

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **CHARTER HALL RETAIL REIT (CQR)**
ACN/ARSN **ARSN 093 143 965**

1. Details of substantial holder (1)

Name **PERPETUAL LIMITED and its related bodies corporate**
ACN/ARSN (if applicable) **000 431 827**
The holder became a substantial holder on **23/01/2023**

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	41,108,649	41,108,649	7.072%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Refer to annexure B		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Refer to annexure B			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Refer to annexure A				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Perpetual Investment Management Limited (PIML)	Related bodies corporate of Perpetual Limited
Pendal Fund Services Limited (PFSL)	Related bodies corporate of Perpetual Limited
Pendal Institutional Limited (PIL)	Related bodies corporate of Perpetual Limited

7. Addresses

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

Name	Address
Perpetual Limited (PPT)	18/123 Pitt Street Sydney, NSW 2000
Perpetual Investment Management Limited (PIML)	18/123 Pitt Street Sydney, NSW 2000
Pendal Fund Services Limited (PFSL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Institutional Limited (PIL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
CHARTER HALL RETAIL REIT (CQR)	Charter Hall Retail Management Limited, Level 20, 1 Martin Place, SYDNEY, NSW, AUSTRALIA, 2000

Signature

print name	Sylvie Dimarco	capacity	Company Secretary
sign here		date	25/01/2023

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
 - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

ANNEXURE A

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for Perpetual Limited ACN 000 431 827

Sylvie Dimarco – Company Secretary, Perpetual Limited 25/01/2023

Holder of Relevant Interest	Person whose relevant interest changed	Date	Nature of change	Consideration (Cash)	Class (Ordinary) and # of securities affected	Person's vote affected
PFSL	HSBC Custody Nominees (Australia) Limited	2022-10-26	Sale	749,789	191,762	191,762
PFSL	HSBC Custody Nominees (Australia) Limited	2022-10-27	Sale	902,295	230,766	230,766
PIL	Citibank, N.A.	2022-10-28	Sale	292,332	73,689	73,689
PIL	HSBC Custody Nominees (Australia) Limited	2022-10-28	Sale	27,932	7,041	7,041
PFSL	HSBC Custody Nominees (Australia) Limited	2022-10-28	Sale	466,717	117,647	117,647
PIL	HSBC Custody Nominees (Australia) Limited	2022-10-31	Sale	46,642	11,750	11,750
PIL	Northern Trust Company Limited	2022-11-14	Sale	338,668	84,376	84,376
PIL	Northern Trust Company Limited	2022-11-15	Sale	27,233	6,789	6,789
PIL	Citibank, N.A.	2022-11-18	Sale	1,111,704	277,475	277,475
PIL	Citibank, N.A.	2022-11-25	Sale	284,707	70,647	70,647
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-11-30	Sale	135,543	33,465	33,465
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-11-30	Purchase	263,270	65,000	65,000
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-11-30	Sale	127,726	31,535	31,535
PIL	Citibank, N.A.	2022-12-13	Sale	265,636	67,163	67,163
PFSL	HSBC Custody Nominees (Australia) Limited	2022-12-13	Sale	461,105	116,585	116,585
PFSL	State Street Bank & Trust Company	2022-12-13	Sale	3,014	762	762
PIL	Northern Trust Company Limited	2022-12-15	Sale	317,027	78,174	78,174
PIML	HSBC Custody Nominees (Australia) Limited	2022-12-16	Purchase	321,099	79,266	79,266
PIML	HSBC Custody Nominees (Australia) Limited	2022-12-16	Sale	3,638	896	896
PIL	Northern Trust Company Limited	2022-12-16	Sale	317,386	78,174	78,174
PFSL	HSBC Custody Nominees (Australia) Limited	2022-12-19	Sale	102,467	25,298	25,298
PFSL	HSBC Custody Nominees (Australia) Limited	2022-12-20	Sale	1,782	439	439
PFSL	HSBC Custody Nominees (Australia) Limited	2022-12-22	Sale	63,840	15,763	15,763
PIML	HSBC Custody Nominees (Australia) Limited	2022-12-23	Purchase	175,619	44,038	44,038

PIML	HSBC Custody Nominees (Australia) Limited	2022-12-28	Purchase	48,502	12,147	12,147
PIML	HSBC Custody Nominees (Australia) Limited	2022-12-29	Purchase	5,773	1,484	1,484
PIML	HSBC Custody Nominees (Australia) Limited	2022-12-29	Purchase	39,443	10,229	10,229
PIL	Citibank, N.A.	2022-12-29	Corporate Action	N/A	4,909,859	4,909,859
PIL	Citibank, N.A.	2022-12-29	Corporate Action	N/A	623,883	623,883
PIL	Citibank, N.A.	2022-12-29	Corporate Action	N/A	3,566,973	3,566,973
PIL	HSBC Custody Nominees (Australia) Limited	2022-12-29	Corporate Action	N/A	314,230	314,230
PIL	HSBC Custody Nominees (Australia) Limited	2022-12-29	Corporate Action	N/A	570,856	570,856
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-12-29	Corporate Action	N/A	1,002,610	1,002,610
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-12-29	Corporate Action	N/A	811,420	811,420
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-12-29	Corporate Action	N/A	639,141	639,141
PIL	J.P. Morgan Nominees Australia Pty Limited	2022-12-29	Corporate Action	N/A	1,223,251	1,223,251
PIL	Mitsubishi UFJ Investor Services & Banking (Luxembourg) S.A.	2022-12-29	Corporate Action	N/A	777,940	777,940
PIL	National Nominees Limited	2022-12-29	Corporate Action	N/A	263,900	263,900
PIL	Northern Trust Company Limited	2022-12-29	Corporate Action	N/A	4,310,731	4,310,731
PFSL	UBS Nominees Pty Limited	2022-12-29	Corporate Action	N/A	1,196,586	1,196,586
PIL	National Nominees Limited	2022-12-29	Corporate Action	N/A	201,210	201,210
PFSL	HSBC Custody Nominees (Australia) Limited	2022-12-29	Corporate Action	N/A	9,011,035	9,011,035
PFSL	HSBC Custody Nominees (Australia) Limited	2022-12-29	Corporate Action	N/A	2,852,384	2,852,384
PFSL	HSBC Custody Nominees (Australia) Limited	2022-12-29	Corporate Action	N/A	1,257,568	1,257,568
PFSL	HSBC Custody Nominees (Australia) Limited	2022-12-29	Corporate Action	N/A	139,811	139,811
PFSL	HSBC Custody Nominees (Australia) Limited	2022-12-29	Corporate Action	N/A	5,770,228	5,770,228
PFSL	HSBC Custody Nominees (Australia) Limited	2022-12-29	Corporate Action	N/A	508,460	508,460
PFSL	State Street Bank & Trust Company	2022-12-29	Corporate Action	N/A	44,021	44,021
PFSL	HSBC Custody Nominees (Australia) Limited	2023-01-04	Sale	220,847	58,000	58,000
PFSL	HSBC Custody Nominees (Australia) Limited	2023-01-06	Sale	38,337	10,169	10,169
PFSL	HSBC Custody Nominees (Australia) Limited	2023-01-12	Sale	195,769	49,885	49,885
PFSL	HSBC Custody Nominees (Australia) Limited	2023-01-13	Sale	360,790	92,029	92,029
PFSL	HSBC Custody Nominees (Australia) Limited	2023-01-16	Sale	1,510,577	385,253	385,253
PFSL	HSBC Custody Nominees (Australia) Limited	2023-01-17	Sale	789,110	201,247	201,247

PIL	Citibank, N.A.	2023-01-19	Sale	275,634	71,157	71,157
PFSL	HSBC Custody Nominees (Australia) Limited	2023-01-19	Sale	146,965	37,491	37,491
PIL	HSBC Custody Nominees (Australia) Limited	2023-01-20	Sale	22,420	5,716	5,716
PFSL	HSBC Custody Nominees (Australia) Limited	2023-01-20	Sale	1,863,548	474,886	474,886

Note: Perpetual Limited acquired 100% of PDL pursuant to a scheme of arrangement on 23 January 2023.

ANNEXURE B

This is annexure 'B' referred to in Form 603, Notice of initial substantial holder, lodged for Perpetual Limited ACN 000 431 827

Sylvie Dimarco – Company Secretary, Perpetual Limited 25/01/2023

Holder of relevant interest	Registered holder securities	Persons entitled to be registered holder	Number of securities	Number of votes
PFSL	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	18,230,526	18,230,526
PFSL	State Street Bank & Trust Company	State Street Bank & Trust Company	44,021	44,021
PFSL	UBS Nominees Pty Limited	UBS Nominees Pty Limited	1,196,586	1,196,586
PIL	Citibank, N.A.	Citibank, N.A.	9,029,558	9,029,558
PIL	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	879,370	879,370
PIL	J.P. Morgan Nominees Australia Pty Limited	J.P. Morgan Nominees Australia Pty Limited	3,676,422	3,676,422
PIL	Mitsubishi UFJ Investor Services & Banking (Luxembourg) S.A.	Mitsubishi UFJ Investor Services & Banking (Luxembourg) S.A.	777,940	777,940
PIL	National Nominees Limited	National Nominees Limited	465,110	465,110
PIL	Northern Trust Company Limited	Northern Trust Company Limited	4,310,731	4,310,731
PIML	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	2,498,385	2,498,385