

## ASX Announcement

12 January 2016



PROPERTY GROUP

# Cromwell Property Group Announces Extension of On-Market Buy-Back

Cromwell Property Group (ASX: CMW) (**Cromwell**) today announced an extension of its on-market buy-back as part of its ongoing capital management program.

The buy-back period will now continue until 20 January 2017 unless the maximum number of stapled securities is bought back or Cromwell decides to cease the buy-back earlier.

The buy-back has been extended because it remains important to Cromwell to maintain the maximum amount of flexibility with regard to its capital management strategies in the current economic climate, particularly in times of heightened market volatility.

No more than 174,800,000 stapled securities, which is approximately 10% of Cromwell's current issued capital, will be bought back during the extended buy-back period. If current market conditions continue, Cromwell does not expect to buy-back any securities during the next 12 months. Cromwell reserves the right to suspend or conclude the buy-back at any time.

Cromwell will fund any buy-back primarily from its cash reserves and may also use the proceeds of any asset sales to fund the buy-back. Cromwell will not borrow any funds to facilitate the buy-back.

The Appendix 3D lodged with ASX contains further information about how, and in what circumstances, Cromwell would buy-back securities. In particular, the Directors take into account a number of factors before electing to buy back securities including the available resources of Cromwell, whether a buy back is accretive to earnings and net tangible assets per security, the gearing of Cromwell, and other potential uses of Cromwell's available resources.

Trading in stapled securities will continue as usual on ASX before, during, and after the buy-back. Any stapled securities acquired by Cromwell under the on-market buy-back will be immediately cancelled.

ENDS.

### Cromwell Securityholder Enquiries:

Investor Services Centre  
1300 276 693 (within Australia)  
+61 7 3225 7777 (outside Australia)  
[invest@cromwell.com.au](mailto:invest@cromwell.com.au)

### About Cromwell Property Group

Cromwell Property Group (ASX:CMW) is a Global Real Estate Investment Manager. The Group is included in the S&P/ASX200. 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 total assets under management and investment capacity of \$11.9 billion across Australia, New Zealand and Europe.

# Appendix 3D

## Changes relating to buy-back (*except* minimum holding buy-back)

*Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Cromwell Property Securities Limited ( <b>CPSL</b> ) as responsible entity for the Cromwell Diversified Property Trust ( <b>Trust</b> ) and Cromwell Corporation Limited ( <b>CCL</b> )	11 079 147 809  102 982 598  44 001 056 980

We (the entity) give ASX the following information.

1	Date that an Appendix 3C or the last Appendix 3D was given to ASX	17 February 2015
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### Information about the change

*Complete each item for which there has been a change and items 9 and 10.*

<b>Column 1</b> (Details announced to market in Appendix 3C or last Appendix 3D)	<b>Column 2</b> (Details of change to buy-back proposals)
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### On-market buy-back

2	Name of broker who will act on the company's behalf	Morgans Financial Limited	
3	Deleted 30/9/2001.		
4	If the company/trust intends to buy back a maximum number of shares/units – that number  <small>Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.</small>	Up to a maximum of 173,800,000 stapled securities	Up to a maximum of 174,800,000 stapled securities

<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3D

### Changes relating to buy-back

	<b>Column 1</b> (Details announced to market in Appendix 3C or last Appendix 3D)	<b>Column 2</b> (Details of change to buy-back proposals)
5 If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back	Up to a maximum of 173,800,000 stapled securities	Up to a maximum of 174,800,000 stapled securities
6 If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	Cromwell Property Group will continue the buy-back period for a further 12 months from the conclusion of the existing buy-back period, unless concluded earlier (if the maximum number of securities are bought back before this date or the buy-back is terminated by CPSL and CCL)	
7 If the company/trust intends to buy back shares/units if conditions are met – those conditions	Not applicable	

### All buy-backs

8 Any other change		
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<sup>+</sup> See chapter 19 for defined terms.

9 Reason for change

Directors approve the continuation of the on-market buy-back, which forms part of the Cromwell Property Group's capital management program

10 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)

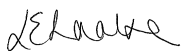
Please refer to attachment

## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here:

Company secretary

Date: 12 January 2016

Print name:

Lucy Laakso

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<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3D

### Changes relating to buy-back

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#### Attachment to Appendix 3D

#### Cromwell Property Group

#### **Buy-Back Progress**

The buy-back originally announced on 24 January 2008 was for a maximum of 69,000,000 stapled securities. 5,565,342 stapled securities were bought back on-market for \$4,681,411 (including brokerage) between 12 February 2008 and 25 June 2008. No stapled securities have been bought back since June 2008.

The current issued capital of the Cromwell Property Group (or **Cromwell**) is 1,747,704,352 stapled securities.

#### **Capital Management Program**

The Directors take into account a number of factors before electing to buy-back securities, including:

- the available resources of Cromwell;
- whether a buy-back is accretive to earnings and net tangible assets per security;
- the gearing of Cromwell Property Group; and
- other potential uses of Cromwell's available resources.

Under Cromwell's Securities Trading Policy, Cromwell is restricted from buying-back securities at certain times, including the periods from the end of each half-year or full year reporting period until the release of all material information in relation to that reporting period.

Cromwell has elected to continue the buy-back as Directors remain of the view that continued volatility in financial markets and global economies necessitates a flexible approach to capital management, with the buy-back a possible option when considering how best to manage Cromwell's capital and available resources.

No more than 174,800,000 stapled securities will be bought back during the extended buy-back period, which will expire on 20 January 2017. If current market conditions continue, Cromwell does not expect to buy-back any securities during the extended period.

Cromwell reserves the right to suspend or conclude the buy-back at any time. Cromwell will continue to fund any buy-back primarily from its cash reserves and may also use the proceeds of any asset sales to fund the buy-back. Cromwell will not borrow any funds to facilitate the buy-back.

The maximum Cromwell would buy-back is 174,800,000 securities, which is within the '10/12 limit' in the *Corporations Act 2001* (Cth). Although this maximum has been set, the combined factors of:

- the conduct of the buy-back;
- historic average trading volumes; and
- the buy-back factors noted above;

are expected to result in an actual buy-back amount significantly lower than the maximum.

#### **Conduct of Buy-Back**

Cromwell will comply with the ASX Listing Rules in conducting the buy-back and all securities will be acquired on the ASX in the ordinary course of trading and in accordance with the ASX Operating Rules. Stapled securities will be bought at the market price from time to time.

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<sup>+</sup> See chapter 19 for defined terms.

Cromwell will not dispose of the securities it buys-back and will ensure that, immediately after registration of the transfer to Cromwell of the securities bought-back, the securities will be cancelled. Cromwell has a documented policy outlining how it will conduct the buy-back. Securityholders are welcome to ask Cromwell for a free copy of the policy.

#### **Distribution / Dividend Reinvestment Plan**

The Cromwell Property Group Distribution / Dividend Reinvestment Plan was re-introduced on 27 September 2010.

#### **Related Party Holdings**

The table below shows the number of stapled securities held by the Directors and entities associated with them as at 31 December 2015. CPSL and its associates may sell their stapled securities on-market during the buy-back period and these may be purchased by Cromwell under the buy-back.

<b>Holder</b>	<b>Ordinary Stapled Securities</b>	<b>Performance Rights</b>
CPSL	Nil	Nil
CCL	Nil	Nil
GH Levy	3,250,000	Nil
PL Weightman	19,588,167	4,226,961
WRL Foster	2,397,998	Nil
AJ Konig	Nil	Nil
MA McKellar	588,000	Nil
JA Tongs	145,000	Nil
M Wainer	Nil	Nil
<b>Total</b>	<b>25,969,165</b>	<b>4,226,961</b>

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<sup>+</sup> See chapter 19 for defined terms.