

Pendal Group Limited

Level 14, The Chifley Tower
2 Chifley Square
Sydney NSW 2000
Australia

ABN 28 126 385 822

PENDAL

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

27 May 2020

Dear Sir/Madam

Re: Notice of Change of Interests of Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of Charter Hall Retail Reit (**CQR**).

Yours faithfully



Joanne Hawkins
Group Company Secretary

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme CHARTER HALL RETAIL REIT (CQR)

ACN/ARSN ARSN 093 143 965

1. Details of substantial holder(1)

Name PENDAL GROUP LIMITED (PDL)

ACN/ARSN (if applicable) ACN 126 385 822

There was a change in the interests of the substantial holder on 25/05/2020

The previous notice was given to the company on 23/03/2020

The previous notice was dated 19/03/2020

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
ORDINARY SHARES	30,205,488	6.48%	42,247,797	7.53%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
25/05/2020	PDL & its Associates, Pental Fund Services Limited, Pental Institutional Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
Pendal Fund Services Limited *	HSBC Custody Nominees (Australia) Limited. State Street Australia Limited UBS Wealth Management	HSBC Custody Nominees (Australia) Limited. State Street Australia Limited UBS Wealth Management	Pendal Fund Services Limited is the trustee or responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	20,599,496 Ordinary	20,599,496
Pendal Institutional Limited	HSBC Custody Nominees (Australia) Limited. State Street Australia Limited Citicorp Nominees Pty Ltd BNP Fund Services Pty Limited JP Morgan Chase Bank National Australia Bank Limited RBC Investor Services Trust	HSBC Custody Nominees (Australia) Limited. State Street Australia Limited Citicorp Nominees Pty Ltd BNP Fund Services Pty Limited JP Morgan Chase Bank National Australia Bank Limited RBC Investor Services Trust	Pendal Institutional Limited is the investment manager appointed by various superannuation funds, institutional investors and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	21,648,301 Ordinary	21,648,301

* Pendal Fund Services Limited has appointed Pendal Institutional Limited to act as the investment manager of the trusts of which it is responsible entity, giving Pendal Institutional Limited the capacity to exercise the power to vote or dispose of the shares. Pendal Institutional Limited therefore also has a relevant interest in shares in which Pendal Fund Services Limited has a relevant interest.

5. Changes in association

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:


Name	Address
Pendal Group Limited (PDL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Fund Services Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Institutional Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000

CHARTER HALL RETAIL REIT (CQR)

The Company Secretary,
CHARTER HALL RETAIL REIT (CQR)
Level 20, 1 Martin Place
Sydney NSW 2000

Signature

Print name Joanne Hawkins Capacity Company Secretary

Sign here  Date 27/05/2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
 - (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
 - (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
 - (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Pental Group Limited ACN 126 385 822

Joanne Hawkins – Company Secretary, Pental Group Limited - 27/05/2020

TRANSACTION HISTORY

Sales & Purchases for the period : 20/03/2020 to 25/05/2020

SECURITY: CQR

Pental Fund Services Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/03/2020	HSBC Custody Nominees (Australia) Limited.	Buy	315,846	1,007,296	Ordinary	315,846
23/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-123,101	-346,049	Ordinary	123,101
25/03/2020	HSBC Custody Nominees (Australia) Limited.	Buy	208,388	684,471	Ordinary	208,388
25/03/2020	HSBC Custody Nominees (Australia) Limited.	Buy	170,000	556,291	Ordinary	170,000
26/03/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-38,136	-132,332	Ordinary	38,136
2/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-37,736	-119,589	Ordinary	37,736
7/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	230,000	730,779	Ordinary	230,000
8/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	315,675	997,943	Ordinary	315,675
8/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	130,729	415,339	Ordinary	130,729
8/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	170,008	540,132	Ordinary	170,008
9/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	35,646	115,493	Ordinary	35,646
9/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	30,764	99,675	Ordinary	30,764
16/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-99,470	-319,299	Ordinary	99,470
16/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	99,470	319,299	Ordinary	99,470
17/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	491,673	1,687,471	Ordinary	491,673
20/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-111,074	-362,101	Ordinary	111,074
20/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	80,930	263,832	Ordinary	80,930
23/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	188,169	595,762	Ordinary	188,169
23/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	51,817	164,058	Ordinary	51,817
27/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-99,770	-314,276	Ordinary	99,770
28/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-242,030	-721,903	Ordinary	242,030
28/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	668,636	1,939,044	Ordinary	668,636
28/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	169,526	491,625	Ordinary	169,526
28/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	39,331	114,060	Ordinary	39,331
28/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	75,172	217,999	Ordinary	75,172
28/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	1,401,251	4,063,628	Ordinary	1,401,251
28/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	492,101	1,427,093	Ordinary	492,101
28/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	114,532	332,143	Ordinary	114,532
28/04/2020	HSBC Custody Nominees (Australia) Limited.	Buy	848,386	2,460,319	Ordinary	848,386

7/04/2020	Citicorp Nominees Pty Limited	Buy	150,000	476,595	Ordinary	150,000
8/04/2020	Citicorp Nominees Pty Limited	Buy	113,110	359,362	Ordinary	113,110
9/04/2020	Citicorp Nominees Pty Limited	Buy	27,021	87,548	Ordinary	27,021
17/04/2020	Citicorp Nominees Pty Limited	Buy	141,327	485,048	Ordinary	141,327
23/04/2020	Citicorp Nominees Pty Limited	Buy	58,401	184,903	Ordinary	58,401
28/04/2020	Citicorp Nominees Pty Limited	Buy	436,549	1,265,992	Ordinary	436,549
28/04/2020	Citicorp Nominees Pty Limited	Buy	87,703	254,339	Ordinary	87,703
28/04/2020	Citicorp Nominees Pty Limited	Buy	843,219	2,445,335	Ordinary	843,219
1/05/2020	Citicorp Nominees Pty Limited	Sell	-74,955	-227,309	Ordinary	74,955
8/05/2020	Citicorp Nominees Pty Limited	Buy	354,269	1,077,970	Ordinary	354,269
8/05/2020	Citicorp Nominees Pty Limited	Sell	-96,683	-293,636	Ordinary	96,683
	Total		2,114,967	6,362,125		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
25/03/2020	HSBC Custody Nominees (Australia) Limited	Buy	40,000	130,892	Ordinary	40,000
26/03/2020	HSBC Custody Nominees (Australia) Limited	Sell	-9,296	-32,257	Ordinary	9,296
2/04/2020	HSBC Custody Nominees (Australia) Limited	Sell	-7,267	-23,030	Ordinary	7,267
8/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	33,023	104,917	Ordinary	33,023
9/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	5,738	18,591	Ordinary	5,738
16/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	7,484	24,024	Ordinary	7,484
20/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	30,144	98,269	Ordinary	30,144
23/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	16,647	52,706	Ordinary	16,647
28/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	91,908	266,533	Ordinary	91,908
28/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	36,727	106,508	Ordinary	36,727
28/04/2020	HSBC Custody Nominees (Australia) Limited	Buy	162,480	471,192	Ordinary	162,480
	Total		407,588	1,218,346		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/03/2020	JP Morgan Chase Bank	Buy	43,318	138,150	Ordinary	43,318
20/03/2020	JP Morgan Chase Bank	Buy	273,862	873,401	Ordinary	273,862
25/03/2020	JP Morgan Chase Bank	Buy	29,405	96,584	Ordinary	29,405
25/03/2020	JP Morgan Chase Bank	Buy	187,193	614,854	Ordinary	187,193
8/04/2020	JP Morgan Chase Bank	Buy	42,985	135,888	Ordinary	42,985
8/04/2020	JP Morgan Chase Bank	Buy	273,046	863,180	Ordinary	273,046
28/04/2020	JP Morgan Chase Bank	Buy	120,840	350,436	Ordinary	120,840
28/04/2020	JP Morgan Chase Bank	Sell	-34,856	-103,965	Ordinary	34,856
28/04/2020	JP Morgan Chase Bank	Buy	93,248	270,419	Ordinary	93,248
28/04/2020	JP Morgan Chase Bank	Buy	19,096	55,378	Ordinary	19,096
28/04/2020	JP Morgan Chase Bank	Buy	183,532	532,243	Ordinary	183,532
28/04/2020	JP Morgan Chase Bank	Buy	65,472	189,869	Ordinary	65,472
28/04/2020	JP Morgan Chase Bank	Sell	-221,216	-659,821	Ordinary	221,216
28/04/2020	JP Morgan Chase Bank	Buy	591,695	1,715,916	Ordinary	591,695
14/05/2020	JP Morgan Chase Bank	Buy	3,372	10,116	Ordinary	3,372
14/05/2020	JP Morgan Chase Bank	Buy	21,399	64,197	Ordinary	21,399

25/05/2020	JP Morgan Chase Bank	Buy	12,526	38,893	Ordinary	12,526
25/05/2020	JP Morgan Chase Bank	Buy	23,123	71,513	Ordinary	23,123
25/05/2020	JP Morgan Chase Bank	Buy	79,460	246,723	Ordinary	79,460
25/05/2020	JP Morgan Chase Bank	Buy	146,690	453,668	Ordinary	146,690
	Total		1,954,190	5,957,642		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/03/2020	National Australia Bank Limited	Buy	359,184	1,131,789	Ordinary	359,184
27/03/2020	National Australia Bank Limited	Sell	-239,086	-739,469	Ordinary	239,086
27/04/2020	National Australia Bank Limited	Buy	99,770	314,276	Ordinary	99,770
28/04/2020	National Australia Bank Limited	Buy	44,102	127,896	Ordinary	44,102
28/04/2020	National Australia Bank Limited	Buy	29,747	86,266	Ordinary	29,747
28/04/2020	National Australia Bank Limited	Buy	631,374	1,830,985	Ordinary	631,374
28/04/2020	National Australia Bank Limited	Buy	20,261	58,757	Ordinary	20,261
5/05/2020	National Australia Bank Limited	Buy	58,184	181,057	Ordinary	58,184
8/05/2020	National Australia Bank Limited	Buy	521,845	1,587,870	Ordinary	521,845
14/05/2020	National Australia Bank Limited	Sell	-49,657	-148,971	Ordinary	49,657
	Total		1,475,724	4,430,455		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/04/2020	RBC Investor Services Trust	Buy	27,446	79,593	Ordinary	
	Total		27,446	79,593		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/04/2020	State Street Australia Limited	Buy	66,091	191,664	Ordinary	66,091
28/04/2020	State Street Australia Limited	Buy	32,372	93,879	Ordinary	32,372
7/05/2020	State Street Australia Limited	Sell	-391,661	-1,178,899	Ordinary	391,661
7/05/2020	State Street Australia Limited	Sell	-191,838	-577,432	Ordinary	191,838
	Total		-485,036	-1,470,789		

Pendal Institutional Limited	5,537,062	16,699,702
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