

Charter Hall Group*

Notice of extraordinary general meeting of securityholders and explanatory memorandum

**For a meeting to be held on Friday 25 July 2014 at 10.00am (Australian Eastern Standard Time)
At Charter Hall Head Office Boardroom, Level 20, No.1 Martin Place, Sydney NSW 2000**

*Charter Hall Limited (ACN 113 531 150)

*Charter Hall Property Trust (ARSN 113 339 147)

Contents

Chairman's Letter	03
Location of the Meeting	04
Meeting Agenda	05
Meeting Protocol	05
Notice of Meeting	06
Entitlement to attend and vote	07
Explanatory Memorandum	08
Glossary and Interpretation	09
Corporate Directory	10

Separate Attachment

Proxy Form

27 June 2014

Level 20, No.1 Martin Place
Sydney NSW 2000
GPO Box 2704
Sydney NSW 2001

Tel +61 2 8651 9000
Fax +61 2 921 4655
www.charterhall.com.au

Charter Hall Limited
ACN 113 531 150

Charter Hall Property Trust
ARSN 113 339 147

Dear Securityholder,

Letter from Chairman

Charter Hall Limited and Charter Hall Property Trust (Charter Hall Group) - Extraordinary General Meeting of Securityholders

The Directors of Charter Hall Limited and Charter Hall Funds Management Limited, the responsible entity of Charter Hall Property Trust, invite all Securityholders to an extraordinary general meeting of Securityholders of the Charter Hall Group, to consider the matter set out in the enclosed Notice of Meeting and Explanatory Memorandum.

The Meeting will be held on Friday 25 July 2014.

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, you may vote online once you log onto www.linkmarketservices.com.au or alternatively please complete and return your proxy form by no later than 10.00am Wednesday 23 July 2014 in accordance with the instructions on the attached proxy form.

If you require further information or have questions, please contact the Charter Hall Group Registry on +61 1300 303 063 (within and outside Australia).

I look forward to your attendance at the Meeting.

Yours faithfully



Kerry Roxburgh
Chairman

Location of the meeting

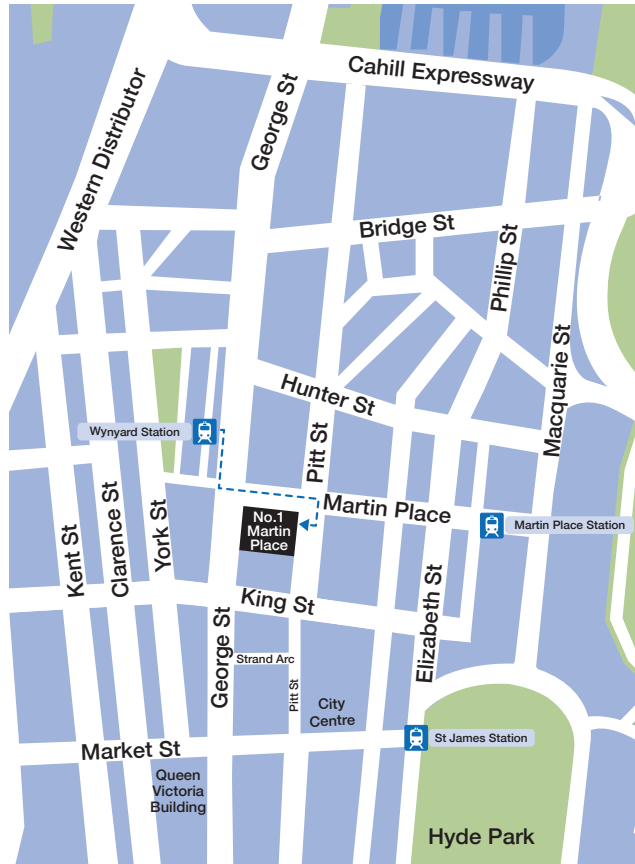


Venue

Charter Hall Head Office Boardroom
Level 20, No.1 Martin Place, Sydney, NSW 2000

Commencing

10.00am on Friday 25 July 2014



Charter Hall Head Office

The office is conveniently situated in the middle of the Sydney CBD. Wynyard Station, only one block from the office, offers 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, and private car service can also be arranged. Privately run bus services and a public train are also both available. Martin Place Railway Station, with service on all intercity and suburban trains, is conveniently located just a short walk away from the office.

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

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. The Concierge can advise on the appropriate ticket and the closest location for ticket purchase.

Meeting agenda

Friday 25 July 2014

9:30am	Registration begins
10.00am	Meeting commences Welcome to Securityholders – Chairman Items of Business

Meeting protocol

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

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

Voting on the resolution will be conducted by way of a poll.

Discussion and asking questions

Discussion will take place on the business of the Meeting as set out on page 6 of this Notice of Meeting.

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

Securityholders will have the opportunity to ask questions at the Meeting.

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

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

Securityholders who are unable to attend the Meeting or who prefer to register questions in advance are invited to do so. Please log onto 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 Securityholders being asked to vote.

Webcast and photography

For those that may not be able to attend the Meeting, a live broadcast of the Meeting will be available at 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 Limited (ACN 113 531 150) (CHL)
Charter Hall Property Trust (ARSN 113 339 147) (CHPT)

Notice is hereby given that an extraordinary general meeting of Securityholders of the Charter Hall Group will be held at:

Charter Hall Head Office Boardroom,
Level 20, No.1 Martin Place, Sydney NSW 2000

At 10.00am on Friday 25 July 2014.

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 on page 9 of the Explanatory Memorandum accompanying this Notice of Meeting.**
- 3) The Meeting will be held in accordance with the Corporations Act, the Listing Rules, CHL's Constitution and CHPT's Constitution. Copies of both CHL's Constitution and CHPT's Constitution can be found on the Charter Hall Group's website (at www.charterhall.com.au/Corporate-Governance)**

The business of the meeting is as follows:

Business:

Resolution – Ratification of institutional placement

To consider, and if thought fit, pass the following resolution, as an ordinary resolution of Securityholders:

“To ratify, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 36,842,106 fully paid ordinary Stapled Securities by Charter Hall Group at \$3.80 per Stapled Security on 3 March 2014 to certain institutional, professional and other wholesale investors under an institutional placement for the purposes and on the terms set out in the Explanatory Memorandum in the Notice of Meeting convening this meeting.”

Entitlement to attend and vote

The Directors have determined that the holding of each Securityholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the Register at 10.00am on Wednesday 23. July 2014.

Voting by proxy

A Securityholder is entitled to appoint a proxy to attend and vote on behalf of the Securityholder at the Meeting. A proxy need not be a Securityholder of the Charter Hall Group.

A Securityholder 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 Securityholder 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.

To vote online Securityholders should visit the website www.linkmarketservices.com.au, by entering their holding details as shown on the proxy form, then selecting 'Voting', and then following the prompts to lodge their vote. To use the online lodgement facility, Securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).

Alternatively, 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 by no later than 10.00am (Australian Eastern Standard Time) on Wednesday 23 July 2014 in accordance with the instructions listed on the attached proxy form.

If a Securityholder returns their proxy form but does not nominate a representative, the Chairman of the Meeting will be that Securityholder's proxy and will vote on that Securityholder's behalf as directed on the proxy form. If the Securityholder's nominated representative does not attend the Meeting, then that Securityholder's 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 Securityholder's proxy form.

Undirected proxies

Where permitted, the Chairman of the Meeting intends to vote undirected proxies in favour of the resolution set out in the Notice of Meeting.

Voting by attorney

A Securityholder 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 Link Market Services Limited using the contact details listed on the proxy form by no later than 10.00am (Australian Eastern Standard Time) on Wednesday 23 July 2014.

Corporate representatives

A body corporate which is a Securityholder, 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 Link Market Services.

By order of the Board



Tracey Jordan
Company Secretary
27 June 2014

Explanatory Memorandum

Resolution – Ratification of institutional placement

On 25 February 2014, the Charter Hall Group announced a fully underwritten institutional placement to certain institutional, professional and other wholesale investors which raised gross proceeds of approximately \$140 million by way of the issue of 36,842,106 fully paid Stapled Securities at \$3.80 per Stapled Security. The Stapled Securities were issued pursuant to the Charter Hall Group's 15% capacity under Listing Rule 7.1 (the **Institutional Placement**). The proceeds of the Institutional Placement were used to repay drawn debt used for recent investments, fund identified investments and to provide capital for growth initiatives planned.

Under Listing Rule 7.1, subject to certain exceptions, a listed entity may not issue equity securities in any 12 month period which exceed 15% of the number of securities of the entity on issue at the beginning of the 12 month period, except with the prior approval by the security holders of the entity of the precise terms and conditions of the proposed issue.

Under Listing Rule 7.4, an issue of securities made without security holder approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of that Listing Rule 7.1, if the issue did not breach Listing Rule 7.1 and the holders of ordinary securities subsequently approve the issue.

The resolution seeks the ratification by Securityholders of the issue of the 36,842,106 Stapled Securities pursuant to the Institutional Placement. The outcome of this resolution will have no effect on the issue of the 36,842,106 Stapled Securities to certain institutional, professional and other wholesale investors as these have already been issued within the REIT's annual 15% limit prescribed by Listing Rule 7.1.

For the purposes of Listing Rule 7.5, details of the Institutional Placement are as set out below:

- (i) Number of securities issued:
36,842,106 fully paid ordinary Stapled Securities
- (ii) Price at which securities were issued:
\$3.80 per Stapled Securities
- (iii) The terms of the securities:
The 36,842,106 Stapled Securities issued under the Institutional Placement rank equally in all respects with existing issued fully paid Stapled Securities of the Charter Hall Group quoted on ASX, from their issue on 3 March 2014 and subsequent quotation by the ASX.
- (iv) The name of the allottees:
The Stapled Securities were issued to certain institutional, professional and other wholesale investors who were identified by UBS AG, Australia Branch and Macquarie Capital (Australia) Limited, the joint lead managers and underwriters of the Institutional Placement.
- (v) Use (or intended use) of funds raised:
The proceeds of the Institutional Placement were used to repay drawn debt used for recent investments, fund identified investments and to provide capital for growth initiatives planned.

If the resolution is approved, Securityholders will ratify the issue of Stapled Securities under the Institutional Placement and preserve the Charter Hall Group's capacity to issue up to the maximum number of Stapled Securities permitted within its annual 15% limit in the next 12 months under Listing Rule 7.1, if required.

Directors' recommendation

The Directors unanimously recommend that Securityholders vote in favour of this resolution.

Voting exclusion statement

The Charter Hall Group will disregard any votes cast on this Resolution by:

- (i) Any person who participated in the Institutional Placement and their associates.
- (ii) Any proxy holder, whether of a directed or undirected proxy, for any person who participated in the Institutional Placement and their associates.

However, the Responsible Entity need not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Glossary

ASX	ASX Limited
Charter Hall Group	CHL and CHPT and, where appropriate, their controlled entities
CHFML	Charter Hall Funds Management Limited (ACN 082 991 786; AFSL 262861) in its capacity as responsible entity of CHPT
CHL	Charter Hall Limited (ACN 113 531 150)
CHL Share	a share in CHL
CHPT	Charter Hall Property Trust (ARSN 113 339 147)
CHPT Unit	A unit in CHPT
Corporations Act	the <i>Corporations Act 2001</i> (Cth)
Directors	the directors of CHL and/or CHFML, as appropriate
Explanatory Memorandum	the explanatory memorandum that accompanies this Notice of Meeting
Institutional Placement	the issue of 36, 842, 106 fully paid Stapled Securities at \$3.80 per Stapled Security on 3 March 2014 to certain institutional, professional and other wholesale investors under a fully underwritten institutional placement
Listing Rules	Listing Rules of ASX
Meeting	the extraordinary general meeting of Securityholders of the Charter Hall Group to be held on Friday 25 July 2014.
Notice of Meeting	this notice of Meeting and any notice of any adjournment of the Meeting
Register	the register of Securityholders as maintained by Link Market Services Limited
Securityholders	registered holder of a Stapled Security
Stapled Security	a CHL Share stapled to a CHPT Unit

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 Funds Management Limited

ACN 082 991 786

AFSL No. 262 861

Charter Hall Limited

ACN 113 531 150

Level 20

No.1 Martin Place

Sydney NSW 2000

Telephone: +61 2 8651 9000

Facsimile: +61 2 9221 4655

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

