

Charter Hall Social Infrastructure REIT

Notice of Extraordinary General Meeting of Unitholders
and Explanatory Memorandum

For a meeting to be held on Thursday, 30 July 2020 at 2:30pm (Sydney time)

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Separate Attachment
Proxy Form

**This is an important document.
Please read it carefully.**

**If you are unable to attend the Meeting,
please complete the Proxy Form and return
it in accordance with the instructions in this
Notice of Meeting and in the Proxy Form.**

6 July 2020

Level 20, No.1 Martin Place
Sydney NSW 2000
GPO Pox 2704
Sydney NSW 2001
Tel: +61 2 8651 9000
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www.charterhall.com.au
Charter Hall Social Infrastructure REIT
(ARSN 102 955 939)

Dear Unitholder

Charter Hall Social Infrastructure REIT - Meeting Of Unitholders

The directors of Charter Hall Social Infrastructure Limited, the responsible entity for Charter Hall Social Infrastructure REIT ("CQE" or the "REIT"), are pleased to invite all Unitholders to an Extraordinary General Meeting of Unitholders of CQE. The purpose of the Meeting is to ratify, for the purposes of Listing Rule 7.4, the Institutional Placement announced by CQE on Monday, 4 May 2020, to preserve CQE's capacity to issue up to the maximum number of Units permitted within its annual 15% limit in the next 12 months under Listing Rule 7.1, if required. The outcome of the Resolution which will be voted on at the Meeting will have no effect on the validity of the Institutional Placement. Please refer to the Explanatory Memorandum for details.

CQE has been monitoring the advice of government health authorities regarding the ongoing risks from the COVID-19 disease outbreak. In light of the social distancing requirements of the Australian and New South Wales governments currently in place and the temporary changes in legislation allowing the convening of online, rather than face-to-face meetings, the Board has decided in the interests of the health and safety of the Unitholders, staff and other stakeholders to hold this Meeting virtually. Unfortunately, Unitholders will not be able to physically attend the Meeting. In accordance with the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020* the Notice of Meeting, Explanatory Memorandum and Proxy Form has been sent to you via email if we have a registered email address on your holding.

Unitholders will be able to participate in the Meeting virtually via the online platform at <http://web.lumiagm.com/331650168>, meeting ID 331-650-168.

We recommend logging into the online platform 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

1. Enter <http://web.lumiagm.com/331650168>, meeting ID 331-650-168, into a web browser on your computer or online device;
2. Login to the online platform using your username, which is your Boardroom S number (located on the Proxy Form and any recent statement or documentation);
3. Your password, which is the postcode registered to your holding if you are an Australian Unitholder. Overseas Unitholders will need to enter their country code as their password, which is located in the Online Voting User Guide; and
4. If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760.

Information on how to participate virtually is set out in the Notice of Meeting. Further information is in the Online Voting User Guide which is available at <http://bit.do/cqe-online-voting-user-guide>.

If you are unable to attend, please complete and return your Proxy Form by no later than 2:30pm (Sydney time) on Tuesday, 28 July 2020 in accordance with the instructions on the attached Proxy Form.

If you require further information or have questions, please contact the CQE Registry, Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

I look forward to your attendance at the Meeting.

Yours faithfully



Grant Hodgetts

Chairman

Charter Hall Social Infrastructure Limited

as responsible entity for Charter Hall Social Infrastructure REIT

How to Participate in the Meeting

Unitholders may attend and participate in the Meeting through an online meeting platform, where Unitholders will be able to watch, listen, submit written questions and vote online.

Live online participation (including voting)

Unitholders and proxyholders will be able to attend the meeting, vote and ask questions online, by using the instructions below:

1. Enter <http://web.lumiagm.com/331650168>, meeting ID 331-650-168, into a web browser on your computer or online device;
2. Login to the online platform using your username, which is your Boardroom S number (located on the Proxy Form and any recent statement or documentation);
3. Your password, which is the postcode registered to your holding if you are an Australian Unitholder. Overseas Unitholders will need to enter their country code as their password, which is located in the Online Voting User Guide; and
4. If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760.

Online registration will open at 2:15pm (Sydney time) on Thursday, 30 July 2020 (i.e. 15 minutes before the Meeting). For further information on how to log on, ask questions and vote online, please refer to the Online Voting User Guide on our website at <http://bit.do/cqe-online-voting-user-guide>.

Proxy voting and proxyholder participation

Please complete and return your Proxy Form by no later than 2:30pm (Sydney time) on Tuesday, 28 July 2020 in accordance with the instructions on the attached Proxy Form.

Proxyholders will need to contact Boardroom on 1300 737 760 to get their online log in details.

Questions

Unitholders will have the opportunity to ask questions at the Meeting. To ask a question, select the question icon, compose your question and select the send icon.

Discussion will be provided on each item of business prior to Unitholders being asked to vote. Please note, only Unitholders may ask questions online once they have been verified. It may not be possible to respond to all questions.

Unitholders may also ask questions to CQE Management prior to the Meeting at enquiries@charterhall.com.au by 9.00am (Sydney time) on Thursday, 30 July 2020.

How to participate live online

Login

Unitholders and proxyholders can watch and participate in the Meeting virtually via the online platform by entering <http://web.lumiagm.com/331650168>, meeting ID 331-650-168, into a web browser on a computer or online device. You will then need to login to the online platform using your username, which is your Boardroom S number (located on the Proxy Form and any recent statement or documentation). Your password, which is the postcode registered to your holding if you are an Australian Unitholder. Overseas Unitholders will need to enter their country code as their password, which is located in the Online Voting User Guide.

Proxyholders will need to contact the CQE Registry, Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia), to obtain their login details to participate live online.

Voting online

Once registered, Unitholders and proxyholders can register to vote.



1. When the Chairman declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chairman closes the polls.

Ask a question online

You will only be able to ask a question after you have registered to vote.



To ask a question, select the question icon, compose your question and select the send icon.

Notice of Meeting

Notice is hereby given that an extraordinary general meeting of Unitholders of the Charter Hall Social Infrastructure REIT will be held at 2:30pm (Sydney time) on Thursday, 30 July 2020 as a virtual meeting online at <http://web.lumiagm.com/331650168>, meeting ID 331-650-168. Online registration will commence at 2:15pm (Sydney time) on Thursday, 30 July 2020.

Important Information:

- 1. The Resolution should be read in conjunction with the Explanatory Memorandum which follows.**
- 2. Certain terms and abbreviations used below are defined in the Glossary on page 8 of the document in which this Notice of Meeting is contained.**
- 3. The Meeting will be held in accordance with the Corporations Act, the Listing Rules and the REIT's Constitution. A copy of the REIT's current Constitution can be found on the REIT's website at (<https://www.charterhall.com.au/docs/librariesprovider2/corporate-documents/corporate-governance/policies/8-8-18---corporate-governance-statement.pdf>).**

The business of the Meeting is as follows:

Business:

Resolution 1 – Ratification of Institutional Placement

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

“To ratify, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 45,454,546 Units by Charter Hall Social Infrastructure REIT at \$2.20 per Unit on 8 May 2020 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:

CQE will disregard any votes cast in favour on Resolution 1 by, or on behalf of, any person who participated in the Institutional Placement or their associates.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 that way; or

- (ii) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chairman to vote on Resolution 1 as the Chairman decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 1; and
 - the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 253E of the Corporations Act, the Responsible Entity and its associates will not vote on Resolution 1 as 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.

Entitlement to Attend and Vote

The Directors have determined that the holding of each Unitholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the Register at 7:00pm (Sydney time) on Tuesday, 28 July 2020.

Quorum

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

Voting by Proxy

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

A Proxy Form is attached to this Notice of Meeting. To be valid, Proxy Forms, and the authority under which any form appointing a proxy is signed or a certified copy of that authority (if any), must be received by no later than 2:30 pm (Sydney time) on Tuesday, 28 July 2020 in accordance with the instructions listed on the

attached Proxy Form. Please note that certified copies of authorities or powers of attorney cannot be received by facsimile and may only be received by mail or by hand delivery.

Alternatively, Unitholders may vote online at the CQE Registry investor website <https://www.votingonline.com.au/cqeegm2020>, by entering their holding details as shown on the Proxy Form. Unitholders will need their Voting Access Code (VAC) which will be provided on the Proxy Form. Instructions on lodging your vote will be provided on the voting site.

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

Undirected Proxies

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

Voting by Attorney

A Unitholder may appoint an attorney to vote on his/her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Registry using the contact details listed on the Proxy Form by no later than 2:30pm (Sydney time) on Tuesday, 28 July 2020, and for hand deliveries, no later than 2:30pm (Sydney time) on Tuesday, 28 July 2020.

Corporate Representatives

A body corporate which is a Unitholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 253B of the Corporations Act. The representative should email evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the CQE Registry, to charterhall@boardroomlimited.com.au by 2:30pm (Sydney time) on Tuesday, 28 July 2020.

Voting at the Meeting

Voting on Resolution 1 at this Meeting will be conducted by poll.

Conduct of the Meeting

CQE is committed to ensuring that its Unitholder meetings are conducted in a manner which provides those Unitholders (or their proxyholders) who are present at the Meeting with the opportunity to participate in the business of the Meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the Meeting or about CQE generally. CQE will not allow conduct at any unitholder meeting which is discourteous to those who are present at the Meeting, or which in any way disrupts or interferes with the proper conduct of the Meeting. The Chairman of the Meeting will exercise his or her powers as the Chairman to ensure that the Meeting is conducted in an orderly and timely fashion, in the interests of all attending Unitholders.

As this Meeting is a virtual meeting technical issues may arise. In that event, CQE will have regard to the impact of the technical issue on Unitholders and the Chairman of the Meeting may, in exercising his powers as the Chairman, issue any instructions for resolving the issue and may continue the Meeting if it is appropriate to do so.

Questions and Comments by Unitholders

At the Meeting, Unitholders will be provided with a reasonable opportunity to ask questions or make comments. For further information on how to ask questions, please refer to the Online Voting User Guide on our website at: <http://bit.do/cqe-online-voting-user-guide>.

Unitholders may also lodge questions to CQE Management prior to the Meeting at enquiries@charterhall.com.au by 9.00am (Sydney time) on Thursday, 30 July 2020.

By order of the Board



Mark Bryant
Company Secretary
6 July 2020

Explanatory Memorandum

Resolution 1 – Ratification of Institutional Placement

On 4 May 2020, CQE announced that it would undertake an equity raising comprising a fully underwritten institutional placement to certain institutional, professional and other wholesale investors to raise up to \$100 million (the “**Institutional Placement**”) and a non-underwritten Unit Purchase Plan to eligible Unitholders in Australia and New Zealand to raise up to \$15 million (“**Unit Purchase Plan**”).

Units were offered under the Institutional Placement at the issue price of \$2.20 per Unit. New Units issued under the Institutional Placement ranked equally with existing CQE Units from their date of issue and are entitled to the full distribution for the quarter ending 30 June 2020.

On 5 May 2020, CQE announced the successful completion of the Institutional Placement.

The net proceeds of the Institutional Placement were used to strengthen CQE’s balance sheet and to ensure it can withstand any unexpected cash flow and valuation impacts from an extended COVID-19 pandemic. Listing Rule 7.1 generally limits the number of Units CQE may issue in any 12 month period to 15% of the number of Units on issue (“**15% Limit**”). This limit does not apply to issues approved by the Unitholders or where an exception otherwise applies.

A total of 45,454,546 Units were issued pursuant to the Institutional Placement (“**Institutional Placement Units**”), amounting to less than the 15% Limit. Unless an exception otherwise applies, under Listing Rule 7.1, CQE’s ability to place additional Units in the next 12 months within the 15% Limit has been reduced accordingly. However, if Resolution 1 is passed, the issue of the Institutional Placement Units under the Institutional Placement will be treated as having been made with Unitholder approval for the purposes of Listing Rule 7.1. This means that the Institutional Placement Units issued pursuant to the Institutional Placement will no longer reduce CQE’s capacity to issue Units under the 15% Limit.

The passing of Resolution 1 will provide CQE with maximum flexibility to manage its future capital requirements in the best interests of Unitholders. CQE has no current plans to raise further capital (although it may do so in the future).

The outcome of Resolution 1 will have no effect on the validity of the Institutional Placement.

Resolution 1 seeks the ratification by Unitholders of the issue of the Institutional Placement Units pursuant to

the Institutional Placement so that they are not counted towards CQE’s 15% Limit under Listing Rule 7.1. The outcome of this resolution will have no effect on the issue of the 45,454,546 Units under the Institutional Placement to certain institutional, professional and other wholesale investors as these have already been issued within CQE’s annual 15% Limit prescribed by Listing Rule 7.1.

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

- (i) Number of Units issued:
45,454,546 Units
- (ii) Price at which Units were issued:
\$2.20 per Unit
- (iii) The terms of the Units:
The 45,454,546 Units issued under the Institutional Placement ranked equally in all respects with existing Units quoted on ASX, from their issue on 8 May 2020 and subsequent quotation by the ASX.
- (iv) The name of the allottees:
The Units were issued to certain institutional, professional and other wholesale investors who were identified by J.P. Morgan Securities Australia Limited, the underwriter of the Institutional Placement.
- (v) Use (or intended use) of funds raised:
As announced to the ASX on 4 May 2020, the net proceeds of the Institutional Placement were used to strengthen CQE’s balance sheet and to ensure it can withstand any unexpected cash flow and valuation impacts from an extended COVID-19 pandemic.

If Resolution 1 is approved, Unitholders will ratify the issue of the Institutional Placement Units under the Institutional Placement and preserve CQE’s capacity to issue Units within its annual 15% Limit without counting the 45,454,546 Institutional Placement Units the subject of this Resolution 1 in the 12 months following their issue under Listing Rule 7.1, if required.

Directors’ recommendation

The Directors unanimously recommend that Unitholders vote in favour of this Resolution 1.

Glossary

ASX	ASX Limited
Board	the board of Directors of the Responsible Entity
Constitution	the constitution of the REIT
Corporations Act	the <i>Corporations Act 2001 (Cth)</i>
CQE or REIT	Charter Hall Social Infrastructure REIT (ARSN 102 955 939)
Directors	the directors of the Responsible Entity
Explanatory Memorandum	the explanatory memorandum that accompanies this Notice of Meeting
Institutional Placement	the issue of 45,454,546 fully paid Units at \$2.20 per Unit on 8 May 2020 to certain institutional, professional and other wholesale investors under a fully-underwritten institutional placement
Listing Rules	the Listing Rules of ASX
Meeting	the extraordinary general meeting of Unitholders of CQE to be held on at 2:30pm (Sydney time) on Thursday, 30 July 2020
Notice of Meeting	this notice of Meeting and any notice of any adjournment of the Meeting
Proxy Form	the proxy form attached to this Notice of Meeting
Register	the register of Unitholders as maintained by the CQE Registry
Registry or CQE Registry	Boardroom Pty Limited
Resolution	Resolution 1 included in this Notice of Meeting
Responsible Entity	Charter Hall Social Infrastructure Limited (ABN 46 111 338 937).
Unit	a unit in the REIT
Unit Purchase Plan	the non-underwritten Unit Purchase Plan to eligible Unitholders in Australia and New Zealand as announced to the ASX on 4 May 2020
Unitholder	registered holder of a Unit

Interpretation

The following rules apply unless the context requires otherwise:

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

Corporate Directory

Corporate head office and registered office

Charter Hall Social Infrastructure REIT
(ARSN 102 955 939)

Charter Hall Social Infrastructure Limited
(ABN 46 111 338 937)
in its capacity as responsible entity for Charter Hall Social
Infrastructure REIT

Level 20, No.1 Martin Place
Sydney NSW 2000
Telephone: +61 2 8651 9000
Facsimile: +61 2 9221 4655

Principal Register

Boardroom Pty Limited
Level 12 Grosvenor Place
225 George Street
Sydney VIC 2000

Directors

Grant Hodgetts (Chairman)
Kate Melrose
Michael Johnstone
Sean McMahon

Fund Manager

Travis Butcher

Securities Exchange

Australian Securities Exchange Limited

Charter Hall Social Infrastructure REIT (ARSN 102 955 939)

Charter Hall Social Infrastructure Limited (ABN 46111 338 937)
As responsible entity for Charter Hall Social Infrastructure REIT

All Correspondence to:

-  **By Mail:** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** www.boardroomlimited.com.au
-  **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:30pm (Sydney Time) on Tuesday, 28 July 2020.**

TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/cqeeqm2020>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box opposite the name of the Chairman of the Meeting. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or you named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. Your proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in this space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may contact your broker.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.






Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:30pm (Sydney Time) on Tuesday, 28 July 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope if you were posted the Proxy form or:

-  **Online** <https://www.votingonline.com.au/cqeeqm2020>
-  **By Email** charterhall@boardroomlimited.com.au
-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <http://web.lumiagm.com/331650168>.

Charter Hall Social Infrastructure REIT

ABN 58 102 955 939

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Charter Hall Social Infrastructure REIT** (CQE or Fund) and entitled to attend and vote hereby appoint:

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 and email address of an individual or body corporate (excluding the registered unitholder) you are appointing as your proxy below noting that an email will be sent to your appointed proxy with details on how to access the virtual meeting:

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Extraordinary General Meeting of CQE to be held **Online on Thursday, 30 July 2020 at 2:30pm (Sydney Time)** and at any adjournment of the meeting to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <http://web.lumiagm.com/331630168>. The Notice of Meeting of Unitholders and Explanatory Memorandum can be viewed and downloaded at CQE's website <https://www.charterhall.com.au/investments/fundus/cqe>

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

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

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

STEP 3 SIGNATURE OF UNITHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Unitholder 1

Unitholder 2

Unitholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020

