

## 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"). Cromwell Property Group's Stapled Securities trade on ASX Limited ("ASX") under the code CMW.

Notice is hereby given that the 2014 Annual General Meeting of the Company will be on:

Date: **Wednesday 26 November 2014**  
Time: **2.00pm (Brisbane time),**  
Registration commences at 1.30pm  
Venue: **Cromwell Property Group Head Office**  
**Level 19, 200 Mary Street**  
**Brisbane, Queensland 4000**

Additional information concerning the proposed resolutions is contained in the explanatory memorandum ("Explanatory Memorandum") which accompanies and forms part of this notice of Annual General Meeting ("Notice of Meeting").

This Notice of Meeting is issued by CCL and the agenda for the items of business to be considered at the Meeting are as follows:

## 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 2014.

## 2 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 2014 is adopted."

Note that the vote on this item is advisory only and does not bind the Directors of the Company or the Company.

### Voting exclusion statement

The Company will disregard any votes cast (in any capacity) on Resolution 2 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 2014 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 5 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 2014 Annual Report. Their closely related parties are defined in the Corporations Act 2001 (Cth) ("Corporations Act") and include certain members of their family, dependents and companies they control.

## 3 Re-election of Mr Geoff Levy as a Director

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

"That Mr Geoff 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."

## 4 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 is eligible and having offered herself for election, is elected as a director of Cromwell Corporation Limited".

## 5 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 is eligible and having offered himself for election, is elected as a director of Cromwell Corporation Limited".

By order of the Board of the Company.

Nicole Riethmuller  
Company Secretary  
24 October 2014

# Notes

## 1 Terminology and definitions

Terms which are defined in the constitution of the Company ("Constitution") 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 'shareholder' is to the registered holder of a Stapled Security in the Group (being the holder of a share in the Company and a unit in the Trust).

## 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.

## 3 Voting

The Directors of the Company ("Board"), have determined that, for the purposes of the Meeting, shares will be taken to be held by the persons who are registered as a shareholder at 7.00pm (Sydney time) on 24 November 2014. 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 shareholders present at the Meeting and entitled to vote on the resolution, by shareholders present with a 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 shareholder who is entitled to cast two or more votes on a poll need not cast all their votes and may cast their votes in different ways.

On a show of hands, each shareholder has one vote. On a poll, each shareholder has one vote for each fully paid share held by the shareholder.

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 shareholder 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 Company or the registry before the Meeting commences. A form of the certificate of appointment may be obtained from the Group's registry.

If a proxy is signed under a power of attorney on behalf of a shareholder, then either the original power of attorney or a certified copy of it, must be lodged with the proxy form at the address listed on this Notice of Meeting or at the registered office of the Company (including by fax) not later than 1.30pm (Brisbane time) on 24 November 2014.

Proof of identity will be required to be presented at the Meeting for corporate representatives and attorneys.

## 5 Proxies

Each shareholder 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 shareholder 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 shareholder who is entitled to cast two or more votes on a poll may appoint two proxies and may specify the proportion or number of votes each proxy is entitled to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. 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 shareholders and those shareholders 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 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 shareholder 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 (including by fax) not later than 1.30pm (Brisbane time) on 24 November 2014.

## 6 How the Chairman will vote undirected proxies

If a shareholder appoints the Chairman as the shareholder'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).

The Group encourages all shareholders who submit proxies to direct their proxy how to vote on each resolution.

If you complete a proxy form that authorises the Chairman to vote on your behalf as a proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then your proxy will automatically become a directed proxy in favour of Resolution 2 and the Chairman will vote accordingly. If you wish to appoint the Chairman as your proxy but you do not want to put him in the position to cast your votes in favour of Resolution 2, you should complete the appropriate box on the proxy form, directing him to vote against or abstain from voting on this resolution.

## 7 Ordinary resolutions

Each resolution is an ordinary resolution and so is passed if more than 50% of the votes cast by or on behalf of shareholders 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) and following the LINK button
- Post: Proxy forms can be returned by mail using the reply paid envelope enclosed or address your letter to:

Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

- Facsimile: Proxy forms and an original or 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, the Group's registry, on 1300 550 841 or phone Cromwell Investor Services 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 shareholders 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 Company.

## Resolution 1 – Consideration of Reports

In accordance with the Corporations Act, the following reports in respect of the financial year ended on 30 June 2014 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 2014 Annual Report (comprising the Company and the Trust and their controlled entities), will be sent before the Meeting to those shareholders who have elected to receive one in hard copy form. A copy of the 2014 Annual Report is also available on the Cromwell website at [www.cromwell.com.au/shareholders/annualreports](http://www.cromwell.com.au/shareholders/annualreports).

In accordance with the Corporations Act, shareholders 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 shareholder wishing to submit a question to the Auditor should forward it to the Company Secretary (to be received by no later than Wednesday 19 November 2014) at the following address:

Cromwell Property Group  
Level 19, 200 Mary Street BRISBANE QLD 4000  
Attention: Company Secretary  
Facsimile: (07) 3225 7788  
Email: [invest@cromwell.com.au](mailto:invest@cromwell.com.au)

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

## Resolution 2 – Remuneration Report

Shareholders 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 2014 Annual Report. The Remuneration Report outlines the remuneration practices for the Directors and certain executives of the Group.

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

Shareholders will be asked to vote at the Annual General Meeting on Resolution 2 to adopt the Remuneration Report.

Under the Corporations Act, if at least 25% of the votes cast on Resolution 2 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 2015 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 2015 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 shareholders 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 2015 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.

The vote on this item 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 2.

## **Resolutions 3, 4 and 5 – Election of Directors**

### **Re-election of Mr Geoff Levy as a Director**

Mr Levy is retiring by rotation at the end 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, in 2008.

Mr Levy has extensive public company executive and directorship experience and is the former Chief Executive Officer of Investec Bank (Australia) Ltd. He is currently Chairman of ASX listed Specialty Fashion Group Limited and Monash Private Capital. He was appointed an Officer in the Order of Australia in the Queen's Birthday Honours List in June 2005. Mr Levy has extensive experience in the corporate advisory and banking environment where he is regarded as an expert in mergers and acquisitions, venture capital, capital management and general corporate commercial law. He has been a Director of a number of ASX-listed companies and has degrees in commerce and law. He is a member of Cromwell's Nomination and Remuneration and Investment Committees.

Mr Levy provides immeasurable benefit to the Group by virtue of the breadth of his banking and public company expertise. As a former lawyer he also has a keen understanding of the importance of corporate governance.

The Board considers Mr Levy to be independent.

### **Directors' Recommendation**

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

### **Election of Ms Jane Tongs as a Director**

Ms Tongs has been nominated for election as a Director by the Chairman in accordance with clause 66 of the Constitution of the Company.

Ms Tongs was a partner at PricewaterhouseCoopers for nearly 10 years before leaving in 1999. Since then she has had extensive experience as a non-executive director,

serving on the Boards of insurance, funds management, superannuation and other financial services entities as well as private sector companies and government organisations.

Ms Tongs is currently the Chairman of the Lend Lease Australian Prime Property Fund Investors Committee and a Director of Australian Energy Marketing Operator Limited, Brighton Grammar School, Catholic Church Insurances Ltd and Warakirri Asset Management Ltd. Mr Tongs is the independent Chairman of netwealth Group Limited and netwealth Investments Limited, also serving on netwealth's Group Audit Committee, Group Remuneration Committee, Group Nomination Committee and the Compliance and Risk Management Committee.

She is a Fellow of the Institute of Chartered Accountants, CPA Australia and a member of the Institute of Company Directors. She is a Williamson Community Leadership Fellow. She has a Bachelor of Business in Accounting degree from RMIT, an MBA from Melbourne University.

The Board is confident that Ms Tongs' significant non-executive director experience and extensive financial, risk management and governance expertise will be of great benefit to the Board and to all shareholders.

The Board considers that, if elected, Ms Tongs will be an independent Director.

Background checks did not reveal any adverse information about Ms. Tongs.

### **Directors' Recommendation**

The election of Ms Jane Tongs is unanimously recommended by the Directors.

### **Election of Mr Andrew Konig as a Director**

Mr Mike J Watters, CEO of Redefine International PLC, is retiring as a Director of the Company from the conclusion of the Meeting.

Redefine Properties Limited, the ultimate holding company of Redefine International PLC and a substantial holder of Stapled Securities, has nominated its CEO, Mr Andrew Konig, to take his place.

Mr Konig, a Chartered Accountant in South Africa, has been the Chief Executive Officer of Redefine Properties Limited since August 2014. Mr Konig had served as the Financial Director at Redefine Properties Limited from January 2011. As the Financial Director, Mr Konig was responsible for all aspects of Redefine Properties Limited's financial affairs and supported the Chief Executive Officer in its corporate activities, regulatory compliance, investor relations and human resources management.



Mr Konig is also an Executive Director of Fountainhead Property Trust Management Limited, the trustee of the Fountainhead Property Trust, and numerous other Redefine Group companies.

Mr Konig has over 20 years of commercial and financial experience, including 10 years as the Group Finance Director at Independent News & Media (South Africa) Limited prior to joining Redefine Properties Limited.

Mr Konig will bring considerable financial and commercial skills to the Board, particularly in the property context.

Given his role as CEO of Redefine Properties Limited, Mr Konig will not, if elected, be an independent director.

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

#### *Directors' Recommendation*

The election of Mr Andrew Konig is unanimously recommended by the Directors.

## **Board of Directors**

Geoffrey Levy (AO)  
Robert Pullar  
Michelle McKellar  
David Usasz  
Richard Foster  
Marc Wainer  
Michael J Watters  
Paul Weightman  
Daryl Wilson  
Geoffrey Cannings (Alternate for Michael Watters and Marc Wainer)

## **Registered Office**

Level 19  
200 Mary Street  
BRISBANE QLD 4000  
Tel: +61 7 3225 7777  
Fax: +61 7 3225 7788  
Web: [www.cromwell.com.au](http://www.cromwell.com.au)

## **Company Secretary**

Nicole Riethmuller

## **Listing**

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

## **Share Registry**

Link Market Services Limited  
Level 15, 324 Queen Street  
BRISBANE QLD 4000  
Tel: 1300 550 841 (+61 2 8280 7124)  
Fax: +612 9287 0309  
Web: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

## **Auditor**

Pitcher Partners  
Level 30, Central Plaza One  
345 Queen Street  
Brisbane QLD 4000  
Tel: +61 7 3222 8444  
Fax: +61 7 3221 7779  
Web: [www.pitcher.com.au](http://www.pitcher.com.au)



PROPERTY GROUP

### Cromwell 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: +61 1300 554 474



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## PROXY FORM

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

### STEP 1

### APPOINT A PROXY

☐

the Chairman  
of the Meeting  
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy.

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **2:00pm on Wednesday, 26 November 2014 at Level 19, 200 Mary Street, Brisbane, Queensland 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

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

### STEP 2

### VOTING DIRECTIONS

	For	Against	Abstain*
<b>Resolution 2</b> Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> Re-election of Mr Geoff Levy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b> Election of Ms Jane Tongs as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b> Election of Mr Andrew Konig as a Director	<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 SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

CMW PRX401R





## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

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

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

### Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; 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 shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://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 on Monday, 24 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



**ONLINE** > [www.linkmarketservices.com.au](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, shareholders 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 Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.**