

# Charter Hall Retail REIT

## **Notice of 2014 annual unitholders meeting and explanatory memorandum**

**For a meeting to be held on Friday, 17 October 2014 at 10:00am (Sydney time) at  
Level 20, 1 Martin Place, Sydney, NSW 2000**

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**Separate Attachment**

Proxy Form

18 September 2014

Level 20, No.1 Martin Place  
Sydney NSW 2000  
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Sydney NSW 2001

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

Charter Hall Retail REIT  
(ARSN 093 143 965)

Dear Unitholder

### **Charter Hall Retail REIT - Annual Unitholders Meeting**

The Directors of Charter Hall Retail Management Limited, the responsible entity of Charter Hall Retail REIT, would like to invite all Unitholders to the 2014 Annual Unitholders Meeting of the REIT, for a briefing on the REIT's operations for the 2014 financial year and to consider the matters set out in the enclosed Notice of Meeting and Explanatory Memorandum.

**The Meeting will be held on Friday, 17 October 2014 at 10:00am (Sydney time) at Level 20, 1 Martin Place, Sydney, NSW 2000.**

Please find enclosed the Notice of Meeting, Explanatory Memorandum, proxy form and business reply envelope.

If you are attending the Meeting, please bring the attached proxy form with you, as the barcode will assist in the registration process. If you are unable to attend, please complete and return your proxy form by no later than 10:00am (Sydney time) on Wednesday 15 October 2014 in accordance with the instructions on the attached proxy form.

Unitholders have the opportunity to submit questions and/or to address questions to me (as Chairman) and/or our external auditor, PricewaterhouseCoopers (PwC), prior to the Meeting. Please log on to [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), select Voting then click "Ask a Question".

Representatives from PwC will be present at the Meeting to respond to the questions received and to any additional questions, as appropriate. Please note that written questions for PwC must be sent to, and received by, Link Market Services or Charter Hall Group by no later than 10:00am on Wednesday 15 October 2014 in accordance with the instructions on the website.

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

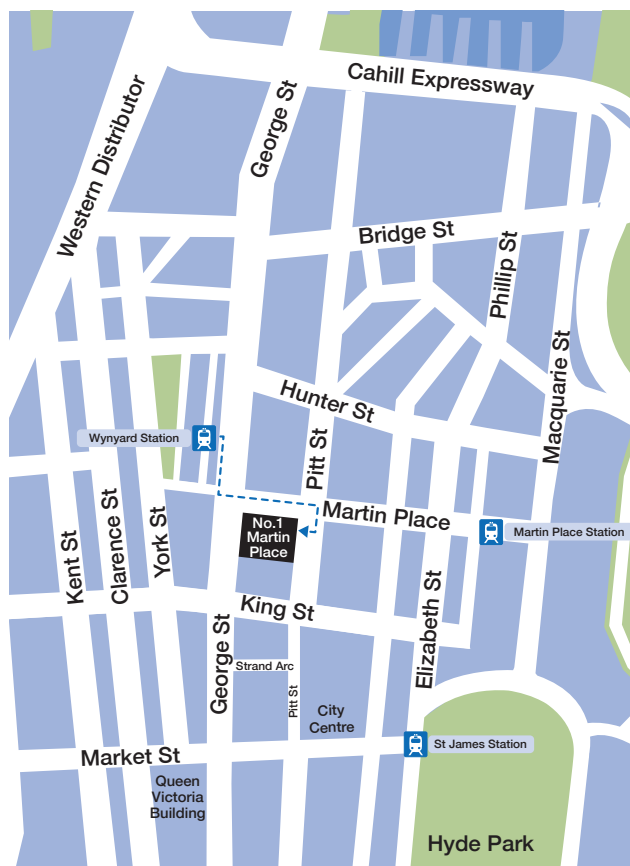
I look forward to your attendance at the Meeting.

Yours sincerely



**John Harkness**  
Chairman

# Location of the meeting



## Venue

The Meeting of the Unitholders of Charter Hall Retail REIT will be held at: Level 20, 1 Martin Place, Sydney, NSW 2000

## Commencing

10:00am (Sydney time), Friday 17 October 2014

## Charter Hall Head Office

The office is conveniently situated in the middle of the Sydney CBD. Wynyard and Martin Place stations are located just a short walk away from the office and offer easy metro rail connections to the entire city. The city's ferry, train, bus, metro network, and taxi facilities make all of Sydney easily accessible.

### By Taxi

A taxi rank is located directly outside the office entrance on Pitt Street. The nearest cross street is King Street.

### By Car

Self and valet parking is available on-site in an underground garage. Alternative self-parking is offered through Wilson Parking at Angel Place.

### By Train

Martin Place Railway Station is within walking distance from the office. This station offers service on all intercity and suburban trains and is a five-minute train ride to Central Station—the main station for all train service in Sydney.

### By Bus

Buses are available from George Street and Elizabeth Street to most major locations within the city and surrounding suburbs. Tickets are required and must be pre-purchased prior to boarding.

# Meeting agenda

## Friday, 17 October 2014

- 9.30am Registration begins
- 9.45am Light refreshments
- 10.00am - Meeting commences  
- Welcome to Unitholders – Chairman and Fund Managers Presentation covering the REIT's operations for the 2014 financial year

## Meeting protocol

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

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

## Discussion and asking questions

Discussion will take place on all the items of business as set out on page 6.

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

Unitholders will have the opportunity to ask questions at the Meeting (including an opportunity to ask questions of the Auditor).

To ensure that as many Unitholders as possible have the opportunity to speak, Unitholders are requested to observe the following guidelines:

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

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

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

## Webcast and photography

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

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

# Notice of meeting

Charter Hall Retail REIT (ARSN 093 143 965)

Notice is hereby given that the annual unitholders meeting of Charter Hall Retail REIT will be held at Level 20, 1 Martin Place, Sydney, NSW 2000 at 10:00am on Friday 17 October 2014.

## Important Information:

- 1) The resolutions should be read in conjunction with the Explanatory Memorandum which follows.**
- 2) Certain terms and abbreviations used below are defined in the Glossary at page 8 of this Notice of Meeting.**
- 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 Charter Hall Group's website (at <https://www.charterhall.com.au/Funds/Retail/Charter-Hall-Retail-REIT/About/Corporate-Governance/>)**

## The business of the Meeting is as follows:

### Business

#### Re-election of Independent Director

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

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

#### 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 on Wednesday, 15 October 2014.

#### 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.

Unitholders wishing to appoint a Director (including the Chairman of the Meeting) or other member of the key management personnel of the Charter Hall Group as their proxy should read carefully the instructions on the proxy form and mark the relevant box to ensure their votes are not disregarded.

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 at the office of Link Market Services Limited or at the registered office of Charter Hall Group; or by facsimile to Link Market Services Limited or the Charter Hall Group (see contact details in bold font directly following) by no later than 10.00am (Sydney time) on Wednesday, 15 October 2014.

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

**The registered office of Charter Hall Retail REIT is on Level 20, 1 Martin Place, Sydney, and the facsimile number is +61 2 9221 4655.**

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

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

#### Undirected proxies

Where permitted, the Chairman of the Meeting in respect of each item of business intends to vote undirected proxies in favour of each of the items of business 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 Charter Hall Group or Link Market Services Limited using the contact details listed above in the section headed "Voting by Proxy" by no later than 10.00am (Sydney time) on Wednesday, 15 October 2014.

#### Corporate representatives

A body corporate which is a Unitholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 253B of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to Charter Hall or Link Market Services.

By order of the Board



**Rebecca Pierro**  
Company Secretary  
18 September 2014

# Explanatory memorandum

## Re-election of Independent Director of CHRML

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

In accordance with the E&Y Review, Mr John Harkness offered himself for re-election as a Director of CHRML, and was re-elected by unanimous resolution of the Directors of CHRML on 8 September 2014.

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

Mr Harkness biography is set out below:

### Mr John Harkness – Independent Director

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

He is currently an Independent Director of the Goodman Group as well as Chairman of Reliance Rail, Chairman of the National Foundation for Medical Research and Innovation and Vice-President of Northern Suburbs Rugby Football Club Limited.

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

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

# Glossary

<b>ASX</b>	ASX Limited or the Australian Securities Exchange, as relevant
<b>Auditor or PwC</b>	PricewaterhouseCoopers
<b>Board</b>	board of Directors of CHRML
<b>Charter Hall Group</b>	Charter Hall Limited (ACN 113 531 150) and Charter Hall Property Trust (ARSN 113 339 147) and their controlled entities
<b>CHRML or the Responsible Entity</b>	Charter Hall Retail Management Limited (ACN 113 531 150)
<b>Corporations Act</b>	the Corporations Act 2001 (Cth)
<b>Directors</b>	the directors of CHRML
<b>Explanatory Memorandum</b>	the explanatory memorandum that accompanies this Notice of Meeting
<b>Independent Directors</b>	John Harkness, Maurice Koop, and Alan Rattray-Wood
<b>Listing Rules</b>	Listing Rules of ASX
<b>Meeting</b>	the 2014 annual meeting of Unitholders of the REIT to be held on 17 October 2014.
<b>Notice of Meeting</b>	this notice of Meeting and any notice of any adjournment of the Meeting
<b>Register</b>	the register of Unitholders as maintained by Link Market Services Limited
<b>REIT</b>	Charter Hall Retail REIT (ARSN 093 143 965)
<b>Unitholder</b>	registered holder of units in the REIT

## Interpretation

The following rules apply unless the context requires otherwise:

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



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# Corporate Directory

## Corporate head office and registered office

Charter Hall Retail REIT  
ARSN 093 143 965

Charter Hall Retail Management Limited  
as responsible entity of Charter Hall Retail REIT  
ACN 069 709 468

Level 20  
No.1 Martin Place  
Sydney NSW 2000

Telephone: +61 2 8651 9000  
Facsimile: +61 2 9221 4655

## Auditor

PricewaterhouseCoopers  
Darling Park Tower 2  
201 Sussex Street  
Sydney NSW 2000

## Principal Register

Link Market Services  
Level 12  
680 George Street  
Sydney NSW 2000

Telephone: 1300 303 063  
Facsimile: +61 2 9287 0303  
Proxy Facsimile: +61 2 9287 0309

## Directors

### Charter Hall Retail Management Limited

John Harkness (Chairman)  
Maurice Koop  
Alan Rattray-Wood  
David Harrison  
David Southon

## Company Secretary

Rebecca Pierro

## Securities Exchange

Australian Securities Exchange Limited

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