



CROMWELL
PROPERTY GROUP

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WEBSITE www.cromwellpropertygroup.com

Tuesday 12 October 2021

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 2021/Proxy Form**

I attach a copy of Cromwell Corporation Limited's Notice of Annual General Meeting 2021, 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 Cromwell Corporation Limited shareholders.

Yours faithfully

CROMWELL PROPERTY GROUP

LUCY LAAKSO

COMPANY SECRETARY AND CORPORATE COUNSEL

Authorised for lodgement by Lucy Laakso (Company Secretary and Corporate Counsel) and Michael Wilde (Chief Financial Officer).

For media:

Brendan Altadonna (GRACosway)
+61 409 919 891
baltadonna@gracosway.com.au

For securityholders:

Cromwell's Investor Services Team
1300 268 078 or +61 7 3225 7777
invest@cromwell.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. As at 30 June 2021, Cromwell had a market capitalisation of \$2.3 billion, a direct property investment portfolio valued at \$3.9 billion and total assets under management of \$11.9 billion across Australia, New Zealand and Europe.



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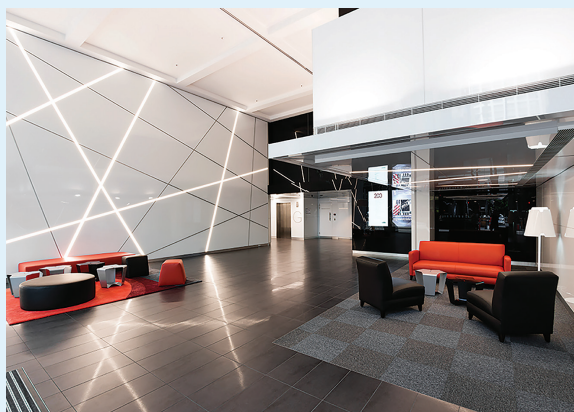
NOTICE OF MEETING 2021



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How to get here:



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 CityCat terminal is Riverside and the nearest ferry terminal is Eagle Street Pier.
Car:	Paid parking is available at 200 Mary Street or at other Brisbane CBD locations.

The 2021 Annual General Meeting of the Company will be held at:

Date: Wednesday 17 November 2021

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

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

The Meeting will be conducted as a hybrid meeting. Shareholders can participate by logging in online at <https://agmlive.link/CMW2021> (refer to further details in the attached Notice of Meeting and the Online Guide available at www.cromwellpropertygroup.com/agm)

IMPORTANT:

In response to the circumstances arising from the COVID-19 pandemic, Cromwell Property Group will be holding a hybrid Meeting. As a result of the potential health risks and the government restrictions on social distancing and gatherings in response to the pandemic, Cromwell Property Group strongly encourages Shareholders to consider attending the Meeting online rather than in person.



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WEBSITE www.cromwellpropertygroup.com

Tuesday 12 October 2021

Dear Shareholder,

I am pleased to invite you to attend the 2021 Annual General Meeting of Cromwell Corporation Limited (the Company) (the Meeting).

MEETING DETAILS

- Date:** Wednesday 17 November 2021
- 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, which means Shareholders of the Company (Shareholders) can participate by logging in online at <https://agmlive.link/CMW2021> or (subject to government restrictions in response to the COVID-19 pandemic) attend in person in Brisbane. For online participation, please refer to further details in the attached Notice of Meeting and the Online Guide available at www.cromwellpropertygroup.com/agm
- Note:** In response to the circumstances arising from the COVID-19 pandemic, Cromwell Property Group will be holding a hybrid Meeting. As a result of the potential health risks and the government restrictions on social distancing and gatherings in response to the pandemic, Cromwell Property Group strongly encourages Shareholders to consider attending the Meeting online rather than in person

Please find enclosed:

- a combined Notice of Meeting and Explanatory Memorandum in respect of the Company's 2021 Annual General Meeting;
- a personalised proxy form for voting on the items of business detailed in the Notice of Meeting and Explanatory Memorandum; and
- a reply-paid envelope.

The Notice of Meeting and Explanatory Memorandum in respect of the Company's 2021 Annual General Meeting is available only online, which is consistent with section 253RA(1) of the *Corporations Act 2001* (Cth) in response to the COVID-19 pandemic. A copy of the Notice of Meeting and Explanatory Memorandum is available on the Cromwell Property Group website at www.cromwellpropertygroup.com/agm.

A copy of the Cromwell Property Group 2021 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 make registration easier.

All Shareholders can participate in the Meeting through our registry provider's online platform at <https://agmlive.link/CMW2021>. Further details on how to participate in the Meeting online are set out in the attached Notice of Meeting. Shareholders 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.


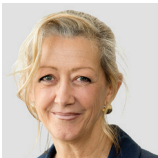


YOUR VOTE IS IMPORTANT

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 www.linkmarketservices.com.au; or
- mailing your completed proxy form using the enclosed reply-paid envelope; or
- faxing your completed proxy form to +61 2 9287 0309.

Proxy forms and online proxy appointments must be received not later than **2.00pm AEST on Monday 15 November 2021**.

RESOLUTIONS AND BOARD RECOMMENDATIONS

RESOLUTION	RECOMMENDATION
<div></div> <p>Ms Tanya Cox (independent Non-executive Director)</p> <p>As noted in the enclosed Notice of Meeting and Explanatory Memorandum, Ms 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.</p> <p>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.</p> <p>The Directors unanimously recommend that Shareholders vote IN FAVOUR of Resolution 2 (Re-election of Ms Tanya Cox as a Director) set out in the enclosed Notice of Meeting. Ms Cox abstained from voting on the recommendation.</p>	IN FAVOUR
<div></div> <p>Mr Eng Peng Ooi (independent Non-executive Director) (and independent Non-executive Deputy Chair)</p> <p>As noted in the enclosed Notice of Meeting and Explanatory Memorandum, Mr Ooi, being eligible, is seeking election as a Director of the Company.</p> <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> <p>The Directors unanimously recommend that Shareholders vote IN FAVOUR of Resolution 3 (Election of Mr Eng Peng Ooi as a Director) set out in the enclosed Notice of Meeting. Mr Ooi abstained from voting on the recommendation.</p>	IN FAVOUR

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RESOLUTION	RECOMMENDATION
<div></div> <div>Mr Robert Blain (Independent Non-executive Director)<p>As noted in the enclosed Notice of Meeting and Explanatory Memorandum, Mr Blain, being eligible, is seeking election as a Director of the Company.</p><p>Mr Blain brings to Cromwell significant local and international expertise in property and asset management, strategic development, cross border activity and capital markets, in Australia and across Asia, as well as commercial capability, financial acumen and skills and experience in leadership, culture and people and risk oversight.</p><p>The Directors unanimously recommend that Shareholders vote IN FAVOUR of Resolution 4 (Election of Mr Robert Blain as a Director) set out in the enclosed Notice of Meeting. Mr Blain abstained from voting on the recommendation.</p></div>	<div>IN FAVOUR</div>
<div></div> <div>Ms Jialei Tang (Non-executive Director)<p>As noted in the enclosed Notice of Meeting and Explanatory Memorandum, Ms Tang, being eligible, is seeking election as a Director of the Company.</p><p>Ms Tang brings to Cromwell international expertise in property and asset management, funds/investment management, architecture, urbanism and sustainability, in Singapore, the United States and China, as well as commercial capability, financial acumen and skills and experience in leadership, culture and people and risk oversight.</p><p>The Directors unanimously recommend that Shareholders vote IN FAVOUR of Resolution 5 (Election of Ms Jialei Tang as a Director) set out in the enclosed Notice of Meeting. Ms Tang abstained from voting on the recommendation.</p></div>	<div>IN FAVOUR</div>
<div></div> <div>The Directors unanimously recommend that Shareholders vote IN FAVOUR of Resolution 6 (Adoption of Remuneration Report) set out in the enclosed Notice of Meeting.</div>	<div>IN FAVOUR</div>
<div></div> <div>The Directors as a whole abstained from voting on a recommendation in respect of Resolution 7 (Directors' fees increase) set out in the enclosed Notice of Meeting and make no recommendation in view of the personal interests of Non-executive Directors in the matter.</div>	<div>NO RECOMMENDATION MADE</div>

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 your participation in the Meeting.

Yours faithfully



DR GARY WEISS AM
CHAIR
CROMWELL PROPERTY GROUP

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CROMWELL
PROPERTY GROUP

NOTICE OF MEETING

Cromwell Property Group (or 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). 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 meeting (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.

Notice is hereby given that the 2021 Annual General Meeting of shareholders (Shareholders) of the Company (Meeting) will be held at the following time and place to conduct the following business:

Date: Wednesday 17 November 2021
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. Shareholders can participate by logging in online at <https://agmlive.link/CMW2021> (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 2021.

2. 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."

3. 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 is eligible and having offered himself for election, is elected as a director of Cromwell Corporation Limited."

4. Election of Mr Robert Blain as a Director

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

"That Mr Robert Blain, who is eligible and having offered himself for election, is elected as a director of Cromwell Corporation Limited."

5. Election of Ms Jialei Tang as a Director

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

"That Ms Jialei Tang, who is eligible and having offered herself for election, is elected as a director of Cromwell Corporation Limited."

6. 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 2021 is adopted."

Under the *Corporations Act 2001* (Cth) (Corporations Act), the vote on this Resolution 6 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 6 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 2021, 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 6 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 2021 Annual Report. Their closely related parties are defined in the Corporations Act and include certain members of their family, dependants and companies they control.

7. Directors' fees increase

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

"That, for the purposes of ASX Listing Rule 10.17 and clause 68.1 of the Company's constitution, the aggregate maximum fees payable to the Directors (other than Executive Directors) as a whole be increased by \$500,000 per annum from \$1,000,000 to \$1,500,000 per annum effective from 1 July 2021."

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any Director of the Company or an associate of such persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with directions given to the proxy or attorney to vote on Resolution 7 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote on Resolution 7 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 Resolution 7; and
 - (ii) the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, no KMP or a closely related party of such a KMP may vote as a proxy on Resolution 7 above unless:

- (a) the proxy appointment specifies how the person is to vote on Resolution 7; or
- (b) the person is the Chair and votes as a proxy and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 7 is connected directly or indirectly with the remuneration of a KMP.

By order of the Board of the Company:

Lucy Laakso

Company Secretary
Tuesday 12 October 2021

NOTES

1. Terminology and definitions

Terms which are defined in the constitution of the Company (Constitution) 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 'Shareholder' is to the registered holder of a Share.

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 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.

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 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 have determined that, for the purposes of the Meeting, Shares of the Company will be taken to be held by the persons who are registered as a Shareholder at 7.00pm AEDT on Monday 15 November 2021. 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 Constitution, voting on the Resolutions is to be conducted by a show of hands unless a poll is required by the Corporations Act or is properly demanded. 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 Shareholders present at the Meeting and entitled to vote on the resolution;
- Shareholders present with at least 5% of the votes that may be cast on the resolution on a poll; or
- the Chair.

The Chair will determine that voting on all of the Resolutions set out in this Notice of Meeting will be conducted by way of a poll.

Where a resolution is to be decided on a poll, a Shareholder 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 Shareholder has in the case of a resolution of the Company, one vote for each fully paid Share held by the Shareholder.

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

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

4. Attending online

Shareholders using the online platform (at <https://agmlive.link/CMW2021>) will be able to vote directly through the online platform at any time between the commencement of the Meeting (2.00pm AEST on Wednesday 17 November 2021) and the closure of voting as announced by the Chair during the Meeting.

Shareholders 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://agmlive.link/CMW2021> into a web browser on a mobile device or online device;
- Shareholders will need their Securityholder Reference Number or Holder Identification Number, which is printed at the top of the Shareholder's personalised proxy form; 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 Shareholder 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 registry or the Company 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 Shareholder, then the proxy form and either the original power of attorney or a certified copy of it must be lodged 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 15 November 2021. A proxy form signed under a power of attorney on behalf of a Shareholder cannot be lodged online.

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

6. Proxies

Each Shareholder 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 Shareholder 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 or fax 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 online at www.linkmarketservices.com.au.

A Shareholder 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 Shares or voting rights the proxy represents.

If the same person (such as the Chair) is appointed as proxy for two or more Shareholders and those Shareholders 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 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 Shareholder 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 15 November 2021. If a proxy form is signed under a power of attorney on behalf of a Shareholder, then the proxy form and either the original power of attorney or a certified copy of it must be lodged 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 Shareholder cannot be lodged online.

7. How the Chair will vote undirected proxies

If a Shareholder appoints the Chair as the Shareholder'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 Shareholders 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 6 and 7 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 Shareholders 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 15 November 2021.

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 www.linkmarketservices.com.au.
- 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.

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

The proxy form and either the original power of attorney or a certified copy of it must be lodged by mail 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 15 November 2021. Online lodgement is not available.

10. Shareholder questions

Shareholders 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 www.linkmarketservices.com.au

To allow time to collate questions and prepare answers, please submit any questions by no later than 2.00pm AEST on Monday 15 November 2021.

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 Shareholders.

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 Shareholders 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, Shareholders are encouraged to lodge a directed proxy prior to the Meeting, even if they plan to attend the Meeting online.

In the event of a technological failure that prevents Shareholders from having a reasonable opportunity to participate in the Meeting, Cromwell will provide an update on the ASX market announcements platform and Cromwell's website to communicate to Shareholders 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 Shareholders as much notice as practicable, with further information being made available on the Cromwell Property Group website at www.cromwellpropertygroup.com.

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 Shareholders 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.

Resolution 1 – Consideration of Reports

In accordance with the Corporations Act, the following reports in respect of the financial year ended on 30 June 2021 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 2021 Annual Report (comprising the Company and the Trust and their controlled entities), were provided to Shareholders before the Meeting. The Group's 2021 Annual Report is available for download from the Cromwell Property Group website at www.cromwellpropertygroup.com/annual-reports.

In accordance with the Corporations Act, Shareholders 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 Shareholder wishing to submit a question to the auditor should forward it to the Company Secretary (to be received by no later than 2.00pm AEST on Monday 15 November 2021) 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 www.linkmarketservices.com.au

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

Resolution 2 – 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 and Risk Committee Member of the Independent Board Committee
Independent:	Yes
Listed company directorships (held within the last three years):	Non-executive Director – OtherLevels Holdings Ltd (2015 – 2020) Non-Executive Director – BuildingIQ, Inc (2015 – 2019)

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 Investment Committee.

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. She is a former Non-executive Director of BuildingIQ, Inc and OtherLevels Holdings Ltd. Ms Cox is Chair of Cromwell Funds Management Limited, Chair of Equiem Holdings Pty Ltd, Chair of the World Green Building Council, former Chair and current Director of the Green Building Council of Australia and a Director of Niche Environment and Heritage Pty Ltd. Ms Cox was a Member of the NSW Climate Change Council until it disbanded on 30 June 2021, and is 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.

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 2021, Ms Cox held 90,000 Cromwell Property Group Stapled Securities.

BACKGROUND CHECKS

The Company obtained 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.

SKILLS THAT MS COX BRINGS TO THE BOARD

Having regard to the Cromwell Board Skills Matrix, 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 and experience will continue to be of great benefit to the Board and its diversity, the Company and the Group.

Further information about the Cromwell Board Skills Matrix is available in Cromwell's FY21 Corporate Governance Statement which is available at www.cromwellpropertygroup.com/securityholder-centre/corporate-governance.

BOARD SUPPORT FOR RE-ELECTION

The Directors 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 2.

Ms Cox abstained from voting on the recommendation in respect of Resolution 2 and makes no recommendation in view of her personal interest in the matter.

Resolution 3 – Election of Mr Eng Peng Ooi as a Director

Mr Eng Peng Ooi was appointed by the Board as an independent Non-executive Director on 8 March 2021. Mr Ooi will cease to hold office at the end of the Annual General Meeting in accordance with clause 63 of the Company's Constitution unless elected at the Annual General Meeting.

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
Board Committee membership:	Chair of the Audit and Risk Committee Chair of the Independent Board Committee
Independent:	Yes
Listed company directorships (held within the last three years):	Deputy Chair – Manager of ESR-REIT (1 July 2021 – current) Chair – Manager of ESR-REIT (2017 – 30 June 2021) Non-executive Director – Manager of ESR-REIT (2012 – current) Non-executive Director – Manager of Cromwell European REIT (2021 – current) 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 has served as a Non-executive Director of ESR Funds Management (S) Limited, the manager of SGX-listed ESR-REIT, since 2012 and was Chair from 2017 to 30 June 2021. After almost nine years as independent Non-executive Director with ESR Funds Management (S) Limited, Mr Ooi was redesignated as Deputy Chair and non-independent Non-executive Director effective 1 July 2021. Mr Ooi is a Member (and the former Chair) of ESR-REIT's Nominating and Remuneration Committee, a Member of its Audit, Risk Management and Compliance Committee and the Chair of its Executive Committee. Mr Ooi is also 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 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. Mr Ooi is based in Australia.

TERM OF OFFICE, INDEPENDENCE, SECURITYHOLDING

Mr Ooi joined the Company as an independent Director on 8 March 2021 and, being eligible, is seeking election by Shareholders at the Meeting.

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

As at 30 June 2021, Mr Ooi held nil Cromwell Property Group Stapled Securities. As described in the FY21 Remuneration Report, as a Non-executive Director, Mr Ooi must have a minimum holding of Cromwell Property Group Stapled Securities equivalent to the Non-executive Director annual fee within three years of his appointment date of 8 March 2021.

BACKGROUND CHECKS

The Company obtained background checks as to Mr Ooi's character, experience, education, 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.

SKILLS THAT MR OOI BRINGS TO THE BOARD

Mr Ooi is Cromwell's independent Non-executive Deputy Chair and senior independent director.

Having regard to the Cromwell Board Skills Matrix, Mr Ooi brings to Cromwell significant local and international expertise in funds/investment management, property and asset management, risk oversight and debt management, as well as commercial capability, financial acumen and skills in leadership, culture and people.

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

Further information about the Cromwell Board Skills Matrix is available in Cromwell's FY21 Corporate Governance Statement which is available at www.cromwellpropertygroup.com/securityholder-centre/corporate-governance.

BOARD SUPPORT FOR ELECTION

The Directors support the election of Mr Eng Peng Ooi as a Director of the Company because, in summary, Mr Ooi brings diligence, commitment and valuable and relevant expertise, experience and diversity to the deliberations of the Board and to his role as the Chair of the Audit and Risk Committee and the Chair of the Independent Board Committee.

DIRECTORS' RECOMMENDATION

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

Mr Ooi abstained from voting on the recommendation in respect of Resolution 3 and makes no recommendation in view of his personal interest in the matter.

Resolution 4 – Election of Mr Robert Blain as a Director

Mr Robert Blain was appointed by the Board as an independent Non-executive Director on 8 March 2021. Mr Blain will cease to hold office at the end of the Annual General Meeting in accordance with clause 63 of the Company's Constitution unless elected at the Annual General Meeting.

Mr Robert Blain

FAP, FRICS

Director since:	8 March 2021
Board Committee membership:	Chair of the Investment Committee Member of the Independent Board Committee Member of the Nomination and Remuneration Committee
Independent:	Yes
Listed company directorships (held within the last three years):	Nil

EXPERIENCE AND CURRENT DIRECTORSHIPS

Mr Blain has more than 40 years of real estate experience, including in property and asset management, strategic development, cross border activity and capital markets in Australia and across Asia.

After pursuing rural infrastructure interests, Mr Blain commenced his corporate career in Sydney in the late 1970s, obtaining a real estate licence and working for several years with LJ Hooker. He joined the Colliers Jardine Group as Sales Director before being appointed as Regional Service Director, Capital Markets APAC. From 1995 to 1998, Mr Blain held the position of Regional Investment Director based in Singapore and, in 1999, was appointed Australia Director. Mr Blain's last role at the Colliers Jardine Group was as Chief Executive, New South Wales.

In 2002, Mr Blain joined CBRE as Managing Director, CBRE Hong Kong and China, based in Hong Kong. In 2003, he was appointed Chief Executive Officer, CBRE Asia and, in 2005, became Chair and Chief Executive Officer, CBRE Asia-Pacific. Mr Blain was responsible for CBRE's activities across the Asia Pacific region and was a member of the Global Operating Committee, based in the US, driving CBRE's global business strategy.

In 2014, Mr Blain transitioned to the role of Executive Chair, CBRE Asia-Pacific and focussed on CBRE's major clients and building strong relationships across the region. In 2019, Mr Blain retired from his Executive Chair and Global Operating Committee roles at CBRE and returned to Australia.

Mr Blain is a Fellow of the Australian Property Institute and Fellow of the Royal Institute of Chartered Surveyors. Mr Blain is based in Australia.

TERM OF OFFICE, INDEPENDENCE, SECURITYHOLDING

Mr Blain joined the Company as an independent Director on 8 March 2021 and, being eligible, is seeking election by Shareholders at the Meeting.

The Board considers Mr Blain to be an independent Director and that, if elected, Mr Blain will continue to be an independent Director.

As at 30 June 2021, Mr Blain held nil Cromwell Property Group Stapled Securities. As described in the FY21 Remuneration Report, as a Non-executive Director, Mr Blain must have a minimum holding of Cromwell Property Group Stapled Securities equivalent to the Non-executive Director annual fee within three years of his appointment date of 8 March 2021.

BACKGROUND CHECKS

The Company obtained background checks as to Mr Blain's character, experience, education, criminal record and bankruptcy history. No adverse information was revealed.

ACKNOWLEDGEMENT OF SUFFICIENT TIME AVAILABLE

Mr Blain 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.

SKILLS THAT MR BLAIN BRINGS TO THE BOARD

Having regard to the Cromwell Board Skills Matrix, Mr Blain brings to Cromwell extensive local and international expertise in property and asset management and risk oversight, as well as commercial capability, financial acumen and skills in leadership, culture and people.

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

Further information about the Cromwell Board Skills Matrix is available in Cromwell's FY21 Corporate Governance Statement which is available at www.cromwellpropertygroup.com/securityholder-centre/corporate-governance.

BOARD SUPPORT FOR ELECTION

The Directors support the election of Mr Robert Blain as a Director of the Company because, in summary, Mr Blain brings diligence, commitment and valuable and relevant expertise, experience and diversity to the deliberations of the Board and to his role as the Chair of the Investment Committee and a Member of the Independent Board Committee and the Nomination and Remuneration Committee.

DIRECTORS' RECOMMENDATION

The Directors unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 4.

Mr Blain abstained from voting on the recommendation in respect of Resolution 4 and makes no recommendation in view of his personal interest in the matter.

Resolution 5 – Election of Ms Jialei Tang as a Director

Ms Jialei Tang was appointed by the Board as a Non-executive Director on 9 July 2021. Ms Tang will cease to hold office at the end of the Annual General Meeting in accordance with clause 63 of the Company's Constitution unless elected at the Annual General Meeting.

Ms Jialei Tang

BFA Architectural Design, BA in Liberal Arts

Director since:	9 July 2021
Board Committee membership:	Member of the Investment Committee
Independent:	No
Listed company directorships (held within the last three years):	Nil

EXPERIENCE AND CURRENT DIRECTORSHIPS

Ms Tang has investment, executive and board experience in diverse industries including finance, real estate, hospitality, pharmaceuticals and technology, as well as across many geographies and jurisdictions including Singapore, the United States (US) and China.

In the real estate sector, Ms Tang is actively involved in the evaluation, acquisition and planning of sea port terminal real estate, the development of the new UBS Singapore headquarters and the 1468-unit Parc Clematis residential complex in Singapore. Since 2019, Ms Tang has been the Chief Executive Officer of Silver City Properties, LLC, a residential property investment and management company in the US which owns and manages properties in New York. In the same year, Ms Tang took on the role as director at Ariva Hospitality Pte. Ltd., a hospitality management company, directing its rebranding and operations with a focus on sustainability while overseeing its expansion plans into the fund space.

Ms Tang joined the board (as an alternate director) of TauRx Pharmaceuticals Ltd in 2019, whose drug for therapeutic treatment of Alzheimer's Disease is in its phase III trials and will seek FDA, EMA and NMPA approval upon successful results. She also handles the communication and strategic planning for the family office's philanthropy including support for education, the Olympic movement, refugee relief and healthcare.

Ms Tang holds a double degree, Bachelor of Fine Arts in Architectural Design from the Parsons School of Design and Bachelor of Arts in Liberal Arts (Epistemology and Language) from Eugene Lang College of Liberal Arts at The New School. Ms Tang is a member of, and undertaking studies through, the Australian Institute of Company Directors. She is pursuing a Master in Urban Planning at Harvard University, with graduation due in 2023. Ms Tang is based in Singapore and Boston.

TERM OF OFFICE, INDEPENDENCE, SECURITYHOLDING

Ms Tang joined the Company as a non-independent Director on 9 July 2021 and, being eligible, is seeking election by Shareholders at the Meeting.

The Board considers Ms Tang to be a non-independent Director, having regard to her close personal ties with a substantial Securityholder (Tang family and related entities), and that, if elected, Ms Tang will continue to be a non-independent Director.

As at 30 June 2021, Ms Tang held 123,346,692 Cromwell Property Group Stapled Securities.

BACKGROUND CHECKS

The Company obtained background checks as to Ms Tang's character, experience, education, criminal record and bankruptcy history. No adverse information was revealed.

ACKNOWLEDGEMENT OF SUFFICIENT TIME AVAILABLE

Ms Tang 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.

SKILLS THAT MS TANG BRINGS TO THE BOARD

Having regard to the Cromwell Board Skills Matrix, Ms Tang brings to Cromwell international expertise in property and asset management, funds/investment management, sustainability and risk oversight, as well as commercial capability, financial acumen and skills in leadership, culture and people.

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

Further information about the Cromwell Board Skills Matrix is available in Cromwell's FY21 Corporate Governance Statement which is available at www.cromwellpropertygroup.com/securityholder-centre/corporate-governance.

BOARD SUPPORT FOR ELECTION

The Directors support the election of Ms Jialei Tang as a Director of the Company because, in summary, Ms Tang brings diligence, commitment and valuable and relevant expertise, experience and diversity to the deliberations of the Board and to her role as a Member of the Investment Committee.

DIRECTORS' RECOMMENDATION

The Directors unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 5.

Ms Tang abstained from voting on the recommendation in respect of Resolution 5 and makes no recommendation in view of her personal interest in the matter.

Resolution 6 – Adoption of Remuneration Report

Shareholders 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 2021 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 FY21 remuneration outcomes.

Message from the Chair, Nomination and Remuneration Committee

Dear Securityholder

On behalf of the Board, I am pleased to present the Remuneration Report which focuses on our remuneration strategy and outcomes for the financial year ending 30 June 2021.

YEAR IN REVIEW AND REMUNERATION OUTCOMES

FY21 was dominated by the impact of the COVID-19 pandemic. Cromwell's people, processes and systems were truly tested with Business Continuity Plans activated in every country of operation with the majority of Cromwell's people spending a substantial amount of the year working from home. Throughout these events and even as the impact of COVID-19 continues to be felt it is pleasing to see that our people have continued to stay focused on our securityholders, tenant-customers, business operations and also in supporting their colleagues.

During the year a substantial amount of time and effort was spent dealing with government legislation introduced in every country of operation designed to support tenants impacted by the pandemic. Tens of thousands of hours were spent understanding, negotiating and applying the legislation to Cromwell's tenant-customers across 14 different countries.

It comes as no surprise to know that despite the hard work of our people there was no escaping the impact of COVID-19 and the general ensuing reduction in market activity impacted transactions and performance fees. This flowed through to Operating Earnings.

The FY21 KMP Short-Term Incentive (STI) Plan had a behavioural and financial gateway and the financial gateway of 95% of budgeted Operating Earnings was not met, therefore no STI's were paid to the KMP for performance during FY21.

The KMP Long-Term Incentive (LTI) Plan has three equally weighted hurdles applicable to FY21; Total Return (TR), Return on Contributed Equity (ROCE) and Total Securityholder Return (TSR). The ROCE portion will vest at 42% in FY21, the TR hurdle was not met in FY21 and therefore will vest at 0% and the TSR hurdle will not be tested until the completion of the three-year vesting period.

Long-Term Incentives granted to the Acting CEO, Acting CFO and CIO (the Executive KMP) under the historical Performance Rights Plan, for performance in the financial year ending 2017 vested in full as all performance hurdles were met.

BOARD AND EXECUTIVE MANAGEMENT CHANGES

During the year, Cromwell's largest securityholder, ARA Asset Management called an Extra-ordinary General Meeting (EGM) on 18 September 2020 to seek representation on the Board. Two nominated directors, Mr Joseph Gersh, AM and Dr Gary Weiss, AM were elected to the Cromwell Board.

Subsequently a number of directors were not re-elected at the November 2020 Annual General Meeting (AGM) at which Cromwell Corporation Limited also received a second strike on its Remuneration Report. Securityholders voted in favour of the Spill Resolution, which triggered a 'Spill Meeting' within 90 days and the remaining directors (other than the Managing Director) who had approved the Remuneration Report ceasing to hold office immediately before the end of the Spill Meeting and seeking re-election.

This was followed by the retirement of long-standing Cromwell CEO Paul Weightman in December 2020 with COO Jodie Clark also subsequently leaving in March 2021. In January 2021, Cromwell CFO Michael Wilde was appointed Acting CEO and Brett Hinton was appointed Acting CFO.

February 2021 also saw three non-executive directors, including myself, successfully stand for re-election at the Spill Meeting. Mr Rob Blain and Mr Eng Peng Ooi joined the Board in March 2021 with Dr Weiss elected Chair on 17 March 2021. There has been increased engagement with our substantial securityholders including through the recent appointment of Ms Jialei Tang as a non-independent Non-executive Director on 9 July 2021. After an executive search conducted by independent advisor Egon Zehnder, Jonathan Callaghan was appointed Cromwell's new permanent CEO later in that month, with a commencement date of 5 October 2021.

The Board has welcomed five new directors over the course of the last 12 months, adding substantial commercial, real estate and capital markets skills and experience. The Board refresh is now complete. The executive team, who have steered the business through the last few months, will now be joined by a highly regarded incoming CEO and we believe these changes have substantially repositioned Cromwell for a very bright future.

TEMPORARY ENHANCED REDUNDANCY POLICY

In March 2020, to address job security concerns, the Board encouraged management to review and extend notice periods of key employees and in April 2020 the Board approved implementation of enhanced redundancy arrangements for all employees. The enhanced redundancy provisions are timebound and expire on 31 December 2021.

DIMINISHING DEFERRED PAYMENT SCHEME

The temporary Enhanced Redundancy Policy addressed job security and retention concerns for longer tenured employees but did not address the risk of key employee loss for those with fewer years of service and/or relatively low value of unvested equity on foot. In August 2020, the Board considered alternatives to encourage key employees to remain with Cromwell through the most critical periods of uncertainty, while minimising costs, in the event that positions were not made redundant. Consequently, Cromwell introduced a one-off Diminishing Deferred Payment (DDP) scheme for a limited number of employees deemed critical for the ongoing operations of the business.

The DDP scheme entitles participants to receive a one-off payment on 31 December 2021, subject to continued employment, with the payment reduced by any actual incentive payments received in cash or securities from 1 October 2020. The only executive KMP included in the arrangement is the Chief Investment Officer and the Acting Chief Financial Officer.

CHANGES TO REMUNERATION POLICY

Given the response of securityholders to the previous Remuneration Report Cromwell undertook an exercise to review the appropriateness of its stated Peer Group. It was felt the Peer Group did not accurately reflect the composition and complexity of the business. As a result, the Fixed Remuneration of the incoming CEO was determined on the basis of this new Peer Group leading to a Fixed Remuneration of \$1.0 million, a 35% reduction on that of the previous permanent CEO.

APPROACH TO FY22 REMUNERATION

There will be no increase to the Fixed Remuneration of the Executive KMP.

The KMP STI Plan will remain unchanged with KMP's eligible to earn between 50% and 100% of their Fixed Remuneration, once they have passed through both the behavioural and financial gateways, with 50% of any payments deferred into stapled securities and held in a holding lock for 12 months. The incoming CEO will participate in the KMP STI Plan but will have an additional 20% of his STI paid as stapled securities for an initial two-year period.

The KMP LTI Plan will also remain unchanged with KMP's eligible to be awarded Cromwell stapled securities of between 50% and 100% of their Fixed Remuneration, subject to the achievement of financial performance hurdles over a three-year period.

NON-EXECUTIVE DIRECTOR FEES

No changes were made to the remuneration policy for Non-executive Directors in FY21. The total fee pool approved by securityholders in 2011 stands at \$1 million and this has not been reviewed since 2017.

Following the new director appointments and completion of the Board renewal process, the Board initiated an external independent review of Non-executive Director fees. The review found that base Board and Committee fees were below market, and that headroom compared to the current pool was less than 2%, which impacts the Board's ability to appoint a new director if required.

Having regard to the findings of this external independent review, the Nomination and Remuneration Committee recommended to the Board an increase in Non-executive Director fees and the corresponding fee pool cap to bring fees in line with market benchmarks. The new fee pool will be considered by securityholders at the AGM in November.

We hope you find this Remuneration Report transparent and informative. The Board and Nomination and Remuneration Committee remain committed to ensuring management are rewarded for the right behaviours and outcomes and their remuneration is aligned to market expectations and the long-term interests of securityholders.

Yours sincerely,



Ms Tanya Cox

Chair, Nomination and Remuneration Committee
Cromwell Property Group

The Board is motivated to ensure the remuneration strategy and framework reflect the Group's strategy, attract and retain key personnel and reflect Shareholder 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, Shareholders should note that the Directors of the Company are the same as those of CPSL, the responsible entity of the Trust.

Shareholders will be asked to vote at the Annual General Meeting on Resolution 6 to adopt the Remuneration Report.

Under the Corporations Act, if at least 25% of the votes cast on Resolution 6 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 2022 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 2022 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 2022 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 6 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 6.

Resolution 7 – Directors' fees increase

For the purpose of clause 68.1 of the Company's constitution, Shareholder approval is sought to increase the aggregate maximum amount which can be paid as fees to Non-executive Directors of the Company by \$500,000 per annum from \$1,000,000 to \$1,500,000 per annum effective from 1 July 2021.

Additionally, ASX Listing Rule 10.17 provides that a listed entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities. For the purposes of ASX Listing Rule 10.17, 'directors' fees' means all fees payable by the entity or any of its child entities to a non-executive director for acting as a director of the entity or any child entity (including attending and participating in any board committee meetings) and includes superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out-of-pocket expenses, genuine 'special exertion' fees paid in accordance with the entity's constitution, or securities issued to a non-executive director under ASX Listing Rule 10.11 or 10.14 with the approval of the holders of the entity's ordinary securities.

No securities have been issued to any Non-executive Director under ASX Listing Rule 10.11 or 10.14 with the approval of Securityholders at any time within the preceding three years.

Currently, Non-executive Directors each receive fees as disclosed in the FY21 Remuneration Report. Where relevant, Non-executive Directors also receive Board Committee attendance fees.

The Directors are seeking Shareholder approval to increase in the total annual fees payable to Non-executive Directors for the following reasons:

- to ensure the Company has the ability to remunerate competitively and commensurate with market rates; and
- to maintain a buffer to provide flexibility to allocate fees within the capped aggregate amount of directors' fees to attract and retain high calibre Non-executive Directors.

DIRECTORS' RECOMMENDATION

The Directors as a whole abstained from voting on a recommendation in respect of Resolution 7 and make no recommendation in view of the personal interests of Non-executive Directors on 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:

Lucy Laakso

REGISTERED OFFICE:

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LISTING:

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

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Cromwell Property Group

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

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 550 841



X99999999999

PROXY FORM

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

APPOINT A PROXY

☐ the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Annual General Meeting of CCL (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 attend the meeting online.

Name

Email

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, 17 November 2021 online and at Cromwell Property Group, Level 19, 200 Mary Street, Brisbane QLD 4000** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting. You can attend or you can participate by logging in online at <https://agmlive.link/CMW2021> (refer to details in the Annual General Meeting Online Guide).

Important for Resolutions 6 and 7: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 6 and 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

- 2 Re-election of Ms Tanya Cox as a Director
- 3 Election of Mr Eng Peng Ooi as a Director
- 4 Election of Mr Robert Blain as a Director
- 5 Election of Ms Jialei Tang as a Director

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- 6 Adoption of Remuneration Report
- 7 Directors' fees increase

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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 show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

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

CMW PRX2102N

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Cromwell Property Group'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. 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 6 and 7 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, either securityholder may sign.

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

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from Cromwell Property Group'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, 15 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, 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 www.linkmarketservices.com.au 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*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm)
and subject to public health orders and restrictions

**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 9 and up

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://agmlive.link/CMW2021>

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

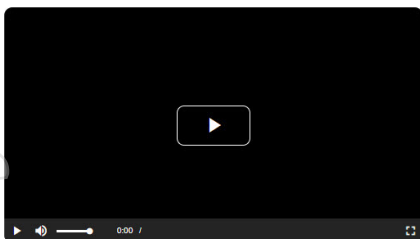
SUBMIT DETAILS AND VOTE

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

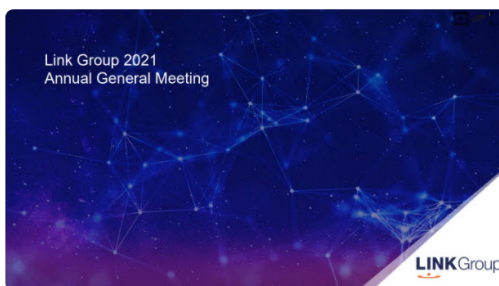
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

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.



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



+
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 ☒ For ☐ Against ☐ Abstain

REMUNERATION REPORT

Resolution 2 ☒ For ☐ Against ☐ Abstain

GRANT OF 160,681 SHARE RIGHTS TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

Resolution 3 ☒ For ☐ Against ☐ Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4 ☒ For ☐ Against ☐ 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.

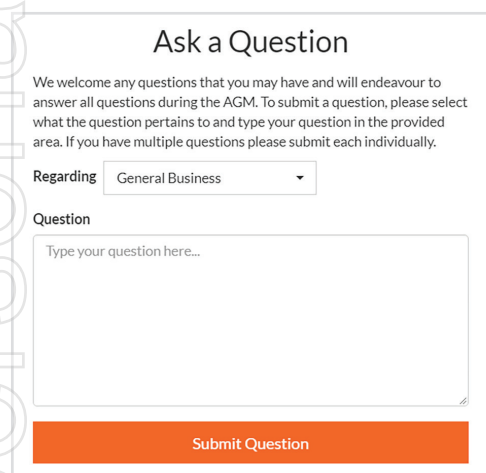
Virtual Meeting Online Guide *continued*

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.



The 'Ask a Question' form is titled 'Ask a Question'. It contains a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' section with a dropdown menu set to 'General Business'. The 'Question' section has a text area with the placeholder 'Type your question here...'. At the bottom is an orange 'Submit Question' button.

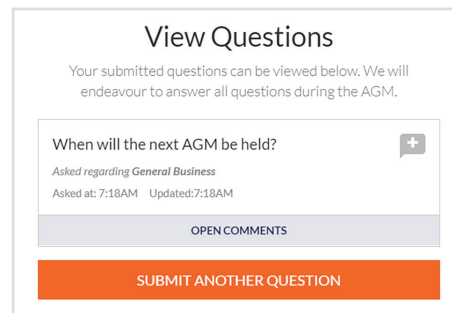
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

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.



The 'View Questions' box is titled 'View Questions'. It contains the text: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this is a question card for 'When will the next AGM be held?'. The card shows 'Asked regarding General Business', 'Asked at: 7:18AM', and 'Updated: 7:18AM'. There is a '+1' icon in the top right corner of the card. Below the card is a grey 'OPEN COMMENTS' button. At the bottom of the box is an orange 'SUBMIT ANOTHER QUESTION' button.

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:
+61 1800 798 110

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 asked to enter your **PIN** followed by the hash key. This will verify you as a shareholder and allow you to ask a question at the Meeting.

Step 3

Once you have entered your **PIN**, you will be greeted by a moderator. Once the moderator has verified your details you will be placed into a waiting room and 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.

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

When it is your time to ask your question, you will hear an auto prompt that your line has been 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 *1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 3

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

Contact us

Australia

T +61 1300 550 841

E info@linkmarketservices.com.au