

8 June 2010

The Manager
Company Announcements Platform
ASX Limited
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

RE: CROMWELL GROUP - CROMWELL CORPORATION LIMITED MEETING - PLACEMENT RATIFICATION

Attached are a Notice of Meeting and Explanatory Memorandum, Proxy Form and Covering Letter for a meeting of Cromwell Corporation Limited shareholders to be held in Brisbane on 7 July 2010. The meeting will consider a resolution to retrospectively approve the issue of stapled securities to Redefine Australian Investments Limited that occurred on 29 December 2009 ("the Placement Ratification"). The approval, if given, will refresh the ability of Cromwell Corporation Limited ("the Company" or "CCL") to issue up to 15% additional shares without having to get securityholder approval under ASX Listing Rule 7.1. These documents have been sent to all Cromwell Group securityholders in their role as CCL shareholders today.

Cromwell Group securityholders in their role as unitholders in the Cromwell Diversified Property Trust ("the Trust" or "CCL"), will also receive another set of documents approximately one week from today asking them to vote as unitholders on the Placement Ratification. The Placement Ratification requires their approval, both as unitholders and shareholders, for it to take effect. The Trust documents are being sent separately because CCL and the Trust have different minimum notice periods for meetings under the Corporations Act. However, the CCL meeting and the DPT meeting will be held on the same day at the same place.

The Trust documents sent to securityholders will also contain information and proxy voting forms in regards to a resolution to amend the Trust's constitution, as well as a resolution to allow the Group to acquire two properties from the Cromwell-managed Cromwell Property Fund and undertake some related transactions ("the Acquisition Proposal"). The properties are 321 Exhibition Street in Melbourne ("Exhibition Property") and the one-third interest in the Therapeutic Goods Administration Complex in Canberra that the Trust does not already own ("TGA Property"). If approved by unitholders, the Acquisition Proposal will result in the Group owning all the TGA Property and the Exhibition Property.

Yours faithfully

**CROMWELL CORPORATION LIMITED
CROMWELL PROPERTY SECURITIES LIMITED**



**NICOLE RIETHMULLER
COMPANY SECRETARY**

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CROMWELL GROUP

Cromwell Corporation Limited ABN 44 001 056 980

Cromwell Property Securities Limited ABN 11 079 147 809 AFSL 238052
as responsible entity for Cromwell Diversified Property Trust ABN 30 074 537 051 ARSN 102 982 598

Investment Enquiries 1800 334 533 | Property Management 1800 005 657

8 June 2010

Dear Securityholder,

Cromwell Group Meetings

Enclosed is a Notice of Meeting, Explanatory Memorandum and Proxy Form in relation to a meeting of securityholders to be held in Brisbane on 7 July 2010. The meeting will consider a resolution to retrospectively approve the issue of stapled securities to Redefine Australian Investments Limited that occurred on 29 December 2009 ("the Placement Ratification"). This will refresh the ability of Cromwell Corporation ("the Company" or "CCL") to issue up to 15% additional stapled securities without having to get securityholder approval under ASX Listing Rule 7.1.

As Cromwell Group is a stapled security comprised of two separate legal entities, you as a securityholder also play two roles; as a shareholder in the Company and as a unitholder in the Cromwell Diversified Property Trust ("the Trust" or "DPT"). This correspondence relates to your role as a shareholder.

In your role as a unitholder in the Trust, you will also receive another set of documents approximately one week from today asking you to vote as a unitholder on the Placement Ratification. The Placement Ratification requires your approval, both as a unitholder and shareholder, for it to take effect. Because CCL and the Trust have different minimum notice periods for meetings under the Corporations Act, the Trust information is being sent separately. However, the CCL meeting and the DPT meeting will be held on the same day at the same place.

The documents that you will receive as a unitholder will also contain information and proxy voting forms in regards to a resolution to amend the Trust's constitution, as well as a resolution to allow the Group to acquire two properties from the Cromwell-managed Cromwell Property Fund and undertake some related transactions ("the Acquisition Proposal"). The properties are 321 Exhibition Street in Melbourne ("Exhibition Property") and the one-third interest in the Therapeutic Goods Administration Complex in Canberra that the Trust does not already own ("TGA Property"). If approved by unitholders, the Acquisition Proposal will result in the Group owning all the TGA Property and the Exhibition Property, both of which are quality properties that are complementary to the Group's existing portfolio and provide strong earnings and capital gain prospects.

Directors' Recommendation

The ability of the Group to have some flexibility to issue up to 15% additional stapled securities is an important part of the Group's capital management strategy and the Directors of Cromwell Corporation Limited unanimously recommend that you vote in favour of the Placement Ratification.

Your Vote is Important

If the resolutions are to be approved, they will require the support of securityholders. I urge you to read all documents sent to you and to express your opinion on the resolutions by voting in person or by proxy or by power of attorney at the meeting to be held in Brisbane at 1.30pm, 7 July 2010.

If voting by proxy, please ensure you complete both the Company proxy form (enclosed) and the Trust proxy forms (to be sent in approximately one week) or vote for all resolutions online at www.cromwell.com.au/registry.

Other Cromwell Activity

In addition to the Acquisition Proposal, Cromwell Group continues to look for other opportunities in the market and will continue to keep securityholders abreast of any developments in this regard.

Further Information

If after reading the Notice of Meeting and Explanatory Memorandum you have any questions relating to the proposed resolution please contact your financial advisor or broker, or call our information line within Australia on 1800 334 533 or outside Australia on +61 3225 7777.

Thank you for your continued support of Cromwell Group and for your consideration of the proposed resolutions.

Yours faithfully



Geoffrey H Levy, AO
Chairman



Cromwell Corporation Limited

General Meeting **Notice of Meeting**

Notice is hereby given that a general meeting of Cromwell Corporation Limited ABN 44 001 056 980 ("CCL") will be held on:

Date: Wednesday 7 July 2010
Time: 1.30pm
Venue: Brisbane Auditorium, Level 5,
Riverside Centre, 123 Eagle Street

Additional information concerning the proposed resolutions is contained in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.

The Company forms part of the stapled security Cromwell Group (ASX: CMW), along with the Cromwell Diversified Property Trust ARSN 102 982 598 ("the Trust").

Securityholders are reminded that the ordinary shares in CCL and the units in the Trust are stapled together under the respective constitutions of CCL and the Trust. This means that all shareholders of CCL are unitholders in the Trust and each securityholder has the same number of units in the Trust as it holds ordinary shares in CCL.

This Notice of Meeting relates to a meeting of CCL shareholders only.

It is currently intended that a meeting of Trust shareholders will also be called to consider similar resolutions. A separate notice of meeting for the proposed Trust meeting will be issued in due course.

Ordinary Business

The business to be considered at the general meeting is as follows:

1.

Ratification of issue of stapled securities in the past year ("Placement Ratification" **PR**)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of CCL:

"That the issue of 104,750,000 ordinary shares in the company as a component of the 104,750,000 stapled securities of the Cromwell Group that were issued to Redefine Australian Investments Limited ("Redefine") on 29 December 2009 is ratified and approved for the purposes of ASX Listing Rule 7.4 and for all other purposes."

2.

Other Business

To consider any other business that may be brought forward in accordance with CCL's constitution and the Corporations Act 2001 (Cth).

By order of the Board of Cromwell Corporation Limited
Nicole Riethmuller
Company Secretary
8 June 2010

Securityholders should consider the attached Explanatory Memorandum before deciding how to vote in relation to the above resolution.

Notes

1 Terminology

Terms which are defined in the constitution of CCL ("Constitution") have the same meaning when used in this notice (including these notes and the Explanatory Memorandum) unless the context requires otherwise.

2 Quorum

The Constitution provides that a quorum of shareholders for a general meeting of CCL is shareholders holding not less than 5% of the votes that may be cast at the general meeting. If the quorum is not present within 30 minutes after the time appointed for the meeting, the meeting will be adjourned in accordance with the Constitution. If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting will be dissolved.

3 Resolution

The resolution will only be passed if more than 50% of the votes cast by shareholders entitled to vote on that resolution and present at the meeting (in person or by proxy) are in favour of the resolution.

4 Voting

The directors of CCL have determined that, for the purposes of the meeting, Shares will be taken to be held by the persons who are registered as shareholders as at 7.00pm on 5 July 2010. Accordingly, transfers registered after this time will be disregarded in determining entitlements to vote at the meeting.

The chairman will determine that the voting on the resolution will be conducted by way of a poll.

A shareholder who is entitled to cast two or more votes on a poll need not cast all their votes and may cast their votes in different ways.

On a poll, every shareholder has one vote for each fully paid share held by the shareholder. In the case of shares held by joint holders, only the vote of the joint holder whose name appears first in the register will be accepted.

5 Corporate Representatives And Powers Of Attorney

Corporate representatives are required to bring an original or certified copy of their appointment as a representative to the meeting, or provide it to CCL or the registry before the meeting. A form of the certificate of appointment may be obtained from Cromwell Group's registry. Attorneys are required to lodge a certified copy or the original of the power of attorney pursuant to which they were appointed at the address listed below or at the registered office of CCL (including by fax) not later than 1:30pm on 5 July 2010. Proof of identity will be required to be presented at the meeting for corporate representatives and attorneys.

6 Proxies

Each shareholder has the right to appoint a proxy. If you do not plan to attend the meeting in person, you are encouraged to complete and return the proxy form which accompanies this Notice of Meeting or vote online at www.cromwell.com.au/registry. A shareholder who is entitled to attend and vote at the meetings may attend and vote by proxy.

A shareholder who is entitled to cast two or more votes on a poll may appoint two proxies and may specify the proportion or number of votes each proxy is entitled to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you appoint two proxies to vote, neither proxy can vote on a show of hands. On a poll, each proxy can only exercise votes in respect of those securities or voting rights the proxy represents.

A proxy need not be a shareholder and may be either an individual or a body corporate. A shareholder appointing a proxy may direct a proxy to vote "for", to vote "against" or abstain from voting on each resolution, or may leave the decision to the proxy following discussion at the meeting. Please refer to the enclosed proxy form for instructions on completion and lodgement.

Your proxy may choose whether or not to vote on a show of hands at the meeting, but may not vote on a resolution on a show of hands if they have two or more appointments that specify different ways to vote on the resolution. If your proxy is not the chairman, he or she may choose whether or not to vote on a poll. If he or she chooses to vote, whether on a show of hands or on a poll, he or she must do so as directed by you, unless you do not give any such direction to the proxy. If your proxy is the chairman, they must vote on a poll and must do so as directed by you, unless you do not give any such direction.

If you appoint a proxy, you may still attend the meeting. However, your proxy will not be able to speak or vote at the meeting whilst you are present.

Please note that proxy forms (and, if they are executed pursuant to a power of attorney, a certified copy or the original of the power of attorney) must be lodged online or received at the address listed below or at the registered office of CCL (including by fax) not later than 1:30pm on 5 July 2010.

7 How The Chairman Will Vote Undirected Proxies

The chairman intends to vote undirected proxies appointing the chairman as proxy in favour of the resolution. The Company encourages all shareholders who submit proxies to direct their proxy how to vote on the resolution.

8 Lodgement Of Proxies And Queries

Proxy forms and authorities should be sent to the registry of CCL at the address specified on the enclosed reply paid envelope or to the address specified below:

Address:

**Link Market Services Pty Limited
Locked Bag A14
Sydney South NSW 1235
Facsimile: +61 2 9287 0309**

Online: www.cromwell.com.au/registry

Securityholders should contact the registry of CCL at the above address or telephone number 1300 550 841 (toll free within Australia) or +61 2 8280 7124 (from outside Australia) with any queries.

EXPLANATORY MEMORANDUM

ORDINARY BUSINESS FOR THE COMPANY

Ratification of Issue of Stapled Securities in the Past Year

1 Introduction

The explanatory notes following in relation to this agenda item ("Explanatory Notes") have been prepared for the information of shareholders for the purposes of Listing Rules 7.4 and 7.5.

2 Cromwell Group's Capital Management Strategy

The passing of the resolution at Agenda Item 1 in the Notice of Meeting will refresh the capital raising capacity for CCL only. It is currently proposed that a meeting of Trust unitholders will also be called to refresh the capital raising capacity for the Trust. Given that the ordinary Shares in CCL and the units in the Trust are stapled together, and therefore ordinary Shares and units can only be issued as part of Cromwell Group stapled securities, the Cromwell Group's capital raising capacity will only be effectively refreshed when approval is given at meetings of both holders of ordinary Shares and holders of Trust units.

a) Placement

A placement of 104,750,000 stapled securities was made to Redefine Australian Investments Limited ("Redefine") on 29 December 2009 ("the Placement").

The Placement was undertaken at \$0.70 per security which represented a 5.4% discount to the closing share price on 23 December 2009, a 7.19% discount to the volume weighted average price (VWAP) over the previous 30 days and was equivalent to the VWAP over the previous 90 days. The Group was able to avoid the need to raise capital at a significant discount to net tangible assets (NTA) through the downturn, contrary to many of its peers.

The Placement resulted in Redefine owning approximately 13% of the issued capital of Cromwell Group.

Redefine intends to maintain its holding in Cromwell Group and has agreed not to dispose of the stapled securities issued under the Placement for 12 months, subject to certain exceptions.

In January 2010, Cromwell Group appointed Mr Marc Wainer, a director of Redefine, to the Boards of CCL and Cromwell Property Securities Limited (CPSL).

Funds from the Placement boosted Cromwell Group's available cash, and provided the Group with flexibility in relation to capital management.

The introduction of Redefine as a long-term cornerstone investor is expected to benefit the Group beyond the immediate impact of the Placement. The strategic alliance gives the Group a potential source of additional equity funding in the future to pursue opportunities that may emerge in the market.

The Placement was advised to the market at the time of issue and did not fall within the exceptions in ASX Listing Rule 7.2.

b) Ratification

ASX Listing Rule 7.1 effectively means that Cromwell Group cannot issue more than 15% of its capital in any 12 month period without securityholder approval (see Section 3.1).

Therefore, the Placement to Redefine in December 2009 reduces Cromwell Group's capacity to issue additional capital before 29 December 2010 and, in doing so, limits its ability to continue to effectively manage its capital requirements in an expeditious manner. This could in turn adversely impact the Group's ability to take advantage of future opportunities that may arise in the current market conditions.

The Group has, and continues to, actively seek transactions which improve the overall quality of the Group's property portfolio, earnings and growth prospects.

As an essential component of its capital management strategy, Cromwell Group wishes to maintain its capacity to issue up to 15% of its capital in a 12 month period notwithstanding the Placement.

The Group is accordingly seeking to refresh its 15% capital raising capacity by obtaining subsequent approval for the Placement from securityholders.

Investment Strategy

The Group aims to provide solid, reliable earnings to investors from recurring property and funds management income.

The Group primarily invests in property including commercial, industrial and retail property. It can also invest in entities (whether listed or unlisted) which primarily hold property assets. Such entities may include managed investment schemes promoted and managed by CPSL or other managers. The Group may also hold cash or Australian fixed interest assets or other authorised investments to maximise returns consistent with moderate risk on surplus cash accumulated from time to time. Assets may be sold at any time CPSL considers it commercially viable and the proceeds of sale may be reinvested.

CPSL considers acquisition opportunities on an ongoing basis as and when they arise. If, before the securityholder meeting, an opportunity to acquire an attractive asset that will assist the Group meet its strategy arises, then an ASX announcement will be made if required.

3 Legal And Regulatory Requirements

3.1 Listing Rules 7.1 and 7.4

Listing Rule 7.1 has the effect that, unless one of the exceptions in Listing Rule 7.2 applies, Cromwell Group must not, without the approval of holders of stapled securities, issue stapled securities in excess of:

1. 15% of the total of the number of stapled securities on issue 12 months before the date of issue plus the number of stapled securities issued in accordance with an exception in Listing Rule 7.2 or with the approval of holders of stapled securities; less
2. the number of stapled securities issued other than in accordance with such an exception or approval.

The capital placement has therefore reduced Cromwell Group's capacity to issue stapled securities within the 15% limit prescribed by Listing Rule 7.1.

Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1, or which does not fall within one of the exceptions detailed in ASX Listing Rule 7.2, is treated as having been made with approval for the purpose of ASX Listing Rule 7.1, if each of the following applies:

1. the issue did not breach ASX Listing Rule 7.1; and
2. holders of ordinary securities subsequently approve the issue.

The resolution that shareholders are being asked to pass is proposed to comply with Listing Rule 7.4.

The issue that shareholders are being asked to approve did not breach ASX Listing Rule 7.1. Pursuant to Listing Rule 7.1, Cromwell Group had, over the past 12 months, the capacity to issue up to 104,862,740 stapled securities without securityholder approval. The issue to be approved was 104,750,000 stapled securities (as detailed below), leaving Cromwell Group currently with the capacity to issue a further 112,740 stapled securities pursuant to ASX Listing Rule 7.1.

3.2 Information required under Listing Rule 7.5

ASX Listing Rule 7.5 specifies certain additional information that must be provided in order for holders of ordinary securities to subsequently approve the issues for the purposes of Listing Rule 7.4.

The additional information required in relation to the capital placement is as follows:

- a) Number of Shares allotted as a component of stapled securities (being the number of stapled securities allotted):
104,750,000.
- b) Price at which the stapled securities were issued:
\$0.70 per stapled security.
- c) The terms of the stapled securities:
The stapled securities were issued on the same terms as existing Cromwell Group stapled securities.
The stapled securities ranked for and were entitled to distributions from Cromwell Group for the period 1 October 2009 to 31 December 2009 pro rata to the number of days in the period of 1 October 2009 to 31 December 2009 in which the stapled securities were on issue.
- d) The name of the allottee:
Redefine Australian Investments Limited ("Redefine").
Redefine is a company that is registered in Ireland and is ultimately a fully owned subsidiary of Ciref Plc (LSE: CRF), a company registered in Jersey and listed on the AIM of the London Stock Exchange with a market capitalisation at 14 May 2010 of approximately AUD\$216 million. Ciref Plc currently has investments in a range of fixed and listed property assets located within Australia, the UK, Europe, the Channel Islands and the British Virgin Islands.
As at May 2010, Redefine Properties Limited (formerly Redefine Income Fund Limited) (JSE: RDF), a real estate investment trust listed on the Johannesburg Stock Exchange with a market capitalisation at 14 May 2010 of approximately AUD\$2.9 billion, held an interest of approximately 70.66% in Ciref Plc.

- e) The use (or intended use) of the funds raised:
The purpose of the funds raised was to boost the cash resources of the Group to provide increased flexibility in relation to capital management and to enable the Group to consider further strategic acquisitions.

3.3 Voting exclusion statement

The following disclosures are made to comply with Listing Rule 7.5.6.

The Company will disregard any votes cast on the resolution by:

- a) Redefine, being the person who participated in the issue; and
- b) an associate (as defined in sections 11 and 13 17 of the Corporations Act) of that person.

However, CCL need not disregard a vote (for the purposes of this statement) if:

- c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; and
- d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

4 Other Information

No other Shares or Cromwell Group stapled securities other than those detailed in this Explanatory Note were issued during the previous 12 months.

5 Approval Sought

Shareholders are requested to subsequently approve and ratify the issue of 104,750,000 Shares that were issued as a component of the 104,750,000 stapled securities that were issued to Redefine at an issue price of \$0.70 per stapled security.

Approval and ratification will be given by eligible shareholders passing the resolution at Agenda Item 1 in the Notice of Meeting.

Recommendation

The Directors recommend that shareholders vote in favour of this resolution.



Cromwell Corporation Limited ABN 44 001 056 980

LODGE YOUR VOTE



ONLINE >

www.linkmarketservices.com.au



By mail:
Cromwell Corporation Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 550 841 Overseas: +61 2 8280 7124



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SHAREHOLDER VOTING FORM

I/We being a member(s) of Cromwell Corporation Limited and entitled to attend and vote hereby appoint:

STEP 1

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 of the person or body corporate (excluding the registered Shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Meeting of the Company to be held at 1:30pm on Wednesday, 7 July 2010, at Brisbane Auditorium, Level 5, Riverside Centre, 123 Eagle Street, Brisbane and at any adjournment or postponement of the meeting.

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 **X**

STEP 2

VOTING DIRECTIONS

Resolution 1

Approve and ratify the issue of shares in the Company to Redefine Australian Investments Limited.

For

☐

Against

☐

Abstain*

☐

i * 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.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the Shareholder. If a joint holding, either Shareholder may sign. If signed by the Shareholder'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).

CMW PRX001



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

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

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the company. A proxy may be an individual or a body corporate.

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 Shares 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 Shares 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 Proxy Form may be obtained by telephoning the company's Share 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 Proxy Form and the second Proxy Form state the percentage of your voting rights or number of Shares 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.
- (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 Shareholder 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 the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's Share registry.

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 1:30pm on Monday, 5 July 2010, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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



ONLINE  www.linkmarketservices.com.au

Select the 'Proxy Voting' option on the top right of the home page. Choose the company you wish to lodge your vote for from the drop down menu, enter your holding details as shown on this form, and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" (Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Cromwell Corporation Limited
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, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Meeting, please bring this form with you.
This will assist in registering your attendance.