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Legg Mason Asset Management Australia Limited, ABN 76 004 835 849, AFSL No. 240827

LEGG MASON

GLOBAL ASSET MANAGEMENT

**To: ASX Company Announcements
Platform**

**From: Legg Mason Asset Management
Australia Limited**

Fax: 1300 135 638

Fax: 03 9017 8665

Phone:

Phone: 03 9017 8653

Pages (including cover): 10

Date: 27 September 2016

**Re: Submission of Form 604 re: Charter
Hall Retail REIT**

☐ Urgent

☐ For Review

☐ Please Comment

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Notes:

Please find following Form 604: Notice of change of interest of substantial shareholder by Legg

Mason Asset Management Australia Limited

Notice of change of interest of substantial shareholder

Form 604
Corporations Law
Section 671B

To: Charter Hall Retail REIT
 Level 11, 1 Martin Place
 SYDNEY NSW 2000
 Sydney NSW 2000

1. Details of substantial shareholder

Legg Mason Asset Management Limited (ABN 76 004 838 849) and each of the bodies corporate listed in Annexure A
 There was a change in the interests of the substantial holder on 23/09/2016
 The previous notice was given to the company on 17/06/2016
 The previous notice was dated 16/06/2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate had a relevant interest in when last required, and when now required, to give holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's vote	Voting Power	Person's vote	Voting Power
Fully Paid Ordinary	32,609,341.00	8.07%	37,382,923.00	9.20%

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	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
23/09/2016	See Annexure B				

4. Present relevant interests

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

Holder of relevant interest and Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities affected
See Annexure C			

5. Changes in associates

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

Name and ACN/ABN (if applicable)	Nature of association

6. Addresses

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

Name	Nature of association
Legg Mason Asset Management Australia Limited	Level 47, 120 Collins Street, Melbourne VIC 3000

Dated

27/09/2016



Rino Lupo

Legg Mason Asset Management Australia Limited

ANNEXURE A

Legg Mason, Inc. Subsidiaries

Name of Undertaking	Nature of Close Link
Legg Mason, Inc.	Parent Undertaking
Legg Mason & Co., LLC	Subsidiary of Parent Undertaking
Legg Mason Asset Management Australia Limited	Subsidiary of Parent Undertaking
Legg Mason Asset Management Hong Kong Limited	Subsidiary of Parent Undertaking
Legg Mason Asset Management (Japan) Co., Ltd.	Subsidiary of Parent Undertaking
Legg Mason Asset Management Singapore Pte. Limited	Subsidiary of Parent Undertaking
Legg Mason Charitable Foundation, Inc.	Subsidiary of Parent Undertaking
Legg Mason International Equities Limited	Subsidiary of Parent Undertaking
Legg Mason Investment Funds Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Europe) Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Ireland) Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Taiwan) Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Switzerland) GmbH	Subsidiary of Parent Undertaking
Legg Mason Holding (Switzerland) GmbH	Subsidiary of Parent Undertaking
Legg Mason Political Action Committee ("PAC")	Subsidiary of Parent Undertaking
Legg Mason Towarzystwo Funduszy Inwestycyjnych Spolka Akcyjna	Subsidiary of Parent Undertaking
Brandywine (UK) Holdings Limited	
The Baltimore Company	Subsidiary of Parent Undertaking
Legg Mason & Co (UK) Limited	Subsidiary of Parent Undertaking
Legg Mason Canada Holdings Ltd	Subsidiary of Parent Undertaking
Legg Mason Commercial Real Estate Services, Inc.	Subsidiary of Parent Undertaking
Legg Mason Funding Ltd	Subsidiary of Parent Undertaking
Legg Mason Global Holdings Ltd	Subsidiary of Parent Undertaking
Legg Mason Holdings, LLC	Subsidiary of Parent Undertaking
Legg Mason International Holdings, LLC	Subsidiary of Parent Undertaking
Legg Mason International Holdings (Cayman) Limited	Subsidiary of Parent Undertaking
Legg Mason (Chile) Inversiones Holding Limitada	Subsidiary of Parent Undertaking
Legg Mason Investments Holdings Limited	Subsidiary of Parent Undertaking
Legg Mason Investments Nominees Limited	Subsidiary of Parent Undertaking
Legg Mason Real Estate Securities Advisors, Inc.	Subsidiary of Parent Undertaking
Legg Mason Realty Group, Inc.	Subsidiary of Parent Undertaking
Legg Mason Realty Partners, Inc.	Subsidiary of Parent Undertaking
Legg Mason Tower, Inc.	Subsidiary of Parent Undertaking

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LM BAM, Inc.	Subsidiary of Parent Undertaking
LM (BVI) Limited	Subsidiary of Parent Undertaking
LM Capital Support V, LLC	Subsidiary of Parent Undertaking
LM Holdings Limited	Subsidiary of Parent Undertaking
LM Holdings 2 Limited	Subsidiary of Parent Undertaking
LM International Holding LP	Subsidiary of Parent Undertaking
LM Tower, LLC	Subsidiary of Parent Undertaking
LMI Nominees Limited	Subsidiary of Parent Undertaking
Nova Scotia Company	Subsidiary of Parent Undertaking
Barrett Associates, Inc.	Subsidiary of Parent Undertaking
Brandywine Global Investment Management, LLC	Subsidiary of Parent Undertaking
Brandywine Global Investment Management (Canada), ULC	Subsidiary of Parent Undertaking
Brandywine Global Investment Management (Europe) Limited	Subsidiary of Parent Undertaking
Brandywine Global Investment Management (Asia) Pte. Limited	Subsidiary of Parent Undertaking
ClearBridge, LLC	Subsidiary of Parent Undertaking
ClearBridge Investments, LLC	Subsidiary of Parent Undertaking
ClearBridge Management Holdings LLC	Subsidiary of Parent Undertaking
Clarion Partners Holdings LLC	Subsidiary of Parent Undertaking
CP Intermediate Holdco, Inc.	Subsidiary of Parent Undertaking
Clarion Partners, LLC	Subsidiary of Parent Undertaking
Clarion Partners Europe, Ltd.	Subsidiary of Parent Undertaking
Clarion REIM South America Holdings, LLC	Subsidiary of Parent Undertaking
Clarion REIM South America Inwestimentos Imobiliarios LTDA	Subsidiary of Parent Undertaking
LM/Clarion I, LLC	Subsidiary of Parent Undertaking
LM/Clarion II, LLC	Subsidiary of Parent Undertaking
Legg Mason ClearBridge Holdings LLC	Subsidiary of Parent Undertaking
Legg Mason Fund Asset Management, Inc.	Subsidiary of Parent Undertaking
Legg Mason Investor Services, LLC	Subsidiary of Parent Undertaking
Legg Mason Partners Fund Advisor, LLC	Subsidiary of Parent Undertaking
Legg Mason Private Portfolio Group, LLC	Subsidiary of Parent Undertaking
LM Pelican Holdings, L.P.	Subsidiary of Parent Undertaking
LMM, LLC	Subsidiary of Parent Undertaking
LMOBC, Inc.	Subsidiary of Parent Undertaking
LMP Select, LLC	Subsidiary of Parent Undertaking
Martin Currie Investment Management Limited	Subsidiary of Parent Undertaking
Martin Currie Fund Management Limited	Subsidiary of Parent Undertaking
Martin Currie Asia PTE Limited	Subsidiary of Parent Undertaking
Martin Currie Inc.	Subsidiary of Parent Undertaking
Permal Group Ltd	Subsidiary of Parent Undertaking

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Permal Group LLC	Subsidiary of Parent Undertaking
Permal Group Holdings LLC	Subsidiary of Parent Undertaking
Permal Capital Holdings LLC	Subsidiary of Parent Undertaking
Permal Capital Management, LLC	Subsidiary of Parent Undertaking
Permal UK Limited	Subsidiary of Parent Undertaking
Permal Cayman International LP	Subsidiary of Parent Undertaking
Permal MEP Cayman LP	Subsidiary of Parent Undertaking
EnTrustPermal Group Holdings LLC	Subsidiary of Parent Undertaking
EnTrustPermal LLC	Subsidiary of Parent Undertaking
QS Batterymarch Financial Management, Inc.	Subsidiary of Parent Undertaking
QS Investors Fund Management, LLC	Subsidiary of Parent Undertaking
QS Investors Holdings, LLC	Subsidiary of Parent Undertaking
QS Investors, LLC	Subsidiary of Parent Undertaking
RARE Infrastructure Limited	Subsidiary of Parent Undertaking
RARE Infrastructure Finance Pty Limited	Subsidiary of Parent Undertaking
RARE Infrastructure (Sovereign Enterprise No. 1) Pty Limited	Subsidiary of Parent Undertaking
RARE Infrastructure (Europe) Pty Limited	Subsidiary of Parent Undertaking
RARE Infrastructure (North America) Pty Limited	Subsidiary of Parent Undertaking
RARE Holdings Pty Limited	Subsidiary of Parent Undertaking
RARE Infrastructure (UK) Limited	Subsidiary of Parent Undertaking
RARE Infrastructure USA, Inc.	Subsidiary of Parent Undertaking
Treasury RARE Holdings Pty Limited	Subsidiary of Parent Undertaking
RARE IP Trust	Subsidiary of Parent Undertaking
Legg Mason Australia Holdings Pty Limited	Subsidiary of Parent Undertaking
Legg Mason Royce Holdings, LLC	Subsidiary of Parent Undertaking
Royce & Associates, LP	Subsidiary of Parent Undertaking
Royce & Associates GP, LLC	Subsidiary of Parent Undertaking
Royce Fund Services, Inc.	Subsidiary of Parent Undertaking
Royce Management Company, LLC	Subsidiary of Parent Undertaking
Western Asset Management Company	Subsidiary of Parent Undertaking
Western Asset Management Company Ltd- Japan	Subsidiary of Parent Undertaking
Western Asset Management Company Limited- UK	Subsidiary of Parent Undertaking
Western Asset Management Company Pty Ltd- Australia	Subsidiary of Parent Undertaking
Western Asset Management Company Distribuidora de Titulos E Valores Mobiliarios Limitada	Subsidiary of Parent Undertaking
Western Asset Management Company Pte. Ltd.- Singapore	Subsidiary of Parent Undertaking
Batterymarch Asia GP, LTD	Subsidiary of Parent Undertaking
BGIM Capital Management, LLC	Subsidiary of Parent Undertaking

ANNEXURE A

BMML, Inc.	Subsidiary of Parent Undertaking
Gray Seifert & Company, LLC	Subsidiary of Parent Undertaking
LM Asset Services, LLC	Subsidiary of Parent Undertaking
Martin Currie (Holdings) Limited	Subsidiary of Parent Undertaking
Martin Currie Limited	Subsidiary of Parent Undertaking
Martin Currie (Bermuda) Limited	Subsidiary of Parent Undertaking
China Healthcare GP Limited	Subsidiary of Parent Undertaking
China Development Capital GP Limited	Subsidiary of Parent Undertaking
Martin Currie Absolute Return Fund GP Limited	Subsidiary of Parent Undertaking
Moorgate Investment Management Limited (Dormant)	Subsidiary of Parent Undertaking
Martin Currie Trustees Limited (Dormant)	Subsidiary of Parent Undertaking
Pelican Holdings I, LLC	Subsidiary of Parent Undertaking
Pelican Holdings II, LLC	Subsidiary of Parent Undertaking
Permal Group Holdings Ltd.	Subsidiary of Parent Undertaking
Permal Group SAS	Subsidiary of Parent Undertaking
LM Cayco Ltd	Subsidiary of Parent Undertaking
Permal Investment Management Services Limited	Subsidiary of Parent Undertaking
Permal (Hong Kong) Ltd.	Subsidiary of Parent Undertaking
Permal Pte. Ltd.	Subsidiary of Parent Undertaking
Permal (Isle of Man) Ltd.	Subsidiary of Parent Undertaking
Permal Business Consulting (Shanghai) Ltd.	Subsidiary of Parent Undertaking
Permal Business Consulting (Beijing) Co., Ltd.	Subsidiary of Parent Undertaking
The St. James Bank & Trust Co. Ltd.	Subsidiary of Parent Undertaking
SJBTC Ltd.	Subsidiary of Parent Undertaking
W & P Fund Services Ltd.	Subsidiary of Parent Undertaking
Saintco Ltd.	Subsidiary of Parent Undertaking
Permal (PGI) LLC	Subsidiary of Parent Undertaking
Permal Asset Management LLC	Subsidiary of Parent Undertaking
Permal GP, LLC	Subsidiary of Parent Undertaking
Precidian Investments, LLC	Subsidiary of Parent Undertaking
Western Asset Holdings (Australia) Pty Ltd.	Subsidiary of Parent Undertaking
Western Asset Management (Cayman) Holdings Limited	Subsidiary of Parent Undertaking
Western Asset Management (UK) Holdings Limited	Subsidiary of Parent Undertaking
Western Asset Management (Brazil) Holdings Limitada	Subsidiary of Parent Undertaking
EnTrustPermal Partners Holdings LLC	Subsidiary of Parent Undertaking
EnTrustPermal Partners LLC	Subsidiary of Parent Undertaking
EnTrust Permal FOF Management GP LLC	Subsidiary of Parent Undertaking

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EnTrust Capital Management LP	Subsidiary of Parent Undertaking
EnTrust Securities LLC	Subsidiary of Parent Undertaking
EnTrust Partners Offshore LLC	Subsidiary of Parent Undertaking
EnTrust Partners Offshore LP	Subsidiary of Parent Undertaking
EnTrust Focus Partners LP	Subsidiary of Parent Undertaking
EnTrust Investment Management Pte. Ltd.	Subsidiary of Parent Undertaking
EnTrust Capital (UK) LLP	Subsidiary of Parent Undertaking
EnTrust Middle East Ltd.	Subsidiary of Parent Undertaking

Annexure B

Legg Mason Asset Management Australia Limited
CQR Transactions from 16/06/2016 - 23/09/2016

Trade date	Trade	Consideration	Quantity	Class
23/09/2016	B	148262	36881	Fully Paid Ordinary
23/09/2016	B	3413458	849119	Fully Paid Ordinary
23/09/2016	B	337680	84,000	Fully Paid Ordinary
23/09/2016	B	36204	8745	Fully Paid Ordinary
23/09/2016	B	120600	30,000	Fully Paid Ordinary
21/09/2016	S	18265	4380	Fully Paid Ordinary
21/09/2016	B	197065	47242	Fully Paid Ordinary
21/09/2016	B	5360	1285	Fully Paid Ordinary
21/09/2016	B	41538	9985	Fully Paid Ordinary
21/09/2016	B	18265	4380	Fully Paid Ordinary
20/09/2016	B	353389	85498	Fully Paid Ordinary
20/09/2016	B	87330	21128	Fully Paid Ordinary
20/09/2016	B	33148	8016	Fully Paid Ordinary
20/09/2016	B	38093	9216	Fully Paid Ordinary
16/09/2016	B	385344	93245	Fully Paid Ordinary
16/09/2016	B	883459	213778	Fully Paid Ordinary
15/09/2016	B	1986882	484251	Fully Paid Ordinary
14/09/2016	B	352449	85250	Fully Paid Ordinary
13/09/2016	B	17529	4234	Fully Paid Ordinary
13/09/2016	B	60757	14678	Fully Paid Ordinary
9/09/2016	S	213470	50614	Fully Paid Ordinary
9/09/2016	B	15276	3620	Fully Paid Ordinary
7/09/2016	B	107839	25340	Fully Paid Ordinary
6/09/2016	B	49820	11688	Fully Paid Ordinary
5/09/2016	B	50654	11780	Fully Paid Ordinary
2/09/2016	B	396851	92772	Fully Paid Ordinary
1/09/2016	B	571018	132835	Fully Paid Ordinary
31/08/2016	B	799424	186372	Fully Paid Ordinary
30/08/2016	S	3302	768	Fully Paid Ordinary
26/08/2016	B	538170	123044	Fully Paid Ordinary
25/08/2016	B	489802	111878	Fully Paid Ordinary
25/08/2016	B	166929	38129	Fully Paid Ordinary
25/08/2016	B	391927	89522	Fully Paid Ordinary
25/08/2016	B	143892	32867	Fully Paid Ordinary
17/08/2016	S	1853	402	Fully Paid Ordinary
12/08/2016	S	106502	23244	Fully Paid Ordinary
10/08/2016	S	308502	67752	Fully Paid Ordinary
8/08/2016	S	143283	30836	Fully Paid Ordinary
5/08/2016	B	47690	10306	Fully Paid Ordinary
4/08/2016	B	608281	130608	Fully Paid Ordinary
4/08/2016	B	826827	177690	Fully Paid Ordinary
2/08/2016	B	978247	205609	Fully Paid Ordinary
2/08/2016	B	648500	136008	Fully Paid Ordinary
2/08/2016	B	429987	90180	Fully Paid Ordinary
1/08/2016	B	142439	29282	Fully Paid Ordinary
1/08/2016	B	101436	20935	Fully Paid Ordinary
29/07/2016	B	316285	65820	Fully Paid Ordinary
28/07/2016	S	300966	62932	Fully Paid Ordinary
28/07/2016	B	300966	62932	Fully Paid Ordinary
28/07/2016	S	100535	21021	Fully Paid Ordinary
27/07/2016	S	428550	90185	Fully Paid Ordinary
26/07/2016	B	117741	24428	Fully Paid Ordinary
25/07/2016	S	450697	93370	Fully Paid Ordinary
22/07/2016	S	1042280	215316	Fully Paid Ordinary

21/07/2016	B	137236	27894	Fully Paid Ordinary
19/07/2016	S	76207	15743	Fully Paid Ordinary
15/07/2016	S	16225	3364	Fully Paid Ordinary
15/07/2016	B	16225	3364	Fully Paid Ordinary
14/07/2016	B	325142	66826	Fully Paid Ordinary
12/07/2016	B	24021	4931	Fully Paid Ordinary
12/07/2016	B	33359	6848	Fully Paid Ordinary
11/07/2016	S	1712	352	Fully Paid Ordinary
11/07/2016	S	43063	8852	Fully Paid Ordinary
8/07/2016	S	456487	94969	Fully Paid Ordinary
8/07/2016	S	100184	20850	Fully Paid Ordinary
6/07/2016	B	279313	58620	Fully Paid Ordinary
5/07/2016	B	32882	6857	Fully Paid Ordinary
5/07/2016	B	30911	6446	Fully Paid Ordinary
5/07/2016	B	768140	160390	Fully Paid Ordinary
5/07/2016	B	107882	22497	Fully Paid Ordinary
4/07/2016	B	365874	75650	Fully Paid Ordinary
4/07/2016	B	500490	103484	Fully Paid Ordinary
1/07/2016	S	33397	6910	Fully Paid Ordinary
1/07/2016	B	367800	75951	Fully Paid Ordinary
1/07/2016	B	490730	101336	Fully Paid Ordinary
1/07/2016	S	5676	1180	Fully Paid Ordinary
1/07/2016	S	304905	63215	Fully Paid Ordinary
30/06/2016	B	436801	91563	Fully Paid Ordinary
30/06/2016	B	107603	22556	Fully Paid Ordinary
29/06/2016	B	47711	10166	Fully Paid Ordinary
29/06/2016	B	20509	4370	Fully Paid Ordinary
29/06/2016	B	527652	112350	Fully Paid Ordinary
29/06/2016	B	500398	106547	Fully Paid Ordinary
28/06/2016	B	285814	59490	Fully Paid Ordinary
28/06/2016	B	20977	4370	Fully Paid Ordinary
28/06/2016	B	560059	116572	Fully Paid Ordinary
28/06/2016	B	61242	12747	Fully Paid Ordinary
28/06/2016	B	48794	10165	Fully Paid Ordinary
27/06/2016	B	12103	2498	Fully Paid Ordinary
27/06/2016	B	39378	8139	Fully Paid Ordinary
27/06/2016	B	352876	72955	Fully Paid Ordinary
27/06/2016	B	28159	5812	Fully Paid Ordinary
27/06/2016	B	332704	68688	Fully Paid Ordinary
23/06/2016	B	699610	144685	Fully Paid Ordinary
22/06/2016	B	344396	70599	Fully Paid Ordinary
21/06/2016	B	276380	56509	Fully Paid Ordinary
20/06/2016	B	455979	93966	Fully Paid Ordinary
20/06/2016	B	272503	56156	Fully Paid Ordinary
20/06/2016	B	374364	77147	Fully Paid Ordinary
17/06/2016	B	219103	45318	Fully Paid Ordinary
17/06/2016	S	688437	142699	Fully Paid Ordinary
17/06/2016	B	688437	142699	Fully Paid Ordinary

QS Investors

CQR Transactions from 16/06/2016 - 23/09/2016

Trade date	Trade	Consideration	Quantity	Class
4/08/2016	S	182	39	Fully Paid Ordinary

Annexure C

Holder of relevant interest and Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities affected
Legg Mason Asset Management Australia Limited	Citi	Register and beneficial holder	22,847,492 Fully Paid ordinary
Legg Mason Asset Management Australia Limited	RBC	Register and beneficial holder	7,597,309 Fully Paid ordinary
Legg Mason Asset Management Australia Limited	BBH	Register and beneficial holder	2,779,137 Fully Paid ordinary
Legg Mason Asset Management Australia Limited	BNP	Register and beneficial holder	2,058,063 Fully Paid ordinary
Legg Mason Asset Management Australia Limited	BNYM	Register and beneficial holder	572,364 Fully Paid ordinary
Legg Mason Asset Management Australia Limited	NCS	Register and beneficial holder	1,342,583 Fully Paid ordinary
Legg Mason Asset Management Australia Limited	JP Morgan	Register and beneficial holder	184,528 Fully Paid ordinary
QS Investors	State Street Bank & Trust Co	Register and beneficial holder	1,447 Fully Paid ordinary