the future, may fluctuate due to a number of factors affecting both the property market generally or the REIT's properties in particular. These factors include, but are not limited to:

- changes in market rental rates;
- changes in property yields;
- fluctuating occupancy levels;
- tenants defaulting;
- supply and demand in the relevant property market;
- increased competition from new or existing properties;
- a downturn in the property market generally;
- pricing or competition policies of any competing properties or tenants; and
- general economic conditions, such as interest rates.

These factors may change for a variety of reasons including those set out above in respect of these particular risks. A reduction in the value of any property may adversely affect the value of securities in the REIT. It may also impact the REIT's financing arrangements (refer to Funding risk).

Property values may fall if the underlying assumptions on which the property valuations outlined in this Presentation are based, change in the future. As changes in valuations of investment properties are recorded in the statutory income statement, any decreases in value will have a negative impact on the statutory income of the REIT.

As property values fluctuate, so too may returns from property assets. Rental and occupancy levels may change as a result of changes in the property market and this may affect the distributions paid by the REIT and the market price of securities.

The REIT will have its properties independently revalued regularly in accordance with its valuation policy. The independent valuations of the properties are the best estimates of the independent valuers at the time of undertaking the valuation and may not reflect the actual price a property would realise if sold. The independent valuations are subject to a number of assumptions which may prove to be inaccurate.

Property liquidity

By their nature, investments in real property assets are illiquid investments, and there is a risk that should the REIT be required to realise property assets, it may not be able to do so in a short period of time, or may not be able to realise a property asset for the amount at which it has been valued. This may adversely affect the REIT's net tangible assets and the value of securities in the REIT.

Tenant concentration

The majority of the properties comprising the REIT's portfolio are single tenanted. This exposes the value and performance of each property to the ability of those tenants to continue to meet their obligations under the respective lease agreements. There is a risk that if one or more of the major tenants cease to be a tenant, the REIT may not be able to find replacement tenants on lease terms that are at least as favourable as the current terms. Should replacement tenants lease the property on less favourable terms this will adversely impact the returns and the overall performance of the REIT and value of the properties. The Responsible Entity of the REIT actively manages the tenant selection process to manage this risk.

Development risk

The REIT will focus on sustainable income returns and minimising development risk. The REIT will not undertake speculative development. Any development risk will be substantially mitigated through fixed price construction contracts, and undertaking pre-leasing activities relating to the development, both prior to and during, construction. The REIT will endeavour to achieve a level of pre-commitment appropriate to the project prior to commencing development activities.

Summary of key risks (cont.)

No guarantee of distribution or capital return

No guarantee can be given as to the amount of any income or capital return from the securities or the performance of the REIT, nor can the repayment of capital from the REIT be guaranteed.

Management performance

The REIT will be reliant on the expertise, experience, and strategies of its executive directors and management of the Charter Hall Group. As a result, the loss or unavailability of key personnel at the Charter Hall Group could have an adverse impact on the management and financial performance of the REIT and therefore returns to securityholders.

Capital expenditure

The REIT will be responsible for capital expenditure that may arise.

There is a risk that the actual required capital expenditure may exceed currently expected expenditure which could lead to increased funding costs and impact distributions. Additionally, any requirement for unforeseen material capital expenditure on the properties could impact the performance of the REIT.

Acquisitions

In addition to acquiring the assets in connection with these Acquisitions, the REIT will continue to identify new investment opportunities for potential acquisition. The REIT will endeavour to conduct all reasonable and appropriate due diligence on potential investment opportunities.

There is a risk that the REIT will be unable to identify suitable investment opportunities that meet the REIT's investment objectives. Even if such opportunities are identified, they may not be able to be secured on appropriate terms. These factors may restrict the REIT's ability to add investments to its portfolio and this may adversely impact growth and returns to securityholders.

Reliance on third parties

The Responsible Entity may engage third party service providers in respect of a part or the whole of the REIT's portfolio, being the Charter Hall Group entities or third parties outside the Charter Hall Group. These services will be subject to contractual arrangements between the Responsible Entity and the relevant third parties.

A failure of third parties to discharge their agreed responsibilities may adversely affect the management and financial performance of the REIT and therefore also adversely impact returns to investors.

Conflicts

The REIT may engage Charter Hall Holdings Pty Limited, a wholly owned subsidiary of Charter Hall Limited, to provide property management and facilities management services in respect of various properties in the REIT. The Responsible Entity and Charter Hall Holdings Pty Limited also have two common Executive Directors.

This may create a conflict of interest. Related party transactions also carry a risk that they could be assessed and monitored less rigorously than transactions with unrelated third parties. The REIT will mitigate these risks through the conflicts of interest and related party policy that governs the way the REIT manages such conflicts or transactions.

Funding

The Responsible Entity may fund future refinancing, capital expenditure and acquisitions from either debt or equity markets. The REIT's ability to raise funds from either market on favourable terms is dependent on a number of factors including:

- the general economic and political climate;
- the state of debt and equity capital markets;
- the performance, reputation and financial strength of the REIT; and
- the value of the properties.

Changes to any of these or other factors could lead to an increased cost of funding, limited access to capital, increased refinancing risk for the REIT and / or an inability to expand operations or purchase assets in a manner that may benefit the REIT and its securityholders.

Extension and refinancing

The REIT's ability to refinance or repay its debts as they fall due will be impacted by market conditions, the financial status of the REIT, the value of the REIT's properties, and prevailing economic conditions, including interest rates, at the time of maturity or refinancing. There is a risk that the REIT may not be able to extend or refinance its debts before maturity. Possible increases in the interest rate, the cost of interest rate hedges and the level of financial covenants required by lenders may also adversely impact the operating and financial performance of the REIT, the distributions of the REIT and the REIT's ability to raise equity and / or enter into new debt facilities.

In these circumstances, the REIT may need to raise further equity, dispose of assets for a lower market value than could otherwise have been realised, or enter into new debt facilities on less favourable terms.

There is also a risk that the REIT may be unable to hedge future borrowings to mitigate future interest rate risk, or that the terms of such hedging are less favourable than the existing terms.

Summary of key risks (cont.)

Debt facility undertakings and covenants

The REIT is subject to a number of undertakings and covenants under existing debt facilities, including in relation to gearing ratio and interest cover ratios. An event of default would occur if the REIT fails to maintain these financial covenants. This may be caused by amongst other factors, unfavourable movements in interest rates (to that extent interest rates are not hedged) or deterioration in the income or the value of the REIT's portfolio. In the event that an event of default occurs, the lender may require immediate repayment of a debt facility. The REIT may need to dispose of some or all of its properties for less than their book value, raise additional equity, or reduce or suspend distributions in order to repay a debt facility.

Gearing

The level of gearing exposes the REIT to any changes in interest rates and increases the REIT's exposure to movements in the value of the REIT's portfolio or performance measures. Higher gearing will increase the effect. If the level of gearing increases over the term of the REIT's debt financing, this may create refinancing risk on the REIT's debts as it approaches expiry.

Interest rates

To the extent that interest rates are not hedged, unfavourable movements in interest rates relating to existing debt facilities could lead to increased interest expense. This could impact the level of distributions available to securityholders.

Derivatives

The REIT will use derivative instruments to hedge the REIT's exposure to interest rates. The mark-to-market valuation of derivative instruments could change quickly and significantly. Such movements may have an adverse effect on the financial performance and financial position of the REIT.

In entering into derivative contracts, the REIT will be exposed to the risk that a party to the contract become insolvent or otherwise default on its contractual obligations. The Responsible Entity will seek to manage this risk by only entering into hedging arrangements with reputable counterparties.

Insurance

Insurance coverage is maintained in respect of each property (including insurance for destruction or damage to the property and public risk liability) where that coverage is available on commercial terms.

Insurance coverage will include differing levels of cover for material loss or damage items such as accidental damage, flood and demolition and removal of debris. Some risks are not able to be insured at acceptable premiums. Examples of losses that are generally not insured against include war or acts of terrorism and natural phenomena such as earthquakes or hurricanes.

Any losses incurred due to uninsured risks, or loss in excess of the insured amounts, may adversely affect the performance of the REIT, and could lead to a loss of some of the capital invested by the REIT.

Increases in insurance premiums may affect the performance of the REIT to the extent they are not recoverable from the tenant under their leases. Any failure by the company or companies providing insurance (or any reinsurance) may adversely affect the REIT's right of recovery under its insurance.

Insolvency

In the event of any liquidation or winding up of the REIT, the claims of the REIT's creditors, including any counterparty under any hedging or other derivative arrangements, will rank ahead of those of its securityholders. Under such circumstances the REIT will first repay or discharge all claims of its creditors. Any surplus assets will then be distributed to the REIT's securityholders. All securityholders will rank equally in their claim and will be entitled to an equal share per security.

Compliance

The REIT is a managed investment scheme which means that the Responsible Entity is subject to strict regulatory and compliance arrangements under the Corporations Act and its Australian Financial Services Licence. If the Responsible Entity fails to comply with the conditions of its Australian Financial Services Licence, then ASIC may take action to suspend or revoke the licence, which in turn could adversely impact the REIT.

Forecast financial information

The forward looking statements, opinions and estimates provided in the Presentation, including any forecast financial information provided, rely on various contingencies and assumptions. Various factors and risks, both known and unknown, many of which are outside the control of the REIT, may impact upon the performance of the REIT and cause actual performance to vary significantly from expected results. There can be no guarantee that the REIT will achieve its stated objectives or that forward looking statements or forecasts will eventuate.

Environmental issues and contamination

As with any property, there is a risk that one or more of the properties in the REIT's portfolio may be contaminated now or in the future. Government environmental authorities may require such contamination be remediated. There is always a residual risk that the REIT may be required to undertake any such remediation at its own cost. Such an event would adversely impact the REIT's financial performance. Environmental laws impose penalties for environmental damage and contamination which can be material in size.

In addition, if any remediation required to be undertaken on a property is not completed properly, this may adversely affect the REIT's ability to sell the relevant property or to use it as collateral for future borrowings. Should new or more stringent environmental laws or regulations be introduced in the future, any remediation costs required to be incurred by the REIT may increase materially in order to comply with the new laws or regulations.

Exposure to hazardous substance at a property within the REIT's portfolio could result in personal injury claims. Such a claim could prove greater than the value of the contaminated property. An environmental issue may also result in interruptions to the operations of a property, including the closure or re-lease of the property.

Summary of key risks (cont.)

Environmental issues and contamination (continued)

BP Australia Pty Limited (tenant) and the landlord have entered into various arrangements designed to ensure that environmental liabilities associated with the properties in the Portfolio are the responsibility of BP Australia Pty Ltd (or, in the case of obligations under the leases, such other tenants of those properties from time to time). However, these arrangements provide that the landlord will not be indemnified for certain losses arising from contamination of a property in the Portfolio in specified circumstances, including for contamination that results from the actions of the landlord or its invitees or is contamination that is not required by relevant law to be remediated in order for the relevant site to operate as a petrol station. In addition, although the landlord is unlikely to be primarily liable under the “polluter pays” regime that generally applies under Australian State-based environmental legislation as it does not operate the sites, there remains a risk that the landlord will incur liability if the polluter cannot be identified or is unable to meet its obligations. Any obligation to meet any such cost or liability could have a material adverse effect on the landlord performance and financial condition if the landlord is unable to recover the amount under an indemnity of which it is the beneficiary.

Occupational health and safety

There is a risk that liability arising from occupational health and safety matters at a property may be attributable to the REIT as the landlord instead of, or as well as, the tenant. To the extent that any liabilities may be borne by the REIT, this may impact the financial performance of the REIT (to the extent not covered by insurance). In addition, penalties may be imposed upon the REIT which may have an adverse impact on the REIT.

Disputes and litigation

The REIT may in the ordinary course of business be involved in possible litigation and disputes (for example, tenancy disputes, occupational health and safety claims or third party claims). Whilst the extent of any disputes and litigation cannot be ascertained at this time, any dispute or litigation may be costly and may adversely affect the operational and financial results of the REIT.

Pre-emptive rights and other risks associated with joint-ownership agreements

The joint-ownership agreements to which the REIT (or a sub-trust of the REIT) is a party, contain pre-emptive rights which restrict the REIT's dealings in respect of its interest in the co-owned trust or the co-owned property. In particular, where the REIT wishes to deal with its interests in a co-owned trust or property, each other co-owner will have a pre-emptive right over the REIT's interests, other than in limited circumstances (for example, by way of a permitted transfer to a member of the REIT's unitholder or owner group).

A number of joint-ownership agreements also contain:

- tag-along options, pursuant to which the REIT may be required to take reasonable steps, if it wishes to sell its interest in a co-owned trust or co-owned property, to cause one or more of the other co-owners' interests to be acquired on substantively the same terms;
- drag along rights, pursuant to which a co-owner may require the REIT to sell its interests in a co-owned trust if the co-owner wishes to sell its interest and the REIT has not exercised its pre-emptive; and
- provisions under which a default sale process may be triggered on a change of control event, including where the Responsible Entity is replaced with an entity that is not a related body corporate of the Responsible Entity, with the default sale process giving the other co-owners a right to acquire the REIT's interests at the relevant default interest value.

Additionally, disputes may arise between co-owners and where a dispute cannot be resolved, a number of joint-ownership agreements provide for the sale of the relevant property in circumstances where a co-owner does not acquire the other co-owners' interests.

Accounting standards

The Australian Accounting Standards to which the REIT adheres are set by the Australian Accounting Standards Board ("AASB") and are consequently out of the control of the REIT and the Directors. Changes to accounting standards issued by AASB or changes to the commonly held views on the application of those standards could materially adversely affect the financial performance and position reported in the REIT's financial statements.

Operator risk

While the REIT is not an operator of any of the retail properties in the REIT's portfolio, the valuation and yield of these assets could be materially adversely affected by a number of operational risks of the tenants of those properties, including competition and regulation of operators. In particular, the REIT may be affected by:

- in the case of the properties in the Long Wale Investment Partnership, increased competition in the pub, gaming, retail liquor markets and other specialty stores in the regions of Australia in which its tenants operate and changes in legislation and government policies that regulate liquor and gaming venues or liquor or gaming laws;
- in the case of the BP Portfolio, by increased competition in the fuel retailing industry, changes in legislation and government policies that regulate fuel and retailing, and changes in the nature of vehicle transport including the uptake of electric and autonomous vehicles.

A deterioration in an operator's financial strength and stability or a deterioration of in the operator's business or in the prospects of the operator's industry generally could materially impact the REIT's results of operations, the value of its properties and its stapled securities.

Summary of key risks (cont.)

There are risks associated with any stock market investment. These include, but are not limited to:

- **Dilution risk** – as the REIT issues securities to new investors, existing securityholders' proportional beneficial ownership in the underlying assets of the REIT may be reduced. For example, if you do not participate in a future entitlement offer or choose not to reinvest your distributions pursuant to any future distribution reinvestment plan, then your beneficial ownership in the REIT may be diluted. The Responsible Entity will only raise equity if it believes that the benefit of acquiring the relevant assets or reducing gearing is in the interests of the securityholders
- **Pricing risk** – securities may trade on the ASX at, above or below the Issue Price or net tangible asset amount per security. The price of the securities can fall as well as rise. The price at which securities trade on the ASX may be affected by a range of factors including: movements and volatility in international and local share markets; general economic conditions in Australia and offshore including inflation, interest rates and exchange rates; recommendations by brokers; changes in government, fiscal, monetary and regulatory policies; changes to laws (particularly taxation laws); inclusion or removal from market indices; and changes in the supply and demand of listed property securities. Changes in the stock market rating of securities relative to other listed securities, especially other listed property trusts, may also affect prices at which securities trade
- **Liquidity risk** – there can be no assurance of an active trading market for the securities. Liquidity of the securities will be dependent on the relative volume of the buyers and sellers in the market at any given time. Changes in liquidity may affect the price at which securityholders are able to sell their securities. Significant blocks of securities held by individual investors may reduce liquidity in the trading of securities.

Macro-economic

Changes in the general economic outlook both in Australia and globally may impact the performance of the REIT and its portfolio.

Examples include (whether individually or in combination):

- changes in economic conditions and outlook in Australia and internationally;
- changes in Australian government, industrial, fiscal, monetary, regulatory policies or changes to laws (e.g. taxation laws);
- changes in interest rates, exchange rates or rates of inflation;
- investor sentiment for particular sectors and real estate sectors over the economic cycle;
- the impact of international conflicts or acts of terrorism;
- performance of comparable listed entities and projects;
- changes in the general level of prices in local and international share markets and general investor sentiment in these markets; and
- significant industrial, contractual or political disturbances impacting the REIT or the continuity of its business.

Consequently the trading price of securities may be influenced by factors non-specific to the REIT and out of the REIT's ability to control.

No assurances can be made that the performance of the securities will not be adversely affected by such market fluctuations or factors. Neither the REIT or the Directors or any other person guarantees the performance of the securities.

Changes in laws, regulation and policy

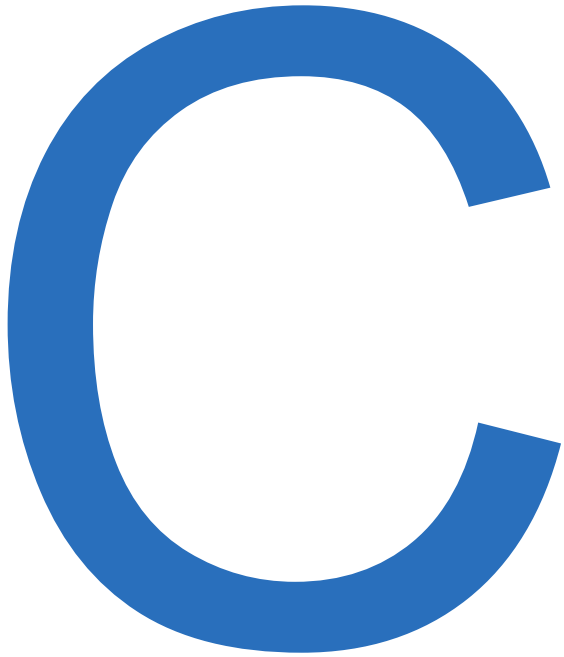
Changes in laws, regulations and government policy may affect the REIT or the tenants and the attractiveness of an investment in the REIT. Further, the impact of actions by governments may affect the REIT's activities including such matters as compliance with environmental regulations and taxation.

Tax

The REIT's Operating Earnings may be affected by changes in taxation law, including changes in income tax, GST or stamp duty legislation, particularly if they relate to property investment. Taxation law may change as a result of legislation, case law in Australia, rulings and determinations issued by the Australian Commissioner of Taxation or other practices of tax authorities. The tax treatment of distributions in the hands of the REIT's securityholders may also be affected by changes to the tax regime applicable to the REIT, or the REIT's ability to make tax deferred distributions. Tax considerations may differ between investors, therefore prospective investors are encouraged to seek professional tax advice in connection with any investment in securities.

Offshore investors in managed investment trusts are governed by particular taxation rules. An offshore investor should obtain their own taxation advice in relation to those rules.

Appendix C



International Offer Restrictions

This document does not constitute an offer of new securities of CLW ("New Securities") in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Securities may not be offered or sold, in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This document has not been, and will not be, authorized by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorize this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Securities have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the New Securities which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors as defined in the SFO and any rules made under that ordinance.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Netherlands

In the Netherlands, the New Securities may only be offered, sold or transferred, as part of their initial distribution or at any time thereafter, to natural persons who, or legal entities which, are "professional investors" (as defined in the Alternative Investment Fund Managers Directive (Directive 2011/61/EU), as implemented in the Netherlands) and "qualified investors" (as defined in Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union). The New Securities may not otherwise be offered, directly or indirectly, in the Netherlands.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Securities are not being offered to the public within New Zealand other than to existing securityholders of CLW with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Securities may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

International Offer Restrictions (cont.)

Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore ("MAS") and, accordingly, statutory liability under the Securities and Futures Act, Chapter 289 (the "SFA") in relation to the content of prospectuses does not apply, and you should consider carefully whether the investment is suitable for you. CLW is not a collective investment scheme authorised under Section 286 of the SFA or recognised by the MAS under Section 287 of the SFA and the New Securities are not allowed to be offered to the retail public.

This document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the New Securities may not be circulated or distributed, nor may the New Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except to "institutional investors" (as defined in the SFA), or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an "institutional investor" (as defined under the SFA). In the event that you are not an "institutional investor", please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Securities being subsequently offered for sale to any other party. You are advised to acquaint yourself with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Securities.

This document is issued on a confidential basis to "professional investors" (within the meaning of the Alternative Investment Fund Managers Directive) who are also "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom. The New Securities may not be offered or sold in the United Kingdom by means of this document or any other document except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Securities has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to CLW.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

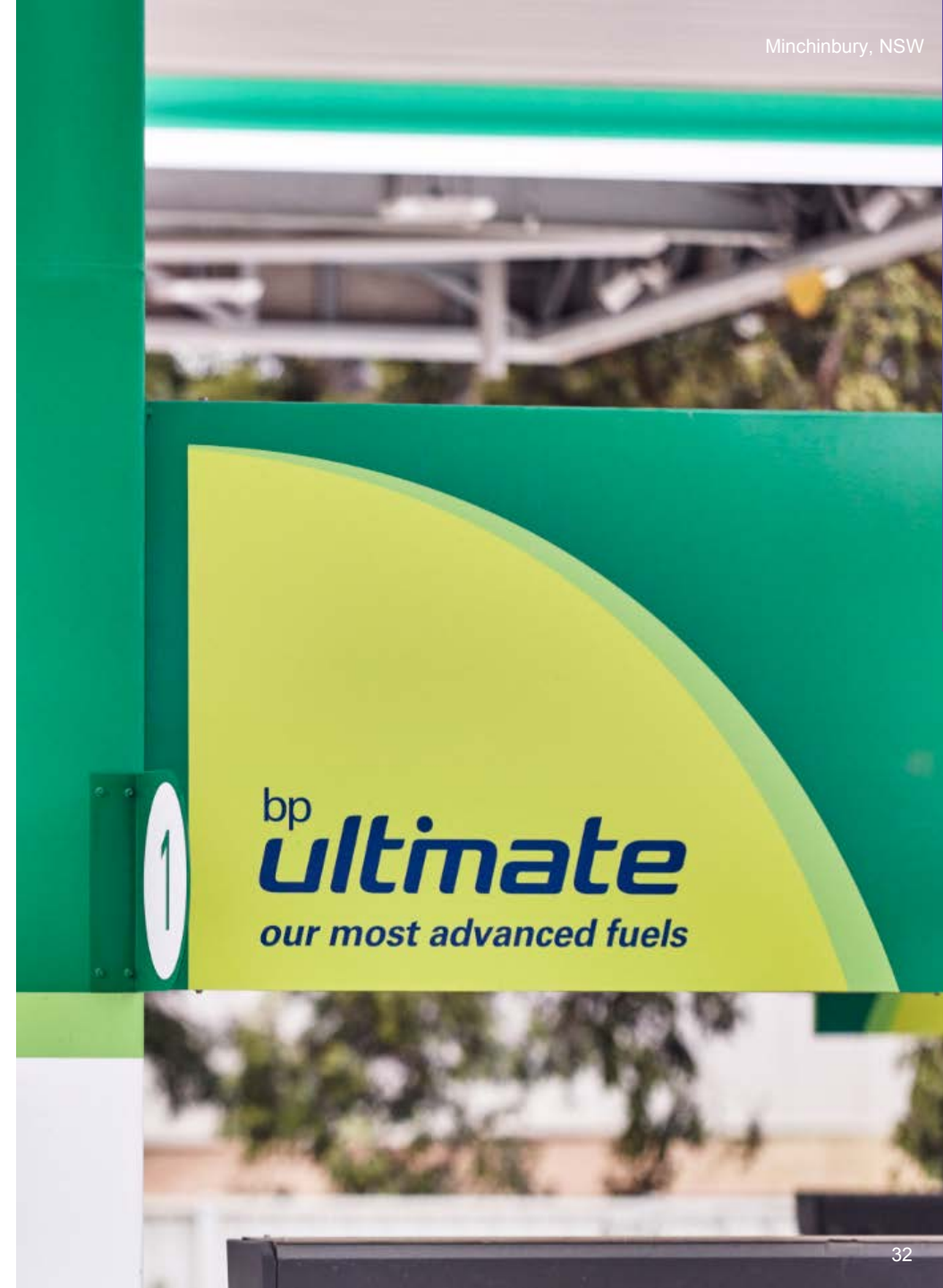
The New Securities are being marketed in the United Kingdom in compliance with the National Private Placement Regime (within the meaning of The Alternative Investment Fund Managers Regulations 2013). CLW's most recent financial and other information it has lodged with the Australian Securities Exchange can be found on the websites of CLW (<https://www.charterhall.com.au/investments/funds/clw>) and the ASX (www.asx.com.au).

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Securities have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Appendix D

D



Underwriting arrangements and fees

J.P. Morgan Securities Australia Limited and UBS AG, Australia Branch will be acting as joint lead managers, bookrunners and underwriters of the Offer (**Underwriters**). The Responsible Entity has entered into an Underwriting Agreement with the Underwriters in respect of the Offer.

The Responsible Entity must pay the Underwriters aggregate management and underwriting fees of 2% of the proceeds of the Offer not including proceeds raised from Charter Hall Group. The Responsible Entity must also reimburse the Underwriters for their reasonably incurred costs in connection with the Entitlement Offer, including legal fees and disbursements, bookbuild expenses, travel expenses and stamp duty or similar taxes payable in respect of the Underwriting Agreement.

The Underwriting Agreement contains representations and warranties and indemnities in favour of the Underwriters. Each Underwriter may also, in certain circumstances, terminate their obligations under the Underwriting Agreement on the occurrence of certain termination events including where:

- any of the material obligations of the relevant parties under the agreements for the Acquisitions (**Acquisition Agreements**) are not capable of being performed in accordance with their terms (in the reasonable opinion of the Underwriter) or if all or any part of any Acquisition Agreement:
 - i. is amended or varied in a material respect without the consent of the Underwriters;
 - ii. is terminated or rescinded;
 - iii. is materially breached;
 - iv. ceases to have effect, otherwise than in accordance with its terms; or
 - v. is or becomes void, voidable, illegal, invalid or unenforceable (other than by reason only of a party waiving any of its rights);
- a statement in this Retail Offer Booklet or other Offer documents is or becomes misleading or deceptive in a material respect or is likely to mislead or deceive in a material respect (including by omission);
- a certificate which is required to be furnished under the Underwriting Agreement is not furnished by the time required;
- CLW withdraws the Entitlement Offer;
- CLW becomes required to give or gives a correcting notice under the Corporations Act other than as a result of a new circumstance arising;
- an application is made by ASIC for an order under Part 9.5 in relation to the Offer or the Offer documents or ASIC commences any investigation or hearing under Part 3 of the Australian Securities and Investments Commission Act 2001 (Cth), and in each case is not withdrawn within 2 business days after it is made or commenced or within 2 business days of a settlement date for the Offer, before that date;
- ASX announces that the REIT will be removed from the official list or that any Securities will be delisted or suspended from quotation by ASX;
- a Director of the Responsible Entity is charged with an indictable offence or is disqualified from managing a corporation under the Corporations Act;
- any government agency commences any public action against a Director of CLW in their capacity as a Director of CLW (or the Charter Hall Group) or announces that it intends to take any such action;
- CLW or a material member of the REIT group is insolvent or there is an act or omission which may result in such party becoming insolvent;
- unconditional approval (or conditional approval, provided such condition would not have a material adverse effect on the success or settlement of the Offer) by the ASX for official quotation of the New Securities is refused, or is not granted, or is withdrawn or ASX makes, in writing, an official statement to any person or indicates to CLW or the Underwriters that official quotation of the New Securities will not be granted;
- the Responsible Entity ceases to be the responsible entity of CLW;
- there are certain delays in the timetable for the Offer;
- any statement in a certificate to be provided under the Underwriting Agreement is false, misleading or deceptive;
- any information supplied by or on behalf of CLW to the Underwriters in final form is or becomes misleading or deceptive in a material respect, including by way of omission;
- hostilities not presently existing commence (whether war has been declared or not) or an escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, Hong Kong, New Zealand, Singapore, the United Kingdom, any member state of the European Union or the United States, or a major terrorist act is perpetrated on any of those countries;
- there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State of Australia, or any Federal or State authority of Australia adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Underwriting Agreement), any of which does or is likely to prohibit or adversely regulate the Offer;

Underwriting arrangements and fees (cont.)

- a contravention by CLW or a CLW group member of the Corporations Act, any of their respective constitutions, the ASX Listing Rules or any other applicable law;
- CLW fails to perform or observe any of its obligations under the Underwriting Agreement and such breach is not remedied within the time limits specified;
- a representation or warranty made or given by CLW under the Underwriting Agreement proves to be, or has been, or becomes, untrue or incorrect;
- a general moratorium on commercial banking activities in Australia, Hong Kong, Singapore or the United States is declared by the relevant central banking authority in those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries, in any such case continuing for 1 full trading day or more;
- trading in all securities quoted or listed on ASX, the New York Stock Exchange, the London Stock Exchange or the Hong Kong Stock Exchange is suspended or limited in a material respect for at least 1 day on which that exchange is open for trading;
- a change in the fund manager of CLW or in the board of directors of CLW is announced or occurs;
- in the reasonable opinion of an Underwriter, a new circumstance arises that would have been required to be disclosed in the Offer documents had it arisen before the Offer documents were lodged with ASX; or
- there is an application to a government agency for an order, declaration or other remedy, or a government agency commences any investigation or hearing or announces its intention to do so, in each case in connection with the Offer (or any part of it or any agreement entered into in respect of the Offer (or any part of it)).

If an Underwriter terminates its obligations under the Underwriting Agreement, each Underwriter will not be obliged to perform any of their obligations which remain to be performed.

Neither the Underwriters nor any of their respective related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives, agents or advisers (the **Limited Parties**) have authorised or caused the issue of this Retail Offer Booklet and they do not take responsibility for any statements made in this Retail Offer Booklet or any action taken by you on the basis of such information. To the maximum extent permitted by law, each Limited Party disclaims all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this information being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. None of the Limited Parties make any recommendations as to whether you or your related parties should participate in the Entitlement Offer, nor do they make any representations or warranties to you concerning this Entitlement Offer or any such information and you represent, warrant and agree that you have not relied on any statements made by the Underwriters or any of their respective related bodies corporate and affiliates or any of their respective directors, officers, partners, employees, representatives or agents in relation to the New Securities or the Entitlement Offer generally.

Appendix E

E



Glossary

ASX	Australian Securities Exchange
Balance sheet gearing	Calculated as the ratio of net drawn debt (excluding unamortised debt establishment costs) to total tangible assets, less cash
CLW or the REIT	Charter Hall Long WALE REIT
DPS	Distributions per security
Look through gearing	Calculated as the ratio of net drawn debt (excluding unamortised debt establishment costs) to total tangible assets, less cash, based on the non-IFRS pro forma proportionately consolidated statement of financial position, which adjusts for the REIT's share of the debt, assets and cash held in equity accounted investments
LWIP	Long WALE Investment Partnership
NLA	Net lettable area
NTA	Net tangible assets
OEPS	Operating earnings per security
WACR	The average capitalisation rate across the portfolio or group of properties, weighted by independent valuation
WALE	The average lease term remaining to expiry across the portfolio or a property or group of properties, weighted by net passing income or as noted
WARR	The average rent review across the portfolio or a property or group of properties, weighted by net passing income

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