2015 ANNUAL REPORT

well **versed** well **timed** well **considered**

Cromwell

PROPERTY GROUP

COVER IMAGE:
ATO BOX HILL BUILDING

The recently completed ATO Box Hill building, owned by the Cromwell Box Hill Trust, was sold in September 2015 for $156 million. This is 18.6% above the March 2015 valuation of $131.5 million.

Unitholders' original $1.00 investment in December 2012 earned $0.21 per unit in total distributions and a Special Distribution Payment of $1.335 per unit post settlement.

CONTENTS

Cromwell Property Group

Cromwell Property Group (ASX: CMW) is a Global Real Estate Investment Manager.

As at 30 June 2015, Cromwell had a market capitalisation in excess of $1.8 billion, a direct property investment portfolio in Australia valued at $2.1 billion, and a thriving funds management business with $11.9 billion of assets under management and investment capacity across Australia, New Zealand and Europe.

Cromwell is listed on the S&P/ASX 200 and included in the FTSE EPRA/NAREIT Global Real Estate Index. During the 2015 financial year, Cromwell delivered profit from operations of $144.9 million. Distributions to security holders were up 3% at 7.86 cents per security.

Cromwell has a clear focus on owning, managing and investing in commercial property. Investors benefit from our breadth, depth of experience and a global platform offering a diverse product range across key property sectors.

Cromwell's performance is underpinned by quality income producing Australian assets with strong tenant covenants, long weighted average lease expiries and fixed rental increments.

A vertically integrated business model means assets are managed to meet the expectations of tenant customers and in accordance with the interests of investors, helping Cromwell deliver strong, consistent returns for security holders.

THIS DOCUMENT IS ISSUED BY

Cromwell Property Group
consisting of
Cromwell Corporation Limited ABN 44 001 056 980 and
Cromwell Property Securities Limited
AFS 238052 ABN 11 079 147 809
as responsible entity for
Cromwell Diversified Property Trust
ARSN 102 982 598 ABN 30 074 537 051
Level 19, 200 Mary Street, Brisbane QLD 4000
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Email: invest@cromwell.com.au

SECURITYHOLDER ENQUIRIES

All enquiries and correspondence regarding securityholdings should be directed to Cromwell's Investor Services on 1300 276 693.

Cromwell
PROPERTY GROUP

LISTED ON ASX CMW

FINANCIAL HIGHLIGHTS

Consistent Strategy, Consistent Results

- Deliver predictable, growing distributions to investors
- Maintain defensive characteristics of core property portfolio
- Transform assets in active property portfolio
- Recycle non-core assets to reduce gearing and increase cash
- Grow Funds Management

Another Robust Result

- Profit from operations of $144.9 million or 8.35 cents per security (cps)
- Distributions up 3% to 7.86 cps
- Statutory profit of $148.8 million
- Property investment segment income up 2.2%

Financial Results Summary	FY15	FY14	Change
Statutory profit ($'000)	**148,763**	**182,471**	**(18.5%)**
Statutory profit (cents per security)	**8.6**	**10.6**	**(19.1%)**
Property Investment ($'000)	141,645	138,616	2.2%
Funds Management Internal ($'000)	(607)	2,802	(121.6%)
Funds Management Retail ($'000)	1,407	3,457	(59.3%)
Funds Management Wholesale ($'000)	2,582	2,071	24.7%
Development ($'000)	(151)	(225)	32.9%
Operating profit ($'000)	**144,876**	**146,721**	**(1.3%)**
Operating profit (cents per security)	**8.4**	**8.5**	**(1.2%)**
Distributions ($'000)	**136,533**	**131,394**	**3.9%**
Distributions (cents per security)	**7.9**	**7.6**	**3.1%**
Payout Ratio (%)	94%	90%	5.2%

ATO Box Hill, Victoria

Conservative Capital Management

- Group gearing of 45%, lowering to 42% post asset sales
- Portfolio gearing of 36%, lowering to 32% post asset sales
- Pro forma cash of $233 million
- Euro Convertible bond issued in February 2015 with fixed coupon of 2%

Financial Position	Jun-15 (Pro-Forma)[1] ($'000)	Jun-15 (Actual) ($'000)	Jun-14 (Actual) ($'000)
Total Assets	**2,587,484**	**2,589,094**	**2,469,940**
Total Liabilities	**(1,284,483)**	**(1,294,883)**	**(1,205,942)**
Net assets	**1,303,001**	**1,294,211**	**1,263,998**
Securities on issue ('000)	1,739,759	1,739,759	1,727,281
NTA per security (excluding interest rate swaps)	**$0.67**	**$0.67**	**$0.75**
NTA per security (including interest rate swaps)	**$0.65**	**$0.65**	**$0.73**
Gearing[2]	**42%**	**45%**	**42%**
Gearing (look-through)[2]	**43%**	**47%**	**43%**

1) Pro-forma balance sheet includes impact of 43 Bridge Street Hurtsville, 4 Bligh Street Sydney and Terrace Office Park sales.
2) Gearing calculated as (total borrowings less cash)/(total tangible assets less cash). Look through gearing adjusts for the 50% interest in Northpoint Tower.

FY16 Guidance

- FY16 operating earnings guidance of not less than 9.0cps
- FY16 target of 3% distribution growth to 8.10 cps
- Assumes limited transactional revenue and cash is not deployed in an accretive fashion

CHAIRMAN'S REPORT

In 2015 we saw substantial competition for quality commercial property assets in Australia. Yields remained relatively attractive by international standards and offshore capital continued to pursue opportunities aggressively, resulting in cap rate compression across all asset classes, particularly on the east coast.

We usually see aggressive buying and rising values as a product of increased tenant demand and rental income. However, business confidence has been patchy, tenant demand has been subdued in most markets and incentives have remained high in all capital cities. Historically these conditions have led to falling values. There is clearly a disconnect between capital values and underlying leasing fundamentals.

Investment demand has been driven by the expansionary policies of governments around the world. This has been described as "quantitative easing" or simply "printing money". These policies have led to record low interest rates and have created unprecedented demand for yield. Cromwell believes that these policies are unsustainable. They may continue for a while. They may even continue for some time. They can't continue forever.

In response to the high level of investment demand, Cromwell has sold a number of non-core assets at premiums to their book values and to what we consider to be their intrinsic values. Sales proceeds have been recycled into new value-add, active asset opportunities, used to reduce debt in accordance with our stated gearing strategy, or held in cash for deployment to a future opportunity.

We have been careful at this point in the investment cycle not to acquire or promote assets that may not offer appropriate risk adjusted returns throughout the cycle. The rigorous assessment of potential acquisition opportunities and maintenance of investment disciplines in a consistent manner are of critical importance in ensuring that the interests of our investors are advanced.

Our balance sheet property strategy remains consistent. We continue to internally manage a property portfolio that provides a solid base of dependable and defensive earnings, balanced by a smaller portfolio of active assets that can deliver outperformance.

These active assets offer investment outperformance either because of the prices at which they have been acquired or because they can be improved, repurposed or repositioned. Our management team is tasked with identifying the opportunities for outperformance and delivering that upside. They have a wonderful track record.

The acquisition of Valad Europe in March 2015 considerably increased the scale of our funds management business and transformed Cromwell into a Global Real Estate Investment Manager; with offices in 15 countries and investors and capital providers in many more.
The acquisition fits with our stated strategy of growing

funds management with the long-term target of delivering 20% of earnings. We believe an 80:20 balance between direct investments and funds management earnings will be beneficial in helping deliver predictable, growing distributions to securityholders through the property cycle.

Importantly a global property platform allows us to build a network of global capital investors and to be in a position to provide opportunities that meet the objectives of a number of their investment mandates. We are excited by the opportunities available to help us grow this part of our business.

As we grow, maintaining a focus on contributing to the wider community remains important to us. This year the Cromwell Property Group Foundation donated a total of $120,000 to three charities who conduct medical research that benefit the mature aged community.

The beneficiaries were:

- **MS Research Australia (MSRA).** MSRA received a donation of $50,000 to conduct a roadshow informing sufferers and their families of the latest discoveries in MS research.
- **Australian Liver Foundation (ALF)**. ALF received a donation of $50,000 to work on developing a new blood test to improve the early diagnosis of liver cancer.
- **Neuroscience Research Australia (NeuRA)**. NeuRA received a donation of $20,000 towards two years of research into Multiple System Atrophy.

Further details on the excellent work undertaken by these charities can be found at the Foundation website www.cromwellfoundation.org.au

I would like to take this opportunity to thank CEO Paul Weightman and all of Cromwell's staff for their collective efforts this year. I would also like to thank my fellow board members for their support and acknowledge Mr Robert Pullar, who will retire from the board at this year's AGM and also Mr Daryl Wilson who resigned in February 2015.

Daryl joined Cromwell in August 1999 and had primary responsibility for the finance and funds management functions. Both Robert and Daryl have contributed enormously to Cromwell's success over the years and we wish them well with their future endeavours.

Finally I would like to thank our securityholders for their ongoing support. Cromwell exists for their benefit, and our key objective is to continue to provide them with a secure and growing distribution. I look forward to working with the whole Cromwell team over the next year to continue to serve their best interests.

Geoffrey H Levy, AO
Chairman

321 Exhibition Street, Melbourne

CEO'S REPORT

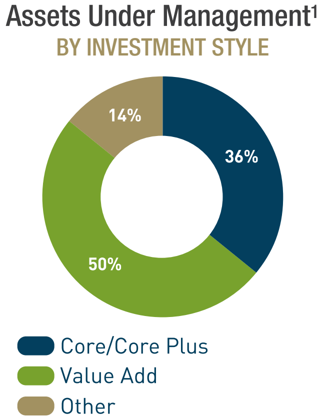
Cromwell's performance in the 2015 financial year (FY15) was robust and reflected a clear focus on actively managing the balance sheet property portfolio and growing the funds management business. We were again able to increase distributions per security (dps) by 3% to 7.86 cents per security (cps) in FY15, up from 7.6 cps in FY14, in line with market guidance.

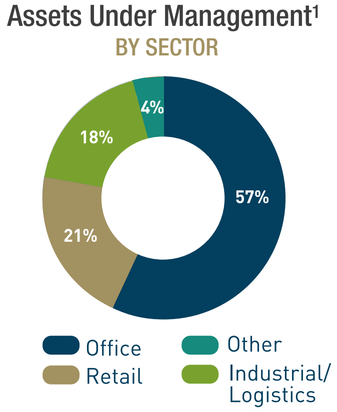
During FY15 we saw increases in property investment segment income, property valuations and wholesale funds management earnings as a result of the $207 million acquisition of Valad Europe. Debt interest costs were also lower than in prior years.

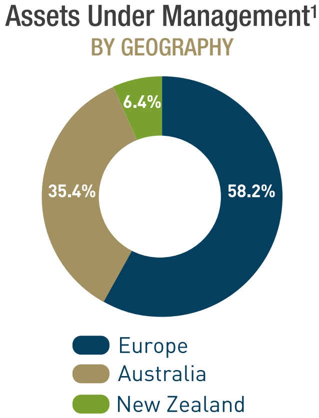
We have consistently sought to obtain advantage for our investors from market cycles. Whilst many commentators are of the view that "there is a new paradigm" or that governments and central banks have learned how to extend the upswing, we believe that we are in just another cycle that will inevitably lead to a downward adjustment.

We believe that recent prime office transactions in Australia represent peak of the cycle pricing. As stewards of our investors capital, we will only invest where we believe we can deliver superior risk-adjusted returns through the cycle.

Consistent with this view, we have been a net seller of assets during FY15, selling two assets for $244 million and a further two assets for an additional $99 million post balance sheet date, realising a total capital surplus over cost of $61 million. The proceeds of these sales have been used to reduce debt, have been recycled into other value adding opportunities, or are held in cash awaiting future deployment when there are better buying opportunities.







1) Assumes completion of property currently under construction

Property Portfolio

Income from the property investment segment increased 2.2% to $141.6 million. This was an excellent result given soft rental market conditions.

Portfolio property valuations increased marginally by $25.4 million, net of capital expenditure and incentives. Increases in long leased properties were partially offset by decreases in some properties with vacancies or shorter lease profiles which form part of the active asset allocation in the portfolio.

The spread between primary and secondary cap rates remains at a cyclical high and we should see valuations increase further as the spread compresses with competition for assets. Rental growth and a reduction in incentives are beginning to emerge in Sydney but most other capital cities will remain weak in the short term.

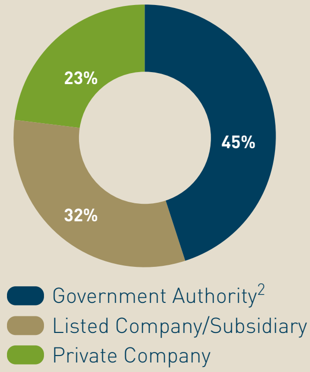
Overall the portfolio continues to exhibit a very strong tenant profile, with Government owned and funded tenants contributing 45% of rental income and listed companies or their subsidiaries a further 32% of rental income.

The portfolio has a Weighted Average Lease Expiry (WALE) of 6.5 years (assuming leases are executed in accordance with Heads of Agreement) and vacancy of 5.4%, which compares favourably with the national CBD office average of 11.87% (JLL Research).

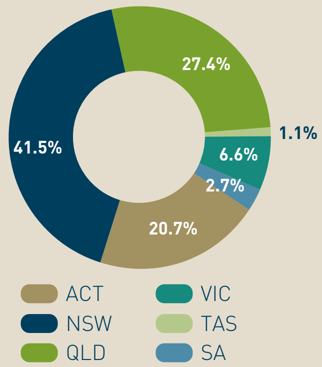
Cromwell has two different pools of assets within its portfolio and maintains separate strategies for each pool:

- **The core portfolio** consists of 14 assets worth $1.6 billion with a WALE of 7.9 years (8.7 if Heads of Agreements progress to final documentation). These assets display defensive characteristics and have delivered a weighted property ungeared IRR since acquisition of 13% and an average valuation uplift over costs of 11%. Assets in our core portfolio have either been acquired at attractive prices at the bottom of a property cycle or are the products of the repositioning of an asset from our active portfolio.
- **The active portfolio** consists of 11 assets worth $0.6 billion with a WALE of 2.4 years (2.6 if Heads of Agreements progress). These assets offer opportunities for us to deliver outperformance either because of the prices at which they have been acquired, because they have been over-rented or because they can be improved, repurposed or repositioned to generate capital profits.

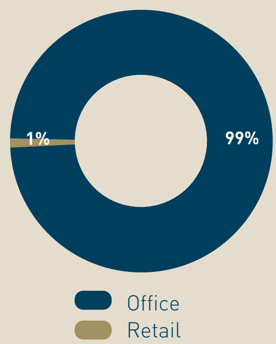
Tenant Classification[1]
BY GROSS INCOME



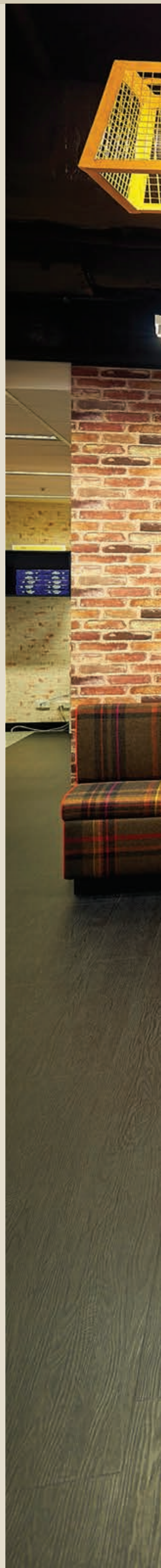
Geographic Diversification[1]
BY GROSS INCOME



Sector Classification[1]
BY GROSS INCOME



1) By current passing gross income. Excludes Bligh Street, Sydney NSW and Bridge Street, Hurstville NSW
2) Incudes Government owned and funded entities



The Loft, 200 Mary Street, Brisbane, QLD

ACTIVE PORTFOLIO

Once a transformation strategy has been successfully executed an asset is either migrated into the core portfolio or sold. Examples of a number of current and recent active assets include:

OVER THE LAST 9YRS **22 ASSETS** HAVE BEEN **SOLD** FOR MORE THAN **$900 MILLION** with a weighted property ungeared IRR of **13.8%**

Artist Impression

43 Bridge Street, Hurstville

SOLD FOR $37 MILLION.

19.3% PREMIUM to the December 2014 external valuation.

321 Exhibition Street, Melbourne

SOLD FOR $205.9 MILLION IN JULY 2014.

We refurbished, repositioned and fully leased the building before selling the asset and generating a property IRR of 13%.

13% IRR

Terrace Office Park, Brisbane

SOLD FOR $31 MILLION.

The sale occurred after we applied for, and received, a development approval for 521 apartments and 3,000 sqm of commercial space.

41% PREMIUM to its previous valuation

Bligh House, Sydney

SOLD FOR $67.4 MILLION.

The building was acquired as part of the NSW Government Portfolio. It has the potential for conversion to hotel or residential use when the lease expires in 2018.

Northpoint Tower, North Sydney

ACQUIRED FOR $278.7 MILLION IN DECEMBER 2013.

Development approval has been received for a new retail precinct and a 4.0 star, 180+ room hotel. Works will last two years. Northpoint has the potential to be a substantial core portfolio asset.

Tuggeranong Office Park, ACT

$130 MILLION NEW BUILDING.

We agreed terms with the Federal government for a new building with a new 15 year lease for over 30,000 sqm.

Health & Forestry House, Brisbane

TRANSFORMATION OPPORTUNITY

which has the potential for conversion to hotel or residential use or for refurbishment to office accommodation at lease expiry.

Artist Impression

Artist Impression

Qantas HQ

100 Waymouth Street

A number of previously transformed assets including Qantas HQ and 100 Waymouth Street have moved into the core portfolio.


VALAD Property,
Copenhagen Busines Park,
Denmark

Funds Management - Wholesale

Wholesale funds management earnings increased to $2.6 million as a result of increased activity from our Australian wholesale fund, Cromwell Partners Trust and a part year contribution from Valad Europe.

The acquisition of Valad Europe contributes to Cromwell's stated strategic objective of generating 20% of earnings from funds management. Valad Europe has provided Cromwell with ownership of an established, well respected European wholesale funds management business that has a broad range of international institutional, banking, assurance, sovereign wealth and pension fund customers.

Valad Europe is a strong cultural and strategic fit with Cromwell. It also has a clear strategy, good track record and a high level of recurring fee income. The business was also acquired on an attractive multiple and has been funded by a Euro denominated convertible bond to manage currency risk.

More importantly the acquisition provides us with local real estate capability in 15 countries and access to a broad range of international capital providers. Capital flows are increasingly global and we want to provide investors with a platform that can meet their objectives. We will focus on growing our funds, and footprint, over time.

Funds Management - Retail

Retail funds management earnings were $1.4 million, down from $3.5 million in FY14, mainly due to lower transactional fees. The lower fees reflect our caution with regards to asset acquisitions on behalf of investors at this late stage of the property cycle.

AUM from the Group's unlisted direct products and interests in Phoenix Portfolios (45% interest) and New Zealand's Oyster Property Group (50% interest) still showed solid growth increasing by $0.3 billion to $1.5 billion.

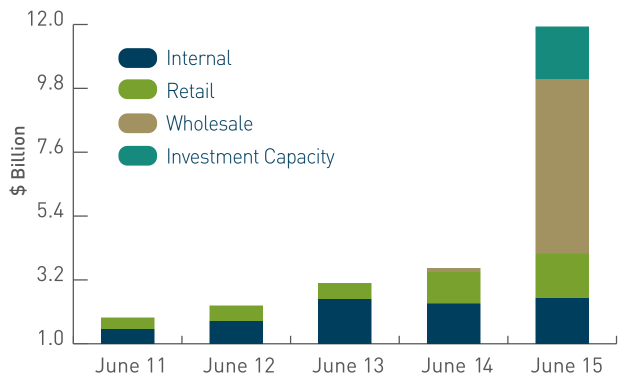
During the year the funds management team scooped two awards at the 2014 Professional Planner/Zenith Fund Awards, picking up the A-REIT award for the second consecutive year and the Direct Property award for the first time. The Professional Planner/Zenith Fund Awards set a benchmark for excellence in our industry and receiving two awards was an excellent result.

The Cromwell Phoenix Core Listed Property Fund was launched in March 2015 following the closure of the highly successful Cromwell Phoenix Property Securities Fund to new investors.

In New Zealand, the Oyster Property Group continues to perform well. Three syndicates, the New Zealand Racing Board head office in Wellington, Cardinal Logistics Distribution Centre and Albany office building in Auckland, all closed oversubscribed during the year. AUM grew by 18% from NZ$618 million to over NZ$733 million reflecting the strong local demand for investment product.

This was the first full year for our investment in Oyster. Oyster has a strong, experienced management team and with access to Cromwell's expertise, systems and capital will continue to build on its strong track record of performance for its investors.

Growth in AUM and Investment Capacity[1,2]



1] Includes 45% of Phoenix Portfolios AUM, 50% of Oyster Group AUM and Valad Europe as at their respective exchange rates on 30 June 2015
2] Assumes completion of property currently under construction and $1.8 billion of investment capacity at Valad Europe

2014 Professional Planner/Zenith Fund A-REIT and Direct Property Awards


ATO Box Hill, VIC

Capital Management

Cromwell continues to adopt a conservative approach to capital management. Group gearing as at 30 June 2015 was 45% up from 42% as at 30 June 2014 largely as a result of the issue of convertible bonds to fund the accretive acquisition of Valad Europe.

Asset sales post 30 June 2015 have reduced gearing to 42%. Property portfolio gearing, which removes the impact of the bonds, was 36% or 32% on a pro-forma basis. This is towards the lower end of our target range and consistent with our previously stated gearing strategy.

We will not chase assets in the current market. We believe investment discipline, debt management and building good cash reserves are essential and give us the capacity and flexibility to adapt quickly to changes in market conditions.

NTA decreased to $0.65 from $0.73 as a result of increased intangibles post the Valad Europe acquisition. The Group also continued its hedging program during the year and has hedged future interest rates through an interest rate cap to May 2019. The average interest rate paid fell during FY15 resulting in a debt interest expense reduction of $11 million. This trend is likely to continue as existing out of the money interest rate swaps expire.

Debt is also well diversified across eight lenders and the convertible bond issue with a weighted average debt expiry of 3.5 years and with 64% not expiring until after FY19. The debt platform and hedging program initiatives are designed to provide management with a high level of comfort on the quantum and cost of debt over the short and medium term, and provide certainty for our future distributions.

Outlook

FY15 was a year of significant achievement and expansion for our funds management business. We have added significant scale and investment capacity and have secured access to a broad range of institutional and wholesale investors while also diversifying our income streams away from the retail Australian market. We are now positioned to lead capital flows and this should drive future earnings growth.

Within Australia, we expect that quality property assets with long leases will remain in high demand throughout 2016. Face yields are still high by international standards and interest from overseas investors will continue to drive them down, and prices up. This effect may slow during the year but will remain notable in Sydney and Melbourne with a lesser impact in other capital cities.

700 Collins Street, Melbourne, VIC

Synergy, Kelvin Grove, QLD

We are seeing some improvement in the leasing market in Sydney but all other capital cities are weak with high incentives. Our tenant profile partially insulates us from these conditions and we have made substantial progress in derisking our lease expiry profile.

Our focus for our core portfolio is to maintain its defensive characteristics; strong tenant covenants, long WALE and fixed rental increments. Our focus for our active assets is to create value.

We remain a net seller in current market conditions but continue to look to adjust and strengthen our portfolio. We have a strong balance sheet with low debt and sizable cash reserves, leaving us well positioned to take advantage of future opportunities as they arise.

Cromwell's strategic objective to consistently grow distributions by 3% per annum, through the property cycle, remains unchanged. This is based on the expectation that our balance sheet assets will continue to deliver consistent earnings into the future due to their underlying quality and lease profile.

We expect FY16 earnings to be not less than 9.00 cps and distributions to be not less than 8.10 cps. This guidance is based on conservative assumptions on the level of transactional revenue including promotes and performance fees in our funds management business and on the returns from our cash reserves which are assumed to remain on deposit for the full financial year.

I would like to thank the Board for their support over the last 12 months and also to acknowledge the hard work of all of our staff. With over 330 employees in 30 offices in 15 countries, success is very much the product of a team effort.

Paul Weightman
CEO

DIRECTORY

Board of Directors:
Geoffrey Levy, AO
Robert Pullar
Michelle McKellar
Richard Foster
Marc Wainer
Jane Tongs
Andrew Konig
Paul Weightman
Geoffrey Cannings (Alternate Director for Marc Wainer and Andrew Konig)

Secretary:
Lucy Laakso

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

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TEL: +61 7 3222 8444
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WEB: www.pitcher.com.au

CONTENTS

FINANCIALS

Cromwell Property Group Annual Financial Report 30 June 2015

Cromwell Corporation Limited
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Brisbane QLD 4000

Cromwell Diversified Property Trust
ARSN 102 982 598

Responsible Entity:
Cromwell Property Securities Limited
ABN 11 079 147 809 AFSL: 238052
Level 19, 200 Mary Street
Brisbane QLD 4000

DIRECTORS' **REPORT**

The directors of Cromwell Corporation Limited and Cromwell Property Securities Limited as Responsible Entity for the Cromwell Diversified Property Trust (collectively referred to as "the Directors") present their report together with the consolidated financial statements for the year ended 30 June 2015 for both:

- the Cromwell Property Group ("Cromwell") consisting of Cromwell Corporation Limited ("the Company") and its controlled entities and Cromwell Diversified Property Trust ("the CDPT") and its controlled entities; and
- the CDPT and its controlled entities ("the Trust").

The shares of the Company and units of the CDPT are combined and issued as stapled securities in Cromwell. The shares of the Company and units of the Trust cannot be traded separately and can only be traded as stapled securities.

1. Directors and Officers

(A) DIRECTORS

The persons who were Directors at any time during the financial year and up to the date of this report (unless otherwise stated) were:

Mr Geoffrey Levy, AO – Non–Executive Chairman

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, for which he served as director since April 2005, and Monash Private Capital. He was appointed an Officer in the Order of Australia in the Queen's Birthday Honours List in June 2005. He is a member of Cromwell's Nomination & Remuneration and Investments Committees.

Mr Robert Pullar – Non–Executive Director

Mr Pullar is a Director of the Brisbane based property development company, Citimark Properties. He was previously a partner with a mid tier chartered accounting firm specialising in property investment, taxation and corporate reorganisation. Mr Pullar is a member of the Chartered Accountants Australia and New Zealand and a Fellow of the Australian Institute of Company Directors. He is Chairman of Cromwell's Nomination & Remuneration Committee, and a member of Cromwell's Audit & Risk and Investment Committees.

Ms Michelle McKellar – Non–Executive Director

Ms McKellar has a wealth of property and portfolio management experience throughout the Asia-Pacific. Ms McKellar was responsible for establishing the CBRE business in New Zealand and served as the Hong Kong-based Managing Director of the company's Greater China operations. She subsequently served as the CEO of Jen Group of Companies and is a founding Director of China-based Dash Brands. She is a senior member of the Property Institute of New Zealand, and a Fellow of the Australian Institute of Company Directors. Ms McKellar is a member of Cromwell's Nomination & Remuneration, Audit and Risk and Investment Committees.

Mr Richard Foster – Non–Executive Director

Mr Foster has been a licensed real estate agent with substantial experience in the real property industry specialising in large-scale property acquisition for most of his professional life. He has also been closely involved with the acquisition and marketing of direct property investments valued in excess of $1.2 billion. He has had substantial input to the growth and development of Cromwell and the Group's investment products. Mr Foster is a member of Cromwell's Investment and Nomination & Remuneration Committees.

Mr Marc Wainer – Non–Executive Director

Non-executive Director Mr Wainer has more than 35 years experience in the property industry in South Africa, including founding Investec Property Group, Investec Bank's property division. Marc is Executive Chairman and an Executive Director of listed South African property group Redefine Properties Limited which he founded, and a director of Redefine International plc, a listed property investment company which is a substantial securityholder of Cromwell Property Group. He also is a non-executive director of Hyprop Investments Limited, a South African listed retail property fund.

Ms Jane Tongs – Non–Executive Director – appointed 26 November 2014

Ms Tongs has over 20 years of management expertise, serving on the boards of insurance, funds management and other financial services entities. She is currently Chairman of the Netwealth Group and Chairman of the Lend Lease Australian Prime Property Fund Investors

*Years with Cromwell / Years experience

Geoffrey H Levy, AO
NON-EXECUTIVE CHAIRMAN
7/32*

Paul Weightman
MANAGING DIRECTOR / CEO
17/32*

Richard Foster
NON-EXECUTIVE DIRECTOR
17/47*

Marc Wainer
NON-EXECUTIVE DIRECTOR
5/40*

Michelle McKellar
NON-EXECUTIVE DIRECTOR
8/32*

Robert Pullar
NON-EXECUTIVE DIRECTOR
13/30*

Andrew Konig
NON-EXECUTIVE DIRECTOR
-/23*

Jane Tongs
NON-EXECUTIVE DIRECTOR
-/22*

Committee and a Director of Australian Energy Marketing Operator Limited, Catholic Church Insurances Ltd and Warakirri Asset Management Ltd. Ms Tongs is also a Fellow of the Chartered Accountants Australia and New Zealand, CPA Australia and a member of the Australian Institute of Company Directors. Ms Tongs is Chairman of Cromwell's Audit & Risk Committee and a member of Cromwell's Nomination & Remuneration Committee. Ms Tongs also served as director of Run Corp Limited from 2005 until her resignation in 2014.

Mr Andrew Konig – Non–Executive Director – appointed 26 November 2014

Mr Konig has more than 20 years of commercial and financial experience, including 10 years as the Group Finance Director at Independent News & Media [South Africa] Limited and Redefine Properties Limited. He is currently the CEO of Redefine Properties Limited, involved in regulatory compliance, investor relations, and legal and human resource management. Mr Konig is also an Executive Director of Fountainhead Property Trust Management Limited and numerous other Redefine Group companies.

Mr Paul Weightman – Managing Director / Chief Executive Officer

Mr Weightman has been the key driver of Cromwell's success since inception in 1998. He has extensive experience in property development and investment, financial structuring, public listings, mergers and acquisitions, revenue matters and joint ventures. Mr Weightman was Cromwell's Executive Chairman from 1998 – 2008 and has acted as a director of companies in the property, energy and retail sectors. He practised as a solicitor for more than 20 years and holds degrees in commerce and law. Mr Weightman is a member of Cromwell's Investment Committee.

Mr David Usasz – Non-Executive Director – resigned 26 November 2014

Mr Usasz had over 30 years experience (partner 20 years) with PricewaterhouseCoopers in Australia and Hong Kong. He has been a Non-Executive Director of Queensland Investment Corporation Ltd. Mr Usasz was Chairman of Cromwell's Audit & Risk Committee and a member of Cromwell's Nomination & Remuneration Committee.

Mr Michael Watters – Non-Executive Director – resigned 26 November 2014

Mr Watters had over 27 years experience in the investment banking and real estate industries. He held directorships of some of South Africa's top rated listed property funds and is the CEO of Redefine International PLC.

Mr Daryl Wilson – Director – Finance & Funds Management – resigned 25 February 2015

Mr Wilson joined Cromwell in August 1999 and had primary responsibility for the finance and funds management functions.

Mr Geoffrey Cannings – Alternate Director

Mr Cannings was an alternate director to Mr Watters until Mr Watters' resignation. Mr Cannings is also an alternate director to Mr Wainer and has been appointed alternate director of Mr Konig.

All Directors of the Company are also Directors of Cromwell Property Securities Limited, the Responsible Entity of the CDPT.

(B) COMPANY SECRETARY

Ms Lucy Laakso – appointed 10 August 2015

Ms Laakso has 15 years experience in the financial services industry, having worked as a legal practitioner and in the areas of company secretariat, corporate governance, compliance and business banking. Prior to joining Cromwell, Lucy was an in-house lawyer at a fund manager and a manager in the company secretariat/compliance team at a private investment advisory firm. Before that, she worked at a Top 20 ASX-listed financial services company in areas including corporate secretariat, compliance and business banking. Lucy also has private practice experience at a top tier firm. She holds a Juris Doctor (First Class Honours), an MBA (specialising in Corporate Governance) and a Bachelor of Business.

Ms Nicole Riethmuller – resigned 10 August 2015

Ms Riethmuller has over 15 years experience as a corporate lawyer and has a Bachelor of Laws and a Bachelor of Commerce from the University of Queensland.

(C) DIRECTORS' MEETINGS

The number of Directors' meetings (including meetings of committees of the Board) and number of meetings attended by each of the Directors of the Company during the financial year were:

Director	Board		Nomination & Remuneration Committee		Audit & Risk Committee		Investment Committee	
	A	B	A	B	A	B	A	B
G Levy	13	16	4	4	–	–	4	6
R Pullar	13	16	4	4	5	9	6	6
M McKellar	15	16	4	4	9	9	6	6
R Foster	15	16	4	4	–	–	6	6
M Wainer	16	16	–	–	–	–	–	–
J Tongs(1)	11	11	1	1	5	5	–	–
A Konig(1)	11	11	–	–	–	–	–	–
P Weightman	16	16	–	–	–	–	6	6
D Usasz(2)	5	5	3	3	4	4	–	–
M Watters(2)	5	5	–	–	–	–	–	–
D Wilson(3)	5	11	–	–	–	–	2	3

A – Number of meetings attended B – Number of meetings eligible to attend
(1) From November 2014;
(2) Until November 2014;
(3) Until February 2015.

2. Principal Activities

The principal activities of Cromwell during the financial year consisted of property investment, funds management, property management and property development. The Trust's principal activity during the financial year was property investment.

There were no significant changes in the nature of Cromwell's or the Trust's principal activities during the financial year.

3. Dividends/ Distributions

Cromwell	Dividend per Security	Distribution per Security	Total per Security	Total $'000	Franked amount per Security	Record Date	Payment Date
2015							
Interim distribution	**–**	**1.9375¢**	**1.9375¢**	**33,579**	**–**	**30/09/14**	**12/11/14**
Interim distribution	**–**	**1.9375¢**	**1.9375¢**	**33,622**	**–**	**31/12/14**	**11/02/15**
Interim distribution	**–**	**1.9925¢**	**1.9925¢**	**34,624**	**–**	**31/03/15**	**13/05/15**
Final distribution	**–**	**1.9925¢**	**1.9925¢**	**34,708**	**–**	**30/06/15**	**13/08/15**
	–	**7.8600¢**	**7.8600¢**	**136,533**	**–**		
2014							
Interim distribution	–	1.8750¢	1.8750¢	32,234	–	30/09/13	13/11/13
Interim distribution	–	1.8750¢	1.8750¢	32,278	–	31/12/13	12/02/14
Interim distribution	–	1.9375¢	1.9375¢	33,416	–	31/03/14	14/05/14
Final distribution	–	1.9375¢	1.9375¢	33,466	–	30/06/14	14/08/14
	–	7.6250¢	7.6250¢	131,394	–		

Trust	Dividend per Security	Distribution per Security	Total per Security	Total $'000	Franked amount per Security	Record Date	Payment Date
2015							
Interim distribution	**–**	**1.9375¢**	**1.9375¢**	**33,579**	**–**	**30/09/14**	**12/11/14**
Interim distribution	**–**	**1.9375¢**	**1.9375¢**	**33,622**	**–**	**31/12/14**	**11/02/15**
Interim distribution	**–**	**1.9925¢**	**1.9925¢**	**34,624**	**–**	**31/03/15**	**13/05/15**
Final distribution	**–**	**1.9925¢**	**1.9925¢**	**34,708**	**–**	**30/06/15**	**13/08/15**
	–	**7.8600¢**	**7.8600¢**	**136,533**	**–**		
2014							
Interim distribution	–	1.8750¢	1.8750¢	32,239	–	30/09/13	13/11/13
Interim distribution	–	1.8750¢	1.8750¢	32,282	–	31/12/13	12/02/14
Interim distribution	–	1.9375¢	1.9375¢	33,416	–	31/03/14	14/05/14
Final distribution	–	1.9375¢	1.9375¢	33,466	–	30/06/14	14/08/14
	–	7.6250¢	7.6250¢	131,403	–		

4. Review of Operations and Results

(A) FINANCIAL PERFORMANCE

Cromwell recorded a profit of $148,763,000 for the year ended 30 June 2015 compared with a profit of $182,471,000 for the previous year. The Trust recorded a profit attributable to unitholders of $156,901,000 for the year ended 30 June 2015 compared with a profit of $177,950,000 for the previous year.

The profit for the year includes a number of items which are non-cash in nature or occur infrequently and/or relate to realised or unrealised changes in the values of assets and liabilities and in the opinion of the Directors, need to be adjusted for in order to allow securityholders to gain a better understanding of Cromwell and the Trust's underlying profit from operations.

The most significant of these items impacting the profit of Cromwell for 2015 and not considered part of the underlying profit from operations were:

- An increase in the fair value of investment properties of $32,446,000 (2014: increase $46,226,000);
- Net foreign exchange losses of $7,931,000 (2014: $nil); and
- A decrease in the fair value of interest rate derivatives of $1,808,000 (2014: increase of $5,222,000).

Cromwell recorded a profit from operations for the year of $144,876,000 (2014: $146,721,000). Profit from operations is considered by the Directors to reflect the underlying earnings of Cromwell. It is a key metric taken into account in determining distributions for Cromwell, but is a measure which is not calculated in accordance with International Financial Reporting Standards ("IFRS") and has not been audited or reviewed by Cromwell's auditor.

A reconciliation of profit from operations of Cromwell, as assessed by the Directors, to the reported profit for the year is as follows:

	Cromwell 2015 $'000	Cromwell 2014 $'000
Profit from operations[1]	**144,876**	146,721
Reconciliation to profit for the year		
Gain/(loss) on sale of investment properties	**1,032**	3,152
Loss on sale of other assets	**251**	(559)
Business combination costs	**(2,441)**	–
Fair value net gains/(write-downs):		
Investment properties	**32,446**	46,226
Derivative financial instruments	**(1,808)**	5,222
Investments at fair value through profit or loss	**(1,238)**	85
Non-cash property investment income/(expense):		
Straight-line lease income	**5,508**	5,648
Lease incentive amortisation	**(11,784)**	(10,180)
Lease cost amortisation	**(1,179)**	(1,454)
Other non-cash expenses:		
Amortisation of finance costs	**(3,948)**	(4,025)
Finance costs expensed relating to convertible bond conversion feature	**(398)**	–
Net exchange gains on foreign currency borrowings	**1,560**	–
Depreciation and amortisation, net of deferred tax expense[1]	**(2,885)**	(758)
Relating to equity accounted investments[2]	**(2,955)**	(7,973)
Net foreign exchange losses	**(7,931)**	–
Net tax losses incurred/(utilised)[3]	**(343)**	366
Profit for the year	**148,763**	**182,471**

(1) Comprises depreciation of plant and equipment and amortisation of intangible assets, including management rights and associated deferred tax liability recognised upon acquisition of Valad Europe.
(2) Comprises fair value adjustments included in share of profit of equity accounted entities.
(3) Comprises tax expense attributable to changes in deferred tax assets recognised as a result of carried forward tax losses.

Profit from operations on a per security basis is considered by the Directors to be the most important measure of underlying financial performance for Cromwell as it reflects the underlying earnings of Cromwell and includes the impact of changes in the number of securities on issue. Profit from operations and distributions on a per security basis are shown below.

	2015 Cents	2014 Cents
Profit per security (per statutory accounts)	**8.58**	10.60
Profit from operations per security	**8.35**	8.52
Distributions per security	**7.86**	7.63

Profit from operations per security for the year was 8.35 cents (2014: 8.52 cents). This represents a decrease of approximately 2% over the previous year which is considered a satisfactory result given the current market conditions. The change in profit from operations per security has arisen as a result of a number of key factors:

- A decrease in property earnings due to the sale of 321 Exhibition Street during the year and the resulting proceeds (after repayment of borrowings) being held in cash providing a lower return;
- An increase in earnings from the properties continuously held in the portfolio since the start of the previous year;
- A decrease in interest expense relating to the property portfolio following repayment of borrowings;
- An increase in employee benefits costs and overheads following acquisition of Valad Europe;
- An increase in Cromwell's earnings from wholesale funds management following the acquisition of Valad Europe; and
- A decrease in Cromwell's earnings from retail funds management.

The contribution to profit from operations of each of the 5 segments of Cromwell was:

	2015 %	2015 $'000	2014 %	2014 $'000
Property investment (i)	**97.7%**	141,645	**94.5%**	138,616
Property/ internal funds management (ii)	**(0.4%)**	(607)	**1.9%**	2,802
External funds management – retail (iii)	**1.0%**	1,407	**2.4%**	3,457
External funds management – wholesale (iv)	**1.8%**	2,582	**1.4%**	2,071
Property development (v)	**(0.1%)**	(151)	**(0.2%)**	(225)
Profit from operations		**144,876**		**146,721**

(i) Property investment

During July 2014 Cromwell disposed of the property at 321 Exhibition Street, Melbourne, VIC. The disposal of this property led to a gain on disposal of $1,070,000, being the net amount realised above the most recent carrying value. The sale of this asset was undertaken because we believe we can better deploy the proceeds into more productive assets in the future. Net proceeds of $206,931,000 were received from this asset sale, with $116,500,000 being used to repay associated debt facilities and the balance held in cash.

As a result of the sale, net earnings from the property portfolio after property outgoings costs but before interest expense were $203,146,000 (2014: $220,373,000) a decrease of 7.8% on the previous year.

Cromwell acquired a 50% interest in the Northpoint property in North Sydney in December 2013. This impacted significantly on statutory profit in the prior year as the initial costs of acquisition (stamp duty, etc.) were effectively written off due to the operation of the relevant Australian Accounting Standards. As the property was 50% owned during the whole of the current year it had a full impact on the segments operating result (share of operating profit of $9,666,000; 2014 share of operating profit of $4,725,000).

In making these types of acquisitions, Cromwell expects to maintain or improve the portfolio performance in the future through assets which are both complementary to the existing portfolio and have the ability to provide above average returns over the medium to long term.

In order to assist comparability between periods, Cromwell measures the change in like for like net property earnings, taking into account only properties held in both the current and previous year. On this basis, net property earnings increased by 2.2% during the current year. While the portfolio remains well leased, we have seen a small amount of persistent vacancy, concentrated most particularly in our Queensland assets. This has offset part of the increase in rentals from the balance of our portfolio. Although our vacancy levels remain slightly higher than our historical averages, they remain well below current levels for major office markets, demonstrating the ability of our internal property management team to deliver above average results despite a difficult market.

The like for like net property earnings increase also demonstrates the ability of Cromwell to reposition assets. The Henry Waymouth Centre in Adelaide was taken offline and the building completely refurbished in 2013/2014. It is now fully leased with the main tenant (74% of NLA) an ASX Listed entity with a 10 year lease. This not only increased the operating earnings from the building but delivered an uplift to the valuation of the asset to $62,100,000 (2014: $47,500,000).

Valuations for investment properties increased by $25,401,000 during the year (2014: $40,240,000), net of property improvements, leasing incentives and lease costs. This is equivalent to an increase in value of approximately 1.1% or 1.5 cents per stapled security from June 2014 valuations.

	Cromwell 2015 $'000	 2014 $'000
Change in valuations, net of property improvements, lease costs and incentives	**25,401**	40,240
Non-cash adjustments for straight-lining of rentals and lease amortisation	**7,455**	5,986
Acquisition transaction costs (properties acquired during the year)	**(410)**	–
Increase/(decrease) in fair value of investment properties	**32,446**	46,226

Increases were concentrated in properties with longer leases such as the Qantas Headquarters, 207 Kent Street and 2-24 Rawson Place, all in Sydney, as demand from investors for assets with secure cash flows continues. Decreases were generally seen in properties with short to medium-term lease expiries or current vacancies such as 200 Mary Street in Brisbane, Tuggeranong Office Park and the TGA Complex in Canberra and the Vodaphone Call Centre in Tasmania. This is reflective of the current soft economic conditions and the more difficult leasing market which Cromwell expects will persist over the next 1-2 years.

Interest expense

Interest expense for the year decreased to $59,519,000 (2014: $70,025,000). This decrease occurred as a result of reduced borrowings following the repayment of debt from the sale proceeds of the property at 321 Exhibition Street, Melbourne, VIC. The average interest rate fell from 5.99% for the year ended 30 June 2014 to 5.73% for the year ended 30 June 2015.

The fair value loss relating to interest rate derivatives of $5,521,000 (2014: fair value gain of $5,222,000) arose as a result of Cromwell acquiring an accreting interest rate cap which effectively hedges a significant proportion of debt, which will replace existing hedges as they expire, but which does not suffer the same downside impact of generic interest rate hedge products. All hedging contracts expire between May 2015 and May 2019 and can be valued. Although the valuation process is relatively complex, the value is essentially determined by the difference between the actual interest rates which have been agreed under the contracts and what the market forward interest rates are at the date of the valuation until maturity of the hedge contract. Market rates, and hence valuations, change daily, but the value at the end of an interest rate contract will always be nil and therefore the amounts recognised in the statements of comprehensive income are expected to reverse over time as the interest rate contracts expire.

(ii) Property and internal funds management

Property management and internal funds management recorded an operating loss for the year of $607,000 (2014: profit of $2,802,000). Segment revenue fell as a result of the sale of 321 Exhibition Street, Melbourne, VIC. Staffing levels and associated costs increased in preparation for the construction projects at Tuggeranong and Northpoint, and new assets coming on line for several unlisted funds. This segment is expected to return to profitability in 2016 as project management fees for the construction projects and increased property management fees will be earned.

(iii) External funds management - retail

External retail funds management profit decreased from $3,457,000 in 2014 to $1,407,000 in 2015, as a result of lower acquisition fees in the current period as fewer products were offered to the market, while recurring revenue from assets under management has been maintained. Despite the lower level of transactional earnings for the year, Cromwell remains committed to increasing the size and diversification of its funds management business, which it believes is highly complementary to its internally managed property portfolio and property and facilities management activities.

The Cromwell Direct Property Fund was launched in August 2013 with an initial investment portfolio of $26,100,000 representing cash and investments in four existing property trusts managed by Cromwell. At 30 June 2015 the investment portfolio had increased to $71,602,000 and includes a property at Parafield, South Australia, upon which a Masters Home Improvements and Hardware Store is being constructed. On 20 July 2015 the Fund acquired its first investment property at 64 Allara Street, Canberra. The Fund is well positioned to invest in further investment properties in the near future.

In December 2014 Cromwell launched an additional open ended fund, the Cromwell Phoenix Opportunities Fund. This fund is designed to provide a more diversified exposure to listed "small cap" equities and complements the existing suite of funds. This fund will take some time to reach a size where it can contribute materially to our financial results in the future, but we are confident it will do so in time.

We continue to invest in a number of initiatives across our retail funds management business which will allow us to continually improve our service offering to investors in both Cromwell and our unlisted funds.

(iv) External funds management - wholesale

External wholesale funds management profit increased to $2,582,000 (2014: $2,071,000) as a result of increased activity relating to Cromwell's Australian wholesale fund, Cromwell Partners Trust ("CPA") and Valad Europe ("Valad").

CPA was established to acquire the Northpoint property half way through the prior corresponding year. CPA is owned 50% by Cromwell and 50% by Redefine Global (PTY) Limited, a subsidiary of our largest securityholder, Redefine Properties. Through our investment in CPA, Cromwell receives not only a share of returns from the Northpoint property, but also fee income from managing the fund on behalf of Redefine. Over time, we may expand CPA through both acquiring further assets and taking on a small number of carefully selected investing partners.

On 31 March 2015 Cromwell completed its acquisition of Valad, a pan-European wholesale fund manager, for $206,654,000. The acquisition was funded by the issue, on 4 February 2015, of euro denominated convertible bonds. The bonds have a five year term, a coupon rate of 2.00% per annum and an initial conversion price of $1.1503 per stapled security.

The large increase in external wholesale funds management revenue is attributable to Valad, as is the increase in employee and overhead costs for this segment. The net benefit of Valad was impacted by the difference in timing between issuing the convertible bonds and completing the acquisition. At 30 June 2015 Valad had $5.88bn of assets under management.

(v) Property development

Development activity during this year continued to be extremely limited, with a small amount of industrial land held for development or re-sale when the opportunity arises. Cromwell does not seek to undertake any material amount of speculative development.

(B) FINANCIAL POSITION

	Cromwell		Trust	
	2015	**2014**	**2015**	**2014**
Total assets ($'000)	**2,589,094**	2,469,940	**2,489,356**	2,403,658
Net assets ($'000)	**1,294,211**	1,263,998	**1,233,618**	1,203,631
Net tangible assets ($'000) [1]	**1,130,674**	1,261,606	**1,233,618**	1,203,631
Net debt ($'000) [2]	**1,041,447**	983,894	**1,105,186**	1,034,263
Gearing (%) [3]	**45%**	42%	**45%**	44%
Securities issued ('000)	**1,739,759**	1,727,281	**1,739,759**	1,727,281
NTA per security [1]	**$0.65**	$0.73	**$0.71**	$0.70
NTA per security (excluding interest rate swaps)	**$0.67**	$0.75	**$0.72**	$0.71

(1) Net assets less deferred tax assets, intangible assets and deferred tax liabilities.
(2) Borrowings less cash and cash equivalents and restricted cash.
(3) Net debt divided by total tangible assets less cash and cash equivalents and restricted cash.

A total of 17 property assets were externally revalued at June 2015, representing approximately 54% of the property portfolio by value. The balance of the portfolio is subject to internal valuations having regard to previous external valuations and comparable sales evidence. The weighted average capitalisation rate (WACR) was 7.84% across the portfolio, compared with 8.08% at June 2014.

Net debt has increased by $81,346,000 due to the issue of the convertible bonds offset by the repayment of borrowings following the sale of 321 Exhibition Street. Gearing increased from 42% to 45% during the year as a result of the Valad acquisition. A significant portion of the assets acquired relate to management rights and goodwill, which are accounted for as an intangible assets.

An additional 12,478,000 stapled securities were issued during the year at an average issue price of $0.86, comprising the continuing operation of the distribution reinvestment plan which resulted in the issue of 9,412,000 securities during the year, whilst a further 3,066,000 were issued due to the exercise of performance rights.

NTA per security has decreased during the year from $0.73 to $0.65, primarily as a result of the intangible assets acquired as part of the Valad transaction. NTA per security excluding the value of interest rate contracts and other derivative financial instruments decreased to $0.67 per security.

(C) OUTLOOK

Distributions are expected to be 8.10 cents per security in the 2016 financial year, an increase of 3% on 2015 levels.

This result is expected to be underpinned by the rental income from Cromwell's strong property portfolio, continuing low interest rates and growth in the funds management business. This, if it can be achieved, would be an exceptional outcome in the current climate and would reflect the continuing resilience of our business model.

Cromwell aims to continue to grow both profit from operations and distributions per security over the medium term. Future results will be somewhat dependent on how, and when, Australia's economy recovers from its current sluggish pace of growth. Our expectation is that this will take some time to occur. In the meantime we will continue to make changes to the property portfolio if we believe they will enhance the likelihood of above average returns over the medium and long term. We will also continue to manage our largest cost, interest expense, with appropriate hedging to maximise short term predictability of interest costs and smooth out cyclical highs. Finally, we will focus on growing earnings from funds management in a sustainable way.

Cromwell seeks to maintain minimal short term lease expiries in its portfolio and to maintain gearing within our target range of 35% – 55%, reducing gearing through the cycle to the lower end of that range as property values increase, and we take advantage of opportunities to realise assets at premia to long term values.

If we continue to execute these basic strategies well, we expect to deliver good long term securityholder returns by continuing to outperform the S&P/ASX 300 A-REIT accumulation index over rolling 3 and 5 year periods.

5. Significant Changes in the State of Affairs

Changes Changes in the state of affairs of Cromwell during the financial year are set out within the financial report.

There were no significant changes in the state of affairs of Cromwell during the financial year other than as disclosed in this report and the accompanying financial report.

6. Subsequent Events

SALE OF 4-6 BLIGH STREET, NSW

On 11 August 2015, Cromwell and the Trust sold the investment property located at 4-6 Bligh Street in Sydney, NSW for net proceeds of $67,400,000. The sale does not require Cromwell or the Trust to repay any debt.

NEW TUGGERANONG DEBT FACILITY

On 7 August 2015, Cromwell and the Trust received credit approved terms for a new debt facility to refinance the existing short-term extension of the Tuggeranong debt facility. The new facility, which expires 33 months from the day of signing, is split in two tranches. Tranche A refinances the existing $40.5 million debt facility and requires principal reductions of $556,000 per month over the initial 18 months. Tranche B with a total facility limit of $159.5 million will be used as project funding for the construction of an additional new commercial office building on existing surplus land of the Tuggeranong investment property. The new facility is with the existing financier who has also provided a further two month extension of the current facility which now expires 28 October 2015.

TERRACE OFFICE PARK, QLD

On 21 July 2015, Cromwell and the Trust entered into an unconditional contract of sale over the Terrace Office Park investment property. The contract is for net proceeds of $30.5 million with settlement expected on or about 21 September 2015. $10.4 million of the net proceeds will be used to repay borrowings.

No other matter or circumstance has arisen since 30 June 2015 that has significantly affected or may significantly affect:

- Cromwell's operations in future financial years; or
- the results of those operations in future financial years; or
- Cromwell's state of affairs in future financial years.

7. Likely Developments

The outlook remains positive for Cromwell despite the continuing sluggish pace of economic growth in Australia. The property portfolio was 95% leased at year-end, with a 5.6 year weighted average lease term. Importantly, tenant quality is strong, with 45% of rental income at balance date underpinned by Government or Government owned/funded entities and a further 32% by listed companies or their subsidiaries. Cromwell's property portfolio is expected to continue to deliver consistent operating earnings in coming years, although this will to some degree be dependent upon the impact of future economic conditions on portfolio occupancy. Cromwell will also continue to focus on increasing operating earnings from funds management activities over the medium term. When this is achieved by acquisition of an existing funds management business, additional management rights and goodwill will be recognised on Cromwell's balance sheet, further decreasing NTA per security. Cromwell also aims to continue to outperform the S&P/ASX 300 A-REIT accumulation index over rolling 3 and 5 year periods.

8. Environmental Regulation

The Directors are not aware of any particular and significant environmental regulation under a law of the Commonwealth, State or Territory relevant to Cromwell.

9. Directors' Interests

The interests of current Directors in stapled securities of Cromwell at the date of this report are as follows:

	Stapled Securities	Performance Rights	Options over Securities
G Levy	2,777,630	–	–
R Pullar	5,083,059	–	–
M McKellar	817,965	–	–
R Foster	2,517,998	–	–
M Wainer	–	–	–
J Tongs	122,000	–	–
A Konig	–	–	–
G Cannings	80,000	–	–
P Weightman	19,588,167	2,972,431	–
	30,986,819	**2,972,431**	**–**

10. Options and Performance Rights

(A) SECURITIES UNDER OPTION THROUGH THE PERFORMANCE RIGHTS PLAN

Cromwell issues options over stapled securities through the issue of performance rights under the Performance Rights Plan ("PRP"). At the date of this report, performance rights on issue are as follows:

Date granted	Exercise date	Exercise price	Expiry date	Number
24/08/12	24/08/15 – 24/09/15	$0.00	24/09/15	81,581
24/08/12	24/08/15 – 24/09/15	$0.20	24/09/15	82,142
12/10/12	12/10/15 – 12/11/15	$0.00	12/11/15	150,018
12/10/12	12/10/15 – 12/11/15	$0.20	12/11/15	229,110
18/12/13	01/09/16 – 01/10/16	$0.00	01/10/16	789,955
18/12/13	01/09/16 – 01/10/16	$0.10	01/10/16	46,303
18/12/13	01/09/16 – 01/10/16	$0.50	01/10/16	893,465
18/12/13	01/12/16 – 01/01/17	$0.50	01/01/17	1,531,654
16/10/14	01/09/17 – 01/10/17	$0.00	01/10/17	651,131
16/10/14	01/09/17 – 01/10/17	$0.20	01/10/17	28,135
16/10/14	01/09/17 – 01/10/17	$0.30	01/10/17	33,697
16/10/14	01/09/17 – 01/10/17	$0.40	01/10/17	41,967
16/10/14	01/09/17 – 01/10/17	$0.50	01/10/17	3,181,614
Performance rights on issue				**7,740,772**

Performance rights on issue at 30 June 2015 represent 0.56% of total issued securities. No holder has any right under the performance rights to participate in any other security or interest of the Company or any other entity, except that performance right holders effectively have a matching in-substance option for units in Cromwell Diversified Property Trust as a result of Cromwell's stapling arrangement.

No other form of option is on issue at the date of this report.

(B) SECURITIES ISSUED ON THE EXERCISE OF PERFORMANCE RIGHTS THROUGH THE PERFORMANCE RIGHTS PLAN

The following stapled securities were issued during the year ended 30 June 2015 on the exercise of performance rights granted under the PRP. No further securities have been issued as a result of the exercise of performance rights since that date. No amounts are unpaid on any of the securities.

Date performance rights granted	Issue Price of Securities	No. of Securities Issued
26 May 2011	$0.50	1,913,333
05 September 2011	$0.00	590,622
05 September 2011	$0.10	52,851
05 September 2011	$0.20	393,679
19 October 2012	$0.00	55,563
19 October 2012	$0.20	60,292
		3,066,340

11. Remuneration Report

The remuneration report is presented for the financial year ending 30 June 2015. The report forms part of the Directors Report and has been prepared and audited in accordance with the requirements of the *Corporations Act 2001*.

This report outlines the remuneration for Non-Executive Directors as well as Executive Directors and other Key Management Personnel ("KMP"). The report is set out under the following headings:

(a) Remuneration principles
(b) Link between remuneration and performance
(c) Details of remuneration
(d) Details of remuneration: cash bonuses and performance rights
(e) Equity based compensation
(f) Employment contracts and termination provisions
(g) Details of equity instrument holdings, loans, etc.

(A) REMUNERATION PRINCIPLES

(i) Governance

Cromwell has appointed a nomination and remuneration committee ("Committee"). The Committee has overall responsibility for the remuneration strategy of Cromwell. The Committee also advises the Board on remuneration policy and practices. The Committee is chaired by Mr RJ Pullar, a Non-Executive Director. External consultants are appointed to advise the Committee as required.

(ii) Remuneration policy

Cromwell Property Group is committed to setting and achieving objectives that best serve the interests of Cromwell's securityholders. Cromwell's remuneration strategy is designed to align behaviours with the Group's objectives.

Board sets Strategic Objectives for Cromwell	**Objectives** Consistent returns that exceed benchmarks through each market cycle Portfolio that balances defensive assets with "value add" assets Active asset management Prudent risk management and mitigation Good capital management – Accretive capital raisings – WADE profile appropriate to market conditions – Gearing – 35% at market peak to 55% at market trough – Hedging profile assists in ensuring consistent income Maintain articulated investment allocation policy for group portfolio, unlisted funds & co-investments Grow earnings from opportunistic / value add activities and expansion of funds management platform Corporate values are known and lived by all staff
KMP's role, qualifications and experience	**Develop specific KMP Key Performance Indicators** – Financial – Customer focussed – Business Processes – Learning & Growing Balanced scorecard assessment
Market Competitive Remuneration	**KMP Remuneration Packages** – Fixed Pay – Short term incentives ("STI") – Long term incentives ("LTI")
Merit Based Remuneration	**Specific to each KMP**
Attract, retain and motivate	**Alignment between Objectives and KMP Behaviours**

(iii) Objectives

Fundamentally, the Cromwell Property Group aims to support or enhance its operating earnings per security in any given financial year in a way that does not unduly increase the risk profile of Cromwell. Cromwell also seeks to operate within a framework that facilitates both sustainable growth and Cromwell outperforming its peers in the medium to long term.

Cromwell believes its past performance supports its view that the best way to achieve its objectives, and thus serve the interests of securityholders, is to provide a remuneration package to its employees, and particularly KMPs, that is designed to incentivise them to outperform by specifically linking their remuneration to their particular role and responsibilities.

(B) LINK BETWEEN REMUNERATION AND PERFORMANCE

Cromwell's key financial measures for the last five years are set out below:

	2015	2014	2013	2012	2011
Operating earnings per security (as assessed by the Directors)	**8.3 cents**	8.5 cents	7.6 cents	7.5 cents	7.1 cents
Change over previous year	**(2%)**	12%	1%	6%	(16%)
Distributions per security	**7.9 cents**	7.6 cents	7.3 cents	7.0 cents	7.0 cents
Change over previous year	**4%**	4%	4%	0%	(13%)
NTA per security (excl. interest rate swaps)	**$0.67**	$0.75	$0.72	$0.71	$0.73
Change over previous year	**(11%)**	4%	1%	(3%)	3%
Gearing	**45%**	42%	46%	51%	49%
Change over previous year	**3%**	(4%)	(5%)	2%	1%

Cromwell's Total Securityholder Return ("TSR") over the last 1, 3 and 5 years relative to benchmark indices is shown below. Given Cromwell's focus on medium – longer term returns relative to its peers, emphasis is given to performance over 3 and 5 year periods against the S&P/ASX 300 A-REIT Accumulation Index:

Total Securityholder Returns (annualised)	1 Year	3 Year	5 Year
TSR – Cromwell	13.3%	23.6%	17.8%
TSR - S&P/ASX 300 A-REIT accumulation index	20.2%	18.3%	14.2%
Group performance against S&P/ASX 300 A-REIT accumulation index	**(6.9%)**	**5.3%**	**3.6%**
TSR – All Ord's accumulation index	5.7%	14.5%	9.4%
Group performance against All Ord's accumulation index	**7.6%**	**9.1%**	**8.4%**

(i) Key performance indicators

The key performance indicators (KPIs) for each KMP take into account their role within Cromwell generally as well as their expected contribution to the achievement of Cromwell's objectives. The KPIs are designed to best incentivise each KMP to meet Cromwell's objectives and therefore best serve the interests of securityholders.

Although the specific KPIs are different for each of the KMP, the overriding principles in accordance with which they are determined are the same. The principles involve the assessment of each KMP's performance according to a traditional balanced scorecard methodology. The balanced scorecard methodology assigns performance and responsibility criteria across four broad categories. These categories are:

Financial Measures: Includes both the performance of Cromwell and the employees' business unit. Cromwell focuses on maintaining individual securityholder alignment by using operating earnings per security as the major short term financial metric. Other short term financial metrics include distributions per security, changes in NTA per security (excluding interest rate swaps) and gearing. The key long term financial metric is TSR over rolling 3 and 5 year periods relative to the S&P/ASX 300-A-REIT Accumulation Index.

Internal Business Measures: Concentrate on improvement of people, systems and processes to create efficiency and accuracy to support long term business growth. The processes emphasise adherence to governance requirements.

Customer Focussed Measures: Cromwell surveys securityholders, tenants, fund investors and other stakeholders to ascertain customer relationship trends and set KPIs for employees to meet the needs identified by those trends, and to coincide with longer term corporate objectives.

Innovation & Learning Measures: Focuses on the growth of individuals, departments and corporate culture to innovate and extend current capabilities throughout Cromwell.

The weightings of these categories for any individual are set and assessed in consideration of their role, qualifications and experience. However, generally the weightings will be within the bands set out below:

Financial Measures:	40 – 70%	Customer Measures:	10 – 30%
Internal Business Measures:	10 – 30%	Innovation & Learning Measures:	10 – 30%

For all KMP except the Chief Executive Officer and Non-Executive Directors, the Chief Executive Officer is responsible for setting KPI targets and assessing annually whether those targets have been met. The KPI targets for the Chief Executive Officer are set, revised and reviewed annually by the Committee or the Board.

(ii) Remuneration Packages

Fixed Pay

All employees, including all KMP (other than Non-Executive Directors) receive a remuneration package that includes a fixed pay component. Fixed pay is based on market conditions and can be within a range from the lower end of market to the higher end of market depending on the employee's mix of fixed versus at risk remuneration. Geographical market based factors are taken into consideration when determining fixed pay components and the mix between fixed versus at risk remuneration.

KMP are remunerated at the market median level of their fixed pay, adjusted for factors such as the external market environment and the employee's position, qualifications and responsibility within Cromwell. In assessing the level of fixed pay relative to the market, weighting is given to Cromwell's and the employee's performance over the total employment period.

Short term incentives

The purpose of short term incentives is to focus the CEO's efforts on those key marginal drivers and outcomes that are priorities for Cromwell for the relevant financial year and to motivate the CEO to strive to achieve stretch performance objectives. The key marginal drivers and outcomes for each year are chosen by the Board on the basis that they are expected to have a significant short and long term impact on the success of Cromwell.

The Board's assessment of performance against key marginal drivers and outcomes for 2015 is provided in the following table:

Key Marginal Driver	Commentary	Overall Rating
Earnings per security meeting guidance	Actual operating EPS of 8.35cps versus guidance of 8.30cps	Passed
Sustainable growth in distribution per security	Distribution growth of 4%	Passed
Gearing - Maintain total gearing profile of 35% LVR at market peak to 55% LVR at market trough	Gearing situated at 45% which is within range	At Target
Debt terms - Mitigate debt risks by maintaining 12 months minimum expiry profile of debt	Weighted average debt expiry was extended by the refinancing in the 2014 financial year and further maintained in the current financial year	At Target
Interest rate risk management - Maintain an interest hedging profile that provides a high degree of certainty of distributions for 2 years	Utilisation of the interest rate cap has provided certainty to distributions for a period similar to the debt terms	At Target
Funds Management – Target funds management growth to increase to being 20% of earnings by 2018	Valad Europe acquisition and ongoing capital support to Oyster Property Group mean the Group is ahead of schedule to meet this target	Above Target

No other KMP was awarded a short term incentive in 2015.

Long term incentives

The granting of long term incentives is considered to be both a retention tool for employees who are considered key to the longer term success of Cromwell and a reward for achieving performance targets in a financial year. No employee has an automatic entitlement to a particular percentage or value of long term incentives in any year.

The executive directors and most employees (depending on their geographical location) are eligible to participate in Cromwell's long term incentive arrangements. Participating employees are offered a choice of long term incentives in the form of either performance rights, issued under Cromwell's performance rights plan (PRP), access to a limited recourse interest free loan facility, under Cromwell's security loan plan (SLP), to fund the acquisition of stapled securities in Cromwell or share in incentive fees earned by Cromwell in respect of specific funds (Promotes). Cromwell has also made a specific plan available to employees of Valad Europe (Valad Europe Performance Participation Plan).

If performance rights issued under the PRP vest, employees will be issued one stapled security per performance right exercised. Performance rights do not give a participating employee the right to vote at securityholder meetings or the right to receive a distribution from Cromwell. Any stapled securities acquired by virtue of a loan under the SLP will give the participating employee the right to vote at security holder meetings, and the right to receive distributions from Cromwell, on the same terms as other stapled securities on issue. However, the relevant stapled securities will be security for the participating employee's obligations under the SLP and any distributions received must be used to repay or reduce the loan amount.

Every three years, the maximum value of the executive directors' participation in Cromwell's long term incentive arrangements is discussed and agreed by the Board (using the allocation method discussed below) and put to securityholders for approval.

At the 2013 AGM securityholders approved a maximum value of $450,000 per annum for the Chief Executive Officer.

Each year the Board (on recommendation from the Committee) considers whether to grant long term incentives to the executive directors and, if so, to what value. In October 2014, 1,967,462 performance rights were granted to the executive directors, vesting in December 2017. Of these performance rights granted during the year 526,685 performance rights lapsed during the year as a result of Daryl Wilson's (Finance Director) retirement from Cromwell.

Performance Rights and Share Loan Plan

Each year the Committee delegates authority to the Chief Executive Officer to determine which employees other than executive directors will receive long term incentives and, if so, to what value. The Committee considers and, if appropriate, ratifies the Chief Executive Officer's determination.

Allocations for participating employees, other than the executive directors, are determined annually after the end of each financial year.

In determining the total value of long term incentives to be granted in any one year the performance of Cromwell as a whole is considered. This involves an assessment of whether Cromwell has met its objectives, including a review of Cromwell's key financial measures.

The actual value awarded to a participating employee is determined by taking into account the following:

- the employee's performance during the previous financial year as assessed against their KPI's. An employee must have achieved at least 70% of their KPIs in the previous financial year; and
- the employee's level of fixed pay. The maximum value of performance rights to be allocated to any employee other than an executive director is generally limited to 25% of their fixed pay.

The Board takes the same factors into account when determining the value of long term incentives that may be granted to the executive directors each year. By determining allocations in this way, Cromwell seeks to ensure that the performance of both the employee and Cromwell is taken into account before long term incentives are issued.

Aggregate, and employee, allocation limits are also in place to ensure a balance between the cost of long term incentives and the benefit of retaining valuable employees. The employee limits also serve to mitigate the risk to Cromwell of non-payment by an employee under the SLP.

Once a value has been allocated, the participating employee is given the option of participation in either the PRP, the SLP or a combination of the two. If participation in the PRP is selected, the actual number of performance rights that are then granted to the participating employee is determined by dividing the total value awarded to that employee by the fair value of each performance right at grant date. The fair value at grant date for performance rights is determined using a Black-Scholes option pricing model that takes into account the exercise price (including the discount to market value at grant date), the term of the performance right, the security price at grant date, expected price volatility of the underlying securities, the expected dividend/distribution yield and the risk free interest rate for the term of the performance right. The valuation of performance rights is discussed in more detail in section (e) below.

Under the PRP, if performance rights vest they allow eligible employees to obtain stapled securities at a discount to market value. The use of the discount is intended to reduce or avoid the need for employees to obtain significant funding or to sell a substantial number of securities to fund the exercise of performance rights on vesting. The discount is taken into account when determining the value to be issued to a participating employee. Since grants under the PRP are made in value terms, the lower the exercise price the lower the number of performance rights granted and, therefore, the lower the number of securities that may be issued.

Once performance rights are granted, the participating employees will need to meet performance hurdles before they vest. Although the Committee (or the Chief Executive Officer under delegated authority) may impose other conditions, generally performance rights will vest if an employee achieves 70% or greater of their KPIs in two out of the three years comprising the vesting period and are still employed by Cromwell at the end of that three year vesting period. Performance hurdles are assessed at the end of the vesting period. If the performance hurdles are not met, the performance rights will be forfeited. Forfeited performance rights are not re-tested. Performance rights will also lapse if not exercised within the exercise period.

To determine the maximum loan amount, where participation in the SLP is selected, the value of the long term incentive is treated as an interest rate reduction benefit during the loan period (usually expected to be three years). The loan is then used to acquire stapled securities at their "current market value", being the average of the daily volume weighted average price for all sales of CMW stapled securities on ASX, including special crossings, during the previous 10 trading days.

During the loan period the participating employee cannot deal with the stapled securities acquired under the SLP. At the end of the loan period, provided performance hurdles are met and the outstanding loan balance is less than the market value of stapled securities, the loan balance is immediately repayable. Upon repayment the participating employee will be able to deal with the stapled securities. If the participating employee does not repay the outstanding loan balance, or if the outstanding loan balance is greater than the market value of the stapled securities, the stapled securities will be forfeited.

The performance hurdles under the PRP and the SLP are the same, being, generally, that the participating employee achieved 70% or greater of their KPI's in two out of the three years comprising the vesting/loan period and remained employed by Cromwell. Performance hurdles are assessed at the end of the vesting/loan period.

In addition to the above, performance rights and stapled securities issued under the SLP will also be forfeited if an employee resigns, has their employment terminated or commits an act which brings Cromwell into disrepute.

Cromwell believes its approach allows employees to align themselves with securityholders by having a financial interest in the long term value of Cromwell's security price, which acts to maximise TSR.

Promotes

Cromwell is entitled to incentive fees ("Promotes") for specific European mandates based on over achievement of agreed investor IRR based calculations. Promotes are generally paid at completion of a mandate when the final IRR can be calculated. In certain circumstances, employees are awarded between 40%-50% of the value of these Promotes as a long term incentive. Employees eligible for any such long term incentive are those having a key role with direct impact on and involvement in the performance of Cromwell's European mandates from acquisition, management of assets/financials and disposal linked to a whole of mandate successful outcome. The only KMP eligible to participate in Promotes is Mr M McCarthy.

Valad Europe Performance Participation Plan

Certain employees of Valad Europe have had an important role in contributing to the success of that business. To encourage both their continued performance and as a retention tool, Cromwell has established the Valad Europe Performance Participation Plan.

Under the plan a cash bonus pool is created for the 2016, 2017 and 2018 financial years. The annual bonus pool created is based on the Valad Europe business exceeding EBITDA forecasts for each year. The amount for each year is paid to employees before the end of August for the preceding financial year. The annual bonus for any given year has a cap of €5 million and any low water mark in a given year is carried in to the following year. Likewise, high water marks are also carried in to the following year.

Additionally, a further bonus is payable for the 2018 financial year where the EBITDA for the 2018 financial year exceeds targets. This additional bonus is payable in instalments between September 2018 and September 2019. The additional bonus has a cap of €30 million.

Employees must remain in continuous employment to remain entitled to any particular bonus. The only KMP eligible to participate in the Valad Europe Performance Participation Plan is Mr M McCarthy.

(iii) Remuneration package – CEO

The remuneration packages of the Chief Executive Officer for the last three years comprised the following components:

	Financial Year	Fixed Pay $	Short term incentives paid $	Long Term Incentives $
P Weightman	**2015**	**1,100,000**	**250,000**	**289,002**
		(67%)	**(15%)**	**(18%)**
	2014	1,050,000	250,000	171,953
		(71%)	(17%)	(12%)
	2013	950,000	250,000	179,699
		(69%)	(18%)	(13%)

(iv) Non-executive directors remuneration

Fees and payments to Non-Executive Directors reflect the demands which are made on, and the responsibilities of, the Directors. The Board determines remuneration of Non-Executive Directors within the maximum amount approved by security holders from time to time. This maximum currently stands at $1,000,000 per annum in total for fees to be divided among the Non-Executive Directors in such a proportion and manner as they agree.

Non-Executive Directors are paid a fixed remuneration, comprising base fees or salary and superannuation (if applicable). Non-Executive Directors do not receive bonus payments or participate in security-based compensation plans, and are not provided with retirement benefits other than statutory superannuation.

	2015 $	2014 $
Chairman	**203,500**	185,000
Non-Executive Director	**93,500**	85,000
Audit & Risk Committee – Chairman	**19,800**	18,000
Audit & Risk Committee – Member	**13,200**	12,000
Nomination & Remuneration Committee – Chairman	**8,250**	7,500
Nomination & Remuneration Committee – Member	**5,500**	5,000
Investment Committee	**–**	–

The Non-Executive Directors' fees were increased as at 26 November 2014. Prior to this the last increase was in November 2011. The current and previous year rates are shown above.

(v) Voting and comments made at the company's 2014 Annual General Meeting

The Group and Trust's remuneration report for the 2014 financial year was passed on a 'show of hands'. Proxies received before the meeting were approximately 88% in favour of the remuneration report.

(C) DETAILS OF REMUNERATION

Remuneration paid, payable, or otherwise made available, directly or indirectly, to key management personnel is set out below.

During the year Cromwell undertook a review of its internal executive management structure with the aim of reducing the number of direct reports to the Chief Executive Officer. As a result of the review an Executive Management Group (EMG) was formed which will have the authority and responsibility for planning, directing and controlling the activities of Cromwell. The members of the EMG include Executive Directors and Other Senior Executives as listed below. This took effect from the beginning of the financial year.

Key Management Personnel during the year were:

Non-Executive Directors:

G Levy	Chairman
R Pullar	Director
M McKellar	Director
W Foster	Director
M Wainer	Director
J Tongs	Director – Appointed 26 November 2014
A Konig	Director – Appointed 26 November 2014
D Usasz	Director – Resigned 26 November 2014
M Watters	Director – Resigned 26 November 2014
G Cannings	Director (Alternate to Mr Konig; Alternate to Mr Wainer)

Executive Directors:

P Weightman	Managing Director/Chief Executive Officer
D Wilson	Director – Finance & Funds Management – resigned 25 February 2015

Other Senior Executives:

M Wilde	Chief Financial Officer – appointed 28 August 2014
J Clark	Chief Operations Officer, Property Licensee
M McCarthy	Chairman Valad Europe – from the acquisition date of Valad Europe 31 March 2015
D Horton	Head of Property – appointed 19 May 2015

	Short-term benefits	Short-term benefits	Short-term benefits	Short-term benefits	Post-employment	Long-term benefits	Share-based payments	Total Remunera-tion	% of Remun. that is performance based
	Cash salary and fees $	Accrued leave [1] $	Cash bonus $	Non-cash benefits $	Super-annuation $	Long service leave [1] $	Options $	$	
2015									
Non-Executive Directors									
G Levy	178,344	–	–	–	16,943	–	–	195,287	–
R Pullar	101,120	–	–	–	9,606	–	–	110,726	–
M McKellar	108,078	–	–	–	–	–	–	108,078	–
W Foster	87,089	–	–	–	8,273	–	–	95,362	–
J Tongs	63,185	–	–	–	5,898	–	–	69,083	–
M Wainer	90,065	–	–	–	–	–	–	90,065	–
A Konig	41,880	–	–	–	–	–	–	41,880	–
M Watters	26,542	–	–	–	–	–	–	26,542	–
D Usasz	40,274	–	–	–	3,826	–	–	44,100	–
G Cannings	20,103	–	–	–	1,910	–	–	22,013	–
Executive Directors									
P Weightman	925,615	46,799	250,000	157,900	18,783	33,558	289,002	1,721,657	31%
D Wilson	337,133	(3,574)	–	–	12,498	6,597	10,646	363,300	3%
Other key management personnel									
M Wilde	250,385	18,057	–	–	15,677	4,775	31,202	320,096	10%
J Clark	363,029	18,990	–	–	18,783	16,576	36,866	454,244	8%
M McCarthy	202,716	–	–	5,203	–	–	–	207,919	0%
D Horton	53,538	4,237	–	–	2,167	90	–	60,032	0%
	2,889,096	**84,509**	**250,000**	**163,103**	**114,364**	**61,596**	**367,716**	**3,930,384**	

(1) Annual and long service leave are accounted for on an accruals basis. The amounts represent the change in accrued leave during the year.

	Short-term benefits	Short-term benefits	Short-term benefits	Short-term benefits	Post-employment	Long-term benefits	Share-based payments	Total Remuneration	% of Remun. that is performance based
	Cash salary and fees $	Accrued leave [1] $	Cash bonus $	Non-cash benefits $	Super-annuation $	Long service leave [1] $	Options $	$	
2014									
Non-Executive Directors									
G Levy	169,336	–	–	–	15,664	–	–	185,000	–
R Pullar	95,652	–	–	–	8,848	–	–	104,500	–
M McKellar	102,000	–	–	–	–	–	–	102,000	–
D Usasz	98,856	–	–	–	9,144	–	–	108,000	–
W Foster	82,380	–	–	–	7,620	–	–	90,000	–
M Wainer	85,000	–	–	–	–	–	–	85,000	–
M Watters	65,000	–	–	–	–	–	–	65,000	–
G Cannings	18,307	–	–	–	1,693	–	–	20,000	–
Executive Directors									
P Weightman	874,326	(81,118)	250,000	157,900	17,775	37,999	171,953	1,428,835	30%
D Wilson	482,224	34,269	150,000	–	17,775	17,618	66,604	768,490	28%
Other key management personnel									
B Binning[2]	312,000	3,309	80,000	–	17,775	10,945	61,788	485,817	29%
M Blake[2]	281,726	(5,529)	129,613	–	17,775	8,152	46,705	478,442	37%
J Clark	238,364	1,872	–	–	17,775	26,603	9,868	294,482	3%
P Cowling[2]	320,648	(9,769)	–	–	17,775	14,044	60,894	403,592	15%
D Gippel[2]	294,580	830	200,000	26,669	17,775	8,308	48,475	596,637	42%
N Riethmuller[2]	297,440	(10,628)	–	11,234	17,775	6,971	31,555	354,347	9%
	3,817,839	**(66,764)**	**809,613**	**195,803**	**185,169**	**130,640**	**497,842**	**5,570,142**	

(1) Annual and long service leave are accounted for on an accruals basis. The amounts represent the change in accrued leave during the year.
(2) These persons ceased to be considered key management personnel from 1 July 2014.

(D) DETAILS OF REMUNERATION: CASH BONUSES AND PERFORMANCE RIGHTS

For each cash bonus and grant of performance rights included in the tables in section (c) above, the percentage of the available bonus or grant that was paid, or that vested, in the year and the percentage that was forfeited because the person did not meet the service and performance criteria is set out below.

The performance rights are subject to vesting conditions as outlined above. No performance rights will vest if the conditions are not satisfied, hence the minimum value of performance rights yet to vest is $nil. The maximum value of the performance rights yet to vest has been determined as the amount of the grant date fair value of the performance rights that is yet to be expensed at balance date. References to options in the table below relate to performance rights.

Name	Cash Bonus Paid %	Cash Bonus Forfeited %	Financial Year Options Granted	Options Vested in 2015 %	Options Forfeited in 2015 %	Financial Years Options may vest	Maximum value of grant to vest $
P Weightman	100%	–	2011/14/15	100%[1]	–	2016/17/18	524,777
D Wilson[2]	0%	100%	2011/14/15	100%	64%	2016	–
M Wilde	–	–	2012/13/14/15	100%[3]	–	2016/17/18	48,703
J Clark	–	–	2014/15	–	–	2017/18	78,319
D Horton	–	–	–	–	–	–	–
M McCarthy	–	–	–	–	–	–	–

(1) Relates to performance rights issued in 2011.
(2) Mr D Wilson resigned from his position as Director – Finance and Funds Management on 25 February 2015. He ceased employment with Cromwell Property Group in July 2015. 1,037,236 performance rights with a vesting date beyond his termination date were forfeited. These were issued in the 2014 and 2015 financial years. However, 580,000 performance rights with a vesting date of 1 July 2015 were exercised by Mr Wilson on that date. These were issued in the 2011 financial year.
(3) Relates to performance rights issued in 2012.

(E) EQUITY BASED COMPENSATION

Details of the PRP are set out in part (b) of the remuneration report.

All Executive Directors and employees of Cromwell are considered for participation in the PRP subject to a minimum period of service and level of remuneration, which may be waived by the Committee. Grants to Executive Directors are subject to securityholder approval.

Consideration for granting performance rights, grant periods, vesting and exercise dates, exercise periods and exercise prices are determined by the Board or Committee in each case. Performance rights carry no voting rights. When exercised, each performance right is convertible into one stapled security.

The terms and conditions of each grant of performance rights under the PRP affecting remuneration for Key Management Personnel in the current or future reporting periods are included in the table below:

Grant Date	Expiry Date	Exercise Price	No of Performance Rights Granted	Assessed Value per Right at Grant Date
26/05/2011	01/10/2015	$0.50	1,913,334	11.5¢
12/10/2012	12/11/2015	–	50,006	60.0¢
18/12/2013	01/10/2016	–	57,078	75.7¢
18/12/2013	01/10/2016	$0.50	165,929	30.2¢
18/12/2013	01/01/2017	$0.50	1,531,654	29.1¢
16/10/2014	01/10/2017	–	50,827	74.4¢
16/10/2014	01/10/2017	$0.50	1,704,120	28.5¢

Details of changes during the 2015 year in performance rights on issue to Key Management Personnel under the PRP are set out below.

	Opening balance	Granted during year	Exercised during the year	Forfeited during the year	Lapsed during year	Other Changes	Closing balance
2015							
P Weightman	4,198,321	1,440,777	(1,333,333)	–	–	–	4,305,765
D Wilson	1,670,551	526,685	(580,000)	(1,037,236)	–	(580,000)	–
M Wilde	114,297	50,827	(32,216)	–	–	–	132,908
J Clark	165,929	263,343	–	–	–	–	429,272
D Horton	–	–	–	–	–	–	–
M McCarthy	–	–	–	–	–	–	–
	6,149,098	**2,281,632**	**(1,945,549)**	**(1,037,236)**	**–**	**(580,000)**	**4,867,945**

The assessed fair value at grant date of performance rights granted is allocated equally over the period from grant date to vesting date, and the amount is included in the remuneration tables in part (c) of the remuneration report. Fair value at grant date for performance rights with no market based vesting conditions are determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the performance right, the security price at grant date, expected price volatility of the underlying securities, the expected dividend/distribution yield and the risk-free interest rate for the term of the performance right.

A total of 4,463,229 performance rights were granted during 2015 (2014: 3,771,928) of which 2,281,632 (2014: 2,734,686) were issued to Key Management Personnel. The model inputs for performance rights granted during the 2015 year are disclosed in note 28.

Plan rules contain a restriction on removing the "at risk" aspect of the instruments granted to executives. Plan participants may not enter into any transaction designed to remove the "at risk" aspect of an instrument before it vests without explicit approval from the Board.

At 30 June 2015 no performance rights on issue had vested.

Further details relating to performance rights are set out below.

Name	Remuneration consisting of performance rights [1]	Value at grant date [2] $	Value at exercise date [3] $	Value at forfeit date [4] $
P Weightman	17%	410,344	168,133	–
D Wilson	3%	–	73,138	235,622
M Wilde	10%	37,799	16,101	–
J Clark	8%	75,002	–	–
D Horton	0%	–	–	–
M McCarthy	0%	–	–	–

(1) The percentage of total remuneration consisting of performance rights, based on the value of performance rights expensed during the year.
(2) The value of performance rights granted during the year as part of remuneration calculated at grant date in accordance with AASB 2 *Share-based Payment*.
(3) The value at exercise date of performance rights that were granted as part of remuneration and were exercised during the year, being the intrinsic value of the performance rights at that date.
(4) The value at lapse date of performance rights that were granted as part of remuneration and were forfeited during the year because a vesting condition was not satisfied.

(F) EMPLOYMENT CONTRACTS AND TERMINATION PROVISIONS

(i) Employment contracts

Paul Weightman (CEO)

Remuneration and other terms of employment for the Chief Executive Officer are formalised in an employment agreement. The Company may terminate the agreement without notice for gross misconduct; otherwise, the Company may terminate the agreement on six months notice, or payment of entitlements for this period in lieu of notice.
Mr Weightman may terminate the agreement at any time with six months notice. Other major provisions of the agreement are as follows:

- Term of agreement – Commencing 1 July 2006, no fixed termination date.
- Base salary, inclusive of superannuation, for the 2015 year of $1,100,000, to be reviewed annually by the remuneration committee.
- Performance cash bonus of up to $250,000 with targets to be reviewed annually by the remuneration committee.

The performance bonus payable to Mr Weightman for the 2015 year depended on performance criteria being met. The criteria were assessed as being met in full during the financial year, with 100% of the performance bonus amount being paid.

All other executives

Remuneration and other terms of employment for other executives are contained under standard employment contracts. There are no termination payments due under the contracts other than statutory entitlements for accrued leave. Remuneration is reviewed annually.

(ii) Termination provisions

There are no fixed term conditions in executive employment contracts. Minimum termination periods for executives are outlined below and adhered to in all cases except in the case of serious breaches of the employment contract.

	Notice Period Employee	Notice Period Group
Managing Director/CEO	6 months	6 months
All other key management personnel	1-3 months	1-3 months

On termination, a portion of short term incentives may also be paid at the discretion of the CEO, or the Board in the case of termination of the CEO. In addition, other statutory entitlements such as accrued leave may be taken as termination benefits.

(G) DETAILS OF EQUITY INSTRUMENT HOLDINGS, LOANS, ETC

(i) Share holdings/unit holdings

The numbers of shares in the Company and units in the CDPT held during the financial year by Key Management Personnel of Cromwell Corporation Limited, including their personally related parties, are set out below.

	Balance at 1 July	On exercise of options	Net purchases (sales)	Balance at 30 June
Non-Executive Directors				
G Levy	2,777,630	–	–	2,777,630
R Pullar	6,575,000	–	(1,491,941)	5,083,059
M McKellar	792,211	–	25,754	817,965
W Foster	3,311,765	–	(793,767)	2,517,998
M Wainer[1]	–	–	–	–
J Tongs	–	–	122,000	122,000
A Konig[2]	–	–	–	–
G Cannings	80,000	–	–	80,000
Executive Directors				
P Weightman	16,921,500	1,333,333	–	18,254,833
Other key management personnel of Cromwell				
M Wilde	63,504	32,216	–	95,720
J Clark	71,032	–	–	71,032
D Horton	–	–	–	–
M McCarthy	–	–	100,000	100,000
	30,592,642	**1,365,549**	**(2,037,954)**	**29,920,237**

(1) M Wainer is a director of Redefine International P.L.C. which indirectly owns Redefine Australia Investments Limited, which at 30 June 2015 owned 227,076,125 (2014: 227,076,125) stapled securities in Cromwell. M Wainer is also CEO and a director of Redefine Properties Limited which at 30 June 2015 owned 218,547,808 (2014: 218,547,808) stapled securities in Cromwell.

(2) A Konig is a director of Redefine Property Limited which indirectly owns Redefine Australia Investments Limited, which owns 227,076,125 (2014: 227,076,125) stapled securities in Cromwell.

No shares or units were received by the above persons as compensation during the 2015 year.

(ii) Loans to key management personnel

During the year, Cromwell provided a loan of $667,000 to Mr P Weightman, a director of the Company, for the exercise of employee options of Cromwell's Performance Rights Plan. The loan is a three year, limited recourse, interest free facility. The outstanding balance at balance date was $588,433.

As part of the acquisition of Valad Europe (refer also note 4 to the financial statements) €10,241,956 ($14,486,501) was payable to Mr M McCarthy which formed part of the total consideration paid. The amount payable to Mr McCarthy was lent back to a subsidiary of the Company as a six months loan note. The loan note has a term of six months and carries an interest rate equal to a United Kingdom bank deposit rate.

(iii) Other transactions with key management personnel

Cromwell rents an apartment, located at 185 Macquarie Street, Sydney, which is owned by Mr P Weightman, a director of the Company. Total rent paid during 2015 was $93,600 (2014: $88,400). The payment of rent is on normal commercial terms and conditions and at market rates.

12. Trust Disclosures

FEES TO RESPONSIBLE ENTITY

Total amounts paid/payable to the Responsible Entity or its associates during the year were $19,748,086 (2014: $21,436,421).

UNITS HELD BY RESPONSIBLE ENTITY

Cromwell Corporation Limited, the parent company of the Responsible Entity, held no units (2014: nil) in the Trust at the end of the financial year, having had these bought back by the Trust. Pursuant to Australian Securities & Investments Commission relief, the units were not stapled to shares in Cromwell Corporation Limited.

ISSUED UNITS

Units issued in the Trust during the year are set out in note 22 in the accompanying financial report. There were 1,739,759,298 (2014: 1,727,280,850) issued units in the Trust at balance date.

VALUE OF SCHEME ASSETS

The total carrying value of the Trust's assets as at balance date was approximately $2,489,356,000 (2014: $2,403,658,000). Net assets attributable to unitholders of the Trust were $1,227,988,000 (2014: $1,197,318,000) equating to $0.71 per unit (2014: $0.70 per unit).

The Trust's assets are valued in accordance with policies stated in notes 1, 12 and 26 of the financial statements.

AIFMD REMUNERATION DISCLOSURE

The senior management and staff of Cromwell whose actions have a material impact on the risk profile of the Trust are considered to be the key management personnel identified in the *Remuneration Report* which is included as Section 11 to this Directors' Report.

The amount of the aggregate remuneration paid by Cromwell to those key management personnel in respect of the financial year ending 30 June 2015 was $3,930,384. This amount is comprised of fixed remuneration of $3,312,668 and variable remuneration of $617,716.

This remuneration disclosure is being made to satisfy Cromwell Property Securities Limited's obligations under AIFMD. References to "remuneration", "staff" and "senior management" should be construed accordingly.

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13. Indemnifying Officers or Auditor

Subject to the following, no indemnity or insurance premium was paid during the financial year for a person who is or has been an officer of Cromwell.

The constitution of the Company provides that to the extent permitted by law, a person who is or has been an officer of the Company is indemnified against certain liabilities and costs incurred by them in their capacity as an officer of the Company.

Further, the Company has entered into a Deed of access, insurance and indemnity with each of the Directors and the company secretary. Under the deed, the Company agrees to, amongst other things:

- indemnify the officer to the extent permitted by law against certain liabilities and legal costs incurred by the officer as an officer of the Company and its subsidiaries;
- maintain and pay the premium on an insurance policy in respect of the officer; and
- provide the officer with access to board papers and other documents provided or available to the officer as an officer of the Company and its subsidiaries.

Cromwell has paid premiums for Directors and officers' liability insurance with respect to the Directors, company secretary and senior management as permitted under the *Corporations Act 2001*. The terms of the policy prohibit disclosure of the nature of the liabilities covered and the premiums payable under the policy.

No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or has been an auditor of the Company or any of its controlled entities.

14. Rounding of Amounts to Nearest Thousand Dollars

The Company is of a kind referred to in Class Order 98/0100, issued by the Australian Securities & Investments Commission, relating to the "rounding off" of amounts in the Directors' report and financial report. Amounts in the Directors' report and financial report have been rounded off to the nearest thousand dollars, or in certain cases to the nearest dollar, in accordance with that Class Order.

15.Auditor

Pitcher Partners continues in office in accordance with section 327 of the *Corporations Act 2001*.

The Company may decide to employ Pitcher Partners on assignments additional to their statutory duties where the auditor's expertise and experience with the Company and/or the Group are important.

The Directors have considered the position and, in accordance with advice received from the Audit & Risk Committee, are satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the *Corporations Act 2001* as none of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants* and all non-audit services have been reviewed by the Audit & Risk Committee to ensure they do not impact the impartiality and objectivity of the auditor.

Details of the amounts paid or payable to the auditor and its related parties for non-audit services provided to the Group are set out below:

	2015 $	2014 $
Non-audit Services		
Due diligence services	400,000	–
Total remuneration for non-audit services	400,000	–

The auditor receives remuneration for audit and other services relating to other entities for which Cromwell Property Securities Limited and Cromwell Funds Management Limited, both controlled entities, act as responsible entity. The remuneration is disclosed in the relevant entity's financial reports and totalled $92,000 (2014: $105,000).

Amounts paid to PricewaterhouseCoopers, who acted as the component auditor for an overseas component of Cromwell in the current year, and its network firms for non-audit services were as follows:

	2015 $	2014 $
Non-audit Services		
Tax compliance services	222,786	–
International tax advice on acquisitions	392,857	–
Total remuneration for non-audit services	615,643	–

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is attached to this report.

This report is made in accordance with a resolution of the Directors.

P.L. Weightman
Director
Dated this 27th day of August 2015

PITCHER PARTNERS
ACCOUNTANTS • AUDITORS • ADVISORS

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Brisbane | Melbourne | Sydney | Perth | Adelaide | Newcastle

The Directors
Cromwell Corporation Limited and
Cromwell Property Securities Limited as Responsible Entity for Cromwell Diversified Property Trust
Level 19
200 Mary Street
BRISBANE QLD 4000

Dear Sirs,

Auditor's Independence Declaration

As lead auditor for the audit of the financial reports of Cromwell Corporation Limited and Cromwell Diversified Property Trust for the year ended 30 June 2015, I declare that, to the best of my knowledge and belief, there have been:

(i) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
(ii) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of both Cromwell Corporation Limited and the entities it controlled during the year and Cromwell Diversified Property Trust and the entities it controlled during the year.

Pitcher Partners

PITCHER PARTNERS

N BATTERS
Partner

Brisbane, Queensland
27 August 2015

CONSOLIDATED INCOME STATEMENTS

For the year ended 30 June 2015

	Notes	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Revenue and other income					
Rental income and recoverable outgoings		**235,974**	259,419	**234,801**	258,683
Funds management fees		**24,122**	11,892	**–**	–
Interest		**5,552**	4,613	**5,332**	3,056
Distributions		**2,349**	903	**285**	903
Other revenue		**287**	1,543	**25**	1,317
Gain on sale of investment property		**1,032**	3,152	**1,032**	3,152
Gain on sale of other assets		**251**	–	**151**	–
Share of profits of equity accounted entities		**7,904**	–	**6,747**	–
Fair value net gain from:					
Derivative financial instruments		**–**	5,222	**–**	5,222
Investments properties	12	**32,446**	46,226	**32,446**	46,226
Investments at fair value through profit or loss		**–**	85	**201**	85
Total revenue and other income		**309,917**	333,055	**281,020**	318,644
Expenses					
Property expenses and outgoings		**40,283**	45,032	**44,693**	50,304
Funds management costs		**1,769**	1,209	**–**	–
Property development costs		**151**	167	**–**	–
Finance costs	7	**62,305**	74,050	**61,687**	74,050
Employee benefits expense	7	**28,742**	17,569	**–**	–
Administration and overhead costs		**11,199**	7,326	**1,078**	1,139
Responsible entity fees		**–**	–	**10,668**	12,121
Amortisation and depreciation	7	**3,326**	758	**–**	–
Net share of losses of equity accounted entities		**–**	2,942	**–**	3,248
Loss on disposal of other assets		**–**	559	**–**	–
Fair value net loss from:					
Derivative financial instruments		**1,808**	–	**5,521**	–
Investment at fair value through profit or loss		**1,238**	–	**–**	–
Net foreign currency losses		**7,931**	–	**650**	–
Business combination costs	4	**2,441**	–	**–**	–
Total expenses		**161,193**	149,612	**124,297**	140,862
Profit before income tax		**148,724**	183,443	**156,723**	177,782
Income tax expense / (benefit)	8	**(39)**	972	**–**	–
Profit for the year		**148,763**	182,471	**156,723**	177,782
Profit for the year is attributable to:					
Company shareholders		**(8,138)**	4,521	**–**	–
Trust unitholders		**156,901**	177,950	**156,901**	177,950
Non-controlling interests		**–**	–	**(178)**	(168)
Profit for the year		**148,763**	182,471	**156,723**	177,782
Earnings per security for profit attributable to security holders:					
Basic earnings per company share/trust unit (cents)	27	**(0.47¢)**	0.26¢	**9.05¢**	10.34¢
Diluted earnings per company share/trust unit (cents)	27	**(0.47¢)**	0.26¢	**9.02¢**	10.31¢
Basic earnings per stapled security (cents)	27	**8.58¢**	10.60¢		
Diluted earnings per stapled security (cents)	27	**8.55¢**	10.57¢		

The above consolidated income statements should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the year ended 30 June 2015

	Notes	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Profit for the year		**148,763**	182,471	**156,723**	177,782
Other comprehensive income					
Items that may be reclassified to profit or loss					
Exchange differences on translation of foreign operations		**6,277**	–	**607**	–
Income tax relating to this item		**–**	–	**–**	–
Other comprehensive income, net of tax		**6,277**	–	**607**	–
Total comprehensive income		**155,040**	182,471	**157,330**	177,782
Total comprehensive income is attributable to:					
Company shareholders		**(3,608)**	4,521	**–**	–
Trust unitholders		**158,648**	177,950	**157,508**	177,950
Non-controlling interests		**–**	–	**(178)**	(168)
Total comprehensive income		**155,040**	182,471	**157,330**	177,782

The above consolidated statements of comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED BALANCE SHEETS

As at 30 June 2015

	Notes	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Current Assets					
Cash and cash equivalents		**108,963**	117,820	**48,559**	67,451
Receivables	9	**18,501**	4,702	**4,277**	1,981
Other financial assets	10	**23,793**	–	**–**	–
Current tax assets		**1,071**	–	**–**	–
Other current assets		**4,212**	2,714	**1,635**	1,686
		156,540	125,236	**54,471**	71,118
Investment properties classified as held for sale	12(f)	**36,600**	–	**36,600**	–
Total current assets		**193,140**	125,236	**91,071**	71,118
Non-Current Assets					
Receivables	9	**588**	–	**217,623**	–
Inventories	11	**3,000**	3,000	**–**	–
Investment properties	12	**2,101,048**	2,249,470	**2,101,048**	2,249,470
Investments at fair value through profit or loss	13	**37,549**	10,546	**1,993**	10,546
Equity accounted investments	14	**77,229**	77,526	**71,557**	72,524
Property, plant and equipment	15	**3,600**	1,770	**–**	–
Derivative financial instruments	20	**6,064**	–	**6,064**	–
Deferred tax assets	16(a)	**1,180**	1,272	**–**	–
Intangible assets	17	**165,696**	1,120	**–**	–
Total non-current assets		**2,395,954**	2,344,704	**2,398,285**	2,332,540
Total assets		**2,589,094**	2,469,940	**2,489,356**	2,403,658
Current Liabilities					
Trade and other payables	18	**46,262**	25,714	**32,050**	23,322
Dividends/distributions payable		**34,708**	33,466	**34,852**	33,466
Borrowings	19	**64,293**	90,500	**40,500**	90,500
Derivative financial instruments	20	**28,452**	15,332	**14,273**	15,332
Provisions	21	**2,840**	1,211	**–**	–
Current tax liability		**–**	1,127	**–**	–
Unearned income		**10,250**	11,240	**10,120**	11,240
Total current liabilities		**186,805**	178,590	**131,795**	173,860
Non-Current Liabilities					
Borrowings	19	**1,093,467**	1,011,214	**1,113,245**	1,011,214
Derivative financial instruments	20	**10,698**	14,953	**10,698**	14,953
Provisions	21	**574**	1,185	**–**	–
Deferred tax liabilities	16(b)	**3,339**	–	**–**	–
Total non–current liabilities		**1,108,078**	1,027,352	**1,123,943**	1,026,167
Total liabilities		**1,294,883**	1,205,942	**1,255,738**	1,200,027
Net assets		**1,294,211**	1,263,998	**1,233,618**	1,203,631
Equity					
Contributed equity	22	**105,382**	104,370	**1,277,443**	1,267,748
Reserves	23	**11,458**	5,929	**607**	–
Retained earnings/(accumulated losses)		**(52,314)**	(44,176)	**(50,062)**	(70,430)
Equity attributable to shareholders/unitholders		**64,526**	66,123	**1,227,988**	1,197,318
Non-controlling interests					
Trust unitholders	24	**1,229,685**	1,197,875	**–**	–
Non-controlling interests	24	**–**	–	**5,630**	6,313
Total equity		**1,294,211**	1,263,998	**1,233,618**	1,203,631

The above consolidated balance sheets should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the year ended 30 June 2015

Cromwell	Notes	Attributable to Equity Holders of the Company				Non-controlling Interest (Trust)	Total Equity
		Contributed Equity	Other Reserves	Accumulated Losses	Total		
		$'000	$'000	$'000	$'000	$'000	$'000
Balance at 1 July 2014		**104,370**	**5,929**	**(44,176)**	**66,123**	**1,197,875**	**1,263,998**
Profit for the year		–	–	(8,138)	(8,138)	156,901	148,763
Other comprehensive income		–	4,530	–	4,530	1,747	6,277
Total comprehensive income		**–**	**4,530**	**(8,138)**	**(3,608)**	**158,648**	**155,040**
Transactions with equity holders in their capacity as equity holders:							
Contributions of equity, net of transaction costs	22	1,012	–	–	1,012	9,695	10,707
Dividends/distributions paid/payable	5	–	–	–	–	(136,533)	(136,533)
Employee performance rights	28(c)	–	999	–	999	–	999
Total transactions with equity holders		**1,012**	**999**	**–**	**2,011**	**(126,838)**	**(124,827)**
Balance at 30 June 2015		**105,382**	**11,458**	**(52,314)**	**64,526**	**1,229,685**	**1,294,211**
Balance at 1 July 2013		103,323	5,198	(48,697)	59,824	1,141,028	1,200,852
Profit for the year		–	–	4,521	4,521	177,950	182,471
Other comprehensive income		–	–	–	–	–	–
Total comprehensive income		–	–	4,521	4,521	177,950	182,471
Transactions with equity holders in their capacity as equity holders:							
Contributions of equity, net of transaction costs	22	1,047	–	–	1,047	10,291	11,338
Dividends/distributions paid/payable	5	–	–	–	–	(131,394)	(131,394)
Employee performance rights	28(c)	–	731	–	731	–	731
Total transactions with equity holders		1,047	731	–	1,778	(121,103)	(119,325)
Balance at 30 June 2014		104,370	5,929	(44,176)	66,123	1,197,875	1,263,998

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the year ended 30 June 2015

Trust	Notes	Contributed Equity $'000	Other Reserves $'000	Accumu-lated Losses $'000	Total (CDPT) $'000	Non-controlling Interest $'000	Total Equity $'000
		Attributable to Unit Holders of the CDPT					
Balance at 1 July 2014		**1,267,748**	**–**	**(70,430)**	**1,197,318**	**6,313**	**1,203,631**
Profit for the year		–	–	156,901	156,901	(178)	156,723
Other comprehensive income		–	607	–	607	–	607
Total comprehensive income		**–**	**607**	**156,901**	**157,508**	**(178)**	**157,330**
Transactions with equity holders in their capacity as equity holders:							
Contributions of equity, net of transaction costs	22	**9,695**	**–**	**–**	**9,695**	**–**	**9,695**
Dividends/distributions paid/payable	5	**–**	**–**	**(136,533)**	**(136,533)**	**(505)**	**(137,038)**
Total transactions with equity holders		**9,695**	**–**	**(136,533)**	**(126,838)**	**(505)**	**(127,343)**
Balance at 30 June 2015		**1,277,443**	**607**	**(50,062)**	**1,227,988**	**5,630**	**1,233,618**
Balance at 1 July 2013		1,257,707	–	(116,977)	1,140,730	4,732	1,145,462
Profit for the year		–	–	177,950	177,950	(168)	177,782
Other comprehensive income		–	–	–	–	–	–
Total comprehensive income		–	–	177,950	177,950	(168)	177,782
Transactions with equity holders in their capacity as equity holders:							
Contributions of equity, net of transaction costs	22	10,291	–	–	10,291	2,113	12,404
Redemptions	22	(250)	–	–	(250)	–	(250)
Dividends/distributions paid/payable	5	–	–	(131,403)	(131,403)	(364)	(131,767)
Total transactions with equity holders		10,041	–	(131,403)	(121,362)	1,749	(119,613)
Balance at 30 June 2014		1,267,748	–	(70,430)	1,197,318	6,313	1,203,631

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the year ended 30 June 2015

	Notes	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Cash Flows From Operating Activities					
Receipts in the course of operations		**293,169**	305,414	**261,905**	290,742
Payments in the course of operations		**(104,261)**	(92,377)	**(76,969)**	(83,299)
Distributions received		**8,643**	2,763	**6,507**	2,763
Interest received		**5,325**	4,496	**4,062**	2,986
Finance costs paid		**(56,628)**	(72,032)	**(56,672)**	(72,032)
Income tax paid		**(2,003)**	(640)	**–**	–
Net cash provided by operating activities	31	**144,245**	147,624	**138,833**	141,160
Cash Flows From Investing Activities					
Payments for investment properties		**(62,883)**	(69,126)	**(62,883)**	(69,126)
Proceeds from sale of investment properties		**206,931**	253,161	**206,931**	253,161
Payments for property, plant and equipment		**(1,532)**	(1,368)	**–**	–
Net inflow of cash on acquisition of controlled entity	4(b)	**(198,724)**	–	**–**	–
Payments for investments at fair value through profit or loss		**(4,275)**	(7,310)	**(3,503)**	(7,310)
Proceeds from sale of investments at fair value through profit or loss		**12,408**	4,318	**12,408**	4,318
Payments for equity accounted investments		**–**	(82,228)	**–**	(77,632)
Proceeds from adjustments to equity accounted investments acquisitions		**385**	–	**–**	–
Payments for intangible assets		**(683)**	(502)	**–**	–
Loans to related entities and directors		**(667)**	(39,189)	**(211,345)**	(39,189)
Repayment of loans by related entities and directors		**78**	39,189	**–**	39,189
Payment of business combination costs		**(2,441)**	–	**–**	–
Net cash provided by/(used in) investing activities		**(51,403)**	96,945	**(58,392)**	103,411
Cash Flows From Financing Activities					
Proceeds from borrowings		**220,070**	1,044,965	**220,070**	1,044,965
Repayment of borrowings		**(166,500)**	(1,173,043)	**(166,500)**	(1,173,043)
Payment of loan transaction costs		**(6,167)**	(6,953)	**(2,142)**	(6,953)
Proceeds from issue of stapled securities/units		**1,053**	993	**953**	900
Proceeds from issue of units by subsidiary		**–**	–	**–**	2,113
Equity issue transaction costs		**(49)**	(550)	**(27)**	(518)
Redemption of units		**–**	–	**–**	(250)
Payment of dividends/distributions		**(125,599)**	(118,094)	**(126,881)**	(119,460)
Payment for derivative financial instruments		**(16,900)**	–	**(16,900)**	–
Net cash (used in)/provided by financing activities		**(94,092)**	(252,682)	**(91,427)**	(252,246)
Net (decrease)/increase in cash and cash equivalents		**(1,250)**	(8,113)	**(10,986)**	(7,675)
Cash and cash equivalents at 1 July		**117,820**	125,933	**67,451**	75,126
Effects of exchange rate changes on cash and cash equivalents		**(7,617)**	–	**(7,906)**	–
Cash and cash equivalents at 30 June		**108,963**	117,820	**48,559**	67,451

The above consolidated statements of cash flows should be read in conjunction with the accompanying notes.

1. Summary of Significant Accounting Policies

Cromwell Property Group ("Cromwell") was formed by the stapling of Cromwell Corporation Limited (the "Company") and its controlled entities, and Cromwell Diversified Property Trust ("CDPT") and its controlled entities (the "Trust"). The Financial Reports of Cromwell and the Trust have been presented jointly in accordance with ASIC Class Order 13/1050 relating to combining accounts under stapling and for the purpose of fulfilling the requirements of the Australian Securities Exchange.

Cromwell was established for the purpose of facilitating a joint quotation of the Company and the Trust on the Australian Securities Exchange. The constitutions of the Trust and the Company ensure that, for so long as the two entities remain jointly quoted, the number of units in the Trust and the number of shares in the Company shall be equal and the unitholders and shareholders are identical. Both the Responsible Entity of the Trust and the Company must at all time act in the best interests of Cromwell.

To account for the stapling, Australian Accounting Standards require an acquirer (Cromwell Corporation Limited) to be identified and an acquisition to be recognised. The net assets and net profit of the acquiree (the Trust and its controlled entities) are recognised as non-controlling interest as they are not owned by the acquirer in the stapling arrangement.

The stapling arrangement will cease upon the earliest of either the winding up of the Company or the Trust.

The principal accounting polices adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(A) BASIS OF PREPARATION

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (including Australian Accounting Interpretations) adopted by the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*. Cromwell and the Trust are for-profit entities for the purpose of preparing the financial statements.

Compliance with IFRS

The financial report complies with the International Financial Reporting Standards (IFRS) and interpretations adopted by the International Accounting Standards Board.

Historical cost convention

The financial report is prepared on the historical cost basis except for the following:

- investment properties are measured at fair value;
- derivative financial instruments are measured at fair value; and
- investments at fair value through profit or loss are measured at fair value.

(B) PRINCIPLES OF CONSOLIDATION

Stapling

The stapling of the Company and CDPT was approved at separate meetings of the respective shareholders and unitholders on 6 December 2006. Following approval of the stapling, shares in the Company and units in the Trust were stapled to one another and are quoted as a single security on the Australian Securities Exchange.

Australian Accounting Standards require an acquirer to be identified and an in-substance acquisition to be recognised. In relation to the stapling of the Company and CDPT, the Company is identified as having acquired control over the assets of CDPT. To recognise the in-substance acquisition, the following accounting principles have been applied:

(1) no goodwill is recognised on acquisition of the Trust because no direct ownership interest was acquired by the Company in the Trust;
(2) the equity issued by the Company to unitholders to give effect to the transaction is recognised at the dollar value of the consideration payable by the unitholders. This is because the issue of shares by the Company was administrative in nature rather than for the purposes of the Company acquiring an ownership interest in the Trust; and
(3) the issued units of the Trust are not owned by the Company and are presented as non-controlling interests in Cromwell notwithstanding that the unitholders are also the shareholders by virtue of the stapling arrangement. Accordingly, the equity in the net assets of the Trust and the profit/(loss) arising from these net assets have been separately identified in the statement of comprehensive income and the balance sheet.

The Trust's contributed equity and retained earnings/accumulated losses are shown as a non-controlling interest in this Financial Report in accordance with AASB 3 *Business Combinations*. Even though the interests of the equity holders of the identified acquiree (the Trust) are treated as non-controlling interests the equity holders of the acquiree are also equity holders in the acquirer (the Company) by virtue of the stapling arrangement.

Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries as at 30 June 2015 and the results of all subsidiaries for the year then ended.

Subsidiaries are entities controlled by Cromwell. Control exists when Cromwell is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The acquisition method of accounting is used to account for the business combinations by Cromwell (refer to note 1(C)).

Inter-entity transactions, balances and unrealised gains on transactions between Cromwell entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by Cromwell.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the statement of comprehensive income and the balance sheet respectively.

Investments in subsidiaries are accounted for at cost in the individual financial statements of the Company. A list of subsidiaries appears in note 33 to the consolidated financial statements.

Associates

Associates are all entities over which Cromwell has significant influence but not control, generally accompanying a holding of between 20% and 50% of the voting rights. Investments in associates are accounted for in Cromwell's financial statements using the equity method of accounting, after initially being recognised at cost. Cromwell's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

Cromwell's share of its associates' post-acquisition profits or losses is recognised in profit or loss and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividends or distributions receivable from associates are recognised in Cromwell's financial statements as a reduction of the carrying amount of the investment.

When Cromwell's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, Cromwell does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. Unrealised gains on transactions between Cromwell and its associates are eliminated to the extent of Cromwell's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by Cromwell.

Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

Interests in joint venture entities are accounted for in Cromwell's financial statements using the equity method. Under the equity method, the share of the profits or losses of the joint venture entity is recognised in profit or loss, and the share of movements in reserves is recognised in reserves.

Profits or losses on transactions establishing the joint venture entity and transactions with the joint venture are eliminated to the extent of Cromwell's ownership interest until such time as they are realised by the joint venture entity on consumption or sale, unless they relate to an unrealised loss that provides evidence of the impairment of an asset transferred.

Where relevant, Cromwell recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses, and these are incorporated in the financial statements under the appropriate headings.

(C) BUSINESS COMBINATIONS

The acquisition method of accounting is used to account for all business combinations regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by Cromwell. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, Cromwell recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of Cromwell's share of the net identifiable assets acquired are recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

(D) FOREIGN CURRENCY TRANSLATION

Functional and presentation currency

Items included in the financial statements of each of the Cromwell's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Australian dollars, which is the Company's and the Trust's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income, except when they are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in the income statement, within finance costs. All other foreign exchange gains and losses are presented in the income statement on a net basis.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

Foreign operations

Subsidiaries, joint arrangements and associates that have functional currencies different from the presentation currency translate their income statement items using the average exchange rate for the year. Assets and liabilities are translated using exchange rates prevailing at balance date. Exchange variations resulting from the retranslation at closing rate of the net investment in foreign operations, together with their differences between their income statement items translated at average rates and closing rates, are recognised in the foreign currency translation reserve. For the purpose of foreign currency translation, the net investment in a foreign operation is determined inclusive of foreign currency intercompany balances. The balance of the foreign currency translation reserve relating to a foreign operation that is disposed of, or partially disposed of, is recognised in the statement of comprehensive income at the time of disposal.

At balance date, the spot and average rates used were:

	Spot rate		Average rate	
	2015	2014	2015	2014
Euro	**0.69**	Not applicable	**0.70**	Not applicable
NZ Dollar	**1.13**	1.08	**1.08**	1.09

(E) REVENUE RECOGNITION

Rental revenue

Rental revenue from investment property is recognised on a straight-line basis over the lease term. Rental revenue not received at reporting date is reflected in the balance sheet as a receivable or if paid in advance, as unearned income. Lease incentives granted are considered an integral part of the total rental revenue and are recognised as a reduction in rental income over the term of the lease, on a straight-line basis. Contingent rents based on the future amount of a factor that changes other than with the passage of time, including turnover rents and CPI linked rental increases, are only recognised when contractually due.

Funds management revenue

Funds management revenue includes equity raising fees, loan establishment fees, acquisition fees as well as property management fees and fund administration fees. Revenue is recognised proportionally to the rendering of the respective service provided. Performance fees are only recognised when the outcome can be reliably measured.

Interest revenue

Interest revenue is recognised as it accrues using the effective interest method.

Dividend and distribution revenue

Revenue from dividends and distributions are recognised when declared.

(F) INCOME TAX

Under current income tax legislation the Trust is not liable to pay tax provided its taxable income and taxable realised capital gains are distributed to unitholders. The liability for capital gains tax that may arise if the properties were sold is not accounted for in this report.

Cromwell's income tax expense for the period is the tax payable on the current period's taxable income adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Current and deferred tax balances attributable to amounts recognised in other comprehensive income or directly in equity are also recognised in other comprehensive income or directly in equity.

Tax consolidation

The Company and its wholly-owned entities (this excludes the Trust and its controlled entities) have formed a tax-consolidated group with effect from 1 July 2003 and are, therefore, taxed as a single entity from that date. The head entity within the tax-consolidated group is Cromwell Corporation Limited.

Current tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group, using the 'separate taxpayer within group' approach by reference to the carrying amounts of assets and liabilities in the separate financial statements of each entity and the tax values applying under tax consolidation.

Any current tax liabilities or assets and deferred tax assets arising from unused tax losses of the subsidiaries are assumed by the head entity in the tax-consolidated group and are recognised as amounts payable (receivable) to (from) other entities in the tax-consolidated group in conjunction with any tax funding arrangement amounts referred to in the following section. Any difference between these amounts is recognised by the Company as an equity contribution or distribution.

The Company recognises deferred tax assets arising from unused tax losses of the tax-consolidated group to the extent that it is probable that future taxable profits of the tax-consolidated group will be available against which the asset can be utilised. Any subsequent period adjustment to deferred tax assets arising from unused tax losses, as a result of revised assessments of the probability of recoverability, is recognised by the head entity only.

Nature of tax funding arrangements and tax sharing arrangements

The head entity, in conjunction with other members of the tax-consolidated group, has entered into a tax funding arrangement, which sets out the funding obligations of members of the tax-consolidated group in respect of tax amounts. The tax funding arrangements require payments to/from the head entity equal to the current tax liability (asset) assumed by the head entity and any tax-loss deferred tax asset assumed by the head entity, resulting in the head entity recognising an inter-entity receivable (payable) equal in amount to the tax liability (asset) assumed. The inter-entity receivable (payable) is at call.

Contributions to fund the current tax liabilities are payable as per the tax funding arrangement and reflect the timing of the head entity's obligation to make payments for tax liabilities to the relevant tax authorities.

The head entity, in conjunction with other members of the tax-consolidated group, has also entered into a tax sharing agreement. The tax sharing agreement provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. No amounts have been recognised in the financial statements in respect of this agreement, as payment of any amounts under the tax sharing agreement is considered remote.

(G) CASH AND CASH EQUIVALENTS

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(H) TRADE AND OTHER RECEIVABLES

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment of receivables. Receivables relating to operating leases of investment properties are due on the first day of each month, payable in advance.

Collectability of trade and other receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for impairment of receivables is established when there is objective evidence that Cromwell may not be able to collect all amounts due according to the original terms of trade and other receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term trade and other receivables are not discounted if the effect of discounting is immaterial. The amount of the provision is recognised in profit or loss.

(I) INVENTORIES

Land held for development and resale is stated at the lower of cost and net realisable value. Cost is assigned by specific identification and includes the cost of acquisition and development and borrowing costs during development. When development is completed borrowing costs and other holding charges are expensed as incurred.

(J) INVESTMENT PROPERTIES

Investment property is property which is held either to earn rental income or for capital appreciation or both and includes property that is being constructed or developed for future use as investment property. Initially, investment property is measured at cost including transaction costs.

Investment property is subsequently measured at fair value, with any change therein recognised in profit or loss.

Fair value is based upon active market prices, given the assets highest and best use, adjusted if necessary, for any difference in the nature, location or condition of the relevant asset. If this information is not available, Cromwell uses alternative valuation methods such as discounted cash flow projections or the capitalised earnings approach. The highest and best use of an investment property refers to the use of the investment property by market participants that would maximise the value of that investment property.

The carrying value of the investment property includes components relating to lease incentives and other items relating to the maintenance of, or increases in, lease rentals in future periods.

(K) NON-CURRENT ASSETS HELD FOR SALE

Non-current assets are classified as held for sale if their carrying amount will be recovered through sale rather than through continuing use. Immediately before classification as held for sale assets, these assets are remeasured in accordance with Cromwell's other accounting policies. Thereafter, the assets are generally measured at the lower of their carrying amount and fair value less costs to sell, except for investment property that is carried at fair value. Non-current assets held for sale are presented separately from other assets in the balance sheet.

(L) LEASE INCENTIVES

Lessees may be offered incentives as an inducement to enter into non-cancellable operating leases. These incentives may take various forms including up front cash payments, rent free periods, or a contribution to certain lessee costs such as fit out costs or relocation costs. They are recognised as an asset in the balance sheet as a component of the carrying amount of investment property and amortised over the lease period as a reduction of rental income.

(M) INITIAL DIRECT LEASING COSTS

Initial direct leasing costs incurred by Cromwell in negotiating and arranging operating leases are recognised as an asset in the balance sheet as a component of the carrying amount of investment property and are amortised as an expense on a straight line basis over the lease term.

(N) INVESTMENTS AND OTHER FINANCIAL ASSETS

Cromwell classifies its investments as either financial assets at fair value through profit or loss or available for sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading which are acquired principally for the purpose of selling in the short term with the intention of making a profit. Derivatives are also categorised as held for trading unless they are designated as hedges. Financial assets at fair value through profit or loss also include financial assets which upon initial recognition are designated as such.

Available-for-sale financial assets

Available-for-sale financial assets are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance date.

Regular purchases and sales of investments are recognised on trade date – the date on which Cromwell commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in profit or loss. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and Cromwell has transferred substantially all the risks and rewards of ownership.

Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category, including interest and dividend income, are presented in profit or loss in the period in which they arise. Changes in the fair value of securities classified as available-for-sale are recognised in other comprehensive income. When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in other comprehensive income are reclassified to profit or loss as gains or losses from investment securities.

Cromwell assesses at each balance date whether there is objective evidence that a financial asset or group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of a security below its cost is considered in determining whether the security is impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit and loss – is reclassified from equity and recognised in profit or loss as a reclassification adjustment. Impairment losses recognised in profit or loss on equity instruments classified as available for sale are not reversed through profit or loss.

(O) PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to Cromwell and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation is calculated using straight-line and diminishing value methods to allocate cost of assets, net of their residual values, over their estimated useful lives, as follows:

Class	Rate
Plant and equipment	10-67%
Furniture and fittings	18%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 1(Q)).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

(P) INTANGIBLE ASSETS

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates and adjusted on a prospective basis. The amortisation expense on intangible assets with finite lives is recognised in profit or loss.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Cromwell carries the following intangible assets:

- Goodwill
- Funds management rights
- Software

Goodwill has an indefinite useful life and is therefore not amortised. Instead, goodwill is tested annually for impairment. Refer to note 1(Q). Funds management rights are amortised over the length of the contractual rights to which they relate in accordance with forecast cash flows from these rights in the respective period. At balance date the terms of the contracts ranged between three months and 9.5 years. Software is amortised on a straight-line basis over three years.

(Q) IMPAIRMENT OF ASSETS

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

At each reporting date, and whenever events or changes in circumstances occur, Cromwell assesses whether there is any indication that any other asset may be impaired. Where an indicator of impairment exists, Cromwell makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and an impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash generating units). Assets other than goodwill that suffer impairment are reviewed for possible reversal of the impairment at each reporting date.

(R) DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured to fair value at balance date. Derivatives are carried as assets when their fair value is positive and as liabilities when their fair value is negative.

Cromwell enters into interest rate swap agreements that are used to convert certain variable interest rate borrowings to fixed interest rates. The derivatives are entered into with the objective of hedging the risk of adverse interest rate fluctuations. While Cromwell has determined that these arrangements are economically effective, they have not satisfied the documentation, designation and effectiveness tests required by accounting standards. As a result, they do not qualify for hedge accounting and gains or losses arising from changes in fair value are recognised immediately in profit or loss.

(S) TRADE AND OTHER PAYABLES

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost. These amounts represent liabilities for goods and services provided to Cromwell prior to the end of the year and which are unpaid. The amounts are usually unsecured and paid within 30-60 days of recognition.

(T) BORROWINGS AND BORROWING COSTS

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost using the effective interest rate method. Under this method fees, costs, discounts and premiums directly related to the financial liability are spread over its expected life. Borrowings are classified as current liabilities unless Cromwell has an unconditional right to defer settlement of the liability for at least 12 months after the balance date.

The fair value of the borrowing portion of a convertible bond is determined using a market interest rate for an equivalent non-convertible bond. This amount is recorded as a borrowing liability on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the derivative conversion feature. This is recognised as a financial liability if the convertible bond does not meet the "fixed-for-fixed" rule contained in AASB 132 *Financial Instruments: Presentation*, otherwise it is included in shareholders' equity.

Borrowing costs incurred for the construction of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed. Where funds are borrowed specifically for the acquisition, construction or production of a qualifying asset the amount of borrowing costs capitalised is the actual borrowing costs incurred on that borrowing net of any interest earned on those borrowings. Where funds are borrowed generally the capitalisation rate used to determine the amount of borrowing costs to capitalise is the weighted average interest rate applicable to Cromwell's outstanding borrowings during the year.

(U) FINANCIAL GUARANTEE CONTRACTS

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with AASB 137 *Provisions, Contingent Liabilities and Contingent Assets* and the amount initially recognised less any cumulative amortisation.

The fair value of financial guarantees is determined as the present value of the difference in net cash flows between the contractual payments under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations. Where guarantees in relation to loans or other payables of subsidiaries or associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

(V) PROVISIONS

Provisions are recognised when Cromwell has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

(W) EMPLOYEE BENEFITS

Wages and salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits, that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. All other short-term employee benefit obligations are presented as payables.

Long service leave

The liabilities for long service leave and annual leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using relevant discount rates at the end of the reporting period that match, as closely as possible, the estimated future cash outflows. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

Superannuation

Contributions are made by Cromwell to defined contribution superannuation funds and expensed as they become payable.

Security-based payments

The fair value of options and performance rights granted is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options or performance rights.

The fair value at grant date is determined using a pricing model that takes into account the exercise price, the term, the security price at grant date and expected price volatility of the underlying security, the expected distribution yield and the risk free interest rate for the term.

The fair value of the options or performance rights granted is adjusted to reflect the probability of market vesting conditions being met, but excludes the impact of any non market vesting conditions (for example, profitability and sales growth targets). Non market vesting conditions are included in assumptions about the number of options or performance rights that are expected to become exercisable. At each balance date, Cromwell revises its estimate of the number of options or performance rights that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate. The impact of the revision to original estimates, if any, is recognised in profit or loss with a corresponding adjustment to equity.

Bonus plans

Cromwell recognises a liability and an expense for bonuses where contractually obliged or where there is a past practice that has created a constructive obligation.

(X) LEASES (AS LESSEE)

Leases of assets, where Cromwell has substantially all the risks and rewards of ownership, are classified as finance leases. Finance leases are capitalised at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in liabilities. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The depreciable assets acquired under finance leases are depreciated over the estimated useful life of the asset. Where there is no reasonable certainty that the lessee will obtain ownership, the asset is depreciated over the shorter of the lease term and the asset's useful life.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

(Y) CONTRIBUTED EQUITY

Ordinary shares and units are classified as equity. Incremental costs directly attributable to the issue of new shares, units or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity instruments, for example as the result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the securityholders as treasury shares until the securities are cancelled or reissued. Where such ordinary securities are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to securityholders.

(Z) DIVIDENDS/DISTRIBUTIONS

Provision is made for the amount of any dividend/distribution declared, being appropriately authorised and no longer at the discretion of Cromwell, on or before the end of the financial year but not distributed at balance date.

(AA) EARNINGS PER SHARE

Basic earnings per share

Basic earnings per share is calculated by dividing profit/(loss) attributable to equity holders of the Company/CDPT, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(AB) GOODS AND SERVICES TAX

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

(AC) COMPARATIVES

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

(AD) ROUNDING OF AMOUNTS

The Company/CDPT is of a kind referred to in Class Order 98/0100, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the financial report. Amounts in the financial report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, to the nearest dollar.

(AE) NEW ACCOUNTING STANDARDS AND INTERPRETATIONS

(i) New and amended standards adopted

Investment Entities – Amendments to AASB 10, AASB 12 and AASB 127

These amendments provide an exception to the consolidation requirement for entities that meet the definition of an investment entity under AASB 10 *Consolidated Financial Statements* and must be applied retrospectively, subject to certain transition relief. The exception to consolidation requires investment entities to account for subsidiaries at fair value through profit or loss. These amendments have no impact on Cromwell, since no Cromwell entity qualifies to be an investment entity under AASB 10.

AASB Interpretation 21 *Levies*

AASB Interpretation 21 clarifies that an entity recognises a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached. Retrospective application is required for AASB Interpretation 21. This interpretation has no impact on Cromwell as it has applied the recognition principles under AASB 137 *Provisions, Contingent Liabilities and Contingent Assets* consistent with the requirements of AASB Interpretation 21 in prior years.

(ii) New standards and interpretations not yet adopted

Relevant accounting standards and interpretations that have been issued or amended but are not yet effective and have not been adopted for the year are as follows:

Standard/Interpretation	Application date of standard	Application date for Cromwell
AASB 9 *Financial Instruments*	1 Jan 2018	1 Jul 2018
AASB 15 *Revenue from Contracts with Customers*	1 Jan 2018	1 Jul 2018

The Directors anticipate that the adoption of these Standards and Interpretations in future years may have the following impacts:

AASB 9 *Financial Instruments*

AASB 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities and introduces new rules for hedge accounting. In December 2014, the AASB made further changes to the classification and measurement rules and also introduced a new impairment model. These latest amendments now complete the new financial instruments standard.

The new classification, measurement and derecognition rules of AASB 9 may only affect financial assets that are classified as available-for-sale or are designated at fair value through profit or loss and are held both for collecting contractual cash flows and sales integral to achieving the objective of the business model as well as financial liabilities designated at fair value through profit or loss. Cromwell does not carry such financial assets or financial liabilities and therefore the directors do not expect that the new Accounting Standard will have a material impact on Cromwell's accounting for financial assets or financial liabilities.

The new hedging rules align hedge accounting more closely with an entity's risk management practices. As a general rule it will be easier to apply hedge accounting going forward as the standard introduces a more principles-based approach. The new standard also introduces expanded disclosure requirements and changes in presentation. Cromwell currently does not apply hedge accounting. The Directors have not yet assessed whether Cromwell's hedging arrangements would be affected by the new rules. Cromwell intends to adopt the new standard from 1 July 2018.

AASB 15 *Revenue from Contracts with Customers*
The AASB has issued a new standard for the recognition of revenue. This will replace AASB 118 which covers contracts for goods and services and AASB 111 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer – so the notion of control replaces the existing notion of risks and rewards.

The standard introduces a new five-step model to determine when to recognise revenue and at what amount. The area that may be affected by the new rules is funds management revenue, in particular the timing and amount of the recognition of performance fees. At this stage the Directors are not able to estimate the impact of the new rules on Cromwell's financial statements. The directors will make a more detailed assessment of the impact closer to mandatory adoption date. Cromwell intends to adopt the new standard from 1 July 2018.

2. Critical accounting estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis and are based on historical or professional experience and other factors such as expectations about future events. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

The areas that involved a higher degree of judgement or complexity and may need material adjustment if estimates and assumptions made in preparation of these financial statements are incorrect are:
- Fair value of investment property – note 12;
- Impairment and estimated useful life of intangible assets – note 17; and
- Fair value of derivative financial instruments – note 20 and note 26.

Detailed information about each of these estimates and judgements is contained in the respective notes.

3. Segment Information

(A) DESCRIPTION OF SEGMENTS

Cromwell

Cromwell has identified its operating segments based on its internal reports which are regularly reviewed and used by the chief executive officer, the chief operating decision maker of Cromwell, in order to make decisions about resource allocation and to assess the performance of Cromwell.

Property investment

The ownership of investment properties located throughout Australia. This includes investment properties held by the Trust and Cromwell's equity accounted joint venture investment in Cromwell Partners Trust. Property investment is the Trust's only reportable segment.

Property / internal funds management

Property management includes property and facility management, leasing and project management for the Trust and all Cromwell managed investment schemes. Internal funds management includes the management of the Trust.

External funds management - retail

The establishment and management of external funds for retail investors is considered external retail funds management. Cromwell currently manages nine external retail funds with combined assets under management of $1.4 billion as at 30 June 2015 (2014: $1.2 billion). Cromwell's joint venture investments in Oyster Property Funds Limited and Phoenix Portfolios Pty Ltd are also reported as external retail funds management.

External funds management - wholesale

The establishment and management of external funds for wholesale investors is considered external wholesale funds management. Cromwell's main activities in this segment currently comprise the management of Cromwell Partners Trust as well as all activities of Valad Europe which Cromwell acquired on 31 March 2015 (refer note 4) with combined assets under management of $6.0 billion as at 30 June 2015 (2014: $145 million).

Property Development

Property development, including development management, development finance and property development related joint venture activities.

(B) SEGMENT ACCOUNTING POLICIES

(i) Accounting policies

Segment information is prepared in conformity with the accounting policies of Cromwell as disclosed in note 1 and Accounting Standard AASB 8 *Operating Segments.* Segment revenues, expenses, assets and liabilities are those that are directly attributable to a segment and the relevant portion that can be allocated to the segment on a reasonable basis. While most of these assets can be directly attributable to individual segments, the carrying amounts of certain assets used jointly by segments are allocated based on reasonable estimates of usage.

(ii) Inter-segment transactions

Segment revenues, expenses and results include transfers between segments. Such transfers are priced on an "arms-length" basis and are eliminated on consolidation.

(C) RESTATEMENT OF PREVIOUSLY REPORTED SEGMENT INFORMATION

During the year Cromwell changed its internally reported segments which are regularly reviewed and used by the chief executive officer to report retail and wholesale funds management separately. Comparative information for the year ended 30 June 2014 has been re-stated to reflect the new structure.

(D) OPERATING SEGMENTS

2015 Segment results	Property Investment $'000	Property/ Internal Funds Management $'000	Funds Management Retail $'000	Funds Management Wholesale $'000	Property Development $'000	Cromwell $'000
Segment revenue and other income						
Sales – external customers	242,250	4,906	4,871	14,345	–	266,372
Sales – intersegmental	963	17,559	–	–	–	18,522
Operating profit of equity accounted entities	9,666	–	1,193	–	–	10,859
Distributions	–	–	285	2,064	–	2,349
Interest	4,265	1,108	138	41	–	5,552
Other revenue	18	269	–	–	–	287
Total segment revenue and other income	257,162	23,842	6,487	16,450	–	303,941
Segment expenses						
Property expenses and outgoings	39,104	–	–	–	–	39,104
Funds management costs	–	–	1,769	–	–	1,769
Property development costs	–	–	–	–	151	151
Finance costs	57,776	–	–	1,743	–	59,519
Expenses – intersegmental	17,559	852	103	8	–	18,522
Employee benefits expense	–	18,207	2,318	8,217	–	28,742
Administration and overhead costs	1,078	5,978	726	3,417	–	11,199
Total segment expenses	115,517	25,037	4,916	13,385	151	159,006
Income tax expense/(benefit)	–	(588)	164	483	–	59
Segment profit/(loss)[(1)]	141,645	(607)	1,407	2,582	(151)	144,876
Reconciliation to reported profit/(loss)						
Gain on sale of investment properties	1,032	–	–	–	–	1,032
Gain on sale of other assets	–	222	27	2	–	251
Business combination costs	–	–	–	(2,441)	–	(2,441)
Fair value adjustments/(write downs):						
Investment properties	32,446	–	–	–	–	32,446
Derivative financial instruments	(5,521)	–	–	3,713	–	(1,808)
Investments at fair value through profit and loss	–	–	202	(1,440)	–	(1,238)
Equity accounted investments	(2,919)	–	(36)	–	–	(2,955)
Non-cash property investment income/(expense):						
Straight-line lease income	5,508	–	–	–	–	5,508
Lease incentive and lease cost amortisation	(12,963)	–	–	–	–	(12,963)
Other expenses:						
Non-operating finance costs	(2,205)	–	–	(581)	–	(2,786)
Amortisation and depreciation, net of deferred tax expense	–	(912)	(9)	(1,964)	–	(2,885)
Net foreign exchange losses	–	–	–	(7,931)	–	(7,931)
Net tax losses utilised	–	(342)	(1)	–	–	(343)
Total adjustments	15,378	(1,032)	183	(10,642)	–	3,887
Profit/(loss)	157,023	(1,639)	1,590	(8,060)	(151)	148,763

(1) Segment profit/(loss) is based on income and expenses excluding adjustments for unrealised fair value adjustments and write downs, gains or losses on sale of investments, non-cash income and expenses.

2014 Segment results	Property Investment $'000	Property/ Internal Funds Management $'000	Funds Management Retail $'000	Funds Management Wholesale $'000	Property Development $'000	Cromwell $'000
Segment revenue and other income						
Sales – external customers	263,951	1,592	5,482	2,750	–	273,775
Sales – intersegmental	1,073	21,436	–	–	–	22,509
Operating profit of equity accounted entities	4,725	–	306	–	–	5,031
Distributions	–	–	903	–	–	903
Interest	1,659	1,330	1,581	43	–	4,613
Other revenue	1,317	226	–	–	–	1,543
Total segment revenue and other income	272,725	24,584	8,272	2,793	–	308,374
Segment expenses						
Property expenses and outgoings	43,578	–	–	–	–	43,578
Funds management costs	–	–	1,209	–	–	1,209
Property development costs	–	–	–	–	167	167
Finance costs	70,025	–	–	–	–	70,025
Expenses – intersegmental	19,368	2,977	98	8	58	22,509
Employee benefits expense	–	12,826	2,350	324	–	15,500
Administration and overhead costs	1,138	5,545	594	50	–	7,327
Total segment expenses	134,109	21,348	4,251	382	225	160,315
Income tax expense/(benefit)	–	434	564	340	–	1,338
Segment profit/(loss)[1]	138,616	2,802	3,457	2,071	(225)	146,721
Reconciliation to reported profit/(loss)						
Gain on sale of investment properties	3,152	–	–	–	–	3,152
Loss on sale of other assets	–	(501)	(54)	(4)	–	(559)
Fair value adjustments/(write downs):						
Investment properties	46,226	–	–	–	–	46,226
Interest rate derivatives	5,222	–	–	–	–	5,222
Investments at fair value through profit and loss	–	–	85	–	–	85
Equity accounted investments	(7,973)	–	–	–	–	(7,973)
Non-cash property investment						
Straight-line lease income	5,648	–	–	–	–	5,648
Lease incentive and lease cost amortisation	(11,634)	–	–	–	–	(11,634)
Other expenses:						
Non-operating finance costs	(4,025)	–	–	–	–	(4,025)
Amortisation and depreciation	–	(679)	(73)	(6)	–	(758)
Net tax losses utilised	–	119	154	93	–	366
Total adjustments	36,616	(1,061)	112	83	–	35,750
Profit/(loss)	175,232	1,741	3,570	2,153	(225)	182,471

(1) Segment profit/(loss) is based on income and expenses excluding adjustments for unrealised fair value adjustments and write downs, gains or losses on sale of investments, non-cash income and expenses.

2015 Segment assets and liabilities	Property Investment $'000	Property/ Internal Funds Management $'000	Funds Management Retail $'000	Funds Management Wholesale $'000	Property Development $'000	Cromwell $'000
Total assets	**2,271,732**	**46,940**	**13,123**	**254,299**	**3,000**	**2,589,094**
Total liabilities	**1,037,970**	**2,913**	**391**	**253,609**	**–**	**1,294,883**
Other segment information						
Equity accounted investments	**71,557**	**–**	**5,672**	**–**	**–**	**77,229**
Acquisitions of non-current segment assets*						
Investments at fair value through profit or loss	**–**	**–**	**3,503**	**35,972**	**–**	**39,475**
Property, plant and equipment	**–**	**1,354**	**165**	**908**	**–**	**2,427**
Intangible assets	**–**	**604**	**73**	**161,814**	**–**	**162,491**
	–	**1,958**	**3,741**	**198,694**	**–**	**204,393**

2014 Segment assets and liabilities	$'000	$'000	$'000	$'000	$'000	$'000
Total assets	2,393,113	48,681	22,737	2,409	3,000	2,469,940
Total liabilities	1,200,029	4,704	818	344	47	1,205,942
Other segment information						
Equity accounted investments	72,524	–	5,002	–	–	77,526
Acquisitions of non-current segment assets*						
Investment in associates	77,632	–	4,596	–	–	82,228
Investments at fair value through profit or loss	–	–	7,310	–	–	7,310
Property, plant and equipment	–	1,225	131	11	–	1,367
Intangible assets	–	450	48	4	–	502
	77,632	1,675	12,085	15	–	91,407

* For additions to investment property, forming part of the property investment segment, refer to note 12.

Segment revenue and other income reconciles to total revenue and other income as follows:

	2015 $'000	2014 $'000
Total segment revenue and other income	**303,941**	308,374
Reconciliation to reported revenue and other income		
Straight-line lease income	**5,508**	5,648
Lease incentive amortisation	**(11,784)**	(10,180)
Gain on sale of investment property	**1,032**	3,152
Gain on sale of other assets	**251**	–
Fair value net gain from interest rate derivatives	**–**	5,222
Fair value net gain from investment properties	**32,446**	46,226
Fair value net gain from investments at fair value through profit or loss	**–**	85
Share of operating profit of equity accounted entities	**(2,955)**	(5,031)
Intersegmental sales	**(18,522)**	(22,509)
Other	**–**	2,068
Total revenue and other income	**309,917**	333,055

(E) OTHER SEGMENT INFORMATION

(i) Geographic information – revenues from external customers

The revenue information below is based on the locations of the customers.

Geographic location	2015 $'000	2014 $'000
Australia	**269,427**	285,865
United Kingdom and Europe	**15,219**	–
New Zealand	**773**	–
	285,419	285,865

(ii) Geographic information – Non-current operating assets

Non-current assets for the purpose of this disclosure consist of inventories, investment property, property, plant and equipment and intangible assets.

Geographic location	2015 $'000	2014 $'000
Australia	**2,247,249**	2,393,370
United Kingdom and Europe	**165,241**	–
New Zealand	**1,001**	1,434
	2,413,491	2,394,804

(iii) Major customers

Revenue from major customers is outlined below. All form part of the property investment segment.

Major Customer	2015 $'000	2014 $'000
Commonwealth of Australia	**54,323**	43,822
New South Wales State Government	**32,756**	35,722
Qantas Airways Limited	**26,871**	25,435
	113,950	104,979

4. Business Combination

(A) SUMMARY OF ACQUISITION – VALAD EUROPE

On 31 March 2015 the Company acquired 100% of the issued capital of Valad (Europe) Limited and 100% of the partnership interests in Valad Poland Retail LLP and a 6% investment in Parc D'Activité 1 L.P., together referred to as Valad Europe.

Valad Europe is a pan European property funds management business with assets under management (including investment capacity) of approximately €5.3 billion ($7.6 billion) across 24 mandates and funds and 13 geographies. Valad Europe is a successful, value add property funds management platform with scale across a number of geographies and sectors and is complementary to Cromwell's existing fund management operations. The acquisition has furthered Cromwell's strategy to increase the earnings contribution from funds management to approximately 20% of total earnings.

(i) Purchase consideration, net assets acquired and goodwill

	$'000
Purchase consideration:	
Cash paid	206,654
Assets and liabilities recognised as a result of the acquisition:	
Cash and cash equivalents	7,930
Receivables	15,353
Other assets	1,560
Investments at fair value through profit or loss	35,188
Plant and equipment	895
Intangible assets – management rights	18,386
Payables	(11,268)
Employee benefit obligations	(907)
Other provisions	(164)
Deferred tax liability	(3,677)
Other liabilities	(64)
Net identifiable assets acquired	63,232
Add: goodwill	143,422
Net assets acquired	**206,654**

Goodwill is attributable to the senior workforce of the acquired business, including its expertise and industry contacts, potential contractual performance fee revenue from funds under management at the date of acquisition that do not meet the definition of an asset as they are contingent on the future performance of the respective fund, as well as the pipeline of potential contracts with new customers that were under negotiation at the date of acquisition. Goodwill will not be deductible for income tax purposes.

(ii) Acquisition-related costs

Cromwell incurred acquisition related costs of $2,441,000 which have been recognised as business combination costs in Cromwell's consolidated statement of comprehensive income and in investing cash flows in Cromwell's consolidated statement of cash flows.

(iii) Acquired receivables

The fair value of acquired receivables was $15,353,000. The gross contractual amount of the acquired receivables was $15,359,000. A provision for impaired receivables for the difference of $6,000 remains recognised at year end. Refer to note 9.

(iv) Revenue and profit contribution

The acquired business contributed revenues of $15,219,000 and net profit of $2,576,000 to Cromwell for the period from 31 March 2015 to 30 June 2015. If the acquisition had occurred on 1 July 2014 Cromwell's consolidated revenue and other income would have increased by $63,465,000 to $373,387,000 and profit for the year would have increased by $14,154,000 to $162,917,000.

The business combination had no financial impact on the Trust.

(B) PURCHASE CONSIDERATION – CASH OUTFLOW

	Cromwell $'000
Outflow of cash to acquire subsidiary, net of cash acquired:	
Cash consideration	206,654
Less: balances acquired	
Cash at bank	(7,930)
Net cash outflow of cash – investing activities	**198,724**

5. Dividends/Distributions

DIVIDENDS PAID/PAYABLE BY THE COMPANY

There were no dividends paid or payable by the Company in respect of the 2015 and 2014 financial years.

DISTRIBUTIONS PAID/PAYABLE BY CROMWELL

2015 Date Paid	2014 Date Paid	2015 Cents	2014 Cents	2015 $'000	2014 $'000
12 November 2014	13 November 2013	**1.9375¢**	1.8750¢	**33,579**	32,234
11 February 2015	12 February 2014	**1.9375¢**	1.8750¢	**33,622**	32,278
13 May 2015	14 May 2014	**1.9925¢**	1.9375¢	**34,624**	33,416
13 August 2015	14 August 2014	**1.9925¢**	1.9375¢	**34,708**	33,466
		7.8600¢	7.6250¢	**136,533**	131,394

DISTRIBUTIONS PAID/PAYABLE BY THE TRUST

2015 Date Paid	2014 Date Paid	2015 Cents	2014 Cents	2015 $'000	2014 $'000
12 November 2014	13 November 2013	**1.9375¢**	1.8750¢	**33,579**	32,239
11 February 2015	12 February 2014	**1.9375¢**	1.8750¢	**33,622**	32,282
13 May 2015	14 May 2014	**1.9925¢**	1.9375¢	**34,624**	33,416
13 August 2015	14 August 2014	**1.9925¢**	1.9375¢	**34,708**	33,466
		7.8600¢	7.6250¢	**136,533**	131,403

All distributions from Cromwell and the Trust are unfranked. The determination of the Trust's distributable income excludes unrealised gains/(losses) including fair value adjustments to investment properties and interest rate derivatives.

FRANKING CREDITS

	Cromwell	
	2015 $'000	2014 $'000
Franking credits available for subsequent years based on a tax rate of 30% (2014 – 30%)	**3,148**	1,945

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:

- franking credits that will arise/(decrease) from the payment/(receipt) of the amount of the provision/(receivable) for income tax;
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date; and
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date.

6. Auditor's Remuneration

	Cromwell 2015 $	Cromwell 2014 $	Trust 2015 $	Trust 2014 $
During the year the following fees were paid or payable for services provided by the auditor of Cromwell (Pitcher Partners), and non-related audit firms:				
Pitcher Partners				
(i) Audit and other assurance services				
Auditing or reviewing of financial reports	**302,000**	282,000	**200,000**	200,000
Auditing of controlled entities' AFS licences	**5,000**	5,000	**–**	–
Auditing the Trust's compliance plan	**28,000**	28,000	**28,000**	28,000
	335,000	315,000	**228,000**	228,000
(ii) Other Services				
Due diligence services	**400,000**	–	**20,000**	–
Total remuneration of Pitcher Partners	**735,000**	–	**248,000**	–
Non Pitcher Partners audit firms				
(i) Audit and other assurance services				
Auditing of component financial reports	**606,547**	–	**–**	–
	606,547	–	**–**	–
(ii) Other Services				
Tax compliance services	**222,786**	–	**–**	–
International tax advice on acquisitions	**392,857**	–	**–**	–
Total remuneration of non Pitcher Partners audit firms	**1,222,190**	–	**–**	–
Total auditors remuneration	**1,957,190**	315,000	**248,000**	228,000

7. Expenses

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Premises rental – minimum lease payments	**1,377**	488	**–**	–
Finance Costs:				
Total interest	**59,519**	70,025	**59,482**	70,025
Amortisation of borrowing costs	**3,948**	4,025	**2,205**	4,025
Net exchange (gains) / losses on foreign currency borrowings	**(1,560)**	–	**–**	–
Finance costs relating to conversion derivative of convertible bond	**398**	–	**–**	–
Total finance costs	**62,305**	74,050	**61,687**	74,050
Employee Benefits Expense:				
Wages and salaries including on costs	**25,125**	15,676	**–**	–
Contributions to defined contribution superannuation plans	**1,498**	1,031	**–**	–
Equity settled share-based payments	**999**	731	**–**	–
Other employee benefits	**1,120**	238	**–**	–
	28,742	17,676	**–**	–
Less: employee benefits capitalised	**–**	(107)	**–**	–
Total employee benefits expense	**28,742**	17,569	**–**	–
Depreciation/Amortisation:				
Depreciation of plant and equipment	**635**	346	**–**	–
Amortisation of intangibles	**2,691**	412	**–**	–
Total depreciation and amortisation	**3,326**	758	**–**	–

8. Income Tax

(A) INCOME TAX EXPENSE

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Current tax	**297**	1,428	**–**	–
Deferred tax	**(346)**	(455)	**–**	–
Adjustment in relation to prior periods	**10**	(1)	**–**	–
Income tax expense	**(39)**	972	**–**	–
Deferred tax expense			**–**	–
Decrease / (increase) in deferred tax assets (note 16(a))	**95**	(455)	**–**	–
Increase / (decrease) in deferred tax liabilities (note 16(b))	**(441)**	–	**–**	–
Total deferred tax expense	**(346)**	(455)	**–**	–

(B) NUMERICAL RECONCILIATION OF INCOME TAX EXPENSE TO PRIMA FACIE TAX

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Profit before income tax	**148,724**	183,443	**–**	–
Tax at the Australian tax rate of 30% (2014: 30%)	**44,617**	55,033	**–**	–
Tax effect of amounts which are not deductible/ (taxable) in calculating taxable income:				
Trust income	**(45,360)**	(53,128)	**–**	–
Non-deductible expenses	**971**	(18)	**–**	–
Change in tax losses recognised	**(504)**	(914)	**–**	–
Difference in overseas tax rate	**225**	–	**–**	–
Adjustment in relation to prior periods	**12**	(1)	**–**	–
Income tax expense	**(39)**	972	**–**	–

(C) AMOUNTS RECOGNISED DIRECTLY IN EQUITY

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Aggregate current and deferred tax arising in the reporting period and not recognised in net profit or loss or other comprehensive income but directly debited or credited to equity:				
Current tax – equity issue transactions costs	**5**	13	**–**	–

(D) UNRECOGNISED DEFERRED TAX ASSETS

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Deferred tax assets have not been recognised in respect of the following items:				
Tax losses	**25,053**	20,998	**–**	–

The tax losses do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of certain tax losses (both revenue and capital) because it is not probable that future taxable profit will be available against which the consolidated entity can utilise the benefits from the deferred tax assets. All unused tax losses were incurred by Australian entities.

9. Trade and Other Receivables

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Current:				
Trade and other receivables	**18,973**	5,057	**4,743**	2,336
Provision for impairment of trade debtors	**(472)**	(355)	**(466)**	(355)
Receivables – current	**18,501**	4,702	**4,277**	1,981
Non-current:				
Loan – Director (i)	**588**	–	**–**	–
Trust loans – related parties (ii)	**–**	–	**217,623**	–
Receivables – non-current	**588**	–	**217,623**	–

Trade debtors mainly comprises of amounts owing by tenants of Cromwell and the Trust's investment properties and recoverable costs owed by external managed investment schemes. These amounts are usually non-interest bearing, unsecured and payable on no more than 30 day terms.

(A) LOANS – RELATED PARTIES

(i) Loan - Director

During the year, Cromwell provided a loan of $667,000 to Mr. Paul Weightman, a director of the Company, for the exercise of employee options under Cromwell's Performance Rights Plan. The loan is a three year, limited recourse, interest free facility. At balance date $588,000 remained outstanding on the loan.

(ii) Trust loans – related parties

During the year a subsidiary of the Trust issued a €150 million convertible bond (refer to note 19 for further details of the convertible bond). Substantially all of the proceeds were on-lent to the ultimate parent entity of the Trust, Cromwell Corporation Limited or its subsidiaries ("CCL"). The proceeds of the loans from the Trust (the "Trust loans") were used by CCL to acquire Valad Europe (refer note 4).
The Trust loans to CCL consist of three facilities as follows:

Unsecured loan

The Trust provided CCL a loan facility on 31 March 2015 for €107,558,000 ($156,652,000). At balance date the facility was fully drawn. The Euro denominated loan facility is unsecured and carries an interest rate of 2.5%. The loan expires in February 2020.

Redeemable preference shares

On 31 March 2015 the Trust subscribed to redeemable preference shares ("RPS") issued by a subsidiary of the Company. The total subscription amount was €27,476,000 ($40,017,000). The RPS are redeemable at the election of the Trust on 31 December 2025 and cannot be converted into ordinary share capital of the issuing company. The RPS rank above ordinary share capital upon winding up of the issuing company up to the paid up sum. The RPS are considered debt for accounting purposes and are carried as a receivable in the Trust's financial statements. There are no mandatory dividends payable by the issuing company on the RPS.

Senior debt facility

A subsidiary of the Trust provided a loan facility on 31 March 2015 for €14,387,000 ($20,954,000) to a subsidiary of CCL. At balance date the facility was fully drawn. The Euro denominated loan facility is unsecured and carries an interest rate of 2%. The loan expires in February 2020.

(iii) Other loans

Loan – Cromwell Property Trust 12

The Cromwell Property Trust 12 ("C12"), ARSN 166 216 995, is an unlisted multi-property trust. Cromwell Funds Management Limited ("CFM"), a subsidiary of the Company, has acted as responsible entity since C12's inception. Cromwell and the Trust have provided a loan facility of $50,000,000 to C12, which is unsecured, to enable the acquisition of the buildings and provide funding for initial construction. During the prior year the facility was drawn to a maximum $37,189,000, but repaid in full by 30 June 2014. While the loan was drawn down Cromwell and the Trust earned a return equivalent to the C12 distribution rate of 7.75%.

Loan – Oyster Property Funds Limited

The Trust provided a number of short-term loan facilities to Cromwell's joint venture Oyster Property Funds Limited ("Oyster"). There are no amounts outstanding at balance date from Oyster.

Loan – Cromwell Box Hill Trust

The Cromwell Box Hill Trust ("BHT") ARSN 161 394 243, is an unlisted single property trust. CFM has acted as responsible entity since BHT's inception. Cromwell and the Trust have provided a loan facility of $25,000,000 to BHT, which is unsecured, to enable the acquisition of the land and provide funding for initial construction. During the prior year the facility was drawn for a short term to a maximum of $2,000,000, but repaid in full by 30 June 2014. While the loan was drawn down Cromwell and the Trust earned a return equivalent to the BHT distribution rate of 7.75%.

(B) PAST DUE BUT NOT IMPAIRED RECEIVABLES

At balance date, Cromwell and the Trust had $1,141,000 (2014: $1,060,000) of trade and other receivables which were past due but not impaired which relate to a number of tenants for whom there is no recent history of default. The ageing analysis of receivables past due at balance date but not impaired is as follows.

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
1 to 3 months	**1,141**	1,060	**1,141**	1,060

(C) IMPAIRED RECEIVABLES

As at 30 June 2015 $472,000 (2014: $355,000) receivables of Cromwell and $466,000 (2014: $355,000) of the Trust were impaired. The ageing analysis of impaired receivables is as follows:

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
1 to 3 months	**236**	355	**236**	355
3 to 6 months	**6**	–	**–**	–
Over 6 months	**230**	–	**230**	–
Total impaired receivables	**472**	355	**466**	355

Movements in the provision for impairment of receivables are as follows:

Balance at 1 July	**355**	–	**355**	–
Provision for impairment recognised during the year	**236**	355	**236**	355
Provision for impairment utilised in respect of non-recovered amount	**(125)**	–	**(125)**	–
Acquired on business combination (note 4(a)(iii))	**6**	–	**–**	–
Balance at 30 June	**472**	355	**466**	355

Movements in the provision for impaired receivables are included in property expenses and outgoings in the statement of comprehensive income.

10. Other Financial Assets

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Restricted cash	**23,793**	–	**–**	–

Pursuant to the Share Purchase Agreement to acquire Valad Europe (refer note 4) the portion of the cash consideration paid to acquire the interests of two executives of Valad Europe, being €16,336,000 ($23,793,000), was lent back to Cromwell via loan notes for a period of 6 months. The loan notes represent the remaining cash consideration payable. For further details about the loan notes refer to note 19. The remaining cash consideration payable is being held in a separate deposit account and is considered not available for Cromwell's use.

11. Inventories

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Non-current:				
Land held for development and resale (net realisable value)	**3,000**	3,000	**–**	–
Inventories	**3,000**	3,000	**–**	–

12.Investment Properties

	Title	Independent valuation date	Independent valuation 2015 $'000	Independent valuation 2014 $'000	Carrying amount 2015 $'000	Carrying amount 2014 $'000	Fair value adjustment 2015 $'000	Fair value adjustment 2014 $'000
200 Mary Street, QLD	(3)	Jun 2015	**70,500**	74,500	**70,500**	74,500	**(7,718)**	(7,918)
Terrace Office Park, QLD	(3)	Dec 2014	**22,000**	23,500	**22,000**	23,500	**(2,495)**	(3,017)
Oracle Building, ACT	(4)	Jun 2015	**28,100**	29,400	**28,100**	29,400	**(812)**	136
Henry Waymouth Centre, SA	(3)	Jun 2015	**62,100**	47,500	**62,100**	47,500	**5,894**	4,885
Village Cinemas, VIC	(3)	Dec 2014	**14,250**	14,000	**14,500**	14,500	**23**	590
Vodafone Call Centre, TAS	(3)	Jun 2015	**5,000**	14,300	**5,000**	14,000	**(8,785)**	(893)
Regent Cinema Centre, NSW	(3)	Dec 2014	**13,700**	14,300	**14,350**	13,600	**756**	8
700 Collins Street, VIC	(3)	Dec 2014	**175,000**	172,250	**195,000**	171,000	**3,355**	(617)
19 National Circuit, ACT	(4)	Jun 2015	**28,500**	31,000	**28,500**	31,000	**(2,346)**	1,405
475 Victoria Avenue, NSW	(3)	Jun 2015	**142,000**	132,000	**142,000**	132,000	**11,559**	(2,297)
Synergy, QLD	(3)	Dec 2014	**71,000**	72,000	**70,000**	72,000	**(301)**	(95)
Tuggeranong Office Park, ACT[1]	(4)	Jun 2015	**107,000**	155,000	**109,298**	140,000	**(33,042)**	(15,303)
TGA Complex, ACT	(4)	Jun 2015	**51,000**	64,000	**51,000**	64,000	**(14,266)**	(4,956)
321 Exhibition Street, VIC	(4)	SOLD	**–**	205,920	**–**	205,920	**–**	25,065
203 Coward Street, NSW	(4)	Dec 2014	**345,000**	320,000	**353,000**	335,000	**11,629**	16,140
HQ North, QLD	(3)	Jun 2015	**200,000**	197,500	**200,000**	197,500	**1,921**	(3,564)
Bundall Corporate Centre, QLD	(3)	Dec 2014	**71,000**	70,000	**71,000**	70,000	**20**	(1,802)
43 Bridge Street, NSW[2]	(3)	Dec 2013	**–**	31,600	**–**	31,600	**5,214**	(283)
13 Keltie Street, ACT	(4)	Jun 2015	**53,600**	43,500	**53,600**	43,500	**2,091**	(19,202)
Sturton Road, SA	(3)	Dec 2014	**1,800**	2,100	**1,800**	2,100	**(300)**	(375)
147-163 Charlotte Street, QLD	(3)	Jun 2015	**35,000**	28,500	**35,000**	28,500	**6,463**	(501)
146-160 Mary Street, QLD	(3)	Jun 2015	**39,500**	36,000	**39,500**	36,000	**3,462**	(6)
4-6 Bligh Street, NSW	(3)	Dec 2014	**62,000**	56,000	**67,400**	59,000	**8,370**	5,307
117 Bull Street, NSW	(3)	Jun 2015	**18,500**	16,700	**18,500**	16,700	**1,591**	1,996
11 Farrer Place, NSW	(3)	Jun 2015	**24,700**	23,900	**24,700**	23,900	**800**	1,294
207 Kent Street, NSW	(3)	Jun 2015	**200,000**	174,000	**200,000**	174,000	**16,113**	34,307
84 Crown Street, NSW	(3)	Jun 2015	**29,200**	26,500	**29,200**	26,500	**2,278**	2,586
2-24 Rawson Place, NSW	(3)	Dec 2014	**158,000**	135,000	**162,500**	141,000	**19,722**	10,833
2-6 Station Street, NSW	(3)	Jun 2015	**32,500**	31,250	**32,500**	31,250	**1,250**	2,503
Total investment properties			**2,060,950**	2,242,220	**2,101,048**	2,249,470	**32,446**	46,226

(1) The carrying amount includes construction cost incurred to date of a 2nd commercial building which is currently being constructed on surplus land.
(2) Transferred to investment property held for sale. Refer note 12(f).
(3) Freehold
(4) Leasehold

(A) MOVEMENT IN INVESTMENT PROPERTIES

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Balance at 1 July	**2,249,470**	2,396,000	**2,249,470**	2,396,000
Additions[1]	**8,010**	–	**8,010**	–
Capital Works				
Property improvements	**16,496**	44,484	**16,496**	44,484
Lifecycle	**6,817**	6,828	**6,817**	6,828
Disposals	**(205,849)**	(250,009)	**(205,849)**	(250,009)
Transferred to held for sale	**(36,600)**	–	**(36,600)**	–
Straight-lining of rental income	**5,508**	5,648	**5,508**	5,648
Lease costs and incentives	**37,713**	11,927	**37,713**	11,927
Amortisation of lease costs and incentives	**(12,963)**	(11,634)	**(12,963)**	(11,634)
Net gain/(loss) from fair value adjustments	**32,446**	46,226	**32,446**	46,226
Balance at 30 June	**2,101,048**	2,249,470	**2,101,048**	2,249,470

(1) Cromwell acquired a largely vacant property adjoining to its 13 Keltie Street, ACT investment property earmarked to be redeveloped into car park space for 13 Keltie Street. The acquisition price of $8,010,000 included $410,000 transaction costs.

(B) FAIR VALUE MEASUREMENT

Cromwell's investment properties, with an aggregate carrying amount of $2,101,048,000, are measured using the fair value model as described in AASB 140 *Investment Property* and note 1(J).

The highest and best use of each investment property is taken into consideration when determining their fair values. The highest and best use of an investment property refers to the use of the investment property by a market participant that would maximise the value of that property. With respect to Cromwell's investment properties, the current use is considered to be the highest and best use. Within this construct, fair value is determined within a range of reasonable estimates utilising both capitalisation of net market income and discounted future cash flow methodologies and comparing the results to market sales evidence.

The most appropriate evidence of fair value is given by current prices in an active market for a similar property in the same location and condition and subject to similar leases. Where sufficient market information is not available, or to supplement this information, management considers other relevant information including:

- Current prices for properties of a different nature, condition or location, adjusted to reflect those differences;
- Recent prices of similar properties in a less active market, with adjustments to reflect changes in economic conditions or other factors;
- Capitalised income calculations based on an assessment of current net market income for that property or other similar properties, a capitalisation rate taking into account market evidence for similar properties and adjustments for any differences between market rents and contracted rents over the term of existing leases and deductions for short term vacancy or lease expiries, incentive costs and capital expenditure requirements; and
- Discounted cash flow forecasts including estimates of future cash flows based on current leases in place for that property, historical operating expenses, reasonable estimates of current and future rents and operating expenses based on external and internal assessments and using discount rates that appropriately reflect the degree of uncertainty and timing inherent in current and future cash flows.

The fair value adopted for each investment property has been supported by an independent external valuation of that property undertaken within the past 12 months. As part of this process, an external, independent valuer, having an appropriate recognised professional qualification and recent experience in the location and category of property, values each investment property at least every year or on a more regular basis if considered appropriate and as determined by management in accordance with the valuation policy of Cromwell.

The valuations take into account the information as described above to determine the fair value of the investment property. The valuation techniques used generally include significant inputs that are not observable market data, hence they are considered to be Level 3 fair value measurements as prescribed by accounting standards. The significant unobservable inputs associated with the valuation of Cromwell's investment properties are as follows:

Inputs	Range	Weighted Average
Annual Net Property Income ($'000)	1,228 – 26,269	13,124
Capitalisation rate (%)	6.50 – 15.00	7.84
Weighted average lease term (years)	1.1 – 16.1	5.6
Discount rate (%)	7.75 – 13.50	8.89
Occupancy (%)	76.3 – 100.0	95.8

Sensitivity Information

The relationships between the significant unobservable inputs and the fair value are as follows:

Inputs	Impact on Fair Value from increase in input	Impact on Fair Value from decrease in input
Annual Net Property Income	Increase	Decrease
Capitalisation rate	Decrease	Increase
Weighted average lease term	Increase	Decrease
Discount rate	Decrease	Increase
Occupancy	Increase	Decrease

(C) AMOUNTS RECOGNISED IN PROFIT AND LOSS FOR INVESTMENT PROPERTIES

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Rental and outgoings from investment properties	**235,974**	259,419	**234,801**	258,683
Direct operating expense from properties that generated rental income	**(40,283)**	(45,032)	**(44,693)**	(50,304)
	195,691	214,387	**190,108**	208,379

(D) ASSETS PLEDGED AS SECURITY

Borrowings (refer note 19) are secured by fixed and floating charges over each investment property plus charges over any building document, lease document, performance bond and bank guarantee in addition to a real property mortgage over each property.

(E) LEASES AS A LESSOR

The investment properties are generally leased to tenants on long term operating leases with rentals payable monthly. Minimum lease payments under the non-cancellable operating leases of Cromwell's investment properties not recognised in the financial statements are receivable as follows:

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Within one year	**179,284**	213,371	**179,284**	213,371
Later than one year but not later than five years	**407,733**	556,713	**407,733**	556,713
Later than five years	**536,991**	673,260	**536,991**	673,260
	1,124,008	1,443,344	**1,124,008**	1,443,344

(F) INVESTMENT PROPERTY CLASSIFIED AS HELD FOR SALE

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
43 Bridge Street, NSW	**36,600**	–	**36,600**	–

On 12 February 2015 Cromwell entered into a contract to sell the property at 43 Bridge Street, NSW. The sale settled on 1 July 2015.

13. Investments at Fair Value through Profit or Loss

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Unlisted equity securities at fair value	**37,549**	9,945	**1,993**	9,945
Listed equity securities at fair value	**–**	601	**–**	601
Investments at fair value through profit or loss	**37,549**	10,546	**1,993**	10,546

These investments are designated at fair value through profit or loss. Gains and losses are shown in profit or loss.

(A) FAIR VALUE MEASUREMENT

For details about the fair value measurement of Cromwell's financial instruments refer to note 26.

14. Equity Accounted Investments

At balance date Cromwell had investments in the following joint ventures, Phoenix Portfolios Pty Ltd ("Phoenix"), Cromwell Partners Trust ("CPA") and Oyster Property Funds Limited ("Oyster").

PHOENIX

This entity was formed and operates in Australia and its principal activity is investment management. The reporting date for Phoenix is the same as for Cromwell. Cromwell's ownership interest is 45% and holds 50% of issued capital to which voting rights attach. The remaining 50% of issued capital to which voting rights attach is held by one other investor. Both investors have an interest in the net assets of Phoenix Portfolios Pty Ltd. Provided that there is no deciding vote for any one investor, decisions for all relevant activities require unanimous consent from the investors. The entity is therefore classified as a joint venture.

CPA

CPA is the parent of Cromwell Northpoint Trust, which itself owns the Northpoint Building in the North Sydney CBD. The reporting date for CPA is the same as for Cromwell. Cromwell acts as the trustee for the trust and holds 50% of the issued units of CPA. The remaining 50% of the units in the CPA are held by a single investor. A unit holder agreement between Cromwell and the other investor limits the power of the trustee to management of ongoing operations of CPA. All decisions about relevant activities of CPA require unanimous consent of the two unitholders. The entity is therefore classified as a joint venture.

OYSTER

During the prior year Cromwell acquired a 50% ownership interest in Oyster. This entity was formed and operates in New Zealand and its principal activity is property investment and management. The reporting date for Oyster is the same as for Cromwell. The remaining 50% ownership of Oyster is held by six investors. The board of Oyster comprises three representatives appointed by the six investors and three representatives from Cromwell with no deciding or "chairman's" vote. A shareholder agreement between Cromwell and the six investors outlines how Oyster will be managed. By virtue of the board arrangement and the shareholder agreement, Cromwell's investment in Oyster has been determined to be a joint venture.

(A) INVESTMENTS

	Ownership Interest 2015 $'000	Ownership Interest 2014 $'000	2015 $'000	2014 $'000
Cromwell and Trust equity accounted investments :				
CPA – joint venture (owned by the Trust)	**50**	50	**71,557**	72,524
Cromwell equity accounted investments:				
Oyster – joint venture	**50**	50	**4,911**	4,596
Phoenix – joint venture	**45**	45	**761**	406
			77,229	77,526

(B) SUMMARISED FINANCIAL INFORMATION FOR JOINT VENTURES

Summarised Balance Sheets:	2015 Phoenix $'000	2015 Oyster $'000	2015 CPA $'000	2014 Phoenix $'000	2014 Oyster[1] $'000	2014 CPA[2] $'000
Current Assets						
Cash	1,502	1,417	9,690	507	716	10,760
Other current assets	564	830	789	411	786	716
Total current assets	2,066	2,247	10,479	918	1,502	11,476
Non-current assets						
Investment properties	–	–	280,000	–	–	278,700
Other non-current assets	326	2,002	–	209	2,868	–
Total non-current assets	326	2,002	280,000	209	2,868	278,700
Total assets	2,392	4,249	290,479	1,127	4,370	290,176
Current liabilities						
Financial liabilities	646	801	7,982	193	2,650	6,004
Other current liabilities	56	121	550	31	108	596
Total current liabilities	702	922	8,532	224	2,758	6,600
Non-current liabilities						
Financial liabilities	–	1,085	138,832	–	–	138,528
Other non-current liabilities	–	–	–	–	–	–
Total non-current liabilities	–	1,085	138,832	–	–	138,528
Total liabilities	702	2,007	147,364	224	2,758	145,128
Net assets	1,690	2,242	143,115	903	1,612	145,048
Cromwell's share in %	45	50	50	45	50	50
Cromwell's share in $	761	1,121	71,557	406	806	72,524
Goodwill	–	3,790	–	–	3,790	–
Carrying amount	761	4,911	71,557	406	4,596	72,524
Movement in carrying amounts:						
Opening balance	406	4,596	72,524	100	–	–
Cost of investment	–	–	–	–	4,596	77,632
Adjustment to initial acquisition consideration	–	(385)	–	–	–	–
Share of profit/(loss)	420	737	6,747	306	–	(3,248)
Distributions received	(65)	–	(7,714)	–	–	(1,860)
Foreign exchange differences	–	(37)	–	–	–	–
Carrying amount at 30 June	761	4,911	71,557	406	4,596	72,524
Summarised Statements of Comprehensive Income:						
Revenue						
Interest income	25	26	293	7	–	138
Other revenue	2,330	6,074	25,868	1,576	–	14,582
Total revenue	2,355	6,100	26,161	1,583	–	14,720
Expenses						
Interest expense	–	(169)	(5,974)	–	–	(3,070)
Depreciation and amortisation	–	(71)	–	–	–	(172)
Other expenses	(1,007)	(3,806)	(6,693)	(902)	–	(17,974)
Income tax expense	(415)	(580)	–	–	–	–
Total expenses	(1,422)	(4,626)	(12,667)	(902)	–	(21,216)
Total comprehensive income	933	1,474	13,494	681	–	(6,496)
Cromwell's share in %	45	50	50	45	50	50
Share of profit/(loss)	420	737	6,747	306	–	(3,248)

(1) Cromwell received no share of profit from Oyster due to the investment being transacted just prior the 2014 financial year-end.

(2) CPA's loss in the prior financial year includes a fair value loss on investment properties of $15,569,000 relating to the write-off of initial acquisition costs for the property, mainly being stamp duty.

15. Property, Plant and Equipment

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Property, plant and equipment at cost	**6,074**	3,643	**–**	–
Accumulated depreciation	**(2,474)**	(1,873)	**–**	–
Total property, plant and equipment	**3,600**	1,770	**–**	–
Balance at the beginning of the year	**1,770**	1,308	**–**	–
Additions through business combinations (note 4)	**895**	–	**–**	–
Additions	**1,532**	1,367	**–**	–
Disposals	**–**	(559)	**–**	–
Depreciation	**(635)**	(346)	**–**	–
Foreign exchange differences	**38**	–	**–**	–
Balance at the end of the year	**3,600**	1,770	**–**	–

16. Deferred Tax

(A) DEFERRED TAX ASSETS

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Deferred tax assets and liabilities are attributable to the following:				
Interests in managed investment schemes	**(1,911)**	(1,900)	**–**	–
Employee benefits	**1,117**	907	**–**	–
Provisions	**–**	30	**–**	–
Transaction costs and sundry items	**320**	285	**–**	–
Tax losses recognised	**1,654**	1,950	**–**	–
Total deferred tax assets	**1,180**	1,272	**–**	–
Movements				
Balance at 1 July	**1,272**	804	**–**	–
Credited / (charged) to profit or loss	**(95)**	455	**–**	–
Credited / (charged) to equity	**5**	13	**–**	–
Adjustments in relation to prior periods	**(2)**	–	**–**	–
Balance at 30 June	**1,180**	1,272	**–**	–

The benefit of temporary differences and prior year tax losses recognised as a deferred tax asset was based on projected earnings over a limited period that the Directors considered to be probable. Projected earnings are re-assessed at each reporting date. There remains a significant amount of tax losses that have not been recognised as a deferred tax asset (refer note 8).

(B) DEFERRED TAX LIABILITIES

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Deferred tax liabilities are attributable to the following:				
Management rights intangible assets	**3,339**	–	**–**	–
Total deferred tax liabilities	**3,339**	–	**–**	–
Movements				
Balance at 1 July	**–**	–	**–**	–
Recognised on business acquisition	**3,677**	–	**–**	–
(Credited) / charged to profit or loss	**(441)**	–	**–**	–
Foreign exchange differences	**103**	–	**–**	–
Balance at 30 June	**3,339**	–	**–**	–

The deferred tax liability relates to an overseas tax jurisdiction. In accordance with AASB 112 *Income Taxes* the deferred tax liability was not offset against the deferred tax assets of the group, which relate to the Australian tax jurisdiction.

17. Intangible Assets

Cromwell 2015	Goodwill $'000	Management Rights $'000	Software $'000	Total $'000
Cost	147,683	18,933	3,756	170,372
Accumulated amortisation and impairment	–	(2,238)	(2,438)	(4,676)
Balance at 30 June 2015	147,683	16,695	1,318	165,696
Balance at 1 July 2014	–	–	1,120	1,120
Acquisition of business – note 4	143,422	18,386	–	161,808
Additions	–	–	683	683
Amortisation	–	(2,206)	(485)	(2,691)
Foreign exchange differences	4,261	515	–	4,776
Balance at 30 June 2015	147,683	16,695	1,318	165,696

Cromwell 2014	Goodwill $'000	Management Rights $'000	Software $'000	Total $'000
Cost	–	–	3,239	3,239
Accumulated amortisation and impairment	–	–	(2,119)	(2,119)
Balance at 30 June 2014	–	–	1,120	1,120
Balance at 1 July 2013	–	–	1,030	1,030
Additions	–	–	502	502
Amortisation	–	–	(412)	(412)
Balance at 30 June 2014	–	–	1,120	1,120

Goodwill represents the excess of the cost of an acquisition over the fair value of Cromwell's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill arose in the current year upon the acquisition of Valad Europe (refer note 4).

Management Rights were acquired as part of a business combination (see note 4 for details). They entitle Cromwell's acquired wholly owned subsidiaries to management fee revenue from finite life trusts. Fund management fees, depending on fund mandates, may include asset management fees, fund management fees, acquisition and disposal fees, project management fees and development fees. Fund management fee rights are recognised at their fair value at the date of acquisition and are subsequently amortised over the length of the fund mandate.

Acquired software is recognised at cost on acquisition and amortised on a straight-line basis over 3 years.

(i) Impairment test for goodwill

Goodwill has an indefinite useful life and is not subject to amortisation. Goodwill is tested for impairment annually or more frequently if events or changes in the circumstances indicate that it may be impaired. An impairment loss is recognised for the amount by which the carrying amount exceeds its recoverable amount, being the higher of fair value less cost to sell and value in use. Goodwill is assessed for impairment on the lowest level at which it is monitored by management and allocated to cash-generating units ("CGU"s). The allocation is made to those CGUs that are expected to benefit from the business combination.

For the purpose of the impairment test goodwill was fully allocated to the Valad Europe CGU which forms part of the Funds Management Wholesale operating segment. The recoverable amount has been determined using a value in use calculation based on cash flow projections over the next 5 years. The following table sets out the key assumption for the Valad Europe CGU:

Fund management fees long-term growth rate	3%
Pre-tax discount rate – fund management fees	15%
Pre-tax discount rate – performance fees	25%

Performance fees have only been included in the discounted cash flow forecast to the extent that they were 'in-the-money' at balance date. A higher discount rate has been applied to performance fees due to the higher uncertainty whether they actually will become receivable. As at 30 June 2015, the recoverable amount of the entire CGU was $278,714,000. As this exceeds the goodwill balance at balance date there was no indication of impairment.

(ii) Sensitivity to changes in assumptions

A significant decline in property values in the markets in which Valad Europe operates may reduce forecast fee cash inflows from managed mandates and also result in a higher discount rate applied to the discounted cash flow forecast. However, the value in use calculation for the Valad Europe CGU as at 30 June 2015 has sufficient headroom to ensure that a reasonable possible change to assumptions used would not result in an impairment of goodwill.

The recoverable amount of the Valad Europe CGU would equal its carrying amount if the key assumptions were to change as follows:

	From	To
Long-term growth rate	3%	0%
Pre-tax discount rate	15%	20%
Pre-tax discount rate – performance fees	25%	30%

18. Trade and Other Payables

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Trade payables and accruals	**32,206**	17,863	**17,994**	15,471
Lease incentives payable	**13,100**	6,897	**13,100**	6,897
Tenant security deposits	**956**	954	**956**	954
Trade and other payables	**46,262**	25,714	**32,050**	23,322

Trade and other payables are generally unsecured, non-interest bearing and paid in cash within 30-60 days of recognition. Lease incentives payable are generally unsecured, non-interest bearing and paid in cash or by way of a rental rebate within 6 months of recognition according to the terms of the underlying lease.

19. Borrowings

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Current				
Secured				
Loans – financial institutions	**40,500**	90,500	**40,500**	90,500
Loan notes	**23,793**	–	**–**	–
Borrowings – current	**64,293**	90,500	**40,500**	90,500
Non-Current				
Secured				
Loans – financial institutions	**902,500**	1,019,000	**902,500**	1,019,000
Unsecured				
Convertible bond	**202,025**	–	**218,468**	–
Unamortised transaction costs	**(11,058)**	(7,786)	**(7,723)**	(7,786)
Borrowings – non–current	**1,093,467**	1,011,214	**1,113,245**	1,011,214
Total				
Secured loans – financial institutions	**943,000**	1,109,500	**943,000**	1,109,500
Loan notes	**23,793**	–	**–**	–
Unsecured convertible bond	**202,025**	–	**218,468**	–
Unamortised transaction costs	**(11,058)**	(7,786)	**(7,723)**	(7,786)
Total borrowings	**1,157,760**	1,101,714	**1,153,745**	1,101,714

(A) BORROWING DETAILS

Facility	Note	Secured	Maturity Date	Facility 2015 $'000	Utilised 2015 $'000	Facility 2014 $'000	Utilised 2014 $'000
Syndicated Facility – (Tranche 1)	(i)	Yes	May 2018	**325,507**	**325,507**	422,000	422,000
Syndicated Facility – (Tranche 2)	(i)	Yes	May 2019	**576,993**	**576,993**	597,000	597,000
Tuggeranong	(ii)	Yes	August 2015	**40,500**	**40,500**	90,500	90,500
Convertible Bond	(iii)	No	February 2020	**218,468**	**218,468**	–	–
Loan Notes	(iv)	No	September 2015	**23,793**	**23,793**	–	–
Total facilities				**1,185,261**	**1,185,261**	1,109,500	1,109,500

(i) Syndicated Facility – Tranches 1 and 2

The Syndicated finance facility is secured by first registered mortgages over a pool of the investment properties held by the Trust and is split into two tranches, one of $325,507,000 which expires in May 2018 and one of $576,993,000 which expires in May 2019. Interest is payable monthly in arrears at variable rates based on the 30 day BBSY rate which was 2.09% (2014: 2.66%) at balance date plus a loan margin. The facility was fully drawn at balance date.

(ii) Tuggeranong

The loan facility initially expired on 30 June 2015. Cromwell repaid $50 million on that date and agreed a short-term extension for the remaining amount of $40.5 million to 28 August 2015. The short-term extension facility is secured by first registered mortgage over the Tuggeranong Office Park. The loan bears interest at a variable rate based on the 30 day BBSY rate plus a lender margin.

(iii) Convertible Bond

During the 2015 year Cromwell issued 1,500 convertible bonds for €150,000,000 ($220,070,000) on 4 February 2015 to fund the acquisition of Valad Europe (refer note 4). The bonds bear an interest rate of 2%. The bonds are convertible into stapled securities of Cromwell at the option of the holder from 41 days after issue date up to seven business days prior the final maturity on 4 February 2020 at which point all remaining bonds are mandatorily redeemed by Cromwell. The conversion price is $1.1503 per stapled security at a fixed conversion translation rate of $1.423 per Euro, subject to such adjustments as consolidation or subdivision of stapled securities, bonus issues or any issues at less than prevailing market price of Cromwell's stapled securities other than issues upon exercise of performance rights issued to Cromwell's employees. Any conversion may be settled in cash, stapled securities of Cromwell or a combination thereof at the option of Cromwell.

The convertible bonds are presented in the balance sheet as follows:

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Face value of bonds issued	**220,070**	–	**220,070**	–
Derivative financial instruments – conversion feature (see note 20)	**(17,892)**	–	**–**	–
Amortisation of conversion feature to account for effective interest rate	**1,449**	–	**–**	–
	203,627	–	**220,070**	–
Movements in exchange rate	**(1,602)**	–	**(1,602)**	–
Carrying amount at 30 June	**202,025**	–	**218,468**	–

The conversion feature of the convertible bond represents an embedded derivative financial instrument in the host debt contract. The embedded derivative is measured at fair value and deducted from the carrying amount of the convertible bond (which is carried at amortised cost) and separately disclosed as a derivative financial liability on the face of the balance sheet (refer to note 20). The conversion feature represents the parent entity's obligation under the convertible bond terms and conditions to issue Cromwell stapled securities should bond holders exercise their conversion option. The Trust's borrowing obligation in respect of the convertible bond is considered to be the gross amount payable of the convertible bond.

(iv) Loan notes

Pursuant to the Share Purchase Agreement to acquire Valad Europe (refer note 4) the portion of the cash consideration paid to acquire the interests of two executives of Valad Europe, being €16,336,000, was lent back to Cromwell via loan notes. The loan notes have a term of 6 months and carry an interest rate equal to a United Kingdom bank deposit rate. The loan notes are effectively the remaining unpaid cash consideration for the Valad Europe acquisition. The unpaid amount is being held in separate bank deposit account which has been disclosed as not available for use (refer note 10).

(B) MATURITY PROFILE

Maturity profile of the principal amounts of current and non-current borrowings together with estimated interest thereon:

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Due within one year	**99,837**	139,357	**76,043**	139,357
Due between one and five years	**1,212,595**	1,183,663	**1,212,595**	1,183,663
	1,312,432	1,323,020	**1,288,638**	1,323,020

(C) INTEREST RATE RISK

Information regarding Cromwell's exposure to interest rates is provided in note 26.

20. Derivative Financial Instruments

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Non-current assets				
Interest rate derivative contracts	**6,064**	–	**6,064**	–
Current liabilities				
Interest rate derivative contracts	**14,273**	15,332	**14,273**	15,332
Conversion feature – convertible bond	**14,179**	–	**–**	–
	28,452	15,332	**14,273**	15,332
Non-current liabilities				
Interest rate derivative contracts	**10,698**	14,953	**10,698**	14,953

INTEREST RATE DERIVATIVE CONTRACTS

Cromwell manages its cash flow interest rate risk by using floating-to-fixed interest rate derivatives. Such interest rate derivatives have the economic effect of converting borrowings from floating rates to fixed rates. Generally, Cromwell raises long term borrowings at floating rates and a portion of them into fixed or limited range of rates. Under the interest-rate derivatives, Cromwell agrees with other counter parties to exchange, at specified intervals (usually 30 days), the difference between contract rates and floating-rate interest amounts calculated by reference to the agreed notional principal amounts.

The fixed or limited interest rates range between 2.98% and 5.95% (2014: 2.98% and 5.95%) and the variable rates are generally based on the 30 day bank bill swap bid rate which at balance date was 2.09% (2014: 2.66%). For further details on interest rate swaps, including notional principal amounts and periods of expiry, refer to note 26(c)(ii).

CONVERSION FEATURE – CONVERTIBLE BOND

The conversion feature recognised by Cromwell relates to the 2% convertible bond (refer to note 19). The movement of the conversion feature since recognition upon issue of the convertible bond is as follows:

Cromwell	2015 $'000	2014 $'000
Derivative financial liability recognised upon issue of convertible bond	**17,892**	–
Fair value loss / (gain)	**(3,713)**	–
Balance at 30 June	**14,179**	–

(A) FAIR VALUE MEASUREMENT

For details about the fair value measurement of Cromwell's financial instruments refer to note 26.

21. Provisions

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Current				
Employee benefits	**2,840**	1,211	**–**	–
Non-Current				
Employee benefits	**574**	1,085	**–**	–
Make good	**–**	100	**–**	–
	574	1,185	**–**	–

The make good provision recorded Cromwell's estimated cost to bring leased premises back to their original condition.

(A) MOVEMENT IN PROVISIONS

	Make Good	
Cromwell	2015 $'000	2014 $'000
Balance at 1 July	**100**	100
Provision utilised	**(100)**	–
Balance at 30 June	**–**	100

22.Contributed Equity

(A) EQUITY ATTRIBUTABLE TO SHAREHOLDERS/UNITHOLDERS

	Cromwell		Company		CDPT	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Contributed equity	**1,382,800**	1,372,093	**105,382**	104,370	**1,277,443**	1,267,748

(B) MOVEMENTS IN ORDINARY SHARES/ORDINARY UNITS

		Cromwell			Company		CDPT	
Date	Details	Number of Securities	Issue Price	$'000	Issue Price	$'000	Issue Price	$'000
01 Jul 13	Opening balance	1,713,721,456		1,360,755		103,323		1,257,707
01 Aug 13	Exercise of performance rights	153,194	–	–	–	–	–	–
01 Aug 13	Exercise of performance rights	60,292	20.0¢	12	1.6¢	1	18.4¢	11
15 Aug 13	Distribution reinvestment plan	3,064,282	97.7¢	2,999	8.0¢	245	89.7¢	2,754
04 Sep 13	Exercise of performance rights	580,000	50.0¢	290	4.7¢	27	45.3¢	263
04 Sep 13	Exercise of performance rights	95,894	20.0¢	19	1.9¢	2	18.1¢	17
04 Sep 13	Exercise of performance rights	47,433	10.0¢	5	0.9¢	1	9.1¢	4
04 Sep 13	Exercise of performance rights	101,378	–	–	–	–	–	–
19 Sep 13	Exercise of performance rights	1,333,333	50.0¢	666	4.7¢	62	45.3¢	604
13 Sep 13	Distribution reinvestment plan	2,325,881	96.2¢	2,237	9.0¢	209	87.2¢	2,028
12 Feb 14	Distribution reinvestment plan	3,214,013	98.3¢	3,161	9.1¢	295	89.2¢	2,866
25 Mar 14	Redemption of units	–	–	–	–	–	91.0¢	(250)
14 May 14	Distribution reinvestment plan	2,583,694	96.7¢	2,499	9.0¢	237	87.7¢	2,262
	Transaction costs	–	–	(550)	–	(32)	–	(518)
		1,727,280,850		1,372,093		104,370		1,267,748
14 Aug 14	Distribution reinvestment plan	**2,784,973**	**99.2¢**	**2,764**	**9.4¢**	**262**	**89.8¢**	**2,502**
15 Sep 14	Exercise of performance rights	**646,185**	**–**	**–**	**–**	**–**	**–**	**–**
15 Sep 14	Exercise of performance rights	**52,851**	**10.0¢**	**5**	**1.0¢**	**1**	**9.0¢**	**4**
15 Sep 14	Exercise of performance rights	**317,039**	**20.0¢**	**63**	**1.9¢**	**6**	**18.1¢**	**57**
25 Sep 14	Exercise of performance rights	**136,932**	**20.0¢**	**27**	**1.9¢**	**3**	**18.1¢**	**24**
25 Sep 14	Exercise of performance rights	**1,913,333**	**50.0¢**	**957**	**4.8¢**	**91**	**45.2¢**	**866**
12 Nov 14	Distribution reinvestment plan	**2,167,620**	**95.1¢**	**2,061**	**9.1¢**	**196**	**86.0¢**	**1,865**
11 Feb 15	Distribution reinvestment plan	**2,428,331**	**105.9¢**	**2,571**	**10.1¢**	**245**	**95.8¢**	**2,326**
13 May 15	Distribution reinvestment plan	**2,031,184**	**113.0¢**	**2,296**	**10.7¢**	**218**	**102.3¢**	**2,078**
	Transaction costs			**(37)**		**(10)**		**(27)**
		1,739,759,298		**1,382,800**		**105,382**		**1,277,443**

The basis of allocation of the issue price of stapled securities issued post stapling is determined by agreement between the Company and the Trust as set out in the Stapling Deed.

The Company/CDPT has established a dividend/distribution reinvestment plan under which holders of stapled securities may elect to have all of their dividend/distribution entitlement satisfied by the issue of new ordinary stapled securities rather than being paid in cash. Securities may be issued under the plan at a discount to the market price as determined by the Directors before each dividend/distribution. During 2015 and 2014 all securities were issued at market price, with no discount.

(C) STAPLED SECURITIES

The ordinary shares of the Company are stapled with the units of the Trust. These entitle the holder to participate in dividends and distributions as declared from time to time and the proceeds on winding up. On a show of hands every holder of stapled securities present at a meeting in person, or by proxy, is entitled to one vote, and upon a poll each stapled security is entitled to one vote.

23. Reserves

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Share–based payments reserve	**4,588**	3,589	**–**	–
Available–for–sale financial assets revaluation reserve	**2,340**	2,340	**–**	–
Foreign currency translation reserve	**4,530**	–	**607**	–
Reserves	**11,458**	5,929	**607**	–

(A) MOVEMENTS IN RESERVES

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Share based payments reserve				
Balance at 1 July	**3,589**	2,858	**–**	–
Options expensed	**999**	731	**–**	–
Balance at 30 June	**4,588**	3,589	**–**	–

The share based payments reserve is used to recognise the fair value of options issued for employee services.

Available-for-sale financial assets revaluation reserve				
Balance at 1 July	**2,340**	2,340	**–**	–
Balance at 30 June	**2,340**	2,340	**–**	–

Changes in the fair value of investments classified as available-for-sale are taken to the available-for-sale financial assets revaluation reserve. Amounts are recognised in profit or loss when the associated assets are disposed/sold or impaired.

For Cromwell the balance at year end comprises a reserve of a subsidiary attributable to its pre-stapling interest in a trust which continues to be held. For Cromwell there was no movement in the available-for-sale financial assets revaluation reserve over the last two financial years.

Foreign currency translation reserve				
Balance at 1 July	**–**	–	**–**	–
Total exchange difference recognised in other comprehensive income	**6,277**	–	**607**	–
Attributable to non–controlling interests	**(1,747)**	–	**–**	–
Balance at 30 June	**4,530**	–	**607**	–

Exchange differences arising on translation of the foreign controlled entity are recognised in other comprehensive income and accumulated in foreign currency translation reserve. Any foreign currency differences arising from inter-group loans are transferred to the foreign currency translation reserve upon consolidation as such loans form part of the net investment in the respective controlled entity. The cumulative amount recognised in the foreign currency translation reserve is reclassified to profit or loss when the net investment is disposed of.

24. Non-Controlling Interests

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Balance at 1 July	**1,197,875**	1,141,028	**6,313**	4,732
Units issued by CDPT	**9,695**	10,291	**–**	–
Units issued by subsidiary	**–**	–	**–**	2,113
Profit/(loss) for the year	**156,901**	177,950	**(178)**	(168)
Other comprehensive income	**1,747**	–	**–**	–
Distributions paid/payable	**(136,533)**	(131,394)	**(505)**	(364)
Balance at 30 June	**1,229,685**	1,197,875	**5,630**	6,313

25. Capital Risk Management

Cromwell's capital management strategy seeks to maximise securityholder value through optimising the level and use of capital resources and the mix of debt and equity funding.

Cromwell's capital management objectives are to:

- ensure that Cromwell entities comply with capital and distribution requirements of their constitutions and/or trust deeds;
- ensure sufficient capital resources to support Cromwell's operational requirements;
- continue to support Cromwell's creditworthiness;
- comply with capital requirements of relevant regulatory authorities; and
- safeguard Cromwell's ability to continue as a going concern.

Cromwell monitors the adequacy of its capital requirements, cost of capital and gearing (i.e. debt/equity mix) as part of its overall strategic plan. Cromwell's capital structure is continuously reviewed to ensure:

- sufficient funds and financing facilities are available, on a cost effective basis, to implement Cromwell's strategies; and
- dividends/distributions to members are made within the stated policy.

Cromwell is able to alter its capital mix by:

- issuing new stapled securities;
- activating its dividend/distribution reinvestment plan;
- adjusting the amount of dividends/distributions paid to members;
- activating its security buyback program; and
- selling assets to reduce borrowings.

Cromwell also protects its equity in assets by taking out insurance cover with creditworthy insurers.

One of the key ways Cromwell monitors capital adequacy is on the basis of the gearing ratio. The ratio is calculated as net debt divided by adjusted assets. Net debt is calculated as total borrowings less cash and cash equivalents and restricted cash. Adjusted assets are calculated as total assets less cash and cash equivalents, restricted cash and intangible assets. The gearing ratios for both Cromwell and the Trust at each balance date were as follows:

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Total assets ($'000)	**2,589,094**	2,469,940	**2,489,356**	2,403,658
Net assets ($'000)	**1,294,211**	1,263,998	**1,233,618**	1,203,631
Net tangible assets ($'000) [1]	**1,130,674**	1,261,606	**1,233,618**	1,203,631
Net debt ($'000) [2]	**1,041,447**	983,894	**1,105,186**	1,034,263
Gearing (%) [3]	**45%**	42%	**45%**	44%

(1) Net assets less deferred tax assets, intangible assets and deferred tax liabilities.
(2) Borrowings less cash and cash equivalents and restricted cash.
(3) Net debt divided by total tangible assets less cash and cash equivalents and restricted cash.

Cromwell's preferred portfolio gearing range is 35% - 55%. Cromwell's gearing strategy recognises that gearing is relative to the underlying cash flows. Cromwell's strategy is therefore to allow for higher gearing when asset prices are low and lower gearing when asset prices are rising. Gearing above also reflects the impact of the convertible bond and acquisition of Valad Europe.

26. Financial Risk Management

Cromwell's activities expose it to a variety of financial risks which include credit risk, liquidity risk and market risk.

The overall risk management program focuses on managing these risks and seeks to minimise potential adverse effects on the financial performance of Cromwell. Cromwell uses derivative financial instruments such as interest rate derivatives to hedge certain risk exposures. Cromwell seeks to deal only with creditworthy counterparties. Liquidity risk is monitored through the use of future rolling cash flow forecasts.

Cromwell's management of treasury activities is centralised and governed by policies approved by the Directors who monitor the operating compliance and performance as required. Cromwell has policies for overall risk management as well as policies covering specific areas such as identifying risk exposure, analysing and deciding upon strategies, performance measurement, the segregation of duties and other controls around the treasury and cash management functions.

Cromwell and the Trust hold the following financial instruments:

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Financial Assets				
Cash and cash equivalents[1]	**108,963**	117,820	**48,559**	67,451
Receivables[1]	**19,089**	4,702	**221,900**	1,981
Other current financial assets[1]	**23,793**	–	**–**	–
Investments at fair value through profit and loss[2]	**37,549**	10,546	**1,993**	10,546
Derivative financial instruments[3]	**6,064**	–	**6,064**	–
Total financial assets	**195,458**	133,068	**278,516**	79,978
Financial Liabilities				
Trade and other payables[4]	**46,262**	25,714	**32,050**	23,322
Dividends/distributions payable[4]	**34,708**	33,466	**34,852**	33,466
Borrowings[4]	**1,157,760**	1,101,714	**1,153,745**	1,101,714
Derivative financial instruments[3]	**39,150**	30,285	**24,971**	30,285
Total financial liabilities	**1,277,880**	1,191,179	**1,245,618**	1,188,787

(1) Loans and receivables
(2) At fair value – designated
(3) At fair value – held for trading
(4) At amortised cost

(A) CREDIT RISK

Credit risk is the risk that a counterparty will default on its contractual obligations under a financial instrument and result in a financial loss to Cromwell. Cromwell has exposure to credit risk on all financial assets included in the balance sheet except investments at fair value through profit or loss.

Cromwell manages this risk by:

- establishing credit limits for customers and managing exposure to individual entities;
- monitoring the credit quality of all financial assets in order to identify any potential adverse changes in credit quality;
- derivative counterparties and cash transactions, when utilised, are transacted with high credit quality financial institutions;
- providing loans to associates where Cromwell is comfortable with the underlying exposure;
- regularly monitoring loans and receivables on an ongoing basis; and
- regularly monitoring the performance of associates on an ongoing basis.

The maximum exposure to credit risk at balance date is the carrying amount of financial assets recognised in the balance sheet of Cromwell. Cromwell holds no significant collateral as security. There are no significant financial assets that have had renegotiated terms that would otherwise have been past due or impaired.

Cash is held with Australian, New Zealand and United Kingdom financial institutions. Interest rate derivative counterparties are all Australian financial institutions.

(B) LIQUIDITY RISK

Prudent liquidity risk management implies maintaining sufficient cash reserves and finance facilities to meet the ongoing operational requirements of the business. It is Cromwell's policy to maintain sufficient funds in cash and cash equivalents to meet expected near term operational requirements. Cromwell prepares and monitors rolling forecasts of liquidity requirements on the basis of expected cash flow. Cromwell monitors the maturity profile of borrowings and puts in place strategies designed to ensure that all maturing borrowings are refinanced in the required timeframes.

The contractual maturity of Cromwell's and the Trust's financial liabilities at balance date are shown in the table below. It shows undiscounted contractual cash flows required to discharge Cromwell's financial liabilities, including interest at current market rates.

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Due within one year	**195,182**	122,122	**157,321**	119,732
Due between one and five years	**1,217,708**	1,294,682	**1,217,708**	1,294,682
	1,412,890	1,416,804	**1,375,029**	1,414,414

(C) MARKET RISK

Market risk is the risk that the fair value or future cash flows of Cromwell's financial instruments fluctuate due to market price changes. Cromwell is exposed to the following market risks:

- Price risk – equity securities;
- Interest rate risk;
- Foreign exchange risk.

(i) Price risk – Unlisted equity securities

Cromwell and the Trust are exposed to price risk in relation to its unlisted equity securities (refer note 13). Cromwell and the Trust use the fair value of the net assets of the unlisted entity to determine the fair value of their investments. The fair value of the net assets of unlisted entities is predominantly dependent on the market value of the investment properties they hold. Any movement in the market value of the investment properties will impact on the fair value of Cromwell and the Trust's investment.

Sensitivity analysis – equity securities price risk

The table below details Cromwell's and the Trust's sensitivity to movements in the fair value of Cromwell's financial assets at fair value through profit or loss:

Fair value increase/decrease of:		+10%		-10%	
2015	Carrying amount $'000	Profit $'000	Equity $'000	Profit $'000	Equity $'000
Cromwell					
Investments at fair value through profit or loss	**37,549**	**3,755**	**3,755**	**(3,755)**	**(3,755)**
Trust					
Investments at fair value through profit or loss	**1,993**	**199**	**199**	**(199)**	**(199)**
2014					
Cromwell					
Investments at fair value through profit or loss	10,546	1,055	1,055	(1,055)	(1,055)
Trust					
Investments at fair value through profit or loss	10,546	1,055	1,055	(1,055)	(1,055)

(ii) Interest rate risk

Cromwell's interest-rate risk primarily arises from borrowings. Borrowings issued at variable rates expose Cromwell to cash flow interest-rate risk. Borrowings issued at fixed rates expose Cromwell to fair value interest-rate risk. Cromwell's policy is to effectively maintain hedging arrangements on not less than 50% of its borrowings. At balance date 92% (2014: 87%) of Cromwell's variable rate secured bank loan borrowings of $943,000,000 (2014: $1,109,500,000) were effectively hedged. The convertible bond and the loan note both carry fixed interest rates. Therefore, interest on a total of 94% (2014: 87%) of Cromwell's total borrowings is effectively fixed at balance date.

At balance date, the notional principal amounts and period of expiry of Cromwell's and the Trust's interest rate swap contracts is as follows:

Cromwell and the Trust	2015 $'000	2014 $'000
Less than 1 year	**31,730**	379,100
1-2 years	**270,000**	31,730
2-3 years	**286,450**	270,000
3-4 years	**278,800**	286,450
	866,980	967,280

In order to manage future interest rate risk when existing interest rate swap contracts expire Cromwell and the Trust have entered into an interest rate cap contract that will cap Cromwell's and the Trust's interest rate at a maximum of 3.39% on the notional amount of the cap contract. The notional amount will increase as Cromwell's and the Trust's existing interest rate contracts expire as follows:

Date of reset of cap notional amount	Notional amount $'000
At 30 June 2015	278,800
July 2015	411,800
February 2016	443,600
July 2016	543,600
August 2016	623,600
June 2017	713,600
September 2017	800,000
November 2017	900,000
December 2017	1,000,000

Sensitivity analysis – interest rate risk

The table below details Cromwell's sensitivity to movements in the year end interest rates, based on the borrowings and interest rate derivatives held at balance date with all other variables held constant and assuming all Cromwell's borrowings and interest rate derivatives moved in correlation with the movement in year end interest rates.

Interest rate increase/decrease of:	+1%		-1%	
2015	Profit $'000	Equity $'000	Profit $'000	Equity $'000
Cromwell	**12,576**	**12,576**	**(12,576)**	**(12,576)**
Trust	**11,972**	**11,972**	**(11,972)**	**(11,972)**
2014				
Cromwell	20,514	20,514	(20,514)	(20,514)
Trust	20,116	20,116	(20,116)	(20,116)

(iii) Foreign exchange risk

Cromwell's foreign exchange risk primarily arises from its investments in foreign subsidiaries acquired during the year (refer note 4). The functional currency of these subsidiaries is Euro. The acquisition of the foreign subsidiaries was financed through a convertible bond also denominated in Euro effectively providing a natural hedge against foreign exchange movements between the Australian Dollar and the Euro. No hedge accounting was applied in relation to the net investment in the foreign subsidiaries.

Exposure

Cromwell's and the Trust's exposure to foreign currency risk at the end of the reporting period, expressed in Australian dollars, was as follows:

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Cash and cash equivalents	765	–	765	–
Receivables – Interest receivable – related parties	–	–	1,287	–
Receivables – Trust loans – related parties	–	–	217,623	–
Payables – Interest payable convertible bond	(1,748)	–	(1,748)	–
Borrowings – convertible bond	(202,025)	–	(218,468)	–
Borrowings – loan notes	(23,793)	–	–	–
Derivative financial instruments – conversion feature – convertible bond	(14,179)	–	–	–
Net exposure	(240,980)	–	(541)	–

Amounts recognised in profit or loss and other comprehensive income

During the year, the following foreign-exchange related amounts were recognised in profit or loss and other comprehensive income:

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Amounts recognised in profit or loss				
Net foreign exchange gain/(loss) as disclosed in the statement of comprehensive income	(7,931)	–	(650)	–
Exchange losses on foreign currency borrowings included in finance costs	1,560	–	–	–
	(6,371)	–	(650)	–
Amounts recognised in other comprehensive income				
Translation of foreign operations	(1,188)	–	–	–
Translation differences on inter-group loans that form part of the net investment in the foreign operation	(5,089)	–	(607)	–
	(6,277)	–	(607)	–

Sensitivity analysis – foreign exchange risk

The table below details Cromwell's sensitivity to movements in the year end foreign exchange rates:

	2015		2014	
	Profit $'000	Equity $'000	Profit $'000	Equity $'000
Euros – Australian Dollar gains 1 cent in exchange rate	3,181	62	–	–
Euros – Australian Dollar loses 1 cent in exchange rate	(3,181)	(62)	–	–
NZ Dollars – Australian Dollar gains 1 cent in exchange rate	(7)	(10)	–	–
NZ Dollars – Australian Dollar loses 1 cent in exchange rate	7	10	–	–

(D) FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

Cromwell uses a number of methods to determine the fair value of its financial instruments as described in AASB 13 *Fair Value Measurement*. The methods comprise the following:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The table below presents Cromwell's and the Trust's financial assets and liabilities measured and carried at fair value at 30 June 2015 and 30 June 2014:

Cromwell	Note	2015 Level 1 $'000	2015 Level 2 $'000	2015 Level 3 $'000	2015 Total $'000	2014 Level 1 $'000	2014 Level 2 $'000	2014 Level 3 $'000	2014 Total $'000
Financial assets									
Investments at fair value through profit or loss									
Listed equity securities	13	–	–	–	–	601	–	–	601
Unlisted equity securities	13	–	1,993	35,556	37,549	–	9,945	–	9,945
Derivative financial instruments									
Interest rate swaps	20	–	6,064	–	6,064	–	–	–	–
Total assets at fair value		–	8,057	35,556	43,613	601	9,945	–	10,546
Financial liabilities									
Derivative financial instruments									
Interest rate swaps	20	–	24,791	–	24,791	–	30,285	–	30,285
Convertible bond	20	–	14,179	–	14,179	–	–	–	–
Total liabilities at fair value		–	38,970	–	38,970	–	30,285	–	30,285

Trust	Note	2015 Level 1 $'000	2015 Level 2 $'000	2015 Level 3 $'000	2015 Total $'000	2014 Level 1 $'000	2014 Level 2 $'000	2014 Level 3 $'000	2014 Total $'000
Financial assets									
Investments at fair value through profit or loss									
Listed equity securities	13	–	–	–	–	601	–	–	601
Unlisted equity securities	13	–	1,993	–	1,993	–	9,945	–	9,945
Derivative financial instruments									
Interest rate swaps	20	–	6,064	–	6,064	–	–	–	–
Total assets at fair value		–	8,057	–	8,057	601	9,945	–	10,546
Financial liabilities									
Derivative financial instruments									
Interest rate swaps	20	–	24,791	–	24,791	–	30,285	–	30,285
Total liabilities at fair value		–	24,791	–	24,791	–	30,285	–	30,285

There were no transfers between the levels of the fair value hierarchy during the financial year.

Disclosed fair values

The fair values of investments at fair value through profit or loss (Level 1 and 2) and derivative financial instruments (Level 2) are disclosed in the balance sheet.

The carrying amounts of trade and other receivables, other current assets, trade and other payables and distributions payable are assumed to approximate their fair values due to their short-term nature. The fair value of non-current borrowings (other than the convertible bond) is estimated by discounting the future contractual cash flows at the current market interest rates that are available to Cromwell for similar financial instruments. The fair value of these borrowings is not materially different from the carrying value due to their relatively short-term nature.

The convertible bond is traded on the Singapore Exchange (SGX). At balance date the fair value of issued convertible bonds was €144,428,000 ($210,352,000) compared to a carrying amount of €150 million ($218,468,000).

(i) Valuation techniques used to derive Level 1 fair values

Level 1 assets held by Cromwell include listed equity securities.

The fair value of financial assets traded in active markets is based on their quoted market prices at the end of the reporting period without any deduction for estimated future selling costs. Cromwell values its investments in accordance with the accounting policies set out in note 1 to the financial statements.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

(ii) Valuation techniques used to derive Level 2 fair values

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Fair value of investments at fair value through profit or loss

Level 2 assets held by Cromwell include unlisted equity securities in Cromwell managed investment schemes. The fair value of these financial instruments is based upon the net tangible assets as publicly reported by the underlying unlisted entity, adjusted for inherent risk where appropriate.

Fair value of interest rate swaps

Level 2 financial assets and financial liabilities held by Cromwell include "Vanilla" fixed to floating interest rate swap derivatives (over-the-counter derivatives). The fair value of interest rate derivatives has been determined using a pricing model based on discounted cash flow analysis which incorporates assumptions supported by observable market data at balance date including market expectations of future interest rates and discount rates adjusted for any specific features of the derivatives and counterparty or own credit risk. All counterparties to interest rate derivatives are Australian financial institutions.

Fair value of conversion feature – convertible bond

The fair value of the convertible bond conversion feature has been determined by comparing the market value of the convertible bond to the value of a bond with the same terms and conditions but without an equity conversion feature (bond floor). The difference between the two types of bonds is considered to represent the fair value of the conversion feature of the convertible bond.

(iii) Valuation techniques used to derive Level 3 fair values

If the fair value of financial instruments is determined using valuation techniques and if one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

Fair value of investments at fair value through profit or loss

Level 3 assets held by Cromwell include co-investments in Valad Europe managed wholesale property funds (refer note 4 for further details on the acquisition of Valad Europe). The fair value of the investment is determined based on the value of the underlying assets held by the fund. The assets of the fund are subject to regular external valuations which are based on discounted net cash inflows from expected future income and/or comparable sales of similar assets. Appropriate discount rates determined by the independent valuer are used to determine the present value of the net cash inflows based on a market interest rate adjusted for the risk premium specific to each asset. The fair value is determined using valuation techniques that are not supported by prices from an observable market. The fair value of these investments recognised in the statement of financial position could change significantly if the underlying assumptions made in estimating the fair values were significantly changed.

27. Earnings per Share

(A) EARNINGS PER SHARE/UNIT

	Cromwell 2015	Cromwell 2014	Trust 2015	Trust 2014
Basic earnings/(loss) per share/unit	**(0.47¢)**	0.26¢	**9.05¢**	10.34¢
Diluted earnings/(loss) per share/unit	**(0.47¢)**	0.26¢	**9.02¢**	10.31¢
	$'000	$'000	$'000	$'000
Earnings used to calculate basic and diluted earnings per share/unit:				
Profit for the year	**148,763**	182,471	**156,723**	177,782
Profit/(loss) attributable to non-controlling interests	**156,901**	177,950	**(178)**	(168)
Profit/(loss) attributable to ordinary equity holders of the company/trust used in calculating basic/diluted earnings per share/unit	**(8,138)**	4,521	**156,901**	177,950
	Number of Shares	Number of Shares	Number of Units	Number of Units
Weighted average number of ordinary shares/units used in calculating basic earnings per share/unit	**1,734,643,541**	1,721,314,454	**1,734,643,541**	1,721,516,450
Effect of dilutive securities:				
– Director and employee performance rights	**5,374,532**	4,845,641	**5,374,532**	4,845,641
Weighted average number of ordinary shares/units and potential ordinary shares/units used in calculating diluted earnings per share/unit	**1,740,018,072**	1,726,160,095	**1,740,018,072**	1,726,362,091

(B) EARNINGS PER STAPLED SECURITY

	Cromwell 2015	Cromwell 2014
Basic earnings per stapled security	**8.58¢**	10.60¢
Diluted earnings per stapled security	**8.55¢**	10.57¢
	$'000	$'000
Earnings used to calculate basic and diluted earnings per stapled security:		
Profit for the year attributable to Company shareholders	**(8,138)**	4,521
Profit for the year attributable to CDPT unitholders	**156,901**	177,950
Profit attributable to stapled security holders of Cromwell used in calculating basic/diluted earnings per stapled security	**148,763**	182,471
	Number of Securities	Number of Securities
Weighted average number of stapled securities used in calculating basic earnings per stapled security	**1,734,643,541**	1,721,314,454
Effect of dilutive securities:		
– Director and employee performance rights	**5,374,532**	4,845,641
Weighted average number of ordinary stapled securities and potential ordinary stapled securities used in calculating diluted earnings per stapled security	**1,740,018,072**	1,726,160,095

(C) INFORMATION CONCERNING THE CLASSIFICATION OF SECURITIES

Performance rights

Performance rights granted under the Performance Rights Plan are considered to be potential ordinary stapled securities and have been included in the determination of diluted earnings per stapled security to the extent to which they are dilutive. The performance rights have not been included in the determination of basic earnings per stapled security. Details relating to the performance rights are set out in note 28.

Convertible bonds

Convertible bonds issued during the year are considered to be potential ordinary stapled securities, however have not been included in the determination of diluted earnings. The ASX market price of the Cromwell stapled security had been below the convertible bond conversion price of $1.1503 throughout the year. Additionally, the actual Euro currency translation rate at balance date was more favourable to bondholders than the fixed conversion rate. Therefore, the convertible bond is currently considered to be anti-dilutive.

28.Share Based Payments

(A) PERFORMANCE RIGHTS PLAN

A Performance Rights Plan (PRP) was established in September 2007 by the Company. All full-time and part-time employees who meet minimum service, remuneration and performance requirements, including executive Directors of the Company, are eligible to participate in the PRP at the discretion of the Board. Participation in the PRP by executive Directors is subject to securityholder approval. The PRP is designed to provide long-term incentives for employees to continue employment and deliver long-term securityholder returns.

Under the PRP, eligible employees are allocated performance rights. Each performance right enables the participant to acquire a stapled security in Cromwell, at a future date and exercise price, subject to conditions. The number of performance rights allocated to each participant is set by the Board or the Nomination & Remuneration Committee and based on individual circumstances and performance.

The amount of performance rights that will vest under the PRP depends on a combination of factors which may include Cromwell's total securityholder returns (including price growth, dividends and capital returns), internal performance measures and the participant's continued employment. Performance rights allocated under the PRP generally vest in 3 years. Until performance rights have vested, the participant cannot sell or otherwise deal with the performance rights except in certain limited circumstances. It is a condition of the PRP that a participant must remain employed by Cromwell in order for performance rights to vest. Any performance rights which have not yet vested on a participant leaving employment must be forfeited.

Under AASB 2 *Share-based Payment*, the performance rights are treated as options for accounting purposes. Set out below are summaries of performance rights granted.

	2015		2014	
	Average exercise price	Number of performance rights	Average exercise price	Number of performance rights
As at 1 July	**$0.38**	**9,410,308**	$0.38	8,009,904
Granted during the year	**$0.42**	**4,463,229**	$0.39	3,771,928
Exercised during the year	**$0.34**	**(3,066,340)**	$0.42	(2,371,524)
Forfeited during the year	**$0.50**	**(1,037,236)**	–	–
As at 30 June	**$0.40**	**9,769,961**	$0.38	9,410,308
Vested and exercisable at 30 June	**–**	**–**	–	–

The weighted average share price at the date of exercise of options exercised during the year ended 30 June 2015 was $0.98 (2014: $0.98). No options expired during the years covered in the table above.

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

Grant Date	Expiry Date	Exercise price	Performance rights 30 June 2015	Performance rights 30 June 2014
26/05/2011	01/10/2014	$0.50	–	1,913,333
26/05/2011	01/10/2015	$0.50	1,913,334	1,913,334
05/09/2011	05/10/2014	$0.20	–	393,679
05/09/2011	05/10/2014	$0.00	–	590,622
05/09/2011	05/10/2014	$0.10	–	52,851
24/08/2012	24/09/2015	$0.00	81,581	81,581
24/08/2012	24/09/2015	$0.20	82,142	82,142
12/10/2012	12/11/2015	$0.00	150,018	150,018
12/10/2012	12/11/2015	$0.20	229,110	229,110
19/10/2012	01/08/2014	$0.00	–	55,563
19/10/2012	01/08/2015	$0.00	55,563	55,563
19/10/2012	01/08/2014	$0.20	–	60,292
19/10/2012	01/08/2015	$0.20	60,292	60,292
18/12/2013	01/10/2016	$0.00	789,955	789,955
18/12/2013	01/10/2016	$0.10	46,303	46,303
18/12/2013	01/10/2016	$0.50	893,465	893,465
18/12/2013	01/01/2017	$0.50	1,531,654	2,042,205
16/10/2014	01/10/2017	$0.00	651,131	–
16/10/2014	01/10/2017	$0.20	28,135	–
16/10/2014	01/10/2017	$0.30	33,697	–
16/10/2014	01/10/2017	$0.40	41,967	–
16/10/2014	01/10/2017	$0.50	3,181,614	–
Total			9,769,961	9,410,308
Weighted average remaining contractual life of performance rights outstanding at the end of the year			1.4 years	1.4 years

Fair Value of Performance Rights Granted

The fair value of performance rights granted during the year was between $0.29 per option for PRP with an exercise price of $0.50 and $0.74 per option for PRP with an exercise price of $nil (2014: fair value between $0.29 and $0.76).

Performance rights do not have any market-based vesting conditions. The fair values at grant date are determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the security price at grant date and expected price volatility of the underlying security, the expected dividend/distribution yield and the risk-free interest rate for the term of the option. The model inputs for performance rights granted during the year included:

Exercise Price	$0.00 to $0.50 (2014: $0.00 to $0.50)
Grant Date	16-Oct-14 (2014: 18-Dec-13)
Share price at grant date	$0.945 (2014: $0.945)
Expected price volatility	16% (2014: 19%)
Expected dividend yield	8.32% (2014: 7.94%)
Risk free interest rate	2.80% (2014: 2.96%)
Expiry date	01-Oct-17 (2014: 01-Oct-16 to 01-Jan-17)

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

(B) TAX EXEMPT PLAN

The Tax Exempt Plan enables eligible employees to acquire up to $1,000 of stapled securities on-market in a tax effective manner within a 12 month period. Eligibility for the Tax Exempt Plan is approved by the Board having regard to individual circumstances and performance. No Directors or employees participated in the Tax Exempt Plan during the current or prior year.

(C) EXPENSES ARISING FROM SHARE BASED PAYMENT TRANSACTIONS

Expenses arising from share based payments recognised during the year as part of employee benefits expense were as follows:

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Performance rights issued under PRP	**999**	731	**–**	–

29. Key Management Personnel Disclosures

(A) KEY MANAGEMENT PERSONNEL COMPENSATION

Cromwell and Trust	2015 $	2014 $
Short-term employee benefits	**3,386,708**	4,756,491
Post-employment benefits	**114,364**	185,169
Other long-term benefits	**61,596**	130,640
Share-based payments	**367,716**	497,842
	3,930,384	5,570,142

(B) LOANS TO KEY MANAGEMENT PERSONNEL

During the year, Cromwell provided a loan of $667,000 to Mr P Weightman, a director of the Company, for the exercise of employee options of Cromwell's Performance Rights Plan. The loan is a three year, limited recourse, interest free facility. The outstanding balance at balance date was $588,433.

As part of the acquisition of Valad Europe (refer note 4) €10,241,956 ($14,486,501) was payable to Mr M McCarthy which formed part of the total consideration paid. The amount payable to Mr McCarthy was lent back to a subsidiary of the Company as a six months loan note. The loan note has a term of 6 months and carries an interest rate equal to a United Kingdom bank deposit rate. Refer also to note 19.

(C) OTHER TRANSACTIONS WITH KEY MANAGEMENT PERSONNEL

Cromwell rents an apartment, located at 185 Macquarie Street, Sydney, which is owned by Mr Paul Weightman, a director of the Company. Total rent paid during 2015 was $93,600 (2014: $88,400). The payment of rent is on normal commercial terms and conditions and at market rates.

30. Other Related Party Transactions

(A) PARENT ENTITY AND SUBSIDIARIES

Cromwell Corporation Limited is the ultimate parent entity in Cromwell. Cromwell Diversified Property Trust is the ultimate parent entity in the Trust. Details of subsidiaries for both parent entities are set out in note 33.

(B) TRANSACTIONS WITH ASSOCIATES AND JOINTLY CONTROLLED ENTITIES

Transactions between Cromwell and its jointly controlled entities included:

Cromwell Partners Trust

During the prior year Cromwell acquired 50% of the issued units of Cromwell Partners Trust ("CPA") for $77,632,000. Cromwell received distributions of $7,714,000 during the year (2014: $1,860,000).

Cromwell Real Estate Partners Pty Ltd ("CRE"), a wholly owned subsidiary of Cromwell, acts as trustee for CPA. Cromwell Property Services Pty Ltd and Cromwell Project and Technical Solutions Pty Ltd, wholly owned subsidiaries of Cromwell provide property related services to CPA at normal commercial terms. The following income was earned by Cromwell from CPA:

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Fund management fees	**730**	2,750	**–**	–
Property management fees	**840**	445	**–**	–
Leasing fees	**138**	2	**–**	–
Project management fees	**108**	36	**–**	–

The following balances with CPA arose at balance date in the normal course of the business:

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Property management fees receivable	**15**	48	**–**	–
Distribution receivable	**1,553**	–	**–**	–

Oyster Property Group Limited

During the prior year Cromwell acquired 50% of the issued capital of Oyster Property Group Limited for $4,596,000. The purchase price was adjusted during the year for $385,000 to $4,211,000. No dividends were received in the current or prior year.

Phoenix Portfolios Pty Ltd

During the year Cromwell received distributions of $65,000 (2014: $nil) from Phoenix Portfolios Pty Ltd.

(C) TRANSACTIONS BETWEEN THE TRUST AND CROMWELL CORPORATION LIMITED AND ITS SUBSIDIARIES (INCLUDING THE RESPONSIBLE ENTITY)

Cromwell Property Securities Limited ("CPS"), a wholly owned subsidiary of Cromwell Corporation Limited ("CCL") acts as responsible entity for the Trust. For accounting purposes the Trust is considered to be controlled by CCL. CCL and its subsidiaries provide a range of services to the Trust. A subsidiary of CCL rents commercial property space in a property owned by the Trust. All transactions are performed on normal commercial terms.

The Trust made the following payments to and received income from CCL and its subsidiaries:

	Trust	
	2015 $'000	2014 $'000
Paid/payable by the Trust to Cromwell Corporation Limited and its subsidiaries		
Funds management fees	**10,668**	12,121
Property management fees	**6,383**	6,809
Project management fees	**432**	1,657
Leasing fees	**1,785**	412
Accounting fees	**480**	439
Interest	**20,738**	5,854
Distributions	**–**	375
Received/receivable by the Trust from Cromwell Corporation Limited and its subsidiaries		
Interest	**1,091**	–
Rent and recoverable outgoings	**4,416**	4,654

The following balances with CCL and its subsidiaries arose at balance date in the normal course of the business:

	Trust	
	2015 $'000	2014 $'000
Aggregate amount payable to CCL and its subsidiaries	**1,618**	796
Aggregate amount receivable from CCL and its subsidiaries	**218,982**	6

The amount receivable from CCL and its subsidiaries includes loans of $217,623,000. For further details regarding these loans refer to note 9(a)(ii).

Loan to the Trust

For a period of time during the current and prior year a subsidiary of CCL was the primary external borrower for Cromwell and the Trust. During this period external borrowings raised by this entity were immediately on-lent to the Trust, with the Trust paying this entity interest at a rate equal to that paid by the entity to the external lenders.

31. Cash flow Information

(A) RECONCILIATION OF PROFIT TO NET CASH PROVIDED BY OPERATING ACTIVITIES

	Cromwell		Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Net profit	**148,763**	182,471	**156,723**	177,782
Amortisation and depreciation	**3,326**	758	**–**	–
Amortisation of loan transaction costs	**3,948**	4,025	**2,205**	4,025
Net exchange (gains) / losses on foreign currency borrowings	**(1,560)**	–	**–**	–
Amortisation of lease costs and incentives	**12,963**	11,634	**12,963**	11,634
Share of (profits)/losses of associates (net of distributions)	**(126)**	4,802	**967**	5,108
Gain on sale of investment properties	**(1,032)**	(3,152)	**(1,032)**	(3,152)
Share based payments	**999**	731	**–**	–
Fair value net (gain)/loss from:				
Investment properties	**(32,446)**	(46,226)	**(32,446)**	(46,226)
Derivative financial instruments	**1,808**	(5,222)	**5,521**	(5,222)
Investments at fair value through profit or loss	**1,238**	(85)	**(202)**	(85)
Straight-line rentals	**(5,508)**	(5,648)	**(5,508)**	(5,648)
(Gain) / Loss on disposal of other assets	**(251)**	559	**(151)**	–
Foreign currency loss	**7,931**	–	**650**	–
Business combination transaction costs	**2,441**	–	**–**	–
Finance costs expensed relating to convertible bond conversion feature	**398**	–	**–**	–
Changes in operating assets and liabilities:				
(Increase)/decrease:				
Trade and other receivables	**941**	3,238	**(2,271)**	4,835
Prepayments	**84**	(187)	**52**	157
Tax assets	**(2,042)**	330	**–**	–
Increase/(decrease):				
Trade payables and accruals	**3,394**	3,585	**2,483**	2,179
Provisions (employee benefits/make good)	**32**	238	**–**	–
Unearned revenue	**(1,056)**	(4,227)	**(1,121)**	(4,227)
Net cash provided by operating activities	**144,245**	147,624	**138,833**	141,160

(B) FINANCE FACILITIES

Refer to note 19 for details of unused finance facilities.

(C) CASH HELD AS PART OF MINIMUM NET TANGIBLE ASSETS

At balance date cash held by controlled entities of the Company of $19,685,000 (2014: $9,525,000) was utilised to meet minimum net tangible asset requirements under their Australian Financial Services Licence (AFSL). As such, the cash is effectively restricted in its use as it cannot readily be used to meet expenses and obligations of other Cromwell entities without consideration of the AFSL requirements.

(D) NON CASH ITEMS

Shares/units issued on reinvestment of distributions	**9,692**	10,896	**8,771**	9,910

32. Parent Entity Disclosures

As at and throughout the financial year ending 30 June 2015 the parent entity of Cromwell was Cromwell Corporation Limited and the parent entity of the Trust was Cromwell Diversified Property Trust.

(A) SUMMARY FINANCIAL INFORMATION

The individual financial statements for the parent entities show the following aggregations.

	Cromwell Corporation Limited		Cromwell Diversified Property Trust	
	2015 $'000	2014 $'000	2015 $'000	2014 $'000
Results				
Profit/(loss) for the year	**1,238**	(299)	**124,309**	102,869
Total comprehensive income/(loss)	**1,238**	(299)	**124,309**	102,869
Financial position				
Current assets	**31,385**	30,119	**55,790**	45,631
Total assets	**210,740**	54,708	**1,896,677**	1,838,772
Current liabilities	**14,671**	1,127	**98,781**	140,307
Total liabilities	**154,389**	1,127	**871,650**	811,219
Net Assets	**56,351**	53,581	**1,025,027**	1,027,553
Total equity				
Contributed equity	**105,382**	104,370	**1,277,443**	1,267,748
Share based payments reserve	**4,588**	3,589	**–**	–
Available for sale financial assets revaluation reserve	**(510)**	(31)	**–**	–
Retained earnings/(accumulated losses)	**(53,109)**	(54,347)	**(252,416)**	(240,195)
Total equity	**56,351**	53,581	**1,025,027**	1,027,553

(B) COMMITMENTS FOR CAPITAL EXPENDITURE

As at balance date, Cromwell Corporation Limited had commitments of $nil (2014: $2,657,000) in relation to capital expenditure contracted for but not recognised as liabilities.

As at balance date, Cromwell Diversified Property Trust had commitments of $nil (2014: $nil) in relation to capital expenditure contracted for but not recognised as liabilities.

Commitments for Cromwell and the Trust are shown in note 34(b) which have been entered into by subsidiaries of Cromwell Corporation Limited and Cromwell Diversified Property Trust.

(C) GUARANTEES PROVIDED

During the year ended 2015 both the Cromwell Corporation Limited and the Cromwell Diversified Property Trust provided guarantees in relation to the convertible bond. Both entities unconditionally and irrevocably guarantee the due and punctual payment of all amounts at any time becoming due and payable in respect of the convertible bond.

There were no guarantees provided by either entity to entities it controlled during the 2014 financial year.

(D) CONTINGENT LIABILITIES

Neither parent entity had contingent liabilities at year end (2014: $nil).

33. Controlled Entities

(A) COMPANY AND ITS CONTROLLED ENTITIES

Name	Country of registration	Equity Holding 2015 %	Equity Holding 2014 %
Cromwell Property Securities Limited	Australia	100	100
Cromwell Property Services Pty Ltd	Australia	100	100
Marcoola Developments Pty Ltd	Australia	100	100
Votraint No. 662 Pty Ltd	Australia	100	100
Cromwell Capital Limited	Australia	100	100
Cromwell Finance Limited	Australia	100	100
Cromwell Operations Pty Ltd	Australia	100	100
Cromwell Paclib Nominees Pty Ltd	Australia	50	50
Cromwell Funds Management Limited	Australia	100	100
Cromwell Seven Hills Pty Ltd	Australia	100	100
Cromwell Holding Trust No 1 Pty Ltd	Australia	100	100
Cromwell Holding Trust No 2 Pty Ltd	Australia	100	100
Cromwell Altona Trust	Australia	100	100
Cromwell Real Estate Partners Pty Ltd	Australia	100	100
Cromwell Project & Technical Solutions Pty Ltd	Australia	100	100
CDPT Finance Pty Ltd	Australia	100	100
Cromwell BT Pty Ltd	Australia	100	100
Cromwell European Holdings Limited[1]	United Kingdom	100	–
Valad Europe Entities[2]			
Valad (Europe) Limited	United Kingdom	100	–
Valad Investment Services Limited	United Kingdom	100	–
Valad Management Limited	United Kingdom	100	–
Gateshead Investment Limited	Cyprus	100	–
Industrial Investment Partnership (LP No. 1) Limited	United Kingdom	80	–
IO Management Services Limited	United Kingdom	100	–
Oceanrule Limited	United Kingdom	80	–
PFM Coinvestment Partner Limited	United Kingdom	100	–
Upperastoria Trading & Investments Limited	Cyprus	100	–
Natchez Sp Zoo	Poland	100	–
Valad Magyarország Kft	Hungary	100	–
Valad Central Europe BV	Netherlands	100	–
Valad Czech Republic SRO	Czech Republic	100	–
Valad Real Estate SLR	Romania	100	–
Valad Denmark A/S	Denmark	100	–
Valad Fund Management Holdings (UK) Limited	United Kingdom	100	–
EHI CV1 UK Limited	United Kingdom	80	–
EHI CV3 UK Limited	United Kingdom	100	–
Valad Asset Management (UK) Limited	United Kingdom	100	–
Valad Capital Ventures (UK) Limited	United Kingdom	100	–
VI Europe 3 General Partner Limited	United Kingdom	100	–
Valad Finland O/Y	Finland	100	–
Valad France SAS	France	100	–

Name	Country of registration	Equity Holding 2015 %	2014 %
Valad Luxembourg SA	Luxembourg	100	–
Valad Netherlands BV	Netherlands	100	–
EHI Fund GP (Netherlands) BV	Netherlands	100	–
Valad Norway A/S	Norway	100	–
Valad Sweden A/B	Sweden	100	–
The IO Group Limited	United Kingdom	100	–
EHI Carried Interest Partner Limited	United Kingdom	100	–
EHIF Limited	United Kingdom	100	–
Industrial Investment Partnership (General Partner) Limited	United Kingdom	100	–
Valad Germany Gmbh	Germany	100	–
B8F No.1 Limited	United Kingdom	100	–
B8F No.2 Limited	United Kingdom	100	–
SFW (Reading) LLP	United Kingdom	100	–
Valad CEE Coinvest LP	United Kingdom	100	–
Valad CEE Promote LP	United Kingdom	100	–
Valad Coinvest ECV LP	United Kingdom	100	–
Valad Coinvest LP	United Kingdom	100	–
Valad Development Management (UK) Limited	United Kingdom	100	–
Valad GP	United Kingdom	100	–
Valad Investment Management Services Limited	United Kingdom	100	–
Valad Promote ECV LP	United Kingdom	100	–
Valad Promote LP	United Kingdom	100	–
Valad Secretarial Services Limited	United Kingdom	100	–
Valsec Director Limited	United Kingdom	100	–
Valad (Watford) Limited	United Kingdom	100	–
Valad YCM Coinvest LP	United Kingdom	100	–
Valad YCM Promote LP	United Kingdom	100	–
Valsec Company Secretarial Services Limited	United Kingdom	100	–
Valsec Newco (No. 2) Limited	United Kingdom	100	–
Valad Poland Retail LLP	United Kingdom	100	–
Valad Poland Retail (UK) Limited	United Kingdom	100	–
Valad Next Sp Zoo	Poland	100	–
Valad Polish Retail Fund Poland Sp Zoo	Poland	100	–
Valad REIM Luxembourg Sárl	Luxembourg	100	–
Valad VPR Promote Sárl	Luxembourg	100	–
Valad Poland Sp Zoo	Poland	100	–

(1) Incorporated during the year.
(2) Acquired as part of the Valad Europe business combination. Refer to note 4 for further details.

(B) TRUST AND ITS CONTROLLED ENTITIES[1]

Name	Country of registration	Equity Holding 2015 %	Equity Holding 2014 %
Cromwell CMBS Pty Ltd	Australia	100	100
Cromwell Loan Note Pty Ltd	Australia	100	100
Cromwell Holding Trust No 1	Australia	100	100
Cromwell Holding Trust No 2	Australia	100	100
Cromwell Holding Trust No 4	Australia	100	100
Terrace Office Park Property Trust	Australia	100	100
Terrace Office Park Planned Investment	Australia	100	100
Cromwell Mary Street Property Trust	Australia	100	100
Cromwell Mary Street Planned Investment [2]	Australia	92	92
Cromwell Northbourne Planned Investment	Australia	100	100
Tuggeranong Head Trust	Australia	100	100
Tuggeranong Trust	Australia	100	100
CDPT Finance Pty Ltd	Australia	100	100
CDPT Finance 2 Pty Ltd	Australia	100	100
EXM Head Trust	Australia	100	100
EXM Trust	Australia	100	100
Mascot Head Trust	Australia	100	100
Mascot Trust	Australia	100	100
Cromwell Phoenix Opportunities Fund[3]	Australia	–	75
Cromwell Diversified Property Trust No 2	Australia	100	100
Cromwell Diversified Property Trust No 3	Australia	100	100
Cromwell TGA Planned Investment	Australia	100	100
Cromwell HQ North Head Trust	Australia	100	100
Cromwell HQ North Trust	Australia	100	100
Cromwell Bundall Corporate Centre Head Trust	Australia	100	100
Cromwell Bundall Corporate Centre Trust	Australia	100	100
Cromwell Property Fund	Australia	100	100
Cromwell Property Fund Trust No 2	Australia	100	100
Cromwell Property Fund Trust No 3	Australia	100	100
CPF Loan Note Issuer Pty Ltd	Australia	100	100
Cromwell Accumulation Fund	Australia	100	100
Cromwell CPF No. 1 Fund	Australia	100	100
Cromwell Health and Forestry House Trust	Australia	100	100
Cromwell NSW Portfolio Trust	Australia	100	100
Cromwell Bligh House Trust	Australia	100	100
Cromwell Newcastle Trust	Australia	100	100
Cromwell Queanbeyan Trust	Australia	100	100
Cromwell Symantec Trust	Australia	100	100
Cromwell Wollongong Trust	Australia	100	100
Cromwell McKell House Trust	Australia	100	100
Cromwell Penrith Trust	Australia	100	100
Cromwell SPV Finance Pty Ltd[4]	Australia	100	–
Cromwell European Finance Limited[4]	United Kingdom	100	–

(1) The Trust and its controlled entities listed above are consolidated as part of Cromwell as required under accounting standards (refer note 1(B)).
(2) The remaining 8% interest in Cromwell Mary Street Property Trust/Planned investment is held by Cromwell Corporation Limited.
(3) The Trust's interest in Cromwell Phoenix Opportunities Fund ("CPOF") fell below 50% during the year and has been deconsolidated. CPOF's net assets and profit were not material to the Trust at the date of deconsolidation.
(4) Incorporated during the year.

34. Commitments for Expenditure

(A) OPERATING LEASES

Commitments for minimum lease payments in relation to non-cancellable operating leases in existence at the reporting date but not recognised as liabilities are payable as follows:

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Within one year	**2,987**	713	**–**	–
Later than one year but not later than five years	**3,722**	552	**–**	–
	6,709	1,265	**–**	–

Operating leases primarily comprise the lease of Cromwell's premises and in the current year Valad Europe premises. The Company has entered into a number of leases with the Trust and its subsidiaries and as such the commitment is not recognised on consolidation.

(B) CAPITAL EXPENDITURE COMMITMENTS

Commitments in relation to capital expenditure contracted for at reporting date but not recognised as a liability are as follows:

	Cromwell 2015 $'000	Cromwell 2014 $'000	Trust 2015 $'000	Trust 2014 $'000
Property, plant and equipment	**–**	2,657	**–**	–
Investment property	**158,315**	–	**158,315**	–
	158,315	2,657	**158,315**	–

(C) LOAN COMMITMENTS

Cromwell and the Trust have provided Cromwell Property Trust 12 with a $50,000,000 loan facility until September 2015. This facility was undrawn at 30 June 2015 and 30 June 2014.

35. Contingent Liabilities

The Directors are not aware of any material contingent liabilities of Cromwell or the Trust (2014: nil).

36. Subsequent Events

SALE OF 4-6 BLIGH STREET, SYDNEY NSW

On 11 August 2015, Cromwell and the Trust sold the investment property located at 4-6 Bligh Street in Sydney, NSW for net proceeds of $67,400,000. The sale does not require Cromwell or the Trust to repay any debt.

NEW TUGGERANONG DEBT FACILITY

On 7 August 2015, Cromwell and the Trust received credit approved terms for a new debt facility to refinance the existing short-term extension of the Tuggeranong debt facility. The new facility, which expires 33 months from the day of signing, is split in two tranches. Tranche A refinances the existing $40.5 million debt facility and requires principal reductions of $556,000 per month over the initial 18 months. Tranche B with a total facility limit of $159.5 million will be used as project funding for the construction of an additional new commercial office building on existing surplus land of the Tuggeranong investment property. The new facility is with the existing financier who has also provided a further two month extension of the current facility which now expires 28 October 2015.

TERRACE OFFICE PARK, QLD

On 21 July 2015, Cromwell and the Trust entered into an unconditional contract of sale over the Terrace Office Park investment property. The contract is for net proceeds of $30.5 million with settlement expected on or about 21 September 2015. $10.4 million of the net proceeds will be used to repay borrowings.

DIRECTORS' DECLARATION

In the opinion of the Directors of Cromwell Corporation Limited and Cromwell Property Securities Limited as Responsible Entity for the Cromwell Diversified Property Trust (collectively referred to as "the Directors"):

(a) the attached financial statements and notes are in accordance with the *Corporations Act 2001*, including:
  (i) complying with Australian Accounting Standards (including the Australian Accounting Interpretations), the *Corporations Regulations 2001*; and
  (ii) giving a true and fair view of Cromwell's and the Trust' financial position as at 30 June 2015 and of their performance, for the financial year ended on that date; and

(b) the financial report also complies with *International Financial Reporting Standards* as disclosed in note (1)(a); and

(c) there are reasonable grounds to believe that Cromwell and the Trust will be able to pay its debts as and when they become due and payable.

The Directors have been given the declarations by the chief executive officer and chief financial officer for the financial year ended 30 June 2015 required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the Directors.

P.L. Weightman
Director
Dated this 27th day of August 2015

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Independent Auditor's Report
To the Security holders of Cromwell Property Group
To the Unit holders of Cromwell Diversified Property Trust

Report on the Financial Report

Cromwell Property Group ("Cromwell") comprises Cromwell Corporation Limited and the entities it controlled at the end of the year or from time to time during the year and Cromwell Diversified Property Trust and the entities it controlled ("the Trust") at the end of the year or from time to time during the year.

We have audited the accompanying financial reports of Cromwell and the Trust, which comprises the consolidated balance sheet as at 30 June 2015, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration for both Cromwell Corporation Limited and Cromwell Property Securities Limited as responsible entity for the Cromwell Diversified Property Trust.

Directors' Responsibility for the Financial Report

The directors of Cromwell Corporation Limited and Cromwell Property Securities Limited as responsible entity for the Cromwell Diversified Property Trust (collectively referred to as "the directors") are responsible for the preparation of the financial reports that give a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial reports that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1(a), the directors also state, in accordance with Accounting Standard AASB101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

PITCHER PARTNERS
ACCOUNTANTS • AUDITORS • ADVISORS

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

Opinion

In our opinion:

(a) the financial reports of Cromwell and the Trust are in accordance with the *Corporations Act 2001*, including:

  (i) giving a true and fair view of Cromwell's and the Trust's financial position as at 30 June 2015 and of their performance for the year ended on that date; and
  (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

(b) the consolidated financial reports also comply with *International Financial Reporting Standards* as disclosed in Note 1(A).

Report on the Remuneration Report

We have audited the Remuneration Report included in part 11 of the Directors' Report for the year ended 30 June 2015. The directors of Cromwell Corporation Limited are responsible for the preparation and presentation of the Remuneration Report in accordance with Section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion the Remuneration Report of Cromwell Corporation Limited for the year ended 30 June 2015 complies with Section 300A of the *Corporations Act 2001*.

Pitcher Partners

PITCHER PARTNERS

N Batters
Partner
Brisbane, Queensland
27 August 2015

CORPORATE GOVERNANCE STATEMENT

The Board is committed to Cromwell Property Group meeting securityholders' expectations of good corporate governance, while seeking to achieve superior financial performance over the medium and long term. The Board is proactive with respect to corporate governance and actively reviews developments to determine which corporate governance arrangements are appropriate for Cromwell Property Group and its securityholders.

This Corporate Governance Statement (Statement) reports on how Cromwell Property Group (or Cromwell or Group) complied with the third edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (the Recommendations) during the 2015 financial year.

This Statement is current as at 30 June 2015 and has been approved by the Board.

Cromwell Property Group comprises Cromwell Corporation Limited (or the Company) and the Cromwell Diversified Property Trust (the CDPT), the Responsible Entity of which is Cromwell Property Securities Limited (or CPS).

Principle 1: Lay solid foundations for management and oversight

RECOMMENDATION 1.1

The Board of Directors of Cromwell Corporation Limited is identical to the Board of Directors of Cromwell Property Securities Limited (together, the Board; severally, the Directors). The Board's responsibilities include to provide leadership to the Cromwell Property Group and to set its strategic objectives. The Board has adopted a formal Board Charter, which sets out the Board's role and responsibilities including to:

- oversee the process for ensuring timely and balanced disclosure of all 'price sensitive' information in accordance with the *Corporations Act 2001* (Cth) and the ASX Listing Rules; and
- ensure an appropriate risk management framework is in place and set the risk appetite within which the Board expects management to operate.

The Board generally holds a scheduled meeting each calendar month and additional meetings are convened as required. Management prepares Board papers so as to focus the Board's attention on key issues. Standing items include progress against strategic objectives, corporate governance (including compliance) and financial performance.

The Board has the following long established Board Committees to assist it in carrying out its responsibilities, to share detailed work and to consider certain issues and functions in detail:

- Audit and Risk Committee;
- Nomination and Remuneration Committee; and
- Investment Committee.

Details of the role, responsibilities and composition of the Board Committees are contained elsewhere in this Statement. Day to day management of the Group's affairs and implementation of agreed strategic objectives are delegated by the Board to management under the direction of the Managing Director/Chief Executive Officer (CEO). This has been formalised in the Board Charter and a Board approved Delegation of Authority Policy. The Board reviews these documents at least annually to ensure their effectiveness and appropriateness (given the evolving needs of the Group).

What you can find on the Corporate Governance page on our website:

- Board Charter
- Audit and Risk Committee Charter
- Nomination and Remuneration Committee Charter
- Delegation of Authority Policy
- Constitution of the Cromwell Diversified Property Trust

www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 1.2

Cromwell undertakes appropriate checks before appointing a person, or putting forward to securityholders a candidate for election, as a Director. The checks are into matters such as the person's character, experience, education, criminal record and bankruptcy history. The Board and Nomination and Remuneration Committee also consider whether or not the candidate has sufficient time available, given their other roles and activities, to meet expected time commitments to Cromwell.

When securityholders are asked at the Group's annual general meeting (AGM)[1] to elect, or re-elect, a Director to the Board, Cromwell will provide them with the following information to enable them to make an informed decision:

- biographical information, including relevant qualifications, experience and the skills they bring to the Board;
- details of any other current material directorships;
- a statement as to whether the Board supports the candidate's election or re-election; and
- (for a candidate standing for election as a Director for the first time) any material adverse information revealed by background checks; details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect the candidate's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Group and its securityholders generally; and a statement from the Board as to the candidate's independence; or
- (for a candidate standing for re-election) the term of office currently served and a statement from the Board as to the candidate's independence.

The information will be provided in the relevant notice of meeting. Securityholders also have the opportunity to ask questions of candidates at the AGM.

RECOMMENDATION 1.3

Cromwell has provided each non-executive Director with a written letter of appointment which details the terms of their appointment, including remuneration, interest disclosures, expected time commitments and the requirement to comply with applicable corporate policies.

The CEO (an executive Director) has a written formal job description, an employment contract (outlining the terms of appointment as a senior executive) and a letter of appointment for the role as executive Director[2].

Other senior executives have written employment contracts that outline the terms of their appointment.

RECOMMENDATION 1.4

The Company Secretary is accountable to the Board (through the Chairman) on all matters to do with the proper functioning of the Board.

The Company Secretary's responsibilities include:

- advising the Board and Board Committees on governance matters;
- monitoring that Board and Board Committee policies and procedures are followed;
- coordinating the timely completion and despatch of the Board and Board Committee papers;
- ensuring that the business at the Board and Board Committee meetings is accurately captured in minutes; and
- helping to organise and facilitate the induction and professional development of Directors.

Directors can, and do, communicate directly with the Company Secretary on Board matters. Similarly, the Company Secretary communicates directly with the Directors on such matters.

The Board Charter states that the Board is responsible for appointing and removing the Company Secretary.

What you can find on the Corporate Governance page on our website:

- Board Charter

www.cromwell.com.au/investors/shareholders/corporate-governance

(1) In this Statement, AGM means (together) the Annual General Meeting of the Company and the General Meeting of the CDPT.
(2) This disclosure applied to Mr Daryl Wilson (Director – Finance & Funds Management and executive Director) until his resignation as at 25 February 2015.

RECOMMENDATION 1.5

Cromwell recognises the many benefits of diversity and strives, through its recruitment and selection practices, to ensure that a diverse range of candidates is considered and that conscious and unconscious biases that might discriminate against candidates are avoided.

Cromwell Property Group has a Board approved Diversity Policy which sets out the framework the Group has in place to achieve appropriate diversity in its Board, senior executive and broader workforce. Pursuant to the Diversity Policy, each financial year the Nomination and Remuneration Committee sets measurable objectives for achieving diversity. An annual assessment of progress against those objectives is also undertaken.

The table below shows the gender diversity objectives set for the 2015 financial year and the Group's performance against those objectives as at 30 June 2015.

	FY2015 gender diversity objective	The Group's performance as at 30 June 2015
1	The Group has at least two female Directors and at least two female senior executives.	Achieved.
2	If existing staff are promoted, at least 50% of those promoted will be female.	Achieved.
3	At least one female will be interviewed for all advertised management positions.	Not achieved. Three management positions were advertised and females were interviewed for two of those positions. No suitably qualified females applied for the third management position.
4	All employees (regardless of gender, age and race) are consulted annually via an engagement survey and are given the opportunity to provide feedback on issues and potential barriers to diversity.	Achieved.
5	Remuneration continues to be benchmarked against market data taking into consideration experience, qualification and performance and without regard to age, gender and race.	Achieved.
6	Succession plans and leadership programs are designed to assist in the development of a diverse pool of future senior executives and managers and are regularly reviewed.	Achieved.
7	At least one corporate event is held to which staff can bring partners and children.	Achieved.
8	Parents (or carers) are offered flexible work arrangements.	Achieved.
9	All staff undergo 'equal employment opportunity' training at least once a year.	Achieved.
10	At least 80% of females taking parental leave return to work.	Achieved.
11	Training hours undertaken by females are at least equivalent to those undertaken by male counterparts.	Achieved.

As at 30 June 2015, the respective proportions of males and females on the Board, in senior executive positions in Cromwell and across the Group were as follows:

Body	Females	Males	Total
Board	2	6	8
Senior executive[3]	2	4	6
Group[4]	52	62	114

In the 2015 financial year, Cromwell became a 'relevant employer' under the Workplace Gender Equality Act (WGEA). The

(3) Recommendation 1.5(c)(1) requires the Group to define what it means by 'senior executive'. In this case, 'senior executive' means the Chief Executive Officer, the Chief Operations Officer, the Chief Financial Officer, Chairman Valad Europe, Head of Property and the Company Secretary.

(4) Excludes Valad Europe, Phoenix Portfolios and Oyster Property Group.

Group's most recent 'Gender Equality Indicators', as defined in and published under the WGEA, are as follows:

	Gender equality indicator
1	Gender composition of workforce
2	Gender composition of governing bodies
3	Equal remuneration between women and men
4	Flexible working and support for employees with family and caring responsibilities
5	Consultation with employees on issues concerning gender quality in the workplace
6	Sex-based harassment and discrimination

Cromwell's latest WGEA Report is available on the Corporate Governance page on the Group's website.

What you can find on the Corporate Governance page on our website:

- Diversity Policy
- Nomination and Remuneration Committee Charter
- FY2015 Gender Diversity Objectives
- FY2016 Gender Diversity Objectives
- WGEA Report

www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 1.6

The Board, via the Nomination and Remuneration Committee, undertakes an annual formal performance assessment, which includes an assessment of the performance of the Board, Board Committees and individual Directors. Under the annual formal performance assessment, Directors complete a questionnaire and are able to make comments or raise any issues they have in relation to the performance. The results were compiled by the Company Secretary and discussed at a subsequent Board meeting. For the 2015 financial year, the formal performance assessment was conducted and did not raise any governance issues that needed to be addressed.

What you can find on the Corporate Governance page on our website:

- Nomination and Remuneration Committee Charter

www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 1.7

The Group has an established, rigorous process for the performance review of all staff, including senior executives. The performance of senior executives and whether they have met their individual key performance indicators is formally evaluated annually by the CEO, with regular feedback being provided during the performance period. At the time of the reviews, the professional development of the executive is also discussed, along with any training which could enhance their performance. Both qualitative and quantitative measures are used in the evaluation. A performance evaluation for each senior executive was completed during the reporting period.

Under the Nomination and Remuneration Committee Charter, the Nomination and Remuneration Committee is responsible for facilitating an annual review of the performance of the CEO (an executive Director). This annual review was completed during the 2015 financial year.

What you can find on the Corporate Governance page on our website:

- Nomination and Remuneration Committee Charter

www.cromwell.com.au/investors/shareholders/corporate-governance

Principle 2: Structure the board to add value

RECOMMENDATION 2.1

Nomination and Remuneration Committee

The Board has a long established Nomination and Remuneration Committee, which operates under a Board approved written charter. The charter sets out the Nomination and Remuneration Committee's various responsibilities, including reviewing and making recommendations to the Board in relation to:

- Board succession planning generally;
- the appointment, or reappointment, of Directors to the Board. The charter details the procedure for appointing new Directors;
- the performance and education of Directors;
- reviewing and recommending remuneration arrangements for the Directors, the CEO and senior executives;
- induction and continuing professional development programs for Directors; and
- the development and implementation of a process for evaluating the performance of the Board, Board Committees and Directors.

The Nomination and Remuneration Committee:

- may seek any information it considers necessary to fulfil its responsibilities;
- has access to management to seek explanations and information;
- may seek professional advice from employees of the Group and from appropriate external advisers (at the Group's cost); and
- may meet with external advisers without management being present.

The minutes of each Nomination and Remuneration Committee meeting are included in the papers for the next Board meeting after each meeting of the Committee. The Chairman of the Nomination and Remuneration Committee reports the Committee's findings to the Board after each Committee meeting. The Nomination and Remuneration Committee has five members, all of whom are independent Directors.

The Directors' Report discloses the members of the Nomination and Remuneration Committee, the number of times that the Committee met during the 2015 financial year and the individual attendances of the members at those meetings.

What you can find on the Corporate Governance page on our website:

- Nomination and Remuneration Committee Charter

www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 2.2

Board Skills Matrix

The Board has adopted a Board Skills Matrix, which sets out the collective skills and attributes of the Board. In summary, the Board Skills Matrix includes (but is not limited to) such key skills and experience as strategy, property, investment/funds management, financial performance, risk oversight, economics and executive management, as well as other characteristics and attributes.

The Board considers that its current members have an appropriate mix of skills, personal attributes and experience that allows the Directors individually, and the Board collectively, to discharge their duties effectively and efficiently. The Board comprises individuals who understand the business of the Group and the environment in which it operates and who can effectively assess management's performance in meeting agreed objectives and goals.

The Directors' Report provides the following information about each Director:

- profile, including qualifications and experience; and
- special responsibilities and attendances at Board and Board Committee meetings.

The Nomination and Remuneration Committee refers to the Matrix when considering Board succession planning and professional development initiatives for the Directors.

What you can find on the Corporate Governance page on our website:

- Nomination and Remuneration Committee Charter

www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 2.3

The Board

The Group recognises that independent Directors are important in reassuring securityholders that the Board properly fulfils its role. The Board comprises eight Directors, with an independent Chairman and a majority of independent non-executive Directors:

Director	Status
Geoffrey H Levy, AO (Chairman)	Independent non-executive Director
Michelle McKellar	Independent non-executive Director
Richard Foster	Independent non-executive Director
Robert Pullar	Independent non-executive Director
Jane Tongs (appointed 26 November 2014)	Independent non-executive Director
David Usasz (resigned 26 November 2014)	Independent non-executive Director
Marc Wainer	Non-executive Director
Andrew Konig (appointed 26 November 2014)	Non-executive Director
Mike Watters (resigned 26 November 2014)	Non-executive Director
Paul Weightman	Executive Director, Managing Director/CEO
Daryl Wilson (resigned 25 February 2015)	Executive Director

Each year, independence status is assessed using the guidelines and factors set out in the Recommendations and the independent non-executive Directors also confirm to the Board, in writing, their continuing status as an independent Director.

In assessing a Director's independence status, the Board has adopted a materiality threshold of 5% of the Group's net operating income or 5% of the Group's net tangible assets (as appropriate) as disclosed in its last audited financial accounts.

The length of time that each independent Director has served on the Board is set out below:

Independent Director	First appointed
Geoffrey H Levy, AO (Chairman)	2008
Michelle McKellar	2007
Richard Foster	2005
Robert Pullar	2002
Jane Tongs	2014

Mr Richard Foster joined the Company as its independent Chairman in 2005 and Mr Robert Pullar joined the Company in 2002, and both have been serving on the Board since that time. In the case of both Mr Foster and Mr Pullar, the Board is satisfied that the length of service as a Director will not interfere, or will reasonably be seen to interfere, with their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of Cromwell and its securityholders generally.

The Board is comfortable that no Director has served for a period such that their independence may have been compromised. The Board also recognises that the interests of Cromwell and its securityholders are well served by having a mix of Directors, some with a longer tenure with a deep understanding of Cromwell and its business and some with a shorter tenure with fresh ideas and perspective.

The Group's independent non-executive Directors (including the Chairman) are considered by the Board to meet the test of independence under the Recommendations.

Each independent non-executive Director has undertaken to inform the Board as soon as practical if they think their status as an independent Director has or may have changed.

What you can find on the Corporate Governance page on our website:

- Board Charter

www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 2.4

The Board comprises eight Directors, with an independent Chairman and a majority of independent non-executive Directors.

What you can find on the Corporate Governance page on our website:

- Board Charter

www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 2.5

The Chairman of the Board – Mr Geoffrey H Levy, AO – is an independent non-executive Director. Mr Paul Weightman is an executive Director and the CEO of Cromwell Property Group. This is consistent with the Board Charter, which stipulates that the Chairman of the Board will not be the same person as the CEO and ideally will be an independent non-executive Director.

The Board Charter sets out the responsibilities of the Chairman, including:

- leading the Board;
- facilitating the effective contribution and ongoing development of all Directors;
- promoting constructive and respectful relations between Board members and between the Board and management; and
- facilitating Board discussions to ensure that core issues facing the Group are addressed.

What you can find on the Corporate Governance page on our website:

- Board Charter

www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 2.6

A formal induction program ensures that new independent Directors can participate fully and actively in decision making upon their appointment. The Chairman of the Board, with the assistance of the Company Secretary, has developed the induction program. The program includes meeting with fellow Directors (including the CEO) and the executive management team, receiving briefings on the Group's strategy and reviewing corporate governance materials and policies.

Each year, the Nomination and Remuneration Committee also considers and recommends to the Board a professional development program for Directors. This includes training on key issues relevant to the Group's operations, financial affairs and governance. The professional development program is compiled in light of recent or potential developments as well as any skills or knowledge gaps identified by the Nomination and Remuneration Committee. Directors also have access to the internal training sessions provided by the Group's Legal and Compliance team. On an ongoing basis, Directors are provided with updates on legal and corporate developments relevant to the Group.

What you can find on the Corporate Governance page on our website:

- Nomination and Remuneration Committee Charter

www.cromwell.com.au/investors/shareholders/corporate-governance

Principle 3: Act ethically and responsibly

RECOMMENDATION 3.1

The Group's Directors, senior executives and staff are required to maintain high standards of ethical conduct. This is reinforced by the various practices and policies of the Group. All Directors, senior executives and staff are expected to act with integrity and strive at all times to enhance the reputation and performance of the Group.

To reinforce this culture, the Group has established a Code of Conduct to provide guidance about the attitudes and behaviour necessary to maintain stakeholder confidence in the integrity of the Group and comply with the Group's legal obligations.

The Code of Conduct is made available to all Directors, senior executives and staff and they are reminded of the importance of the Code of Conduct on a regular basis. Appropriate standards are also communicated and reinforced to all staff at induction sessions and staff meetings.

The Board has approved a Breach Reporting Policy and a Whistleblowing Policy. These policies actively encourage and support reporting to appropriate management of any actual or potential breaches of the Group's legal obligations and/or of the Code of Conduct.

The Board has also approved a Securities Trading Policy under which Directors, senior executives and staff are restricted in their ability to deal in the Group's securities. Appropriate blackout periods are in place during which Directors, senior executives and staff are not permitted to trade. Directors, senior executives and staff are made aware of the policy and receive training annually. The policy is reviewed annually.

Compliance with Board approved policies is monitored via monthly checklists completed by key management and by investigation following any report of a breach by a staff member. Compliance monitoring is undertaken by the Legal and Compliance team under the direction of the Company Secretary who reports directly to the Board.

What you can find on the Corporate Governance page on our website:

- Code of Conduct
- Breach Reporting Policy
- Whistleblowing Policy
- Securities Trading Policy

www.cromwell.com.au/investors/shareholders/corporate-governance

Principle 4: Safeguard integrity in corporate reporting

RECOMMENDATION 4.1

Audit and Risk Committee

The Board is responsible for the integrity of the Group's corporate reporting. To assist in discharging this function, the Board has a long established Audit and Risk Committee. The Audit and Risk Committee operates under a Board approved written charter, which sets out the Audit and Risk Committee's:

- objectives, including to maintain and improve the quality, credibility and objectivity of the financial accountability process (including financial reporting on a consolidated basis); and
- responsibilities, including reviewing and making recommendations to the Board in relation to:
  - whether the Group's financial statements reflect the understanding of the Audit and Risk Committee members of, and otherwise provide a true and fair view of, the financial position and performance of the Group;
  - the appropriateness of any significant estimates or judgements in the financial reports (including those in any consolidated financial statements); and
  - the appointment or removal, and review of effectiveness and independence, of the external auditor.

The minutes of each Audit and Risk Committee meeting are included in the papers for the next Board meeting after each meeting of the Committee. The Chairman of the Audit and Risk Committee reports the Committee's findings to the Board after each Committee meeting. The Audit and Risk Committee has three members, all of whom are independent Directors. The Audit and Risk Committee is chaired by an independent Director who is not the Chairman of the Board.

The Directors' Report discloses:
- the relevant qualifications and experience of the members of the Audit and Risk Committee; and
- the number of times that the Audit and Risk Committee met during the 2015 financial year and the individual attendances of the members at those meetings.

The Audit and Risk Committee:
- may seek any information it considers necessary to fulfil its responsibilities;
- has access to management to seek explanations and information;
- has access to internal and external auditors to seek explanations and information from them (without management being present);
- may seek professional advice from employees of the Group and from appropriate external advisers (at the Group's cost); and
- may meet with external advisers without management being present.

The external auditor has declared its independence to the Board and the Audit and Risk Committee. The Board is satisfied the standards for auditor independence and associated issues have been met.

What you can find on the Corporate Governance page on our website:
- Audit and Risk Committee Charter
- External Auditor – Selection, Appointment and Rotation

www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 4.2
Before it approves the Group financial statements for a financial period, the Board receives from the CEO and CFO a written declaration that, in their opinion, the financial records of the entity have been properly maintained and the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

RECOMMENDATION 4.3
The external auditor attends the Group's AGM and is available to answer securityholders' questions relevant to the audit.

Principle 5: Make timely and balanced disclosure

RECOMMENDATION 5.1
The Group believes that all stakeholders should be informed in a timely and widely available manner of all the major business events and risks that influence the Group. In particular, the Group strives to ensure that any price sensitive material for public announcement is lodged with the ASX before external disclosure elsewhere and posted on the Group's website as soon as practical after lodgement with the ASX.

The Group has a Market Disclosure Protocol which includes polices and procedures designed to ensure compliance with the continuous disclosure obligations under the ASX Listing Rules.

What you can find on the Corporate Governance page on our website:
- Market Disclosure Protocol

www.cromwell.com.au/investors/shareholders/corporate-governance

Principle 6: Respect the rights of securityholders

RECOMMENDATION 6.1

Cromwell Property Group aims to keep securityholders informed on an ongoing basis of the Group's performance and all major developments. Securityholders receive regular reports and the Group uses its website as its primary means of providing information to securityholders and the broader investment community about the Group's business, history, corporate structure, corporate governance and financial performance.

The Corporate Governance page on the Group's website provides:

- a link to information about the Board of Directors and senior executives;
- key corporate governance documents, including constitutions, charters and policies;
- a Key Events Calendar;
- a link to a description of the Group's stapled security dividends/distributions policy and information about the Group's dividend/distribution history;
- links to download relevant forms; and
- materials referred to in this Statement.

The Group's website also provides:

- overview of the Group's current business;
- description of how the Group is structured;
- summary of the Group's history;
- documents that the Group releases publicly (such as annual reports, ASX announcements, notices of meeting and company news items);
- historical information about the market prices of the Group's securities;
- ahead of the AGM (or any extraordinary general meeting), information including time and venue;
- contact details for enquiries from securityholders, analysts or the media; and
- contact details for its securities registry.

Our website address:
www.cromwell.com.au

The Corporate Governance page on our website:
www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 6.2

The Group has implemented a Board approved Investor Relations Policy, which has been designed to facilitate effective two way communication with securityholders.

The Policy also sets out the policies and processes that the Group has in place to encourage participation in the AGM. This is important to the Group because it assists with ensuring a high level of accountability and identification with the Group's strategies and goals.

What you can find on the Corporate Governance page on our website:

- Investor Relations Policy

www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 6.3

Cromwell Property Group facilitates and encourages participation at meetings of securityholders.

The Chairman and the CEO each address the meeting of securityholders and provide securityholders with an update on the Group's business, governance and financial performance and any areas of concern or interest to the Board and management. The Chair and CEO take any comments and questions received from securityholders during or after their address.

The current audit partner attends the AGM and is available to answer securityholders' questions about the audit. The notice of meeting for the AGM advises that securityholders entitled to cast their vote at the AGM 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 being considered at the AGM. A securityholder wishing to submit a question to the auditor is asked to submit the question in writing to the Company Secretary up to a week before the AGM. A list of the questions submitted to the auditor is made available to securityholders attending the AGM at or before the start of the AGM. At the AGM, the Chairman reminds securityholders of the opportunity to ask questions about the audit.

The Chairman provides securityholders with an opportunity to ask questions about and discuss the specific resolutions put to the meeting. Securityholders have the opportunity to ask questions about or comment on the management of the Group.

Securityholder meetings are held during business hours at the Group's registered office in Brisbane, which is accessible by public transport. The notice of meeting invites securityholders to join the Directors for morning tea or afternoon tea (as applicable) after the meeting.

The Group provides live webcasting of its AGM so that securityholders can hear proceedings online.

RECOMMENDATION 6.4

Cromwell Property Group gives its securityholders the option to receive communications from the Group and from its securities registry electronically. Many securityholders have elected to receive all communications electronically, while other securityholders have elected to receive all communications electronically with payment statements received by post.

Electronic communications sent by the Group and by the securities registry are formatted in a reader friendly and printer friendly format.

Securityholders can send communications to the Group and to the securities registry electronically. The Contact Us page on the Group's website provides the email address for contacting the Group and a link to create an email to the securities registry.

Principle 7: Recognise and manage risk

RECOMMENDATION 7.1

Audit and Risk Committee

The Group is exposed to various risks across its business operations and recognises the importance of effectively identifying and managing those risks so that informed decisions on risk issues can be made. The Board has a long established Audit and Risk Committee, which operates under a Board approved written charter. The charter sets out the Committee's various responsibilities, including:

- assessing the adequacy of the internal risk control system;
- receiving reports from management of any actual or suspected fraud, theft or other breach of internal controls; and
- assessing and recommending to the Board for adoption the scope, cover and cost of professional insurance.

The Audit and Risk Committee:

- may seek any information it considers necessary to fulfil its responsibilities;
- has access to management to seek explanations and information;
- has access to internal and external auditors to seek explanations and information from them (without management being present);
- may seek professional advice from employees of the Group and from appropriate external advisers (at the Group's cost); and
- may meet with external advisers without management being present.

The minutes of each Audit and Risk Committee meeting are included in the papers for the next Board meeting after each meeting of the Committee. The Chairman of the Audit and Risk Committee reports the Committee's findings to the Board after each Committee meeting. The Audit and Risk Committee has three members, all of whom are independent Directors. The Audit and Risk Committee is chaired by an independent Director who is not the Chairman of the Board.

The Directors' Report discloses:

- the relevant qualifications and experience of the members of the Audit and Risk Committee; and
- the number of times that the Audit and Risk Committee met during the 2015 financial year and the individual attendances of the members at those meetings.

What you can find on the Corporate Governance page on our website:

- Audit and Risk Committee Charter

www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 7.2

The Board is responsible for:

- ensuring an appropriate risk management framework is in place;
- setting the risk appetite within which the Board expects management to operate; and
- reviewing and ratifying systems of internal compliance and control and legal compliance to ensure appropriate compliance frameworks and controls are in place.

As outlined in its Board approved charter, the Audit and Risk Committee's responsibilities include:

- overseeing the establishment and implementation of risk management and internal compliance and control systems and ensuring there is a mechanism for assessing/reviewing the efficiency and effectiveness of those systems at least annually to satisfy itself that it continues to be sound;
- approving and recommending to the Board for adoption policies and procedures on risk oversight and management to establish an effective and efficient system for:
  - identifying, assessing, monitoring and managing risk; and
  - disclosing any material change to the risk profile; and
- regularly reviewing and updating the risk profile.

Under the direction of the CEO, management is responsible for ensuring that the Group operates within the risk appetite set by the Board. It does so by identifying relevant business risks, designing controls to manage those risks and ensuring those controls are appropriately implemented. The Group has adopted an Enterprise Risk Management Policy, which is a general statement of the Group's philosophy with respect to risk management practices. There is also a wide range of underlying internal policies and procedures, which are designed to mitigate the Group's material business risks. The risk management system operates in accordance with the Australian/New Zealand Standard for Risk Management (AS/NZS 4360:2004 Risk Management).

A comprehensive review of the risk management system commenced in the 2015 financial year.

A Compliance Committee – comprised of a majority of external, independent members – monitors the extent to which Cromwell Property Securities Limited (as Responsible Entity for the CDPT) complies with the CDPT's compliance plan and the underlying compliance framework. The Board of Cromwell Property Securities Limited receives regular reports from the Compliance Committee. The roles and responsibilities of the Compliance Committee are outlined in a charter, which is reviewed annually by the Compliance Committee and the Board of the Responsible Entity.

What you can find on the Corporate Governance page on our website:

- Board Charter
- Audit and Risk Committee Charter
- Enterprise Risk Management Policy
- Compliance Committee Charter

www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 7.3

Although the Group does not have a designated internal audit function, throughout the year the Legal and Compliance team conducts internal audit tests of the adequacy of controls for those risks which are inherently extreme or high. Relevant management confirm (monthly, quarterly or annually as appropriate) that the controls remain appropriate and identify any new risks and any new controls that should be put in place. The Company Secretary reports findings to the Audit and Risk Committee.

RECOMMENDATION 7.4

The Group's Sustainability Report discloses the extent to which the Group has material exposure to economic, environmental and social sustainability risks and explains how such risks are and will be managed.

What you can find on the Corporate Governance page on our website:

- Sustainability Report

www.cromwell.com.au/investors/shareholders/corporate-governance

Principle 8: Remunerate fairly and responsibly

RECOMMENDATION 8.1

Nomination and Remuneration Committee

The Board has a long established Nomination and Remuneration Committee, which operates under a Board approved written charter. The charter sets out the Nomination and Remuneration Committee's various responsibilities, including reviewing and making recommendations to the Board in relation to:

- the remuneration framework for non-executive Directors, including the allocation of the pool of Directors' fees;
- executive Director and senior executive total remuneration;
- the design of any equity based incentive plan; and
- any gender or other inappropriate bias in remuneration policies and practices.

The Nomination and Remuneration Committee:

- may seek any information it considers necessary to fulfil its responsibilities;
- has access to management to seek explanations and information;
- may seek professional advice from employees of the Group and from appropriate external advisers (at the Group's cost); and
- may meet with external advisers without management being present.

The minutes of each Nomination and Remuneration Committee meeting are included in the papers for the next Board meeting after each meeting of the Committee. The Chairman of the Nomination and Remuneration Committee reports the Committee's findings to the Board after each Committee meeting. The Nomination and Remuneration Committee has five members, all of whom are independent Directors.

The Directors' Report discloses the members of the Nomination and Remuneration Committee, the number of times that the Committee met during the 2015 financial year and the individual attendances of the members at those meetings.

What you can find on the Corporate Governance page on our website:

- Nomination and Remuneration Committee Charter

www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 8.2

The Directors' Report (the section titled Remuneration Report) discloses information, including the policies and practices regarding the remuneration of:

- non-executive Directors;
- executive Directors and other senior executives (together, Key Management Personnel (KMP)).

The respective policies and practices reflect the different roles and responsibilities of non-executive Directors and executive Directors and other senior executives.

As disclosed in the Remuneration Report, the Group's non-executive Directors are paid a fixed remuneration, comprising base fees or salary and superannuation (if applicable). Non-executive Directors do not receive bonus payments or participate in security based compensation plans, and are not provided with retirement benefits other than statutory superannuation.

The Remuneration Report details the nature and amount of remuneration of the Chief Executive Officer (executive Director) and other KMP. Remuneration packages are designed to incentivise KMP to outperform by specifically linking their remuneration to their particular role and responsibilities. Remuneration packages comprise fixed pay, short term incentives and long term incentives. The Group does not have a policy regarding the deferral of performance based remuneration and the reduction, cancellation or clawback of performance based remuneration in the event of a material misstatement in the Group's financial statements. However, performance rights under the Cromwell Property Group's Performance Rights Plan lapse under certain circumstances including a determination by the Plan Committee that the performance right should lapse because the participant, in the Plan Committee's opinion, has committed any act of fraud, defalcation or gross misconduct in relation to the affairs of a body corporate in the Group. Securities acquired under the Cromwell Security Loan Plan and therefore pursuant to a loan with the Group are forfeited where the employee ceases employment with the Group prior to the end of the loan period.

The Group does not have a culture of paying short term incentives and this is reflected in the fact that, other than the CEO, no KMP was awarded a short term incentive in the 2015 financial year. The nature of the performance based remuneration is an 'at risk' payment rather than a 'bonus' payment.

For all KMP except the CEO, the CEO is responsible for setting key performance indicator (KPI) targets and assessing annually whether those targets have been met. The KPI targets for the CEO are set, revised and reviewed annually by the Nomination and Remuneration Committee or the Board.

What you can find on the Corporate Governance page on our website:

- Nomination and Remuneration Committee Charter

www.cromwell.com.au/investors/shareholders/corporate-governance

RECOMMENDATION 8.3

In accordance with the remuneration policy, the Group operates a Performance Rights Plan and a Security Loan Plan and has issued performance rights (or options over Group securities) to a number of executives, including the CEO (an executive Director). The Group does not currently pay any other form of security based remuneration.

The terms of the Group's Performance Rights Plan do not allow participants, whether executive Directors or other employees, to hedge or otherwise limit the economic risk of their participation in the Plan.

Previous participation in the Performance Rights Plan by the CEO (an executive Director) was approved by securityholders at an AGM. Pursuant to the ASX Listing Rules, any further participation would also need to be approved by securityholders.

SECURITYHOLDER INFORMATION

The securityholder information set out below was applicable as at 30 September 2015, unless stated otherwise.

Spread of Stapled Securityholders

Category of Holding	Number of Securities	Number of Holders
100,001 and Over	1,440,217,445	1,100
10,001 to 100,000	283,203,579	8,478
5,001 to 10,000	14,449,204	1,836
1,001 to 5,000	6,365,200	2,010
1 to 1,000	279,626	892
Total	1,744,515,054	14,316

Unmarketable Parcels

The number of stapled securityholdings held in a less than marketable parcel was 630.

Substantial Securityholders

Holder	Stapled Securities	Date of Notice
Redefine Properties Limited	446,538,850	3/09/2015
Macquarie Group Limited	277,412,324	2/09/2015
Macquarie Group Limited	237,310,567	20/07/2015
Macquarie Group Limited	257,638,862	1/07/2015
The Vanguard Group, Inc	88,433,144	5/06/2015

Voting Rights

On a show of hands every securityholder present at a meeting in person or by proxy shall have one vote and, upon a poll, every securityholder shall have effectively one vote for every security held.

20 Largest Securityholders

Rank	Investor	Number of Stapled Securities Held	% Held of Issued Stapled Securities
1	Woodross Nominees Pty Ltd	243,681,567	13.97
2	J P Morgan Nominees Australia Limited	211,779,057	12.14
3	HSBC Custody Nominees (Australia) Limited	207,921,120	11.92
4	Redefine Global (Pty) Ltd	184,967,829	10.60
5	National Nominees Limited	85,709,218	4.91
6	Citicorp Nominees Pty Limited	63,321,475	3.63
7	RBC Investors Services Australia Nominees Pty Ltd <APN A/c>	32,358,988	1.85
8	BNP Paribas Noms Pty Ltd	31,999,970	1.83
9	Buttonwood Nominees Pty Ltd	18,000,000	1.03
10	Stara Investments Pty Ltd	16,221,167	0.93
11	Citicorp Nominees Pty Limited <Colonial First State Inv A/c>	11,738,848	0.67
12	Humgoda Investments Pty Ltd	7,282,126	0.42
13	UBS Wealth Management Australian Nominees Pty Ltd	6,772,455	0.39
14	Panmax Pty Ltd <Panmax Pty Ltd S/Fund A/c>	5,718,993	0.33
15	Wallace SMSF Pty Ltd	4,898,736	0.28
16	Morgan Stanley Australia Securities (Nominee) Pty Limited <No 1 Account>	4,603,344	0.26
17	Kovron Pty Ltd <J M Creagh Super Fund A/c>	4,372,000	0.25
18	Mr Neal John Ambrose & Mrs Anne Christine Ambrose <NJ & AC Ambrose S/Fund A/c>	3,565,724	0.20
19	Mr Humphrey Firkins & Mr Jamie Dorrington	3,377,000	0.19
20	The Australian National University	3,000,000	0.17
		1,151,289,617	**65.99**

Provision of Information for Securityholders

Cromwell is committed to ensuring its securityholders are fully informed on the financial and operational status of the Group as well as its future prospects, in accordance with the rules and guidelines of the Australian Securities Exchange (ASX) and other regulatory bodies. The following information can also be found on the Cromwell website at www.cromwell.com.au.

ASX LISTING

Cromwell Property Group is listed as a Stapled Security on the ASX (Code: CMW).

SECURITYHOLDING DETAILS

Securityholders can access information on their holdings and update their details through Cromwell's share registry provider:

Link Market Services Limited
Level 15, 324 Queen Street
Brisbane Qld 4000
Telephone: 1300 550 841
Outside Australia: +61 2 8280 7124
Fax: +61 2 9287 0309
Web: www.linkmarketservices.com.au
Email: info@linkmarketservices.com.au

Securityholders can change or update details relating to their address, bank account and Tax File Number (TFN), Australian Business Number (ABN) or exemption in a number of ways:

- Send written authorisation to the registry quoting your SRN / HIN and signing the request;
- Log on to www.linkmarketservices.com.au; or
- Call the registry

You will have to verify your identity by providing your personal details. Bank detail changes must be requested in writing or electronically and cannot be made over the phone.

Securityholders are not obliged to quote their TFN, ABN or exemption. However, if these details are not lodged with the registry, Cromwell is obliged to deduct tax from unfranked portions of dividend payments and distribution payments and up to the highest marginal tax rate, depending on residency.

DISTRIBUTIONS/DIVIDENDS

Cromwell Property Group Dividends/Distributions

During the year the following distributions/dividends have been paid:

Quarter Ending	Amount per Security	Ex Date	Record Date	Payment Date
30 June 2015	1.9925 cents	26 June 2015	30 June 2015	13 August 2015
31 March 2015	1.9925 cents	27 March 2015	31 March 2015	13 May 2015
31 December 2014	1.9375 cents	24 December 2014	31 December 2014	11 February 2015
30 September 2014	1.9375 cents	24 September 2014	30 September 2014	12 November 2014

Further information

The Cromwell website provides a comprehensive range of information on the Group, past performance and products.

The website address is www.cromwell.com.au. Requests for further information about the Group, its dealings and key securityholder communications should be directed to:

Investor Relations Manager
Cromwell Property Group
GPO Box 1093
Brisbane QLD 4001 Australia

Tel: +61 7 3225 7777
Fax: +61 7 3225 7788
Email: invest@cromwell.com.au

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