



31 March 2015

Dear Securityholder

Cromwell Corporation Limited and Cromwell Diversified Property Trust general meetings

I am pleased to invite you to attend general meetings of members of Cromwell Corporation Limited and Cromwell Diversified Property Trust, which will be held together (the "Meeting").

The Meeting details are as follows:

Date: Wednesday, 29 April 2015
Time: 10.30am (Brisbane time), with registration commencing at 10.00am
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 Cromwell Corporation Limited's and Cromwell Diversified Property Trust's general meetings (as a Cromwell Property Group Securityholder you are both a shareholder in Cromwell Corporation Limited and a unitholder in the Cromwell Diversified Property Trust); and

- a personalised proxy form for voting on the item of business detailed in the Notice of Meeting and Explanatory Memorandum.

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 morning tea.

Securityholders who will not be attending the Meeting are encouraged to either appoint a proxy to attend and vote on your behalf or to vote online. Online voting is accessed via www.cromwell.com.au/registry. Instructions on how to complete your proxy form can be found on the reverse of the form. A reply paid envelope has also been enclosed for your convenience.

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

A handwritten signature in blue ink, appearing to read "G. H. Levy", is written over a light blue horizontal line.

CROMWELL PROPERTY GROUP
CHAIRMAN
GEOFFREY H LEVY, AO

Notice of Meeting

Cromwell Property 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 resolution set out below ("Resolution") is contained in the combined explanatory memorandums ("Explanatory Memorandum") which accompany these notices of the Meeting ("Notice of Meeting"). The Resolution 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 a 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 April 2015
Time:	10.30am (Brisbane time), with registration commencing at 10.00am
Venue:	Cromwell Property Group, Level 19, 200 Mary Street, Brisbane QLD 4000

Business

Resolution: Ratification of the issue of Convertible Bonds for the purposes of ASX Listing Rule 7.4

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

"That the issue of €150,000,000 of Convertible Bonds in accordance with the terms of issue of the Convertible Bonds, as described in the Explanatory Memorandum accompanying this Notice of Meeting convening the Meeting, are ratified and approved for the purposes of ASX Listing Rule 7.4 and for all other purposes."

Voting exclusion statement

Cromwell Property Group will disregard any votes cast on the Resolution by a person who participated in the issue of Convertible Bonds described in the Resolution 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 person chairing the Meeting ("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.

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

Nicole Riethmuller
Company Secretary
31 March 2015

Notes

1. Terminology and definitions

Terms which are defined in the respective constitutions of 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 voting exclusion statement, 'associate' will have the meaning given in sections 12 and 16 of the Corporations Act 2001 (Cth) ("Corporations Act"). Section 12 is to be applied as if paragraph 12(1)(a) of the Corporations Act included a reference to the ASX Listing Rules and on the basis that the entity is the "designated body" for the purposes of that section. A related party of a director or officer of the entity or of a child entity is to be taken to be an associate of the director or officer unless the contrary is established.

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 a general meeting. No business may be transacted at a 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 a general 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 Monday 27 April 2015. Accordingly, transfers registered after this time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting on the Resolution will be conducted by way of show of hands, unless a poll is required by the Corporations Act or properly demanded. A poll may be demanded before a vote on the Resolution is taken, immediately 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 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.

On a show of hands, each Securityholder will have one vote.

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 to the exclusion of the other joint holder or holders if two or more joint holders purport to vote.

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 CPSL 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 10.30am (Brisbane time) on Monday 27 April 2015. 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.

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 10.30am (Brisbane time) on Monday 27 April 2015.

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 the Resolution.

7. When the Resolution will be passed

As the Resolution is an ordinary resolution of the Company and of the Trust, it will only be 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 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.
- 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 Resolution 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 Resolution.

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, unless the context requires otherwise.

This Explanatory Memorandum is issued by CCL and by CPSL as the responsible entity of the Trust.

Ratification of the issue of Convertible Bonds for the purposes of ASX Listing Rule 7.4

On 27 January 2015, Cromwell Property Group announced that it would conduct an underwritten convertible bond offer to raise €150 million ("Convertible Bond Offer") to fund the acquisition of Valad Europe, a pan European property funds management business with assets under management (including investment capacity) at 31 December 2014 of approximately €5.3 billion across 24 mandates and funds and 13 geographies, from Blackstone Real Estate Partners VI and Valad Europe senior management ("Acquisition").

On 28 January 2015, Cromwell Property Group announced that it had completed the Convertible Bond Offer and had successfully raised €150 million, and that the Convertible Bond Offer was strongly supported through the bookbuild conducted by Merrill Lynch (Australia) Futures Limited. Settlement of the Convertible Bond Offer occurred on 4 February 2015.

The convertible bonds were issued by Cromwell SPV Finance Pty Ltd ("Issuer") and pay a fixed coupon rate of 2.0% per annum on a semi-annual basis for a term of five years ("Convertible Bonds"). The Convertible Bonds rank as unsubordinated, unconditional, and unsecured obligations of the Issuer, guaranteed by Cromwell Property Group, and are tradable on Singapore Exchange Securities Trading Limited ("SGX-ST"). The Convertible Bonds mature on 4 February 2020. Prior to maturity, the Convertible Bonds are convertible into fully paid Stapled Securities at a price of A\$1.1503 per Stapled Security (subject to certain adjustments), which reflects a premium of 7.5% to the Stapled Security closing price on 23 January 2015. The full terms of issue of the Convertible Bonds are set out in the Cleansing Notice attached to an announcement by Cromwell Property Group to ASX on 2 February 2015.

ASX Listing Rule 7.1 imposes a limit on the number of "equity securities" (a term that includes convertible securities such as the Convertible Bonds) 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 "ordinary securities" on issue 12 months before the date of the issue. The issue of Convertible Bonds 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 issue of the Convertible Bonds, in accordance with ASX Listing Rule 7.4, to refresh Cromwell Property Group's placement capacity under ASX Listing Rule 7.1.

Please note that if Securityholders approve the Resolution, 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 the Resolution would be that the issue of Convertible Bonds would not decrease the number of equity securities that Cromwell Property Group could issue or agree to issue in the future (without Securityholder approval) when applying the 15% limit set out in ASX Listing Rule 7.1.

For the purposes of ASX Listing Rule 7.5, details of the issue of the Convertible Bonds are set out below:

- the number of securities issued: under the Convertible Bond Offer, a total of 1500 Convertible Bonds were issued with a denomination of €100,000. The Convertible Bonds are convertible to Stapled Securities at an initial conversion price of A\$1.1503 per Stapled Security. Assuming no adjustments to the initial conversion price, and given the fixed rate of exchange of €1.00=A\$1.4230, the maximum number of Stapled Securities to be issued on conversion by Cromwell Property Group is 185,571,000;
- the price at which the securities were issued: Convertible Bonds were issued in denominations of €100,000 each. The initial conversion price of the Convertible Bonds is A\$1.1503 per Stapled Security;
- the terms of the securities: the key terms of the Convertible Bonds are summarised above. The Stapled Securities that will be issued on conversion of the Convertible Bonds will be credited as fully paid and will rank equally in all respects with all other existing Stapled Securities on issue. The full terms of issue of the Convertible Bonds are set out in the Cleansing Notice attached to an announcement by Cromwell Property Group to ASX on 2 February 2015;
- the names of the persons to whom Cromwell Property Group issued the securities or the basis on which those persons were determined: the Convertible Bonds were issued to select sophisticated, professional and wholesale clients to whom offers were arranged via a bookbuild process conducted by Merrill Lynch (Australia) Futures Limited, who acted as sole book runner and underwriter to the issue;
- the use (or intended use) of the funds raised: the funds raised from the issue of Convertible Bonds were used to fund the Acquisition; and
- a voting exclusion statement: a voting exclusion statement in respect of the Resolution is set out in the Notice of Meeting.

The Directors of Cromwell Property Group consider that the ratification of the issue of the Convertible Bonds as described above is in the best interests of Cromwell Property Group as it provides enhanced funding flexibility under ASX Listing Rule 7.1 to issue additional equity securities over the next 12 months should it be required.

What will happen if the Resolution is passed?

Advantages

By passing the Resolution, Securityholders will 'refresh' part of Cromwell Property Group's placement capacity under ASX Listing Rule 7.1. This is desirable because the issue of the Convertible Bonds has partially utilised Cromwell Property Group's placement capacity under ASX Listing Rule 7.1.

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. 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.

Disadvantages/risks

The key potential disadvantage and risk associated with the Resolution is if Cromwell Property Group issues further equity (which it would be able to do, should Securityholders approve the Resolution) 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 the Resolution 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 the Resolution.

What will happen if the Resolution is not passed?

If Securityholders do not approve the Resolution 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 issue of Convertible Bonds, be restricted in raising further capital through a placement without Securityholder approval until 4 February 2016 (being 12 months from the date of completion of the Convertible Bond Offer); 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 the Resolution.

Board of Directors:

Geoffrey Levy (AO)
Robert Pullar
Michelle McKellar
Jane Tongs
Richard Foster
Marc Wainer
Andrew Konig
Paul Weightman
Geoffrey Cannings (Alternate for Marc Wainer and Andrew Konig)

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

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: +61 2 9287 0309
Web: 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



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



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; or
Level 12, 680 George Street, Sydney NSW 2000



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 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 you are appointing as your proxy



or 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 act 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 Extraordinary General Meeting of CCL and at the Extraordinary General Meeting of CDPT (together the **Meeting**) to be held at **10:30am (Brisbane time) on Wednesday, 29 April 2015 at Cromwell Property Group, Level 19, 200 Mary Street, Brisbane QLD 4000** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

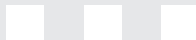
Proxies will only be valid and accepted by Cromwell Property Group if they are signed and received no later than 48 hours before the Meeting.

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

Resolutions

For Against Abstain*

- 1 Ratification of the issue of Convertible Bonds for the purposes of ASX Listing Rule 7.4



* 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.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)



Joint Securityholder 2 (Individual)



Joint Securityholder 3 (Individual)



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).

CMW PRX501A

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on 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 Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of Cromwell Property Group.

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 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 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 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; 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*) 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 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 **10:30am (Brisbane time) on Monday, 27 April 2015**, 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

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
or
Level 12
680 George Street
Sydney NSW 2000

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

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