



Announcement Summary

Entity name

CHARTER HALL GROUP

Announcement Type

New announcement

Date of this announcement

22/12/2021

The Proposed issue is:

☒ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New code to be confirmed	STAPLED SECURITIES US PROHIBITED - NEW	7,219,983

Proposed +issue date

29/12/2021

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

CHARTER HALL GROUP

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

57113531150

1.3 ASX issuer code

CHC

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

22/12/2021

1.6 The Proposed issue is:☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	30/6/2024	<input checked="" type="checkbox"/> Estimated	No

Comments

The proposed issue is structured in two tranches.
The are no conditions on the first tranche
The second tranche is conditional on the business of Paradise Investment Management Pty Ltd achieving a certain net profit after tax for the financial year ended 30 June 2024.

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
☒ No

Details of +securities proposed to be issued

ASX +security code and description

CHC : STAPLED SECURITIES US PROHIBITED

Number of +securities proposed to be issued

7,219,983

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒



☒ No

Please describe the consideration being provided for the +securities

For the first tranche, the consideration for the CHC Stapled Securities is CHC satisfying part of the purchase price for the acquisition of a 50% interest in Paradise Investment Management Pty Ltd by the issue of the relevant CHC Stapled Securities to the relevant sellers.

For the second tranche, the consideration for the CHC Stapled Securities is CHC satisfying part of the purchase price for the acquisition of the remaining 50% interest in Paradise Investment Management Pty Ltd by the issue of the relevant CHC Stapled Securities to the relevant sellers.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

144,900,000.000000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ No

If some of the issued +securities do not rank equally

Is the actual date from which the +securities will rank equally (non-ranking end date) known?

☒ Yes

Provide the actual non-ranking end date

31/12/2021

Please state the extent to which the +securities do not rank equally:

- In relation to the next dividend, distribution or interest payment; or
- For any other reason

CHC Stapled Securities issued in connection with Tranche 1 will not be entitled to the distribution for the 6 month period ending on 31 December 2021

Part 7C - Timetable

7C.1 Proposed +issue date

29/12/2021

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ No

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No



7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

For the first tranche, the estimated number of CHC Stapled Securities proposed to be held in voluntary escrow is 7,219,983 CHC Stapled Securities.
50% of those CHC Stapled Securities will be released from escrow on 30 June 2023 and the balance of those CHC Stapled Securities will be released from escrow on 30 June 2024.
For the second tranche, the number of CHC Stapled Securities proposed to be held in voluntary escrow number of CHC Stapled Securities proposed to be issued is based on the formula referred to above and may change.
50% of those CHC Stapled Securities will be released from escrow on 30 June 2025 and the balance of those CHC Stapled Securities will be released from escrow on 30 June 2026.

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

7E.2 Is the proposed issue to be underwritten?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

To pay for the acquisition of an asset

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with



the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)