NOTICE OF GENERAL MEETINGS



Venue: Virtual Meeting

Date: Thursday 22 October 2020

Time: 10.00am



18 September 2020

Dear Investor

I am pleased to invite you to attend the general meetings of APN Industria REIT to be held online virtually on Thursday 22 October 2020, commencing at 10.00am. APN Industria REIT comprises four trusts, Industria Trust No. 1, Industria Trust No. 2, Industria Trust No. 3 and Industria Trust No. 4 (together, the **Trusts**), and one company, Industria Company No. 1 Ltd (**Company**). The units in the Trusts and the shares in the Company are stapled together and are quoted jointly on the Australian Securities Exchange (**ASX**). As such, there is no practical distinction between unitholders in the Trusts and shareholders in the Company (together, **Securityholders**). For this reason, the meetings for the five entities (**Meetings**) will be held together simultaneously, subject to the discretion of the Chair of the Meetings to adjourn or reconvene any specific Meeting, if required.

At the Meetings, we will present on the results and activities of APN Industria REIT for the 2020 financial year, provide an update on APN Industria REIT's recent activities and performance and propose the following three resolutions for Securityholders to vote on:

- Resolutions 1 and 2 are resolutions of the Company and concern the re-election of the Company's directors who are retiring by rotation. In accordance with clause 4.10(a) of the Company's constitution, one third of the directors of the Company (or the whole number of directors nearest one third) must retire and put themselves up for re-election by the Company's shareholders.
- Resolution 3 is a resolution of the Company and each of the Trusts and concerns the institutional placement of stapled securities conducted in November 2019 and an approval of this issue for the purposes of refreshing APN Industria REIT's ongoing placement capacity under Chapter 7 of the ASX Listing Rules.

Further details relating to the resolutions are provided in the Notice of General Meetings and Explanatory Notes.

The Company does not have any employees, given that the employees who provide services in respect of APN Industria REIT are employed by the parent company of the Responsible Entity, APN Property Group Limited. Accordingly, no remuneration report has been prepared by the Company.

Due to the current circumstances relating to the COVID-19 pandemic, including restrictions imposed by the Australian and State Governments, the Meetings will be held virtually this year, through an online platform, rather than at a physical location.

Securityholders may be present virtually and vote via the online platform provided by the APN Industria REIT share registrar Link Market Services, at https://agmlive.link/ADI2020.

Further information on how to do this is set out in this Notice of Meetings and the Virtual General Meeting Online Guide available on the APN Industria REIT website, which has also been lodged with ASX.

The online platform will provide a reasonable opportunity for Securityholders to participate in the Meetings, and the Meetings will operate on the basis that such participation will constitute Securityholders being present at the Meetings for all purposes.

Voting on all resolutions will occur by way of poll, and the online platform will enable Securityholders to lodge a vote in real time.

Further information is detailed on page 5 of this notice.

The board of APN Funds Management Limited (the Responsible Entity of APN Industria REIT) and the board of the Company recommend that you vote in favour of all resolutions. The results of the Meetings will be announced to the ASX on the day of the Meetings.

If you have any queries about the Meetings, please call Link Market Services Limited on 1300 554 474. If contacting us from outside of Australia, please call +61 1300 554 474.

I look forward to seeing as many of you as possible on Thursday 22 October 2020.

Yours faithfully

Geoff Brunsdon AM Independent Chairman

APN Funds Management Limited and Industria Company No. 1 Limited

NOTICE OF GENERAL MEETINGS

Notice of General Meetings of the Trusts

Notice is given by APN Funds Management Limited that General Meetings of Industria Trust No. 1, Industria Trust No. 2, Industria Trust No. 3 and Industria Trust No. 4 will be held at:

Time: 10.00am

Date: Thursday 22 October 2020

Place: Virtual-only meeting, due to the to the current circumstances relating to the COVID-19

pandemic, including restrictions imposed by the Australian and State Governments

Notice of Annual General Meeting of the Company

Notice is given by the board of Industria Company No. 1 Ltd that an Annual General Meeting of the Company will be held at:

Time: 10.00am

Date: Thursday 22 October 2020

Place: Virtual-only meeting, due to the current circumstances relating to the COVID-19

pandemic, including restrictions imposed by the Australian and State Governments

The business to be considered at the Meetings is as follows:

ORDINARY BUSINESS:

Financial report

To receive and consider the annual report of APN Industria REIT for the financial year ended 30 June 2020.

SPECIAL BUSINESS:

Resolution 1 – to consider, and if thought fit, pass the following resolution as an **ordinary resolution** of the Company:

'That Mr Michael Johnstone, who retires by rotation in accordance with clause 4.10(a) of the Company's constitution, and being eligible, be re-elected as a director of the Company.'

Resolution 2 – to consider, and if thought fit, pass the following resolution as an **ordinary resolution** of the Company:

'That Mr Howard Brenchley, who retires by rotation in accordance with clause 4.10(a) of the Company's constitution, and being eligible, be re-elected as a director of the Company.'

Resolution 3 – to consider, and if thought fit, pass the following resolution as an **ordinary resolution** of each of the Company, Industria Trust No. 1, Industria Trust No. 2, Industria Trust No. 3 and Industria Trust No. 4:

'That for all ASX Listing Rule purposes, including Listing Rule 7.4, and all other purposes, approval is given for the issue of 9,375,000 fully paid stapled securities, on the terms and conditions set out in the Explanatory Notes'.

Chair

The Responsible Entity and the board of the Company intend to appoint Chairman, Geoff Brunsdon, to act as Chair of the Meetings in accordance with the Corporations Act.

Voting exclusion statement

In accordance with the Listing Rules, the Company and the Responsible Entity will disregard any votes cast in favour of Resolution 3 by those persons who participated in the institutional placement as described in the Explanatory Notes and any associates of those persons.

However, the Company and the Responsible Entity need not disregard a vote cast in favour of Resolution 3 by:

- (a) a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chairman of the Meetings as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Required majority

Resolutions 1, 2, 3 and 3 are ordinary resolutions, and will be passed if more than 50% of the votes cast by Securityholders present (in person or by representative or by proxy) and eligible to vote are cast in favour of each resolution.

Questions

You may submit questions to be addressed at the Meetings up to a week prior to the Annual General Meeting by sending them to csecretary@apngroup.com.au.

MEETING INFORMATION FOR SECURITYHOLDERS

1. Eligibility to vote

Securityholders registered as holders of stapled securities in APN Industria REIT (comprising units in the Trusts and shares in the Company) as at 7.00 pm (Melbourne time) on 20 October 2020 will be entitled to attend the meetings and vote on resolutions 1, 2, and 3.

The Responsible Entity and its associates are not entitled to vote on a resolution if they have an interest in the resolution or matter other than as a Securityholder in accordance with section 253E of the Corporations Act

2. Voting methods

How to vote prior to the Meetings

Securityholders may lodge a direct vote or appoint a proxy online at www.linkmarketservices.com.au or by submitting a voting form to the share registry. Please note that your votes need to be received by no later than 10.00am (Melbourne Time) on Tuesday 20 October 2020.

> To log in, you will need your holder identifier (SRN or HIN) and postcode.

How to be present virtually and vote at the Meetings

Securityholders will have the opportunity to be present virtually via a live webcast and will be able to vote electronically via an online platform (including lodging a vote in real time and asking questions online).

You can access the platform at https://agmlive.link/ADI2020.

To log in, you will need your holder identifier (SRN or HIN) and postcode.

Voting will be available between the registration open of the Meetings (9.30am on Thursday 22 October 2020) and the closure of voting as announced by the Chair during the Meetings.

More information regarding online participation at the Meetings including how to vote and ask questions is available in the Virtual General Meeting Online Guide. The Guide is available on the APN Industria REIT website and has been lodged with the ASX.

3. Voting

Attorneys

A Securityholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Meetings, the instrument effecting the appointment (or a certified copy of it) must be received by the APN Industria REIT its registered office or by it's share registry, Link Market Services, by no later than 10.00am (Melbourne Time) on 20 October 2020.

Corporate representatives

A body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meetings. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body corporate could exercise at the Meetings or in voting on a resolution. A 'Certificate of Appointment of Representative' may be obtained from Link Market Services.

Please see the attached Explanatory Notes for further information in respect of the proposed resolutions.

4. Voting by proxy

A proxy does not need to be a Securityholder, and you may appoint the Chair of the Meetings as your proxy. A Securityholder who is entitled to cast two or more votes may appoint one or two proxies and specify the proportion or number of votes that each proxy is appointed to exercise.

If you sign a proxy form and do not appoint the Chair or specify an individual or body corporate as your proxy, you will have appointed the Chair as your proxy by default. In that case, you will also be deemed to have directed the Chair to vote in favour of each of the proposed resolutions.

If you appoint the Chair as your proxy and do not specifically direct the Chair how to vote on a particular resolution, you will be deemed to have directed the Chair to vote in favour of that resolution.

To be valid, Link Market Services Limited must receive your Proxy Form by no later than 10.00am (Melbourne time) on Tuesday 20 October 2020.

Submitting your Voting Form prior to the Meetings

Voting Forms and Proxy Forms can be submitted in one of the following ways:

By Mail: APN Industria REIT

C/-Link Market Services Limited

Locked Bag A14

Sydney South NSW 1235 Australia

By Fax: +61 2 9287 0309

By Hand: Link Market Services Limited

1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000

Online:	www.linkmarketservices.com.au

- **Step 1:** Select Investor Login from the right hand menu.
- **Step 2:** Select APN Industria REIT as the Issuer.
- **Step 3:** Enter your Holder Identifier (which appears under the barcode on the front of your Proxy Form) and your postcode or Country.
- **Step 4:** Enter the security code, tick the box to accept the terms and conditions and click "Login".
- **Step 5:** Select 'Voting' from the top menu and follow the prompts to lodge your Proxy.

Issued by APN Funds Management Limited (ACN 080 674 479 AFSL 237500) as the Responsible Entity of the Trusts and the board of Industria Company No. 1 Ltd (ACN 010 794 957).

EXPLANATORY NOTES TO NOTICE OF GENERAL MEETINGS

These explanatory notes provide information relating to the resolutions contained in the Notice of General Meetings to be put to the Meetings.

Resolutions 1 and 2 - Re-election of directors of the Company

1. Michael Johnstone

Michael Johnstone will resign as a director of the Company in accordance with clause 4.10(a) of the Company's constitution and, being eligible, offers himself for re-election. The following information has been provided by Michael in support of his re-election as a director.

Michael has been a non-executive, independent director of the Company since 2013 (the year APN Industria REIT became listed on ASX). He has also been a director of APN Funds Management Limited since 2009. He is the Chairman of the Nomination & Remuneration Committee and a member of the Audit, Risk & Compliance Committee for each of APN Funds Management Limited and the Company.

Michael has 45 years of global experience in Chief Executive and General Management roles and more recently in company directorships. His two principal corporate executive engagements have been with Jennings Industries Ltd and the National Australia Bank Group. At Jennings, he was successively General Manager of AVJennings Homes, General Manager Commercial Property, CEO of Jennings Properties Limited (Centro etc.) and President of Jennings USA. Within NAB, he was Global Manager Real Estate responsible for commercial property lending and corporate property investment. He has extensive experience in mergers and acquisitions, capital raising, property investment and funds management. In the not for profit sector, he has chaired the Cairnmillar Institute and been a board member of the Salvation Army and Yarra Community Housing.

Michael is also a non-executive director of Charter Hall Social Infrastructure REIT (ASX: CQE) and in the private sector, a non-executive director of Dennis Family Holdings and Chairman of Dennis Family Homes.

Recommendation: the board of the Company (with Michael Johnstone abstaining) recommends that Securityholders vote in favour of resolution 1.

2. Howard Brenchley

Howard Brenchley will resign as a director of the Company in accordance with clause 4.10(a) of the Company's constitution and, being eligible, offers himself for re-election. The following information has been provided by Howard in support of his re-election as a director.

Howard has been a director of the Company since 2013 (the year APN Industria REIT became listed on ASX). He has also been a director of APN Funds Management Limited since 1998.

Howard has a long history in the Australian property investment industry with over 30 years' experience analysing and investing in the sector.

Howard joined APN in 1998 and was responsible for establishing the APN FM business. In this capacity he developed a suite of new property securities and direct property funds, including the flagship APN AREIT Fund and the APN Property for Income Fund, both market leading property securities funds in Australia.

Prior to joining APN, Howard was co-founder and research director of Property Investment Research Pty Limited, one of Australia's leading independent research companies, specialising in the property fund sector.

Howard is also a director of APN Property Group Limited (since 2004), APN RE Limited (since 2019), National Storage Holdings Limited (since 2014) and National Storage Financial Services Limited (since 2015), both listed as National Storage REIT (ASX: NSR).

Recommendation: the board of the Company (with Howard Brenchley abstaining) recommends that Securityholders vote in favour of resolution 2.

Resolution 3 - Approval of previous issue of stapled securities

On 26 November 2019, the Company and each of the Trusts issued 9,375,000 fully paid stapled securities through an institutional placement to institutional investors (**Placement**). Securityholders are asked to approve the issue of the stapled securities under the Placement for the purposes of Listing Rule 7.4.

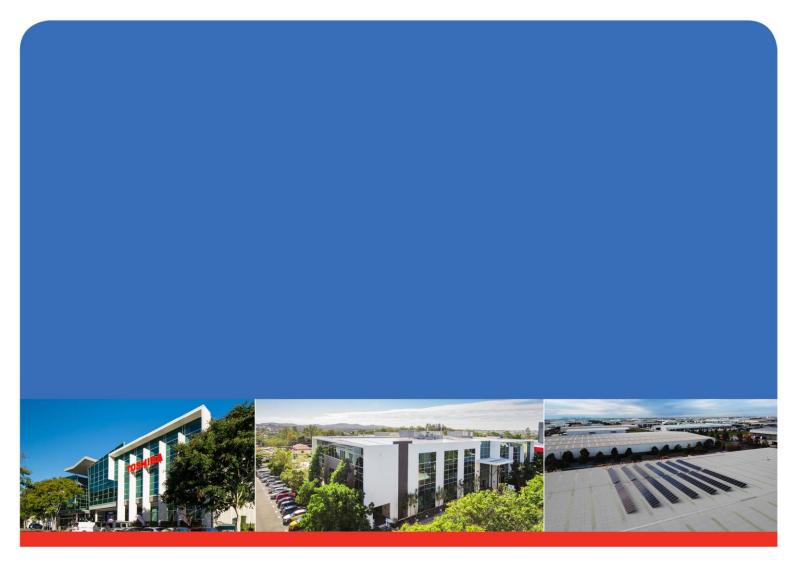
Chapter 7 of the Listing Rules limits the number of ordinary securities that may be issued in the capital of a listed entity in any 12-month rolling period without securityholders' approval to 15% of the entity's capital, unless an exception set out in Listing Rule 7.2 applies to the issue. This 15% limit has been temporary increased by ASX to 25%, given the current COVID-19 pandemic. No exceptions under Listing Rule 7.2 apply to the issue of stapled securities to institutional investors as part of the Placement. However, the issue of stapled securities as part of the securities purchase plan conducted shortly after the Placement on 17 December 2019 does fall within an exception in Listing Rule 7.2.

The approval of the issue of stapled securities to institutional investors under the Placement, by passing Resolution 3, will exclude the issue for the purposes of calculating the number of stapled securities that may be issued in a twelve month period as set by the Listing Rules. The approval will provide flexibility for APN Industria REIT to undertake fundraising in the future, as opportunities arise, by maximising the number of stapled securities that can be issued over the next 12 months without further approval from Securityholders. If Resolution 3 is not approved, the stapled securities issued under the Placement will count towards the 15% limit under Listing Rule 7.1 and APN Industria REIT's ability to issue additional stapled securities (for example, to raise capital) in the future, should the need arise, will be restricted to the extent of its 15% placement capacity (or 25% placement capacity, during the period that the temporary increase is operative).

In accordance with Listing Rule 7.5, the following information is provided in relation to the stapled securities issued under the placement:

- Date securities were issued: 26 November 2019
- Number and class of securities issued: 9,375,000 fully paid stapled securities
- Price at which the securities were issued: \$2.88 per stapled security
- Terms of the securities: the stapled securities rank equally with existing stapled securities
- Basis on which allottees of the securities were identified or selected: the stapled securities were allotted to professional and sophisticated investors who participated in the institutional placement as determined by APN Industria REIT, in consultation with Macquarie Capital, in accordance with its allocation policy and the objectives of the offer.
- Purpose of the issue and use of the funds raised: to fund the acquisition of the property located at 350 – 356 Cooper Street, Epping, Victoria

Recommendation: the board of the Company and the board of the Responsible Entity recommend that Securityholders vote in favour of resolution 3.



Responsible Entity APN Funds Management Limited ACN 080 674 479 AFSL No 237500

Level 30, 101 Collins Street Melbourne Victoria 3000 Australia

T +61 (0) 3 8656 1000 F +61 (0) 3 8656 1010 W apngroup.com.au

APN | Industria REIT

Responsible Entity: APN Funds Management Limited ABN 60 080 674 479 AFSL 237500

LODGE YOUR VOTE

ONLINE

www.linkmarketservices.com.au

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BY MAIL

APN Industria REIT C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



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VOTING FORM

I/We being a member(s) of APN Industria REIT and entitled to attend and vote hereby appoint:

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I

Please mark either A or |

VOTE DIRECTLY

elect to lodge my/our

vote(s) directly (mark box)

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APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

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in relation to the Annual General Meeting of the Company to be held at 10:00am (AEDT) on Thursday, 22 October 2020, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am (AEDT) on Thursday, 22 October 2020 (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted virtually. You can participate by logging in online at https://agmlive.link/ADI2020 (refer to details in the Virtual Meeting Online Guide).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an \boxtimes

Resolutions

For Against Abstain*

- 1 Re-election of Mr Michael Johnstone as a Director of the company
- 2 Re-election of Mr Howard Brenchley as a Director of the company
- **3** Approval of previous issue of 9,375,000 fully paid stapled securities

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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

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Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the Securityholder. If a joint holding, either Securityholder may sign. If signed by the Securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

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

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Security Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your Securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of Securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's Security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of Securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either Securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's Security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00am (AEDT) on Tuesday, 20 October 2020, being not later than 48 hours before the commencement of the Meetings. Any Proxy Form received after that time will not be valid for the scheduled Meetings.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

APN Industria REIT C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12 680 George Street Sydney NSW 2000

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