

Charter Hall Retail REIT

Notice of 2023 Annual General
Meeting of Unitholders and
Explanatory Memorandum

For a meeting to be held on Wednesday,
1 November 2023 at 2:00pm (AEDT)





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*This is an important document.
Please read it carefully.*

*If you are unable to attend the Meeting,
please complete the Proxy Form and return
it in accordance with the instructions in this
Notice of Meeting and in the Proxy Form.*

Separate attachment
Proxy Form

Cover: Gateway Plaza Leopold, VIC
Left: Highfields Village Shopping Centre, QLD

Chair's Letter

4 October 2023

Dear Unitholder

Charter Hall Retail REIT - Annual General Meeting

The directors of Charter Hall Retail Management Limited, the responsible entity of Charter Hall Retail REIT ("CQR" or the "REIT"), are pleased to invite all Unitholders to the 2023 Annual General Meeting of the REIT. The purpose of the Meeting is for the REIT to provide a briefing on its operations for the 2023 financial year and to consider the matters set out in the enclosed Notice of Meeting and Explanatory Memorandum.

The Meeting will be held on Wednesday, 1 November 2023 at 2:00pm (AEDT) at Charter Hall Group, Level 20, No.1 Martin Place, Sydney NSW 2000.

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 no later than 2:00pm (AEDT) on Monday, 30 October 2023 in accordance with the instructions on the attached Proxy Form.

Should you wish to submit questions before the meeting, Unitholders have the opportunity to do so by either addressing questions to me, as the Chair, and/or our external auditor, PricewaterhouseCoopers ("PwC"), prior to the Meeting, by logging on to Link Market Services investor centre website: <https://investorcentre.linkgroup.com>. Once you have logged into your holding (you will need your SRN/HIN No. and postcode to log in), select Voting then click "Ask a Question".

Representatives from PwC will be present at the Meeting to respond to the questions received and to any additional questions you may have. Please note that written questions for PwC must be sent to, and received by, Link Market Services Limited or the Responsible Entity no later than 5:00pm (AEDT) on Wednesday, 25 October 2023 in accordance with the instructions on the website.

If you require further information or have questions about voting, the Resolution or the upcoming Meeting, please contact the Registry, Link Market Services on +61 1300 303 063 (within and outside Australia).

I look forward to your participation at the Meeting.

Yours faithfully



Roger Davis
Independent Chair

Charter Hall Retail Management Limited
as responsible entity of the Charter Hall Retail REIT

Location of the Meeting



Venue

The Meeting of the Unitholders of Charter Hall Retail REIT will be held at:

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

Commencing

2:00pm AEDT,
Wednesday, 1 November 2023.

Charter Hall Head Office

The office is conveniently situated in the middle of the Sydney CBD and within close proximity to the city's ferry, light rail, bus and taxi facilities.

By Car

Self-parking is available through Secure Parking, with entrance below the Fullerton Hotel from 171 Pitt Street, Sydney.

Alternatively self-parking is offered through Wilson Parking at 123 Pitt Street, Angel Place, Sydney. Self-parking rates are available upon request.

By Train

Martin Place and Wynyard Railway Stations are within walking distance from the office. The stations offer services on all intercity and suburban trains and are a five-minute train ride to Central Station – the main station for all train services in Sydney.

By Light Rail

The CBD and South East Light Rail travels both directions along George Street to either Central or Circular Quay with regular services running every 4-8 minutes. The closest stop is between Martin Place and the entrance to Wynyard.

By Bus

Buses operate predominately along routes on Elizabeth Street, Castlereagh Street, Park Street, Druiitt Street, Clarence Street and York Street.

Meeting Agenda

Wednesday, 1 November 2023

1:30pm

Registration begins

2:00pm

Meeting commences

- Chair's welcome address
- Retail CEO's address
- Items of Business

Immediately after the meeting

Light refreshments

The Meeting is an important event and we encourage Unitholders to actively participate. Important information about the conduct of the Meeting is set out on the right.

Left: No.1 Martin Place, Sydney NSW

Meeting Protocol

Discussion and asking questions

Discussion will take place on the business of the Meeting as set out below.

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

Unitholders will have the opportunity to ask questions at the Meeting, including an opportunity to ask questions of the Auditor.

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

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

Unitholders who are unable to attend the Meeting are invited to do so. Please log onto <https://investorcentre.linkgroup.com>, select "Voting" then click "Ask a Question".

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

Webcast

For those that may not be able to attend the Meeting, a live webcast (audio and presentation only) will be made available.

To view the webcast:

1. Enter <https://web.lumiagm.com/346122611>
Meeting ID 346-122-611
2. Enter your name and email address
3. Select "Continue"

An on-demand webcast will be made available after completion of the event and can viewed here <https://www.charterhall.com.au/investments/funds/charter-hall-retail-reit/results-publications>

Photography

Cameras and recording devices are not permitted at the Meeting.

Notice of Meeting

Notice is hereby given that an annual general meeting of Unitholders of Charter Hall Retail REIT ("CQR" or "REIT") will be held at Level 20, No.1 Martin Place, Sydney NSW 2000 at 2:00pm (AEDT), on Wednesday, 1 November 2023. Registration shall commence at 1:30pm on Wednesday, 1 November 2023.

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 10 of this Notice of Meeting.
3. The Meeting will be held in accordance with the Corporations Act, the Listing Rules and the REIT's Constitutions. A copy of the REIT's current Constitutions can be found on the Charter Hall Group's website (at <https://www.charterhall.com.au/About-Us/corporate-governance/corporate-governance-retail-reit>).

The business of the Meeting is as follows:

Business:

Resolution 1 – Re-election of Independent Director

To consider, and if thought fit, pass the following resolution, as an advisory, non-binding resolution of the Unitholders:

"That Mr Michael Gorman be re-elected as a director of Charter Hall Retail Management Limited."

Entitlement to Attend and Vote

The Directors have determined that the holding of each Unitholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the Register at 7:00pm (AEDT) on Monday, 30 October 2023.

Quorum

Under the Constitution, the required quorum for the Meeting is two (2) Unitholders present in person or by proxy.

Voting by Proxy

A Unitholder is entitled to appoint a proxy to attend and vote on behalf of the Unitholder at the Meeting. A proxy need not be a Unitholder of the REIT.

A Unitholder 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 Unitholder 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 at the office of Link Market Services Limited or at the registered office of CQR; no later than 2:00pm (AEDT) on Monday, 30 October 2023 in accordance with the instructions listed on the attached Proxy Form.

Please note that certified copies of authorities or powers of attorney cannot be received by facsimile and may only be received by mail or by hand delivery.

The offices of Link Market Services Limited are at:

Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or

Level 12, 680 George Street
Sydney NSW 2000

It is preferred Unitholders lodge their Proxy Form online at <https://investorcentre.linkgroup.com> by entering their holding details as shown on the Proxy Form and postcode, then selecting 'Voting', and then following the prompts to lodge their vote. To use the online lodgment facility, Unitholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)).

If a Unitholder returns their Proxy Form but does not nominate a representative, the Chair of the Meeting will be that Unitholder's proxy and will vote on that Unitholder's behalf as directed on the Proxy Form. If the Unitholder's nominated representative does not attend the Meeting, then that Unitholder's proxy will revert to the Chair 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 Unitholder's Proxy Form.

Undirected Proxies

Where permitted by law, the Chair of the Meeting intends to vote undirected proxies in favour of the Resolution in the Notice of Meeting.

Voting by Attorney

A Unitholder 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 above in the section headed "Voting by Proxy" no later than 2:00pm (AEDT) on Monday, 30 October 2023. Please note that certified copies of authorities or powers of attorney cannot be received by facsimile and may only be received by mail or by hand delivery.

Corporate Representatives

A body corporate which is a Unitholder, 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 email evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to Link Market Services.

Voting at the Meeting

Voting on the Resolution at this Meeting will be conducted by poll.

By order of the Board



Rebekah Hourigan
Company Secretary

4 October 2023

Explanatory Memorandum

Resolution 1 – Re-election of Independent Director

Mr Michael Gorman was appointed as a Director of CHRML on 10 November 2016, and this would constitute Mr Gorman's third term of office as a Director of CHRML, from a cap of four terms for independent directors as adopted by the Directors of CHRML.

Under CHRML's Constitution, only the Directors of CHRML or the shareholders of CHRML may appoint a Director of CHRML. While the Unitholders are being asked to vote in relation to the ratification of the appointment of Mr Gorman as a Director of CHRML, unitholders should note that this resolution is advisory only and is non-binding on CHRML, its shareholders or the Directors. The Directors do, however, intend to give due consideration to the results of this resolution to determine the composition of the Board.

Mr Gorman's biography is set out below:

Mr Gorman – Independent Director

Michael joined the Board of CQR on 10 November 2016.

Michael brings more than 30 years' extensive experience in both real estate and the public equity and debt markets.

In his 11 years with Novion Property Group, an ASX top 50 entity, and its predecessors, Michael held a number of executive positions including Deputy Chief Executive Officer, Chief Investment Officer and Fund Manager. In these roles, Michael was directly responsible for raising several billion dollars in equity on the Australian Securities Exchange and corporate bonds in the domestic and US markets.

Michael is a Non-Executive Director of GPT Funds Management Limited, the Responsible Entity of the GPT wholesale unlisted funds platform and is the Chair of the Investor Representative Committees for both the GPT Wholesale Office Fund and the GPT Wholesale Shopping Centre Fund. Michael is also a Non-Executive Director of Adelaide Airport Limited and the Chair of its Property People & Culture Committee and a member of the Infrastructure and Remuneration Committees.

Michael completed the Advanced Management Programme at INSEAD, France, holds an MBA from the Australian Graduate School of Management of UNSW, a Bachelor of Science (Architecture) UNSW and a Bachelor of Architecture (First Class Honours, University Medal) UNSW.

Michael is a Graduate Member of the Australian Institute of Company Directors, a Fellow of the Australian Property Institute and a Fellow of the Royal Society of Arts.

Board recommendation

In recommending Mr Gorman's re-election, the Board took into account Mr Gorman's skills and experience in property and funds management, as well as debt and equity markets and the contributions Mr Gorman makes as a member of Board, in the role it plays in execution of the REIT's investment objectives and strategy.

The Board believes that Mr Gorman has retained his independence of character and judgement and continues to bring invaluable experience and expertise to the Board.

The Directors (other than Mr Michael Gorman) recommend the ratification by the Unitholders of the appointment of Mr Michael Gorman as a Director of CHRML.

Glossary and Interpretation

Glossary

ASX	ASX Limited or the market operated by it, as the context requires
Board	Board of Directors of CHRML
Charter Hall Group	The stapled entity comprising Charter Hall Limited (ACN 113 531 150) and Charter Hall Property Trust (ARSN 113 339 147)
CHRML or the Responsible Entity	Charter Hall Retail Management Limited (ACN 069 709 468)
Constitution	The constitution of the REIT
Corporations Act	The Corporations Act 2001 (Cth) as amended from time to time
Directors	The directors of the CHRML
Explanatory Memorandum	The explanatory memorandum that accompanies this Notice of Meeting
Independent Directors	Roger Davis, Sue Palmer and Michael Gorman
Listing Rules	The Listing Rules of ASX
Meeting or Annual General Meeting	The 2023 annual general meeting of Unitholders of the REIT to be held at 2:00pm (AEDT), Wednesday, 1 November 2023
Notice of Meeting	This notice of Meeting and any notice of any adjournment of the Meeting
Proxy Form	The proxy form attached to this Notice of Meeting
PwC	PricewaterhouseCoopers
Register	The register of Unitholders as maintained by the Registry
Registry	Link Market Services Limited
REIT	Charter Hall Retail REIT (ARSN 093 143 965), listed on the ASX ticker code “CQR”
Resolution	Resolution 1 included in this Notice of Meeting
Unitholder	Registered holder of units in the REIT

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.

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:

Link Market Services Limited

Locked Bag A14
Sydney South NSW 1235
Tel: 1300 303 063 (within and outside Australia)
E-mail: charterhall.reits@linkmarketservices.com.au
Web: linkmarketservices.com.au

Investor relations

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

Charter Hall Retail Management Limited

GPO Box 2704
Sydney NSW 2001

Tel: 1300 365 585 (within Australia)
+61 2 8651 9000 (outside Australia)

E-mail: reits@charterhall.com.au
Web: charterhall.com.au

Corporate Directory

Responsible Entity and Manager

Charter Hall Retail Management Limited

ABN 46 069 709 468
AFSL 246996

Registered office

Level 20, No.1 Martin Place
Sydney NSW 2000

Directors of the Responsible Entity

Roger Davis (Chair)
Ben Ellis
Michael Gorman
David Harrison
Sue Palmer

Retail CEO & Fund Manager

Ben Ellis

Company Secretary

Mark Bryant / Rebekah Hourigan

Responsible Entity's office

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

Tel: 1300 365 585 (within Australia)
+61 2 8651 9000 (outside Australia)

E-mail: reits@charterhall.com.au
Web: charterhall.com.au/cqr

ASX code: CQR

Auditor

PricewaterhouseCoopers

One International Towers Sydney
Watermans Quay, Barangaroo
Sydney NSW 2000

For personal use only

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Charter Hall Retail REIT
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
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 303 063



X99999999999

PROXY FORM

I/We being a member(s) of Charter Hall Retail REIT (REIT) 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

Name

or failing the person or body corporate named, or if no person or body corporate is named, the Chair 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 Annual General Meeting of the Unitholders to be held at **2:00pm (AEDT) on Wednesday, 1 November 2023 at Charter Hall Group, Level 20, No.1 Martin Place, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

You can participate by attending in person or via the webcast at <https://web.lumiagm.com/346122611>, Meeting ID 346-122-611.

The Chairman of the Meeting intends to vote undirected proxies in favour of the resolution.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the REIT 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

For Against Abstain*

1 Re-election of Independent Director - Mr Michael Gorman

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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 UNITHOLDERS – THIS MUST BE COMPLETED

Unitholder 1 (Individual)

Joint Unitholder 2 (Individual)

Joint Unitholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the unitholder. If a joint holding, either unitholder may sign. If signed by the unitholder'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).

CQR PRX2301N



HOW TO COMPLETE THIS UNITHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a unitholder of the REIT.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair 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 units 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 units 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 REIT's unit 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 units 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 unitholder 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" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the REIT's unit 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 **2:00pm (AEDT) on Monday, 30 October 2023**, 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

<https://investorcentre.linkgroup.com>

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).



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 <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

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 Retail REIT
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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or

Level 12
680 George Street
Sydney NSW 2000

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