

14 October 2011

Dear Securityholder,

Important Notice: Replacement Proxy Form

You will have recently received the Notice of Meeting and proxy form for the 2011 Annual General Meeting of Cromwell Corporation Limited and a General Meeting of Cromwell Diversified Property Trust.

It has come to our attention that a resolution discussed in the Notice of Meeting was inadvertently omitted from the proxy form you received.

Enclosed is a new, replacement proxy form. For ease of identification it has been printed on green paper. Please disregard the previous proxy form as it will not be accepted by our registry services provider, Link Market Services.

If you have already completed and returned the proxy form, our sincere apologies, but we will require you to complete and return a copy of the enclosed green replacement form by 1:30pm (Brisbane time) on Monday, 7 November 2011 for your proxy to be valid.

The error was isolated to the printed proxy forms, so if you have chosen to vote online, please disregard this letter as your vote will have been recorded accurately.

Your vote is important, so we encourage all securityholders to read the Notice of Meeting carefully and vote either by proxy, online or at meeting.

Finally, please find enclosed a copy of Cromwell's 2011 Annual Update, which provides an overview of the Group's results and achievements for the 2010/11 financial year. The full annual financial report for the Group is available from www.cromwell.com.au/shareholders or by request on 1800 334 533.

If you have questions in relation to the Notice of Meeting or proxy form, please contact our share registry, Link Market Services on 1300 550 841 (+61 2 8280 7124 from outside Australia) or email registrars@linkmarketservices.com.au.

Yours sincerely,

CROMWELL PROPERTY GROUP



NICOLE RIETHMULLER
COMPANY SECRETARY



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

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 Overseas: +61 2 8280 7124

**X99999999999**

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 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 Annual General Meeting of CCL and the General Meeting of CDPT (together, the "Meetings") to be held at 1:30pm (Brisbane time) on Wednesday, 9 November 2011, at Stamford Plaza, River Room, Corner of Edward and Margaret Streets, Brisbane, Queensland and at any adjournment or postponement of the Meetings.

Important Note for Resolution 5 - If the Chairman of the Meetings is your proxy or is appointed as your proxy by default

If the Chairman of the Meetings is your proxy or is appointed as your proxy by default, not marking any of the below 'For', 'Against' or 'Abstain' boxes means that you have directed the Chairman of the Meetings to vote in favour of Resolution 5 even though this resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for CCL.

Important - Voting Exclusions

By marking this box, you are directing the Chairman of the Meetings to vote in accordance with the Chairman's voting intentions on Resolution 6 as set out below and in the Notice of Meeting (except where you have indicated a different voting intention below). If you do not mark this box, and you have not directed your proxy on how to vote on Resolution 6, the Chairman of the Meetings will not cast your votes on Resolution 6 and your votes will not be counted in computing the required majority if a poll is called on this resolution. If you appoint the Chairman of the Meetings as your proxy you can direct the Chairman on how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box, in which case the Chairman of the Meetings will vote in accordance with the Chairman's voting intentions on Resolution 6 as set out below and in the Notice of Meeting. The Chairman of the Meetings intends to vote all available proxies in favour of Resolution 6.

☐

I/We direct the Chairman of the Meetings to vote in accordance with the Chairman's voting intentions on Resolution 6 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meetings may exercise my proxy even though Resolution 6 is connected directly or indirectly with the remuneration of a member of key management personnel for CCL and even if the Chairman of the Meetings has an interest in the outcome of this resolution and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

(Note: if you do not wish to give the Chairman of the Meetings such a directed proxy, you should mark the boxes in Step 2 below)

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

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
2 Re-election of Mr Geoff Levy as a Director of CCL	☐	☐	☐	5 Adoption of the Remuneration Report	☐	☐	☐
3 Re-election of Ms Michelle McKellar as a Director of CCL	☐	☐	☐	6 Directors' Fees Increase	☐	☐	☐
4 Election of Mr Michael Watters as a Director of CCL	☐	☐	☐	7 Ratification of March Placement	☐	☐	☐

i * 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.

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 PRX100

HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on 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 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 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 on a given Resolution 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 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 a Resolution, your proxy may vote as he or she chooses on that Resolution. If you mark more than one box on a Resolution your vote on that Resolution 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 the Cromwell Property Group's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first 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 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 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, 7 November 2011**, 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, Level 12, 680 George Street, Sydney NSW 2000.

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