

## Appendix 4E

### Results for Announcement to the Market

#### CROMWELL PROPERTY GROUP

The Appendix 4E should be read in conjunction with the annual financial report of Cromwell Property Group for the year ended 30 June 2020.

#### 1. CROMWELL PROPERTY GROUP STRUCTURE

This report is for the Cromwell Property Group ("Cromwell"), consisting of Cromwell Corporation Limited (ABN 44 001 056 980) ("the Company"), and Cromwell Diversified Property Trust (ARSN 102 982 598) ("the Trust").

Cromwell Property Group was formed in December 2006 by the Stapling of shares in the Company to units in the Trust. Each stapled security consists of one share in the Company and one unit in the Trust, which cannot be dealt with or traded separately.

The responsible entity of the Trust is Cromwell Property Securities Limited (ABN 11 079 147 809), a subsidiary of the Company.

#### 2. REPORTING PERIOD

The financial information contained in this report is for the year ended 30 June 2020. Comparative amounts, unless otherwise indicated, are for the year ended 30 June 2019.

#### 3. HIGHLIGHTS OF RESULTS

	30 Jun 2020 A\$'M	30 Jun 2019 A\$'M	% Change
Revenue and other income	494.7	457.3	8%
Operating profit attributable to stapled security holders as assessed by the directors <sup>(1)</sup>	221.2	174.2	27%
Operating profit per stapled security as assessed by the directors <sup>(1)(2)</sup>	8.50 cents	8.21 cents	4%
Other items (including fair value adjustments)	(40.1)	(14.3)	(180%)
Profit after tax attributable to stapled security holders	181.1	159.9	13%
Basic earnings per stapled security <sup>(2)</sup>	6.96 cents	7.53 cents	(8%)
Diluted earnings per stapled security <sup>(3)</sup>	6.94 cents	7.50 cents	(7%)
Distributions per stapled security	7.50 cents	7.25 cents	3%
Total assets	4,990.5	3,695.7	35%
Net assets	2,589.0	2,183.0	19%
Net tangible assets ("NTA") <sup>(4)</sup>	2,573.4	2,176.2	18%
Net debt <sup>(5)</sup>	1,975.9	1,254.8	57%
Gearing (%) <sup>(6)</sup>	42%	35%	19%
Securities issued (M)	2,612.9	2,236.6	17%
NTA per security	\$0.99	\$0.97	2%
NTA per security (excluding interest rate swaps)	\$0.99	\$0.99	-

(1) Operating profit is calculated after adjusting for certain items (including fair value adjustments, realised gains on sale and other items) as set out in the Directors Report of the 2020 annual financial report.

(2) Earnings per stapled security calculated using weighted average number of stapled securities on issue during the relevant period.

(3) Earnings per stapled security calculated using weighted average number of stapled securities and potential stapled securities on issue during the relevant period.

(4) Net assets less deferred tax assets, intangible assets and deferred tax liabilities.

(5) Borrowings less cash and cash equivalents and restricted cash.

(6) Net debt divided by total tangible assets less cash and cash equivalents.

#### 4. COMMENTARY ON THE RESULTS

Refer to the Directors' Report of the 2020 annual financial report for a commentary on the results of Cromwell.

## 5. DISTRIBUTIONS AND DIVIDENDS

Distributions/dividends declared during the current and previous years were as follows:

Cromwell	Dividend per Security	Distribution per Security	Total per Security	Total A\$'M	Franked amt per Security	Record Date	Payment Date
<b>2020</b>							
Interim distribution	-	1.8750¢	1.8750¢	48.7	-	30/09/19	22/11/19
Interim distribution	-	1.8750¢	1.8750¢	48.8	-	31/12/19	21/02/20
Interim distribution	-	1.8750¢	1.8750¢	49.0	-	31/03/20	22/05/20
Final distribution	-	1.8750¢	1.8750¢	49.0	-	30/06/20	21/08/20
	-	<b>7.5000¢</b>	<b>7.5000¢</b>	<b>195.5</b>	-		
<b>2019</b>							
Interim distribution	-	1.8125¢	1.8125¢	36.1	-	28/09/18	23/11/18
Interim distribution	-	1.8125¢	1.8125¢	40.4 <sup>(1)</sup>	-	31/12/18	22/02/19
Interim distribution	-	1.8125¢	1.8125¢	40.5	-	29/03/19	24/05/19
Final distribution	-	1.8125¢	1.8125¢	40.5	-	28/06/19	23/08/19
	-	<b>7.2500¢</b>	<b>7.2500¢</b>	<b>157.5</b>	-		

(1) Includes an amount of \$2,667,000 for both Cromwell and the Trust in excess of the pro-rata entitlement for the quarterly distribution paid to those securityholders who acquired securities in December 2018 as part of the non-renounceable entitlement offer.

## 6. DISTRIBUTION REINVESTMENT PLAN

Cromwell Property Group operates a distribution reinvestment plan ("Plan") which enables security holders to reinvest dividends/distributions and acquire Cromwell Property Group stapled securities. The directors may specify a discount rate to be applied to the issue price of stapled securities for Plan participants, however currently no discount applies. The issue price is generally the average of the daily volume weighted average price of stapled securities sold on ASX for the 10 trading days immediately prior to the Plan Record Date to which the distribution relates. The Plan Record Date is generally 15 business days prior to the distribution payment date.

An election to participate in the Plan in respect of some or all of a holding can be made at any time. To participate in the Plan in respect of a specific distribution, the security holder must have lodged their Plan election notice on or before the record date for that distribution.

In accordance with Rule 13 of the Plan, the Plan was suspended for the quarters ended 31 March 2020 and 30 June 2020 respectively and relevant distributions were paid to securityholders in cash.

## 7. INVESTMENTS IN JOINT VENTURES

Refer to Note 8 of the 2020 annual financial report for details of investments in joint ventures and associates.

## 8. CHANGES ON CONTROL OVER GROUP ENTITIES

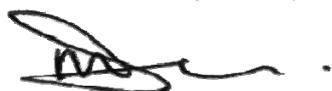
Refer to Note 16 of the 2020 annual financial report for details of entities over which control was gained or lost.

## 9. COMPLIANCE STATEMENT

The Report has been prepared in accordance with AASB Standards (including Australian Interpretations) and other standards acceptable to ASX. The Report, and the financial reports upon which the report is based, use the same accounting policies.

The information contained in this Report is based on the attached audited financial report for the year ended 30 June 2020.

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



**Michael Wilde**  
 Chief Financial Officer  
 27 August 2020



**CROMWELL**  
PROPERTY GROUP

# Cromwell Property Group Annual Financial Report

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**30 June 2020**

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Consisting of the combined consolidated Financial Reports of  
Cromwell Corporation Limited (ABN 44 001 056 980) and  
Cromwell Diversified Property Trust (ARSN 102 982 598)

Cromwell Corporation Limited  
ABN 44 001 056 980  
Level 19, 200 Mary Street  
Brisbane QLD 4000

Cromwell Diversified Property Trust  
ARSN 102 982 598

Responsible entity:  
Cromwell Property Securities Limited  
ABN 11 079 147 809 AFSL 238052  
Level 19, 200 Mary Street  
Brisbane QLD 4000

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## DIRECTORY

### *Board of Directors:*

Leon Blitz  
Andrew Fay  
Tanya Cox  
Lisa Scenna  
Jane Tongs  
Paul Weightman

### *Secretary:*

Lucy Laakso

### *Share Registry:*

Link Market Services Limited  
Level 21, 10 Eagle Street  
Brisbane QLD 4000

### *Registered Office:*

Level 19  
200 Mary Street  
Brisbane QLD 4000  
Tel: +61 7 3225 7777  
Fax: +61 7 3225 7788  
Web: [www.cromwellpropertygroup.com](http://www.cromwellpropertygroup.com)

### *Listing:*

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

### *Auditor:*

Deloitte Touche Tohmatsu  
Level 23, Riverside Centre  
123 Eagle Street  
Brisbane QLD 4000

All ASX and media releases as well as company news can be found on our webpage [www.cromwellpropertygroup.com](http://www.cromwellpropertygroup.com)

# Directors' Report

The Directors of Cromwell Corporation Limited and Cromwell Property Securities Limited as responsible entity for the Cromwell Diversified Property Trust (collectively referred to as "the Directors") present their report together with the consolidated financial statements for the year ended 30 June 2020 for both:

- the Cromwell Property Group ("Cromwell") consisting of Cromwell Corporation Limited ("the Company") and its controlled entities and the Cromwell Diversified Property Trust ("the CDPT") and its controlled entities; and
- the CDPT and its controlled entities ("the Trust").

The shares of the Company and units of the CDPT are combined and issued as stapled securities in Cromwell. The shares of the Company and units of CDPT cannot be traded separately and can only be traded as stapled securities.

## Principal activities

The principal activities of Cromwell during the financial year consisted of property investment (both direct and indirect), funds management and asset and property management. The Trust's principal activity during the financial year was property investment (both direct and indirect). There were no significant changes in the nature of Cromwell's or the Trust's principal activities during the financial year.

## Strategy

Cromwell has adopted an "Invest to Manage" strategy to drive the medium-term growth of distributions and securityholder value. The Invest to Manage strategy prioritises investments where returns can be enhanced. The strategy uses existing balance sheet liquidity and asset recycling to fund a range of initiatives that build enterprise value, adding to medium-term earnings, generating a higher total shareholder return. Cromwell is executing the strategy by deploying capital to its three business segments:

- Direct investment portfolio - growing our secure cash flow generating property portfolio:
  - Maintain an allocation in our direct portfolio to Core assets that provide a strong, secure and resilient cash flow, long WALE, strong covenants and low capex requirements which should deliver year on year growth in net operating property income of 3%;
  - Maintain an allocation in our direct portfolio to Core + assets from which we can generate value and take advantage of short term market trends;
  - Maintain an allocation in our direct portfolio to Active assets that give us the opportunity to generate outperformance from repositioning and asset enhancement.
- Indirect investments portfolio - harnessing our unique integrated fund and asset management platform to grow revenue from the funds we manage:
  - Make indirect investments, including co-investments, with selected capital partners in listed and unlisted funds that we manage that exceed our benchmark risk adjusted returns, and in doing so generate transactional and recurring returns and fund and asset management revenues.
- Funds and asset management platform - generating additional returns and increased asset values from selective asset enhancement initiatives:
  - Generate long term recurring revenue from our retail funds management platform that offers quality products to our retail investors that are based on a disciplined approach to asset selection;
  - Invest in our fund and asset management platform to grow enterprise value and to be a partner of choice for global capital providers.

## Impact of COVID-19 upon operations

COVID-19, a respiratory illness, was declared a world-wide pandemic by the World Health Organisation in March 2020. Immediately following the global outbreak of COVID-19, Cromwell enacted its Business Continuity Plan (BCP) and transitioned most of its international workforce to remote work arrangements. Many of Cromwell's tenants, clients, suppliers and banking counterparties also enacted similar arrangements. These actions, coupled with Cromwell's prior investment in systems, processes and people has ensured there has been minimal disruption to the operation of any of Cromwell's business segments due to COVID-19.

Cromwell's robust risk management framework continues to be applied across operating segments and management continues to monitor the impact of COVID-19 on Cromwell's risk profile. Non-financial risks emerging from global movement restrictions, and remote working by our staff, counterparties, clients and suppliers, are being identified, assessed, managed and governed through the timely application of Cromwell's risk management framework. We are aware of the emotional and psychological impact on our staff and continue to explore and develop programs to help them through this period.

Cromwell has considered the impact of COVID-19 and other market volatility in preparing these financial statements. Whilst the specific areas of judgement noted previously did not change, the impact of COVID-19 has resulted in the wider application of judgement within those identified areas. Given the dynamic and evolving nature of the COVID-19 pandemic, limited recent experience of the economic and financial impacts of such a pandemic, and the short duration between the declaration of the pandemic and the preparation of the annual report, changes to the estimates and outcomes that have been applied in the measurement of the Cromwell's assets and liabilities may arise in the future. It should be noted that against a background of relative uncertainty surrounding how COVID-19 and its social and economic

# Directors' Report

consequences will unfold, these estimates represent the Directors' views as they existed at 30 June 2020 and through to the date of this report.

Key items and related disclosures that have been impacted by COVID-19 were as follows:

- **Rental income and recoverable outgoings** – notwithstanding Cromwell's and Trust's tenant population being heavily skewed towards government, ASX-listed entities and other robust tenants, given the recent rental market volatility, management engaged with all tenants in in Australia and Poland in order to achieve the best possible commercial outcomes for all parties. This process resulted in tenants (204) being provided with appropriate rent relief in the form of rental waivers (\$6.2 million or 2% of total rental income) and deferred payment plans (resulting in the deferred collection of \$7.7 million for periods ranging from 3 months to 24 months), coupled with lease extensions (amortisation cost \$0.8 million to 30 June 2020).
- **Investment properties** - Cromwell reviewed the appropriateness of inputs into investment property valuations. This process included a comprehensive review and update of relevant cash flow information taking into account the impacts of COVID-19. Other than those properties classified as being held for sale, all investment properties were externally valued at 30 June 2020.
- **Interest in associates and joint ventures and investments in subsidiaries** - Cromwell's investments in associates and joint ventures were assessed for indicators of impairment. Where indicators of impairment were identified Cromwell tested the carrying amount by comparing the investment's recoverable amount with its carrying value. No investments were found to be impaired.
- **Receivable, loan assets, and amounts due from subsidiaries** - in response to COVID-19 management has undertaken a review of its relevant tenant receivable and loan asset portfolios, loans to subsidiaries and other financial asset exposures. This process involved a thorough examination of all receivable balances to assess the extent of expected credit losses that should be recognised.

Economic uncertainties currently prevailing around the world make it challenging to forecast the future, but Cromwell remains positive given its robust asset portfolio, with a large exposure to government tenants, ASX listed and non-SME tenants, and existing funds management business and growing property management platform.

## Result for the year – execution of strategy positions Cromwell to deliver strong, resilient returns

Key outcomes of Cromwell's application of the "Invest to manage" strategy during the year ended 30 June 2020 are:

- Statutory profit up 13.2% to \$181.1 million compared with prior year;
- Operating profit up 27.0% to \$221.2 million compared with prior year;
- Investment property fair values increase \$17.5 million during the year;
- Operating profit impact of relief granted to tenants of \$6.2 million in the year (statutory profit impact \$7.0 million);
- Gearing level of 42% currently sits outside target range;
- Distributions unimpacted by COVID-19;
- Gross assets of approximately \$5.0 billion at year end;
- Assets under management \$11.5 billion at year end.

## Key financial metrics

	Cromwell	
	2020	2019
<b>Financial performance</b>		
Total assets under management (\$B)	11.5	11.9
Total cost of relief granted to tenants for the year (\$M)	7.0	-
Total revenue and other income for the year (\$M)	494.7	457.3
EBITDA <sup>(1)</sup>	327.3	257.6
Statutory profit for the year (\$M)	181.1	159.9
Statutory profit per stapled security for the year (basic) (cents)	6.96	7.53
Operating profit for the year (\$M)	221.2	174.2
Operating profit per stapled security for the year (cents)	8.50	8.21
Dividends / distributions for the year (\$M)	195.5	157.5
Dividends / distributions per stapled security for the year (cents)	7.50	7.25
<b>Financial position</b>		
Total assets (\$M)	4,990.5	3,695.7
Net assets (\$M)	2,589.0	2,183.0
Net tangible assets (\$M) <sup>(2)</sup>	2,573.4	2,176.2
Net debt (\$M) <sup>(3)</sup>	1,975.9	1,254.8
Gearing (%) <sup>(4)</sup>	42%	35%
Stapled securities issued (M)	2,612.9	2,236.6
NTA per stapled security	\$0.99	\$0.97

(1) Earnings before interest, tax, depreciation and amortisation.

(2) Net assets less deferred tax assets, intangible assets and deferred tax liabilities.

(3) Borrowings less cash and cash equivalents and restricted cash.

(4) Net debt divided by total tangible assets less cash and cash equivalents.

# Directors' Report

## Financial performance

Cromwell recorded a statutory profit of \$181.1 million for the year ended 30 June 2020 (2019: \$159.9 million). The Trust recorded a statutory profit of \$153.8 million for the year ended 30 June 2020 (2019: \$163.4 million).

Statutory profit includes a number of items which are non-cash in nature or occur infrequently and/or relate to realised or unrealised changes in the values of assets and liabilities and in the opinion of the Directors, should be adjusted in order to allow securityholders to gain a better understanding of Cromwell's operating profit. Operating profit is considered by the Directors to reflect the underlying earnings of Cromwell. It is a key metric taken into account in determining distributions but is a measure which is not calculated in accordance with International Financial Reporting Standards ("IFRS") and has not been reviewed by Cromwell's auditor. There has been no significant change to the methodology of the calculation of operating profit since Cromwell stapled in 2007 other than the inclusion of items, such as foreign currency, which are associated with the ongoing growth of the business.

The most significant items that impacted statutory profit of Cromwell for the year and which are not considered a component of underlying operating profit were:

- An increase in the fair value of investment properties of \$17.5 million (2019: increase of \$86.4 million);
- Other transaction costs (including property acquisition costs of \$16.2 million in relation to the acquisition of 400 George Street, QLD) incurred in the course of business of \$23.4 million (2019: 2.9 million);
- Lease incentive and lease cost amortisation of \$29.2 million (2019: \$20.8 million); and
- Net non-operating losses in relation to equity accounted investments of \$14.8 million (2019: gain of \$1.6 million).

Cromwell recorded an operating profit of \$221.2 million for the year ended 30 June 2020, a 27% increase over the operating profit of \$172.4 million for the previous corresponding year.

A reconciliation of operating profit, as assessed by the Directors, to statutory profit is as follows:

	Cromwell	
	2020 \$M	2019 \$M
Operating profit	221.2	174.2
<i>Reconciliation to profit for the year</i>		
Gain on sale of investment properties	3.3	0.7
Loss on disposal of other assets	(3.6)	(0.3)
Other transaction costs	(23.4)	(2.9)
Operating lease costs	3.1	-
Fair value net gains / (losses):		
Investment properties	17.5	86.4
Derivative financial instruments	18.4	(10.5)
Investments at fair value through profit or loss	(4.3)	(9.2)
Non-cash property investment income / (expense):		
Straight-line lease income	9.7	9.3
Lease incentive amortisation	(25.7)	(18.8)
Lease cost amortisation	(3.5)	(2.0)
Other non-cash expenses or non-recurring items:		
Amortisation of loan transaction costs	(10.0)	(7.8)
Finance costs attributable to discounted lease incentives	(0.8)	-
Net exchange loss on foreign currency borrowings	(1.8)	(12.7)
Costs in relation to asset classified as held for sale	-	(35.3)
Decrease in recoverable amounts	(4.3)	(0.4)
Amortisation and depreciation <sup>(1)</sup>	(7.4)	(2.4)
Relating to equity accounted investments <sup>(2)</sup>	(14.8)	1.6
Net foreign exchange losses	(3.0)	(3.0)
Restructure costs	-	0.3
Net tax losses utilised <sup>(3)</sup>	10.5	(7.3)
<b>Profit for the year</b>	<b>181.1</b>	<b>159.9</b>

(1) Comprises depreciation of plant and equipment and right of use assets and amortisation of intangible assets.

(2) Comprises fair value adjustments included in share of profit of equity accounted entities.

(3) Comprises tax expense attributable to changes in deferred tax assets recognised as a result of carried forward tax losses.

# Directors' Report

## Operating profit per security

Operating profit on a per security basis is considered by the Directors to be the most important measure of underlying financial performance for Cromwell as it reflects the underlying earnings of Cromwell as well as the impact of changes in the number of securities on issue.

Operating profit and distributions on a per security basis are shown below.

	2020 Cents	2019 Cents
Statutory profit per stapled security	6.96	7.53
Operating profit per stapled security	8.50	8.21
Distributions per stapled security	7.50	7.25

Operating profit per security for the year was 8.50 cents (2019: 8.21 cents). This represents an increase of approximately 4% over the prior year and above guidance. The change in operating profit per security has arisen as a result of a number of key factors, mainly:

- Increased earnings generated from the accretive impact of the Australian and Polish investment properties acquired in addition to development fees earned;
- Increased earnings generated by the European platform from performance fees;
- Offset by an increase in operating tax expense.

## Dividends / distributions

The table below shows details of Cromwell's and the Trust's quarterly dividends and distributions paid during the year:

	Dividend per security	Distribution per security	Total per security	Total \$M	Franked amount per security	Record date	Payment date
<b>2020</b>							
Interim distribution	-	1.8750¢	1.8750¢	48.7	-	30-Sep-19	22-Nov-19
Interim distribution	-	1.8750¢	1.8750¢	48.8	-	31-Dec-19	21-Feb-20
Interim distribution	-	1.8750¢	1.8750¢	49.0	-	31-Mar-20	22-May-20
Final distribution	-	1.8750¢	1.8750¢	49.0	-	30-Jun-20	21-Aug-20
		<b>7.5000¢</b>	<b>7.5000¢</b>	<b>195.5</b>	-		
<b>2019</b>							
Interim distribution	-	1.8125¢	1.8125¢	36.1	-	28-Sep-18	23-Nov-18
Interim distribution	-	1.8125¢	1.8125¢	40.4 <sup>(1)</sup>	-	31-Dec-18	22-Feb-19
Interim distribution	-	1.8125¢	1.8125¢	40.5	-	29-Mar-19	24-May-19
Final distribution	-	1.8125¢	1.8125¢	40.5	-	28-Jun-19	23-Aug-19
		<b>7.2500¢</b>	<b>7.2500¢</b>	<b>157.5</b>	-		

(1) Includes an amount of \$2,667,000 for both Cromwell and the Trust in excess of the pro-rata entitlement for the quarterly distribution paid to those securityholders who acquired securities in December 2018 as part of the non-renounceable entitlement offer.

## Analysis of segment performance

The contribution to operating profit of each of the 3 segments of Cromwell and the reconciliation to total operating profit is set out below:

	2020 %	2020 \$M	2019 %	2019 \$M
Direct property investment (i)	64.0%	172.2	64.8%	136.1
Indirect property investment (ii)	20.8%	55.9	21.6%	45.4
Funds and asset management (iii)	15.2%	40.8	13.6%	28.5
<b>Total segment results</b>	<b>100.0%</b>	<b>268.9</b>	<b>100.0%</b>	<b>210.0</b>
Finance income		5.8		4.8
Management and administration costs		(39.2)		(39.6)
Income tax expense		(14.3)		(1.0)
<b>Operating profit</b>		<b>221.2</b>		<b>174.2</b>

# Directors' Report

## (i) Direct property investment

Summary information at 30 June 2020 about the direct property investment portfolio is included below:

Portfolio <sup>(1)</sup>	Portfolio (%)	Carrying amount (\$M)	Like for Like NOI Growth (%)	WALE (years)	Occupancy (%)	Capitalisation rate (%)	Discount rate (%)	Fair value adjustment (\$M)
<b>2020</b>								
Core	78%	2,347.4	3.6%	7.5 yrs	99.2%	5.4%	6.4%	92.2
Core+	20%	596.0	5.6%	3.0 yrs	96.4%	6.5%	6.7%	14.7
Active / held for sale	2%	62.3	(49.0%)	0.3 yrs	38.0%	7.3%	7.8%	(23.5)
<b>Total</b>	<b>100%</b>	<b>3,005.7</b>	<b>11.3%</b>	<b>6.2 yrs</b>	<b>90.9%</b>	<b>5.6%</b>	<b>6.5%</b>	<b>83.4</b>
<b>2019</b>								
Core	69%	1,742.4	3.3%	9.4 yrs	99.2%	5.5%	6.8%	86.8
Core+	28%	697.7	5.5%	3.1 yrs	95.4%	6.0%	6.9%	32.6
Active	3%	80.8	121.2%	0.6 yrs	52.8%	6.0%	0.7%	(33.0)
<b>Total</b>	<b>100%</b>	<b>2,520.9</b>	<b>5.5%</b>	<b>6.9 yrs</b>	<b>91.7%</b>	<b>5.8%</b>	<b>6.7%<sup>s</sup></b>	<b>86.4</b>

(1) Includes 100% owned assets and assets classified as held for sale

### Impact of COVID-19

As a component of the governmental response to COVID-19 in Australia, a commercial Code of Conduct was developed and legislated in each State and Territory requiring landlords to provide rent relief to relevant qualifying tenants. The Code of Conduct required landlords to provide relief for a period of up to six months to relevant qualifying tenants in the form of rent waivers and rent payment deferral. These measures were designed to reflect a proportionate sharing of the revenue loss experienced by tenants as a result of the impacts of COVID-19. Cromwell has also agreed to provide assistance to some tenants that are not eligible under the Code of Conduct but who have been materially impacted by the COVID-19 pandemic.

Tenant rent collections from the Direct portfolio were relatively unimpacted by the onset of the COVID-19 pandemic. The tenant population is heavily skewed towards government, ASX-listed and other larger entities that were either not materially impacted by the pandemic or not eligible for relief. This resulted in only a small amount of rent being waived (\$1.9 million) or deferred (\$7.7 million) during the latter part of the year.

Further information at 30 June 2020 about the composition of the Direct property investment portfolio and its related tenant profile are below:

Portfolio	Lease extensions provided		Tenant relief provided			
	Period (years)	Rental value of extension (\$M)	Amortisation of incentives (\$M)	Rent waived (\$M)	Total impact on Profit & loss statement (\$M)	Rent deferred (\$M)
Core	10.3	15.5	-	0.5	0.5	6.9
Core+	0.7	-	-	1.4	1.4	0.8
Active / held for sale	-	-	-	-	-	-
<b>Total</b>	<b>11.0</b>	<b>15.5</b>	<b>-</b>	<b>1.9</b>	<b>1.9</b>	<b>7.7</b>

The tenant mix in Cromwell's Australian property portfolio is weighed to Government and ASX-listed tenants which has proven resilient in the current economic conditions.

Portfolio	Tenant mix					
	Govt & Govt agencies (%)	Transport (%)	Professional services (%)	Technology (%)	Retail (%)	Other (%)
Core	53%	25%	11%	6%	2%	3%
Core+	17%	-	47%	21%	4%	11%
Active / held for sale	-	-	3%	-	-	97%
<b>Total</b>	<b>45%</b>	<b>18%</b>	<b>20%</b>	<b>9%</b>	<b>3%</b>	<b>5%</b>

Tenants most impacted by COVID-19 were Retail and Transport (including Qantas).

### Valuations

The same high quality tenant characteristics that led to net property income remaining robust played a significant role in valuations of the Direct property portfolio remaining relatively unimpacted by the onset of the COVID-19 pandemic and resilient considering the circumstances. It should be noted valuers indicated that, as a result of the COVID-19 pandemic, there is material valuation uncertainty as at 30 June 2020 due to there being limited transactional evidence available for the period since the pandemic began, as well as uncertainty surrounding future market rent levels compared with pre-pandemic levels.

# Directors' Report

Valuations for the direct portfolio increased by \$65.2 million during the year (2019: \$74.8 million), net of property improvements, leasing incentives and lease costs. This is equivalent to an increase in value of approximately 2.6% or 2.5 cents per stapled security from June 2019 valuations.

	2020 \$M	2019 \$M
Change in valuations, net of property improvements, lease costs and incentives	65.2	74.9
Non-cash adjustments for straight-lining of rentals and lease amortisation	18.2	11.5
<b>Increase in fair value of investment properties</b>	<b>83.4</b>	<b>86.4</b>

## Core Portfolio

This component of the portfolio is composed of properties that have a long term WALE with near full occupancy which have an expectation of low incentive and CAPEX expenditures going forward.

The Core portfolio consists of 10 assets and represents 78% of Cromwell's total direct portfolio by value. Net fair value increases of \$92.2 million were primarily the result of the value of strong tenant covenants at 2-24 Rawson Place, NSW and 700 Collins Street, VIC, whilst valuations in respect of the remainder of the portfolio remained robust. Like for like NOI growth was 3.6% for the year which was above the target growth of 3.0%.

The increase in scale of the portfolio was driven by the acquisition of 400 George Street, QLD for \$525.5 million, offset by the disposal of Farrer Place, NSW.

## Core + Portfolio

This component of the portfolio is composed of properties that have a medium term WALE with material leasing upside opportunities going forward.

The Core + portfolio consists of the same 6 assets as the prior year and represents 20% of Cromwell's total direct portfolio by value. Like for like NOI growth was 5.6%.

Net fair value increases of \$14.7 million were primarily the result of continued positive leasing outcomes at 200 Mary Street, QLD and market recognition of the potential at 475 Victoria Avenue, NSW. These were offset by a diminution of value recorded in respect of TGA Complex, ACT, as the WALE on this building declines.

## Active Portfolio

This component of the portfolio is composed of properties that are vacant (or near vacant) and or are actively being marketed or repositioned. Information in respect of the properties that compose this segment of the portfolio is below:

- Wakefield Street, SA - currently vacant. Subsequent to year end Cromwell and the Trust exchanged contracts to sell the property. This transaction is due to settle in September 2020.
- 13 Keltie Street, ACT - currently vacant. Immediately prior to year end Cromwell and the Trust exchanged contracts to sell the property. This transaction is due to settle in October 2020.
- 19 National Circuit, ACT - currently vacant. Cromwell is in the process of finalising development approval to increase the usable space and gross lettable area of the property.
- Tuggeranong Office Park, ACT – vacant land. Cromwell is in the process of identifying opportunities for the realisation or use of the property.

## (ii) Indirect property investment

### CPRF

On 6 November 2019, Cromwell acquired all third-party investor interests in the Cromwell Polish Retail Fund (CPRF). The CPRF portfolio contains six catchment-dominating shopping centres, plus a significant interest in a seventh, in Poland. Notwithstanding the onset of COVID-19, Poland is currently experiencing sustained positive trends in desirable demographic metrics such as consumer disposable income, consumer spending and retail sales. The combined value of the investment properties acquired at exchange was \$938.8 million (€584.9 million) along with an interest in another property part owned with Unibail-Rodamco-Westfield, which is accounted for as an equity accounted investment.

The portfolio is currently being repositioned into a saleable fund and will be offered to capital partners as soon as current economic conditions improve.

# Directors' Report

The portfolio was independently valued as at 30 June 2020 and summary information is included below:

Property	Portfolio (%)	Carrying amount (\$M)	WALE (years)	Occupancy (%)	Capitalisation rate (%)	Fair value adjustment (\$M)
Janki, Warszawa	50%	372.3	4.4 yrs	91.2%	5.8%	(34.9)
Korona, Wrocław	19%	141.2	5.2 yrs	99.5%	6.8%	(14.7)
Ster, Szczecin	13%	94.9	3.3 yrs	88.8%	7.3%	(10.9)
Rondo, Bydgoszcz	12%	89.8	5.0 yrs	96.9%	7.0%	(3.5)
Tulipan Łódź	3%	25.4	6.1 yrs	100.0%	7.3%	(1.1)
Kometa, Toruń	3%	23.0	6.7 yrs	100.0%	7.3%	(0.8)
<b>Total</b>	<b>100%</b>	<b>746.6</b>	<b>4.7 yrs</b>	<b>94.8%</b>	<b>6.4%</b>	<b>(65.9)</b>

## Impact of COVID-19

As a result of the COVID-19 pandemic the Polish government issued on 13 March 2020 a decree that all retail centres with a trading area in excess of 2,000 square metres were to be closed, except for essential tenants including supermarkets, pharmacies and DIY stores. This was known as the "Anti-crisis shield" and included Cromwell's portfolio. Subsequently, on 1 April 2020, the Polish government enacted a law temporarily suspending all lease contracts for tenants of retail centres affected by the mandatory closures. As compensation for landlords, tenants were required to offer a minimum six months lease extension plus the period of the lock-down. On 18 May 2020 all retail centres were allowed to reopen, except for tenancies engaged in leisure-related activities such as cinemas and gymnasiums (these were allowed to re-open in June 2020). The closure affected approximately 63% of the lettable space in Cromwell's portfolio with the remaining 37% occupied by tenants allowed to trade during the lock-down. The total financial impact of lost rental and outgoings was \$4.3 million.

In order to support its tenants following the re-opening, Cromwell has also agreed to provide, or is in the process of providing, rental relief in the form of short-term rent discounts and / or short-term turnover-based rent for the period since re-opening until early 2021 in return for lease extensions beyond the mandatory lease extension described above. In principle agreements have been reached with 111 tenants for rental relief representing 40% of the net lettable space of relevant tenants. Under applicable accounting standards rental relief granted to tenants by mutual agreement are treated as lease modifications with the financial impact recognised on a straight-line basis over the remaining lease term. The amortisation of these lease incentives provided to tenants was \$0.8 million to year end.

Further information at 30 June 2020 about tenant relief is presented below:

Property	Lease extensions provided		Tenant relief provided			
	Period (years)	Rental value of extension (\$M)	Amortisation of incentives (\$M)	Rent waived / discounted (\$M)	Total impact on Profit & loss statement (\$M)	Rent deferred (\$M)
Janki, Warszawa	0.9	7.5	0.4	2.2	2.6	-
Korona, Wrocław	0.9	2.8	0.2	1.0	1.2	-
Ster, Szczecin	1.0	1.4	0.1	0.5	0.6	-
Rondo, Bydgoszcz	1.1	1.3	0.1	0.5	0.6	-
Tulipan Łódź	-	-	-	0.1	0.1	-
Kometa, Toruń	-	-	-	-	-	-
<b>Total</b>	<b>3.9</b>	<b>13.0</b>	<b>0.8</b>	<b>4.3</b>	<b>5.1</b>	<b>-</b>

The tenant mix in the Polish property portfolio is outlined below. Tenants deemed to be essential services by the Polish Government included grocery stores, pharmacies and medical centres and these have remained open during the current pandemic. Tenants most impacted by COVID-19 were cinemas, gymnasiums and travel agencies.

Property	Tenant mix					
	Essential services (%)	Fashion (%)	Food / beauty (%)	Travel (%)	Fitness / cinema (%)	Other (%)
Janki, Warszawa	22%	55%	11%	1%	-	11%
Korona, Wrocław	35%	30%	13%	1%	10%	11%
Ster, Szczecin	40%	26%	22%	-	-	12%
Rondo, Bydgoszcz	47%	17%	10%	1%	4%	21%
Tulipan Łódź	87%	-	-	-	-	13%
Kometa, Toruń	99%	-	-	-	-	1%
<b>Total</b>	<b>37%</b>	<b>36%</b>	<b>12%</b>	<b>1%</b>	<b>3%</b>	<b>11%</b>

## Valuations

Cromwell's six 100% owned Polish retail properties warehoused within the Cromwell Polish Retail Fund were independently valued at 30 June 2020 resulting in a \$65.9 million decrease. Valuers noted that, as a result of the COVID-19 pandemic, there is a material valuation uncertainty as at 30 June 2020 with limited transactional evidence available for the period since the outbreak of COVID-19 and uncertainty whether market rent levels have reduced compared with pre-Covid levels. To compensate for this uncertainty the valuers assumed an increase in capitalisation rates of approximately 25 basis points across the portfolio while leaving market rent assumptions at pre-COVID

# Directors' Report

levels. Additionally, the valuers assumed a three months rent-free period since the re-opening after the lockdown for tenants that were forced by the Polish government to be closed during the COVID-19's lockdown - in accordance with the Polish government's opening schedule. Agreements reached with tenants post year-end on rental relief and compensating lease extensions were not taken into account.

As a result, valuations of properties with hypermarkets occupying a large portion of the net lettable space decreased to a lesser extent, such as the Rondo, Kometa and Tulipan, decreasing in value between 3.4% and 4.2%, while the other three properties with a higher portion of other retail tenants being Janki, Korona and Ster, decreased in value compared with acquisition price by a higher margin between 8.6% and 10.3%.

## URSYNÓW

As a component of the CPRF transaction, Cromwell and the Trust acquired a 94.1% interest in CH Ursynów sp. z o.o., (Ursynów), an entity that owns a retail asset in Poland, for \$49.4 million. The remaining 5.9% equity is owned by Unibail-Rodamco Westfield B.V. (URW). Owing to the terms of a shareholder agreement between Cromwell and the Trust and URW the arrangement has been classified as a joint venture. During the period since acquisition (November 2019) to year end, Cromwell and the Trust recognised operating profit of \$3.7 million in respect of this investment.

The tenant mix in the Ursynów property is outlined below.

	Tenant mix					
	Essential services (%)	Fashion (%)	Food / beauty (%)	Travel (%)	Fitness / cinema (%)	Other (%)
Ursynów	19%	14%	8%	42%	-%	17%

## CEREIT

Cromwell owned 30.7% (2019: 35.8%) of CEREIT at the end of the year. Cromwell accounts for its holding in CEREIT as an equity accounted investment. The share of operating profit recorded for the year was \$48.7 million (2019: \$44.6 million).

The CEREIT's distribution per unit for the first half of the year was €2.03 cents per unit and on 15 August 2020 a distribution in respect of the second half of the year was announced as €1.74 cents per unit. Owing to their resilient composition, CEREIT's property and tenant portfolios have been relatively unimpacted by COVID-19. Occupancy has remained stable at 94.7% and only €0.4 million in rent income has been abated and €3.0 million has been provided for in respect of uncollected rentals due to the COVID-19 pandemic. External valuations as at 30 June 2020 were conducted for 22 properties representing approximately 50% of CEREIT's portfolio by value at 31 December 2019, with their net valuation falling by only 2.0% or €17.7 million. At 30 June 2020, CEREIT had 94 properties (2019: 97) and a portfolio value of €2.1 billion (2019: €1.8 billion) located in Denmark, Netherlands, Italy, Finland, Germany, Poland and France. Property acquisitions have been funded from the disposal of existing investment properties and by a capital raising by CEREIT in June / July 2019 (note: Cromwell did not participate in this private placement which saw new units in CEREIT issued in July 2019).

The continued successful growth of CEREIT has been achieved by harnessing Cromwell's integrated European asset management platform and its ability to identify and execute off-market property acquisitions.

## NORTHPOINT

On 23 September 2019 Cromwell completed the disposal of the 50% interest in the joint venture vehicle that held the property at 100 Miller Street, North Sydney (Northpoint). The interest was sold for a contract price of \$150.0 million, the proceeds of which were recycled to acquire the property at 400 George Street, Brisbane. The transaction also crystallised a \$32.0 million development fee, based upon capital appreciation derived by the property trust in respect of the Northpoint redevelopment project managed by Cromwell in the period 2016 to 2018, which added considerable value to the property.

## CO-INVESTMENTS

Cromwell has co-investments in both Australian unlisted property trusts and European real estate investment mandates. Co-investment levels range from 1% to 28% and are accounted for as investments at fair value through profit or loss, or, as is the case with Portgate, an equity accounted investment. Cromwell receives distributions or a share of profit from its co-investments which also support the funds management business. Cromwell may also, from time to time, warehouse assets to use as seed portfolios for new funds or mandates. Owing to divestments during the year the balance of co-investments held by Cromwell at year end was \$12.9 million (June 2019: \$28.4 million).

### (iii) Funds and asset management

#### Retail funds management

Retail funds management profit decreased to \$8.3 million for the year ended 30 June 2020 from \$13.6 million for the year ended 30 June 2019. During the year Cromwell received \$1.6 million (2019: \$8.7 million) in performance and acquisition fees from retail funds management activities due to the timing of performance fee revenues (generally based upon fund rollover dates) being episodic in nature. Total retail funds under management decreased to \$2.2 billion from \$2.3 billion at 30 June 2019.

# Directors' Report

Cromwell remains committed to increasing the size and diversification of its funds management business, which it believes is highly complementary to its internally managed property portfolio and property and facilities management activities. We continue to invest in a number of initiatives across our retail funds management business which will allow us to continually improve our service offering to investors in both Cromwell and our unlisted funds.

## Direct Property Funds

Further information at 30 June 2020 about the composition of the Direct property funds are below:

Fund	Operating profit		Distributions per security (cents)	Net tangible assets		Tenant relief provided	
	Total (\$'000)	Per security (cents)		Total (\$'000)	Per security (\$)	Rent waived (\$'000)	Rent deferred (\$'000)
<b>2020</b>							
Cromwell Direct Property Fund	19,234	7.55	7.25	345,492	\$1.18	366.0	355.0
Cromwell Property Trust 12	6,877	9.05	9.00	106,747	\$1.40	-	-
Cromwell Riverpark Trust	13,268	14.58	11.75	186,025	\$2.04	180.7	48.4
Cromwell Ipswich City Heart Trust	6,562	12.50	11.25	78,372	\$1.49	41.3	-
<b>2019</b>							
Cromwell Direct Property Fund	12,946	7.66	7.00	223,577	\$1.18	N/A	N/A
Cromwell Property Trust 12	6,603	8.69	8.75	102,102	\$1.34	N/A	N/A
Cromwell Riverpark Trust	12,859	14.13	11.50	184,047	\$2.02	N/A	N/A
Cromwell Ipswich City Heart Trust	5,928	11.29	11.00	76,284	\$1.45	N/A	N/A

Tenant rent collections from the retail funds management property portfolio were similarly unimpacted by the onset of the COVID-19 pandemic. The tenant population is skewed towards government, ASX-listed and other larger entities that were either not materially impacted by the pandemic or not eligible for relief. This resulted in only a small amount of rent being waived or deferred during the latter part of the year.

The same high-quality tenant characteristics that have led to Cromwell's own net property income remaining robust have also played a significant role in valuations of the retail funds management property portfolio being relatively unimpacted by the onset of the COVID-19 pandemic and valuations have remained relatively resilient considering the circumstances.

On 1 July 2020, the first full liquidity event for the Cromwell Direct Property Fund commenced. The Product Disclosure Statement for the fund specified that after expiry of the Initial Term in July 2020, Cromwell Funds Management Limited (as responsible entity) would give all investors an opportunity to withdraw from the fund (the "Liquidity Event"). The Trust extension notice period commenced on 1 July 2020 and concluded on 31 July 2020. On 3 August 2020, due to the outcome of the liquidity event, Cromwell Funds Management Limited announced the extension of Cromwell Direct Property Fund for a second term, with withdrawal requests totalling only 9.9% of issued capital (these will be funded by a combination of existing cash reserves and undrawn debt).

## Property Securities Funds

Information at 30 June 2020 about the composition of the Property securities funds are below:

Fund	Statutory profit / (loss)		Distributions per security (cents)	Net assets		Annual return performance <sup>(1)</sup>	
	Total (\$'000)	Per security (cents)		Total (\$'000)	Per security (\$)	Fund performance (%)	Relevant benchmark (%)
<b>2020</b>							
Cromwell Phoenix Property Securities Fund	(60,870)	(27.62)	5.91	231,761	\$1.00	(20.5%)	(20.7%)
Cromwell Phoenix Opportunities Funds	1,879	10.64	14.90	32,794	\$1.87	7.2%	(5.7%)
<b>2019</b>							
Cromwell Phoenix Property Securities Fund	29,924	15.04	10.69	275,448	\$1.32	12.5%	19.4%
Cromwell Phoenix Opportunities Funds	1,318	7.26	15.88	34,029	\$1.91	5.7%	1.9%

(1) Calculated after fees and costs.

# Directors' Report

The performance of Cromwell Phoenix Property Securities Fund was heavily impacted by market sell-off as a result of the COVID-19 pandemic. The fund remains liquid and outperformed its benchmark for the year.

Cromwell Phoenix Opportunities Fund (a microcap securities fund) performed extremely well against both the sentiment of the financial markets as a whole and its own benchmark for the year.

During the current year the Cromwell Australian Property Fund was closed and investors paid out final distributions. During the prior year the Cromwell Phoenix Core Listed Property Fund was also closed and investors paid out final distributions.

## Oyster

Oyster Property Group's assets under management increased to NZD\$2.0 billion at 30 June 2020 (30 June 2019: NZD\$1.7 billion).

Cromwell's recognised a share of profit of \$2.5 million for the year (2019: \$1.4 million).

## Wholesale funds management

The European business continues to execute the strategy of securing longer-term and more secure revenue sources. Wholesale funds management profit increased to \$30.1 million (2019: \$14.0 million) as the investment in processes and people begin to deliver a more sustainable and versatile business along with earning significant performance fees during FY20.

The European funds management business contributed \$29.2 million (2019: \$7.9 million) after convertible bond finance costs.

During the year the European business traded almost €1.0 billion of real estate assets (2019: €1.3 billion). The resulting acquisition and disposal fees amounted to \$12.3 million (2019: \$15.5 million) out of total funds management fees of \$108.0 million (2019: \$71.1 million). Acquisition fees included \$4.9 million (2019: \$5.0 million) for CEREIF. The European funds management business also received performance fees (promotes) during the year of \$36.7 million (2019: \$1.2 million).

As at 30 June 2020 the European funds management business had €3.5 billion (\$5.8 billion) assets under management (30 June 2019: €3.8 billion (\$6.1 billion)).

The movement in AUM for the European business for 2020 was as follows:

	CEREIF €'M	Korean Mandate €'M	CPRF €'M	EDF €'M	Other Mandates €'M	Total AUM €'M
<b>Balance at 30 June 2019</b>	1,808	88	535	301	1,021	3,753
Acquisitions	303	-	-	-	-	303
Disposals	(85)	-	-	(131)	(428)	(644)
Revaluations	49	3	24	(17)	67	126
<b>Balance at 30 June 2020</b>	<b>2,075</b>	<b>91</b>	<b>559</b>	<b>153</b>	<b>660</b>	<b>3,538</b>
Percentage of AUM	59%	3%	16%	4%	18%	100%

The European business continues to broaden its focus from Private Equity Funds and Mandates towards longer term, more secure revenue sources. Following further acquisitions by CEREIF and the transfer of CPRF assets into CDPT, the European business now has 78% (2019: 50%) of its AUM in long-term mandates.

The revenue mix from the year prior to the IPO of CEREIF until balance date demonstrates the steady increase in recurring income.

Revenue	2017 \$'M	2018 \$'M	2019 \$'M	2020 \$'M
Recurring	47.9	51.9	54.4	59.0
Transactional	12.7	20.3	15.5	12.3
Performance	17.5	8.3	1.2	36.7
<b>Total</b>	<b>78.1</b>	<b>80.5</b>	<b>71.1</b>	<b>108.0</b>

During the year Cromwell exercised its pre-emptive right to acquire third party investor interests in CPRF and the portfolio was acquired in November 2019. This portfolio is currently being repositioned into a saleable structure which will be offered to institutional investors at the earliest opportunity. The portfolio is accretive to operating earnings in its current form and it is expected to remain so until sold in accordance with Cromwell's invest to manage strategy.

The remaining AUM, making up 22% of total AUM at balance date, is held in 16 mandates ranging in size from €9.0m to €153.3m with various end dates between September 2020 and June 2023. Mandates with AUM valued at €428 million are expected to expire over the course of the next 12 months, with disposals on expiry generating disposal fees and performance fees for Cromwell. Growth in CEREIF and new funds or mandates are expected to offset the value of the expiring mandates.

## Asset management

### Asset Services

Australian asset services recorded an operating profit for the year of \$2.4 million (2019: profit of \$0.9 million). This was largely due to the timing of project management and leasing activities and also reflects an increase in the scale of the Australian portfolio.

# Directors' Report

## LDK

Cromwell holds a 50% interest in the LDK Healthcare Unit Trust (LDK), a joint venture conducting a Seniors living business created in 2018. During 2018, Cromwell and LDK commenced a project to repurpose the Cromwell-owned property at Tuggeranong Office Park in the ACT into a Seniors living village under a Development lease. This was subsequently sold to LDK in May 2019. 210 suites at Greenway have been completed and sales have commenced. To the end of June 2020 27 units had been settled and a further 29 units had been sold but were yet to be settled.

LDK also operates one of Sydney's premium Seniors villages, The Landings at Turrumurra (The Landings). The site comprises 220 architecturally designed, spacious dwellings. This site continues to operate profitably. During the year 97% of residents chose to move from their historic deferred management fee arrangement to the new LDK membership model.

LDK made its first profit during the year which, when offset against initial expected start-up losses, led to Cromwell absorbing a life to date profit during the year of \$6.7 million.

## Finance costs

Interest expense for the year increased to \$58.3 million (2019: \$47.6 million). The increase in interest expense is in line with increased borrowings used to acquire investment properties in Australia and Poland, all of which have been accretive to earnings.

To support Cromwell's liquidity position during the initial onset of the COVID-19 pandemic, all undrawn facilities were drawn down in full in March 2020, and a further \$100 million facility was sourced and drawn in full. Holding the liquidity in cash on the balance sheet rather than in the revolving credit facilities resulted in additional finance costs of \$1.5 million. Prior to balance date \$432 million of cash was repaid to the revolving credit facilities given more certainty over the strength of credit markets.

A further facility of \$113.1 million has been entered into in relation to the asset enhancement initiative at 475 Victoria Avenue, NSW. This facility was drawn to \$72.2 million at balance date.

The average interest rate decreased from 3.35% for the year ended 30 June 2019 to 2.84% for the year ended 30 June 2020.

The net fair value gain in relation to derivative financial instruments of \$18.4 million (2019: loss of \$10.5 million) primarily arose as a result of the revaluation of the conversion features in relation to the convertible bonds, which was a gain of \$23.7 million for the year (2019: \$3.0 million gain). Cromwell's policy to hedge a significant portion of future interest expense with hedging instruments resulted in a loss for the year of \$5.3 million (2019: \$13.5 million) due to ongoing decreasing market interest rates now making the liabilities in respect of these instruments greater than the same time last year. Cromwell has hedged future interest rates through various types of interest rate swaps and caps with 67% of its debt at 30 June 2020 (2019: 97%) hedged or fixed to minimise the risk of changes in interest rates in the future. All hedging contracts expire between July 2020 and July 2024.

## Financial position

	Cromwell		Trust	
	As at		As at	
	2020	2019	2020	2019
Total assets (\$M)	<b>4,990.5</b>	3,695.7	<b>4,834.0</b>	3,654.1
Net assets (\$M)	<b>2,589.0</b>	2,183.0	<b>2,484.7</b>	2,183.8
Net tangible assets (\$M) <sup>(1)</sup>	<b>2,573.4</b>	2,176.2	<b>2,495.8</b>	2,188.4
Net debt (\$M) <sup>(2)</sup>	<b>1,975.9</b>	1,254.8	<b>2,044.5</b>	1,301.3
Gearing (%) <sup>(3)</sup>	<b>42%</b>	35%	<b>43%</b>	36%
Stapled securities issued (M)	<b>2,612.9</b>	2,236.6	<b>2,612.9</b>	2,236.6
NTA per stapled security	<b>\$0.99</b>	\$0.97	<b>\$0.96</b>	\$0.97
NTA per stapled security (excluding interest rate derivatives)	<b>\$0.99</b>	\$0.99	<b>\$0.96</b>	\$0.99

(1) Net assets less deferred tax assets, intangible assets and deferred tax liabilities.

(2) Borrowings less cash and cash equivalents and restricted cash.

(3) Net debt divided by total tangible assets less cash and cash equivalents.

## Investment property

For the year ended 30 June 2020 Cromwell's approach to property valuations was substantially consistent with prior years, being in accordance with the established Valuations policy, but with an added emphasis in relation to the impact of COVID-19 upon inputs relevant to the valuation model for each property. At balance date the valuations for 22 of Cromwell's investment properties are based on independent external valuations representing 95% of the value of the portfolio. Investment properties held for sale were valued with reference to the relevant sale price. The weighted average capitalisation rate (WACR) was 5.7% across the portfolio, compared with 5.8% at June 2019.

# Directors' Report

## Debt

Net debt increased by \$721.1 million due to total borrowings increasing by \$835.7 million. The proceeds from the additional borrowings has been used to acquire the property at 400 George Street, QLD and the Polish investment property portfolio. Gearing increased from 35% to 42% during the year as a result of the increase in borrowings. Notwithstanding the current low interest rate environment, this places Cromwell's gearing outside of the range of between 30% - 40% through the cycle range. It is expected that Cromwell's gearing will oscillate around the range depending upon investment deployment.

Cromwell's main loan facility (bilateral loan facility) is secured against selected Core and Core+ investment properties in the Australian portfolio. This facility's performance against loan covenants at balance date demonstrates the ability of Cromwell to carry higher gearing levels without impacting the ongoing operations of the business.

Covenant	Actual	Limit	Headroom
Loan to value	36.3%	60.0%	\$1,119.9 million
WALE	6.5 yrs	3.0 yrs	3.5 yrs
Interest cover	5.0 times	2.0 times	\$74.3 million

Cromwell's Euro / GBP revolving credit facility has a look-through gearing covenant of 65.0% versus balance date actual look-through gearing of 47.5%.

All other loan facilities are asset level financing with no reference to group level gearing.

## Liquidity

As at 30 June 2020 Cromwell had \$194.1 million of cash (2019: \$101.6 million) and undrawn bank facilities totalling \$472.9 million (2019: \$780.7 million).

## Equity

An additional 376.2 million stapled securities were issued during the year at an average issue price of \$1.15, comprising the 354.4 million securities issued under the Security placement and SPP in July 2019, the operation of the distribution reinvestment plan for the first half of the year which resulted in the issue of 16.9 million securities during the year, and a further 4.9 million securities issued following the exercise of performance rights.

NTA per security has increased during the year from \$0.97 to \$0.99, primarily as a result of an overall increase in scale due to accretive acquisitions (most notably increases in direct investment property and equity accounted investment valuations), and the issue of additional securities at a premium to NTA.

## Outlook

Cromwell's financial results clearly demonstrate the strength, resilience and defensive nature of its property portfolio with its weighting towards government and government agency tenants. Cromwell's Directors intend to ensure that Cromwell will continue to have access to the strong and stable cash flow derived from this portfolio, which will enable it to pay reliable distributions and to continue to support those tenants most in need of assistance from their landlord, including the nation's national air transport carrier.

While real estate transactions in Europe and Australia have been subdued over the last quarter of FY20, Cromwell remains well placed to work with a range of capital partners to take advantage of future opportunities as they arise. The Polish retail assets have seen turnover return to levels similar to levels prior to the beginning of the COVID-19 pandemic.

Cromwell enjoys a relationship with a network of loyal retail investors in Australia whom it treats with the utmost respect and can expect their ongoing support for future retail funds management opportunities that may eventuate from the current economic conditions.

Cromwell has a strong balance sheet with sufficient liquidity and ample loan covenant headroom to maintain operations well into the future and to continue to invest into our direct and indirect portfolio and our fund and asset management platform.

The environment in which Cromwell operates remains challenging. In Australia, the Code of Conduct is likely to be extended for a significant part of FY21 which will limit the growth in net operating income of the Australian Portfolio. This will be offset by the likelihood that the Polish retail assets, which have been accretive to earnings, will remain on the balance sheet for longer than originally expected. Cromwell is comfortable holding these defensive assets, weighted as they are to grocery, hypermarket and DIY tenants with long leases, and which offer greater stability than many other property asset classes and markets such as hospitality, leisure and entertainment, conventions and the UK and US. Cromwell's ability to continue to rely on the strong and stable cash flows of its Australian property portfolio and other defensive assets may be impacted by any change in control and strategy, which could have an impact on future distributions.

## Distribution and operating profit

Given the uncertainty of the current environment, Cromwell is not providing operating profit guidance for FY21 at this time.

Cromwell provides distribution guidance for FY21 of 7.50cps. Cromwell's ability to continue to provide distributions to investors is subject to any change of control and the outcomes associated with such an event. Furthermore, any alteration in the current economic conditions of Cromwell and our tenants, the continuing changing landscape of the COVID-19 pandemic and responses by various governments may impact on the level of distributions declared during FY21.

# Directors' Report

## Risks

Cromwell actively identifies and manages the risks and megatrends that may impact its operations, strategy and outlook. The Board is ultimately accountable for corporate governance and the management of risk. The Board has separate committees to review and assess key risks. The Investment Committee is responsible for overseeing and reviewing all major transactions. The Audit and Risk Committee is responsible for overseeing and reviewing the effectiveness of Cromwell's risk management framework.

Cromwell has an active enterprise-wide risk management framework which recognises that all senior managers have a role to play in the effective management of risk. Risks are identified and assessed in a timely and consistent manner with regular reporting back to the Board from management via the Audit and Risk Committee.

Cromwell's key risks and the controls in place to mitigate those risks are outlined in the table below:

Key Risk	Description	Mitigation
Performance	Inability to meet market guidance and deliver distributions. Investments that do not perform in line with expectations. Loss of AUM.	<ul style="list-style-type: none"> <li>Board approved "Invest to Manage" strategy continuously reviewed with processes to monitor and manage performance</li> <li>Defensive core portfolio with market leading WALE ensures cash flow for 6 years</li> <li>Investment Committee and regular review of performance of investments against targets</li> <li>Transition of Europe to long term, secure, reliable revenue streams</li> </ul>
Capital Management	Ensuring continuous access to debt and equity markets to support the sustainability of Cromwell	<ul style="list-style-type: none"> <li>Board approved gearing range through the cycle reduced to 30% - 40%</li> <li>Prudent capital management with cash flow forecasting and sensitivity analysis. Available liquidity matched to capital requirements reviewed monthly and reported to the Board</li> <li>Long dated debt expiry profile</li> <li>Diversification of debt funding sources</li> <li>Spreading of debt maturities</li> </ul>
People and Culture	Ensuring Cromwell has access to and can retain key talent. Maintaining Cromwell's culture	<ul style="list-style-type: none"> <li>We invest in our staff with focused learning and development plans</li> <li>Diversity and inclusion Working Group</li> <li>Succession planning for senior staff</li> <li>Competitive remuneration</li> <li>Performance management and review</li> <li>Annual engagement surveys of staff</li> </ul>
Information and data security	Ensuring no loss of data, breaches of confidentiality. Ensuring continuity of IT applications Ensuring no negative impact on tenants and investors	<ul style="list-style-type: none"> <li>Regular training, testing and disaster recovery activities</li> <li>Privacy policy, guidelines and procedures</li> <li>Disaster recovery and business continuity plan</li> </ul>
Leasing	Inability to lease assets in line with asset management plans and forecasts	<ul style="list-style-type: none"> <li>Defensive portfolio with long WALE</li> <li>Large and diversified tenant base</li> <li>Experienced leasing team</li> <li>Active asset management with focus on repositioning, refurbishing and re-leasing properties to enhance returns</li> </ul>
Governance and compliance	Ensuring continuous compliance with regulatory requirements Meeting stakeholder and investor expectations	<ul style="list-style-type: none"> <li>Independent Compliance Committee with direct reporting into the Audit and Risk Committee</li> <li>Board approved Tax Risk Management Policy ensures ongoing REIT status</li> <li>Cromwell Culture and Values entrenched in performance reviews</li> </ul>
Health and safety	Ensuring the health, safety and wellbeing of all staff. Prevention of death or serious injury at any Cromwell owned or controlled property	<ul style="list-style-type: none"> <li>Staff wellbeing program encourages the pursuit of healthy lifestyles</li> <li>Employee assistance program provides staff with access to a wide network of health professionals to discuss any issues in confidence</li> <li>Regular façade audits of properties</li> <li>Work health and safety programs in place at owned properties</li> </ul>

# Directors' Report

## Climate change adaptation

Cromwell is a supporter of the Task Force on Climate-related Financial Disclosure (TCFD) recommendations and recognise the potential risks and opportunities arising from climate change and a transition to a low-carbon economy.

The TCFD recommendations are voluntary in nature and were introduced to support a consistent reporting approach to enable financiers, investors, insurers and other stakeholders to understand an organisations material climate related risks, and the financial implications and approach being undertaken to manage them.

Cromwell prepared a climate-related disclosure statement in 2019 providing a position statement on each of the 4 core elements and 11 disclosures that form the TCFD recommendations. Our intention is to update this statement annually as part of the sustainability report to include greater detail on the targets we have set and our progress towards meeting the recommendations. These disclosure statements and annual sustainability report can be found on Cromwell's website at

[www.cromwellpropertygroup.com/sustainability](http://www.cromwellpropertygroup.com/sustainability) or by following the link to <https://www.cromwellpropertygroup.com/sustainability/climate-related-financial-disclosure-statement>

The Task Force structured the disclosure recommendations around four thematic areas that represent core elements of an organisations operations. These recommended elements and Cromwell's response is represented below:

TCFD thematic element	Overview of the TCFD Recommended Disclosures and Cromwell's response	Reference
<p><b>Governance</b> Disclose the organisation's governance around climate-related risks and opportunities</p>	<p>The Group Sustainability Committee, chaired by the Chief Sustainability Officer (CSO), is responsible for identifying climate-related risks and opportunities.</p> <p>The Audit and Risk Committee (ARC) is responsible for monitoring the effectiveness of the sustainability framework and advising the Board on the progress and actions undertaken on sustainability and corporate risk management.</p> <p>The Board's oversight of climate-related risks and Management's role in assessing and managing risks and opportunities is detailed in the TCFD Statement</p>	Section 1 Governance
<p><b>Strategy</b> Disclose the actual and potential impacts of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning where such information is material.</p>	<p>Our business operates in a complex social, economic and physical environment, managing assets of differing types and quality and in differing geographies. Our objective is to provide stable, secure and growing distributions to unitholders, with the potential for capital growth.</p> <p>As investors and asset managers, the greatest material risks posed from climate change are likely to be from physical risks directly impacting upon the assets we own and manage, and the indirect risks associated with our management operations. This may be in the form of direct impacts such as weather-related events and the costs to protect property from damage or indirect impacts from increases in operations costs due to increased temperatures, energy costs and insurance</p> <p>Our climate adaption strategy is to ensure that we understand and respond to the impacts from climate change in the short, medium and long term. Cromwell considers climate risks and impacts over the following time frames:</p> <ul style="list-style-type: none"> <li>• Short term = 1 to 3 years</li> <li>• Medium term = 4 to 7 years (leading to 2030)</li> <li>• Long term = 8 to 15 years (up to and post 2030, leading to 2040)</li> </ul> <p>This information is then used to determine risk mitigation strategies where appropriate.</p>	Section 2 Strategy
<p><b>Risk Management</b> Disclose how the organization identifies, assesses, and manages climate-related risks.</p>	<p>Cromwell has introduced formal reviews of the impact from climate change across its operations. Assessment of the risk from acute physical events related to weather extremities and longer term chronic effects continue to be considered as the depth of knowledge is increased through ongoing evaluation utilising the growing body of climate science, future environmental impact forecasts, scenario testing and through engagement with insurers financiers and industry organisations.</p> <p>The process for identifying, assessing and managing climate-related risks and how the process is integrated into risk management framework is detailed in the TCFD Statement</p>	Section 3 Risk Management
<p><b>Metrics and targets</b> Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.</p>	<p>Cromwell has disclosed its sustainability performance for more than ten years and reports annually in accordance with the Global Reporting Initiative (GRI).</p> <p>Each year our annual sustainability report sets out the boundaries for reporting and provides a breakdown between the properties for which Cromwell has ownership and direct management control of operations.</p> <p>Cromwell has set targets to respond to the transition to net zero emissions and in FY20 obtained net zero certification from Climate Active for its Australian corporate operations.</p> <p>Cromwell recognises that the greatest impact from reducing emissions is within its property assets. For the Australian assets where Cromwell has operational control, energy consumption and emissions intensity has been tracked for ten years.</p> <p>Our annual Sustainability Report provides access to data tables that further provide information on our corporate emissions, energy and performance certification for our property portfolios and the actions we are implementing to achieve our long-term targets.</p> <p>Further details on our metrics and targets are also contained in the TCFD Statement.</p>	Section 4 Metrics and Targets

# Directors' Report

## Directors

The Directors of Cromwell Corporation Limited and Cromwell Property Securities Limited as responsible entity of the CDPT ("responsible entity") during the year and up to the date of this report are:

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### Mr Leon Blitz - Non-executive Director

*B.Com (Hons), C.A. (S.A.), 56*

Director since: 28 June 2017

Chair since: 26 February 2020

Board Committee membership: Member of the Investment Committee

Member of the Nomination and Remuneration Committee

Independent: Yes

### Skills and Experience

Mr Blitz is the co-founder and CEO of Grovepoint, a London-based private equity and FCA regulated investment management firm which manages and invests principal, institutional and family office funds.

Through his role at Investec Bank, which over 20 years included Head of Principal Investments, Private Banking and Property Lending, Mr Blitz developed a deep understanding of property, banking and risk management. He also managed acquisition and integration processes for the Investec Group in UK and European jurisdictions.

Mr Blitz has a significant track record as a deal maker and fundraiser and has extensive experience in working with high performance management teams to develop and execute corporate strategies and implementation plans. He has acted as a Non-executive Director of a number of companies in the UK and Europe and is on the governance and advisory board of a London-based industrial investment holding company, as well as playing a leading role in governing a number of LLP investment and GP management partnerships.

Mr Blitz is the Chair of an international London-based chamber of commerce and plays a leadership role in a number of charitable and communal organisations. He is a Chartered Accountant, and trained at Arthur Andersen.

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### Mr Andrew Fay - Non-executive Director

*BAGec (Hons), A Fin, 54*

Director since: 15 October 2018

Deputy chair since: 26 February 2020

Board Committee membership: Member of the Audit and Risk Committee

Member of the Investment Committee

Member of the Nomination and Remuneration Committee

Independent: Yes

### Listed Company Directorships (held within the last three years):

Non-executive Director – Pental Group Limited (2011 – current)

Non-executive Director – Spark Infrastructure Group (2010 – current)

Non-executive Director – Gateway Lifestyle Group (2015 – 2018)

### Skills and Experience

Mr Fay has over 30 years' experience in the financial services industry, bringing extensive knowledge of investment and funds management, including the property asset classes. Whilst a large part of his executive career was as a professional investor, he has also been directly involved in advising and determining the strategic direction of businesses including being involved in a range of merger and acquisition activities. These businesses come from a diverse range of industries, including internet, medical devices, microbiology, renewable energy, financial services and property, and have given him considerable experience in operating in international markets. During his 14 years at Deutsche Asset Management (Australia) Ltd he held a number of senior positions including Chair, CEO Australia, Regional Chief Investment Officer (CIO) Asia-Pacific and CIO Australia. He was also Chair of Deutsche Managed Investments Ltd, Tasman Lifestyle Continuum Ltd and a Non-executive Director of Gateway Lifestyle Group. Mr Fay is a former Director of DB Real Estate Australia Ltd and South Australian Power Networks Pty Ltd. Earlier in his career, he held various investment roles at AMP Capital and was also a member of the Investment Board Committee of the Financial Services Council from 1998 to 2006. Mr Fay has substantial Board Committee experience having chaired both Remuneration and Nomination and Audit and Risk Committees for Top 100 ASX listed entities. He is currently a Non-executive Director of J O Hambro Capital Management Holdings Ltd, and is a consultant to Microbiogen Pty Ltd.

# Directors' Report

## **Ms Tanya Cox** - Non-executive Director

*MBA, Grad Dip Applied Corporate Governance, FAICD, FGIA, 59*

Director since: 21 October 2019

Board Committee membership: Chair of the Nomination and Remuneration Committee

Member of the Audit and Risk Committee

Independent: Yes

### **Listed Company Directorships (held within the last three years):**

Non-executive Director – OtherLevels Holdings Ltd (2015 – 2020)

Non-executive Director – BuildingIQ. Inc (2015 – 2019)

### **Skills and Experience**

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

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

Since retiring from her executive career in 2014, Ms Cox has gained board experience at listed companies through former Non-executive Director roles at BuildingIQ, Inc and at OtherLevels Holdings Ltd (delisted 10 August 2020). Ms Cox is Chair of Equiem Holdings Pty Ltd, Chair of the World Green Building Council, Former Chair and current Director of the Green Building Council of Australia and, Member of the NSW Climate Change Council. Ms Cox is a former Director of Low Carbon Australia.

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

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## **Ms Lisa Scenna** - Non-executive Director

*B.Comm, Member of Chartered Accountants Australia and New Zealand, MAICD, 52*

Director since: 21 October 2019

Board Committee membership: Chair of the Investment Committee

Member of the Audit and Risk Committee

Independent: Yes

### **Listed Company Directorships (held within the last three years):**

Non-executive Director – Harworth Group Limited (effective 1 September 2020)

Non-executive Director – Polypipe Group plc (2019 – current)

### **Skills and Experience**

Ms Scenna has over 25 years of executive experience in property and asset management and funds/investment management in both the United Kingdom 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

# Directors' Report

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 Polypipe Group plc and, effective 1 September 2020, will be a Non-executive Director and Member of the Remuneration Committee of Harworth Group plc. Polypipe 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 member of Chartered Accountants Australia and New Zealand and the Australian Institute of Company Directors.

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## **Ms Jane Tongs - Non-executive Director**

*B.Bus, MBA, FCA, FCPA, MAICD, 60*

Director since: 26 November 2014

Board Committee membership: Chair of the Audit and Risk Committee

Independent: Yes

### **Listed Company Directorships (held within the last three years):**

Chair – Netwealth Group Limited (2000 – current)

### **Skills and Experience**

Ms Tongs has over 30 years of management expertise, serving on the boards of insurance, funds management, property and other financial services entities. She has extensive experience in profitably growing businesses and enhancing the profitability of established businesses. Current examples are Netwealth Group Limited, Warakirri Asset Management Ltd and Hollard Insurance Company Pty Ltd. Her previous property experience includes Non-executive Director positions at AIMS Fund Management Limited (formerly MacarthurCook Fund Management Limited), AIMS Investment Managers Ltd (formerly MacarthurCook Investment Managers Ltd), Little Real Estate Pty Ltd (formerly Run Ltd), the Heine Property Group and Warakirri Agricultural Trusts. She was a Non-executive Director of the Australian Energy Market Operator and of Catholic Church Insurance Limited and served as a Member and Company Director to the Advisory Board of the South Australian Financing Authority. She developed her leadership and management experience earlier in her career, specifically as Partner at PricewaterhouseCoopers, specialising in the financial services sector and litigation support.

Along with her deep expertise in finance, her board experience is vast with over 20 years' experience as a Chair, Chair of Audit and Risk Committees and Non-executive Director. She is currently Chair of Netwealth Group Limited and of the Lendlease Australian Prime Property Fund Investors Committee and a Non-executive Director of Warakirri Asset Management Ltd, Hollard Insurance Company Pty Ltd and Brighton Grammar School. Ms Tongs is a Fellow of Chartered Accountants Australia and New Zealand and of CPA Australia and a member of the Australian Institute of Company Directors.

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## **Mr Paul Weightman - Managing Director / Chief Executive Officer**

*B.Com, B.Law, 58*

Director since: 6 August 1998

Board Committee membership: Member of the Investment Committee

Independent: No

### **Skills and Experience**

Mr Weightman was a founding Director of Cromwell, acted as its Executive Chair from 1998 to 2008 and has acted in his current role since 2008, driving Cromwell's strategic development from a small retail syndicator to an ASX200 international real estate investor and funds manager. He practised as a solicitor for more than 20 years, acted as Managing Partner of a national law firm and continues to hold a practising certificate as a solicitor of the Supreme Court of Queensland. Mr Weightman is also a Fellow of the Royal Institution of Chartered Surveyors and is an approved person registered with the Financial Conduct Authority (UK).

Mr Weightman sits on the Boards of Cromwell Investment Services Limited and Cromwell EREIT Management Pte. Ltd., the latter of which is a licensed REIT manager with the Monetary Authority of Singapore and the manager of Cromwell European REIT.

He has extensive Australian and international experience in real estate investment and management and has legal, commercial and corporate experience in areas including mergers and acquisitions, revenue matters, property development, corporate and financial structuring, public listings, joint ventures and funds management.

# Directors' Report

## **Mr Geoffrey Levy (AO) (retired) - Non-Executive Chair**

*B.Com, LLB, FFIN, MAICD, 61*

Director and Chair since: 17 April 2008  
Director until retired: 26 February 2020  
Independent: Yes

### **Skills and Experience**

Mr Levy has over 30 years of significant experience in banking and finance, funds management, mergers and acquisitions and corporate commercial law. He held the position of Partner at Freehills, Hollingdale and Page (now Herbert Smith Freehills) earlier in his career as well as Principal of Wentworth Associates, which was later acquired by Investec Bank (Australia) Ltd in 2001. At Investec Bank (Australia) Ltd, he became the Chief Executive Officer, and the Executive Chair from 2001 to 2008, and thereafter as Non-executive Deputy Chair until 2014.

Mr Levy's extensive ASX listed board experience, over 3 decades, includes Non-executive Directorships at Hoyts Cinemas Ltd, Ten Network Holdings Ltd, Specialty Fashion Group Ltd, Mirvac Ltd, Rebel Sports Ltd, Freedom Furniture Ltd and STW Ltd. He has also been an Executive and Non-executive director on a number of property and private equity funds and non-listed companies.

He also has vast regulatory and policy experience gained through chairing various Federal and State Government entities, taskforces and panels, including as Deputy Chair of the Australian Sports Anti-Doping Authority, Chair of Film Finance Corporation Australia Ltd, Chair of the NSW Government Property Asset Utilisation Taskforce and Chair of the NSW Attorney General Review into the Public Purpose Fund. He was also appointed as the Attache to the South African Olympic Team at the 2000 Olympic Games.

He is currently the Executive Chair of Monash Private Capital and its groups of companies and funds. He is also a founding partner of Our Innovation Fund, a venture capital firm investing in high growth innovative digital businesses and is highly considered as a veteran investor in the Tech start-up Ecosystems. In June 2005, he was appointed an Officer in the Order of Australia in the Queen's Birthday Honours List for his significant contributions to sports, the arts and philanthropy.

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## **Ms Michelle McKellar (retired) - Non-executive Director**

*FAICD, FFINZ, 65*

Director since: 1 March 2007  
Director until retired: 28 November 2019  
Board Committee membership: Chair of the Investment Committee  
Member of the Audit and Risk Committee  
Member of the Nomination and Remuneration Committee  
Independent: Yes

### **Skills and Experience**

Ms McKellar has over 30 years of property and portfolio management experience in senior roles throughout the Asia-Pacific. Ms McKellar established the CBRE business in New Zealand which she grew successfully for 12 years before being appointed as CBRE's Hong Kong-based Managing Director and Chief Operating Officer Greater China. During her career at CBRE, which encompassed major investment transactions, she was responsible for introducing a significant amount of Asian foreign investment into the region. She subsequently served as the CEO of Jen Group of Companies, overseeing an extensive commercial and retail property portfolio across South East Asia, Australia and New Zealand. Ms McKellar is also a founding Director of China based QSR (quick service restaurants) company – Dash Brands – established in 2007 in Shanghai and remained as Non-executive Director until 2017. Dash Brands acquired Domino's Pizza China in 2011 and owns the master franchise for China. In each of these roles encompassing real estate, property development and the QSR industry, she developed key relationships and gained deep property expertise that provides valuable insights into the nuances of the markets across Asia Pacific. Ms McKellar also served as Chair and Non-executive Director at Oyster Property Group, a leading New Zealand commercial property and fund manager which is 50% owned by Cromwell Property Group.

Ms McKellar is a Fellow of the Australian Institute of Company Directors and a Fellow of the Property Institute of New Zealand. She also sits on the advisory Board of the University of Auckland's Business School's Department of Property and continues to mentor graduates in the industry. She currently serves as CEO of Australian based family company McKellar Property Group and Joint Managing Director of MAP Group, a New Zealand based property consultancy and advisory firm.

# Directors' Report

## Mr David Blight (resigned) - Non-executive Director

*B.AppSc (Valuation), 58*

Director since: 1 June 2018

Director until resigned: 19 July 2019

Independent: No

### Listed Company Directorships (held within the last three years):

Non-executive Director – Japara Healthcare Limited (2014 – current)

Non-executive Director – Lifestyle Communities Limited (2018 – current)

### Skills and Experience

Mr Blight is currently Director and CEO of ARA Australia, the Australian business of the Singapore based ARA Group, which is a substantial securityholder of Cromwell Property Group. He is also Non-executive Director and Chair of the Remuneration and Nomination Committee for Japara Healthcare Limited, an ASX listed residential aged care business and Non-executive Director of Lifestyle Communities Limited. David has been in the real estate investment and development industry for nearly 35 years both in Australia and globally. He was previously Chair & CEO of the global ING Real Estate Investment Management business and Vice Chair of ING Real Estate, overseeing real estate assets of circa \$150 billion while based in The Netherlands.

## Ms Lucy Laakso – Company Secretary

*B.Bus, MBA (Corporate Governance), Juris Doctor (First Class Honours), GAICD*

Appointed since: 10 August 2015

### Skills and Experience

Ms Laakso has 20 years of corporate and financial services experience, having worked as a legal practitioner and in the areas of company secretariat, corporate governance, compliance and business banking. Prior to joining Cromwell, Ms Laakso was a manager in the company secretariat/compliance team at Access Capital Advisers (now Whitehelm Capital). She also worked at ASX listed Suncorp Group Limited in areas including corporate secretariat, compliance and business banking. Ms Laakso also has private practice experience at Norton Rose Fulbright and inhouse legal experience at a fund manager. She is a member of two Property Council of Australia national committees: the National Risk Roundtable and the Corporate Governance and Regulation Committee.

### Directors meetings

Directors	Board of Directors		Nomination & Remuneration Committee		Audit & Risk Committee		Investment Committee	
	Meetings attended	Meetings eligible to attend	Meetings attended	Meetings eligible to attend	Meetings attended	Meetings eligible to attend	Meetings attended	Meetings eligible to attend
L Blitz	37	40	9	9	6	6	1	1
A Fay	39	40	9	9	9	9	1	1
T Cox <sup>(1)</sup>	34	34	7	7	4	4	-	-
L Scenna <sup>(1)</sup>	33	34	1	1	3	3	-	-
J Tongs	40	40	3	3	9	9	-	-
P Weightman	39	40	-	-	-	-	1	1
G Levy <sup>(2)</sup>	20	20	-	-	-	-	-	-
M McKellar <sup>(3)</sup>	9	11	2	2	4	4	1	1
D Blight <sup>(4)</sup>	-	-	-	-	-	-	-	-

<sup>(1)</sup> Appointed 21 October 2019.

<sup>(2)</sup> Retired 26 February 2020.

<sup>(3)</sup> Retired 28 November 2019.

<sup>(4)</sup> Resigned 19 July 2019.

# Directors' Report

## Remuneration report

A Message from the Chair, Nomination and Remuneration Committee

Dear Securityholder

On behalf of the Board, I am pleased to present Cromwell's Remuneration Report for the year ended 30 June 2020 (FY20).

### ***Our Unique Business***

As our long standing securityholders are aware Cromwell is unique in its A-REIT peer group. Cromwell has approximately 60% of its balance sheet invested in direct property assets in Australia, 16% invested in the Polish Retail Fund, which will be sold down to third party investors post the Covid-19 pandemic, and the remainder invested in domestic and international property securities. Cromwell also manages approximately \$4.9 billion of direct property assets in 14 countries across Europe on behalf of third party investors.

Our long standing securityholders will also be aware that your CEO, and the Cromwell executive team, have been successfully managing your investment for many years. As a result, your CEO, over the past two decades has personally amassed a holding of more than 26.6 million Cromwell securities, a far greater holding than any A-REIT CEO and a position that forges a very close alignment with Cromwell securityholders.

For these reasons, Cromwell's remuneration structure does not closely reflect the remuneration structure of its A-REIT peers, but over the past two years, has been progressively modified to incorporate elements of our peers' remuneration frameworks, while retaining those characteristics that, in the view of the Nomination and Remuneration Committee, are most likely to create long-term value for securityholders by rewarding employees for safeguarding and promoting the interests of our tenants, clients and capital partners.

### ***Year in review***

The first half of FY20 saw Cromwell continue to deliver on its Invest to Manage strategy, acquiring 400 George Street, Brisbane for circa \$525 million and the Cromwell Polish Retail fund. The financial results for the first half of FY20 were particularly strong with operating profit of \$134.1 million (an increase of 62% over the prior corresponding period). This equated to operating profit per security of 5.18 cents per security, an increase of 26% over the prior corresponding period.

The second half of FY20 has, of course been dominated by COVID-19. Cromwell's financial results clearly demonstrate the quality and resilience of the Australian property portfolio, with its significant weighting to Government, government agency and listed tenants. Since the start of the Coronavirus pandemic, Cromwell has been working closely with its tenants to provide financial assistance. The Polish retail assets have also performed well during this period. Understandably, given the current situation, we have been unable to start marketing the new fund to investors who will ultimately acquire the Polish retail assets, but you should be aware that holding the Polish assets is accretive to earnings and is expected to remain so until sold when the environment improves. This investment has temporarily increased our gearing to a level outside our target range of 30% - 40%, but again, with interest rates at an all-time low, we are comfortable for this to continue until the environment improves.

Cromwell is very proud of what it has achieved during these difficult times:

- its overall financial performance was not materially impacted by COVID-19
- In fact, notwithstanding COVID-19, Cromwell will exceed its original FY20 earnings guidance
- Cromwell paid its forecast 2020 distribution in full
- Cromwell has not laid off or furloughed any employees
- Cromwell has not sought or accepted any assistance from the Government
- Cromwell maintained the health and safety of its employees and the integrity of its assets
- Cromwell incurred additional interest cost in drawing available debt as a defensive measure
- Cromwell has provided assistance to SMEs who were materially impacted by the COVID-19 crisis, and
- Cromwell has provided financial assistance to its largest tenant (Qantas), via lease payment deferral

The results delivered by Cromwell during these times are testament to the quality and professionalism of Cromwell's management and staff and the product of a carefully selected property portfolio that has proven to be resilient and sustainable in earning income and providing consistent distributions to securityholders.

### ***Response to first strike***

During the FY19 year the Nomination and Remuneration Committee undertook the following initiatives:

- appointed an independent Non-Executive Director as Chair
- sought advice from two independent remuneration experts regarding best practice executive KMP remuneration frameworks
- engaged with and incorporated feedback from securityholders and proxy houses on the FY20 remuneration framework
- established STI KPIs and LTI hurdles that rewarded executives for successful delivery of the "Invest to Manage" Strategy and aligned executive remuneration outcomes with the experience of shareholders
- increased transparency, clarity and detail provided in the Remuneration Report

Prior to the AGM in November 2019, Cromwell received positive feedback from multiple proxy advisors and institutional securityholders regarding the Remuneration Framework outlined in the Remuneration Report. However, on a poll at the AGM in November 2019, 52.99% of votes cast were cast against the resolution to adopt the Remuneration Report. Of those votes cast against the resolution, 88.56% were cast by the disclosed holdings of two investor groups.

In February 2020 I took over as independent Chair of the Nomination and Remuneration Committee from Andy Fay and undertook a further review of the Cromwell remuneration framework. Consistent with investors and proxy advisers, I supported the view that the FY20 framework was a significant improvement on the previous framework, including that more remuneration was "at risk", the weighting towards medium

# Directors' Report

and long-term security rewards increased, the framework more closely aligned with Cromwell peers, it pays fairly for skills and achievement and incentivises outperformance.

As a result, only a limited number of changes have been incorporated in the FY21 remuneration framework, although we will continue to review and refine our remuneration arrangements, to ensure they deliver on our goals, account for the ever-changing business environment, legislative reform and they reflect feedback from our investors and their advisors.

At the Annual General Meeting in November 2020 we will seek your support of this Report.

Yours Sincerely

A handwritten signature in black ink, appearing to read 'Tanya Cox', with a stylized flourish extending downwards.

Tanya Cox

Chair, Nomination and Remuneration Committee

# Directors' Report

## Contents

The remuneration report is presented for the financial year ending 30 June 2020. The report forms part of the Directors' Report and has been prepared and audited in accordance with the requirements of the *Corporations Act 2001*. This report is where we explain how performance has been linked to reward outcomes that forge a clear alignment between Cromwell staff and securityholders.

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# Directors' Report

## 1.0 Remuneration Overview

Set out below is a summary of the FY20 CEO and other executive KMP remuneration framework as well as the key changes proposed for FY21. Some of the proposed changes in FY21 will require shareholder approval at Cromwell's November 2020 Annual General Meeting.

Key Questions	FY20	Proposed in FY21
<b>Were any changes made to the CEO's remuneration structure in FY20 and are there any proposed for FY21?</b>	<p>No change to the total opportunity or the mix between at risk (61%) and fixed pay (39%).</p> <p>LTI hurdles encompass three hurdles one of which is a relative TSR measure.</p> <p>An official clawback policy on unvested rights and deferred securities is in place.</p> <p>Director discretion applies where a formulaic application of relevant remuneration metrics would lead to perverse outcomes.</p>	<p>See below for proposed changes to LTI.</p> <p>For LTI grants issued under the FY20 LTI scheme and STI awards issued as securities, the VWAP period for FY21 will be the 10 days immediately succeeding the full year results.</p>
<b>CEO's remuneration: Short term incentive (STI)</b>	<p>Maximum opportunity set at \$900,000.</p> <p>STI KPI hurdles 80%/20% financial to non-financial.</p> <p>An STI gateway in place being 95% of earnings guidance and adhering to cultural related expectations including acting ethically and responsibly.</p> <p>Any exceptional awards remain subject to the cap of \$900,000 and Operating EPS guidance having been achieved.</p> <p>Where any STI KPI is missed by more than 10% of the lower end of the stretch performance range there is board discretion when determining the award of any exceptional bonus for another KPI.</p> <p>Any STI award will be paid in cash given the relative size of the CEO's shareholding of over 17.7 times fixed remuneration at 30 June 2020. This will be reviewed if the CEO's shareholding falls below 3 times Fixed Remuneration.</p>	No changes proposed.
<b>CEO's remuneration: Long-term incentive (LTI):</b>	<p>The LTI opportunity remains at \$1,500,000.</p> <p>The CEO currently has performance rights under the 2019 LTI scheme approved at the 2018 AGM which have two LTI KPI hurdles, linked to Total Return and ROCE, as well as the LTI scheme in existence prior to that AGM. From FY20 onwards, the new LTI scheme (outlined below) was intended to commence but was voted against at the 2019 AGM:</p> <p><i>FY20 LTI Scheme</i></p> <p>Two LTI KPI hurdles are linked to delivering Cromwell's long-term strategy and remain a measure of Total Return and ROCE, being a target range of 8.5% - 11.5%.</p> <p>The measurement period is 3 years with a fixed stretch range set for each hurdle over the 3-year period.</p> <p>A third KPI hurdle is a measurement of the Relative TSR will be point to point over the three-year period.</p> <p>The three LTI KPI hurdles are evenly weighted.</p> <p>LTI securities that are awarded will vest at three years with 50% placed in a trading lock for a further year. Securities in a trading lock will participate in distributions. There is no retesting of the KPI.</p> <p>Vesting starts at 25% at the lower bound of the stretch target, straight-line vesting to 100% at the upper bound.</p> <p>Good leaver and Change of Control provisions apply to unvested securities at a pro rata rate and will be tested. The board does retain discretion.</p> <p>See section 6.3 for further details.</p>	<p>At the AGM in November 2019, securityholders voted against the grant of Performance Rights and stapled securities to the CEO.</p> <p>The LTI is an important component of Cromwell's Remuneration Framework as it rewards performance in line with the experience of securityholders.</p> <p>If the grant of Performance Rights and stapled securities to the CEO is not approved at the next AGM, the board has determined that Cromwell will acquire the stapled securities on market.</p>
<b>Were any changes made to the other Executive KMP's remuneration structure in FY20 and are there any proposed for FY21?</b>	<p>The remuneration structure of other executive KMP includes an STI opportunity, the FY20 LTI Scheme and the prior LTI scheme.</p> <p>50% of any STI will be deferred as securities for one year.</p> <p>An official clawback policy on unvested rights and deferred securities has been introduced.</p> <p>Director discretion applies where a formulaic application of relevant remuneration metrics would lead to perverse outcomes.</p>	Fixed Remuneration for FY21 has been frozen.

# Directors' Report

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<b>Other KMP remuneration:</b>	For other executive KMP the STI opportunity is set at between 50% - 100% of fixed remuneration.	No changes proposed
<b>Short term incentive (STI)</b>	<p>The STI KPIs have at least 50% financial to non-financial hurdles set by the CEO and reviewed by the Board. Most STI KPIs have stretch target ranges to achieve varying rewards for varying levels of outperformance.</p> <p>50% of the award is deferred as securities for one year and is eligible for distributions during the deferred period.</p> <p>In the event of a change in control the securities will fully vest.</p> <p>An STI gateway is in place being 95% of earnings guidance and adhering to cultural related expectations including acting ethically and responsibly.</p> <p>If an executive KMP is determined to be a Good leaver (retirement, health etc) then unvested securities remain on foot with Board discretion to accelerate vesting. If an executive KMP is determined to be a Bad leaver, unvested securities are forfeited.</p> <p>Board discretion may be exercised where formulaic application is likely to produce a material and perverse remuneration outcome.</p> <p>Malus and Claw Back clauses allow unvested securities to be clawed back where a recipient has acted fraudulently, dishonestly or where there has been a material misstatement or omission in Cromwell's financial statements leading to receipt of an unfair benefit. This may also occur where an executive KMP fails to meet cultural related expectations including acting ethically and responsibly.</p>	
<b>Other KMP remuneration:</b>	For other executive KMP the LTI opportunity is set at 50% of Fixed Remuneration for the FY20 LTI scheme.	No changes proposed
<b>Long-term incentive (LTI):</b>		

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# Directors' Report

## Remuneration overview / key questions

Other Key questions	Cromwell's response	Further information
1. How is the Group's performance reflected in this year's remuneration outcomes?	<p>For FY20, Cromwell provided Operating EPS guidance of 8.30cps and DPS guidance of 7.50cps. Despite the impact of COVID-19, Cromwell paid distributions to securityholders in line with guidance and achieved earnings ahead of guidance. This was made possible because of Cromwell's resilient Australian property portfolio, holding CPRF on the balance sheet from acquisition to balance date, the continued strong performance of CEREIF and the strong half-year result which was underpinned by significant performance fees earned in Europe.</p> <p>At the beginning of the year Cromwell also outlined its "Invest to Manage" strategy objectives. A key component of this strategy was the steady growth in stable AUM in Europe. Prior to 31 December 2019, Cromwell had secured €303m of AUM on behalf of CEREIF and acquired the CPRF portfolio. By the end of January 2020, Cromwell had €390m of transactions either contracted or in exclusivity, expecting to complete in FY20. In addition, Cromwell was well advanced on approximately €400m of transactions with various capital partners that had a high probability of success. However, due to COVID-19, Cromwell was only able to complete a further €38m by 30 June 2020, which resulted in total AUM in Europe decreasing during the year.</p> <p>Total Shareholder Return in FY20 was negative 16% (FY19: positive 11%), compared with negative 21% for the S&amp;P/ASX 300 A-REIT accumulation index. Cromwell has outperformed the S&amp;P/ASX 300 A-REIT accumulation index over the last 1, 3, 5, 10 and 15 years.</p> <p>No STI or LTI hurdles or KPIs were adjusted to compensate KMP for the negative impact of COVID-19.</p> <p>As a result of the above performance the CEO was awarded 61% of his maximum STI opportunity for FY20 (FY19: 89%).</p>	Link between remuneration and performance - Section 4.0
2. Were there any changes made to total Non-executive Directors remuneration pool in 2020?	No. The maximum amount approved by securityholders currently stands at \$1,000,000, which has not changed from 2017.	Refer Section 7.0
3. Did any LTI awards vest in 2020?	<p>PRPs approved by security holders and issued in 2017, vested in 2020, the performance hurdles of which were tested annually for 3 years.</p> <p>1,597,640 LTI performance rights were granted to KMP in 2020. 594,683 were granted under the prior LTI scheme and 1,002,957 were granted under the FY20 LTI scheme.</p> <p>3,452,043 LTI performance rights vested and were exercised by KMP in 2020. All performance rights that vested related to the prior LTI scheme</p>	Refer Section 5.3 and Section 6.3 and summary 8.3
<b>Other Changes for FY20</b>	<p>Non-Executive Directors are required to hold a minimum of one year's fees, within 3 years from July 2019 or their start date.</p> <p>The CEO is required to hold a minimum of 150% of fixed remuneration as securities.</p> <p>Other executive KMP are required to hold a minimum of 50% of Fixed Remuneration within four years. Securities in STI and LTI holding lock are included in KMP total holdings. Director discretion may be exercised based on a staff member's personal circumstances.</p>	
4. Minimum KMP Share Holding Requirement		
5. KMP Security Issues	FY20 STI and LTI security grants will be calculated using a Face Value methodology, with no adjustment for distributions.	
6. Board base fees and committee fees	On 1 July 2019, fees and payments to non-executive Directors increased by CPI which was 1.3%. There was no increase to Board or Committee fees on 1 July 2020.	
7. Additional KMP's for FY20	From 1 July 2019 the Chief Investment Officer became a KMP.	
8. Notice Periods for Executive KMP's	All Executive KMP had their 2-way notice periods standardised to 6 months	

# Directors' Report

## 2.0 Remuneration Governance

### 2.1 Role of the Nomination and Remuneration Committee

The Board has appointed a Nomination and Remuneration Committee ("Committee"). The Committee oversees the remuneration framework and monitors remuneration outcomes. In doing so it considers the interests of securityholders and the behaviours the Group wishes to promote.

The Board reviews and approves, on an annual basis, the remuneration of Cromwell's KMP, based on the recommendation of the Committee.

During the financial year the members of the Committee were:

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Ms T Cox	Non-executive Director – joined the Committee on 21 October 2019 and appointed Chair on 26 March 2020
Mr A Fay	Non-executive Director and Chair until 25 March 2020
Mr L Blitz	Non-executive Director
Ms M McKellar	Non-executive Director – retired from the Committee on 28 November 2019
Ms L Scenna	Non-executive Director – joined the Committee on 21 October 2019 and retired from the Committee on 25 March 2020
Ms J Tongs	Non-executive Director – retired from the Committee on 25 March 2020

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The Committee operates independently of Cromwell Management and may engage remuneration advisers directly.

Management makes recommendations to the Nomination and Remuneration Committee in relation to the development and implementation of reward strategy and structure. The CEO provides his recommendation to the Committee on fixed pay and incentive outcomes for his direct reports.

Further information on the role and activities of the Committee is available on Cromwell's website and the Corporate Governance Statement to be released with the Annual Report.

### 2.2 Services from remuneration consultants

During the year the Committee engaged the services of Guerdon Associates to advise on the refinement of the short-term and long-term executive incentive schemes and the impact of COVID-19 on remuneration practices. Guerdon Associates did not provide a remuneration recommendation as defined by Section 9B of the *Corporations Act 2001*. Members of the Committee have consulted directly with a range of proxy advisors and institutional investors to understand their viewpoint on issues relating to remuneration generally and have discussed with them the nature and circumstances of Cromwell's business operations and economic environments in which it operates.

### 2.3 Objective of remuneration

The objective of the Cromwell remuneration strategy is to support and drive the execution of the Cromwell business strategy, which is to utilise our unique Australian and international platform to grow value for securityholders in a sustainable manner. Cromwell's remuneration strategy is designed to align behaviours with Cromwell's strategic objectives.

Cromwell's remuneration framework makes provision for:

- Fixed remuneration (FR) which is benchmarked to market and used as a tool to attract and retain executives with the skills and experience needed to respond to the challenges of achieving Cromwell's strategic objectives and observing Cromwell behaviours and values.
- Short term incentives, where deemed appropriate by the Board, to drive short term objectives such as operational improvement, cultural transformation and the pursuit of new growth opportunities to position the Group to achieve its strategic objectives.
- Long-term incentives that are used as both a retention tool and to create alignment between employees and the objectives of securityholders in securing sustainable returns.

Cromwell strives to create an executive remuneration framework that drives a performance culture, ensuring there is a strong link between executive pay and the achievement of company strategies and value to security holders.

# Directors' Report

## 3.0 Key Management Personnel

In this report, key management personnel (KMP) are those individuals having the authority and responsibility for planning, directing and controlling the activities of the Group, either directly or indirectly.

They comprise:

- Non-Executive Directors
- The Executive Director – who is the CEO Paul Weightman
- Other Executives considered KMP

Name	Position / Title	
<b>Independent Non-Executive Directors</b>		
Leon Blitz	Non-executive Chair	Full year – appointed Chair on 26 February 2020
Andrew Fay	Non-executive Deputy Chair	Full year – Deputy Chair from 26 February 2020
Tanya Cox	Non-executive Director	Commenced 21 October 2019
Lisa Scenna	Non-executive Director	Commenced 21 October 2019
Jane Tongs	Non-executive Director	Full year
Geoff Levy	Non-executive Chair	Retired 26 February 2020
Michelle McKellar	Non-executive Director	Retired 28 November 2019
<b>Non-Independent non-executive Director</b>		
David Blight	Non-executive Director	Resigned 19 July 2019
<b>Executive Director</b>		
Paul Weightman	Chief Executive Officer	Full year
<b>Other Executives</b>		
Michael Wilde	Chief Financial Officer	Full year
Jodie Clark	Chief Operations Officer, Property Licensee	Full year
Robert Percy	Chief Investment Officer	Full year

# Directors' Report

## 4.0 2020 Performance

Cromwell has committed to an "Invest to Manage" strategy to drive medium-term growth in Cromwell distributions and security price. This will be achieved by:

- maintaining and enhancing our Australian secured cash flow generating platform and adding value through selective Australian asset enhancement initiatives
- leveraging our unique international property management platform to grow revenue from funds we manage

Our ability to successfully deliver on CEREIT's growth objectives in FY20 was underpinned by Cromwell's integrated European funds management platform and its ability to identify and execute off-market property acquisitions. Following on from the success of CEREIT, the European platform established a Korean mandate for €88m and secured the Cromwell Polish Retail Fund, which will be launched as a new fund once the economic environment improves.

The success of this strategy is demonstrated by the growth in Assets under Management and the transition from short-term mandates to long-term stable funds under management in Europe, as shown in the table below.

Financial Year	Assets Under Management				Total \$'M
	Australia \$'M	Europe – Short Term \$'M	Europe - Stable \$'M	New Zealand \$'M	
2020	4,839	1,273	4,516	917	11,545
2019	4,992	3,009	3,072	816	11,889
2018	4,705	3,905	2,193	681	11,484
2017	4,516	5,006	-	572	10,094
2016	4,303	5,506	-	469	10,278

Cromwell aims to deliver consistent cash flow returns from the core properties in its direct property portfolio. The core assets in the direct property portfolio consist of 10 properties worth \$2.3 billion with a combined weighted average lease expiry of 7.5 years and 99% occupancy. The growth in like for like net operating income (NOI) derived from the core portfolio over the last 3 years has been consistently above the target of 3% and was 3.6% in FY20.

Portfolio	Like for Like NOI growth		
	2020	2019	2018
Core	3.6%	3.3%	4.6%
Core +	5.6%	5.5%	1.6%

### Cromwell's key financial measures for the last five years are set out below:

	2020	2019	2018	2017	2016	2015
Operating earnings per security	<b>8.5 cents</b>	8.2 cents	8.4 cents	8.7 cents	9.4 cents*	8.3 cents
Distribution per security	<b>7.5 cents</b>	7.3 cents**	8.3 cents	8.3 cents	8.2 cents	7.9 cents
Gearing	<b>42%</b>	35%	37%	45%	43%	45%
Like for like KMP remuneration as % of operating earnings	<b>3.8%</b>	4.0%	3.9%	4.5%	3.0%	2.7%

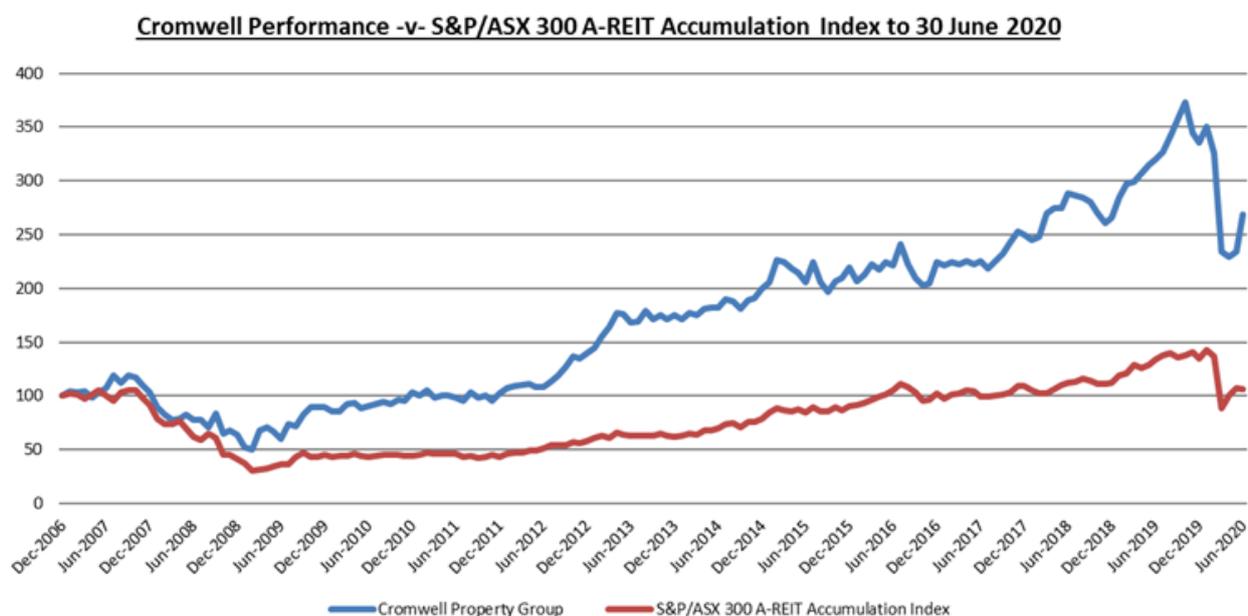
\* 2016 operating earnings exceeded expectations due to transactional revenue from one-off performance fees from Cromwell Box Hill Trust and the opportunistic investment in the Investa Office Fund. When these items are considered, Cromwell has seen sustained consistent earnings levels from 2015 through to the current financial year, despite significant investment into the European platform and the impact of COVID-19. At the same time, KMP remuneration has remained below 5% of operating earnings, despite increasing the number of KMP, which reflects Cromwell's adherence to a disciplined approach to managing the business for the benefit of securityholders.

\*\* In 2019, as part of the "Invest to Manage" strategy, Cromwell adjusted its distribution policy down from 95% - 100% of operating earnings to 85% - 95% of operating earnings. The surplus funds will be reinvested into investment opportunities to accelerate the growth of the funds management platform.

# Directors' Report

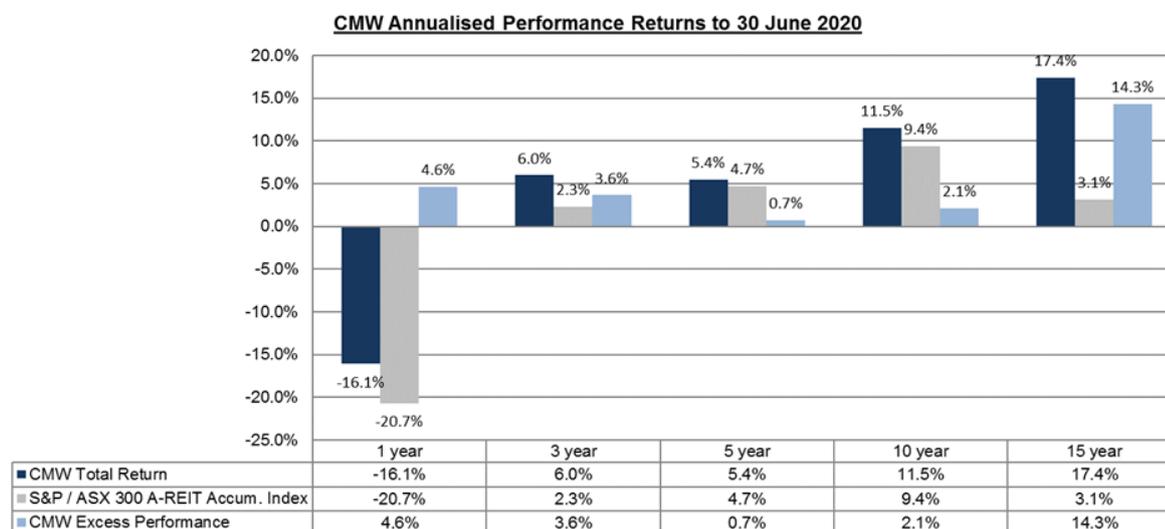
## Total return of Cromwell securities

The chart below illustrates Cromwell's performance against the S&P/ASX300 A-REIT Accumulation Index since stapling in 2006.



## Total Securityholder Returns (Annualised)

Cromwell's Total Securityholder Return (TSR) over the last 1, 3, 5, 10 and 15 years relative to benchmark indices is shown below.



Over all periods Cromwell has outperformed the Property Index.

The Board believes execution of the "Invest to Manage" strategy will result in both sustainable long-term earnings and higher overall returns to securityholders. Over the course of any short-term period, the total securityholder return of Cromwell will vary against the index. Over the medium term, the overall performance of Cromwell should be demonstrated in sustained operating earnings and growth in total securityholder returns. The LTI hurdles implemented for all KMP will reward the achievement of medium-term returns.

# Directors' Report

## 5.0 CEO Remuneration for 2020

### 5.1 Fixed remuneration

All employees receive a remuneration package that includes a fixed pay component. The fixed remuneration comprises cash salary, superannuation and other salary sacrificed benefits.

Fixed remuneration is a set amount reflecting the role complexity, responsibilities and skill levels required, with reference to the market.

#### *FY20 Strategy and Performance Link*

- To attract, retain and motivate executives with the right capability and experience to achieve results in the geographic regions in which Cromwell operates or has set strategic objectives.
- Reviewed annually by the Board, who consider performance during the year, relevant external market data, tenure and experience.
- Cromwell's approach is to initially set fixed remuneration at a level that allows progressive increases to apply as the individual performs in their role and becomes more experienced.

### 5.2 At risk cash award (short term incentive)

Short term incentives are included as part of the CEO remuneration package as the CEO has a material impact on the key marginal drivers of operating earnings in any given financial year.

The purpose of the STI award is to focus the CEO's efforts on those key marginal drivers and outcomes that are priorities for Cromwell for the relevant financial year and to motivate the CEO to strive and reward him to achieve stretch performance objectives that assist the achievement of Cromwell's strategic agenda.

Short term incentives are paid in cash and once paid there are no forfeiture provisions.

An STI gateway is in place, being 95% of earnings guidance and adhering to cultural related expectations, including acting ethically and responsibly.

#### *FY20 Strategy and Performance Link*

Limited to a maximum of \$900,000. The 2020 performance measures for the CEO were:

- 20% linked to the operating profit per stapled security;
- 20% linked to achieving funds management transactional income targets in Europe and Australia;
- 10% linked to achieving funds management recurring income targets in Australia;
- 10% linked to NOI growth of Core portfolio;
- 20% linked to European platform growth strategy (excluding CPRF);
- 20% linked to culture, succession planning, technology systems, Seniors Living strategy and sustainability scores.

KPI's were weighted 80% to financial measures and 20% non-financial, with the majority of non-financial targets being measurable.

# Directors' Report

The Board's assessment of the **CEO's STI performance** against key performance indicators for 2020 is provided in the following table:

Key performance indicator – 2020	Commentary	Weighting %	Opportunity \$	Awarded \$
<i>Earnings per security</i> Minimum target – 8.20 cps Outperformance target – 8.60 cps	Actual operating EPS of 8.50 cps	20%	180,000	157,500
<i>Transactional Income</i> Minimum target – \$42 million Outperformance target – \$62 million	Actual transactional income of \$51 million was achieved in 2020	20%	180,000	130,500
<i>EU AUM growth target</i> Minimum target – €750 million Outperformance target – €1,000 million	EU AUM target specifically excluded any AUM acquired by the Group. This means CPRF was excluded from the results. Final result was €303 million	20%	180,000	-
<i>Like for Like NOI Growth – core assets</i> Minimum target – 3% Outperformance target – 3.5%	Actual like for like NOI growth for the core assets was 3.6%. This was greater than the upper hurdle of 3.5%. The board has discretion to award an additional amount of \$22,500 in the event of outperformance but has chosen not to do so.	10%	90,000	90,000
<i>AU funds management income</i> Minimum target – \$9 million Outperformance target – \$10.5 million	Actual AU funds management income of \$9.1 million was achieved	10%	90,000	48,000
<i>People, leadership and environment</i>	Set targets relate to culture, succession planning, improving European and Group systems, progress of development at Greenway and sustainability outcomes of GRESB/DJSI	20%	180,000	135,000
<b>Total bonus awarded</b>			<b>900,000</b>	<b>561,000</b>

## 5.3 At risk equity element

### 2019 LTI Scheme

As outlined in the 2018 remuneration report and approved by securityholders at the 2018 AGM, the LTI scheme for the CEO was amended in the 2019 year. Under the 2019 scheme the CEO receives \$1,500,000 of performance rights granted under the face value methodology. The rights vest over three years if the below hurdles and vesting conditions are met. The board sets minimum and outperformance targets annually.

Hurdle	Weighting	Vesting
<u>Total Return</u> (Operating earnings plus change in NTA)/opening NTA 3 year rolling test. Nil exercise price Face value methodology	25%	<u>Vesting</u> Below minimum target – nil Minimum target – 50% vest Between minimum and outperformance target – straight-line vesting from 50% to 100%. Above outperformance target – board has no discretion to award above the maximum.
<u>Return on Contributed Equity</u> (Operating earnings plus NTA impact from completed projects)/Average weighted contributed equity 3 year rolling test Nil exercise price Face value methodology	75%	<u>Vesting</u> Below minimum target – nil Minimum target – 50% vest Between minimum and outperformance target – straight-line vesting from 50% to 100%. Above outperformance target – board has no discretion to award above the maximum.

# Directors' Report

The targets set for 2018, 2019 and 2020 and performance against each target are as follows:

	2020	2019	2018
<b>Total Return</b>			
Target range	9.0%-12.0%	9.0%-10.0%	9.0%-12.0%
Achieved	5.9%	9.4%	19.5%
Vesting Percentage	0.0%	69.9%	100.0%
<b>Return on Contributed Equity</b>			
Target range	9.0%-12.0%	8.0%-10.0%	8.0%-18.0%
Achieved	9.8%	9.5%	13.6%
Vesting Percentage	62.6%	86.4%	78.2%

Based on the performance from 2018 to 2020, of the 899,297 performance rights granted on 21 December 2018, 638,074 will vest and 261,223 are forfeit.

## Prior LTI Scheme

Prior to 2019, the following LTI scheme was in operation:

Two equally weighted measures were used:

1. Meeting key performance indicators (KPIs) - 50%.

KPIs were tailored for each KMP to reflect the responsibilities of their role, as well as their expected contribution to the achievement of Cromwell's objectives. KPIs were designed to best incentivise each KMP to meet Cromwell's objectives, effectively aligning their interests with securityholders.

## Measurement

Although specific KPIs for each KMP are different each KMP's performance is assessed according to a traditional balanced scorecard methodology. The balanced scorecard assigns performance and responsibility criteria across four broad categories, which align executive and securityholder experience through achievement of strategic objectives and securityholder ownership.

2. Achievement of Cromwell Employee Values - 50%.

Cromwell sees its culture and values as an essential element to its success, especially considering the integration of the European business and its expanding geographical reach. Ensuring cultural alignment with Cromwell's values is critical to ensure behaviour is appropriate and processes are consistent.

## Measurement:

All staff are assessed on their demonstration of Cromwell's Values as part of their annual performance review.

Year of Performance	LTI vesting period	Performance measures and hurdles	KPI % Achieved	Maximum Possible Grant	Actual Number Granted
2018	21 Dec 2018 - 7 Nov 2021	In FY18 LTI's were awarded on the same basis of assessment against KPIs as the KPIs for STI's. In the year the CEO achieved 94% of his KPIs and was allocated performance rights on this basis.  To vest the annual hurdles in each year of the option period must met. The hurdles were met in 2019 and 2020. Results for 2021 are still to occur.	94%	1,964,448	1,846,581
2017	16 Feb 2018 - 30 Sep 2020	In FY17 LTI's were awarded on the same basis of assessment against KPIs as the KPIs for STI's. In the year the CEO achieved 75% of his KPIs and was allocated performance rights on this basis.  To vest the CEO must meet 70% of annual hurdles in two out of the three years comprising the vesting period. This hurdle has been achieved.	75%	2,442,933	1,832,200

# Directors' Report

## 5.4 Remuneration mix

A significant component of the CEO Remuneration is linked to short and long-term company performance to assist in aligning the CEO's interest with those of securityholders. A higher portion of the CEO remuneration is at risk as he has the greatest scope to influence Cromwell's long-term performance.

CEO maximum opportunity at risk remuneration: 61%

## 5.5 Total expensed/accrued remuneration for the CEO

The total expensed/accrued remuneration of the CEO is as follows:

	2020 \$	2019 \$	2018 \$	2017 \$
<b>Total Expensed/Accrued Remuneration - CEO</b>				
Fixed remuneration (inclusive of movement in annual leave, superannuation and other benefits)	<b>1,659,132</b>	1,656,986	1,617,931	1,827,634
Long service leave accrual	<b>25,005</b>	25,005	220	84,188
STI awarded	<b>561,000</b>	797,225	846,000	1,400,000
LTI – security-based payment expense	<b>1,012,717</b>	1,456,435	471,532	481,166
<b>Total Expensed/Accrued Remuneration - CEO</b>	<b>3,257,854</b>	3,935,651	2,935,683	3,792,988

Since 2017, The CEO's remuneration has been progressively shifted from fixed remuneration to at-risk remuneration and from cash awards to equity-based awards.

## 6.0 Other Executive KMP Remuneration for 2020

### 6.1 Fixed remuneration

All employees receive a remuneration package that includes a fixed remuneration component. The fixed remuneration comprises cash salary, superannuation and other salary sacrificed benefits.

### 6.2 At risk cash award (short term incentive)

STI opportunity is set at between 50% - 100% of fixed remuneration.

STI KPIs have at least 50% financial hurdles set by the CEO and reviewed by the Board. Most STI KPIs have stretch target ranges to deliver varying rewards for varying levels of outperformance.

Unlike the CEO, 50% of STI awards are deferred as securities for one year. Other Executive KMP are eligible for distributions during this period. An STI gateway is in place being 95% of earnings guidance and adhering to cultural related expectations including acting ethically and responsibly.

#### *FY20 Strategy and Performance Link - CIO*

Limited to a maximum of 100% of fixed remuneration. The 2020 performance measures for the CIO were:

- 20% linked to the operating profit per stapled security;
- 20% linked to achieving funds management transactional income targets in Europe and Australia;
- 10% linked to achieving funds management recurring income targets in Australia;
- 10% linked to NOI growth of Core portfolio;
- 20% linked to European platform growth strategy (excluding CPRF); and
- 20% linked to improvement in Sustainability indices, staff turnover and staff engagement.

KPI's were weighted 80% to financial measures and 20% non-financial, with the majority of non-financial targets being measurable. The CIO was awarded 62% of his potential bonus for 2020.

#### *FY20 Strategy and Performance Link – CFO and COO*

Limited to a maximum of 50% of fixed remuneration. The 2020 performance measures for the CFO and COO were:

- 10% linked to the operating profit per stapled security;
- 15% linked to cost control in the European platform;

# Directors' Report

- 10% linked to earnings in the European platform;
- 15% linked to cost control at a Group level; and
- Remaining 50% linked to staff turnover, staff engagement, internal reporting, improved learning and development metrics and Sustainability indices.

KPI's were weighted 50% to financial measures and 50% non-financial, with the majority of non-financial targets being measurable. The CFO and COO were both awarded 88% of their potential bonus for 2020.

## 6.3 At risk equity element

### *FY20 LTI Scheme*

All executive KMP participate in the same LTI scheme.

The number of performance rights granted is calculated under the face value methodology based on the VWAP of Cromwell's security price for the 10 days immediately preceding and 10 days immediately succeeding 30 June with no adjustment for distributions.

Two performance hurdles align with the Board agreed strategy and are measured each year, the average over the 3 years used to determine vesting. The final measure is Relative TSR, using a point to point measurement.

KPI target ranges are fixed for 3 years and measured over 3 years.

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

At 3 years 50% of performance rights which have vested are held in a trading lock for one year following the vesting date. The 50% of securities held in the trading lock are entitled to distributions.

### **Hurdles**

#### **33.33% Total Return.**

Total Return = (Distributions + Change in NTA)/Opening NTA.

Measured as an average of each of the 3 years. The hurdle is 8.5%-11.5% over the period. Equity Issues that significantly impact NTA will be considered, as well as significant write downs in intangible assets. In the case of a write down of intangible assets this would impact negatively on the achieved performance. Where significant value is created in management driven asset enhancements, this should be reflected in the NTA and hence improve the overall return.

This hurdle aligns the underlying absolute returns that shareholders experience but removes the general listed market movements which is out of the control of management.

The stretch target range is consistent with moving from the prior Operating Earnings to Distributions, reflects the current low return environment and is consistent with stretch target returns determined by the successful implementation of Cromwell's "Invest to Manage" strategy.

#### **33.33% Return on Contributed Equity (ROCE)**

ROCE=Operating Profit/Weighted Average Contributed Equity.

Measured as an average of each of the 3years. With a ROCE hurdle range of 8.5%-11.5%.

This measure was chosen as it best reflects the sustainable returns achieved on shareholders contributed equity. By removing the NTA created from completed projects a far more stable and relevant stretch target range can be set which is accepted as being a good measure of the performance of management. Over the medium to long term an improving ROCE (as defined) has been shown to correlate with upward share price movements and hence returns experienced by shareholders.

The upper end of the stretch target range has only been achieved once in the last 6 years and if achieved and based on historical multiples would result in mid-teen total per annum returns to shareholders (before distribution reinvestment). This would result in achievement of the stretch targets contained in the successful implementation of Cromwell's "Invest to Manage" strategy.

#### **33.33% Relative TSR**

Measured against the S&P/ASX300 A-REIT Accumulation Index on a percentile basis with 50th percentile lower bound and 75th percentile upper bound. Measured once over measurement period.

Below Median - 0% vesting

### **Other conditions**

For LTI, in the event of a successful takeover, KPI hurdles are tested and vest on a pro-rata basis based on achievement of the hurdles. Board discretion applies for amounts greater than pro-rata.

If the staff member is determined to be a Good leaver (retirement, redundancy etc) unvested rights and securities remain on foot and are tested based on the normal vesting schedule. There is Board discretion to accelerate vesting after considering personal circumstances of the executive KMP (e.g. illness) and quantum of outstanding award. If an executive KMP is determined a Bad leaver then unvested rights and securities are forfeited.

The Board is able to exercise discretion where formulaic application is likely to produce a material and perverse remuneration outcome.

# Directors' Report

Malus and Claw Back clause allowing unvested rights and securities to be clawed back where a recipient has acted fraudulently, dishonestly or where there has been a material misstatement or omission in Cromwell's financial statements leading to the receipt of an unfair benefit. This may also occur where the executive KMP fails to meet the cultural related expectation including acting ethically and responsibly.

The targets set for 2020 and performance against each target are as follows:

	<b>2020</b>
<b>Total Return</b>	
Target range	8.5%-11.5%
Achieved	4.9%
Vesting Percentage	0.0%
<b>Return on Contributed Equity</b>	
Target range	8.5%-11.5%
Achieved	9.8%
Vesting Percentage	56.4%

Details of performance rights granted under the FY20 LTI Scheme are as follows:

	No of performance rights granted	Grant date	Financial years tested	Expiry date
M Wilde	355,214	27-Mar-2020	2020 – 2022	30-Sep-2022
J Clark	355,214	27-Mar-2020	2020 – 2022	30-Sep-2022
R Percy	292,529	27-Mar-2020	2020 – 2022	30-Sep-2022

## Prior LTI Scheme

Prior to 2019, the LTI scheme outlined in section 5.3 was in operation:

Year of Performance	LTI vesting period	KPI % Achieved	Maximum Possible Grant	Actual Number Granted
<b>Michael Wilde – Chief Financial Officer</b>				
2019	4 Oct 2019 – 1 Oct 2022	94%	183,529	172,518
2018	7 Nov 2018 – 7 Nov 2021	86%	216,584	186,012
2017	16 Feb 2018 – 1 Nov 2020	100%	218,852	218,852
<b>Jodie Clark – Chief Operations Officer</b>				
2019	4 Oct 2019 – 1 Oct 2022	94%	182,553	171,600
2018	7 Nov 2018 – 7 Nov 2021	93%	216,584	200,569
2017	16 Feb 2018 – 1 Nov 2020	100%	235,312	235,312
<b>Robert Percy – Chief Investment Officer</b>				
2019	4 Oct 2019 – 1 Oct 2022	89%	281,535	250,566

## 6.4 Remuneration mix

Other executive KMP at risk remuneration ranges between 50%-60%

# Directors' Report

## 7.0 Non-executive Directors Remuneration

### 7.1 Board remuneration structure

Fees and payments to Non-Executive Directors reflect the market in line with the demands which are made on, and the responsibilities of, the Directors. The Board determines remuneration of Non-Executive Directors within the maximum amount approved by security holders from time to time. This maximum currently stands at \$1,000,000 per annum in total for fees to be divided among the Non-Executive Directors in such a proportion and manner as they agree. Fees are set so that:

- Cromwell non-executive Directors are remunerated fairly for their services, recognising the workload, and level of skills and experience required for the role;
- Cromwell can attract and retain talented non-executive Directors; and
- Fees are in line with market practice.

### 7.2 Total remuneration for Non-Executive Directors

Non-Executive Directors are paid a fixed remuneration, comprising base and committee fees or salary and superannuation (as applicable). Non-Executive Directors do not receive bonus payments or participate in security-based compensation plans and are not provided with retirement benefits other than statutory superannuation.

	2020 \$	2019 \$
Chair	<b>223,052</b>	220,189
Non-executive director	<b>102,484</b>	101,168
Audit & Risk Committee – Chair	<b>20,868</b>	20,600
Audit & Risk Committee – Member	<b>13,911</b>	13,732
Nomination & Remuneration Committee – Chair	<b>8,695</b>	8,583
Nomination & Remuneration Committee – Member	<b>5,796</b>	5,721
Investment Committee	-	-

Consistent with prior years, from 1 July 2019, fees and payments to Non-Executive Directors were increased by CPI. Non-executive Director fees were not increased on 1 July 2020.

# Directors' Report

## 8.0 Remuneration and Conditions of Employment of the KMP

### 8.1 Cash and at risk awards expensed or accrued in 2020

The table below outlines the cash remuneration and at-risk cash awards received as well as the value of equity-based compensation expensed during the year in accordance with applicable statutory accounting rules.

		Short-term				Post-employment	Long-term	Security based payments		Total
		Salary <sup>(8)</sup> and fees	Non-monetary benefits	At-risk cash bonus	Total short term	Super-annuation	Long service leave	Deferred STI award	LTI scheme	
		\$	\$	\$	\$	\$	\$	\$	\$	\$
<b>Non-executive directors:</b>										
L Blitz	<b>2020</b>	<b>155,482</b>	<b>14,263</b>	-	<b>169,745</b>	-	-	-	-	<b>169,745</b>
	2019	120,579	11,824	-	132,403	-	-	-	-	132,403
A Fay <sup>(1)</sup>	<b>2020</b>	<b>113,577</b>	<b>6,977</b>	-	<b>120,554</b>	<b>10,790</b>	-	-	-	<b>131,344</b>
	2019	75,761	-	-	75,761	7,197	-	-	-	82,958
T Cox <sup>(2)</sup>	<b>2020</b>	<b>75,739</b>	-	-	<b>75,739</b>	<b>7,195</b>	-	-	-	<b>82,934</b>
L Scenna <sup>(3)</sup>	<b>2020</b>	<b>74,816</b>	-	-	<b>74,816</b>	-	-	-	-	<b>74,816</b>
J Tongs	<b>2020</b>	<b>116,652</b>	<b>7,903</b>	-	<b>124,555</b>	<b>11,082</b>	-	-	-	<b>135,637</b>
	2019	116,388	-	-	116,388	11,057	-	-	-	127,445
G Levy <sup>(4)</sup>	<b>2020</b>	<b>139,406</b>	<b>12,120</b>	-	<b>151,526</b>	<b>13,244</b>	-	-	-	<b>164,770</b>
	2019	201,014	-	-	201,014	19,083	-	-	-	220,097
M McKellar <sup>(5)</sup>	<b>2020</b>	<b>53,546</b>	<b>14,208</b>	-	<b>67,754</b>	-	-	-	-	<b>67,754</b>
	2019	120,579	-	-	120,579	-	-	-	-	120,579
D Blight <sup>(6)</sup>	<b>2020</b>	<b>7,107</b>	-	-	<b>7,107</b>	<b>675</b>	-	-	-	<b>7,782</b>
	2019	92,358	-	-	92,358	8,774	-	-	-	101,132
<b>Executive management group (EMG):</b>										
P Weightman	<b>2020</b>	<b>1,609,610</b>	<b>28,519</b>	<b>561,000</b>	<b>2,199,129</b>	<b>21,003</b>	<b>25,005</b>	-	<b>1,012,717</b>	<b>3,257,854</b>
	2019	1,617,302	19,153	797,225	2,433,680	20,531	25,005	-	1,456,435	3,935,651
M Wilde	<b>2020</b>	<b>824,599</b>	<b>26,143</b>	<b>187,708</b>	<b>1,038,450</b>	<b>21,003</b>	<b>21,365</b>	<b>187,708</b>	<b>230,410</b>	<b>1,498,936</b>
	2019	801,034	15,055	100,000	916,089	20,531	34,468	-	132,377	1,103,465
J Clark	<b>2020</b>	<b>850,235</b>	<b>22,119</b>	<b>187,708</b>	<b>1,060,062</b>	<b>21,003</b>	<b>19,981</b>	<b>187,708</b>	<b>240,128</b>	<b>1,528,882</b>
	2019	798,018	14,052	100,000	912,070	20,531	21,309	-	144,498	1,098,408
R Percy <sup>(7)</sup>	<b>2020</b>	<b>676,385</b>	<b>25,046</b>	<b>215,250</b>	<b>916,681</b>	<b>21,003</b>	<b>12,752</b>	<b>215,250</b>	<b>160,341</b>	<b>1,326,027</b>
<b>Total</b>	<b>2020</b>	<b>4,697,154</b>	<b>157,298</b>	<b>1,151,666</b>	<b>6,006,118</b>	<b>126,998</b>	<b>79,103</b>	<b>590,666</b>	<b>1,643,596</b>	<b>8,446,481</b>
<b>remuneration</b>	2019	3,985,799	60,084	997,225	5,043,108	107,704	80,782	-	1,733,310	6,964,904

(1) Mr Fay was appointed on 15 October 2018.

(2) Ms Cox was appointed on 21 October 2019.

(3) Ms Scenna was appointed on 21 October 2019.

(4) Mr Levy retired on 26 February 2020.

(5) Ms McKellar retired on 28 November 2019.

(6) Mr Blight was appointed on 1 June 2018 and resigned 19 July 2019.

(7) Mr Percy became a KMP on 1 July 2019.

(8) Includes any change in accruals for annual leave.

# Directors' Report

## 8.2 At risk cash awards and performance rights vesting and forfeiture in 2020

For each at risk cash award and grant of performance rights options (equity-based compensation) included in the tables above, the percentage of the available at-risk cash bonus paid, or equity-based compensation that vested, during the year and the percentage that was forfeited because the person did not meet the service and performance criteria is set out below.

The performance rights are subject to vesting conditions as outlined above. No performance rights will vest if the conditions are not satisfied, hence the minimum value of performance rights yet to vest is \$nil. The maximum value of the performance rights yet to vest has been determined as the amount of the grant date fair value of the performance rights that is yet to be expensed at balance date. References to options in the table below relate to performance rights.

	At-risk cash bonus		Equity based compensation				
	Cash bonus paid %	Cash bonus forfeited %	Years options granted	Options vested in 2020 %	Options forfeited in 2020 %	Years options may vest	Maximum value of grant to vest \$
P Weightman	62.3%	37.7%	2018/19	92.9% <sup>(1)</sup>	7.1% <sup>(1)</sup>	2021/22	827,939
M Wilde	88.3%	11.7%	2018/19/20	100.0% <sup>(2)</sup>	-	2021/22/23	345,145
J Clark	88.3%	11.7%	2018/19/20	100.0% <sup>(2)</sup>	-	2021/22/23	350,933
R Percy	61.5%	38.5%	2018/19/20	100.0% <sup>(2)</sup>	-	2021/22/23	260,982

<sup>(1)</sup> Related to performance rights issued in 2016 and 2019

<sup>(2)</sup> Related to performance rights issued in 2016

## 8.3 Equity based compensation for the CEO and other KMP

Details of the PRP are set out in part 5.2 of the remuneration report.

All Executive Directors and employees of Cromwell are considered for participation in the PRP subject to a minimum period of service and level of remuneration, which may be waived by the Committee. Grants to Executive Directors are subject to securityholder approval.

Consideration for granting performance rights, grant periods, vesting and exercise dates, exercise periods and exercise prices are determined by the Board or Committee in each case. Performance rights carry no voting rights. When exercised, each performance right is convertible into one stapled security.

The terms and conditions of each grant of performance rights under the PRP affecting remuneration for Key Management Personnel in the current or future reporting periods are included in the table below:

Grant date	Expiry date	Exercise price	No of performance rights granted	Assessed value per right at grant date
16-Feb-2018	1-Nov-2020	-	454,164	75.9¢
16-Feb-2018	1-Nov-2020	\$0.50	2,136,616	28.8¢
07-Nov-2018	06-Nov-2021	-	386,581	80.8¢
07-Nov-2018	06-Nov-2021	\$0.50	278,531	34.0¢
21-Dec-2018	06-Nov-2021	\$0.50	1,846,581	35.4¢
21-Dec-2018	30-Sep-2020	-	899,297	72.2¢
21-Dec-2018	30-Sep-2021	-	1,606,038	87.6¢
04-Oct-2019	01-Oct-2020	-	344,118	106.3¢
04-Oct-2019	01-Oct-2020	\$0.50	250,566	57.5¢
27-Mar-2020	01-Sep-2022	-	668,638	63.0¢
27-Mar-2020	01-Sep-2022	-	334,319	30.2¢

Details of changes during the 2020 year in performance rights on issue to Key Management Personnel under the PRP are set out below.

	Opening balance	Granted	Exercised	Forfeited	Lapsed	Closing balance
P Weightman	8,972,641	-	(2,788,525) <sup>(4)</sup>	(261,223)	-	5,922,893
M Wilde	535,022	527,732 <sup>(1)</sup>	(130,158) <sup>(5)</sup>	-	-	932,596
J Clark	582,877	526,814 <sup>(2)</sup>	(146,996) <sup>(6)</sup>	-	-	962,695
R Percy	969,131	543,095 <sup>(3)</sup>	(386,364) <sup>(7)</sup>	-	-	1,125,862
	11,059,671	1,597,640	(3,452,043)	-	-	8,944,046

<sup>(1)</sup> The fair value at grant date was \$368,248.

<sup>(2)</sup> The fair value at grant date was \$367,273.

<sup>(3)</sup> The fair value at grant date was \$296,285

<sup>(4)</sup> The fair value at grant date was \$613,476. The face value at exercise date was \$1,868,312. Exercise price was fully paid.

<sup>(5)</sup> The fair value at grant date was \$87,987. The face value at exercise date was \$171,809. Exercise price was fully paid.

<sup>(6)</sup> The fair value at grant date was \$99,369. The face value at exercise date was \$194,035. Exercise price was fully paid

<sup>(7)</sup> The fair value at grant date was \$80,750. The face value at exercise date was \$316,818. Exercise price was fully paid.

# Directors' Report

The assessed fair value at grant date of performance rights granted is allocated equally over the period from grant date to vesting date, and the amount is included in the remuneration tables in section 8.1 of the remuneration report.

A total of 3,366,613 performance rights were granted during 2020 (2019: 5,145,726) of which 1,597,640 (2019: 4,738,497) were issued to Key Management Personnel. No approval for the issue of these performance rights was obtained under ASX Listing Rule 10.14. The model inputs for performance rights granted during the 2020 year are disclosed in note 21.

Plan rules contain a restriction on removing the "at risk" aspect of the instruments granted to executives. Plan participants may not enter into any transaction designed to remove the "at risk" aspect of an instrument before it vests without explicit approval from the Board.

## 8.4 Employment contracts and termination provisions

*Paul Weightman (CEO)*

Remuneration and other terms of employment for the Chief Executive Officer are formalised in an employment agreement. Cromwell may terminate the agreement without notice for gross misconduct; otherwise, Cromwell may terminate the agreement on six months' notice, or payment of entitlements for this period in lieu of notice. Mr Weightman may terminate the agreement at any time with six months' notice. Other major provisions of the agreement are as follows:

- Term of agreement – Commencing 1 July 2006, no fixed termination date.
- Base salary, exclusive of superannuation, of \$1,500,000, to be reviewed annually by the Nomination and Remuneration Committee.
- Performance cash bonus of up to \$900,000 with KPI targets to be reviewed annually by the Nomination and Remuneration Committee.
- Long term incentive of up to \$1,500,000 by way of Performance Rights with vesting hurdles reviewed annually by the Nomination and Remuneration Committee.

*All other executives*

Remuneration and other terms of employment for other executives are contained under standard employment contracts. There are no termination payments due under the contracts other than statutory entitlements for accrued leave. Remuneration is reviewed annually.

*Termination provisions*

There are no fixed term conditions in executive employment contracts. Minimum termination periods for executives are outlined below and adhered to in all cases except in the case of serious breaches of the employment contract.

	Notice period employee	Notice period Cromwell
Managing Director / CEO	6 months	6 months
All other key management personnel	6 months	6 months

## 8.5 Security Holdings

The number of stapled securities in Cromwell held during the year by key management personnel of Cromwell, including their personally related parties are as follows:

	Balance at 1 July	Performance rights exercised	Net purchases (sales)	Balance at 30 June
<b>Non-executive directors:</b>				
Mr L Blitz	-	-	550,000	550,000
Mr A Fay	646,155	-	26,086	672,241
Ms T Cox	-	-	90,000	90,000
Ms L Scenna	-	-	55,000	55,000
Ms J Tongs	297,321	-	82,586	379,907
<b>Executive Management Group (EMG):</b>				
Mr Paul Weightman	23,846,806	2,788,525	-	26,635,331
Mr M Wilde	324,536	130,158	(63,504)	391,190
Ms J Clark	350,936	146,996	-	497,932
Mr R Percy	596,357	386,364	-	982,721
	26,062,111	3,452,043	740,168	30,254,322

## 8.6 Loans to key management personnel

Cromwell has provided loans to Mr Weightman, a Director of the Company, for the exercise of his employee options under Cromwell's Performance Rights Plan. Each loan term is three years, limited recourse and interest free. The outstanding balance at balance date was \$2,736,980 (2019: \$1,960,001).

## 8.7 Other transactions with key management personnel

Cromwell rents an apartment, located at 185 Macquarie Street, Sydney, which is owned by Mr Weightman, a Director of the Company. Total rent paid during 2020 was \$96,200 (2019: \$114,396). At balance date an amount of \$8,017 (2019: \$9,533) was payable. The payment of rent is on normal commercial terms and conditions and at market rates.

The lease expired on 30 June 2020 and has not been renewed by Cromwell.

End of Remuneration Report

# Directors' Report

## Significant changes in the state of affairs

Changes in the state of affairs of Cromwell during the financial year are set out within the financial report. There were no significant changes in the state of affairs of Cromwell during the financial year other than as disclosed in this report and the accompanying financial report.

## Subsequent events

Other than as disclosed in note 26, no matter or circumstance has arisen since 30 June 2020 that has significantly affected or may significantly affect:

- Cromwell's operations in future financial years; or
- the results of those operations in future financial years; or
- Cromwell's state of affairs in future financial years.

## Environmental regulation

The Directors are not aware of any particular and significant environmental regulation under a law of the Commonwealth, State or Territory relevant to Cromwell.

## Trust Disclosures

### *Issued Units*

Units issued in the Trust during the year are set out in note 12 in the accompanying financial report. There were 2,612,871,600 (2019: 2,236,642,691) issued units in the Trust at balance date.

### *Value of Scheme Assets*

The total carrying value of the Trust's assets as at year end was \$4,834.0 million (2019: 3,654.1 million). Net assets attributable to unitholders of the Trust were \$2,494.7 million (2019: \$2,183.8 million) equating to \$0.96 per unit (2019: \$0.99 per unit).

The Trust's assets are valued in accordance with policies stated in notes to the financial statements.

### *Alternative Investment Fund Managers Directive (AIFMD) Remuneration Disclosure*

The senior management and staff of Cromwell whose actions have a material impact on the risk profile of the Trust are considered to be the key management personnel identified in the Remuneration Report which is included in this Directors' Report.

The amount of the aggregate remuneration paid by Cromwell to those key management personnel in respect of the financial year ending 30 June 2020 was \$8,446,481 (2019: \$6,964,904). This amount is comprised of fixed remuneration of \$4,469,887 and variable remuneration of \$3,976,594 (2019: \$4,234,369 and \$2,730,535 respectively).

This remuneration disclosure is being made to satisfy Cromwell Property Securities Limited's obligations under AIFMD. References to "remuneration", "staff" and "senior management" should be construed accordingly.

## Indemnifying officers or auditor

Subject to the following, no indemnity or insurance premium was paid during the financial year for a person who is or has been an officer of Cromwell. The constitution of the Company provides that to the extent permitted by law, a person who is or has been an officer of the Company is indemnified against certain liabilities and costs incurred by them in their capacity as an officer of the Company.

Further, the Company has entered into a Deed of access, insurance and indemnity with each of the Directors and the company secretary. Under the deed, the Company agrees to, amongst other things:

- indemnify the officer to the extent permitted by law against certain liabilities and legal costs incurred by the officer as an officer of the Company and its subsidiaries;
- maintain and pay the premium on an insurance policy in respect of the officer; and
- provide the officer with access to board papers and other documents provided or available to the officer as an officer of the Company and its subsidiaries.

Cromwell has paid premiums for directors' and officers' liability insurance with respect to the Directors, company secretary and senior management as permitted under the *Corporations Act 2001* (Cth). The terms of the policy prohibit disclosure of the nature of the liabilities covered and the premiums payable under the policy. No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or has been an auditor of the Company or any of its controlled entities.

## Rounding of amounts

Cromwell is an entity of the kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and in accordance with that instrument amounts in the Directors' report have been rounded off to the nearest one hundred thousand dollars, or in certain cases to the nearest dollar, unless otherwise indicated.

# Directors' Report

## Auditor

Deloitte Touche Tohmatsu continues in office in accordance with section 327 of the *Corporations Act 2001* (Cth).

The Company may decide to employ Deloitte Touche Tohmatsu on assignments additional to their statutory duties where the auditor's expertise and experience with the Company and/or the Cromwell are important.

The Directors have considered the position and, in accordance with advice received from the Audit & Risk Committee, are satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001* (Cth). The Directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the *Corporations Act 2001* (Cth) as none of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants* and all non-audit services have been reviewed by the Audit & Risk Committee to ensure they do not impact the impartiality and objectivity of the auditor.

Details of the amounts paid or payable to the auditor and its related parties for non-audit services provided to Cromwell are set out below:

	2020 \$	2019 \$
<b>Non-audit services</b>		
Due diligence services	111,801	208,050
Tax compliance services – Australia	34,436	30,800
Tax compliance and other services - overseas	44,261	181,300
<b>Total remuneration for non-audit services</b>	<b>190,478</b>	<b>420,150</b>

During the year, Deloitte, as auditor, received remuneration for audit and other services relating to other entities for which Cromwell EREIT Management Pte. Ltd and Cromwell Investment Services Limited, both controlled entities, act as responsible entity. The remuneration was disclosed in the relevant entity's financial reports and totalled \$1,272,200 (2019: \$1,542,700).

## Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* (Cth) accompanies this report.

The Directors' Report, including the Remuneration Report, is signed in accordance with a resolution of the Directors.



PL Weightman

Director

Dated this 26th day of August 2020

Board of Directors  
Cromwell Corporation Limited and  
Cromwell Property Securities Limited  
(as responsible entity for Cromwell Diversified Property Trust)  
Level 19, 200 Mary Street  
Brisbane QLD 4000

26 August 2020

Dear Directors

### **Auditor's Independence Declaration**

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the Board of Directors of Cromwell Corporation Limited and Cromwell Property Securities Limited as responsible entity for Cromwell Diversified Property Trust.

As lead audit partner for the audit of the financial report of Cromwell Property Group (the stapled entity which comprises Cromwell Corporation Limited, Cromwell Diversified Property Trust and the entities they controlled at the end of the year or from time to time during the year) and Cromwell Diversified Property Trust for the year ended 30 June 2020, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours faithfully

*Deloitte Touche Tohmatsu*

DELOITTE TOUCHE TOHMATSU



David Rodgers  
Partner  
Chartered Accountants

# Consolidated Statements of Profit or Loss

For the year ended 30 June 2020

	Notes	Cromwell		Trust	
		2020 \$M	2019 \$M	2020 \$M	2019 \$M
<b>Continuing operations</b>					
<b>Revenue</b>					
Rental income and recoverable outgoings		253.8	198.5	253.2	197.8
Funds management fees		122.1	99.2	-	-
Development sales and fees		32.0	9.5	-	-
Interest		5.8	4.8	9.0	8.5
Distributions		2.0	2.5	-	-
Other revenue		0.3	0.1	0.2	0.1
<b>Total revenue</b>	5(a)	<b>416.0</b>	314.6	<b>262.4</b>	206.4
<b>Other income</b>					
Fair value net gains from:					
Investment properties	7(d)	17.5	86.4	17.5	86.4
Derivative financial instruments		18.4	-	18.4	-
Share of profit of equity accounted investments	8(f),(g)	39.5	55.6	32.4	51.4
Net foreign currency gains		-	-	-	2.0
Gain on sale of investment property	7(g)	3.3	0.7	3.3	0.7
<b>Total revenue and other income</b>		<b>494.7</b>	457.3	<b>334.0</b>	346.9
<b>Expenses</b>					
Property expenses and outgoings		57.2	34.0	64.9	39.1
Funds management costs		8.7	2.0	-	-
Property development costs		-	5.9	-	-
Finance costs	10(d)	71.4	68.1	69.5	67.8
Employee benefits expense	23(a)	90.2	71.4	-	-
Administration and overhead costs		36.5	43.7	24.3	16.5
Amortisation and depreciation		7.4	2.4	-	-
Fair value net loss from:					
Derivative financial instruments		-	10.5	-	10.5
Investments at fair value through profit or loss		4.3	9.2	-	-
Other transaction costs		23.4	2.9	19.0	1.8
Loss on disposal of other assets		3.6	0.3	3.4	-
Costs in relation to asset classified as held for sale	8(f),(g)	-	35.3	-	35.3
Decrease in recoverable amounts		4.3	0.4	-	-
Net foreign currency losses		2.8	3.0	4.2	-
<b>Total expenses</b>		<b>309.8</b>	289.1	<b>185.3</b>	171.0
<b>Profit before income tax</b>		<b>184.9</b>	168.2	<b>148.7</b>	175.9
Income tax expense / (benefit)	6(c)	3.8	8.3	(5.1)	12.5
<b>Profit for the year from continuing operations</b>		<b>181.1</b>	159.9	<b>153.8</b>	163.4
<i>Profit / (loss) for the year is attributable to:</i>					
Company shareholders		29.1	(2.9)	-	-
Trust unitholders		152.0	162.8	152.0	162.8
Non-controlling interests		-	-	1.8	0.6
<b>Profit for the year from continuing operations</b>		<b>181.1</b>	159.9	<b>153.8</b>	163.4
<b>Earnings per security</b>					
Basic earnings per company share/trust unit (cents)	4(c)	1.12¢	(0.15¢)	5.91¢	7.71¢
Diluted earnings per company share/trust unit (cents)	4(c)	1.12¢	(0.15¢)	5.89¢	7.67¢
Basic earnings per stapled security (cents)	4(d)	6.96¢	7.53¢		
Diluted earnings per stapled security (cents)	4(d)	6.94¢	7.50¢		

The above consolidated statements of profit or loss should be read in conjunction with the accompanying notes.

# Consolidated Statements of Other Comprehensive Income

For the year ended 30 June 2020

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
<b>Profit for the year</b>	<b>181.1</b>	159.9	<b>153.8</b>	163.4
<b>Other comprehensive income</b>				
<i>Items that may be reclassified to profit or loss</i>				
Exchange differences on translation of foreign operations	(3.5)	34.3	0.6	31.8
Income tax relating to this item	-	-	-	-
<b>Other comprehensive income, net of tax</b>	<b>(3.5)</b>	34.3	<b>0.6</b>	31.8
<b>Total comprehensive income</b>	<b>177.6</b>	194.2	<b>154.4</b>	195.2
<i>Total comprehensive income is attributable to:</i>				
Company shareholders	25.0	(0.4)	-	-
Trust unitholders	152.6	194.6	152.6	194.6
Non-controlling interests	-	-	1.8	0.6
<b>Total comprehensive income</b>	<b>177.6</b>	194.2	<b>154.4</b>	195.2

The above consolidated statements of other comprehensive income should be read in conjunction with the accompanying notes.

# Consolidated Balance Sheets

As at 30 June 2020

	Notes	Cromwell		Trust	
		2020 \$M	2019 \$M	2020 \$M	2019 \$M
<b>Current assets</b>					
Cash and cash equivalents		194.1	101.6	117.8	47.7
Receivables	18(c)	50.3	72.9	30.9	182.7
Inventories		15.4	15.6	-	-
Current tax assets		1.6	0.9	0.7	-
Other current assets		8.7	8.0	3.0	1.9
		270.1	199.0	152.4	232.3
Investment properties classified as held for sale	7(b)	44.0	-	44.0	-
Equity accounted investments classified as held for sale	8(a)	49.8	150.4	47.3	148.4
<b>Total current assets</b>		<b>363.9</b>	<b>349.4</b>	<b>243.7</b>	<b>380.7</b>
<b>Non-current assets</b>					
Investment properties	7(b)	3,708.3	2,520.9	3,708.3	2,520.9
Equity accounted investments	8(a)	668.2	664.1	633.7	626.3
Investments at fair value through profit or loss	9(a)	12.9	22.6	-	0.8
Receivables	18(c)	201.0	121.3	246.7	125.4
Intangible assets	19(a)	7.6	4.5	-	-
Property, plant and equipment		20.3	5.9	-	-
Deferred tax assets	6(e)	8.3	7.0	1.6	-
<b>Total non-current assets</b>		<b>4,626.6</b>	<b>3,346.3</b>	<b>4,590.3</b>	<b>3,273.4</b>
<b>Total assets</b>		<b>4,990.5</b>	<b>3,695.7</b>	<b>4,834.0</b>	<b>3,654.1</b>
<b>Current liabilities</b>					
Trade and other payables	18(d)	111.1	60.3	85.6	31.8
Dividends / distributions payable		49.0	40.5	49.0	40.5
Interest bearing liabilities	10(a)	3.7	88.0	0.4	88.0
Derivative financial instruments	11(a)	13.1	32.4	13.1	32.4
Provisions		6.8	5.6	-	-
Current tax liability		4.9	0.7	-	0.4
Unearned income		13.9	6.9	13.6	6.9
<b>Total current liabilities</b>		<b>202.5</b>	<b>234.4</b>	<b>161.7</b>	<b>200.0</b>
<b>Non-current liabilities</b>					
Interest bearing liabilities	10(a)	2,187.5	1,268.4	2,168.2	1,261.0
Derivative financial instruments	11(a)	6.2	4.7	6.2	4.7
Provisions		0.8	0.5	-	-
Deferred tax liabilities	6(e)	4.5	4.7	3.2	4.6
<b>Total non-current liabilities</b>		<b>2,199.0</b>	<b>1,278.3</b>	<b>2,177.6</b>	<b>1,270.3</b>
<b>Total liabilities</b>		<b>2,401.5</b>	<b>1,512.7</b>	<b>2,339.3</b>	<b>1,470.3</b>
<b>Net assets</b>		<b>2,589.0</b>	<b>2,183.0</b>	<b>2,494.7</b>	<b>2,183.8</b>
<b>Equity</b>					
Contributed equity	12(a)	207.1	138.4	2,071.4	1,719.0
Reserves	13(a)	28.1	29.4	30.0	29.4
Retained earnings / (accumulated losses)		(170.6)	(199.7)	385.0	428.5
<b>Equity attributable to shareholders / unitholders</b>		<b>64.6</b>	<b>(31.9)</b>	<b>2,486.4</b>	<b>2,176.9</b>
<b>Non-controlling interests</b>					
Trust unitholders		2,524.4	2,214.9	-	-
Non-controlling interests		-	-	8.3	6.9
<b>Total equity</b>		<b>2,589.0</b>	<b>2,183.0</b>	<b>2,494.7</b>	<b>2,183.8</b>

The above consolidated balance sheets should be read in conjunction with the accompanying notes.

# Consolidated Statements of Changes in Equity

For the year ended 30 June 2020

Cromwell		Attributable to Equity Holders of the Company				Non-controlling interests (Trust) \$M	Total equity \$M
		Contributed equity \$M	Other reserves \$M	Accumulated losses \$M	Total \$M		
2020	Notes						
		138.4	29.4	(199.7)	(31.9)	2,214.9	2,183.0
		-	-	29.1	29.1	152.0	181.1
		-	(4.1)	-	(4.1)	0.6	(3.5)
		-	(4.1)	29.1	25.0	152.6	177.6
		<i>Transactions with equity holders in their capacity as equity holders:</i>					
		68.7	-	-	68.7	352.4	421.1
	12(c)						
		-	-	-	-	(195.5)	(195.5)
	3(b)						
		-	2.8	-	2.8	-	2.8
		68.7	2.8	-	71.5	156.9	228.4
		207.1	28.1	(170.6)	64.6	2,524.4	2,589.0

		Attributable to Equity Holders of the Company				Non-controlling interests (Trust) \$M	Total equity \$M
		Contributed equity \$M	Other reserves \$M	Accumulated losses \$M	Total \$M		
2019	Notes						
		118.9	24.3	(196.8)	(53.6)	1,955.1	1,901.5
		-	-	(2.9)	(2.9)	162.8	159.9
		-	2.5	-	2.5	31.8	34.3
		-	2.5	(2.9)	(0.4)	194.6	194.2
		<i>Transactions with equity holders in their capacity as equity holders:</i>					
		19.5	-	-	19.5	222.7	242.2
	12(c)						
		-	-	-	-	(157.5)	(157.5)
	3(b)						
		-	2.6	-	2.6	-	2.6
		19.5	2.6	-	22.1	65.2	87.3
		138.4	29.4	(199.7)	(31.9)	2,214.9	2,183.0

The above consolidated statements of changes in equity should be read in conjunction with accompanying notes.

# Consolidated Statements of Changes in Equity

For the year ended 30 June 2020

Trust		Attributable to Equity Holders of the CDPT				Non-controlling interests \$M	Total equity \$M
		Contributed equity \$M	Other reserves \$M	Retained earnings \$M	Total \$M		
<b>2020</b>	<b>Notes</b>						
		1,719.0	29.4	428.5	2,176.9	6.9	2,183.8
		-	-	152.0	152.0	1.8	153.8
		-	0.6	-	0.6	-	0.6
		-	0.6	152.0	152.6	1.8	154.4
		<i>Transactions with equity holders in their capacity as equity holders:</i>					
		Contributions of equity, net of equity issue costs					
	12(c)	352.4	-	-	352.4	-	352.4
	3(b)	-	-	(195.5)	(195.5)	(0.4)	(195.9)
		352.4	-	(195.5)	156.9	(0.4)	156.5
		<b>2,071.4</b>	<b>30.0</b>	<b>385.0</b>	<b>2,486.4</b>	<b>8.3</b>	<b>2,494.7</b>

Trust		Attributable to Equity Holders of the CDPT				Non-controlling interests \$M	Total equity \$M
		Contributed equity \$M	Other reserves \$M	Retained earnings \$M	Total \$M		
<b>2019</b>	<b>Notes</b>						
		1,496.3	(2.4)	423.2	1,917.1	6.3	1,923.4
		-	-	162.8	162.8	0.6	163.4
		-	31.8	-	31.8	-	31.8
		-	31.8	162.8	194.6	0.6	195.2
		<i>Transactions with equity holders in their capacity as equity holders:</i>					
		Contributions of equity, net of equity issue costs					
	12(c)	222.7	-	-	222.7	-	222.7
	3(b)	-	-	(157.5)	(157.5)	-	(157.5)
		222.7	-	(157.5)	65.2	-	65.2
		1,719.0	29.4	428.5	2,176.9	6.9	2,183.8

The above consolidated statements of changes in equity should be read in conjunction with accompanying notes.

# Consolidated Statements of Cash Flows

For the year ended 30 June 2020

	Note	Cromwell		Trust	
		2020 \$M	2019 \$M	2020 \$M	2019 \$M
<b>Cash flows from operating activities</b>					
Receipts in the course of operations		375.4	331.3	275.8	227.6
Payments in the course of operations		(170.0)	(200.8)	(87.3)	(72.2)
Interest received		5.2	4.3	14.9	8.1
Distributions received		57.6	47.7	55.6	42.7
Finance costs paid		(59.9)	(47.3)	(59.7)	(47.2)
Income tax paid		(7.1)	(0.2)	(4.1)	(0.2)
<b>Net cash provided by operating activities</b>	20(c)	<b>201.2</b>	<b>135.0</b>	<b>195.2</b>	<b>158.8</b>
<b>Cash flows from investing activities</b>					
Proceeds from sale of investment properties		155.0	0.9	155.0	0.9
Payments for investment properties		(1,306.0)	(40.2)	(1,306.0)	(40.2)
Proceeds from sale of equity accounted investments		169.8	-	149.0	-
Payments for equity accounted investments		(50.2)	(129.3)	(50.1)	(137.2)
Proceeds from sale of investments at fair value through profit or loss		3.5	2.5	-	0.5
Payments for investments at fair value through profit or loss		-	(0.9)	-	-
Receipt of capital return distributions from investments at fair value through profit or loss		1.0	-	-	-
Payments for intangible assets		(5.5)	(3.3)	-	-
Proceeds from the sale of property, plant and equipment		-	0.1	-	-
Payments for property, plant and equipment		(1.1)	(4.2)	-	-
Repayment of loans to related entities and directors		57.1	5.0	100.7	11.8
Loans to related entities and directors		(134.1)	(65.3)	(113.4)	(48.3)
Payments for other transaction costs		(23.4)	(2.9)	(19.0)	(1.8)
<b>Net cash used in investing activities</b>		<b>(1,133.9)</b>	<b>(237.6)</b>	<b>(1,083.8)</b>	<b>(214.3)</b>
<b>Cash flows from financing activities</b>					
Proceeds from interest bearing liabilities		2,050.4	178.5	2,050.4	171.0
Repayment of interest bearing liabilities		(1,243.8)	(250.7)	(1,243.8)	(250.7)
Payment of loan transaction costs		(4.5)	(4.4)	(4.5)	(4.4)
Payments for settlement of derivative financial instruments		-	(12.3)	-	(12.3)
Proceeds from issue of stapled securities		408.1	229.2	343.3	209.7
Payment of equity issue transaction costs		(9.4)	(4.0)	(8.3)	(4.0)
Payment of dividends / distributions		(166.0)	(141.3)	(169.6)	(141.3)
<b>Net cash provided by / (used in) financing activities</b>		<b>1,034.8</b>	<b>(5.0)</b>	<b>967.5</b>	<b>(32.0)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>102.1</b>	<b>(107.6)</b>	<b>78.9</b>	<b>(87.5)</b>
Cash and cash equivalents at 1 July		101.6	204.6	47.7	137.6
Effects of exchange rate changes on cash and cash equivalents		(9.6)	4.6	(8.8)	(2.4)
<b>Cash and cash equivalents at 30 June</b>		<b>194.1</b>	<b>101.6</b>	<b>117.8</b>	<b>47.7</b>

The above consolidated statements of cash flows should be read in conjunction with the accompanying notes.

# Notes to the Financial Statements

For the year ended 30 June 2020

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Cromwell's annual financial report has been prepared in a format designed to provide users of the financial report with a clearer understanding of relevant balances and transactions that drive Cromwell's financial performance and financial position free of immaterial and superfluous information. Plain English is used in commentary or explanatory sections of the notes to the financial statements to also improve readability of the financial report. Additionally, amounts in the consolidated financial statements have now been rounded off to the nearest one hundred thousand dollars, unless otherwise indicated, in accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191.

The notes have been organised into the following six sections for reduced complexity and ease of navigation:

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# Notes to the Financial Statements

For the year ended 30 June 2020

## ABOUT THIS REPORT

This section provides an overview of Cromwell's accounting policies that relate to the preparation of the financial report as a whole and do not relate to specific items. Accounting policies for specific items in the Consolidated balance sheets or Consolidated statements of profit or loss have been included in the relevant note.

## 1. Basis of preparation

Cromwell Property Group ("Cromwell") was formed by the stapling of Cromwell Corporation Limited ("the Company") and its controlled entities, and Cromwell Diversified Property Trust ("CDPT") and its controlled entities ("the Trust"). The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (including Australian Accounting Interpretations) adopted by the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001* (Cth). The Financial Reports of Cromwell and the Trust have been presented jointly in accordance with ASIC Corporations (Stapled Group Reports) Instrument 2015/838 relating to combining accounts under stapling and for the purpose of fulfilling the requirements of the Australian Securities Exchange. Cromwell and the Trust are for-profit entities for the purpose of preparing the financial statements.

This financial report has been prepared on a going concern basis. The Group's and Trust's current assets exceed current liabilities by \$161.4 million and \$82.0 million respectively at 30 June 2020 (30 June 2019: \$115.0 million and \$180.7 million). In addition, at 30 June 2020, the Group and Trust had available a total of \$472.9 million of undrawn but committed bank debt facilities (2019: \$780.7 million) and \$194.1 million and \$117.8 million of cash (2019: \$101.6 million and \$47.7 million).

### *Compliance with IFRS*

The financial report complies with the International Financial Reporting Standards (IFRS) and interpretations adopted by the International Accounting Standards Board.

### *Historical cost convention*

The financial report is prepared on the historical cost basis except for the following:

- investment properties are measured at fair value;
- derivative financial instruments are measured at fair value;
- investments at fair value through profit or loss are measured at fair value; and,
- receivables at fair value through profit or loss are measured at fair value.

### *Rounding of amounts*

Cromwell is an entity of the kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and in accordance with that instrument amounts in the Directors' report and financial report have been rounded off to the nearest one hundred thousand dollars, or in certain cases to the nearest dollar, unless otherwise indicated.

### *Comparatives*

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

## **a) Critical accounting estimates and judgements**

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis and are based on historical or professional experience and other factors such as expectations about future events. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

# Notes to the Financial Statements

For the year ended 30 June 2020

The areas that involved a higher degree of judgement or complexity and may need material adjustment if estimates and assumptions made in preparation of these financial statements are incorrect are:

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Fair value of financial instruments	14

## b) Impacts of COVID-19 upon financial statement preparation

COVID-19, a respiratory illness, was declared a world-wide pandemic by the World Health Organisation in March 2020. Immediately following the global outbreak of COVID-19, Cromwell enacted its Business Continuity Plan ("BCP") and transitioned its global workforce to remote work arrangements with many of Cromwell's tenants, clients, suppliers and banking counterparties also enacting similar arrangements. These actions, coupled with Cromwell's prior investment in systems, processes and people has ensured there has been no material interruption to the operation of any of Cromwell's business segments due to COVID-19.

However, COVID-19 itself, as well as measures to slow the spread of the virus, have had a significant impact on global economies and equity, debt and other financial markets. Cromwell has considered the impact of COVID-19 and other market volatility in preparing these financial statements. Whilst the specific areas of judgement noted previously did not change, the impact of COVID-19 has resulted in the wider application of judgement within those identified areas. Given the dynamic and evolving nature of the COVID-19 pandemic, limited recent experience of the economic and financial impacts of such a pandemic, and the short duration between the declaration of the pandemic and the preparation of the annual report, changes to the estimates and outcomes that have been applied in the measurement of the Cromwell's assets and liabilities may arise in the future. It should be noted that against a background of relative uncertainty surrounding how COVID-19 and its social and economic consequences will unfold, these estimates represent the Directors' views as they existed at 30 June 2020.

Key items and related disclosures that have been impacted by COVID-19 were as follows:

- **Rental income and recoverable outgoings** – notwithstanding Cromwell's and Trust's tenant population being heavily skewed towards government, ASX-listed entities and other robust tenants (see note 2(g)), given recent rental market volatility, management engaged with all tenants in in Australia and Poland in order to achieve the best possible commercial outcomes for all parties. This process resulted in tenants (168) being provided with appropriate rent relief in the form of rental waivers (\$6.2 million) and deferred payment plans (resulting in the deferred collection of \$7.7 million for periods ranging from 3 months to 24 months), coupled with lease extensions (amortisation cost \$0.8 million to 30 June 2020). For further information refer to note 5.
- **Investment properties** - management reviewed the appropriateness of inputs into investment property valuations. This process included a comprehensive review and update of relevant cash flow information taking into account the impacts of COVID-19. Other than those properties classified as being held for sale and 475 Victoria Avenue, NSW, all investment properties were externally valued at 30 June 2020. Disclosures with respect to Cromwell's investment properties are provided in note 7.
- **Interest in associates and joint ventures and investments in subsidiaries** - Cromwell's investments in associates and joint ventures were assessed for indicators of impairment. Where indicators of impairment were identified Cromwell tested the carrying amount by comparing the investment's recoverable amount with its carrying value. No investments were found to be impaired. Disclosures with respect to Cromwell's equity accounted interests is provided in note 8.
- **Receivable, loan assets, and amounts due from subsidiaries** - in response to COVID-19 management has undertaken a review of its relevant tenant receivable and loan asset portfolios, loans to subsidiaries and other financial asset exposures. This process involved a thorough examination of all receivable balances to assess the extent of expected credit losses that should be recognised. Relevant risk management disclosures are included in note 14.

## c) Basis of consolidation

### Stapling

The stapling of the Company and CDPT was approved at separate meetings of the respective shareholders and unitholders on 6 December 2006. Following approval of the stapling, shares in the Company and units in the Trust were stapled to one another and are quoted as a single security on the Australian Securities Exchange.

Australian Accounting Standards require an acquirer to be identified and an in-substance acquisition to be recognised. In relation to the stapling of the Company and CDPT, the Company is identified as having acquired control over the assets of CDPT.

The Trust's contributed equity and retained earnings/accumulated losses are shown as a non-controlling interest in this Financial Report in accordance with AASB 3 *Business Combinations*. Even though the interests of the equity holders of the identified acquiree (the Trust) are treated as non-controlling interests the equity holders of the acquiree are also equity holders in the acquirer (the Company) by virtue of the stapling arrangement.

# Notes to the Financial Statements

For the year ended 30 June 2020

## Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries as at 30 June 2020 and the results of all subsidiaries for the year then ended. Subsidiaries are entities controlled by Cromwell. Control exists when Cromwell is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The acquisition method of accounting is used to account for the business combinations by Cromwell Inter-entity transactions, balances and unrealised gains on transactions between Cromwell entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by Cromwell.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Statement of comprehensive income and the Balance sheet respectively.

Investments in subsidiaries are accounted for at cost in the individual financial statements of the Company. A list of subsidiaries is included in note 16 to the consolidated financial statements.

## d) Foreign currency translation

### Functional and presentation currency

Items included in the financial statements of each of Cromwell's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Australian dollars, which is the Company's and the Trust's functional and presentation currency.

### Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Consolidated statement of comprehensive income, except when they are attributable to part of the net investment in a foreign operation. Foreign exchange gains and losses that relate to borrowings are presented in the Statement of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of profit or loss on a net basis. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

### Foreign operations

Subsidiaries, joint arrangements and associates that have functional currencies different from the presentation currency translate their Statement of profit or loss items using the average exchange rate for the year. Assets and liabilities are translated using exchange rates prevailing at balance date. Exchange variations resulting from the retranslation at closing rate of the net investment in foreign operations, together with their differences between their Statement of profit or loss items translated at average rates and closing rates, are recognised in the foreign currency translation reserve. For the purpose of foreign currency translation, the net investment in a foreign operation is determined inclusive of foreign currency intercompany balances. The balance of the foreign currency translation reserve relating to a foreign operation that is disposed of, or partially disposed of, is recognised in the Statement of comprehensive income at the time of disposal.

The following spot and average rates were used:

	Spot rate		Average rate	
	2020	2019	2020	2019
Euro	0.61	0.62	0.61	0.63
Singaporean Dollar	0.96	0.95	0.93	0.98
Polish Złoty	0.37	-	0.37	-
New Zealand Dollar	1.07	1.05	1.05	1.07

## e) Impairment of assets

At each reporting date, and whenever events or changes in circumstances occur, Cromwell assesses whether there is any indication that any relevant asset may be impaired. Where an indicator of impairment exists, Cromwell makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and an impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

# Notes to the Financial Statements

For the year ended 30 June 2020

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash generating units). Assets other than goodwill that have been previously impaired are reviewed for possible reversal of the impairment at each reporting date.

## f) Inventories

Inventories relate to land and property developments that are held for sale in the normal course of business. Inventories are carried at the lower of cost or net realisable value. Net realisable value is the estimated selling price in the normal course of business, less the estimated costs of completion and selling expenses.

## g) New accounting standards and interpretations adopted by Cromwell and the Trust

Cromwell and the Trust have adopted all applicable new Australian accounting standards and interpretations. Hence, the accounting standards detailed below are now applicable for the first time for the year ended 30 June 2020:

	Application date of the Standard	Application date to Cromwell – period commencing
AASB 16 <i>Leases</i> <sup>(1)</sup>	1 Jan 2019	1 Jul 2019
AASB Interpretation 23 <i>Uncertainty over Income Tax Treatments</i> <sup>(2)</sup>	1 Jan 2019	1 Jul 2019

(1) For further information see note 17.

(2) For further information see note 6.

There are currently no relevant accounting standards and interpretations that have been issued or amended but are not yet effective and have not been adopted Cromwell or the Trust.

# Notes to the Financial Statements

For the year ended 30 June 2020

## RESULTS

This section of the annual financial report provides further information on Cromwell's and the Trust's financial performance, including the performance of each of Cromwell's three segments, details of quarterly distributions, the earnings per security calculation as well as details about Cromwell's income tax items.

## 2. Operating segment information

### a) Overview

Operating segments are distinct business activities from which an entity earns revenues and incurs expenses and the results of which are regularly reviewed by the chief operating decision maker (CODM). Cromwell has three operating segments which are regularly reviewed by the Chief Executive Officer (CEO), Cromwell's CODM, in order to make decisions about resource allocation and to assess the performance of Cromwell. Segment profit / (loss), also referred to as operating profit, is considered to reflect the underlying earnings of Cromwell and is a key metric taken into account in determining distributions for Cromwell.

Operating segments below are reported in a manner consistent with the internal reporting provided to the CEO.

Cromwell's operating segments:	Business activity
Direct property investment	The ownership of investment properties located throughout Australia. This includes investment properties held by the Trust.
Indirect property investment	Cromwell's investment in the Polish investment property portfolio and equity accounted investments in CEREIT and other European collective investment vehicles.
Funds and asset management	<p>Funds management represents activities in relation to the establishment and management of external funds for retail investors and wholesale funds. Asset management includes property and facility management, leasing and project management.</p> <p>At 30 June 2020, Cromwell managed a number of external retail funds with combined assets under management of \$2.2 billion (30 June 2019: \$2.3 billion) and external wholesale funds in Cromwell's European business, with combined assets under management of \$6.0 billion (30 June 2019: \$6.1 billion).</p>

### b) Accounting policy

#### *Segment allocation*

Segment revenues, expenses, assets and liabilities are those that are directly attributable to a segment and the relevant portion that can be allocated to the segment on a reasonable basis. While most of these assets can be directly attributable to individual segments, the carrying amounts of certain assets used jointly by segments are allocated based on reasonable estimates of usage.

Segment revenues, expenses and results include transactions between segments. Such transactions are priced on an "arms-length" basis and are eliminated on consolidation.

Property expenses and outgoings which include rates, taxes and other property outgoings and other expenses are recognised on an accruals basis.

#### *EBITDA*

Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) is a measure of financial performance and is used as an alternative to operating profit or statutory profit.

#### *Segment profit / (loss)*

Segment profit / (loss), internally referred to as operating profit, is based on income and expenses excluding adjustments for unrealised fair value adjustments and write downs, gains or losses on all sale of investment properties and certain other non-cash income and expense items.

# Notes to the Financial Statements

For the year ended 30 June 2020

## c) Segment results

The table below shows segment results as presented to the CEO in his capacity as CODM. For further commentary on individual segment results refer to the Directors' Report:

2020	Direct property investment \$M	Indirect property investment \$M	Funds and asset management \$M	Cromwell \$M
<b>Segment revenue</b>				
Rental income and recoverable outgoings	228.9	40.9	-	269.8
Operating profit of equity accounted investments	-	51.4	2.9	54.3
Development sales and fees	32.0	-	-	32.0
Funds and asset management fees	-	-	132.9	132.9
Distributions	-	2.0	-	2.0
<b>Total segment revenue</b>	<b>260.9</b>	<b>94.3</b>	<b>135.8</b>	<b>491.0</b>
<b>Segment expenses</b>				
Property expenses	45.2	17.4	-	62.6
Funds and asset management direct costs	-	3.4	80.8	84.2
Other expenses	1.2	5.1	10.6	16.9
<b>Total segment expenses</b>	<b>46.4</b>	<b>25.9</b>	<b>91.4</b>	<b>163.7</b>
<b>EBITDA</b>	<b>214.5</b>	<b>68.4</b>	<b>44.4</b>	<b>327.3</b>
Finance costs	42.3	12.5	3.6	58.4
<b>Segment profit after finance costs</b>	<b>172.2</b>	<b>55.9</b>	<b>40.8</b>	<b>268.9</b>
<b>Unallocated items</b>				
Finance income				5.8
Corporate costs <sup>(1)</sup>				(39.2)
Income tax expense				(14.3)
<b>Segment profit</b>				<b>221.2</b>

(1) Includes non-segment specific corporate costs pertaining to Group level functions such as finance and tax, legal, risk and compliance, corporate secretarial and marketing and other corporate services.

2019	Direct property investment \$M	Indirect property investment \$M	Funds and asset management \$M	Cromwell \$M
<b>Segment revenue</b>				
Rental income and recoverable outgoings	208.0	-	-	208.0
Operating profit of equity accounted investments	-	51.8	2.2	54.0
Development sales and fees	9.5	-	-	9.5
Funds and asset management fees	-	-	105.4	105.4
Distributions	-	2.5	-	2.5
<b>Total segment revenue</b>	<b>217.5</b>	<b>54.3</b>	<b>107.6</b>	<b>379.4</b>
<b>Segment expenses</b>				
Property expenses	38.1	-	-	38.1
Development costs	5.9	-	-	5.9
Funds and asset management direct costs	-	-	60.7	60.7
Other expenses	1.2	3.4	12.5	17.1
<b>Total segment expenses</b>	<b>45.2</b>	<b>3.4</b>	<b>73.2</b>	<b>121.8</b>
<b>EBITDA</b>	<b>172.3</b>	<b>50.9</b>	<b>34.4</b>	<b>257.6</b>
Finance costs	36.2	5.5	5.9	47.6
<b>Segment profit after finance costs</b>	<b>136.1</b>	<b>45.4</b>	<b>28.5</b>	<b>210.0</b>
<b>Unallocated items</b>				
Finance income				4.8
Corporate costs <sup>(1)</sup>				(39.6)
Income tax expense				(1.0)
<b>Segment profit</b>				<b>174.2</b>

(1) Includes non-segment specific corporate costs pertaining to Group level functions such as finance and tax, legal, risk and compliance, corporate secretarial and marketing and other corporate services.

# Notes to the Financial Statements

For the year ended 30 June 2020

A reconciliation of total segment profit to statutory profit as per Consolidated statement of profit or loss is provided in section (d) below:

## d) Reconciliation of segment profit to statutory profit

	Cromwell	
	2020 \$M	2019 \$M
Segment profit	221.2	174.2
<i>Reconciliation to profit for the year</i>		
Gain on sale of investment properties	3.3	0.7
Loss on disposal of other assets	(3.6)	(0.3)
Other transaction costs	(23.4)	(2.9)
Operating lease costs	3.1	-
Fair value net gains / (losses):		
Investment properties	17.5	86.4
Derivative financial instruments	18.4	(10.5)
Investments at fair value through profit or loss	(4.3)	(9.2)
Non-cash property investment income / (expense):		
Straight-line lease income	9.7	9.3
Lease incentive amortisation	(25.7)	(18.8)
Lease cost amortisation	(3.5)	(2.0)
Other non-cash expenses or non-recurring items:		
Amortisation of loan transaction costs	(10.0)	(7.8)
Finance costs attributable to discounted lease incentives	(0.8)	-
Net exchange loss on foreign currency borrowings	(1.8)	(12.7)
Costs in relation to asset classified as held for sale	-	(35.3)
Decrease in recoverable amounts	(4.3)	(0.4)
Amortisation and depreciation <sup>(1)</sup>	(7.4)	(2.4)
Relating to equity accounted investments <sup>(2)</sup>	(14.8)	1.6
Net foreign exchange losses	(3.0)	(3.0)
Restructure costs	-	0.3
Net tax losses utilised <sup>(3)</sup>	10.5	(7.3)
<b>Profit for the year</b>	<b>181.1</b>	<b>159.9</b>

(1) Comprises depreciation of plant and equipment and right of use assets and amortisation of intangible assets.

(2) Comprises fair value adjustments included in share of profit of equity accounted entities.

(3) Comprises tax expense attributable to changes in deferred tax assets recognised as a result of carried forward tax losses.

## e) Reconciliation of total segment revenue to total revenue and other income

Total segment revenue reconciles to total revenue and other income as shown in the consolidated Statement of profit or loss as follows:

	2020 \$M	2019 \$M
<b>Total segment revenue</b>	<b>491.0</b>	<b>379.4</b>
<i>Reconciliation to total revenue and other income:</i>		
Inter-segmental management fee revenue	7.9	(6.1)
Straight-line lease income	9.7	9.3
Lease incentive amortisation	(25.7)	(18.8)
Gain on sale of investment properties	3.3	0.7
Fair value net gain from investment properties	17.5	86.4
Operating profit from equity accounted investments	(14.8)	1.6
Interest revenue	5.8	4.8
<b>Total revenue and other income</b>	<b>494.7</b>	<b>457.3</b>

# Notes to the Financial Statements

For the year ended 30 June 2020

## f) Segment assets and liabilities

2020	Direct property investment \$M	Indirect property investment \$M	Funds and asset management \$M	Cromwell \$M
Segment assets	3,277.9	1,523.4	189.2	4,990.5
Segment liabilities	1,604.0	731.4	66.1	2,401.5
<b>Segment net assets</b>	<b>1,673.9</b>	<b>792.0</b>	<b>123.1</b>	<b>2,589.0</b>
<b>Other segment information</b>				
Equity accounted investments	6.7	692.7	18.6	718.0
<i>Acquisition / (disposal) of non-current segment assets <sup>(1)</sup>:</i>				
Investments in associates	-	65.4	3.0	68.4
Investments at fair value through profit or loss	-	-	(3.8)	(3.8)
Intangible assets	-	0.3	2.8	3.1

(1) For additions to investment property, forming part of the Direct property investment segment, refer to Note 7.

2019	Direct property investment \$M	Indirect property investment \$M	Funds and asset management \$M	Cromwell \$M
Segment assets	2,709.5	800.1	186.1	3,695.7
Segment liabilities	980.7	436.6	95.4	1,512.7
<b>Segment net assets</b>	<b>1,728.8</b>	<b>363.5</b>	<b>90.7</b>	<b>2,183.0</b>
<b>Other segment information</b>				
Equity accounted investments	150.4	641.4	22.7	814.5
<i>Acquisition of non-current segment assets <sup>(1)</sup>:</i>				
Investments in associates	3.0	148.7	-	151.7
Investments at fair value through profit or loss	-	-	(7.9)	(7.9)
Intangible assets	-	0.3	1.9	2.2

(1) For additions to investment property, forming part of the Direct property investment segment, refer to Note 7.

## g) Other segment information

### Geographic information

Cromwell has operations in four distinct geographical markets. These are Australia through the Cromwell Property Group and the Australian funds it manages, United Kingdom and Europe through its European business (including the property portfolio in Poland), Asia through its investment in the Singapore-listed CEREIT and New Zealand through its Oyster Property Funds Limited joint venture.

Non-current assets for the purpose of the disclosure below include investment property, equity accounted investments and investments at fair value through profit or loss.

	Revenue from external customers		Non-current operating assets	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
<b>Geographic location</b>				
Australia	335.5	357.3	3,181.3	2,667.7
United Kingdom and Europe	142.1	9.4	783.8	24.0
Asia	11.0	11.2	646.3	641.4
New Zealand	2.4	1.5	15.2	13.2
<b>Total</b>	<b>491.0</b>	<b>379.4</b>	<b>4,626.6</b>	<b>3,346.3</b>

# Notes to the Financial Statements

For the year ended 30 June 2020

## Major customers

Major customers of Cromwell that account for more than 10% of Cromwell's segmental revenue are listed below. All of these customers form part of the Direct property investment segment.

	2020 \$M	2019 \$M
<b>Major customer</b>		
Commonwealth of Australia	44.9	36.3
Qantas Airways Limited	31.8	31.7
New South Wales State Government	29.3	30.0
<b>Total income from major customers</b>	<b>106.0</b>	<b>98.0</b>

## 3. Distributions

### a) Overview

Cromwell's objective is to generate sustainable returns for our securityholders, including stable annual distributions. When determining distribution rates Cromwell's board considers a number of factors, including forecast earnings, anticipated capital and lease incentive expenditure requirements over the next three to five years and expected economic conditions. Cromwell aims to return 85 – 95% of profit of Cromwell's three segments (operating profit) which excludes unrealised fair value adjustments and other non-cash income and expenses (refer to note 2).

### b) Distributions for the year

Distributions paid / payable by Cromwell and the Trust during the year were as follows:

2020	2019	2020 cents	2019 cents	2020 \$M	2019 \$M
22 November 2019	23 November 2018	1.8750¢	1.8125¢	48.7	36.1
21 February 2020	22 February 2019 <sup>(1)</sup>	1.8750¢	1.8125¢	48.8	40.4
22 May 2020	24 May 2019	1.8750¢	1.8125¢	49.0	40.5
21 August 2020	23 August 2019	1.8750¢	1.8125¢	49.0	40.5
<b>Total</b>		<b>7.5000¢</b>	<b>7.2500¢</b>	<b>195.5</b>	<b>157.5</b>

(1) Includes an amount of \$2,667,000 for both Cromwell and the Trust in excess of the pro-rata entitlement for the quarterly distribution paid to those securityholders who acquired securities in December 2018 as part of the non-renounceable entitlement offer.

There were no dividends paid or payable by the Company in respect of the 2020 and 2019 financial years. All of Cromwell's and the Trust's distributions are unfranked.

### c) Franking credits

Currently, Cromwell's distributions are paid from the Trust. Franking credits are only available for future dividends paid by the Company. The Company's franking account balance as at 30 June 2020 is \$13,851,000 (2019: \$8,616,000).

## 4. Earnings per security

### a) Overview

This note provides information about Cromwell's earnings on a per security basis. Earnings per security (EPS) is a measure that makes it easier for users of Cromwell's financial report to compare Cromwell's performance between different reporting periods. Accounting standards require the disclosure of two EPS measures, basic EPS and diluted EPS. Basic EPS information provides a measure of interests of each ordinary issued security of the parent entity in the performance of the entity over the reporting period while diluted EPS information provides the same information but takes into account the effect of all dilutive potential ordinary securities outstanding during the period, such as Cromwell's performance rights.

Below in (c) earnings per share of the Company, the parent entity of Cromwell, and its controlled entities ("CCL") and earnings per unit of the Trust are presented as required by accounting standards. As both measures do not provide an EPS measure for the Cromwell group as a whole, (d) provides earnings per stapled security information.

# Notes to the Financial Statements

For the year ended 30 June 2020

## b) Accounting policy

### Basic earnings per security

Basic earnings per security is calculated by dividing profit / (loss) attributable to security holders of the Company / Trust / Cromwell, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary securities outstanding during the financial year, adjusted for bonus elements in ordinary securities issued during the year.

### Diluted earnings per security

Diluted earnings per security adjusts the figures used in the determination of basic earnings per security to take into account the after income tax effect of interest and other financing costs associated with potentially ordinary securities and the weighted average number of securities assumed to have been issued for no consideration in relation to dilutive potential ordinary securities.

## c) Earnings per share / unit

	Company		Trust	
	2020	2019	2020	2019
Basic earnings per company share / trust unit (cents)	1.12	(0.15)	5.91	7.71
Diluted earnings per company share / trust unit (cents)	1.12	(0.15)	5.89	7.67
<i>Earnings used to calculate basic and diluted earnings per company share / trust unit:</i>				
Profit for the year (\$M)	181.1	159.9	152.0	162.8
Less: Profit attributable to non-controlling interests (\$M)	(152.0)	(162.8)	1.8	0.6
<b>Profit / (loss) attributable to ordinary equity holders of Company / Trust (\$M)</b>	<b>29.1</b>	<b>(2.9)</b>	<b>153.8</b>	<b>163.4</b>

## d) Earnings per stapled security

	Cromwell	
	2020	2019
Basic earnings per stapled security (cents)	6.96	7.53
Diluted earnings per stapled security (cents)	6.94	7.50
<i>Earnings used to calculate basic and diluted earnings per stapled security:</i>		
<b>Profit for the year attributable to ordinary stapled securityholders of Cromwell (\$M)</b>	<b>181.1</b>	<b>159.9</b>
<i>Weighted average number of stapled securities used in calculating earnings per company share / trust unit / stapled security:</i>		
Weighted average number of securities used in calculating basic earnings per company share / trust unit / stapled security (number)	2,600,448,765	2,121,577,087
Adjustment for calculation of diluted earnings per company share / trust unit:		
Performance rights (number)	9,467,485	8,880,788
<b>Weighted average number of ordinary securities and potential ordinary securities used in calculating earnings per company share / trust unit / stapled security (number)</b>	<b>2,609,916,250</b>	<b>2,130,457,875</b>

## e) Information in relation to the classification of securities

### Performance rights

Performance rights granted under Cromwell's Performance Rights Plan are considered to be potential ordinary stapled securities and have been included in the determination of diluted earnings per stapled security to the extent to which they are dilutive. The performance rights have not been included in the determination of basic earnings per stapled security. Details relating to Cromwell's performance rights are set out in note 21.

### Convertible bond

The remaining convertible bond on issue is considered to be potential ordinary stapled securities, however has not been included in the determination of diluted earnings. The ASX market price of Cromwell stapled securities at year end is below the convertible bond conversion price of \$1.1656. Therefore, the convertible bonds are currently considered to be antidilutive.

# Notes to the Financial Statements

For the year ended 30 June 2020

## 5. Revenue

### a) Overview

Cromwell recognises revenue to which AASB 15 *Revenue from contracts with customers* pertains from the transfer of goods and services over time and at a point in time in respect of relevant non-lease elements of rental income and recoverable outgoings, funds management fees and development sales.

The table below presents information about revenue recognised from contracts with customers accounted for in accordance with AASB 15, revenue from investment properties accounted for in accordance with AASB 16 *Leases* (which supersedes AASB 117 *Leases* from 1 July 2019), revenue accounted for in accordance with AASB 9 *Financial Instruments* and revenue accounted for in accordance with AASB 128 *Investments in Associates and Joint Ventures*:

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Rental income and recoverable outgoings – non-lease components (AASB 15)	43.0	32.7	42.0	31.6
Rental income – lease component (AASB 16 and AASB 117 <sup>(1)</sup> )	210.8	165.8	211.2	166.2
<b>Rental income and recoverable outgoings</b>	<b>253.8</b>	<b>198.5</b>	<b>253.2</b>	<b>197.8</b>
<i>Other revenue recognised under AASB 15:</i>				
Funds management fees	122.1	99.2	-	-
Development sales and fees	32.0	9.5	-	-
<b>Total revenue from contracts with customers</b>	<b>407.9</b>	<b>307.2</b>	<b>253.2</b>	<b>197.8</b>
<i>Revenue recognised under AASB 9 and AASB 140:</i>				
Interest	5.8	4.8	9.0	8.5
Distributions	2.0	2.5	-	-
Other revenue	0.3	0.1	0.2	0.1
<b>Total other revenue</b>	<b>8.1</b>	<b>7.4</b>	<b>9.2</b>	<b>8.6</b>
<b>Total revenue</b>	<b>416.0</b>	<b>314.6</b>	<b>262.4</b>	<b>206.4</b>

(1) Comparative period revenue was recognised under AASB 117 *Leases*.

### b) Accounting policy

#### Revenue - General

##### *Rental revenue – non-lease components*

Cromwell has many contracts with tenants that contain a lease coupled with an agreement to sell other goods or services (non-lease components). For these contracts the non-lease components are identified and accounted for separately from the lease components in accordance with AASB 15.

AASB 15 requires Cromwell to allocate consideration in a contract between the lease and non-lease components on a stand-alone selling price basis. Cromwell generally enters into “gross” leases where the stand-alone selling prices for the lease and non-lease components are separately stipulated and therefore no allocation estimate is required to be performed.

Depending on the nature of the non-lease component, the performance obligation is either satisfied at a point in time or over time. Where Cromwell becomes entitled to the present right to payment for the service, revenue is recognised at a point in time. Where the tenant simultaneously receives and consumes the benefits of the service, revenue is recognised over time. Relevant non-lease components include payments for maintenance activities, common area cleaning and air conditioning and other goods and services transferred to tenants.

Payment for the non-lease components is generally due in advance, immediately prior to the time the service is provided.

##### *Funds management fees*

Funds management fee revenue is recognised in respect of the following types of service contracts with customers:

- Property (asset) management and fund administration services - these services are provided to customers as a series of distinct goods or services that are substantially the same and transferred over time, either separately or in combination as an integrated offering, and are treated as a single performance obligation. Variable consideration is allocated to each distinct increment of service and recognised as revenue as the service is performed over time.

# Notes to the Financial Statements

For the year ended 30 June 2020

- Equity raising, loan establishment, acquisition, project management and leasing services - due to the specialised nature of these services, the customer does not benefit from the process undertaken, but rather the outcome. Cromwell is only entitled to payment for services upon the successful completion of the contract. Hence, revenue is recognised at a point in time, upon completion of the service.
- Performance fees - contracts with customers identify performance obligations with regard to the outcome Cromwell achieves in respect of its management of assets or transactions on behalf of customers. The performance obligation is satisfied at a point in time, at the completion of the service or fulfilment of the transaction on behalf of customers. Revenue is constrained and not recognised until the successful completion of the service or transaction when it becomes highly probable that there will be no significant reversal of revenue in future and Cromwell has a present right to payment (also see (c) below).

Payment for these services is generally due within 30 days from the time the service is successfully completed.

## *Development revenue*

Development sales comprises income from the disposal of property inventories and from the provision of development management services. Revenue is recognised at the point in time that control of the asset has been transferred to the customer, generally upon legal settlement date.

Payment for these services is generally due on settlement date of the sale.

## **Revenue – Other income**

### *Rental income*

Rental income from investment property is recognised on a straight-line basis over the lease term. Lease incentives granted are considered an integral part of the total rental revenue and are recognised as a reduction in rental income over the term of the lease, on a straight-line basis.

### *Share of profit of equity accounted investments*

Information with respect to Cromwell's equity accounted interests is provided in note 8.

### *Interest revenue*

Interest revenue is recognised as it accrues using the effective interest method. Interest revenue is predominately earned from financial assets including cash and trade and other receivables and is recognised under AASB 9.

### *Distributions*

Revenue from distributions is earned from investments and is recognised under AASB 9 when Cromwell's right to receipt is established.

### *Contract liabilities (unearned income)*

Cromwell sometimes receives payments from customers in relation to future periods whereby the underlying receipt is not actually due and payable to Cromwell. This results in a contract liability being recognised upon receipt of the cash which is recognised in Cromwell's Balance sheet as unearned income.

## **c) Critical accounting estimates and judgements**

### *Performance fees*

Certain contracts with customers identify performance obligations with regard to the outcome Cromwell achieves in respect of its management of assets or transactions on behalf of customers (performance fees), as well as the relevant stand-alone selling price in relation to the satisfaction of the same. The consideration in relation to these contracts is in the form of performance fees linked to the variable returns generated by Cromwell on the customer's behalf. Applying the expected value method, Cromwell estimates the amount of variable consideration that it will be entitled to under the relevant contract and constrains the amount of revenue recognised to the amount that is considered highly probable will not result in a significant reversal. Variable consideration is assessed at each reporting period to account for any changes in circumstances.

### *Impact of COVID-19*

Australia - collections were relatively unimpacted by the government relief measures imposed to combat COVID-19 due to most of the tenant population being heavily skewed towards government and other tenants in markets not heavily impacted by the pandemic. However, tenant relief measures introduced (and granted) differed slightly between jurisdictions and included rent waivers and deferred payment plans (sometimes coupled with lease term extensions). Not all of these lease renegotiations have been completed and certain estimates have been made to reflect the most likely outcome of these using all available pertinent information available.

# Notes to the Financial Statements

For the year ended 30 June 2020

Poland – tenant collections were relatively unimpacted by the government “Anti-crisis shield” measures imposed to combat COVID-19 due to most collections being generated by tenants exempted from these measures (these being supermarkets, pharmacies and other essential services). However, other than the lockdown and related closures (which have now discontinued), government measures included the mandated renegotiation of all commercial leases in Poland. Not all of these lease renegotiations have been completed and certain estimates have been made to reflect the most likely outcome of these using all available pertinent information available.

For further information in relation to the treatment of expected credit losses in relation to receivables see note 14(b).

## d) Disaggregation of revenue from contracts

The tables below present information about the disaggregation of revenue items from Cromwell’s contracts with relevant customers:

Cromwell	2020				2019			
	Point in time \$M	Over time \$M	Other <sup>(1)</sup> \$M	Total \$M	Point in time \$M	Over time \$M	Other <sup>(1)</sup> \$M	Total \$M
<i>Direct property investment</i>								
Rental income	11.0	32.0	210.8	253.8	12.2	20.5	165.8	198.4
Development sales and fees	32.0	-	-	32.0	9.5	-	-	9.5
<i>Funds and asset management</i>								
Funds management fees	58.2	63.9	-	122.1	37.2	62.0	-	99.2
<b>Total revenue from contracts with customers</b>	<b>101.2</b>	<b>95.9</b>	<b>210.8</b>	<b>407.9</b>	<b>58.9</b>	<b>82.5</b>	<b>165.8</b>	<b>307.1</b>

(1) Includes rental income derived from sources other than those recognised and measured in accordance with AASB 15 *Revenue from Contracts with Customers*.

Trust	2020				2019			
	Point in time \$M	Over time \$M	Other <sup>(1)</sup> \$M	Total \$M	Point in time \$M	Over time \$M	Other <sup>(1)</sup> \$M	Total \$M
Rental income	10.0	32.0	211.2	253.2	11.0	20.6	166.2	197.8
<b>Total revenue from contracts with customers</b>	<b>10.0</b>	<b>32.0</b>	<b>211.2</b>	<b>253.2</b>	<b>11.0</b>	<b>20.6</b>	<b>166.2</b>	<b>197.8</b>

(1) Includes rental income derived from sources other than those recognised and measured in accordance with AASB 15 *Revenue from Contracts with Customers*.

## 6. Income tax

### a) Overview

This note provides detailed information about Cromwell’s income tax items and accounting policies. This includes a reconciliation of income tax expense if Australia’s company income tax rate of 30% was applied to Cromwell’s profit before income tax as shown in the Statement of profit or loss to the actual income tax expense / benefit as well as an analysis of Cromwell deferred tax balances.

Accounting standards require the application of the “balance sheet method” to account for Cromwell’s income tax. Accounting profit does not always equal taxable income. There are a number of timing differences between the recognition of accounting expenses and the availability of tax deductions or when revenue is recognised for accounting purpose and tax purposes. These timing differences reverse over time but they are recognised as deferred tax assets and deferred tax liabilities in the balance sheet until they are fully reversed. This is referred to as the “balance sheet method”.

#### *Taxation of the Trust*

Under current Australian income tax legislation, the Trust and its sub-Trusts are not liable for income tax on their taxable income (including assessable realised capital gains) provided that the unitholders are presently entitled to the income of the Trust. During the prior year the Trust acquired controlling interests in a number of corporate entities that are subject to income tax. The income tax applicable to these corporate entities is represented below.

### b) Accounting policy

#### *Income tax*

Cromwell’s income tax expense for the period is the tax payable on the current period’s taxable income adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

# Notes to the Financial Statements

For the year ended 30 June 2020

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability.

Deferred tax is not recognised for the recognition of goodwill on business combination and for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Current and deferred tax balances attributable to amounts recognised in other comprehensive income or directly in equity are also recognised in other comprehensive income or directly in equity.

## *Tax consolidation*

The Company and its wholly-owned entities (this excludes the Trust and its controlled entities and foreign entities controlled by the Company) have formed a tax-consolidated group and are taxed as a single entity. The head entity within the tax-consolidated group is Cromwell Corporation Limited.

Current tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group, using the 'separate taxpayer within group' approach by reference to the carrying amounts of assets and liabilities in the separate financial statements of each entity and the tax values applying under tax consolidation.

Any current tax liabilities or assets and deferred tax assets arising from unused tax losses of the subsidiaries are assumed by the head entity in the tax-consolidated group and are recognised as amounts payable (receivable) to (from) other entities in the tax-consolidated group in conjunction with any tax funding arrangement amounts referred to in the following section. Any difference between these amounts is recognised by the Company as an equity contribution or distribution.

The Company recognises deferred tax assets arising from unused tax losses of the tax-consolidated group to the extent that it is probable that future taxable profits of the tax-consolidated group will be available against which the asset can be utilised. Any subsequent period adjustment to deferred tax assets arising from unused tax losses, as a result of revised assessments of the probability of recoverability, is recognised by the head entity only.

## *Nature of tax funding arrangements and tax sharing arrangements*

The head entity, in conjunction with other members of the tax-consolidated group, has entered into a tax funding arrangement, which sets out the funding obligations of members of the tax-consolidated group in respect of tax amounts. The tax funding arrangements require payments to/from the head entity equal to the current tax liability (asset) assumed by the head entity and any tax-loss deferred tax asset assumed by the head entity, resulting in the head entity recognising an inter-entity receivable (payable) equal in amount to the tax liability (asset) assumed. The inter-entity receivable (payable) is at call.

Contributions to fund the current tax liabilities are payable as per the tax funding arrangement and reflect the timing of the head entity's obligation to make payments for tax liabilities to the relevant tax authorities.

The head entity, in conjunction with other members of the tax-consolidated group, has also entered into a tax sharing agreement. The tax sharing agreement provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. No amounts have been recognised in the financial statements in respect of this agreement, as payment of any amounts under the tax sharing agreement is considered remote.

## **AASB Interpretation 23 Uncertainty over Income Tax Treatments**

The AASB has issued a new interpretation in order to reduce diversity in practice regarding the recognition and measurement of current tax liabilities, deferred tax liabilities and deferred tax assets as defined by paragraph 5 of AASB 112 *Income Taxes*. The interpretation is applied to the determination of taxable profit (or losses), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments. The interpretation requires an entity to use judgement to determine whether each tax treatment should be considered independently or whether some tax treatments should be considered together. Cromwell has applied IFRIC 23 from 1 July 2019

Cromwell maintains and executes robust and comprehensive income tax management procedures and no material contentious or uncertain tax positions have currently been identified. Hence, the impact of the application of this interpretation has been considered immaterial.

# Notes to the Financial Statements

For the year ended 30 June 2020

## c) Income tax expense

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Current tax expense	10.6	1.4	2.9	0.3
Deferred tax expense	(4.2)	7.1	(5.3)	12.1
Adjustment in relation to prior periods	(2.6)	(0.2)	(2.7)	0.1
<b>Income tax expense</b>	<b>3.8</b>	<b>8.3</b>	<b>(5.1)</b>	<b>12.5</b>
<i>Deferred tax expense</i>				
Increase in deferred tax assets	(1.7)	(5.0)	(1.7)	-
Decrease / increase in deferred tax liabilities	(5.0)	12.1	(6.2)	12.1
<b>Total deferred tax expense</b>	<b>(6.7)</b>	<b>7.1</b>	<b>(7.9)</b>	<b>12.1</b>

## d) Numerical reconciliation between income tax expense / (benefit) and pre-tax profit

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
<b>Profit before income tax</b>	<b>184.9</b>	<b>168.2</b>	<b>148.7</b>	<b>175.9</b>
Tax at Australian tax rate of 30% (2019: 30%)	55.5	50.5	44.6	52.8
<i>Tax effect of amounts which are not deductible / (taxable) in calculating taxable income:</i>				
Trust income – refer above for taxation of the Trust	(52.5)	(35.1)	(52.5)	(35.1)
Fair value movements not deductible	(2.9)	(0.3)	(2.6)	-
Non-deductible income	(2.4)	(9.1)	(4.0)	(5.2)
Movement in tax losses recognised	(1.7)	2.2	0.6	-
Movement in initial recognition exemption	6.4	-	6.4	-
Tax credits foregone on foreign earnings	2.4	-	2.4	-
Adjustment in relation to prior periods	(2.7)	(0.1)	(2.6)	-
Difference in overseas tax rates	1.7	0.2	2.6	-
<b>Income tax expense</b>	<b>3.8</b>	<b>8.3</b>	<b>(5.1)</b>	<b>12.5</b>

## e) Deferred tax

(i) <i>Deferred tax assets</i>	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
<i>Deferred tax assets are attributable to:</i>				
Interests in managed investment schemes	(4.1)	(1.7)	-	-
Investment properties	(0.7)	-	(0.7)	-
Employee benefits	2.6	2.0	-	-
Transaction costs and sundry items	2.9	2.6	1.0	-
Unrealised foreign currency gains	1.8	1.5	-	-
Tax losses recognised	5.8	2.6	1.3	-
<b>Total deferred tax assets</b>	<b>8.3</b>	<b>7.0</b>	<b>1.6</b>	<b>-</b>
<i>Movements:</i>				
Balance at 1 July	7.0	1.7	-	-
(Charged) / credited to profit or loss	(0.7)	5.0	(0.9)	-
Credited to other comprehensive income	(0.3)	0.3	-	-
Adjustment in relation to prior periods	2.4	-	2.6	-
Other movements	(0.1)	-	(0.1)	-
<b>Balance at 30 June</b>	<b>8.3</b>	<b>7.0</b>	<b>1.6</b>	<b>-</b>

The amount of temporary differences and carried forward tax losses recognised as a deferred tax asset is based on projected earnings over a limited period that the Directors considered to be probable. Projected earnings are re-assessed at each reporting date. Unrecognised tax losses at balance date were \$26,646,300 (2019: \$28,957,000).

# Notes to the Financial Statements

For the year ended 30 June 2020

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
<i>(ii) Deferred tax liabilities</i>				
<i>Deferred tax liabilities are attributable to:</i>				
Interests in managed investment schemes	3.2	4.7	3.2	4.6
Interests in other investments	1.4	-	-	-
Receivables	(0.1)	-	-	-
<b>Total deferred tax liabilities</b>	<b>4.5</b>	<b>4.7</b>	<b>3.2</b>	<b>4.6</b>
<i>Movements:</i>				
Balance at 1 July	4.7	9.7	4.6	9.7
(Credited) / charged to profit or loss	(4.9)	12.1	(6.2)	12.1
Credited to other comprehensive income	4.8	(17.1)	4.8	(17.2)
Adjustment in relation to prior periods	(0.1)	-	-	-
<b>Balance at 30 June</b>	<b>4.5</b>	<b>4.7</b>	<b>3.2</b>	<b>4.6</b>

The deferred tax liability relates to an overseas tax jurisdiction. In accordance with AASB 112 *Income Taxes* the deferred tax liability was not offset against the deferred tax assets of the Group, which relate to the Australian tax jurisdiction.

# Notes to the Financial Statements

For the year ended 30 June 2020

## OPERATING ASSETS

This section of the annual financial report provides further information on Cromwell's and the Trust's operating assets. These are assets that individually contribute to Cromwell's revenue and include investment properties, equity accounted investments, investments in unlisted securities and leased assets and related leases.

## 7. Investment properties

### a) Overview

Investment properties are properties (land, building or both) held solely for the purpose of earning rental income and / or for capital appreciation. Cromwell's investment property portfolio comprises 26 (2019: 19) commercial properties of which 18 (2019: 17) properties are predominantly office use with the remaining 8 (2019: 2) being retail properties and vacant land.

This note provides further details on Cromwell's investment property portfolio, including details of individual properties, details of sales and acquisitions as well as details on the fair value measurement of the properties.

### b) Details of Cromwell's and the Trust's investment properties

	Portfolio	Title	Independent valuation		Carrying amount		Fair value adjustment	
			Date	Amount \$M	As at		For the year ended	
					2020 \$M	2019 \$M	2020 \$M	2019 \$M
<b>Australia</b>								
200 Mary Street, QLD	Core+	(1)	Jun 2020	96.0	96.0	80.0	16.5	5.7
400 George Street, QLD	Core	(1)	Jun 2020	525.0	525.0	-	(13.8)	-
HQ North, QLD	Core	(1)	Jun 2020	242.0	242.0	232.0	9.1	3.6
203 Coward Street, NSW	Core	(1)	Jun 2020	520.0	520.0	502.0	14.1	7.2
207 Kent Street, NSW	Core+	(2)	Jun 2020	297.0	297.0	298.0	(1.4)	17.8
2-24 Rawson Place, NSW	Core	(1)	Jun 2020	300.0	300.0	260.0	40.0	15.0
475 Victoria Avenue, NSW <sup>(4)</sup>	Core+	(1)	PART SOLD	120.0	120.2	232.0	6.3	20.5
2-6 Station Street, NSW	Core	(1)	Jun 2020	51.0	51.0	48.5	2.5	5.5
84 Crown Street, NSW	Core	(1)	Jun 2020	37.5	37.5	36.5	0.8	2.5
11 Farrer Place, NSW	Core	(1)	SOLD	-	-	32.0	-	2.5
117 Bull Street, NSW	Core	(1)	Jun 2020	29.3	29.3	28.5	0.7	2.7
Regent Cinema Centre, NSW	Core+	(1)	Jun 2020	12.5	12.5	7.2	3.0	(7.9)
Soward Way, ACT	Core	(2)	Jun 2020	290.0	290.0	280.4	8.0	16.9
TGA Complex, ACT	Core+	(2)	Jun 2020	40.5	40.5	50.0	(9.8)	(7.2)
243 Northbourne Avenue, ACT	Core+	(2)	Jun 2020	29.8	29.8	30.5	0.1	3.7
13 Keltie Street, ACT	H.F.S.	(2)	N/A	-	-	14.0	(0.3)	(10.0)
19 National Circuit, ACT	Active	(2)	Jun 2020	10.0	10.0	8.8	(0.3)	(27.2)
Tuggeranong Office Park, ACT	Active	(2)	May 2019	8.3	8.3	7.5	-	-
700 Collins Street, VIC	Core	(1)	Jun 2020	337.0	337.0	306.0	31.7	30.0
Village Cinemas, VIC	Core	(1)	Jun 2020	15.6	15.6	16.5	(0.9)	0.9
Wakefield Street, SA	H.F.S.	(1)	N/A	-	-	50.5	(22.9)	4.2
<b>Total - Australia</b>				2,961.5	2,961.7	2,520.9	83.4	86.4
<b>Poland</b>								
Janki, Warszawa	Pol	(1)	Jun 2020	372.3	372.3	-	(34.9)	-
Korona, Wrocław	Pol	(3)	Jun 2020	138.9	141.2	-	(14.7)	-
Ster, Szczecin	Pol	(3)	Jun 2020	91.9	94.9	-	(10.9)	-
Rondo, Bydgoszcz	Pol	(1)	Jun 2020	89.8	89.8	-	(3.5)	-
Tulipan Łódź	Pol	(1)	Jun 2020	25.4	25.4	-	(1.1)	-
Kometa, Toruń	Pol	(3)	Jun 2020	21.6	23.0	-	(0.8)	-
<b>Total - Poland</b>				739.9	746.6	-	(65.9)	-
<b>Total investment properties</b>				3,701.4	3,708.3	2,520.9	17.5	86.4
<b>Held for sale</b>								
13 Keltie Street, ACT	H.F.S.	(2)	N/A	-	14.0	-	-	-
Wakefield Street, SA	H.F.S.	(1)	N/A	-	30.0	-	-	-
<b>Total - Held for sale</b>				-	44.0	-	-	-
<b>Total – all investment property</b>				3,701.4	3,752.3	2,520.9	17.5	86.4

Title: (1) Freehold, (2) Leasehold, (3) Carrying value includes right of use assets recognised under relevant accounting standards.

(4) 50% ownership interest

H.F.S. – property classified as held for sale.

# Notes to the Financial Statements

For the year ended 30 June 2020

## c) Accounting policy

### *Investment properties*

Investment properties are initially measured at cost including transaction costs and subsequently measured at fair value, with any change therein recognised in profit or loss.

Fair value is based upon active market prices, given the assets' highest and best use, adjusted if necessary, for any difference in the nature, location or condition of the relevant asset. If this information is not available, Cromwell uses alternative valuation methods such as discounted cash flow projections or the capitalised earnings approach. The highest and best use of an investment property refers to the use of the investment property by market participants that would maximise the value of that investment property.

The carrying value of the investment property includes components relating to lease incentives and other items relating to the maintenance of, or increases in, lease rentals in future periods.

Investment properties under construction are classified as investment property and carried at fair value. Finance costs incurred on investment properties under construction are included in the construction costs.

### *Lease incentives*

Lessees may be offered incentives as an inducement to enter into non-cancellable operating leases. These incentives may take various forms including up front cash payments, rent free periods, rental abatements over the period or a contribution to certain lessee costs such as fit out costs or relocation costs. They are recognised as an asset in the Balance sheet as a component of the carrying amount of investment property and amortised over the lease period as a reduction of rental income.

### *Initial direct leasing costs*

Initial direct leasing costs incurred by Cromwell in negotiating and arranging operating leases are recognised as an asset in the Balance sheet as a component of the carrying amount of investment property and are amortised as an expense on a straight-line basis over the lease term.

## d) Critical accounting estimates (fair value measurement)

Cromwell's investment properties, with an aggregate carrying amount of \$3,752.3 million (2019: \$2,520.9 million), are measured using the fair value model as described in AASB 140 *Investment Property*. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

### *Property valuations*

At balance date the adopted valuations for 22 of Cromwell's investment properties are based on independent external valuations representing 95% of the value of the portfolio. The balance of the portfolio is subject to internal valuations having regard to previous external valuations and comparable sales evidence, or, in the case of investment properties held for sale, with reference to the relevant sale price. Cromwell's valuation policy requires all properties to be valued by an independent professionally qualified valuer with a recognised relevant professional qualification at least once every two years.

All property valuations utilise a combination of valuation models based on discounted cash flow ("DCF") models and income capitalisation models supported by recent market sales evidence.

### *Impact of COVID-19 on property valuations*

For the year ended 30 June 2020 Cromwell's approach to property valuations was substantially consistent with prior years, being in accordance with the established Valuations policy, but with an added emphasis in relation to the impact of COVID-19 upon inputs relevant to the valuation model for each property. Whilst recent sales data is currently scarce due to a material contraction of transactional activity, information in relation to the various inputs to the valuation models, most particularly capitalisation and discount rates, each of which can be adjusted to reflect COVID-19 has become more readily available. Further, underlying net property income data, including forecast data in relation to tenant occupancies and recoveries has become more reliable as the COVID-19 crisis has progressed and the underlying market dynamic has become less opaque.

It should be noted that external valuers have specified in their reports that their valuations at 30 June 2020 were performed in an unusual market context, notably the absence of transactions initiated after the outbreak of the pandemic and difficulties associated with estimating the outlook for changes in the investment property market given the nature of the recent health crisis, and they were working within the context of material valuation uncertainty.

# Notes to the Financial Statements

For the year ended 30 June 2020

Movements in relevant significant unobservable inputs are represented in the table below. Key points to note:

- **Annual net property income** (reflective of **weighted average lease expiry (“WALE”)** and **occupancy**) is an extremely influential input. DCF models are used to value the investment properties by assessing the impact of future cash flows associated with ownership of the investment property. Notwithstanding the application of government Code of Conduct legislation, due to the resilient nature of the tenant population projected cash flow collections from tenants have not been materially negatively impacted by COVID-19 during the year. This has led to investment property valuations remaining robust.
- **Adopted capitalisation rates** – these are based upon existing market evidence at the time the valuation is prepared and reflect the quality of the underlying investment property itself as well as the quality of the tenant population therein. These have not moved significantly during the year which is reflected in the fair values of the investment property portfolio remaining robust at year end despite some market headwinds.

For further information in respect of valuation methodologies adopted and input data utilised see the table below.

## Methodologies and key inputs used to measure fair value

DCF method	Under the DCF method, a property’s fair value is estimated using explicit assumptions regarding the benefits and liabilities of ownership over the asset’s life including an exit terminal value. The DCF method involves the projection of a series of cash flows on a real property asset. To this projected cash flow series, an appropriate, market derived discount rate is applied to establish the present value of the income stream associated with the real property.
Income capitalisation method	This method involves assessing the total net market income receivable from the property and capitalising this perpetually, using an appropriate, market derived capitalisation rate, to derive a capital value, with allowances for capital expenditure reversions such as lease incentives and required capital works payable in the near future and overs / unders when comparing market rent with passing rent.
Annual net property income	Annual net property income is the contracted amount for which the property space is leased. In the net property income, the property owner recovers outgoings from the tenant.
Market rent	Market rent is the estimated amount for which a property or space within a property could be leased between a willing lessor and a willing lessee on appropriate lease terms in an arm’s length transaction, after proper marketing and wherein the parties have each acted knowledgeably, prudently and without compulsion.
Adopted capitalisation rate	The rate at which net market income is capitalised to determine the value of the property. The rate is determined with regards to market evidence (and the prior external valuation for internal valuations).
Adopted discount rate	The rate of return used to convert a monetary sum, payable or receivable in the future, into present value. It reflects the opportunity cost of capital, that is, the rate of return the capital can earn if put to other uses having similar risk. The rate is determined with regards to market evidence (and the prior external valuation for internal valuations).
Weighted average lease expiry (“WALE”)	WALE of a property is measured across all tenants’ remaining lease terms (in years) and is weighted with the tenants’ income against total combined income.
Occupancy	Property occupancy is used to measure the proportion of the lettable space of a property that is occupied by tenants under current lease contracts.

All the significant inputs noted above are not observable market data, hence investment property valuations are considered level 3 fair value measurements (refer fair value hierarchy described in note 14).

## Sensitivity information

The sensitivity to changes in the significant unobservable inputs and the fair value of investment properties are as follows:

Inputs	Impact of increase in input on fair value	Impact of decrease in input on fair value
Capitalisation rate	Decrease	Increase
Discount rate	Decrease	Increase
Annual net property income	Increase	Decrease
WALE	Increase	Decrease
Occupancy	Increase	Decrease

# Notes to the Financial Statements

For the year ended 30 June 2020

Significant unobservable inputs associated with the valuations of Cromwell's investment properties are as follows:

	Capitalisation rate (%)		Discount rate (%)		Annual net property income (\$M)		WALE (years)		Occupancy (%)		Terminal yield (%)	
	Range	Weighted average	Range	Weighted average	Range	Weighted average	Range	Weighted average	Range	Weighted average	Range	Weighted average
<b>2020</b>												
Core	5.0 – 7.0	5.4	6.3 – 8.0	6.4	1.3 – 30.0	20.2	4.4 -12.2	7.5	96.6 – 100.0	99.2	5.3 – 7.3	5.7
Core +	5.8 – 8.8	6.5	6.0 – 8.0	6.7	1.1 – 16.3	12.3	2.0 – 8.2	3.0	86.3 – 100.0	96.4	6.3 – 9.0	7.0
Active / H.F.S. <sup>(1)</sup>	0.0 – 7.3	7.3	0.0 – 7.8	7.8	0.0 – 11.4	5.4	0.2 – 2.1	0.3	0.0 – 100.0	38.0	0.0 – 7.5	7.5
Poland	5.8 – 7.3	6.4	<sup>(2)</sup> N/A	<sup>(2)</sup> N/A	1.1 – 8.8	6.3	3.3 – 6.7	4.7	88.8 – 100.0	94.8	<sup>(2)</sup> N/A	<sup>(2)</sup> N/A
Portfolio	0.0 – 8.8	5.7	<sup>(3)</sup> 0.0 – 8.0	<sup>(3)</sup> 5.2	0.0 – 30.0	15.9	0.0 – 12.2	5.9	0.0 – 100.0	92.3	<sup>(3)</sup> 0.0 – 9.0	<sup>(3)</sup> 6.0
<b>2019</b>												
Core	5.0 – 8.5	5.5	6.5 – 9.0	6.8	1.4 – 25.3	17.2	5.7 – 13.5	9.4	94.4 – 100.0	99.2	5.3 – 9.0	5.9
Core +	4.9 – 11.0	6.0	6.3 – 12.0	6.9	1.4 – 20.0	15.0	0.7 – 5.2	3.5	91.5 – 100.0	91.9	5.3 – 11.3	6.4
Active / H.F.S. <sup>(1)</sup>	6.3 – 8.5	6.0	0.0 – 6.3	0.7	0.5 – 5.9	4.0	0.5 – 0.7	0.6	0.0 – 100.0	73.4	0.0 – 7.5	7.5
Portfolio	5.0 – 11.0	5.8	6.3 – 12.0	6.7	0.0 – 25.3	15.2	0.1 – 13.5	7.6	0.0 – 100.0	98.0	0.0 – 11.3	6.1

(1) The unobservable inputs are not applied to Active / H.F.S. assets where this is not considered an appropriate method of valuation for the particular asset.

(2) No equivalent metric in Polish valuation methodology.

(3) Australian portfolio only.

# Notes to the Financial Statements

For the year ended 30 June 2020

## e) Movements in investment properties

A reconciliation of the carrying amounts of investment properties at the beginning and the end of the financial year is set out below.

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Balance at 1 July	2,520.9	2,451.1	2,520.9	2,451.1
Acquisitions <sup>(1)</sup>	1,286.0	-	1,286.0	-
Capital works:				
Construction costs	0.2	-	0.2	-
Finance costs capitalised	0.1	-	0.1	-
Property improvements	13.4	21.9	13.4	21.9
Lifecycle	0.7	1.9	0.7	1.9
Disposals	(150.8)	(54.5)	(150.8)	(54.5)
Straight-line lease income	9.7	9.3	9.7	9.3
Lease costs and incentive costs	68.6	25.6	68.6	25.6
Amortisation <sup>(2)</sup>	(29.2)	(20.8)	(29.2)	(20.8)
Net gain from fair value adjustments	17.5	86.4	17.5	86.4
Foreign exchange differences	15.2	-	15.2	-
<b>Balance at 30 June</b>	<b>3,752.3</b>	<b>2,520.9</b>	<b>3,752.3</b>	<b>2,520.9</b>

(1) Includes right-of-use assets acquired as a component of the Polish portfolio.

(2) Pertains to the amortisation of lease costs, lease incentive costs and right-of-use assets.

## f) Investment property acquired – 400 George Street, QLD

On 19 September 2019 Cromwell and the Trust completed the acquisition of 400 George Street, Brisbane, for \$524.5 million. The building is approximately ten years old, has a net lettable area of 43,978 sqm, a current WALE of 4.8 years and is currently 99.6% occupied.

Acquisition costs were approximately \$16.2 million. These costs account for the majority of the fair value adjustment recorded in respect of the property.

## g) Investment properties acquired – Cromwell Polish Retail Fund (CPRF)

On 6 November 2019, Cromwell completed the acquisition of all third-party investor interests in the CPRF. The CPRF portfolio consists of six retail centres in Poland. The combined value of the properties acquired at exchange was \$770.6 million (€482.0 million).

## h) Investment properties sold

Details of the investment property sold during the period are as follows:

	Gross sale price \$M	Carrying amount at 30 June 2019 \$M	Last independent valuation \$M	Gain on sale recognised \$M
475 Victoria Avenue, NSW <sup>(1)</sup>	120.0	232.0	238.0	0.4
11 Farrer Place, NSW	35.0	32.0	30.2	2.9
<b>Total investment properties sold</b>	<b>155.0</b>	<b>264.0</b>	<b>268.2</b>	<b>3.3</b>

(1) Pertains to the sale of 50% interest in the building only.

Details of investment properties sold during the prior year are as follows:

	Gross sale price \$M	Carrying amount at 30 June 2018 \$M	Last independent valuation \$M	Gain on sale recognised \$M
Tuggeranong Office Park, ACT <sup>(1)</sup>	54.5	45.0	45.0	0.7
Sturton Rd, SA (Lot 203)	0.9	0.9	0.9	-
<b>Total investment properties sold</b>	<b>55.4</b>	<b>45.9</b>	<b>45.9</b>	<b>0.7</b>

(1) A significant portion of the Tuggeranong property was transferred from the Trust to an associate, LDK Healthcare Unit Trust ("LDK"), during the prior year as part of the planned transformation into Seniors Living units and associated facilities. The remaining portion of the site has been retained by the Trust in order to take advantage of future asset enhancement initiatives. See note 8 for further information in relation to Cromwell's investment in LDK.

# Notes to the Financial Statements

For the year ended 30 June 2020

## i) Amounts recognised in profit and loss for investment properties

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Rental income and recoverable outgoings	253.8	198.5	253.2	197.8
Property expenses and outgoings	(57.2)	(34.0)	(64.9)	(39.1)
<b>Total amounts recognised in profit and loss for investment properties</b>	<b>196.6</b>	<b>164.5</b>	<b>188.3</b>	<b>158.7</b>

## j) Non-cancellable operating lease receivable from investment property tenants

The investment properties are generally leased to tenants on long-term operating leases with rentals payable monthly. Minimum lease payments under the non-cancellable operating leases of Cromwell's investment properties not recognised in the financial statements are receivable as follows:

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Within one year	191.7	149.8	191.7	149.8
Later than one year but not later than five years	625.7	485.0	625.7	485.0
Later than five years	584.7	641.6	584.7	641.6
<b>Total non-cancellable operating lease receivable from investment property tenants</b>	<b>1,402.1</b>	<b>1,276.4</b>	<b>1,402.1</b>	<b>1,276.4</b>

# Notes to the Financial Statements

For the year ended 30 June 2020

## 8. Equity accounted investments

### a) Overview

This note provides an overview and detailed financial information of Cromwell's and the Trust's investments that are accounted for using the equity method of accounting. These include joint arrangements where Cromwell or the Trust have joint control over an investee together with one or more joint venture partners (these can take the form of either joint arrangements or joint ventures depending upon the contractual rights and obligations of each party) and investments in associates, which are entities over which Cromwell is presumed to have significant influence but not control or joint control by virtue of holding 20% or more of the associates' issued capital and voting rights, but less than 50%.

Cromwell's and the Trust's equity accounted investments are as follows:

	Cromwell				Trust			
	2020		2019		2020		2019	
	%	\$M	%	\$M	%	\$M	%	\$M
<b>Equity accounted investments</b>								
CEREIT	30.7	645.4	35.8	641.4	30.1	633.2	35.0	626.3
LDK	50.0	6.7	50.0	-	-	-	-	-
Others		16.1		22.7		0.5		-
<b>Equity accounted investments</b>		<b>668.2</b>		<b>664.1</b>		<b>633.7</b>		<b>626.3</b>
<b>Held for sale</b>								
Ursynów	94.1	47.3	-	-	94.1	47.3	-	-
Other - Portgate	28.3	2.5	-	-	-	-	-	-
CPA	-	-	50.0	150.4	-	-	50.0	148.4
<b>Total – Held for sale</b>		<b>49.8</b>		<b>150.4</b>		<b>47.3</b>		<b>148.4</b>
<b>Total – all equity accounted investments</b>		<b>718.0</b>		<b>814.5</b>		<b>681.0</b>		<b>774.7</b>

### b) Accounting policy

Interests in associates and joint venture entities are accounted for in Cromwell's financial statements using the equity method. Cromwell's share of its associates and joint ventures' post-acquisition profits or losses is recognised in profit or loss and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividends or distributions receivable from associates and joint ventures are recognised in Cromwell's financial statements as a reduction of the carrying amount of the investment.

When Cromwell's share of losses in an associate or joint venture equals or exceeds its investment in the joint venture, including any other relevant unsecured receivables, Cromwell does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate or joint venture. Unrealised gains on transactions between Cromwell its associates and joint ventures are eliminated to the extent of Cromwell's investment in the associate or joint venture. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

### c) Details of associate

#### *Cromwell European Real Estate Investment Trust*

Cromwell European Real Estate Investment Trust ("CEREIT") is a Singapore-based real estate investment trust established with the principal investment strategy of investing, directly or indirectly, in a diversified portfolio of income-producing real estate assets in Europe. Cromwell and the Trust owned 30.7% and 30.1% (2019: 35.8% and 35.0%) of CEREIT respectively at the end of the year. CEREIT is managed by a subsidiary of Cromwell, Cromwell EREIT Management Pte. Ltd., which operates strictly within the listing rules imposed by the Singapore Stock Exchange and which has its own independent Board. As such, Cromwell and the Trust are considered able to exert significant influence, but not control, over the entity and therefore the investment has been classified as an equity-accounted investment.

### d) Details of joint ventures

#### *LDK Healthcare Unit Trust*

During the 2018 financial year, Cromwell acquired 50% of the units in the LDK Healthcare Unit Trust (LDK), an aged care operation. The remaining 50% of the units in LDK are held by a single investor, Aspire LDK Unit Trust (Aspire). A unit holder agreement between Cromwell and Aspire limits the power of the trustee to management of ongoing operations of LDK. All decisions about relevant activities of LDK require unanimous consent of the two unitholders. It has therefore been determined that joint control of the arrangement exists between

# Notes to the Financial Statements

For the year ended 30 June 2020

Cromwell and Aspire. Both parties have rights to the net assets of the arrangement through the establishment of the separate LDK vehicle. The arrangement is therefore classified as a joint venture.

## *Oyster*

Oyster is a New Zealand based retail property fund syndicator that provides fund and property management services throughout New Zealand. Oyster is jointly owned by Cromwell and six original Oyster shareholders. Oyster is classified as a joint venture as the board of Oyster comprises three representatives appointed by the six investors and three representatives from Cromwell with no deciding or “chair’s” vote. A shareholder agreement between Cromwell and the six investors outlines how Oyster will be managed.

## **e) Details of equity accounted investments classified as held for sale**

### *Ursynów*

On 6 November 2019, Cromwell completed the acquisition of all third-party investor interests in the Cromwell Polish Retail Fund (CPRF). A material asset acquired as an outcome of this transaction was CPRF’s 94.1% interest in CH Ursynów sp. z o.o. (Ursynów), an entity that owns a retail asset in Poland. The remaining 5.9% equity is owned by Unibail-Rodamco Westfield B.V. (URW).

A shareholder agreement between Cromwell and URW limits the power of the manager (a subsidiary of URW) to management of the ongoing operations of Ursynów. All decisions about relevant activities of Ursynów require the unanimous consent of the two shareholders. It has therefore been determined that joint control of the arrangement exists between Cromwell and URW. Both parties have rights to the net assets of the arrangement through the establishment of a separate Ursynów vehicle. The arrangement is therefore classified as a joint venture.

During the year URW exercised an option to acquire all the equity it did not already own in the joint venture from Cromwell and the Trust. The investment has been classified as held for sale at 30 June 2020 to reflect this.

### *Portgate*

During 2016 Cromwell acquired 28% of the issued units by Portgate Estate Unit Trust for a consideration of \$13,620,000, including acquisition costs. During the year the final \$2.5 million of acquisition consideration was paid. Portgate was established for the ownership of land, comprising an existing site and a development site at the Port of Brisbane. The existing site contains tenanted warehouses. All the relevant activities of Portgate are managed and approved by a management committee requiring unanimous consent on all decisions. Cromwell and the trustee each provide two representatives to the management committee. The entity is therefore classified as an equity-accounted investment.

On 1 July 2020 Cromwell exchanged contracts to sell its 28% interest in Portgate to a third party acquirer for \$2.5 million. The Portgate investment was classified as held for sale at 30 June 2020 to reflect this.

### *Cromwell Partners Trust and CPT Operations Pty Limited (CPA)*

On 1 July 2019 Cromwell and the Trust exchanged contracts to sell its 50% interest in Northpoint (“CPA”) for \$300.0 million to Early Light International (ELI). The CPA investment was classified as held for sale at 30 June 2019 to reflect this. The sale completed in September 2019.

Prior to the sale, Cromwell and the Trust held a 50% interest in the units of Cromwell Partners Trust and 50% of the shares in CPT Operations Pty Limited, together known as “CPA”. Cromwell Partners Trust owned the \$600.0 million Northpoint Building in the North Sydney CBD, whilst CPT Operations Pty Limited manages the associated carpark and hotel businesses. Subsequent to the sale 100% of the interests in CPA are held by ELI. Until the change of control a unit holder agreement between the Trust and ELI limited the power of the trustee to management of the ongoing operations of CPA and all decisions about relevant activities of CPA required unanimous consent of the two unitholders. The entity was therefore classified as a joint venture.

# Notes to the Financial Statements

For the year ended 30 June 2020

## f) Summarised financial information for joint ventures and equity accounted investments owned by Cromwell

	As at 30 June 2020 \$M						As at 30 June 2019 \$M				
	CEREIT	Ursynów	CPA	LDK	Other	Total	CEREIT	CPA	LDK	Other	Total
<i>Summarised balance sheets:</i>											
Cash and cash equivalents	258.5	5.8	-	9.7	12.4	286.4	91.6	13.5	1.6	14.5	121.2
Other current assets	63.0	2.5	-	3.2	6.0	74.7	57.4	3.0	5.8	9.8	76.0
<b>Total current assets</b>	<b>321.5</b>	<b>8.3</b>	<b>-</b>	<b>12.9</b>	<b>18.4</b>	<b>361.1</b>	<b>149.0</b>	<b>16.5</b>	<b>7.4</b>	<b>24.3</b>	<b>197.2</b>
Investment properties	3,384.0	174.7	-	504.6	55.0	4,118.3	2,969.8	598.5	351.2	55.0	3,974.5
Other non-current assets	10.5	0.1	-	3.8	21.2	35.6	28.3	1.8	0.5	13.4	44.0
<b>Total non-current assets</b>	<b>3,394.5</b>	<b>174.8</b>	<b>-</b>	<b>508.4</b>	<b>76.2</b>	<b>4,153.9</b>	<b>2,998.1</b>	<b>600.3</b>	<b>351.7</b>	<b>68.4</b>	<b>4,018.5</b>
<b>Total assets</b>	<b>3,716.0</b>	<b>183.1</b>	<b>-</b>	<b>521.3</b>	<b>94.6</b>	<b>4,515.0</b>	<b>3,147.1</b>	<b>616.8</b>	<b>359.1</b>	<b>92.7</b>	<b>4,215.7</b>
Financial liabilities	0.7	90.8	-	253.2	9.3	354.0	207.6	6.8	221.6	7.6	443.6
Other current liabilities	122.1	1.8	-	47.3	2.0	173.2	73.1	0.2	5.0	1.3	79.6
<b>Total current liabilities</b>	<b>122.8</b>	<b>92.6</b>	<b>-</b>	<b>300.5</b>	<b>11.3</b>	<b>527.2</b>	<b>280.7</b>	<b>7.0</b>	<b>226.6</b>	<b>8.9</b>	<b>523.2</b>
Financial liabilities	1,436.9	30.9	-	207.0	62.8	1,737.6	1,075.4	233.9	25.9	31.4	1,366.6
Other non-current liabilities	52.3	9.2	-	0.5	-	62.0	-	4.5	117.3	30.8	152.6
<b>Total non-current liabilities</b>	<b>1,489.2</b>	<b>40.1</b>	<b>-</b>	<b>207.5</b>	<b>62.8</b>	<b>1,799.6</b>	<b>1,075.4</b>	<b>238.4</b>	<b>143.2</b>	<b>62.2</b>	<b>1,519.2</b>
<b>Total liabilities</b>	<b>1,612.0</b>	<b>132.7</b>	<b>-</b>	<b>508.0</b>	<b>74.1</b>	<b>2,326.8</b>	<b>1,356.1</b>	<b>245.4</b>	<b>369.8</b>	<b>71.1</b>	<b>2,042.4</b>
<b>Net assets</b>	<b>2,104.0</b>	<b>50.4</b>	<b>-</b>	<b>13.3</b>	<b>20.5</b>	<b>2,188.2</b>	<b>1,791.0</b>	<b>371.4</b>	<b>(10.7)</b>	<b>21.6</b>	<b>2,173.3</b>
<i>Carrying amount of investment:</i>											
Cromwell's share of equity (%)	30.7	94.1	-	50.0	-	-	35.8	50.0	50.0	-	-
Cromwell's share of net assets	645.4	47.3	-	6.7	12.0	711.4	641.4	185.7	-	18.6	845.7
Costs in relation asset classified as held for sale	-	-	-	-	-	-	-	(35.3)	-	-	(35.3)
Unpaid investment consideration	-	-	-	-	-	-	-	-	-	(2.5)	(2.5)
Goodwill	-	-	-	-	6.6	6.6	-	-	-	6.6	6.6
<b>Carrying amount</b>	<b>645.4</b>	<b>47.3</b>	<b>-</b>	<b>6.7</b>	<b>18.6</b>	<b>718.0</b>	<b>641.4</b>	<b>150.4</b>	<b>-</b>	<b>22.7</b>	<b>814.5</b>
<i>Movement in carrying amounts:</i>											
Opening balance at 1 July	641.4	-	150.4	-	22.7	814.5	495.6	186.3	-	20.5	702.4
Investment – net of loans from investees	16.0	49.4	-	-	0.9	66.3	148.7	3.0	-	-	151.7
Disposals	(18.6)	-	(151.2)	-	-	(169.8)	-	-	-	-	-
Share of profit / (loss)	35.6	(3.4)	0.8	(1) 6.7	(0.2)	39.5	53.0	0.4	-	2.2	55.6
Less: dividends / distributions received	(28.1)	-	-	-	-	(28.1)	(67.6)	(4.0)	-	(0.2)	(71.6)
Costs in relation to asset classified as held for sale	-	-	-	-	-	-	-	(35.3)	-	-	(35.3)
Increase / (decrease) to recoverable amount	-	-	-	-	(4.1)	(4.1)	-	-	-	-	-
Foreign exchange difference	(0.9)	1.3	-	-	(0.7)	(0.3)	11.7	-	-	0.2	11.9
<b>Carrying amount at 30 June</b>	<b>645.4</b>	<b>47.3</b>	<b>-</b>	<b>6.7</b>	<b>18.6</b>	<b>718.0</b>	<b>641.4</b>	<b>150.4</b>	<b>-</b>	<b>22.7</b>	<b>814.5</b>
<i>Summarised statements of comprehensive income:</i>											
Revenue	222.1	8.4	3.8	42.6	26.7	303.6	232.1	35.2	2.0	38.7	308.0
Expenses	(105.6)	(12.0)	(2.2)	(18.6)	(28.4)	(166.8)	(84.1)	(34.4)	(10.9)	(31.8)	(161.2)
<b>Total comprehensive income / (loss)</b>	<b>116.5</b>	<b>(3.6)</b>	<b>1.6</b>	<b>24.0</b>	<b>(1.7)</b>	<b>136.8</b>	<b>148.0</b>	<b>0.8</b>	<b>(8.9)</b>	<b>6.9</b>	<b>146.8</b>
Cromwell's share in %	30.7	94.1	50.0	50.0	-	-	35.8	50.0	50.0	-	135.8
<b>Share of profit / (loss)</b>	<b>35.6</b>	<b>(3.4)</b>	<b>0.8</b>	<b>(1) 6.7</b>	<b>(0.2)</b>	<b>39.5</b>	<b>53.0</b>	<b>0.4</b>	<b>-</b>	<b>2.2</b>	<b>55.6</b>

(1) Includes prior year losses recouped during the current year.

# Notes to the Financial Statements

For the year ended 30 June 2020

## g) Summarised financial information for joint ventures and equity accounted investments owned by the Trust

	As at 30 June 2020					As at 30 June 2019		
	\$M					\$M		
	CEREIT	Ursynów	CPA	Other	Total	CEREIT	CPA	Total
<i>Summarised balance sheets:</i>								
Cash and cash equivalents	258.5	5.8	-	-	264.3	91.6	11.4	103.0
Other current assets	63.0	2.5	-	0.5	66.0	57.4	1.4	58.8
<b>Total current assets</b>	<b>321.5</b>	<b>8.3</b>	<b>-</b>	<b>0.5</b>	<b>330.3</b>	<b>149.0</b>	<b>12.8</b>	<b>161.8</b>
Investment properties	3,384.0	174.7	-	-	3,558.7	2,969.8	598.5	3,568.3
Other non-current assets	10.5	0.1	-	-	10.6	28.3	0.3	28.6
<b>Total non-current assets</b>	<b>3,394.5</b>	<b>174.8</b>	<b>-</b>	<b>-</b>	<b>3,569.3</b>	<b>2,998.1</b>	<b>598.8</b>	<b>3,596.9</b>
<b>Total assets</b>	<b>3,716.0</b>	<b>183.1</b>	<b>-</b>	<b>0.5</b>	<b>3,899.6</b>	<b>3,147.1</b>	<b>611.6</b>	<b>3,758.7</b>
Financial liabilities	0.7	90.8	-	-	91.5	207.6	6.1	213.7
Other current liabilities	122.1	1.8	-	-	123.9	73.1	-	73.1
<b>Total current liabilities</b>	<b>122.8</b>	<b>92.6</b>	<b>-</b>	<b>-</b>	<b>215.4</b>	<b>280.7</b>	<b>6.1</b>	<b>286.8</b>
Financial liabilities	1,436.9	30.9	-	-	1,467.8	1,075.4	233.9	1,309.3
Other non-current liabilities	52.3	9.2	-	-	61.5	-	4.5	4.5
<b>Total non-current liabilities</b>	<b>1,489.2</b>	<b>40.1</b>	<b>-</b>	<b>-</b>	<b>1,529.3</b>	<b>1,075.4</b>	<b>238.4</b>	<b>1,313.8</b>
<b>Total liabilities</b>	<b>1,612.0</b>	<b>132.7</b>	<b>-</b>	<b>-</b>	<b>1,744.7</b>	<b>1,356.1</b>	<b>244.5</b>	<b>1,600.6</b>
<b>Net assets</b>	<b>2,104.0</b>	<b>50.4</b>	<b>-</b>	<b>0.5</b>	<b>2,154.9</b>	<b>1,791.0</b>	<b>367.1</b>	<b>2,158.1</b>
<i>Carrying amount of investment:</i>								
Trust's share of equity (%)	30.1	94.1	-	-	-	35.0	50.0	-
Trust's share of net assets	633.2	47.3	-	0.5	681.0	626.3	183.7	810.0
Costs in relation asset classified as held for sale	-	-	-	-	-	-	(35.3)	(35.3)
<b>Carrying amount</b>	<b>633.2</b>	<b>47.3</b>	<b>-</b>	<b>0.5</b>	<b>681.0</b>	<b>626.3</b>	<b>148.4</b>	<b>774.7</b>
<i>Movement in carrying amounts:</i>								
Opening balance at 1 July	626.3	-	148.4	-	774.7	484.8	184.5	669.3
Investment – net of loans to investees	-	49.4	-	0.5	49.9	141.8	3.0	144.8
Disposals	-	-	(149.2)	-	(149.2)	-	-	-
Share of profit / (loss)	35.0	(3.4)	0.8	-	32.4	51.8	(0.4)	51.4
Less: dividends / distributions received	(27.8)	-	-	-	(27.8)	(66.7)	(3.4)	(70.1)
Costs in relation to asset classified as held for sale	-	-	-	-	-	-	(35.3)	(35.3)
Increase / (decrease) to recoverable amount	-	-	-	-	-	-	-	-
Foreign exchange difference	(0.3)	1.3	-	-	1.0	14.6	-	14.6
<b>Carrying amount at 30 June</b>	<b>633.2</b>	<b>47.3</b>	<b>-</b>	<b>0.5</b>	<b>681.0</b>	<b>626.3</b>	<b>148.4</b>	<b>774.7</b>
<i>Summarised statements of comprehensive income:</i>								
Revenue	222.1	8.4	3.8	-	234.3	232.1	29.7	308.0
Expenses	(105.6)	(12.0)	(2.2)	-	(119.8)	(84.1)	(30.5)	(161.2)
<b>Total comprehensive income / (loss)</b>	<b>116.5</b>	<b>(3.6)</b>	<b>1.6</b>	<b>-</b>	<b>114.5</b>	<b>148.0</b>	<b>(0.8)</b>	<b>146.8</b>
Trust's share in %	30.1	94.1	50.0	50.0	-	35.0	50.0	-
<b>Share of profit / (loss)</b>	<b>35.0</b>	<b>(3.4)</b>	<b>0.8</b>	<b>-</b>	<b>32.4</b>	<b>51.8</b>	<b>(0.4)</b>	<b>51.4</b>

# Notes to the Financial Statements

For the year ended 30 June 2020

## h) Critical accounting estimates and judgements

The preparation of financial statements requires management to make judgements and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The judgements and assumptions regarding the investments in Cromwell European Real Estate Investment Trust (CEREIT), Ursynów and LDK Healthcare Pty Ltd (LDK) are detailed below.

### *Cromwell European Real Estate Investment Trust*

The CEREIT has been classified as being an associate and accounted for as an equity-accounted investment. The determination of this was based on an assessment that Cromwell and the Trust are considered to be able to exert significant influence, but not control, over the entity. This determination is pursuant to the assessment of control under Accounting Standards and the consideration of key factors regarding the management of CEREIT as governed by Cromwell's Capital Markets Service Licence as issued by the Monetary Authority of Singapore (MAS) and the composition of the Board.

Cromwell's investment in CEREIT was assessed for indicators of impairment. This process included investigations by management in relation to salient components of the CEREIT operations and financial metrics and an analysis of movements in the CEREIT's price on the Singapore Stock Market (SGX). Whilst the CEREIT share price on the SGX was below that of the weighted average price at which Cromwell and the Trust acquired their investments due to market sentiment in respect of the current pandemic, the diminution in price was not considered to be either significant or prolonged. Hence, no indicators of impairment were identified and no impairment was recognised as a result.

### *LDK Healthcare Unit Trust*

LDK has been classified as a joint venture and accounted for as an equity-accounted investment. The determination of this was based on an assessment that Cromwell can only exercise joint control over the relevant decisions but not control, over the entity. This determination is pursuant to the assessment of control under Accounting Standards and the consideration of key factors regarding the management of LDK, the composition of the Board and other relevant agreements and joint control over relevant decisions.

## 9. Investments at fair value through profit or loss

### a) Overview

This note provides an overview and detailed financial information of Cromwell's and the Trust's investments that are classified as financial assets at fair value through profit or loss. Below is information about Cromwell's and the Trust's investments in unlisted property related entities whereby Cromwell and the Trust hold less than 20% of the issued capital in the investee and also any other relevant financial assets of the same classification. Such investments are classified as investments at fair value through profit or loss which are carried at fair value in the Balance sheet with adjustments to the fair value recorded in profit or loss and include investments in Cromwell managed unlisted funds, co-investments in European wholesale funds managed by Cromwell and any other relevant financial assets.

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Investment in Cromwell unlisted funds	-	0.8	-	0.8
Investment in wholesale funds	12.9	18.0	-	-
Investment in other financial asset	-	3.8	-	-
<b>Total investments at fair value through profit or loss</b>	<b>12.9</b>	<b>22.6</b>	<b>-</b>	<b>0.8</b>

For methods used to measure the fair value measurement of Cromwell's and the Trust's investments at fair value through profit or loss, including information in relation to the impact of COVID-19 refer to note 14.

# Notes to the Financial Statements

For the year ended 30 June 2020

## **b) Accounting policy**

Investments at fair value through profit or loss are financial assets held for trading which are acquired principally for the purpose of selling in the short term with the intention of making a profit. Financial assets at fair value through profit or loss also include financial assets which upon initial recognition are designated as such. These include financial assets that are not held for trading purposes and which may be sold. These are investments in exchange traded equity instruments and unlisted trusts.

At initial recognition, Cromwell measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of profit or loss.

Subsequent to initial recognition, Cromwell continues to measure all equity investments at fair value. The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (e.g. for unlisted securities), Cromwell establishes fair value by using valuation techniques. These include reference to the fair values of recent arm's length transactions, involving the same instruments or other instruments that are substantially the same, discounted cash flow analysis and pricing models to reflect the issuer's specific circumstances.

Changes in the fair value of equity investments at fair value through profit or loss are recognised in the Statement of profit or loss as applicable.

# Notes to the Financial Statements

For the year ended 30 June 2020

## FINANCE AND CAPITAL STRUCTURE

This section of the annual financial report provides further information on Cromwell's debt finance and associated costs, Cromwell's contributed equity as well as fair value disclosures in relation to financial instruments.

Capital is defined as the combination of securityholders' equity, reserves and net debt (borrowings less cash). The Board of Directors is responsible for Cromwell's capital management strategy. Capital management is an integral part of Cromwell's risk management framework and seeks to safeguard Cromwell's ability to continue as a going concern while maximising securityholder value through optimising the level and use of capital resources and the mix of debt and equity funding. Cromwell's preferred portfolio gearing range is 30% - 40%.

## 10. Interest bearing liabilities

### a) Overview

Cromwell and the Trust borrow funds from financial institutions and investors (the latter in the form of convertible bonds) to partly fund the acquisition of income producing assets, such as investment properties, securities or businesses. A significant proportion of these borrowings are generally fixed either directly or through the use of interest rate swaps/options and have a fixed term. This note provides information about Cromwell's debt facilities, including maturity dates, security provided and facility limits.

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
<b>Current</b>				
<i>Unsecured</i>				
Convertible bonds	-	88.0	-	88.0
Lease liabilities	3.7	-	0.4	-
<b>Total current</b>	<b>3.7</b>	<b>88.0</b>	<b>0.4</b>	<b>88.0</b>
<b>Non-current</b>				
<i>Secured</i>				
Loans – financial institutions	1,458.8	931.5	1,451.2	924.1
<i>Unsecured</i>				
Loans – financial institutions	368.2	-	368.2	-
Convertible bonds	360.2	353.3	360.2	353.3
Lease liabilities	17.6	-	5.9	-
Unamortised transaction costs	(17.3)	(16.4)	(17.3)	(16.4)
<b>Total non-current</b>	<b>2,187.5</b>	<b>1,268.4</b>	<b>2,168.2</b>	<b>1,261.0</b>
<b>Total</b>				
Secured loans – financial institutions	1,458.8	931.5	1,451.2	924.1
Unsecured loans – financial institutions	368.2	-	368.2	-
Unsecured convertible bonds	360.2	441.3	360.2	441.3
Lease liabilities	21.3	-	6.3	-
Unamortised transaction costs	(17.3)	(16.4)	(17.3)	(16.4)
<b>Total interest bearing liabilities</b>	<b>2,191.2</b>	<b>1,356.4</b>	<b>2,168.6</b>	<b>1,349.0</b>

### b) Accounting policy

Interest bearing liabilities are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost using the effective interest rate method. Under this method fees, costs, discounts and premiums directly related to the financial liability are spread over its expected life.

The fair value of the borrowing portion of a convertible bond is determined using a market interest rate for an equivalent non-convertible bond. This amount is recorded as a borrowing liability on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the derivative conversion feature. This is recognised as a financial liability if the convertible bond does not meet the "fixed-for-fixed" rule contained in AASB 132 *Financial Instruments: Presentation*, otherwise it is included in shareholders' equity.

Borrowing costs incurred on funds borrowed for the construction of a property are capitalised, forming part of the construction cost of the asset. Capitalisation ceases upon practical completion of the property. Other borrowing costs are expensed.

For information in respect of accounting policies in relation to lease liabilities see note 17.

# Notes to the Financial Statements

For the year ended 30 June 2020

## c) Details of interest bearing liabilities

	Note	Secured	Maturity Date	2020		2019	
				Facility \$M	Utilised \$M	Facility \$M	Utilised \$M
Polish Euro facility 1	(i)	Yes	Mar-22	168.4	168.4	-	-
Polish Euro facility 2	(ii)	Yes	Feb-23	182.6	182.6	-	-
Secured bilateral loan facilities	(iii)	Yes	Jun-23	1,100.0	768.0	1,100.0	663.9
Secured bilateral loan facilities	(iii)	Yes	Jun-24	200.0	200.0	200.0	200.0
Secured bilateral loan facilities	(iii)	Yes	Jun-26	60.0	60.0	60.0	60.0
Secured bilateral loan facilities	(iii)	Yes	Mar-24	50.0	-	-	-
Secured bilateral loan facilities	(iii)	Yes	Mar-25	50.0	-	-	-
Secured loan facilities	(iv)	Yes	May-25	113.1	72.2	-	-
Convertible bond – 2020	(v)	No	Feb-20	-	-	88.0	88.0
Convertible bond - 2025	(vi)	No	Mar-25	360.2	360.2	353.3	353.3
Euro facility	(viii)	Yes	May-22	7.6	7.6	7.6	7.6
Euro / GBP facility	(ix)	No	Sep-22	368.2	368.2	364.6	-
Lease liabilities	(x)	No	(x)	21.3	21.3	-	-
<b>Total facilities</b>				<b>2,681.4</b>	<b>2,208.5</b>	<b>2,173.5</b>	<b>1,372.8</b>

### i) Polish Euro facility 1

On 6 November 2019, Cromwell completed the acquisition of all third-party investor interests in the Cromwell Polish Retail Fund (CPRF). As an outcome of the acquisition transaction Cromwell and the Trust assumed this Euro facility. The facility is secured by first registered mortgage over an investment property held by CPRF. Interest is payable quarterly in arrears calculated as the 3-month EURIBOR rate plus a margin. The loan balance at acquisition was \$164.0 million (€101.0 million). During the year the facility was extended for one year to March 2022, a further \$19.3 million (€12.0 million) was drawn down and repayments of \$16.4 million (€10.0 million) were made. All principal amounts outstanding are due at the expiry of the facility in March 2022.

### ii) Polish Euro facility 2

On 6 November 2019, Cromwell completed the acquisition of all third-party investor interests in the Cromwell Polish Retail Fund (CPRF). As an outcome of the acquisition transaction Cromwell and the Trust assumed this Euro facility. The facility is secured by first registered mortgage over investment properties held by CPRF. Interest is payable quarterly in arrears calculated as 3-month EURIBOR rate plus a margin. The loan balance at acquisition was \$188.2 million (€115.8 million). During the year repayments of \$6.9 million (€4.2 million) were made. All principal amounts outstanding are due at the expiry of the facility in February 2023.

### iii) Secured bilateral loan facilities

Secured Bilateral Loan Facilities (SBLF) can be held with multiple providers. All SBLFs are contracted under a Common Terms Deed Poll and are secured pari passu by first registered mortgages over a select pool of investment properties held by the Cromwell Security Trust. All principal amounts outstanding are due at the expiry of the facilities. Each provider individually contracts its commitment amount and expiry date (see table above for more detail) and fee structure. Cromwell is able to repay and refinance individual providers. Interest is payable quarterly in arrears calculated as BBSY rate plus a loan margin. During the year repayments of \$1,040.9 million were made (2019: \$336.1 million) and \$1,145.0 million was drawn down from the facility (2019: \$260.0 million).

### iv) Secured loan facility

During the prior year, Cromwell and the Trust entered into a new secured facility in relation to the asset enhancement initiative at the property at 475 Victoria Avenue, NSW. The facility is \$113.1 million and expires in May 2025. The facility was drawn to \$72.2 million at 30 June 2020. The principal amount outstanding will be due at the expiry of the facility.

### v) Convertible bond - 2020

As a result of the convertible bond repurchase in 2018 (see (vi) below for details), at 30 June 2019, 548 convertible bonds with a face value of €100,000 each were on issue with a gross face value of €54.8 million or \$88.0 million. The bonds bore an interest rate of 2% and were convertible into stapled securities of Cromwell at the option of the holder from 41 days after issue date up to seven business days prior to the final maturity date on 4 February 2020 at which point all remaining bonds were mandatorily redeemed by Cromwell. The conversion price was \$1.1431 per stapled security. The fixed conversion translation rate was \$1.4230 per Euro. The conversion was fully settled in cash on the maturity date of 4 February 2020.

### vi) Convertible bond - 2025

In 2018, Cromwell issued 2,300 convertible bonds with a face value of €100,000 each, amounting to a total gross face value of €230.0 million (\$370.0 million on date of issue). The bonds bear an interest rate of 2.5%. The bonds are convertible into stapled securities of Cromwell at the option of the holder from 40 days after issue date up to seven business days prior to the final maturity date on 29 March

# Notes to the Financial Statements

For the year ended 30 June 2020

2025, at which point all remaining bonds are mandatorily redeemed by Cromwell. The conversion price is \$1.153 at year end (30 June 2019: \$1.1656) per stapled security, subject to adjustments such as consolidation or subdivision of stapled securities, bonus issues or any issues at less than the prevailing market price of Cromwell's stapled securities, other than issues upon exercise of performance rights issued to Cromwell's employees. The fixed conversion translation rate is \$1.5936 per Euro. Any conversion may be settled in cash, stapled securities of Cromwell or a combination thereof at the discretion of Cromwell.

Proceeds of the bonds issued in 2018 were used to repurchase 952 convertible bonds with a face value of €100,000 issued in February 2015. In total, €95.2 million (\$153.1 million) of the convertible bonds issued in February 2015 were repurchased during the year ended 30 June 2018. The remaining proceeds were used to repay debt and for other liquidity purposes.

## vii) Convertible bonds – conversion features

The conversion feature of the convertible bonds represents an embedded derivative financial instrument in the host debt contract. The embedded derivative is measured at fair value and deducted from the carrying amount of the convertible bonds (which are carried at amortised cost) and separately disclosed as a derivative financial liability on the face of the balance sheet. The conversion feature represents the parent entity's obligation under the convertible bond terms and conditions to issue Cromwell stapled securities should bond holders exercise their conversion option. The Trust's borrowing obligation in respect of the convertible bond is considered to be the gross amount payable of the convertible bonds.

The convertible bonds are presented in the statements of financial position as noted below:

Convertible bond – issued February 2015, expired February 2020.	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Face value of bond issued – February 2015	220.1	220.1	220.1	220.1
Derivative financial instruments – conversion feature	(17.9)	(17.9)	(17.9)	-
<b>Convertible bond carrying amount at inception</b>	<b>202.2</b>	<b>202.2</b>	<b>202.2</b>	<b>220.1</b>
Movements in exchange rate and amortisation of conversion feature – previous periods	38.9	37.3	38.9	19.4
Repurchase of bonds – previous periods	(153.1)	(153.1)	(153.1)	(153.1)
<b>Carrying amount at 1 July</b>	<b>88.0</b>	<b>86.4</b>	<b>88.0</b>	<b>86.4</b>
Restatement of conversion feature – prior period	-	(2.2)	-	(2.2)
Amortisation and derecognition of conversion features to account for effective interest rate and repurchase – current period	0.9	1.4	0.9	1.4
Movements in exchange rate – current period	0.9	2.4	0.9	2.4
Repurchase of bonds	(89.8)	-	(89.8)	-
<b>Carrying amount at year end</b>	<b>-</b>	<b>88.0</b>	<b>-</b>	<b>88.0</b>

Convertible bond – issued March 2018, expires March 2025.	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Face value of bonds issued – March 2018	370.0	370.0	370.0	370.0
Derivative financial instruments – conversion feature	(23.5)	(23.5)	(23.5)	(23.5)
<b>Convertible bond carrying amount at inception</b>	<b>346.5</b>	<b>346.5</b>	<b>346.5</b>	<b>346.5</b>
Movements in exchange rate and amortisation of conversion feature – previous periods	6.8	(6.2)	6.8	(6.2)
<b>Carrying amount at 1 July</b>	<b>353.3</b>	<b>340.3</b>	<b>353.3</b>	<b>340.3</b>
Amortisation to account for effective interest rate	3.2	3.3	3.2	3.3
Movements in exchange rate – current period	3.7	9.7	3.7	9.7
<b>Carrying amount at year end</b>	<b>360.2</b>	<b>353.3</b>	<b>360.2</b>	<b>353.3</b>
<b>Total carrying amount at year end</b>	<b>360.2</b>	<b>441.3</b>	<b>360.2</b>	<b>441.3</b>

The conversion feature of the convertible bonds represents an embedded derivative financial instrument in the host debt contract. The embedded derivative is measured at fair value and deducted from the carrying amount of the convertible bonds (which are carried at amortised cost) and separately disclosed as a derivative financial liability on the face of the balance sheet. The conversion feature represents the parent entity's obligation under the convertible bond terms and conditions to issue Cromwell stapled securities should bond holders exercise their conversion option. The Trust's borrowing obligation in respect of the convertible bonds is considered to be the gross amount payable of the convertible bonds.

## viii) Euro facility

In 2018, Cromwell and the Trust entered into a €4.7million (\$7.6 million) facility with a four-year term, at which time all principal amounts outstanding are due. The facility was fully drawn at year end (30 June 2019: fully drawn). The facility is secured with a registered mortgage over a single asset, with interest payable monthly in arrears calculated as EURIBOR plus a margin.

# Notes to the Financial Statements

For the year ended 30 June 2020

## ix) Euro / GBP facility

In June 2019 Cromwell and the Trust entered into a multi-currency €225.0 million Euro / GBP revolver facility. The revolver is a syndicated facility allowing drawdowns in both Euro and GBP. The term of the facility is 3 years at which time all principal amounts outstanding are due. Interest is payable in arrears, calculated as EURIBOR / LIBOR plus a margin. The facility was fully drawn to €225.0 million (\$368.2 million) at year end due to €280.5 million (\$461.7 million) being drawn down on the facility whilst repayments of €55.5 million (\$90.0 million) were made.

## x) Operating lease liabilities

Cromwell recognised lease liabilities and related right-of-use assets in respect of various premises, property, plant and equipment and motor vehicle leases from 1 July 2019 as a result of the adoption of AASB 16 Leases. The leases for assets in Australia, Europe and Singapore, have varying terms and are subject to varying rates of interest.

Below is a maturity table of minimum lease payments in relation to operating leases in existence at the reporting date.

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Within one year	4.1	3.7	-	-
Later than one year but not later than five years	10.3	8.5	-	-
Greater than five years	6.9	2.9	-	-
<b>Total operating lease commitments</b>	<b>21.3</b>	<b>15.1</b>	<b>-</b>	<b>-</b>

## d) Finance costs

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Interest on borrowings	58.3	47.6	58.1	47.5
Interest on lease liabilities	1.3	-	0.9	-
Amortisation of loan transaction costs	10.0	7.8	9.8	7.5
Net exchange losses on foreign currency borrowings	1.8	12.7	0.7	12.8
<b>Total finance costs</b>	<b>71.4</b>	<b>68.1</b>	<b>69.5</b>	<b>67.8</b>

Information about Cromwell's exposure to interest rate changes is provided in note 14.

## 11. Derivative financial instruments

### a) Overview

Cromwell's and the Trust's derivative financial instruments consist of interest rate swap and interest rate cap contracts and the conversion option on the convertible bond issued in March 2018. Interest rate swap contracts are used to fix interest on floating rate borrowings and interest rate cap contracts are used to cap interest on floating rate borrowings. The conversion option amount represents the additional value provided to convertible bond holders compared to the same corporate bond that would have no feature to convert the bonds into Cromwell stapled securities at the end or during the term of the bond. For accounting purposes such a conversion feature is accounted for separately from the bond as a derivative financial instrument and is carried at fair value.

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
<b>Current liabilities</b>				
Interest rate swap contracts	7.8	3.9	7.8	3.9
Conversion feature – convertible bond	5.3	28.5	5.3	28.5
	<b>13.1</b>	<b>32.4</b>	<b>13.1</b>	<b>32.4</b>
<b>Non-current liabilities</b>				
Interest rate swap contracts	6.2	4.7	6.2	4.7
<b>Total derivative financial instruments</b>	<b>19.3</b>	<b>37.1</b>	<b>19.3</b>	<b>37.1</b>

# Notes to the Financial Statements

For the year ended 30 June 2020

## b) Accounting policy

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured to fair value at balance date. Derivatives are carried as assets when their fair value is positive and as liabilities when their fair value is negative.

Cromwell enters into interest rate swap and cap agreements that are used to convert certain variable interest rate borrowings to fixed interest rates. An interest rate swap is a type of interest rate derivative in which Cromwell and Trust enter into a number of agreements to fix interest rates on floating rate borrowings. An interest rate cap is a type of interest rate derivative in which Cromwell and the Trust receive payments at the end of each period if the interest rate exceeds the agreed fixed rate. These derivatives are entered into with the objective of hedging the risk of adverse interest rate fluctuations. Further details of derivative financial instruments are disclosed in note 14(f).

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured to fair value at balance date. The resultant gain or loss is recognised immediately in the Statement of profit or loss.

## c) Interest rate swap and cap contracts

Relevant information pertaining to the cap and swap portfolio entered into during the year is below:

- Interest rate caps - fix interest on floating rate on notional borrowings of \$363.7 million at rates between 0.04% - 2.25%.
- Interest rate swaps - fix interest on floating rate on notional borrowings of \$669.8 million at rates between 0.04% - 2.27%.

## d) Swap and cap maturities

The table below shows the movements in the notional amounts of cap and swap coverage for the Cromwell and the Trust going forward:

Date	Description	Cromwell and Trust	
		Movement \$M	Notional amount \$M
July 2018	Opening balance	-	690.0
June 2019	Additional interest rate swaps	180.0	870.0
July 2019	Expiring interest rate swaps /caps	(90.0)	780.0
November 2019	New interest rate swaps	252.4	1,032.4
July 2020	Expiring interest rate swaps /caps	(90.0)	942.4
April 2021	Expiring interest rate swaps /caps	(96.3)	846.1
July 2021	Expiring interest rate swaps /caps	(510.0)	336.1
February 2023	Expiring interest rate swaps /caps	(156.1)	180.0
July 2024	Expiring interest rate swaps	(180.0)	-

At balance date, the notional principal amounts and period of expiry of all of Cromwell's and the Trust's interest rate swap and cap contracts is as follows:

	Cromwell and Trust	
	2020 \$M	2019 \$M
Less than 1 year	186.3	90.0
1 – 2 years	510.0	90.0
2 – 3 years	156.1	510.0
3 – 5 years	180.0	180.0

## e) Bond conversion feature movements

The movement of the conversion features since recognition since issue of the convertible bonds is as follows:

	Cromwell and Trust	
	2020 \$M	2019 \$M
Derivative financial liability at 1 July	28.5	28.5
Restatement of conversion feature	-	(2.2)
Fair value loss / (gain)	(23.6)	3.0
Foreign exchange difference	0.4	(0.8)
<b>Balance at 30 June</b>	<b>5.3</b>	<b>28.5</b>

For details about the fair value measurement of Cromwell's and the Trust's financial instruments refer to note 14(f).

# Notes to the Financial Statements

For the year ended 30 June 2020

## 12. Contributed equity

### a) Overview

The shares of Cromwell Corporation Limited (the "Company") and the units of Cromwell Diversified Property Trust (the "CDPT") are combined and issued as stapled securities. The shares of the Company and units of the CDPT cannot be traded separately and can only be traded as stapled securities.

Below is a summary of contributed equity of the Company and the CDPT separately and for Cromwell's combined stapled securities. The basis of allocation of the issue price of stapled securities to Company shares and CDPT units post stapling is determined by agreement between the Company and the CDPT as set out in the Stapling Deed.

	Cromwell stapled securities		Company shares		CDPT units	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M	2020 \$M	2019 \$M
<b>Contributed equity</b>	<b>2,278.5</b>	1,857.4	<b>207.1</b>	138.4	<b>2,071.4</b>	1,719.0

### b) Accounting policy

The ordinary shares of the Company are stapled with the units of the Trust and are together referred to as stapled securities. Stapled securities are classified as equity. Incremental costs directly attributable to the issue of new shares, units or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases Cromwell's equity instruments, for example as the result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the securityholders as treasury shares until the securities are cancelled or reissued. Where such ordinary securities are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to securityholders.

### c) Movements in contributed equity

The following reconciliation summarises the movements in contributed equity. Issues of a similar nature have been grouped and the issue price shown is the weighted average. Detailed information on each issue of stapled securities is publicly available via the ASX.

	Number of securities	Cromwell stapled securities		Company shares		CDPT units	
		Issue price	\$M	Issue price	\$M	Issue price	\$M
Opening balance 1 July 2018	1,985,324,674		1,615.2		118.9		1,496.3
Exercise of performance rights	2,375,686	36.3¢	0.9	1.3¢	0.1	35.0	0.8
Distribution reinvestment plan (1)	16,640,700	108.1¢	18.0	5.9¢	1.0	102.2¢	17.0
Security placement and SPP	232,301,631	98.0¢	227.7	8.1¢	18.8	89.9¢	208.9
Equity issue costs	-	-	(4.4)	-	(0.4)	-	(4.0)
<b>Balance at 30 June 2019</b>	<b>2,236,642,691</b>		<b>1,857.4</b>		<b>138.4</b>		<b>1,719.0</b>
Exercise of performance rights	<b>4,920,055</b>	<b>39.7¢</b>	<b>1.9</b>	<b>6.3¢</b>	<b>0.3</b>	<b>33.4¢</b>	<b>1.6</b>
Distribution reinvestment plan (1)	<b>16,927,663</b>	<b>124.3¢</b>	<b>21.0</b>	<b>21.2¢</b>	<b>3.6</b>	<b>103.1¢</b>	<b>17.4</b>
Security placement and SPP	<b>354,381,191</b>	<b>115.0¢</b>	<b>407.6</b>	<b>18.6¢</b>	<b>65.9</b>	<b>96.4¢</b>	<b>341.7</b>
Equity issue costs	-	-	<b>(9.4)</b>	-	<b>(1.1)</b>	-	<b>(8.3)</b>
<b>Balance at 30 June 2020</b>	<b>2,612,871,600</b>		<b>2,278.5</b>		<b>207.1</b>		<b>2,071.4</b>

(1) The Company / CDPT has established a dividend/distribution reinvestment plan under which holders of stapled securities may elect to have all of their dividend/distribution entitlement satisfied by the issue of new stapled ordinary securities rather than being paid in cash. Stapled securities are issued under the plan at a discount to the market price as determined by the Directors before each dividend / distribution. The plan has been suspended since the payment of the December 2019 in February 2020.

During the year, Cromwell executed a Security placement and Share purchase plan to eligible securityholders, which resulted in 354,381,191 securities being issued, raising approximately \$407.6 million. The proceeds were used to fund Cromwell's property at 400 George Street and the investment property portfolio in Poland.

### d) Stapled securities

Stapled securities entitle the holder to participate in dividends and distributions as declared from time to time and the proceeds on winding up. On a show of hands every holder of stapled securities present at a meeting in person, or by proxy, is entitled to one vote, and upon a poll each stapled security is entitled to one vote.

# Notes to the Financial Statements

For the year ended 30 June 2020

## 13. Reserves

### a) Overview

Reserves are balances that form part of equity that record other comprehensive income amounts that are retained in the business and not distributed until such time the underlying balance sheet item is realised. This note provides information about movements in the other reserves line item of the Balance sheet and a description of the nature and purpose of each reserve.

	Security based payments reserve		Fair value through other comprehensive income reserve		Foreign currency translation reserve		Total other reserves	
	Cromwell \$M	Trust \$M	Cromwell \$M	Trust \$M	Cromwell \$M	Trust \$M	Cromwell \$M	Trust \$M
Balance at 1 July 2018	7.8	-	2.3	-	14.2	(2.4)	24.3	(2.4)
Security based payments	2.6	-	-	-	-	-	2.6	-
Foreign exchange differences recognised in other comprehensive income	-	-	-	-	2.5	31.8	2.5	31.8
Attributable to non-controlling interests	-	-	-	-	-	-	-	-
<b>Balance at 30 June 2019</b>	<b>10.4</b>	<b>-</b>	<b>2.3</b>	<b>-</b>	<b>16.7</b>	<b>29.4</b>	<b>29.4</b>	<b>29.4</b>
Security based payments	2.8	-	-	-	-	-	2.8	-
Foreign exchange differences recognised in other comprehensive income	-	-	-	-	(4.1)	0.6	(4.1)	0.6
Attributable to non-controlling interests	-	-	-	-	-	-	-	-
<b>Balance at 30 June 2020</b>	<b>13.2</b>	<b>-</b>	<b>2.3</b>	<b>-</b>	<b>12.6</b>	<b>30.0</b>	<b>28.1</b>	<b>30.0</b>

#### *Security based payments reserve*

The security based payments reserve is used to recognise the fair value of equity settled security based payments for employee services. Refer to note 21 for details of Cromwell's security based payments.

#### *Fair value through other comprehensive income reserve*

Changes in the fair value of investments classified as being at fair value through other comprehensive income are taken to the relevant revaluation reserve.

For Cromwell the balance at year end comprises a reserve of a subsidiary attributable to its pre-stapling interest in a trust which continues to be held. For Cromwell there was no movement in the relevant revaluation reserve over the last two financial years.

#### *Foreign currency translation reserve*

Exchange differences arising on translation of the foreign controlled entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. Where applicable, any foreign currency differences arising from inter-group loans are transferred to the foreign currency translation reserve upon consolidation as such loans form part of the net investment in the respective controlled entity. The cumulative amount recognised in the foreign currency translation reserve is reclassified to profit or loss when the net investment is disposed of.

## 14. Financial risk management

### a) Overview

Cromwell's activities expose it to a variety of financial risks which include credit risk, liquidity risk and market risk. This note provides information about Cromwell's risk management strategy in relation to each of the above financial risks to which Cromwell is exposed.

Cromwell's overall risk management program focuses on managing these risks and seeks to minimise potential adverse effects on the financial performance of Cromwell. Cromwell uses derivative financial instruments such as interest rate derivatives to hedge certain risk exposures. Cromwell seeks to deal only with creditworthy counterparties. Liquidity risk is monitored through the use of future rolling cash flow forecasts.

Cromwell's management of treasury activities is centralised and governed by policies approved by the Directors who monitor the operating compliance and performance as required. Cromwell has policies for overall risk management as well as policies covering specific areas such as identifying risk exposure, analysing and deciding upon strategies, performance measurement, the segregation of duties and other controls around the treasury and cash management functions.

# Notes to the Financial Statements

For the year ended 30 June 2020

Cromwell and the Trust hold the following financial instruments:

	Type of financial instrument	Cromwell		Trust	
		2020 \$M	2019 \$M	2020 \$M	2019 \$M
<b>Financial assets</b>					
Cash and cash equivalents	(1)	194.1	101.6	117.8	47.7
Receivables	(1)	91.6	81.6	117.9	260.3
Receivables	(2)	159.7	112.6	159.7	47.8
Investments at fair value through profit or loss	(2)	12.9	22.6	-	0.8
<b>Total financial assets</b>		<b>458.3</b>	<b>318.4</b>	<b>395.4</b>	<b>356.6</b>
<b>Financial liabilities</b>					
Trade and other payables	(1)	111.1	60.1	85.6	31.8
Dividends / distributions payable	(1)	49.0	40.5	49.0	40.5
Interest bearing liabilities	(1)	2,191.2	1,356.4	2,168.6	1,349.0
Derivative financial instruments	(2)	19.3	37.1	19.3	37.1
<b>Total financial liabilities</b>		<b>2,370.6</b>	<b>1,494.1</b>	<b>2,322.5</b>	<b>1,458.4</b>

Type of financial instrument per AASB 9 *Financial Instruments*:

- (1) At amortised cost; and
- (2) At fair value through profit or loss.

## b) Accounting policy

The accounting policies with respect to the initial recognition, measurement, classification and subsequent measurement of Cromwell's financial assets and financial liabilities are detailed below.

### Initial recognition and measurement

Financial assets and financial liabilities are recognised in Cromwell's Balance sheet when it becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. On initial recognition, financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are recognised net of transaction costs directly attributable to the acquisition of these financial assets or financial liabilities. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of profit or loss.

### Financial assets

#### *Classification and subsequent recognition and measurement*

Subsequent to initial recognition Cromwell classifies its financial assets in the following measurement categories:

- Those to be measured at fair value (either through other comprehensive income, or through profit or loss); and
- Those to be measured at amortised cost.

The classification depends upon the whether the objective of Cromwell's relevant business model is to hold financial assets in order to collect contractual cash flows (business model test) and whether the contractual terms of the cash flows give rise on specified dates to cash flows that are solely payments of principal and interest (cash flow test).

#### *Financial assets recognised at amortised cost*

Trade and other receivables are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest and are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of profit or loss.

Collectability of trade and other receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off.

#### *Financial assets recognised at fair value through profit or loss*

Assets that do not meet the criteria for amortised cost or recognition at fair value through other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in the Statement of profit or loss and presented net within other gains / (losses) in the period in which it arises.

# Notes to the Financial Statements

For the year ended 30 June 2020

## *Impairment*

Cromwell recognises a loss allowance for expected credit losses on trade receivables that are measured at amortised cost and contract assets. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

For trade receivables, Cromwell applies the simplified approach permitted by AASB 9, which requires expected lifetime credit losses to be recognised from initial recognition of the receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on Cromwell's historical credit loss experience adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Cromwell impairs a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery.

## *Response to COVID-19*

As a result of COVID-19 Cromwell has undertaken a comprehensive review of the tenant receivables schedule. Any and all tenant receivables not considered to be recoverable have been fully provided for and are not included in the tenant receivables balance at year end.

Cromwell has also undertaken a review of its loan asset portfolio (including loans carried at fair value and loans carried at amortised cost). This process involved a thorough examination of all loan receivable balances with counterparties to assess the extent of expected credit losses that should be recognised. However, no indicators of impairment were identified and no impairment was recognised as a result.

## **Financial liabilities and equity**

### *Classification as debt or equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Equity instruments issued by Cromwell are recognised at the value of the proceeds received, net of direct issue costs. Repurchase of the Cromwell's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in the Statement of profit or loss on the purchase, sale, issue or cancellation of Cromwell's own equity instruments.

### *Compound instruments*

The component parts of convertible loan notes issued by Cromwell are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will not be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Cromwell's own equity instruments is an embedded derivative and not an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as an embedded derivative is determined by deducting the amount of the liability component from the fair value of the compound instrument in its entirety. This component is recognised and classified as a financial liability and categorised as being at fair value through profit or loss. This amount is subsequently remeasured (see "Embedded derivatives" section below).

### *Financial liabilities*

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit or loss.

### *Financial liabilities subsequently measured at amortised cost*

Financial liabilities that are not contingent consideration of an acquirer in a business combination, held-for-trading, or designated as at fair value through profit or loss, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

# Notes to the Financial Statements

For the year ended 30 June 2020

## *Derecognition of financial liabilities*

Cromwell derecognises financial liabilities when, and only when, its obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of profit or loss.

When Cromwell exchanges one debt instrument for another with substantially different terms with an existing lender, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, Cromwell accounts for the substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new financial liability.

## **Derivative financial instruments**

For information in relation to the accounting policies for derivative financial instruments, refer note 11(b).

## **Embedded derivatives**

An embedded derivative is a component of a hybrid contract that also includes a non-derivative host – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. Derivatives embedded in hybrid contracts with hosts that are financial liabilities are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely aligned to those of the host contracts and the host contracts are not measured at fair value through profit or loss.

## **c) Credit risk**

Credit risk is the risk that a counterparty will default on its contractual obligations under a financial instrument and result in a financial loss to Cromwell. Cromwell has exposure to credit risk on all financial assets included in the Balance sheet except investments at fair value through profit or loss.

Cromwell manages this risk by:

- establishing credit limits for customers and managing exposure to individual entities;
- monitoring the credit quality of all financial assets in order to identify any potential adverse changes in credit quality;
- derivative counterparties and cash transactions, when utilised, are transacted with high credit quality financial institutions;
- providing loans to associates and joint ventures where Cromwell is comfortable with the underlying exposure;
- regularly monitoring loans and receivables on an ongoing basis; and
- regularly monitoring the performance of associates on an ongoing basis.

The maximum exposure to credit risk at balance date is the carrying amount of financial assets recognised in the Balance sheet of Cromwell. Cromwell holds no significant collateral as security.

Cash is held with Australian, New Zealand, United Kingdom, Singapore and European financial institutions. Interest rate derivative counterparties are all Australian and European financial institutions.

**Note:** as a result of COVID-19 Cromwell has undertaken a comprehensive review of tenant receivables. All tenant receivables not considered to be recoverable have been fully provided for.

## **d) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash reserves and undrawn finance facilities to meet the ongoing operational requirements of the business. It is Cromwell's policy to maintain sufficient funds in cash and cash equivalents to meet expected near term operational requirements. Cromwell prepares and monitors rolling forecasts of liquidity requirements on the basis of expected cash flow. Cromwell monitors the maturity profile of borrowings and puts in place strategies designed to ensure that all maturing borrowings are refinanced in the required timeframes.

# Notes to the Financial Statements

For the year ended 30 June 2020

The contractual maturity of Cromwell's and the Trust's financial liabilities at balance date are shown in the table below. It shows undiscounted contractual cash flows required to discharge Cromwell's financial liabilities, including interest at current market rates.

	Cromwell					Trust				
	1 year or less \$M	2-3 years \$M	4-5 years \$M	Over 5 years \$M	Total \$M	1 year or less \$M	2-3 years \$M	4-5 years \$M	Over 5 years \$M	Total \$M
<b>2020</b>										
Trade and other payables	111.1	-	-	-	111.1	85.6	-	-	-	85.6
Dividends / distribution payable	49.0	-	-	-	49.0	49.0	-	-	-	49.0
Interest bearing liabilities	35.5	211.8	1,987.3	61.2	2,295.8	35.4	204.1	1,987.3	61.2	2,288.0
Derivative financial instruments	9.6	3.7	6.0	-	19.3	9.6	3.7	6.0	-	19.3
<b>Total financial liabilities</b>	<b>205.2</b>	<b>215.5</b>	<b>1,993.3</b>	<b>61.2</b>	<b>2,475.2</b>	<b>179.6</b>	<b>207.8</b>	<b>1,993.3</b>	<b>61.2</b>	<b>2,441.9</b>
<b>2019</b>										
Trade and other payables	60.1	-	-	-	60.1	31.8	-	-	-	31.8
Dividends / distribution payable	40.5	-	-	-	40.5	40.5	-	-	-	40.5
Interest bearing liabilities	45.4	43.5	970.9	74.0	1,133.8	45.2	43.3	970.7	74.0	1,133.2
Derivative financial instruments	15.1	13.5	14.7	-	43.3	15.1	13.5	14.7	-	43.3
<b>Total financial liabilities</b>	<b>161.1</b>	<b>57.0</b>	<b>985.6</b>	<b>74.0</b>	<b>1,277.7</b>	<b>132.6</b>	<b>56.8</b>	<b>985.4</b>	<b>74.0</b>	<b>1,248.8</b>

## e) Market risk

Market risk is the risk that the fair value or future cash flows of Cromwell's financial instruments fluctuate due to market price changes.

Cromwell is exposed to the following market risks:

- Price risk – unlisted equity securities;
- Interest rate risk; and
- Foreign exchange risk.

### *Price risk – Unlisted equity securities*

Cromwell and the Trust are exposed to price risk in relation to its unlisted equity securities (refer note 9), although this exposure is currently, immaterial.

Cromwell and the Trust use the ASX closing price to determine the fair value of their listed securities. For unlisted securities Cromwell and the Trust use the fair value of the net assets of the unlisted entity to determine the fair value of their investments. The fair value of the net assets of unlisted entities is predominantly dependent on the market value of the investment properties they hold. Any movement in the market value of the investment properties will impact on the fair value of Cromwell and the Trust's investment. These valuations have been impacted by COVID-19 in a similar fashion as for the investment properties held by Cromwell and the Trust.

### *Interest rate risk*

Cromwell's interest rate risk primarily arises from borrowings. Borrowings issued at variable rates expose Cromwell to cash flow interest rate risk. Borrowings issued at fixed rates expose Cromwell to fair value interest rate risk. Cromwell's policy is to effectively maintain hedging arrangements on not less than 50% of its borrowings. At balance date interest on a total of 66% (2019: 97%) of Cromwell's total borrowings is effectively fixed by being at fixed rates or through interest rate swap and cap contracts.

For details about notional amounts and expiries of Cromwell's and the Trust's interest rate swap and interest rate cap contracts refer to note 11.

# Notes to the Financial Statements

For the year ended 30 June 2020

## Sensitivity analysis – interest rate risk

The table below details Cromwell's sensitivity to movements in the year end interest rates, based on the borrowings and interest rate derivatives held at balance date with all other variables held constant and assuming all Cromwell's borrowings and interest rate derivatives moved in correlation with the movement in year end interest rates.

Interest rate increase / (decrease) of:	+1%		-1%	
	Profit \$M	Equity \$M	Profit \$M	Equity \$M
<b>2020</b>				
Cromwell	(9.4)	(9.4)	9.4	9.4
Trust	(10.1)	(10.1)	10.1	10.1
<b>2019</b>				
Cromwell	(3.8)	(3.8)	3.8	3.8
Trust	(4.3)	(4.3)	4.3	4.3

## Foreign exchange risk

Cromwell's foreign exchange risk primarily arises from its investments in foreign subsidiaries and the investment in CEREIT. The functional currency of these entities is Euro. The acquisition of the foreign subsidiaries was financed through a convertible bond also denominated in Euro effectively providing a natural hedge against foreign exchange movements between the Australian Dollar and the Euro. No hedge accounting was applied in relation to the net investment in the foreign subsidiaries.

Cromwell's and the Trust's exposure to Euro foreign currency risk at the end of the year, expressed in Australian dollars, was as follows:

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Cash and cash equivalents	10.1	19.3	8.7	19.3
Equity accounted investments	692.7	648.4	680.5	620.4
Borrowings – financial institutions	(726.8)	-	(719.2)	-
Borrowings – convertible bond	(360.2)	(441.3)	(360.2)	(441.3)
Derivative financial instruments – conversion feature	(5.3)	(28.5)	(5.3)	(28.5)
Other	(0.7)	(2.7)	(1.1)	3.3
<b>Net exposure</b>	<b>(390.2)</b>	<b>195.2</b>	<b>(396.6)</b>	<b>173.2</b>

Cromwell's and the Trust's also have exposure to Polish Zloty foreign currency risk due to the operation of the investment property portfolio in Poland. Expressed in Australian dollars, this was as follows:

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Cash and cash equivalents	21.3	-	21.3	-
Receivables	30.9	-	30.9	-
Other	0.5	-	0.5	-
<b>Net exposure</b>	<b>52.7</b>	<b>-</b>	<b>52.7</b>	<b>-</b>

## Amounts recognised in profit or loss and other comprehensive income

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
<i>Amounts recognised in profit or loss</i>				
Net foreign exchange (losses) / gains	(2.8)	(3.0)	(4.2)	2.0
Exchange losses on foreign currency borrowings included in finance costs	(1.8)	(12.7)	(0.7)	(12.8)
<b>Total expense recognised in profit or loss</b>	<b>(4.6)</b>	<b>(15.7)</b>	<b>(4.9)</b>	<b>(10.8)</b>
<i>Amounts recognised in other comprehensive income</i>				
Translation of foreign operations	(3.9)	2.5	0.6	8.8
Translation differences on inter-group loans that form part of the net investment in the foreign operation	0.6	8.8	-	-
<b>Total amount recognised in other comprehensive income</b>	<b>(3.3)</b>	<b>11.3</b>	<b>0.6</b>	<b>8.8</b>

# Notes to the Financial Statements

For the year ended 30 June 2020

## Sensitivity analysis – foreign exchange risk

	2020		2019	
	Profit \$M	Equity \$M	Profit \$M	Equity \$M
Euro – Australian Dollar gains 1 cent in exchange	5.9	3.2	8.6	8.6
Euro – Australian Dollar loses 1 cent in exchange	(6.1)	(3.3)	(8.8)	(8.8)

## f) Fair value measurement of financial instruments

Cromwell uses a number of methods to determine the fair value of its financial instruments as described in AASB 13 *Fair Value Measurement*. The methods comprise the following:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The table below presents Cromwell's and the Trust's financial assets and liabilities measured and carried at fair value at 30 June 2020 and 30 June 2019:

Cromwell	Notes	2020			2019		
		Level 2 \$M	Level 3 \$M	Total \$M	Level 2 \$M	Level 3 \$M	Total \$M
<b>Financial assets at fair value</b>							
Receivables							
Loans at fair value through profit or loss – associate	18(c)	-	159.9	159.9	-	112.6	112.6
Investments at fair value through profit or loss							
Unlisted equity securities	9(a)	-	12.9	12.9	0.8	18.0	18.8
Other financial asset	9(a)	-	-	-	-	3.8	3.8
<b>Total financial assets at fair value</b>		-	<b>172.8</b>	<b>172.8</b>	0.8	134.4	135.2
<b>Financial liabilities at fair value</b>							
Derivative financial instruments							
Interest rate swaps	11(a)	14.0	-	14.0	8.6	-	8.6
Conversion features	11(a)	5.3	-	5.3	28.5	-	28.5
<b>Total financial liabilities at fair value</b>		<b>19.3</b>	-	<b>19.3</b>	37.1	-	37.1
<b>Trust</b>							
<b>Financial assets at fair value</b>							
Investments at fair value through profit or loss							
Unlisted equity securities	9(a)	-	-	-	0.8	-	0.8
<b>Total financial assets at fair value</b>		-	-	-	0.8	-	0.8
<b>Financial liabilities at fair value</b>							
Derivative financial instruments							
Interest rate swaps	11(a)	14.0	-	14.0	8.6	-	8.6
Conversion features	11(a)	5.3	-	5.3	28.5	-	28.5
<b>Total financial liabilities at fair value</b>		<b>19.3</b>	-	<b>19.3</b>	37.1	-	37.1

There were no transfers between the levels of the fair value hierarchy during the reporting period.

# Notes to the Financial Statements

For the year ended 30 June 2020

## g) Disclosed fair values

The fair values of investments at fair value through profit or loss (Levels 2 and 3) and derivative financial instruments (Level 2) are disclosed in the Balance sheet.

The carrying amounts of receivables, other current assets and payables are assumed to approximate their fair values due to their short-term nature. The fair value of non-current borrowings (other than the convertible bond) is estimated by discounting the future contractual cash flows at the current market interest rates that are available to Cromwell for similar financial instruments. The fair value of these borrowings is not materially different from the carrying value due to their relatively short-term nature.

The convertible bonds are traded on the Singapore Exchange (SGX). At balance date the fair value of issued convertible bonds was €222.5 million (\$364.1 million) (2019: €287.3 million (\$465.6 million)) compared to a carrying amount of €220.1 million (\$360.2 million) (2019: €272.3 million (\$441.3 million)).

### i) Valuation techniques used to derive Level 1 fair values

At balance date, Cromwell held no Level 1 assets. However, in prior years Cromwell has held Level 1 assets including listed equity securities. The fair value of financial assets traded in active markets is based on their quoted market prices at the end of the reporting period without any deduction for estimated future selling costs.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

### ii) Valuation techniques used to derive Level 2 fair values

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. These valuation techniques maximise the use of observable market data, assessed for the impact of COVID-19 where it is applicable and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

#### *Fair value of investments at fair value through profit or loss*

Level 2 assets held by Cromwell include unlisted equity securities in Cromwell managed investment schemes. The fair value of these financial instruments is based upon the net tangible assets as publicly reported by the underlying unlisted entity, adjusted for inherent risk where appropriate.

#### *Fair value of interest rate swaps and caps*

Level 2 financial assets and financial liabilities held by Cromwell include "Vanilla" fixed to floating interest rate swap, interest rate cap and cross currency swap derivatives (over-the-counter derivatives). The fair value of these derivatives has been determined using a pricing model based on discounted cash flow analysis which incorporates assumptions supported by observable market data at balance date including market expectations of future interest rates and discount rates adjusted for any specific features of the derivatives and counterparty or own credit risk. All counterparties to interest rate derivatives are Australian financial institutions.

#### *Fair value of conversion feature – convertible bond*

The fair value of the convertible bond conversion feature has been determined by comparing the market value of the convertible bond to the value of a bond with the same terms and conditions but without an equity conversion feature (bond floor). The difference between the two types of bonds is considered to represent the fair value of the conversion feature of the convertible bond.

### iii) Valuation techniques used to derive Level 3 fair values

If the fair value of financial instruments is determined using valuation techniques and if one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Reconciliation from the opening balances to the closing balances for fair value measurements in Level 3 of the fair value hierarchy:

	Cromwell	
	2020 \$M	2019 \$M
<b>Investments at fair value through profit or loss</b>		
Opening balance as at 1 July	21.8	31.7
Additions	-	0.9
Disposals	(4.6)	(9.9)
Fair value loss	(4.3)	(1.3)
Foreign exchange difference	-	0.4
<b>Balance at 30 June</b>	<b>12.9</b>	<b>21.8</b>

#### *Fair value of investments at fair value through profit or loss*

Level 3 assets held by Cromwell include co-investments in Cromwell Europe managed wholesale property funds. The fair value of these investments is determined based on the value of the underlying assets held by the fund. The assets of the fund are subject to regular

# Notes to the Financial Statements

For the year ended 30 June 2020

external valuations which are based on discounted net cash inflows from expected future income and/or comparable sales of similar assets. Appropriate discount rates determined by the independent valuer are used to determine the present value of the net cash inflows based on a market interest rate adjusted for the risk premium specific to each asset.

## *Receivable held at fair value through profit or loss*

Level 3 assets held by Cromwell and the Trust include loans to the LDK joint venture. The fair value of these loans is based on the relevant discounted net cash inflows from expected future inflows of principal and interest. The present value of the net cash inflows is based on relevant interest rates adjusted for credit and liquidity risks specific to each loan, whilst compensating Cromwell and the Trust with an appropriate profit margin.

The fair value is determined using valuation techniques that are not supported by prices from an observable market. The fair value of these assets recognised in the Balance sheet could change significantly if the underlying assumptions made in estimating the fair values were significantly changed.

# Notes to the Financial Statements

For the year ended 30 June 2020

## GROUP STRUCTURE

This section provides information about the Cromwell Property Group structure including parent entity information and information about controlled entities (subsidiaries).

## 15. Parent entity disclosures

### a) Overview

The financial information below on Cromwell's parent entity Cromwell Corporation Limited (the "Company") and the Trust's parent entity Cromwell Diversified Property Trust (the "CDPT") as stand-alone entities has been provided in accordance with the requirements of the *Corporations Act 2001* (Cth).

### b) Accounting policy

The financial information of the parent entities of Cromwell and the Trust has been prepared on the same basis as the consolidated financial statements except for investments in subsidiaries and equity accounted investments.

Investments in subsidiaries and equity accounted investments are accounted for at cost less accumulated impairment charges in the financial report of the parent entity. Distributions and dividends received from subsidiaries and equity accounted investments are not eliminated and recognised in profit or loss.

### c) Summarised financial information

	Company		CDPT	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
<b>Results</b>				
Profit / (loss) for the year	17.7	(8.7)	157.9	37.9
Total comprehensive income for the year	17.7	(8.7)	157.9	37.9
<b>Financial position</b>				
Current assets	52.9	90.0	78.2	13.2
Total assets	161.1	196.8	3,170.7	2,388.0
Current liabilities	-	10.1	72.7	64.8
Total liabilities	97.3	223.3	1,422.5	954.6
<b>Net assets / (liabilities)</b>	<b>63.8</b>	<b>(26.5)</b>	<b>1,748.2</b>	<b>1,433.4</b>
<b>Equity</b>				
Contributed equity	206.6	138.4	2,071.4	1,719.0
Security based payments reserve	13.2	10.4	-	-
Reserves	1.5	(0.1)	-	-
Retained earnings / (accumulated losses)	(157.5)	(175.2)	(323.2)	(285.6)
<b>Total equity</b>	<b>63.8</b>	<b>(26.5)</b>	<b>1,748.2</b>	<b>1,433.4</b>

### d) Commitments

At balance date the Company and CDPT had no commitments (2019: none) in relation to capital expenditure contracted for but not recognised as liabilities.

### e) Guarantees provided

The Company and CDPT have both provided guarantees in relation to the convertible bonds disclosed at Note 10(c). Both entities unconditionally and irrevocably guarantee the due and punctual payment of all amounts at any time becoming due and payable in respect of the convertible bond. These guarantees were provided in a prior year.

### f) Contingent liabilities

At balance date the Company and CDPT had no contingent liabilities (2019: none).

# Notes to the Financial Statements

For the year ended 30 June 2020

## 16. Controlled entities

### a) Company and its controlled entities

Name	Country of registration	Equity Holding		Name	Country of Registration	Equity Holding	
		2020 %	2019 %			2020 %	2019 %
Cromwell Aged Care Holdings Pty Ltd	Australia	100	100	Cromwell Property Group Romania SRL	Romania	100	100
Cromwell Altona Fund	Australia	-	100	Cromwell EREIT Management Pte. Ltd	Singapore	100	100
Cromwell BT Pty Ltd	Australia	100	100	Cromwell Sweden A/B	Sweden	100	100
Cromwell Capital Pty Ltd	Australia	100	100	Cromwell Asset Management UK Limited	United Kingdom	100	100
Cromwell Finance Pty Ltd	Australia	100	100	Cromwell Capital Ventures UK Limited	United Kingdom	100	100
Cromwell Funds Management Limited	Australia	100	100	Cromwell CEE Coinvest LP	United Kingdom	100	100
Cromwell Holdings No 1 Pty Ltd	Australia	100	100	Cromwell CEE Development Holdings Limited	United Kingdom	100	100
Cromwell Holdings No 2 Pty Ltd	Australia	100	100	Cromwell CEE Promote LP	United Kingdom	83	100
Cromwell Infrastructure Pty Ltd	Australia	100	100	Cromwell CEREIF Holdings Limited	United Kingdom	100	100
Cromwell Operations Pty Ltd	Australia	100	100	Cromwell Coinvest CEIF LP	United Kingdom	90	90
Cromwell Project & Technical Solutions Pty Ltd	Australia	100	100	Cromwell Coinvest CEVAF I LP	United Kingdom	100	100
Cromwell Property Securities Limited	Australia	100	100	Cromwell Coinvest ECV LP	United Kingdom	90	90
Cromwell Property Services Pty Ltd	Australia	100	100	Cromwell Corporate Secretarial Limited	United Kingdom	100	100
Cromwell Real Estate Partners Pty Ltd	Australia	100	100	Cromwell Corporate Secretarial No. 2 Limited	United Kingdom	-	100
Cromwell Seven Hills Pty Limited	Australia	100	100	Cromwell Development Holdings UK Limited	United Kingdom	100	100
Lovett Developments Pty Limited	Australia	100	100	Cromwell Development Management UK Limited	United Kingdom	100	100
Marcoola Developments Pty Ltd	Australia	100	100	Cromwell Director Limited	United Kingdom	100	100
Valad Australia Pty Ltd	Australia	100	100	Cromwell Europe Limited	United Kingdom	100	100
Votrait No. 662 Pty Limited	Australia	100	100	Cromwell European Holdings Limited	United Kingdom	100	100
Gateshead Investments Limited	Cyprus	100	100	Cromwell European Management Services Limited	United Kingdom	100	100
Upperastoria Trading & Investments Limited	Cyprus	100	100	Cromwell GP	United Kingdom	100	100
Cromwell Property Group Czech Republic s.r.o.	Czech Republic	100	100	Cromwell Holdings Europe Limited	United Kingdom	100	100
LiNK Hradec Králové s.r.o.	Czech Republic	90	90	Cromwell Investment Holdings UK Limited	United Kingdom	100	100
Cromwell Denmark A/S	Denmark	100	100	Cromwell Investment Management Services Limited	United Kingdom	100	100
Cromwell Finland O/Y	Finland	100	100	Cromwell Investment Services Limited	United Kingdom	100	100
Cromwell France SAS	France	100	100	Cromwell Management Holdings Limited	United Kingdom	100	100
Cromwell Germany GmbH	Germany	100	100	Cromwell Poland Retail LLP	United Kingdom	100	100
Equity Partnerships Fund Management (Guernsey) Limited	Guernsey	100	100	Cromwell Poland Retail UK Limited	United Kingdom	100	100
Nordic Aktiv General Partner Limited	Guernsey	100	100	Cromwell Promote CEIF LP	United Kingdom	100	100
Nordic Aktiv General Partner 2 Limited	Guernsey	100	100	Cromwell Promote CEVAF I LP	United Kingdom	100	100
German Aktiv Co-op Limited	Guernsey	-	100	Cromwell Promote CPRF LP	United Kingdom	100	100
German Aktiv General Partner Limited	Guernsey	-	100	Cromwell Promote ECV LP	United Kingdom	100	100
Cromwell Property Group Hungary Kft	Hungary	-	100	Cromwell Promote HIG LP	United Kingdom	100	100
Cromwell Property Group Italy SRL	Italy	100	100	Cromwell WBP Poland LP	United Kingdom	100	100
CPRF GP S.à r.l.	Luxembourg	100	-	Cromwell YCM Coinvest LP	United Kingdom	100	100
Cromwell CPR Promote S.à r.l.	Luxembourg	100	100	Cromwell YCM Promote LP	United Kingdom	100	100
Cromwell EREIT Management Luxembourg S.à r.l.	Luxembourg	100	-	D.U.K.E. (Cheatham Hill) Limited	United Kingdom	-	100
Cromwell Investment Luxembourg S.à r.l.	Luxembourg	100	100	D.U.K.E. Combined GP Limited	United Kingdom	100	100
Cromwell Italy Urban Logistics S.à r.l.	Luxembourg	100	-	Equity Partnerships (Osprey) Limited	United Kingdom	100	100
Cromwell Luxembourg SA	Luxembourg	100	100	IO Management Services Limited	United Kingdom	100	100
Cromwell REIM Luxembourg S.à r.l.	Luxembourg	100	100	Parc D'Activities 1 GP Limited	United Kingdom	100	100
Cromwell Central Europe B.V.	Netherlands	100	100	PFM Coinvestment Partner Limited	United Kingdom	-	100
Cromwell Netherlands B.V.	Netherlands	100	100	The IO Group Limited	United Kingdom	100	100
Cromwell Norway A/S	Norway	-	100	Valad Salfords Custodian Limited	United Kingdom	100	100
Cromwell Property Group Poland Sp Zoo	Poland	100	100				
Cromwell Poland Sp Zoo	Poland	-	100				

# Notes to the Financial Statements

For the year ended 30 June 2020

## b) Trust and its controlled entities

Name	Country of registration	Equity Holding		Name	Country of Registration	Equity Holding	
		2020 %	2019 %			2020 %	2019 %
CDPT Finance Pty Ltd	Australia	100	100	Cromwell Property Fund Trust No 3	Australia	100	100
CDPT Finance No. 2 Pty Ltd	Australia	100	100	Cromwell Queanbeyan Trust	Australia	100	100
Cromwell Accumulation Fund	Australia	-	100	Cromwell SPV Finance Pty Ltd	Australia	100	100
Cromwell Bundall Corporate Centre Head Trust	Australia	-	100	Cromwell Symantec House Trust	Australia	100	100
Cromwell Bundall Corporate Centre Trust	Australia	-	100	Cromwell TGA Planned Investment	Australia	100	100
Cromwell CPF Fund No. 1	Australia	-	100	Cromwell VAC Finance Pty Ltd	Australia	100	-
Cromwell Diversified Property Trust No. 2	Australia	100	100	Cromwell Wakefield Property Trust	Australia	100	100
Cromwell Diversified Property Trust No. 3	Australia	100	100	Cromwell Wollongong Trust	Australia	100	100
Cromwell George Street Trust	Australia	100	-	EXM Head Trust	Australia	100	100
Cromwell Holdings Trust No 1	Australia	100	100	EXM Trust	Australia	100	100
Cromwell Holding Trust No 2	Australia	100	100	Mascot Head Trust	Australia	100	100
Cromwell Holdings Trust No 4	Australia	100	100	Mascot Trust	Australia	100	100
Cromwell HQ North Head Trust	Australia	100	100	Tuggeranong Head Trust	Australia	100	100
Cromwell HQ North Trust	Australia	100	100	Tuggeranong Trust	Australia	100	100
Cromwell Mary Street Property Trust	Australia	100	100	CPRF S.C.A.	Luxembourg	100	-
Cromwell Mary Street Planned Investment	Australia	92	92	Next Real Estate Polish Retail S.à r.l.	Luxembourg	100	-
Cromwell McKell Building Trust	Australia	100	100	Next Real Estate Polish Retail Holdco S.à r.l.	Luxembourg	100	-
Cromwell Newcastle Trust	Australia	100	100	CH Bydgoszcz Sp Zoo	Poland	100	-
Cromwell Poland Holdings Trust	Australia	100	100	CH Toruń Sp Zoo	Poland	100	-
Cromwell Northbourne Planned Investment	Australia	100	100	CH Janki Sp Zoo	Poland	100	-
Cromwell NSW Portfolio Trust	Australia	100	100	CH Łódź Sp Zoo	Poland	100	-
Cromwell Penrith Trust	Australia	100	100	CH Szczecin Sp Zoo	Poland	100	-
Cromwell Poland Holdings Trust	Australia	100	-	CH Wrocław Sp Zoo	Poland	100	-
Cromwell Property Fund	Australia	100	100	CPRF Co Sp Zoo	Poland	100	-
Cromwell Property Fund Trust No 2	Australia	100	100	HEL Poland Sp Zoo	Poland	100	-
				Cromwell Singapore Holdings Pte. Ltd.	Singapore	100	100
				Cromwell European Finance Limited	United Kingdom	-	100

All new entities have been incorporated during the year. There were no business combinations during the year. Entities, which Cromwell or the Trust controlled in the prior year with no equity holding in the current year have either been deregistered or disposed in the current year.

# Notes to the Financial Statements

For the year ended 30 June 2020

## OTHER ITEMS

This section of the annual financial report provides information about individually significant items to the Balance sheets, Profit and loss statements and Cash flow statements and items that are required to be disclosed by Australian Accounting Standards.

## 17. Leased assets and related leases

The AASB has issued a new standard for leases, AASB 16 *Leases*, which has replaced AASB 117 *Leases*. Cromwell has applied AASB 16 from 1 July 2019 using the 'cumulative catch-up approach' permitted by the standard. A summary of material changes to the accounting policies is provided below:

### a) Accounting policy

#### *Accounting as lessor*

Cromwell and the Trust enter into lease agreements as a lessor with respect to its investment properties. All these leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. When a contract includes both lease and non-lease components Cromwell and the Trust apply AASB 15 *Revenue from Contracts with Customers* to allocate the consideration under the contract to each component and account for the lease component as a lease in accordance with AASB 16 and the non-lease component as a service contract in accordance with AASB 15.

Initial direct costs incurred in negotiating and arranging such operating leases are added to the carrying value of the leased asset (investment property) and amortised on a straight-line basis over the lease term.

#### *Accounting as lessee*

Previously Cromwell determined at contract inception whether an arrangement is or contains a lease in accordance with IFRIC 4 *Determining Whether an Arrangement Contains a Lease*. Under AASB 16 Cromwell assesses whether a contract is or contains a lease based upon the definition of 'lease' within the standard.

On transition to AASB 16 Cromwell applied the new definition of lease to all existing leases to determine whether the underlying contract is or contains a lease. This has resulted in some contracts not previously identified as leases under AASB 117 and IFRIC 4 being classified and recognised as leases under AASB 16.

The accounting standard introduces a single accounting model for leases by lessees and effectively does away with the operating lease concept. It requires all relevant operating leases, which were not previously recorded on the balance sheet, to be recognised on the balance sheet as a financial liability with a corresponding right-of-use asset, except for short-term leases and leases of low value assets (for these leases Cromwell recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the pattern in which economic benefits from the leased assets are consumed).

The lease liability is initially measured as the present value of the lease payments that are unpaid at the commencement date, discounted using the rate implicit in the lease or relevant incremental borrowing rate. Subsequently the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications. The lease liability is presented as a component of Interest bearing liabilities in the balance sheet (see note 10).

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before commencement, less any lease incentives received and any initial direct costs. The right-of use asset is subsequently measured as cost less accumulated depreciation and impairments. Make-good or restoration obligations are provided for in accordance with AASB 137 *Provisions, Contingent Liabilities and Contingent Assets*.

Right-of-use assets are presented as a component of Investment property and Property, plant and equipment in the Balance sheet.

Right-of-use assets are depreciated on a straight-line basis over the shorter period of the lease term and useful life of the underlying asset. Impairments are measured in accordance with AASB 136 *Impairment of Assets*.

#### *Transition*

The new standard applies to a number of lease contracts Cromwell has entered into in respect of office premises, property, plant and equipment and motor vehicles. For the year ended 30 June 2020, Cromwell has adopted AASB 16 by applying the 'cumulative catch-up approach' allowed by the standard from 1 July 2019.

# Notes to the Financial Statements

For the year ended 30 June 2020

At transition lease liabilities were measured at the present value of the remaining lease payments, discounted at Cromwell's incremental borrowing rate at 1 July 2019. Right-of-use assets are measured at either:

- their carrying amount as if AASB 16 had been applied since the commencement date, discounted using the lessee's incremental borrowing rate at the date of initial application; or
- an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments. Cromwell applied this approach to all the leases.

Cromwell used the following practical expedients when applying AASB 16 to leases previously classified as operating leases under AASB 17:

- applied a discount rate to portfolios of leases with similar characteristics;
- applied the exemption not to recognise right-of-use assets and liabilities in respect of leases with terms of less than 12 months;
- excluded initial direct costs from measuring right-of-use assets at the date of initial recognition.

## b) Financial impact of adoption of AASB 16

On transition Cromwell recognised an additional \$15.6 million of right-of-use assets and \$15.6 million of lease liabilities. When measuring lease liabilities, Cromwell discounted lease payments using relevant incremental borrowing rates at 1 July 2019. The weighted-average rate applied is 2.5%.

The below table shows the information in relation to Cromwell and Trust's leased assets and relevant lease liabilities for the year ending and as at 30 June 2020:

	Investment property <small>(1) (2)</small> \$M	Office premises <small>(3)</small> \$M	Property, plant and equipment <small>(3)</small> \$M	Total \$M
Operating lease commitment at 30 June 2019 as disclosed in Cromwell's consolidated financial statements	-	13.8	1.2	15.0
Discounted using the incremental borrowing rate at 1 July 2019	-	(1.1)	(0.1)	(1.2)
Extensions and termination options reasonably certain to be exercised	-	2.0	-	2.0
Lease commitments derecognised under AASB 16 definition	-	(0.2)	-	(0.2)
<b>Lease liabilities and corresponding right-of-use assets recognised on 1 July 2019</b>	<b>-</b>	<b>14.5</b>	<b>1.1</b>	<b>15.6</b>
<i>Reconciliation of movements in lease liabilities:</i>				
Lease liabilities recognised on 1 July 2019	-	14.3	1.1	15.4
Additions	6.9	3.1	1.1	11.1
Payments	(0.4)	(2.9)	(0.7)	(4.0)
Finance costs <sup>(4)</sup>	0.2	0.4	-	0.6
Disposals, terminations and modifications	(0.4)	(1.9)	(0.1)	(2.4)
<b>Lease liabilities at 30 June 2020</b>	<b>6.3</b>	<b>13.0</b>	<b>1.4</b>	<b>20.7</b>
<i>Classified as a component of interest bearing liabilities <sup>(4)</sup>:</i>				
Current	0.4	2.6	0.6	3.6
Non-current	5.9	10.4	0.8	17.1
<b>Lease liabilities at 30 June 2020</b>	<b>6.3</b>	<b>13.0</b>	<b>1.4</b>	<b>20.7</b>
<i>Reconciliation of movements in relation to right-of-use assets:</i>				
Right-of-use assets recognised on 1 July 2019	-	14.3	1.1	15.4
Additions	6.9	3.1	1.1	11.1
Disposals, terminations and modifications	-	(2.0)	(0.2)	(2.2)
Amortisation <sup>(4)</sup>	(0.1)	(2.6)	(0.6)	(3.3)
<b>Right-of-use assets at 30 June 2020</b>	<b>6.8</b>	<b>12.8</b>	<b>1.4</b>	<b>21.0</b>
<i>Reconciliation of cash flows in relation to leases:</i>				
Payments in relation to lease liabilities recognised above	(0.4)	(2.9)	(0.7)	(4.0)
<b>Total cash flows in respect of lease for the year ended 30 June 2020</b>	<b>(0.4)</b>	<b>(2.9)</b>	<b>(0.7)</b>	<b>(4.0)</b>

(1) Represents relevant information in respect of the Trust.

(2) Right-of-use assets included as a component of Investment property in the Balance sheet. See note 7 for further information.

(3) Right-of-use assets included as a component of Property, plant and equipment in the Balance sheet.

(4) Included as a component of Finance costs in the statement of profit or loss.

(5) Included as a component of Amortisation and depreciation in the Statement of profit or loss.

# Notes to the Financial Statements

For the year ended 30 June 2020

## 18. Other financial assets and financial liabilities

### a) Overview

This note provides further information about material financial assets and liabilities that are incidental to Cromwell's and the Trust's trading activities, being receivables and trade and other payables, as well as information about restricted cash.

### b) Accounting policy

#### *Trade receivables and loans at amortised cost*

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost, less any expected credit losses. Operating lease receivables of investment properties are due on the first day of each month, payable in advance.

#### *Loans at fair value through profit or loss*

Loans at fair value through profit or loss are recognised initially at fair value and subsequently measured at fair value using techniques detailed in note 14(g)(iii).

**Note:** as a result of COVID-19 Cromwell has undertaken a comprehensive review of tenant receivables. All tenant receivables not considered to be recoverable have been fully provided for.

In addition, the recoverability and measurement of loans to related parties was assessed against the backdrop of COVID-19. Recoverability was assessed based upon financial and non-financial information provided by the borrowers. Recoverability was found to not be negatively impacted. The inputs into the relevant valuation models used to determine the recoverable amount of the loans was also scrutinised and amended where appropriate to reflect any impacts of COVID-19.

#### *Trade payables*

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost. These amounts represent liabilities for goods and services provided to Cromwell prior to the end of the year and which are unpaid. The amounts are usually unsecured and paid within 30-60 days of recognition.

### c) Receivables

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
<i>Current</i>				
Contract assets at amortised cost	2.0	1.1	1.5	8.0
Trade and other receivables at amortised cost	47.8	66.8	29.4	35.0
Loans at amortised cost – associates and related parties	0.5	5.0	-	139.7
<b>Receivables – current</b>	<b>50.3</b>	<b>72.9</b>	<b>30.9</b>	<b>182.7</b>
<i>Non-current</i>				
Loans at amortised cost – related parties	41.3	8.7	128.6	4.3
Loans at fair value through profit or loss – associate	159.7	112.6	118.1	47.8
Trust loans at amortised cost – related party	-	-	-	73.3
<b>Receivables – non-current</b>	<b>201.0</b>	<b>121.3</b>	<b>246.7</b>	<b>125.4</b>

### Loans – related parties

#### *Current loans – Oyster joint venture*

During the prior year, the Trust provided a NZD \$6.0 million short-term loan facility to Cromwell's joint venture Oyster Property Funds Limited ("Oyster") for the initial funding of an Oyster property syndication. This facility was drawn to NZD \$1.0 million, which was fully repaid during the prior year. The facility has now ceased.

During the current year, the Trust provided several NZD-denominated short-term loan facilities of \$20.5 million in aggregate to Cromwell's joint venture Oyster Property Funds Limited ("Oyster") for the initial funding of Oyster property syndications. This facility were drawn to NZD \$7.5 million, all of which was fully repaid during the year.

# Notes to the Financial Statements

For the year ended 30 June 2020

## Non-current loans – LDK joint venture

### i) Working capital loan

In 2018, the Trust signed a Facility Agreement ('Working capital loan') with LDK Corporate Unit Trust, a subsidiary of LDK Healthcare Unit Trust, to provide a facility terminating on 31 December 2020, which was extended until 31 December 2023 during the year. The maximum loan facility is \$10.0 million with an interest rate of 12%. During the year, the loan was drawn down by a further \$5.2 million and repayments of \$8.8 million were made.

### ii) "Waterfall" loans

During the prior year, Cromwell and the Trust provided a number of loan facilities to LDK Healthcare Unit Trust and a number of its subsidiaries in order to assist in the development of the LDK business. These facilities are \$240.8 million in aggregate and do not constitute a component of Cromwell's net investment in the joint venture itself due to the loans being either secured or their settlement being planned and likely.

Interest rates attributable range from nil to BBSY plus various margins. These loans have been classified as being held at fair value through profit or loss.

During the year, \$83.1 million (2019: \$112.4 million) was drawn down and \$37.9 million (2019: \$nil) was repaid, whilst interest accrued at relevant rates. The total aggregate loan balance at year-end is \$158.8 million (2019: \$112.6 million) (including accrued interest).

## Non-current loans – Ursynów

During the year Cromwell and the Trust provided a PLN-denominated loan facility to Ursynów of PLN 100.0 million as a component of the refinancing of the Polish investment portfolio. The loan facility expires in November 2027 and has an interest rate applicable of 7.2%. At balance date the loan was drawn to PLN 78.6 million (\$30.9 million).

## Non-current loans – Trust loans

The Trust loans to CCL consist of four facilities as follows:

Unsecured loan:	In a prior year the Trust provided CCL a loan facility of €107.6 million. The Euro denominated loan facility was unsecured and was subject to an interest rate of 2.5%. The loan facility expired in February 2020 when the loan and applicable interest was repaid in full.
Unsecured loan:	During the year the Trust provided CCL a loan facility of €100.0 million. CCL drew down €75.2 million in respect of the facility during the year and made repayments of €15.3 million leaving a loan balance of €59.9 million (\$98.0 million) at balance date. The Euro denominated loan facility is unsecured and carries an interest rate of 2.5%. The loan facility expires in February 2029.
Investment loan:	In a prior year the Trust provided CCL a loan facility of \$15.2 million in relation to CCL's acquisition of an investment. The loan was fully drawn at inception. During the year CCL fully repaid the loan and applicable interest (2019: \$nil repayments) at which time the facility was extinguished. The facility, originally due to expire in March 2026, was unsecured and subject to an interest rate of BBSY plus a margin.
LDK loans:	During the prior year the Trust provided CCL aggregate loan facilities of \$60.7 million. During the year CCL made repayments of \$58.1 million (2019: \$2.6 million) so the aggregate loan balance was repaid and the facility was extinguished (2019: balance \$58.1 million). The loan facilities were unsecured and an interest rate of BBSY plus was margin is applicable.

## d) Trade and other payables

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Trade and other payables	46.0	46.9	20.5	18.4
Lease incentives payables	62.7	13.3	62.7	13.3
Tenant security deposits	2.4	0.1	2.4	0.1
<b>Trade and other payables</b>	<b>111.1</b>	<b>60.3</b>	<b>85.6</b>	<b>31.8</b>

# Notes to the Financial Statements

For the year ended 30 June 2020

## 19. Intangible assets

### a) Overview

At the current and prior year-ends, Cromwell's intangible assets consisted solely of software assets. The schedule below provides information about the movements in intangible assets:

	Cromwell	
	2020 \$M	2019 \$M
<b>Software</b>		
Cost	14.8	9.3
Accumulated amortisation	7.2	4.8
<b>Balance at 30 June</b>	<b>7.6</b>	<b>4.5</b>
Opening balance as at 1 July	4.5	2.3
Additions	5.4	3.7
Disposals	-	(1.0)
Amortisation	(2.4)	(0.6)
Foreign exchange difference	0.1	0.1
<b>Balance at 30 June</b>	<b>7.6</b>	<b>4.5</b>

### b) Accounting policy

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Cromwell currently carries only software as intangible assets. Software is amortised on a straight-line basis over two to five years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

## 20. Cash flow information

### a) Overview

This note provides further information on the consolidated cash flow statements of Cromwell and the Trust. It reconciles profit for the year to cash flows from operating activities and information about non-cash transactions.

### b) Accounting policy

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

#### *Goods and services tax*

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- Where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense, or
- For receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables. Cash flows are included in the cash flow statement on a gross basis.

The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified within operating cash flows.

# Notes to the Financial Statements

For the year ended 30 June 2020

## c) Reconciliation of profit for the year to net cash provided by operating activities

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
<b>Net profit</b>	<b>181.1</b>	159.9	<b>153.8</b>	163.4
Amortisation and depreciation	7.4	2.4	-	-
Amortisation of lease costs and incentives	29.2	20.8	29.2	20.8
Operating lease costs	(3.1)	-	-	-
Straight-line rentals	(9.7)	(9.3)	(9.7)	(9.3)
Security based payments	2.8	2.5	-	-
Share of (profits) / losses – equity accounted investments (net of distributions and impairments)	(11.7)	13.5	(4.5)	15.6
Net foreign exchange loss / (gain)	4.6	10.1	4.9	10.7
Amortisation of loan transaction costs	10.0	7.8	9.8	7.5
Gain on sale of investment properties	(3.3)	(0.7)	(3.3)	(0.7)
Loss on sale of other assets	3.6	-	3.6	-
Costs in relation asset classified as held for sale	-	35.3	-	35.3
Asset, fund and development management fees non-cash settled	(16.0)	(21.9)	-	-
Decrease / (increase) in recoverable amounts	4.3	0.4	-	-
Finance costs attributable to discounted lease incentives	0.8	-	0.8	-
Fair value net (gain) / loss from:				
Investment properties	(17.5)	(86.4)	(17.5)	(86.4)
Derivative financial instruments	(18.4)	10.5	(18.4)	10.5
Investments at fair value through profit or loss	4.3	9.2	-	-
Payment for other transaction costs	23.4	2.9	19.0	1.8
<i>Changes in operating assets and liabilities</i>				
(Increase) / decrease in:				
Receivables	19.0	(18.2)	15.6	(29.1)
Tax assets / liabilities	(3.3)	(9.0)	(9.2)	12.3
Other current assets	(0.2)	(2.6)	(0.6)	(0.2)
Increase / (decrease) in:				
Trade and other payables	(10.9)	5.6	18.7	5.4
Provisions	1.4	1.1	-	-
Unearned income	3.4	1.1	3.0	1.2
<b>Net cash provided by operating activities</b>	<b>201.2</b>	135.0	<b>195.2</b>	158.8

## d) Non-cash transactions

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Stapled securities / units issued on reinvestment of distributions	21.0	18.0	17.4	17.0
<i>CEREIT fees received in units:</i>				
Acquisition fees	12.5	4.9	-	-
Management fees	3.5	16.4	-	-
Restructure costs	-	0.6	-	-
<b>Total non-cash outflow transactions</b>	<b>37.0</b>	39.9	<b>17.4</b>	17.0

# Notes to the Financial Statements

For the year ended 30 June 2020

## e) Reconciliation of liabilities arising from financing activities

Cromwell	Borrowings \$M	Dividends / distributions payable \$M	Derivative financial instruments \$M	Total \$M
Opening balance 1 July 2018	1,412.0	41.4	37.7	1,491.1
<i>Changes from financing cash flows:</i>				
Proceeds from borrowings	178.5	-	-	178.5
Repayments of borrowings	(250.7)	-	-	(250.7)
Payment of loan transaction costs	(4.4)	-	-	(4.4)
Payments for settlement of derivative financial instruments	-	(140.4)	-	(140.4)
Payment of dividends / distributions	-	-	(12.3)	(12.3)
<b>Total changes from financing cash flows</b>	<b>(76.6)</b>	<b>(140.4)</b>	<b>(12.3)</b>	<b>(229.3)</b>
<i>Other movements:</i>				
Exchange rate gains / losses	15.4	-	0.8	16.2
Fair value net gains / losses	-	-	8.7	8.7
Amortisation of loan transaction costs	7.8	-	-	7.8
Stapled securities / units issued on reinvestment of distributions	-	(18.0)	-	(18.0)
Distributions for the year	-	157.5	-	157.5
Recognition of bond conversion features	(2.2)	-	2.2	-
<b>Balance at 30 June 2019</b>	<b>1,356.4</b>	<b>40.5</b>	<b>37.1</b>	<b>1,434.0</b>
<i>Changes from financing cash flows:</i>				
Proceeds from borrowings	<b>2,050.4</b>	-	-	<b>2,050.4</b>
Repayments of borrowings	<b>(1,243.8)</b>	-	-	<b>(1,243.8)</b>
Payment of dividends / distributions	-	<b>(166.0)</b>	-	<b>(166.0)</b>
<b>Total changes from financing cash flows</b>	<b>806.6</b>	<b>(166.0)</b>	<b>-</b>	<b>640.6</b>
<i>Other movements:</i>				
Exchange rate gains / losses	<b>(3.1)</b>	-	<b>0.6</b>	<b>2.5</b>
Fair value net gains / losses	-	-	<b>(18.4)</b>	<b>(18.4)</b>
Amortisation of loan transaction costs	<b>10.0</b>	-	-	<b>10.0</b>
Stapled securities / units issued on reinvestment of distributions	-	<b>(21.0)</b>	-	<b>(21.0)</b>
Distributions for the year	-	<b>195.5</b>	-	<b>195.5</b>
<b>Balance at 30 June 2020</b>	<b>2,169.9</b>	<b>49.0</b>	<b>19.3</b>	<b>2,238.2</b>

# Notes to the Financial Statements

For the year ended 30 June 2020

Trust	Borrowings \$M	Dividends / distributions payable \$M	Derivative financial instruments \$M	Total \$M
Opening balance 1 July 2018	1,412.4	41.4	37.7	1,332.5
<i>Changes from financing cash flows:</i>				
Proceeds from borrowings	171.0	-	-	171.0
Repayments of borrowings	(250.7)	-	-	(250.7)
Payment of loan transaction costs	(4.7)	-	-	(4.7)
Payment of dividends / distributions	-	(141.4)	-	(141.4)
Payments for settlement of derivative financial instruments	-	-	(12.3)	(12.3)
<b>Total changes from financing cash flows</b>	<b>(84.3)</b>	<b>(141.4)</b>	<b>(12.3)</b>	<b>(238.0)</b>
<i>Other movements:</i>				
Exchange rate gains / losses	15.7	-	0.8	16.5
Fair value net gains / losses	-	-	8.8	8.8
Amortisation of loan transaction costs	7.5	-	-	7.5
Stapled securities / units issued on reinvestment of distributions	-	(17.0)	-	(17.0)
Distributions for the year	-	157.5	-	157.5
Recognition of bond conversion features	(2.2)	-	2.2	-
<b>Balance at 30 June 2019</b>	<b>1,349.0</b>	<b>40.5</b>	<b>37.1</b>	<b>1,426.6</b>
<i>Changes from financing cash flows:</i>				
Proceeds from borrowings	<b>2,050.4</b>	-	-	<b>2,050.4</b>
Repayments of borrowings	<b>(1,243.8)</b>	-	-	<b>(1,243.8)</b>
Payment of loan transaction costs	<b>(4.5)</b>	-	-	<b>(4.5)</b>
Payment of dividends / distributions	-	<b>(169.6)</b>	-	<b>(169.6)</b>
<b>Total changes from financing cash flows</b>	<b>802.1</b>	<b>(169.6)</b>	<b>-</b>	<b>632.5</b>
<i>Other movements:</i>				
Exchange rate gains / losses	1.4	-	0.6	2.0
Fair value net gains / losses	-	-	(18.4)	(18.4)
Amortisation of loan transaction costs	9.8	-	-	9.8
Stapled securities / units issued on reinvestment of distributions	-	(17.4)	-	(17.4)
Distributions for the year	-	195.5	-	195.5
<b>Balance at 30 June 2020</b>	<b>2,162.3</b>	<b>49.0</b>	<b>19.3</b>	<b>2,230.6</b>

# Notes to the Financial Statements

For the year ended 30 June 2020

## 21. Security based payments

### a) Overview

Cromwell operates a security based compensation scheme, the Performance Rights Plan (PRP). Under the PRP, eligible employees, including executive directors, have the right to acquire Cromwell securities at a consideration of between \$0.00 and \$0.50 subject to certain vesting conditions. Eligibility is by invitation of the Board of Directors and participation in the PRP by executive directors is subject to securityholder approval. The PRP is designed to provide long-term incentives for employees to continue employment and deliver long-term securityholder returns.

This note provides information below on the security based compensation schemes Cromwell currently operates.

### b) PRP

Cromwell established a PRP in September 2007. All full-time and part-time employees who meet minimum service, remuneration and performance requirements, including executive directors, are eligible to participate in the PRP at the discretion of the Board. Under the PRP, eligible employees are allocated performance rights. Each performance right enables the participant to acquire a stapled security in Cromwell, at a future date and exercise price, subject to conditions. The number of performance rights allocated to each participant is set by the Board or the Nomination & Remuneration Committee and based on individual circumstances and performance.

The amount of performance rights that will vest under the PRP depends on a combination of factors which may include Cromwell's total securityholder returns (including price growth, dividends and capital returns), internal performance measures and the participant's continued employment. Performance rights allocated under the PRP generally vest in three years. Until performance rights have vested, the participant cannot sell or otherwise deal with the performance rights except in certain limited circumstances. It is a condition of the PRP that a participant must remain employed by Cromwell in order for performance rights to vest. Any performance rights which have not yet vested on a participant leaving employment must be forfeited.

Under AASB 2 *Share-based Payment*, the performance rights are treated as options for accounting purposes. Set out below is a summary of movements in the number of performance rights outstanding at the end of the financial year:

	2020		2019	
	Weighted average exercise price	Number of performance rights	Weighted average exercise price	Number of performance rights
<b>As at 1 July</b>	<b>\$0.32</b>	<b>15,632,820</b>	\$0.37	11,256,742
Granted during the year	\$0.17	3,366,614	\$0.24	6,751,764
Exercised during the year	\$0.40	(4,920,055)	\$0.36	(2,375,686)
Forfeited during the year	\$0.00	(261,223)	-	-
<b>As at 30 June</b>	<b>\$0.26</b>	<b>13,818,156</b>	\$0.32	15,632,820
<b>Vested and exercisable</b>	-	-	-	-

The weighted average price per security at the date of exercise of options exercised during the year ended 30 June 2020 was \$1.21 (2019: \$1.07). No options expired during the years covered in the table above.

The weighted average remaining contractual life of the 13,818,156 performance rights outstanding at the end of the financial year (2019: 15,632,820) was 1.3 years (2019: 1.5 years).

#### *Fair value of performance rights granted*

The fair value of performance rights granted during the year was between \$0.57 per option for PRP with an exercise price of \$0.50 and \$1.06 per option for PRP with an exercise price of \$nil (2019: fair value between \$0.34 and \$0.88).

Performance rights do not have any market-based vesting conditions. The fair values at grant date are determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the security price at grant date and expected price volatility of the underlying security, the expected dividend/distribution yield and the risk-free interest rate for the term of the option. The model inputs for performance rights granted during the year included:

Exercise price:	\$0.00 to \$0.50 (2019: \$0.00 to \$0.50)
Grant date(s):	4-Oct-19 and 27-Mar-20 (2019: 7-Nov-18 and 21-Dec-18)
Share price at grant date(s):	\$1.27 and \$0.80 (2019: \$1.023 and \$0.995)
Expected price volatility:	16% and 15% (2019: 13%, 14% and 17%)
Expected dividend yield(s):	5.91% and 9.6% (2019: 7.14%, 7.25% and 8.87%)
Risk free interest rate(s):	0.78% and 0.56% (2019: 2.06%, 2.11% and 1.94%)
Expiry date(s):	31-Oct-22 and 30-Sep-22 (2019: 7-Dec-21, 30-Sep-20 and 30-Sep-21)

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

# Notes to the Financial Statements

For the year ended 30 June 2020

## c) Expense arising from security based payments

Expenses arising from share-based payments recognised during the year as part of employee benefits expense were as follows:

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Performance rights issued under the PRP	2.8	2.6	-	-

## 22. Related parties

### a) Overview

Related parties are persons or entities that are related to Cromwell as defined by AASB 124 *Related Party Disclosures*. These include directors and other key management personnel and their close family members and any entities they control as well as subsidiaries, associates and joint ventures of Cromwell. They also include entities which are considered to have significant influence over Cromwell, that is securityholders that hold more than 20% of Cromwell's issued securities.

This note provides information about transactions with related parties during the year. All of Cromwell's transactions with related parties are on normal commercial terms and conditions and at market rates.

### b) Key management personnel disclosures

<i>Key management personnel compensation</i>	Cromwell	
	2020 \$	2019 \$
Short-term employee benefits	6,006,118	5,043,108
Post-employment benefits	126,998	107,704
Other long-term benefits	79,103	80,782
Security-based payments	2,234,262	1,733,310
<b>Total key management personnel compensation</b>	<b>8,446,481</b>	<b>6,964,904</b>

#### *Loans to key management personnel*

Cromwell has provided loans to Mr P Weightman, a Director of the Company, for the exercise of his employee options under Cromwell's Performance Rights Plan. Each loan term is three years, limited recourse and interest free. The outstanding balance at balance date was \$2,736,980 (2019: \$1,960,001).

#### *Other transactions with key management personnel*

Cromwell rented an apartment, located at 185 Macquarie Street, Sydney, which is owned by Mr P Weightman, a Director of Cromwell. Total rent paid during year was \$96,200 (2019: \$114,396). The payment of rent is on normal commercial terms and conditions and at market rates. The lease expired on 30 June 2020.

### c) Other related party transactions

#### i) Parent entity and subsidiaries

Cromwell Corporation Limited is the ultimate parent entity in Cromwell. Cromwell Diversified Property Trust is the ultimate parent entity in the Trust. Details of subsidiaries for both parent entities are set out in note 16.

#### ii) Transactions with joint ventures and associates

##### *Cromwell European Real Estate Investment Trust*

Cromwell and the Trust hold 30.7% and 30.1% interests in CEREIT (2019: 35.8% and 35.0% - refer to note 7(c) for further details).

Cromwell and the Trust received \$28.1 million and \$27.8 million in distributions from CEREIT during the year (2019: \$67.6 million and \$66.7 million).

Cromwell EREIT Management Pte. Ltd. ("CEM"), a wholly owned subsidiary of Cromwell, is the Manager for CEREIT. A number of other wholly owned, Europe-domiciled, subsidiaries of Cromwell provide property related services to CEREIT at normal commercial terms.

# Notes to the Financial Statements

For the year ended 30 June 2020

The following income was earned by Cromwell from CEREIT:

	Cromwell	
	2020 \$M	2019 \$M
<i>Paid / payable by CEREIT to Cromwell and its subsidiaries:</i>		
Fund management fees	17.0	12.5
Property management fees	24.2	18.2
Leasing fees	1.5	3.0
Project management fees	0.8	0.8
Distributions	28.1	41.0
<i>Balances outstanding with CEREIT at year end:</i>		
Distribution receivable	-	25.6
Aggregate amounts receivable	9.0	16.1

During the year Cromwell received 18,347,425 units in CEREIT as consideration for the part-settlement of acquisition fees and management fees (2019: 25,953,109), which equated to \$16.0 million (2019: \$8.2 million).

## Ursynów

As a component of the CPRF transaction Cromwell and the Trust acquired a 94.1% interest in CH Ursynów sp. z o.o. (Ursynów - see note 8(e)), an entity that owns a retail asset in Poland. As part of the acquired fund, CPRF, there is a PLN-denominated loan facility to Ursynów of PLN 100.0 million. The loan facility expires in November 2027 and has an applicable interest rate of 7.2%. At balance date the loan was drawn to PLN 78.6 million (\$30.9 million) and interest equating to \$1.7 million was derived in relation to the loan.

Cromwell provided property related services at normal commercial terms totalling \$0.4 million for the period from acquisition to 30 June 2020.

## LDK Healthcare Unit Trust

Cromwell holds a 50% interest in the LDK Healthcare Unit Trust (LDK), a joint venture conducting an aged care operation. During a prior year, Cromwell and LDK commenced a project to repurpose the Cromwell-owned property at Tuggeranong Office Park in the ACT into a Seniors living village under a Development lease. During the prior year, LDK acquired the Tuggeranong Office Park property (now known as "Greenway") for \$54.5 million, and the development lease was cancelled (see below).

Cromwell has the following loans and related party transactions with the LDK joint venture:

### b) Working capital loans

In 2018, the Trust signed a Facility Agreement ('Working capital loan') with LDK Corporate Unit Trust, a subsidiary of LDK Healthcare Unit Trust, to provide a facility terminating on 31 December 2020, which was extended until 31 December 2023 during the year. The maximum loan facility is \$10.0 million with an interest rate of 12%. During the year, the facility was drawn down by a further \$5.2 million and repayments of \$8.8 million were made.

### c) "Waterfall" loans

During the prior year, Cromwell and the Trust provided a number of loan facilities to LDK Healthcare Unit Trust and a number of its subsidiaries in order to assist in the development of the LDK business. Refer to note 18(c)(ii) for further information.

### d) Project management fees

During the year, Cromwell provided project management services to a subsidiary of LDK in relation to the development of the LDK 'Greenway' aged care facility. Cromwell derived \$1.1million in project management fees at normal commercial terms during the year ended 30 June 2020 (2019: \$nil).

## Oyster Property Group Limited

During the prior year, the Trust provided a NZD \$6.0 million short-term loan facility to Cromwell's joint venture Oyster Property Funds Limited ("Oyster") for the initial funding of an Oyster property syndication. This facility was drawn to NZD \$1.0 million, which was fully repaid during the prior year. The facility has now ceased.

During the current year, the Trust provided facilities of NZD \$20.5 million short-term loan facility to Cromwell's joint venture Oyster Property Funds Limited ("Oyster") for the initial funding of an Oyster property syndication. This facility was drawn to NZD \$7.5 million, which was fully repaid during the year. The Trust derived \$0.8 million in finance income in relation to the facility to Oyster during the year.

# Notes to the Financial Statements

For the year ended 30 June 2020

## BlackRock

During the year, the Cromwell and the Trust completed the sale of a 50% stake in the direct property at 475 Victoria Avenue, Chatswood for \$120 million to an entity managed by BlackRock Inc (BlackRock). BlackRock established the Odyssey Sub Trust to hold their 50% direct interest in the property as tenants in common along with the Trust.

Under the various agreements with BlackRock, Cromwell provided property related services at normal commercial terms totalling \$0.1 million for the year ended 30 June 2020.

## Portgate Estate Unit Trust

Cromwell holds a 28% interest in Portgate Estate Unit Trust (Portgate), which holds the Portgate property located at the Port of Brisbane. During the year Cromwell paid an additional \$2.5 million in consideration for the investment, leaving no unpaid acquisition consideration outstanding. For further information in relation to Cromwell's investment in Portgate see note 8(c).

During the year Cromwell provided property management services for which Portgate paid \$89,000 (2019: \$87,000). Portgate paid no distributions during the year (2019: \$nil).

## Cromwell Partners Trust

Cromwell and the Trust held a 50% interest in the Cromwell Partners Trust joint venture ("CPA") which holds the Northpoint property in North Sydney (refer to note 8 for further details). Cromwell received no distributions from CPA during the year (2019: \$3.9 million).

Cromwell Real Estate Partners Pty Ltd ("CRE"), a wholly owned subsidiary of Cromwell, acts as trustee for CPA. Cromwell Property Services Pty Ltd and Cromwell Project and Technical Solutions Pty Ltd, wholly owned subsidiaries of Cromwell provide property related services to CPA at normal commercial terms. The following income was earned by Cromwell from CPA:

	Cromwell	
	2020 \$M	2019 \$M
<i>Paid / payable by CPA to Cromwell and its subsidiaries:</i>		
Fund management fees	0.7	2.8
Property management fees	0.8	0.8
Leasing fees	0.1	0.2
Project management fees	0.2	0.4
Distributions	-	3.9
<i>Balances outstanding with CPA at year end:</i>		
Distribution receivable	-	1.4
Aggregate amounts receivable	-	2.2

### iii) Transactions between the Trust and the Company and its subsidiaries (including the responsible entity of the Trust)

Cromwell Property Securities Limited ("CPS"), a wholly owned subsidiary of Cromwell Corporation Limited ("CCL") acts as responsible entity for the Trust. For accounting purposes the Trust is considered to be controlled by CCL. CCL and its subsidiaries provide a range of services to the Trust. A subsidiary of CCL rents commercial property space in a property owned by the Trust. All transactions are performed on normal commercial terms.

The Trust made the following payments to and received income from CCL and its subsidiaries:

	Trust	
	2020 \$M	2019 \$M
<i>Paid / payable by the Trust to the Company and its subsidiaries:</i>		
Development fees	32.0	-
Fund management fees	18.8	14.1
Property management fees	6.4	6.1
Leasing fees	2.7	1.3
Project management fees	0.3	1.5
Accounting fees	0.8	0.7
<i>Received / receivable by the Trust from the Company and its subsidiaries:</i>		
Interest	4.2	7.6
Rent and recoverable outgoings	2.7	3.0
<i>Balances outstanding at year-end with the Company and its subsidiaries:</i>		
Aggregate amounts payable	2.9	4.5
Aggregate amounts receivable	98.3	219.0

The amount receivable from the Company and its subsidiaries includes loans of \$98.0 million (2019: \$213.0 million). For further details regarding these loans refer to note 18(c).

# Notes to the Financial Statements

For the year ended 30 June 2020

## 23. Employee benefits expense

### a) Overview

This note provides further details about Cromwell's employee benefits expenses and its components, leave balances outstanding at year end as well as employee benefits expense related accounting policies.

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Salaries and wages, including bonuses and on-costs	77.0	58.8	-	-
Directors fees	1.2	1.2	-	-
Contributions to defined contribution superannuation plans	3.5	3.4	-	-
Security-based payments	2.8	2.6	-	-
Other employee benefits expense	5.7	5.7	-	-
Restructure costs reversed	-	(0.3)	-	-
<b>Total employee benefits expense</b>	<b>90.2</b>	<b>71.4</b>	<b>-</b>	<b>-</b>

### b) Accounting policy

#### *Short-term obligations*

Liabilities for wages and salaries, including non-monetary benefits, that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. All other short-term employee benefit obligations are presented as payables.

#### *Superannuation*

Contributions are made by Cromwell to defined contribution superannuation funds and expensed as they become payable.

#### *Other long-term employee benefit obligations*

The liabilities for long service leave and annual leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using relevant discount rates at the end of the reporting period that match, as closely as possible, the estimated future cash outflows. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

#### *Security-based payments*

The fair value of options and performance rights granted is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options or performance rights. The fair value at grant date is determined using a pricing model that takes into account the exercise price, the term, the security price at grant date and expected price volatility of the underlying security, the expected distribution yield and the risk free interest rate for the term.

The fair value of the options or performance rights granted is adjusted to reflect the probability of market vesting conditions being met, but excludes the impact of any non market vesting conditions (for example, profitability and sales growth targets). Non market vesting conditions are included in assumptions about the number of options or performance rights that are expected to become exercisable. At each balance date, Cromwell revises its estimate of the number of options or performance rights that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate. The impact of the revision to original estimates, if any, is recognised in profit or loss with a corresponding adjustment to equity.

#### *Bonus plans*

Cromwell recognises a liability and an expense for bonuses where contractually obliged or where there is a past practice that has created a constructive obligation.

#### *Leave balances outstanding at year-end*

Accrued annual leave at year-end of \$5.1 million (2019: \$4.0 million) is included in current provisions on the Balance sheet. Based on experience, Cromwell expects substantially all employees to take the full amount of accrued annual leave within the next 12 months.

The portion of accrued long service leave included in current provisions on the Balance sheet was \$1.7 million (2019: \$1.5 million). This is the amount expected to be settled within 12 months where the employee had reached the required service term to take the long service leave (generally 10 years). The non-current liability for long service leave included within non-current provisions on the Balance sheet was \$0.8 million (2019: \$0.6 million).

# Notes to the Financial Statements

For the year ended 30 June 2020

## 24. Auditors' remuneration

### a) Overview

The independent auditors of Cromwell in Australia (Deloitte Touche Tohmatsu) and component auditors of overseas subsidiaries and their affiliated firms have provided a number of audit and other assurance related services as well as other non-assurance related services to Cromwell and the Trust during the year.

Below is a summary of fees paid for various services to Deloitte and Pitcher Partners and component audit firms during the year:

	Cromwell		Trust	
	2020 \$	2019 \$	2020 \$	2019 \$
<b>Deloitte Touche Tohmatsu</b>				
<i>Audit and other assurance services</i>				
Auditing or reviewing of financial reports	465,260	322,000	224,800	172,800
Auditing of controlled entities' AFS licences	7,000	7,000	-	-
Auditing of component financial reports	899,246	499,560	-	-
Other assurance services	20,000	-	-	-
	<b>1,391,506</b>	828,560	<b>224,800</b>	172,800
<i>Other services</i>				
Due diligence services	111,801	208,050	-	-
Australian taxation advice	34,436	30,800	-	-
International taxation advice	44,261	181,300	-	-
<b>Total remuneration of Deloitte Touche Tohmatsu</b>	<b>1,582,004</b>	1,248,710	<b>224,800</b>	172,800
<b>Pitcher Partners</b>				
<i>Audit and other assurance services</i>				
Auditing of the Trust's compliance plan	36,000	34,000	36,000	34,000
	<b>36,000</b>	34,000	<b>36,000</b>	34,000
<i>Other services</i>				
Valuation services	14,500	25,000	-	-
<b>Total remuneration of Pitcher Partners</b>	<b>50,500</b>	59,000	<b>36,000</b>	34,000
<b>Other audit firms</b>				
<i>Other services</i>				
Tax compliance services	241,299	367,123	217,294	-
International tax advice on acquisitions	175,442	73,541	175,442	-
<b>Total remuneration of other audit firms</b>	<b>416,741</b>	440,664	<b>392,736</b>	-
<b>Total auditors' remuneration</b>	<b>2,049,245</b>	1,748,374	<b>653,536</b>	206,800

# Notes to the Financial Statements

For the year ended 30 June 2020

## 25. Unrecognised items

### a) Overview

Items that have not been recognised on Cromwell's and the Trust's Balance sheet include contractual commitments for future expenditure and contingent liabilities which are not sufficiently certain to qualify for recognition as a liability on the Balance sheet. This note provides details of any such items.

### b) Commitments

#### *Operating leases*

Operating leases primarily comprise the lease of Cromwell's Sydney and European office premises. The Company has entered into a number of leases with the Trust and its subsidiaries and as such the commitment is not recognised on consolidation.

Due to the adoption of AASB 16 *Leases*, \$15.6 million of lease liabilities were recognised as a component of interest bearing liabilities on 1 June 2019 (see note 17 for further information).

For further information in relation to commitments for minimum lease payments in relation to non-cancellable operating leases in existence at the reporting date but not recognised as liabilities see note 10(c)xiii).

#### *Capital expenditure commitments*

Commitments in relation to capital expenditure contracted for at reporting date but not recognised as a liability are as follows:

	Cromwell		Trust	
	2020 \$M	2019 \$M	2020 \$M	2019 \$M
Investment property	5.3	8.8	5.3	8.8
Capital contributions	-	0.4	-	-
<b>Total capital expenditure commitments</b>	<b>5.3</b>	<b>9.2</b>	<b>5.3</b>	<b>8.8</b>

### c) Contingent liabilities

The Directors are not aware of any material contingent liabilities of Cromwell or the Trust (2019: nil).

## 26. Subsequent events

Other than those disclosed below, no matter or circumstance has arisen since 30 June 2020 that has significantly affected or may significantly affect:

- Cromwell's and the Trust's operations in future financial years; or
- the results of those operations in future financial years; or
- Cromwell's and the Trust's state of affairs in future financial years.

#### a) Sale of Wakefield Street, SA

Subsequent to balance date Cromwell and the Trust exchanged contracts to sell the property Wakefield Street, SA for \$30.0 million. The transaction is expected to settle on 21 September 2020. The investment property has been classified as held for sale to reflect this state of affairs.

#### b) Sale of investment in Portgate Estate Unit Trust

Subsequent to balance date Cromwell exchanged contracts to sell its 23.8% investment in Portgate Estate Unit Trust ("Portgate") for \$2.5 million. The transaction is expected to settle on 27 August 2020. The Portgate investment has been classified as held for sale to reflect this state of affairs.

#### c) Acquisition of logistics portfolio

Subsequent to balance date Cromwell, in conjunction with a joint venture partner, signed binding agreements to purchase seven DHL logistics assets in Italy for \$85.7 million (€52.5 million) with settlement due in September 2020. Cromwell and the Trust intend to fund its share of the acquisition from existing undrawn debt facilities.

# Directors' Declaration

In the opinion of the Directors of Cromwell Corporation Limited and Cromwell Property Securities Limited as Responsible Entity for the Cromwell Diversified Property Trust (collectively referred to as "the Directors"):

the attached financial statements and notes are in accordance with the *Corporations Act 2001* (Cth), including:

- i) **complying with Australian Accounting Standards (including the Australian Accounting Interpretations), the *Corporations Regulations 2001*; and**
- ii) **giving a true and fair view of Cromwell's and the Trust's financial position as at 30 June 2020 and of their performance, for the financial year ended on that date; and**

the financial report also complies with International Financial Reporting Standards as disclosed in About this report - section (a) Basis of preparation; and

there are reasonable grounds to believe that Cromwell and the Trust will be able to pay its debts as and when they become due and payable.

The Directors have been given the declarations by the chief executive officer and chief financial officer for the financial year ended 30 June 2020 required by section 295A of the *Corporations Act 2001* (Cth).

This declaration is made in accordance with a resolution of the Directors.



PL Weightman

Director

26 August 2020

Brisbane

## Independent Auditor's Report to the Stapled Security Holders of Cromwell Property Group and the Unitholders of Cromwell Diversified Property Trust

### Report on the Audit of the Financial Report

#### *Opinion*

We have audited the financial report of:

- Cromwell Property Group (the "Group") which comprises the consolidated balance sheet as at 30 June 2020, the consolidated statement of profit and loss and consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated stapled entity. The consolidated stapled entity comprises Cromwell Corporation Limited ("the Company"), Cromwell Diversified Property Trust, and the entities they controlled at the year end or from time to time during the year; and
- Cromwell Diversified Property Trust (the "Trust") which comprises the consolidated balance sheet as at 30 June 2020, the consolidated statement of profit and loss and consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration of Cromwell Property Securities Limited (the "Responsible Entity"), as Responsible Entity of the Trust. The consolidated entity comprises Cromwell Diversified Property Trust and the entities it controlled at the year end or from time to time during the year.

In our opinion, the accompanying financial report of the Group and Trust is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the Group's and Trust's financial position as at 30 June 2020 and of their financial performance for the year then ended; and
- complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### *Basis for Opinion*

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company and Cromwell Property Securities Limited as the Responsible Entity for the Trust, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
<p><b><u>Valuation of investment properties</u></b></p> <p>At 30 June 2020, Cromwell Property Group recognised investment properties valued at \$3,708.3 million as disclosed in Note 7.</p> <p>The Group owns either directly or through joint ventures a portfolio of property consisting of property across Australia and in Poland.</p> <p>Valuations were carried out by third party valuers for all investment property in Australia and Poland. Valuations included a material valuation uncertainty clause in their 30 June 2020 valuations. These clauses highlight that real estate markets are currently being impacted by the uncertainty caused by COVID 19 and that this means that there less certainty and consequently a higher degree of caution should be attached to the valuation than would normally be the case. This represents a significant estimation uncertainty in relation to the valuation of investment properties.</p> <p>Note 7 outlines the two methodologies used by the Group:</p> <ul style="list-style-type: none"> <li>the capitalisation approach applies a capitalisation rate to normalised market net operating income.</li> <li>the discounted cash flow method involves the projection of a series of cash flows and terminal value calculation discounted to present value.</li> </ul> <p>The valuation process requires significant judgment and estimation in the following key areas:</p> <ul style="list-style-type: none"> <li>forecast cash flows</li> <li>weighted average lease expiry ("WALE")</li> <li>occupancy</li> <li>terminal yields</li> <li>capitalisation rates; and</li> <li>discount rates.</li> </ul>	<p>Our procedures included but, were not limited to:</p> <ul style="list-style-type: none"> <li>Assessing the design and testing the operating effectiveness of relevant controls within management's valuation framework and assessing the oversight applied by the directors</li> <li>Enquiring of management to obtain an understanding of portfolio movements and their identification of any additional property specific matters, as well as their assessment of the impact of COVID-19 on the valuations, including the material uncertainty statement included in the valuation reports</li> <li>Assessing the independence, competence and objectivity of the external valuers, as well as competence and objectivity of internal valuers.</li> <li>Performing an analytical review and risk assessment of the portfolio, assessing the key inputs and assumptions</li> <li>Testing on a sample basis, both externally and internally valued properties, for: <ul style="list-style-type: none"> <li>the completeness and accuracy of the information in the valuation by agreeing key inputs such as annual net operating income to underlying records and source evidence</li> <li>the forecasts used in the valuations with reference to current financial results such as net property income, capital expenditure requirements, occupancy and lease renewals; and</li> <li>the mathematical accuracy of the valuation models</li> </ul> </li> <li>Assessing the assumptions used in the valuations, including the capitalisation rate used in the capitalisation approach and the discount rate and terminal yield used in the discounted cashflow method with reference to external market trends &amp; transactions, property specific factors such as tenant mix and changes since the prior valuation.</li> </ul> <p>We also considered the appropriateness of the disclosures included in the financial statements.</p>

## *Other Information*

The directors of the Company and the Responsible Entity ("the Directors") are responsible for the other information. The other information comprises the Directors' Report, which we obtained prior to the date of this auditor's report, and also includes the following information which will be included in the Group's annual report (but does not include the financial report and our auditor's report thereon): Financial Highlights, Chairman's Report, CEO's Report, Corporate Governance Statement and Securityholder Information, which is expected to be made available to us after that date.

Our opinion on the financial report does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Financial Highlights, Chairman's Report, CEO's Report, Corporate Governance Statement and Securityholder Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and use our professional judgement to determine the appropriate action.

## *Responsibilities of the Directors for the Financial Report*

The directors are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group and the Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Trust or to cease operations, or has no realistic alternative but to do so.

## *Auditor's Responsibilities for the Audit of the Financial Report*

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and Trust to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and Trust to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group's and Trust's audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on the Remuneration Report**

### *Opinion on the Remuneration Report*

We have audited the Remuneration Report included in pages 22 to 41 of the Directors' Report for the year ended 30 June 2020.

In our opinion, the Remuneration Report of Cromwell Property Group, for the year ended 30 June 2020, complies with section 300A of the *Corporations Act 2001*.

### *Responsibilities*

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.



DELOITTE TOUCHE TOHMATSU



David Rodgers  
Partner  
Chartered Accountants  
Brisbane, 26 August 2020