

24 October 2017

Dear Securityholder,

I am pleased to invite you to attend the 2017 Annual General Meeting of Cromwell Corporation Limited (“the Company”) and the General Meeting of the Cromwell Diversified Property Trust (“the Trust”), which will be held together (the “Meeting”).

The Meeting details are as follows:

Date: Wednesday 29 November 2017

Time: 2.00pm (Brisbane time), with registration commencing at 1.30pm

Venue: Cromwell Property Group, Level 19, 200 Mary Street, Brisbane QLD 4000

Please find enclosed:

- a combined Notice of Meeting and Explanatory Memorandum in respect of the Company's 2017 Annual General Meeting and the Trust's General Meeting (as a Cromwell Property Group Securityholder, you are both a shareholder in the Company and a unitholder in the Trust);
- a personalised proxy form for voting on items of business detailed in the Notice of Meeting and Explanatory Memorandum; and
- a reply-paid envelope.

A copy of the Cromwell Property Group 2017 Annual Report is available on the Cromwell Property Group website at www.cromwellpropertygroup.com/annual-reports.

If you are attending the Meeting, please bring your proxy form with you as it contains a barcode that will make registration easier. I invite you to join the Cromwell Property Group Directors at the conclusion of the Meeting for afternoon tea.

If you do not plan to attend the Meeting in person, you are encouraged to appoint a proxy to attend and vote on your behalf by:

- lodging your proxy appointment online at www.linkmarketservices.com.au; or
- mailing your completed proxy form using the enclosed reply-paid envelope; or
- faxing your completed proxy form to +61 2 9287 0309.

Proxy forms and online proxy appointments must be received not later than 2.00pm (Brisbane time) on Monday 27 November 2017.

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

On behalf of the Cromwell Property Group Directors, I would like to thank you for your continued support and we look forward to seeing you at the Meeting.

Yours faithfully



GEOFFREY H LEVY, AO
CHAIRMAN
CROMWELL PROPERTY GROUP



NOTICE OF MEETING

Cromwell Property Group (or "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 of members ("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 set out below ("Resolutions") is contained in the combined explanatory memorandum ("Explanatory Memorandum"), which accompanies and forms part of this notice of Annual General and General Meetings ("Notice of Meeting"). The Resolutions set out in this Notice of Meeting should be read in conjunction with the Explanatory Memorandum.

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

Notice is hereby given that the 2017 Annual General Meeting of the Company will be held in conjunction with a General Meeting of the Trust at the following time and place to conduct the following business:

Date: Wednesday 29 November 2017
Time: 2.00pm (Brisbane time), with registration commencing at 1.30pm
Venue: Cromwell Property Group, Level 19, 200 Mary Street, Brisbane QLD 4000

THE COMPANY

1. Consideration of Reports

To receive and consider the:

- (a) Financial Report;
- (b) Directors' Report; and
- (c) Auditor's Report,

for the Company for the year ended 30 June 2017.

2. Re-election of Mr Geoffrey Levy as a Director

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

"That Mr Geoffrey Levy, who retires by rotation in accordance with the constitution of Cromwell Corporation Limited and offers himself for re-election, is re-elected as a director of Cromwell Corporation Limited."

3. Re-election of Mr Andrew Konig as a Director

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

"That Mr Andrew Konig, who retires by rotation in accordance with the constitution of Cromwell Corporation Limited and offers himself for re-election, is re-elected as a director of Cromwell Corporation Limited."

4. Re-election of Ms Jane Tongs as a Director

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

"That Ms Jane Tongs, who retires by rotation in accordance with the constitution of Cromwell Corporation Limited and offers herself for re-election, is re-elected as a director of Cromwell Corporation Limited."

5. Election of Mr Leon Blitz as a Director

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

“That Mr Leon Blitz, who is eligible and having offered himself for election, is elected as a director of Cromwell Corporation Limited.”

6. Remuneration Report

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

“That the remuneration report of Cromwell Corporation Limited for the year ended 30 June 2017 is adopted.”

Note that, in accordance with the *Corporations Act 2001* (Cth) (“Corporations Act”), the vote on this Resolution 6 is advisory only and does not bind the Directors of the Company or the Company.

VOTING EXCLUSION STATEMENT

In accordance with the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 6 above by or on behalf of either a member of the key management personnel for the Company (“KMP”), details of whose remuneration are included in the Company’s Remuneration Report for the year ended 30 June 2017, or a closely related party of such a KMP.

However, the Company will not disregard a vote cast by:

- (a) the chairman of the Meeting (“Chairman”) if:
 - (i) it is cast as a proxy;
 - (ii) the proxy appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP; and
 - (iii) it is not cast on behalf of a KMP or a closely related party of a KMP; or
- (b) a KMP or a closely related party of a KMP (including the Chairman) if:
 - (i) it is cast as a proxy;
 - (ii) the proxy is appointed by writing that specifies the way the proxy is to vote on Resolution 6 above; and
 - (iii) it is not cast on behalf of a KMP or a closely related party of a KMP.

The KMP are those people with authority and responsibility for planning, directing and controlling the activities of the Company (or its consolidated entity), directly or indirectly.

For the Company, the KMP are set out in the Remuneration Report in the Directors’ Report in the Group’s 2017 Annual Report. Their closely related parties are defined in the Corporations Act and include certain members of their family, dependants and companies they control.

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

Lucy Laakso

Company Secretary
24 October 2017

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 that accompanies and forms part of this Notice of Meeting) 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 the Group.

2. Quorum

The Constitution of the Company provides that a quorum of shareholders for a general meeting of the Company is shareholders (present in person, by proxy or by body corporate representative) 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 (present in person, by proxy or by body corporate representative) 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 Directors of CPSL ("Board"), as the responsible entity of the Trust, have determined that, for the purposes of the Meeting, Stapled Securities will be taken to be held by the persons who are registered as a Securityholder at 7.00pm (Sydney time) on Monday 27 November 2017. Accordingly, transfers registered after this time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting will be by a show of hands unless a poll is required by the Corporations Act or is properly demanded. A poll may be demanded before a vote on a resolution is taken, before the voting results on a show of hands are declared or immediately after the voting results on a show of hands are declared.

A poll may be demanded by:

- at least five Securityholders present at the Meeting and entitled to vote on the resolution;
- by Securityholders present with at least 5% of the votes that may be cast on the resolution on a poll; or
- by the Chairman.

If 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 show of hands, each Securityholder has one vote.

On a poll, each Securityholder has:

- (a) in the case of a resolution of the Company, one vote for each fully paid share held by the Securityholder; and
- (b) 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 the registry or both the Company and the Trust before the Meeting commences. A form of the certificate of appointment may be obtained from the Group's registry.

If a proxy form is signed under a power of attorney on behalf of a Securityholder, then the proxy form and either the original power of attorney or a certified copy of it must be lodged at the address or fax number listed in section 8 of this Notice of Meeting not later than 2.00pm (Brisbane time) on Monday 27 November 2017. A proxy form signed under a power of attorney on behalf of a Securityholder cannot be lodged online.

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 (but only to the extent allowed by the appointment) 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 by either mail or fax or alternatively, where you will not be appointing a power of attorney to sign a proxy form on your behalf, lodge your proxy appointment online at www.linkmarketservices.com.au.

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 Stapled 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 and the proxy decides to vote, 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 while you are present.

Please note that proxy forms and online proxy appointments must be received not later than 2.00pm (Brisbane time) on Monday 27 November 2017. If a proxy form is signed under a power of attorney on behalf of a Securityholder, then the proxy form and either the original power of attorney or a certified copy of it must be lodged at the address or fax number listed in section 8 of this Notice of Meeting. A proxy form signed under a power of attorney on behalf of a Securityholder cannot be lodged online.

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.

If you complete a proxy form or an online proxy appointment that authorises the Chairman to vote on your behalf as a proxy, or the Chairman is appointed as your proxy by default, and you do not mark any of the boxes so as to give the Chairman directions about how your vote should be cast, then by completing and submitting the proxy form or online proxy appointment you will be expressly authorising the Chairman to exercise the proxy in respect of Resolution 6 even though this resolution is connected directly or indirectly with the remuneration of a KMP.

7. Ordinary resolutions

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

8. Lodgement of proxies

Proxy forms and online proxy appointments must be received not later than 2.00pm (Brisbane time) on Monday 27 November 2017.

The appointment of a proxy (other than by a proxy form signed under a power of attorney on your behalf) must be received in one of the following ways:

- Online: lodge your proxy appointment online at www.linkmarketservices.com.au.
- Mail: lodge your proxy form by mail using the reply-paid envelope enclosed or address your letter to the Group's registry: Link Market Services Limited Locked Bag A14 SYDNEY SOUTH NSW 1235.
- Fax: lodge your proxy form by fax to +61 2 9287 0309.

PROXY FORM SIGNED UNDER A POWER OF ATTORNEY ON BEHALF OF A SECURITYHOLDER

The proxy form and either the original power of attorney or a certified copy of it must be lodged by mail or fax to the address or fax number set out above and received not later than 2.00pm (Brisbane time) on Monday 27 November 2017. Online lodgement is not available.

9. More information

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

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum, which accompanies and forms part of the Notice of Meeting, 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 the Group.

Resolution 1 – Consideration of Reports

In accordance with the Corporations Act, the following reports in respect of the financial year ended on 30 June 2017 will be presented to the Annual General Meeting of the Company:

- the Financial Report (which includes the financial statements and directors' declaration);
- the Directors' Report; and
- the Auditor's Report.

These reports, which form part of the Group's 2017 Annual Report (comprising the Company and the Trust and their controlled entities), will be sent before the Meeting to those Securityholders who have elected to receive one in hard copy form. A copy of the 2017 Annual Report is also available on the Cromwell Property Group website at www.cromwellpropertygroup.com/annual-reports.

In accordance with the Corporations Act, Securityholders entitled to cast their vote at the Annual General Meeting may submit written questions to the Auditor relevant to the content of the Auditor's Report or the conduct of the audit of the annual financial report of the Company to be considered at the Annual General Meeting. A Securityholder wishing to submit a question to the Auditor should forward it to the Company Secretary (to be received by no later than Wednesday 22 November 2017) at the following address:

Cromwell Property Group

Level 19, 200 Mary Street
BRISBANE QLD 4000

Attention: Company Secretary

Fax: (07) 3225 7788

Email: invest@cromwell.com.au

A list of questions submitted to the Auditor will be made available to Securityholders attending the Annual General Meeting at or before the start of the Annual General Meeting.

Resolution 2 – Re-election of Mr Geoffrey Levy as a Director

Mr Geoffrey Levy is retiring by rotation at the end of the Annual General Meeting in accordance with clause 65 of the Company's Constitution and, being eligible, is seeking re-election as a Director of the Company.

Mr Levy joined the Company, as its independent Chairman, on 17 April 2008.

Mr Levy has extensive public company executive and directorship experience and is the former Chief Executive Officer of Investec Bank (Australia) Ltd and former Chairman and non-executive director of a number of ASX listed entities and has chaired various Federal and State Government entities, taskforces and panels. He is the current Chairman of Monash Private Capital and its groups of companies and funds. He was appointed an Officer in the Order of Australia in the Queen's Birthday Honours List in June 2005. Mr Levy has degrees in commerce and law and is a Senior Fellow of FINSIA ("SF Fin.") and a Fellow of the Australian Institute of Company Directors ("FAICD"). Mr Levy is Chairman of Cromwell's Nomination and Remuneration Committee and a member of Cromwell's Investment Committee.

In addition to the experience set out above, Mr Levy brings to the Board extensive skills and experience in property, investment management, venture capital, capital management, private equity, banking and finance.

The Board considers Mr Levy to be independent.

DIRECTORS' RECOMMENDATION

The re-election of Mr Geoffrey Levy is unanimously recommended by the Directors (with Mr Levy abstaining from voting on the recommendation in respect of his re-election).

Resolution 3 – Re-election of Mr Andrew Konig as a Director

Mr Andrew Konig is retiring by rotation at the end of the Annual General Meeting in accordance with clause 65 of the Company's Constitution and, being eligible, is seeking re-election as a Director of the Company.

Mr Konig joined the Company, as a Non-executive Director, on 26 November 2014.

Mr Konig was appointed as Financial Director and to the board of Redefine Properties in January 2011 and

elected as Chief Executive Officer in August 2014. He is Chairman of the Executive Committee and member of the Investment Committee, and holds external appointments as Non-executive Director of Echo Polska Properties and as alternate Director to Marc Wainer on the Redefine International PLC Board. Mr Konig is a qualified Chartered Accountant with 25 years of commercial and financial experience, and was previously Group Financial Director of Independent News and Media. He is responsible for the management of Redefine and for ensuring the Board's strategy is implemented as well as all aspects of regulatory compliance, corporate activity and communications.

Mr Konig brings to the Board considerable financial and commercial skills, particularly in the property sector.

Redefine Properties Limited is a substantial holder of Stapled Securities. The Board does not consider Mr Konig to be independent, given his role as Chief Executive Officer of Redefine.

DIRECTORS' RECOMMENDATION

The re-election of Mr Andrew Konig is unanimously recommended by the Directors (with Mr Konig abstaining from voting on the recommendation in respect of his re-election).

Resolution 4 – Re-election of Ms Jane Tongs as a Director

Ms Jane Tongs is retiring by rotation at the end of the Annual General Meeting in accordance with clause 65 of the Company's Constitution and, being eligible, is seeking re-election as a Director of the Company.

Ms Tongs joined the Company, as an independent Director, on 26 November 2014.

Ms Tongs has over 30 years of management expertise, serving on the boards of insurance, funds management and other financial services entities; prior to 2000, she was a Partner at PwC. Jane is currently Chairman of the Netwealth Group and Chairman of the Lend Lease Australian Prime Property Fund Investors Committees and a Director of Australian Energy Market Operator Limited, Catholic Church Insurances Ltd and Warakirri Asset Management Ltd. Ms Tongs also served as director of Run Corp Limited from 2005 until her resignation in 2014. Ms Tongs is a Fellow of Chartered Accountants Australia and New Zealand and of CPA Australia and a Member of the Australian Institute of Company Directors ("MAICD"). Ms Tongs holds a degree in business (accounting) and a Master of Business Administration ("MBA"). Ms Tongs is Chairman of Cromwell's Audit and Risk Committee and

a member of Cromwell's Nomination and Remuneration Committee.

Ms Tongs brings to the Board significant financial, risk management and governance expertise, particularly in the property- and funds management sectors.

The Board considers Ms Tongs to be independent.

DIRECTORS' RECOMMENDATION

The re-election of Ms Jane Tongs is unanimously recommended by the Directors (with Ms Tongs abstaining from voting on the recommendation in respect of her re-election).

Resolution 5 – Election of Mr Leon Blitz as a Director

Mr Leon Blitz was appointed by the Board as a Non-executive Director on 28 June 2017. Mr Blitz will cease to hold office at the end of the Annual General Meeting in accordance with clause 63 of the Constitution (unless elected at the Annual General Meeting).

Mr Blitz is the co-founder and CEO of Grovepoint, a London-based pan European investment firm specialising in private equity, investment management, and specialist debt and financing activities. His experience includes property, banking, risk management and fundraising, and he is the former Head of Principal Investments, Private Banking and Property Lending at Investec Bank. Mr Blitz has acted as a non-executive director of a number of operating, financial and investment companies throughout Europe. Leon is the chairman of a London-based chamber of commerce and plays a leadership role in a number of charitable and communal organisations. Mr Blitz is a Chartered Accountant and holds an honours degree in finance.

Mr Blitz brings to the Board extensive skills and experience in property, private equity and investment management across Europe.

The Board considers Mr Blitz to be independent and that, if elected, Mr Blitz will continue to be an independent Director.

Background checks did not reveal any adverse information about Mr Blitz.

DIRECTORS' RECOMMENDATION

The election of Mr Leon Blitz is unanimously recommended by the Directors (with Mr Blitz abstaining from voting on the recommendation in respect of his election).

RETIREMENT

Mr Richard Foster is retiring as a Director of the Company at the end of the Annual General Meeting.

Resolution 6 – Remuneration Report

Securityholders as a whole will be given reasonable opportunity to comment on, and ask questions about, the Remuneration Report which is included in the Directors' Report contained in the Group's 2017 Annual Report. The Remuneration Report outlines the remuneration practices for the Directors and certain executives of the Group.

In considering the report, Securityholders should note that the Directors of the Company are the same as those of CPSL, the responsible entity of the Trust.

Securityholders will be asked to vote at the Annual General Meeting on Resolution 6 to adopt the Remuneration Report.

Under the Corporations Act, if at least 25% of the votes cast on Resolution 6 at the Annual General Meeting are against adoption of the report then:

- (a) if comments are made on the report at the Annual General Meeting, the Company's Remuneration Report for the financial year ending 30 June 2018 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- (b) if, at the Company's 2018 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the Company will be required to put to Securityholders a resolution proposing that a General Meeting ("Spill Meeting") be called to consider the election of the Company's Directors ("Spill Resolution"). The Spill Meeting must be held within 90 days of the date of the Company's 2018 Annual General Meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Company's Directors (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting, unless re-elected at that meeting.

Under the Corporations Act, the vote on this Resolution is advisory only and will not bind the Directors of the Company or the Company. However, the Board will consider the outcome of the vote when reviewing its remuneration policy and make appropriate recommendations to the Group.

DIRECTORS' RECOMMENDATION

The Directors unanimously recommend that shareholders of the Company vote in favour of this non-binding Resolution 6.

BOARD OF DIRECTORS:

Geoffrey H Levy, AO
Paul Weightman
Richard Foster
Andrew Konig
Michelle McKellar
Jane Tongs
Marc Wainer
Leon Blitz

COMPANY SECRETARY:

Lucy Laakso

REGISTERED OFFICE:

Level 19
200 Mary Street
BRISBANE QLD 4000
TEL: +61 7 3225 7777
FAX: +61 7 3225 7788
WEB: www.cromwellpropertygroup.com

LISTING:

Cromwell Property Group is listed on the Australian Securities Exchange (ASX code: CMW)

SECURITIES REGISTRY:

Link Market Services Limited
Level 15, 324 Queen Street
BRISBANE QLD 4000
TEL: 1300 550 841 (+61 2 8280 7124)
FAX: +61 2 9287 0309
WEB: www.linkmarketservices.com.au

AUDITOR:

Pitcher Partners
Level 38, Central Plaza One
345 Queen Street
BRISBANE QLD 4000
TEL: +61 7 3222 8444
FAX: +61 7 3221 7779
WEB: www.pitcher.com.au

Cromwell Property Group

Cromwell Corporation Limited ABN 44 001 056 980
Cromwell Diversified Property Trust ARSN 102 982 598
(the responsible entity of which is Cromwell Property Securities Limited
ABN 11 079 147 809, AFSL 238 052)


LODGE YOUR VOTE

 **ONLINE**
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

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 550 841



X99999999999

PROXY 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:

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 you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meetings, as my/our proxy to act generally 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 CCL and at the General Meeting of CDPT (together the **Meetings**) to be held at **2:00pm (Brisbane time) on Wednesday, 29 November 2017 at Cromwell Property Group, Level 19, 200 Mary Street, Brisbane QLD 4000** and at any postponement or adjournment of the Meetings.

Important for Resolution 6: If the Chairman of the Meetings is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meetings to exercise the proxy in respect of Resolution 6, even if that Resolution is connected directly or indirectly with the remuneration of a member of Cromwell Property Group's Key Management Personnel (**KMP**).

The Chairman of the Meetings intends to vote undirected proxies in favour of all Resolutions if a poll is called on the relevant Resolution.

VOTING DIRECTIONS

Proxies will only be valid and accepted by 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

STEP 2

Resolutions	For	Against	Abstain*		For	Against	Abstain*
2 Re-election of Mr Geoffrey Levy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Andrew Konig as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Re-election of Ms Jane Tong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Election of Mr Leon Blitz as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * If you mark the Abstain box for a particular Resolution, 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)
<input type="text"/>	<input type="text"/>	<input type="text"/>
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).

STEP 3



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Cromwell Property Group securities 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 PROXY

If you wish to appoint the Chairman of the Meetings as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meetings as your proxy, please write the name of that individual or body corporate in Step 1. If you leave this section blank, the Chairman of the Meetings will be your proxy. A proxy need not be a securityholder of Cromwell Property Group.

DEFAULT TO CHAIRMAN OF THE MEETINGS

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. Any undirected proxies that default to the Chairman of the Meetings will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of a member of Cromwell Property Group's KMP.

VOTES ON RESOLUTIONS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each 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 Resolution 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 Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid. If you wish to appoint a Director (other than the Chairman of the Meetings) or other member of Cromwell Property Group's KMP, or their closely related parties as your proxy, you must specify how they should vote on Resolution 6 by marking the appropriate box. If you do not, your proxy will not be able to vote on that Resolution.

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's securities 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 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* (Cth)) 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 Meetings. A form of the certificate may be obtained from Cromwell Property Group securities 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 **2:00pm (Brisbane time) on Monday, 27 November 2017**, 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

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

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

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETINGS, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**