

Charter Hall Long WALE REIT

Notice of 2024 Annual General Meeting of Securityholders and Explanatory Memorandum

For a meeting to be held on Monday, 21 October 2024 at 12.00pm (AEDT)

For personal use only





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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

Chair's Letter

25 September 2024

Dear Securityholder

Charter Hall Long WALE REIT – Annual General Meeting

The directors of Charter Hall WALE Limited, the Responsible Entity of the managed investment schemes that comprise the Charter Hall Long WALE REIT ("CLW" or the "REIT"), are pleased to invite all Securityholders to the 2024 Annual General Meeting of the REIT. The purpose of the Meeting is for the REIT to provide a briefing on its operations for the 2024 financial year and to consider the matter set out in the enclosed Notice of Meeting and Explanatory Memorandum.

The Meeting will be held on Monday, 21 October 2024 at 12.00pm (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 12.00pm (AEDT) on Saturday, 19 October 2024 in accordance with the instructions on the attached Proxy Form.

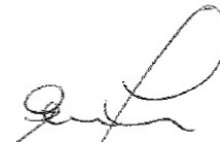
Should you wish to submit questions before the meeting, Securityholders have the opportunity to do so and/or to address questions to me, as the Chair, and/or our external auditor, PricewaterhouseCoopers ("PwC"), prior to the Meeting, please log on to MUFG Pension & Market services ("the Registry") centre website: <https://investorcentre.linkmarketservices.com.au/Login/Login>. 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 the Registry or the Responsible Entity no later than 12.00pm (AEDT) on Monday, 14 October 2024 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, on +61 1300 303 063 (within and outside Australia).

I look forward to your participation at the Meeting.

Yours faithfully



Glenn Fraser
Independent Chair

Charter Hall WALE Limited as responsible entity of the Charter Hall Long WALE REIT

Location of the Meeting



Venue

The Meeting of the Securityholders of Charter Hall Long WALE REIT will be held at:

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

Commencing

12.00pm (AEDT)
Monday, 21 October 2024

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 at No.1 Martin Place, located below the Fullerton Hotel (enter via Pitt Street).

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.

By Metro

Martin Place metro station is within walking distance from the office.

Meeting Agenda

Monday, 21 October 2024

11.30am

Registration opens

12.00pm

Meeting commences

- Chair's welcome address
- Fund Manager's address
- Items of Business

1.00pm

Light refreshments

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

Woolworths 

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.

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

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; and
- If a Securityholder has more than one question, please ask all questions at the same time.

Securityholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select "Voting" then click "Ask a Question".

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

Webcast

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://meetings.lumiconnect.com/300-819-072-990>
Meeting ID 300-819-072-990
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/investor-centre/long-wale-reit/results-publications#financial-results--annual-securityholders-meetings>

Photography

Cameras and recording devices are not permitted at the Meeting.

Notice of Meeting

Notice is hereby given by Charter Hall WALE Limited ACN 610 772 202 AFSL 486721 as responsible entity of Charter Hall Long WALE REIT ("CLW" or "REIT") that an annual general meeting of Securityholders of CLW will be held at Level 20, No. 1 Martin Place, Sydney NSW 2000 at 12.00pm (AEDT) on Monday, 21 October 2024. Registration shall commence at 11.30am on Monday, 21 October 2024.

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-long-wale-reit>).

The business of the Meeting is as follows:

Business:

Resolution 1 – Election and re-election of Independent Directors

To consider, and if thought fit, pass the following resolutions, as advisory, non-binding resolutions of the Securityholders:

- a. "That, Mr Raymond Fazzolari, be elected as a Director of Charter Hall WALE Limited; and
- b. "That Ms Ceinwen Kirk-Lennox, be re-elected as a director of Charter Hall WALE Limited."

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 7.00pm (AEDT) on Friday, 18 October 2024.

Quorum

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

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 REIT.

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 original 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 the Registry or at the registered office of CHWALE no later than 12.00pm (AEDT) on Saturday, 19 October 2024 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 MUG Pension & Market services are at:
1A Homebush Bay Drive Rhodes NSW 2138; or
Level 12, 680 George Street
Sydney NSW 2000

It is preferred Securityholders lodge their Proxy Form online at <https://investorcentre.linkmarketservices.com.au> 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, Securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)).

If a Securityholder returns their Proxy Form but does not nominate a representative, the Chair 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 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 Securityholder'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 Securityholder may appoint an attorney to vote on his/her behalf. For an appointment to be effective for the Meeting, the original instrument effecting the appointment (or a certified copy of it) must be received by the Registry using the contact details listed above in the section headed "Voting by Proxy" no later than 12.00pm (AEDT) on Saturday, 19 October 2024. 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 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 email evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Registry.

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

25 September 2024

Explanatory Memorandum

Resolution 1 – Election and Re-election of Independent Directors

Pursuant to the Product Disclosure Statement ("PDS") at the Initial Public Offering ("IPO") of the REIT, the Directors of CHWALE have agreed to ask that the Securityholders ratify any re-appointment of independent directors of CHWALE, by a non-binding vote. This has been implemented since the REIT listed on a rolling basis with one independent director being considered for re-appointment every year.

Under CHWALE's Constitution, only the Directors of CHWALE or the shareholder of CHWALE being the Charter Hall Group may appoint a Director of CHWALE. While the Securityholders are being asked to vote in relation to the ratification of the appointment of Mr Fazzolari and Ms Kirk-Lennox as a Director of CHWALE, Securityholders should note that this resolution is advisory only and is non-binding on CHWALE, 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.

On 24 April 2024 Mr Peeyush Gupta AM retired from the Board of CHWALE and Mr Raymond Fazzolari was appointed as an independent director and Chair of the Audit, Risk and Compliance Committee.

Ms Ceinwen Kirk-Lennox was appointed as a Director of CHWALE on 28 June 2016, and this would constitute Ms Kirk-Lennox's third term of office as a Director of CHWALE.

Information about the background and experience of each Director standing for election or re-election is set out below:

Mr Raymond Fazzolari – Independent Director

Mr Fazzolari has extensive industry experience in the financial sector and commercial property industry over 40 years through various cycles and market conditions.

Mr Fazzolari's executive career includes three years with the St Hillier's Group as the General Manager of Development, 16 years with the Leda Group of Companies as the Managing Director and a further 10 years with Citi as the General Manager of Commercial Finance.

Mr Fazzolari currently serves as a Non-Executive Director of Charter Hall Investment Management Limited, the responsible entity of Charter Hall Prime Office Fund and Charter Hall Prime Industrial Fund.

Board recommendation

The Directors (other than Mr Fazzolari) recommend the ratification by Securityholders of the appointment of Mr Fazzolari as a Director of CHWALE.

b) Re-election of Ms Ceinwen Kirk-Lennox

Ms Kirk-Lennox biography is set out below:

Ms Kirk-Lennox has over 40 years' experience in many aspects of property including agency, development, project and construction management, property management, and community development.

Her executive career includes 26 years at Lendlease Corporation, where she held executive roles, running commercial business units, client accounts and functions across the Lendlease Group.

Ms Kirk-Lennox now runs her own consultancy, Mosaic Xchange, with clients across both private and public sectors.

Ms Kirk-Lennox has served on a number of boards including both for-profit and not-for profit companies. She was appointed to the Greater Sydney Parklands Board in 2020 and currently holds a number of roles within Homes NSW delivering mixed-use market, affordable and social housing.

Ms Kirk-Lennox holds a Bachelor of Business in Land Economy from the University of Western Sydney and is a graduate of the Australian Institute of Company Directors.

Board recommendation

The Directors (other than Ms Kirk-Lennox) recommend the ratification by Securityholders of the appointment of Ms Kirk-Lennox as a Director of CHWALE.

Glossary and Interpretation

Glossary

ASX	ASX Limited or the market operated by it, as the context requires
Board	Board of Directors of CHWALE
Charter Hall Group	The stapled entity comprising Charter Hall Limited (ACN 113 531 150) and Charter Hall Property Trust (ARSN 113 339 147)
CHWALE or the Responsible Entity	Charter Hall WALE Limited (ABN 20 610 772 202)
Corporations Act	The Corporations Act 2001 (Cth) as amended from time to time
Directors	The Directors of the Responsible Entity
Explanatory Memorandum	The explanatory memorandum that accompanies this Notice of Meeting
Independent Directors	Glenn Fraser, Ceinwen Kirk-Lennox and Raymond Fazzolari
Listing Rules	The Listing Rules of ASX
Meeting or Annual General Meeting	The 2024 annual general meeting of Securityholders of the REIT to be held at 12.00pm (AEDT), Monday, 21 October 2024
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 Securityholders as maintained by the Registry
Registry	MUFG Pension & Market services
REIT	Charter Hall Long WALE REIT, comprising Charter Hall Direct Industrial Fund (ARSN 144 613 641) and LWR Finance Trust (ARSN 614 713 138), listed on the ASX ticker code "CLW"
Resolution	The resolution included in this Notice of Meeting
Securityholder	Registered holder of a Stapled Security
Stapled Security	A stapled security in the REIT comprising an ordinary unit in each of the Stapled Trusts
Stapled Trusts	Charter Hall Direct Industrial Fund (ARSN 144 613 641) and LWR Finance Trust (ARSN 614 713 138)

Interpretation

The following rules apply unless the context requires otherwise:

- The singular includes the plural, and the converse also applies.
- If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- 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

Responsible Entity and Manager

Charter Hall WALE Limited
ABN 20 610 772 202
AFSL 486721

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

GPO Box 2704
Sydney NSW 2001

Directors of the Responsible Entity
Glenn Fraser (Chair)
Ceinwen Kirk-Lennox
Raymond Fazzolari
David Harrison
Carmel Hourigan

Fund Manager
Avi Anger

Company Secretary
Rebekah Hourigan / Mark Bryant

Responsible Entity's office
Tel: 1300 365 585 (within Australia)
+61 2 8651 9000 (outside Australia)
E-mail: reits@charterhall.com.au
Web: charterhall.com.au/clw

ASX code: CLW

Auditor

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

Registry

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

MUFG Pension & Market Services
(formerly Link Market Services Limited)
Locked Bag A14
Sydney South NSW 1235
Tel: +61 1300 303 063
E-mail: charterhall.reits@linkmarketservices.com.au
Web: linkmarketservices.com.au

Investor relations

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

Charter Hall Long WALE REIT
GPO Box 2704
Sydney NSW 2001
Tel: +1300 365 585 (within and outside Australia)
E-mail: reits@charterhall.com.au
Web: charterhall.com.au

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LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
 Charter Hall Long WALE 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: 1300 303 063 Overseas: +61 1300 303 063



X99999999999

PROXY FORM

I/We being a member(s) of Charter Hall Long WALE 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 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 Annual General Meeting of the REIT to be held at **12:00pm (AEDT) on Monday, 21 October 2024 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://meetings.lumiconnect.com/300-819-072-990>
Meeting ID 300-819-072-990.

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*

1a Election of Independent Director
 - Mr Raymond Fazzolari

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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1b Re-election on Independent Director
 - Ms Ceinwein Kirk-Lennox

<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 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)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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).

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STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the REIT'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 REIT.

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 REIT'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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the REIT's 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 (AEDT) on Saturday, 19 October 2024**, 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 Long WALE 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)

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

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