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Friday 16 February 2018

ASX Market Announcements Office
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Cromwell Property Group Performance Rights Plan

Cromwell Property Group (ASX:CMW) has lodged an Appendix 3B advising the market of a change to the number of performance rights issued under the Cromwell Property Group Performance Rights Plan (PRP).

The change follows the issue of performance rights to Paul Weightman (CEO) and other employees of Cromwell Property Group.

The current performance rights on issue are summarised as follows:

Security class	Description	Opening balance	Change	Closing balance
CMWAB	Performance Rights Exp 2 Dec 2018	1,121,156	No change	1,121,156
CMWAC	Performance Rights Exp 10 Oct 2018	1,254,530	No change	1,254,530
CMWAY	Performance Rights Exp 30 Nov 2019	2,273,521	No change	2,273,521
CMWAY	Performance Rights Exp 1 Jan 2020	2,788,525	No change	2,788,525
CMWAY	Performance Rights Exp 1 Nov 2020	0	3,961,001	3,961,001
	TOTAL	7,437,732	3,961,001	11,398,733

Yours faithfully

CROMWELL PROPERTY GROUP

LUCY LAAKSO
COMPANY SECRETARY

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Cromwell Property Group (Cromwell) comprising Cromwell Corporation Limited (Company) and the Cromwell Diversified Property Trust (Trust) (the responsible entity of which is Cromwell Property Securities Limited (RE))

ABN / ARSN

ABN 44 001 056 980 (Company)
ARSN 102 982 598 (Trust)
ABN 11 079 147 809 (RE)

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Performance rights (unquoted) to acquire fully paid Cromwell stapled securities (each comprising an ordinary share in the Company stapled to an ordinary unit in the Trust (each a Stapled Security)) on vesting (each a Performance Right). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 3,961,001 Performance Rights. |

+ See chapter 19 for defined terms.

<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>Performance Rights granted under the Cromwell Property Group Performance Rights Plan:</p> <p>Nil exercise price: 1,167,385 Performance Rights must be exercised between 1 October 2020 and 1 November 2020</p> <p>\$0.30 exercise price: 111,607 Performance Rights must be exercised between 1 October 2020 and 1 November 2020</p> <p>\$0.50 exercise price: 2,682,009 Performance Rights must be exercised between 1 October 2020 and 1 November 2020</p> <p>Subject to satisfaction of certain performance hurdles and conditions, one fully paid Stapled Security will be issued or transferred for each Performance Right exercised.</p> <p>The issue of 1,832,200 Performance Rights to the Chief Executive Officer under the Cromwell Property Group Performance Rights Plan was approved by securityholders on 25 November 2015.</p>
<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No, Performance Rights do not carry voting, dividend/distribution or any other rights of fully paid Stapled Securities.</p> <p>On exercise of Performance Rights, any Stapled Securities allocated in satisfaction of the Performance Rights will rank equally in all respects with existing Stapled Securities.</p>
<p>5 Issue price or consideration</p>	<p>Nil.</p>

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Performance Rights issued pursuant to the Cromwell Property Group Performance Rights Plan.</p> <p>For reference, a copy of the Cromwell Property Group Performance Rights Plan is available at the Corporate Governance page of Cromwell's webpage (https://www.cromwellpropertygroup.com/securityholder-centre/corporate-governance).</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	No.
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable.
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable.
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable.
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.
6f	Number of +securities issued under an exception in rule 7.2	Not applicable.
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable.

+ See chapter 19 for defined terms.

6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements

Not applicable.

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

Not applicable.

7 +Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

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	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	1,980,326,316	Fully paid Stapled Securities.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)		<u>Cromwell Performance Rights</u>
	1,121,156	CMWAB Exp 2 Dec 2018
	1,254,530	CMWAC Exp 10 Oct 2018
	2,273,521	CMWAY Exp 30 Nov 2019
	2,788,525	CMWAY Exp 1 Jan 2020
	3,961,001	CMWAY Exp 1 Nov 2020
	1,500	CMWAA Bonds

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Part 2 - Pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the +securities will be offered

14 +Class of +securities to which the offer relates

15 +Record date to determine entitlements

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

17 Policy for deciding entitlements in relation to fractions

18 Names of countries in which the entity has security holders who will not be sent new offer documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

20 Names of any underwriters

21 Amount of any underwriting fee or commission

+ See chapter 19 for defined terms.

22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable.
33	+Issue date	Not applicable.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) +Securities described in Part 1

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

Not applicable.

39 +Class of +securities for which quotation is sought

Not applicable.

+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable.

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

Not applicable.

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Not applicable.	

Quotation agreement

- +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.

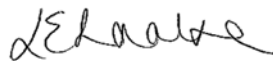
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 16 February 2018

Print name: Lucy Laakso
Company Secretary

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+ See chapter 19 for defined terms.