



CROMWELL
PROPERTY GROUP

HEAD OFFICE Lvl 19, 200 Mary St, Brisbane QLD 4000 | GPO Box 1093, Brisbane QLD 4001
INVESTORS 1300 268 078 | **EMAIL** invest@cromwell.com.au
TENANTS 1800 005 657 | **EMAIL** property@cromwell.com.au
TELEPHONE +61 7 3225 7777
FACSIMILE +61 7 3225 7788
WEBSITE www.cromwellpropertygroup.com

Thursday 5 March 2020

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

Dear Sir/Madam

Cromwell Property Group (ASX:CMW)

Letter to Cromwell Property Group securityholders

In accordance with ASX Listing Rule 3.17.1, attached is a copy of a letter sent to holders of Cromwell Property Group stapled securities.

Yours faithfully

CROMWELL PROPERTY GROUP

LUCY LAAKSO

COMPANY SECRETARY

Authorised for lodgement by Lucy Laakso (Company Secretary) and Paul Weightman (Chief Executive Officer).

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Honner Media

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ABOUT CROMWELL PROPERTY GROUP

Cromwell Property Group (ASX:CMW) is a diversified real estate investor and manager with operations on three continents and a global investor base. As at 31 December 2019, Cromwell had a market capitalisation of \$3.1 billion, a direct property investment portfolio valued at \$3.2 billion and total assets under management of \$11.9 billion across Australia, New Zealand and Europe.



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IMPORTANT INFORMATION

VOTE AGAINST DR GARY WEISS

Vote Against ARA's takeover by stealth

Vote Against to protect your investment

Vote Against ARA's grab for Board control

Only vote using Cromwell's official yellow proxy form

Thursday 5 March 2020

Dear Securityholder,

We are writing to you to ask for your vote to help protect your company against a takeover by stealth from foreign investor, Singaporean fund manager, ARA Asset Management through ARA Real Estate Investors XXI Pte Ltd (ARA).

ARA wants to grab control of Cromwell by calling an Extraordinary General Meeting (EGM) to try and force its nominee, Dr Gary Weiss, onto the Cromwell Board. This is even though Dr Weiss is conflicted, overcommitted, not independent and was rejected by securityholders just four months ago at the AGM in November 2019.

At the same AGM, ARA voted against Cromwell's highly qualified, independent directors. Importantly, ARA recently rejected the Cromwell Board's offer to put forward an independent director. These actions point to ARA's takeover by stealth.

Cromwell is a strong and consistent performer. ARA would like you to think that Cromwell is in disarray. The facts show that nothing is further from the truth. **Cromwell has consistently performed over the long-term** with its annual returns all exceeding the benchmark returns for S&P/ASX200 A-REIT index (as at 31 January 2020) over 1-year, 3-years, 5-years and 10-years.

THE FACTS ABOUT CROMWELL

- ✓ Cromwell reliably rewards its securityholders
- ✓ Cromwell has a proven track record of performance – in Australia and overseas
- ✓ Cromwell's strategy is delivering results
- ✓ Cromwell's gearing is within its target range
- ✓ Cromwell prudently manages costs while continuing to invest for the future
- ✓ Cromwell's strategic review demonstrates its commitment to creating and preserving value for ALL securityholders
- ✓ Cromwell welcomes securityholder and stakeholder input in its strategic review
- ✓ Cromwell is strongly governed with a comprehensively skilled and independent Board acting in the interests of all securityholders
- ✓ Cromwell's management team is high performing, deeply experienced and has 'skin in the game'

EXCEPTIONAL HY20 results: 59% increase in statutory profit per security, strategy delivering for all securityholders

	HY20	HY19	CHANGE
Statutory profit (\$M)	227.3	111.1	104.6% ↑
Statutory profit (cents per security)	8.78	5.52	59.1% ↑
Operating profit (\$M)	134.1	82.6	62.4% ↑
Operating profit (cents per security)	5.18	4.10	26.4% ↑

NTA per unit	WALE	Gearing	Debt tenor
\$1.04 (FY19 0.99)	6.1 years (DPT)	41% (pro-forma 39%)	4.2 years

Cromwell will pay distributions of 7.5 cents per security for FY2020, 3.4% higher than 2019.

When ARA had a nominee on the Board, ARA tried to change Cromwell's strategy for its own benefit. The proposed changes included selling Cromwell owned assets, that pay a reliable income to securityholders, to ARA. For the full facts on Cromwell's performance, ARA's actions and our responses please visit Cromwell's website at www.cromwellpropertygroup.com/egm

ARA's past actions show that it cannot be trusted. ARA has incorrectly and selectively presented information about Cromwell to distort the facts. Cromwell has not discriminated against ARA. Furthermore, votes for Dr Weiss at the 2019 AGM were almost entirely made up of ARA's securityholding and that of another Singapore based family (the Tangs), with whom ARA has a "long-standing business relationship". It is incorrect for ARA to assert that Dr Weiss had anything other than very low support from non-affiliated Cromwell securityholders.

ARA is trying to fool you into supporting its conflicted nominee. This is not a simple proposal to appoint a Director. ARA is a competitor to Cromwell. Its ongoing hostile attacks are part of a deliberate strategy to gain control of Cromwell's Board and change the strategy to benefit itself without paying the appropriate value to all securityholders.

Ignore ARA's incorrect material. ARA has sent you its own notice of meeting and proxy form asking you to support Dr Weiss's election on the basis of information that is incorrect. Same as last year, ARA has deliberately tried to make its proxy form look as though it is from Cromwell to confuse securityholders. ARA's selection of EGM venue, and how it is dealing with proxy forms, are both designed to reduce meeting attendance and exert control over the voting process.

ARA's actions show a disregard for good governance. Despite saying the opposite, ARA tried to take control of Cromwell's Board at the 2019 AGM by voting against both of Cromwell's independent directors up for election – Ms Tanya Cox and Ms Lisa Scenna.

Even if Dr Weiss resigns from his long standing directorship of ARA's largest shareholder (Straits Trading Company Limited), he will continue to be non-independent for several years. Further, his significant commitments on other publicly listed and private boards exceed the levels accepted by institutional securityholders who consider overboarding high risk and bad governance.

Only use Cromwell's official yellow proxy form when voting. You should be aware that if you use ARA's proxy form, you are giving your vote to ARA's lawyers to act as your proxy. ARA's lawyers have been engaged by ARA to act on its behalf in connection with its dispute with Cromwell. Cromwell's yellow proxy form is marked "Official" at the top.

Support your trusted Cromwell Board. Cromwell's Board and management team are deeply experienced and unitedly committed to acting in the best interest of all securityholders. Permitting a conflicted and non-independent ARA director nominee on the Board, and one who is working with ARA in its hostile campaign, will be destabilising and result in a fractured Board.

YOUR VOTE COUNTS

The future of Cromwell is in your hands. Your vote is important in preventing ARA from its takeover by stealth and depriving you of a premium for control of Cromwell.

BOARD RECOMMENDATION

Cromwell's Board unanimously recommends that you **VOTE AGAINST** the election of Dr Weiss. We ask you to ignore ARA's incorrect information and proxy form.

What you need to do to protect your investment. VOTE NOW.

If you are not attending ARA's requisitioned EGM, please submit your proxy appointment online or by returning the enclosed official Cromwell proxy form.

To lodge your proxy appointment(s) online please click on the following link(s):
[hyperlink to personalised proxy form]

Once you have clicked on the link(s), please enter your postcode (Australian address) or country (overseas address) then follow the instructions to lodge your proxy appointment.

Don't wait. **VOTE NOW.** For your vote to count, you should vote before **Wednesday 25 March 2020** to ensure it is received by no later than **10.30am AEDT on Saturday 28 March 2020.**

If you have mistakenly used ARA's proxy form and wish to change your proxy appointment, please complete and submit Cromwell's enclosed official proxy form or lodge online at www.linkmarketservices.com.au.

If you have any questions, please call Cromwell's Investor Services Team on 1300 268 078 (within Australia) or +61 7 3225 7777 (outside Australia) or email invest@cromwell.com.au or visit www.cromwellpropertygroup.com for more information.

We would like to thank securityholders for their support.

Yours sincerely

Cromwell Property Group

Cromwell Property Group

Cromwell Corporation Limited ABN 44 001 056 980
Cromwell Diversified Property Trust ARSN 102 982 598
(the responsible entity of which is Cromwell Property Securities Limited
ABN 11 079 147 809, AFSL 238 052)


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Cromwell Property Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 550 841



X99999999999

OFFICIAL PROXY FORM

I/We being a member(s) of Cromwell Corporation Limited (**CCL**) and Cromwell Diversified Property Trust (**CDPT**) (together, **Cromwell Property Group**) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of CCL (the **Meeting**) to be held at **10:30am (AEDT) on Monday, 30 March 2020 at Arnold Bloch Leibler's offices, Level 21, 333 Collins Street, MELBOURNE VIC 3000** and at any postponement or adjournment of the Meeting.

The Chair of the Meeting intends to vote undirected proxies against the Resolution if a poll is called.

I/We being a member(s) of Cromwell Property Group hereby irrevocably revoke all proxies I/we have granted in favour of any person or body corporate other than the person or body corporate I/we appoint with this Official Proxy Form to act on my/our behalf at the General Meeting of CCL to be held at 10:30am (AEDT) on Monday, 30 March 2020 (and at any postponement or adjournment of that meeting) and irrespective of whether such proxies are received by CCL on, before or after the date CCL receives this proxy form.

VOTING DIRECTIONS

Proxies will only be valid and accepted by Cromwell Property Group if they are signed and received no later than 48 hours before the Meeting (or, if adjourned, the resumption of the Meeting).

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

Non-Board endorsed item

1 Election of Dr Gary Weiss as a Director

Board Recommendation

AGAINST

For Against Abstain*

The Board unanimously recommends securityholders vote AGAINST item 1.



* If you mark the Abstain box for the Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Cromwell Property Group securities register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. If you leave this section blank, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of Cromwell Property Group.

DEFAULT TO CHAIR OF THE MEETING

If you specify the way the named proxy is to vote on the Resolution and the named proxy does not attend the Meeting or does not vote on a poll on the Resolution, then the Chair of the Meeting will be taken to have been appointed as your proxy in respect of the Meeting or the poll on that Resolution. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON RESOLUTION – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

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

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from Cromwell Property Group securities registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (AEDT) on Saturday, 28 March 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Cromwell Property Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

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

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