

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Newmark REIT Management Limited as responsible entity for Newmark Hardware Trust (ARSN 161 274 111) and Newmark Capital (Chadstone) Property Trust (ARSN 648 280 219) (together, **Newmark Property REIT**)

ACN/ARSN 644 715 382

1. Details of substantial holder (1)

Name Newmark Property Group Pty Ltd (ACN 152 310 980) and its related bodies corporate (see Annexure A) (each being a **Substantial Holder** and together the **Substantial Holders**)

ACN/ARSN (if applicable)

The holder became a substantial holder on 08/12/2021

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary stapled securities in Newmark Property REIT (Stapled Securities)	11,744,040 Stapled Securities	11,744,040	6.47% (based on 181,648,297 Stapled Securities on issue)

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Newmark Property Group Pty Ltd (ACN 152 310 980) (NPG)	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) as registered holder of Stapled Securities	10,554,090 Stapled Securities
NPG	Deemed relevant interest under section 608(3)(a) of the <i>Corporations Act</i> being a relevant interest from related bodies corporate, Newmark Capital Limited (ACN 126 526 690) (NCL) and Newmark REIT Management Limited (ACN 644 715 382) (NRML)	1,189,950 Stapled Securities
NCL	Relevant interest under section 608(1)(a) of the <i>Corporations Act</i> as registered holder of Stapled Securities	629,834 Stapled Securities
NRML	Relevant interest under section 608(1)(a) of the <i>Corporations Act</i> as registered holder of Stapled Securities.	560,116 Stapled Securities

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
NPG	NPG	NPG	10,554,090 Stapled Securities
NPG	NCL	NCL	629,834 Stapled Securities
	NRML	NRML	560,116 Stapled Securities

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
NPG	8 December 2021	\$1.895 per Stapled Security	nil	10,554,090 Stapled Securities

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
NCL	Related body corporate of NPG
NRML	Related body corporate of NPG

7. Addresses

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

Name	Address
NPG and its related bodies corporate	Level 17, 644 Chapel Street South Yarra VIC 3141

Signature

print name Peter Hulbert capacity Authorised signatory

sign here

date 10 December 2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:

- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A

This is Annexure A of 1 page (including this page) referred to in the accompanying Form 603

Signature

print name Peter Hulbert

capacity Authorised signatory

sign here



date 10 December 2021

Newmark Property Group Pty Ltd Related Bodies Corporate

Company name	Company registration number
Newmark Capital Limited	ACN 126 526 690
Newmark REIT Management Limited	ACN 644 715 382
Newmark Property Funds Management Pty Ltd	ACN 152 323 629
Newmark Asset Management Pty Ltd	ACN 622 029 412
Newmark Developments Pty Ltd	ACN 152 477 195
Newmark Property Group (Victoria) Pty Ltd	ACN 160 931 822
Newmark Operations Pty Ltd	ACN 152 322 846