



2022 ANNUAL REPORT

Charter Hall Social
Infrastructure REIT



Acknowledgement of Country

Charter Hall is proud to work with our customers and communities to invest in and create places on lands across Australia. We pay our respects to the Traditional Owners, their Elders past and present, and value their care and custodianship of these lands.

The background image shows a modern, multi-story building with a dark facade and large windows. In the foreground, there is a colorful playground with green artificial grass, a red and blue slide, a red tricycle, and a yellow and blue play structure. The sky is clear and blue.

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Charter Hall Social Infrastructure REIT

(CQE or the REIT) is Australia's largest diversified ASX-listed social infrastructure REIT. CQE is focused on pursuing high quality opportunities in social infrastructure to enhance income stability, resilience and capital growth.

Cover image: South Australian Emergency Services Command Centre, Adelaide SA
Above: Kids Club, Murrumbidgee VIC

Strategy

Providing investors with secure income and capital growth through exposure to social infrastructure property



Enhancing income sustainability and resilience

- Improving the quality of tenants and leases within a diversified social infrastructure portfolio
- Targeting properties providing essential services underpinned by Government support



Targeting ongoing capital growth

- Focus on assets with the following attributes:
- Modern assets with limited competition and low substitution risk, driving high tenant retention rates
 - Strategic locations with high underlying land values
 - Predominantly triple net lease structures with minimal capex leakage



Portfolio curation

- Active portfolio curation through acquisitions, developments and divestments
- Increased weighting to larger scale assets with high quality tenant covenants and divesting smaller non-core assets



FY22 performance highlights

“CQE has continued to actively manage the portfolio and increase its weighting towards larger-scale social infrastructure assets. This has delivered an improvement in portfolio and tenant quality and diversification providing improved security of income and long-term capital growth for Unitholders.”

Travis Butcher
Fund Manager

Financial

EPU / DPU

17.3_c / 17.2_c
↑8.1% / 9.6%¹ on FY21

Valuation uplift²

\$269.4_m
↑19.4% from 30 June 2021

New acquisitions

\$232.7_m
High quality social infrastructure assets

¹ Exclusive of 4.0 cpa special distribution paid in FY21.

² Like-for-like valuation uplift – excludes acquisitions and developments completed in the year and assets held for sale.

Balance sheet

Gross assets

\$2.1_{bn}

↑35.0% from 30 June 2021

Investment capacity

\$160_m

NTA per unit

\$4.08

↑25.5% from 30 June 2021

Property portfolio

WALE

14.3_{yrs}

Occupancy

100%

Metropolitan location³

80%

³ By income.

Chair and Fund Manager's message

As Australia's largest listed social infrastructure REIT, CQE continues to deliver on its strategy of providing investors with stable and secure income and capital growth.

Dear Unitholder

Welcome to the Charter Hall Social Infrastructure (CQE or the REIT) 2022 Annual Report.

In FY22, CQE generated earnings per unit of 17.3 cents and distributed 17.2 cents per unit (cpu). Operating earnings of \$62.9 million represents an increase of 8.4% on the prior year with net tangible assets as at 30 June 2022 of \$4.08 per unit, an increase of 25.5% on the prior year.


It has been an active year for CQE, with the acquisition of 26 high quality social infrastructure assets totalling \$232.7 million with strong tenant covenants on long leases. The addition of these assets resulted in CQE's gross assets reaching \$2.1 billion, cementing its position as Australia's largest diversified ASX-listed social infrastructure REIT. Our continued portfolio curation and capital management ensure CQE is well positioned to maintain security of earnings through higher quality assets with stronger tenant covenants.

CQE continues to enjoy strong property fundamentals, with its portfolio weighted average lease expiry (WALE) of 14.3 years and 100% occupancy. The portfolio consists of social infrastructure properties that are leased to predominantly institutional tenants providing essential services, underpinned by Government support.

CQE is also well positioned with gearing of 29.8% and \$160 million of investment capacity. In line with its strategy, CQE will continue to actively manage and curate the portfolio, pursuing opportunities in social infrastructure that further enhance overall portfolio quality and provide income and capital growth.

Property portfolio performance

During the year, CQE continued to actively manage the portfolio and increase its weighting towards larger-scale social infrastructure assets. This has resulted in improved tenant quality and diversification providing improved security of income for Unitholders. CQE's tenant customers include industry leading businesses such as Goodstart Early Learning, G8 Education, Only About Children, Mater Misericordiae, Busy Bees, Healix and both state and local Governments.

A photograph of two men, Grant Hodgetts and Travis Butcher, standing side-by-side. Grant Hodgetts, on the left, is an older man with white hair, wearing a dark suit, light blue shirt, and a dark tie with small white stars. Travis Butcher, on the right, is a younger man with dark hair, wearing a dark suit, white shirt, and a blue and white striped tie. They are both smiling. The background consists of vertical wooden slats and a blue wall with some signage.

Grant Hodgetts, Chair and Travis Butcher, Fund Manager

Overall, CQE continued to achieve strong portfolio metrics through FY22, as follows:

- Growing the property portfolio with a 38.8% increase to \$1.97 billion through both acquisition and valuation activities during the year;
- Long WALE of 14.3 years;
- 100% occupancy;
- Robust lease expiry profile with less than 5% of leases expiring within the next five years;
- 75% of leases on fixed rent reviews (average 3.0%) and the balance CPI-linked; and
- 44% of rental income subject to market rent reviews within the next five years.

Acquisitions

Consistent with CQE's strategy of investing in social infrastructure assets with long lease terms and strong tenant covenants, our transactional activity this year continued to enhance portfolio quality and deliver long term capital growth. CQE Unitholders benefited from the Charter Hall Group (Group) platform, with significant acquisition activity in the period, securing high quality, accretive social infrastructure assets in predominantly off-market transactions.

During the year, \$232.7 million of acquisitions were made by CQE into social infrastructure assets with superior tenants on long leases.

For CQE's childcare portfolio, 23 high quality centres were acquired for \$157.3 million with an average initial yield of 4.7%. These acquisitions are all leased to high quality childcare operators including Goodstart Early Learning, G8 Education and Only About Children on average lease expiries of 14 years and are well-located in the Victorian, Western Australia and Queensland markets. These acquisitions deepen our existing relationships with these groups who are CQE's three largest tenant customers.

For CQE's healthcare portfolio, acquisitions totalling \$43.4 million were made in two strategically located medical facilities in established metropolitan healthcare precincts. Both feature long leases with covenants including ASX-listed Healius.

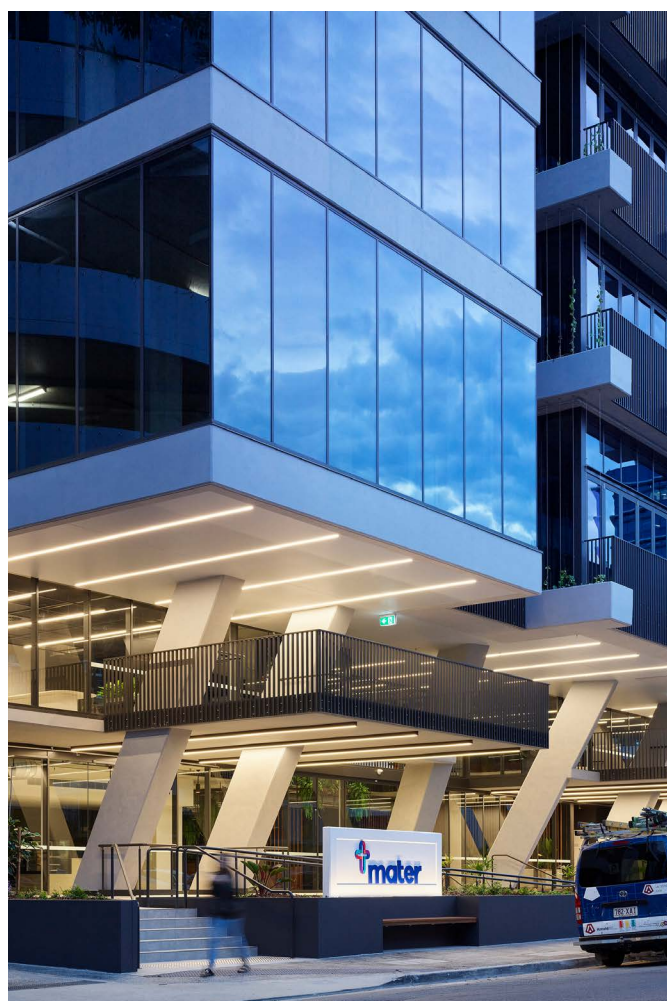
For CQE's education portfolio, a 50% interest has been acquired in the recently completed TAFE Queensland education campus within the Gold Coast growth corridor of Robina. CQE's 50% interest was acquired for \$32.0 million.

Both the Wise Medical and TAFE Queensland acquisitions are due to settle in September 2022.

These acquisitions demonstrate the benefits of a broadened social infrastructure strategy, providing CQE with greater opportunities for investment in premium assets with strong property fundamentals.

During the year, CQE continued to divest non-core assets. Four childcare assets (two assets to settle in HY23) with short lease expiries were divested, realising \$16.5 million. These divestments achieved a 69% premium to prior valuations and enabled CQE to recycle capital into higher quality assets with more favourable property fundamentals.

CQE has continued delivering on its strategy of enhancing the resilience of its income and targeting capital growth through investment in quality social infrastructure properties



Above: Mater Corporate Headquarters and Training Facilities, Newstead QLD

Six developments were completed in FY22, with a total value of \$42.3 million and WALE of 16.7 years. These developments provided a valuation uplift upon completion of \$8.6 million or 25.5% and a yield on cost of 5.8%. CQE's childcare development pipeline comprises a further eight projects, of which five are forecast to be completed during FY23, contributing to continued improvement in the quality of the portfolio and adding to the earnings profile of CQE.

Property valuations

During the year 100% of CQE's portfolio was externally revalued at least once. On a like-for-like basis, the portfolio valuation increase for the year was \$269.4 million or 19.4%. This resulted in the passing yield across the property portfolio firming to 4.7%, reflecting ongoing strong demand for long WALE assets in 'essential' sectors with stable income.

Capital management

In February 2022, CQE further extended and increased its debt facilities by \$100 million, to a total of \$800 million. CQE has diversified funding sources with a weighted average debt maturity of 3.9 years and no debt maturity until January 2025.

As at 30 June 2022, after the inclusion of contractual commitments, CQE's balance sheet gearing is 29.8% and look-through gearing is 30.7%. Available investment capacity is \$160 million, comprising undrawn debt facilities.

Sustainability

Sustainability is integrated into how CQE and the Group conduct business, and we continue to partner with our customers and communities to explore opportunities and deliver meaningful, positive change.

This year has seen demonstrable progress on our climate initiatives. The Group secured long-term renewable electricity linked to new renewable development projects through a power purchase agreement (PPA) which will be utilised in CQE's assets where the tenant does not have operational control.

Across CQE's portfolio, we approved a solar commitment of \$8.6 million to partner with tenant customers and further improve the environmental sustainability performance of the portfolio. To date, we have engaged 30 sites on solar solutions. To support driving continual improvement in this space, we are targeting to obtain 100% of tenant customer consumption data, where access is provided, by the end of FY25.

Further, CQE launched a two-year partnership with the Green Building Council of Australia to create Australia's first social infrastructure rating tool for operational assets.

CQE continues to make progress in its sustainability benchmarks and was awarded a 'B' rating for Public Disclosure by GRESB¹, a leading organisation for assessing environment, social and governance performance for real estate and infrastructure companies globally.

For us, delivering social value is about supporting and making a positive contribution in the communities in which we operate. In FY22, we established a two-year partnership with our major tenant Goodstart Early Learning to provide children in need with access to early learning. At least 55 families and their children experiencing significant vulnerability will benefit from fee-free early learning and care over the next two years through the Early Learning Fund partnership.

We're proud to be part of a solution that is creating more inclusive communities, where no child in Australia misses out on vital access to early learning and care before they start school.

Further, we partnered with the Charter Hall Retail REIT and indigenous author Alton Walley to create and make available to our childcare facilities a 12-page children's storybook to celebrate NAIDOC week.

We've continued our approach to ensuring robust governance underpins our operations. In December 2021, our second Modern Slavery Statement was completed, outlining efforts to prevent occurrences of modern slavery in our supply chain. Further, a diagnostics assessment of our response to human rights and modern slavery commenced and resulted in a 3-5 year modern slavery framework. The Group's Stage one: Reflect Reconciliation Action Plan was endorsed by Reconciliation Australia and we are actively working on building our relationships and capacity with First Nations businesses.

Childcare market

Childcare continues to be an essential labour supply mechanism to the Australian economy, in addition to providing significant learning benefits to young children. The importance of the childcare sector is further demonstrated by the expected increase in Government funding – this is forecast to increase by 25% over the next four years to \$12.4 billion per annum in FY26. The recently elected Federal Labor Government will provide further funding increases to improve childcare affordability effective in July 2023.

State Government funding changes to three and four year-old kindergarten programs will further improve educational outcomes and participation levels.

Childcare operator performance is strong amidst a challenging operating environment facing operators at present, in attracting and retaining employees, which has been exacerbated by the current Australian labour shortage.

A 52% increase in total childcare transaction volumes on FY21 saw the sector reach a record \$832 million of sales, with an average yield of 4.7%.

Outlook

CQE will continue to execute on its strategy, to pursue high quality social infrastructure opportunities and actively manage the portfolio to maintain income security and capital growth.

Finally, on behalf of the Board and Management team, we would like to thank our Unitholders for their ongoing support of CQE.



Grant Hodgetts
Chair



Travis Butcher
Fund Manager

¹ Global Real Estate Sustainability Benchmark.

Portfolio performance

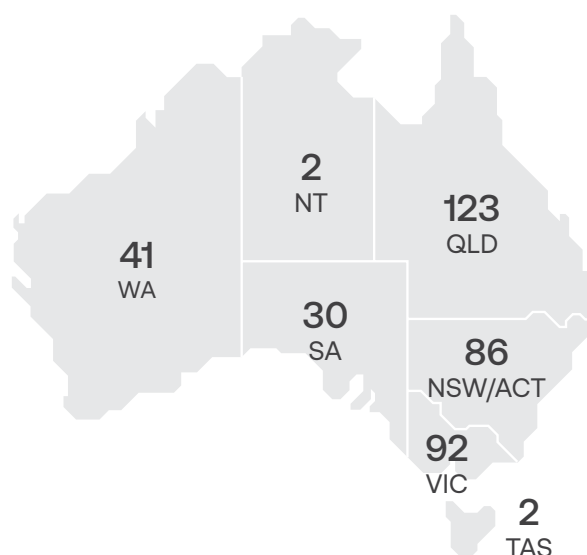


Above: City Council Bus Network Terminal, Eagle Farm QLD

Portfolio summary

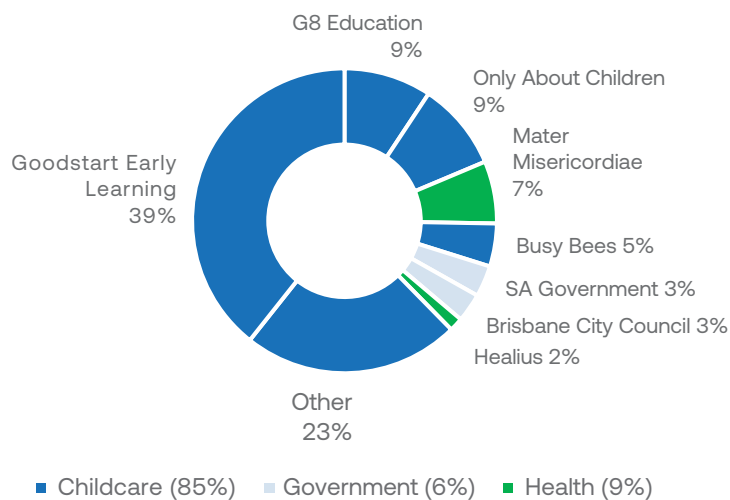
Occupancy	100%
Weighted Average Lease Expiry (WALE)	14.3yrs
Forecast Weighted Average Rental Review (WARR)	3.5%
Lease income expiring in next 5 years	4.6%

Portfolio by location



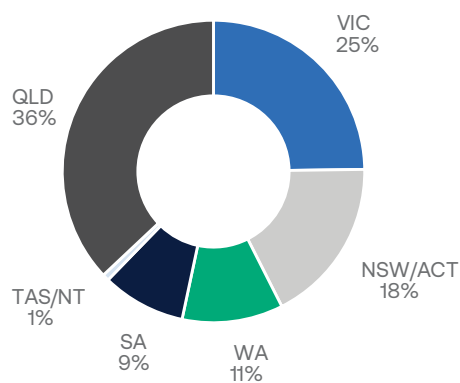
Tenant profile

by % of annual rent as at 30 June 2022



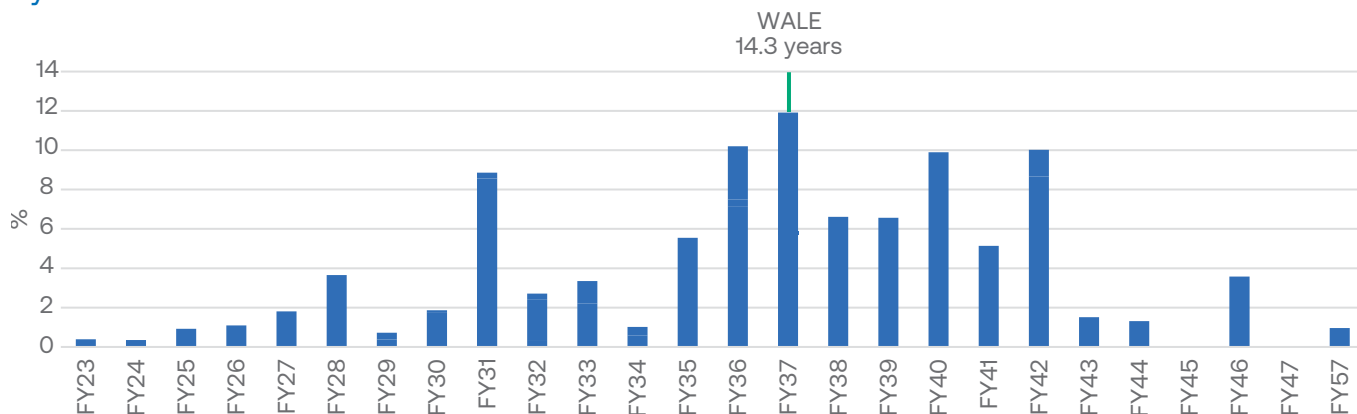
Geographical profile

by % of annual rent as at 30 June 2022



Lease expiry profile

by % of annual rent



Sustainability

As part of the Charter Hall Group (CHC), CQE benefits from more than 30 years' experience in the adoption of environmental, social and governance (ESG) considerations as part of how we approach business.

Each year, we go further in our ESG approach and objectives. CQE leverages Charter Hall's platform-wide scale and integration of ESG as a core driver of value for the Fund.

During FY22, we have continued to engage with our customers and evolved our sustainability framework to respond to material topics and emerging trends that will shape our future. The framework focuses on delivering environmental, social, governance and economic value. Our framework is aligned with the United Nations Sustainable Development Goals (SDG), and CHC's progress against the SDG indicators can be found on our website. This approach reinforces our commitment to delivering environmental and social value at the same time as pursuing long-term, risk adjusted returns that align with changing stakeholder expectations.

Our FY22 highlights

CQE



Clean energy

Approved \$8.6m to provide solar solutions across the portfolio in partnership with tenants

212KW of solar installed across the portfolio



Community partnerships

CQE and CHC established 2-year partnership with Goodstart to provide children in need access to early learning



Innovation in ESG performance

Partnered with the GBCA¹ on the piloting a new Green Star Performance tool for social infrastructure

Group-wide



\$1.27m

invested in social enterprises and community initiatives



191

employment outcomes for vulnerable Australians exceeding target by 91%



Reflect

Reconciliation Action Plan launched



Employer of Choice

Awarded WGEA Employer of Choice for Gender Equality



\$578k

in crisis support provided to UNICEF, GIVIT and Foodbank

Willogoleche Wind Farm (ENGIE)

¹ Green Building Council of Australia (GBCA)

Progress against our sustainability targets



Environment

Creating resilience through meaningful climate action, rethinking our approach to resources and restoring nature.

Focus areas	FY22 progress	Charter Hall looking forward
Climate action Achieve Net Zero emissions and strengthen resilience to climate related impacts	Carbon and climate action <ul style="list-style-type: none"> – Progress on Scope 3 emission target aligned to science-based methodology by defining scope, boundary and tenant data collected at 35 assets, up from 16 in FY21 	<ul style="list-style-type: none"> – Net Zero emissions by FY30 – Commence reporting on Scope 3 emissions aligned to science-based target methodology in FY23 – 100% tenant data coverage by FY25
	Clean energy <ul style="list-style-type: none"> – CQE has participated in Charter Hall's platform-wide Renewable PPA securing long-term 100% renewable electricity from new offsite renewable development projects to assets from 2024 – \$8.6m approved to provide solar solutions across the CQE portfolio, with 30 sites engaged to undertake a solar feasibility assessment – 100% renewable electricity powering assets in operational control – 212KW across 4 assets and 6KW of solar installed at 2 new childcare development centres 	<ul style="list-style-type: none"> – Commence solar installation program at select locations where feasible
	Energy efficiency <ul style="list-style-type: none"> – All new developments are fitted with LED lighting – Partnered with the GBCA on the piloting of the new Green Star Performance tool for operational assets that will provide benchmarks for energy efficiency 	<ul style="list-style-type: none"> – Explore information sharing, metering solutions and audit opportunities to improve energy efficiency through partnering with our tenant customers
	Resilience and adaptation <ul style="list-style-type: none"> – Refined consideration of Climate Change Risk Exposure in the decision-making process for new acquisitions 	<ul style="list-style-type: none"> – Embed Climate Change Adaptation Plan in decision making and track decarbonisation and adaptation planning in Strategic Asset Plans by FY25
Rethink resources Evaluate use of resources as we transition to a circular economy	Waste <ul style="list-style-type: none"> – Continued to look for opportunities to reduce waste from our developments 	<ul style="list-style-type: none"> – Commence measuring and reporting waste diversion by FY24
Restore nature Protect and restore natural environments and biodiversity to transition towards a regenerative future	Water <ul style="list-style-type: none"> – Identified water efficiency initiatives including rainwater tanks, drought tolerant vegetation and rain gardens at our new developments – Commenced tracking water usage across our stabilised portfolio 	<ul style="list-style-type: none"> – Explore metering and audit opportunities to improve water efficiency through partnering with our tenant customers across our stabilised portfolio



Social

Building strong communities through connection, inclusion and delivering healthy people and places.

Focus areas	FY22 progress	Charter Hall looking forward
High performing talent Drive performance and engagement by leveraging difference and enabling potential	Employee <ul style="list-style-type: none"> – CHC improved our score in the Australian Workplace Equality Index (AWEI) by 71% when compared with FY21, granting us the recognition as a Bronze Employer for LGBTQ+ inclusion – Global high performing level of engagement of 88% overall for CHC, with 93% of our people saying that we are a great place to work 	<ul style="list-style-type: none"> – Sustain levels of engagement that align with being a global high performing culture
Deep customer partnerships Long term value creation through cross-sector partnership	Tenant customer engagement <ul style="list-style-type: none"> – Inaugural tenant customer survey completed with positive customer engagement and satisfaction – Established a 2 year partnership with tenant customer Goodstart Early Learning Fund to provide 55 vulnerable children with access to early learning 	<ul style="list-style-type: none"> – Create a benchmark to measure the cross-sector customer experience with Charter Hall, considering all aspects of how we partner with our customers – Continue exploring opportunities with tenant customers to achieve mutual ESG goals
Strong communities Support resilient communities through inclusion and connected places	Community resilience As part of CHC, CQE has contributed to: <ul style="list-style-type: none"> – \$578k (of CHC total \$1.27m donations to community organisations) supported communities impacted by COVID-19, floods, international access to vaccinations and emergency support for Ukrainian families First Nations engagement <ul style="list-style-type: none"> – CHC launched our Stage One: Reflect Reconciliation Action Plan (RAP) in FY22, formalising our commitment to taking meaningful and lasting steps towards reconciliation – CHC became a member of Supply Nation and created spend dashboard for First Nations owned business and social enterprise – In partnership with Charter Hall Retail REIT and Alton Walley, we created a children's storybook to celebrate NAIDOC week in CQE's childcare centres 	<ul style="list-style-type: none"> – Establish a spend target in FY23 in support of building capacity across our value chain – Refine our national community partnership framework during FY23 – Measure and report spend with First Nations businesses by FY23
Healthy places Positive human health, safety and wellness outcomes through better workplace design and management	Health safety and well-being <ul style="list-style-type: none"> – CHC recorded a Lost Time Injury and Lost Time Injury Frequency Rate (LTIFR) of 0 and a Total Recordable Injury Frequency Rate (TRIFR) of 3 	<ul style="list-style-type: none"> – Transition the WHS management system from ISO12001 to the new standard ISO45001 by FY23



Economic

Through shared economic prosperity and sustainable growth and mutual success

Focus areas	FY22 progress	Charter Hall looking forward
Shared success Shared economic success and sustained livelihoods for our communities and supply chain	Pledge 1% As part of CHC, CQE has contributed to: <ul style="list-style-type: none"> – Donated \$1.27m to community organisations across Australia and overseas – Spent \$1m in social procurement with social enterprises 	<ul style="list-style-type: none"> – As part of our Pledge 1% commitment, contribute 1% of our profits, space and people's time to community partners each year to help them achieve positive social impacts – Implement a social impact measurement tool by FY25
	Employment opportunities <ul style="list-style-type: none"> – CHC achieved 191 employment outcomes for vulnerable youth through community partnerships, exceeding target by 91% 	<ul style="list-style-type: none"> – Deliver 100 meaningful employment outcomes per year for vulnerable youth and 400 youth employment outcomes by FY25 and 1,200 by FY30
Sustained returns Long-term risk adjusted returns for investors	<ul style="list-style-type: none"> – CHC delivered \$2.5bn in Sustainable Finance transactions to date 	<ul style="list-style-type: none"> – Leverage our approach to ESG to support future sustainable financing opportunities



Governance

Operating a responsible business and ensuring responsible and sustainable supply chain engagement.

Focus areas	FY22 progress	Charter Hall looking forward
Ethics Conduct business activities in line with the highest ethical standards	<ul style="list-style-type: none"> – All employees undertook training relating to business ethics and management's approach to compliance and ethical business practice and our social license to operate 	<ul style="list-style-type: none"> – Continue to embed values-based decision making into everything we do
Cyber security Harnessing digital technology and actively protecting customers privacy	<ul style="list-style-type: none"> – CHC reported no major cyber security incidents for the year. Cyber security strategy is modelled on internationally recognised standard ISO27001 and audited annually 	<ul style="list-style-type: none"> – Work across our technology and operational supply chain to increase cyber awareness, maturity and readiness by FY25
Responsible supply chain Procure sustainably and ethically	<ul style="list-style-type: none"> – CHC engaged our suppliers in the high-risk industries of cleaning and security. The PCA prequalification was sent to 33 of our cleaning and security suppliers 	<ul style="list-style-type: none"> – Deliver a Sustainable Supply Chain Framework that addresses modern slavery, preferred materials, and circular economy principles by FY25
Transparency & disclosure Disclose ESG information in accordance with best practice	<ul style="list-style-type: none"> – GRESB: Awarded a B rating for Public Disclosure measuring portfolio wide approach to ESG – Piloting Australia's first Green Star Performance rating tool for Social Infrastructure with the GBCA – CHC published its second annual Modern Slavery Statement – CHC published its second TCFD statement 	<ul style="list-style-type: none"> – Actively monitor progress of International Sustainability Standards Board and future integration of environmental and financial metrics

Climate related risks and opportunities

In late 2021, the Inter-Governmental Panel on Climate Change (IPCC) released their sixth assessment report (AR6), which included Shared Socioeconomic Pathways' (SSP) and updates to global warming projections and emissions pathways.

Below is a summary of measures Charter Hall Group has undertaken this year to align with the Task Force on Climate-related Financial Disclosure (TCFD):

Governance

- Charter Hall Group Board continued to oversee sustainability strategy and policies (including approach to climate change and integrating ESG) through the Audit Risk and Compliance Committee (ARCC)
- Executive and Non-Executive Directors engaged on Climate Change Scenario planning, specifically adopting Socio-Economic Pathways and adjusting to plausible Emissions Pathways as released by the IPCC with Assessment Report 6 (AR6)
- Executive Committee continued to have strategic oversight of ESG strategy and implementation, led by the ESG Committee to drive platform-wide alignment and implementation
- Cross-business engagement on Climate Change continued including with Chief Financial Officer, Chief Investment Officer, Chief Experience Officer, General Counsel and Company Secretary, and Group Head of Risk and Compliance

Strategy

- Updated Climate Scenarios
- 100% Renewable Electricity by 2025 for all Charter Hall office locations and assets under operational control
- Progressed on Scope 3 emission target aligned to science-based methodology by defining scope and boundary

Risk management

- We implemented our Climate and Carbon Transaction Framework for acquisition and investment strategies
- Continued to progress Physical Risk assessments in office, retail and industrial & logistics portfolios
- Climate Change Adaptation Plans have been completed for 98% of retail shopping centres, 85% of office and 67% of industrial & logistics sectors
- Secured long term renewable supply linked to new renewable development projects between 2024 and 2030

Metrics and targets

Target

- Established Net Zero Carbon Scope 1 and 2 by 2030
- 100% renewables by 2025

Achieved

- **54%**¹ reduction in Scope 1 and 2 emissions against FY17, achieved through energy efficiency and procurement of renewable electricity
- Increased our green financing from zero 18 months ago to **\$2.5 billion** at the end of this reporting period linked to sustainability benchmarks

New developments

- Designing for Net Zero in operations at 480 Swan Street, Richmond VIC
- Focus on exploring methods to reduce upfront (embodied) carbon

Right: Nido Early School, Belmont WA

¹ Emissions reduction has been calculated using a market-based approach. Final assured non-financial data will be published in our FY22 Sustainability Report.

CQE lays the stepping stones to sustainable social infrastructure

With Australia's largest footprint of Green Star certified buildings, Charter Hall has a continued focus in its sustainability strategy to integrate environmental, social and governance considerations into its portfolios and assets.

“Our aim is to be the leading ESG fund in social infrastructure. We're looking to elevate CQE's positive ESG contribution across our entire social infrastructure portfolio.”

Travis Butcher

Fund Manager, Charter Hall Social Infrastructure REIT

Charter Hall has the ambition and foundations in place to support its vision. This financial year alone, it pledged \$1.27 million to the communities in which it operates, which includes a partnership with Goodstart Early Learning to provide 55 vulnerable families with fee-free childcare and early learning. CQE has also established an \$8.6 million clean energy fund to support clean energy partnerships with its social infrastructure tenants.

Charter Hall's portfolio across retail, industrial & logistics and office assets supports communities with healthy, sustainable places to work, learn and thrive. Since 2019, Charter Hall has gone from 4.6MW solar PV installed on its rooftops, to more than ten times that figure, which sits at 46MW today.

Leveraging Charter Hall's platform wide scale, CQE has partnered with the Green Building Council of Australia (GBCA) to create the first social infrastructure performance standard.

Historically, Charter Hall's social infrastructure assets have been leased with triple-net arrangements where operations and maintenance, including upgrades, is the responsibility of tenants. This has been a barrier to certifications like Green Star and accessing operational performance data, however CQE's new partnership with GBCA will change this.

Green Star will, for the first time, provide social infrastructure with a foundational platform to apply an independent rating tool to measure and benchmark performance.

CQE is committed to active partnering with its tenant customers, and the collaboration with the GBCA will build shared success in delivering environmental and social outcomes across the portfolio which can reduce operating costs and create new opportunities to engage with the community on sustainability in childcare.



Board and Management

Board of Directors



From Left: **Sean McMahon**, Executive Director;
Kate Melrose, Non-Executive Director;
Grant Hodgetts, Non-Executive Chair;
Miriam Patterson, Executive Director;
Michael Johnstone, Non-Executive Director.

See page 29-31 for information on the Directors.

Management



Travis Butcher
Fund Manager

Travis was appointed Fund Manager of CQE on 26 November 2019 and was previously the Chief Financial Officer of CQE since 2008.

Travis has over 20 years' financial experience. Travis is a Chartered Accountant who began his career at PricewaterhouseCoopers specialising in transaction services and audit.

Travis is a member of the Institute of Chartered Accountants and holds a Bachelor of Accounting from Monash University.



Scott Martin
Head of Finance - Diversified

Scott was appointed Head of Finance – Diversified in November 2018 following the acquisition of Folkestone Limited where he held the position of Chief Financial Officer and Company Secretary since December 2005.

Scott has over 20 years' financial experience specialising in the property and construction industries. Scott is a Chartered Accountant who began his career at Deloitte specialising in accounting, taxation and transaction services.

Scott is a member of the Institute of Chartered Accountants and holds a Bachelor of Commerce from the University of Melbourne.



Nathan Chew
Deputy Fund Manager

Nathan joined Charter Hall in May 2020. Nathan has over 20 years' experience in the property investment industry. Prior to Charter Hall, he led a range of portfolio asset management, valuation, reporting and analysis functions across Blackstone's diversified APAC real estate portfolio, as well as Australian Unity's healthcare property portfolio.

Nathan brings extensive funds management and banking expertise having covered transactions through Asia, Europe and the US in roles with 151 Property, Macquarie Group and Westpac Institutional Bank.

Nathan holds a Bachelor of Finance from the University of Adelaide.



Mark Bryant
Group General Counsel and Company Secretary

Mark Bryant was appointed as Company Secretary of Charter Hall Social Infrastructure Limited on 6 November 2018.

Mark holds a Bachelor of Business (Accounting) and a Bachelor of Laws (First Class Honours), a Graduate Certificate in Legal Practice and is admitted as a lawyer of the Supreme Court of NSW. Mark has over 17 years' experience as a lawyer, including advising on listed company governance, securities law, funds management, real estate, and general corporate law. Mark joined Charter Hall in 2012, prior to which he was a Senior Associate in the Sydney office of King & Wood Mallesons.

Mark is the General Counsel and Company Secretary for the Charter Hall Group.

Directors' Report and Financial Report

For the year ended 30 June 2022

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Directors' Report

The Directors of Charter Hall Social Infrastructure Limited (Responsible Entity or CHSIL), the Responsible Entity of Charter Hall Social Infrastructure REIT, present their report together with the consolidated financial statements of Charter Hall Social Infrastructure REIT and its controlled entities (the REIT) for the year ended 30 June 2022.

The REIT is a registered scheme, and CHSIL is a company limited by shares. The REIT and CHSIL are incorporated and domiciled in Australia with the registered office and principal place of business located at Level 20, 1 Martin Place, Sydney NSW 2000. CHSIL is a controlled entity of Charter Hall Limited.

Principal activities

The principal activity of the REIT during the year was property investment. There were no significant changes in the nature of the REIT's activities during the year.

Directors

The following persons have held office as directors of the Responsible Entity during the year and up to the date of this report, unless otherwise stated:

- Grant Hodgetts
- Michael Johnstone
- Kate Melrose
- Sean McMahon
- Miriam Patterson
- Chair and Non-Executive Director
- Non-Executive Director
- Non-Executive Director
- Executive Director and Chief Investment Officer (Charter Hall Group)
- Executive Director

Distributions

Distributions paid or declared by the REIT to unitholders:

	2022			2021		
	Number of units on issue	Cents Per Unit	\$'m	Number of units on issue	Cents Per Unit	\$'m
30 September	363,712,112	4.18	15.2	360,371,362	3.75	13.6
31 December	364,150,027	4.22	15.4	361,255,506	3.75	13.6
31 March	364,786,804	4.40	16.1	361,963,847	4.10	14.8
30 June*	365,476,005	4.40	16.1	362,627,160	8.10	29.4
Total distributions		17.20	62.8		19.70	71.4

*The 30 June 2021 distribution of 8.10 cents per unit included a special distribution of 4.0 cents per unit.

Distribution Reinvestment Plan

The REIT has established a Distribution Reinvestment Plan (DRP) under which unitholders may elect to have all or part of their distribution entitlements satisfied by the issue of new units rather than being paid in cash.

The DRP issue price is determined at a discount of 1.5% to the daily volume weighted average price of all units traded on the ASX during the 10 business days commencing on the first business day following the distribution record date. During the year, 2,848,845 units were issued at an average issue price of \$3.76 per unit. An additional \$2.8 million was raised from the DRP for the 30 June 2022 distribution allotted on 21 July 2022.

Review and results of operations

The REIT recorded a statutory profit for the year of \$358.5 million (30 June 2021: \$174.1 million). Operating earnings amounted to \$62.9 million (17.3 cents per unit) for the year ended 30 June 2022 (30 June 2021: \$58.0 million, 16.0 cents per unit) and distributions of \$62.8 million (17.2 cents per unit) were declared for the same period (30 June 2021: \$71.4 million, 19.7 cents per unit).

The 30 June 2022 financial results are summarised as follows:

	2022	2021
Total revenue (\$ millions)	104.0	90.6
Statutory profit (\$ millions)	358.5	174.1
Basic earnings per unit (cents)	98.4	48.2
Operating earnings (\$ millions)	62.9	58.0
Operating earnings per unit (cents)	17.3	16.0
Distributions (\$ millions)	62.8	71.4
Distributions per unit (cents)	17.2	19.7
Total assets (\$ millions)	2,081.2	1,542.0
Total liabilities (\$ millions)	588.4	363.7
Net assets (\$ millions)	1,492.8	1,178.3
Units on issue (millions)	365.5	362.6
Net assets per unit (\$)	4.08	3.25
Balance sheet gearing - total debt (net of cash) to total assets (net of cash)	26.2%	19.2%
Look through gearing - total debt (net of cash) to total assets (net of cash)	27.1%	20.4%

The table below sets out income and expenses that comprise operating earnings on a proportionate consolidation basis:

	2022 \$'m	2021 \$'m
Net property income	84.5	72.0
Distribution income	1.9	2.2
Interest income	—	0.2
Fund management fees	(9.6)	(7.2)
Finance costs	(11.5)	(7.2)
Administration and other expenses	(2.4)	(2.0)
Operating earnings	62.9	58.0

Operating earnings is a financial measure which represents profit under Australian Accounting Standards adjusted for net fair value movements, non-cash accounting adjustments such as straight lining of rental income and amortisations and other unrealised one-off items that are not in the ordinary course of business or are capital in nature. Operating earnings includes the rental revenue recognised in respect of tenants who have been (or will be) provided with rent free incentives as a result of COVID-19. This approach is consistent with the REIT's treatment of rent free incentives provided in the ordinary course of its operations, which are amortised over the term of the lease.

The inclusion of operating earnings as a measure of the REIT's profitability provides investors with the same basis that is used internally for evaluating operating segment performance. Operating earnings is used by the Board to make strategic decisions and as a guide to assessing an appropriate distribution to declare.

Reconciliation of operating earnings to statutory profit is set out below:

	2022 \$'m	2021 \$'m
Operating earnings	62.9	58.0
Net fair value movements on investment properties	269.9	110.0
Net fair value movements on derivative financial instruments	20.3	2.6
Straightlining of rental income, amortisation of lease fees and incentives	5.5	3.5
Ground rent on leasehold properties	1.4	1.4
Interest on lease liabilities	(0.2)	(0.2)
Unrealised/realised foreign exchange losses	(0.1)	(0.3)
Other	(1.2)	(0.9)
Statutory profit for the year	358.5	174.1
Basic weighted average number of units (millions)	364.4	361.4
Basic earnings per unit (cents)	98.4	48.2
Operating earnings per unit (cents)	17.3	16.0
Distribution per unit (cents)	17.2	19.7

Property valuation gains

Valuation gains totalling \$287.4 million were recorded during the year (30 June 2021: \$120.8 million). These gains were partially offset by revaluation decrements attributable to acquisition and disposal costs of \$12.0 million (30 June 2021: \$7.3 million) and straightlining of rental income, amortisation of lease fees and incentives of \$5.5 million (30 June 2021: \$3.5 million).

COVID-19 did not have a significant impact on property valuations.

Debt Arrangements

During the year, the REIT increased its debt facilities from \$600 million to \$800 million. As at 30 June 2022, the weighted average debt expiry is 3.9 years.

Additionally, the CH BBD Holding Trust increased its debt facility by \$1 million to \$52.3 million and extended the term to August 2027 (CQE share: \$26.15 million).

In December 2021, the REIT entered into a five-year \$100m interest rate cap.

Significant changes in the state of affairs

Acquisitions

During the year, the REIT acquired the following assets:

	Acquisition date	Acquisition price \$'m
456 Lower Heidelberg Rd, Heidelberg VIC	October 2021	35.4
Western Australian Portfolio of childcare assets (18 properties)	December 2021	100.0
2 Whiteleaf Drive, Mickleham VIC	January 2022	10.4
32 King Street, Buderim QLD	January 2022	11.5
207 Riley Road, Bridgeman Downs QLD	February 2022	11.5
		168.8

In addition, CQE has exchanged contracts to acquire two childcare assets located in Melbourne, at Ivanhoe and Craigieburn for \$23.9 million, and a 50% interest in Buildings 2 & 3, 209 Robina Town Centre Drive, Robina QLD for a purchase price of \$40.0 million all of which are expected to settle in the September 2022 quarter.

Disposals

During the year, the REIT disposed the following assets:

	Settlement date	Disposal price \$'m
61 Miller Street, Urangan QLD	December 2021	3.3
6 Archibald Place, Heatherbrae NSW	February 2022	5.5
		8.8

Business Strategies and Prospects

The REIT will continue with its strategy to provide predictable and secure long-term cash-flows with the opportunity for capital growth from social infrastructure investments. The REIT's stable financial position with minimal vacancy, long term leases and secured debt financing, positions the REIT to maintain sustainable income for investors. The Responsible Entity is focused on pro-actively managing its portfolio to ensure it is strategically positioned for sustainable growth as part of its broadened social infrastructure investment mandate.

The material business risks faced by the REIT that are likely to have an effect on its financial performance are set out on the following pages. A dedicated risk and compliance team are responsible for the ongoing review and monitoring of compliance and risk management systems. The Board regularly review material risks to ensure they remain within the REIT's agreed risk appetite.

Risk	Description	Mitigation
External Risks		
Property cycle risk and adverse market or economic conditions	Failure to insulate against property cycle downturns and slowing economic conditions may have an impact on asset values and investor returns.	We undertake a detailed annual strategic review for all assets to inform recycling of capital into higher quality assets. By undertaking ongoing due diligence including demographics, catchments, competitor threats, and by leveraging consultant expertise we ensure that we remain informed of market changes.
Tenant Risk	The REIT relies on tenants to generate the majority of its revenue under the lease agreements entered into in respect of its properties. If a tenant is unable to meet its rental or contractual obligations, this may lead to a loss of rental income or losses to the value of the REIT's properties.	In respect of tenant risk, the REIT's leases typically contain security clauses in the form of bank guarantees provided by tenants, typically 6 months' rent. As at 30 June 2022, the REIT holds approximately \$40.5 million in bank guarantees.
Concentration Risk	The REIT's properties are predominantly childcare properties and therefore any adverse events in the childcare sector may impact on the tenants' ability to meet their lease obligations and also the future growth prospects of the portfolio. As at 30 June 2022, Goodstart Early Learning Limited (Goodstart) contributes 39% of the REIT's total rental income.	In respect of concentration risk, the REIT's leases with Goodstart contain financial reporting obligations that allow regular monitoring of the financial performance of Goodstart. In addition to this, the REIT has broadened its investment mandate to include other social infrastructure assets. Over time, it is the REIT's intention to diversify its asset base to mitigate the concentration risk it currently has in childcare properties.

Risk	Description	Mitigation
Financial Risks	Debt and equity capital management	<p>Effective capital management is required to meet the REIT's ongoing liquidity and funding requirements. The inability to raise new capital to pursue growth opportunities or to raise replacement capital at challenging points in the debt or equity markets cycle is a key risk.</p> <p>A relationship breakdown or termination of a joint venture partnership may result in reputational or financial damage.</p> <p>We mitigate these risks by the implementation of our debt diversity strategy combined with regular monitoring and reporting on debt covenants and stress testing of liquidity positions. We have demonstrated a strong performance and equity raising track record.</p> <p>We manage our relationships with our partners through Investment Agreements including investment committee oversight of all key decisions with structured and pre-agreed reporting.</p>
	Interest rates	<p>Rising interest rates may adversely impact the REIT by increasing finance costs and impacting the amount the REIT has available to distribute to investors.</p> <p>The REIT has a Treasury Risk Management Policy which includes policies and controls to minimise the impact of fluctuating interest rates on the REIT's financial performance.</p> <p>The REIT enters into interest rate swaps in order to provide more certainty for the REIT's finance costs. The REIT currently has 59% of its debt hedged at an average hedged rate of 0.54% and a weighted average hedge maturity term of 3.6 years.</p>
Operational Risks	Work, Health & Safety (WHS) obligations, critical safety incident or significant crisis	<p>We have a commitment to promote and protect the health, safety and wellbeing of its people, customers, contractors and all users of the REIT's assets.</p> <p>Our Group WHS Manager collaborates closely with our property management teams to ensure the implementation of the Group WHS management system (WHSMS) and the WHS Strategy which sets the direction, objectives, targets, and associated activities to support and drive continuous improvement in WHS across the Group.</p>
	Organisational culture and conduct	<p>Our ongoing success depends on our ability to attract, engage and retain a motivated and high-performing workforce to deliver our strategic objectives and an inclusive culture that supports our values.</p> <p>We have a Code of Conduct in place with all employees and undertake consistent messaging and tone at the top regarding behaviour. We have a formal Whistleblower Policy in place and process to obtain regular employee feedback on culture and behaviours which is used to inform management decisions.</p>

Risk		Description	Mitigation
Environmental	Climate change	There is an increasing interest and expectation amongst investor groups on reporting against climate change risk. There has been the introduction of Task Force on Climate-related Financial Disclosures (TCFD) as a framework to address climate change through governance, risk management, metrics and targets.	We have aligned with the TCFD framework and developed our Climate Strategy for a Low Carbon Economy and Business as Usual Scenario. We have created a TCFD Working Group to inform climate resilience and reporting approach. We have undertaken physical climate change risk exposure assessments across assets and planning for climate change adaptation. Climate change adaptation due diligence is undertaken during the acquisition process.
Regulatory	AFSL compliance	We are required to comply with Australian Financial Services Licence requirements through our established policies and frameworks.	Regular compliance reporting is undertaken to the Audit, Risk and Compliance Committee (ARCC) including mandatory annual compliance training requirements for all employees. In addition, we have formalised compliance committees with annual external audit of compliance plans.
	Management of conflicts of interest	Inadequate management of tenant and acquisition conflicts may arise between Charter Hall managed funds or related party transactions may be inappropriately managed. There is also a risk that the REIT fails to pay market rate for related party services.	Conflict of Interest protocols are embedded in the business including annual declarations from all employees and directors, board reporting / approval for all related party transactions. We have in place a Compliance Plan / function including oversight of Conflict of Interest / Related Party protocols and formalised asset allocation protocols.

Matters subsequent to the end of the financial year

On 29 July 2022, the REIT exchanged contracts to acquire 2 childcare assets located in Western Australia for a total purchase price of \$11.9 million, with settlement expected in late March 2023 following practical completion.

On 1 August 2022, the REIT settled on the acquisition of a childcare asset located in Ivanhoe, Victoria for a purchase price of \$13.7 million.

On 11 August 2022, the REIT exchanged contracts for the disposal of 2 childcare assets located in Victoria for a total sale price of \$7.7 million, with settlement expected in December 2022.

The Directors of the Responsible Entity are not aware of any other matter or circumstance not otherwise dealt with in this report or the annual consolidated financial statements that has significantly affected or may significantly affect the operations of the REIT, the results of their operations or the state of affairs of the REIT in future financial years.

Likely Developments and Expected Results of Operations

The consolidated financial statements have been prepared on the basis of current known market conditions which are influenced by the COVID-19 pandemic. The extent to which a potential deterioration in either the capital or property markets that may have an impact on the results of the REIT are unknown. Such developments could influence property market valuations, the ability to raise or refinance debt and the cost of such debt, or the ability to raise equity.

At the date of this report and to the best of the Directors' knowledge and belief, there are no other anticipated changes in the operations of the REIT which would have a material impact on the future results of the REIT. Property valuation changes, movements in the fair value of derivative financial instruments and movements in interest rates may have a material impact on the REIT's results in future years; however, these cannot be reliably measured at the date of this report.

Indemnification and Insurance of Directors, Officers and Auditor

During the year, the REIT contributed to the premium for a contract to insure all directors, secretaries, executive officers and officers of the REIT and of each related body corporate of the REIT, with the balance of the premium paid by Charter Hall Group and funds managed by members of Charter Hall Group. In accordance with usual commercial practice, the insurance contract prohibits disclosure of details relating to the nature of the liabilities covered by the insurance, the limit of indemnity and the amount of the premium paid under the contract.

Provided the officers of the Responsible Entity act in accordance with the REIT's constitutions and the *Corporations Act 2001*, the officers are indemnified out of the assets of the REIT against losses incurred while acting on behalf of the REIT. The insurance does not provide cover for the independent auditors of the REIT or of a related body corporate of the REIT. The REIT indemnifies the auditor (PricewaterhouseCoopers Australia) against any liability (including legal costs) for third party claims arising from a breach by the REIT of the auditor's engagement terms, except where prohibited by the *Corporations Act 2001*.

Fees Paid to and Interests Held in the REIT by the Responsible Entity or its Associates

Base management fees of \$9,623,524 (2021: \$7,156,752) and other fees of \$5,659,102 (2021: \$5,549,972) were paid or are payable to the Responsible Entity, its associates or third party service providers for the services provided during the year, in accordance with the REIT's constitution as disclosed in Note D1 to the consolidated financial statements.

The interests in the REIT held by the Responsible Entity or its associates as at 30 June 2022 and fees paid to its associates during the year are disclosed in Note D1 to the consolidated financial statements.

Interests in the REIT

The movement in units of the REIT during the year is set out below:

	2022	2021
Units on issue at the beginning of the year	362,627,160	359,351,359
Units issued during the year via distribution reinvestment plan	2,848,845	3,275,801
Units on issue at the end of the year	365,476,005	362,627,160

Environmental Regulations

The REIT is not subject to any significant environmental regulations under Commonwealth, State or Territory legislation other than those relevant to the specific assets held by the REIT. However, the Directors believe that the REIT has adequate systems in place for the management of its environmental requirements and is not aware of any breach of those environmental requirements as they apply to the REIT.

Information on Current Directors

Director	Experience	Special responsibilities	Interest in units of the REIT
Grant Hodgetts	Appointed 24 October 2012 Grant has been involved in real estate and funds management since 1979. He is currently Non-Executive Chairman of Charter Hall FLK Funds Management Limited, Non-Executive Chairman of Charter Hall Social Infrastructure Limited, Director of Bethley Group Pty. Limited and a Director of Woodstock Holdings Pty Ltd. Between early 2006 and 2010, he held various positions within the Investment and Funds Management Division of Mirvac Limited including that of CEO, Australia for Mirvac Investment Management. Prior to joining Mirvac, he was Head of Property in the Specialised Capital Group of Westpac Institutional Bank; a Division Director of Property Investment Banking at Macquarie Bank; a Director of Richard Ellis (Vic) Pty Ltd; and an executive of the AMP Society's Property Division. Holding a Bachelor of Arts (Legal Studies and Economics) from La Trobe University, an Associate Diploma in Valuations from RMIT and an Advanced Certificate in Business Studies (Real Estate), also from RMIT, he is an Associate of the Australian Property Institute, a licensed real estate agent in Victoria and a member of the Australian Institute of Company Directors. He was a founding Director of the Property Industry Foundation in Victoria.	Chairman, Member of Audit, Risk and Compliance Committee	50,951

Director	Experience	Special responsibilities	Interest in units of the REIT
Michael Johnstone	<p>Appointed 22 December 2004</p> <p>Michael has 45 years of global experience in Chief Executive and General Management roles and more recently in company directorships. His two principal corporate executive engagements have been with Jennings Industries Ltd and the National Australia Banking Group. At Jennings, he was successively General Manager of AVJennings Homes, General Manager Commercial Property, CEO of Jennings Properties Limited (Centro etc) and President Jennings USA. Within NAB, he was Global General Manager Real Estate for commercial property lending and corporate property investment. He has extensive experience in mergers and acquisitions, capital raising, property investment and funds management. In the not-for-profit sector he has chaired the Cairnmillar Institute and been a board member of the Salvation Army and Yarra Community Housing. He is currently a Non-Executive Director of Dexu Convenience Retail REIT (DXC) and Dexu Industrial REIT (DXI), and in the private sector a Non-Executive Director of Dennis Family Holdings and Chairman of Dennis Family Homes.</p>	Chairman of Audit, Risk & Compliance Committee	84,728
Kate Melrose	<p>Appointed 11 March 2020</p> <p>Kate has 30 years experience in ASX listed and private property sectors with a background in valuation, transactions and creating large urban communities and social infrastructure assets. She is an experienced executive and spent 14 years with Lendlease in positions as development director, global strategic marketing manager, business strategy, product innovation and revenue, customer insights and market gap analysis. Her prior experience spans residential and mixed-use development, retirement, aged care and lifestyle communities with Greengate, Mark Moran Vaucluse and Ingenia. Kate is an Executive with Ingenia Communities (ASX:INA), is General Manager-Sales and a Director on the Sungeia Group Board and the tech transformation steerco.</p> <p>Kate is a graduate of Australian Institute of Company Directors (GAICD), holds a Bachelor of Business (Land Economics), a Real Estate Licence (NSW), is a member of UDIA and committee member of API and has completed the Melbourne Business School - Leading for Organisational Change; Corporate Real Estate Certificate and Artificial Intelligence and Machine Learning Masterclass from UTS.</p>	Member of Audit, Risk and Compliance Committee	32,031
Sean McMahon	<p>Appointed 17 December 2018</p> <p>Sean has 30 years of property and investment banking experience in the real estate sector and is active in the listed, wholesale and direct capital markets. Sean is responsible for Charter Hall Group's strategy and balance sheet investments, mergers and acquisitions, with oversight for multi sector disciplines including property transactions, together with corporate development. He brings a wealth of experience across investment markets, diversified across office, industrial and retail sectors, and has been responsible for driving the development of corporate strategies, capital allocation and reinvestment programs. Prior to joining Charter Hall, Sean worked at national diversified property group Australand (now Frasers) as Chief Investment Officer and was previously responsible for investment and development for all commercial, industrial and retail property. Prior to joining Frasers, Sean spent seven years at Macquarie Bank as a senior executive in the Property Investment Banking division undertaking property finance, structured finance, funds management and joint venture transactions.</p>	Nil	58,800

Director	Experience	Special responsibilities	Interest in units of the REIT
Miriam Patterson	Appointed 9 September 2020 Miriam is the Head of Office Partnerships at Charter Hall, responsible for the management of over \$9 billion of wholesale office portfolios on behalf of wholesale investors. Prior to this Miriam was Fund Manager for Charter Hall's Direct business, with over \$8 billion of funds under management. She was responsible for growing the institutional quality of investments available to retail investors. Before joining Charter Hall Direct, Miriam worked at Telstra Super as Head of Real Assets, overseeing a \$4 billion real estate and infrastructure portfolio. Prior to this Miriam worked at Hastings Funds Management Ltd where she worked across asset management and transactions. Miriam has over 15 years' experience in property and infrastructure and is a member of the Australian Institute of Company Directors and member of the Institute of Chartered Accountants Australia and New Zealand.	Nil	Nil

Meetings of Directors

Name	Full meetings of Directors		Meetings of Audit, Risk and Compliance Committee	
	Eligible to attend	Attended	Eligible to attend	Attended
Grant Hodgetts	9	9	4	4
Michael Johnstone	9	9	4	4
Kate Melrose	9	8	4	4
Sean McMahon	9	9	—	—
Miriam Patterson	9	8	—	—

Company Secretary

Mark Bryant was appointed as Company Secretary for the REIT on 7 November 2018.

Mark holds a Bachelor of Business (Accounting), a Bachelor of Laws (Hons), a Graduate Certificate in Legal Practice, and is admitted as a lawyer of the Supreme Court of NSW. Mark has over 15 years' experience as a lawyer, including advising on listed company governance, securities law, funds management, real estate and general corporate law.

Mark is the Group General Counsel and Company Secretary for the Charter Hall Group.

Non-Audit Services

The Responsible Entity may decide to employ the auditor (PricewaterhouseCoopers) on assignments in addition to the statutory audit duties where the auditor's expertise and experience with the REIT are important.

Details of the amounts paid to the auditor for audit and non-audit services provided during the year are disclosed in Note D6 to the consolidated financial statements.

The Board of Directors has considered the position and, in accordance with the advice received from the Audit, Risk and Compliance Committee, is satisfied that the provision of the non-audit services is compliant with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the provision of non-audit services by the auditor, as set out in Note D6 to the consolidated financial statements, did not compromise the auditor's independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the Audit, Risk and Compliance Committee to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in Accounting Professional and Ethical Standards Board APES 110 *Code of Ethics for Professional Accountants*.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 33.

Rounding of Amounts

As permitted by ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 issued by the Australian Securities and Investments Commission relating to the 'rounding off' of amounts in the Directors' report and consolidated financial statements. Amounts in the Directors' report and consolidated financial statements have been rounded to the nearest hundred thousand dollars, unless otherwise indicated.

This report is made in accordance with a resolution of the Board of Directors.

Directors' Authorisation

The Directors' report is made in accordance with a resolution of the Directors. The consolidated financial statements were authorised for issue by the Directors on 15 August 2022. The Directors have the power to amend and re-issue the consolidated financial statements.



Grant Hodgetts
Chair
Melbourne
15 August 2022



Auditor's Independence Declaration

As lead auditor for the audit of Charter Hall Social Infrastructure REIT for the year ended 30 June 2022, I declare that to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Charter Hall Social Infrastructure REIT and the entities it controlled during the period.

A handwritten signature in blue ink that reads 'A S Wood'.

A S Wood
Partner
PricewaterhouseCoopers

Sydney
15 August 2022

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Consolidated statement of comprehensive income

	Notes	2022 \$'m	2021 \$'m
Revenue			
Property income	A1	102.1	88.2
Distribution income		1.9	2.2
Interest income		—	0.2
Total revenue		104.0	90.6
Other income			
Net fair value gain on investment properties	B1	261.5	101.9
Net fair value gain from derivative financial instruments	C3	19.2	2.4
Share of equity accounted profit	B2	12.1	11.0
Total revenue and other income		396.8	205.9
Expenses			
Property expenses		(15.1)	(15.5)
Fund management fees	D1	(9.6)	(7.2)
Finance costs		(11.1)	(6.8)
Administration and other expenses		(2.4)	(2.0)
Realised and unrealised foreign exchange losses		(0.1)	(0.3)
Total expenses		(38.3)	(31.8)
Profit for the year		358.5	174.1
Other comprehensive income			
Gain on revaluation of financial assets	B3	8.1	16.8
Other comprehensive income		8.1	16.8
Total comprehensive income for the year		366.6	190.9
Basic and diluted earnings per ordinary unitholder of the REIT			
Earnings per unit (cents)	A2	98.4	48.2

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

Consolidated balance sheet

	Notes	2022 \$'m	2021 \$'m
Assets			
Current assets			
Cash and cash equivalents		10.5	5.3
Receivables	D2	2.0	7.3
Other assets	D2	4.0	1.4
Investment properties held for sale	B1	7.7	–
Total current assets		24.2	14.0
Non-current assets			
Investment properties	B1	1,938.2	1,448.0
Investment accounted for using equity method	B2	45.3	35.3
Investment in financial assets	B3	51.5	43.4
Derivative financial instruments	C3	22.0	1.3
Total non-current assets		2,057.0	1,528.0
Total assets		2,081.2	1,542.0
Liabilities			
Current liabilities			
Trade and other payables	D2	17.8	30.2
Distribution payable	A2	16.1	29.4
Lease liabilities	D3	1.2	1.3
Other liabilities	D2	1.5	1.1
Total current liabilities		36.6	62.0
Non-current liabilities			
Borrowings	C2	548.1	297.1
Lease liabilities	D3	3.7	4.6
Total non-current liabilities		551.8	301.7
Total liabilities		588.4	363.7
Net assets		1,492.8	1,178.3
Equity			
Contributed equity	C4	640.6	629.9
Reserves	C4	30.0	21.9
Undistributed profits		822.2	526.5
Total equity		1,492.8	1,178.3

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

Consolidated statement of changes in equity

	Notes	Contributed equity \$'m	Reserves \$'m	Undistributed profits \$'m	Total \$'m
Total equity at 1 July 2020		620.8	15.2	413.7	1,049.7
Profit for the year		–	–	174.1	174.1
Other comprehensive income		–	16.8	–	16.8
Total comprehensive income for the year		–	16.8	174.1	190.9
Transfer of reserves	C4	–	(10.1)	10.1	–
Transactions with unitholders in their capacity as unitholders					
- Contributions of equity, net of issue costs	C4	9.1	–	–	9.1
- Distributions paid and payable	A2	–	–	(71.4)	(71.4)
Total equity at 30 June 2021		629.9	21.9	526.5	1,178.3
Total equity at 1 July 2021		629.9	21.9	526.5	1,178.3
Profit for the year		–	–	358.5	358.5
Other comprehensive income		–	8.1	–	8.1
Total comprehensive income for the year		–	8.1	358.5	366.6
Transactions with unitholders in their capacity as unitholders					
- Contributions of equity, net of issue costs	C4	10.7	–	–	10.7
- Distributions paid and payable	A2	–	–	(62.8)	(62.8)
Total equity at 30 June 2022		640.6	30.0	822.2	1,492.8

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated cash flow statement

	Notes	2022 \$'m	2021 \$'m
Cash flows from operating activities			
Property income received		106.0	94.3
Property expenses paid		(16.5)	(16.5)
Fund management fees paid		(9.9)	(7.4)
Administration and other expenses paid		(2.7)	(2.1)
Net GST paid with respect to operating activities		(4.2)	(10.2)
Distributions received from interest in financial assets and joint ventures		4.9	4.4
Interest received		–	0.2
Finance costs paid		(12.8)	(6.6)
Net cash flows from operating activities	A3	64.8	56.1
Cash flows from investing activities			
Net proceeds from sale of investment properties		8.2	84.4
Payments for investment properties		(254.1)	(197.6)
Proceeds from sale of financial assets		–	18.3
Net cash flows from investing activities		(245.9)	(94.9)
Cash flows from financing activities			
Proceeds from borrowings		280.0	115.0
Repayment of borrowings		(27.0)	(101.0)
Payments for derivative financial instruments		(1.4)	–
Distributions paid (net of DRP)		(65.3)	(45.5)
Net cash flows from financing activities		186.3	(31.5)
Net increase/(decrease) in cash held		5.2	(70.3)
Cash and cash equivalents at the beginning of the year		5.3	75.6
Cash and cash equivalents at the end of the year		10.5	5.3

The above consolidated cash flow statement should be read in conjunction with the accompanying notes.

Non-cash financing and investing activities

The following non-cash financing activities are not reflected in the statement of cash flows:

	Notes	2022 \$'m	2021 \$'m
Distributions by the REIT during the year satisfied by the issue of units under the DRP	C4	10.7	9.1

About this report

The notes to these consolidated financial statements include additional information which is required to understand the operations, performance and financial position of the REIT. They are organised in four key sections:

- A. REIT performance** – provides key metrics used to measure financial performance.
- B. Property portfolio assets** – explains the structure of the investment property portfolio and investments in joint ventures and financial assets.
- C. Capital structure and financial risk management** – details of how the REIT manages its exposure to various financial risks.
- D. Further information** – provides additional disclosures not included in previous sections but relevant in understanding the consolidated financial statements.

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Critical accounting estimates and judgements

The preparation of the consolidated financial statements in conformity with Australian Accounting Standards requires the use of certain critical accounting estimates and management to exercise its judgement in the process of applying the REIT's accounting policies.

The areas involving significant estimates or judgements are:

- Fair value estimation – B1 Investment properties

A. REIT performance

This section provides additional information on the key financial metrics used to define the results and performance of the REIT, including: operating earnings by segment, net property income, distributions and earnings per unit.

Operating earnings is a financial measure which represents profit under Australian Accounting Standards adjusted for net fair value movements, non-cash accounting adjustments such as straight lining of rental income and amortisations and other unrealised or one-off items that are not in the ordinary course of business or are capital in nature. Operating earnings includes the rental revenue recognised in respect of tenants who have been (or will be) provided with rent free incentives as a result of COVID-19. This approach is consistent with the REIT's treatment of rent free incentives provided in the ordinary course of its operations, which are amortised over the term of the lease.

The inclusion of operating earnings as a measure of the REIT's profitability provides investors with the same basis that is used internally for evaluating operating segment performance. Operating earnings is used by the Board to make strategic decisions and as a guide to assessing an appropriate distribution to declare.

A1. Segment information

(a) Description of segments

The Directors of the Responsible Entity have determined the operating segments based on the reports reviewed by the chief operating decision maker, being the Board of the Responsible Entity. The REIT has one operating segment being the investment in social infrastructure properties in Australia.

(b) Segment information provided to the Board

The operating earnings reported to the Board for the operating segment for the years ended 30 June 2022 and 30 June 2021 are as follows:

	2022 \$'m	2021 \$'m
Property lease revenue	96.3	83.7
Services income	5.8	4.5
Property income	102.1	88.2
Non-cash adjustments	(5.0)	(2.9)
Ground rent on leasehold properties	(1.4)	(1.4)
Share of net property income from joint venture	2.7	2.7
Property expenses	(15.1)	(15.5)
Other	1.2	0.9
Net property income	84.5	72.0
Distribution income	1.9	2.2
Interest income	—	0.2
Fund management fees	(9.6)	(7.2)
Finance costs	(11.5)	(7.2)
Administration and other expenses	(2.4)	(2.0)
Operating earnings	62.9	58.0

The table below sets out top three tenants' contribution to Net property income:

Tenant	2022 %	2021 %
Goodstart Early Learning Limited	39%	42%
Only About Children	9%	9%
G8 Education Limited	9%	8%

All of the tenants above are experienced childcare centre operators. The leases contain security clauses in the form of a bank guarantee to be provided by its tenants, typically 6 months rent.

A reconciliation between operating earnings to the statutory profit is set out below:

	2022 \$'m	2021 \$'m
Operating earnings	62.9	58.0
Net fair value movements on investment properties	269.9	110.0
Net fair value movements on derivative financial instruments	20.3	2.6
Straightlining of rental income, amortisation of lease fees and incentives	5.5	3.5
Ground rent on leasehold properties	1.4	1.4
Interest on lease liabilities	(0.2)	(0.2)
Unrealised/realised foreign exchange losses	(0.1)	(0.3)
Other	(1.2)	(0.9)
Statutory profit for the year	358.5	174.1
Basic weighted average number of units (millions)	364.4	361.4
Basic earnings per unit (cents)	98.4	48.2
Operating earnings per unit (cents)	17.3	16.0
Distribution per unit (cents)	17.2	19.7

Property lease revenue

Property lease revenue represents income earned from the long-term rental of REIT properties and is recognised on a straight line basis over the lease term. The portion of rental income relating to fixed increases in operating lease rentals in future years is recognised as a separate component of investment properties.

Minimum lease payments to be received includes future amounts to be received on non-cancellable operating leases, not recognised in the consolidated financial statements at balance date. The lease payments will be accounted for as property rental income as it is earned. Amounts receivable under non-cancellable operating leases where the REIT's right to consideration for a service directly corresponds with the value of the service provided to the customer have not been included (for example, variable amounts payable by tenants for their share of the operating costs of the asset).

Minimum lease payments under non-cancellable operating leases of investment properties not recognised in the consolidated financial statements as receivable are as follows:

	2022 \$'m	2021 \$'m
Less than 1 year	100.1	81.5
1 - 2 years	101.2	82.1
2 - 3 years	102.7	83.8
3 - 4 years	102.1	85.1
4 - 5 years	102.1	84.0
Over 5 years	1,148.8	1,031.7
Total	1,657.0	1,448.2

Lease modification

Rent free incentives agreed by 30 June have been treated as lease modifications. The impact of modification accounting is that the reduced rental income will be recognised on a straight-line basis over the remaining lease term. If agreements were not finalised by 30 June the equivalent of the rent free incentive has been expensed as provision for rent relief.

Services income

Services income principally includes non-lease income derived under lease agreements with tenants. Non-lease income relates to the proportion of property operating costs which are recoverable from tenants in accordance with lease agreements and relevant legislative acts.

Property expenses

Property expense includes rates, taxes and other property outgoings incurred in relation to investment properties where such expenses are the responsibility of the REIT, are recognised on an accruals basis.

A2. Distributions and earnings per unit

(a) Distributions paid and payable

	2022			2021		
	Number of units on issue	Cents Per Unit	\$'m	Number of units on issue	Cents Per Unit	\$'m
30 September	363,712,112	4.18	15.2	360,371,362	3.75	13.6
31 December	364,150,027	4.22	15.4	361,255,506	3.75	13.6
31 March	364,786,804	4.40	16.1	361,963,847	4.10	14.8
30 June*	365,476,005	4.40	16.1	362,627,160	8.10	29.4
Total distributions		17.20	62.8		19.70	71.4

* The 30 June 2021 distribution of 8.10 cents per unit included a special distribution of 4.0 cents per unit.

Pursuant to the REIT's constitution, the amount distributed to unitholders is at the discretion of the Responsible Entity. The Responsible Entity uses operating earnings (refer to Note A1) as a guide to assessing an appropriate distribution to declare.

A liability is recognised for the amount of any distribution declared by the REIT on or before the end of the reporting period but not distributed at balance date.

Under current Australian income tax legislation, the REIT is not liable to pay income tax provided the trustee has attributed all the taxable income of the REIT to unitholders.

(b) Earnings per unit

	2022	2021
Basic and diluted earnings		
Earnings per unit (cents)	98.4	48.2
Operating earnings per unit (cents)	17.3	16.0
Earnings used in the calculation of basic and diluted earnings per unit		
Net profit for the year (\$'m)	358.5	174.1
Operating earnings for the year (\$'m)	62.9	58.0
Weighted average number of units used in the calculation of basic and diluted earnings per unit (millions)*	364.4	361.4

* Weighted average number of units is calculated from the date of issue.

Basic earnings per unit is determined by dividing the profit by the weighted average number of ordinary units on issue during the year.

Operating earnings per unit is determined by dividing the operating earnings by the weighted average number of ordinary units on issue during the year.

Diluted earnings per unit is determined by dividing the profit by the weighted average number of ordinary units and dilutive potential ordinary units on issue during the year. The REIT has no dilutive or convertible units on issue.

A3. Reconciliation of net profit to operating cash flows

(a) Reconciliation of net profit to net cash flows from operating activities

	Notes	2022 \$'m	2021 \$'m
Net profit		358.5	174.1
<i>Non-cash items</i>			
Straightlining and amortisation of leasing fees and lease incentives		(5.0)	(2.9)
Share of unrealised net (profit)/loss on investment in joint venture entities		(10.0)	(8.9)
Net fair value movement on investment properties		(261.5)	(101.9)
Net fair value gain/(loss) on derivative financial instruments		(19.2)	(2.4)
Amortisation of borrowing costs		1.3	1.4
Unrealised foreign exchange loss		0.1	0.3
Ground rent on leasehold properties & interest on lease liabilities		(1.2)	(1.2)
(Increase) / decrease in trade and other receivables		(1.1)	(0.3)
Increase / (decrease) in trade and other payables		2.9	(2.1)
Net cash flows from operating activities		64.8	56.1

B. Property portfolio assets

The REIT's property portfolio assets comprise directly held investment properties and indirectly held interests in investment property held through joint venture and financial asset. Investment properties comprise investment interests in land and buildings held for long term rental yields, including properties that are under development for future use as investment properties. Investment in joint venture is comprised of indirect interest in investment property held by a separate legal entity to the REIT. Investment in financial asset at fair value comprise investment in listed security.

The following table summarises the property portfolio assets detailed in this section, including those directly owned and the REIT's ownership share of the property indirectly held:

	Notes	2022 \$'m	2021 \$'m
Current assets			
Assets held for sale	B1	7.7	–
Total current assets		7.7	–
Non-current assets			
Investment properties	B1	1,938.2	1,448.0
Investment in joint venture	B2	45.3	35.3
Investment in financial assets at fair value	B3	51.5	43.4
Total non-current assets		2,035.0	1,526.7
Property portfolio assets, including interests in joint venture and financial assets		2,042.7	1,526.7

B1. Investment properties

Investment properties

Initially, investment properties are measured at cost including transaction costs. Subsequent to initial recognition, the investment properties are then stated at fair value. Revaluation gains and losses are included in the consolidated statement of comprehensive income in the year in which they arise.

Assets held for sale

Assets which are classified as held for sale are classified as current assets as it is expected they will be divested within the coming reporting period. Each asset is for sale in its current condition and is subject to an active marketing campaign or has an executed sales contract.

Development properties

The total cost of a development property is generally capitalised to its carrying value until development is complete. At the commencement of a development project, an estimated valuation on completion is obtained and the capitalised costs during the project are monitored against this initial valuation.

At each reporting date, the carrying values of development properties are reviewed to determine whether they are in excess of their fair value. Where appropriate, a write-down is made to reflect fair value.

Post completion, the property is externally valued with a full formal report and thereafter the stabilised asset valuation process applies.

(a) Reconciliation of the carrying amount of investment properties at the beginning and end of year

	2022 \$'m	2021 \$'m
Movements during the financial year		
Balance at the beginning of the year	1,448.0	1,201.3
Additions*	228.2	217.5
Acquisition and disposal costs incurred	12.0	7.3
Disposal of properties	(8.8)	(82.0)
Reclassification to asset held for sale	(7.7)	–
Revaluation of right-of-use assets	(1.0)	0.4
Revaluation increment	279.5	110.8
Revaluation decrement attributable to acquisition and disposal costs, straightlining of rental income, and amortisation of incentives and leasing fees	(17.0)	(10.2)
Straightlining of rental income, amortisation of incentives and leasing fees	5.0	2.9
Carrying amount at the end of the year	1,938.2	1,448.0

* Includes \$1.2 million (2021: \$2.1 million) of interest capitalised on investment properties. Capitalised interest was calculated using 2.6% (2021: 3.2%), being the weighted average interest rate applicable to the REIT's borrowings during the year.

(b) Valuation process

The Responsible Entity conducts an investment property valuation process on a semi-annual basis. Valuations are performed either by independent professionally qualified external valuers or by Charter Hall's internal valuers who hold recognised relevant professional qualifications. Fair value is determined using a combination of one or more of the following methods, discounted cash flow (DCF), income capitalisation and comparable sales.

Each investment property is valued by an independent external valuer at least once every 12 months, or earlier, where the Responsible Entity deems it appropriate or believes there may be a material change in the carrying value of the property. Independent valuers are engaged on a rotational basis. If a property is not externally valued at balance date, an internal valuation is performed.

As at 30 June 2022, 100% (2021: 63%) of non-development investment properties, including the property held by the joint venture, were externally valued, with the exception of childcare developments completed since December 2021 valued at the point of completion.

(c) Valuation techniques and key judgements

In determining fair value of investment properties, management has considered the nature, characteristics and risks of its investment properties. Such risks include but are not limited to the property cycle and the current and future macro-economic environment. In particular, the impact on the underlying tenant businesses was considered.

The table below identifies the inputs, which are not based on observable market data, used to measure the fair value (level 3) of the investment properties, excluding development properties:

	Fair value \$'m	Net Market Rent (\$ sq.m./p.a)*	Adopted capitalisation rate (% p.a)*	Adopted terminal yield (% p.a)**	Adopted discount rate (% p.a)**
2022	1,890.7	162 – 1,688	3.50 - 6.50	4.50 - 4.97	5.75 - 5.75
2021	1,340.0	116 – 1,513	3.25 - 7.75	5.00 - 6.00	6.00 - 6.25

* Applicable to all non-childcare and freehold childcare social infrastructure assets. Leasehold childcare assets are excluded from this metric. Fair value of leasehold childcare assets is \$24.9 million (30 June 2021: \$31.4 million) which have an average passing yield of 17.8% (30 June 2021: 13.9%) and an average passing rent (\$ per licence place/p.a.) of \$229 (30 June 2021: \$220).

** Applicable to all non-childcare social infrastructure assets. All childcare assets are excluded from this metric.

Term	Definition
Discounted Cash Flow (DCF) method	A method in which a discount rate is applied to future expected income streams to estimate the present value.
Income capitalisation method	A valuation approach that provides an indication of value by converting future cash flows to a single current capital value.
Net market rent	A net market rent is the estimated amount for which a property or space within a property should lease between a willing lessor and a willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and wherein the parties have each acted knowledgeably, prudently and without compulsion. In a net rent, the owner recovers outgoings from the tenant on a pro-rata basis (where applicable).
Capitalisation rate	The return represented by the income produced by an investment, expressed as a percentage.
Terminal yield	A percentage return applied to the expected net income following a hypothetical sale at the end of the cash flow period.
Discount rate	A rate of return used to convert a future monetary sum or cash flow into present value.

Sensitivity analysis

The REIT considers capitalisation rates the most significant assumption that is subject to estimation uncertainty given the nature of its portfolio. Accordingly, sensitivities to the fair value of investment properties (including those owned by the REIT's joint ventures) have been provided around reasonable possible movements in the capitalisation rate.

If the capitalisation rate expanded by 25 basis points, fair value of all wholly owned investment properties (excluding leasehold childcare assets and childcare development assets) would reduce by \$97.2 million from the fair value as at 30 June 2022 (including the REIT's share of joint venture property \$101.5 million). If the capitalisation rate compressed by 25 basis points, the fair value would increase by \$108.1 million from the fair value as of 30 June 2022 (including the REIT's share of joint venture property \$113.0 million).

Movement in the inputs is likely to have an impact on the fair value of investment properties. An increase in net market rent will likely lead to an increase in fair value. A decrease in adopted capitalisation rate, adopted terminal yield or adopted discount rate will likely lead to an increase in fair value.

B2. Investment accounted for using equity method

The REIT accounts for its investment in the joint venture entity using the equity method. The REIT exercises joint control over the joint venture entity, but neither the REIT nor its joint venture partner has control in their own right, irrespective of their ownership interest. The principal activity of the joint venture entity during the period was property investment.

The REIT regularly reviews its equity accounted investment for impairment by reference to changes in circumstances or contractual arrangements, external independent property valuations and market conditions, using generally accepted market practices. The CH BBD Holding Trust's sole investment property was independently valued at 30 June 2022. When a recoverable amount is estimated through a value in use calculation, critical judgements and estimates are made regarding future cash flows and an appropriate discount rate.

Information relating to the joint venture entity is detailed below:

Name of entity	Properties	2022 Ownership %	2021 Ownership %	2022 \$'m	2021 \$'m
CH BBD Holding Trust	Brisbane Bus Depot, Brisbane QLD	50.0%	50.0%	45.3	35.3
				45.3	35.3

(a) Gross equity accounted value of investment in joint venture entity

	2022 \$'m	2021 \$'m
Balance at the beginning of the year	35.3	26.4
Share of equity accounted profit	12.1	11.0
Distributions received and receivable	(2.1)	(2.1)
Balance at the end of the year	45.3	35.3

(b) Share of results attributable to joint venture entity

The tables following provide summarised information about the financial performance of the joint venture entity as a whole as at 30 June 2022

	2022 \$'m	2021 \$'m
Summarised balance sheet:		
Cash and cash equivalents	1.4	2.2
Other current assets	0.4	0.5
Non-current assets	140.0	122.0
Derivative financial instruments - non-current assets	1.4	—
Current liabilities	(0.6)	(2.3)
Derivative financial instruments - non-current liabilities	—	(0.7)
Borrowings - non-current liabilities	(52.0)	(51.1)
Net assets	90.6	70.6
REIT's share in %	50	50
REIT's share of net assets	45.3	35.3
Summarised statement of comprehensive income:		
Revenue	6.9	6.9
Interest expense	(1.3)	(1.2)
Profit for the year	24.2	22.0
Total comprehensive income	24.2	22.0
REIT's share of total comprehensive income	12.1	11.0
REIT's share of distribution	2.1	2.1

B3. Investments in financial assets

	2022 \$'m	2021 \$'m
Units in listed securities (Arena REIT - ASX:ARF) - at fair value	51.5	43.4
Balance at the end of the year	51.5	43.4
Movements:		
Balance at the beginning of the year	43.4	44.9
Disposals	—	(18.3)
Net fair value movement on investments	8.1	16.8
Balance at the end of the year	51.5	43.4

Listed securities are valued at the closing bid price on the last business day of the financial year (Level 1 on the fair value hierarchy).

When securities increase in fair value, the increments are recognised directly in Other Comprehensive Income. When securities are sold, the accumulated fair value adjustments recognised in Other Comprehensive Income is reclassified into Undistributed profit. Distribution income from financial assets is recognised in the Consolidated Statement of Comprehensive Income as part of revenue when the REIT's right to receive payments is established.

B4. Commitments and contingent liabilities

The REIT and joint venture entities may enter into contracts for the acquisition, construction and development of properties in Australia. As at 30 June 2022, the REIT had entered into contracts to purchase two childcare and a social infrastructure property for a total value of \$60.7 million (excluding deposits paid) expected to settle in the September 2022 quarter. The commitments of the REIT in relation to development contracts are \$13.2 million (30 June 2021: \$33.0 million). In addition, capital incentive commitments under lease agreements are \$20.0 million (30 June 2021: \$14.5 million).

As at 30 June 2022, the REIT has no contingent liabilities (30 June 2021: nil).

The REIT's share in the commitments and contingent liabilities of joint venture entities, other than those described above, total nil (30 June 2021: nil).

C. Capital structure and financial risk management

The REIT's activities expose it to numerous external financial risks such as market risk, credit risk and liquidity risk. This section explains how the REIT utilises its risk management framework to reduce volatility from these external factors. The Responsible Entity also protects assets of the REIT by taking out insurance with creditworthy insurers.

C1. Capital risk management

The Responsible Entity's objective when managing capital is to ensure the REIT continues as a going concern as well as to maintain optimal returns to Unitholders and benefits for other stakeholders. The Responsible Entity also aims to maintain a capital structure that ensures the lowest cost of capital available to the REIT.

The REIT sources its capital through:

- debt sourced from a diverse mix of local banks and institutions; and
- the listed Australian equity market.

The REIT is able to alter its capital mix by issuing new units, utilising the DRP, electing to have the DRP underwritten, adjusting the amount of distributions paid, activating a unit buyback program or selling assets to reduce borrowings.

The REIT's capital management approach is regularly reviewed by management and the Board to ensure compliance with gearing, interest cover ratios and other covenants within approved limits and continuing to operate as a going concern.

The REIT has a target long term gearing range of 30% to 40% of debt to total assets.

C2. Borrowings and liquidity

(a) Borrowings

Borrowings are initially recognised at fair value, estimated by comparing the margin on the facility to the pricing of a similar facility in the current market, and subsequently measured at amortised cost using the effective interest rate method. Under the effective interest rate method, any transaction fees, costs, discounts and premiums directly related to the borrowings are recognised in profit or loss over the expected life of the borrowings.

All borrowings are classified as non-current liabilities as they have maturities greater than 12 months.

	2022		2021	
	Total carrying amount \$'m	Fair value \$'m	Total carrying amount \$'m	Fair value \$'m
Bilateral term facilities	553.0	550.0	300.0	302.0
Unamortised borrowing cost	(4.9)		(2.9)	
Total	548.1		297.1	
Balance available for drawing	247.0		300.0	

During the year, the REIT increased its debt facilities from \$600 million to \$800 million. As at 30 June 2022, the weighted average debt expiry is 3.9 years. Key covenants are Loan to Value Ratio of 50% and Interest Cover Ratio being greater than 2.0 times. As at 30 June 2022, the REIT complied with all of its debt covenant ratios and obligations.

Assets Pledged as Security

A Security Trustee has been appointed to administer the security arrangements of the REIT and to facilitate any future debt issuing on behalf of the REIT. Financiers share security in the form of real property mortgages. In addition, the Security Trustee has a registered security interest over the assets of the REIT as further security.

	2022 \$'m	2021 \$'m
Assets pledged as security:		
Collateral that has been pledged for secured liabilities is as follows:		
i) Financial assets pledged		
Cash and cash equivalents	10.5	5.3
Trade and other receivables	2.0	7.3
Financial assets	51.5	43.4
ii) Other assets pledged		
Other current assets	4.0	1.4
Investment properties	1,941.0	1,442.1
Total assets pledged	2,009.0	1,499.5

The principal terms and conditions with respect to the assets pledged are:

- to conduct the business of the REIT (including collecting debts owed) in a proper, orderly and efficient manner;
- not, without lenders' consent, to cease conducting the business of the REIT; and
- not, without lenders' consent (such consent not to be unreasonably withheld) raise any Financial Accommodation from any other party other than Permitted Financial Accommodation or give any Encumbrance over REIT Assets as security for Financial Accommodation other than Permitted Financial Accommodation.

Bilateral term facilities

	Maturity date	Facility limit \$'m	Utilised amount \$'m
June 2022			
Bank Facilities	January 2025	100.0	100.0
	February 2025	100.0	100.0
	December 2026	200.0	200.0
	January 2027	150.0	–
	February 2027	150.0	53.0
Institutional term loan	August 2025	100.0	100.0
		800.0	553.0
June 2021			
Bank Facilities	May 2024	200.0	200.0
	May 2026	200.0	–
	June 2026	100.0	–
Institutional term loan	August 2025	100.0	100.0
		600.0	300.0

Net debt reconciliation

The table below sets out an analysis of net debt and the movements in net debt during the year.

	2020 \$'m	Movement in borrowing costs \$'m	Movement in cash \$'m	2021 \$'m	Movement in borrowing costs \$'m	Movement in cash \$'m	2022 \$'m
Bank debt	286.0	–	14.0	300.0	–	253.0	553.0
Borrowing costs	(3.4)	0.5	–	(2.9)	(2.0)	–	(4.9)
Total borrowings	282.6	0.5	14.0	297.1	(2.0)	253.0	548.1
Cash	(75.6)	–	70.3	(5.3)	–	(5.2)	(10.5)
Net debt	207.0	0.5	84.3	291.8	(2.0)	247.8	537.6

Borrowing in Joint Ventures

During the year, CH BBD Holding Trust increased its debt facility by \$1 million to \$52.3 million and extended the term to August 2027 (CQE share: \$26.15 million).

(b) Finance costs

	2022 \$'m	2021 \$'m
Finance costs paid or payable	12.3	8.9
Less: Capitalised finance costs	(1.2)	(2.1)
	11.1	6.8

Borrowing costs associated with development properties are capitalised based on the weighted average interest rate as part of the cost of that asset during the period that is required to complete and prepare the asset for its intended use. The weighted average interest rate takes into consideration the REIT's interest rate hedging profile, term debt and liquidity costs.

C3. Derivative financial instruments

(a) Derivative financial instruments

The REIT uses derivatives to hedge its exposure to interest rates. Derivative financial instruments are measured and recognised at fair value on a recurring basis.

Amounts reflected in the consolidated financial statements are as follows:

Consolidated balance sheet

	2022 Asset \$'m	Liability \$'m	2021 Asset \$'m	Liability \$'m
Non-current				
Interest rate swaps	17.7	–	1.3	–
Interest rate cap ¹	4.3	–	–	–
Total non-current derivative financial instruments	22.0	–	1.3	–
Total derivative financial assets	22.0	–	1.3	–

¹In December 2021, the REIT entered into a five-year \$100 million interest rate cap of 3.00%.

Interest rate swaps

As at balance date the notional principal amounts and periods of expiry of the interest rate swap contracts which are linked to floating rates are as follows:

	1 year or less \$'m	1 - 2 years \$'m	2 - 3 years \$'m	3 - 4 years \$'m	4 - 5 years \$'m	More than 5 years \$'m	Total \$'m
2022	–	–	65.0	160.0	–	–	225.0
2021	–	–	–	65.0	160.0	–	225.0

At 30 June 2022, the weighted average fixed rate under interest rate swap is 0.54% per annum (2021: 0.54% per annum).

(b) Valuation techniques used to derive level 2 fair values

Derivatives are classified as level 2 on the fair value hierarchy as the inputs used to determine fair value are observable market data but not quoted prices.

The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows.

Credit value adjustments are calculated based on the counterparty's credit risk using the counterparty's credit default swap curve as a benchmark. Debit value adjustments are calculated based on the REIT's credit risk using debt financing available to the REIT as a benchmark.

C4. Contributed equity and reserves

(a) Contributed equity

Details	No. of Units '000	\$'m
Units on issue - 1 July 2020	359,351	620.8
Units issued via DRP	3,276	9.1
Units on issue - 30 June 2021	362,627	629.9
Units issued via DRP	2,849	10.7
Units on issue - 30 June 2022	365,476	640.6

As stipulated in the REIT's constitution, each unit represents a right to an individual share in the REIT and does not extend to a right to the underlying assets of the REIT. There are no separate classes of units and each unit has the same rights attaching to it as all other units in the REIT.

Each unit confers the right to vote at meetings of unitholders, subject to any voting restrictions imposed on a unitholder under the *Corporations Act 2001* and the ASX Listing Rules. Units on issue are classified as equity and are recognised at the fair value of the consideration received by the REIT. Transaction costs arising on the issue of equity are recognised directly in equity as a reduction in the proceeds of units to which the costs relate.

Distribution reinvestment plan (DRP)

The REIT has established a DRP under which unitholders may elect to have all or part of their distribution entitlements satisfied by the issue of new units rather than being paid in cash. The DRP issue price is determined at a discount of 1.5% to the daily volume weighted average market price of units traded on the ASX during the 10 business days commencing on the first business day following the distribution record date. During the year 2,848,845 units were issued at an average issue price of \$3.76 per unit. An additional \$2.8 million was raised from the DRP from the 30 June 2022 distribution, allotted on 21 July 2022 (2021: \$3.9 million from DRP for the 30 June 2021 distribution).

(b) Reserves

	Reserve - Financial assets at FVOCI \$'m
Opening balance - 1 July 2020	15.2
Changes in the fair value of reserves	16.8
Transfer to Undistributed profit	(10.1)
Balance 30 June 2021	21.9
Opening balance - 1 July 2021	21.9
Changes in the fair value of reserves	8.1
Balance 30 June 2022	30.0

In accordance with the REIT's constitution, amounts may be transferred from reserves or contributed equity to fund distributions.

The REIT has elected to recognise changes in the fair value of investment in financial assets (Note B3) in other comprehensive income. These changes are accumulated within the FVOCI reserve within equity. The REIT transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

C5. Financial risk management

The REIT's principal financial instruments comprise cash and cash equivalents, receivables, payables, interest bearing liabilities and derivative financial instruments.

The table below shows the REIT's exposure to a variety of financial risks and the various measures it uses to monitor exposures to these types of risks. The REIT manages its exposure to these financial risks in accordance with the REIT's Financial Risk Management (FRM) policy as approved by the Board. The policy sets out the REIT's approach to managing financial risks, the policies and controls utilised to minimise the potential impact of these risks on its performance and the roles and responsibilities of those involved in the management of these financial risks. Derivative financial instruments are used exclusively for hedging purposes and not for trading or speculative purposes.

Other than financial instruments, the REIT is exposed to property price risk including property rental risks.

Risk	Definition	Exposure	Exposure management
Market risk – Interest rate risk	The risk that changes in interest rates will change the fair value or cash flows of the REIT's monetary assets and liabilities.	Cash and borrowings at fixed and floating rates.	– Interest rate swaps are used to hedge any movement in interest rates.
Market risk – Security prices	The risk that changes in security prices will change the fair value of the REIT's investment in financial assets.	Investment in financial assets.	– Limiting the exposure to investments which the REIT considers long-term and strategic.
Liquidity risk	The risk the REIT has insufficient liquid assets to meet its obligations as they become due and payable.	Payables, borrowings, and other liabilities.	– Maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.
Credit risk	The risk a contracting entity will not complete its obligations under a contract and will cause the REIT to make a financial loss.	All financial assets including tenant receivables.	<ul style="list-style-type: none"> – Performing credit reviews on prospective tenants, obtaining tenant collateral and detailed review of tenant arrears. – Review the aggregate exposure of receivables and tenancies across the portfolio. – Limiting the credit exposure to any financial institution and limiting to investment grade counterparties. – Monitoring the public credit rating of counterparties.

(i) Market risk – Interest rate risk

The REIT's main interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the REIT to cash flow interest rate risk. During 2022 and 2021, the REIT's borrowings at variable rate were denominated in Australian dollars.

The REIT has the following classes of financial assets and financial liabilities that are exposed to interest rate risk:

	2022 \$'m	2021 \$'m
Floating rate		
Cash	(10.5)	(5.3)
Cash - joint venture entities ¹	(0.7)	(1.1)
Borrowings	553.0	300.0
Borrowings - joint venture entities ¹	26.1	25.6
	567.9	319.2
Derivative financial instruments		
Interest rate swaps - floating to fixed ²	(225.0)	(225.0)
Interest rate swaps - floating to fixed - joint venture	(15.0)	(15.0)
Net floating rate exposure	327.9	79.2

¹ The REIT's share of financial assets and liabilities included within its net investment in the joint venture entity.

² The amounts represent the notional principal payable under the derivative contracts.

The weighted average interest rates relating to the above financial assets and financial liabilities were as follows:

	2022	2021
Financial assets		
Cash and cash equivalents	–	–
Financial liabilities		
Borrowings	2.3%	2.7%

Financial assets are not hedged and are exposed to variable rate risk. The Responsible Entity believes that this exposure is relatively low and does not pose a material risk to the REIT.

Sensitivity analysis

The table below reflects the potential net increase/(decrease) in the REIT's profit and equity, resulting from changes in Australian interest rates applicable at 30 June 2022, with all other variables remaining constant.

	2022				2021	
	Interest expense	Net gain/(loss) from derivative financial instruments	Profit and loss	Other comprehensive income	Profit and loss	Other comprehensive income
	\$'m	\$'m	\$'m	\$'m	\$'m	\$'m
Australian interest rates						
+ 1.00%	(3.3)	8.2	4.9	–	7.1	–
- 1.00%	3.3	(7.7)	(4.4)	–	(7.4)	–

The effect of changes in interest rates on the REIT's profit and equity shown in the table above is mainly impacted by a change in interest payable on the REIT's floating rate interest bearing liabilities, offset by changes in the fair value of derivative financial instruments hedging this exposure.

(ii) **Liquidity risk**

The following table provides the contractual maturity of the REIT's fixed and floating rate financial liabilities and derivatives as at 30 June 2022. The amounts presented represent the future contractual undiscounted principal and interest cash inflows/(outflows) based on interest rates and foreign exchange rates prevailing at balance date and therefore do not equate to the value shown in the consolidated balance sheet. Repayments which are subject to notice are treated as if notice were given immediately.

	Carrying value \$'m	Less than 1 year \$'m	1 to 5 years \$'m	Over 5 years \$'m	Total \$'m
2022					
Financial liabilities					
Payables	(17.8)	(17.8)	–	–	(17.8)
Distribution payable	(16.1)	(16.1)	–	–	(16.1)
Borrowings	(548.1)	(20.8)	(636.4)	–	(657.2)
Other liabilities	(1.5)	(1.5)	–	–	(1.5)
Lease liabilities	(4.9)	(1.3)	(3.4)	(0.6)	(5.3)
Total financial liabilities	(588.4)	(57.5)	(639.8)	(0.6)	(697.9)
2021					
Financial liabilities					
Payables	(30.2)	(30.2)	–	–	(30.2)
Distribution payable	(29.4)	(29.4)	–	–	(29.4)
Borrowings	(297.1)	(7.4)	(326.3)	–	(333.7)
Other liabilities	(1.1)	(1.1)	–	–	(1.1)
Lease liabilities	(5.9)	(1.4)	(4.4)	(0.7)	(6.5)
Total financial liabilities	(363.7)	(69.5)	(330.7)	(0.7)	(400.9)

The amount of credit facilities unused by the REIT at 30 June 2022 is \$247.0 million (2021: \$300.0 million).

(iii) **Credit risk**

Credit risk arises from the financial assets of the REIT, which comprise cash and cash equivalents, trade and other receivables and derivative instruments. The REIT's exposure to credit risk arises from potential default of the counter party, with a maximum exposure equal to the carrying amount of these instruments. Exposure at balance date is addressed in each applicable Note.

Receivables are received within the terms of the individual property lease. The REIT does not hold any credit derivatives to offset its credit exposure.

The REIT trades only with recognised, creditworthy third parties, and as such collateral is not requested nor is it the REIT's policy to secure its trade and other receivables.

The REIT's credit exposure is concentrated with one debtor, Goodstart Early Learning Limited, who contributed 39% of rental income. The total credit risk for financial instruments is limited to the carrying amount disclosed in the consolidated balance sheet, net of any provisions for expected credit losses.

In addition, receivable balances are monitored on an ongoing basis (refer to Note D2).

The table below shows the ageing analysis of receivables of the REIT.

	Less than 30 days \$'m	31 to 60 days \$'m	61 to 90 days \$'m	More than 90 days \$'m	Total \$'m
2022					
Rent receivables	0.2	0.1	–	–	0.3
2021					
Rent receivables - deferred rent	–	–	–	0.8	0.8

The REIT applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and other financial assets.

The loss allowances for trade and other financial assets are based on assumptions about risk of default and expected loss rates. The REIT uses judgement in making these assumptions, based on the REIT's past history and existing market conditions as well as forward looking estimates at the end of each reporting period.

Agreement to rental deferral options between the REIT and a tenant does not automatically indicate a deterioration of credit risk but is considered within the framework of the above indicators.

The deferral of lease payments offered to tenants have affected the REIT's normal levels of cash inflows from operations.

The forward-looking judgments and assumptions reflect the best estimate of management as at balance date, using information available to them at that date. Accordingly, the REIT's ECL estimates are inherently uncertain and, as a result, actual results may differ from these estimates.

D. Further information

D1. Related Party Information

(a) Responsible Entity

The Responsible Entity of the REIT is Charter Hall Social Infrastructure Limited, a wholly owned controlled entity of Charter Hall Limited. The registered office of the Responsible Entity is Level 20, No.1 Martin Place, Sydney NSW 2000.

(b) Directors

The following persons have held office as Directors of the Responsible Entity during the year and up to the date of this report, unless otherwise stated:

- | | |
|---------------------|--|
| – Grant Hodgetts | – Chairman and Non-Executive Director |
| – Michael Johnstone | – Non-Executive Director |
| – Kate Melrose | – Non-Executive Director |
| – Sean McMahon | – Executive Director and Chief Investment Officer (Charter Hall Group) |
| – Miriam Patterson | – Executive Director |

No payments were made by the REIT or by the Responsible Entity on behalf of the REIT to the Executive Directors during the year.

(c) Transactions with the Responsible Entity and its related parties

The Responsible Entity and its related parties held 31,957,136 units as at 30 June 2022 (2021: 31,957,136).

Following is a summary of related party transactions for the year ended 30 June 2022:

Type of fee	Basis of fee calculation	Fee amount	
		2022 \$'000	2021 \$'000
Base management	0.50% of quarterly gross assets	9,624	7,157
Acquisition	\$8,032 per property	194	24
Disposal	Board approved where third party sales agent is not engaged	–	527
Property management	Up to 2% gross rent	1,470	1,308
Accounting services	Cost recovery	717	615
Leasing fees	% year one gross rent based on a sliding fee scale	1,493	1,517
Development management fees	1.5% - 4.5% of costs	425	643
Debt arranger fee	0.50% of all debt funding	1,000	500
Other cost recoveries	Cost recovery	360	415
		15,283	12,706

The above fees and transactions were based on market rates and normal commercial terms and conditions and were approved by the Independent Directors.

(d) Outstanding payable balance with the Responsible Entity and its related parties

	2022 \$'000	2021 \$'000
Charter Hall Social Infrastructure Limited	2,628	1,945
	2,628	1,945

(e) Key management personnel

Key management personnel (KMP) are defined in *AASB 124 Related Party Disclosures* as those having authority and responsibility for planning, directing and controlling the activities of the entity. The Responsible Entity meets the definition of KMP as it has this authority in relation to the activities of the REIT. These powers have not been delegated by the Responsible Entity to any other person. Details of management fees charged to the REIT by the Responsible Entity and its related parties are included in Note D1(c).

(f) Directors' fees and Fund Manager remuneration

Independent Directors' fees are as follows:

	2022 \$	2021 \$
Grant Hodgetts	127,500	55,000
Michael Johnstone	95,000	50,000
Kate Melrose	85,000	51,250
	307,500	156,250

The level of fees is not related to the performance of the REIT. The Board of the Responsible Entity considers remuneration payable to its Independent Directors from time to time. Remuneration of Independent Directors is approved by the Board and any increases are benchmarked to market rates.

The Executive Directors of the Responsible Entity and Fund Manager of the REIT are employees of Charter Hall Holdings Pty Ltd and are remunerated by Charter Hall Holdings Pty Ltd.

(g) Directors' interests in REIT units

The number of units held directly, indirectly or beneficially by the Directors of the Responsible Entity or the Directors' related parties at 30 June 2022 is as follows:

	Units held 2022	Units held 2021
Grant Hodgetts	50,951	40,982
Michael Johnstone	84,728	84,728
Kate Melrose	32,031	20,735
Sean McMahon	58,800	—
Miriam Patterson	—	—
Total	226,510	146,445

The aggregate number of units of the REIT acquired by the Directors of the Responsible Entity or their related parties during the year is set out below.

	Units 2022	Units 2021
Grant Hodgetts	9,969	2,124
Michael Johnstone	—	—
Kate Melrose	11,296	4,099
Sean McMahon	58,800	—
Miriam Patterson	—	—
Total	80,065	6,223

No units of the REIT were sold by the Directors of the Responsible Entity or their related parties during the year.

No options in the REIT are held by Directors of the Responsible Entity

D2. Working capital

Financial assets and liabilities not carried at fair value have carrying values that reasonably approximate their fair values.

(a) Receivables and other assets

	2022 \$'m	2021 \$'m
Receivables		
Trade receivables	0.3	0.8
Accrued income	0.7	1.1
Distributions receivable	0.7	1.5
GST receivable	0.3	3.9
	2.0	7.3
Other assets		
Deposits and costs related to the purchase of properties	3.4	—
Prepayments	0.6	1.4
	4.0	1.4

Trade receivables includes property rental income receivable together with trade receivables relating to revenue from contracts with customers.

The REIT's receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for expected credit losses. The REIT applies the *AASB 9 Financial Instruments* simplified approach to measuring expected credit losses which involves a lifetime expected loss allowance for all trade and other financial assets. The REIT uses judgement in making these assumptions, refer to Note C5 (iii).

(b) Trade and other payables and other liabilities

	2022 \$'m	2021 \$'m
Payables		
Trade creditors	0.3	—
Accrued capital expenditure	8.8	24.8
Accrued expenses	4.3	2.5
Accrued base management fees	2.6	1.9
Interest payable on interest bearing liabilities	1.6	0.1
Other	0.2	0.9
	17.8	30.2
Other liabilities		
Prepaid rent	1.5	0.3
Other	—	0.8
	1.5	1.1

Liabilities are recognised for amounts to be paid in the future for goods and services received, whether or not billed to the REIT. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as

current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(c) Net current asset deficiency

At 30 June 2022, the REIT has a net deficiency of current assets over current liabilities of \$12.4 million (30 June 2021: \$48.0 million). The REIT will be able to meet their day-to-day working capital requirements from readily accessible credit facilities of \$247.0 million and operating cashflows. The REIT does not foresee any issues in meeting the current liabilities over the course of the next 12 months, and therefore, these consolidated financial statements have been prepared on a going concern basis.

D3. Leasehold properties

The REIT owns 33 leasehold properties which are subject to a head lease with a freehold owner of the property. The REIT has then leased these properties to childcare operators for terms consistent with the head lease. Rental contracts over the leasehold properties with the freehold property owner are typically made for periods of 15 to 20 years, with five year rolling options. Lease terms are negotiated on an individual basis and contain different terms and conditions.

Leases over leasehold properties owned by the REIT are recognised as a right-of-use asset and a corresponding liability lease at this date. Each lease payment is allocated between liability and finance cost. The finance costs are charged to profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable; and
- variable lease payment that are based on a fixed rate.

The lease payments paid on leasehold properties are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar economic environment with similar terms and conditions.

The REIT's lease liabilities are measured at the present value of the remaining lease payments calculated using incremental borrowing rate as of 1 July 2019, date of initial recognition of the lease liabilities following the REIT's adoption of AASB 16 *Leases*. The weighted average incremental borrowing rate applied to lease liabilities on 1 July 2019 was 3.7%.

Lease Liabilities	2022 \$'m	2021 \$'m
Current lease liabilities	1.2	1.3
Non-current lease liabilities	3.7	4.6
	4.9	5.9

D4. Parent entity information

The financial information for the parent entity, Charter Hall Social Infrastructure REIT, has been prepared on the same basis as the REIT's consolidated financial statements except as set out below:

(i) Investments in controlled entities

Investments in controlled entities and joint ventures are accounted for at cost in the financial statements of the parent entity. Such investments include both investments in equity securities issued by the controlled entity and other parent entity interests that in substance form part of the parent entity's investment in the controlled entity. These include investments in the form of interest-free loans which have no fixed contractual term and which have been provided to the controlled entity as an additional source of long term capital.

Dividends and distributions received from controlled entities and joint ventures are recognised in the parent entity's statement of comprehensive income, rather than deducted from the carrying amount of these investments.

(ii) Receivables and payables

Trade amounts receivable from controlled entities in the normal course of business and other amounts advanced on commercial terms and conditions are included in receivables. Similarly, amounts payable to controlled entities are included in payables.

(iii) **Recoverable amount of assets**

The carrying amounts of investments in controlled entities and joint ventures valued on the cost basis are reviewed to determine whether they are in excess of their recoverable amount at balance date. If the carrying value exceeds their recoverable amount, the assets are written down to the lower value. The write-down is expensed in the year in which it occurs.

(a) **Summary financial information**

The individual financial statements for the parent entity show the following aggregate amounts:

	Parent 2022 \$'m	Parent 2021 \$'m
Assets		
Current assets	22.7	7.2
Non-current assets	1,907.4	1,348.8
Total assets	1,930.1	1,356.0
Current liabilities	60.6	39.1
Non-current liabilities	610.2	303.1
Total liabilities	670.8	342.2
Equity		
Contributed equity	565.8	555.3
Reserves	30.1	21.9
Retained Profits	663.4	436.6
Total equity	1,259.3	1,013.8
Statement of comprehensive income		
Profit for the year	289.3	175.3
Other comprehensive income	8.2	17.2
Total comprehensive income	297.5	192.5

(b) **Guarantees and contingent liabilities**

The parent entity did not have any other contingent liabilities, either individually or as a class, at 30 June 2022 (2021: nil).

(c) **Commitments**

The parent entity may enter into contracts for the acquisition, construction and development of properties in Australia. The commitments of the parent entity in relation to such contracts are \$13.2 million (2021: \$33.0 million). Additionally, capital incentive commitments under lease agreements are \$20.0 million (2021: \$14.5 million). These commitments have not been reflected in the financial information of the parent entity.

(d) **Net current asset deficiency**

At 30 June 2022, the parent entity has a net deficiency of current assets over current liabilities of \$37.9 million (2021: \$31.9 million). The parent entity will be able to meet their day-to-day working capital requirements from readily accessible credit facilities of \$247.0 million and operating cashflows. Unitholders will only receive their distributions to the extent that the parent entity has a sufficient working capital.

D5. Significant contract terms and conditions

Pre-emptive rights

The joint-ownership agreement to which the REIT is a party contains a pre-emptive right which restrict the REIT's dealings in respect of its interest in the respective co-owned Trust (BBD Holding Trust). In particular, where the REIT wishes to deal with its interests in the co-owned Trust, the other co-owner will have a pre-emptive right over the REIT's interests, other than in limited circumstances (for example, by way of a permitted transfer to a member of the REIT's Unitholder or owner group).

D6. Remuneration of the auditor

	2022 \$	2021 \$
Amounts paid or payable to PricewaterhouseCoopers Australian firm for:		
Audit services	149,318	186,325
Amounts paid or payable to PricewaterhouseCoopers Australian firm for:		
Taxation compliance services	–	35,000
Total amount paid or payable to PricewaterhouseCoopers Australian firm	149,318	221,325

D7. Interest in other entities**Subsidiaries**

The REIT's subsidiaries at 30 June 2022 are set out below. Unless otherwise stated, it has contributed equity consisting solely of ordinary units that are held directly by the REIT, and the proportion of ownership interests held equals the voting rights held by the REIT.

Name of entity	Country of incorporation	Place of business	Ownership interest held by the REIT		Principal activities
			2022	2021	
FET Sub-Trust No.1	Australia	Australia	100%	100%	Property investment
FET Sub-Trust No.2	Australia	Australia	100%	100%	Property investment
FET NZ Sub-Trust	Australia	Australia	100%	100%	Property investment
CQE BBDT	Australia	Australia	100%	100%	Property investment
CQE Newstead Trust	Australia	Australia	100%	100%	Property investment
CQE Keswick Trust	Australia	Australia	100%	100%	Property investment
CQE Heidelberg Trust	Australia	Australia	100%	–	Property investment
CQE Childcare Trust No.1	Australia	Australia	100%	–	Property investment
CQE Childcare Trust No.2	Australia	Australia	100%	–	Property investment
CQE Childcare Trust No.3	Australia	Australia	100%	–	Property investment
CQE Childcare Trust No.4	Australia	Australia	100%	–	Property investment
CQE Childcare Trust No.5	Australia	Australia	100%	–	Property investment
CQE Childcare Trust No.6	Australia	Australia	100%	–	Property investment
CQE B2 ABP Robina Trust	Australia	Australia	100%	–	Property investment
CQE B3 ABP Robina Trust	Australia	Australia	100%	–	Property investment

D8. Events occurring after balance date

On 29 July 2022, the REIT exchanged contracts to acquire 2 childcare assets located in Western Australia for a total purchase price of \$11.9 million, with settlement expected late March 2023 following practical completion.

On 1 August 2022, the REIT settled on the acquisition of a childcare asset located in Ivanhoe, Victoria for a purchase price of \$13.7 million.

On 11 August 2022, the REIT exchanged contracts for the disposal of 2 childcare assets located in Victoria for a total sale price of \$7.7 million, with settlement expected December 2022.

The Directors of the Responsible Entity are not aware of any other matter or circumstance not otherwise dealt with in this report or the annual consolidated financial statements that has significantly affected or may significantly affect the operations of the REIT, the results of their operations or the state of affairs of the REIT in future financial years.

D9. Other significant accounting policies**(a) Basis of preparation**

The annual financial report of the Charter Hall Social Infrastructure REIT comprises the Charter Hall Social Infrastructure REIT and its controlled entities.

These general purpose financial statements have been prepared in accordance with the requirements of the REIT's constitution, Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. The REIT is a for-profit entity for the purpose of preparing the consolidated financial statements. The consolidated financial statements are presented in Australian dollars, which is the REIT's and Finance Trust's functional and presentation currency.

Compliance with IFRS

The consolidated financial statements of the REIT also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except derivative financial instruments, investments in financial assets held at fair value and investment properties, which have been measured at fair value.

New and amended standards adopted

No new accounting standards or amendments have come into effect for the year ended 30 June 2022 that affect the REIT's operations or reporting requirements.

(b) Principles of consolidation

Controlled entities

Subsidiaries are all entities over which the REIT has control. The REIT controls an entity when the REIT is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the REIT. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of controlled entities have been changed where necessary to ensure consistency with the policies adopted by the REIT.

(c) Comparative information

Where necessary, comparative information has been adjusted to conform to changes in presentation in the current year. No material adjustments have been made to comparative information in this report.

(d) Rounding of amounts

As permitted by ASIC Corporations (Rounding in Financial/Directors' reports) Instrument 2016/191 issued by the Australian Securities and Investments Commission relating to the 'rounding off' of amounts in the Directors' report and consolidated financial statements, amounts in the REIT's consolidated financial statements have been rounded to the nearest hundred thousand dollars in accordance with that instrument, unless otherwise indicated.

(e) Changes in accounting standards

No new accounting standards or amendments have come into effect for the year ended 30 June 2022 that affect the REIT's operations or reporting requirements.

Directors' declaration to Unitholders

In the opinion of the Directors of Charter Hall Social Infrastructure Limited, the Responsible Entity of Charter Hall Social Infrastructure REIT:

- a the consolidated financial statements and notes set out on pages 34 to 62 are in accordance with the *Corporations Act 2001*, including:
 - i complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - ii giving a true and fair view of the consolidated entity's financial position as at 30 June 2022 and of its performance for the year ended on that date; and
- b there are reasonable grounds to believe that the REIT will be able to pay their debts as and when they become due and payable.

Note D9(a) confirms that the consolidated financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given declarations by the Fund Manager, who performs the Chief Executive Officer function, and the Head of Diversified Finance, who performs the Chief Financial Officer function, required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the Board of Directors.



Grant Hodgetts
Chair
Charter Hall Social Infrastructure Limited
Melbourne

15 August 2022



Independent auditor's report

To the unitholders of Charter Hall Social Infrastructure REIT

Report on the audit of the financial report

Our opinion

In our opinion:

The accompanying financial report of Charter Hall Social Infrastructure REIT and its controlled entities (together, the REIT) is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the REIT's financial position as at 30 June 2022 and of its financial performance for the year then ended
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The REIT's financial report comprises:

- the consolidated balance sheet as at 30 June 2022
- the consolidated statement of comprehensive income for the year then ended
- the consolidated statement of changes in equity for the year then ended
- the consolidated cash flow statement for the year then ended
- the notes to the consolidated financial statements, as contained in the "About this report" section, which include significant accounting policies and other explanatory information
- the directors' declaration to unitholders.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the REIT in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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Liability limited by a scheme approved under Professional Standards Legislation.



Our audit approach

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the REIT, its accounting processes and controls and the industry in which it operates.



Materiality	Audit scope
<ul style="list-style-type: none"> For the purpose of our audit we used overall quantitative materiality of \$3.1 million, which represents approximately 5% of the REIT's operating earnings. We applied this threshold, together with qualitative considerations, to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial report as a whole. We chose operating earnings (which is an adjusted profit metric) as the benchmark because, in our view, it is the benchmark against which the performance of the REIT is most commonly measured and is a generally accepted benchmark within the industry. We selected a 5% threshold based on our professional judgement, noting it is within the range of commonly acceptable thresholds. 	<ul style="list-style-type: none"> Our audit focused on where the REIT made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events. The REIT holds an investment in a joint venture which is accounted for under the equity method. Audit procedures were undertaken over the material underlying balances of the joint venture entity.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. The key audit matters were addressed in the



context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matters to the Audit Risk & Compliance Committee.

Key audit matter	How our audit addressed the key audit matter
<p>Valuation of investment properties, including the investment property held in the joint venture accounted for under the equity method <i>(Refer to About this report Note B)</i></p> <p>The REIT's investment property portfolio is predominantly comprised of childcare properties across Australia.</p> <p>At 30 June 2022, the carrying value of the REIT's investment property portfolio (excluding the investment property held in the joint venture and the investment properties transferred to assets held for sale) was \$1,938.2 million (2021: \$1,448.0 million).</p> <p>At 30 June 2022, the REIT's 50% share of the investment property held in the joint venture was \$70.0 million (2021: \$61.0 million).</p> <p>In measuring the fair value of investment properties, the REIT applied the principles of accounting for investment properties at fair value under Australian Accounting Standards and applied the valuation methodology described in Note B1 of the financial report.</p> <p>We considered this a key audit matter because of the:</p> <ul style="list-style-type: none"> Financial significance of the investment property balances in the REIT's consolidated balance sheet. Financial significance of revaluation gains that directly impact the REIT's consolidated statement of comprehensive income through the net fair value gain on investment properties. Inherently subjective nature of the key assumptions that underpin the valuations. Estimation uncertainty that exists with respect to the key inputs and assumptions used by the REIT in developing fair value estimates. 	<p>We assessed the REIT's process for valuing investment properties. This included discussing, with management, the key drivers affecting the value of the investment property portfolio such as, significant leasing activity and capital expenditure impacting the portfolio.</p> <p>We inspected a selection of independent property market reports and held discussions with PwC Real Estate experts to develop an understanding of prevailing market conditions and the expected impact on the REIT's investment properties.</p> <p>We assessed the design and tested the operating effectiveness of certain controls supporting the REIT's investment property valuation process.</p> <p>We assessed the scope, competence, capability and objectivity of external valuation experts engaged by the REIT. Where external valuations were obtained by the REIT, we:</p> <ul style="list-style-type: none"> read a selection of the relevant valuation reports and agreed a sample of the fair values to the REIT's accounting records. held discussions with certain external valuation firms to develop an understanding of their processes, judgements and observations. <p>For a sample of properties which were assessed at greater risk of material misstatement, we performed the following procedures, amongst others, to assess the appropriateness of certain assumptions used in the REIT's assessment of fair value, we:</p> <ul style="list-style-type: none"> assessed the appropriateness of the methodology adopted against Australian Accounting Standards. assessed the mathematical accuracy of a sample of valuations. assessed the appropriateness of certain assumptions, including comparing the capitalisation rates and discount rates (where applicable) to market data, including comparable transactions, where possible.



Key audit matter

How our audit addressed the key audit matter

In addition to the above, for selected properties under development, we:

- substantively tested a sample of capital expenditure on development properties during the year; and
- performed an impairment assessment.

We assessed the reasonableness of the REIT's disclosures in the financial report against the requirements of Australian Accounting Standards.

Other information

The directors of Charter Hall Social Infrastructure Limited (the Responsible Entity), the Responsible Entity of Charter Hall Social Infrastructure REIT are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2022, but does not include the financial report and our auditor's report thereon. Prior to the date of this auditor's report, the other information we obtained included the Director's Report. We expect the remaining other information to be made available to us after the date of this auditor's report.

Our opinion on the financial report does not cover the other information and accordingly we do not express an opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the other information not yet received, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors of the Responsible Entity and use our professional judgement to determine the appropriate action to take.

Responsibilities of the directors of the Responsible Entity for the financial report

The directors of the Responsible Entity are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors of the Responsible Entity determines is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors of the Responsible Entity are responsible for assessing the ability of the REIT to continue as a going concern, disclosing, as applicable, matters related to



going concern and using the going concern basis of accounting unless the directors of the Responsible Entity either intend to liquidate the REIT or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:
https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our auditor's report.

A stylized, handwritten signature of 'PricewaterhouseCoopers' in blue ink.

PricewaterhouseCoopers

A stylized, handwritten signature of 'A S Wood' in blue ink.

A S Wood
Partner

Sydney
15 August 2022

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Fund Manager remuneration

Travis Butcher, Fund Manager

Fund Manager's Total Target Remuneration is structured as a mixture of fixed and variable 'at-risk' Short Term Incentive (STI) and Long Term Incentive (LTI) components. While Fixed Annual Remuneration (FAR) is designed to provide a base level of remuneration, the 'at-risk' STI and LTI components align the employee's performance with Fund objectives and long-term Unitholder interests.

STI

Individual STI outcomes are determined on the basis of Fund and individual performance through a Balanced Scorecard. The Scorecard is split into three elements: Financial; Customer; and Culture, Leadership and Collaboration with a 50% financial and 50% non-financial split.

The table below outlines the split of Travis Butcher's current KPIs and the percentage attributed to each element of performance.

Role	Financial	Customer	Culture, Leadership and Collaboration
Overall Weighting	50%	30%	20%
KPIs	<ul style="list-style-type: none"> – Drive Fund and portfolio performance to achieve budgeted FY22 financial metrics for CQE – Enhance CQE portfolio WALE to ensure resilience against external factors 	<ul style="list-style-type: none"> – Consistent and meaningful engagement with key investors – Demonstrate ESG progress at the Fund and asset level with a focus on renewables and tenant partnership 	<ul style="list-style-type: none"> – Maintain high levels of employee engagement and retention through inclusive leadership and a focus on the well-being and development of talent – Manage strategic and operational risk across the portfolio to drive long-term value for Unitholders

For FY22, 75% of the STI award will be delivered in cash and 25% deferred into CQE units as service rights. These service rights are deferred over two years, with 50% vesting at the end of year one (on 31 August 2023) and 50% at the end of year two (31 August 2024).

Effective FY22, following a CHC Board review, the methodology for determining the number of mandatorily deferred STI service rights will be on a face value basis, calculated on the Volume Weighted Average Price (VWAP) for the month of June 2022. A cash payment equivalent to cash distributions declared to the Unitholders during the vesting period, will be paid to the Fund Manager. This will only be payable on the rights that vest at the end of the relevant vesting period.

LTI

The LTI is governed by the Performance Rights and Options Plan (PROP), under which rights to stapled securities are granted to participants. Each performance right entitles the participant to one stapled security in the Charter Hall Group for nil consideration at the time of vesting, subject to meeting the performance hurdles as outlined below, measured over the relevant performance period:

- Charter Hall Group's aggregate operating earnings per security (OEPS) growth - 50% of LTI allocation
- Charter Hall Group's relative total securityholder return (TSR) - 50% of LTI allocation

More details are provided under section 6.5 of the Charter Hall Group's Remuneration Report within the 2022 Annual Report.

Additional security exchange information

as at 15 July 2022

There were 365,476,005 fully paid ordinary units on issue, held by 10,124 Unitholders.

The voting rights attaching to the ordinary units, set out in section 253C of the Corporations Act 2001, are:

- a. on a show of hands every person present who is a Unitholder has one vote; and
- b. on a poll each Unitholder present in person or by proxy or attorney has one vote for each dollar of value of the total interests they have in the Trust.

Distribution of Unitholders

Holding Ranges	Number of Unitholders
1 to 1,000	2,297
1,001 to 5,000	3,547
5,001 to 10,000	1,834
10,001 to 100,000	2,308
100,001 to 9,999,999,999	138
Totals	10,124

Substantial Unitholders

as at 22 July 2022

Ordinary units	Date of change	Ordinary units	% units held
Charter Hall Limited	12 May 2020	32,957,136	9.45
The Vanguard Group Inc.	24 September 2020	30,353,322	8.42
BlackRock Group	5 November 2021	18,511,089	5.08

Top 20 Unitholders

Name	Ordinary units held	% units held
HSBC Custody Nominees (Australia) Limited	92,832,421	25.400
J P Morgan Nominees Australia Pty Limited	59,870,735	16.382
The Trust Company (Australia) Limited	31,554,980	8.634
Citicorp Nominees Pty Limited	28,479,893	7.793
National Nominees Limited	17,232,870	4.715
BNP Paribas Noms Pty Ltd	7,061,292	1.932
BNP Paribas Nominees Pty Ltd	5,361,074	1.467
Netwealth Investments Limited	2,913,270	0.797
Acres Holdings Pty Ltd	2,136,061	0.584
Redbrook Nominees Pty Ltd	1,800,077	0.493
Redbrook Nominees Pty Ltd	1,266,333	0.346
One Managed Investment Funds Ltd	1,200,000	0.328
SCJ Pty Limited	1,000,000	0.274
Mr Alfred Zuegn & Mrs Elisabeth Zuegn	1,000,000	0.274
BNP Paribas Noms (NZ) Ltd	985,888	0.270
Mr David Stewart Field	935,000	0.256
Citicorp Nominees Pty Limited	797,600	0.218
Herro International Pty Limited	750,000	0.205
Loto Jade Pty Ltd	732,311	0.200
BNP Paribas Nominees Pty Ltd	719,884	0.197
Total units of Top 20 Holdings	258,629,689	70.765

On-market buy back

There is no current on-market buy back.

Investor information

How do I invest in Charter Hall Social Infrastructure REIT?

Charter Hall Social Infrastructure REIT Units are listed on the Australian Securities Exchange (ASX: CQE).

Unitholders will need to use the services of a stockbroker or an online broking facility to invest in Charter Hall Social Infrastructure REIT.

Where can I find more information about Charter Hall Social Infrastructure REIT?

Charter Hall Social Infrastructure REIT's website, www.charterhall.com.au/cqe contains extensive information on our Board and Management team, corporate governance, sustainability, property portfolio and all investor communications including distribution and tax information, reports and presentations. The website also provides information on the broader Charter Hall Group including other managed funds available for investment.

Can I receive my Annual Report electronically?

Charter Hall Social Infrastructure REIT provides its annual report as a PDF, accessible on its website. You can elect to receive notification that this report is available online via the REIT's registry, Boardroom Pty Limited.

How do I receive payment of my distribution?

Charter Hall Social Infrastructure REIT pays its distribution via direct credit. This enables you to receive automatic payment of your distributions quickly and securely. You can nominate any Australian or New Zealand bank, building society, credit union or cash management account for direct payment by downloading a direct credit form using the Investor Login facility and sending it to Boardroom Pty Limited. On the day of payment, you will be sent a statement via post or email confirming that the payment has been made and setting out details of the payment. Charter Hall Social Infrastructure REIT no longer pays distributions by cheque.

Can I reinvest my distribution?

The Distribution Reinvestment Plan (DRP) allows you to have your distributions reinvested in additional units in Charter Hall Social Infrastructure REIT, rather than having your distributions paid to you. If you would like to participate in the DRP, you can do so by completing a DRP Application Form available from our registry.

Do I need to supply my Tax File Number?

You are not required by law to supply your Tax File Number (TFN), Australian Business Number (ABN) or exemption. However, if you do not provide these details, withholding tax may be deducted at the highest marginal rate from your distributions. If you wish to provide your TFN, ABN or exemption, please contact Boardroom Pty Limited or your sponsoring broker. You can also update your details directly using the www.investorserve.com.au facility on the Registry's website.

How do I complete my annual tax return for the distributions I receive from Charter Hall?

At the end of each financial year, we issue Unitholders with an AMMA Statement. This statement includes information required to complete your tax return.

How do I make a complaint?

Unitholders wishing to lodge a complaint should do so in writing and forward it to the Compliance Manager, Charter Hall Group at the address shown in the Directory. In the event that a complaint cannot be resolved within a reasonable timeframe (usually 45 days), or you are not satisfied with our response, you can seek assistance the Australian Financial Complaints Authority (AFCA), an external complaints resolution service that has been approved by ASIC. AFCA's contact details are below:

Australian Financial Complaints Authority

GPO Box 3
Melbourne VIC 3001

Phone 1800 931 678

Email info@afca.org.au

Web www.afca.org.au

Contact details

Registry

To access information on your holding or update/change your details including name, address, tax file number, payment instructions and document requests, contact:

Boardroom Pty Limited
Level 12, Grosvenor Place
225 George Street
Sydney NSW 2000

Phone 1300 737 760 (within Australia)

Email charterhall@boardroomlimited.com.au

Web www.boardroomlimited.com.au

Investor Relations

All other enquiries related to Charter Hall Social Infrastructure REIT can be directed to Investor Relations:

Charter Hall Social Infrastructure Limited
GPO Box 2704
Sydney NSW 2001

Phone +6 1 3 9903 6157

Email lula.liossi@charterhall.com.au

Email reits@charterhall.com.au

Web charterhall.com.au

Corporate directory

Responsible Entity and Manager

Charter Hall Social Infrastructure Limited
ABN 46 111 338 937
AFSL 281544

Registered office
Level 20, No.1 Martin Place
Sydney NSW 2000

Directors of the Responsible Entity

Grant Hodgetts (Chair), Michael Johnstone,
Kate Melrose, Sean McMahon and Miriam Patterson

Fund Manager

Travis Butcher

Company Secretary

Mark Bryant

Responsible Entity's office

Level 20, No.1 Martin Place
Sydney NSW 2000

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Sydney NSW 2001

Phone 1300 365 585 (within Australia)
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Email reits@charterhall.com.au

Web charterhall.com.au/cqe

ASX code CQE

Auditor

PricewaterhouseCoopers
One International Towers Sydney
Watermans Quay, Barangaroo
Sydney NSW 2000

Important information

Charter Hall Social Infrastructure Limited ACN 111 338 937; AFSL 281544 (CHSIL) has issued this document in its capacity as the Responsible Entity of Charter Hall Social Infrastructure REIT ARSN 102 955 939 (CQE). This document has been prepared for general information purposes only and is not an offer or invitation for subscription or purchase of, or recommendation of, units. It does not take into account any potential investors' personal objectives, financial situation or needs. Before investing, you should consider your own objectives, financial situation and needs or you should obtain financial, legal and/or taxation advice.

CHSIL does not receive fees in respect of the general financial product advice it may provide, however it will receive fees relating to the management of CQE which, in accordance with CQE's constitution, are calculated by reference to the value of the assets of CQE. Entities within the Charter Hall Group may also receive fees for managing the assets of, and providing resources to CQE. For more details on fees, refer to section D1. of this Annual Report. The information contained in this document has been prepared by CQE in good faith. No representation or warranty, express or implied, is made as to the accuracy, adequacy, reliability or completeness of any statements, estimates, opinions or other information contained in this document, any of which may change without notice. This includes, without limitation, any historical financial information and any estimates and projections and other financial information derived from them (including any forward-looking statement). Nothing contained in this document is, or may be relied upon, as a promise or representation, whether as to the past or the future. To the maximum extent permitted by law, CQE (including its respective unitholders, shareholders, directors, officers, employees, affiliates and advisers) disclaim and exclude all liability for any loss or damage suffered or incurred by any person as a result of their reliance on the information contained in this document or any errors in or omissions from this document. This document contains information as to past performance of CQE. Such information is given for illustrative purposes only, and is not – and should not be relied upon as – an indication of future performance of CQE. The historical information in this document is, or is based upon, information contained in previous announcements made by CQE to the market. These announcements are available at www.asx.com.au. This document contains certain "forward looking statements". Forward looking words such as "expect", "should", "could", "may", "will", "believe", "forecast", "estimate" and other similar expressions are intended to identify forward-looking statements. Such statements are subject to various known and unknown risks, uncertainties and other factors that are in some cases beyond CQE's control. These risks, uncertainties and factors may cause actual results, performance or achievements to differ materially from those expressed or implied by the forward-looking statements and from past results, performance or achievements. CQE cannot give any assurance or guarantee that the assumptions upon which management based its forward-looking statements will prove to be correct or exhaustive beyond the date of its making, or that CQE's business and operations will not be affected by other factors not currently foreseeable by management or beyond its control. Such forward-looking statements only speak as at the date of this announcement and CQE assumes no obligation to update such information. All information contained herein is current as at 30 June 2022 unless otherwise stated. All references to dollars (\$) are to Australian dollars, unless otherwise stated.

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