

Charter Hall

Charter Hall Direct Office Fund (DOF)

Product disclosure statement

An unlisted property fund with a diversified portfolio of quality Australian office properties with a focus on CBD and established property markets.

APIR Code MAQ0842AU

Important information

Product disclosure statement

This PDS relates to an offer to invest in Charter Hall Direct Office Fund (ARSN 116 064 343, APIR Code MAQ0842AU) which comprises NB Direct Property Trust (ARSN 098 151 323) (Fund). Charter Hall Direct Office Fund is an umbrella managed investment scheme, which has flexibility to comprise one or more stapled entities. The Fund is a registered managed investment scheme under the Corporations Act. Applicants may submit an application to subscribe for Wholesale A Units at any time while this PDS is on issue.

This PDS is dated 20 February 2025. Unless otherwise specified, all financial and operational information contained in this PDS is stated as at the date of this PDS.

ASIC takes no responsibility for the contents of this PDS and expresses no view regarding the merits of the investment set out in this PDS. You should read this PDS in full before deciding whether to invest in the Fund. If you are in doubt as to how to interpret or deal with this document, you should consider consulting your financial adviser, stockbroker or other professional advisers.

Responsible Entity

Charter Hall Direct Property Management Limited (ABN 56 073 623 784, AFSL 226849) (Responsible Entity or CHDPML) is the issuer of this PDS and the Units offered pursuant to this PDS. The Responsible Entity has appointed Charter Hall Holdings Pty Limited (ABN 15 051 363 547) to act as manager of the Fund (Manager).

Custodian

The Responsible Entity has appointed The Trust Company Limited (ABN 59 004 027 749, AFSL 235148) as the custodian of the Fund (Custodian). The Custodian's role is limited to holding the assets of the Fund as agent of the Responsible Entity. The Custodian has no supervisory role in relation to the operation of the Fund and is not responsible for protecting your interests. In accordance with the terms of the Custody Agreement, the Custodian has no liability or responsibility to you for any act done or omission made. The Custodian makes no statement in this PDS and has not authorised or caused the issue of it.

Eligibility

The Offer made in this PDS is available only to those persons receiving this PDS (electronically or otherwise) within Australia or the foreign jurisdictions referred to in section 11 of this PDS (subject to any relevant qualifications set out in that section).

This PDS does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

Other than as permitted by law, investments in the Fund will only be accepted on receipt of an Application Form.

Foreign jurisdictions

No action has been taken to register Units or otherwise permit a public offering of Units in any jurisdiction outside Australia. The distribution of this PDS in jurisdictions outside Australia may be restricted by law and persons who come into possession of this PDS who are not in Australia should seek advice on and observe any such restrictions in relation to the distribution or possession of this PDS. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. Refer to section 11 for additional information for investors from foreign jurisdictions.

Cooling off period

Direct Investors who are not Wholesale Clients have a 14-day cooling off period. Cooling off rights do not apply to Indirect Investors that invest through an IDPS.

Master trust or wrap accounts

The Responsible Entity authorises the use of this PDS as disclosure to Indirect Investors who access the Fund through an IDPS or IDPS-like scheme (known commonly as a master trust or wrap account) or nominee or custody service and those investors may rely on this PDS. Individuals or entities who invest in the Fund through a master trust or wrap account do not become Direct Investors. The operator or custodian of the master trust or wrap account (IDPS Operator) will be recorded as the Investor in the Investor Registry and will be the person who exercises the rights and receives the benefits as an Investor. Reports and documentation relating to the Fund will be sent to the IDPS Operator. Investors using these services should be aware that they may be subject to different conditions from those set out in this PDS, particularly in relation to:

– arrangements for the application for and transfer of Units;

– fees and expenses; and

– distribution calculation and timing.

Indirect Investors in master trusts or wrap accounts should contact their adviser or IDPS Operator with any queries relating to an investment in the Fund using these services.

No investment advice

The information contained in this PDS is not financial product advice. The information contained in this PDS is general information only and does not take into account your investment objectives, financial situation and particular needs.

It is therefore important that you read this PDS in full before deciding whether to invest in the Fund and take into consideration your investment objectives, financial situation and particular needs. If you are in any doubt, you should consider consulting your financial adviser, stockbroker or other professional advisers.

Forward looking statements

This PDS contains forward looking statements which are subject to known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Fund to be materially different from those expressed or implied in such forward looking statements. Past performance is not a reliable indicator of future performance.

Disclaimer

An investment in Units is not an investment in, or a deposit with or other liability of, the Responsible Entity or any other member of Charter Hall Group and is subject to investment and other risks, including possible delay in repayment and loss of income and capital invested. None of the Responsible Entity, the Manager, other entities in Charter Hall Group, the Custodian or any of their respective directors, officers or associates gives any guarantee or assurance as to the performance of the Fund or the underlying assets of the Fund or the repayment of capital from the Fund or any particular rate of capital or income return from the Fund.

No representations other than contained in this PDS

You should only rely on the information in this PDS when deciding whether to invest in the Fund. No person is authorised to give any information or to make any representation in connection with the Fund that is not contained in this PDS. Any information or representation not contained in this PDS may not be relied upon as having been authorised by the Responsible Entity in connection with the Fund.

Investment risks

You should read this PDS in full before deciding whether to invest in the Fund and if you are in any doubt, you should consider consulting your financial adviser, stockbroker or other professional advisers. Each Applicant shall be considered to have read and understood section 5 of this PDS.

PDS availability

This PDS may be viewed online on the Fund website. If you access the electronic version of this PDS, you should ensure that you download and read this PDS in full. A paper copy of this PDS is available free of charge to any person in Australia by calling Charter Hall Group on 1300 652 790 (local call cost).

Incorporated material and updated information

This PDS incorporates material contained in the document titled 'RG46 and PDS updated information for Charter Hall Direct Office Fund' and any other documents stated to be incorporated by reference. This document contains information about a number of matters relating to the Fund and the Portfolio. Additionally, information in this PDS may change from time to time. Information that has changed in relation to the Fund that is not materially adverse but which the Responsible Entity wishes to provide to Investors, will be made available on the Fund website including in the 'RG46 and PDS updated information for Charter Hall Direct Office Fund' document. A printed or electronic copy of any updated information or the document titled 'RG46 and PDS updated information for Charter Hall Direct Office Fund' will be available from the Responsible Entity free of charge upon request by calling Charter Hall Group on 1300 652 790 (local call cost) and on the Fund website www.charterhall.com.au/dof. The Responsible Entity may issue a supplementary product disclosure statement to supplement any relevant information not contained in this PDS, in accordance with its obligations under the Corporations Act. Any supplementary product disclosure statement and updated information should be read together with this PDS. A copy of any supplementary product disclosure statement and other information regarding the Fund will be made available on the Fund website and a printed or electronic copy will be available from the Responsible Entity free of charge upon request.

Continuous disclosure

In accordance with ASIC Regulatory Guide 198 'Unlisted disclosing entities: Continuous disclosure obligations', the Responsible Entity advises that it will fulfil its continuous disclosure requirements by way of website disclosure which complies with ASIC's good practice guidance. Investors may access material information regarding the Fund from the Fund website including in the 'RG46 and PDS updated information for Charter Hall Direct Office Fund' document, which is available from the Responsible Entity and on the Fund website.

Pictures of properties in this PDS

Unless otherwise specified, all pictures of properties in this PDS are actual pictures of buildings or properties which are assets (directly or indirectly) of the Fund.

Defined terms and financial information

Definitions of certain terms used in this PDS appear in the Glossary in section 12. References to currency are to Australian currency unless otherwise specified, and references to times are to Australian Eastern Standard Time (AEST) unless otherwise specified. Unless otherwise specified or implied, references to years are financial year references.

Cover: 9 Castlereagh Street, Sydney NSW

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Thinking of investing?

This is why:

1. Income paid quarterly
2. High occupancy levels
3. Long weighted average lease expiries
4. Quality Australian office properties
5. Potential for tax-deferred distributions
6. Capital growth potential
7. Unlisted property funds have a low correlation to equities
8. Five-yearly Liquidity Events

There are risks inherent in every investment

Investing?

More details

- Charter Hall Direct Office Fund is an unlisted, registered managed investment scheme with a diversified quality Australian office property portfolio with a focus on CBD and established property markets.
- By investing in the Fund, you have the potential to receive regular income paid quarterly.
- Distributions are derived from real properties with long-term leases and annual rent increases. There is also the potential for capital growth.
- Investors should be aware of the risks involved in direct property funds, some of which are set out in section 5.

The Manager

With over 33 years' experience in property investment and funds management, Charter Hall Group (ASX: CHC) is one of Australia's leading fully integrated property groups. We use our property expertise to access, deploy, manage and invest equity across our core sectors – Office, Industrial & Logistics, Retail and Social Infrastructure.

Acting in the best interests of customers and communities, we combine insight and inventiveness to unlock hidden value. The impacts of what we do are far-reaching. From helping businesses succeed by supporting their evolving workplace needs, to providing investors with superior returns for a better retirement, we're powered by the drive to go further.

The Manager is part of Charter Hall Group and is one of Australia's leading direct property fund managers. We have a strong track record managing unlisted property funds since 1995. Our products are consistently highly rated by external research groups and our skilled and motivated team utilises their industry experience and passion to deliver sustainable returns for our investors, with a focus on outperformance of fund benchmarks.

Direct property

Direct property investments provide attractive levels of income with the benefit of potential capital growth. They have a low correlation to and are less volatile than equities, and they generally offer higher income than more defensive fixed interest or cash options. The level of risk and the liquidity profile associated with an investment in direct property are different to other asset classes. Refer to section 5 for some of the risks associated with an investment in direct property funds.

Office property

The Australian office sector continues to play an essential role in organisational productivity, collaboration, innovation, development and culture. Other factors shaping the outlook for office property include the quality of tenants, transportation and surrounding amenity. There is now a focus on buildings that promote better environmental, health and wellness outcomes.

The Fund

The Fund invests in Australian office properties with a focus on CBD and established property markets, with an emphasis on the east coast, the office markets with some of the strongest fundamentals.

The Fund may also invest in other high quality office funds that meet the Fund's investment criteria. The Fund targets high quality properties that have long leases to high profile or well regarded tenants and structured rental increases. The key portfolio metrics of the current Portfolio can be found on the Fund website including in the 'RG46 and PDS updated information for Charter Hall Direct Office Fund' document.

Active portfolio management

Properties are actively managed to generate a stable income return and achieve capital growth over the long term. Each Property will be regularly assessed for its income outlook and strategic value. Properties will be acquired and investments will be made by the Fund subject to meeting the Fund's investment criteria. Refer to section 3.

Regular income

The Fund aims to provide regular income paid quarterly. Income returns from direct property investments generally compare favourably with the income returns of other asset classes. The level of risk associated with an investment in the Fund is different to other asset classes (refer to section 5). Please consider the risks associated with the Fund carefully before deciding whether to invest. The current income yield for the Fund can be found on the Fund website. The income yield for the Fund is calculated at a point in time and will fluctuate when the distribution amount or Unit Price changes.

Liquidity

The Fund will offer liquidity to Existing Investors who wish to exit now via the Current Liquidity Event for Existing Investors. Under the Current Liquidity Event, the Responsible Entity will endeavour to provide full liquidity to those that have requested a full or partial redemption within 12 months from the closing date of the Current Liquidity Event for Existing Investors. For those Existing Investors that wish to remain invested and any new Investors under this Offer, a Liquidity Event will be offered at the end of each five-year term. Refer to sections 4.3 and 5.3.

Risks

There are risks inherent in every investment. You should read this PDS in full before deciding whether to invest in the Fund and if you are in any doubt, you should consider consulting your financial adviser, stockbroker or other professional advisers. Refer to section 5 for a summary of the key risks relating to an investment in the Fund.


WESTERN SYDNEY
UNIVERSITY
STATION ST E
BISTRO
NO ENTRY



“An unlisted property fund with a diversified portfolio of quality Australian office properties with a focus on CBD and established property markets.”

Left: 6 Hassall Street, Parramatta NSW
Above: 10 Shelley Street, Sydney NSW

1.0 Key features

1.1 Fund profile

Investment opportunity

Section 4

The Fund aims to provide Investors with regular income and the potential for capital growth. The Fund will achieve this with its diversified portfolio of quality Australian office Properties anchored by high profile or well regarded tenants. The Fund's focus is CBD or established Australian office markets with an emphasis on the east coast. The Fund may also invest in other high quality office funds that meet the Fund's investment criteria.

Offer

Section 4.2

The Offer made under this PDS is for investors to subscribe for Wholesale A Units in the Fund and is inclusive of the Priority Offer.

Priority Offer

Section 4.2 and 8.7

Under the Priority Offer, Wholesale A Units will be issued at a 2.5% discount to the prevailing Unit Price.

The Priority Offer Period will commence on the date of this PDS and expire on the date on which $100 million (Priority Offer Amount) is raised under the Priority Offer.[1] Refer to sections 4.2 and 8.7 for more information.

Distributions

Section 4.5

Distributions will be paid quarterly in arrears within the month following each quarter ending March, June, September and December. Historical distributions can be found on the Fund website. Past performance is not indicative of future performance.

Current Liquidity Event

Section 4.3, 4.4 and 5.3

All Existing Investors have been invited to participate in the Current Liquidity Event. For those Existing Investors that wish to remain invested and any new Investors under the Offer, the Fund will remain open and will continue with its investment strategy.

In order to meet redemption requests from the Current Liquidity Event, the Responsible Entity will use the proceeds of the Offer, available debt capacity and/or proceeds from the sale of Properties. Refer to section 5 for risks relating to liquidity.

Fund term and future Liquidity Events

Section 4.3, 4.4 and 5.3

The Fund has no fixed termination date but offers Investors the opportunity to redeem Units through Liquidity Events and Limited Withdrawal Offers.

Liquidity Events are held at the end of each term (being every five years) and they are the main mechanism for Investors to redeem Units.

The next Liquidity Event (after the Current Liquidity Event) will be held around February 2030. The Responsible Entity will aim to satisfy accepted redemption requests made in response to a Liquidity Event within 12 months of the closing date of the Liquidity Event.

An investment in the Fund is considered to be illiquid during the relevant five year terms between Liquidity Events. Notwithstanding this, the Responsible Entity intends to offer Limited Withdrawal Offers every six months during the Fund term, subject to the Fund having available liquid assets. These Limited Withdrawal Offers are a secondary, limited, mechanism for Investors to redeem Units and should not be relied upon to provide liquidity. Limited Withdrawal Offers will not be held while a Liquidity Event is in progress (refer to section 4.3).

Liquidity Events and Limited Withdrawal Offers may be cancelled, deferred, scaled back or suspended by the Responsible Entity in exceptional circumstances such as where it is impracticable to offer liquidity or it would not be in the best interests of remaining Investors for liquidity to be offered at the relevant time. In order to meet redemption requests under any liquidity mechanism, the Fund may be required to sell one or more Properties. The sale of Properties may give rise to a capital gain in the Fund and may impact the performance of the Fund, the weighted average lease expiry (WALE) or the metrics and diversification of the Fund (refer to section 5.3).

Information about liquidity can be found on the Fund website including in the 'RG46 and PDS updated information for Charter Hall Direct Office Fund' document, which are incorporated by reference and are available from the Responsible Entity and on the Fund website (see section headed 'Incorporated material and updated information' under 'Important information' on the inside front cover of this PDS).

1. The Priority Offer Period and Priority Offer Amount can be varied by the Responsible Entity at its discretion.

Investment strategy The Fund's investment strategy is to: – invest in quality office properties in CBD or established Australian office markets for the medium to long term and actively manage them to increase their value and income growth prospects; – grow the rental income of the Fund by attracting and retaining high profile or well regarded tenants on long leases with structured rental increases; – seek investment opportunities, including co-investment opportunities through Charter Hall Group's investment pipeline, its joint venture partners and others in accordance with clear investment criteria; and – regularly review and rebalance the Portfolio, including where appropriate, selling Properties to maximise risk adjusted returns for Investors.	**Section 3**
Investment criteria and current Portfolio The Responsible Entity aims to make investments having regard to the Fund's investment criteria. The key portfolio metrics of the current Portfolio can be found on the Fund website including in the 'RG46 and PDS updated information for Charter Hall Direct Office Fund' document, which are incorporated by reference and are available from the Responsible Entity and on the Fund website (see section headed 'Incorporated material and updated information' under 'Important information' on the inside front cover of this PDS).	**Section 3** **Fund website**
Fund debt The Responsible Entity has a gearing target for the Fund of 25% to 45% (calculated on a 'look-through' basis). Gearing may be temporarily higher in order to settle Property acquisitions or Portfolio investments with subsequent proceeds from the Offer used to reduce the Fund's gearing in line with the gearing target. Gearing may also be lower from time to time if the Responsible Entity determines it is prudent to be so. Refer also to section 5.3.	**Section 10.1**
Unit Price Subject to the Priority Offer, the Issue Price for Units under the Offer will be at the prevailing Unit Price. Units issued under the Priority Offer will be issued at the prevailing Unit Price, less a 2.5% discount. Refer to sections 4.2 and 8.7 for more information. The current Unit Price can be found on the Fund website.	**Section 8** **Fund website**
Fees and costs Certain one off and ongoing fees are payable in relation to an investment in the Fund. Direct Investors may also elect to pay their adviser an upfront and/or ongoing professional fee for service (refer to section 6.2).	**Section 6**
Risks You should read this PDS in full before deciding whether to invest in the Fund and if you are in any doubt, you should consider consulting your financial adviser, stockbroker or other professional advisers.	**Section 5**

1.2 Important Offer information

Minimum Application Amount:	$20,000[1] The Responsible Entity may waive the minimum Application Amount requirements in its discretion.
Fund website:	www.charterhall.com.au/dof

1. There is no minimum Application Amount for Existing Investors who apply for Units under the Priority Offer.

2.0 Charter Hall

With over 33 years' experience, Charter Hall (ASX: CHC) is one of Australia's leading fully integrated property investment and funds management companies. We use our property expertise to access, deploy, manage and invest equity across our core sectors – Industrial & Logistics, Office, Retail and Social Infrastructure. Acting in the best interests of customers and communities, we combine insight and inventiveness to unlock hidden value.





The images in this section 2 are of Charter Hall Group offices, not images of underlying Fund properties.

The impacts of what we do are far-reaching – from helping businesses succeed by supporting their evolving workplace needs, to providing investors with superior returns for a better retirement, we're powered by the drive to go further.

3.0 Investment strategy

Why Australian office property?

The Australian office sector continues to play an essential role in organisational productivity, collaboration, innovation, development and culture. Offices are a statement of purpose for many organisations, which are increasingly focused on digitalisation, security, health and other sustainability initiatives.

Long-term factors shaping the outlook for office property include:



Occupier behaviours

The COVID-19 pandemic accelerated a flight-to-quality trend that has been evident for some time. Employers are increasingly realising the value of office amenity and its impacts on productivity and staff retention.

A growing number of occupiers are demanding offices that attract and retain staff. This has increased the priority placed on environmental, health and wellness attributes – and others, such as quality end-of-trip services, collaborative spaces, prime locations and access to surrounding amenities.

Most organisations are embracing flexible work arrangements and many are finding that headcount growth and the space required to improve office environments can offset any potential space contraction.



Technology

The evolution of technology in the workplace is changing the way that companies interact with the property sector, and the way that new office space is being developed. Modern buildings with advanced technological integration provide benefits to occupiers, particularly for the security and speed of information and communicative infrastructure. Greater integration of technology can also provide superior sustainability outcomes.

The advancement of technology is driving demand for office space. This is particularly expected across the mining, healthcare and transportation sectors, where technology has enabled the transfer of jobs from “the field” to offices. This trend is expected to continue as automation and communication technologies advance.



Infrastructure

Office markets are expected to benefit from substantial infrastructure investment in Australia. Transportation infrastructure will reduce the travel times and costs of travelling to city centres.

Further, it will provide access to a larger working population and promote connectivity between markets. These projects should improve the economic capacity of the major cities while supporting steady population growth and expansion of metropolitan office markets.



Supply

Increasing development costs and stringent planning and financial controls can restrict longer-term supply. Certain markets have undergone increased regulations with regard to development controls such as setbacks, building separation, plot ratio and podium heights.

This can reduce a market’s capacity to respond to increasing demand, placing upward pressure on rents, land values and overall asset values over the long term.

Fund investment strategy and criteria

The Fund aims to provide Investors with regular income and the potential for capital growth. The Fund will achieve this with its diversified portfolio of quality Australian office Properties anchored by high profile or well regarded tenants. The Fund's focus is CBD or established Australian office markets with an emphasis on the east coast. The Fund may also invest in other high quality office funds that meet the Fund's investment criteria.

The Fund's investment strategy is to:

Invest in quality office properties in CBD or established Australian office markets for the medium to long term and actively manage them to increase their value and income growth prospects.

Grow the rental income of the Fund by attracting and retaining high profile or well regarded tenants on long leases with structured rental increases.

Seek investment opportunities including co-investment opportunities, through Charter Hall Group's investment pipeline, its joint venture partners and others in accordance with clear investment criteria.

Regularly review and rebalance the Portfolio, including where appropriate, to sell Properties to maximise risk adjusted returns for Investors.

The Responsible Entity aims to make investments having regard to the following clear criteria:

Investment criteria	
Property type	A focus on institutional grade office assets.
Tenants	High profile or well regarded tenants to provide a secure and stable income stream.
Average lease term	At the time of acquisition, the Property will not reduce the Portfolio's average lease term below five years.
Occupancy	Target occupancy above industry benchmarks.
Development	To reduce risks associated with development, any direct Property acquired that is subject to development will have an approved development application and an agreement for lease over the majority of the Property.
Co-investments	All co-investments will be in quality office investment opportunities alongside Charter Hall's institutional funds, listed funds, partnerships or major Australian or international investors.
Sustainability	As part of the due diligence process, a range of sustainability factors will be evaluated. This may include climate change risk, adaptation and resilience, as well as creating positive social outcomes for communities. Refer to section 10.7.

The Responsible Entity may revise the Fund's investment criteria or strategy from time to time, having regard to the best interests of Investors. Changes to the investment criteria or strategy will be communicated to Investors via the Fund website including in the 'RG46 and PDS updated information for Charter Hall Direct Office Fund' document or in writing. The Responsible Entity may give effect to these investment criteria by acquiring an interest in funds or trusts (including funds or trusts managed by other entities). Refer to section 8.8.

4.0 The Fund and the Offer

4.1 Structure of the Fund

The Fund comprises a unit trust domiciled in Australia and registered as a managed investment scheme under the relevant provisions of the Corporations Act.

Charter Hall Direct Property Management Limited (CHDPML) has been appointed as the Responsible Entity of the Fund and as such is responsible for all aspects of the management and administration of the Fund.

4.2 The Offer

The Responsible Entity is seeking to raise equity for the Fund to acquire Properties that satisfy the Fund's investment criteria and to meet redemption requests under the Current Liquidity Event.

Successful Applicants under the Offer will be issued Wholesale A Units. Refer to section 8.2 for more details. Subject to the Priority Offer referred to below, Units to be issued pursuant to the Offer will be issued each Business Day at the prevailing Unit Price plus any Buy Spread (Entry Price). Any Buy Spread will be notified on the Fund's website. At the date of this PDS the Buy Spread is nil.

The Responsible Entity may, in its discretion, accept or reject applications in whole or in part or issue fewer Units than are applied for. The daily cut-off for applications is 2pm AEST. If the Responsible Entity receives a completed Application Form and Application Amount before or at 2pm AEST, Units will be allotted at the Entry Price applicable at the close of business that day. If the Application Form or Application Amount is received after 2pm AEST, the Responsible Entity will apply the Entry Price for the next Business Day.

No interest will be paid on returned monies.

Priority Offer

Under the Priority Offer, Wholesale A Units will be issued at a 2.5% discount to the prevailing Unit Price.

The Priority Offer Period will commence on the date of this PDS and expire on the date on which $100 million (Priority Offer Amount) is raised under the Priority Offer.[1]

Existing Investors that apply on or before 10 March 2025 will have priority in respect of their Pro-Rata Allocation of Wholesale A Units under the Priority Offer. Refer to the section below and section 8.7 for more information.

Purpose of the Priority Offer

The purpose of the Priority Offer is primarily to meet redemptions under the Current Liquidity Event. The proceeds raised from the Priority Offer will be first applied to meet redemption requests.

To the extent that the proceeds from the Priority Offer exceed the redemption requests under the Current Liquidity Event, those additional proceeds may be applied by the Fund to retire debt or to purchase additional Properties.

4.3 Fund term, Current Liquidity Event and future Liquidity Events

Purpose of the Offer

The Fund has no fixed termination date but offers Investors the opportunity to redeem Units through Liquidity Events and Limited Withdrawal Offers.

All redemptions through liquidity opportunities will occur at the prevailing Exit Price.

Liquidity Events and Limited Withdrawal Offers may be cancelled, deferred, scaled back or suspended in exceptional circumstances such as where it is impracticable to offer liquidity or it would not be in the best interests of remaining Investors for liquidity to be offered at the relevant time. In order to meet redemption requests under any liquidity mechanism, the Fund may be required to sell one or more Properties. The sale of Properties may give rise to a capital gain in the Fund and may impact the performance of the Fund, the WALE, the metrics and diversification of the Fund. Refer to section 5.3.

Current Liquidity Event

The Fund will offer liquidity to Existing Investors who wish to exit now via the Current Liquidity Event for Existing Investors. Under the Current Liquidity Event, the Responsible Entity will endeavour to provide full liquidity to those that have requested a full or partial redemption within 12 months from the closing date of the Current Liquidity Event for Existing Investors.

For those Existing Investors that wish to remain invested and any new Investors, future Liquidity Events will be offered at the end of each five-year term.

All Existing Investors have been invited to participate in the Current Liquidity Event. For those Existing Investors that wish to remain invested and any new Investors under the Offer, the Fund will remain open and will continue with its investment strategy.

Refer to section 5 for risks relating to liquidity.

1. The Priority Offer Period and Priority Offer Amount can be varied by the Responsible Entity at its discretion.

Future Liquidity Events

Liquidity Events are held at the end of each term, every five years, and they are the main mechanism for Investors to redeem Units.

Following the Current Liquidity Event, there will be a Liquidity Event every five years where, subject to its obligations at law, the Responsible Entity will endeavour to provide liquidity for all Investors wishing to redeem all or some of their investment.

The Fund relaunched in December 2014 therefore, Liquidity Events have been held or are expected to be held in December 2019, February 2025 (refer above to the Current Liquidity Event), February 2030 and so on.

At each Liquidity Event, the Responsible Entity will communicate formally with Investors, providing an outline of the liquidity strategy proposed, and the indicative price that Investors will receive if they redeem Units. Investors will be provided with a withdrawal request form prior to each Liquidity Event.

To provide liquidity, the Responsible Entity may:

- sell one or more Properties;
- raise new equity for the Fund;
- reconsider and if deemed necessary adjust the gearing ratio of the Fund in accordance with section 10.1; or
- undertake a combination of these or other measures.

Liquidity Events would not be offered if the Fund is listed.

The Responsible Entity will aim to satisfy accepted redemption requests made in response to a Liquidity Event within 12 months of the closing date of the Liquidity Event. Liquidity Event payments may be satisfied over multiple instalments and will be made at the prevailing Exit Price. Refer to section 8.1.

In the event that the Responsible Entity is unable to redeem Units at a Liquidity Event, subject to its obligations at law, it will continue to work to provide liquidity for those Investors at the prevailing Exit Price at the time of redemption. Refer to sections 5.3 and 8.1.

Limited Withdrawal Offers

An investment in the Fund is considered to be illiquid during the relevant five year terms between Liquidity Events. Notwithstanding this, the Responsible Entity intends to offer Limited Withdrawal Offers every six months during the Fund term, subject to the Fund having available liquid assets. Limited Withdrawal Offers will not occur in the period prior to or during the Current Liquidity Event or any Future Liquidity Event, unless the Responsible Entity otherwise determines. These Limited Withdrawal Offers are a secondary, limited, mechanism for Investors to redeem Units and should not be relied upon to provide liquidity.

The amount made available under each Limited Withdrawal Offer will be notified to Investors at the time an offer is made. It is expected that, in aggregate $20 million will be made available each year under Limited Withdrawal Offers. Investors should therefore not expect to be able to redeem the whole or a substantial part of their investment under a Limited Withdrawal Offer.

Provided the Fund has sufficient available liquid assets to do so, the Responsible Entity will aim to satisfy accepted redemption requests made in response to a Limited Withdrawal Offer within 21 days of the closing date of the Limited Withdrawal Offer.

The Responsible Entity has discretion to delay or suspend redemptions, or to scale back redemption requests on a proportionate basis, including in the event that demand for redemptions pursuant to any Limited Withdrawal Offer exceeds the Fund's available liquid assets. The Responsible Entity may determine that such other terms and conditions will apply to Limited Withdrawal Offers from time to time. These terms and conditions will be communicated to Investors at the time of the Limited Withdrawal Offer.

Limited Withdrawal Offers may be advised to Investors by any means as determined by the Responsible Entity, including by publishing the Limited Withdrawal Offer on the Fund website or including information in the Fund's quarterly update. Ordinarily, Limited Withdrawal Offers will open at the end of January and at the end of July.

Limited Withdrawal Offer payments will be made at the prevailing Exit Price. Refer to sections 5.3 and 8.1.

4.4 Potential impact of the Current Liquidity Event on the Fund

As at the date of this PDS, the extent to which redemption requests will be received under the Current Liquidity Event is uncertain. Depending on the level of redemption requests under the Current Liquidity Event, such redemption requests may be met from:

- the proceeds of the Offer;
- the disposal of Properties;
- drawing down existing debt facilities; or
- a combination of these or other measures.

These events may impact the Fund, including the make-up of the Portfolio, distributions and gearing. The Responsible Entity will endeavour to fund redemption requests in a manner which is in the best interests of Investors. Up to date details of the Current Liquidity Event can be found on the Fund website including in the 'RG46 and PDS updated information for Charter Hall Direct Office Fund' document, which are incorporated by reference and are available from the Responsible Entity and on the Fund website (see section headed 'Incorporated material and updated information' under 'Important information' on the inside front cover of this PDS). Refer to section 5 for more information.

4.5 Distributions

Distribution policy

The Responsible Entity intends to pay income distributions quarterly in arrears as set out in section 1.1. Distributions will be paid from the Fund's income from Properties or other investments and will be determined by dividing the total amount available for distribution (as determined by the Responsible Entity and referable to the entitlement of Wholesale A Units) for any given period by the total number of Wholesale A Units on issue on the last day of the distribution period. The Responsible Entity intends that distributions will be paid from the Fund's cash from operations (including proceeds of sale and excluding borrowings) available for distribution. However, from time to time, the Fund may pay distributions from other sources such as equity. This may occur when equity has been raised but not yet deployed to acquire a Property or Properties.

To this end, the Responsible Entity intends, over time, to distribute the whole of the Fund's distributable income calculated in accordance with the Constitution. In doing so, a portion of distributable income may be retained in one period to smooth distributions and/or provide additional working capital for future periods.

Distribution payments

All distributions are calculated in Australian dollars. Distributions for Australian Investors will only be paid in Australian dollars directly into a bank account or other account with a financial institution where there is a branch in Australia.

If valid bank account details are not provided, this may delay the processing of an Applicant's application and/or an Investor's distribution payment. Distributions will not be paid by cheque.

Tax-deferred amounts arise through the different treatment of expenses and depreciation allowances on buildings and plant and equipment within a building for accounting and taxation purposes. For further information on the tax implications of investing in the Fund, refer to section 7.1.

Changes in the amount of depreciation, interest rates, the level of gearing and other risk factors may influence the actual tax-deferred amounts of a distribution.

Tax-deferred amounts

A portion of distributions are currently tax-deferred. The Responsible Entity anticipates that distribution payments to holders of Units may contain some tax-deferred amounts in the future.

Distribution reinvestment plan

Instead of receiving distributions as cash payments, Australian and New Zealand Direct Investors may reinvest all of their distribution entitlement for Wholesale A Units by indicating their preferred option on the Application Form.

Any distribution reinvested will be invested at the ex-distribution Entry Price prevailing on the last day of the period. The Responsible Entity may, in its discretion, elect to provide Direct Investors with a discount for Wholesale A Units issued under the distribution reinvestment plan. As at the date of this PDS, the discount for the distribution reinvestment plan is 5%. The current discount for the distribution reinvestment plan can be found on the Fund website.

Direct Investors can vary their participation in the Fund's distribution reinvestment plan by providing the Responsible Entity with a minimum of 15 Business Days' written notice in writing.

Full terms of the distribution reinvestment plan are available from the Fund website or by contacting the Responsible Entity. If for any reason in the future the Responsible Entity terminates or suspends the distribution reinvestment plan, all distributions from the Fund will be paid into Investors' nominated bank accounts.

4.6 Fund historical financial, Unit Price and distribution information

The Fund's historical financial reports, Unit Prices and distributions can be found on the Fund website. Past performance is not indicative of future performance (refer to sections 8.1 and 10.5). Future Unit Prices and distributions are subject to risks (refer to section 5).

5.0 Risks

As with all investments, an investment in the Fund will be subject to risks, some of which are outside the control of the Responsible Entity, the Manager and their respective directors. If they eventuate, these risks may reduce or suspend your distributions from the Fund and/or reduce the capital value of your investment. An investment in the Fund may lead to a loss of income and capital invested. Before deciding whether to invest in the Fund, you should consider your attitude towards the following, and other, potential risks.

The risks discussed below are not an exhaustive list. It is the Responsible Entity's current opinion that the following are key risks of an investment in the Fund:

- property investment risks – including the risk that property values may decline and the risk that there is a decrease in Fund income;
- property development risks;
- Fund investment risks – including the limitations on the liquidity of your investment, investment horizon and gearing; and
- general investment risks – including that the economy and market conditions may affect asset returns and values.

These risks are outlined in more detail below. You should read this PDS in full before deciding whether to invest in the Fund and consider consulting your financial adviser, stockbroker or other professional advisers.

As well as considering the risks below, you should also consider how an investment in this product fits into your overall investment portfolio.

5.1 Property investment risks

These risks relate to direct investing in real estate:

Property values and sale prices

The ongoing value of a property is influenced by many factors including supply, demand, capitalisation rates, rents, lease terms, property markets and economic conditions. There is no guarantee that the Property Portfolio will achieve a capital gain, or that sale prices will be in excess of valuations as at the date of this PDS, or that the value of the Property Portfolio will not fall as a result of the assumptions on which the relevant valuations are based proving to be incorrect.

In periods of uncertainty, the Responsible Entity may obtain more frequent independent valuations.

Property revenue

The Fund's income is largely dependent upon the tenants paying rent in accordance with the lease terms. There is a risk that a tenant may default on the terms of the lease or that the Fund does not provide agreed minimum service standards or quiet enjoyment to tenants, which could result in a reduction in rental income for the Fund, and additional expenses associated with re-leasing the tenancy or enforcement action. There is also a risk that through agreement or through requirement of government regulation or legislation, the Responsible Entity may provide rental deferral, rental abatement or waiver of rent to tenants.

Vacancy periods or periods of rental deferral, abatement or waiver may have an adverse impact on the Fund's net income and distributions, the Fund's ability to comply with its debt covenants, the Property's capital value and potentially the NTA per Unit.

Property acquisitions

The Responsible Entity may acquire new assets for the Fund, a diversified portfolio of office properties. While Properties will be acquired subject to meeting the Fund's investment criteria, there is no guarantee that future Properties will be able to be acquired on terms that do not impact the Fund's income yield or overall returns.

Capital expenditure

There is a risk that capital expenditure could exceed expectations, resulting in increased funding costs and therefore lower distributions.

Market conditions

The ongoing value of properties is influenced by changes in real estate market conditions, such as increases in supply or falls in demand in any of the real estate market sectors, or a change in the capitalisation rates considered appropriate by valuers or otherwise generally applied in the market.

Property liquidity

Direct property investments are by their nature illiquid investments. If it becomes necessary for the Fund to dispose of the Fund's assets to fund redemptions or to lower gearing, there is a risk that the Fund may not be able to realise sufficient property assets in a timely manner or at an optimal sale price. This may affect the Responsible Entity's ability to return capital to Investors and may reduce the NTA per Unit.

Environmental contamination

Property income or valuations of the Properties could be adversely affected by:

- discovery of environmental contamination; or
- incorrect assessment of costs associated with an environmental contamination or with property preservation. This risk may occur irrespective of whether the contamination was caused by the Fund or prior owners.

Technology

There is a risk that there may be advances and changes in technology and changes in tenant requirements and expectations with respect to office property. This may adversely impact on a tenant's desire to extend their lease of a Property and may increase the Fund's re-leasing risk.

5.2 Property development risks

Properties may be subject to development. Development properties are subject to additional risks associated with the timing, completion and cost of the development. For example, completion of delivery of the developments may be delayed (including due to unforeseen circumstances, contractor default and weather), costs associated with the development may be more than anticipated or counterparties involved in the development may default. Any of these circumstances may have an adverse financial impact on the Fund. These risks are substantially mitigated by virtue of the Fund following the investment criteria as they relate to development arrangements.

5.3 Fund investment risks

These risks relate specifically to an investment in the Fund:

Current Liquidity Event

All Existing Investors have been invited to participate in the Current Liquidity Event and in order to meet redemption requests under any liquidity mechanism, the Fund may be required to sell one or more Properties. The sale of Properties may adversely affect the performance of the Fund, the WALE, the metrics and diversification of the Fund.

In addition, the sale of Properties may trigger a capital gain (or loss) for the Fund. Any capital gain will be distributed to Investors and will need to be included in the calculation of the Investor's net capital gain or loss for an income year.

If one or more Properties are sold to provide liquidity, CHDPML may stream any capital gain to exiting Investors.

There is also a risk that the amount requested to be redeemed at the Current Liquidity Event could cause the Responsible Entity to determine that the Fund should be wound up (refer to sections 1.1 and 4.3).

Offer

Whilst the purpose of the Priority Offer is primarily to meet redemptions under the Current Liquidity Event, in circumstances where materially less than the Priority Offer Amount is raised under the Priority Offer and a significant amount of redemption requests are received by the Responsible Entity under the Current Liquidity Event, the Responsible Entity may be required to sell one or more Properties or otherwise determine that the Fund should be would up (refer to sections 4.2 and 8.7 for more information).

Future Liquidity Events

In order to meet redemption requests under any liquidity mechanism, the Fund may be required to sell one or more Properties. The sale of Properties may adversely affect the performance of the Fund, the WALE, the metrics and diversification of the Fund.

In addition, the sale of Properties may trigger a capital gain (or loss) for the Fund. Any capital gain will be distributed to Investors and will need to be included in the calculation of the Investor's net capital gain or loss for an income year.

If one or more Properties are sold to provide liquidity, CHDPML may stream any capital gain to exiting Investors.

There is no guarantee that the Responsible Entity will be able to fund the exit of Investors at a Liquidity Event or Limited Withdrawal Offer (refer to section 4.3) or any other liquidity mechanism. There is a risk that the Fund may not have sufficient liquid assets to offer any liquidity opportunities to Investors in the future. If it is necessary for the Fund to dispose of assets to fund redemptions, there is a risk that the Fund may not be able to realise sufficient assets in a timely manner or at an optimal sale price. This may affect the Responsible Entity's ability to return capital to Investors and may reduce the NTA per Unit.

Further, it may be that all liquidity rights may be cancelled, deferred, scaled back or suspended (refer to section 4.3) and following a Liquidity Event, there is no guarantee that the Responsible Entity will be able to fund the redemption or purchase of all redeeming Investors' Units. As such, Investors that requested to redeem under a liquidity mechanism may remain invested in the Fund.

There is also a risk that the amount requested to be redeemed at a Liquidity Event could cause the Responsible Entity to determine that the Fund should be wound up.

Net capital gains

The Fund is already established and holds existing Properties. There is a risk that a capital gain or loss may be realised by the Fund if an existing Property is sold. Any capital gain will be distributed to Investors and will need to be included in the calculation of the Investor's net capital gain or loss for an income year. The current CGT cost base can be found on the Fund website including in the 'RG46 and PDS updated information for Charter Hall Direct Office Fund' document, which is available from the Responsible Entity and on the Fund website. The issue price of Units will not be adjusted for any future capital gain which may be payable on the sale of a Property. Investors who acquire Units may receive a capital gain (and potentially incur a tax liability in respect of that gain) when a Property is sold, calculated by reference to the difference between the cost base and the net sale price of that Property and their proportionate interest in the Fund. Investors who acquire Units may also receive a capital gain when a fund that the Fund invests in sells a property. The impact of this will depend on a number of factors including the timing of any sale, the price at which a Property is sold, the size of the Fund at the time of the relevant sale and the Investor's individual tax position.

Gearing

The Fund is a geared investment product. Gearing will magnify the effect of any movements in the value of the Property Portfolio.

A breach of a debt facility covenant may result in a debt financier enforcing its security over the relevant assets of the Fund. The financier may require repayment of the facility, possibly prior to its expected expiry. This could result in an early sale of a Property at a less than optimal sale price (e.g., in a depressed market) additional equity being required, or distributions being reduced or suspended to repay the borrowings.

If the borrowings are refinanced, the terms (including fees and the interest rate margin payable) may be less favourable than those applying to the prevailing borrowings.

Fund listing, restructure or stapling

The Constitution allows the Responsible Entity to implement a restructure (without Investor consent or approval in certain circumstance), list the Fund on an official list, staple the Fund's Units to securities in another entity or implement an un-stapling.

Debt facility and interest rates

There is a risk that a debt facility or an interest rate hedge (i.e. fixing the interest rate) may not be available on the same terms upon extension or refinancing, or when new finance or hedging strategies are sought.

There is also a risk that interest rates may rise. These risks may have a material adverse impact on the Fund's activities, financial position and distributions.

Diversification

As noted above, in order for the Fund to meet redemption requests under the Current Liquidity Event (or any future Liquidity Event), the Fund may be required to sell one or more Properties. The sale of Properties may adversely affect the diversification of the Fund's Portfolio.

Generally, the more diversified a portfolio, the lower the impact that an adverse event affecting one property or lease will have on the income or capital value of an investment.

The Fund will invest in office properties only and therefore is not diversified by property sector.

There is a risk that the Responsible Entity may not be able to source future properties for the Fund with appropriately diversified geographic locations and tenants which satisfy the Fund's investment criteria.

Environment

There is a risk that the Fund may be required to remediate a site to comply with environmental laws which may be at significant cost.

Joint venture and Fund investments

Where the Fund acquires less than 100% of a Property or acquires an investment in a fund, there is a risk that in connection with the disposal of that interest, potential purchasers may apply a discount as a result of not being able to control the relevant property assets. Also, the relevant investment terms may include pre-emptive rights and other restrictions which may impede the sale process. The Responsible Entity will take these matters into account when concluding the suitability of an investment.

Conflicts of interest

The Fund may be affected by certain inherent conflicts of interest. There is a risk that these conflicts may not be managed appropriately. For details on the procedure to be followed when the Responsible Entity is making decisions regarding the acquisition of assets from, or other dealings with, a related party, refer to section 10.2.

5.4 General investment risks

These risks relate to the overall risk of most investments:

Economy and market conditions

There is the risk that changes in the economy and market conditions may affect asset returns and values, which in turn, result in reduced distributions and may decrease the NTA per Unit.

The overall investment performance of the Fund may be affected by changing economic or market conditions. These may include movements in interest rates, exchange rates, securities markets, inflation, consumer spending, employment, supply chain disruptions and the performance of individual local, state, national and international economies.

Interest rates and inflation

High levels of inflation and rising interest rates may adversely affect the Fund, including by reducing the amount the Fund has available to distribute as income to Investors. There is also the risk that this may affect Property values which would impact the NTA per Unit and the gearing level of the Fund.

Pandemics

While the impact of a pandemic is not able to be forecast, there is a risk that the broad economic conditions caused by any future pandemics may adversely affect the Fund, including the value of the Portfolio and the Fund's earnings and income distributions.

Insurance

Any losses incurred due to uninsured risks may adversely affect the performance of the Fund. Increases in insurance premiums may also affect the performance of the Fund. Insurance premium increases could occur, for example, if the Fund claims under any insurance policy for significant losses in respect of the Property Portfolio. Any failure by the company or companies providing insurance (or any reinsurance) may adversely affect the Fund's ability to make claims under its insurance. Also, most insurance policies have a minimum excess.

There are also certain events for which insurance cover is not available or for which the Fund does not have cover. If the Fund is affected by an event for which it has no insurance cover, this would result in a loss of capital and a reduction to the NTA per Unit and overall Investor returns.

Natural phenomena, terrorist attacks or force majeure events

Property income or valuations could be adversely affected by natural phenomena, terrorist attacks or force majeure events. Natural phenomena include, but are not limited to, drought, flood and weather events – the likelihood of which are increased due to the impact of climate change.

Counterparties

The Fund may enter into legal agreements in relation to numerous aspects of the Fund's operations, for example, property management arrangements, custody arrangements, debt financing arrangements, property development arrangements and tenancy arrangements. It may also enter into deferred settlement or vendor financing arrangements in respect to the acquisition or disposal of Properties. The Fund may be adversely affected where a party fails to perform under these arrangements.

Litigation

In the ordinary course of operations, the Fund may be involved in disputes and possible litigation. It is possible that a material or costly dispute or litigation could affect the value of the assets or expected income of the Fund.

Legal and regulatory matters

There is the risk that changes in any law, regulation or government policy or interpretation or exercise of discretion by any regulators in relation thereto (including by any revenue or taxing authority) affecting the Fund's operations (which may or may not have a retrospective effect) will have an effect on the Property Portfolio and/or the Fund's performance.

Taxation

Changes to taxation law and policy might adversely impact the Fund and Investors' returns. Investors are advised to seek professional taxation advice in relation to their own position; however, it is not possible to predict future changes to taxation law or policy.

6.0 Fees and other costs

DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long-term returns.
For example, total annual fees and costs of 2% of your investment balance rather than 1% could reduce your final return by up to 20% over a 30-year period (for example, reduce it from $100,000 to $80,000).
You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs.
You may be able to negotiate to pay lower fees. Ask the Fund or your financial adviser.

TO FIND OUT MORE

If you would like to find out more, or see the impact of the fees based on your own circumstances, the **Australian Securities and Investments Commission (ASIC) Moneysmart** website (www.moneysmart.gov.au) has a managed funds fee calculator to help you check out different fee options.

6.1 Fees and other costs

This section shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from assets of the Fund as a whole. Information on taxation is set out in section 7. You should read all the information about fees and costs because it is important to understand their impact on your investment.

Fees and costs summary - Charter Hall Direct Office Fund

Type of fee or cost	Amount	How and when paid
Ongoing annual fees and costs		
Management fees and costs The fees and costs for managing your investment	0.63% per annum of GAV based on the year to 30 June 2024	Management fees and costs comprise the following for the year to 30 June 2024: – the base management fee of 0.5% of GAV; and – costs and expenses, which were 0.13% per annum of GAV. The base management fee is calculated monthly and deducted from the assets of the Fund within five Business Days of the end of each month. The costs and expenses are deducted from the assets of the Fund as and when the cost is incurred.
Performance fees Amounts deducted from your investment in relation to the performance of the product	0.07% per annum of GAV based on the average performance fee accrued over the five years to 30 June 2024[1]	The Fund charges a performance fee of 15% of the portion of the outperformance of Wholesale A Units over an IRR of 10% per annum. The performance fee calculation date will generally occur at the end of each term, at the time of a Liquidity Event (although the performance fee may also be calculated on the occurrence of other events, such as upon wind up of the Fund or the Fund being listed on the ASX). Between performance fee calculation dates, the performance fee is assessed at the time independent valuations are obtained, and provisioned in the Unit Price if outperformance has been achieved. The performance fee is payable within 20 Business Days of the relevant performance fee calculation date and is deducted from the assets of the Fund. **There was no performance fee earned by the Fund for the investment period between February 2020 and February 2025.**
Transaction costs The costs incurred by the scheme when buying or selling assets	0.24% per annum of GAV based on the year to 30 June 2024	Transaction costs are recovered as and when they are incurred and are disclosed net of amounts recovered by any Buy Spread or Sell Spread. Transaction costs are deducted from the assets of the Fund.

Note:
1. The Fund's performance fee that was accrued for the five-year period from 1 July 2019 to 30 June 2024 is 0.35% of GAV for Wholesale A Units, being an average of 0.07% per annum of GAV. This accrued performance fee relates to the previous performance period ending in February 2020. The future performance of the Fund may result in a performance fee becoming payable in subsequent years in respect of Wholesale A Units. Past performance is not a reliable indicator of future performance.

Fees and costs summary (continued)

Charter Hall Direct Office Fund

Type of fee or cost	Amount	How and when paid
Member activity related fees and costs (fees for services or when your money moves in or out of the Fund)[1]		
Establishment fee The fee to open your investment	Nil	Not applicable.
Contribution fee The fee on each amount contributed to your investment	Nil	Not applicable.
Buy-sell spread An amount deducted from your investment representing costs incurred in transactions by the scheme	As at the date of this PDS, the Buy Spread is nil and the Sell Spread is 2.5%	The prevailing Buy Spread and Sell Spread will be published on the Fund website. The Buy Spread and Sell Spread are paid into the Fund when an Investor buys or sells Units and are reflected in the Entry Price and Exit Price respectively.
Withdrawal fee The fee on each amount you take out of your investment	Nil	Not applicable.
Exit fee The fee to close your investment	Nil	Not applicable.
Switching fee The fee for changing investment options	Nil	Not applicable.

Note:
1. Direct Investors may direct the Responsible Entity to pay their adviser a professional fee for service. Refer to section 6.2.

Example of annual fees and costs for the Fund

This table gives an example of how the ongoing annual fees and costs for this product can affect your investment over a one-year period.[1] You should use this table to compare this product with other managed investment schemes.

EXAMPLE		BALANCE OF $50,000 WITH A CONTRIBUTION OF $5,000 DURING YEAR
Contribution fees	Nil	For every additional $5,000 you put in, you will be charged $0.
PLUS Management fees and costs	1.11% of Unit Price NAV based on the year to 30 June 2024	**And**, for every $50,000 you have in the Fund, you will be charged or have deducted from your investment $555 each year.
PLUS Performance fees	0.11% of Unit Price NAV based on the average performance fee accrued over the five years to 30 June 2024	**And**, you will be charged or have deducted from your investment $55 in performance fees each year.
PLUS Transaction costs	0.42% of Unit Price NAV based on the year to 30 June 2024	**And**, you will be charged or have deducted from your investment $210 in transaction costs each year.
EQUALS Cost of the Fund		If you had an investment of $50,000 at the beginning of the year and you put in an additional $5,000 during that year, you would be charged fees and costs in the range of: **$820 and $902** **What it costs you will depend on the fees you negotiate.**

Note:
1. Additional fees may apply, refer to section 6.2. The fees are disclosed as a percentage of Unit Price NAV, to show the fees on a net investment in the Fund.

6.2 Additional explanation of fees and costs

Under the Constitution, the Responsible Entity is entitled to all of the fees and expenses set out in the tables in section 6.1 and in this section 6.2. The Responsible Entity may change fee rates without your consent in limited circumstances. However, we will not do so without providing at least 30 days' written notice.

The dollar value of the fees and costs you are being charged may vary over time. Updated information about the Fund's fees and costs that is not materially adverse can be found on the Fund website including in the 'RG46 and PDS updated information for Charter Hall Direct Office Fund' document. Past costs are not a reliable indicator of future costs.

Management fees and costs

Base management fee

The Responsible Entity (and in turn, the Manager) is entitled to a base management fee in respect of Wholesale A Units of 0.5% of GAV per annum (i.e. $500 for every $100,000 of GAV).

In circumstances where the Fund invests in another fund, partnership or trust managed by an entity within Charter Hall Group, the Responsible Entity will only charge a management fee in respect of that investment such that in total the Responsible Entity and the manager of the other Charter Hall fund receive a maximum management fee of 0.5% per annum of GAV of that fund or entity. There will therefore, be no double charging of management fees by entities within Charter Hall Group.

Management costs and expenses

The Responsible Entity (and in turn, the Manager) is entitled to be reimbursed for all reasonable outgoings and disbursements in connection with the proper performance of its duties and obligations in operating the Fund. Expenses recovered may, for example, include those relating to postage, printing, accounting services, auditing services, external research, legal services, maintenance of the Investor register, IDPS investment menus and custody services.

For the year to 30 June 2024, management costs and expenses were 0.13% of GAV for Wholesale A Units (i.e. $130 for every $100,000 of GAV). However, costs and expenses can differ in subsequent years. Generally, management costs and expenses are estimated to be 0.15% per annum of GAV (i.e. $150 for every $100,000 of GAV).

Indirect costs

The Fund's indirect costs are included in the management costs and expenses figure set out in section 6.1 and represent the costs and expenses incurred in interposed vehicles. Indirect costs are disclosed based on amounts paid in the previous financial year and can differ in subsequent years depending on the Fund's portfolio composition.

Performance fees

The Responsible Entity (and in turn, the Manager) will be entitled to a performance fee in respect of Wholesale A Units of 15% of the portion of the outperformance of Wholesale A Units over an IRR of 10% per annum.

The first performance fee calculation period was from the date of the first issue of Wholesale A Units to the conclusion of the initial term.

Beyond the initial term, the performance fee will be payable based on the Unit Price referable to Wholesale A Units at the relevant performance fee calculation date and will be calculated based on the assumption that an amount equal to the net Fund value, adding back any per-Unit accrual of any performance fee already accounted for in the Unit Price multiplied by the number of Units on issue, was paid to Investors.

The IRR calculation will reset so that the next calculation period will be from the end of the previous calculation period to the next Liquidity Event date and so on.

The performance fee will also be calculated, payable and reset in certain circumstances including if: CHDPML is removed as the responsible entity; the Fund is listed on the ASX; the Fund is stapled to or merged with another entity; a scheme or other arrangement affects the Fund whereby Investors holding greater than 85% of the Units on issue dispose of those Units; the Fund is wound up; or the performance fee provisions in the Constitution are amended without the consent of the Responsible Entity.

In circumstances where Investors do not realise their investment, generally the performance fee will be calculated based on the assumption that an amount equal to the aggregate Unit NAV of all Wholesale A Units was paid to Investors.

There was no performance fee earned by the Fund for the investment period between February 2020 and February 2025.

The Fund's performance fee that was accrued for the five-year period from 1 July 2019 to 30 June 2024 is 0.35% of GAV for Wholesale A Units, being an average of 0.07% per annum of GAV. This accrued performance fee relates to the previous performance period ending in February 2020. The future performance of the Fund may result in a performance fee becoming payable in subsequent years in respect of Wholesale A Units. Past performance is not a reliable indicator of future performance.

Example of performance fee

This example is provided for information purposes only to illustrate the calculation of the performance fee. Actual results may vary significantly from those in this example.

For example, if the Fund:

- raised $20 million at an Entry Price of $1.00 per Wholesale A Unit;
- paid a distribution per annum of 8.00 cents per Wholesale A Unit for five years (representing total distributions to Investors of $1.6 million per annum); and
- returned $1.20 per Wholesale A Unit at its wind up (representing $24 million),

then the Wholesale A Unit IRR based on these series of cash flows is calculated to be 11.2% per annum. The outperformance amount above the hurdle IRR of 10% per annum would be $1.6 million, being the amount that, if included in the Wholesale A Unit IRR cash flows as an outflow at the wind up of the Fund reduces the Wholesale A Unit IRR to 10% per annum.

Therefore, the performance fee payable would be $0.2 million (being 15% of $1.6 million for the Fund, or $0.012 per Wholesale A Unit).

Applying this example to an Investor with an initial $50,000 investment, they would have received aggregate distributions of $20,000 for the five years and a capital return of $59,416 after deducting $584 for their share of the performance fee.

Transaction costs

For the year to 30 June 2024, the Fund's total gross transaction costs were 0.26% of GAV for Wholesale A Units. The net transaction costs equated to 0.24% per annum of GAV after the Sell Spread was applied to redemptions during the period. However, transaction costs can differ in subsequent years, particularly in line with costs incurred from the acquisition and sale of Properties as an actively managed property fund may have significant costs relating to the purchase and sale of property.

The transaction costs shown in the Fees and Costs Summary are shown net of any amount recovered through the Buy Spread or Sell Spread.

Transaction costs are reflected in the Unit Price and if applicable the Buy Spread and Sell Spread. As these costs are factored into the asset value of the Fund's assets and reflected in the Unit Price, they are an additional cost to the Investor where it has not already been recovered by the Buy Spread or Sell Spread.

Transaction costs include the acquisition fee, the disposal fee and third-party transaction costs, as set out below.

Acquisition fee

The Responsible Entity (and in turn, the Manager) is entitled to an acquisition fee in respect of Wholesale A Units, for any direct or indirect interest in a property acquired by the Fund, of up to 1.5% of the value total consideration referable to the interest of Wholesale A Units (including the purchase price and all development and related costs).

For example, if a Property is acquired by the Fund for a purchase price referable to Wholesale A Units of $100 million, then the Manager is entitled to an acquisition fee of up to $1.5 million. If an additional $20 million is spent on development work associated with the Property, an additional acquisition fee of up to $0.3 million will be payable to the Manager. The acquisition fee will be paid in tranches within 10 Business Days of payment of any amount of the total consideration.

An acquisition fee of 1.5% of the value of any Property in which the Fund acquires an indirect interest (multiplied by the Fund's percentage of beneficial interest in that Property) will also be payable.

Disposal fee

The Responsible Entity (and in turn, the Manager) is entitled to a disposal fee in respect of Wholesale A Units of up to 1.5% of the gross sale price referable to Wholesale A Units in respect of the sale of any Property, held directly or indirectly, or the gross sale price in respect of the Fund's assets implied by a trust scheme affecting greater than 85% of the Units on issue. The Responsible Entity (and in turn, the Manager) is also entitled to a disposal fee if: CHDPML is removed as the responsible entity; the Fund is listed on the ASX; the Fund is stapled to or merged with another entity; the disposal fee provisions in the Constitution are amended without the consent of the Responsible Entity or the Fund takes over, is taken over by, or otherwise enters into a scheme of arrangement with any other entity including an arrangement whereby Investors acquire securities in a new fund. This fee will be calculated at 1.5% of the gross value of the Properties at the relevant calculation date (and is payable within 10 Business Days), referable to Wholesale A Units. If the Fund only has a proportionate interest in a Property, only that proportion of the disposal fee will be charged.

For example, if the gross sale price referable to Wholesale A Units for a Property is $100 million, then the Responsible Entity (and in turn, the Manager) is entitled to a gross disposal fee of up to $1.5 million upon completion of the sale of that asset.

Third-party transaction costs

In managing the assets of the Fund, the Fund may incur transaction costs such as stamp duty, agent's commission and other diligence costs (including, but not limited to, legal, tax, technical, environmental, sustainability and planning costs) when assets are bought and sold. These are payable as and when they are incurred.

Buy Spread and Sell Spread

The Buy Spread and Sell Spread represent the Responsible Entity's estimate of the transaction costs incurred by the Fund and its underlying investments when acquiring and selling investments. Transaction costs are recovered through adjustments to the Unit Price. The resultant difference between the Entry Price and the Exit Price is referred to as a Buy Spread and Sell Spread respectively. As at the date of this PDS, the Buy Spread is nil and the Sell Spread for Wholesale A Units is 2.5%. The prevailing Buy Spread and Sell Spread will be published on the Fund website. The Buy Spread and Sell Spread are an additional cost to an Investor, but are held in the Fund and are not passed through to the Responsible Entity or the Manager.

Other fees and expenses

In addition to the fees and costs set out in the Fees and Costs Summary, there are additional amounts that may be incurred by Investors, as set out below.

The Responsible Entity (and in turn, the Manager) may also reduce any of its fees to the extent that a related party receives distributions in respect of a special class of units issued by the Fund (or any wholly-owned sub-trust of the Fund). This special class of units will have no rights to vote or any rights to capital on winding up of the Fund (or any wholly-owned sub-trust of the Fund). The total amount paid by the Fund by way of the fees and distributions on this special class of units will not exceed the amounts payable for the fees as described in this section 6.

Borrowing costs

The Responsible Entity (and in turn, the Manager) is entitled to a debt origination, restructuring and refinancing fee of up to 0.4% of the debt facility limit. For debt facilities of three or more years, the maximum allowable fee is 0.4%. For debt facilities of less than three years, the fee is reduced on a pro rata basis.

For example, if a new secured debt facility is secured for $100 million over two years, then the Responsible Entity (and in turn, the Manager) is entitled to a debt origination, restructuring and refinancing fee of $0.27 million (being 0.27%, or two thirds on a pro rata basis, of the maximum allowable fee of 0.4%) upon completion of the debt facility agreement.

Property operating costs

The Manager may be entitled to other fees from time to time as detailed in the memorandum of understanding between CHDPML and CHH (MoU). These include fees for project management for building works, development management, property management, facilities management, make-good negotiation, leasing services, valuation co-ordination and tenant fitout services. Fees for services under the MoU are benchmarked against market levels. Refer to section 9.4.

Third-party services fees

The Responsible Entity may also seek services for the Fund from service providers such as external sales or leasing agents or from related parties of the Responsible Entity. The fees for these services will be charged at normal commercial rates to the Fund and any related party services are subject to the approval of the Responsible Entity's independent directors. For more detail on the Responsible Entity's related party transactions policy, refer to section 10.2.

Adviser remuneration

The Responsible Entity does not pay commissions to advisers. Direct Investors may direct the Responsible Entity to pay their adviser a professional fee for service for the advice and recommendations they give them about the Fund, of an upfront amount and/or an ongoing amount. Any upfront fee will be deducted from the Application Amount and any ongoing fee will be deducted from an Investor's distribution payments. The maximum allowable upfront fee is 3% (excluding GST) of the Application Amount and the maximum allowable ongoing fee is 1% per annum (excluding GST) of the net Application Amount. These fees will be in addition to the other fees described in this section 6.

The net amount of an Investor's Application Amount or distribution payments, after deducting the professional fee for service, will be invested into the Fund or paid to the Investor.

Additional information

Maximum permitted fees

Pursuant to the Constitution, the Responsible Entity is entitled to charge the following fees in respect of Wholesale A Units:

- a base management fee of 0.6% per annum of the GAV;
- an acquisition fee of 2% of the total consideration payable referable to Wholesale A Units for any direct or indirect interest in a Property acquired by the Fund;
- a contribution fee of 4% of all Application Amounts;
- a disposal fee of 2% of the gross sale price referable to Wholesale A Units on the sale of any Property in which the Fund had a legal, beneficial or economic interest (whether direct or indirect) or the gross sale price referable to Wholesale A Units implied by any trust scheme affecting greater than 85% of Units on issue and 2% of the gross value of the Properties in the other circumstances set out under the heading 'Disposal fee' in this section; and
- a retirement fee of 0.6% of GAV plus an amount equal to the accrued performance fee upon the retirement or removal of the Responsible Entity.

Despite these entitlements, the Responsible Entity intends to only charge the fees set out further above in this section 6. If the Responsible Entity determines to increase the fees, subject to the maximum amounts set out in the Constitutions, it will provide Investors with at least 30 days' written notice.

Deferral of fees

If the Responsible Entity (and in turn, the Manager) defers payment of all or any part of its fees, such fees will accrue until paid. As at the date of this PDS, no fee payment has been deferred.

Form of payment of fees

Fees may be paid to the Responsible Entity and/or Manager as cash or in the form of Units.

Different fees to Wholesale Clients

The Responsible Entity and/or the Manager may negotiate different fees with, or rebate a portion of their fees to, Wholesale Clients. This is because they invest large amounts of money into the Fund. In effect, this means they pay lower fees. The Responsible Entity and/or the Manager will not ordinarily negotiate fees. Contact us using one of the methods listed on the inside back cover of this PDS for further information.

Taxation

Taxation information is in section 7. The fees set out in the Fees and Costs Summary show the total cost to Investors, including the effect of GST (i.e. inclusive of 10% GST less any input tax credits, including reduced input tax credits). Unless expressly stated otherwise, the fees set out in this section 6.2 are shown exclusive of GST. If the Responsible Entity or Manager becomes liable to pay GST on fees not described in this PDS as GST inclusive, they are entitled to be reimbursed out of the assets of the Fund for the amount of GST.

7.0 Taxation

The taxation information provided below is a brief summary of some relevant Australian tax considerations. Refer to section 11 for New Zealand tax considerations. The information below has been prepared on the basis that Investors are Australian tax resident individuals who hold their Units on capital account. The information does not address the tax consequences that may arise if an Investor holds Units on revenue account or as trading stock.

The taxation of a unit trust investment such as the Fund can be complex and may change over time.

This section 7 is not, and is not intended to be, tax advice. Accordingly, Investors are advised to seek professional tax advice in relation to their own position. The information below is based on existing tax law and practice as at the date of this PDS.

7.1 Taxation of the Fund

On the basis of its investment activities as set out in this PDS, the Fund should be subject to the ordinary 'flow-through' taxing provisions in the current income tax legislation.

Tax losses

Where a revenue loss or net capital loss is incurred by the Fund, the loss cannot be passed on to Investors for tax purposes. Instead, revenue tax losses will, provided the relevant trust loss rules are satisfied, be carried forward in the Fund and offset against assessable income derived by the Fund in future income years. Net capital losses will be carried forward in the Fund and offset against future capital gains (there are currently no restrictions on carrying forward capital losses incurred by a trust). The relevant trust loss rules for carrying forward revenue losses include a continuity of more than 50% of the ownership interests in the Fund.

Capital gains tax

The CGT discount rules operate such that where the Fund derives a capital gain in respect of an asset held for at least 12 months, it should be entitled to a 50% discount in the calculation of the taxable capital gain. Whether an Investor can obtain the benefit of this will depend on their tax profile (see below). There is a risk that a capital gain (or loss) may be realised by the Fund if an existing Property is sold. Refer to section 5.3. Any material updates to the CGT cost base can be found on the Fund website including in the 'RG46 and PDS updated information for Charter Hall Direct Office Fund' document which are incorporated by reference and are available from the Responsible Entity and on the Fund website.

Tax on disposal of New Zealand property

In the event that the Fund holds New Zealand property (directly or indirectly), rental income will be subject to New Zealand tax and any gain made on disposal of that property may be subject to New Zealand tax.

Managed investment trust (MIT) rules

The Fund has made the appropriate election so that its eligible investments are taxed on capital account.

For the Fund to continue to qualify as a MIT in relation to an income year, it must satisfy a number of conditions including conditions relating to being widely held by Investors and specific conditions relating to not being closely held. The Responsible Entity believes the Fund will continue to satisfy the conditions for it to be a MIT, although the need to meet those conditions for MIT status to be preserved is ongoing. Among other things, changes to the composition of Investors will affect whether the Fund continues to qualify as a MIT.

As a general rule, MIT status generally provides favourable withholding tax rates for distributions from the Fund to Investors resident in certain foreign jurisdictions.

Attribution managed investment trust (AMIT) rules

The Fund has elected to apply the AMIT rules. This election is irrevocable and in order to retain AMIT status the Fund must, among other requirements, continue to satisfy the requirements to be a MIT. Under the AMIT rules, qualifying funds that elect to be taxed under the regime are able to segment their income into components – e.g. into certain types of income, gains, exempt amounts, offsets and credits – and allocate particular components to particular investors, provided the basis of allocation is fair and reasonable and in accordance with the Fund's constituent documents. The amounts so allocated will retain their tax character when passing through the Fund. The Responsible Entity intends to attribute these amounts based on an Investor's entitlement to distributions. In relation to non-Australian tax resident Investors, the MIT withholding rate for AMITs is the same as under the MIT regime, with the withholding generally being triggered at the time the Responsible Entity attributes or pays amounts to Investors.

The AMIT regime also clarifies and amends the interaction between the tax liability on distributions payable to Investors, and the tax liability on disposal of Units. The AMIT rules alleviate double taxation that may otherwise arise where an amount has been taxed to an Investor but not received by the time Units are sold, by increasing the cost base of the Units to reflect the taxed but undistributed amount. Other key features of the AMIT regime include deemed fixed trust status and the ability to make adjustments in respect of prior year errors in the year in which the errors are discovered. Where the Fund is an AMIT, if the amount of taxable income estimated for the Fund at year end is different to the amount that is finally calculated, the difference (under or over) will generally be carried forward and adjusted in the year in which the variation is discovered except in exceptional circumstances. If for any reason the Fund is not an AMIT and there is net income of the Fund to which no investor is presently entitled, then the Fund will be subject to tax at the highest marginal individual tax rate (plus the Medicare levy).

Attribution MIT Member (AMMA) Statement

Trustees are required to issue AMMA statements to investors within three months after the end of the income year. The AMMA statement should contain the amounts and nature of "member components" and a reasonable estimate of net cost base adjustments for the investors.

7.2 Taxation of Australian tax resident Investors

Taxation of distributions

Investors will be liable to pay income tax on their share of the Fund's taxable income (such share being allocated in proportion to each Investor's entitlement to distributions from the Fund) for each income year, at the tax rates applicable to the relevant Investor.

The portion of the Fund's taxable income will be advised by the Responsible Entity on an annual basis and should be included in an Investor's assessable income in the income year to which the amount relates (i.e. the year in which the Fund derives the income, not when it is physically received by the Investor).

Distributions by the Fund generally retain their source and character. For example, a capital gain derived by the Fund will be treated as a capital gain in the hands of the Investor. Distributions from the Fund may include various components, the taxation treatment of which may differ depending on the status of the Investor. For example, distributions may include tax-deferred amounts, CGT concession components and net capital gains.

Tax-deferred amounts

Tax-deferred amounts are not defined under the AMIT legislation or tax law more generally. However, they broadly represent the excess of the amount of any entitlement to a distribution from the Fund over the taxable component of that entitlement. The excess is sheltered from tax because of deductions such as depreciation on plant and equipment and other tax timing differences. Tax-deferred amounts are not immediately assessable in the hands of the Investor but will reduce the cost base and the reduced cost base of their Units. Therefore, tax-deferred amounts affect the Investor's capital gain/loss on disposal of the Units. Once the Investor exhausts their cost base in the Units, tax-deferred amounts will give rise to a capital gain in the income year in which the entitlement to the tax-deferred amount arises.

The mechanism by which tax-deferred amounts reduce the cost base and the reduced cost base has been changed under the AMIT legislation. In broad terms, all rights to receive amounts (including tax offsets) from the Fund have the effect of reducing the cost base and the reduced cost base in Units. However, there is an offsetting increasing adjustment to the cost base and the reduced cost base to the extent that, broadly, those amounts are taxable (Offsetting Amounts). In the case of a tax-deferred amount, there is no Offsetting Amount and so the tax-deferred amount reduces the cost base and the reduced cost base (or can create a capital gain to the extent the tax-deferred amount exceeds the cost base in the Unit).

CGT concession components

The CGT concession component of a distribution represents the component of a capital gain derived by the Fund which is not taxable by virtue of the CGT discount rules. Subject to the comments below regarding net capital gains, the CGT concession component is not assessable when received by Investors. The CGT concession component of a Fund distribution will not result in a cost base or reduced cost base adjustment under the AMIT legislation. This is because the Investor is required to double the amount of any discounted capital gain attributed to that Investor.

Net capital gains

A realised capital gain distributed by the Fund should be included with an Investor's other capital gains and losses (i.e. in the calculation of their net capital gain or loss).

Where the attributed capital gain includes a discounted capital gain component, the Investor is required to 'gross up' that amount by the discount applied by the Fund (i.e. 50%). The gross capital gain (i.e. the whole amount of the gain prior to discounting) is then included in the calculation of the Investor's net capital gain or loss. The Investor may be entitled in their own right to a CGT discount if they are an individual, a trust or a complying superannuation entity (50% in the case of an individual or trust and 33 1/3% in the case of a complying superannuation entity). Companies do not receive a discount on capital gains.

Foreign tax offsets

In the event the Fund pays tax in New Zealand, the Fund may be able to attribute a foreign income tax offset (FITO), which Australian Investors need to take into account in determining their taxable income. Furthermore, Investors may be able to utilise the FITOs to reduce their tax liability. Any undistributed, excess or unused FITOs for a particular income year cannot be carried forward by Investors and will be lost.

Redemption or sale of Units

Upon the redemption or sale of Units, Investors who dispose of their Units must include any realised capital gain or loss on disposal of the Units in the calculation of their capital gain or loss for the income year in which the redemption or sale occurred. A net capital gain will be included in assessable income. A net capital loss may be carried forward until the Investor has realised capital gains against which the net capital loss can be offset. A net capital loss cannot be deducted against other assessable income for the income year.

If the proceeds of redemption or sale comprise both a final distribution of the Fund's taxable income and a payment for redemption or sale, only the component relating to the payment for redemption or sale will be relevant in determining whether an Investor has made a capital gain or a capital loss.

An Investor's net capital gain or loss is calculated as follows:

- the Investor should make a capital gain to the extent that the capital proceeds from the redemption or sale of the Units exceed the cost base;
- the Investor should make a capital loss to the extent that the reduced cost base of the Units exceeds the capital proceeds from the redemption or sale;
- broadly, the cost base (and reduced cost base) will include, among other

things, the amount paid to acquire the Units and any incidental costs of purchase and sale (reduced by any tax-deferred distributions);
- if the Investor has held the Units for less than 12 months, this is the gain or loss included in the Investor's net capital gain or loss calculation;
- if the Investor has held the Units for 12 months or more and there is a gain, a discounting factor may be available to certain Investors. The gain on the Units is initially reduced by any other capital losses of the Investor. If, as a result, a net capital gain arises, it may be reduced by the discount factor. The discount factor for individuals and trusts is 50%, while a discount factor of 33 1/3% applies for complying superannuation entities; and
- in determining the 12-month holding period, the Units are acquired when first issued to the Investor.

Taxation of financial arrangements

The taxation of financial arrangements rules can require the taxation of unrealised gains on financial arrangements. These rules should not apply to an interest in a MIT. On this basis, the provisions will not apply to an Investor in relation to their investment in the Fund.

GST

GST is not payable by Investors on the acquisition, transfer or redemption of Units. GST may apply to fees charged to Investors, such as fees charged by their advisers. Investors should obtain their own advice as to whether input tax credits can be claimed for such GST, as it will depend on their personal circumstances.

Australian tax file number and Australian Business Number

An Investor need not quote a tax file number (TFN) when applying for Units. However, if a TFN is not quoted, or an appropriate TFN exemption is not provided, tax may be required to be deducted by the Responsible Entity from any distribution at the highest marginal tax rate. If the Investor holds Units in the course of furtherance of an enterprise, an ABN can be quoted instead of a TFN.

7.3 Taxation of Non-resident Investors

Taxation of distributions

As outlined in section 7.1, a MIT generally provides favourable withholding tax rates for distributions from the Fund to Investors resident in certain foreign jurisdictions. A distribution that is subject to MIT withholding is a final tax, with no further Australian tax obligations for the non-resident Investor in relation to a MIT distribution.

Tax deferred distributions

Consistent with section 7.2, a non-resident Investor may also receive tax deferred amounts. They broadly represent the excess of the amount of any entitlement to a distribution from the Fund over the taxable component of that entitlement. The excess is sheltered from tax because of deductions such as depreciation on buildings and other tax timing differences. Tax-deferred amounts are not immediately assessable in the hands of the Investor but will reduce the cost base and reduced cost base of their Units. Therefore, tax-deferred amounts affect the Investor's capital gain/loss on disposal of the Units. Once the Investor exhausts their cost base in the Units, tax-deferred amounts may rise to a capital gain in the income year in which the entitlement to the tax-deferred amount arises.

Redemption or sale of units

The Units of the Fund are expected to be Taxable Australian Property. As a result, a non-resident Investor that holds 10% or more of the total Units of the Fund should be subject to capital gains tax in relation to the redemption or sale of Units in the income year in which the redemption or sale occurred. A net capital gain will be included in assessable income. A net capital loss may be carried forward until the Investor has realised capital gains against which the net capital loss can be offset. A net capital loss cannot be deducted against other assessable income for the income year. A non-resident Investor is not eligible for the CGT discount in relation to a capital gain on redemption or sale of units. A non-resident Investor that holds less than 10% of the total Units of the Fund should not be subject to capital gains tax in relation to the redemption or sale of Units.

8.0 Additional information

8.1 Unit pricing

The Unit Price of Wholesale A Units will be calculated on each Business Day in accordance with the Fund's unit pricing policy. For the most recent Unit Price, refer to the Fund website. The Unit Price is derived from the net Fund value per Wholesale A Unit adjusted for accrued fees (including performance fees) and capitalised and unamortised costs and expenses. The net Fund value is based on the value of the gross assets (inclusive of cash) of the Fund less the liabilities. The Responsible Entity may include in the Unit Price provisions and adjustments, including for future liabilities.

Expenses that may be capitalised are all those relating to the acquisition of Properties such as acquisition fees and stamp duty.

The price applicable to acquire Wholesale A Units is calculated as the Unit Price plus any Buy Spread (Entry Price). As at the date of this PDS, there is no Buy Spread.

The price applicable to redeem Units (i.e. Exit Price) is calculated as at the date of the redemption as the Unit Price less any Sell Spread to reflect the costs and expenses anticipated with selling the investments of, and winding up, the Fund and providing the relevant liquidity (or, subject to the Corporations Act, such greater amount as CHDPML determines from time to time). As at the date of this PDS, there is a 2.5% Sell Spread for Wholesale A Units.

Units will be issued each Business Day at the prevailing Entry Price. If your completed Application Form and Application Amount is received before or at 2pm AEST, your Units will be allotted at the Entry Price applicable at the close of business that day. If your completed Application Form or Application Amount is received after 2pm AEST, the Responsible Entity will apply the Entry Price for the next Business Day. You will not receive any interest on your application monies.

The prevailing Unit Price, Entry Price and Exit Price will be published on the Fund website. In the event that the Responsible Entity changes the Buy Spread or the Sell Spread, Investors will be notified on the Fund website.

8.2 Wholesale A Units

Applicants who apply for Units under the Offer will receive Wholesale A Units. Wholesale A Units will have a beneficial interest in all the assets of the Fund and have the rights summarised in this PDS.

8.3 Acquisition Units

To facilitate the acquisition of Properties, underwriters including entities within Charter Hall Group and/or its related bodies corporate or associates and third parties, may also provide funding by subscribing for Acquisition Units at the prevailing issue price per Unit.

The holder of Acquisition Units may sell the Acquisition Units to a third party or third parties at any time. Where an Acquisition Unit is transferred to a third party who is not a related party of the Responsible Entity, the transferred Unit will convert into an Wholesale A Unit.

Acquisition Units have the same rights as Wholesale A Units (including, for the avoidance of doubt, the right to participate in the Priority Offer) except for certain characteristics including that Acquisition Units may be redeemed using proceeds from the allotment of other Units or the sale of assets in the Fund. The redemption price of Acquisition Units will be equal to the prevailing issue price of Units at the time of withdrawal.

8.4 Existing Units

There are other classes of Units already on issue. The rights and interests of these other Units may be different to those applicable to Wholesale A Units. The rights of other Units will not affect the rights of Wholesale A Units as described in this PDS.

8.5 Further classes of Units

The Responsible Entity may, in the future, issue further classes of Units with different rights and/or preferential rights to those of Wholesale A Units.

The Responsible Entity may, in its discretion and in accordance with the Constitution, issue further classes of Units for any purpose, including but not limited to the facilitation of any fee rebate arrangement. In determining whether to issue a new Unit class, the Responsible Entity will act in the best interests of all Investors.

8.6 Unit entitlements

Subject to the terms of issue of any Units, the entitlement of a Unit for all purposes will be based on the Unit value of that Unit. Each Unit will participate in the income and capital of the Fund on a pro rata basis having regard to its relevant Unit value relative to the Unit value of each other Unit.

The Unit value of a class of Units (and therefore their respective entitlements) will be adjusted having regard to the costs, fees and expenses attributable to that class.

8.7 Pro-Rata Allocation for Existing Investors

Existing Investors that apply on or before 10 March 2025 will have priority in respect of their Pro-Rata Allocation of Wholesale A Units under the Priority Offer. For the avoidance of doubt, the Wholesale A Units available under the Priority Offer are first offered to Existing Investors in accordance with their Pro-Rata Allocation. Units that are not applied for by Existing Investors on or before the 10 March 2025 will then be available to new Applicants under the Priority Offer. Refer to section 4.2 for more information.

8.8 Merger, acquisition, reorganisation or restructure

The Fund may from time to time acquire one or more Properties which meet the Fund's investment strategy and criteria through other means such as by merging with another fund, including through acquiring that fund, stapling the Fund with that fund or having that fund acquire the Fund. In that case, the Investor's Units may be exchanged for securities in the merged group.

9.0 Key documents and Investor information

9.1 Summary of the Constitution

Charter Hall Direct Office Fund is a managed investment scheme which was initially established to comprise one or more stapled entities. Currently, there is only one such entity which is a managed investment scheme called NB Direct Property Trust (ARSN 098 151 323). A reference to a Unit in this PDS is an interest in the Fund.

Persons who apply for Units will acquire an interest in the Fund. This PDS and the Application Form should be construed accordingly.

The Constitution sets out, among other things, the rights attaching to the Units. Those rights are, in certain circumstances, also regulated by the Corporations Act and general law. The Constitution is available for inspection at the offices of the Responsible Entity. The following is a summary of some of the principal rights of Investors set out in the Constitution:

- Investors are entitled to receive notice of, and to attend and vote at, a general meeting of the Fund and to receive all notices, accounts and other documents required to be sent to Investors under the Constitution, the Corporations Act or the general law;
- the Responsible Entity may issue further Wholesale A Units and Units in other classes, at the prevailing issue price. Units in other classes may have preferential rights to those of Wholesale A Units;
- subject to rights attached to a particular class of Unit, Investors have a right to participate in any withdrawal opportunity on a pro rata basis with all other Investors;
- Units may be transferred by a written document in any form authorised by the Corporations Act, or in any form that the Responsible Entity approves. The Responsible Entity may refuse to register a transfer of Units without giving any reason;
- Investors will be entitled to participate in Fund distributions according to their rights and interests. Subject to rights attached to a particular class of Unit, this means in proportion to their Unit holdings;
- if the Fund is wound up, Investors will be entitled to participate in any surplus Fund assets according to their rights and interests. Subject to rights attached to a particular class of Unit, this means in proportion to their Unit holdings;
- subject to law, the Responsible Entity has all the powers in respect of the Fund which it would have if it was the owner of the Fund's assets;
- the Constitution provides that the Responsible Entity will be entitled to be paid out of the income or capital of the Fund, certain fees which are detailed in section 6;
- subject to law, the Responsible Entity has a right of indemnity out of the Fund's assets other than where the liabilities are not incurred in the proper performance of its duties;
- the Responsible Entity, and its related bodies corporate, may hold Units and the Responsible Entity may contract with itself in another capacity, for example, as responsible entity of another fund, and may contract with related parties for the provision of services to the Fund paid for by the Fund; and
- the Responsible Entity may act as the agent and attorney of Investors to do all things necessary to give effect to any stapling, restructure or listing of the Fund. Further, the Constitutions allows the Responsible Entity to implement a restructure (without Investor consent or approval in certain circumstances), list the Fund on an official list, staple the Fund's Units to securities in another entity or implement an un-stapling.

9.2 Summary of the Asset Services Agreement

The Asset Services Agreement, between CHH and CHDPML, provides for the appointment of the Manager to perform certain services in relation to the ongoing operation of the Fund. The Asset Services Agreement is a related party transaction between the Manager and the Responsible Entity, as the Manager and the Responsible Entity are related parties (both being part of Charter Hall Group). In entering into the Asset Services Agreement, the Responsible Entity complied with its related party transactions policy (refer to section 10.2).

Asset management services

The asset management services to be provided by the Manager include:

- providing all necessary Investor services in relation to the Fund;
- providing information to CHDPML regarding a variation to an initial proposal for the acquisition or management of a Property;
- providing all information necessary to allow the Responsible Entity to report to Investors on Fund performance quarterly or more often as required;
- managing surplus cash received by the Responsible Entity in respect of the Fund or an asset;
- preparing and issuing, or causing to be prepared and issued, notices of Investor meetings;
- advising on the financial risk management policy for the Fund (including the management of cash flows, interest rate risk, and other related risks in addition to targeted gearing);
- liaising with existing and potential Investors;
- assisting in the resolution of complaints and disputes with Investors received by the Responsible Entity, and in litigation in which the Responsible Entity is involved;
- engaging and supervising necessary accounting, financial or legal advisers and technical, business management, commercial, marketing or other experts;
- maintaining the Investor Registry;

– providing such services to the Responsible Entity as it reasonably requires to discharge its functions in relation to the Fund; and
– providing assistance to CHDPML in relation to the payment of distributions to Investors.

Reporting

The Manager must provide the Responsible Entity with all information necessary to allow the Responsible Entity to satisfy its obligations to Investors, which arise under the Constitution.

The Manager will report to the Responsible Entity as soon as practicable with any information that would reasonably be expected to have a material adverse effect on the value of any assets held by the Fund at any time.

Liability of the Manager

Neither the Manager nor any of its directors, officers, employees, agents or attorneys is responsible to the Responsible Entity for the financial performance of an asset of the Fund, for the effectiveness of the Asset Services Agreement, or for acting, or refraining from acting, in accordance with the instructions of the Responsible Entity, except to the extent that they are negligent or fraudulent, or they engage in wilful misconduct.

Fees and expenses

The Responsible Entity must pay from its own funds (and not as an additional cost to the Fund) all fees owed to the Manager under this agreement or may otherwise direct these fees are paid directly to the Manager. The Manager will be reimbursed from the Fund for all reasonably incurred expenses.

Refer to section 6 for more detail regarding the Manager's fees under the Asset Services Agreement.

Termination and retirement

The Responsible Entity may terminate the Manager's appointment:

– at any time, by giving 30 days' written notice to the Manager;
– by giving 30 days' notice, if Investors pass a resolution to remove the Manager or where the Manager breaches any material obligation under the Asset Services Agreement which remains unremedied for a period of 21 days; or
– immediately by written notice, if an insolvency event occurs in respect of the Manager.

CHH may retire as Manager under the Asset Services Agreement with the prior consent of the Responsible Entity. The Manager may nominate to the Responsible Entity, any other entity within Charter Hall Group to be the replacement manager and to provide the asset management services. Such appointment is not complete until the replacement manager and the Responsible Entity execute a new agreement.

9.3 Summary of the Property Management Agreement

CHDPML has appointed CHH and certain wholly-owned subsidiaries of CHH (each a Property Manager) to perform services in relation to the Properties under the Property Management Agreement.

The Property Management Agreement is a related party transaction between each Property Manager and CHDPML, as each Property Manager and CHDPML are related parties (both being part of Charter Hall Group). In entering into the Property Management Agreement, CHDPML complied with its related party transactions policy (refer to section 10.2).

Property management services

The services to be provided under the Property Management Agreement include leasing administration services (including monitoring tenants' compliance with leases and conducting rent reviews), ensuring that the Properties are maintained, procuring utilities and regularly reporting to the Responsible Entity in relation to the Properties and their income and outgoings.

Term and termination

The initial term of the Property Management Agreement is three years and will automatically be extended for further terms of three years each unless either party gives notice. The Property Management Agreement can be terminated earlier in certain circumstances.

Fees

The total fees payable to the Property Managers under the Property Management Agreement are dependent on the scope of the services that are provided from time to time and the income derived from the Property Portfolio. It is expected that the total fees payable to the Property Managers will be approximately 1% to 2% of new property income per annum.

9.4 Summary of the MoU

CHDPML has entered into a memorandum of understanding (MoU) whereby it is agreed that CHH or sub-entities within Charter Hall Group will provide various services. The MoU is a related party transaction as CHDPML and CHH are related parties (both being part of Charter Hall Group). In entering into the MoU, CHDPML complied with its related party transactions policy (refer to section 10.2).

The services to be provided under the MoU include: acquisition services; due diligence; development management; portfolio management; facilities management; make-good negotiation; leasing services; disposal consultancy; valuation co-ordination; tenant fitout services; debt structuring; and corporate advisory services.

The amount payable for the services set out in the MoU vary over time due to market or specific deal circumstances. Fees for services under the MoU are benchmarked against market levels.

9.5 Corporate governance

Role as the Responsible Entity

The Responsible Entity's main responsibilities are to ensure that the Fund is managed according to the Constitution, the Corporations Act, the Compliance Plan and the established investment policy for the Fund as well as to properly administer the Fund.

In carrying out its duties, the Responsible Entity is subject to the Corporations Act and must, among other things:

- act honestly and in the best interests of Investors;
- exercise care and diligence; and
- treat Investors of the same class equally and Investors of different classes fairly.

Board composition

The Board of CHDPML comprises five directors: three independent directors, including an independent chairman, and two executives of Charter Hall Group. The Board of the Responsible Entity meets on a regular basis and is required to discuss pertinent business developments and review the operations and performance of the Fund.

The Compliance Plan

As required by law, the Responsible Entity has prepared and lodged with ASIC, a Compliance Plan that sets out the measures which the Responsible Entity will apply in operating the Fund to ensure compliance with the Corporations Act and the Constitution. A copy of the Compliance Plan is available upon request, free of charge, from Charter Hall Group's offices.

The Custodian

The Responsible Entity has appointed The Trust Company Limited to act as custodian of the Fund's assets. The Custodian must only act on instructions from the Responsible Entity. The Custody Agreement contains relevant reporting requirements and key performance indicators in line with ASIC Regulatory Guide 133.

10.0 Fund policies and practices

10.1 Debt finance

Debt facilities

Debt facilities will be sourced from major Australian and international financial institutions or debt capital markets. The Responsible Entity will seek to obtain future debt facilities that will have a minimum allowable gearing covenant of 50%.

Details of the Fund's current debt facility can be found on the Fund website in the 'RG46 and PDS updated information for Charter Hall Direct Office Fund' document.

Gearing and interest cover policy

The Responsible Entity maintains and complies with a written policy that governs the Fund's level of gearing and interest cover at a Fund and individual debt facility level.

The Responsible Entity has a gearing target for the Fund as set out in section 1.1. Throughout the term of the Fund, gearing may be higher from time to time in order to settle Property acquisitions, with subsequent proceeds from the Offer used to reduce gearing in line with the target.

Debt facilities are provided by major Australian financial institutions or international financial institutions with security granted against the Properties by a first-ranking mortgage and security interests over Fund assets in priority, but with no recourse, to Investors.

The Responsible Entity will aim to enter into debt facilities where the maximum allowable loan-to-value ratio and minimum allowable interest cover ratio provide sufficient headroom to mitigate the likelihood of these covenants being breached.

Interest expenses of the Fund will not be capitalised in the ordinary course of business. The interest rate payable is made up of two components, being the market base rate and the bank margin. The market base rate is determined by the floating bank bill rate. The bank margin comprises a line fee and a margin. The line fee is payable on the facility limit and the margin is payable on the drawn debt balance.

Gearing ratio

The gearing ratio indicates the extent to which the Fund's assets are funded by borrowings. The gearing ratio gives an indication of the potential risks faced by the Fund as a result of its borrowings due to, for example, an increase in interest rates or a decrease in the value of the Properties.

A higher gearing ratio means a higher reliance on external liabilities to fund assets and exposes the Fund to increased funding costs if interest rates rise. A highly geared investment has a lower asset buffer to rely on in times of financial stress. ASIC Regulatory Guide 46 'Unlisted property schemes: Improving disclosure for retail investors' requires the gearing ratio to be calculated as:

Gearing ratio = Total interest-bearing liabilities/total assets.

Details of the Fund's current gearing ratio can be found on the Fund website in the 'RG46 and PDS updated information for Charter Hall Direct Office Fund' document.

Interest cover

Interest cover measures the ability of the Fund to meet its interest payments on debt finance from its earnings. The level of interest cover gives an indication of the Fund's financial health. It is a key measure of the risks associated with the Fund's debt finance and the sustainability of debt refinancing.

The lower the interest cover ratio, the higher the risk that the Fund will not be able to meet its interest payments. A fund with a low interest cover ratio only needs a small reduction in earnings, or a small increase in interest rates or other expenses, to be unable to meet its interest payments. ASIC Regulatory Guide 46 requires the interest cover ratio to be calculated as:

Interest cover ratio = (EBITDA – unrealised gains + unrealised losses)/ interest expense.

Details of the Fund's current interest cover ratio can be found on the Fund website in the 'RG46 and PDS updated information for Charter Hall Direct PFA Fund' document, which is incorporated by reference.

Interest rate hedging

From time to time, the Responsible Entity may enter into interest rate hedging contracts in order to provide more certainty for the Fund's future interest expenses. The Responsible Entity has entered into interest rate swaps with debt finance providers to hedge the market base rate under the Fund's current debt facility. The Responsible Entity intends to maintain hedging contracts in respect of at least 50% of the Fund's borrowings.

10.2 Related party transactions

There are a number of related party transactions described in this PDS in relation to the Fund, including the fees payable by the Responsible Entity to other entities within Charter Hall Group under the Asset Services Agreement and the Property Management Agreement.

The Responsible Entity may also seek professional services for the Fund from qualified service providers, including from related parties of the Responsible Entity. The fees for these services will be charged at normal commercial rates to the Fund. All parties and the fees chargeable for these services are subject to the approval of the Responsible Entity's independent directors.

Examples of areas in which related parties may provide services to the Fund are:

- property, development and project management;
- accounting, taxation and compliance;
- debt arrangement;
- financial structuring and underwriting;
- product distribution; and
- corporate advice.

The Responsible Entity maintains and complies with a written policy on related party transactions, including the assessment and approval process for such transactions and arrangements to manage conflicts of interest. All transactions in which the Responsible Entity may have, or may be perceived to have, a conflict of interest will be conducted in accordance with the Responsible Entity's related party transactions policy. Under this policy, the Responsible Entity may be required to disclose conflicts of interest to

Investors and to ensure that its disclosure is timely, prominent, specific and meaningful, and contains enough detail to understand and assess the potential impact on the service provided by the Responsible Entity. These conflict situations will be monitored, assessed and evaluated by the general counsel, the company secretary and/or the head of risk and compliance for Charter Hall Group and if considered necessary, the matter will be referred to the Responsible Entity's Board and steps taken to ensure that the conflict is managed in an appropriate manner.

For more detail on the Responsible Entity's policy and procedures for related party transactions, please contact the Responsible Entity.

10.3 Asset allocation protocols

Charter Hall Group manages a number of property funds. Once Charter Hall Group has sourced a particular asset, it follows formal procedures to ensure that the asset is offered to the most appropriate Charter Hall Group fund based on the relevant fund mandates. This means that assets sourced by Charter Hall Group may not be exclusively offered to the Fund.

10.4 Joint venture arrangements

From time to time, the Fund will purchase Properties in joint venture, including with other Charter Hall Group entities. Joint venture arrangements usually include certain rights and responsibilities between the parties. These can include pre-emptive rights (being rights to acquire an interest in a property), cost sharing agreements, management agreements, valuation agreements and dispute resolution procedures.

10.5 Valuation policy

The Responsible Entity maintains and complies with a written valuation policy which:

- requires that before a Property is acquired, it is independently valued on an 'as is' or on an 'as if complete' and 'as is' basis for development properties;
- requires that the Property be subject to a directors' valuation at least every six months (or within two months after the directors form a view that there is a likelihood there has been a material change in the value of the Property) and in line with the requirements of the debt providers is independently valued on an 'as is' basis at least once every 12 months, usually but not exclusively as at 30 June or 31 December;
- requires that all independent valuers engaged by the Responsible Entity will be acceptable to the Fund's debt providers (if any), be registered or licensed and provide valuations which comply with all relevant industry standards and codes;
- requires that a Property will also be independently valued if the Responsible Entity believes it is likely to be subject to a material increase or decrease in value (i.e. greater than 5%);
- sets out the procedures to be followed for dealing with any conflicts of interest;
- provides that independent valuers must be rotated such that the same independent valuer cannot value an asset for more than three consecutive years; and
- prescribes a standard valuation brief to be given to independent valuers which sets out matters including, but not limited to, the required experience and qualifications of the valuer, that the valuer has no conflict of interest, confidentiality obligations and the contents and the calculation methodology of the valuation report.

To obtain a copy of the Responsible Entity's valuation policy, please contact the Responsible Entity.

10.6 Disclosures to Investors

Investors' right to information

As a disclosing entity, the Fund is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office. Investors have a right to obtain a copy of the following documents, that are available on the Fund website:

- the annual financial report for the Fund most recently lodged with ASIC;
- any half-year financial report for the Fund lodged with ASIC; and
- any continuous disclosure notices for the Fund given to ASIC.

The Responsible Entity's disclosures to Investors will be guided by industry best practice and ASIC guidelines and will include the following regular communications:

- distribution statements or statements of account and transaction summaries;
- investment and withdrawal notices (for all account movements);
- annual tax statements and annual periodic statements; and
- other information that may be shared with you via post or electronically.

Investors may also use the Fund website to keep track of the Unit Price, current information on the Property Portfolio and other important information about the Fund. Alternatively, you may contact us directly to request information regarding the performance of the Fund and your investment.

ASIC disclosures

ASIC Regulatory Guide 46 'Unlisted property schemes: Improving disclosure for retail investors' and Regulatory Guide 198 'Unlisted disclosing entities: Continuous disclosure obligations' contain the benchmarks and disclosure principles currently recommended by ASIC.

These benchmarks and disclosure principles can be found in the 'RG46 and PDS updated information for Charter Hall Direct Office Fund' document on the Fund website.

10.7 Labour standards and environmental, social or ethical considerations

The Responsible Entity and/or the Manager takes into account labour standards and environmental, social and ethical considerations when selecting, retaining or realising investments. However, it does not adhere to any particular set of standards or timeframes when deciding how far those considerations are taken into account and will determine on a case-by-case basis the approach to take.

The Responsible Entity and the Manager apply Charter Hall Group's Sustainability Framework and have adopted the Charter Hall Group Sustainability Policy for the Fund. The Sustainability Policy acknowledges that achieving safety, diversity and partnering with customers delivers sustainable outcomes and is a driver

of long-term value. Charter Hall Group's approach to creating climate resilience, building strong communities and being a responsible business guide the sustainability strategy.

The Fund is committed to aligning with independent rating tools to measure sustainability outcomes for real assets, as well as report against key ESG indices and assessment benchmarks, including but not limited to ratings tools such as Green Star and GRESB.

10.8 Cooling off rights

Direct Investors who are not classified as Wholesale Clients have a 14-day cooling off period. Cooling off rights do not apply to Indirect Investors that invest through an IDPS.

For each eligible Direct Investor, their 14-day period commences on the earlier of the date they receive their allotment of Units confirmation or the end of the fifth day after their Units are allotted. If an eligible Direct Investor cancels their investment during this period, the amount repaid to them may be adjusted in accordance with the Corporations Act to reflect any increase or decrease in the value of their investment, any tax or duties payable by the Responsible Entity and administration expenses and transaction costs associated with the acquisition and termination of their investment. The right to cooling off terminates immediately if an eligible Direct Investor exercises a right or power under the terms of the Fund, such as selling part of their investment. For any subsequent contributions made under the terms of an existing agreement, the right to cooling off does not apply.

10.9 Complaint handling

The Constitutions contain provisions governing the procedures for dealing with complaints by Investors. The Responsible Entity has procedures in place to properly consider and deal with any complaints received from Investors.

If you have a complaint or query in relation to the administration or management of the Fund, please contact the compliance manager for Charter Hall Group on +61 2 8651 9000 or write to Charter Hall Group at GPO Box 2704, Sydney NSW 2001.

The compliance manager will, on behalf of the Responsible Entity, ensure your complaint is acknowledged in writing as soon as practicable and no later than 48 hours after receipt, and will ensure that it receives proper consideration. Where a complaint cannot be resolved within 20 Business Days, the complainant will be notified in writing that their complaint is being investigated and advised of the revised expected resolution date. Within 45 days of receiving the complaint, the Responsible Entity is required to communicate to the complainant its final proposal for resolution.

The Responsible Entity is also a member of Australian Financial Complaints Authority (AFCA), an external complaints resolution service that has been approved by ASIC. If you are dissatisfied with our response, you may raise the matter with AFCA. Its contact details are:

Australian Financial Complaints Authority
GPO Box 3, Melbourne Vic 3001
Telephone: 1800 931 678 (free call)
Email: info@afca.org.au
Website: www.afca.org.au

Please note that the Fund's internal and external complaints resolution procedures are available to both Direct Investors and Indirect Investors equally.

10.10 Privacy

Indirect Investors

We do not collect or hold any personal information about you in connection with your investment in the Fund. You should contact your IDPS Operator for details on collection, storage, use and disclosure of personal information.

Direct Investors

You do not need to give us any personal information requested in the Application Form or in any other document or communication relating to the products or services we supply you. However, without this information, we may not be able to process your application or provide you with an appropriate level of service.

By completing the Application Form, you agree to us:

- collecting, holding and using your personal information to process your application as well as administering and managing the Fund. This includes monitoring, auditing and evaluating the Fund, modelling data, testing data, communicating with you and dealing with any complaints or enquiries;
- providing your personal information to other entities in Charter Hall Group as well as to external service providers situated in Australia or offshore, which provide services in connection with the Fund. These may include, for example, mail houses or professional advisers;
- using your personal information to offer products or services that may be of interest to you unless you request us not to (including for the purposes of the Spam Act 2003 (Cth) and the Unsolicited Electronic Messages Act 2007 (New Zealand), via commercial emails);
- supplying your financial adviser with information about your investment, if a financial adviser's stamp appears on the Application Form or there is evidence of their status; and
- disclosing your personal information to other parties if you consent or if we believe that the law requires or permits us to do so, or to any person proposing to acquire an interest in our business, provided they agree to treat your information in accordance with the Privacy Act.

Other entities in Charter Hall Group may use your personal information to offer products or services that may be of interest to you unless you request us not to allow this. Should you not wish to receive this information, please contact us using one of the methods listed on the inside back cover of this PDS.

We will not sell your personal information to other organisations to enable them to offer products or services to you.

Under the Privacy Act, you may request access to any of your personal information that we hold. You can contact us to make a request relating to the privacy of your personal information. Refer to the inside back cover of this PDS for a contact details listing.

Charter Hall Group's privacy statement can be found at www.charterhall.com.au/privacy

10.11 Anti-money laundering, counter-terrorism financing, FATCA and CRS

The Responsible Entity is required to collect certain customer identification information (and verify that information) in compliance with AML Legislation before it can issue Units to an Applicant.

The Responsible Entity may refuse to accept an Application Form or decline to issue Units to an Applicant until it has satisfactorily concluded its customer

identification procedure in relation to the Applicant. The Responsible Entity may also compulsorily redeem any Units, or may delay or refuse any request or transaction, including by suspending the issue or redemption of Units, if the Responsible Entity is of the belief that the request or transaction may cause the Responsible Entity to contravene AML Legislation (or any other legislation). The Responsible Entity will incur no liability to the Applicant if it does so.

If you have a financial adviser, your identification and verification checks can be conducted by your financial adviser who will also complete the relevant identification form issued by the Financial Services Council and the Financial Planning Association of Australia (FSC/FPA Form (May 2017 version)). If you do not have a financial adviser for this investment and are not an existing investor in another Charter Hall Group unlisted fund, please complete and return the Identification Form that accompanies this PDS.

We may, from time to time, be required to contact you to request additional information for identification or verification purposes.

By applying for Units, you agree to the following:

- at the reasonable request of us, you will supply, or procure the supply of, any documentation and other evidence and perform any acts to enable us to comply with AML Legislation;
- if we suspect that you are in breach of AML Legislation applicable in Australia or elsewhere, or we believe we are required to take action under any laws relating to AML Legislation or any other applicable law in Australia or elsewhere, we may take any action we consider appropriate, including redeeming your Units and refusing or ceasing to provide you with services, in order to comply with any laws relating to AML Legislation or any request of a relevant authority; and
- we may, in our absolute discretion, with or without notice to you, disclose or otherwise report the details of any transaction or activity, or proposed transaction or activity, in relation to the Fund (including any personal information, as defined in the Privacy Act that you may have provided to us) to any reporting body authorised to accept reports under any laws relating to AML Legislation applicable in Australia or elsewhere.

The Application Form and customer identification forms also incorporate the Foreign Account Tax Compliance Act (US) (FATCA), the Tax Laws Amendment (Implementation of the Common Reporting Standard) Act 2016 (Cth) (CRS) and any similar laws designed to implement those laws in Australia. Under FATCA and CRS legislation, the Responsible Entity is prevented from allotting Units until such time as all relevant information has been obtained and the Applicant's FATCA and CRS status has been determined. The FATCA and/or CRS status of self managed superannuation funds (SMSFs) or other regulated superannuation funds will be determined by the Responsible Entity in accordance with the ATO's FATCA and/or CRS guidance (as updated from time to time). In the event that a SMSF or other regulated superannuation fund is not confirmed as having an exempt beneficial owner status for FATCA and/or CRS purposes, the Responsible Entity may seek additional information from the Applicant. The Responsible Entity reserves the right to seek additional information from any Applicant for FATCA and/or CRS purposes.

We are required to disclose certain personal information you may provide to us to any body authorised to accept reports under any laws relating to FATCA and CRS legislation applicable in Australia or elsewhere. You can obtain a copy of our Privacy Policy via our website.

10.12 Consents

The entities listed below have given, and have not, before the date of this PDS, withdrawn their consent to be named in this PDS in the form and context in which they are named:

- Caruso Software AU Pty Limited;
- the Manager; and
- The Trust Company Limited.

None of these entities has authorised or caused the issue of this PDS and nor are they responsible for any particular part of it.

10.13 If you have an adviser or change your adviser

If you have an adviser, your adviser may also be provided with details on your investment in the Fund.

If you change your adviser during the course of your investment in the Fund, please advise the Investor Registry in writing.

10.14 Fax and electronic correspondence conditions

By using a fax and/or electronic correspondence instruction service including the application for Units via an online Application Form, you release us and indemnify us against all losses and liabilities arising from any payment/action that we make/take based on the instructions we receive by fax and/or electronic correspondence including the application for Units via an online Application Form bearing your account number and an apparent signature of yours – even if the fax and/or electronic correspondence including the application for Units via an online Application Form is not genuine. You also agree that neither you nor anyone claiming through you has any claim against the Fund or us or in relation to these payments or actions.

Each Applicant completing the paper Application Form must return their completed Application Form and accompanying items via email or post to the Investor Registry in order for their application to be processed.

Applicants that complete the online Application Form may also need to provide additional identification documents if they are not able to be verified via the online application process.

11.0 Foreign jurisdictions

Refer to the following information for Applicants from foreign jurisdictions:

Hong Kong Investors

The following representations are applicable to Investors that are located in Hong Kong. You represent and warrant that you are a "professional investor" as defined in Schedule 1 to the Securities and Futures Ordinance of Hong Kong.

New Zealand Investors

The following representations are applicable to Investors that are located in New Zealand. You represent and warrant that you are a "Wholesale Investor" as defined in the Financial Markets Conduct Act 2013, as amended from time to time.

Singapore Investors

The following representations are applicable to Investors that are located in Singapore. You represent and warrant that if you (or any person for whom you are acquiring the Units) are in Singapore, you (and any such person):

- are (as such term is defined in the Securities and Futures Act of Singapore (SFA)) "accredited investors" or "institutional investors";
- if you are an "accredited investor", have already opted in to be treated as an "accredited investor" in accordance with the procedures set out in the Securities and Futures (Classes of Investors) Regulations 2018 prior to receiving this PDS; and
- will acquire the Units in accordance with applicable provisions of the SFA.

12.0 Glossary

Term	Description
ABN	Australian Business Number as defined in the Corporations Act.
ACN	Australian Company Number as defined in the Corporations Act.
Acquisition Unit	A class of Unit as set out in section 8.3.
AEST	Australian Eastern Standard Time.
AFSL	Australian financial services licence as defined in the Corporations Act.
AMIT	A trust, for an income year, that is an attribution managed investment trust for the purposes of section 276-10 of the Income Tax Assessment Act 1997 (Cth).
AML Legislation	Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) and any similar legislation.
APIR Code	An APIR Code is a unique identifier issued by APIR to participants and products within the Financial Services Industry.
Applicant	A person or entity who applies to subscribe for Units.
Application Amount	The monies payable by an Applicant to apply for Units.
Application Form	The paper application form attached to or accompanying this PDS or the online application form accompanying an electronic version of this PDS.
ARSN	Australian Registered Scheme Number as defined in the Corporations Act.
ASIC	Australian Securities and Investments Commission.
Asset Services Agreement	The asset services agreement between CHH and the Responsible Entity pursuant to which CHH has been appointed as the Manager to perform certain services for the Fund referred to and summarised in section 9.2.
ASX	ASX Limited (ABN 98 008 624 691) or the securities market operated by it, as the context requires.
ATO	Australian Taxation Office.
Business Day	A weekday on which banks are open for business in Sydney, New South Wales.
Buy Spread	The estimate of transaction costs associated with buying investments. The Entry Price at investment can differ from the Unit Price because of the Buy Spread.
Current Liquidity Event	The process, proposed to occur in February 2025, by which the Responsible Entity will endeavour to provide liquidity for those Existing Investors wishing to redeem their investment.
CBD	Central Business District.
CGT	Capital gains tax as determined under the Income Tax Assessment Act 1997 (Cth).
Charter Hall Group, Charter Hall or Group	The stapled entity comprising Charter Hall Limited (ACN 113 531 150) and Charter Hall Funds Management Limited (ACN 082 991 786, AFSL 262861) as responsible entity of Charter Hall Property Trust (ARSN 113 339 147) listed on the ASX under the code CHC, and their subsidiaries.
CHDPML	Charter Hall Direct Property Management Limited (ABN 56 073 623 784, AFSL 226849) in its capacity as responsible entity of the Fund.
CHH	Charter Hall Holdings Pty Limited (ABN 15 051 363 547).
Compliance Plan	The Fund's compliance plan, which sets out the measures that the Responsible Entity will apply in operating the Fund to ensure compliance with matters as required by the Corporations Act and the Constitution.
Constitution	The constitution of the Charter Hall Direct Office Fund (ARSN 116 064 343) as amended from time to time and the NB Direct Property Trust (ARSN 098 151 323) as amended from time to time (inclusive, or as the context otherwise requires).
Corporations Act	Corporations Act 2001 (Cth).
CRS	Tax Laws Amendment (Implementation of the Common Reporting Standard) Act 2016 (Cth).
Custodian	The Trust Company Limited (ABN 59 004 027 749, AFSL 235148).

Term	Description
Custody Agreement	The agreement pursuant to which the Custodian has been appointed to hold the assets of the Fund as agent of the Responsible Entity.
Direct Investor	An Applicant who invests in the Fund directly and not via an IDPS.
EBITDA	Earnings before interest, taxes, depreciation and amortisation.
Entry Price	The price at which an Wholesale A Unit is issued at a point in time.
ESG	Environmental, Social and Governance.
Existing Investor	A person or entity who holds an interest in the Fund as at the Record Date.
Exit Price	The price at which a Unit is redeemed at a point in time.
FATCA	Foreign Account Tax Compliance Act (US).
FSC/FPA Form	The form issued in May 2017 by the Financial Services Council and the Financial Planning Association of Australia.
Fund	Charter Hall Direct Office Fund (ARSN 116 064 343) which comprises NB Direct Property Trust (ARSN 098 151 323), unless the context otherwise requires.
GAV	Gross asset value, or total assets, of the Fund.
Gross Sale Price	The total sale price received in respect of the sale of a Property (or which would have been received had the Fund sold the Property directly).
GST	Goods and services tax as defined in the A New Tax System (Goods and Services Tax) Act 1999 (Cth) or goods and services tax as charged under equivalent legislation in jurisdictions outside Australia.
IDPS	Investor directed portfolio service. An IDPS is provided by an IDPS Operator, which makes investments into products on behalf of its clients and provides a reporting service to these investors. Some master trusts and wrap accounts are examples of IDPS arrangements.
IDPS Operator	The trustee, custodian or operator of an IDPS.
Indirect Investor	An Applicant who invests in the Fund through an IDPS by directing their IDPS Operator to acquire Units on their behalf.
Investing Entity	The legal person or entity identified as the holder of the Units, which must be the named account holder for any associated bank account.
Investor	A holder of a Unit.
Investor Registry	Caruso Software AU Pty Limited (ABN 28 672 398 382).
IRR	Internal rate of return.
Issue Price	The price at which a Unit is issued at a point in time.
Limited Withdrawal Offer	Limited Withdrawal Offers are generally held every six months, subject to the Fund having available liquid assets. Refer to section 4.3.
Liquidity Event	The process, proposed to occur every five years, by which the Responsible Entity will endeavour to provide liquidity for those Investors wishing to redeem their investment.
Manager	CHH or another manager of the Fund from time to time.
NAV	Net asset value, or net assets, of the Fund including accrued income and expenses calculated as GAV less total liabilities of the Fund.
Net tangible assets or NTA	Net tangible asset value, or net assets, of the Fund calculated as GAV less total liabilities of the Fund.
NTA per Unit	The NTA of the Fund divided by the aggregate number of Units on issue.
Offer	The offer of Wholesale A Units under this PDS and includes the Priority Offer unless the context otherwise requires.
PDS	This product disclosure statement.
Priority Offer	The Priority Offer described in section 4.2 of this PDS.
Priority Offer Amount	$100 million or such other amount as the Responsible Entity determines.
Priority Offer Period	The period from the date of this PDS to the date on which $100 million (Priority Offer Amount) is raised under the Priority Offer (or such other date as the Responsible Entity determines.)
Privacy Act	Privacy Act 1988 (Cth) and Australian Privacy Principles.

Term	Description
Property, Properties, Portfolio or Property Portfolio	Any one or all of the current and future properties that the Fund directly or indirectly invests in from time to time, including properties owned in joint venture or by funds, partnerships or other entities in which the Fund invests.
Property Management Agreement	The property management agreement between CHDPML and the Property Manager pursuant to which the Property Manager has been appointed to perform certain services for the Fund referred to and summarised in section 9.3.
Property Manager	Has the meaning set out in section 9.3.
Pro-Rata Allocation	In respect of Existing Investors, their respective rights to receive up to their pro-rata allocation of Wholesale A Units under the terms of the Priority Offer. The Pro-Rata Allocation will be calculated as at the Record Date based on the dollar value of an Existing Investor's interest in the Fund relative to the total value of all interests held by Existing Investors (rounded up to the nearest Unit).
Record Date	As at the date of this PDS.
Responsible Entity	CHDPML.
Sell Spread	The estimate of transaction costs associated with selling investments. The Exit Price at withdrawal can differ from the Unit Price because of the Sell Spread.
TMD	The target market determination for the Fund, that sets out the class of consumers for whom the Fund would likely be consistent with their likely objectives, financial situation and needs.
Unit	A unit in the Fund.
Unit Price	The price of a Unit from time to time as explained in section 8.1.
Unit Price NAV	The net asset value of the Fund, calculated using the Unit Price at a point in time.
Wholesale A Unit	A class of unit in the Fund as described in section 8.2.
Wholesale Client	A wholesale client as defined in section 761G of the Corporations Act.

Click here to invest online

4 steps on how to invest

1 

You should read this PDS in full before deciding whether to invest in the Fund and if you are in any doubt, you should consider consulting your financial adviser, stockbroker or other professional advisers.

2 

Pay particular attention to the risks set out in section 5 and other information concerning the Units, the Fund and its assets. These risks need to be considered in light of your investment objectives, financial situation and particular needs.

3 

Consider consulting your financial adviser, stockbroker or other professional advisers before deciding whether to invest.

4 

Online
(for Australian and New Zealand investors only) Access the online Application Form on the Fund website.

Paper copy
Complete the paper copy attached to this PDS and return the original with your signature.

Payment information

Once your Application Form has been submitted and accepted by the Fund, the Investor Registry will issue a Payment Notice to you by email. The Payment Notice will set out the bank account details or BPAY® details to which your application monies must be paid for Units to be allotted.

Sending your Application Form

You can access the Application Form online at www.charterhall.com.au/dof or complete the paper copy attached to this PDS.

If you are completing the paper copy Application Form, email it to charterhall@getcaruso.com or mail the original to:

Charter Hall Direct Office Fund
C/- Caruso Software AU Pty Limited
PO Box R775
Royal Exchange NSW 1225

Indirect Investors

Your IDPS Operator will facilitate an investment in the Fund on your behalf. You should contact your adviser or IDPS Operator for further details.

If you have any questions about the Offer, please call us on 1300 652 790 (local call cost) or +61 2 8651 9000.

You can now complete the Application Form online at **www.charterhall.com.au/dof**

Charter Hall Direct Office Fund

Application Form

This Application Form relates to the application for units in Charter Hall Direct Office Fund (ARSN 116 064 343, APIR Code MAQ0842AU) and NB Direct Property Trust (ARSN 098 151 323) (Fund) under the PDS dated 20 February 2025 issued by Charter Hall Direct Property Management Limited (ABN 56 073 623 784, AFSL 226849). This form must be accompanied by the PDS when provided to any person. Unless otherwise defined, capitalised terms in this Application Form have the meaning given to them in the PDS. If you are completing the paper copy Application Form, email it to charterhall@getcaruso.com or mail the original to: Charter Hall Direct Office Fund, C/- Caruso Software AU Pty Limited, PO Box R775, Royal Exchange NSW 1225.

Please use black pen and print in CAPITAL LETTERS and ☑ where appropriate

1 Contact details

Please enter contact details in case we need to contact you in relation to your application. Please note if you have a financial adviser we will contact them in the first instance.

Title

Name

Phone

Email

Postal address (all correspondence will be sent here)

SUBURB STATE POSTCODE

Are you an existing investor in a Charter Hall unlisted fund?

If you are an existing investor in a Charter Hall unlisted fund and you are investing in the Fund under the same name, or you are adding to an investment in the Fund, you do not need to complete section 3 of this Application Form or the Identification Form. After you complete section 2 of this Application Form, go straight to section 9.

☐ Yes, my investor number is:

☐ No, or I am investing in the Fund under a different name. You need to complete all sections of this Application Form and complete the Identification Form.

2 Investment details

Minimum application is $20,000 and thereafter multiples of $1,000.

Investment amount

$

3 New investor (or existing investor under a different name)

What type of investor are you?

☐ Individual/joint holding Complete the Identification Form individuals section	AB
☐ Company Complete the Identification Form corporates section	C
☐ SMSF/trust – individual trustees Complete the Identification Form trustees section	ABD
☐ SMSF/trust – corporate trustees Complete the Identification Form trustees section	CD
☐ Sole trader Complete the Identification Form individuals section	AC
☐ Other – please contact us for further information	

A Individual investor, joint investor, trustee or sole trader

Title

Given name(s)

Surname

Date of birth DAY / MONTH / YEAR

Occupation

Residential address

SUBURB STATE POSTCODE

Are you an Australian resident for tax purposes?

☐ Yes ☐ No, if no specify country:

TFN or exemption Provide to ensure tax is not deducted

B Second joint investor or second trustee

Title

Given name(s)

Surname

Date of birth DAY / MONTH / YEAR

Occupation

Residential address ☐ Same as A, or specify below

SUBURB STATE POSTCODE

Are you an Australian resident for tax purposes?

☐ Yes ☐ No, if no specify country:

TFN or exemption Provide to ensure tax is not deducted

C Company, corporate trustee or sole trader

Company name

ABN or TFN

ACN

Registered office address (not a PO Box)

SUBURB STATE POSTCODE

Principal place of business address (if different)

SUBURB STATE POSTCODE

Business activities

D SMSF or trust

Full name of the trustee

SMSF or trust name

ABN or TFN

Type of trust

Country in which trust was established

Full name of settlor of trust (if any)

4 How shall we pay you?

Please nominate the Australian bank, building society or credit union account that you would like your distribution and any other payments to be paid to. The account must be held in the name of the Investing Entity.

Name of financial institution

Account name

BSB number

Account number

☐ I would like my distributions reinvested in the Fund.

5 Additional questions

This section is mandatory for all Investors. The following questions assist us to meet regulatory obligations to assess whether the Fund is being offered to the stated target market.

Are you investing in this Fund on the advice of a licensed financial adviser who has provided investment advice having regard to your personal objectives, financial situation and needs?

☐ Yes, go to section 6.

☐ No, continue to complete this section.

Are you a Wholesale Client (being a person or entity who satisfies the requirements of section 761G of the Corporations Act)?

☐ Yes, provide a current wholesale client certificate and go to section 7.

☐ No, you must complete all questions in the section below.

Before making any decision about investing in the Fund, you should read the PDS carefully in its entirety and consider consulting with a financial adviser and/or tax adviser. Have you read the PDS?

☐ Yes ☐ No

What is your primary investment objective in applying to invest in the Fund? Please choose only one option below.

☐ Regular income and potential capital growth (ie, periodic income distributions with or without the value of the investment increasing over time); or

☐ Capital growth (ie, an increase in the value of the investment over time); or

☐ Capital guaranteed (ie, the investment value is shielded from any loss of value over time).

What percentage of your total investable assets do you intend to allocate to the Fund? Ie, the percentage of the total amount you have available for investment (being the percentage of your total investment portfolio which should exclude your primary residence and money you need for daily living expenses). Please enter a percentage number up to 100%.

_____ %

Important information: Diversification is typically achieved by spreading your investable assets across different asset classes and sectors. The aim of diversification is typically to lower your overall portfolio's risk, in some cases by limiting exposure to the performance of any individual investment type and achieving more stable returns by avoiding significant losses of capital if a particular investment underperforms. It is important to consider diversification when building an investment portfolio.

The value of an investment in the Fund will change over time as the value of the Fund's underlying investments change. What is your capacity to risk losing some of your capital?

☐ Low (I cannot risk losing any capital); or

☐ Medium (I accept I could lose some capital); or

☐ High (I accept I could lose all of my capital).

Income distributions are subject to risks, including tenant defaults, vacancies and increases in interest expense. Accordingly, there are circumstances where the Fund may reduce, or in exceptional circumstances, cease distribution payments.

If income distributions are reduced or not paid at all, would you be able to meet your ongoing financial obligations and commitments?

☐ Yes ☐ No

What is your intended timeframe for investing in the Fund? Please enter the number of years.

_____ years.

The Fund has rolling five-year investment terms and on or around the end of each term there will be a Liquidity Event whereby Investors can request to redeem all or part of their investment.

Once your money is invested in the Fund, you should not expect to be able to request to withdraw your investment at least until the next Liquidity Event, following which it may take up to 12 months (or longer in exceptional circumstances) to meet redemption requests.

Would you be able to meet your ongoing financial obligations and commitments if you are not able to access your capital until after the proceeds of the next Liquidity Event are paid?

☐ Yes ☐ No

6 Adviser details
(to be completed by your financial adviser)

If you use a financial adviser and/or your financial adviser is providing us with your identification documents, please have them complete, sign and stamp this section to confirm they hold a current AFSL and are authorised to deal in or advise on managed investment products.

Adviser name

Adviser company

Assistant name

Adviser email

Adviser phone

AFSL name

AFSL number

Authorised representative number

☐ Sign me up to the Caruso Investor Portal to access my client's investment details and statements.

As the financial adviser of the Applicant, by on this page, I represent to the Responsible Entity that I:

- have followed the FSC/FPA Industry Guidance Note No. 24 (May 2017 version) and other applicable AML Legislation in submitting the relevant identification documents with this Application Form;
- will make available to the Responsible Entity, on request, original verification and identification records obtained by me in respect of the Applicant, being those records referred to in the FSC/FPA Form (May 2017 version);
- will provide details of the customer identification procedures I adopted in relation to the Applicant;
- have kept a record of the Applicant's identification and verification and will retain these on file for a period of seven years after my relationship with the Applicant has ended;
- will use reasonable efforts to obtain additional information from the Applicant if the Responsible Entity requests me to do so;
- will not knowingly do anything to put the Responsible Entity in breach of AML Legislation; and will notify the Responsible Entity immediately if I become aware of anything that would, or may potentially, put the Responsible Entity in breach of AML Legislation.
- have reviewed the TMD in providing personal advice to the Applicant in relation to their investment in the Fund and further represent that I:
  - have product governance arrangements in place to ensure compliance with my distribution obligations in Part 7.8A of the Corporations Act;
  - will provide to the Responsible Entity the reports specified in the TMD within the timeframes specified in the TMD;
  - will not knowingly do anything to put the Responsible Entity in breach of Part 7.8A of the Corporations Act; and
  - will notify the Responsible Entity immediately if I become aware of anything that would, or may potentially, put the Responsible Entity in breach of Part 7.8A of the Corporations Act.

Adviser signature and stamp

7 Common Reporting Standard (CRS) declaration (mandatory)

This section is mandatory for all Investors, EXCEPT those investing via an SMSF or other regulated superannuation fund.

Any person, company or trust that:
– is an individual or joint investor, company or trust; or
– exercises control over an Applicant company; or
– is a trustee, beneficiary or settlor of an Applicant trust,
MUST complete this section.

Are you a resident for tax purposes of any country other than Australia?

☐ No, go to section 8

☐ **Yes**, you MUST complete this section for each individual

Country For the individual, company or trust

Taxpayer identification number (TIN) Issued by the relevant tax authority

For any other Applicants, we will contact you for further CRS verification.

8 Foreign Account Tax Compliance Act (US) (FATCA) declaration (mandatory)

This section is mandatory for all Investors, EXCEPT those investing via an SMSF or other regulated superannuation fund.

Any person that:
– is an individual or joint investor; or
– exercises control over an Applicant company; or
– is a trustee, beneficiary or settlor of an Applicant trust,
MUST complete this section.

Are you a United States (US) citizen or resident for tax purposes?

☐ No, go to section 9

☐ **Yes**, you MUST complete this section for each individual

US TIN First person

US TIN Second person

For any other Applicants, we will contact you for further FATCA verification.

9 Caruso Investor Portal – online access

portal.charterhall.com.au

Caruso Software AU Pty Limited is the Investor Registry provider. Caruso's Investor Portal is a user-friendly, secure website where you can access and manage your investment details and statements.

If you are an existing user, your investment in the Fund will automatically be added to your account. If you have not used the portal before, an account will be created for you, and an activation notice will be emailed to you while your application is being processed.

Charter Hall prefers to communicate with Investors electronically rather than by paper, supporting more efficient and environmentally responsible practices. All new Investors will receive correspondence electronically. Existing Investors will also receive correspondence electronically if an email address is provided in Section 1 of this Application Form.

You can update your communication preferences at any time through the Investor Portal or by contacting the Investor Registry.

10 Declaration

Please read the PDS before signing the Application Form. Note that company Applicants usually require two signatures.

I/We:

- wish to apply for Units, and received the PDS for the Fund and have accessed any incorporated material and updated information relating to the Fund at the same time and by the same means as I/we received this Application Form;
- agree to be bound by the PDS (including any incorporated material and updated information) and the terms of the Constitution, as may be amended from time to time, and have received and accepted the Offer in Australia or New Zealand (as the case may be);
- confirm that I/we have read and understood the PDS, any supplementary PDS, any incorporated material and updated information and the TMD current at the date of the signing of this Application Form;
- agree to information about me/us being collected, used and disclosed in accordance with the privacy statement contained in the PDS;
- agree to the anti-money laundering and counter-terrorism financing statement as set out in section 10.11 of the PDS and agree to provide the Responsible Entity any additional information or documentation it requests from time to time to ensure compliance with that legislation;
- acknowledge that investments in the Fund are not deposits or liabilities of any company in Charter Hall Group or of the Custodian;
- declare that this Application Form is completed and lodged in accordance with the PDS and that all statements made by me/us are complete and accurate and acknowledge that is it a criminal offence to knowingly provide misleading information or documents in respect to this application;
- confirm my/our answers to the questions in section 5 of this Application Form are correct, that the information provided in section 6 is general in nature and does not constitute advice and that the Responsible Entity recommends that I/we obtain professional advice in respect of my/our investment in the Fund;
- declare the CRS and FATCA notifications provided at sections 7 and 8 of this Application Form are correct; and
- acknowledge that the Fund is subject to investment and other risks, set out in the PDS, which could include delays in repayment, and/or loss of income and capital invested and that no member of Charter Hall Group or the Custodian guarantees the performance of the Fund or any particular rate of return.

If the application is signed by more than one person, who will operate the account? ☐ Any to sign ☐ All to sign together

Signature 1

Name

Date

Title

If a company officer or trustee, you MUST specify your title:

☐ Director ☐ Sole director and company secretary

☐ Trustee ☐ Other (please specify)

Signature 2

Name

Date

Title

If a company officer or trustee, you MUST specify your title:

☐ Director ☐ Sole director and company secretary

☐ Trustee ☐ Other (please specify)

Charter Hall Direct Office Fund

Identification Form

If you have previously completed identification verification details for another Charter Hall unlisted fund investment in the same name (and those details are still current), you do not need to complete this form. If you have a financial adviser, you can complete this section or your adviser can complete section 6 of the Application Form and send us a copy of the relevant FSC/FPA Form. If you are completing the online Application Form, you may be e-verified. Otherwise, it is mandatory to complete this form and provide original certified copies of identification documentation for each Applicant.

Verification details – individuals

To be completed by individuals, individual trustees, joint individuals, joint individual trustees or sole traders. Trustee Applicants also complete the trustee verification details.

Option 1 — provide ONE original certified copy of one primary identification document

- ☐ Valid Australian state or territory driver's licence containing a photograph of the person
- ☐ Australian passport (a passport expired within the preceding two years is acceptable)
- ☐ Card issued by a state or territory for the purposes of proving a person's age containing a photograph of the person
- ☐ Valid foreign passport or similar travel document containing a photograph and the signature of the person (and if applicable, an English translation by an accredited translator)

OPTION 2 — provide TWO original certified copies of secondary identification documents, one from A and one from B

Category A

- ☐ Australian birth certificate
- ☐ Australian or foreign citizenship certificate
- ☐ Pension or health card issued by Centrelink
- ☐ Valid Medicare card

Category B

- ☐ A document issued by the Commonwealth or a state or territory within the preceding 12 months that records the provision of financial benefits
- ☐ A document issued by the ATO within the preceding 12 months that records a debt payable by the individual to the Commonwealth (or the Commonwealth to the individual), which contains the individual's name and residential address (block out any TFN references)
- ☐ A document issued by a local government body or utilities provider within the preceding three months which records the provision of services (must contain the individual's name and residential address)
- ☐ Australian marriage certificate
- ☐ If under 18 years old, a notice issued to the individual by a school principal within the preceding three months, that contains the name, residential address and the period of time attended at that school

Verification details – trustees

To be completed by ALL trustee Applicants — individual trustee(s) also complete the individuals verification details, and corporate trustee(s) also complete the corporates verification details. For registered managed investment schemes or government superannuation funds, please contact us or provide the relevant FSC/FPA Form.

OPTION 1 — SELF MANAGED SUPER FUND APPLICANTS
Provide a copy of one identification document

- ☐ A search extract from the ASIC, ATO or relevant regulator's website (e.g. 'Super Fund Lookup' at superfundlookup.gov.au)
- ☐ An original certified copy or extract of the trust deed

OPTION 2 — ALL OTHER TRUST APPLICANTS
Provide an original certified copy of one identification document

- ☐ A notice issued by the ATO within the last 12 months (block out any TFN references)
- ☐ An original letter from a solicitor or qualified accountant that confirms the full name of the trust and its appointer and settlor
- ☐ An original certified copy or extract of the trust deed

Provide the full name, address, date of birth and verification documents (see the verification requirements for individuals for further details) of the appointer of the trust:

Appointer name

Residential address

SUBURB STATE POSTCODE

Date of birth

Provide details of all individuals who are beneficial owners through one or more holdings of more than 25% of the trust's issued capital:

Name Beneficiary one

Residential address

SUBURB STATE POSTCODE

Name Beneficiary two

Residential address

SUBURB STATE POSTCODE

Verification details – corporates

This section is only to be completed by corporate Applicants and corporate trustee Applicants that are Australian proprietary limited companies. For all other corporate Applicants, please contact us or provide the relevant FSC/FPA Form.

Provide a copy of one identification document

- ☐ A current and historical company information Company extract from the ASIC Connect website
- ☐ An original certified copy of a certificate of registration or a current annual company statement issued by ASIC

Provide the full name of each director:

Name Director one

Name Director two

Provide details and verification documents (see the verification requirements for individuals for further details) of all individuals who are beneficial owners through one or more shareholdings of more than 25% of the company's issued capital:

Name Beneficiary one

Residential address

SUBURB STATE POSTCODE

Date of birth

Name Beneficiary two

Residential address

SUBURB STATE POSTCODE

Date of birth

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Who can certify your documents?

If you are required to submit a certified copy of any original document, an authorised person needs to certify that the copy is a true copy of the original. A document can be certified by one of the following persons:

- a person who is currently licensed or registered under a law to practise in one of the following occupations:
  - medical practitioner;
  - nurse;
  - dentist;
  - physiotherapist;
  - chiropractor;
  - pharmacist;
  - optometrist; or
  - veterinary surgeon;
- a person who is enrolled on the roll of the Supreme Court of a state or territory, or the High Court of Australia, as a legal practitioner; or
- a person on the following list:
  - an Australian Postal Corporation permanent employee or agent (who is currently employed and has two or more years of continuous service or is in charge of supplying postal services to the public);
  - an officer with, or an authorised representative of, a holder of an AFSL, with two or more continuous years of service with one or more licensees;
  - a teacher employed on a full-time basis at a school or tertiary education institution;
  - a minister of religion (under Subdivision A of Division 1 of Part IV of the Marriage Act 1961 (Cth));
  - a marriage celebrant (registered under Subdivision C of Division 1 of Part IV of the Marriage Act 1961 (Cth));
  - a bank, building society, finance company or credit union officer, with two or more continuous years of service;
  - a Justice of the Peace;
  - a police officer or sheriff;
  - a notary public;
  - a member of Governance Institute of Australia;
  - a member of Chartered Accountants Australia and New Zealand, CPA Australia or the Institute of Public Accountants;
  - a member of the Association of Taxation and Management Accountants or fellow of the National Tax & Accountants' Association;
  - a member of Engineers Australia (other than the grade of student);
  - a member of The Australasian Institute of Mining and Metallurgy;
  - a member of the Australian Defence Force (who is an officer or non-commissioned officer within the meaning of the Defence Force Discipline Act 1982 (Cth), with two or more years of continuous service or a Warrant Officer within the meaning of the Act);
  - a member of the Commonwealth parliament, a state parliament, a territory legislature or a local government authority (state or territory);
  - a permanent employee of the Commonwealth (or Commonwealth authority) or a state or territory (or a state or territory authority) or a local government authority, with two or more years of continuous service;
  - a person before whom a statutory declaration may be made under the law of the state or territory in which the declaration is made;
  - an Australian Consular Officer or Australian Diplomatic Officer (within the meaning of the Consular Fees Act 1955 (Cth));
  - a court officer, registrar or deputy registrar of a court; or
  - a judge, clerk, magistrate, master of a court or chief executive officer of a Commonwealth court.

What must the certifier do?

The certifier must confirm the copy is certified as a true copy of the original documentation and clearly state their name, category and date of certification. An example of appropriate certification wording is:

"I certify this (and the following pages each of which I have signed/initialled) to be a true copy of the document shown and reported to me as the original."

Please note certification is only accepted if within two years of the date of certification.

Registrable names

Only legal entities (such as companies and superannuation funds, natural persons etc) are allowed to hold interests in the Fund. The application must be in the name(s) of natural person(s), companies or other legal entities acceptable to the Responsible Entity. For trusts, the name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of correctly registrable names shown below.

Type of investor	Correct form of registrable name	Incorrect form of registrable name
Individuals	John Alfred Smith	J A Smith
Companies Use company name, do not use abbreviations	ABC Pty Limited	ABC P/L ABC Co
Trusts Use trustee(s) personal names, do not use name of the trust	Sue Smith ATF <Sue Smith Family Trust>	Sue Smith Family Trust
Deceased estates Use executor(s) personal names, do not use name of the deceased	John Smith <Est Jane Smith A/c>	Estate of the Late Jane Smith
Clubs/unincorporated bodies/ business names Use office bearer(s) name(s), in addition to name of the club etc	Michael Smith <ABC Tennis Association A/c>	ABC Tennis Association
Superannuation funds Use name of trustee of the fund, do not use name of the fund	Jane Smith Pty Limited ATF <Super Fund A/c>	Jane Smith Pty Limited Superannuation Fund

Contact details

Investor Registry

You should send all completed paper copy Application Forms to the Investor Registry:

Email: charterhall@getcaruso.com

Mail: Charter Hall Direct Office Fund
C/- Caruso Software AU Pty Limited
PO Box R775
Royal Exchange NSW 1225

Telephone: 1300 137 895

The online Application Form can be found at: www.charterhall.com.au/dof

You should also contact the Investor Registry if you:

- have any queries regarding the Application Form;
- want to change your address or name;
- want to record your TFN;
- want to check your investment details; or
- require assistance with other registry matters.

Responsible Entity

For further information on the Fund, please contact your financial adviser or contact us through any of the methods below:

Website

www.charterhall.com.au/dof

Email

direct.property@charterhall.com.au

Telephone

1300 652 790 (local call cost) or
+61 2 8651 9000 (calling from outside Australia)

In writing

Charter Hall Direct Property Management Limited
Charter Hall Direct Office Fund
GPO Box 2704
Sydney NSW 2001

Charter Hall