

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **Charter Hall Group**
ACN/ARSN:

1. Details of substantial holder (s)

Name: FIL Limited and the entities listed in Annexure A ("FIL")
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on	21 Oct 2014
The previous notice was given to the company on	16 May 2014
The previous notice was dated	16 May 2014

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous Notice Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	31,084,800	8.93%	27,920,675	7.86%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
			AUD \$	Common Stock	Common Stock
5/19/2014	FIL	TRANSITIONS - SELL	4.24	403	403
5/20/2014	FIL	SELL	4.23	69,024	69,024
5/22/2014	FIL	BUY	4.27	1,161	1,161
5/27/2014	FIL	TRANSITIONS - BUY	4.37	961	961
6/5/2014	FIL	SELL	4.35	5,471	5,471
6/5/2014	FIL	SELL	4.35	1,244	1,244
6/5/2014	FIL	SELL	4.35	11,926	11,926
6/17/2014	FIL	SELL	4.32	71,753	71,753
6/18/2014	FIL	TRANSITIONS - SELL	4.41	6,041	6,041

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6/19/2014	FIL	SELL	4.44	15,194	15,194
6/20/2014	FIL	SELL	4.42	18,193	18,193
7/2/2014	FIL	SELL	4.21	38,798	38,798
7/4/2014	FIL	SELL	4.21	103,523	103,523
7/8/2014	FIL	SELL	4.25	70,673	70,673
7/8/2014	FIL	SELL	4.25	119,524	119,524
7/9/2014	FIL	SELL	4.18	22,772	22,772
7/9/2014	FIL	SELL	4.18	37,172	37,172
7/10/2014	FIL	SELL	4.20	83,365	83,365
7/10/2014	FIL	SELL	4.20	136,086	136,086
7/11/2014	FIL	SELL	4.19	14,366	14,366
7/11/2014	FIL	SELL	4.19	23,451	23,451
7/14/2014	FIL	SELL	4.18	37,095	37,095
7/14/2014	FIL	SELL	4.18	60,555	60,555
7/14/2014	FIL	SELL	4.18	155,005	155,005
7/15/2014	FIL	SELL	4.18	13,560	13,560
7/15/2014	FIL	SELL	4.18	22,135	22,135
7/15/2014	FIL	SELL	4.18	138,087	138,087
7/23/2014	FIL	SELL	4.25	982,951	982,951
8/21/2014	FIL	SELL	4.52	6,099	6,099
8/29/2014	FIL	Dividend Reinvestment	4.16	10,429	10,429
8/29/2014	FIL	Dividend Reinvestment	4.16	648	648
8/29/2014	FIL	Dividend Reinvestment	4.16	10,830	10,830
8/29/2014	FIL	Dividend Reinvestment	4.16	2,927	2,927
8/29/2014	FIL	Dividend Reinvestment	4.16	4,045	4,045
8/27/2014	FIL	SELL	4.51	5,279	5,279
9/1/2014	FIL	SELL	4.50	10,429	10,429
9/1/2014	FIL	SELL	4.50	10,830	10,830
9/1/2014	FIL	SELL	4.54	187,182	187,182
9/2/2014	FIL	SELL	4.46	13,231	13,231
9/2/2014	FIL	SELL	4.46	2,979	2,979
9/2/2014	FIL	SELL	4.46	17,085	17,085
9/2/2014	FIL	SELL	4.46	116,404	116,404
9/4/2014	FIL	SELL	4.45	14,507	14,507
9/4/2014	FIL	SELL	4.45	3,198	3,198
9/4/2014	FIL	SELL	4.45	20,200	20,200
9/5/2014	FIL	SELL	4.38	27,484	27,484
9/5/2014	FIL	SELL	4.38	2,743	2,743
9/5/2014	FIL	SELL	4.38	17,276	17,276
9/8/2014	FIL	SELL	4.41	16,564	16,564
9/10/2014	FIL	SELL	4.40	2,932	2,932
9/10/2014	FIL	SELL	4.40	18,395	18,395
10/2/2014	FIL	SELL	4.14	8,970	8,970
10/17/2014	FIL	SELL	4.19	40,000	40,000
10/20/2014	FIL	SELL	4.22	45,447	45,447
10/21/2014	FIL	SELL	4.20	9,894	9,894
10/21/2014	FIL	SELL	4.19	2,223	2,223
10/21/2014	FIL	SELL	4.19	323,249	323,249
10/21/2014	FIL	SELL	4.19	14,159	14,159
				Market Buys	1,161
				Market Sells	3,188,682
				Dividend Reinvestment	28,879
				Transition - buy	961

Transition - sell	6,444
Overall decrease	3,164,125

4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

5. Changes in Association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
NA	

6. Addresses

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

Refer to Annexure A

Sign Here P. Alexander
Dated: 7 November 2014
Philip Alexander
Regulatory Reporting Manager, Asia Pacific
Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Name	Address	Registered Holder of Securities	Nature of Relevant Interest	Total
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000	BROWN BROTHERS HARRIMAN AND CO	Investment Discretion/ Voting Power	31,038
		CITIBANK LONDON		2,537,297
		CITIBANK LTD MELBOURNE (C)		1,522,325
		JP MORGAN, BOURNEMOUTH (C)		17,748,919
		NATIONAL ASTL BK MELBOURNE (S)		2,511,333
		NORTHERN TRUST LONDON (C)		45,637
		HSBC INST TRST SER ASIA LTD(C)		1,716,988
		JP MORGAN, BOURNEMOUTH (C)		1,754,723
		BROWN BROS HARRIMAN LTD LUX (C)		22,626
		MASTER TRUST BANK OF JAPAN (C)		24,766
		BROWN BROS HARRIMAN LTD LUX (C)		5,073
Grand Total				27920675
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Suite 2201, Level 22, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong			
FIL INVESTMENTS (JAPAN) LIMITED	4-3-1 Shiroiyama JT Trust Tower, 20th Floor, Toranomon, Minato-Ku, Tokyo 105-6019, Japan			
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda			