

Continuous Disclosure Notice

NEWMARK HARDWARE TRUST (ARSN 161 274 111)

3 February 2021

PROPOSAL TO REPLACE NEWMARK CAPITAL LIMITED AS RESPONSIBLE ENTITY OF THE NEWMARK HARDWARE TRUST

Newmark Capital Limited (**NCL**) intends to retire as responsible entity of the Newmark Hardware Trust (**Trust**) and have its related entity, Newmark REIT Management Limited (ACN 644 715 382, AFS licence number 526690) (**NRML**), appointed as the Trust's new responsible entity. (NCL and NRML are both wholly owned subsidiaries of Newmark Property Group Pty Ltd.)

We recently notified unitholders of this proposed change via a *Notice to unitholders* and will continue to communicate with unitholders as changes arise.

Proposed Trust merger and ASX listing

NCL has been considering a possible merger of the Trust with the Newmark Capital (Chadstone) Property Trust and listing the merged group on the Australian Securities Exchange (**ASX**). The proposal to change the responsible entity of the Trust facilitates the proposed merger and ASX listing.

Conditional ASIC relief and unitholder voting

As explained in the *Notice to unitholders*, NCL has obtained conditional relief from the Australian Securities and Investments Commission (**ASIC**) to retire and appoint NRML as responsible entity without a meeting of unitholders to consider and vote on the proposed change. However, it is a condition of ASIC's relief that NCL provides unitholders an opportunity to request a vote regarding the proposed change.

If a unitholder wishes to request a vote, unitholders must complete and return to NCL the form accompanying the *Notice to unitholders* by 4.00pm (AEDT) on Friday, 26 February 2021. If a sufficient number of unitholders request a vote, the vote may be conducted via a unitholder meeting or a postal vote.

If a unitholder has no objection to the proposed change of responsible entity, they do not need to do anything.

Replacing the responsible entity

If unitholders do not request a vote, NCL will lodge a notice with ASIC requesting it to alter the record of the Trust's registration to name NRML as the responsible entity and to make it effective on or around 1 March 2021.

If ASIC has no objection to the appointment of NRML as responsible entity, NCL and NRML will work together to ensure the smooth transition of the management of the Trust.

Contact us

If you have any questions about the Trust or your unitholding, please contact us on **03 9066 3966** or email investor@newmarkcapital.com.au.

Important information

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