

Charter Hall Group*

Notice of Extraordinary General Meeting of Securityholders and explanatory memorandum

**For a meeting to be held on 7 August 2015 at 12.00pm (Australian Eastern Standard Time)
At Charter Hall, Level 20, 1 Martin Place Sydney NSW 2000**

Contents

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

Separate Attachment

Proxy Form

5 July 2015

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

Tel +61 2 8651 9000
Fax +61 2 9221 4655
www.charterhall.com.au

Charter Hall Limited
ACN 113 531 150

Charter Hall Property Trust
ARSN 113 339 147

Dear Securityholder,

Letter from Chairman

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

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

The meeting is called to seek securityholder ratification of the issue of the 47,071,130 Stapled Securities pursuant to the Institutional Placement (**Placement Securities**), and to preserve Charter Hall Group's capacity to issue up to the maximum number of Stapled Securities permitted within its annual 15% limit in the next 12 months under Listing Rule 7.1, if required. The outcome of this resolution will have no effect on the issue of the Placement Securities as these have already been issued within Charter Hall Group's annual 15% limit prescribed by Listing Rule 7.1.

The Meeting will be held on 7 August 2015.

Please find enclosed the Notice of Meeting, Explanatory Memorandum, proxy form and business reply envelope.

If you are attending the Meeting, please bring the attached proxy form with you, as the barcode will assist in the registration process. If you are unable to attend, please complete and return your proxy form by no later than 12.00pm 5 August 2015 in accordance with the instructions on the attached proxy form.

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

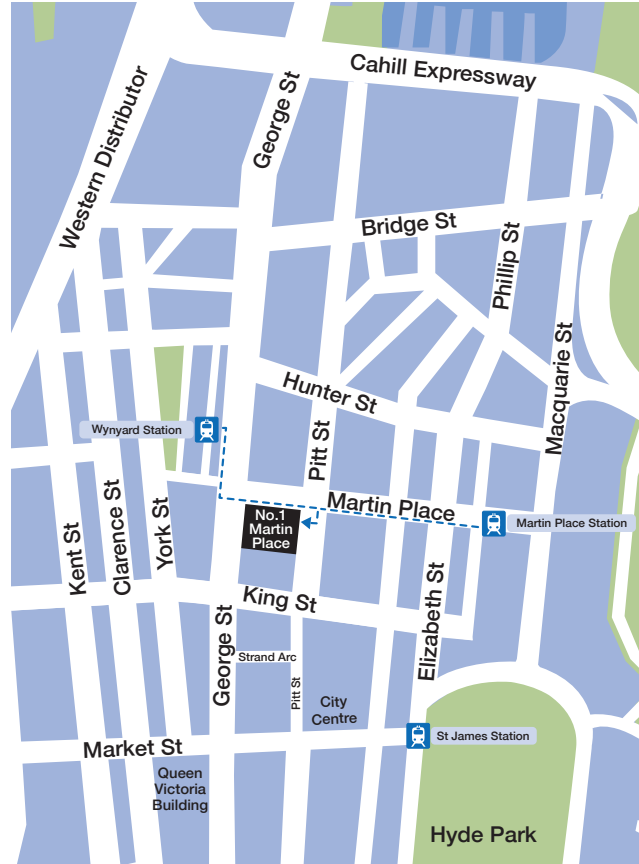
I look forward to your attendance at the Meeting.

Yours faithfully



David Clarke
Chairman

Location of the meeting



Venue

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

Commencing

12.00pm on Friday 7 August 2015

Charter Hall Head Office

The office is conveniently situated in the middle of the Sydney CBD. Wynyard Station, only one block from the office, offers easy metro rail connections to the entire city. The city's ferry, train, bus and taxi facilities make all of Sydney easily accessible. Privately run bus services and a public train are also both available. Martin Place Railway Station, with service on all intercity and suburban trains, is conveniently located just a short walk away from the office.

By Taxi

A taxi rank is located directly outside the office entrance on Pitt Street. The nearest cross street is King Street.

By Car

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

By Train

Martin Place Railway Station is within walking distance from the office. This station offers service on all intercity and suburban trains and is a five-minute train ride to Central Station—the main station for all train services in Sydney.

By Bus

Buses are available from George Street and Elizabeth Street to most major locations within the city and surrounding suburbs. Tickets are required and must be pre-purchased prior to boarding. The Concierge can advise on the appropriate ticket and the closest location for ticket purchase.

Meeting agenda

Friday 7 August 2015

11.30am	Registration begins
12.00pm	Meeting commences Welcome to Securityholders – Chairman Items of Business

Meeting protocol

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

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

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

Discussion and asking questions

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

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

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

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

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

Securityholders who are unable to attend the Meeting or who prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, by entering your holding details as shown on the proxy form, then selecting 'Voting' then click "Ask a Question". To use the online lodgement facility, Securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).

An opportunity for discussion will be provided on each item of business prior to Securityholders being asked to vote.

Webcast and photography

For those that may not be able to attend the Meeting, a live broadcast of the Meeting will be available at www.charterhall.com.au. Cameras and recording devices are not permitted at the meeting.

Notice of meeting

Charter Hall Limited (ACN 113 531 150) (CHL)
Charter Hall Property Trust (ARSN 113 339 147) (CHPT)

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

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

At 12.00pm on Friday 7 August 2015.

Important Information:

- 1) The resolution should be read in conjunction with the Explanatory Memorandum which follows.**
- 2) Certain terms and abbreviations used below are defined in the Glossary on page 2 of the Explanatory Memorandum accompanying this Notice of Meeting.**
- 3) The Meeting will be held in accordance with the Corporations Act, the Listing Rules, CHL's Constitution and CHPT's Constitution. Copies of both CHL's Constitution and CHPT's Constitution can be found on the Charter Hall Group's website (at www.charterhall.com.au/Corporate-Governance)**

The business of the meeting is as follows:

Business:

Resolution – Ratification of institutional placement

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

“To ratify, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 47,071,130 fully paid ordinary Stapled Securities by Charter Hall Group at \$4.78 per Stapled Security on 27 May 2015 to certain institutional, professional and other wholesale investors under an institutional placement for the purposes and on the terms set out in the Explanatory Memorandum in the Notice of Meeting convening this meeting.”

Entitlement to attend and vote

The Directors have determined that the holding of each Securityholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the Register at 12.00pm on 5 August 2015.

Voting by proxy

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

A Securityholder entitled to cast two or more votes at the Meeting may appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If the Securityholder appoints two proxies and does not specify the proportion or number of votes each proxy may exercise, then each proxy may exercise half of the votes.

A proxy form is attached to this Notice of Meeting. To be valid, proxy forms, and the authority under which any form appointing a proxy is signed or a certified copy of that authority (if any), must be received by no later than 12.00pm (Australian Eastern Standard Time) on 5 August 2015 in accordance with the instructions listed on the attached proxy form.

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

If a Securityholder returns their proxy form but does not nominate a representative, the Chairman of the Meeting will be that Securityholder's proxy and will vote on that Securityholder's behalf as directed on the proxy form. If the Securityholder's nominated representative does not attend the Meeting, then that Securityholder's proxy will revert to the Chairman of the Meeting who may vote as he thinks fit in relation to any motion or resolution other than those (if any) in respect of which an indication of the manner of voting is given on that Securityholder's proxy form.

Undirected proxies

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

Voting by attorney

A Securityholder may appoint an attorney to vote on his/her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by Link Market Services Limited using the contact details listed on the proxy form by no later than 12.00pm (Australian Eastern Standard Time) on 5 August 2015.

Corporate representatives

A body corporate which is a Securityholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 253B of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to Link Market Services.

Some Securityholders may not be entitled to vote, as noted in the voting exclusion statement in the Explanatory Memorandum.

By order of the Board



Tracey Jordan
Company Secretary

5 July 2015

Explanatory Memorandum

Resolution – Ratification of institutional placement

On 21 May 2015, the Charter Hall Group announced a fully underwritten institutional placement to certain institutional, professional and other wholesale investors which raised gross proceeds of approximately \$225 million by way of the issue of 47,071,130 fully paid Stapled Securities at \$4.78 per Stapled Security. The Stapled Securities were issued pursuant to the Charter Hall Group's 15% capacity under Listing Rule 7.1 (the ***Institutional Placement***). The proceeds of the Institutional Placement were used to fund equity investments alongside its capital partners, and to provide capacity for future investments as growth opportunities are identified alongside new and existing partners.

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

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

The resolution seeks the ratification by Securityholders of the issue of the 47,071,130 Stapled Securities pursuant to the Institutional Placement. The outcome of this resolution will have no effect on the issue of the 47,071,130 Stapled Securities to certain institutional, professional and other wholesale investors as these have already been issued within the Charter Hall Group's annual 15% limit prescribed by Listing Rule 7.1.

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

- (i) Number of securities issued:
47,071,130 fully paid ordinary Stapled Securities
- (ii) Price at which securities were issued:
\$4.78 per Stapled Security
- (iii) The terms of the securities:
The 47,071,130 Stapled Securities issued under the Institutional Placement rank equally in all respects with existing issued fully paid Stapled Securities of the Charter Hall Group quoted on ASX, from their issue on 27 May 2015 and subsequent quotation by the ASX.
- (iv) The name of the allottees:
The Stapled Securities were issued to certain institutional, professional and other wholesale investors who were identified by UBS AG, Australia Branch and Macquarie Capital (Australia) Limited, the joint lead managers and underwriters of the Institutional Placement.

- (v) Use (or intended use) of funds raised:
The proceeds of the Institutional Placement were used to fund equity investments alongside its capital partners, and to provide capacity for future investments as growth opportunities are identified alongside new and existing partners.

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

Directors' recommendation

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

Voting exclusion statement

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

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

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

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

Glossary

ASX	ASX Limited
Charter Hall Group	Charter Hall Limited (ACN 113 531 150) and Charter Hall Property Trust (ARSN 113 339 147) and their controlled entities
CHFML	Charter Hall Funds Management Limited (ACN 082 991 786; AFSL 262861) in its capacity as responsible entity of CHPT
CHL	Charter Hall Limited (ACN 113 531 150)
CHL Share	a share in CHL
CHPT	Charter Hall Property Trust (ARSN 113 339 147)
CHPT Unit	A unit in CHPT
Corporations Act	the Corporations Act 2001 (Cth)
Directors	the directors of CHL and and/or CHFML, as appropriate
Explanatory Memorandum	the explanatory memorandum that accompanies this Notice of Meeting
Institutional Placement	the issue of 47,071,130 fully paid Stapled Securities at \$4.78 per Stapled Security on 27 May 2015 to certain institutional, professional and other wholesale investors under a fully underwritten institutional placement
Listing Rules	Listing Rules of ASX
Meeting	the extraordinary general meeting of Securityholders of the Charter Hall Group to be held on 7 August 2015.
Notice of Meeting	this notice of Meeting and any notice of any adjournment of the Meeting
Register	the register of Securityholders as maintained by Link Market Services Limited
Securityholder	registered holder of a Stapled Security
Stapled Security	a CHL Share stapled to a CHPT Unit

Interpretation

The following rules apply unless the context requires otherwise:

- (a) The singular includes the plural, and the converse also applies.
- (b) If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (c) A reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it.

Corporate Directory

Corporate head office and registered office

Charter Hall Funds Management Limited
ACN 082 991 786
AFSL No. 262 861

Charter Hall Limited
ACN 113 531 150

Level 20
No.1 Martin Place
Sydney NSW 2000

Telephone: +61 2 8651 9000
Facsimile: +61 2 9221 4655

Principal Register

Link Market Services
Level 12
680 George Street
Sydney NSW 2000


Telephone: 1300 303 063
Facsimile: +61 2 9287 0303
Proxy Facsimile: +61 2 9287 0309


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Charter Hall Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1300 303 063 Overseas: +61 1300 303 063

PROXY FORM

I/We being a member(s) of Charter Hall Group and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **12:00pm on Friday, 7 August 2015 at Level 20, 1 Martin Place, Sydney, NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolution

1 Ratification of institutional placement

For Against Abstain*

STEP 2



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

STEP 3

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm on Wednesday, 5 August 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Charter Hall Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**