



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

Wednesday 27 September 2023

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

To whom it may concern

Cromwell Property Group (ASX:CMW) Notice of Annual General Meeting 2023/Proxy Form

I attach a copy of Cromwell Property Group's Notice of Annual General Meeting 2023, sample Proxy Form and Online Guide.

In addition, and in accordance with ASX Listing Rule 3.17.1, I attach a copy of a letter sent to holders of Cromwell Property Group stapled securities.

Yours faithfully

CROMWELL PROPERTY GROUP

MICHAEL FOSTER

COMPANY SECRETARY AND SENIOR LEGAL COUNSEL

Authorised for lodgement by Michael Foster (Company Secretary and Senior Legal Counsel) and Michael Wilde (Chief Financial Officer).

For investor relations:

Libby Langtry
Cromwell Property Group
+61 2 8278 3690
libby.langtry@cromwell.com.au

For retail securityholders:

Cromwell's Investor Services Team
1300 268 078
+61 7 3225 7777
invest@cromwell.com.au

For media:

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GRACosway
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baltadonna@gracosway.com.au

ABOUT CROMWELL PROPERTY GROUP

Cromwell Property Group (ASX:CMW) is a real estate investor and fund manager with operations on three continents and a global investor base. Cromwell is included in the S&P/ASX200. As at 30 June 2023, Cromwell had a market capitalisation of \$1.4 billion, an Australian investment portfolio valued at \$2.6 billion and total assets under management of \$11.5 billion across Australia, New Zealand and Europe.



■ Notice of Meeting
2023

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Chair's Letter to Securityholders

The 2023 Annual General Meeting of the Company and the General Meeting of the Trust will be held at:

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The Company

Date: Wednesday 1 November 2023

Time: 2.00pm AEST, with registration commencing at 1.30pm AEST

Venue: Cromwell Property Group, Level 19, 200 Mary Street, Brisbane QLD 4000

Online: The Meeting will be conducted as a hybrid meeting providing Securityholders with the option to attend the Annual General Meeting in person or through an online platform. Securityholders can participate in the Annual General Meeting remotely by logging in online at <https://meetings.linkgroup.com/CMW2023> (refer to further details in the Notice of Meeting and the Online Guide available at www.cromwellpropertygroup.com/agm)

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Cromwell Property Group

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Explanatory Memorandum



How to get there:

Train: The nearest train station is Central Station.

Bus: A number of bus routes pass Queen Street Bus Station and King George Square Busway Station.

CityCat or Ferry: The nearest terminal is Riverside.

Car: Paid parking is available at 200 Mary Street or at other Brisbane CBD locations.

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Wednesday 27 September 2023

Dear fellow Securityholder,

I am pleased to invite you to attend the 2023 Annual General Meeting of Cromwell Corporation Limited (the Company) and the General Meeting of the Cromwell Diversified Property Trust (the Trust) which will be held together (the Meeting). As a Cromwell Property Group Securityholder, you are both a shareholder in the Company and a unitholder in the Trust.

MEETING DETAILS

Date:	Wednesday 1 November 2023
Time:	2.00pm AEST, with registration commencing at 1.30pm AEST
Venue:	Cromwell Property Group, Level 19, 200 Mary Street, Brisbane QLD 4000
Online:	The Meeting will be conducted as a hybrid meeting providing Securityholders with the option to attend the Meeting in person or through an online platform. Securityholders can participate in the Meeting remotely by logging in online at https://meetings.linkgroup.com/CMW2023 (refer to further details in the Notice of Meeting and the Online Guide available at www.cromwellpropertygroup.com/agm)

The combined Notice of Meeting and Explanatory Memorandum in respect of the Company's 2023 Annual General Meeting and the Trust's General Meeting has been lodged with the ASX and is available on the Cromwell Property Group website at www.cromwellpropertygroup.com/agm.

A copy of the Cromwell Property Group 2023 Annual Report is available on the Cromwell Property Group website at www.cromwellpropertygroup.com/annual-reports.

If you are attending the Meeting in person, please bring your proxy form with you as it contains a barcode that will facilitate registration of your attendance.

All Securityholders can participate in the Meeting online through our registry provider's online platform at <https://meetings.linkgroup.com/CMW2023>. Further details on how to participate in the Meeting online are set out in the Notice of Meeting. Securityholders using the online platform will be able to view the meeting live, lodge a direct vote in real time and ask questions online. The Online Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully log-in and navigate the site. The Online Guide can be found at www.cromwellpropertygroup.com/agm.

Your vote is important



If you do not plan to attend the Meeting in person, I encourage you to appoint a proxy to attend and vote on your behalf by:

- lodging your proxy appointment online at <https://investorcentre.linkgroup.com>, by logging in and following the instructions (or use your mobile device to scan the QR code on the back of the proxy form). You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which can be found on your holding statement; or
- completing and returning your proxy form by:
 - mailing using the enclosed reply-paid envelope or addressing your letter to Link Market Services Limited Locked Bag A14 SYDNEY SOUTH NSW 1235; or
 - faxing to +61 2 9287 0309; or
 - delivering to Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street PARRAMATTA NSW 2150 (during business hours Monday to Friday (9.00am – 5.00pm AEDT)).

Online proxy appointments and proxy forms must be received not later than 2.00pm AEST on Monday 30 October 2023.

DIRECTOR RELATED RESOLUTIONS AND BOARD RECOMMENDATIONS

Each Director listed below is retiring by rotation at the end of the Meeting in accordance with clause 65 of the Company's Constitution and, being eligible, is seeking re-election as a Director of the Company. Please refer to the Notice of Meeting and Explanatory Memorandum available at www.cromwellpropertygroup.com/agm for information about the Cromwell Board Skills Matrix and diversity information as well as profile information for Mr Ooi and Ms Cox.

RESOLUTION	RECOMMENDATION						
<div style="display: flex; align-items: center;">  <div> <p>Mr Eng Peng Ooi BCom, Member of the Certified Practising Accountants of Australia, Member of the Singapore Institute of Directors Non-executive Director and Deputy Chair</p> </div> </div> <div style="text-align: right; padding-right: 20px;"> <p>IN FAVOUR</p>  </div>							
<p>Mr Ooi brings to Cromwell the following well-developed skills:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <ul style="list-style-type: none"> ✓ Leadership and culture ✓ Property and asset management ✓ Funds / investment management ✓ Commercial capability ✓ Financial acumen </td> <td style="width: 50%; vertical-align: top;"> <ul style="list-style-type: none"> ✓ Risk oversight ✓ Debt management ✓ People ✓ Public policy, government, economics ✓ ESG </td> </tr> </table> <div style="border: 1px solid #ccc; border-radius: 15px; padding: 10px; margin-top: 10px; display: flex; align-items: center;"> <div style="margin-right: 10px;"> <ul style="list-style-type: none"> ✓ Well-developed skills: strong working knowledge and experience ✓ Developed skills: solid working knowledge and some experience </div> </div> <p>Mr Ooi is Cromwell's independent Non-executive Deputy Chair and Senior Independent Director. Mr Ooi brings to Cromwell extensive listed board and board committee experience and significant local and international expertise in property and funds /investment management, especially across Asia Pacific, as well as commercial capability, financial acumen and skills and experience in leadership, culture and people, risk oversight and debt management.</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <tr> <td style="width: 50%; padding: 5px;">Cromwell Board/Committee meeting attendance record during 2023 financial year</td> <td style="width: 10%; text-align: center; padding: 5px;">100%</td> <td style="width: 50%; padding: 5px;">Cromwell Property Group securities held as at 30 June 2023</td> <td style="width: 10%; text-align: center; padding: 5px;">195,208</td> </tr> </table>	<ul style="list-style-type: none"> ✓ Leadership and culture ✓ Property and asset management ✓ Funds / investment management ✓ Commercial capability ✓ Financial acumen 	<ul style="list-style-type: none"> ✓ Risk oversight ✓ Debt management ✓ People ✓ Public policy, government, economics ✓ ESG 	Cromwell Board/Committee meeting attendance record during 2023 financial year	100%	Cromwell Property Group securities held as at 30 June 2023	195,208	
<ul style="list-style-type: none"> ✓ Leadership and culture ✓ Property and asset management ✓ Funds / investment management ✓ Commercial capability ✓ Financial acumen 	<ul style="list-style-type: none"> ✓ Risk oversight ✓ Debt management ✓ People ✓ Public policy, government, economics ✓ ESG 						
Cromwell Board/Committee meeting attendance record during 2023 financial year	100%	Cromwell Property Group securities held as at 30 June 2023	195,208				
<p>The Directors unanimously recommend that Shareholders of the Company vote IN FAVOUR of Resolution 2 [Re-election of Mr Eng Peng Ooi as a Director] set out in the Notice of Meeting. Mr Ooi abstained from voting on the recommendation.</p>							

RESOLUTION**RECOMMENDATION****Ms Tanya Cox**

MBA, Grad Dip Applied Corporate Governance, FAICD, FGIA
Independent Non-executive Director

IN FAVOUR

Ms Cox brings to Cromwell the following well-developed skills:

- ✓ Leadership and culture
- ✓ Property and asset management
- ✓ Funds / investment management
- ✓ Commercial capability
- ✓ Financial acumen
- ✓ Risk oversight
- ✓ Debt management
- ✓ People
- ✓ Public policy, government, economics
- ✓ ESG

- ✓ Well-developed skills: strong working knowledge and experience
- ✓ Developed skills: solid working knowledge and some experience

Ms Cox brings to Cromwell significant listed board and board committee experience and expertise in sustainability and technology, property and funds/investment management, as well as commercial capability, financial acumen and skills and experience in leadership, culture and people, risk oversight, debt management and public policy.

Cromwell Board/Committee meeting attendance record during 2023 financial year	100%	Cromwell Property Group securities held as at 30 June 2023	210,000
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The Directors unanimously recommend that Shareholders of the Company vote **IN FAVOUR** of Resolution 3 (Re-election of Ms Tanya Cox as a Director) set out in the Notice of Meeting. Ms Cox abstained from voting on the recommendation.

NON-DIRECTOR RELATED RESOLUTION AND BOARD RECOMMENDATION**RESOLUTION****RECOMMENDATION**

The Directors unanimously recommend that Shareholders of the Company vote **IN FAVOUR** of Resolution 4 (Adoption of Remuneration Report) set out in the Notice of Meeting.

IN FAVOUR

The Directors unanimously recommend that Securityholders vote **IN FAVOUR** of Resolution 5 (Approval of Performance Rights grant to the Managing Director and CEO) set out in the Notice of Meeting.

IN FAVOUR**QUESTIONS OR FEEDBACK**

If you have any questions or would like to provide any feedback, please phone our registry provider, Link Market Services Limited, on +61 1300 550 841 or email Cromwell@linkmarketservices.com.au or phone Cromwell's Investor Services Team on 1300 268 078 (within Australia) or +61 7 3225 7777 (outside Australia) or email invest@cromwell.com.au.

On behalf of the Cromwell Property Group Directors, I would like to thank you for your continued support and we look forward to meeting with you – whether in person or online – at our 2023 Annual General Meeting.

Yours faithfully

Dr Gary Weiss AM

Chair

Cromwell Property Group

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Notice of Meeting

Cromwell Property Group (Group or Cromwell) is a stapled enterprise consisting of Cromwell Corporation Limited ABN 44 001 056 980 (CCL or the Company) and Cromwell Diversified Property Trust ARSN 102 982 598 (CDPT or the Trust), the responsible entity of which is Cromwell Property Securities Limited ABN 11 079 147 809, AFSL No. 238 052 (CPSL). Concurrent meetings of members (Meeting) are being held as the Company and the Trust have identical securityholders (Securityholders), since a share in the Company (Share) is stapled to a unit in the Trust to form a single security. This single security is known as a 'Stapled Security'. Cromwell Property Group's Stapled Securities trade on ASX Limited (ASX) under the code CMW.

Additional information concerning the proposed resolutions set out below (Resolutions) is contained in the combined explanatory memorandum (Explanatory Memorandum), which accompanies and forms part of this notice of annual general and general meetings (Notice of Meeting). The Resolutions set out in this Notice of Meeting should be read in conjunction with the Explanatory Memorandum.

This Notice of Meeting is issued by CCL and by CPSL as the responsible entity of the Trust.

Notice is hereby given that the 2023 Annual General Meeting of the Company will be held in conjunction with a General Meeting of the Trust (Meeting) at the following time and place to conduct the following business:

Date:	Wednesday 1 November 2023
Time:	2.00pm AEST, with registration commencing at 1.30pm AEST
Venue:	Cromwell Property Group, Level 19, 200 Mary Street, Brisbane QLD 4000
Online:	The Meeting will be conducted as a hybrid meeting providing Securityholders with the option to attend the Meeting in person or through an online platform. Securityholders can participate in the Meeting remotely by logging in online at https://meetings.linkgroup.com/CMW2023 (refer to further details in the attached Notice of Meeting and the Online Guide available at www.cromwellpropertygroup.com/agm).

The Company

1 CONSIDERATION OF REPORTS

To receive and consider the:

- a. Financial Report;
- b. Directors' Report; and
- c. Auditor's Report,

for the Company for the financial year ended 30 June 2023.

2 RE-ELECTION OF MR ENG PENG OOI AS A DIRECTOR

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

"That Mr Eng Peng Ooi, who retires by rotation in accordance with the constitution of Cromwell Corporation Limited and offers himself for re-election, is re-elected as a director of Cromwell Corporation Limited."

3 RE-ELECTION OF MS TANYA COX AS A DIRECTOR

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

“That Ms Tanya Cox, who retires by rotation in accordance with the constitution of Cromwell Corporation Limited and offers herself for re-election, is re-elected as a director of Cromwell Corporation Limited.”

4 ADOPTION OF REMUNERATION REPORT

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

“That the Remuneration Report of Cromwell Corporation Limited for the financial year ended 30 June 2023 is adopted.”

Under the *Corporations Act 2001* (Cth) (Corporations Act), the vote on this Resolution 4 is advisory only and does not bind the Directors of the Company or the Company.

VOTING EXCLUSION STATEMENT

In accordance with the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 4 above by or on behalf of either a member of the key management personnel for the Company (KMP), details of whose remuneration are included in the Company’s Remuneration Report for the financial year ended 30 June 2023, or a closely related party of such a KMP.

However, the Company will not disregard a vote cast by:

- a. the chair of the Meeting (Chair) if:
 - i. it is cast as a proxy;
 - ii. the proxy appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP; and
 - iii. it is not cast on behalf of a KMP or a closely related party of a KMP; or
- b. a KMP or a closely related party of a KMP (including the Chair) if:
 - i. it is cast as a proxy;
 - ii. the proxy is appointed by writing that specifies the way the proxy is to vote on Resolution 4 above; and
 - iii. it is not cast on behalf of a KMP or a closely related party of a KMP.

The KMP are those people with authority and responsibility for planning, directing and controlling the activities of the Company (or its consolidated entity), directly or indirectly.

For the Company, the KMP are set out in the Remuneration Report in the Directors’ Report in the Group’s 2023 Annual Report. Their closely related parties are defined in the Corporations Act and include certain members of their family, dependants and companies they control.

The Group

5 APPROVAL OF PERFORMANCE RIGHTS GRANT TO THE MANAGING DIRECTOR AND CEO

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

“That approval is given for the acquisition by Mr Jonathan Callaghan (Chief Executive Officer) of:

1. performance rights under the Cromwell Property Group Performance Rights Plan; and
2. Cromwell Property Group stapled securities on the exercise of some or all of those performance rights,

in respect of the financial year ended 30 June 2024, on the terms of the Cromwell Property Group Performance Rights Plan and as otherwise set out in the Explanatory Memorandum that accompanies and forms part of this Notice of Meeting.”

VOTING EXCLUSION STATEMENT

Cromwell Property Group will disregard any votes cast in favour of Resolution 5 by or on behalf of any Director of the Company or CPSL who is eligible to participate in the Cromwell Property Group Performance Rights Plan or an associate of such persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b. the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, no KMP of Cromwell Property Group or a closely related party of such a KMP may vote as a proxy on Resolution 5 above unless:

- a. the proxy appointment specifies how the person is to vote on Resolution 5; or
- b. the person is the Chair and votes as a proxy and the proxy appointment expressly authorizes the Chair to exercise the proxy even if Resolution 5 is connected directly or indirectly with the remuneration of a KMP of Cromwell Property Group.

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



Mr Michael Foster
Company Secretary

Wednesday 27 September 2023

Notes

1 TERMINOLOGY AND DEFINITIONS

Terms which are defined in the respective constitutions of the Company or the Trust (Constitution, as the context requires for either the Company or the Trust) or the Corporations Act (as relevant) have the same meaning when used in this Notice of Meeting (and in the Explanatory Memorandum that accompanies and forms part of this Notice of Meeting) unless the context requires otherwise. For the avoidance of doubt, a reference in this Notice of Meeting or the Explanatory Memorandum to a 'Securityholder' is to the registered holder of a Stapled Security in the Group.

2 QUORUM

The Constitution of the Company provides that a quorum of Shareholders for a general meeting of the Company is Shareholders (present in person, by proxy, by attorney or by body corporate representative) holding not less than 5% of the votes that may be cast at the general meeting. No business may be transacted at the general meeting unless a quorum of Shareholders is present at the commencement of business.

The Constitution of the Trust provides that a quorum of unitholders for a general meeting of the Trust is three unitholders (present in person, by proxy, by attorney or by body corporate representative) and the quorum must be present at all times during the meeting.

In the case of either the Company or the Trust, if a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting will be adjourned in accordance with the respective Constitution. If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting will be dissolved.

3 VOTING

The Directors of the Company and the Directors of CPSL (Board), as the responsible entity of the Trust, have determined that, for the purposes of the Meeting, Stapled Securities will be taken to be held by the persons who are registered as a Securityholder at 7.00pm AEDT on Monday 30 October 2023. Accordingly, transfers registered after this time will be disregarded in determining entitlements to attend and vote at the Meeting.

Under the Corporations Act and the Constitutions, a resolution put to a vote at a meeting is to be decided by a show of hands unless a poll is properly demanded, subject to the Corporations Act. A poll may be demanded before a vote on a resolution is taken, before the voting results on a show of hands are declared or immediately after the voting results on a show of hands are declared. A poll may be demanded by:

- at least five Securityholders present at the Meeting and entitled to vote on the resolution;
- Securityholders present with at least 5% of the votes that may be cast on the resolution on a poll; or
- the Chair.

In accordance with the Corporations Act, voting on each Resolution set out in this Notice of Meeting will be conducted by a poll. This is despite anything in the Constitution.

A Securityholder who is entitled to cast two or more votes on a poll need not cast all their votes and may cast their votes in different ways. On a poll, each Securityholder has:

- a. in the case of a resolution of the Company, one vote for each fully paid Share held by the Securityholder; and
- b. In the case of a resolution of the Trust, one vote for each dollar value of the total units held by the Securityholder.

On a show of hands, each Securityholder has one vote.

In the case of Stapled Securities held by joint holders, only the vote of the joint holder whose name appears first in the register will be accepted.

4 ATTENDING ONLINE

Securityholders using the online platform at <https://meetings.linkgroup.com/CMW2023> will be able to vote directly through the online platform at any time between the commencement of the Meeting (2.00pm AEST on Wednesday 1 November 2023) and the closure of voting as announced by the Chair during the Meeting.

Securityholders are encouraged to login to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- enter the link <https://meetings.linkgroup.com/CMW2023> into a web browser on a mobile device or online device;
- Securityholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which can be found on your holding statement; and
- if you are a proxyholder, you will need your proxy code which Link Market Services Limited will email to you during the 24 hours prior to the Meeting.

More information about online participation at the Meeting (including how to vote and ask questions online during the Meeting) is available in the Online Guide available at www.cromwellpropertygroup.com/agm.

5 CORPORATE REPRESENTATIVES AND POWERS OF ATTORNEY

A corporate Securityholder may elect to appoint a representative (rather than a proxy) to vote, in accordance with the Corporations Act. Corporate representatives are required to bring an original or certified copy of their appointment as a representative to the Meeting, or provide it to the registry or both the Company and CPSL (as responsible entity of the Trust) before the Meeting commences. A form of the certificate of appointment may be obtained from the Group's registry.

If a proxy form is signed under a power of attorney on behalf of a Securityholder, then the proxy form and either the original power of attorney or a certified copy of it must be lodged and received by mail, hand or fax at the address or fax number (in the case of a certified copy) listed in section 9 of this Notice of Meeting not later than 2.00pm AEST on Monday 30 October 2023. A proxy form signed under a power of attorney on behalf of a Securityholder cannot be lodged online.

Proof of identity will be required to be presented at the Meeting for corporate representatives and attorneys.

6 PROXIES

Each Securityholder has the right to appoint a proxy to attend and vote for them. The proxy will have the same rights to speak, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll at the Meeting. The proxy does not need to be a Securityholder and may be an individual or a body corporate. If you do not plan to attend the Meeting in person, you are encouraged to complete and return the proxy form which accompanies this Notice of Meeting by either mail, fax or by hand or alternatively, where you will not be appointing a person under a power of attorney to sign a proxy form on your behalf, lodge your proxy appointment electronically at <https://investorcentre.linkgroup.com>.

A Securityholder who is entitled to cast two or more votes on a poll may appoint two proxies and may specify the proportion or number of votes each proxy is entitled to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. Fractions will be disregarded. If you appoint two proxies to vote, neither proxy can vote on a show of hands. On a poll, each proxy can only exercise votes in respect of those Stapled Securities or voting rights the proxy represents.

If the same person (such as the Chair) is appointed as proxy for two or more Securityholders and those Securityholders have specified different ways for the proxy to vote on an item of business, then the proxy is not entitled to vote (as proxy) on a show of hands on that item.

A proxy may decide whether or not to vote on any item of business or other motion at the Meeting, except where the proxy is required by law or the Company's or the Trust's Constitution to vote or abstain from voting in their capacity as proxy. If the proxy's appointment directs the proxy how to vote on an item of business and the proxy decides to vote, the proxy may vote on that item only in accordance with the direction. If the proxy's appointment does not direct the proxy how to vote on an item of business or any other motion at the Meeting, the proxy may abstain or vote as they think fit on that item or motion.

If an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at the Meeting and the appointed proxy does not attend the Meeting or does not vote on a poll on the resolution, then the Chair will be taken to have been appointed as the proxy of the relevant Securityholder in respect of the Meeting or the poll on that resolution, as applicable.

If you appoint a proxy, you may still attend the Meeting. Your proxy will not be able to speak, or vote, at the Meeting while you are present.

Please note that proxy forms and online proxy appointments must be received not later than 2.00pm AEST on Monday 30 October 2023. If a proxy form is signed under a power of attorney on behalf of a Securityholder, then the proxy form and either the original power of attorney or a certified copy of it must be lodged and received at the address or fax number (in the case of a certified copy) listed in section 9 of this Notice of Meeting. A proxy form signed under a power of attorney on behalf of a Securityholder cannot be lodged online.

7 HOW THE CHAIR WILL VOTE UNDIRECTED PROXIES

If a Securityholder appoints the Chair as the Securityholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair intends to vote in favour of that item on a poll (subject to the other provisions of this Notice of Meeting, including any voting exclusions).

Cromwell encourages all Securityholders who submit proxies to direct their proxy how to vote on each resolution.

If you complete a proxy form or an online proxy appointment that authorises the Chair to vote on your behalf as a proxy, or the Chair is appointed as your proxy by default, and you do not mark any of the boxes so as to give the Chair directions about how your vote should be cast, then by completing and submitting the proxy form or online proxy appointment you will be expressly authorising the Chair to exercise the proxy in respect of the resolution, including Resolutions 4 and 5 even though these resolutions are connected directly or indirectly with the remuneration of a KMP.

8 ORDINARY RESOLUTIONS

Each Resolution is an ordinary resolution. An ordinary resolution will be passed if more than 50% of the votes cast by or on behalf of Securityholders entitled to vote on the resolution are in favour.

9 LODGEMENT OF PROXIES

Proxy forms and online proxy appointments must be received not later than 2.00pm AEST on Monday 30 October 2023.

The appointment of a proxy (other than by a proxy form signed under a power of attorney on your behalf) must be received in one of the following ways:

- Online: lodge your proxy appointment online at <https://investorcentre.linkgroup.com> by following the instructions. You will need your SRN or HIN, which can be found on your holding statement.
- Mobile device: lodge your proxy appointment online by scanning the QR code on the back of the proxy form. To scan the code, you will need a QR code reader application which can be downloaded for free on your mobile device. You will need your SRN or HIN and postcode for your securityholding.
- Mail: lodge your proxy form by mail using the reply-paid envelope enclosed or address your letter to the Group's registry: Link Market Services Limited Locked Bag A14 SYDNEY SOUTH NSW 1235.
- Fax: lodge your proxy form by fax to +61 2 9287 0309.
- By hand: lodge your proxy form by delivering it to the Group's registry: Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street PARRAMATTA NSW 2150 (during business hours Monday to Friday (9.00am – 5.00pm AEDT)).

PROXY FORM SIGNED UNDER A POWER OF ATTORNEY ON BEHALF OF A SECURITYHOLDER

The proxy form and either the original power of attorney or a certified copy of it must be lodged by mail, by hand or fax (in the case of a certified copy) to the address or fax number set out above and received not later than 2.00pm AEST on Monday 30 October 2023. Online lodgement is not available.

10 SECURITYHOLDER QUESTIONS

Securityholders who are unable to attend the Meeting or who prefer to register questions in advance of the Meeting should forward questions to the Company Secretary at the following address:

Cromwell Property Group

Level 19, 200 Mary Street
Brisbane, QLD 4000

Attention: Company Secretary
Fax: +61 7 3225 7788
Email: invest@cromwell.com.au
Online: When lodging your proxy appointment online at <https://investorcentre.linkgroup.com>

To allow time to collate questions and prepare answers, please submit any questions by no later than 2.00pm AEST on Monday 30 October 2023.

Questions will be collated and, during the Meeting, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to Securityholders.

11 TECHNICAL DIFFICULTIES

Technical difficulties may arise during the Meeting. The Chair has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising the Chair's discretion, the Chair will have regard to the number of Securityholders impacted and the extent to which participation in the business of the Meeting is affected. Where considered appropriate, the Chair may continue to hold the Meeting and transact the business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Securityholders are encouraged to lodge a directed proxy prior to the Meeting, even if they plan to attend the Meeting online.

If the Chair determines it necessary or appropriate to make alternative arrangements for the conduct or holding of the Meeting, Cromwell will provide an update on the ASX Market Announcements Platform and Cromwell's website to communicate to Securityholders the details of any postponement or adjournment of the Meeting. If it becomes necessary to make further alternative arrangements for holding the Meeting, Cromwell will give Securityholders as much notice as practicable, with further information being made available on the Cromwell Property Group website at www.cromwellpropertygroup.com/agm.

12 MORE INFORMATION

If you have any questions, please phone the Group's registry, Link Market Services Limited, on +61 1300 550 841 or email Cromwell@linkmarketservices.com.au or phone Cromwell's Investor Services Team on 1300 268 078 (within Australia) or +61 7 3225 7777 (outside Australia) or email invest@cromwell.com.au.

Explanatory Memorandum

INTRODUCTION

This Explanatory Memorandum, which accompanies and forms part of the Notice of Meeting, contains information relevant to the Resolutions set out in the Notice of Meeting and should be read carefully and in its entirety by Securityholders before making any decision and voting in relation to the Resolutions.

If you have any doubt regarding the information contained in this Explanatory Memorandum or any action you should take in respect of such information, you should consult your financial, legal, taxation or other professional advisor.

Defined terms used in the Explanatory Memorandum are set out in the Notice of Meeting. This Explanatory Memorandum was issued by the Company and by CPSL as responsible entity of the Trust.

RESOLUTION 1 – CONSIDERATION OF REPORTS

In accordance with the Corporations Act, the following reports in respect of the financial year ended on 30 June 2023 will be presented to the Annual General Meeting of the Company:

- a. the Financial Report (which includes the financial statements and directors' declaration);
- b. the Directors' Report; and
- c. the Auditor's Report.

These reports, which form part of the Group's 2023 Annual Report (comprising the Company and the Trust and their controlled entities), were provided to Securityholders before the Meeting. The Group's 2023 Annual Report is available for download from the Cromwell Property Group website at www.cromwellpropertygroup.com/annual-reports.

In accordance with the Corporations Act, Securityholders entitled to cast their vote at the Annual General Meeting 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 of the Company to be considered at the Annual General Meeting. A Securityholder wishing to submit a question to the auditor should forward it to the Company Secretary (to be received by no later than 5.00pm AEST on Wednesday 25 October 2023) at the following address:

Cromwell Property Group

Level 19, 200 Mary Street
Brisbane, QLD 4000

Attention: Company Secretary

Fax: +61 7 3225 7788

Email: invest@cromwell.com.au

Online: When lodging your proxy appointment online at <https://investorcentre.linkgroup.com>

A list of questions submitted to the auditor will be made available to Securityholders attending the Annual General Meeting at or before the start of the Annual General Meeting.

INFORMATION RELEVANT TO RESOLUTIONS 2 AND 3: CROMWELL BOARD SKILLS MATRIX AND DIVERSITY INFORMATION

Board Skills Matrix

The Board reviews, on a regular basis, the mix of skills, experience, independence, knowledge and diversity represented by Directors on the Board and determines whether the composition and mix remain appropriate for Cromwell's purpose and strategic objectives and whether they cover the skills needed to address existing and emerging business and governance issues relevant to Cromwell Property Group.

The Board has adopted a Board Skills Matrix, which sets out the collective skills and attributes of the Board. The following table outlines detailed descriptions of the experience and skills represented by the current composition of the Board, and considered by the Board as desirable. The Board regularly reviews and updates its Board Skills Matrix to reflect the strategy and direction of Cromwell Property Group. The Board assesses the extent to which each skill is represented on the Board, with Cromwell Directors rating their skills as 'well-developed' (strong working knowledge and experience) or 'developed' (solid working knowledge and some experience). As shown in the table, all skills in the Board Skills Matrix are well represented on the Board as a whole.

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.

Board Skills Matrix

Skill	Dr Weiss AM	Mr Ooi	Mr Blain	Mr Callaghan	Ms Cox	Mr Gersh AM	Ms Scenna	Ms Tang	Directors with well-developed skills (number of Directors and as a percentage of entire Board)	Directors with developed skills (number of Directors and as a percentage of entire Board)
<p>Leadership and culture</p> <p>Non-executive Director and Board Committee experience in a publicly listed company in Australia or overseas</p> <p>Experience at an executive level in business including the ability to assess the performance of the CEO and senior management</p> <p>Understanding, implementing and monitoring good organisational culture</p>	✓	✓	✓	✓	✓	✓	✓	✓	8 (100%)	N/A
<p>Property and asset management</p> <p>Experience in, and appropriate knowledge of, the Australian and European commercial property market in one or more of the following areas: acquisitions and disposals; asset management; property management; leasing; facilities management; and development</p> <p>Experience in, and knowledge of, other property markets in other relevant jurisdictions (ie, international) and other property market sectors</p>	✓	✓	✓	✓	✓	✓	✓	✓	8 (100%)	N/A

- ✓ Well-developed skills: strong working knowledge and experience
- ✓ Developed skills: solid working knowledge and some experience

Skill	Dr Weiss AM	Mr Ooi	Mr Blain	Mr Callaghan	Ms Cox	Mr Gersh AM	Ms Scenna	Ms Tang	Directors with well-developed skills (number of Directors and as a percentage of entire Board)	Directors with developed skills (number of Directors and as a percentage of entire Board)
Funds / investment management Significant experience in, and knowledge of, wholesale and retail funds management, in Australia and globally	✓	✓	✓	✓	✓	✓	✓	✓	7 (87.5%)	1 (12.5%)
Commercial capability Deep experience at a Board or executive level with a listed company(ies) in the ASX300 or international equivalent, with an understanding of capital raising, takeovers, continuous disclosure and corporate governance Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies to meet Cromwell Property Group's identified objectives	✓	✓	✓	✓	✓	✓	✓	✓	8 (100%)	N/A
Risk oversight Ability to identify or recognise key risks to Cromwell Property Group across its various operations and monitor risk management frameworks	✓	✓	✓	✓	✓	✓	✓	✓	8 (100%)	N/A
Financial acumen Ability to understand key financial statements; critically assess financial viability and performance; contribute to financial planning; monitor operating and capital expenditure budgets; and monitor debt levels and funding arrangements; and/or Experience as a partner in a top tier accounting firm, or as a CFO in a listed company in the ASX300 or international equivalent, with a deep understanding of the accounting standards applicable to Cromwell Property Group's financial reports and Cromwell Property Group's financial accountability process	✓	✓	✓	✓	✓	✓	✓	✓	8 (100%)	N/A
Debt management Experience in the banking industry or in a corporate treasury department giving an understanding of the debt market in Australia, Europe or elsewhere	✓	✓	✓	✓	✓	✓	✓	✓	5 (62.5%)	3 (37.5%)
People Experience in managing human capital, remuneration and reward, industrial relations, workplace health and safety and strategic workforce planning	✓	✓	✓	✓	✓	✓	✓	✓	8 (100%)	N/A

Skill	Dr Weiss AM	Mr Ooi	Mr Blain	Mr Callaghan	Ms Cox	Mr Gersh AM	Ms Scenna	Ms Tang	Directors with well-developed skills (number of Directors and as a percentage of entire Board)	Directors with developed skills (number of Directors and as a percentage of entire Board)
Public policy, government, economics Experience with either federal or state (or equivalent) government ministers or departments giving a knowledge of agendas, policies or processes. Understanding of key macro and micro economic indicators and market cycles and their impact on Cromwell Property Group and the environment in which it operates	✓	✓	✓	✓	✓	✓	✓	✓	4 (50%)	4 (50%)
ESG Demonstrate an understanding of health and safety practices Understanding of risks and opportunities regarding climate change Former or current role with direct accountability for environment practices including energy, water management, emissions and land management	✓	✓	✓	✓	✓	✓	✓	✓	7 (87.5%)	1 (12.5%)

- ✓ Well-developed skills: strong working knowledge and experience
- ✓ Developed skills: solid working knowledge and some experience

Cromwell Board diversity information

Cromwell Property Group is pleased to disclose the following diversity information about the Cromwell Board.

GENDER DIVERSITY



- 37.5% of Directors are female
- 62.5% of Directors are male

CULTURAL AND LINGUISTIC DIVERSITY



- 50% are culturally and linguistically diverse (CALD)
- 50% are non-CALD

GEOGRAPHIC DIVERSITY



- 6 out of 8 Australia
- 1 out of 8 UK
- 1 out of 8 Singapore and US

No Cromwell Director identifies as an Australian Aboriginal and/or Torres Strait Islander person.

Details of each Cromwell Director as follows:

Director (age)	First appointed	Status
Dr Gary Weiss AM (Chair) (70)	18 September 2020	Non-executive Director/Chair
Mr Eng Peng Ooi (67)	8 March 2021	Independent Non-executive Director/Deputy Chair/ Senior Independent Director
Mr Robert Blain (68)	8 March 2021	Independent Non-executive Director
Mr Jonathan Callaghan (52)	7 October 2021 5 October 2021	Managing Director Chief Executive Officer
Ms Tanya Cox (62)	21 October 2019	Independent Non-executive Director
Mr Joseph Gersh AM (67)	18 September 2020	Independent Non-executive Director
Ms Lisa Scenna (55)	21 October 2019	Independent Non-executive Director
Ms Jialei Tang (28)	9 July 2021	Non-executive Director

RESOLUTION 2 – RE-ELECTION OF MR ENG PENG OOI AS A DIRECTOR

Mr Eng Peng Ooi is retiring by rotation at the end of the Annual General Meeting in accordance with clause 65 of the Company's Constitution and, being eligible, is seeking re-election as a Director of the Company.

Mr Eng Peng Ooi

BCom, Member of the Certified Practising Accountants of Australia, Member of the Singapore Institute of Directors

Director since:	8 March 2021
Deputy Chair since:	17 March 2021
Board Committee membership:	Chair of the Audit Committee Member of the Environmental-Social-Governance (ESG) and Risk Committee
Independent:	Yes
Listed company directorships (held within the last three years):	Non-executive Director – Manager of Cromwell European REIT (2021 – current)
Deputy Chair – Manager of ESR-LOGOS REIT (formerly known as ESR-REIT) (2021 – 1 July 2022)	Chair – Manager of ESR-LOGOS REIT (formerly known as ESR-REIT) (2017 – 2021) Non-executive Director – Manager of ESR-LOGOS REIT (formerly known as ESR-REIT) (2012 – 1 July 2022) Non-executive Director – Perennial Real Estate Holdings Limited (2015 – 2020)

Experience and current directorships

Mr Ooi has more than 35 years of real estate experience, including in property investment, development, project management, fund investment and management and capital partnerships in Australia and across Asia.

Mr Ooi joined Lendlease in 1981, working in various finance roles in Sydney, before taking on the role of Chief Financial Officer, Asia in the late 1990s. Later, Mr Ooi returned to Sydney with Lendlease and fulfilled the roles of Chief Financial Officer of Lendlease Development (2000 – 2002), Global Chief Financial Officer of Lendlease Investment Management (2002 – 2003) and Asia Pacific Chief Financial Officer, Lendlease Communities (2003 – 2005).

From 2006 to 2010, Mr Ooi was the Asia Chief Executive Officer, Lendlease Investment Management and Retail, based in Singapore. Mr Ooi subsequently established the development business and retail funds, and successfully developed capital partnerships, forming strong relationships across Asia. In 2010, Mr Ooi was appointed Asia Chief Executive Officer for Lendlease.

Since retiring from his executive career in late 2011, Mr Ooi has gained board and board committee experience at both listed and non-listed entities across Asia Pacific. Mr Ooi is a Non-executive Director of Cromwell EREIT Management Pte. Ltd., the manager of SGX-listed Cromwell European REIT. Since 2016, Mr Ooi has been a Non-executive Director of Savant Global Capital Pty Ltd, a specialist investment management and real estate advisory platform.

Mr Ooi served as a Non-executive Director of ESR-LOGOS Funds Management (S) Limited (formerly known as ESR Funds Management (S) Limited), the manager of SGX-listed ESR-LOGOS REIT (formerly known as ESR-REIT), from 2012 until 1 July 2022. Mr Ooi served as Chair from 2017 to 30 June 2021 and, after almost nine years as independent Non-executive Director, was redesignated as Deputy Chair and non-independent Non-executive Director effective 1 July 2021. Mr Ooi was a Member (and the former Chair) of ESR-LOGOS REIT (formerly known as ESR-REIT)'s Nominating and Remuneration Committee, a Member of its Audit, Risk Management and Compliance Committee and the Chair of its Executive Committee.

In addition, Mr Ooi was previously a Non-executive Director of formerly-SGX-listed Perennial Real Estate Holdings Limited (2015 – 2020), Frasers Property Australia (2014 – 2018) and Perennial China Retail Trust Management Pte. Ltd. (2012 – 2014).

Mr Ooi holds a Bachelor of Commerce from the University of New South Wales and is a Member of the Certified Practising Accountants of Australia and a Member of the Singapore Institute of Directors.

Term of office, independence, securityholding

Mr Ooi joined the Company as an independent Director on 8 March 2021 and was elected by the Shareholders on 17 November 2021.

The Board considers Mr Ooi to be an independent Non-executive Director and that, if re-elected, Mr Ooi will continue to be an independent Non-executive Director.

As at 30 June 2023, Mr Ooi held 195,208 Cromwell Property Group Stapled Securities.

Background checks

Within the last 12 months, the Company obtained background checks as to Mr Ooi's criminal record and bankruptcy history. No adverse information was revealed.

Acknowledgement of sufficient time available

Mr Ooi provided the Nomination and Remuneration Committee with details of his other commitments and an indication of the time involved and specifically acknowledged to the Nomination and Remuneration Committee that he will have sufficient time to fulfil his responsibilities as a Director of the Company

Meeting attendance record

Mr Ooi attended 100% of the Cromwell Board and Board Committee meetings that he was eligible to attend during the 2023 financial year.

Skills and diversity that Mr Ooi brings to the Board

Having regard to the Cromwell Board Skills Matrix, Mr Ooi brings to Cromwell the following skills:

- | | |
|---------------------------------|--|
| ✓ Leadership and culture | ✓ Risk oversight |
| ✓ Property and asset management | ✓ Debt management |
| ✓ Funds / investment management | ✓ People |
| ✓ Commercial capability | ✓ Public policy, government, economics |
| ✓ Financial acumen | ✓ ESG |

- ✓ Well-developed skills: strong working knowledge and experience
- ✓ Developed skills: solid working knowledge and some experience

The Board is confident that Mr Ooi's skills, knowledge and experience, and his contribution to Board diversity, will continue to be of great benefit to the Board, the Company and the Group.

Board support for re-election

The Directors unanimously support the re-election of Mr Ooi as a Director of the Company because, in summary, Mr Ooi continues to bring leadership, diligence, commitment and valuable and relevant expertise, experience and diversity to the deliberations of the Board and to his role as Chair of the Audit Committee and Member of the ESG and Risk Committee.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 2.

Mr Ooi abstained from voting on the recommendation in respect of Resolution 2 and makes no recommendation in view of his personal interest in the matter.

RESOLUTION 3 – RE-ELECTION OF MS TANYA COX AS A DIRECTOR

Ms Tanya Cox is retiring by rotation at the end of the Annual General Meeting in accordance with clause 65 of the Company's Constitution and, being eligible, is seeking re-election as a Director of the Company.

Ms Tanya Cox

MBA, Grad Dip Applied Corporate Governance, FAICD, FGIA

Director since:	21 October 2019
Board Committee membership:	Chair of the Nomination and Remuneration Committee Member of the Audit Committee Member of the Environmental-Social-Governance (ESG) and Risk Committee
Independent:	Yes
Listed company directorships (held within the last three years):	Non-executive Director – OtherLevels Holdings Ltd (2015 – 2020)

Experience and current directorships

Ms Cox has over 15 years of board experience and extensive executive experience in sustainability, property, finance and funds management. Ms Cox began her career at the Bank of New Zealand and over an 11 year period succeeded to the role of General Manager of Finance, Operations and IT. Ms Cox led similar functions at the managed fund custodian Ausmaq Limited, before joining Rothschild & Co Australia Limited as Director and Chief Operating Officer for the Australian operations. During her tenure at Rothschild & Co Australia Limited, Ms Cox was a member of several executive committees, including Chair of the Risk Committee and a member of the Executive and Investment Committees.

In 2003, Ms Cox joined Dexus as Chief Operating Officer and Company Secretary, with her responsibilities expanding in 2012 to include the role of Executive General Manager – Property Services. During her tenure at Dexus, Ms Cox was a member of the Executive Committee and the Investment Committee, and her responsibilities included oversight of all operational aspects of the business including corporate responsibility and sustainability, marketing and communications, information technology, operational risk management, corporate governance and company secretarial practices.

Since retiring from her executive career in 2014, Ms Cox has gained board experience at listed companies including BuildingIQ, Inc and OtherLevels Holdings Ltd. Ms Cox is the current Chair of Cromwell Funds Management Limited, the Australian Sustainable Built Environment Council, Fender Katsalidis (Aust) Pty Ltd and Equiem Holdings Ltd and is a Director of Niche Environment and Heritage Pty Ltd and Campus Living Funds Management Pty Ltd. Ms Cox was former Chair of the World Green Building Council and Green Building Council of Australia, a former Member of the NSW Climate Change Council and a former Director of Low Carbon Australia.

Ms Cox holds a Master of Business Administration from the Australian Graduate School of Management at University of New South Wales and a Graduate Diploma in Applied Corporate Governance from the Governance Institute of Australia. Ms Cox is a Fellow of the Australian Institute of Company Directors, the Governance Institute of Australia (formerly known as the Institute of Chartered Secretaries & Administrators) and is a Member of Chief Executive Women. Ms Cox is based in Australia.

Term of office, independence, securityholding

Ms Cox joined the Company as an independent Director on 21 October 2019 and was elected by Shareholders on 28 November 2019. In February 2021, Ms Cox was re-elected as a Director at a spill meeting of the Company. Ms Cox was re-elected as a Director again on 17 November 2021.

The Board considers Ms Cox to be an independent Director and that, if re-elected, Ms Cox will continue to be an independent Director.

As at 30 June 2023, Ms Cox held 210,000 Cromwell Property Group Stapled Securities.

Background checks

Within the last 12 months, the Company obtained fresh background checks as to Ms Cox's criminal record and bankruptcy history. No adverse information was revealed.

Acknowledgement of sufficient time available

Ms Cox provided the Nomination and Remuneration Committee with details of her other commitments and an indication of the time involved and specifically acknowledged to the Nomination and Remuneration Committee that she will have sufficient time to fulfil her responsibilities as a Director of the Company.

Meeting attendance record

Ms Cox attended 100% of the Cromwell Board and Board Committee meetings that she was eligible to attend during the 2023 financial year.

Skills and diversity that Ms Cox brings to the Board

Having regard to the Cromwell Board Skills Matrix, Ms Cox brings to Cromwell the following skills:

- | | |
|---------------------------------|--|
| ✓ Leadership and culture | ✓ Risk oversight |
| ✓ Property and asset management | ✓ Debt management |
| ✓ Funds / investment management | ✓ People |
| ✓ Commercial capability | ✓ Public policy, government, economics |
| ✓ Financial acumen | ✓ ESG |

- ✓ Well-developed skills: strong working knowledge and experience
- ✓ Developed skills: solid working knowledge and some experience

Ms Cox brings to Cromwell significant expertise in sustainability and technology, property and asset management, funds/ investment management, risk oversight, debt management and public policy, government and economics, as well as commercial capability, financial acumen and skills in leadership, culture and people.

The Board is confident that Ms Cox's skills, knowledge and experience, and her contribution to Board diversity, will continue to be of great benefit to the Board, the Company and the Group.

Board support for re-election

The Directors unanimously support the re-election of Ms Tanya Cox as a Director of the Company because, in summary, Ms Cox continues to bring diligence, commitment and valuable and relevant expertise, experience and diversity to the deliberations of the Board and to her role as the Chair of the Nomination and Remuneration Committee, a member of the Audit and Risk Committee and a member of the Independent Board Committee.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 3.

Ms Cox abstained from voting on the recommendation in respect of Resolution 3 and makes no recommendation in view of her personal interest in the matter.

RESOLUTION 4 – ADOPTION OF REMUNERATION REPORT

Section 250R of the Corporations Act requires a listed company to put a resolution to shareholders to adopt its remuneration report for the relevant financial year.

Securityholders as a whole will be given reasonable opportunity to comment on, and ask questions about, the Remuneration Report which is included in the Directors' Report contained in the Group's 2023 Annual Report.

The Remuneration Report contains:

- a message from the Chair of the Nomination and Remuneration Committee to Securityholders, which is included below;
- an outline of the Group's remuneration strategy and governance; and
- information about Cromwell's performance and FY23 remuneration outcomes.

Letter from the Chair, Nomination and Remuneration Committee



On behalf of the Board, I am pleased to present the Remuneration Report for the financial year ended 30 June 2023.

PERFORMANCE AND REMUNERATION OUTCOMES

As detailed in my letter last year, Cromwell's transition to Fund Manager will span multiple financial years and 2023 saw continued progression towards that goal through the sale of non-core assets.

Significant progress has been made in the internal cultural shift which is core to the achievement of the strategy. Cromwell's new corporate values were defined early in the financial year, through an extensive consultative exercise with the global business to ensure the values resonated with our people as well as our purpose. Cromwell's new values are Accountable, Progressive and Collaborative.

Ms Tanya Cox
Chair, Nomination
and Remuneration
Committee

Cromwell has made significant progress towards its 40:40:20 gender diversity targets. At the executive level, the group has achieved 38.5% female representation, increasing from 30% in FY22. The Australian Executive Committee has achieved the target with 44.4% female representation and overall the target has been achieved at 4 of 5 management levels in the Australian business. Over the last 2 years Cromwell has significantly reduced its gender pay gap, but there is still work to be done here, which the CEO and board are committed to continuously progressing. Board and committee composition also maintains its 40:40:20 representation.

The KMP STI Plan had a financial gateway of 90% of the Operating Earnings budget and this hurdle was met. The CEO and CFO earned 50% of their potential incentive award, in line with performance against KPIs.

As disclosed in the FY22 Remuneration report, the KMP LTI Plan hurdles were amended effective 1 July 2022, resulting in only two hurdles for FY23, being Relative Total Securityholder Return (Relative TSR) and Return on Invested Capital (ROIC). The Relative TSR hurdle remains unchanged from previous years, weighted at 50%. The ROIC hurdle has been set at the 10-year bond rate, on the day of grant, plus 300 basis points. Both hurdles are tested at the end of the three-year period and will remain unchanged in 2024.

The Board has considered the impact of a falling security price on the volume of LTI allocations and has decided not to adjust the allocations. Similarly, the Board does not adjust LTI allocations in a rising market or exercise discretion over vesting outcomes when a falling security price impacts vesting.

FY24 APPROACH TO REMUNERATION

KMP Remuneration will remain unchanged in FY24. As noted above, the Committee amended the KMP LTI Plan hurdles in 2022, from three equally weighted targets to two. In June 2023, the Committee considered the base salaries of both executive and non-executive KMP and determined that no increase would be awarded.

NON-EXECUTIVE DIRECTOR REMUNERATION

During FY23 the structure of the Board Committees was reviewed. Cognisant of increased investor focus on Environmental, Social and Governance (ESG) issues and the materiality of those issues to real estate investment trusts, a combined ESG and Risk Committee was established, to ensure all matters under these areas receive appropriate attention. The previous Audit and Risk committee was converted to an Audit Committee.

Yours sincerely,



Ms Tanya Cox

Chair, Nomination and Remuneration Committee

The Board is motivated to ensure the remuneration strategy and framework reflect the Group's strategy, attract and retain key personnel and reflect Securityholder and stakeholder feedback.

The Nomination and Remuneration Committee is heavily involved in the continuous review of the remuneration strategy and framework, disclosure and outcomes. Any material changes will be clearly disclosed and communicated in the relevant year's remuneration report and notice of annual general meeting.

In considering the report, Securityholders should note that the Directors of the Company are the same as those of CPSL, the responsible entity of the Trust.

Securityholders will be asked to vote at the Annual General Meeting on Resolution 4 to adopt the Remuneration Report.

Under the Corporations Act, if at least 25% of the votes cast on Resolution 4 at the Annual General Meeting are against adoption of the report then:

- a. if comments are made on the report at the Annual General Meeting, the Company's Remuneration Report for the financial year ending 30 June 2024 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- b. if, at the Company's 2024 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the Company will be required to put to Shareholders a resolution proposing that a General Meeting (Spill Meeting) be called to consider the election of the Company's Directors (Spill Resolution). The Spill Meeting must be held within 90 days of the date of the Company's 2024 Annual General Meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Company's Directors (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting, unless re-elected at that meeting.

Under the Corporations Act, the vote on this Resolution 4 is advisory only and will not bind the Directors of the Company or the Company. However, the Board will consider the outcome of the vote when reviewing its remuneration policy and make appropriate recommendations to the Group.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote **IN FAVOUR** of this non-binding Resolution 4.

RESOLUTION 5 – APPROVAL OF PERFORMANCE RIGHTS GRANT TO THE MANAGING DIRECTOR AND CEO

The Board is seeking the approval of Securityholders for the grant of 1,913,983 performance rights (Performance Rights) under the Cromwell Property Group Performance Rights Plan (PRP) to the Group Chief Executive Officer (Group CEO) and Managing Director, Mr Jonathan Callaghan. This grant constitutes Mr Callaghan's long-term incentive (LTI) opportunity for FY24.

Why is Securityholder approval being sought?

Under ASX Listing Rule 10.14, no director can acquire securities under an employee incentive scheme without securityholder approval. Performance Rights under the PRP constitute 'securities' for the purposes of the ASX Listing Rules. In accordance with the rules of operation of the PRP (PRP Rules), one Stapled Security will be issued for each Performance Right exercised. The PRP is an 'employee incentive scheme' for the purposes of the ASX Listing Rules.

However, Securityholder approval under ASX Listing Rule 10.14 is not required in relation to this grant as any securities allocated to Mr Callaghan as an LTI award under the PRP will not be issued by the Group but will be acquired on-market. Regardless, the Board wishes to seek Securityholder approval of this grant in recognition of the importance of Securityholder engagement on key remuneration issues, such as remuneration of the Group CEO.

If approved by Securityholders, the Group intends to grant the Performance Rights to Mr Callaghan by 30 November 2023, but in any event, by no later than one year after the date of the Meeting. If Securityholders do not approve the grant of the Performance Rights at the Meeting, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Callaghan, subject to the same performance and service conditions outlined below.

Mr Callaghan's total remuneration package

Mr Callaghan's remuneration includes a fixed cash component, an at-risk cash incentive component calculated based on performance against short-term performance metrics (STI), and an at-risk equity component calculated based on performance against long-term performance metrics (LTI). The purpose of LTI remuneration for key management personnel (KMP) such as Mr Callaghan is to reward long-term performance, encourage the retention of Stapled Securities in the Group and align their interests with that of long-term value creation for Securityholders. The LTI component of Mr Callaghan's remuneration is currently paid through his participation in the PRP.

Mr Callaghan's total maximum remuneration package for FY24 is A\$2,700,000, comprising a fixed cash component of A\$1,000,000 (inclusive of superannuation), an A\$850,000 STI component and A\$850,000 in LTI.

What is the CEO's proposed FY24 LTI grant?

The approval being sought under Resolution 5 relates to the grant of Performance Rights in respect of the financial year ending 30 June 2024. The proposed FY24 grant of Performance Rights for Mr Callaghan is 1,913,983.

Securityholder approval is sought to permit the grant of A\$850,000 worth of Performance Rights in face value to Mr Callaghan under the PRP in aggregate for the financial year ended 30 June 2024. This grant represents 85% of Mr Callaghan's total fixed remuneration as at 1 July 2024. The number of Performance Rights granted is calculated under the Face Value Methodology, based on the VWAP of Cromwell's security price for the 10 days immediately succeeding the annual results announcement.

Mr Callaghan will be able to elect to take that value by participating in the PRP. It is proposed that these Performance Rights be granted within one year after the date of the Meeting.

For the Company, the value of Performance Rights granted under the PRP in each year will be calculated by reference to a recognised option pricing methodology which is acceptable under Australian accounting standards.

How was the number of Performance Rights calculated?

The following formula was used to calculate the number of Performance Rights to be granted to Mr Callaghan:

Performance Rights = 85% x A\$1,000,000 / VWAP of Cromwell's security price (\$0.4441)

Key terms of proposed grant

If Mr Callaghan decides to participate in the PRP, the number of Performance Rights that will be granted to Mr Callaghan, and the exercise conditions that must be satisfied in order for Mr Callaghan to exercise those Performance Rights, will be subject to performance measures that are set out in the 2023 Remuneration Report.

Performance measures

A summary of the key performance measures that are relevant to the exercise of such Performance Rights is set out below. Each of these key performance measures is measured over a three year period and is equally weighted against each other key performance measures. In respect of Performance Rights issued under Resolution 5, that three year period will commence as at 1 July 2023.

For each measure, 25% vests at the lower bound with straight line vesting to 100% at the maximum threshold.

Key performance measure	Summary
Return on Invested Capital (ROIC) 50%	Tested at the end of 3-year performance period. $ROIC = (\text{Dividend} + \text{increase in NTA}) / \text{opening NTA}$. Lower bound is 300bps above the 10-year bond rate (set at 6.7% on 1 July 2022) and the upper bound is 400bps above the 10-year bond rate (set at 7.7% on 1 July 2022). Equity issues that significantly impact NTA will be considered, as well as significant write downs in intangible assets.
Relative Total Securityholder Return 50%	Tested at the end of 3-year performance period. Measured against the S&P/ASX300 A-REIT Accumulation Index on a percentile basis with 50th percentile lower bound and 75th percentile upper bound. Measured once over the measurement period. Below Median – 0% vesting.

Vesting

50% of any Stapled Securities granted to Mr Callaghan upon exercise of the Performance Rights will also become Restricted Securities and subject to restrictions on disposal, including a trading lock, for a period of one year. Any Restricted Securities will be entitled to distributions (but distributions will not be payable in respect of unexercised Performance Rights).

Change of control

In the event of a successful takeover of the Group (i.e. if a third party acquires over 50% of the Group's equity or obtains effective control over the Board), performance rights will be tested and will pro rata vest in line with achievement against performance measures.

Treatment of Group CEO's Performance Rights on cessation of employment

If an executive KMP is determined to be a good leaver deferred securities remain on foot. If an executive KMP is determined to be a bad leaver, all deferred securities are forfeit.

PRP Committee discretion and Claw Back criteria

The PRP Committee also has discretion to adjust the application of the key performance measures in situations where formulaic application is likely to produce an inappropriate remuneration outcome for Mr Callaghan. The PRP Committee may also 'claw back' Performance Rights and Restricted Securities that have been issued to Mr Callaghan under the PRP if (among other circumstances) the PRP Committee considers that Mr Callaghan has acted fraudulently, dishonestly or where there has been a material misstatement or omission in Cromwell's financial statements leading to the receipt by Mr Callaghan of an unfair benefit, or where Mr Callaghan fails to meet cultural related expectations including acting ethically and responsibly.

Prices of securities

Under the PRP Rules, if Mr Callaghan elects to participate in the PRP, the Exercise Price that will apply to the Performance Rights issued to him under the PRP will be set by the PRP Committee at the time of the offer. Performance Rights granted to Mr Callaghan in respect of the financial year ending 30 June 2024 (for which Securityholder approval is sought under Resolution 5) will have an Exercise Price of nil. Performance Rights granted under the PRP will be granted for no monetary consideration.

Further details of Mr Callaghan's remuneration for the financial year ending 30 June 2024 are set out in the 2023 Remuneration Report.

Maximum number of securities

The maximum number of Performance Rights that may be acquired by Mr Callaghan under the PRP in respect of the financial year ending 30 June 2024 (for which Securityholder approval is sought under Resolution 5), is no more than 1,913,983 Performance Rights.

Each Performance Right will be exercisable into one Stapled Security.

Issues made since last approval and in total

The number of Performance Rights previously granted to Mr Callaghan in total under the PRP is 1,789,641. The number of Stapled Securities issued following the exercise of Performance Rights granted has been zero.

Persons entitled to participate

The PRP Committee may, in its discretion, extend participation in the PRP to eligible employees of the Group and the Group's subsidiaries (including executive Directors of the Group) on satisfaction of certain criteria.

No Non-executive Director on the Board has participated in, or been issued Performance Rights under, the PRP and the Board does not expect this to change going forward. Should this change, Securityholder approval will be sought for any participation in the PRP prior to the commencement of such participation by Non-executive Directors.

Mr Jonathan Callaghan (Chief Executive Officer and the only executive Director of the Group) is entitled to participate in the PRP.

Grant date

If granted by the Group, Performance Rights under the PRP will be granted to Mr Callaghan within one year of the date of meeting.

Statements under ASX Listing Rule 10.15.11

Details of any Performance Rights issued under the PRP will be published in each annual report of the Group relating to a period in which Performance Rights have been issued, and the annual report will also confirm (if applicable) that approval for the issue of Performance Rights was obtained under ASX Listing Rule 10.14.

Any additional Directors of the Group or their associates who become entitled to participate in the PRP after the passing of Resolution 5 and who are not named in this Notice of Meeting will not participate until approval is obtained if applicable.

Recommendation

The Directors recommend that the Securityholders vote **IN FAVOUR** of Resolution 5.

Mr Callaghan abstained from voting on the recommendation in respect of Resolution 5 and makes no recommendation in view of his personal interest in the matter.

BOARD OF DIRECTORS:

Dr Gary Weiss AM (Chair)
Eng Peng Ooi (Deputy Chair)
Robert Blain
Jonathan Callaghan (Managing Director/Chief Executive Officer)
Tanya Cox
Joseph Gersh AM
Lisa Scenna
Jialei Tang

COMPANY SECRETARY:

Michael Foster

REGISTERED OFFICE:

Level 19
200 Mary Street
BRISBANE QLD 4000
TEL: +61 7 3225 7777
FAX: +61 7 3225 7788
WEB: www.cromwellpropertygroup.com

LISTING:

Cromwell Property Group is listed on the ASX (ASX:CMW)

SECURITIES REGISTRY:

Link Market Services Limited
Level 21, 10 Eagle Street
BRISBANE QLD 4000
TEL: +61 1300 550 841
FAX: +61 2 9287 0309
WEB: www.linkmarketservices.com.au

AUDITOR:

Deloitte Touche Tohmatsu
Level 23, Riverside Centre
123 Eagle Street
BRISBANE QLD 4000
TEL: +61 7 3308 7000
WEB: www.deloitte.com.au



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**
<https://investorcentre.linkgroup.com>

 **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
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

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



X99999999999

PROXY FORM

I/We being a securityholder(s) of Cromwell Corporation Limited (**Company**) and Cromwell Diversified Property Trust (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 Annual General Meeting of the Company (the **Meeting**) as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to participate in the Meeting.

Name

Email

STEP 1

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 Meeting to be held at **2:00pm (AEST) on Wednesday, 1 November 2023** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting. You can participate by attending in person at **Cromwell Property Group, Level 19, 200 Mary Street, Brisbane QLD** or logging in online at <https://meetings.linkgroup.com/CMW2023> (refer to details in the Annual General Meeting Online Guide).

Important for Resolutions 4 & 5: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention in Step 2 below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 4 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

If the Chair of the Meeting is (or becomes) your proxy, you can direct the Chair to vote for, vote against or abstain from voting on the below Resolutions by marking the appropriate box in Step 2 below.


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

Resolutions

	For	Against	Abstain*
2 Re-election of Mr Eng Peng Ooi as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Ms Tanya Cox as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Performance Rights grant to the Managing Director and CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

STEP 2

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This Proxy Form should be signed by the securityholder. If a joint holding, any 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).

STEP 3



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on Cromwell Property Group's securities registry. 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 Proxy 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 and email address 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 Resolutions and the named proxy does not attend the Meeting or does not vote on a poll on the Resolutions, 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 the Resolutions. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's KMP.

VOTES ON RESOLUTIONS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolutions. 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 Resolutions 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 Resolutions, your proxy may vote as he or she chooses, subject to any applicable voting restrictions. If you mark more than one box on a Resolution, your vote on that Resolution will be invalid. If you wish to appoint a Director (other than the Chair of the Meeting) or other member of the Company's KMP, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 4 and / or 5 by marking the appropriate box.

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 Proxy 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 Proxy 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, any 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 received prior to the Meeting in accordance with the Notice of Meeting. A form of the certificate may be obtained from Cromwell Property Group's 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 **2:00pm (AEST) on Monday, 30 October 2023**, 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

<https://investorcentre.linkgroup.com>

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



BY 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 <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm)

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

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 11 and up
- Microsoft Edge – 92 and after

To attend and vote you must have your shareholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/CMW2023>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Shareholders and proxies can either submit a Full Vote or Partial Vote.

LINKGroup HELP NUMBER 1800 990 363 [Ask a Question](#) [Get a Voting Card](#) [Exit Meeting](#)

The presentation will begin at XX:XX am/pm ZONE

Link Group 2021 Annual General Meeting

LINKGroup

+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Annual Report
- Notice of Meeting
- Online Guide

ABC COMPANY PTY LTD X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxyholder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions.

Full Vote **Partial Vote**

Resolution 1	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
REMUNERATION REPORT			
Resolution 2	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
GRANT OF 160,681 SHARE RIGHTS TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR			
Resolution 3	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT			
Resolution 4	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
ADOPTION OF REMUNERATION REPORT			

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

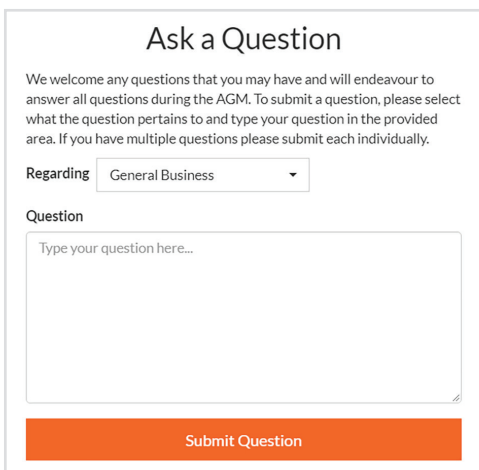
Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only shareholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your shareholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



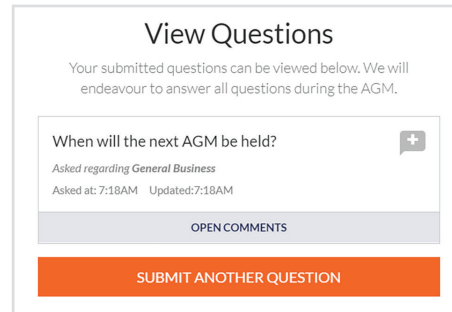
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 2 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Asking A Question By Phone

Note: As explained in step 2 above, shareholders may submit a written question via the online platform. Phone participation is for the sole purpose of asking a question verbally. You may not vote by phone. Shareholders must use the online platform to submit a vote (please see step 2 above).

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1300 550 841

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
1800 316 740 (inside Australia); or
+61 7 3112 0416 (outside Australia)

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be greeted by a moderator and asked to provide your PIN. This will verify you as a shareholder and allow you to ask a question at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note, if your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Contact us

Australia

T +61 1300 550 841

E info@linkmarketservices.com.au

Asking a Question

Step 1

When the Chair calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

The moderator will ask you what item of business your question relates to. Let the moderator know if your question relates to General Business or the Resolution Number.

You will also be asked if you have any additional questions.

Step 3

When it is your time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad.

If you also joined the Meeting online, we ask that you mute your laptop, desktop or tablet while you ask your question. This will avoid technical difficulties for you and other shareholders.

Step 4

Your line will be muted once your question has been answered.