

# Charter Hall Retail REIT

## Notice of 2016 Annual Unitholders Meeting and Explanatory Memorandum

For a meeting to be held on Friday, 11 November 2016 at 10:00am Australian Eastern Daylight  
Time (AEDT)

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

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**Separate Attachment**

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Proxy Form

19 October 2016

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Sydney NSW 2001

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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 2016 Annual Unitholders Meeting of the REIT, for a briefing on the REIT's operations for the 2016 financial year and to consider the item of business set out in the enclosed Notice of Meeting and Explanatory Memorandum.

**The Meeting will be held on Friday, 11 November 2016 at 10:00am (AEDT) at Charter Hall Group Level 20, No.1 Martin Place, Sydney NSW 2000.**

Please find enclosed the Notice of Meeting, Explanatory Memorandum, proxy form and 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 (AEDT) on Wednesday, 9 November 2016 in accordance with the instructions on page 6 and 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. Please note that written questions for PwC must be sent to, and received by, Link Market Services or Charter Hall Retail Management Limited by no later than 10:00am (AEDT) on Wednesday, 9 November 2016 in accordance with the instructions on the website.

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

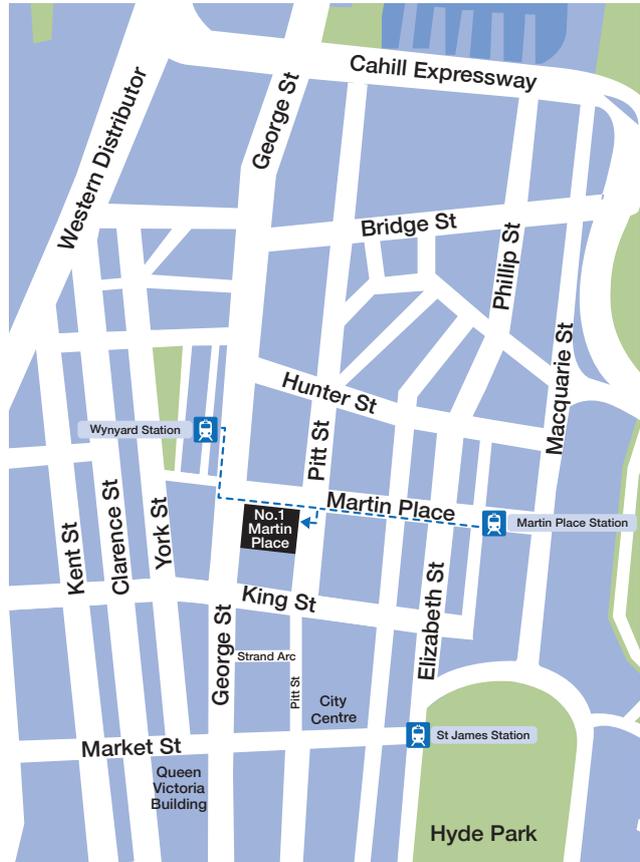
I look forward to your attendance at the Meeting.

Yours sincerely



John Harkness  
**Chairman of Charter Hall Retail Management Limited**

# Location of the meeting



## Venue

The Meeting of the Unitholders of Charter Hall Retail REIT will be held at:

Charter Hall Group  
Level 20, No.1 Martin Place,  
Sydney NSW 2000

## Commencing

10:00am (AEDT), Friday, 11 November 2016.

## Charter Hall Head Office

The office is conveniently situated in the middle of the Sydney CBD and within close proximity to the city's ferry, train, bus and taxi facilities.

## 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-parking is available through Secure Parking, with the carpark entrance located at 159 Pitt Street, Sydney NSW 2000.

Alternative self-parking is offered through Wilson Parking at Angel Place. Self-parking rates are available upon request.

## By Train

Martin Place and Wynyard Railway Stations are within walking distance from the office. The stations offer services on all intercity and suburban trains and are a five-minute train ride to Central Station—the main station for all train services in Sydney.

## By Bus

Due to the construction of the CBD & South East Light Rail, most CBD bus routes have been affected, which means your usual route, timetable, route number and CBD bus stop may change.

Buses in the city centre operate predominantly along priority routes on Elizabeth Street, Castlereagh Street, Park Street, Druiett Street, Clarence Street and York Street. No buses will operate on George Street during or after construction.

For more information on changes to bus routes and timetables please visit [www.sydneybuses.info/](http://www.sydneybuses.info/) or phone 131500.

# Meeting agenda

## Friday, 11 November 2016

9:30am	Registration begins
9:45am	Light refreshments
10:00am	Meeting commences
	Welcome to Unitholders – Chairman
	Fund Managers Presentation covering the REIT's operations for the 2016 financial year
	Business of Meeting

## 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 the business of the Meeting as set out on page 6.

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

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 by Charter Hall Retail Management Limited ACN 069 709 468 AFSL 246 996 as responsible entity of Charter Hall REIT ARSN 093 143 965 that the annual unitholders' meeting of Charter Hall Retail REIT will be held at:

Charter Hall Group  
Level 20, No.1 Martin Place,  
Sydney NSW 2000

On Friday, 11 November 2016 at 10:00am (AEDT).

## 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 at page 8 of this Notice of Meeting.**
- 3) **The Meeting will be held in accordance with the Corporations Act and the REIT's Constitution. A copy of the REIT's current Constitution can be found on the Charter Hall Group's website at [www.charterhall.com.au/Funds/Retail/Charter-Hall-Retail-REIT/About/Corporate-Governance/](http://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 Sue Palmer, a Director of CHRML be re-elected as a director of CHRML".*

### Quorum

Under the Constitution, the required quorum for the Meeting is 2 Unitholders present in person or by proxy holding at least 10% of all Units.

### 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 any authority or power of attorney under which any form appointing a proxy is signed or a certified copy of that authority or power of attorney (if any), must be received at the office of Link Market Services Limited or at the registered office of CHRML; or by facsimile to Link Market Services Limited or CHRML (see contact details in bold font directly below) by no later than 10:00am (AEDT) on Wednesday, 9 November 2016.

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.

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

**The registered office of Charter Hall Retail Management Limited is at Level 20, No.1 Martin Place, Sydney, and the facsimile number is +61 2 8908 4040.**

Alternatively, Unitholders may lodge their proxy form 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' proxy form. 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 the 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 by law, the Chairman of the Meeting intends to vote undirected proxies in favour of the resolution 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 CHRML or Link Market Services Limited using the contact details listed above in the section headed "Voting by Proxy" by no later than 10:00am (AEDT) on Wednesday, 9 November 2016.

### 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 CHRML or Link Market Services.

By order of the Board



**Mark Bryant**  
Company Secretary  
19 October 2016

# Explanatory memorandum

## ***Resolution - 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 then independent Directors with the assistance of 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.

Ms Sue Palmer was appointed as a Director of CHRML on 10 November 2015. This constitutes Ms Palmer's first term of office as a Director of CHRML, with a cap of four terms adopted following the E&Y review.

Under CHRML's Constitution, only the Directors of CHRML or the shareholders of CHRML may appoint a Director of CHRML. Whilst the Unitholders are being asked to vote in relation to the ratification of the appointment of Ms Palmer as a Director of CHRML, Unitholders should note that this resolution is advisory only and is non-binding on CHRML, its shareholders 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.

Ms Palmer's biography is set out below:

### **Ms Sue Palmer – Independent Director**

Ms Palmer was appointed to the Board of the Responsible Entity for the REIT on 10 November 2015, and is the Chair of the Audit, Risk and Compliance Committee. Ms Palmer has extensive financial and commercial experience from a career which has spanned a range of industry sectors in Australia and Asia, including construction, mining, property development, energy, infrastructure and agriculture.

Ms Palmer is a professional non-executive company director with experience across ASX, government and private company boards. Ms Palmer currently sits on the boards of New Hope Corporation, RCR Tomlinson and METS Ignited.

In her executive career, Ms Palmer held senior financial roles, including as Chief of Finance Officer of the large construction and mining company, Thiess.

Ms Palmer is a Chartered Accountant and Fellow of the Australian Institute of Company Directors.

**The Directors (other than Ms Sue Palmer) endorse the ratification by the Unitholders of the appointment of Ms Sue Palmer as a Director of CHRML.**

# Glossary

<b>ASX</b>	ASX Limited or the market operated by it, as the context requires
<b>Auditor or PwC</b>	PricewaterhouseCoopers
<b>Board</b>	board of Directors of CHRML
<b>Charter Hall Group</b>	The stapled entity comprising Charter Hall Limited (ACN 113 531 150) and Charter Hall Property Trust (ARSN 113 339 147)
<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) as amended from time to time
<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, Sue Palmer, and Alan Rattray-Wood
<b>Meeting</b>	the 2016 annual meeting of Unitholders of the REIT to be held at 10.00am (AEDT) on Friday, 11 November 2016
<b>Notice of Meeting</b>	this notice of Meeting and any notice of any adjournment of the Meeting
<b>REIT</b>	Charter Hall Retail REIT (ARSN 093 143 965)
<b>Unit</b>	a unit in the REIT
<b>Unitholder</b>	a 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.

# 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)  
Greg Chubb  
David Harrison  
Sue Palmer  
Alan Rattray-Wood

## Fund Manager

Scott Dundas

## Company Secretary

Mark Bryant

## Securities Exchange

Australian Securities Exchange Limited

