

# Notice of Meeting

Cromwell Property Group ("the Group") is a stapled enterprise consisting of Cromwell Corporation Limited ABN 44 001 056 980 ("CCL" or "the Company") and Cromwell Diversified Property Trust ARSN 102 982 598 ("CDPT" or "the Trust"), the responsible entity of which is Cromwell Property Securities Limited ABN 11 079 147 809, AFSL No. 238052 ("CPSL"). Concurrent meetings ("Meeting") are being held as the Company and the Trust have identical securityholders ("Securityholder") since a share in the Company is stapled to a unit in the Trust to form a single security. This single security is known as a Stapled Security. Cromwell Property Group's Stapled Securities trade on ASX Limited ("ASX") under the code CMW.

Additional information concerning the proposed resolutions is contained in the combined explanatory memorandums ("Explanatory Memorandum") which accompany and form part of this notice of Meetings ("Notice of Meeting").

This Notice of Meeting is issued by CCL and by CPSL as the responsible entity of the Trust.

Notice is hereby given that the General Meeting of the Company will be held in conjunction with a General Meeting of the Trust on:

**Date:** Wednesday 30 January 2013  
**Time:** 1.30pm (Brisbane time), with registration commencing at 1.00pm  
**Venue:** Raffles Room, Stamford Plaza, Cnr Edward and Margaret Streets, Brisbane QLD 4000

## Cromwell Property Group

### 1. Ratification of the placement of Stapled Securities to Redefine Australian Investments Limited that occurred in December 2012

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company and a special resolution of the Trust:

"That the issue of 50,955,414 Stapled Securities in Cromwell Property Group to Redefine Australian Investments Limited that occurred on 13 December 2012, as described in the Explanatory Memorandum accompanying this Notice of Meeting convening the Meeting, is ratified and approved for the purposes of ASX Listing Rule 7.4, ASIC Class Order [CO 05/26] and for all other purposes."

### Voting exclusion statement

Insofar as Resolution 1 above is an ordinary resolution of the Company and the Trust for the purposes of the ASX Listing Rules, Cromwell Property Group will disregard any votes cast on Resolution 1 by a person who participated in the placement the subject of Resolution 1 and any associate of that person.

However, Cromwell Property Group need not disregard a vote if:

- (i) 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; or
- (ii) it is cast by the Chairman 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.

ASX has granted Cromwell Property Group a waiver from ASX Listing Rule 14.11 to permit Cromwell Property Group to count votes cast on Resolution 1 by holders of securities who participated in the issue of securities the subject of the resolution (Nominee Holders) to the extent only that those holders are acting solely in a fiduciary, nominee or custodial capacity on behalf of beneficiaries who did not participate in the issue of the securities (Beneficiaries). The waiver is subject to the following conditions:

- (i) the Beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the issue of the securities the subject of Resolution 1, nor are they an associate of such a person who has participated in such an issue of securities;
- (ii) the Beneficiaries direct the relevant Nominee Holder to vote for or against Resolution 1; and
- (iii) the Nominee Holders do not exercise discretion in casting a vote on behalf of the Beneficiaries.

Insofar as Resolution 1 above is a special resolution of the Trust for the purposes of the Corporations Act as notionally modified by ASIC Class Order [CO 05/26] ("Class Order 05/26"), where both of the following apply:

- (a) votes must only be cast (and Cromwell Property Group will only count votes cast) in respect of Stapled Securities that are held by a Securityholder:
  - (i) who did not acquire any interest in Stapled Securities under the placement the subject of Resolution 1; or
  - (ii) who does not hold any interest in Stapled

Securities for the benefit of another person who obtained beneficial ownership of any of the Stapled Securities that were issued under the placement the subject of Resolution 1; and

- (b) the value of the interests held by the Securityholders who vote represents at least 25% of the total value of interests eligible to be voted.

Redefine Australian Investments Limited, being the person who participated in the issue, and its associates are not eligible to vote on this Resolution 1.

Voting exclusions differ under the ASX Listing Rules and the Corporations Act. Please refer to the Explanatory Memorandum for further information.

## 2 Ratification of the placement of Stapled Securities to new and existing institutional investors that occurred in December 2012

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company and a special resolution of the Trust:

"That the issue of 131,210,191 Stapled Securities in Cromwell Property Group to new and existing institutional investors that occurred on 13 December 2012, as described in the Explanatory Memorandum accompanying this Notice of Meeting convening the Meeting, is ratified and approved for the purposes of ASX Listing Rule 7.4, ASIC Class Order [CO 05/26] and for all other purposes."

### Voting exclusion statement

Insofar as Resolution 2 above is an ordinary resolution of the Company and the Trust for the purposes of the ASX Listing Rules, Cromwell Property Group will disregard any votes cast on Resolution 2 by a person who participated in the placement the subject of Resolution 2 and an associate of that person.

However, Cromwell Property Group need not disregard a vote if:

- (i) 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; or
- (ii) it is cast by the Chairman 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.

ASX has granted Cromwell Property Group a waiver from ASX Listing Rule 14.11 to permit Cromwell Property Group to count votes cast on Resolution 2 by Nominee Holders to the extent only that those holders are acting solely in a fiduciary, nominee or custodial capacity on behalf of Beneficiaries. The waiver is subject to the following conditions:

- (i) the Beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the issue of the securities the subject of Resolution 2, nor are they an associate of such a person who has participated in such an issue of securities;
- (ii) the Beneficiaries direct the relevant Nominee Holder to vote for or against Resolution 2; and

- (iii) the Nominee Holders do not exercise discretion in casting a vote on behalf of the Beneficiaries.

Insofar as Resolution 2 above is a special resolution of the Trust for the purposes of the Corporations Act as notionally modified by Class Order 05/26, where both of the following apply:

- (a) votes must only be cast (and Cromwell Property Group will only count votes cast) in respect of Stapled Securities that are held by a Securityholder:
  - (i) who did not acquire any interest in Stapled Securities under the placement the subject of Resolution 2; or
  - (ii) who does not hold any interest in Stapled Securities for the benefit of another person who obtained beneficial ownership of any of the Stapled Securities that were issued under the placement the subject of Resolution 2; and
- (b) the value of the interests held by the Securityholders who vote represents at least 25% of the total value of interests eligible to be voted.

Voting exclusions differ under the ASX Listing Rules and the Corporations Act. Please refer to the Explanatory Memorandum for further information.

By order of the Boards of the Company and CPSL (as responsible entity of the Trust):

Nicole Riethmuller  
Company Secretary  
28 December 2012

# Notes

## 1 Terminology and definitions

Terms which are defined in the respective constitutions of the Company or the Trust ("Constitution", as the context requires for either the Company or the Trust) have the same meaning when used in this Notice of Meeting (and in the Explanatory Memorandum) unless the context requires otherwise. For the avoidance of doubt, a reference in this Notice of Meeting or the Explanatory Memorandum to a 'Securityholder' is to the registered holder of a Stapled Security in Cromwell Property Group.

In the Resolutions, the relevant definition of "associate" is that in sections 11 and 13-17 of the Corporations Act. Section 13 is to be applied as if it was not confined to associate references occurring in Chapter 7 of the Corporations Act.

## 2 Quorum

The Constitution of the Company provides that a quorum of shareholders for a General Meeting of the Company is shareholders holding not less than 5% of the votes that may be cast at the General Meeting. No business may be transacted at the General Meeting unless a quorum of shareholders is present at the commencement of business.

The Constitution of the Trust provides that a quorum of unitholders for a General Meeting of the Trust is three unitholders and the quorum must be present at all times during the Meeting. In the case of either the Company or the Trust, if a quorum is not present within 30 minutes after the time appointed for the Meeting, the Meeting will be adjourned in accordance with the respective Constitution. If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the Meeting will be dissolved.

## 3 Voting

The Directors of the Company and the responsible entity of the Trust have determined that, for the purposes of the Meeting, shares in the Company and units in the Trust will be taken to be held by the persons who are registered as a Securityholder as at 7.00pm (Sydney time) on Tuesday 29 January 2013. Accordingly, transfers registered after this time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting on the Resolutions will be conducted by way of a poll. When a resolution is to be decided on a poll, a Securityholder 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, each Securityholder has:

- (i) in the case of a resolution of the Company, one vote for each fully paid share held by the Securityholder; and
- (ii) in the case of a resolution of the Trust, one vote for each dollar value of the total units held by the Securityholder.

In the case of Stapled Securities held by joint holders, only the vote of the joint holder whose name appears first in the register will be accepted.

## 4 Corporate representatives and powers of attorney

A corporate Securityholder may elect to appoint a representative to vote rather than a proxy, in accordance with the Corporations Act. Corporate representatives are required to bring an original or certified copy of their appointment as a representative to the Meeting, or provide it to both the Company and the Trust or the registry before the Meeting. A form of the certificate of appointment may be obtained from Cromwell Property 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 on page 3 of this Notice of Meeting or at the registered office of both the Company and CPSL (including by fax) not later than 1:30pm (Brisbane time) on Monday 28 January 2013. Proof of identity will be required to be presented at the Meeting for corporate representatives and attorneys.

## 5 Proxies

Each Securityholder has the right to appoint a proxy to attend and vote for them. The proxy will have the same rights to speak, to vote and to join in a demand for a poll at the Meeting. The proxy does not need to be a Securityholder and may be an individual or a body corporate. 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](http://www.cromwell.com.au/registry).

A Securityholder 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. Fractions will be disregarded. 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.

If the same person (such as the Chairman) is appointed as proxy for two or more Securityholders and those Securityholders have specified different ways for the proxy to vote on an item of business, then the proxy is not entitled to vote (as proxy) on a show of hands on that item.

A proxy may decide whether or not to vote on any item of business or other motion at the Meeting, except where the proxy is required by law or the Company's or the Trust's Constitution to vote or abstain from voting in their capacity as proxy. If the proxy's appointment directs the proxy how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If the proxy's appointment does not direct the proxy how to vote on an item of business or any other motion at the Meeting, the proxy may abstain or vote as he or she thinks fit on that item or motion.

If an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at the Meeting and the appointed proxy does not attend the Meeting or does not vote on a poll on the resolution, then the Chairman will be taken to have been appointed as the proxy of the relevant Securityholder in respect of the Meeting or the poll on that resolution, as applicable.

If you appoint a proxy, you may still attend the Meeting. 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 the Company and CPSL (including by fax) not later than 1:30pm (Brisbane time) on Monday 28 January 2013.

## 6 How the Chairman will vote undirected proxies

If a Securityholder appoints the Chairman as the Securityholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman intends to vote in favour of that item on a poll (subject to the other provisions of this Notice of Meeting, including any voting exclusions).

Cromwell Property Group encourages all Securityholders who submit proxies to direct their proxy how to vote on each Resolution.

## 7 Resolutions

Each special resolution of the Trust for the purposes of the Corporations Act as notionally modified by Class Order 05/26 will only be passed if both of the following apply:

- (a) votes must only be cast (and Cromwell Property Group will only count votes cast) in respect of Stapled Securities that are held by a Securityholder:
  - (i) who did not acquire any interest in Stapled Securities under the placement the subject of relevant resolution; or
  - (ii) who does not hold any interest in Stapled Securities for the benefit of another person who obtained beneficial ownership of any of the Stapled Securities that were issued under the placement the subject of relevant resolution; and
- (b) the value of the interests held by the Securityholders who vote represents at least 25% of the total value of interest eligible to be voted.

Each ordinary resolution of the Company is passed if more than 50 per cent of the votes cast by or on behalf of Securityholders entitled to vote on the resolution are in favour.

## 8 Lodgment of proxies and queries

The appointment of a proxy and the original or certified copy of the power of attorney (if the form is signed by an attorney) must be received in one of the following ways:

- **Online:** Proxy forms can be lodged online at [www.cromwell.com.au/registry](http://www.cromwell.com.au/registry)
- **Post:** Proxy forms can be returned by mail using the reply paid envelope enclosed or address your letter to:  
Link Market Services Pty Limited  
Locked Bag A14  
Sydney South NSW 1235
- **Facsimile:** Proxy forms and a certified copy of the power of attorney (if the form is signed by an attorney) may be delivered by facsimile to: +61 2 9287 0309

## 9 More information

If you have any questions, please phone Link Market Services Limited, Cromwell Property Group's registry, on 1300 550 841 or phone Cromwell Investor Services on 1300 276 693.

# Explanatory Memorandum

## Introduction

This Explanatory Memorandum contains information relevant to the Resolutions set out in the Notice of Meeting and should be read carefully and in its entirety by Securityholders before making any decision and voting in relation to the Resolutions.

If you have any doubt regarding the information contained in this Explanatory Memorandum or any action you should take in respect of such information, you should consult your financial, legal, taxation or other professional adviser.

Defined terms used in the Explanatory Memorandum are set out in the Notice of Meeting. This Explanatory Memorandum was prepared by Cromwell Property Group.

On 7 December 2012, Cromwell Property Group announced an intention to undertake a capital raising to raise approximately \$163 million (the "Equity Raising"). The Equity Raising consisted of three separate components:

1. a placement to Redefine Australian Investments Limited to raise up to \$40 million;
2. a placement to existing and new institutional investors to raise up to \$103 million; and
3. a security purchase plan available for eligible Securityholders to raise approximately \$20 million.

The first two components of the Equity Raising were completed on 14 December 2012. The security purchase plan is open for investment by eligible Securityholders and is scheduled to close on 5 February 2013. The net proceeds of the placements provided seed funding for the Cromwell Box Hill Trust ARSN 161 394 243 (the "Box Hill Trust"), reduced debt and provided additional working capital.

## 1 Ratification of Redefine Placement

On 13 December 2012, Cromwell Property Group completed a placement of 50,955,414 Stapled Securities to Redefine Australian Investments Limited (the "Redefine Placement").

All Stapled Securities under the Redefine Placement were issued at a price of \$0.785, with the total amount raised being \$40 million (before equity raising costs).

Further details on both the Redefine Placement and the General Placement can be found in the ASX market announcement made by Cromwell Property Group on 7 December 2012 (the "Announcement").

ASX Listing Rule 7.1 imposes a limit on the number of securities that an entity can issue or agree to issue in a 12 month period without Securityholder approval. Generally, and subject to the exceptions set out in ASX Listing Rule 7.2, an entity may not, without Securityholder approval, issue in any 12 month period more than 15% of the number of securities on issue 12 months before the date of the issue. The Redefine Placement was made in accordance with Cromwell Property Group's placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 provides that an issue of securities

made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time the issue was made and Securityholders subsequently approve the issue.

Accordingly, Securityholders are requested to subsequently approve the Redefine Placement in accordance with ASX Listing Rule 7.4 to refresh Cromwell Property Group's placement capacity.

Please note that if Securityholders approve Resolution 1, any future equity raisings by Cromwell Property Group would remain subject to the 15% limit set out in ASX Listing Rule 7.1. The effect of an approval of Resolution 1 would be that the Stapled Securities issued under the Redefine Placement would not reduce the number of Stapled Securities that could be issued by Cromwell Property Group without Securityholder approval (within the 15% limit) and will increase the base number of securities from which the 15% calculation is made.

For the purposes of ASX Listing Rule 7.5, details of the Redefine Placement are set out below:

- the number of securities allotted: the number of Stapled Securities that Cromwell Property Group issued and allotted under the Redefine Placement was 50,955,414;
- the price at which the securities were issued: \$0.785 per Stapled Security. This represented a discount of approximately 7.5% to the volume weighted average price of Cromwell Stapled Securities over the five trading days immediately prior to the announcement of the Redefine Placement. It was also a premium to the 30 June 2012 pro forma net tangible assets of \$0.67 per Stapled Security (for further details see the Announcement);
- the terms of the securities: the Stapled Securities the subject of the Redefine Placement rank equally with existing Stapled Securities from the date of allotment, except for their entitlement to the distribution to be declared for the quarter ending December 2012 which will be pro-rated based on the number of days from and including their date of allotment to the end of the distribution period divided by the total number of days in that distribution period;
- the names of the allottees or the basis on which allottees were determined: the 50,955,414 Stapled Securities issued under the Redefine Placement were issued to Redefine Australian Investments Limited;
- the use (or intended use) of the funds raised: the funds raised from the Redefine Placement were used together with the funds raised from the General Placement (see below) to seed the Box Hill Trust, reduce debt and provide additional working capital; and
- a voting exclusion statement: a voting exclusion statement in respect of Resolution 1 is set out in the

#### Notice of Meeting.

The Directors of Cromwell Property Group consider that the ratification of the issue of Stapled Securities under the Redefine Placement as described above is in the best interest of Cromwell Property Group as it provides enhanced funding flexibility under ASX Listing Rule 7.1 to issue additional Stapled Securities over the next 12 months should it be required.

#### Class Order 05/26

The approval of Securityholders is also being sought for the purposes of Class Order 05/26.

The price at which units in the Trust can be issued must normally be objectively verifiable by reference to the Trust's Constitution and not extraneous factors such as the exercise of CPSL's discretion. However, Class Order 05/26 allows Stapled Securities to be issued at a price determined by the responsible entity on certain conditions. One of these cases is a placement of units, including units comprising a component security of a Stapled Security, that are quoted on ASX. Class Order 05/26 accommodates placements either with or without the approval of a resolution of Stapled Securityholders. A placement without Securityholders' approval may be made on the following conditions:

- the securities are not issued to:
  - > the responsible entity; or
  - > an associate of the responsible entity except pursuant to two narrow exceptions relating to underwriting arrangements and acquisitions in a fiduciary capacity; and
- the issue, together with any 'related issue' in the previous year does not, immediately before the issue, comprise more than 15% of Securities.

A 'related issue' includes the Redefine Placement, and so the capacity of CPSL to issue the Trust units within the 15% limit prescribed by Class Order 05/26 has been commensurably reduced by that issue. A 'related issue' would not however include the Redefine Placement if it was ratified by Securityholders by way of a 'placement resolution' in accordance with the provision of the Trust's Constitution that satisfies the requirements of Class Order 05/26. Securityholder approval by way of a 'placement resolution' in accordance with Class Order 05/26 would mean that the placement the subject of Resolution 1 is not counted for the purposes of the 15% limit under Class Order 05/26.

A 'placement resolution':

1. is proposed as a special resolution;
2. votes may only be cast on the resolution in respect of securities ("Eligible Securities"):
  - (a) that are held by a Securityholder that did not acquire any of the securities issued; or
  - (b) that are held by a Securityholder for the benefit of another person who did not obtain beneficial ownership of the securities issued; and
3. the value of the Eligible Securities held by the Securityholders who vote represents at least 25% of

the total value of Eligible Securities.

If any of these conditions are not satisfied for this Resolution, then it will not constitute a 'placement resolution' and therefore will be of no effect for the purposes of Class Order 05/26.

Redefine Australian Investments Limited and its associates hold voting interest in Cromwell Property Group of approximately 27.28%, which is not materially different to the position prior to the Equity Raising. They are not eligible to vote on Resolution 1.

## 1.1 What will happen if Resolution 1 is passed?

### (a) Advantages

By passing Resolution 1, Securityholders will refresh part of Cromwell Property Group's placement capacity under ASX Listing Rule 7.1 and Class Order 05/26. This is desirable because the Redefine Placement has partially utilised Cromwell Property Group's placement capacity under ASX Listing Rule 7.1 and Class Order 05/26.

Such a resolution provides funding flexibility in respect of potential acquisitions, investment opportunities, and general capital management initiatives that may arise. Cromwell Property Group has, and continues to, actively seek acquisition opportunities which complement its investment strategy and existing portfolio. Typical acquisition targets must complement existing portfolio:

1. initial acquisition yield of 8%+ per annum;
2. total return targets of 12%+ per annum; and
3. focus on markets which Cromwell Property Group considers will outperform.

If an opportunity to acquire an attractive asset or assets that will assist Cromwell Property Group meet its strategy arises, then an ASX announcement will be made if required.

### (b) Disadvantages/risks

The key potential disadvantage and risk associated with Resolution 1 is if Cromwell Property Group issues further equity (which it would be able to do, should Securityholders approve Resolution 1) the percentage holdings in Cromwell Property Group of Securityholders who do not participate in that future issue will be further reduced.

The Boards of Cromwell Property Group are of the opinion that this potential disadvantage and risk are substantially outweighed by the potential advantages and benefits associated with Cromwell Property Group refreshing its placement capacity, and accordingly considers that Resolution 1 is in the best interests of all Securityholders.

However, Securityholders should consider their individual circumstances and make their own determination as to how to vote on Resolution 1.

## 1.2 What will happen if Resolution 1 is not passed?

If Securityholders do not approve Resolution 1 and an investment opportunity does arise, Cromwell Property Group's ability to participate in that opportunity in a timely manner, or at all, may be constrained as:

- (a) Cromwell Property Group will, to the extent of the amount of the Redefine Placement, be restricted in raising further capital through a further placement without Securityholder approval until 14 December 2013 (being 12 months of the date of completion of the Redefine Placement); and
- (b) alternative funding sources may not be available at that time or at a competitive price.

### Directors' Recommendation

The Directors unanimously recommend that Securityholders vote in favour of Resolution 1.

## 2 Ratification of General Placement

On 13 December 2012, Cromwell Property Group completed a placement of 131,210,191 Stapled Securities to existing and new institutional investors (the "General Placement").

All Stapled Securities under the General Placement were issued at a price of \$0.785, with the total amount raised being \$103 million (before Equity Raising costs). The General Placement was part of a broader equity raising that Cromwell Property Group undertook in December 2012 to provide seed funding for Box Hill Trust, reduce debt and provide additional working capital for future acquisition opportunities.

Securityholders are requested to approve the General Placement in accordance with ASX Listing Rule 7.4 to refresh Cromwell Property Group's placement capacity. For further background on the ASX Listing Rules 7.1 and 7.4, please see the information provided in Resolution 1.

Please note that if Securityholders approve Resolution 2, any future equity raisings by Cromwell Property Group would remain subject to the 15% limit set out in ASX Listing Rule 7.1. The effect of an approval of Resolution 2 would be that the Stapled Securities issued under the General Placement would not reduce the number of Stapled Securities that could be issued by Cromwell Property Group without Securityholder approval (within the 15% limit) and will increase the base number of securities from which the 15% calculation is made.

For the purposes of ASX Listing Rule 7.5, details of the General Placement are set out below:

- the number of securities allotted: the number of Stapled Securities that Cromwell Property Group issued and allotted under the General Placement was 131,210,191;
- the price at which the securities were issued: \$0.785 per Stapled Security. This represented a discount of approximately 7.5% to the volume weighted average price of Cromwell Stapled Securities over the five trading days immediately prior to the announcement of the General Placement. It was also a premium to the 30 June 2012 pro forma net tangible assets of \$0.67 per Stapled Security (for further details see the Announcement);
- the terms of the securities: the Stapled Securities the subject of the General Placement rank equally with existing Stapled Securities from the date of allotment, except for their entitlement to the distribution to be declared for the quarter ending December 2012 which will be pro-rated based on the number of days from and including their date of allotment to the end of the distribution period divided by the total number of days in that distribution period;
- the names of the allottees or the basis on which allottees were determined: The 131,210,191 Stapled Securities issued under the General Placement were issued to sophisticated, professional and wholesale clients identified by Merrill Lynch International (Australia) Limited ABN 31 002 892 846 and/or RBS Morgans Corporate Limited ABN 32 010 539 607;

- the use (or intended use) of the funds raised: the funds raised from the General Placement were used together with the funds raised from the Redefine Placement (see above) to seed the Box Hill Trust, reduce debt and provide additional working capital; and
- a voting exclusion statement: a voting exclusion statement in respect of Resolution 2 is set out in the Notice of Meeting.

The Directors of Cromwell Property Group consider that the ratification of the issue of Stapled Securities under the General Placement as described above is in the best interest of Cromwell Property Group as it provides enhanced funding flexibility under ASX Listing Rule 7.1 to issue additional Stapled Securities over the next 12 months should it be required.

### **Class Order 05/26**

The approval of Securityholders is also being sought for the purposes of Class Order 05/26. For further background on Class Order 05/26, please see the information provided in Resolution 1.

A placement without Securityholders' approval may be made on the following conditions:

- the securities are not issued to:
  - > the responsible entity; or
  - > an associate of the responsible entity except pursuant to two narrow exceptions relating to underwriting arrangements and acquisitions in a fiduciary capacity; and
- the issue, together with any 'related issue' in the previous year does not, immediately before the issue, comprise more than 15% of Securities.

A 'related issue' includes the General Placement, and so the capacity of CPSL to issue the Trust units within the 15% limit prescribed by Class Order 05/26 has been commensurably reduced by those issues. A 'related issue' would not however include the General Placement if it is ratified by Securityholders by way of a 'placement resolution' in accordance with the provision of the Trust's Constitution that satisfies the requirements of Class Order 05/26. Securityholder approval by way of a 'placement resolution' in accordance with Class Order 05/26 would mean that the placement the subject of Resolution 2 is not counted for the purposes of the 15% limit under Class Order 05/26.

## **2.1 What will happen if Resolution 2 is passed?**

### **(a) Advantages**

By passing Resolution 2, Securityholders will refresh the majority of Cromwell Property Group's placement capacity under ASX Listing Rule 7.1 and Class Order 05/26. This is necessary because the General Placement has utilised the majority of Cromwell Property Group's placement capacity under ASX Listing Rule 7.1 and Class Order 05/26.

Such a resolution provides funding flexibility in respect of potential acquisitions, investment opportunities, and general capital management initiatives that may arise.

Cromwell Property Group has, and continues to, actively seek

acquisition opportunities which complement its investment strategy and existing portfolio. Typical acquisition targets must complement existing portfolio:

1. initial acquisition yield of 8%+ per annum;
2. total return targets of 12%+ per annum; and
3. focus on markets which Cromwell Property Group considers will outperform.

If an opportunity to acquire an attractive asset or assets that will assist Cromwell Property Group meet its strategy arises, then an ASX announcement will be made if required.

### **(b) Disadvantages/risks**

The key potential disadvantage and risk associated with Resolution 2 is if Cromwell Property Group issues further equity (which it would be able to do, should Securityholders approve Resolution 2) the percentage holdings in Cromwell Property Group of Securityholders who do not participate in that future issue will be further reduced.

The Boards of Cromwell Property Group are of the opinion that this potential disadvantage and risk is substantially outweighed by the potential advantages and benefits associated with Cromwell Property Group refreshing its placement capacity, and accordingly considers that Resolution 2 is in the best interests of all Securityholders.

However, Securityholders should consider their individual circumstances and make their own determination as to how to vote on Resolution 2.

## **2.2 What will happen if Resolution 2 is not passed?**

If Securityholders do not approve Resolution 2 and an investment opportunity does arise Cromwell Property Group's ability to participate in that opportunity in a timely manner, or at all, may be constrained as:

- (a) Cromwell Property Group will be restricted, to the extent of the amount of the General Placement, in raising further capital through a placement without Securityholder approval until 14 December 2013 (being 12 months of the date of completion of the General Placement); and
- (b) alternative funding sources may not be available at the time or at a competitive price.

### **Directors' Recommendation**

The Directors unanimously recommend that Securityholders vote in favour of Resolution 2.



## PROPERTY GROUP

Cromwell Corporation Limited ABN 44 001 056 980  
Cromwell Property Securities Limited  
ABN 11 079 147 809 AFSL 238 052  
as responsible entity for  
Cromwell Diversified Property Trust ARSN 102 982 598

## LODGE YOUR VOTE

**ONLINE**[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

By mail:  
Cromwell Property Group  
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

## SECURITYHOLDER VOTING FORM

I/We being a member(s) of Cromwell Corporation Limited ("CCL") and Cromwell Diversified Property Trust ("CDPT") - together "Cromwell Property Group" and entitled to attend and vote hereby appoint:

### STEP 1

#### APPOINT A PROXY

☐

the Chairman  
of the Meetings  
(mark box)

OR if you are NOT appointing the Chairman of the Meetings as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) 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 Meetings, as my/our proxy and to act generally on my/our behalf, and to vote in accordance with the following directions (or, if no directions have been given, as the proxy sees fit), at the General Meeting of CCL and the General Meeting of CDPT (together, "the Meetings") to be held **1:30pm (Brisbane time) on Wednesday, 30 January 2013, at the Stamford Plaza, Corner of Edward and Margaret Streets, Brisbane, QLD** and at any adjournment or postponement of the Meetings.

#### IMPORTANT NOTE

The Chairman of the Meetings intends to vote undirected proxies in favour of all Resolutions if a poll is called on the relevant Resolution. If you do not wish for the Chairman of the Meetings to vote this way, you should specify the way the proxy is to vote on a particular Resolution by completing Step 2.

Proxies will only be valid and accepted by the Cromwell Property Group if they are signed and received no later than 48 hours before the Meetings (or, if adjourned, the resumption of the Meetings).

Please read the voting instructions overleaf before marking any boxes with an ☒

Your proxy may decide how to vote on any resolution considered at the Meetings except where specifically directed below.

### STEP 2

#### VOTING DIRECTIONS

##### Resolution 1

Ratification of the placement of Stapled Securities to Redefine Australian Investments Limited that occurred in December 2012

| For                      | Against                  | Abstain*                 |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

##### Resolution 2

Ratification of the placement of Stapled Securities to new and existing institutional investors that occurred in December 2012

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

\* 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 SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

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).

**CMW PRX201**

## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the Cromwell Property Group'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.**

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meetings 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 Meetings please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the Meetings, the Chairman of the Meetings will be your proxy. If you specify the way the named proxy is to vote on a particular Resolution and the named proxy does not attend the Meetings or does not vote on a poll on the Resolution, then the Chairman of the Meetings will be taken to have been appointed as your proxy in respect of the Meetings or the poll on that Resolution, as applicable. A proxy need not be a securityholder of the Cromwell Property Group. A proxy may be an individual or a body corporate.

### Votes on Resolutions - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite that Resolution. 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 Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution 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 Meetings and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Cromwell Property Group security registry or you may copy this form and return them both together. The appointment of the Chairman of the Meetings as your alternate proxy also applies to the appointment of the second proxy.

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 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.
- (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 Meetings 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 Cromwell Property Group's security 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 (Brisbane time) on Monday, 28 January 2013**, 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 meeting.

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



**ONLINE**

[www.linkmarketservices.com.au](http://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:**

Cromwell Property Group  
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.

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