



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

Tuesday 11 October 2022

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 2022/Proxy Form**

I attach a copy of Cromwell Corporation Limited's Notice of Annual General Meeting 2022, 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 generally.

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 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:

Brendan Altadonna
GRACosway
+61 409 919 891
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 2022, Cromwell had a market capitalisation of \$2.0 billion, an Australian investment portfolio valued at \$3.0 billion and total assets under management of \$12.0 billion across Australia, New Zealand and Europe.



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

Tuesday 11 October 2022

Dear fellow Shareholder,

I am pleased to invite you to attend the 2022 Annual General Meeting of Cromwell Corporation Limited (the Company) (the Meeting).

MEETING DETAILS

- Date:** Wednesday 16 November 2022
- Time:** 2.00pm AEST, with registration commencing at 1.30pm AEST
- Venue:** Cromwell Property Group, Level 19, 200 Mary Street, Brisbane QLD 4000 (subject to any prevailing COVID-19 restrictions that may be in place)
- Online:** The Meeting will be conducted as a hybrid meeting providing shareholders of the Company (Shareholders) with the option to attend the Meeting in person or through an online platform. Shareholders can participate in the Meeting remotely by logging in online at <https://meetings.linkgroup.com/CMW2022> (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 2022 Annual 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 2022 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 Shareholders can participate in the Meeting online through our registry provider's online platform at <https://meetings.linkgroup.com/CMW2022>. Further details on how to participate in the Meeting online are set out in the 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 <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 14 November 2022**.

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 Dr Weiss AM, Mr Gersh AM and Ms Scenna.

RESOLUTION	RECOMMENDATION
<div></div> <p>Dr Gary Weiss AM LLB (Hons), LL.M, JSD <i>Non-executive Director and Non-executive Chair</i></p> <p>Dr Weiss brings to Cromwell the following well-developed skills:</p> <ul style="list-style-type: none">✓ Leadership and culture✓ Property and asset management✓ Funds / investment management✓ Commercial capability✓ Financial acumen✓ Risk oversight✓ Debt management✓ People✓ Public policy, government, economics✓ ESG <p>In addition, Dr Weiss's deep commitment to his role with Cromwell is further demonstrated by his:</p> <ul style="list-style-type: none">• energetic leadership of the Board through the 2022 financial year, which saw the appointment of Jonathan Callaghan as Cromwell's Managing Director and Chief Executive Officer (CEO) and also a fresh strategic vision for Cromwell. As Chair of the Board, Dr Weiss maintains a professional and productive working relationship with the CEO, which ensures Dr Weiss is well-equipped to facilitate Board deliberations on strategic opportunities and other material matters;• invaluable engagement role in the June 2022 annual renewal of Cromwell's corporate insurance programme, with Cromwell's corporate insurance premia resetting to approximately 50% of the June 2021 annual renewal. Cromwell considers its relationship with its corporate insurers to be a strategic partnership and, to that end, Dr Weiss and management engage with Cromwell's corporate insurers throughout the policy period; and	IN FAVOUR

RESOLUTION	RECOMMENDATION
<ul style="list-style-type: none"> proactive engagement with Cromwell's wider team, with the Chair of the Board meeting with team members in a number of Cromwell offices during 2021 and 2022. <hr/> <div> <div>Cromwell Board/Committee meeting attendance record during 2022 financial year</div> <div>100%</div> </div> <hr/> <div> <div>Cromwell Property Group securities held as at 30 June 2022</div> <div>150,000</div> </div> <hr/> <p>The Directors unanimously recommend that Shareholders vote IN FAVOUR of Resolution 2 (Re-election of Dr Gary Weiss AM as a Director) set out in the Notice of Meeting. Dr Weiss abstained from voting on the recommendation.</p>	
<div data-bbox="164 752 322 1016">   </div> <p>Mr Joseph Gersh AM BCom, LLB (Hons) <i>Independent Non-executive Director</i></p> <p>Mr Gersh brings to Cromwell the following well-developed skills:</p> <ul style="list-style-type: none"> ✓ Leadership and culture ✓ Property and asset management ✓ Funds / investment management ✓ Commercial capability ✓ Financial acumen ✓ Risk oversight ✓ Debt management (developed skills) ✓ People ✓ Public policy, government, economics ✓ ESG <p>In addition, Mr Gersh brings to Cromwell significant board and board committee experience, as well as commercial and legal expertise, including in major property development projects and in property sectors such as commercial and residential.</p> <p>Leveraging his ESG experience, Mr Gersh has been instrumental in the design of initiatives under Cromwell's Diversity and Inclusion Policy, including the enhancement of the disclosure of the Cromwell Board diversity information.</p> <hr/> <div> <div>Cromwell Board/Committee meeting attendance record during 2022 financial year</div> <div>100%</div> </div> <hr/> <div> <div>Cromwell Property Group securities held as at 30 June 2022</div> <div>140,000</div> </div> <hr/> <p>The Directors unanimously recommend that Shareholders vote IN FAVOUR of Resolution 3 (Re-election of Mr Joseph Gersh AM as a Director) set out in the Notice of Meeting. Mr Gersh abstained from voting on the recommendation.</p>	<div data-bbox="1206 752 1414 797">IN FAVOUR</div>
<div data-bbox="164 1653 322 1917">   </div> <p>Ms Lisa Scenna B.Comm, Fellow of Chartered Accountants Australia and New Zealand, MAICD <i>Independent Non-executive Director</i></p> <p>Ms Scenna brings to Cromwell the following well-developed skills:</p> <ul style="list-style-type: none"> ✓ Leadership and culture ✓ Property and asset management ✓ Funds / investment management ✓ Commercial capability ✓ Financial acumen ✓ Risk oversight ✓ Debt management ✓ People ✓ Public policy, government, economics ✓ ESG 	<div data-bbox="1206 1653 1414 1697">IN FAVOUR</div>

RESOLUTION	RECOMMENDATION				
<p>In addition, Ms Scenna brings to Cromwell significant listed company board and board committee experience, as well as international and local expertise, including in property sectors such as commercial, infrastructure, build to rent, retirement living, retail, urban regeneration and social infrastructure. Being based in the United Kingdom, Ms Scenna provides the Board with valuable geographic diversity, given Cromwell Property Group's European operations.</p> <table> <tr> <td>Cromwell Board/Committee meeting attendance record during 2022 financial year</td><td>100%</td></tr> <tr> <td>Cromwell Property Group securities held as at 30 June 2022</td><td>125,000</td></tr> </table> <p>The Directors unanimously recommend that Shareholders vote IN FAVOUR of Resolution 4 (Re-election of Ms Lisa Scenna as a Director) set out in the Notice of Meeting. Ms Scenna abstained from voting on the recommendation.</p>	Cromwell Board/Committee meeting attendance record during 2022 financial year	100%	Cromwell Property Group securities held as at 30 June 2022	125,000	
Cromwell Board/Committee meeting attendance record during 2022 financial year	100%				
Cromwell Property Group securities held as at 30 June 2022	125,000				

NON-DIRECTOR RELATED RESOLUTION AND BOARD RECOMMENDATION

RESOLUTION	RECOMMENDATION
 <p>The Directors unanimously recommend that Shareholders vote IN FAVOUR of Resolution 5 (Adoption of Remuneration Report) set out in the Notice of Meeting.</p>	<p>IN FAVOUR</p>

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 2022 Annual General Meeting.

Yours faithfully



Dr Gary Weiss AM

Chair
Cromwell Property Group

For personal use only



Notice of Meeting 2022

For personal use only

CONTENTS

The Company	6
Notes	7
Explanatory Memorandum	10

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

The 2022 Annual General Meeting of the Company will be held at:

Date: Wednesday 16 November 2022

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

Venue: Cromwell Property Group, Level 19, 200 Mary Street, Brisbane QLD 4000 (subject to any prevailing COVID-19 restrictions that may be in place)

The Meeting will be conducted as a hybrid meeting providing Shareholders with the option to attend the Annual General Meeting in person or through an online platform. Shareholders can participate in the Annual General Meeting remotely by logging in online at <https://meetings.linkgroup.com/CMW2022> (refer to further details in the attached Notice of Meeting and the Online Guide available at www.cromwellpropertygroup.com/agm)

For personal use only



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 2022 Annual General Meeting of shareholders (Shareholders) of the Company (Meeting) will be held at the following time and place to conduct the following business:

MEETING DETAILS

- Date:** Wednesday 16 November 2022
- Time:** 2.00pm AEST, with registration commencing at 1.30pm AEST
- Venue:** Cromwell Property Group, Level 19, 200 Mary Street, Brisbane QLD 4000 (subject to any prevailing COVID-19 restrictions that may be in place)
- Online:** The Meeting will be conducted as a hybrid meeting providing Shareholders with the option to attend the Meeting in person or through an online platform. Shareholders can participate in the Meeting remotely by logging in online at <https://meetings.linkgroup.com/CMW2022> (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 2022.

2. Re-election of Dr Gary Weiss AM as a Director

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

"That Dr Gary Weiss AM, 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 Mr Joseph Gersh AM as a Director

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

"That Mr Joseph Gersh AM, 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."

4. Re-election of Ms Lisa Scenna as a Director

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

"That Ms Lisa Scenna, 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."

5. 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 2022 is adopted."

Under the *Corporations Act 2001* [Cth] (Corporations Act), the vote on this Resolution 5 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 5 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 2022, or a closely related party of such a KMP.

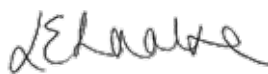
However, the Company will not disregard a vote cast by:

- (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 5 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 2022 Annual Report. Their closely related parties are defined in the Corporations Act and include certain members of their family, dependants and companies they control.

By order of the Board of the Company:



Ms Lucy Laakso

Company Secretary
Tuesday 11 October 2022

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, 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.

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 14 November 2022. Accordingly, transfers registered after this time will be disregarded in determining entitlements to attend and vote at the Meeting.

Under the Constitution, 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 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.

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 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://meetings.linkgroup.com/CMW2022>) will be able to vote directly through the online platform at any time between the commencement of the Meeting (2.00pm AEST on Wednesday 16 November 2022) 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://meetings.linkgroup.com/CMW2022> into a web browser on a mobile device or online device;
- Shareholders 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 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 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 14 November 2022. 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, 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 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 14 November 2022. 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 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 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 Resolution 5 even though this resolution is 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 14 November 2022.

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 SHAREHOLDER

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 14 November 2022. 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 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 14 November 2022.

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.

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 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 2022 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 2022 Annual Report (comprising the Company and the Trust and their controlled entities), were provided to Shareholders before the Meeting. The Group's 2022 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 5.00pm AEST on Wednesday 9 November 2022) 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 Shareholders attending the Annual General Meeting at or before the start of the Annual General Meeting.

Information relevant to Resolutions 2, 3 and 4: 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.

KEY

- ✓ 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)
Leadership and culture Non-executive Director and Board Committee experience in a publicly listed company in Australia or overseas Experience at an executive level in business including the ability to assess the performance of the CEO and senior management Understanding, implementing and monitoring good organisational culture	✓	✓	✓	✓	✓	✓	✓	✓	8 (100%)	N/A
Property and asset management 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 Experience in, and knowledge of, other property markets in other relevant jurisdictions (ie, international) and other property market sectors	✓	✓	✓	✓	✓	✓	✓	✓	8 (100%)	N/A
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

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)
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
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
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
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%)

Skill

ESG (Environmental-Social-Governance)

Demonstrate an understanding of health and safety practices

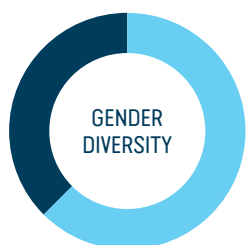
Understanding of risks and opportunities regarding climate change

Former or current role with direct accountability for environment practices including energy, water management, emissions and land management

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)
✓	✓	✓	✓	✓	✓	✓	✓	7 (87.5%)	1 (12.5%)

CROMWELL BOARD DIVERSITY INFORMATION

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



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



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



■ 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 are as follows:

Director (age)	First appointed	Status
Dr Gary Weiss AM (Chair) (69)	18 September 2020	Non-executive Director/Chair
Mr Eng Peng Ooi (66)	8 March 2021	Independent Non-executive Director/Deputy Chair
Mr Robert Blain (67)	8 March 2021	Independent Non-executive Director
Mr Jonathan Callaghan (51)	7 October 2021	Managing Director
	5 October 2021	Chief Executive Officer
Ms Tanya Cox (61)	21 October 2019	Independent Non-executive Director
Mr Joseph Gersh AM (66)	18 September 2020	Independent Non-executive Director
Ms Lisa Scenna (54)	21 October 2019	Independent Non-executive Director
Ms Jialei Tang (27)	9 July 2021	Non-executive Director

Resolution 2 – Re-election of Dr Gary Weiss AM as a Director

Dr Gary Weiss 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.

Dr Gary Weiss AM

LLB (Hons), LL.M, JSD

Director since:	18 September 2020
Chair since:	17 March 2021
Board Committee membership:	Member of the Audit Committee Member of the ESG and Risk Committee Member of the Investment Committee Member of the Nomination and Remuneration Committee
Independent:	No
Listed company directorships (held within the last three years):	Chair – Ardent Leisure Group Limited (2017 – current) Executive Director – Ariadne Australia Limited (1989 – current) Chair – Estia Health Limited (2016 – current) Non-executive Director – Hearts and Minds Investments Limited (2018 – current) Non-executive Director – Thorney Opportunities Ltd (2013 – current) Chair – Ridley Corporation Limited (2010 – 2020) Non-executive Director – The Straits Trading Company Limited (2014 – 2020)

EXPERIENCE AND CURRENT DIRECTORSHIPS

Dr Weiss has substantial board and board committee experience at both listed and non-listed entities. Dr Weiss is currently Chair of Ardent Leisure Group Limited and Estia Health Limited, an Executive Director of Ariadne Australia Limited and a Non-Executive Director of Hearts and Minds Investments Limited, Thorney Opportunities Ltd, the Victor Chang Cardiac Research Institute and The Centre for Independent Studies. Dr Weiss is also a Commissioner of the Australian Rugby League Commission.

Dr Weiss served as Chair of Ridley Corporation Limited, Clearview Wealth Limited and Coats Group plc. Dr Weiss is a former Non-executive Director of The Straits Trading Company Limited, a former Executive Director of Industrial Equity Ltd, Whitlam, Turnbull & Co and Guinness Peat Group plc, and has served on the boards of numerous other companies, including Westfield Group, Premier Investments Limited and Tower Australia Limited. Dr Weiss has been involved in overseeing large businesses with operations in many regions including Asia Pacific, Europe, China, India and the United States and is familiar with investments across a wide range of industries and sectors, including real estate.

In 2019, Dr Weiss was awarded the Member (AM) in the General Division of the Order of Australia for significant services to business and the community.

Dr Weiss holds an LLB (Hons) and LL.M from the Victoria University of Wellington and a Doctor of the Science of Law (JSD) from Cornell University. He was admitted as a Barrister and Solicitor of the Supreme Court of New Zealand, a Barrister and Solicitor of the Supreme Court of Victoria and as a Solicitor of the Supreme Court of New South Wales.

Dr Weiss is based in Australia.

TERM OF OFFICE, INDEPENDENCE, SECURITYHOLDING

Dr Weiss was elected by Shareholders on 18 September 2020.

The Board does not consider Dr Weiss to be an independent Non-executive Director, given, in 2020, he was nominated by ARA Real Estate Investors XXI Pte. Ltd., an entity controlled by ARA Asset Management Limited (a substantial holder of Stapled Securities until January 2022). ESR Cayman Limited (via controlled entities) became a substantial holder of Stapled Securities when it entered into an agreement to acquire a 100% interest in ARA Asset Management Limited.

As at 30 June 2022, Dr Weiss held 150,000 Cromwell Property Group Stapled Securities.

BACKGROUND CHECKS

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

ACKNOWLEDGEMENT OF SUFFICIENT TIME AVAILABLE

Dr Weiss 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 AND EFFECTIVE PERFORMANCE OF ROLE OF CHAIR

Cromwell notes the commentary to recommendation 2.5 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations that the role of chair is demanding, requiring a significant time commitment. The chair's other positions should not be such that they are likely to hinder effective performance of the role.'

Dr Weiss attended 100% of the Cromwell Board and Board Committee meetings that he was eligible to attend during the 2022 financial year.

In addition, Dr Weiss's deep commitment to his role with Cromwell is further demonstrated by his:

- energetic leadership of the Board through the 2022 financial year, which saw the appointment of Jonathan Callaghan as Cromwell's Managing Director and Chief Executive Officer (CEO) and also a fresh strategic vision for Cromwell. As Chair of the Board, Dr Weiss maintains a professional and productive working relationship with the CEO, which ensures Dr Weiss is well-equipped to facilitate Board deliberations on strategic opportunities and other material matters;
- invaluable engagement role in the June 2022 annual renewal of Cromwell's corporate insurance programme, with Cromwell's corporate insurance premia resetting to approximately 50% of the June 2021 annual renewal. Cromwell considers its relationship with its corporate insurers to be a strategic partnership and, to that end, Dr Weiss and management engage with Cromwell's corporate insurers throughout the policy period; and
- proactive engagement with Cromwell's wider team, with the Chair of the Board meeting with team members in a number of Cromwell offices during 2021 and 2022.

Further, as outlined in Cromwell's Corporate Governance Statement for the 2022 financial year, the performance evaluation of the Chair of the Board was conducted for the 2022 financial year and the Board remains supportive of the leadership of Dr Weiss and no issues were raised that needed to be addressed.

Dr Weiss's strong work ethic, 100% attendance record at Cromwell Board and Board Committee meetings during the 2022 financial year, his involvement in strategic and engagement activities and the Board's continued support of Dr Weiss's leadership demonstrate that Dr Weiss's other positions do not hinder Dr Weiss's effective performance of the role of Chair of the Board.

In unanimously supporting the re-election of Dr Weiss as a Director of the Company, the Directors acknowledge Dr Weiss's current directorships aside from Cromwell and are of the view that they *benefit* Cromwell. In the Directors' view, Cromwell benefits from the wide, deep and contemporary governance experience that Dr Weiss brings to bear on his role at Cromwell, given his current directorships as well as his extensive previous board and board committee roles.

SKILLS AND DIVERSITY THAT DR WEISS BRINGS TO THE BOARD

Having regard to the Cromwell Board Skills Matrix, Dr Weiss 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 |

KEY

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

The Board is confident that Dr Weiss'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 Dr Gary Weiss as a Director of the Company because, in summary, Dr Weiss 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 a Member of each of the Audit Committee, the ESG and Risk Committee, the Investment Committee and the Nomination and Remuneration Committee.

DIRECTORS' RECOMMENDATION

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

Dr Weiss 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 Mr Joseph Gersh AM as a Director

Mr Joseph Gersh 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 Joseph Gersh AM

BCom, LLB (Hons)

Director since:	18 September 2020
Board Committee membership:	Member of the Independent Board Committee Member of the Investment Committee
Independent:	Yes

EXPERIENCE AND CURRENT DIRECTORSHIPS

Mr Gersh is currently Executive Chairman of Gersh Investment Partners Ltd and a Director of the Sydney Institute in an honorary capacity. Mr Gersh is a government appointed Non-executive Director of the Australian Broadcasting Corporation (ABC) and is the Chair of the ABC's People and Sustainability Committee.

Mr Gersh was formerly the inaugural Chairman of the Australian Reinsurance Pool Corporation, foundation Director of the Reserve Bank of Australia's Payments System Board and Director of the Federal Airports Corporation. Mr Gersh is a former senior partner and Chairman of the Management Committee of law firm,

Arnold Bloch Leibler. One of his principal areas of expertise is major property development and, in particular, the construction of hotels, shopping centres, land subdivisions, apartments and office towers.

Mr Gersh previously served as Deputy Chairman of the Australia Council for the Arts, as Chairman of Artbank (which is part of the Australian Government Office for the Arts) and as Chairman of the National Institute of Circus Arts.

In 2006, Mr Gersh was awarded the Member (AM) in the General Division of the Order of Australia for significant services to business, government, the arts and the community.

Mr Gersh holds a Bachelor of Commerce and Bachelor of Laws (Hons) from the University of Melbourne.

Mr Gersh is based in Australia.

TERM OF OFFICE, INDEPENDENCE, SECURITYHOLDING

Mr Gersh was elected by Shareholders on 18 September 2020.

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

As at 30 June 2022, Mr Gersh held 140,000 Cromwell Property Group Stapled Securities.

BACKGROUND CHECKS

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

ACKNOWLEDGEMENT OF SUFFICIENT TIME AVAILABLE

Mr Gersh 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 Gersh attended 100% of the Cromwell Board and Board Committee meetings that he was eligible to attend during the 2022 financial year.

At Cromwell, Directors who are not members of a Board Committee may attend Board Committee meetings as observers. Mr Gersh retired as a Member of the Audit and Risk Committee and of the Nomination and Remuneration Committee effective 31 August 2021. Thereafter, Mr Gersh

attended a number of Audit and Risk Committee and Nomination and Remuneration Committee meetings as an observer during the balance of the 2022 financial year.

SKILLS AND DIVERSITY THAT MR GERSH BRINGS TO THE BOARD

Having regard to the Cromwell Board Skills Matrix, Mr Gersh brings to Cromwell the following 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

KEY

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

Mr Gersh brings to Cromwell significant board and board committee experience, as well as commercial and legal expertise, including in major property development projects and in property sectors such as commercial and residential.

Leveraging his ESG experience, Mr Gersh has been instrumental in the design of initiatives under Cromwell's Diversity and Inclusion Policy, including the enhancement of the disclosure of the Cromwell Board diversity information.

The Board is confident that Mr Gersh'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 Joseph Gersh as a Director of the Company because, in summary, Mr Gersh continues to bring diligence, commitment and valuable and relevant expertise, experience and diversity to the deliberations of the Board and to his role as a Member of the Independent Board Committee and of the Investment Committee.

DIRECTORS' RECOMMENDATION

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

Mr Gersh 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 – Re-election of Ms Lisa Scenna as a Director

Ms Lisa Scenna 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 Lisa Scenna

B.Comm, Fellow of Chartered Accountants Australia and New Zealand, MAICD

Director since:	21 October 2019
Board Committee membership:	Chair of the ESG and Risk Committee Member of the Audit 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):	Non-executive Director – Harworth Group plc (2020 – current) Non-executive Director – Genuit Group plc (2019 – current)

EXPERIENCE AND CURRENT DIRECTORSHIPS

Ms Scenna has over 25 years of executive experience in property and asset management and funds/investment management in both the United Kingdom (UK) and Australia. Ms Scenna joined Westfield Group in 1994 and progressed to the role of Head of Investor Relations. Ms Scenna moved to Stockland Group as General Manager – Finance and Business Development and rose through the group to the role of UK Joint Managing Director in 2007.

In this role, Ms Scenna was responsible for establishing Stockland Group in the UK, had full responsibility for the regional operations and was involved in a number of acquisitions and integrations.

In 2009, Ms Scenna left Stockland Group to stay in the UK and accepted the role of Group Head of Explore at Laing O'Rourke, the country's largest privately-owned construction solutions provider. For just under three years, Ms Scenna led the Explore Investments and Explore Living businesses across Europe, Canada, the Middle East and Australasia. In this role, Ms Scenna led the infrastructure investing activities globally and worked with clients and investors to build Laing O'Rourke's direct infrastructure portfolio held in co-ownership with a number of institutional investors across the UK, Australia and Canada.

In 2013, Ms Scenna joined UK construction and regeneration company, Morgan Sindall Group plc, as the Managing Director of their Investments business. During her tenure, Ms Scenna was a Director of the Morgan Sindall Investments Board. Through her extensive executive experience in the UK, Ms Scenna has developed strong connections with local authorities, developers and investors and has a deep understanding of the drivers for competitors.

Ms Scenna is a Non-executive Director of Genuit Group plc, Chair of its Remuneration Committee and a Member of its Audit Committee and Nomination Committee. Ms Scenna is a Non-executive Director of Harworth Group plc and is a Member of its Audit Committee and Remuneration Committee. Genuit Group plc and Harworth Group plc are listed on the London Stock Exchange.

Ms Scenna is the former Deputy Chair of the Private Infrastructure Development Group's Supervisory Board and has played a leadership role in charitable organisations.

Ms Scenna holds a Bachelor of Commerce from the University of New South Wales and is a Fellow of Chartered Accountants Australia and New Zealand and a Member of the Australian Institute of Company Directors.

Ms Scenna is based in the UK.

TERM OF OFFICE, INDEPENDENCE, SECURITYHOLDING

Ms Scenna was appointed by the Board as a Director on 21 October 2019 and was elected by Shareholders on 28 November 2019. In February 2021, Ms Scenna was re-elected as a Director at a spill meeting of the Company.

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

As at 30 June 2022, Ms Scenna held 125,000 Cromwell Property Group Stapled Securities.

BACKGROUND CHECKS

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

ACKNOWLEDGEMENT OF SUFFICIENT TIME AVAILABLE

Ms Scenna 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 Scenna attended 100% of the Cromwell Board and Board Committee meetings that she was eligible to attend during the 2022 financial year.

SKILLS AND DIVERSITY THAT MS SCENNA BRINGS TO THE BOARD

Having regard to the Cromwell Board Skills Matrix, Ms Scenna 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 |

KEY

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

Ms Scenna brings to Cromwell significant listed company board and board committee experience, as well as international and local expertise, including in property sectors such as commercial, infrastructure, build to rent, retirement living, retail, urban regeneration and social infrastructure.

Being based in the UK, Ms Scenna provides the Board with valuable geographic diversity, given the Group's European operations.

The Board is confident that Ms Scenna'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 Lisa Scenna as a Director of the Company because, in summary, Ms Scenna 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 ESG and Risk Committee and as a Member of each of the Audit Committee, the Independent Board Committee and the Nomination and Remuneration Committee.

DIRECTORS' RECOMMENDATION

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

Ms Scenna abstained from voting on the recommendation in respect of Resolution 4 and makes no recommendation in view of her personal interest in the matter.

Resolution 5 – 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.

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 2022 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 FY22 remuneration outcomes.

A message from the Chair, Nomination and Remuneration Committee

Dear Securityholder

On behalf of the Board, I am pleased to present the Remuneration Report for the financial year ended 30 June 2022.

PERFORMANCE AND REMUNERATION OUTCOMES

2022 was a year of change for Cromwell. Jonathan Callaghan commenced as Group CEO on 5 October 2021 and has worked alongside the Board to redefine Cromwell's vision, to set the forward strategy and to create cultural change.

Significant progress was made towards Cromwell's objective to transition to a more traditional Funds Management business but a change of this magnitude will span multiple financial years. Jonathan has restructured the business to focus on growth and made meaningful improvements to Cromwell's culture, including implementing Diversity and Inclusion targets, improving leave and other benefits and introducing a competitive remuneration framework for the broader business. Alongside this, achieving Operating Earnings of 7.68cps delivered a 4.5% increase on the prior year.

The Key Management Personnel (KMP) Short-Term Incentive (STI) Plan had a financial gateway of 90% of the Operating Earnings Budget, which was exceeded. Jonathan's commencement in October created the opportunity to revise and reset the Group's strategy. Therefore, KPIs set at the commencement of the year did not closely reflect Cromwell's developing strategic objectives, under the new CEO. As a result, not all KPIs were achieved in full but the Board is pleased with both the progress made by the team during the year, as well as the strong financial performance of the Group.

The KMP Long-Term Incentive (LTI) Plan has three equally weighted hurdles applicable to FY22; Total Return (TR), Return on Contributed Equity (ROCE) and Total Securityholder Return (TSR). 32.7% of the ROCE allocation will vest in FY22, and 32.5% of the TR allocation will vest. The three-year TSR hurdle was not met. The payout ratio for the only KMP granted performance rights under the "forward looking" LTI plan in July 2019 will be 21%. The total cost to Cromwell over the last three years will be in excess to the face value that will vest under the plan. From 1 July 2022, the KMP LTI Plan hurdles have been reviewed and amended. Going forward there will be two hurdles, being TSR and TR. The hurdle for TSR will remain unchanged. The hurdle for TR will be set as the 10-year bond rate on the day of grant, plus 300 basis points and will be tested once at the end of the relevant three-year period.

The Diminishing Deferred Payment Plan reached maturity during the year and one KMP realised benefits under the Plan.

BOARD AND EXECUTIVE MANAGEMENT CHANGES

As previously mentioned, Jonathan Callaghan commenced as CEO on 5 October 2021. Jialei Tang was appointed as a Non-Executive Director on 9 July 2021.

CHANGES TO REMUNERATION POLICY

Much effort has been dedicated to improving the Cromwell Remuneration Framework in the years leading up to 2022, therefore there were few changes during the year. The Nomination and Remuneration Committee (Committee) did however, resolve to remove continued employment as a vesting condition on the deferred component of the KMP Deferred STI Plan, on the basis that the award had been earned and malus and clawback provisions were still in place.

FY23 APPROACH TO REMUNERATION

After an external benchmarking process, KMP remuneration, both fixed and variable, will remain unchanged in FY23. As described above, the Committee has reviewed the appropriateness of the KMP LTI Plan targets and resolved to amend these in 2023, from three equally weighted targets (ROCE, Total Return and Relative TSR) to two equally weighted targets of TR and Relative TSR.

NON-EXECUTIVE DIRECTOR REMUNERATION

As disclosed in the FY21 Remuneration Report, during calendar year 2021, the Board commissioned an external independent review of Board and Committee fees. At that time, the Directors' fee cap had been last approved by securityholders in 2011 and Directors' fees had not been reviewed since 2017. The resulting report identified that:

- the base board fee plus committee fees paid to the board chair were below the peer group median
- the base board fee paid to Non-executive Directors was below the peer group median
- the audit and risk committee chair and member fees were below the peer group median
- the nomination and remuneration committee chair and member fees were below the peer group median
- with the appointment of a seventh director, policy fee headroom was 2%.

The report assessed, and the Nomination and Remuneration Committee supported, an increase in Board and Committee fees and an increase in the fee pool, conditional upon receiving securityholder support for the fee pool increase at the company's AGM to be held in November 2021. At Cromwell's AGM in November 2021, the resolution to increase the fee pool from \$1,000,000 per annum to \$1,500,000 per annum effective from 1 July 2021 was carried by way of a poll. Having received securityholder approval to increase the fee pool, Non-executive Director fees were adjusted effective 1 July 2021, in line with the independent report's assessment.

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 5 to adopt the Remuneration Report.

Under the Corporations Act, if at least 25% of the votes cast on Resolution 5 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 2023 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 2023 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 2023 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 5 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 5.

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:

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

For personal use only





CROMWELL
PROPERTY GROUP

Cromwell Property Group

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

LODGE YOUR VOTE

ONLINE
<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

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, 16 November 2022** 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/CMW2022> (refer to details in the Annual General Meeting Online Guide).

Important for Resolution 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 Resolution 5, even though the Resolution is 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 Resolutions 2, 3, 4 and 5 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 Dr Gary Weiss AM as a Director

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

3 Re-election of Mr Joseph Gersh AM as a Director

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

4 Re-election of Ms Lisa Scenna as a Director

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

5 Adoption of Remuneration Report

<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.

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).

CMW PRX2201N

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 Resolution is 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 Resolution 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, 14 November 2022**, 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

For personal use only

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/CMW2022>

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

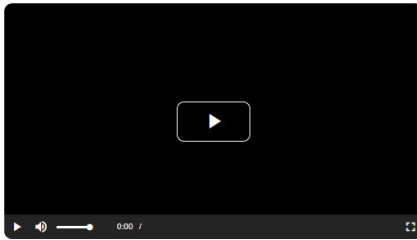
SUBMIT DETAILS AND VOTE

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.

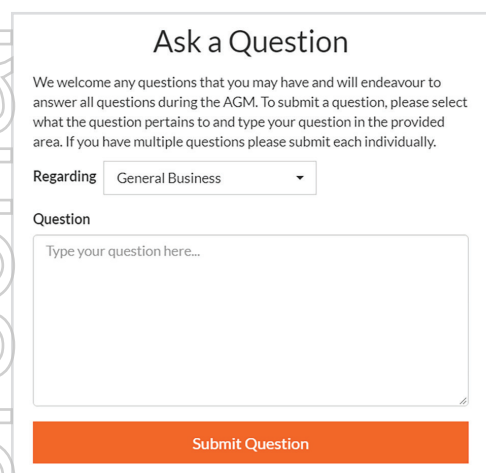
Virtual Meeting Online Guide *continued*

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 currently set to 'General Business'. Underneath is a 'Question' section with a large text area containing the placeholder 'Type your question here...'. At the bottom of the form is an orange button labeled 'Submit Question'.

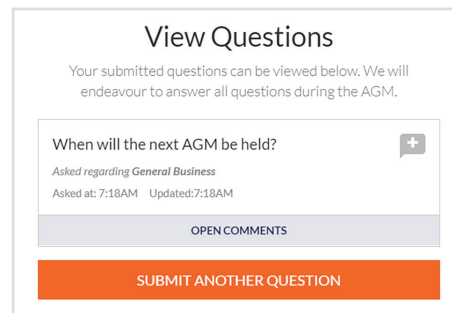
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

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 list of questions. The first question is 'When will the next AGM be held?'. It is marked as 'Asked regarding General Business' and shows 'Asked at: 7:18AM' and 'Updated: 7:18AM'. To the right of the question is a speech bubble icon with a plus sign. Below the question list is a grey button labeled 'OPEN COMMENTS' and an orange button labeled 'SUBMIT ANOTHER QUESTION'.

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.

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.

Contact us

Australia

T +61 1300 550 841

E info@linkmarketservices.com.au