

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Charter Hall WALE Limited (ABN 20 610 772 202), in its capacity as the responsible entity (**Responsible Entity**) for Charter Hall Direct Industrial Fund (ARSN 144 613 641), Franklin Street Property Trust (ARSN 614 714 206) and LWR Finance Trust (ARSN 614 713 138) (**Trusts**, and together **CLW**)

ABN/ARSN

Charter Hall WALE Limited - ABN 20 610 772 202  
Charter Hall Direct Industrial Fund - ARSN 144 613 641  
Franklin Street Property Trust - ARSN 614 714 206  
LWR Finance Trust - ARSN 614 713 138

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | Fully paid securities, comprising one unit in each Trust, stapled together ( <b>Securities</b> ).   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>The Responsible Entity proposes to issue approximately 22,663,276 new Securities pursuant to the terms of the accelerated pro-rata non-renounceable entitlement offer announced to ASX on 4 December 2017 (<b>Entitlement Offer</b>).</p> <p>The final number of Securities issued under the Entitlement Offer, and the split of those Securities between institutional and retail tranches of the Entitlement Offer, will be subject to the determination of CLW and holding reconciliation and rounding.</p> |

+ See chapter 19 for defined terms.

3	Principal terms of the <sup>+</sup> securities (e.g. if options, exercise price and expiry date; if partly paid <sup>+</sup> securities, the amount outstanding and due dates for payment; if <sup>+</sup> convertible securities, the conversion price and dates for conversion)	The new Securities to be issued under the Entitlement Offer will be on the same terms as existing Securities on issue.
4	Do the <sup>+</sup> securities rank equally in all respects from the <sup>+</sup> issue date with an existing <sup>+</sup> class of quoted <sup>+</sup> securities?  If the additional <sup>+</sup> securities do not rank equally, please state: <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	Yes
5	Issue price or consideration	A\$4.15 per new Security.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The proceeds received from the Entitlement Offer will be used to fund the acquisition of units in a trust holding Virgin Australia's head office at 56 Edmondstone Road, Bowen Hills, Queensland.
6a	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>securities the subject of this Appendix 3B</i> , and comply with section 6i	Not applicable.
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable.
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	Not applicable.

6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable.	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.	
6f	Number of +securities issued under an exception in rule 7.2	Not applicable.	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable.	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable.	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	The proposed issue date for the institutional tranche of the Entitlement Offer (and early retail Securities) is Monday, 18 December 2017.  The proposed issue date for the remainder of the retail tranche of the Entitlement Offer is Wednesday, 27 December 2017.	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number  232,298,572	+Class  Security

+ See chapter 19 for defined terms.

9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX ( <i>including</i> the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		Nil.	Nil.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	New Securities will be eligible to receive the distribution for the quarter ending 31 December 2017 expected to be approximately 6.5 cents per Security.	

## Part 2 - Pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable.
13	Ratio in which the <sup>+</sup> securities will be offered	1 new Security for every 9.25 existing Securities held at the Record Date for the Entitlement Offer.
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Securities.
15	<sup>+</sup> Record date to determine entitlements	7.00pm (Sydney time), Wednesday, 6 December 2017.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Any fractions arising in the calculation of entitlements will be rounded up to the next highest whole number of new Securities.
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	For the institutional tranche of the Entitlement Offer, all countries other than Australia, New Zealand, Hong Kong and Singapore and any other jurisdictions as agreed between CLW and the underwriter.  For the retail tranche of the Entitlement Offer, all countries other than Australia and New Zealand.

19	Closing date for receipt of acceptances or renunciations	<p>For the institutional tranche of the Entitlement Offer, Monday, 4 December 2017.</p> <p>For the early retail acceptances of the Entitlement Offer, Thursday, 14 December 2017.</p> <p>For the remainder of the retail tranche of the Entitlement Offer, Tuesday, 19 December 2017.</p>
20	Names of any underwriters	UBS AG, Australia Branch ABN 47 088 129 613
21	Amount of any underwriting fee or commission	<p>2.5% of the proceeds of the Entitlement Offer (comprising a 2.0% underwriting fee and a 0.5% management fee).</p> <p>For the avoidance of doubt, the underwriting fee is not payable in respect of the proceeds of the Entitlement Offer attributable to participation by CHCT.</p>
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No product disclosure statement is being prepared. A Retail Entitlement Offer Booklet and Entitlement and Acceptance Form will be sent to retail security holders by Friday, 8 December 2017.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.

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+ See chapter 19 for defined terms.

29	Date rights trading will end (if applicable)	Not applicable.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable.
33	+Issue date	The proposed issue date for the institutional tranche of the Entitlement Offer (and early retail Securities) is Monday, 18 December 2017.
		The proposed issue date for the remainder of the retail tranche of the Entitlement Offer is Wednesday, 27 December 2017.

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000

5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

### Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	Not applicable.									
39	+Class of +securities for which quotation is sought	Not applicable.									
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	Not applicable.									
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	Not applicable.									
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>Not applicable.</td> <td>Not applicable.</td> </tr> </tbody> </table>	Number	+Class	Not applicable.	Not applicable.	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>Not applicable.</td> <td>Not applicable.</td> </tr> </tbody> </table>	Number	+Class	Not applicable.	Not applicable.
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### Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

+ See chapter 19 for defined terms.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Company secretary

Date: 4 December 2017

Print name:

Mark Bryant

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