HEAD OFFICE Lvl 19, 200 Mary St, Brisbane QLD 4000 | GPO Box 1093, Brisbane QLD 4001
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TELEPHONE +61 7 3225 7777
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WEBSITE www.cromwellpropertygroup.com

Tuesday 27 September 2022

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

To whom it may concern

Cromwell Property Group (ASX:CMW) Annual Report 2022

I attach a copy of Cromwell Property Group's Annual Report 2022.

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

Yours faithfully
CROMWELL PROPERTY GROUP

LUCY LAAKSO
COMPANY SECRETARY AND CORPORATE COUNSEL

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

For investor relations:	**For retail securityholders:**	**For media:**
Libby Langtry	Cromwell's Investor Services Team	Brendan Altadonna
Cromwell Property Group	1300 268 078	GRACosway
+61 2 8278 3690	+61 7 3225 7777	+61 409 919 891
libby.langtry@cromwell.com.au	invest@cromwell.com.au	baltadonna@gracosway.com.au

ABOUT CROMWELL PROPERTY GROUP

Cromwell Property Group (ASX:CMW) is a real estate investor and fund manager with operations on three continents and a global investor base. Cromwell is included in the S&P/ASX200. As at 30 June 2022, Cromwell had a market capitalisation of $2.0 billion, an Australian investment portfolio valued at $3.0 billion and total assets under management of $12.0 billion across Australia, New Zealand and Europe.

CROMWELL
PROPERTY GROUP

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Tuesday 27 September 2022

Dear fellow Securityholder,

We are pleased to enclose the Cromwell Property Group 2022 Annual Report, which we hope you enjoy reading.

If you have any questions or feedback about the report, please phone Cromwell's Investor Services Team on 1300 268 078 (within Australia) or +61 7 3225 7777 (outside Australia) or email invest@cromwell.com.au.

We take this opportunity to advise you of the details of our 2022 Annual General Meeting:

Date: Wednesday 16 November 2022
Time: 2.00pm AEST, with registration commencing at 1.30pm AEST
Venue: Cromwell Property Group, Level 19, 200 Mary Street, Brisbane QLD 4000

Further information about the meeting – including a Notice of Meeting, Explanatory Memorandum and a personalised proxy form – will be issued in October 2022. The meeting will be conducted as a hybrid meeting, which means you can participate by logging in online or you can attend in Brisbane. The Notice of Meeting will include further information about the hybrid meeting.

On behalf of the Cromwell Property Group Directors, I would like to thank you for your continued support and we look forward to seeing you at the 2022 Annual General Meeting.

Yours faithfully

DR GARY WEISS AM
CHAIR
CROMWELL PROPERTY GROUP

Communications preference

If you would like to receive – free of charge – our Annual Report in electronic format, please contact us using the details at the top of this letter.

How you can help: to assist us with our commitment to the environment and our focus on cost control, we encourage you to receive communications electronically. Our Sustainability reporting outlines how initiatives like this are helping us become a more sustainable business. To view our latest report, please visit www.cromwellpropertygroup.com/sustainability.

CROMWELL
PROPERTY GROUP

Annual Report 2022

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Corporate Governance Statement

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Securityholder Information

Cromwell Property Group

Cromwell Property Group (Cromwell) is a real estate investor and fund manager with operations on three continents and a global investor base. As at 30 June 2022, Cromwell had a market capitalisation of $2.0 billion, a direct property investment portfolio valued at $3.0 billion and total assets under management of $12.0 billion across Australia, New Zealand and Europe.

Cromwell is included in the S&P/ASX 200 and the FTSE EPRA/NAREIT Global Real Estate Index.

This document is issued by

Cromwell Property Group

consisting of

Cromwell Corporation Limited ABN 44 001 056 980 and

Cromwell Diversified Property Trust

ARSN 102 982 598 ABN 30 074 537 051

the responsible entity of which is

Cromwell Property Securities Limited

AFSL 238052 ABN 11 079 147 809

Level 19, 200 Mary Street, Brisbane QLD 4000

Phone: +61 7 3225 7777

Fax: +61 7 3225 7788

Web: www.cromwellpropertygroup.com

Email: invest@cromwell.com.au

Securityholder enquiries

All enquiries and correspondence regarding your security-holding should be directed to Cromwell's Investor Services Team on 1300 268 078 (within Australia) or +61 7 3225 7777 (outside Australia).

Financial highlights

Financial Results summary	FY22	FY21	Change
Statutory profit ($m)	263.2	308.2	(14.6%)
Statutory profit (cps)	10.05	11.78	(14.7%)
Operating profit ($m)	201.0	192.2	4.6%
Operating profit (cps)	7.68	7.35	4.5%
Distributions ($m)	170.3	183.1	(7.0%)
Distributions (cps)	6.50	7.00	(7.1%)
Payout ratio	84.7%	95.3%	(11.1%)

FY22 segment profit versus prior comparable period	FY22	FY21	Change
Fund and asset management ($m)	49.7	44.6	11.4%
Co-investments ($m)	61.9	46.5	33.1%
Investment portfolio ($m)	144.5	144.1	0.3%
Segment results ($m)	**256.1**	**235.2**	**8.9%**
Finance income ($m)	1.6	4.6	(65.2%)
Corporate costs[1] ($m)	(47.1)	(38.7)	21.7%
Income tax expense ($m)	(9.6)	(8.9)	7.9%
Operating profit ($m)	**201.0**	**192.2**	**4.6%**
Operating profit (cps)	7.68	7.35	4.5%
AUM ($b)	**$12.0**	**$11.9**	**(0.8%)**

(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

Financial Position	FY22	FY21
Total Assets ($m)	5,054.2	5,008.9
Total Liabilities ($m)	2,343.8	2,343.6
Net assets ($m)	2,710.4	2,665.3
Securities on issue (m)	2,618.9	2,617.5
NTA per security (including interest rate derivatives)	$1.04	$1.02
Gearing[2]	39.6%	41.8%

(2) Calculated as (Total borrowings less cash) / (Total tangible assets less cash).

Strategic summary

CROMWELL PROPERTY GROUP

New strategy

Cromwell's vision is to be a trusted, global real estate fund manager, with local presence

Streamlining internal processes and procedures, including simplification of global operating structure for improved processes, cost savings and scalability

Simplifying the business, moving to capital light model, managing assets on behalf of third-party clients.

Establishment of an externally managed REIT

Previously announced launch of portfolio of Australian office assets into separate listed REIT remains a strategic priority

Majority of preparatory legal, tax and restructuring work complete

Transaction will be launched when market conditions are conducive

Sale of non-core assets

Ongoing sale of assets that no longer align with our strategy, including exit from CPRF, CIULF and LDK

Completed sale of four non-core assets in Australia, supplying the proceeds to debt reduction, bringing gear down to 39.6%, within target range

Further non-core sale proceeds to be used to reduce gearing, support future mandate opportunities and investigate strategically aligned funds management platforms in Australia

Focus on our people

Key management appointments completed, readying Cromwell for the next phase of growth

Implementation of key initiatives focused on equality and diversity

Continue to improve culture to inspire trust, transparency, authenticity and creativity

Align defined behaviours and values to create an inclusive, open workplace and diverse workforce

Chair's Report

Dear fellow Securityholder,

Through a year of transition, Cromwell has welcomed new leadership and set out a vision and strategy with a focus on growth to seek to drive securityholder value. Below are key changes and initiatives over the last 12 months.

Board composition, new strategy and vision

In July 2021, Cromwell appointed Ms Jialei Tang as a Non-executive Director to the Cromwell Board, rounding out our board renewal process. Cromwell now has a diversified board consisting of eight directors with an appropriate mix of skills, personal attributes and experience that allows the Directors individually, and the Board collectively, to discharge their duties effectively and efficiently. The Board comprises individuals who understand the business of Cromwell and the environment in which it operates and can effectively assess management's performance in meeting agreed objectives and goals.

Our new Managing Director and Chief Executive Officer, Jonathan Callaghan, joined Cromwell at the start of October 2021. Jonathan is an outstanding leader and we are confident that his deep experience and skills in property and funds management will drive Cromwell forward for the benefit of securityholders.

In November 2021, we introduced Cromwell's strategy and vision to simplify the Group structure, with the view to transition to a more capital-light real estate funds management model. The Board believes this strategy will drive long-term value for securityholders.

As part of this transition, Cromwell announced its intention to explore the establishment of a separately listed, Cromwell-managed Australian real estate investment trust (AREIT). The REIT will comprise high-quality office assets, in which Cromwell will own a substantial interest alongside existing Cromwell securityholders, who will also receive units in the REIT. Significant work has been undertaken towards listing the new externally managed AREIT, and while market conditions have delayed our objective, this remains a key priority for the Group in FY23. The Board has confidence in the Executive Team to execute our strategy with support from the broader Australian and European teams as timing proves right.

We are, however, pleased to report that we have made good progress on several other initiatives to support our stated strategy:

- We have progressed on the disposal programme of non-core assets in Australia, applying the proceeds to debt reduction, bringing gearing down to 39.6%, within target range.
- In Europe, the business is well positioned for the next phase of change continuing our pivot to seek to become a capital light global fund manager.
- We have a renewed focus on the Australian Funds Management business, with DPF, our flagship unlisted retail fund acquiring two assets and positive net inflows of $90 million in this fund.
- We have updated to our operating structure in Australia and in Europe, including key hires who each bring a huge amount of experience to our business including:
    - **Michelle Dance**, Fund Manager for Australian Portfolio
    - **Peta Tilse**, Head of Retail Funds Management
    - **Andrew Creighton**, Head of Investment Management, Europe
- We have streamlined the business globally across operating structures for alignment and scalability.
- We have introduced a programme of key initiatives which aim to retain and support our valuable people and attract new talent to the business to help underpin the business's new clear strategy.

These achievements are a testament to our people given the challenges of the 2022 financial year with global markets impacted by COVID-19, the war in Ukraine, growing inflation and increasing interest rates, which have led to increased volatility and uncertainty across many sectors and countries.

Focus on our people

Our Values

During the 2022 financial year, we undertook an extensive internal consultation exercise with our people to refresh Cromwell's corporate values in line with our stated vision and strategy. Our new corporate values will authentically define our entire team, allowing us to build stronger foundations of how we operate, behave, and interact on a daily basis, and will drive our decision making, acting as means of accountability within our business.

The refreshed corporate values are expected to be launched early in the 2023 financial year and will be disclosed on the website and in the Board-approved Code of Conduct.

Delivering for our people

Our people are the backbone of our business and will provide the essential support needed to execute our strategy. We are committed to providing them with an equal and inclusive workplace. We are pleased to have achieved the global diversification objective of 40:40:20 at three of the six levels of the business, the Cromwell Board, Team Leaders and Emerging Leaders, with further work occurring to achieve this at all employee levels.

We have also introduced a programme of initiatives, such as global agile working policies and flexible leave initiatives, which aim to retain our valuable people and attract new talent to strengthen the business further.

Contributing to our communities

We are proud of our people and their activity within the community. A significant contribution I would like to highlight is our Poland Team's dedication and hands-on assistance in helping Ukrainians who left their homes and fled to Poland after the Russian government's invasion of Ukraine.

Our team on the ground assisted emergency efforts by providing emergency accommodation and provisions. In addition, the wider European and Australian employees donated their own money to assist and Cromwell was proud to match these donations. These activities are a testament to the quality of Cromwell's people, who have supported their colleagues and local communities while remaining focused on their roles and objectives.

ESG Strategy

We are currently reviewing our ESG programme and setting new baselines and targets as we place more emphasis on this area as part of our refreshed strategy.

Some notable ESG initiatives ongoing across both Europe and Australia are the development of a Group ESG strategy using a globally harmonised approach to decarbonise our business toward Net Zero; the setting of emissions baselines for energy consumption, waste management and carbon in each of our operating regions; and the development and registration of an Australian Reconciliation Action Plan, with roll-out due to occur through FY23. We are also pleased that we have maintained a high level of performance for our governance pillar, including compliance, training and disclosure principles and increased integration between risk management, ESG performance and safety governance, including reporting and oversight.

We look forward to sharing more details with you in our Sustainability Report.

On behalf of the Cromwell Board, I would like to thank all securityholders for their support during the year. We enter FY23 with a renewed focus and dedication to continue the execution of our new strategy and vision and have an optimistic outlook for the year ahead.

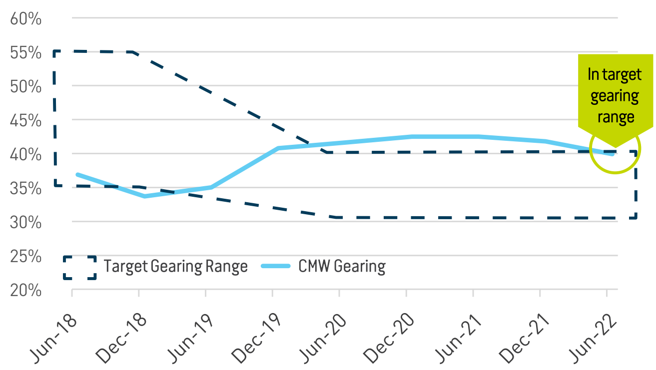
Dr Gary Weiss, AM

Chair

Cromwell Property Group

CEO's Report

GROUP GEARING



FY22 Results Overview

On Thursday 25 August 2022, Cromwell reported full-year FY22 statutory profit of $263.2 million, equivalent to 10.05 cents per security. This represents a 15% decrease on the prior year, due to a lower share of statutory profit from equity accounted investments, lower revaluation gains on investment properties, higher tax expenses over the period and higher corporate costs relating to insurance premiums, which will normalise for FY23.

FY22 operating profit of $201.0 million, equivalent to 7.68 cents per security, was up 5% (FY21 $192.2 million) driven by higher funds management profit and improved performance of the Cromwell Polish Retail Fund (CPRF) portfolio.

Gearing was reduced to 39.6% at the end of the period, as a result of four non-core asset sales. This returned Cromwell's gearing to within its stated target range of 30-40%. Look-through gearing also reduced to 44.8% at the end of the period. Cromwell's average cost of debt, including hedging, decreased to 2.42% (FY21 2.69%), with weighted average debt maturity of 2.9 years (by commitments). Cromwell maintains a strong Interest Coverage Ratio (ICR) of 6.3x.

FY22 Results Overview

$263.2m

STATUTORY PROFIT (FY21 $308.2m)

Equivalent to 10.05 cents per security

(FY21 11.78 cents per security)

$201.0m

OPERATING PROFIT (FY21 $192.2m)

Equivalent to 7.68 cents per security

(FY21 7.35 cents per security)

6.50 cents PER SECURITY

FY22 DISTRIBUTIONS

representing a payout ratio on operating profit of 85% and 98% of Adjusted Funds From Operations (AFFO)

$1.04

NET TANGIBLE ASSETS PER UNIT

(FY21 $1.02)

Gearing reduced to **39.6%**

(FY21 41.8%)

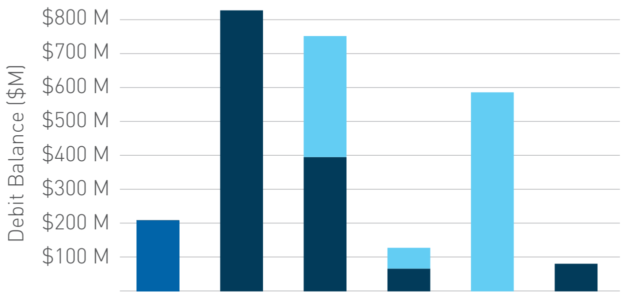
within Cromwell's target range of 30-40%

$12.0 billion

TOTAL ASSETS UNDER MANAGEMENT (AUM)

(FY21 $11.9 billion)

DEBT EXPIRY PROFILE



	FY2023	FY2024	FY2025	FY2026	FY2027	FY2028
Australian Banks	$0.0 M	$0.0 M	$350.1 M	$60.0 M	$575.0 M	$0.0 M
International Banks	$0.8 M	$812.6 M	$388.1 M	$65.3 M	$0.0 M	$80.0 M
Convertible Bonds	$205.0 M	$0.0 M	$0.0 M	$0.0 M	$0.0 M	$0.0 M

Cromwell undertook a Convertible Bond buy back in June 2022 with a 41.3% (€95.1 million) take up. A further 57.6% (€132.5 million) was repurchased on 1 August 2022, leaving 1.1% (€2.4 million), which will be redeemed on 9 September 2022.

Cromwell paid distributions of 6.50 cents per security in the year, representing a payout ratio on operating profit of 85% and 98% of AFFO, a slight reduction on the prior period ended 30 June 2021.

Investment Portfolio

Cromwell's investment portfolio consists of 13 Australian office assets.

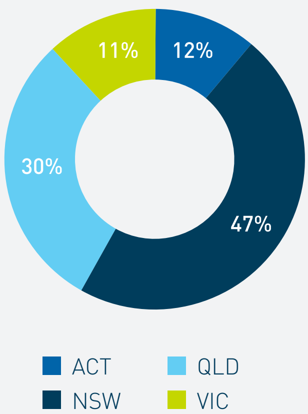
Cromwell's Australian office assets were valued at $3.0 billion at 30 June 2022, marginally above June 2021 valuation of $2.9 billion. Cromwell's Net Tangible Assets increased to $1.04 (FY21 $1.02).

Cromwell's investment portfolio operating profit was up marginally at $144.5 million (FY21 $144.1 million), largely driven by a portfolio of well-located assets and a stable income stream heavily weighted to government tenants, accounting for 49% of rental income.

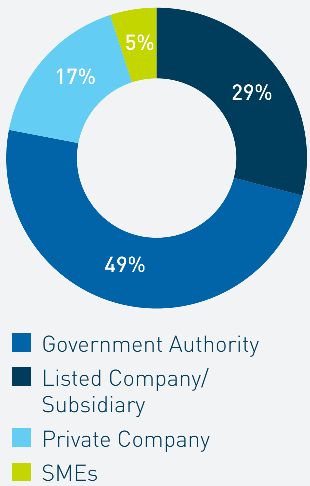
The investment portfolio remains stable, with portfolio valuations marginally increased on FY21 on a like-for-like basis. Cromwell occupancy increased to 95.6%, up from 94.7%, as a result of various leasing and asset management initiatives to drive tenant engagement. During the financial year, the leasing team executed 41 leases over 52,000 sqm with a number of longer leases written more recently, reflective of tenants having a clearer picture of their office needs for their staff.

The portfolio has a long-weighted average lease expiry (WALE) of 5.9 years, with no more than 10% of the portfolio expiring each year until 2026.

INCOME DIVERSIFICATION BY STATE



INCOME DIVERSIFICATION BY TENANT TYPE



INVESTMENT PORTFOLIO Key Statistics

ASSETS
13

PORTFOLIO VALUE
$3.0 billion

WALE
5.9 years

WACR
5.2%

OCCUPANCY
95.6%

Level 14 Fitout 207 Kent Street, Sydney, Australia

Occupancy remains strong across the Australian portfolio given the long WALE, strong tenant credit quality and tenants increasingly committing to longer lease terms despite recent low physical occupancy across the market. Cromwell is confident strong tenant engagement and clear understanding of the market demands will assist ongoing leasing success.

In the near term, Cromwell will continue to focus on active asset management and supporting tenants to adapt to the hybrid work environment - with an emphasis on wellbeing, improved gathering places and collaboration areas, building amenity and technology that supports hybrid working and distributed workforces.

The weighted average capitalisation rate (WACR) of 5.2% marginally improved from 5.4% at FY21.The Investment portfolio is substantially weighted to government tenants, making up 49% of gross income.

Cromwell progressed its strategy to sell down non-core assets in its Australian portfolio during the period. The non-core asset sales for the year included 200 Mary Street, Brisbane for $108.5 million; Village Cinema Centre, Geelong for $19.0 million; TGA Complex, Symonston, for $21.5 million; and Regent Cinema Centre, Albury for $18.5 million. All assets were sold above current carrying value.

The proceeds from the sale of these non-core assets released capital of more than $160 million, which was used to repay debt, and has seen Cromwell return to its targeted gearing range of 30-40%.

FUND & ASSET MANAGEMENT

Key Statistics

TOTAL THIRD-PARTY AUM
$7.8 billion

EUROPE
$5.1 billion
(FY21 $5.1 billion)

AUSTRALIA / NEW ZEALAND
$2.7 billion
(FY21 $2.7 billion)

ASSETS
216

NEW COMMITTED EUROPEAN MANDATES
€800 million GAV

TENANT-CUSTOMERS
2,300+

Fund and Asset Management

Cromwell's fund and asset management activities delivered operating profit of $49.7 million for the period (FY21 $44.6 million).

Funds under management in the European business is $5.1 billion. Five new European mandates were originated, with a total end value of €800 million. A total of €121 million has already been invested into new assets and a further four asset purchases valued at €200.5 million are nearing completion.

The Cromwell European REIT (CEREIT) portfolio recorded a 4.6% uplift in gross asset value to €2.6 billion (FY21 109 assets valued at €2.3 billion) with a 95.4% occupancy rate (by net lettable area). The 110+ properties are managed by Cromwell's experienced local teams in Europe, with CEREIT focused on buying value add assets, where active asset management can improve leasing outcomes and overall value. They continue to focus on increasing their allocation to well-located and tenanted industrial and logistics assets.

Cromwell strengthened its European team during the period with the appointment of Andrew Creighton, Head of Investment Management, Europe to oversee and execute all investment and asset management activities.

Retail funds grew during the period to $2.5 billion (FY21 $2.4 billion), with net inflows of $60 million demonstrating investors' ongoing appetite for stable, income producing unlisted investments.

The Cromwell Direct Property Fund saw net inflows of just over $90 million, with key transactions during the year including the acquisition of 100 Creek Street, Brisbane for $184 million and 95 Grenfell Street, Adelaide for $81 million, along with the sale of Bunnings, Munno Para West for $48 million. During the year, gross assets grew to $780 million from $543 million.

Cromwell Riverpark Trust, which is fully subscribed, commenced the sale process of Energex House during the financial year, although did not complete due to a decline in market conditions which resulted in the counterparty not completing. A new campaign will be launched shortly.

Cromwell Property Trust 12, which is also fully subscribed, has a single remaining asset in Dandenong, Victoria, with sole tenant Australian Tax Office. The asset achieved a 16% valuation uplift in October 2021, now valued at $124 million, up from $107 million in FY21. The fund has a distribution yield of 4.8%, based on a distribution rate of 5.75 cpu p.a. and a NTA per unit of $1.19 as at 30 June 2022.

In New Zealand, Oyster Property Group (50% interest) assets under management was stable at NZD$2.1 billion (FY21 NZD$2.1 billion). FY22 share of operating profit was $3 million (FY21 $3.8 million).

Centrum Janki, Poland

Co-investments

Cromwell's co-investments recorded operating profit of $61.9 million for the full year, an increase of 33.1% from FY21 ($46.5 million).

Cromwell's 28% equity accounted share of Cromwell European REITs operating profit for the financial year was $41.9 million, down on June 2021 profit of $43.3 million. The REIT paid a distribution to Cromwell of $34.5 million for the financial year. As at 30 June 2022 Cromwell's equity stake is held at $600 million.

Cromwell recorded an operating profit of $22.8 million for the Cromwell Polish Retail Fund (CPRF). The portfolio of seven shopping centres was valued at $720 million, inclusive of the 50% interest in the Ursynów asset with Unibail-Rodamco. The valuation for the portfolio is down from last financial year, reflecting the geo-political tension in the region. These centres are anchored by large French grocery giant Auchan, representing 30% of gross portfolio rent, providing stable income. Total rental invoice collection periods have returned to pre-COVID-19 levels, on improved footfall and in-store turnover.

Cromwell has identified these assets as non-core for investors particularly in light of the risk associated with ongoing regional political unrest. It is expected that taking individual assets to market will support the repatriation capital more quickly than selling the portfolio as a whole.

Operating profit was $2.4 million for the Cromwell Italy Urban Logistics Fund (CIULF) portfolio. Valuations were up $5 million to $91 million for the seven logistics assets in northern Italy, a key logistics hub for the region

Cromwell has identified CIULF assets as being non-core given the low return yield which does not meet the return profile required by investors for a new pan-European fund. The assets are mature with limited opportunity to add further value through active asset management, which is Cromwell's core strength.

AREIT: Strategy Update

In February 2022, Cromwell announced its intention to explore the establishment of a separately listed, Cromwell-managed, Australian real estate investment trust (AREIT) comprising high-quality office assets as part of a transition to more capital light real estate funds management model.

Significant work has been done towards listing a new externally managed AREIT which will hold a material portion of Cromwell's existing Australian investment portfolio.

The initial response from securityholders on this initiative has been positive, and the AREIT will be launched when Cromwell is confident that market conditions will support a successful listing.

The AREIT is a key step towards achieving a capital efficient business model and will provide investors with two investment vehicles with different risk and return profiles.

Outlook

Cromwell enters FY23 with a clear strategy and vision, where we will leverage growth opportunities that come from being a capital efficient business, with a focus on fund and asset management. The simplification of Cromwell platform will guide our future priorities and unlock value for securityholders.

We will continue to take a prudent approach to capital management in determining the right time to launch new initiatives, given the current more challenging operating environment. At the same time, Cromwell is well positioned to withstand these challenges.

We believe that with inhouse global capability throughout the real estate lifecycle from researched trends, ESG expertise and asset management track record will put us in a good position to drive performance of the investment portfolio through tenant retention and continue to grow our funds under management operations.

We expect interest rate speculation will moderate, stabilising current financial market conditions, while in Australia, strong employment will continue to support real estate fundamentals with office occupancy improving and leasing metrics showing positive momentum.

A distribution of 1.375 cents per security is expected to be paid for the September 2022 quarter, reflecting the anticipated fall in funds management activity, as well as the earnings impact of the asset sales programme until such time as the capital realised from those sales can be reinvested. The Board will provide distribution guidance on a quarterly basis.

I would like to thank everyone at Cromwell for their dedication and hard work over the last year. It has truly been a great team effort and I have very much appreciated the support since taking on the role of CEO in October 2021.

Yours sincerely,

Jonathan Callaghan

CEO
Cromwell Property Group

CONTENTS

DIRECTORY

Board of Directors:
Gary Weiss AM
Eng Peng Ooi
Robert Blain
Tanya Cox
Joseph Gersh AM
Lisa Scenna
Jialei Tang

Company Secretary:
Lucy Laakso

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

Registered Office:
Level 19, 200 Mary Street
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Tel: +61 7 3225 7777
Web: 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

FINANCIALS

Cromwell Property Group Annual Financial Report 30 June 2022

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

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 2022 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.

In order to comply with the provisions of the *Corporations Act 2001* (Cth), the Directors Report follows.

Principal activities

The principal activities of Cromwell and the Trust, which did not change significantly through the year, are summarised below:

Fund and asset management	Fund management represents activities in relation to the establishment and management of external funds for institutional and retail investors. Asset management includes property and facility management, leasing and project management and development related activities. These activities are carried out by Cromwell itself and by associates and contributes related fee revenues or the relevant share of profit of each investee to the consolidated results.
Co-investments	This activity includes Cromwell's investments in assets warehoused while being repositioned for deployment into the fund and asset management business and assets it may not fully own or over which it cannot exercise unilateral control. This includes interests in investment property portfolios in Poland (CPRF) and Italy (CIULF), the Cromwell European Real Estate Investment Trust (CEREIT), and other investment vehicles. This activity contributes net rental income and the relevant share of profit of each investee to consolidated results.
Investment portfolio	This involves the ownership of investment properties located in Australia. These properties are held for long term investment purposes and primarily contribute net rental income and associated cash flows to results.

Key results and metrics

	2022	2021	2020	2019
Financial performance				
Total assets under management ($B)	**12.0**	11.9	11.5	11.9
Total revenue and other income for the year ($M)	**568.8**	595.0	494.7	457.3
Statutory profit for the year ($M)	**263.2**	308.2	177.6	159.9
Statutory profit per stapled security for the year (basic) (cents)	**10.05**	11.78	6.83	7.53
Results from operations:				
Funds and asset management ($M)	**49.7**	44.6	74.5	32.6
Co-investments ($M)	**61.9**	46.5	41.1	45.4
Investment portfolio ($M)	**144.5**	144.1	155.0	132.5
Unallocated items ($M)	**(55.1)**	(43.0)	(49.4)	(36.2)
Operating profit for the year ($M)	**201.0**	192.2	221.2	174.3
Operating profit per stapled security for the year (cents)	**7.68**	7.35	8.50	8.21
Dividends / distributions for the year ($M)	**170.3**	183.1	195.5	157.5
Dividends / distributions per stapled security for the year (cents)	**6.50**	7.00	7.50	7.25
Financial position				
Total assets ($M)	**5,054.2**	5,008.9	4,984.5	3,695.7
Net assets ($M)	**2,710.4**	2,665.3	2,583.4	2,183.0
Net tangible assets ($M)[1]	**2,721.2**	2,656.7	2,573.4	2,176.2
Net debt ($M)[2]	**1,879.5**	2,021.2	1,975.9	1,254.8
Gearing (%)[3]	**39.6%**	41.8%	41.6%	35.0%
Stapled securities issued (M)	**2,618.9**	2,617.5	2,612.9	2,236.6
NTA per stapled security	**$1.04**	$1.02	$0.99	$0.97

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

Financial performance

STATUTORY PROFIT

Cromwell recorded a statutory profit after tax of $263.2 million for the year ended 30 June 2022 (2021: $308.2 million). The Trust recorded a statutory profit after tax of $274.9 million for the year ended 30 June 2022 (2021: $293.9 million).

OPERATING PROFIT

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 for 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. Operating profit is not a measure which is 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.

Cromwell recorded an operating profit of $201.0 million for the year ended 30 June 2022 compared with $192.2 million for the previous year.

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

	Cromwell	
	2022	2021
	$M	$M
Operating profit	**201.0**	192.2
Reconciliation to profit after tax		
Gain on sale of investment properties	**11.8**	5.9
Fair value net gains - Investment properties	**54.0**	97.5
Fair value net gains - Derivative financial instruments	**55.4**	14.2
Lease cost and incentive amortisation and rent straight-lining	**(23.1)**	(26.6)
Relating to equity accounted investments[1]	**(15.9)**	30.9
Net exchange gain on foreign currency borrowings	**28.0**	26.1
Tax (expense) / benefit relating to non-operating items	**(16.5)**	7.8
Other non-cash expenses or non-recurring items[2]	**(31.5)**	(39.8)
Profit after tax	**263.2**	308.2

(1) Comprises fair value adjustments included in share of profit of equity accounted entities.
(2) These expenses include but are not limited to:
- Amortisation of loan transaction costs.
- Amortisation of intangible assets and depreciation of property, plant and equipment.
- Other transaction costs.

Operating profit per security for the year was 7.68 cents (2021: 7.35 cents). This represents an increase of approximately 4.5% over the prior year. Operating profit is analysed within each segment in the following section.

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 in the upcoming sections.

Fund and Asset Management

Financial highlights in relation to fund and asset management include:

	Total		Australia		Europe		Joint ventures	
	2022	2021	**2022**	2021	**2022**	2021	**2022**	2021
Fee and other revenues ($M)	**95.5**	101.6	**34.2**	37.1	**61.2**	64.4	**-**	-
Development income ($M)	**18.5**	25.6	**-**	-	**2.3**	17.3	**16.2**	8.3
Share of operating profit ($M)	**11.7**	7.6	**-**	-	**7.7**	(0.2)	**4.0**	7.9
Expenses attributable ($M)	**76.0**	90.2	**16.5**	16.4	**59.4**	73.8	**-**	-
Operating profit ($M)	**49.7**	44.6	**17.7**	20.7	**11.8**	7.7	**20.2**	16.2
Assets under management ($B)	**12.0**	11.9	**4.5**	4.7	**5.9**	5.9	**1.6**	1.3

AUSTRALIA

Retail fund management

A breakdown of retail fund management results is below:

	2022	2021
	$M	$M
Recurring fee income	**9.0**	8.1
Transactional fee income	**5.4**	2.4
Performance fee income	**5.2**	13.2
Total fee and other revenue	**19.6**	23.7
Costs attributable	**6.2**	5.4
Operating profit	**13.4**	18.3

Retail fund management profit decreased from $18.3 million in the prior year to $13.4 million for the year ended 30 June 2022. This is primarily due to Cromwell receiving $9.7 million in performance fees during the prior year in respect of the performance and extension of Cromwell Property Trust 12 which was not matched in the current year.

Significant events during the year included:

- Cromwell Ipswich City Heart Fund – the fund sold its sole investment property and has been wound up. This had led to a $2.9 million performance fee being recognised during the year.
- Cromwell Riverpark Trust – the term of the fund expired and securityholder feedback indicated they had a preference to have their capital returned. The major tenant, Energex, signed a 5-year lease extension which led to a net $13.8 million fair value increase during the year. The property is expected to be sold during the 2023 financial year.
- Cromwell Direct Property Fund – the fund acquired $266.1 million of property and sold $48.8 million. Net assets increased $85.3 million due to positive investor inflows and a statutory profit of $21.8 million.
- Cromwell Phoenix Opportunities Fund - performed positively during the period and outperformed relevant benchmarks.
- Cromwell Phoenix Property Securities Fund – outperformed against its benchmark.

Total assets under management was $1.5 billion (June 2021: $1.4 billion).

Cromwell remains committed to investing in increasing the scale and diversification of its retail funds management business, which it believes is highly complementary to its property and facilities management activities.

Wholesale fund management

A breakdown of wholesale fund management results is below:

	2022	2021
	$M	$M
Recurring fee income	**1.0**	1.0
Development income	**-**	-
Total fee and other revenue	**1.0**	1.0
Operating profit	**1.0**	1.0

During the year wholesale funds management activities related to the management of the Northpoint tower and the project at 475 Victoria Avenue, Chatswood NSW. Operating profit remained steady at $1.0 million (2021: $1.0 million)

Property management

A breakdown of property management results is below:

	2022 $M	2021 $M
Recurring fee income	**13.5**	12.6
Costs attributable	**10.3**	11.0
Operating profit	**3.2**	1.6

Property management profit increased to $3.2 million (2021: $1.6 million) as a result of an increase in leasing commissions received along with a decrease in employee benefits expense.

EUROPE

A breakdown of European fund management results is below:

	2022 $M	2021 $M
Fee and revenue		
Recurring fee income	**53.9**	52.0
Development income	**2.3**	17.3
Performance fee income	**2.0**	7.7
Transactional fee income	**5.4**	4.7
Total fee and other revenue	**63.6**	81.7
Costs attributable		
Employee benefits expense:		
Performance fee-related	**1.2**	1.9
Other	**45.8**	45.5
Other operational costs	**12.5**	26.4
Total costs attributable	**59.5**	73.8
Operating profit	**4.1**	7.9

The European fund management business continues to execute the strategy of securing longer-term and more secure revenue sources. The business generated an operating profit of $4.1 million (2021: $7.9 million) for the year, reflective of the downturn in transactional activity due to COVID-19, the ongoing war in Ukraine, the sharp increase in the cost of energy and the increase in interest rates as the central European banks attempt to come to grips with increasing inflation across Europe.

At 30 June 2022 the European fund management business had €3.9 billion ($5.9 billion) assets under management (2021: €3.7 billion ($5.9 billion)).

JOINT VENTURES

LDK

During the year Cromwell and the Trust recorded $16.2 million (2021: $8.3 million) finance income for the year in respect of development-related loans made to LDK. The loans have been utilised by LDK to construct the village at Greenway and acquire the Landings retirement village. This revenue has increased on the previous year as the loans were re-structured during the previous period.

The interest in LDK and the related loan portfolio to the same have been classified as a disposal group held for sale. This is because this portfolio of assets is now considered non-core to the Cromwell business and will be sold within the next year.

Phoenix - Australia

Phoenix Portfolios Pty Ltd performed extremely well during the year and Cromwell recognised a share of operating profit of $1.0 million for the year (2021: $0.9 million).

Oyster - New Zealand

Oyster Property Group's assets under management remained constant at NZD$2.1 billion at year end (2021: NZD$2.1 billion). Cromwell recognised a share of operating profit of $3.0 million for the year (2021: $3.8 million).

Co-Investments

Financial highlights in relation to Co-investments include:

	Total		CPRF		CIULF		CEREIT		Other investments	
	2022	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021
Rental income and recoverable outgoings ($M)	**73.7**	61.6	**69.1**	57.2	**4.6**	4.4	**-**	-	**-**	-
Share of operating profit ($M)	**45.4**	45.1	**3.5**	1.8	**-**	-	**41.9**	43.3	**-**	-
Distribution income ($M)	**7.0**	1.8	**-**	-	**-**	-	**-**	-	**7.0**	1.8
Operating profit ($M)	**61.9**	46.5	**22.8**	9.1	**2.4**	2.6	**29.7**	30.5	**7.0**	4.3
Net fair value (losses) / gains ($M)	**(3.5)**	(3.7)	**(11.8)**	(6.5)	**8.3**	2.8	**-**	-	**-**	-
Occupancy rate (%)	**91.7**	94.5	**90.6**	93.8	**100.0**	100.0	**-**	-	**-**	-
WALE (years)	**4.7**	5.1	**4.1**	4.5	**8.8**	9.8	**-**	-	**-**	-
Ownership share (%)	**-**	-	**100.0%**	100.0%	**100.0%**	100.0%	**27.8%**	28.0%	**-**	-
Investment value ($M)	**1,434.5**	1,475.2	**720.1**	759.3	**91.1**	86.3	**600.0**	620.7	**23.3**	8.9

CPRF

On 24 February 2022, Russia launched a wide-ranging attack on Ukraine, a country that borders Poland. The resulting economic sanctions placed on Russia by the West, Russia's cessation of supplying gas to Western European Nations and the influx of refugees into Poland have caused significant economic disruption to the entire European region. These issues were further complicated by economies rebounding far quicker from COVID-19 downturns than most central banks had forecast, resulting in significant interest rate rises in the last two months of the financial year. Overall, the full impact of the current geopolitical and economic conditions in Poland have yet to be fully reflected in the performance of CPRF.

There were no further lockdowns in Poland during the year due to the COVID-19. Metrics such as footfall and in-store turnover have improved significantly since June 2021 and collection periods have returned to normal. As a result, Operating Profit of CPRF was $22.8 million (2021: $9.1 million).

Only one tenant in the portfolio was subject to economic sanctions owing to that tenant's capital funding originating from Russia. That tenant has gone into insolvency and no longer trades out of any of the properties in the portfolio.

The full impact the ongoing war in Ukraine will have on the portfolio is uncertain. However, the impact of rising energy costs and other inflationary pressures will become felt in the 2023 financial year and it is expected the portfolio's performance will be negatively impacted.

	2022 $M	2021 $M
Decrease in valuations, net of property improvements, lease costs and incentives	**(13.2)**	(7.0)
Non-cash adjustments for straight-lining of rentals and lease amortisation	**1.4**	3.5
Acquisition transaction costs	**-**	(3.0)
Decrease in fair value of investment properties	**(11.8)**	(6.5)

A component of the CPRF portfolio is a 50.0% interest in CH Ursynów sp. z o.o., (Ursynów) (June 2021: 50.0%), an entity that owns a retail asset in Poland, the remaining equity is owned by Unibail-Rodamco Westfield B.V. (URW). During the year Cromwell and the joint venture partner contributed loans of €17.0 million ($26.8 million) each, which the joint venture itself used to repay an external debt facility that fell due. The investment property that underpins the joint venture was independently valued at 30 June 2022 at €104.6 million ($158.9 million); (June 2021: €104.0 million, $164.2 million).

Overall, the valuations were negatively impacted by geopolitical issues in Eastern Europe resulting in an extremely limited number of property transactions in Poland coupled with a rapid increase in inflation largely caused by a significant increase in energy costs.

This portfolio of assets has been financed by both the Polish Euro asset level facility and the revolving Euro / GBP facility. Applicable finance costs for the year being $9.6 million (June 2021: $10.9 million).

CIULF

The Cromwell Italy Urban Logistics Fund (CIULF) portfolio contains seven logistics assets in Italy. The portfolio is currently fully let to and occupied by one tenant, logistics giant DHL, whose own activities have remained robust through the year. Hence, this portfolio has not been negatively impacted by COVID-19.

The portfolio is currently warehoused and will form the seed portfolio for a fund to be offered to capital partners as soon as current economic conditions allow.

All seven of the properties were independently valued at 30 June 2022 resulting in a $8.3 million increase in fair value (June 2021: $6.1 million), net of property improvements, leasing incentives and lease costs.

	2022	2021
	$M	$M
Change in valuations, net of property improvements, lease costs and incentives	**8.3**	6.1
Acquisition transaction costs	**-**	(3.3)
Increase in fair value of investment properties	**8.3**	2.8

The discount and terminal yield rates applicable to the Italian portfolio, key indicators of investment real estate value, have improved on the prior year.

This portfolio of assets has been financed by the Italian Euro facilities. Applicable finance costs for the year being $0.9 million (June 2021: $0.7 million).

CEREIT

Cromwell continues to manage and sponsor CEREIT, a SGX-listed real estate investment trust. At 30 June 2022 Cromwell owned 27.8% of CEREIT (June 2021: 28.0%), whilst CEREIT itself had 116 properties with a fair value of €2.6 billion (June 2021: 109 properties with a fair value of €2.3 billion) located across Europe. CEREIT's property and tenant portfolios have been relatively unimpacted by COVID-19. Occupancy has remained steady at 95.4% (2021: 94.6%) and the COVID-19 pandemic has had a minimal impact on tenant collections. External valuations as at 30 June 2022 were conducted for 113 properties representing approximately 97% of CEREIT's portfolio by value resulting in net fair value gains of €11.2 million (June 2021: external valuations were conducted for 67 properties representing approximately 80% of CEREIT's portfolio by value resulting in net fair value gains of €43.4 million).

During the year Cromwell recognised operating profit of $41.9 million (June 2021: $43.3 million) and received $34.5 million in distributions (June 2021: $50.3 million).

This investment has been primarily financed utilising the issue of Euro-denominated convertible bonds, applicable finance costs for the year being $8.8 million (June 2021: $9.0 million).

OTHER INVESTMENTS

Cromwell currently has co-investments in Australian and European real estate investment mandates which are accounted for as investments at fair value through profit or loss. Cromwell receives distributions from these co-investments which also support the funds management business. During the year the balance of co-investments held by Cromwell increased primarily due to a $20.0 million investment in the Cromwell Direct Property Fund, which is managed by Cromwell Funds Management Limited, a subsidiary of the Company.

Investment Portfolio

Financial highlights in relation to investment portfolio include:

	2022 $M	2021 $M
Rental income and recoverable outgoings ($M)	**215.2**	217.3
Operating profit ($M)	**144.5**	144.1
Net fair value gains ($M)	**57.5**	101.2
Portfolio value ($M)	**2,973.7**	3,063.1
Occupancy rate (%)	**95.6**	94.7
WALE (years)	**5.9**	6.1
Capitalisation rate (%)	**5.2**	5.4

The tenant mix in Cromwell's Australian property portfolio is weighted to Government and ASX-listed tenants which has proven resilient in the current economic conditions. As a consequence tenant rent collections from the Australian property portfolio have been relatively unimpacted by the onset of the COVID-19 pandemic. Only a small amount of rent has been waived ($0.3 million) with no deferred rent concessions made during the year.

Owing to the development opportunity at 19 National Circuit, Barton ACT, ownership of the property was transferred from the Trust to the Company for a contract price of $10.0 million. This led to the reclassification of this property to inventory.

During the year the Trust disposed of the following non-core investment properties: Village Cinema, Geelong, VIC for $19.0 million (net of required capital expenditure); 200 Mary Street, QLD for $108.5 million; Regent Cinema, Albury, NSW for $18.5 million; and the TGA Complex, ACT for $21.5 million.

The weighted average lease term was 5.9 years, only marginally below June 2021 (6.1 years) given the weighting of the disposal of the larger assets that had WALEs less than 2 years, coupled with lease extensions and new lease deals which is reflected by the increase in occupancy from 94.7% (June 2021) to 95.6% (June 2022).

Valuations for the Australia portfolio increased by $79.1 million during the year (2021: $78.3 million), net of property improvements, leasing incentives and lease costs.

	2022 $M	2021 $M
Change in valuations, net of property improvements, lease costs and incentives	**79.1**	78.3
Non-cash adjustments for straight-lining of rentals and lease amortisation	**(21.6)**	22.9
Increase in fair value of investment properties	**57.5**	101.2

The weighted average capitalisation rate, a key indicator of investment real estate, tightened by 0.16 on a portfolio basis and 0.07 on a like-for-like basis for held assets. The greatest movement occurred between Jun-21 and Dec-21 with no significant change from Dec-21 to June 22. The rate compression has been most prevalent in relation to properties located in NSW & ACT, driven by weighting towards government tenants and positive leasing outcomes. Resultant fair value increases followed this geographical trend with material fair value increases attributable to 475 Victoria Avenue NSW ($15.5 million), 207 Kent Street, NSW ($12.0 million), 203 Coward Street, NSW ($10.0 million) and Soward Way, ACT ($9.7 million).

This portfolio of assets has been financed by the secured bilateral facilities (SBFL). Applicable finance costs for the year were $23.7 million (June 2021: $20.6 million).

Finance costs

Interest expense in relation to borrowings for the year decreased to $54.6 million (2021: $59.9 million). The decrease in interest expense is in largely as a result of the $5.4 million decrease in interest associated with swap contracts given that CMW has shifted towards interest cap contracts over the more recent financial years. The average interest rate for the current year decreased to 2.31% (2021: 2.33%).

The net fair value gain in relation to derivative financial instruments of $55.4 million (2021: $14.2 million) primarily arose as a result of the revaluation of interest rate swap and cap contracts, which resulted in the recognition of net gains of $50.2 million for the year (2021: $14.6 million). Cromwell has hedged future interest rates through various types of interest rate derivatives (predominately interest rate caps) with 51% of its borrowings at year end hedged or fixed to minimise the risk of changes in interest rates in the future (2021: 82%). All hedging contracts expire between February 2023 and October 2025.

Capital management

Cromwell's debt platform is underpinned by a facility secured against selected assets within the Australian property portfolio and has considerable headroom against its covenants. The loan to value ratio covenant is set at 60% versus the actual ratio which stands at 45.7% at balance date, resulting in headroom under the covenant of $674.0 million. The WALE covenant is set at 3.0 years versus the actual WALE of 5.8 years for the selected assets and interest cover ratio is 2.0 times versus the actual interest cover of 6.3 times.

DEBT

Gearing improved to 39.6% during the year and brings Cromwell's gearing inside its target range of between 30% - 40% through the cycle.

Cromwell's main loan facility (senior secured bilateral loan facilities under a Common Terms Deed) is secured against selected investment properties in the Australian portfolio. This facility's performance against loan covenants at balance date reinforces the ability of Cromwell to carry higher gearing levels without impacting the ongoing operations of the business.

Covenant	Actual	Limit	Headroom
Loan to value	45.7%	60.0%	$674.0 million
WALE	5.8 years	3.0 years	2.8 years
Interest cover	6.3 times	2.0 times	$111.7 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 44.8%.

Other than the Convertible Bond, which is unsecured, all other loan facilities are asset level financing with no reference to group level gearing.

LIQUIDITY

As at 30 June 2022 Cromwell had $286.0 million of cash (2021: $142.3 million) and undrawn bank facilities totalling $360.9 million (2021: $534.9 million). Subsequent to year end, following the repayment of the convertible bond, Cromwell will have undrawn bank facilities totalling $276.9 million.

EQUITY

An additional 1.4 million stapled securities were issued during the year at an average issue price of $0.23, composed entirely of securities issued following the exercise of performance rights.

Net tangible assets (NTA) per security has increased during the year from $1.02 to $1.04, primarily as a result of favourable movements in the mark to market valuations of CMW's derivatives and fair value gains on investment properties.

Strategy

Cromwell will continue to focus on its global real estate funds management business which is diversified across regions, sectors and capital sources. Cromwell will source, manage and develop real estate assets on behalf of our third-party capital partners and retail investors.

Execution of our strategy will be achieved via the following initiatives:

- Cromwell will create funds and new real estate product opportunities for our diverse set of capital partners – we will aim to fill gaps in the market and deliver value by being innovative and listening closely to our investors' requirements;
- Servicing our investors will be at the core of what we do and we will use our real estate expertise to protect our investors' capital and create value for them;
- On behalf of our investors, Cromwell will seek to develop and repurpose assets in strategic locations using our strong development capabilities, creating a pipeline of assets for different funds;
- Cromwell will co-invest in our managed funds to align interests; and
- Cromwell remains well progressed in establishing a separately listed, Cromwell-managed, real estate investment trust (REIT) (the establishment of which remains subject to board, regulatory and securityholder approvals), comprising high-quality Australian office assets, in which Cromwell will own a substantial interest alongside existing Cromwell securityholders who will also receive units in the REIT. The launch of the new REIT has been delayed until market conditions are more conducive to launching a vehicle of its nature.

Outlook

While the world is now learning to live with COVID-19, new challenges are presenting themselves which are likely to impact Cromwell's operations in both Australia and Europe in both the near and short term. Global geopolitical instability has caused impacts to both supply chains and energy costs. Economies have also rebounded from COVID-19 lockdowns faster and sharper than most central banks forecast. These forces have led to inflation which in turn has led to central banks tightening monetary policy. These uncertain economic conditions have led to investors pausing in releasing investment capacity as they wait to see the full impact all these events will have on the various economies around the world. Cromwell expects this will result in continued subdued levels of transactional activity within its funds management business in all geographical areas in which Cromwell operates.

The ongoing war in Ukraine and the high level of inflation in Poland, driven by significantly higher energy costs (which will not be fully recoverable from tenants), are factors that will see the performance of CPRF likely decrease in 2023. The full impact on the portfolio is currently unknown and any escalation in the war could have unforeseen consequences on the economy of Poland.

In such volatile economic conditions, maintaining a strong balance sheet is paramount. Following the sale of several non-core assets during 2022, Cromwell gearing is now at 39.6% which is within target range of 30% to 40%. Cromwell maintains sufficient liquidity and ample loan covenant headroom. Further sales of non-core assets in 2023 will see gearing decrease further but will also mean Cromwell will hold sufficient liquidity to capitalise on fund management opportunities as they emerge.

A distribution of 1.375 cents per security is expected to be paid for the September quarter, reflecting the anticipated fall in funds management transactional activity, as well as the earnings impact of the asset sales program until such time as the capital realised from those sales can be reinvested. The Board will provide distribution guidance on a quarterly basis.

Risks

Cromwell has an enterprise-wide risk management framework which provides a comprehensive approach to identifying, assessing and managing risk aligned with AS/NZS ISO 31000:208. The framework ensures appropriate oversight of risk and includes policies and processes reflecting an integrated risk management approach and recognises that everyone at Cromwell has a role to play in effectively managing risk.

Cromwell actively identifies and manages the risks that may impact its operations, strategy and outlook, and considers megatrends and external insights to respond to emerging areas of risk. The Board is ultimately accountable for risk management and is supported in its ongoing oversight by separate committees to review and assess key risks and ensure they are managed appropriately. The Investment Committee is responsible for overseeing and reviewing all major transactions including investment in and divestment of assets. The Audit and Risk Committee is responsible for overseeing and reviewing the effectiveness of Cromwell's risk management framework in responding to the various exposures to risk Cromwell has in the course of its business. Effective 1 July 2022, the Audit and Risk Committee was reconstituted as an Audit Committee and as an Environmental-Social-Governance (ESG) and Risk Committee.

Cromwell's key risks and the core controls and mitigants to assist in managing them are described below:

Key Risk	Description	Mitigation
Performance	• Delivering distributions that meet market guidance and expectations • Ensuring that investments and developments perform in line with expectations • Retaining and growing AUM	• Board approved strategy continuously reviewed with processes to monitor and manage performance to ensure maximisation of security value and best operational structures • Investment governance framework ensuring structured investment and divestment approval processes • Investment Committee and management regular review of performance of investments and developments against targets • Transition of European investments to long term, secure, reliable revenue streams
Capital management	• Ensuring continuous access to debt and equity markets to support Cromwell's sustainable growth	• Board approved gearing range through the cycle reduced to 30% - 40% and regularly monitored • Prudent capital management informed by cash flow forecasting and sensitivity analysis. Regular reviews of available liquidity matched to capital requirements and monthly Board reporting • Long dated debt expiry profile • Diversification of debt funding sources • Spreading of debt maturities
People and culture	• Ensuring Cromwell has access to and can retain key talent • Maintaining Cromwell's strong, adaptive and open culture	• Investment in our staff with focused learning and development plans • Promotion of group wide values and conduct standards • Fostering an inclusive workplace culture, supported by policies and forums, including the Diversity and Inclusion Working Group to promote equity and fairness • Succession planning and leadership development for senior staff • Fostering the development of key talent • Competitive remuneration and benefits • Effective performance management and review • Staff engagement and feedback mechanisms • Various staff wellbeing initiatives
Health, Safety and Wellbeing	• Ensuring the health, safety and wellbeing of Cromwell's staff, contractors, visitors and occupants • Preventing death or serious injury at any Cromwell owned or controlled property or in the course of employment with Cromwell	• Education, awareness and training programs to make our Directors, Officers and Staff aware of health, safety and wellbeing (HSW) and promote a positive safety culture across our business • Formal HSW policies and programs in place and reviewed regularly at Cromwell owned properties and operational locations • Wellbeing Program promotes pursuing healthy lifestyles and self-care to staff and provides practical tools and advice • Employee Assistance Program makes a wide network of health professionals available to staff to discuss any issues in confidence • Code of Conduct establishes required standards of behaviour across the Group, with complementary Whistleblower protection, Grievance resolution and escalation mechanisms to promote a safe environment • Group wide Supplier Code of Conduct and Procurement Policy extends Cromwell's corporate expectations to our suppliers and service providers

Key Risk	Description	Mitigation
Sustainability and Environment, Social and Governance	• Delivering sustainable outcomes for investors and other stakeholders • Understanding, responding to and managing the impacts of changing environmental and social conditions that could affect our people, assets and business operations	• Sustainability Framework outlining goals and accountabilities for relevant focus areas, i.e., environment, stakeholders, economic, social and governance • Participation in benchmarking and assessment activities to measure our progress year on year and inform future ambitions • Comprehensive reporting including Sustainability Report, TCFD disclosures and Modern Slavery Statements • Risks and potential impacts of ESG matters, including climate, managed within our enterprise risk management framework • Active engagement with our stakeholders and communities to contribute to society positively and relevantly
Technology and data security	• Ensure that information management systems are resilient and able to meet business needs • Ensure availability and integrity of critical IT infrastructure & applications • Ensure Cromwell remains compliant with data protection requirements, and provides measures to protect against cyber-attack	• Maintaining suitable policies, guidelines and procedures to support secure business operations and standards for information management and privacy • Executing regular cyber-security evaluations, training, testing, and vulnerability mitigation activities • Maintaining ISO 27001 certification for critical technology services • Maintaining and testing suitable business continuity plans and procedures • Providing robust vendor selection and assessment methodology with ongoing performance due diligence
Leasing	• Ensuring that assets are leased in accordance with asset management plans and forecasts • Maintain a portfolio of high quality commercially attractive property assets that respond to tenant demand and market expectations ensuring consistent, predictable occupancy and income returns	• Defensive portfolio with long WALE • Large and diversified tenant base • Experienced leasing team • Active asset management with focus on repositioning, refurbishing and re-leasing properties to enhance returns • Strategic asset management plans to ensure optimisation of asset use and assist return expectations over the asset's lifecycle
Governance and compliance	• Ensuring continuous compliance with regulatory requirements • Meeting stakeholder and investor expectations	• Training programs addressing key compliance requirements in place across the business • Board approved Policies and key frameworks that facilitate good governance and drive appropriate accountability and oversight • Board approved Tax Risk Management Policy ensures ongoing REIT status • Independent Compliance Committee with direct reporting to the Board to ensure oversight of compliance objectives and obligations under compliance plans and regulation • Appropriate assurance activities for areas of potential compliance and governance risk • Cromwell's Culture and Values expectations clearly articulated to all staff and interlinked with performance reviews and incentives

Climate-related financial disclosure

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

The TCFD recommendations provide a consistent reporting framework to enable financiers, investors, insurers and other stakeholders to understand an organisation's material climate related risks and the financial implications and the approach undertaken to manage them.

Cromwell provides detailed annual updates on its approach to climate change governance, strategy, risk management and metrics and targets in its reporting. Together, Cromwell's CDP submission, Sustainability Report and relevant statements regarding the Sustainable Finance Disclosure Regulations cover the four core elements and 11 disclosures of the TCFD recommendations. They are available on Cromwell's website at www.cromwellpropertygroup.com/sustainability.

A summary of these details that follows the TCFD disclosure recommendations representing core elements of the organisation's operation and Cromwell's response is described below:

TCFD thematic element	Overview of the TCFD Recommended Disclosures and Cromwell's response	Reference
Governance Disclose the organisation's governance around climate-related risks and opportunities.	The Group Sustainability Committee is responsible for identifying climate-related risks and opportunities. Members of the global leadership team or senior leaders of the business are responsible for ensuring risks and actions are appropriately identified and the risk register is updated in relation to the sustainability framework. The Audit and Risk Committee 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. The Audit and Risk Committee meets a minimum of six times a year to receive reports, updates and presentations on risks and sustainability measures across the business including reports on sustainability and climate change activities. Effective 1 July 2022, the Audit and Risk Committee was reconstituted as an Audit Committee and as an ESG and Risk Committee. Transactions teams, led by the Chief Investment Officer, are responsible for preparing briefing papers including detailed technical, financial and legal reviews on proposed acquisitions. Reviews include comprehensive checklists and property inspections to identify current and future vulnerabilities to impacts from climate change. The Investment Committee or the Board (where applicable) has oversight and approval of asset acquisitions and disposals, including consideration of climate change risk.	Section 1 Governance
Strategy Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning where such information is material.	Cromwell operates its business in a complex social, economic and physical environment, managing assets of differing types and quality and in differing geographies. As an investor and asset manager, Cromwell considers that the greatest material risks posed from climate change are likely to be from: • Physical risks from severe weather events directly impacting and damaging assets owned and managed; and • Indirect impacts, such as increasing operational costs from rising insurance premiums, energy costs, carbon charges and taxes, legislation and operational costs resulting from increased temperature extremities and wear and tear to operating plant and equipment. Cromwell's climate adaption strategy is to ensure that the impacts from climate change are understood and responded to in the short, medium and long term. Developing strategies that ensure property assets remain resilient to climate change whilst setting pathways to improve performance and respond to market demand presents a significant opportunity for Cromwell to underpin the long-term value of property assets.	Section 2 Strategy

TCFD thematic element	Overview of the TCFD Recommended Disclosures and Cromwell's response	Reference
	Cromwell actively engages with retail and institutional investors and tenant-customers. Minimum performance standards for new development and refurbishments and ongoing performance targets influence materials purchasing and engagement with suppliers to support sustainability targets. Cromwell has a climate change position policy to support internal assessment, reporting and management of identified risks. Climate adaptation objectives ensure resilience to physical impacts whilst also adopting opportunities to invest in sustainable development and support a transition to low carbon outcomes. Where Cromwell maintains operational control of property assets, strategies are in place to deliver opportunities to embrace sustainable development solutions for capital works, investment in new plant and equipment and the adoption of renewable energy solutions and technologies.	
Risk Management Disclose how the organisation identifies, assesses, and manages climate-related risks.	Cromwell maintains a comprehensive enterprise risk management system. In adopting this approach, the objective has been to integrate the impact of climate risks within enterprise risk considerations and to further identify the impact of the sustainability and climate risk management approach as a mitigant and control to organisational risk. Enterprise risks are mapped to the sustainability framework and linked to identified material topics (as reported in the annual Sustainability Report). Mitigation strategies for climate risk are applied within the business. Risk reviews are undertaken with each risk owner by the Head of Risk and Compliance and these reviews are included in reports to the Audit and Risk Committee. Effective 1 July 2022, the Audit and Risk Committee was reconstituted as an Audit Committee and as an ESG and Risk Committee. Cromwell reviews of the actual and potential impacts of climate change across its operations. Assessment of the risk to properties from acute physical events related to weather extremities and longer-term chronic effects relies on and is informed by the growing body of climate science research and engagement with insurers, financiers and industry organisations. For example, capital works plans and forecast expenditure spanning multiple years are prepared for each property asset. The capital expenditure plan is prepared at acquisition and updated annually to address the replacement of ageing plant, equipment and building fabric. Plans include consideration against the outcomes from materiality assessments and sustainability objectives are factored into determining the risk and opportunity to respond to long term systematic change to climate.	Section 3 Risk Management
Metrics and targets Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.	Cromwell discloses sustainability performance and sets out progress against targets in an annual Sustainability Report in the transition to net zero emissions. Cromwell is committed to measuring corporate emissions and emissions reduction. Initiatives to reduce emissions are assessed based on the carbon management hierarchy of avoid, reduce, replace and offset. Cromwell maintains net zero certification from Climate Active for its Australian corporate operations. Cromwell recognises that the greatest impact from reducing emissions is within its property assets. Cromwell manages property assets in Australia and Europe. Where practicable, Cromwell actively seeks to apply a consistent approach to asset management across jurisdictions. Wherever possible and where Cromwell has operational control, energy consumption, emissions, waste, water usage and associated environmental data is tracked and reported. This reporting continues to be expanded and improved over time. Setting targets enables Cromwell to adopt a systematic and disciplined approach toward improving efficiency and reducing emissions. Long-term targets have been set to achieve zero carbon emissions across directly owned properties within operational control. This will be achieved through a combination of energy efficiency measures, investment in on site renewables and purchase of green power and offsets to bridge any gap. This year, Cromwell continued to make further progress towards the emissions intensity target set for its portfolio. The annual Sustainability Report provides data and further information on Cromwell's corporate and property portfolio performance and the actions implemented to achieve long-term targets.	Section 4 Metrics and Targets

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:

Director since:
18 September 2020

Chair since:
17 March 2021

Board Committee membership:

Member of the Audit Committee

Member of the ESG and Risk Committee

Member of the Investment Committee

Member of the Nomination and Remuneration Committee

Independent:
No

Dr Gary Weiss AM

Non-executive Chair *LLB (Hons), LLM, JSD, 69*

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

Chair – Ardent Leisure Group Limited (2017 – current)

Executive Director – Ariadne Australia Limited (1989 – current)

Chair – Estia Health Limited (2016 – current)

Non-executive Director – Hearts and Minds Investments Limited (2018 – current)

Non-executive Director – Thorney Opportunities Ltd (2013 – current)

Chair – Ridley Corporation Limited (2010 – 2020)

Non-executive Director – The Straits Trading Company Limited (2014 – 2020)

Skills and Experience

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

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

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

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

Mr Eng Peng Ooi

Non-executive Deputy Chair *BCom, Member of the Certified Practising Accountants of Australia, Member of the Singapore Institute of Directors, 66*

Director since:
8 March 2021

Deputy Chair since:
17 March 2021

Board Committee membership:

Chair of the Audit Committee

Member of the ESG and Risk Committee

Independent:
Yes

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

Non-executive Director – Manager of Cromwell European REIT (2021 – current)

Deputy Chair – Manager of ESR-LOGOS REIT (formerly known as ESR-REIT) (2021 – 1 July 2022)

Chair – Manager of ESR-LOGOS REIT (formerly known as ESR-REIT) (2017 – 2021)

Non-executive Director – Manager of ESR-LOGOS REIT (formerly known as ESR-REIT) (2012 – 1 July 2022)

Non-executive Director – Perennial Real Estate Holdings Limited (2015 – 2020)

Skills and Experience

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

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

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

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

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

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

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

Director since:
8 March 2021

Board Committee membership:

Chair of the Investment Committee

Member of the Nomination and Remuneration Committee

Independent:
Yes

Mr Robert Blain

Non-executive Director *FAPI, FRICS, 67*

Skills and Experience

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

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

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

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

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

Director since:
7 October 2021

Board Committee membership:
N/A

Independent:
No

Mr Jonathan Callaghan

Managing Director and Chief Executive Officer *BSc (Hons), LLB (Hons), MAppFin, 51*

Skills and Experience

Mr Callaghan joined Cromwell as Chief Executive Officer in October 2021. Prior to this, he was at Investa Property Group where he started as General Counsel and Company Secretary in 2006 before being appointed Joint Managing Director and Finance Director in 2013 and Chief Executive Officer in 2016.

His career at Investa included overseeing management of the Investa Commercial Property Fund, which at the time of his departure was the top performing core office fund over two, three, five and seven-year time horizons. During his tenure, Investa was widely regarded as an industry leader and was recognised in the Australian Financial Review BOSS Best Places to Work list for 2021 in property. Earlier in his career, Jonathan spent time at law firms Gilbert & Tobin and Corrs Chambers Westgarth.

Mr Callaghan holds a Master of Applied Finance from Macquarie University and a Bachelor of Science (Hons) and Bachelor of Laws (Hons) from the University of Sydney. Mr Callaghan is a Member of the Property Champions of Change Coalition.

Director since:
21 October 2019

Board Committee membership:

Chair of the Nomination and Remuneration Committee

Member of the Audit Committee

Member of the ESG and Risk Committee

Independent:
Yes

Ms Tanya Cox

Non-executive Director *MBA, Grad Dip Applied Corporate Governance, FAICD, FGIA, 61*

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. She is a former Non-executive Director of BuildingIQ, Inc and OtherLevels Holdings Ltd. Ms Cox is Chair of Cromwell Funds Management Limited, Chair of Equiem Holdings Pty Ltd, former Chair of the World Green Building Council and former Chair and current Director of the Green Building Council of Australia. Ms Cox is a Director of Campus Living Villages Pty Limited, Fender Katsalidis (Aust) Pty Ltd and Niche Environment and Heritage Pty Ltd. Ms Cox was a member of the NSW Climate Change Council until it disbanded on 30 June 2021 and is a former Director of Low Carbon Australia.

Ms Cox holds a Master of Business Administration from the Australian Graduate School of Management at University of New South Wales and a Graduate Diploma in Applied Corporate Governance from the Governance Institute of Australia. Ms Cox is a Fellow of the Australian Institute of Company Directors and of the Governance Institute of Australia and is a Member of Chief Executive Women.

Director since:
18 September 2020

Board Committee membership:

Member of the Investment Committee

Independent:
Yes

Mr Joseph Gersh AM

Non-executive Director *BCom, LLB (Hons), 66*

Skills and Experience

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

Mr Gersh was formerly the inaugural Chairman of the Australian Reinsurance Pool Corporation, foundation Director of the Reserve Bank of Australia's Payments System Board and Director of the Federal Airports Corporation. Mr Gersh is a former senior partner and Chairman of the Management Committee of law firm, Arnold Bloch Leibler. One of his principal areas of expertise is major property development and, in particular, the construction of hotels, shopping centres, land subdivisions, apartments and office towers.

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

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

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

Director since:
21 October 2019

Board Committee membership:

Chair of the ESG and Risk Committee

Member of the Audit Committee

Member of the Nomination and Remuneration Committee

Independent:
Yes

Ms Lisa Scenna

Non-executive Director *B.Comm, Fellow of Chartered Accountants Australia and New Zealand, MAICD, 54*

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

Non-executive Director – Harworth Group plc (2020 – current)

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

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 executive experience in the UK, Ms Scenna has developed strong connections with local authorities, developers and investors and has a deep understanding of the drivers for competitors.

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

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

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

Director since:
9 July 2021

Board Committee membership:

Member of the Investment Committee

Independent:
No

Ms Jialei Tang

Non-executive Director *BFA Architectural Design, BA in Liberal Arts, 27*

Skills and Experience

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

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

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

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

Appointed since:
10 August 2015

Ms Lucy Laakso

Company Secretary and Corporate Counsel *B.Bus, MBA (Corporate Governance), Juris Doctor (First Class Honours)*

Skills and Experience

Ms Laakso has more than 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. She also worked at ASX listed Suncorp Group Limited in areas including corporate secretariat, compliance and business banking. Ms Laakso has private practice experience at Norton Rose Fulbright and inhouse legal experience at a fund manager. Ms Laakso is the Chair of Cromwell's Australian Diversity and Inclusion Committee and was a Sponsor in the Property Council of Australia's 500 Women in Property programme for 2020-2021.

Ms Laakso holds a Juris Doctor (First Class Honours), an MBA (specialising in Corporate Governance) and a Bachelor of Business and is a Graduate of the Australian Institute of Company Directors.

DIRECTORS' MEETINGS

The following table sets out the number of Directors' meetings (including committees of the Board of Directors) held during the financial year and the number of meetings attended by each Director (where a director or member of committee).

Directors	Notes	Board of Directors		Audit and Risk Committee		Investment Committee		Nomination and Remuneration 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
G Weiss	Elected 18 September 2020	11	11	6	6	-	-	2	2
EP Ooi	Appointed 8 March 2021	11	11	6	6	-	-	-	-
R Blain	Appointed 8 March 2021	11	11	-	-	-	-	4	4
J Callaghan[1]	Appointed 7 October 2021	7	7	-	-	-	-	-	-
T Cox	Appointed 21 October 2019	11	11	6	6	-	-	4	4
J Gersh	Elected 18 September 2020	11	11	2	2	-	-	2	2
L Scenna	Appointed 21 October 2019	11	11	6	6	-	-	4	4
J Tang	Appointed 9 July 2021	11	11	-	-	-	-	-	-

(1) Mr Callaghan commenced as Chief Executive Officer on 5 October 2021 and, in addition, was appointed as Managing Director on 7 October 2021.

Letter from the Chair

A message from the Chair, Nomination and Remuneration Committee

Ms Tanya Cox
Chair, Nomination and Remuneration Committee

Dear Securityholder

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

PERFORMANCE AND REMUNERATION OUTCOMES

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

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

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

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

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

BOARD AND EXECUTIVE MANAGEMENT CHANGES

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

CHANGES TO REMUNERATION POLICY

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

FY23 APPROACH TO REMUNERATION

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

NON-EXECUTIVE DIRECTOR REMUNERATION

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

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

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

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

Yours sincerely,

Ms Tanya Cox
Chair, Nomination and Remuneration Committee

REMUNERATION REPORT

Table of Contents

The remuneration report is presented for the financial year ending 30 June 2022. The report forms part of the Directors' Report and has been prepared and audited in accordance with the requirements of the *Corporations Act 2001* (Cth). This report is where we explain how performance has been linked to reward outcomes that forge a clear alignment between Cromwell staff and securityholders.

1. Remuneration Overview

1.1 KEY MANAGEMENT PERSONNEL

In this report, Key Management Personnel (KMP) are those with the authority and responsibility for planning, directing and controlling the activities of the Group, either directly or indirectly.

Name	Position / Title	Term	Current securityholding
Current Non-executive Directors			
Gary Weiss AM	Non-executive Director Non-executive Chair	Full year	150,000
Eng Peng Ooi	Non-executive Director (independent) Non-executive Deputy Chair (independent)	Full year	195,208
Robert Blain	Non-executive Director (independent)	Full year	-
Tanya Cox	Non-executive Director (independent)	Full year	210,000
Joseph Gersh AM	Non-executive Director (independent)	Full year	140,000
Lisa Scenna	Non-executive Director (independent)	Full year	125,000
Jane Tongs	Non-executive Director	Appointed 9 July 2021	123,346,692
Former Non-executive Directors			
Leon Blitz	Non-executive Chair (independent)	Retired 18 November 2020	Not applicable
Andrew Fay	Non-executive Deputy Chair (independent)	Retired 18 November 2020	Not applicable
John Humphrey	Non-executive Director (independent)	Appointed 8 September 2020 Retired 18 November 2020	Not applicable
Jane Tongs	Non-executive Director (independent) Non-executive Chair (independent)	Retired 17 March 2021 Elected 18 November 2020 and Retired 17 March 2021	Not applicable
Executive Director			
Jonathan Callaghan	Chief Executive Officer Managing Director	Commenced 5 October 2021 Appointed 7 October 2021	-
Other Executive KMP			
Michael Wilde	Acting Chief Executive Officer Chief Financial Officer	1 July 2021 - 4 October 2021 5 October 2021 - 30 June 2022	1,010,956
Brett Hinton	Acting Chief Financial Officer	1 July 2021 - 4 October 2021	Not applicable
Former Executive Director			
Paul Weightman	Chief Executive Officer/Managing Director	Retired 31 October 2020	Not applicable
Former Executive KMP			
Robert Percy	Chief Investment Officer	Ceased to be KMP on 1 July 2021	Not applicable
Jodie Clark	Chief Operations Officer	Ceased employment 31 March 2021	Not applicable

1.2 EXECUTIVE APPOINTMENT ARRANGEMENTS

On 5 October 2021, Jonathan Callaghan commenced as Chief Executive Officer. Prior to 5 October 2021, Michael Wilde was Acting Chief Executive Officer and Brett Hinton was Acting Chief Financial Officer. On 5 October 2021, Michael Wilde re-commenced as Chief Financial Officer and Brett Hinton no longer qualified as KMP. Robert Percy was determined to no longer qualify as KMP effective 1 July 2021 following the streamlining of roles across the Group.

2. Remuneration Strategy and Governance

2.1 CROMWELL'S REMUNERATION STRATEGY

Our Purpose

To be a trusted global Real Estate Fund Manager known for our transparency, authenticity and creativity.

Our Strategic Objectives

Simplify the business	Grow Funds under Management	Grow Capital Relationships	Focus on People and Platform

Our Values

Our Remuneration Principles

Encourage behaviours consistent with our values	Attract proven high performers	Motivate achievement of strategic objectives	Create securityholder alignment	Retain proven high performers

KMP Remuneration Structure

Fixed Fixed Remuneration	**STI** Short-Term Incentive	**LTI** Long-Term Incentive
Benchmarked to market, Fixed Remuneration is used as a tool to attract executives with the skills and experience required to execute the strategy. Base salary, superannuation and non-financial benefits.	STI drives achievement of short-term strategic objectives. 50% paid in cash 50% paid in securities and deferred for one year.	Designed to improve retention and create securityholder alignment. At the end of three years: 100% vests in staple securities 50% is released immediately 50% is deferred in holding lock for a further 12 months.

Reviewed annually against comparable organisations

Minimum Securityholding Requirement

The CEO is required to hold a minimum of 100% of gross Fixed Remuneration in Cromwell stapled securities within 4 years of commencement.

Other executive KMP are required to hold a minimum of 50% of Fixed Remuneration (within 4 years of 1 July 2019 or becoming KMP). Securities in STI and LTI holding lock are included in KMP total holdings.

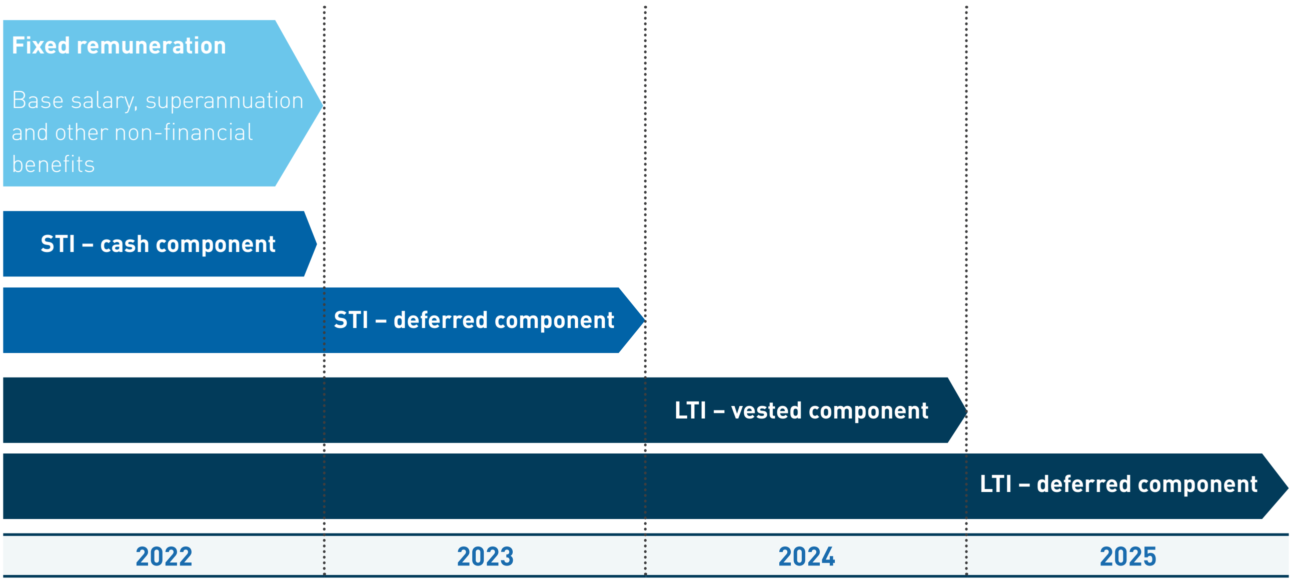
2.2 REMUNERATION MIX

The following diagram illustrates the remuneration mix at maximum potential for Key Management Personnel.

	Fixed Remuneration	Short term	Long term
		Variable remuneration	
Current KMP			
CEO	37%	31.5%	31.5%
CFO	50%	25%	25%
Former KMP			
Acting CEO	39%	23%	38%
Acting CFO	50%	25%	25%

2.3 REMUNERATION TIME HORIZON

The following diagram provides an illustration of how 2022 financial year remuneration will be delivered.



2.4 HOW VARIABLE REMUNERATION IS STRUCTURED

Short-Term Incentive (STI)

Purpose	To drive the achievement of short-term strategic objectives.		
Value	**% of Fixed Remuneration**	**Target**	
	Current KMP		
	CEO	85%	
	CFO	50%	
	Former KMP		
	Acting CEO	60%	
	Acting CFO*	50%	
Performance Measures	All KMP STI's are subject to the following gateways: 1. Achieving 90% of earnings guidance or Board approved budgeted earnings where no guidance is provided; and 2. Scoring a minimum of Meeting Expectations against Cromwell's values-based Behavioural Competencies. If either of the gateways are not met, no STI is payable. Individual STI outcomes are determined on the basis of group performance against a mix of financial and non-financial measures. More information can be found on the KMP STI Performance Measures in the STI Scorecard.		
		Financial Measures	**Non-financial Measures**
	Current KMP		
	CEO	90%	10%
	CFO	65%	35%
	Former KMP		
	Acting CEO	90%	10%
	Acting CFO	65%	35%
Reason for performance measures	The Board considers that a mix of financial and non-financial measures are appropriate and that they are aligned with Cromwell's strategy and values. Performance measures are reviewed annually, and the Board has discretion to review and amend the measures during the performance period where significant unforeseen events have occurred which are outside the control of management, or where formulaic application is likely to produce a material and perverse outcome.		
Calculation of awards	Value of awards are calculated as follows: Fixed Remuneration x Target STI opportunity % x Achievement Score against Performance Measures		
Delivery of awards	50% of the STI awarded is delivered in cash and 50% is delivered in securities and deferred for a further 12 months.** All securities are purchased on market. In the event the recipient ceases to be employed: • before the award date, the recipient is ineligible to receive an award*** • after the STI is awarded, securities in holding lock remain in holding lock until the release date provided the employee is deemed to be a good leaver		
Clawback	Malus and Clawback clauses allow deferred 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.		
Change of Control	In the event of a change of control, any STI award deferred in securities will be released.		

* The Acting CFO was eligible for a Diminishing Deferred Payment of up to 80%, of his Base salary, less any incentive payments received between October 2020 and December 2021, if he remained employed as at 31 December 2021. This payment was delivered in cash.

** For the financial years ending 30 June 2022 and 30 June 2023, the CEO will receive 20% of his 50% cash component in Cromwell Securities.

*** With the exception of the CEO who does not have a continued employment hurdle on the deferred component of his STI.

KMP Long Term Incentive (LTI)

Purpose	To create securityholder alignment and encourage retention.		
Value	**% of Fixed Remuneration**	**Target**	**Allocation method**
	Current KMP		
	CEO	85%	Face value
	CFO	50%	Face value
	Former KMP		
	Acting CEO	100%	Face value
	Acting CFO	50%	Face value
Performance Measures	For each measure, 25% vests at the lower bound with straight line vesting to 100% at the maximum threshold.		
	33.33%	**Total Return** Total Return = (Distributions + Change in NTA)/Opening NTA. Performance is tested annually, and the addition of each year's outcome is awarded at the end of 3 years. The TR hurdle range is 8.5%-11.5%. Equity Issues that significantly impact NTA will be considered, as well as significant write downs in intangible assets.	
	33.33%	**Return on Contributed Equity (ROCE)** ROCE = Operating Profit/Weighted Average Contributed Equity. Performance is tested annually, and the addition of each year's outcome is awarded at the end of 3 years. The ROCE hurdle range is 8.5%-11.5%.	
	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 the measurement period. Below Median - 0% vesting	
Reason for performance measures	Total Return aligns the underlying absolute returns that securityholder's experience. ROCE best reflects the sustainable returns achieved on securityholders' contributed equity and is accepted as a good measure of the performance of management. Over the medium to long term an improving ROCE has been shown to correlate with upward stapled security price movements and hence returns experienced by securityholders.		
Calculation of awards	The number of performance rights granted is calculated under the Face Value Methodology, based on the VWAP of Cromwell's security price for the 10 days immediately succeeding the annual results announcement.		
Delivery of awards	At the end of the 3 year performance period, 100% of the award vests, with 50% released and 50% deferred in holding lock for a further 12 months. All securities are purchased on market. In the event the recipient ceases to be employed: • before the vesting date, all rights to securities are forfeit • after the vesting date, securities in holding lock remain in holding lock until the release date provided the employee is deemed to be a good leaver		
Clawback	Malus and Clawback clauses allow unvested and deferred 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.		
Change of Control	In the case of a change of control, performance rights will be tested and will pro rata vest in line with achievement against performance measures.		

2.5 EMPLOYMENT CONTRACT TERMS & CONDITIONS

All executive KMP are employed on Employment Contracts that detail the components of remuneration paid and frequency of review but do not describe how remuneration levels are modified from year to year. The contracts do not provide for a fixed term however they can be terminated on specified notice (with the exception of gross misconduct when they can be terminated without notice).

	Termination by Company	Termination by Executive KMP
CEO and other Executive KMP	**Notice Period** 6 months, with the option of payment in lieu (lump sum) 3 months – Acting CFO **Termination by Redundancy** Between 1 July 2021 and 31 December 2021, employees and executive KMP terminated by way of redundancy were entitled to an Enhanced Severance Package, calculated as *4 weeks base pay plus 3 weeks base pay for each completed year of service, capped at six months base pay**. **Impact on incentives** If an executive KMP is determined to be a good leaver deferred securities remain on foot. If an executive KMP is determined to be a bad leaver all deferred securities are forfeit, with the exception of the CEO.	**Notice Period** 6 months 3 months – Acting CFO **Impact on incentives** If an executive KMP is determined to be a good leaver unvested performance rights and deferred securities remain on foot. If an executive KMP is determined to be a bad leaver, unvested and deferred securities are forfeit, with the exception of the CEO.

* The Enhanced Severance amount is higher than the statutory severance and is paid in lieu of this.

2.6 REMUNERATION GOVERNANCE

The Board has appointed a Nomination and Remuneration Committee (Committee) responsible for reviewing, monitoring and making recommendations in relation to the appointment, performance and remuneration of the KMP.

Board

The Board is responsible for setting the executive remuneration strategy, monitoring KMP performance and approving the executive Key Performance Indicators

Nomination and Remuneration Committee

The Committee is the main governing body for KMP appointment and remuneration. The Committee is responsible for implementation of the Remuneration Principles.

Full charter available at:
https://www.cromwellpropertygroup.com/__data/assets/pdf_file/0028/16579/CG_Nomination-and-Remuneration-Committee-Charter_approved-June-2020.pdf

Management

Provides recommendations on reward strategy design and implementation to the Committee.

From time to time Management may seek remuneration advice.

External advisors

Provide expert independent information on remuneration for KMP.

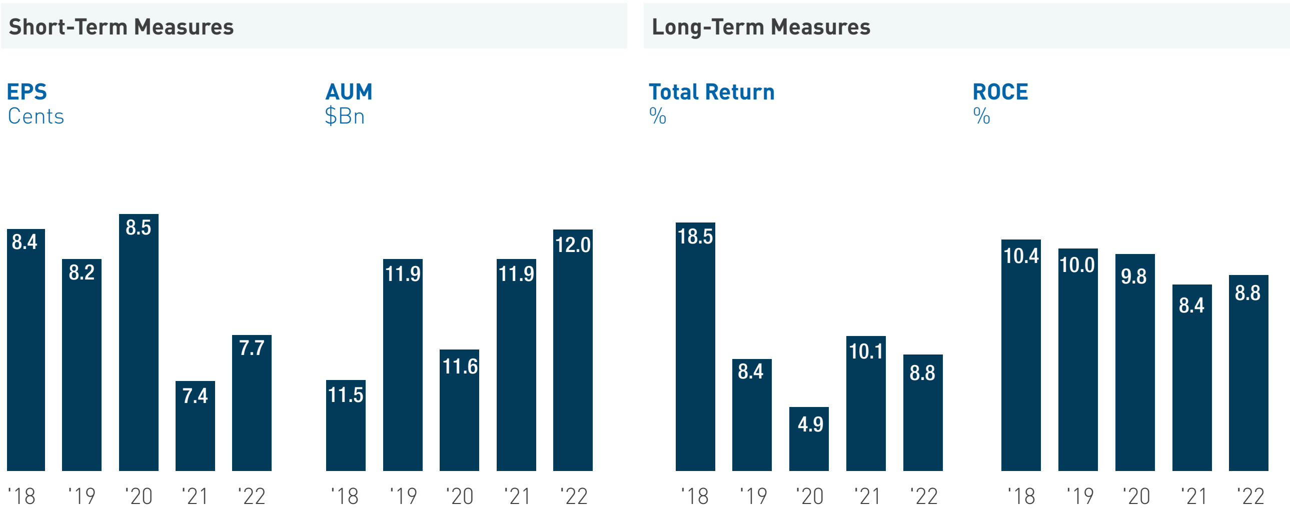
Remuneration consultants are appointed from time to time to provide independent information and advice.

3. Cromwell Performance and Remuneration Outcomes

3.1 CROMWELL'S FIVE-YEAR PERFORMANCE SUMMARY

The remuneration outcomes of executive KMP vary with short-term and long-term performance outcomes. The graphs and tables below show executive KMP remuneration outcomes and Cromwell's core financial performance measures over the past five years.

Cromwell's Five-year Performance Summary



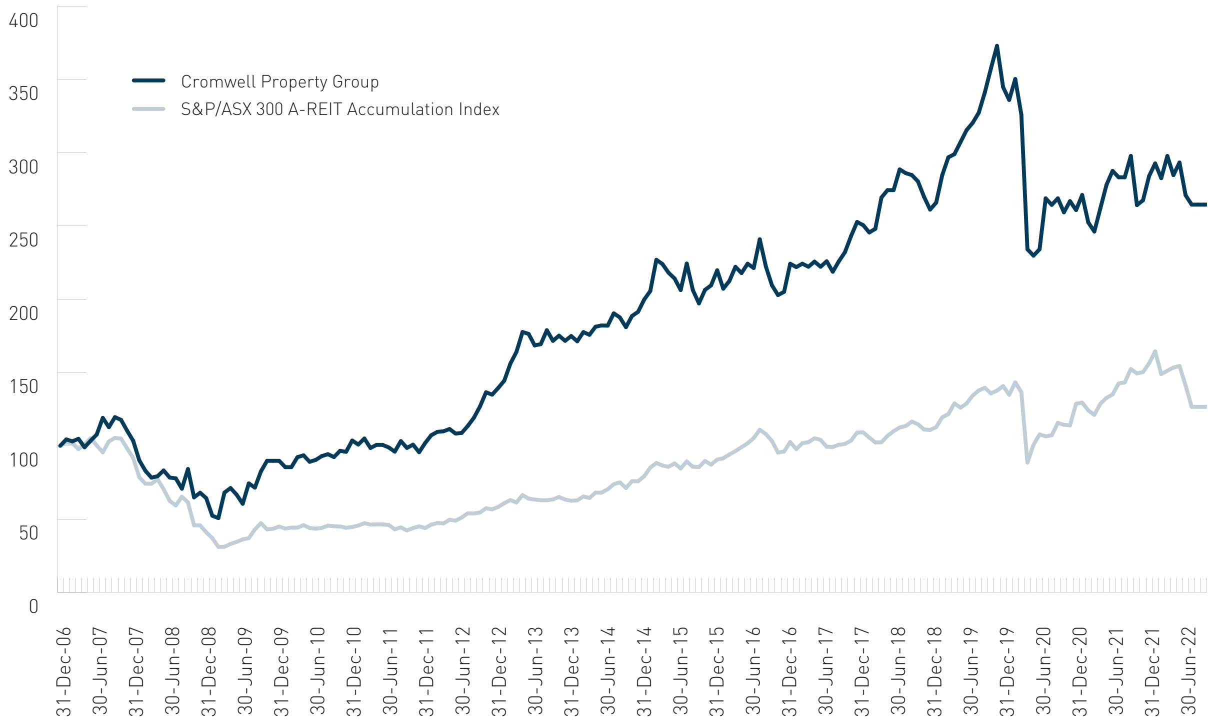
STI and LTI Outcomes	2018	2019	2020	2021	**2022**
STI (average % of target)	94%	91%	71%	0%	**71%**
LTI (% of maximum)	84%	82%	38%	32%	**27%**

LTI excludes backward looking LTI scheme

Total return of Cromwell securities

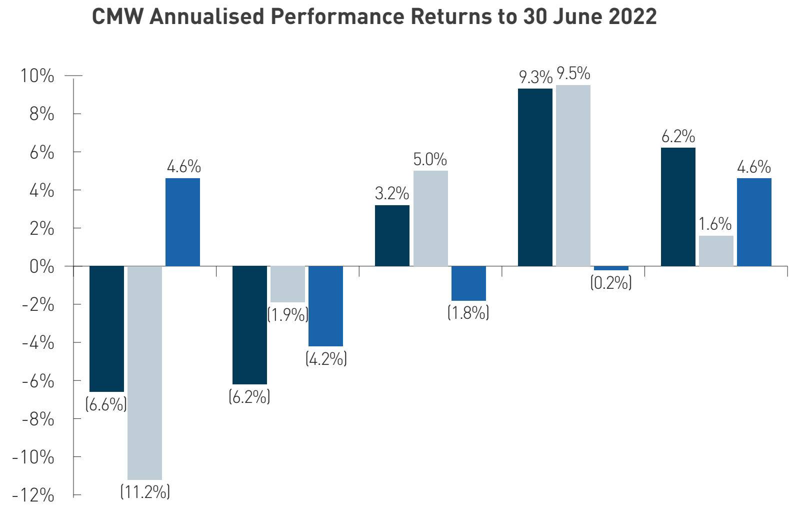
The chart below illustrates Cromwell's performance against the S&P/ASX300 A-REIT Accumulation Index since stapling in 2006.

Cromwell Performance vs S&P / ASX 300 A-REIT Accumulation Index to 30 June 2022



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.



	1 year	3 year	5 year	10 year	15 year
CMW Total Return	(6.6%)	(6.2%)	3.2%	9.3%	6.2%
S&P / ASX 300 A-REIT Accumulation Index	(11.2%)	(1.9%)	5.0%	9.5%	1.6%
CMW Excess Performance	4.6%	(4.2%)	(1.8%)	(0.2%)	4.6%

The impact of a very subdued stapled security price, largely due to the ongoing uncertainty of COVID-19 on Cromwell's European operations and the ongoing level of corporate activity, has significantly impacted the annualised performance of Cromwell over the last three years. This has had a flow on impact to all other return periods.

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.

As a result of the three-year performance of Cromwell, the TSR LTI Hurdle for the period from 1 July 2019 to 30 June 2022 paid out 0%.

3.2 STI SCORECARD

Objective	Key Results	Commentary	Rating	KMP Responsible
FINANCIAL GATEWAY				
	Achieve a minimum of 90% of Operating Earnings budget	The board approved target operating earnings for FY22 was set at 7.62cps and the associated earnings gateway at 6.86cps.	Achieved	All
FINANCIAL PERFORMANCE				
Financial	Operating Earnings per Security of 7.62cps	The Group achieved an Operating Earnings per Security of 7.68cps	Achieved	All
	Successful execution of strategy as adopted by the Board	A significant amount of work was conducted on three key corporate transactions. These transactions will take multiple financial years to execute.	Partially achieved	All
Capital & Product Development	Achieve European capital budget of €225m	€68m was achieved.	Partially achieved	CEO
Property & Funds Management	Achieve target new European FUM of €1.2bn	€325m of new European FUM was achieved.	Partially achieved	CEO
	Achieve target new Retail FUM of $300m	$260m of new Retail FUM was achieved.	Partially achieved	CEO
NON-FINANCIAL PERFORMANCE				
Operational	Achieve FY22 Gender Diversity Targets	Measured the Gender Pay Gap and set target for improvement, improved gap by 10% globally and 15% in Australia.	Outperformed	All
		Set 40:40:20 gender diversity target at each leadership level, achieved target at Board, Team Leader and Emerging Leader Level globally and the Senior Leader, Team Leader and Emerging Leader Level in Australia.	Achieved	All
	Streamlining and improving cross-platform operations	The restructure of human resources across the global platform has commenced.	Partially achieved	CFO
	Implement management accounting structure and enterprise forecasting system	Strong progress made with go-live scheduled for December 2022.	Partially achieved	CFO
Sustainability	Implement Group Sustainability Strategy	Consultant engaged to guide development of Sustainability Strategy to be finalised in early 2023.	Partially achieved	CEO

3.3 EXECUTIVE KMP STI OUTCOMES

	Behavioural Gateway	Target STI (as % of FR)	STI Awarded $	STI Forfeit $
Current KMP				
CEO				
Jonathan Callaghan	Met	*85%	$471,750	$157,250
CFO				
Michael Wilde	Met	**60%/***50%	$318,750	$167,350
Former KMP				
Acting CFO				
Brett Hinton	Met	****50%	$38,025	$16,575

* for the period 5 October 2021 – 30 June 2022.
**for the period 1 July 2021 to 4 October 2021.
*** for the period 5 October 2021 to 30 June 2022.
**** for the period 1 July 2021 to 4 October 2021.

3.4 EXECUTIVE KMP LTI PERFORMANCE

There are currently two LTI plans in operation for executive KMP, being an historic "backward looking" plan and the current "forward looking" LTI plan.

The new "forward looking" LTI Plan was introduced on 1 July 2019. The following Performance Rights (PRP) have been granted under this Plan:

	No of performance rights granted	Allocation date	Financial years tested	Expiry date
J Callaghan	706,563	5 Oct 2021	2022 - 2024	30 Sep 2024
Total	**706,563**			
B Hinton	279,365	1 Jul 2021	2022 - 2024	30 Sep 2024
Total	**279,365**			
M Wilde	679,601	1 Jul 2021	2022 - 2024	30 Sep 2024
	857,008	1 Jul 2020	2021 - 2023	30 Sep 2023
	355,214	1 Jul 2019	2020 - 2022	30 Sep 2022
Total	**1,891,823**			

Performance Rights granted under the above Plan will be tested, at the vesting date, against the following performance hurdles and the resulting number of Performance Rights will vest. Upon vesting, an equivalent number of Stapled Securities will be issued to the holder, 50% of which will remain in holding lock for a further 12 months.

Plan	Performance period start date	Performance period end date	Vesting conditions
2022 KMP LTI Plan	1 Jul 2021	30 Jun 2024	• 33.3% Total Return (8.5% - 11.5%) • 33.3% ROCE (8.5% - 11.5%) • 33.3% Relative TSR (50th – 75th percentile)
2021 KMP LTI Plan	1 Jul 2020	30 Jun 2023	• 33.3% Total Return (8.5% - 11.5%) • 33.3% ROCE (8.5% - 11.5%) • 33.3% Relative TSR (50th – 75th percentile)
2020 KMP LTI Plan	1 Jul 2019	30 Jun 2022	• 33.3% Total Return (8.5% - 11.5%) • 33.3% ROCE (8.5% - 11.5%) • 33.3% Relative TSR (50th – 75th percentile)

The targets set for the 2022, 2021 and 2020 plans and performance against each target is as follows:

	2022	2021	2020
Total Return			
Target range	**8.5%-11.5%**	8.5%-11.5%	8.5%-11.5%
Achieved	**8.8%**	10.1%	4.9%
Vesting percentage	**32.5%**	64.9%	0.0%
Return on Contributed Equity			
Target range	**8.5%-11.5%**	8.5%-11.5%	8.5%-11.5%
Achieved	**8.8%**	8.4%	9.8%
Vesting Percentage	**32.7%**	0.0%	56.4%
Relative Total Shareholder Return			
Target range	50th percentile to 75th percentile of S&P/ASX300 A-REIT Index		
Achieved	**Below median**	N/A	N/A
Vesting Percentage	**0.0%**	N/A	N/A

The "backward looking" LTI Plan was discontinued for executive KMP on 30 June 2019.
The following Performance Rights have been allocated and remain on-foot or vested during 2022 under this Plan:

	No of performance rights granted	**Exercise Price**	**Allocation date**	**Expiry date**	
M Wilde	172,518	$0.00	30 Jun 2019	1 Oct 2022	Unvested
	186,012	$0.00	30 Jun 2018	6 Nov 2021	Vested during FY22
Total	358,530				
B Hinton	167,508	$0.50	30 Jun 2019	1 Oct 2022	Unvested
	225,299	$0.50	30 Jun 2018	6 Nov 2021	Cancelled by employee
Total	**392,807**				

Performance Rights granted under the above Plan were tested on the allocation date, against specific performance hurdles and the resulting number of Performance Rights were granted. The Performance Rights generally vest three years after grant date provided the below ongoing conditions are met during the vesting period:

- continuing employment, and
- achievement of a minimum score of "Solid Performance" against individual KPIs, assessed annually during the three-year period

3.5 EXECUTIVE ACTUAL REMUNERATION

The table below outlines the remuneration actually received during FY22.

		Short-term			Post-employment	Security based payments		
		Salary and fees	Non-monetary benefits	At-risk cash bonus	Super-annuation	Deferred STI award	LTI scheme	Total
		$	$	$	$	$	$	$
J Callaghan [1]	2022	701,068	9,000	-	17,676	-	-	727,744
M Wilde [2]	2022	1,006,027	12,180	-	23,568	193,223	160,570	1,395,568
B Hinton [3]	2022	163,836	-	-	5,892	-	-	169,728
Total remuneration	**2022**	**1,870,931**	**12,180**	**-**	**47,136**	**193,223**	**160,570**	**2,293,040**

(1) Mr Callaghan commenced as CEO on 5 October 2021.
(2) Mr Wilde was the Acting CEO until 4 October 2021 and the CFO from 5 October 2021 to 30 June 2022.
(3) Mr Hinton was the Acting CFO from 1 July 2021 to 4 October 2021. He ceased being a KMP on 5 October 2021.

3.6 EXECUTIVE STATUTORY REMUNERATION

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		
		Salary [1]	Non-monetary benefits	At-risk cash bonus	Diminishing deferred payment	Super-annuation	Termination benefits	Long service leave	Deferred STI award	LTI scheme	Total
		$	$	$	$	$	$	$	$	$	$
Executive KMP											
J Callaghan [2]	**2022**	**735,306**	**9,000**	**235,875**	**-**	**17,676**	**-**	**11,996**	**235,875**	**106,580**	**1,352,308**
M Wilde [3]	**2022**	**920,555**	**12,180**	**159,375**	**-**	**23,568**	**-**	**(53,506)**	**159,375**	**283,042**	**1,504,589**
	2021	1,027,147	12,180	-	-	21,694	-	81,398	-	257,561	1,399,980
B Hinton [4]	**2022**	**110,906**	**-**	**19,013**	**62,832**	**5,892**	**-**	**2,670**	**19,012**	**35,656**	**255,981**
	2021	330,427	-	-	91,869	10,847	-	20,871	-	43,725	497,739
R Percy [5]	2021	687,062	15,401	-	231,371	21,694	-	11,062	-	195,248	1,161,838
P Weightman [6]	2021	879,597	7,800	-	-	21,694	1,526,657	12,431	-	419,940	2,868,119
J Clark [7]	2021	738,872	11,700	-	-	16,271	827,315	10,561	-	-	1,604,719
Total remuneration	**2022**	**1,766,767**	**21,180**	**414,263**	**62,832**	**47,136**	**-**	**(38,840)**	**414,262**	**425,278**	**3,112,878**
	2021	3,663,105	47,081	-	323,240	92,000	2,353,972	136,323	-	916,474	7,532,395

(1) Includes any change in accruals for annual leave.
(2) Mr Callaghan commenced as CEO on 5 October 2021. For the financial years ending 30 June 2022 and 30 June 2023, Mr Callaghan will receive 40% of the value of his at-risk cash bonus in the form of Cromwell securities.
(3) Mr Wilde was the Acting CEO until 4 October 2021 and the CFO from 5 October 2021 to 30 June 2022.
(4) Mr Hinton was the Acting CFO from 1 July 2021 to 4 October 2021. He ceased being a KMP on 5 October 2021.
(5) Mr Percy ceased to be a KMP on 1 July 2021.
(6) Mr Weightman retired on 31 December 2020.
(7) Ms Clark ceased employment on 31 March 2021.

4. Non-executive Director Remuneration

4.1 BOARD REMUNERATION STRUCTURE

The Board determines remuneration of Non-executive Directors within the maximum amount approved by securityholders from time to time. This maximum currently stands at $1,500,000 (2021: $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.

4.2 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 stapled security-based compensation plans and are not provided with retirement benefits other than statutory superannuation.

	2022 $	2021 $
Chair[1]	**292,500**	223,052
Non-executive Director	**133,000**	102,484
Audit and Risk Committee – Chair	**32,000**	20,868
Audit and Risk Committee – Member	**16,000**	13,911
Investment Committee – Chair[2]	**17,000**	10,000
Investment Committee – Member[2]	**8,500**	5,000
Nomination and Remuneration Committee – Chair[2]	**30,000**	10,000
Nomination and Remuneration Committee – Member	**15,000**	5,796

(1) The Board Chair fee is an all-inclusive board chair fee and includes all committee responsibilities.
(2) From 24 February 2021.

Fee review

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

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

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

Fees for subsidiary boards

Mr Ooi is Non-executive Director (appointed 15 September 2021) of Cromwell EREIT Management Pte Ltd (CEM), a 100% owned subsidiary of the Company, domiciled in Singapore. Mr Ooi is also the Chair of the Sustainability Committee for CEM (appointed Chair on 1 January 2022). The annual fees for being a Non-executive Director of CEM is SGD$80,000 and the annual fee for Sustainability Committee Chair is SGD$40,000. During 2022, Mr Ooi earned AUD$83,107.84 from CEM.

Ms Cox is Chair of the Board of Cromwell Funds Management Ltd (CFML), a 100% owned subsidiary of the Company. The annual fee for the Chair of the Board of CFML is $55,000 (inclusive of superannuation). During 2022, Ms Cox earned $77,838 from CFML which included an amount relating to the prior financial year.

4.3 NON-EXECUTIVE DIRECTORS' SECURITY HOLDING REQUIREMENT

Non-executive Directors are required to have a minimum holding of Cromwell Property Group stapled securities equivalent to the Non-executive Director annual fee within three years of their start date. Non-executive Directors are bound by Cromwell's Securities Trading Policy, which is available on Cromwell's website. No additional remuneration is provided to Non-executive Directors to purchase these stapled securities.

4.4 NON-EXECUTIVE DIRECTORS' REMUNERATION TABLE

The table below outlines the cash remuneration and benefits received by each Non-executive Director during the year in accordance with applicable statutory accounting rules. Remuneration includes fees from subsidiary boards where applicable.

		Director fees $	Subsidiary board fees $	Non-monetary benefits $	Post-employment benefits (superannuation) $	Total $
Non-executive directors:						
G Weiss [1]	**2022**	**288,043**	**-**	**-**	**11,784**	**299,827**
	2021	110,647	-	-	10,511	121,158
E P Ooi [2]	**2022**	**156,068**	**83,108**	**-**	**15,607**	**254,783**
	2021	30,450	-	-	2,893	33,343
R Blain [3]	**2022**	**154,478**	**-**	**-**	**15,448**	**169,926**
	2021	29,106	-	-	2,765	31,871
T Cox	**2022**	**167,531**	**73,462**	**-**	**21,273**	**262,266**
	2021	114,617	-	-	10,889	125,506
J Gersh [4]	**2022**	**137,969**	**-**	**-**	**13,797**	**151,766**
	2021	76,983	-	-	7,313	84,296
L Scenna [5]	**2022**	**170,613**	**-**	**-**	**-**	**170,613**
	2021	125,390	-	-	-	125,390
J Tang [6]	**2022**	**138,081**	**-**	**-**	**-**	**138,081**
L Blitz [7]	2021	94,368	-	-	-	94,368
A Fay [8]	2021	47,211	-	-	4,485	51,696
J Humphrey [9]	2021	20,538	-	-	1,951	22,489
J Tongs [10]	2021	114,471	-	-	10,875	125,346
Total remuneration	**2022**	**1,212,783**	**156,570**	**-**	**77,909**	**1,447,262**
	2021	763,781	-	-	51,682	815,463

(1) Dr Weiss was elected on 18 September 2020 and elected as Chair 17 March 2021.
(2) Mr Ooi was appointed on 8 March 2021 and elected as Deputy Chair 17 March 2021.
(3) Mr Blain was appointed on 8 March 2021.
(4) Mr Gersh was elected on 18 September 2020.
(5) Ms Scenna was appointed on 21 October 2019.
(6) Ms Tang was appointed on 9 July 2021.
(7) Mr Blitz retired on 18 November 2020.
(8) Mr Fay retired on 18 November 2020.
(9) Mr Humphrey was appointed on 8 September 2020 and retired on 18 November 2020.
(10) Ms Tongs retired on 17 March 2021.

5. Additional Disclosures

5.1 AT RISK CASH AWARDS AND PERFORMANCE RIGHTS VESTING AND FORFEITED IN 2022

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	
	Cash bonus paid	Cash bonus forfeited
	%	%
J Callaghan	75%	25%
M Wilde	66%	34%
B Hinton	70%	30%

	Equity-based compensation				
	Years options granted	Options vested in 2022	Options forfeited in 2022	Years options may vest	Maximum value of grant to vest
		%	%		$
J Callaghan	2022	-	-	2025	213,092
M Wilde	2019	100.0%	-	-	-
	2020	-	-	2023	15,582
	2020	21%	79%	-	-
	2021	-	-	2024	105,672
	2022	-	-	2025	205,026
B Hinton	2019	-	100%[1]	-	-

(1) Cancelled by employee

5.2 EQUITY BASED COMPENSATION FOR THE CEO AND OTHER KMP

Details of the PRP are set out in sections 2.4 and 3.4 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
7-Nov-18	6-Nov-21	-	186,012	80.8¢
4-Oct-19	1-Oct-22	-	172,518	106.3¢
4-Oct-19	1-Oct-22	$0.50	167,508	57.5¢
27-Mar-20	1-Sep-22	-	236,809	63.0¢
27-Mar-20	1-Sep-22	-	118,405	30.2¢
23-Dec-20	30-Sep-23	-	102,133	76.9¢
23-Dec-20	30-Sep-23	-	571,338	69.5¢
23-Dec-20	30-Sep-23	-	285,670	34.5¢
11-Nov-21	30-Sep-24	-	158,002	64.6¢
11-Nov-21	30-Sep-24	-	924,109	65.3¢
11-Nov-21	30-Sep-24	-	462,055	34.5¢

Details of changes during the 2022 financial 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
J Callaghan	-	706,563 (1)	-	-	-	706,563
M Wilde	1,193,170	1,057,183 (2)	(186,012) (3)	(281,616)	-	1,782,725
B Hinton	494,940	437,367 (4)	-	-	(225,299)	707,008
	1,688,110	2,201,113	(186,012)	(281,616)	(225,299)	3,196,296

(1) The fair value at grant date was $388,845.
(2) The fair value at grant date was $592,375.
(3) The fair value at grant date was $150,335. The face value at exercise date was $160,570. Exercise price was fully paid.
(4) The fair value at grant date was $255,844.

5.3 SECURITY HOLDINGS

The number of Cromwell stapled securities held during the 2022 financial year by Key Management Personnel of Cromwell, including their personally related parties are as follows:

	Balance at 1 July	Performance rights exercised	Received as deferred STI	Net purchases (sales)	Balance at 30 June
Non-executive directors:					
G Weiss	100,000	-	-	50,000	150,000
E P Ooi	-	-	-	195,208	195,208
R Blain	-	-	-	-	-
T Cox	90,000	-	-	120,000	210,000
J Gersh	-	-	-	140,000	140,000
L Scenna	55,000	-	-	70,000	125,000
J Tang	123,346,692	-	-	-	123,346,692
Executive KMP:					
J Callaghan	-	-	-	-	-
M Wilde	824,944	186,012	-	-	1,010,956
	124,416,636	186,012	-	575,208	125,177,856

5.4 LOANS TO KEY MANAGEMENT PERSONNEL

Cromwell has provided no loans to any Key Management Personnel.

End of Remuneration 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 27, no matter or circumstance has arisen since 30 June 2022 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 15 in the accompanying financial report. There were 2,618,866,699 (2021: 2,617,470,675) 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 $4,911.2 million (2021: $4,861.6 million). Net assets attributable to unitholders of the Trust were $2,615.4 million (2021: $2,556.4 million) equating to $0.98 per unit (2021: $0.98 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 2022 was $6,246,328 (2021: $8,347,858). This amount is comprised of fixed remuneration of $5,695,314 and variable remuneration of $551,014 (2021: $7,431,384 and $916,474 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.

Auditor

Deloitte Touche Tohmatsu continues in office in accordance with section 327B 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 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 and Risk Committee to ensure they do not impact the impartiality and objectivity of the auditor. Effective 1 July 2022, the Audit and Risk Committee was reconstituted as an Audit Committee and as an ESG and Risk Committee.

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:

	2022 **$**	2021 $
Non-audit services		
Due diligence services	**452,765**	-
Other reporting services	**45,940**	-
International consulting services	**17,567**	-
Tax compliance services – Australia	**17,015**	18,690
Tax compliance and other services – overseas	**-**	9,118
Total remuneration for non-audit services	**533,287**	27,808

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 $1,255,100 (2021: $1,476,200).

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, pursuant to 298(2) of the *Corporations Act 2001* (Cth).

Dr Gary Weiss AM
Chair
24 August 2022

Deloitte.

Deloitte Touche Tohmatsu
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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

24 August 2022

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 2022, 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

FINANCIAL STATEMENTS

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Consolidated Statements of Comprehensive Income

FOR THE YEAR ENDED 30 JUNE 2022

		Cromwell		Trust	
		2022	2021	**2022**	2021
	Notes	**$M**	$M	**$M**	$M
Revenue	5(a)	**377.6**	375.5	**283.4**	266.8
Other income					
Net fair value gains from investment properties	8(g)	**54.0**	97.5	**54.0**	97.5
Net fair value gains from derivative financial instruments		**55.4**	14.2	**55.4**	14.2
Share of profit of equity accounted investments	9(f)	**41.3**	75.3	**38.8**	55.5
Net foreign currency gains		**26.4**	26.6	**24.1**	23.7
Gain on sale of investment properties		**11.8**	5.9	**11.8**	5.9
Other income	16(a)	**2.3**	-	**-**	-
Total revenue and other income		**568.8**	595.0	**467.5**	463.6
Expenses					
Property expenses and outgoings		**64.8**	58.5	**74.3**	68.3
Fund management costs		**7.6**	7.8	**-**	-
Cost of development		**-**	14.9	**-**	-
Employee benefits expense	6(a)	**80.7**	80.5	**-**	-
Administrative and other expenses	6(b)	**50.7**	43.8	**30.0**	28.3
Finance costs	6(c)	**73.0**	71.5	**72.6**	70.9
Net fair value loss from investments at fair value through profit and loss		**1.7**	2.0	**-**	-
Other transaction costs		**3.0**	7.7	**2.8**	2.1
Total expenses		**281.5**	286.7	**179.7**	169.6
Profit before income tax		**287.3**	308.3	**287.8**	294.0
Income tax expense	7(c)	**24.1**	0.1	**12.9**	0.1
Profit after tax		**263.2**	308.2	**274.9**	293.9
Profit / (loss) after tax is attributable to securityholders:					
Attributable to the Company		**(10.5)**	14.3	**-**	-
Attributable to the Trust		**273.7**	293.8	**273.7**	293.8
Attributable to non-controlling interests		**-**	0.1	**1.2**	0.1
Profit after tax		**263.2**	308.2	**274.9**	293.9
Other comprehensive loss					
Items that may be reclassified to profit or loss					
Exchange differences on translation of foreign operations	16(a)	**(45.2)**	(45.2)	**(44.7)**	(41.9)
Transfer of FVOCI reserve to profit or loss	16(a)	**(2.3)**	-	**-**	-
Income tax relating to this item		**-**	-	**-**	-
Other comprehensive loss, net of tax		**(47.5)**	(45.2)	**(44.7)**	(41.9)
Total comprehensive income		**215.7**	263.0	**230.2**	252.0
Total comprehensive income / (loss) is attributable to securityholders:					
Attributable to the Company	19(b)	**(13.3)**	11.0	**-**	-
Attributable to the Trust	19(c)	**229.0**	252.0	**229.0**	251.9
Attributable to non-controlling interests		**-**	-	**1.2**	0.1
Total comprehensive income		**215.7**	263.0	**230.2**	252.0
Earnings per security					
Basic earnings per stapled security (cents)	3(b)	**10.05¢**	11.78¢	**10.45¢**	11.23¢
Diluted earnings per stapled security (cents)	3(b)	**10.02¢**	11.74¢	**10.42¢**	11.19¢

The above Consolidated Statements of Comprehensive Income should be read in conjunction with the accompanying notes.

Consolidated Balance Sheets

AS AT 30 JUNE 2022

	Notes	Cromwell 2022 $M	Cromwell 2021 $M	Trust 2022 $M	Trust 2021 $M
Current assets					
Cash and cash equivalents		**286.0**	142.3	**212.8**	83.7
Receivables	13(b)	**38.2**	80.0	**16.9**	55.1
Derivative financial instruments	12(a)	**13.3**	-	**13.3**	-
Current tax assets		**2.4**	2.9	**-**	0.8
Disposal group held for sale	20(a)	**160.4**	-	**105.7**	-
Other current assets		**7.0**	7.3	**2.3**	1.3
Total current assets		**507.3**	232.5	**351.0**	140.9
Non-current assets					
Investment properties	8(f)	**3,740.0**	3,863.5	**3,740.0**	3,863.5
Equity accounted investments	9(a)	**670.7**	712.5	**641.5**	662.0
Investments at fair value through profit or loss	10(a)	**23.3**	8.9	**20.4**	-
Inventories	8(e)	**15.3**	-	**-**	-
Derivative financial instruments	12(a)	**42.6**	11.3	**42.6**	11.3
Receivables	13(b)	**28.5**	148.7	**114.9**	183.9
Property, plant and equipment		**25.2**	22.0	**-**	-
Intangible assets		**0.5**	1.1	**-**	-
Deferred tax assets	7(d)	**0.8**	8.4	**0.8**	-
Total non-current assets		**4,546.9**	4,776.4	**4,560.2**	4,720.7
Total assets		**5,054.2**	5,008.9	**4,911.2**	4,861.6
Current liabilities					
Trade and other payables	13(c)	**73.3**	83.1	**53.3**	60.8
Unearned income		**16.3**	12.1	**15.1**	12.1
Dividends / distributions payable	4(a)	**42.6**	42.5	**42.6**	42.5
Interest bearing liabilities	11(a)	**211.7**	3.8	**206.2**	0.4
Derivative financial instruments	12(a)	**-**	8.6	**-**	8.6
Provisions		**4.7**	5.3	**-**	-
Current tax liabilities		**2.3**	1.6	**1.8**	0.8
Total current liabilities		**350.9**	157.0	**319.0**	125.2
Non-current liabilities					
Interest bearing liabilities	11(a)	**1,980.0**	2,182.4	**1,964.7**	2,168.9
Derivative financial instruments	12(a)	**-**	2.8	**-**	2.8
Provisions		**0.7**	0.8	**-**	-
Deferred tax liabilities	7(d)	**12.2**	0.6	**12.1**	0.6
Total non-current liabilities		**1,992.9**	2,186.6	**1,976.8**	2,172.3
Total liabilities		**2,343.8**	2,343.6	**2,295.8**	2,297.5
Net assets		**2,710.4**	2,665.3	**2,615.4**	2,564.1
Equity attributable to securityholders					
Contributed equity	15(b)	**2,280.1**	2,279.8	**2,072.8**	2,072.5
Reserves	16(a)	**(31.5)**	16.6	**(56.6)**	(11.9)
Retained earnings		**461.8**	368.9	**599.2**	495.8
Equity attributable to securityholders		**2,710.4**	2,665.3	**2,615.4**	2,556.4
Comprising					
Total equity attributable to the Company	19(b)	**95.0**	108.9	**-**	-
Total equity attributable to the CDPT	19(c)	**2,615.4**	2,556.4	**2,615.4**	2,556.4
Equity attributable to securityholders		**2,710.4**	2,665.3	**2,615.4**	2,556.4
Non-controlling interests		**-**	-	**-**	7.7
Total equity		**2,710.4**	2,665.3	**2,615.4**	2,564.1

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 2022

		Attributable to Equity Holders of Cromwell			
Cromwell	**Notes**	**Contributed equity $M**	**Reserves $M**	**Retained earnings $M**	**Total $M**
Balance at 1 July 2020		2,278.5	61.1	243.8	2,583.4
Profit for the year		-	-	308.2	308.2
Other comprehensive loss		-	(45.2)	-	(45.2)
Total comprehensive income		-	(45.2)	308.2	263.0
Transactions with equity holders in their capacity as equity holders:					
Contributions of equity, net of equity issue costs	15(b)	1.3	-	-	1.3
Dividends / distributions paid / payable	4(a)	-	-	(183.1)	(183.1)
Employee performance rights	16(a)	-	0.7	-	0.7
Total transactions with equity holders		1.3	0.7	(183.1)	(181.1)
Balance as at 30 June 2021		**2,279.8**	**16.6**	**368.9**	**2,665.3**
Profit for the year		**-**	**-**	**263.2**	**263.2**
Other comprehensive loss		**-**	**(47.5)**	**-**	**(47.5)**
Total comprehensive income		**-**	**(47.5)**	**263.2**	**215.7**
Transactions with equity holders in their capacity as equity holders:					
Contributions of equity, net of equity issue costs	15(b)	**0.3**	**-**	**-**	**0.3**
Dividends / distributions paid / payable	4(a)	**-**	**-**	**(170.3)**	**(170.3)**
Acquisition of treasury securities	16(a)	**-**	**(0.5)**	**-**	**(0.5)**
Employee performance rights	16(a)	**-**	**(0.1)**	**-**	**(0.1)**
Total transactions with equity holders		**0.3**	**(0.6)**	**(170.3)**	**(170.6)**
Balance as at 30 June 2022		**2,280.1**	**(31.5)**	**461.8**	**2,710.4**

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 2022

		Attributable to Equity Holders of the CDPT					
		Contributed equity	Reserve	Retained earnings	Total	Non-controlling interests	Total
Trust	**Notes**	**$M**	**$M**	**$M**	**$M**	**$M**	**$M**
Balance at 1 July 2020		2,071.4	30.0	385.0	2,486.4	8.3	2,494.7
Profit for the year		-	-	293.9	293.9	-	293.9
Other comprehensive loss		-	(41.9)	-	(41.9)	-	(41.9)
Total comprehensive income		-	(41.9)	293.9	252.0	-	252.0
Transactions with equity holders in their capacity as equity holders:							
Contributions of equity, net of equity issue costs	15(b)	1.1	-	-	1.1	-	1.1
Distributions paid / payable	4(a)	-	-	(183.1)	(183.1)	(0.6)	(183.7)
Total transactions with equity holders		1.1	-	(183.1)	(182.0)	(0.6)	(182.6)
Balance as at 30 June 2021		**2,072.5**	**(11.9)**	**495.8**	**2,556.4**	**7.7**	**2,564.1**
Profit for the year		**-**	**-**	**273.7**	**273.7**	**1.2**	**274.9**
Other comprehensive loss		**-**	**(44.7)**	**-**	**(44.7)**	**-**	**(44.7)**
Total comprehensive income		**-**	**(44.7)**	**273.7**	**229.0**	**1.2**	**230.2**
Transactions with equity holders in their capacity as equity holders:							
Contributions of equity, net of equity issue costs	15(b)	**0.3**	**-**	**-**	**0.3**	**-**	**0.3**
Distributions paid / payable	4(a)	**-**	**-**	**(170.3)**	**(170.3)**	**(0.3)**	**(170.6)**
Disposal of non-controlling interest		**-**	**-**	**-**	**-**	**(8.6)**	**(8.6)**
Total transactions with equity holders		**0.3**	**-**	**(170.3)**	**(170.0)**	**(8.9)**	**(178.9)**
Balance as at 30 June 2022		**2,072.8**	**(56.6)**	**599.2**	**2,615.4**	**-**	**2,615.4**

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 2022

		Cromwell		Trust	
		2022	2021	**2022**	2021
	Note	**$M**	$M	**$M**	$M
Cash flows from operating activities					
Receipts in the course of operations		**395.4**	413.5	**297.3**	298.3
Payments in the course of operations		**(224.0)**	(219.6)	**(117.5)**	(122.9)
Distributions received		**51.3**	54.3	**34.6**	49.4
Interest received		**9.7**	8.8	**6.5**	8.9
Finance costs paid		**(54.3)**	(59.0)	**(54.3)**	(58.8)
Income tax paid		**(2.9)**	(7.4)	**(0.5)**	(0.3)
Net cash provided by operating activities	22(b)	**175.2**	190.6	**166.1**	174.6
Cash flows from investing activities					
Proceeds from sale of investment properties		**162.0**	23.0	**162.0**	23.0
Payments for investment properties		**(20.9)**	(126.3)	**(20.9)**	(126.4)
Proceeds from sale of equity accounted investments		**0.3**	2.5	**-**	-
Proceeds from sale of investments at fair value through profit or loss		**4.1**	-	**-**	-
Payments for investments at fair value through profit or loss		**(20.6)**	(0.7)	**(20.0)**	-
Receipt of capital return distributions from investments at fair value through profit or loss		**0.4**	2.3	**-**	-
Payments for intangible assets		**(0.2)**	(0.5)	**-**	-
Payments for property, plant and equipment		**(0.6)**	(1.7)	**-**	-
Proceeds from vendor finance loan		**27.0**	-	**27.0**	-
Repayment of loans to related entities and directors		**24.4**	71.1	**26.1**	78.7
Loans to related entities and directors		**(46.2)**	(18.8)	**(50.6)**	(15.0)
Payments for other transaction costs		**(3.0)**	(9.1)	**(2.8)**	(1.9)
Net cash provided by / (used in) investing activities		**126.7**	(58.2)	**120.8**	(41.6)
Cash flows from financing activities					
Proceeds from interest bearing liabilities		**474.0**	338.1	**474.0**	338.1
Repayment of interest bearing liabilities		**(447.2)**	(311.9)	**(447.2)**	(304.5)
Payments for lease liabilities		**(4.5)**	(5.1)	**(0.3)**	(0.4)
Payment of loan transaction costs		**(2.2)**	(3.6)	**(2.2)**	(3.6)
Payments for settlement of derivative financial instruments		**(0.3)**	(4.9)	**(0.3)**	(4.9)
Proceeds from issue of stapled securities		**0.3**	1.4	**0.3**	1.1
Payments for units redeemed by NCI		**-**	-	**(8.6)**	-
Payments for treasury securities		**(0.5)**	-	**-**	-
Payment of dividends / distributions		**(170.2)**	(190.6)	**(170.2)**	(189.6)
Net cash used in financing activities		**(150.6)**	(176.6)	**(154.5)**	(163.8)
Net increase / (decrease) in cash and cash equivalents		**151.3**	(44.2)	**132.4**	(30.8)
Cash and cash equivalents at 1 July		**142.3**	194.1	**83.7**	117.8
Effects of exchange rate changes on cash and cash equivalents		**(7.6)**	(7.6)	**(3.3)**	(3.3)
Cash and cash equivalents at 30 June		**286.0**	142.3	**212.8**	83.7

The above Consolidated Statements of Cash Flows should be read in conjunction with the accompanying notes.

Table of Contents

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 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:

About this report

This section of the annual financial report provides an overview of the basis upon which the financial statements of Cromwell and the Trust have been prepared. Accounting policies relating to balances and transactions for which specific note disclosure is presented in this financial report are contained in the relevant note. Accounting policies for other balances and transactions are also contained in this section.

1. Basis of preparation

Shares of Cromwell Corporation Limited (Company) and units of Cromwell Diversified Property Trust (CDPT) are stapled to one another forming the Cromwell Property Group and are quoted as a single stapled security on the ASX under the code CMW. 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.

As permitted by *ASIC Corporations (Stapled Group Reports) Instrument 2015/838* the consolidated financial statements and accompanying notes of the Cromwell Property Group (Cromwell), consisting of the Company and its controlled entities and CDPT and its controlled entities are presented jointly with the consolidated financial statements and accompanying notes of the CDPT and its controlled entities (Trust). In the consolidated financial statements of Cromwell equity attributable to the Trust is presented as a non-controlling interest.

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. Cromwell's and Trust's current assets exceed current liabilities by $156.4 million and $32.0 million respectively at 30 June 2022 (30 June 2021: $75.5 million and $15.7 million). In addition, at 30 June 2022, Cromwell and the Trust had available a total of $360.9 million of undrawn but committed bank debt facilities (2021: $534.9 million) and $286.0 million and $212.8 million of cash (2021: $142.3 million and $83.7 million).

STATEMENT OF COMPLIANCE

The consolidated financial statements of Cromwell and the Trust are general purpose financial statements which have 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 statements also comply with International Financial Reporting Standards (IFRS) and Interpretations as adopted by the International Accounting Standards Board (IASB).

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

In accordance with *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* amounts in these consolidated financial statements have been rounded off to the nearest one hundred thousand dollars, unless otherwise indicated.

PRESENTATIONAL CHANGES AND COMPARATIVES

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

a) 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). This, 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 materially, 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, changes to the estimates and outcomes that have been applied in the measurement of Cromwell's assets and liabilities may arise in the future.

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

- **Rental income and recoverable outgoings –** management engaged with all tenants in Australia, Poland and Italy in order to ensure the commercial welfare of all parties. In Australia this process resulted in tenants being provided with rent relief in the form of rental waivers of $0.3 million (June 2021: $0.6 million) and no deferred payment plans (June 2021: deferred payment plans resulting in the deferred collection of $9.6 million for periods ranging from 3 months to 24 months were agreed). Neither Italy nor Poland were impacted during the period. For further information refer to note 5.
- **Investment properties –** management reviewed the appropriateness of inputs into investment property valuations, taking into account the impacts of COVID-19. At balance date the adopted valuations for 22 of Cromwell's investment properties are based on independent external valuations representing 93.7% of the value of the portfolio. Disclosures with respect to Cromwell's investment properties are provided in note 8.
- **Interest in associates and joint ventures and investments in subsidiaries –** Cromwell's investments in associates and joint ventures were assessed for indicators of impairment. No investments were found to be impaired. Disclosures with respect to Cromwell's equity accounted interests is provided in note 9.
- **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 13(b).

b) 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. 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.

SUBSIDIARIES

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries at year end 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 and CDPT. A list of subsidiaries is included in the notes.

c) 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 Comprehensive Income, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income 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 Comprehensive Income 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 Comprehensive Income 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 material spot and average rates were used:

	Spot rate		Average rate	
	2022	2021	**2022**	2021
Euro	**0.66**	0.63	**0.64**	0.63
Polish Złoty	**3.09**	2.86	**2.94**	2.83

d) 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.

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.

e) 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.

f) Property, plant and equipment

Property, plant and equipment relate to equipment used in the day-to-day operations of Cromwell as well as right-to-use assets for property, plant and equipment held under operating leases.

Owned property, plant and equipment is initially recognised at cost and subsequently carried at cost less accumulated depreciation and impairment losses. Owned property, plant and equipment is depreciated on a straight-line basis over the period of the useful life of the asset.

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. Right-of-use assets are subsequently measured as cost less accumulated depreciation and impairments losses. For further information in relation to leased assets see note 21.

g) 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 trade and other payables. Cash flows are included in the Statement of Cashflows 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 cash flows from operating activities.

h) 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. 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.

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:

Area of estimation	Note
Revenue	5
Fair value of investment property	8
Equity accounted investments	9
Other financial assets and financial liabilities	13
Fair value of financial instruments	14
Assets held for sale	20

i) 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. There are no new relevant accounting standards and interpretations that have been adopted in the current financial year.

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.

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, the earnings per security calculation, details of distributions as well as information about Cromwell's revenue, expense and income tax items.

2. Operating segment information

A) OVERVIEW

Operating segments are distinct business activities from which Cromwell may earn revenues and incur expenses. Cromwell reports the results of its operating segments on a regular basis to its Chief Executive Officer (CEO), the group's chief operating decision maker (CODM), in order to assess the performance of each of Cromwell's operating segments and allocate resources to them.

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

Operating segments:	Business activity:
Funds and asset management	Funds management represents activities in relation to the establishment and management of external funds for institutional and retail investors. Asset management includes property and facility management, leasing and project management and development related activities. These activities are carried out by Cromwell itself and by associates (including the LDK Seniors living joint venture and others) and contribute related fee revenues or the relevant share of profit of each investee to the consolidated results.
Co-investments	This activity includes Cromwell's investments in assets warehoused whilst being repositioned for deployment into the fund and asset management business and assets it may not fully own or over which it cannot exercise unilateral control. This includes interests in investment property portfolios in Poland (CPRF) and Italy (CIULF), the Cromwell European Real Estate Investment Trust (CEREIT), and other investment vehicles. This activity contributes net rental income and the relevant share of profit of each investee to the consolidated results.
Investment portfolio	This involves the ownership of investment properties located in Australia. These properties are held for long term investment purposes and primarily contribute net rental income and associated cash flows to results.

This format has changed to reflect what is now presented to the CEO appointed since the last balance date. Below is a summary of the material changes:

- Funds and asset management – in order to better reflect the economic aspects of the investment in the LDK Senior living joint venture, information in relation the same is now reported solely within the Funds and asset management segment. This has resulted in no change to the segment results compared to the prior comparative period, however segment assets and liabilities have been reclassified where applicable to reflect changes in allocation.
- Co-investments – formally known as Indirect property investment. The CPRF and CIULF investment property portfolios have been included in this segment (for the segment assets and liabilities disclosure in note 2(e) to reflect these assets being made ready for marketing to investors by the European funds management business). This has resulted in no change to the segment results compared to the prior comparative period, however segment assets and liabilities have been reclassified where applicable to reflect changes in allocation.
- Investment portfolio – formally known as Direct property investment and no longer includes the CPRF and CIULF investment property portfolios.

B) SEGMENT RESULTS

The table below shows the segment results as presented to the CEO in his capacity as CODM. Commentary on the segment results is included in the Directors' Report.

2022	Funds and asset management $M	Co-investments $M	Investment portfolio $M	Cromwell $M
Segment revenue				
Rental income and recoverable outgoings	**-**	**73.7**	**215.2**	**288.9**
Operating profit of equity accounted investments	**11.7**	**45.4**	**-**	**57.1**
Development income [1]	**18.5**	**-**	**-**	**18.5**
Fund and asset management fees	**95.5**	**-**	**-**	**95.5**
Distributions	**-**	**7.0**	**-**	**7.0**
Total segment revenue	**125.7**	**126.1**	**215.2**	**467.0**
Segment expenses				
Property expenses	**-**	**31.7**	**41.4**	**73.1**
Fund and asset management direct costs	**65.7**	**4.3**	**-**	**70.0**
Other expenses	**10.3**	**3.3**	**1.0**	**14.6**
Total segment expenses	**76.0**	**39.3**	**42.4**	**157.7**
EBITDA	**49.7**	**86.8**	**172.8**	**309.3**
Finance costs	**-**	**24.9**	**28.3**	**53.2**
Segment profit after finance costs	**49.7**	**61.9**	**144.5**	**256.1**
Unallocated items				
Finance income				**1.6**
Corporate costs [2]				**(47.1)**
Income tax expense				**(9.6)**
Segment profit				**201.0**

2021	Funds and asset management $M	Co-investments $M	Investment portfolio $M	Cromwell $M
Segment revenue				
Rental income and recoverable outgoings	-	61.6	217.3	278.9
Operating profit of equity accounted investments	7.6	45.1	-	52.7
Development income [1]	25.6	-	-	25.6
Fund and asset management fees	101.6	-	-	101.6
Distributions	-	1.8	-	1.8
Total segment revenue	134.8	108.5	217.3	460.6
Segment expenses				
Property expenses	-	24.9	41.5	66.4
Development costs	14.9	-	-	14.9
Fund and asset management direct costs	66.3	4.9	-	71.2
Other expenses	9.0	3.7	1.3	14.0
Total segment expenses	90.2	33.5	42.8	166.5
EBITDA	44.6	75.0	174.5	294.1
Finance costs	-	28.5	30.4	58.9
Segment profit after finance costs	44.6	46.5	144.1	235.2
Unallocated items				
Finance income				4.6
Corporate costs [2]				(38.7)
Income tax expense				(8.9)
Segment profit				192.2

(1) Includes finance income attributable to development loans and fee revenue.
(2) Includes non-segment specific corporate costs pertaining to Group level functions.

C) RECONCILIATION OF SEGMENT PROFIT TO PROFIT AFTER TAX

	Cromwell 2022 $M	2021 $M
Segment profit	**201.0**	192.2
Reconciliation to profit after tax		
Gain on sale of investment properties	**11.8**	5.9
Fair value gains from investment properties	**54.0**	97.5
Fair value gains from derivative financial instruments	**55.4**	14.2
Lease cost and incentive amortisation and rent straight-lining	**(23.1)**	(26.6)
Relating to equity accounted investments [1]	**(15.9)**	30.9
Net exchange gain on foreign currency borrowings	**28.0**	26.1
Tax (expense) / benefit relating to non-operating items	**(16.5)**	7.8
Other non-cash expenses or non-recurring items [2]	**(31.5)**	(39.8)
Profit after tax	**263.2**	308.2

(1) Comprises fair value adjustments included in share of profit of equity accounted entities.
(2) These expenses include but are not limited to:
- Amortisation of loan transaction costs.
- Amortisation of intangible assets and depreciation of property, plant and equipment.
- Other transaction costs.

D) RECONCILIATION OF TOTAL SEGMENT REVENUE TO TOTAL REVENUE

Total segment revenue reconciles to total revenue as shown in the Consolidated Statement of Comprehensive Income as follows:

	2022 $M	2021 $M
Total segment revenue	**467.0**	460.6
Reconciliation to total revenue:		
Inter-segmental management fee revenue	**(13.0)**	(13.0)
Straight-line lease income	**6.0**	3.7
Lease incentive amortisation	**(26.9)**	(27.7)
Operating profit from equity accounted investments	**(57.1)**	(52.7)
Finance income	**1.6**	4.6
Total revenue	**377.6**	375.5

E) SEGMENT ASSETS AND LIABILITIES

2022	Funds and asset management $M	Co-investments $M	Investment portfolio $M	Cromwell $M
Segment assets	**335.2**	**1,520.7**	**3,198.3**	**5,054.2**
Segment liabilities	**48.8**	**834.2**	**1,460.8**	**2,343.8**
Segment net assets	**286.4**	**686.5**	**1,737.5**	**2,710.4**
Other segment information				
Equity accounted investments	**19.9**	**650.8**	**-**	**670.7**
Acquisition / (disposal) of non-current segment assets [1]:				
Investments in associates	**(6.6)**	**(1.1)**	**-**	**(7.7)**
Investments at fair value through profit or loss	**-**	**16.4**	**-**	**16.4**
Intangible assets	**0.1**	**-**	**-**	**0.1**

(1) For additions to investment property, forming part of the Investment portfolio segment, refer to note 8.

2021	Funds and asset management $M	Co-investments $M	Investment portfolio $M	Cromwell $M
Segment assets	312.3	1,518.5	3,178.1	5,008.9
Segment liabilities	48.2	1,027.3	1,268.1	2,343.6
Segment net assets	264.1	491.2	1,910.0	2,665.3
Other segment information				
Equity accounted investments	40.3	672.2	-	712.5
Acquisition / (disposal) of non-current segment assets [1]:				
Investments in associates	(2.5)	(0.8)	-	(3.3)
Investments at fair value through profit or loss	-	(1.6)	-	(1.6)
Intangible assets	0.5	-	-	0.5

(1) For additions to investment property, forming part of the Investment portfolio segment, refer to note 8.

F) 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	
	2022 $M	2021 $M	**2022 $M**	2021 $M
Geographic location				
Australia	**278.8**	286.3	**3,064.2**	3,252.8
United Kingdom and Europe	**135.7**	119.6	**866.1**	885.0
Asia	**49.6**	51.0	**600.5**	621.6
New Zealand	**2.9**	3.7	**16.1**	17.0
Total	**467.0**	460.6	**4,546.9**	4,776.4

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 Investment portfolio segment.

	2022 $M	2021 $M
Major customer		
Commonwealth of Australia	**48.1**	47.2
Qantas Airways Limited	**34.0**	32.8
New South Wales State Government	**29.2**	29.1
Total income from major customers	**111.3**	109.1

G) 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.

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

Segment profit, 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.

3. Earnings per security

A) OVERVIEW

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 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. 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.

B) EARNINGS PER STAPLED SECURITY / TRUST UNIT

	Cromwell		Company		Trust	
	2022	2021	**2022**	2021	**2022**	2021
Basic earnings per security (cents)	**10.05**	11.78	**(0.40)**	0.55	**10.45**	11.23
Diluted earnings per security (cents)	**10.02**	11.74	**(0.40)**	0.54	**10.42**	11.19
Earnings used to calculate basic and diluted earnings per security:						
Profit for the year attributable to securityholders ($M)	**263.2**	308.2	**(10.5)**	14.4	**273.7**	293.9
Weighted average number of securities used in calculating basic and diluted earnings per security:						
Weighted average number of securities used in calculating basic earnings per security (millions)	**2,618.3**	2,616.1	**2,618.3**	2,616.1	**2,618.3**	2,616.1
Effect of performance rights on issue (millions)	**9.4**	9.7	**9.4**	9.7	**9.4**	9.7
Weighted average number of securities used in calculating diluted earnings per security (millions)	**2,627.7**	2,625.8	**2,627.7**	2,625.8	**2,627.7**	2,625.8

C) 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.

Convertible bond

The remaining convertible bonds on issue are considered to be potential ordinary stapled securities, however have not been included in the determination of diluted earnings.

Subsequent to year end, the Optional Put, which was available to bond holders was exercised by 1,325 of the remaining 1,349 bond holders in exchange for cash equal to 100% of the face value. The convertible bonds of €132.5 million ($193.4 million) plus any accrued interest was paid to the bond holders by Cromwell on 1 August 2022 utilising cash on hand and existing debt facilities. The remaining 24 bonds will be compulsorily acquired by Cromwell within calendar year 2022 in accordance with the terms and conditions of the bonds.

As a result of this conversion, the convertible bonds are considered anti-dilutive.

D) ACCOUNTING POLICY

Basic earnings per security

Basic earnings per security is calculated by dividing profit 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.

4. 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.

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

2022	2021	2022 cents	2021 cents	2022 $M	2021 $M
19 November 2021	20 November 2020	**1.6250¢**	1.8750¢	**42.5**	49.0
18 February 2022	19 February 2021	**1.6250¢**	1.8750¢	**42.6**	49.1
20 May 2022	21 May 2021	**1.6250¢**	1.6250¢	**42.6**	42.5
19 August 2022	20 August 2021	**1.6250¢**	1.6250¢	**42.6**	42.5
Total		**6.5000¢**	7.0000¢	**170.3**	183.1

There were no dividends paid or payable by the Company in respect of the 2021 and 2022 financial years. All of Cromwell's and the Trust's distributions are unfranked.

B) 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 2022 is $15,301,200 (2021: $14,190,400).

5. Revenue

A) OVERVIEW

Cromwell derives revenue from its three main business activities / operating segments (described in note 2). These revenue sources and the revenue items relating to them are as follows:

Funds and asset management:	Funds management represents activities in relation to the establishment and management of external funds for institutional and retail investors. Asset management includes property and facility management, leasing and project management and development related activities. These activities are carried out by Cromwell itself and by associates (including the LDK Seniors living joint venture and others) and contribute related fee revenues or the relevant share of profit of each investee to the consolidated results.
Co-investments:	This activity includes Cromwell's investments in assets warehoused whilst being repositioned for deployment into the fund and asset management business and assets it may not fully own or over which it cannot exercise unilateral control. This includes interests in investment property portfolios in Poland (CPRF) and Italy (CIULF), the Cromwell European Real Estate Investment Trust (CEREIT), and other investment vehicles. This activity contributes net rental income and the relevant share of profit of each investee to the consolidated results.
Investment portfolio:	This involves the ownership of investment properties located in Australia. These properties are held for long term investment purposes and primarily contribute net rental income and associated cash flows to results.

The table below presents information about revenue items recognised from contracts with customers and other sources:

	Cromwell		Trust	
	2022 $M	2021 $M	**2022 $M**	2021 $M
Rental income – lease components	**218.5**	209.2	**219.5**	209.4
Recoverable outgoings – non-lease components	**49.4**	45.6	**48.0**	44.6
Rental income and recoverable outgoings	**267.9**	254.8	**267.5**	254.0
Other revenue from contracts with customers:				
Fund and asset management fees	**84.6**	90.8	**-**	-
Development sales and fees	**-**	15.0	**-**	-
Total revenue	**352.5**	360.6	**267.5**	254.0
Other revenue items recognised:				
Interest	**18.0**	12.9	**15.1**	12.8
Distributions	**7.0**	1.8	**0.8**	-
Other revenue	**0.1**	0.2	**-**	-
Total other revenue	**25.1**	14.9	**15.9**	12.8
Total revenue	**377.6**	375.5	**283.4**	266.8

B) DISAGGREGATION OF REVENUE FROM CONTRACTS WITH CUSTOMERS

The table below presents information about the disaggregation of revenue items from Cromwell's contracts with relevant customers:

	Cromwell		Trust	
	2022 $M	2021 $M	**2022 $M**	2021 $M
Rental income and recoverable outgoings – non-lease components:				
Recoverable outgoings [1]	**31.3**	28.1	**31.4**	28.2
Cost recoveries [2]	**18.1**	17.5	**16.6**	16.4
Total rental income and recoverable outgoings – non-lease components	**49.4**	45.6	**48.0**	44.6
Fund and asset management fees:				
Fund and asset management fees [1]	**51.6**	50.9	**-**	-
Performance fees [2]	**6.7**	20.9	**-**	-
Asset acquisition and sale fees [2]	**11.3**	7.1	**-**	-
Project management fees [1]	**2.1**	4.4	**-**	-
Leasing fees [2]	**8.2**	4.3	**-**	-
Property management fees [1]	**4.7**	3.2	**-**	-
Total fund and asset management fees	**84.6**	90.8	**-**	-
Development sales and fees:				
Development sales and fees [2]	**-**	15.0	**-**	-
Total revenue from contracts with customers	**134.0**	151.4	**48.0**	44.6
Timing of recognition of revenue items				
Recognised over time	**89.7**	86.6	**31.4**	28.2
Recognised at point in time	**44.3**	64.8	**16.6**	16.4
Total revenue from contracts with customers	**134.0**	151.4	**48.0**	44.6

(1) Revenue recognised over time.
(2) Revenue recognised at point in time.

C) ACCOUNTING POLICIES

Rental income and recoverable outgoings

Rental income and recoverable outgoings comprises rental income from tenants under operating leases of investment properties and amounts charged to tenants for property outgoings such rates, levies, utilities, cleaning etc.

Rental income is recognised on a straight-line basis over the lease term. Lease incentives granted are considered an integral part of the total rental income and are recognised as a reduction in rental income over the term of the lease, on a straight-line basis. Amounts charged for outgoings to tenants are expense recoveries and is recognised upon incurring the expense.

Fund and asset management fees

Revenue from management services is measured based on the consideration specified in the contract with the customer and recognised when control over the service is transferred to the customer. Fee income derived from investment management and property services is recognised progressively as the services are provided.

Asset acquisition and disposal, project management and leasing fees are recognised upon completion of the service when the customer derives the benefit from the service.

Performance fee income is recognised progressively as the services are provided but only when the revenue can be reliably measured, and it becomes highly probably that there will be no significant reversal of revenue in future. Performance fees are generally dependent on certain performance obligation specified in the contract with the customer in respect of the management of the customer's assets or the outcome of transactions on behalf of customers.

Development sales and fees

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

Development management fees are derived from the provision of development management services. Revenue is recognised over time as the service is performed.

Unearned income

Payments from tenants and customers in relation to future periods, which are not due and payable are recognised as unearned income in the Balance Sheet.

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 loan receivables.

Distributions

Revenue from distributions is earned from investments and is recognised when the right to receipt is established.

D) CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Performance fees

Cromwell exercises judgement in estimating the amount of variable consideration 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 – rental income and related collections were relatively unimpacted by COVID-19 due to the tenant population being heavily skewed towards government and other tenants in markets not materially impacted by the pandemic.

Poland – Poland was not subject to lockdowns during the year. However, as a result of lockdowns during the prior year, during which rent and service charges were invoiced but collections slowed, Cromwell and the Trust have chosen to conservatively recognise an expected credit loss provision at 30 June 2022 of €1.2 million ($1.8 million) at balance date (June 2021: €1.0 million, $1.5 million).

Italy – due to the nature of the cornerstone tenant and the geographical location of the properties no COVID-19-related support has been requested nor granted and none is expected for the foreseeable future.

For further information in relation to the treatment of expected credit losses in relation to receivables see notes 13 and 14.

6. Employee benefits, administrative, finance and other expenses

This note provides further details about Cromwell's other operating business expenses, including Cromwell's employee benefits expenses and its components as well as items included in administrative and other expenses and finance costs.

A) EMPLOYEE BENEFITS EXPENSE

	Cromwell		Trust	
	2022 $M	2021 $M	**2022 $M**	2021 $M
Salaries and wages, including bonuses and on-costs	**66.2**	65.0	**-**	-
Directors fees	**2.0**	1.3	**-**	-
Contributions to defined contribution superannuation plans	**4.1**	3.6	**-**	-
Security-based payments	**-**	2.1	**-**	-
Restructure costs	**5.0**	4.6	**-**	-
Other employee benefits expense	**3.4**	3.9	**-**	-
Total employee benefits expense	**80.7**	80.5	**-**	-

B) ADMINISTRATIVE AND OTHER EXPENSES

	Cromwell		Trust	
	2022 $M	2021 $M	**2022 $M**	2021 $M
Audit, taxation and other professional fees	**7.3**	8.2	**3.4**	4.2
Administrative and overhead costs	**35.6**	30.2	**2.8**	1.7
Fund administration costs	**-**	-	**22.2**	22.2
Amortisation and depreciation	**6.0**	5.4	**0.2**	0.2
Other	**1.8**	-	**1.4**	-
Total administrative and other expenses	**50.7**	43.8	**30.0**	28.3

C) FINANCE COSTS

	Cromwell		Trust	
	2022 $M	2021 $M	**2022 $M**	2021 $M
Interest on borrowings	**54.6**	59.9	**54.6**	59.7
Interest on lease liabilities	**0.7**	0.7	**0.3**	0.3
Amortisation of loan transaction costs	**17.9**	10.5	**17.9**	10.5
Net exchange (gains)/losses relating to finance costs	**(0.2)**	0.4	**(0.2)**	0.4
Total finance costs	**73.0**	71.5	**72.6**	70.9

D) ACCOUNTING POLICIES

Salaries, wages and other short-term employee benefits obligations

Salaries, wages, including non-monetary benefits, and annual leave where there is no unconditional right to defer settlement 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.

Bonuses

A liability is recognised for bonuses where contractually obliged or where there is a past practice that has created a constructive obligation.

Superannuation

Contributions are made to defined contribution superannuation funds and expensed as they become payable.

Other long-term employee benefits 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 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

Security-based compensation benefits are provided to employees via Cromwell's Performance Rights Plan (PRP). Further information about the PRP is set out in note 23.

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.

Finance costs

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

7. Income tax

A) OVERVIEW

Income tax expense comprises current and deferred tax expense. Current tax expense is the income tax payable on expected taxable income for the financial year and adjustments to tax payable in respect of previous financial years. Deferred tax expense is the result of different income and expense recognition principles between accounting standards and tax laws and represents the future tax consequences of recovering or settling the carrying amount of an asset or liability. Deferred tax liabilities are recognised for all taxable temporary differences whereas deferred tax assets are recognised for all deductible temporary differences and unused tax losses.

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. However, the Trust also controls a number of corporate entities that are subject to income tax. Income tax shown for the Trust represents taxation of those corporate entities.

B) INCOME TAX EXPENSE

	Cromwell		Trust	
	2022 $M	2021 $M	**2022 $M**	2021 $M
Current tax expense	**3.6**	1.3	**2.4**	1.1
Deferred tax expense / (benefit)	**20.9**	(1.3)	**10.7**	(0.8)
Adjustment in relation to prior periods – current tax	**0.4**	1.4	**(0.1)**	(0.2)
Adjustment in relation to prior periods – deferred tax	**(0.8)**	(1.3)	**(0.1)**	-
Income tax expense	**24.1**	0.1	**12.9**	0.1
Deferred tax expense / (benefit)				
Decrease / (increase) in deferred tax assets	**8.5**	0.7	**(0.8)**	1.3
Increase / (decrease) in deferred tax liabilities	**11.6**	(3.3)	**11.4**	(2.1)
Total deferred tax expense / (benefit)	**20.1**	(2.6)	**10.6**	(0.8)

C) RECONCILIATION BETWEEN INCOME TAX EXPENSE AND PROFIT BEFORE INCOME TAX

	Cromwell		Trust	
	2022	2021	**2022**	2021
	$M	$M	**$M**	$M
Profit before income tax	**287.3**	308.3	**287.8**	294.0
Tax at Australian tax rate of 30% (2021: 30%)	**86.2**	92.5	**86.3**	88.2
Tax effect of amounts which are not deductible / (taxable) in calculating taxable income:				
Trust income	**(67.5)**	(68.9)	**(67.4)**	(68.9)
Fair value movements not deductible	**4.1**	2.7	**4.3**	1.8
Net non-deductible expenses	**(2.4)**	(9.4)	**(0.7)**	(5.8)
Movement in tax losses and deferred tax assets (recognised) / derecognised	**5.2**	(15.5)	**(7.0)**	(13.2)
Movement in initial recognition exemption	**-**	(0.7)	**-**	(0.7)
Adjustment in relation to prior periods	**(0.4)**	0.1	**(0.2)**	(0.2)
Difference in overseas tax rates	**(1.1)**	(0.7)	**(2.4)**	(1.1)
Income tax expense	**24.1**	0.1	**12.9**	0.1

D) DEFERRED TAX

	Cromwell		Trust	
	2022	2021	**2022**	2021
i) Deferred tax assets	**$M**	$M	**$M**	$M
Deferred tax assets are attributable to:				
Interests in managed investment schemes	**(3.6)**	(8.3)	**-**	-
Investment properties	**(0.3)**	-	**(0.3)**	-
Employee benefits	**0.1**	3.5	**-**	-
Transaction costs and sundry items	**0.3**	2.1	**0.3**	-
Unrealised foreign currency gains	**0.3**	2.2	**0.3**	-
Tax losses recognised	**4.0**	8.9	**0.5**	-
Total deferred tax assets	**0.8**	8.4	**0.8**	-
Movements:				
Balance at 1 July	**8.4**	8.3	**-**	1.6
(Charged) / credited to profit or loss	**(9.2)**	(0.8)	**0.8**	(1.3)
Credited to comprehensive income	**0.9**	0.8	**-**	-
Adjustment in relation to prior periods	**0.7**	0.1	**-**	-
Other movements	**-**	-	**-**	(0.3)
Balance at 30 June	**0.8**	8.4	**0.8**	-

	Cromwell		Trust	
	2022	2021	**2022**	2021
ii) Unrecognised deferred tax assets	**$M**	$M	**$M**	$M
Deferred tax assets have not been recognised in respect of the following items:				
Investments in subsidiaries	**2.3**	4.4	**-**	4.4
Unrealised foreign exchange losses	**2.7**	0.1	**0.1**	0.1
Derivatives	**0.3**	0.2	**0.3**	0.2
Borrowing costs	**-**	0.5	**-**	0.5
Tax losses	**76.0**	78.8	**28.2**	34.2
Other items	**4.2**	0.7	**1.2**	0.7
Total deferred tax assets not recognised	**85.5**	84.7	**29.8**	40.1

iii) Tax losses by year of expiration	Cromwell 2022 $M	Cromwell 2021 $M	Trust 2022 $M	Trust 2021 $M
The gross amount of tax losses carried forward that have not been recognised by their expiration date is as follows:				
Not later than one year	**0.7**	14.1	**0.7**	14.1
Later than one year and not later than three years	**16.2**	4.1	**16.2**	4.1
Later than three years and not later than six years	**14.8**	42.7	**14.8**	42.7
Later than six years and not later than seventeen years	**28.1**	21.6	**28.1**	21.5
Unlimited	**232.8**	228.5	**61.0**	69.3
Gross amount of tax losses not recognised	**292.6**	311.0	**120.8**	151.7
Tax effect of total losses not recognised	**76.0**	78.8	**28.2**	34.2

iv) Deferred tax liabilities	Cromwell 2022 $M	Cromwell 2021 $M	Trust 2022 $M	Trust 2021 $M
Deferred tax liabilities are attributable to:				
Interests in managed investment schemes	**12.2**	-	**12.0**	-
Interests in other investments	**0.6**	1.7	**0.5**	1.3
Investment properties	**3.4**	1.0	**3.4**	1.0
Tax losses recognised	**(0.3)**	(0.3)	**(0.3)**	-
Transactions costs and other items	**(3.7)**	(1.8)	**(3.5)**	(1.7)
Total deferred tax liabilities	**12.2**	0.6	**12.1**	0.6
Movements:				
Balance at 1 July	**0.6**	4.1	**0.6**	3.2
Charged / (Credited) to profit or loss	**11.7**	(2.1)	**11.5**	(2.1)
Adjustment in relation to prior periods	**(0.1)**	(1.2)	**(0.1)**	-
Other movements	**-**	(0.2)	**0.1**	(0.5)
Balance at 30 June	**12.2**	0.6	**12.1**	0.6

E) 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.

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 combinations 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. 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 head entity, in conjunction with other members of the tax-consolidated group, has also entered into a tax sharing agreement.

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 and investments at fair value through profit or loss.

8. Investment properties

A) OVERVIEW

Investment properties are land, buildings or both held solely for the purpose of earning rental income and / or for capital appreciation. This note provides a detailed overview of Cromwell's investment property portfolio, including details of movements during the financial year.

B) 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	
	2022 $M	2021 $M	2022 $M	2021 $M
Balance at 1 July	**3,863.5**	3,752.3	**3,863.5**	3,752.3
Acquisitions	**-**	89.3	**-**	89.3
Capital works:				
Construction costs	**0.2**	1.8	**0.2**	1.8
Finance costs capitalised	**-**	0.8	**-**	0.8
Property improvements	**13.9**	7.5	**13.9**	7.5
Lifecycle	**6.0**	1.2	**6.0**	1.2
Disposals	**(132.3)**	(44.0)	**(142.3)**	(44.0)
Reclassified to:				
Held for sale[1]	**(19.0)**	-	**(19.0)**	-
Inventory	**(10.0)**	-	**-**	-
Straight-line lease income	**6.0**	3.7	**6.0**	3.7
Lease costs and incentive costs	**17.4**	11.6	**17.4**	11.6
Amortisation [2]	**(29.3)**	(30.3)	**(29.3)**	(30.3)
Net gain from fair value adjustments	**54.0**	97.5	**54.0**	97.5
Foreign exchange differences	**(30.4)**	(27.9)	**(30.4)**	(27.9)
Balance at 30 June	**3,740.0**	3,863.5	**3,740.0**	3,863.5

(1) Village Cinema, Geelong, VIC was reclassified as held for sale on 31 December 2021 and subsequently disposed in May 2022 as noted in paragraph d) below.

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

C) INVESTMENT PROPERTIES ACQUIRED

During the 2021 financial year, Cromwell completed the acquisition of seven logistics assets in Italy for $83.1 million, which are held in the Cromwell Urban Logistics Fund (CIULF).

D) INVESTMENT PROPERTIES SOLD / RECLASSIFIED AS HELD FOR SALE

During the current financial year the Trust disposed of the following properties: Village Cinema, Geelong, VIC for $19.0 million (net of required capital expenditure); 200 Mary Street, QLD for $108.5 million; Regent Cinema, Albury, NSW for $18.5 million; and the TGA Complex, ACT for $21.5 million.

During the 2021 financial year the Trust disposed of 13 Keltie Street, ACT for $20.0 million and Wakefield Street, SA for $30.0 million, $6.0 million above the last valuations.

E) INVESTMENT PROPERTIES RECLASSIFIED AS INVENTORY

During the current financial year Cromwell reclassified the investment property at 19 National Circuit, Barton, ACT as an inventory asset. This is due to its intended redevelopment for future sale. To facilitate this ownership, the asset was transferred from the Trust to the Cromwell Development Trust (a subsidiary of Cromwell Corporation Limited) for a contract price of $10.0 million. Costs totalling $5.3 million were incurred from the date the asset was classified as Inventory to 30 June 2022, with the Inventory carrying amount totalling $15.3 million at 30 June 2022.

F) DETAILS OF CROMWELL'S INVESTMENT PROPERTY PORTFOLIO

				Independent valuation		Carrying amount	
			Asset		Amount	2022	2021
	Ownership	Title	class	Date	$M	$M	$M
Australia							
400 George Street, Brisbane QLD	100%	Freehold	Office	Jun-22	542.0	**542.0**	542.0
HQ North, Fortitude Valley QLD	100%	Freehold	Office	Jun-22	241.0	**241.0**	240.0
200 Mary Street, Brisbane QLD	100%	Freehold	Office	N/A	-	**-**	90.0
203 Coward Street, Mascot NSW	100%	Freehold	Office	Jun-22	560.0	**560.0**	550.0
2-24 Rawson Place, Sydney NSW	100%	Freehold	Office	Jun-22	320.0	**320.0**	315.0
207 Kent Street, Sydney NSW	100%	Freehold	Office	Jun-22	317.0	**317.0**	305.0
475 Victoria Avenue, Chatswood NSW	50%	Freehold	Office	Dec-21	135.5	**135.5**	120.0
2-6 Station Street, Penrith NSW	100%	Freehold	Office	Dec-21	57.5	**57.5**	52.5
84 Crown Street, Wollongong NSW	100%	Freehold	Office	Jun-22	51.0	**51.0**	51.0
117 Bull Street, Newcastle NSW	100%	Freehold	Office	Dec-21	33.0	**33.0**	31.5
Regent Cinema Centre, Albury NSW	100%	Freehold	Retail	N/A	-	**-**	14.0
243 Northbourne Avenue, Lyneham ACT	100%	Leasehold	Office	Jun-22	35.7	**35.7**	33.8
Soward Way, Greenway ACT	100%	Leasehold	Office	Jun-22	319.7	**319.7**	310.0
TGA Complex, Symonston ACT	100%	Leasehold	Office	N/A	-	**-**	20.0
19 National Circuit, Barton ACT [1]	100%	Leasehold	Office	N/A	-	**-**	10.0
Tuggeranong Office Park, Tuggeranong ACT	100%	Leasehold	Land	May-19	7.5	**8.3**	8.3
700 Collins Street, Melbourne VIC	100%	Freehold	Office	Jun-22	353.0	**353.0**	352.0
Village Cinemas, Geelong VIC	100%	Freehold	Retail	N/A	-	**-**	18.0
					2,972.9	**2,973.7**	3,063.1
Poland							
Janki, Janki, Warszawa	100%	Freehold	Retail	Jun-22	341.4	**341.4**	357.1
Korona, Psie Pole, Wrocław	100%	Leasehold	Retail	Jun-22	124.0	**124.0**	133.5
Ster, Pogodno, Szczecin	100%	Leasehold	Retail	Jun-22	80.4	**80.4**	87.3
Rondo, Wilczak, Bydgoszcz	100%	Freehold	Retail	Jun-22	83.7	**83.7**	85.2
Tulipan, Widzew, Łódź	100%	Freehold	Retail	Jun-22	20.8	**20.8**	24.5
Kometa, Koniuchy, Toruń	100%	Leasehold	Retail	Jun-22	19.0	**19.0**	20.2
					669.3	**669.3**	707.8
Italy							
Carugate, Milan	100%	Freehold	Logistics	Jun-22	38.9	**38.9**	37.1
Campegine, Reggio Emilia	100%	Freehold	Logistics	Jun-22	17.2	**17.2**	15.8
Torri di Quartesolo, Vicenza	100%	Freehold	Logistics	Jun-22	9.1	**9.1**	8.7
Verona, Verona	100%	Freehold	Logistics	Jun-22	8.6	**8.6**	8.5
Bologna Interporto, Bologna	100%	Freehold	Logistics	Jun-22	8.8	**8.8**	8.1
Campogalliano, Modena	100%	Freehold	Logistics	Jun-22	4.8	**4.8**	4.6
San Mauro Torinese, Turin	100%	Freehold	Logistics	Jun-22	3.7	**3.7**	3.5
					91.1	**91.1**	86.3
Total – investment property portfolio					3,733.3	**3,734.1**	3,857.2
Add: Right-of-use assets – Polish leasehold properties					-	**5.9**	6.3
Total – investment properties					3,733.3	**3,740.0**	3,863.5

(1) Reclassified as inventory during the period.

G) CRITICAL ACCOUNTING ESTIMATES - REVALUATION OF INVESTMENT PROPERTY PORTFOLIO

Cromwell's investment properties, with an aggregate carrying amount of $3,740.0 million (2021: $3,863.5 million) represent a significant balance on Cromwell's and the Trust's Balance Sheets. Investment properties are measured at fair value using valuation methods that utilise inputs based upon estimates.

All property valuations utilise valuation models based on discounted cash flow (DCF) models or income capitalisation models (or a combination of both) supported by recent market sales evidence. See note 8(h) below for further information in relation to the valuation of investment properties.

At balance date the adopted valuations for 22 of Cromwell's investment properties are based on independent external valuations representing 93.7% 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 (other than land only) to be valued by an independent professionally qualified valuer with a recognised relevant professional qualification at least once every two years.

Impact of COVID-19 and other global economic impacts on property valuations

For the year ended 30 June 2022 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 and other global economic impacts (such as global geopolitical instability and tightened monetary policy) upon inputs relevant to the valuation model for each property.

It should be noted that external valuers have specified in their reports that their valuations at 30 June 2022 were performed in an unusual market context, notably the absence of transactions initiated after the outbreak of the COVID-19 pandemic and difficulties associated with estimating the outlook for changes in the investment property market given the nature of the recent health crisis and other global economic impacts, and they were working within the context of valuation uncertainty.

The table below shows the year end revaluation gains / (losses) for each portfolio.

	Cromwell	
	2022	2021
	$M	$M
Australia	**57.5**	101.2
Poland	**(11.8)**	(6.5)
Italy	**8.3**	2.8
Total revaluation gain	**54.0**	97.5

H) FAIR VALUE MEASUREMENT

As noted below in Cromwell's accounting policy, investment properties are measured at fair value. The fair value of Cromwell's investment properties is determined using property valuation models that rely on the use of inputs that are not based on readily observable market data. Such valuation methods for determining fair value are called level 3 fair value measurements. These valuation methods and inputs are described in more detail below.

Valuation methodologies

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.
DCF method	Under the DCF method, a property's fair value is estimated using 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 expected cash flows from a real property asset over a period of time (generally five years) discounted to present value using an appropriate discount rate. An exit terminal value is added to the present value of the property cash flows using an appropriate terminal yield, to derive the value of the property.

Both methods require the determination of net market rent for a particular property, being the income capitalised or used to determine the present value of cash flows from the properties.

Unobservable inputs

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.
Capitalisation rate	The rate at which net market income is capitalised to determine the value of the property. The rate is determined with regard to market evidence (and the prior external valuation for internal valuations).
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 regard to market evidence (and the prior external valuation for internal valuations).
Terminal yield	The capitalisation rate used to estimate the residual value of the cash flows associated with the investment property at the end of the expected holding period.

Changes in these unobservable inputs have the following impact on the valuation of the properties:

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

Range and weighted average of unobservable inputs used in the valuation methods to determine the fair value of Cromwell's investment properties in the current and prior year are as follows:

	Annual net property income ($M)		Capitalisation rate (%)		Discount rate (%)		Terminal yield (%)	
	Range	Weighted average	Range	Weighted average	Range	Weighted average	Range	Weighted average
2022								
Australia [1]	**1.9 – 32.4**	**20.7**	**4.6 – 6.8**	**5.2**	**5.3 – 7.5**	**5.9**	**5.0 – 7.3**	**5.6**
Poland [2]	**1.7 – 22.5**	**15.1**	**N/A**	**N/A**	**7.8 – 9.7**	**8.5**	**6.4 – 8.0**	**7.0**
Italy [3]	**0.1 – 1.2**	**0.8**	**N/A**	**N/A**	**5.2 – 5.8**	**5.3**	**4.3 – 5.0**	**4.5**
Portfolio	**0.1 – 32.4**	**19.2**	**4.6 – 6.8**	**5.2**	**5.2 – 9.7**	**6.4**	**4.3 – 8.0**	**5.8**
2021								
Australia [1]	1.3 – 31.3	19.9	4.8 – 9.5	5.3	5.8 – 9.8	6.2	5.0 – 9.8	5.7
Poland [2]	1.4 – 13.7	9.4	5.8 – 7.4	6.5	N/A	N/A	N/A	N/A
Italy [3]	0.1 – 1.2	0.7	N/A	N/A	5.0 – 5.5	5.1	5.2 – 5.9	5.4
Portfolio	0.1 – 31.3	17.4	4.8 – 9.5	5.6	5.0 – 9.8	6.2	5.0 – 9.8	5.7

(1) DCF models / income capitalisation models (and unobservable inputs therein) are not applied in certain cases (e.g. H.F.S. assets, vacant assets, etc) where this is not considered an appropriate method of valuation for the particular asset.
(2) For 30 June 2022, there was a change in valuer in respect of the Polish investment properties. The new valuer utilised the DCF methodology only. The previous valuer's utilised the Capitalisation Rate methodology only.
(3) No equivalent metric in Italian valuation methodologies utilised.

Sensitivity analysis

Significant judgement is required when assessing the fair value of investment property, especially in the current global economic environment. Owing to this significant judgement, a sensitivity analysis is included below. The sensitivity analysis shows the impact on the carrying values of directly held investment properties of an increase or decrease of 0.50% on the capitalisation rate, discount rate and terminal yields as at 30 June 2022.

	Cromwell	
	2022 $M	2022 $M
	0.50%	(0.50%)
Australia	**(287.9)**	320.1
Poland	**(46.3)**	53.9
Italy	**(8.6)**	9.5
Total	**(342.8)**	383.5

I) NON-CANCELLABLE OPERATING LEASE RECEIVABLE FROM INVESTMENT PROPERTY TENANTS

The table below reflects the gross property income, excluding recoverable outgoings and lease incentives, based on existing lease agreements. It assumes, that leases will not be extended by tenants beyond the current lease period, even if the lease contains options for lease extensions by tenants.

	Cromwell		Trust	
	2022 $M	2021 $M	**2022 $M**	2021 $M
Within one year	**213.9**	221.9	**213.9**	221.9
Later than one year but not later than five years	**705.7**	714.8	**705.5**	714.8
Later than five years	**486.0**	532.1	**486.0**	532.1
Total non-cancellable operating lease receivable from investment property tenants	**1,405.6**	1,468.8	**1,405.6**	1,468.8

J) 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 and / 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.

9. 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			
		2022		2021		2022		2021
	%	$M	%	$M	%	$M	%	$M
Equity accounted investments								
CEREIT	**27.8**	**600.0**	28.0	620.7	**27.4**	**590.7**	27.5	610.0
Ursynów	**50.0**	**50.8**	50.0	51.5	**50.0**	**50.8**	50.0	51.5
LDK	**-**	**-**	50.0	21.4	**-**	**-**	-	-
Others		**19.9**		18.9		**-**	50.0	0.5
Equity accounted investments		**670.7**		712.5		**641.5**		662.0

B) DETAILS OF ASSOCIATE

Cromwell European Real Estate Investment Trust

Cromwell and the Trust have an investment in CEREIT with a carrying amount of $600.0 million (2021: $620.7 million) and $590.7 million (2021: $610.0 million) respectively. CEREIT is a real estate investment trust (REIT) listed on the mainboard of the Singapore Exchange (SGX) managed by Cromwell through its 100% owned subsidiary Cromwell EREIT Management Pte. Ltd. (the "Manager"). CEREIT invests in commercial property, mainly office and urban logistics, in western and central Europe with a current portfolio of 115 properties located in 10 European countries with an aggregate portfolio value of €2.6 billion ($3.9 billion). The Manager of CEREIT has its own majority independent board of directors acting solely in the interest of all CEREIT unitholders. As such, Cromwell and the Trust does not control CEREIT, however has significant influence by virtue of their unitholdings.

C) DETAILS OF JOINT VENTURES

Ursynów

Cromwell and the Trust have an investment in Ursynów with a carrying amount of $50.8 million (2021: $51.5 million). Ursynów forms part of the Cromwell Polish Retail Fund (CPRF). Ursynów is a Polish company limited by shares that owns a single retail asset in Warsaw, Poland. Cromwell and the Trust hold 50% of the voting rights of the company. The other 50% is held by joint venture partner, Unibail Rodamco Westfield (URW). The company is governed by a supervisory board that decides on all relevant activities of the company. Both investors have equal participation rights in the supervisory board and all decisions require unanimous consent establishing joint control.

During the current financial year Cromwell and its joint venture partner contributed loans of $26.8 million (€17.0 million) each, which the joint venture used to repay an external debt facility. This balance receivable from Ursynów at 30 June 2022 was $25.4 million (€16.7 million).

LDK Healthcare Unit Trust

Cromwell has an investment in LDK which was reclassified as held for sale as of 31 December 2021, refer to note 20 for further information.

Other joint ventures and associates

Other equity accounted investments include Cromwell's investment in Oyster Property Funds Limited (Oyster) (50% interest, 2021: 50%), a New Zealand based fund and property manager which is jointly owned with six other shareholders, and Phoenix portfolio's (45% interest, 2021: 45%), an Australian based equity fund manager. An investment in CARVAC Pty Ltd (CARVAC) (50% interest, 2021: 50%), an Australian based company which operates the car park in Cromwell's Victoria Avenue Chastwood investment property.

In Europe, Cromwell has investments in Stirling Development Agency Limited (SDA) (50% interest, 2021: 50%) a UK based property developer; Redhouse Holdings Limited (Redhouse) (50% interest, 2021: 50%) a UK based property developer; and Dasos Cromwell RE Management Company Sarl (Dasos) (50% interest, 2021: nil) a Luxembourg based property investment manager.

During the financial year, Cromwell's investment in Cromwell Phoenix Global Opportunities Fund (GOF) was diluted from its previous 50% holding to below 20% as the Fund was opened to the public on 26 October 2021, it is now included in Cromwell's investments at fair value through Profit or Loss. In addition, Cromwell's investment in Talbot Green Developments Limited (Talbot Green) (nil interest, 2021: 50%), a UK based property developer was sold.

D) 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.

E) 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

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 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. The CEREIT unit price (€1.95) on the Singapore Exchange (SGX) was 22.8% below the carrying value per unit, and the fair value of the investment using the quoted market price on the SGX per unit would be $463.2m, which is $136.8m below the carrying value.

If there is a significant or prolonged decline in the fair value of an investment in an equity instrument below its carrying value, it is regarded as objective evidence of impairment. Given the fair value of the equity instrument using the quoted market price on the SGX was greater than carrying value at 31 December 2021, Cromwell does not consider the decline prolonged. Cromwell has also considered whether there has been a significant decline in the fair value of Cromwell's equity accounted investment. This process included investigations by Cromwell in relation to CEREIT operations including external valuations performed at 30 June 2022.

Following this assessment, Cromwell do not consider the diminution of the unit price on the SGX to be an indicator of a significant decline in the fair value of the investment considering the majority of the CEREIT's assets are held at fair value, which supports the carrying value of the investment, and Cromwell has no current plans to realise the investment. This position suggests that the decline in CEREIT's unit price on the SGX does not represent a significant or prolonged decline in the fair value of the investment below its carrying value at 30 June 2022, hence no impairment was recognised. Cromwell has continued to monitor indicators of impairment including unit price, the valuation of underlying CEREIT portfolio assets and market transactions to identify if additional impairment indicators existed as at 30 June 2022.

Ursynów

Cromwell and the Trust can only exercise joint control over the relevant decisions but not control, over the entity. This determination is pursuant to the assessment of control and the consideration of key factors regarding the management of Ursynów, the composition of the Board and other relevant agreements and joint control over relevant decisions.

LDK Healthcare Unit Trust

The investment in LDK has been classified as held for sale due to meeting the relevant criteria for classification. See note 20 for further information.

F) SUMMARISED FINANCIAL INFORMATION FOR JOINT VENTURES AND EQUITY ACCOUNTED INVESTMENTS OWNED BY CROMWELL

	As at 30 June 2022 $M					As at 30 June 2021 $M				
	CEREIT [1]	**Ursynów [2]**	**LDK [3]**	**Other**	**Total**	CEREIT [1]	Ursynów [2]	LDK [3]	Other	Total
Summarised Balance Sheets:										
Cash and cash equivalents	**80.1**	**6.3**	**-**	**11.5**	**97.9**	127.6	7.9	10.1	11.9	157.5
Other current assets	**27.8**	**0.9**	**-**	**7.4**	**36.1**	36.6	1.0	5.3	7.3	50.2
Total current assets	**107.9**	**7.2**	**-**	**18.9**	**134.0**	164.2	8.9	15.4	19.2	207.7
Investment properties	**3,897.7**	**158.9**	**-**	**-**	**4,056.6**	3,689.7	164.3	552.9	-	4,406.9
Other non-current assets	**21.3**	**0.6**	**-**	**26.8**	**48.7**	10.4	0.3	13.3	26.8	50.8
Total non-current assets	**3,919.0**	**159.5**	**-**	**26.8**	**4,105.3**	3,700.1	164.6	566.2	26.8	4,457.7
Total assets	**4,026.9**	**166.7**	**-**	**45.7**	**4,239.3**	3,864.3	173.5	581.6	46.0	4,665.4
Financial liabilities	**99.8**	**-**	**-**	**6.3**	**106.1**	51.3	59.8	365.6	7.4	484.1
Other current liabilities	**50.3**	**3.9**	**-**	**0.1**	**54.3**	48.5	2.0	-	0.1	50.6
Total current liabilities	**150.1**	**3.9**	**-**	**6.4**	**160.4**	99.8	61.8	365.6	7.5	534.7
Financial liabilities	**1,616.0**	**51.6**	**-**	**5.6**	**1,673.2**	1,465.0	-	194.6	36.7	1,696.3
Other non-current liabilities	**101.8**	**9.7**	**-**	**2.9**	**114.4**	81.6	8.8	-	-	90.4
Total non-current liabilities	**1,717.8**	**61.3**	**-**	**8.5**	**1,787.6**	1,546.6	8.8	194.6	36.7	1,786.7
Total liabilities	**1,867.9**	**65.2**	**-**	**14.9**	**1,948.0**	1,646.4	70.6	560.2	44.2	2,321.4
Net assets	**2,159.0**	**101.5**	**-**	**30.8**	**2,291.3**	2,217.9	102.9	21.4	1.8	2,344.0
Carrying amount of investment:										
Cromwell's share of equity (%)	**27.8**	**50.0**	**-**	**-**	**-**	28.0	50.0	50.0	-	-
Cromwell's share of net assets	**600.0**	**50.8**	**-**	**13.3**	**664.1**	620.7	51.5	21.4	12.3	705.9
Goodwill	**-**	**-**	**-**	**6.6**	**6.6**	-	-	-	6.6	6.6
Carrying amount	**600.0**	**50.8**	**-**	**19.9**	**670.7**	620.7	51.5	21.4	18.9	712.5
Movement in carrying amounts:										
Opening balance at 1 July	**620.7**	**51.5**	**21.4**	**18.9**	**712.5**	645.4	47.3	6.7	18.6	718.0
Investment – net of loans from investees	**0.1**	**-**	**-**	**-**	**0.1**	-	-	-	-	-
Disposals	**(1.2)**	**-**	**-**	**(6.6)**	**(7.8)**	(0.8)	-	-	(2.5)	(3.3)
Share of profit / (loss)	**38.0**	**1.4**	**(9.4)**	**11.3**	**41.3**	57.6	(2.0)	14.7	5.0	75.3
Less: dividends / distributions received	**(34.5)**	**-**	**-**	**(3.7)**	**(38.2)**	(50.3)	-	-	(2.2)	(52.5)
Gain / (loss) on dilution	**(1.4)**	**-**	**-**	**-**	**(1.4)**	(8.4)	8.4	-	-	-
Reclassified as held for sale	**-**	**-**	**(12.0)**	**-**	**(12.0)**	-	-	-	-	-
Foreign exchange difference	**(21.7)**	**(2.1)**	**-**	**-**	**(23.8)**	(22.8)	(2.2)	-	-	(25.0)
Carrying amount at 30 June	**600.0**	**50.8**	**-**	**19.9**	**670.7**	620.7	51.5	21.4	18.9	712.5
Summarised statements of comprehensive income:										
Revenue	**338.4**	**12.8**	**35.6**	**40.6**	**427.4**	406.6	12.1	40.9	29.5	489.1
Expenses	**(197.4)**	**(10.0)**	**(45.0)**	**(19.0)**	**(275.7)**	(212.4)	(15.0)	(31.6)	(18.9)	(267.4)
Total comprehensive income / (loss)	**141.0**	**2.8**	**(9.4)**	**21.6**	**151.7**	194.2	(2.9)	9.3	10.6	221.7
Share of profit / (loss)	**38.0**	**1.4**	**(9.4)**	**11.3**	**41.3**	57.6	(2.0)	14.7	5.0	75.3

(1) At year end Cromwell owned 27.8% of CEREIT, the Trust owned 27.4% (2021: 28.0% and 27.5% respectively)
(2) At year end Cromwell and the Trust owned 50.0% of Ursynów (2021: 50.0%).
(3) Cromwell has rights to a disproportionate share of LDK's profits (currently 100%) until a certain internal rate of return (IRR) threshold is achieved in respect of its capital invested. As of 31 December 2021, Cromwell's investment was reclassified as held for sale. Refer to note 20.

10. Investments at fair value through profit or loss

A) OVERVIEW

This note provides an overview and detailed financial information of Cromwell's investments that are classified as financial assets at fair value through profit or loss. Below is information about Cromwell's investments in unlisted property related entities whereby Cromwell holds less than 20% of the issued capital in the investee. 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 co-investments in European wholesale funds managed by Cromwell and any other relevant financial assets.

	Cromwell		Trust	
	2022 $M	2021 $M	**2022 $M**	2021 $M
Investment in Cromwell unlisted fund	**20.4**	-	**20.4**	-
Investment in wholesale funds	**2.9**	8.9	**-**	-
Total investments at fair value through profit or loss	**23.3**	8.9	**20.4**	-

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 Comprehensive Income.

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 Comprehensive Income as applicable.

For methods used to measure the fair value measurement of Cromwell's and the Trust's investments at fair value through profit or loss refer to note 14.

Finance and Capital Structure

This section of the annual financial report provides further information on Cromwell's and the Trust's capital that comprises debt and stapled securityholders' equity and reserves. 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.

This section outlines the financial risks that Cromwell and the Trust are exposed to and how these risks are managed as part of Cromwell's capital management.

11. 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. A significant proportion of these borrowings are generally fixed either directly or through the use of interest rate swaps/options/caps and have a fixed term. This note provides information about Cromwell's debt facilities, including maturity dates, security provided and facility limits.

	Cromwell				Trust			
	2022		2021		**2022**		2021	
	Limit $M	**Drawn $M**	Limit $M	Drawn $M	**Limit $M**	**Drawn $M**	Limit $M	Drawn $M
Current								
Unsecured								
Convertible bond	**205.0**	**205.0**	-	-	**205.0**	**205.0**	-	-
Lease liabilities	**-**	**5.9**	-	3.8	**-**	**0.4**	-	0.4
Secured								
Italian Euro facilities	**0.8**	**0.8**	-	-	**0.8**	**0.8**	-	-
Total current	**205.8**	**211.7**	-	3.8	**205.8**	**206.2**	-	0.4
Non-current								
Unsecured								
Euro / GBP facility	**341.9**	**283.4**	355.2	319.7	**341.9**	**283.4**	355.2	319.7
Convertible bond	**-**	**-**	350.8	350.8	**-**	**-**	350.8	350.8
Lease liabilities	**-**	**20.3**	-	18.9	**-**	**5.0**	-	5.4
Secured								
Bilateral loan facilities	**1,560.0**	**1,293.5**	1,560.0	1,099.0	**1,560.0**	**1,293.5**	1,560.0	1,099.0
Development loan facility – AUD	**113.1**	**77.2**	113.1	74.7	**113.1**	**77.2**	113.1	74.7
Polish Euro facilities	**270.7**	**270.7**	281.3	281.3	**270.7**	**270.7**	281.3	281.3
Italian Euro facilities	**45.3**	**45.3**	52.0	52.0	**45.3**	**45.3**	52.0	52.0
Unamortised transaction costs	**-**	**(10.4)**	-	(14.0)	**-**	**(10.4)**	-	(14.0)
Total non-current	**2,331.0**	**1,980.0**	2,712.4	2,182.4	**2,331.0**	**1,964.7**	2,712.4	2,168.9
Total interest bearing liabilities	**2,536.8**	**2,191.7**	2,712.4	2,186.2	**2,536.8**	**2,170.9**	2,712.4	2,169.3

B) MATURITY PROFILE

At balance date, the notional principal amounts and period of expiry of all of Cromwell's and the Trust's interest bearing liabilities, excluding lease liabilities, is as follows:

	Cromwell		Trust	
	2022 $M	2021 $M	**2022 $M**	2021 $M
1 Year - FY23	**205.8**	-	**205.8**	-
2 Years - FY24	**571.6**	725.8	**571.6**	725.8
3 Years - FY25	**648.2**	305.1	**648.2**	305.1
4 Years - FY26	**125.3**	700.5	**125.3**	700.5
5 Years - FY27	**575.0**	366.1	**575.0**	366.1
6 Years - FY28	**50.0**	-	**50.0**	-
7 Years - FY29	**-**	80.0	**-**	80.0

C) DETAILS OF FACILITIES

i) Euro / GBP facility

This revolving facility is syndicated and allows drawdowns in Euro. Interest was payable in arrears, calculated as EURIBOR plus a margin. All principal amounts outstanding are due at the expiry of the facility in September 2023.

ii) Secured bilateral loan facilities

Secured Bilateral Loan Facilities (SBLF) can be held with multiple providers. All SBLFs are secured pari passu by first registered mortgages over a pool of investment properties. Interest is payable quarterly in arrears calculated as BBSY rate plus a loan margin except for one facility (see below). Each provider individually contracts its commitment amount, expiry date and fee structure and can be repaid individually.

Details of SBLFs for Cromwell and the Trust by their expiry date are as follows:

	2022		2021	
	Limit $M	**Drawn $M**	Limit $M	Drawn $M
Facilities expiring Jun-23	**-**	**-**	325.0	225.0
Facilities expiring Mar-24	**-**	**-**	50.0	-
Facilities expiring Jun-24	**200.0**	**17.5**	200.0	200.0
Facilities expiring Mar-25	**50.0**	**50.0**	50.0	-
Facilities expiring Jun-25	**575.0**	**521.0**	525.0	275.0
Facilities expiring Feb-26	**20.0**	**20.0**	20.0	20.0
Facilities expiring Jun-26	**60.0**	**60.0**	250.0	239.0
Facilities expiring Jun-27	**575.0**	**575.0**	60.0	60.0
Facilities expiring Feb-28	**80.0**	**50.0**	80.0	80.0
Total SBLF's	**1,560.0**	**1,293.5**	1,560.0	1,099.0

iii) Development loan facility - AUD

This is two secured facilities in relation to the asset enhancement initiative at the property at 475 Victoria Avenue, NSW. Interest is payable both quarterly (Facility A) and monthly (Facility B) in arrears is calculated as BBSY rate plus a loan margin. The facility expires in April 2025.

iv) Polish Euro facilities

These facilities are secured by first registered mortgage over investment property held by CPRF. Interest is payable quarterly in arrears calculated as the 3-month EURIBOR rate plus a margin. During the year one of the existing facilities was repaid and replaced with a new facility expiring in June 2024. The other facility expires in July 2023.

v) Italian loan facilities

During the prior year Cromwell and the Trust entered into a secured facility in relation to the investment into the Cromwell Italy Urban Logistics Fund. Interest is payable quarterly in arrears calculated as the EURIBOR rate plus a loan margin. The facility is composed of three tranches with expiry dates in October 2022 and October 2025 with the third fully repaid and cancelled in July 2022.

vi) Convertible bonds

During the 2018 financial year 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).

In June 2022, Cromwell issued a market notice to all bond holders offering to redeem the bonds in cash for 99.75% of the face value. As a result of this process 951 of the 2300 bonds were redeemed, totalling $142.0 million (€94.9 million).

Subsequent to year end, the Optional Put, which was available to bond holders was exercised by 1,325 of the remaining 1,349 bond holders in exchange for cash equal to 100% of the face value. The convertible bonds of €132.5 million ($193.4 million) plus any accrued interest was paid to the bond holders by Cromwell on 1 August 2022 utilising cash on hand and existing debt facilities. The remaining 24 bonds will be compulsorily acquired by Cromwell within calendar year 2022 in accordance with the terms and conditions of the bonds.

vii) Convertible bond – conversion features

The conversion feature of the convertible bonds represents an embedded derivative financial instrument in the host debt contract. The embedded derivative was measured at fair value and deducted from the carrying amount of the convertible bond (which is carried at amortised cost) and separately disclosed as a derivative financial liability on the face of the Balance Sheet.

Considering the transactions that have occurred subsequent to year end that are detailed in note 11(c)(vi), the conversion feature has been valued at $nil as at 30 June 2022.

	Cromwell		Trust	
	2022	2021	**2022**	2021
Convertible bond – movements	**$M**	$M	**$M**	$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)
Convertible bond carrying amount at inception	**346.5**	346.5	**346.5**	346.5
Movements in previous years	**4.3**	13.7	**4.3**	13.7
Carrying amount at 1 July	**350.8**	360.2	**350.8**	360.2
Amortisation - effective interest rate	**11.9**	3.3	**11.9**	3.3
Redemption of bonds	**(142.0)**	-	**(142.0)**	-
Movements in exchange rate	**(15.7)**	(12.7)	**(15.7)**	(12.7)
Total carrying amount at year end	**205.0**	350.8	**205.0**	350.8

viii) Lease liabilities

Cromwell recognises lease liabilities and related right-of-use assets in respect of various premises, property, plant and equipment and motor vehicle leases. The leases in respect of assets in Australia, Europe and Singapore have varying terms and are subject to varying rates of interest. See note 21 for further information.

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

	Cromwell		Trust	
	2022	2021	**2022**	2021
	$M	$M	**$M**	$M
Within one year	**5.9**	3.8	**0.4**	0.4
Later than one year but not later than five years	**15.7**	11.1	**1.5**	1.9
Greater than five years	**15.3**	7.8	**13.0**	3.5
Total lease commitments	**36.9**	22.7	**14.9**	5.8

D) ACCOUNTING POLICIES

Interest bearing liabilities are initially recognised at fair value, net of transaction costs incurred. Interest bearing liabilities 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 interest bearing liability portion of a convertible bond is determined using a market interest rate for an equivalent non-convertible bond. This amount is recorded as an interest bearing 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, 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 21.

12. 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. Derivative financial instruments are accounted for at fair value. The table below is a summary of Cromwell's and the Trust's fair values of derivative financial instruments disclosed in the Consolidated Balance Sheet.

	Cromwell		Trust	
	2022 $M	2021 $M	**2022 $M**	2021 $M
Current assets				
Interest rate cap contracts	**13.3**	-	**13.3**	-
	13.3	-	**13.3**	-
Non-current assets				
Interest rate cap contracts	**42.6**	11.3	**42.6**	11.3
Total derivative financial instruments (assets)	**55.9**	11.3	**55.9**	11.3
Current liabilities				
Interest rate swap contracts	**-**	3.1	**-**	3.1
Conversion feature – convertible bond	**-**	5.5	**-**	5.5
	-	8.6	**-**	8.6
Non-current liabilities				
Interest rate swap contracts	**-**	2.8	**-**	2.8
Total derivative financial instruments (liabilities)	**-**	11.4	**-**	11.4

B) INTEREST RATE SWAP AND CAP CONTRACTS

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.

Maturity profile

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	
	2022 $M	2021 $M
Less than 1 year	**145.0**	575.0
1 – 2 years	**187.8**	150.6
2 – 3 years	**252.0**	-
3 – 5 years	**400.0**	652.0

Hedging profile

The table below provides an overview of the hedging of Cromwell's and the Trust's borrowings through interest rate cap and interest rate swap contracts as balance date:

	2022				2021			
	Hedge contract notional $M	Average strike price %	Interest bearing liability $M	Percent hedged %	Hedge contract notional $M	Average strike price %	Interest bearing liability $M	Percent hedged %
Secured bilateral loan facility								
Interest rate cap contracts	**400.0**	**0.28%**			520.0	1.30%		
Interest rate swap contracts	**180.0**	**1.37%**			420.0	1.87%		
Fixed rate loan	**60.0**	**3.20%**	**60.0**		60.0	3.20%		
Total – Secured bilateral loan facility	**640.0**		**1,293.5**	**49.48%**	1,000.0		1,099.0	90.99%
Secured loan facilities								
Interest rate cap contracts	**72.0**	**1.00%**	**77.2**	**93.26%**	72.0	1.00%	74.7	96.39%
Secured Polish Euro facility 1								
Interest rate cap contracts	**60.7**	**2.00%**	**101.2**	**59.88%**	65.0	0.00%	105.1	
Secured Polish Euro facility 2								
Interest rate swap contracts	**145.0**	**(0.28%)**	**169.5**	**85.55%**	150.6	(0.28%)	176.2	85.47%
Secured Italian Euro facilities 1 and 2	**-**	**-**	**46.1**	**-**	-	-	52.0	-
Euro / GBP facility	**-**	**-**	**283.4**	**-**	-	-	319.7	-
Interest rate cap contract	**-**	**-**	**-**	**-**	150.0	0.28%		-
Convertible Bond	**205.0**	**2.50%**	**205.0**	**100%**	350.8	2.50%	350.8	100%
Total	**1,122.7**		**2,175.9**	**51.59%**	1,788.4		2,177.5	82.13%

C) CONVERSION FEATURE – CONVERTIBLE BOND

The conversion option amount represents the additional value provided to convertible bond holders compared with 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.

Subsequent to year end, the Optional Put, which was available to bond holders was exercised by 1,325 of the remaining 1,349 bond holders in exchange for cash equal to 100% of the face value. The convertible bonds of €132.5 million ($193.4 million) plus any accrued interest was paid to the bond holders by Cromwell on 1 August 2022 utilising cash on hand and existing debt facilities. The remaining 24 bonds will be compulsorily acquired by Cromwell within calendar year 2022 in accordance with the terms and conditions of the bonds. Therefore, the fair value of the derivative at 30 June 2022 is $nil. Movements of the conversion features since issue of the convertible bonds is as follows:

	Cromwell and Trust	
	2022 $M	2021 $M
Derivative financial liability at 1 July	**5.5**	5.3
Fair value (gain) / loss	**(5.2)**	0.4
Foreign exchange difference	**(0.3)**	(0.2)
Balance at 30 June	**-**	5.5

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

D) 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.

13. 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) RECEIVABLES

	Cromwell		Trust	
	2022	2021	**2022**	2021
	$M	$M	**$M**	$M
Current				
Trade and other receivables at amortised cost	**34.5**	48.8	**16.9**	28.1
Loan at amortised cost – vendor finance	**-**	27.0	**-**	27.0
Loans at amortised cost - other	**3.7**	4.2	**-**	-
Receivables – current	**38.2**	80.0	**16.9**	55.1
Non-current				
Loans at amortised cost – joint venture partners	**25.4**	146.2	**25.4**	109.3
Loans at amortised cost – inter-group	**-**	-	**89.5**	74.6
Loans at amortised cost – other [1]	**3.1**	2.5	**-**	-
Total receivables – non-current	**28.5**	148.7	**114.9**	183.9

(1) Includes loans to related parties.

Loan – vendor finance

In the prior year Cromwell and the Trust provided a $27.0 million loan facility to the acquirer of the Wakefield Street, SA, property. The loan, which attracted an interest rate of 7.0%, was fully repaid during the year.

Loans – joint venture partners

LDK joint venture

On the 31 December 2022, the LDK loans were reclassified as held for sale, refer to note 20 further information regarding the loans.

Ursynów joint venture

During the current financial year Cromwell and the Trust contributed a loan of $26.8 million (€17.0 million) to Ursynów, which the joint venture used to repay an external debt facility. The balance receivable at year end was $25.4 million (2021: $nil).

Loans - inter-group

The Trust has provided a loan facility to the Company of €100.0 million. The loan balance was €54.8 million ($83.3 million) (2021: €47.2 million ($74.6 million)) at balance date. The facility is unsecured and expires in February 2029.

During the current financial year the Trust provided a new loan facility to the Company of $30.0 million in relation to the transfer of the development property at 19 National Circuit, ACT. The loan balance at year end was $6.1 million (June 2021: $nil). The facility is unsecured and expires in September 2026.

C) TRADE AND OTHER PAYABLES

	Cromwell		Trust	
	2022 $M	2021 $M	**2022 $M**	2021 $M
Trade and other payables	**40.7**	36.8	**20.7**	14.5
Lease incentives payables	**31.1**	44.5	**31.1**	44.5
Tenant security deposits	**1.5**	1.8	**1.5**	1.8
Trade and other payables	**73.3**	83.1	**53.3**	60.8

D) 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.

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.

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.

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. 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'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.

Cromwell's risk exposures and techniques used to manage these are summarised below:

Risk	Definition of risk	Cromwell's exposure	Cromwell's management of risk
Credit risk (Section 14(b))	The risk a counterparty will default on its contractual obligations under a financial instrument resulting in a financial loss to Cromwell.	• Cash and cash equivalents; • Receivables; • Derivative financial instruments; • Investments in equity accounted investments; • Investments at fair value through profit or loss; • Assets held for sale.	Cromwell manages this risk by: • establishing credit limits for counterparties 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; • regularly monitoring loans and receivables on an ongoing basis; and • regularly monitoring the performance of associates on an ongoing basis.
Liquidity risk (Section 14(c))	The risk Cromwell will default on its contractual obligations under a financial instrument.	• Payables; • Interest bearing liabilities; • Derivative financial instruments.	Cromwell manages this by: • maintaining sufficient cash reserves and undrawn finance facilities to meet ongoing liquidity requirements; • preparation of rolling forecasts of short-term and long-term liquidity requirements; • monitoring maturity profile of interest bearing liabilities and putting in place strategies to ensure all maturing interest bearing liabilities are refinanced significantly ahead of maturity.
Market risk – price risk (Section 14(d))	The risk that the fair value of financial assets at fair value through profit or loss will fluctuate.	• Investments at fair value through profit or loss.	Cromwell has minimal exposure to this risk and therefore does not actively manage this risk.
Market risk – interest rate risk (Section 14(e))	The risk that the fair value or cash flows of financial instruments will fluctuate due to changes in market interest rates.	• Borrowings at variable or fixed rates; • Derivative financial instruments.	Cromwell manages this risk through interest rate hedging arrangements (swap or cap contracts) on not less than 50% of Cromwell's borrowings.

Market risk – foreign exchange risk (Section 14(f))	The risk that the fair value of a foreign currency asset or liability will fluctuate due to changes in foreign currency rates.	• Cash and cash equivalents; • Investments in foreign subsidiaries; • Investments in foreign equity accounted investments; • Foreign currency borrowings.	Cromwell manages this risk by financing Cromwell's foreign currency investments through foreign currency borrowings providing a natural hedge.

B) CREDIT RISK

The maximum exposure to credit risk at balance date is the carrying amount of financial assets recognised in the Consolidated Balance Sheet of Cromwell. Cromwell and the Trust hold collateral as security in relation to the following:

- Loans at amortised cost – LDK – these loans are secured by first and second ranking mortgages over relevant investment properties and other assets within the LDK structure. Refer to note 20 for further information.

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.

C) LIQUIDITY RISK

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	Greater than 1 year - 3 years $M	4-5 years $M	Over 5 years $M	Total $M	1 year or less $M	Greater than 1 year - 3 years $M	4-5 years $M	Over 5 years $M	Total $M
2022										
Trade and other payables	**73.3**	**-**	**-**	**-**	**73.3**	**53.3**	**-**	**-**	**-**	**53.3**
Dividends / distribution payable	**42.6**	**-**	**-**	**-**	**42.6**	**42.6**	**-**	**-**	**-**	**42.6**
Interest bearing liabilities	**265.9**	**620.8**	**1,431.6**	**51.4**	**2,369.7**	**265.9**	**620.8**	**1,431.6**	**51.4**	**2,369.7**
Lease liabilities	**5.9**	**7.8**	**7.9**	**15.3**	**36.9**	**0.4**	**0.7**	**0.8**	**13.0**	**14.9**
Total financial liabilities	**387.7**	**628.6**	**1,439.4**	**66.7**	**2,522.5**	**362.2**	**621.5**	**1,432.4**	**64.4**	**2,480.5**
2021										
Trade and other payables	83.1	-	-	-	83.1	60.8	-	-	-	60.8
Dividends / distribution payable	42.5	-	-	-	42.5	42.5	-	-	-	42.5
Interest bearing liabilities	49.6	766.8	1,435.8	83.2	2,335.4	49.6	766.8	1,435.8	83.2	2,335.4
Lease liabilities	3.8	5.6	5.5	7.8	22.7	0.4	1.0	0.9	3.5	5.8
Derivative financial instruments	3.1	1.5	1.3	-	5.9	3.1	1.5	1.3	-	5.9
Total financial liabilities	182.1	773.9	1,442.6	91.0	2,489.6	156.4	769.3	1,438.0	86.7	2,450.4

D) MARKET RISK – PRICE RISK

Cromwell and the Trust are exposed to price risk in relation to its unlisted equity securities (refer note 10). The impact to Cromwell and the Trust of a 10% decrease in the value of the investment in the unlisted equity securities is a decrease to Profit and Equity of $2.3 million for Cromwell and $2.0m for the Trust. The impact to Cromwell and the Trust of a 10% increase in the value of the investment in the unlisted equity securities is an increase to Profit and Equity of $2.3 million for Cromwell and $2.0m for the Trust.

E) MARKET RISK – INTEREST RATE RISK

Cromwell's interest rate risk primarily arises from interest bearing liabilities. Interest bearing liabilities issued at variable rates expose Cromwell to cash flow interest rate risk. Interest bearing liabilities 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 interest bearing liabilities. At balance date interest on a total of 51.59% (2021: 82.13%) of Cromwell's total borrowings is hedged through fixed rate interest rate swap and cap contracts which effectively fix or limit the amount of variable interest paid. 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 12.

The below table shows the impact on profit after tax and equity if interest rates changed by 100 basis points based on net interest bearing liabilities and interest rate derivatives held at year-end with all other variables held constant. The impact on profit after tax and equity includes impact on finance costs (cash flow risk) and the fair value of derivative financial instruments (fair value risk).

		+1%		-1%
Interest rate increase / (decrease) of:	**Profit $M**	**Equity $M**	**Profit $M**	**Equity $M**
2022				
Cromwell	**(9.0)**	**(9.0)**	**9.0**	**9.0**
Trust	**(9.8)**	**(9.8)**	**9.8**	**9.8**
2021				
Cromwell	(9.7)	(9.7)	9.7	9.7
Trust	(10.3)	(10.3)	10.3	10.3

F) MARKET RISK – FOREIGN EXCHANGE RISK

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant currency of the relevant group entity.

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 or Polish Zloty. 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 due to the ownership, funding and operation of the investment property portfolios in Poland and Italy and the investment in CEREIT as well as overseas subsidiaries, expressed in Australian dollars, was as follows:

	Cromwell		**Trust**	
Euro foreign currency risk	**2022 $M**	2021 $M	**2022 $M**	2021 $M
Cash and cash equivalents	**1.0**	34.7	**1.0**	34.7
Receivables	**-**	-	**83.3**	74.6
Interest bearing liabilities – financial institutions	**(283.4)**	(319.7)	**(283.4)**	(319.7)
Interest bearing liabilities – convertible bond	**(205.0)**	(350.8)	**(205.0)**	(350.8)
Derivative financial instruments – conversion feature	**-**	(5.5)	**-**	(5.5)
Other	**(1.3)**	(2.3)	**0.8**	(2.3)
Total exposure	**(488.7)**	(643.6)	**(403.3)**	(569.0)

A change in the exchange rate of the Euro would have resulted in the following impact on Cromwell's profit after tax and equity:

	2022		2021	
	Profit	Equity	Profit	Equity
	$M	$M	$M	$M
Euro – Australian Dollar gains 1 cent in exchange	7.3	7.3	10.0	10.0
Euro – Australian Dollar loses 1 cent in exchange	(7.5)	(7.5)	(10.3)	(10.3)

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

	Cromwell		Trust	
	2022	2021	2022	2021
Polish Złoty foreign currency risk	$M	$M	$M	$M
Cash and cash equivalents	15.5	28.6	15.5	28.6
Receivables	25.4	-	25.4	-
Other	0.6	0.4	0.6	0.4
Total exposure	41.5	29.0	41.5	29.0

A change in the exchange rate of the Polish Złoty of 1 cent would not result in a material impact on Cromwell's profit after tax and equity.

G) FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

Cromwell uses a number of methods to determine the fair value of its financial assets and financial liabilities. 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 2022 and 30 June 2021 and the type of fair value measurement applied:

		2022			2021		
		Level 2	Level 3	Total	Level 2	Level 3	Total
Cromwell	**Notes**	$M	$M	$M	$M	$M	$M
Financial assets at fair value							
Investments at fair value through profit or loss							
Unlisted equity securities	10(a)	20.4	2.9	23.3	-	8.9	8.9
Derivative financial instruments							
Interest rate caps	12(a)	55.9	-	55.9	11.3	-	11.3
Total financial assets at fair value		76.3	2.9	79.2	11.3	8.9	20.2
Financial liabilities at fair value							
Derivative financial instruments							
Interest rate swaps	12(a)	-	-	-	5.9	-	5.9
Conversion feature	12(a)	-	-	-	5.5	-	5.5
Total financial liabilities at fair value		-	-	-	11.4	-	11.4

Trust	Notes	2022 Level 2 $M	2022 Level 3 $M	2022 Total $M	2021 Level 2 $M	2021 Level 3 $M	2021 Total $M
Financial assets at fair value							
Investments at fair value through profit or loss							
Unlisted equity securities	10(a)	**20.4**	**-**	**20.4**	-	-	-
Derivative financial instruments							
Interest rate caps	12(a)	**55.9**	**-**	**55.9**	11.3	-	11.3
Total financial assets at fair value		**76.3**	**-**	**76.3**	11.3	-	11.3
Financial liabilities at fair value							
Derivative financial instruments							
Interest rate swaps	12(a)	**-**	**-**	**-**	5.9	-	5.9
Conversion feature	12(a)	**-**	**-**	**-**	5.5	-	5.5
Total financial liabilities at fair value		**-**	**-**	**-**	11.4	-	11.4

There were no transfers between the levels of fair value measurement during the current and prior financial years.

H) DISCLOSED FAIR VALUES

i) Valuation techniques used to derive Level 1 fair values

At balance date, Cromwell held no Level 1 assets. 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.

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 and interest rate cap derivatives (over-the-counter derivatives). The fair value of these derivatives has been determined using pricing models 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.

Fair value of conversion feature – convertible bond

The fair value of the convertible bond conversion feature was determined in the previous year 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	
	2022	2021
Investments at fair value through profit or loss	**$M**	$M
Opening balance as at 1 July	**8.9**	12.9
Additions	**0.5**	0.7
Disposals	**(4.5)**	(2.3)
Fair value loss	**(1.7)**	(2.0)
Foreign exchange difference	**(0.3)**	(0.4)
Balance at 30 June	**2.9**	8.9

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 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.

I) ACCOUNTING POLICY

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 Comprehensive Income.

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 interest 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 Comprehensive Income.

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 Comprehensive Income and presented net within other gains / (losses) in the period in which it arises.

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 *Financial Instruments*, 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. This resulted in no expected credit losses to be recognised.

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 Comprehensive Income 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.

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 comprehensive income.

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 12(d).

15. Contributed equity

A) OVERVIEW

Issued capital of Cromwell includes ordinary shares in Cromwell Corporation Limited and ordinary units of Cromwell Diversified Property Trust which are stapled to create Cromwell's stapled securities. The shares of the Company and units of the CDPT cannot be traded separately and can only be traded as 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.

Cromwell's and the Trust's issued capital at year-end were as follows:

	Cromwell stapled securities		Company shares		CDPT units	
	2022	2021	**2022**	2021	**2022**	2021
	M	M	**$M**	$M	**$M**	$M
Issued capital	**2,618.9**	2,617.5	**207.3**	207.3	**2,072.8**	2,072.5

B) 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.

		Cromwell stapled securities		Company shares		CDPT units	
	Number of securities	Issue price	$M	Issue price	$M	Issue price	$M
Opening balance at 1 July 2020	2,612,871,600		2,278.5		207.1		2,071.4
Exercise of performance rights	4,599,075	30.0¢	1.3	5.2¢	0.2	24.8¢	1.1
Balance at 30 June 2021	**2,617,470,675**		**2,279.8**		**207.3**		**2,072.5**
Exercise of performance rights	**1,396,024**	**22.5¢**	**0.3**	**4.2¢**	**-**	**18.3¢**	**0.3**
Balance at 30 June 2022	**2,618,866,699**		**2,280.1**		**207.3**		**2,072.8**

C) 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 securities 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.

16. 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 disclosed in the Consolidated Balance Sheet and a description of the nature and purpose of each reserve.

Security based payments reserve (SBP)	This reserve is used to recognise the fair value of equity settled security based payments in respect of employee services. Refer to note 24 for details of Cromwell's security based payments.
Fair value through other comprehensive income reserve (FVTOCI)	This reserve records changes in the fair value of investments classified as being at fair value through other comprehensive income. The amount recorded in the reserve relates to a pre-stapling interest of a subsidiary of the Company in a subsidiary trust of the Trust. Upon the disposal of the interest in the subsidiary on 30 June 2022, the reserve was released into Other Comprehensive Income.
Treasury securities reserve	The treasury securities reserve represents the cost of the securities Cromwell purchased in the market and are held to satisfy options under the Group's Performance Rights Plans. The number of ordinary shares held at year end was 700,000 (2021: nil) which were purchased for $0.5 million (2021: $nil).
Foreign currency translation reserve (FCTR)	This reserve records exchange differences arising on the translation of the foreign subsidiaries. In addition, any foreign currency differences arising from inter-group loans are also transferred to the foreign currency translation reserve upon consolidation as such loans form part of the net investment in the foreign subsidiary.

	Security based payments reserve		Fair value through other comprehensive income reserve		Treasury securities reserve		Foreign currency translation reserve		Total other reserves	
	Cromwell $M	Trust $M	Cromwell $M	Trust $M	Cromwell $M	Trust $M	Cromwell $M	Trust $M	Cromwell $M	Trust $M
Balance at 1 July 2020	13.2	-	2.3	-	-	-	45.6	30.0	61.1	30.0
Net security based payments	0.7	-	-	-	-	-	-	-	0.7	-
Foreign exchange differences recognised in other comprehensive income	-	-	-	-	-	-	(45.2)	(41.9)	(45.2)	(41.9)
Balance at 30 June 2021	**13.9**	**-**	**2.3**	**-**	**-**	**-**	**0.4**	**(11.9)**	**16.6**	**(11.9)**
Net security based payments	**(0.1)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(0.1)**	**-**
Foreign exchange differences recognised in other comprehensive income	**-**	**-**	**-**	**-**	**-**	**-**	**(45.2)**	**(44.7)**	**(45.2)**	**(44.7)**
Acquisition of treasury securities	**-**	**-**	**-**	**-**	**(0.5)**	**-**	**-**	**-**	**(0.5)**	**-**
Transfer of FVOCI reserve to Profit & Loss	**-**	**-**	**(2.3)**	**-**	**-**	**-**	**-**	**-**	**(2.3)**	**-**
Balance at 30 June 2022	**13.8**	**-**	**-**	**-**	**(0.5)**	**-**	**(44.8)**	**(56.6)**	**(31.5)**	**(56.6)**

Group Structure

This section of the annual financial report provides information about the Cromwell Property Group structure including parent entity information and information about controlled entities (subsidiaries).

17. Parent entity disclosures

A) OVERVIEW

The *Corporations Act 2001* (Cth) requires the disclosure of summarised financial information for the parent entity of a consolidated group. Further, Australian Accounting Standards require stapled groups to identify the parent entity of the group and identify equity attributable to the parent entity separately from other entities stapled to the parent entity.

The parent entity of the Cromwell stapled group is Cromwell Corporation Limited (the Company). The parent entity of the Trust group is Cromwell Diversified Property Trust (CDPT).

B) SUMMARISED FINANCIAL INFORMATION OF THE COMPANY AND CDPT

	Company		CDPT	
	2022 $M	2021 $M	**2022 $M**	2021 $M
Results				
(Loss) / profit after tax	**(4.2)**	8.7	**166.9**	165.5
Total comprehensive income / (loss)	**(4.2)**	8.7	**166.9**	165.5
Financial position				
Current assets	**17.1**	6.2	**172.9**	67.4
Total assets	**167.3**	154.0	**3,150.6**	3,153.5
Current liabilities	**-**	0.1	**52.3**	57.1
Total liabilities	**91.6**	73.0	**1,421.9**	1,421.8
Net assets	**75.7**	81.0	**1,728.7**	1,731.7
Equity				
Contributed equity	**207.3**	207.3	**2,072.8**	2,072.5
Reserves	**13.3**	14.4	**-**	-
Accumulated losses	**(144.9)**	(140.7)	**(344.1)**	(340.8)
Total equity	**75.7**	81.0	**1,728.7**	1,731.7

C) COMMITMENTS

At balance date the Company and CDPT had no commitments (2021: none) in relation to capital expenditure contracted for but not recognised as liabilities.

D) GUARANTEES PROVIDED

The Company and CDPT have both provided guarantees in relation to the convertible bonds disclosed at note 11(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.

E) CONTINGENT LIABILITIES

At balance date the Company and CDPT had no contingent liabilities (2021: none).

F) ACCOUNTING POLICY

The financial information for the Company and CDPT is prepared on the same basis as the consolidated financial statements, except for:

- Investments in subsidiaries and equity accounted investments – these 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.

- Tax consolidation legislation – the Company is the head entity of a tax consolidated group as outlined in note 7. As the head entity, the Company recognises the current tax balances and the deferred tax assets for unused tax losses and credits assumed from other members as well as its own current and deferred tax amounts. Amounts receivable from or payable to the other members are recognised by the Company as intercompany receivables or payables.

18. Controlled entities

A) COMPANY AND ITS CONTROLLED ENTITIES

Name	Country of Registration	Equity Holding 2022 %	Equity Holding 2021 %
Cromwell Aged Care Holdings Pty Ltd	Australia	100	100
Cromwell BT Pty Ltd	Australia	100	100
Cromwell Capital Pty Ltd	Australia	100	100
Cromwell Development Trust	Australia	100	100
Cromwell Finance Pty Ltd	Australia	-	100
Cromwell Funds Management Limited	Australia	100	100
Cromwell Holdings No 1 Pty Ltd	Australia	100	100
Cromwell Holdings No 2 Pty Ltd	Australia	100	100
Cromwell CMW Holdings Pty Ltd	Australia	100	-
Cromwell Operations Pty Ltd	Australia	100	100
Cromwell Project & Technical Solutions Pty Ltd	Australia	100	100
Cromwell Property Securities Limited	Australia	100	100
Cromwell Property Services Pty Ltd	Australia	100	100
Cromwell Real Estate Partners Pty Ltd	Australia	100	100
Cromwell Reit Holdings Pty Limited	Australia	100	100
Cromwell Carparking Pty Ltd	Australia	100	100
Valad Australia Pty Ltd	Australia	-	100
Votraint No. 662 Pty Limited	Australia	100	100
Gateshead Investments Limited	Cyprus	-	100
Upperastoria Trading & Investments Limited	Cyprus	100	100
Cromwell Property Group Czech Republic s.r.o.	Czech Republic	100	100
Cromwell Denmark A/S	Denmark	100	100
Cromwell Finland O/Y	Finland	100	100
Cromwell France SAS	France	100	100
Cromwell EREIT Management Germany GmbH	Germany	100	100
Cromwell Germany GmbH	Germany	100	100
Cromwell Property Group Italy SRL	Italy	100	100
CPRF GP S.à r.l.	Luxembourg	100	100
Cromwell EREIT Management Luxembourg S.à r..	Luxembourg	100	100
Cromwell Investment Luxembourg S.à r.l.	Luxembourg	100	100
Cromwell REIM Luxembourg S.à r.l.	Luxembourg	100	100
Cromwell Central Europe B.V.	Netherlands	100	100
Cromwell Netherlands B.V.	Netherlands	100	100
Cromwell Property Group Poland Sp Zoo	Poland	100	100
Cromwell EREIT Management Pte. Ltd.	Singapore	100	100
Cromwell Sweden A/B	Sweden	100	100
Cromwell Asset Management UK Limited	United Kingdom	100	100

Name	Country of Registration	Equity Holding 2022 %	2021 %
Cromwell Capital Ventures UK Limited	United Kingdom	100	100
Cromwell CEE Coinvest LP	United Kingdom	100	100
Cromwell CEE Development Holdings Limited	United Kingdom	100	100
Cromwell CEE Promote LP	United Kingdom	-	83
Cromwell CEREIT Holdings Limited	United Kingdom	100	100
Cromwell Coinvest CEIF LP	United Kingdom	90	90
Cromwell Coinvest CEVAF I LP	United Kingdom	100	100
Cromwell Coinvest ECV LP	United Kingdom	-	90
Cromwell Corporate Secretarial Limited	United Kingdom	100	100
Cromwell Development Holdings UK Limited	United Kingdom	100	100
Cromwell Development Management UK Limited	United Kingdom	100	100
Cromwell Director Limited	United Kingdom	100	100
Cromwell Europe Limited	United Kingdom	100	100
Cromwell European Holdings Limited	United Kingdom	100	100
Cromwell European Management Services Limited	United Kingdom	100	100
Cromwell GP	United Kingdom	100	100
Cromwell Holdings Europe Limited	United Kingdom	100	100
Cromwell Investment Holdings UK Limited	United Kingdom	100	100
Cromwell Investment Management Services Limited	United Kingdom	100	100
Cromwell Investment Services Limited	United Kingdom	100	100
Cromwell Management Holdings Limited	United Kingdom	100	100
Cromwell Poland Retail LLP	United Kingdom	100	100
Cromwell Poland Retail UK Limited	United Kingdom	100	100
Cromwell Promote CEIF LP	United Kingdom	100	100
Cromwell Promote CEVAF I LP	United Kingdom	100	100
Cromwell Promote CPRF LP	United Kingdom	100	100
Cromwell Promote ECV LP	United Kingdom	100	100
Cromwell Promote HIG LP	United Kingdom	97	97
Cromwell WBP Poland LP	United Kingdom	100	100
Cromwell YCM Coinvest LP	United Kingdom	100	100
Cromwell YCM Promote LP	United Kingdom	87	88
D.U.K.E. Combined GP Limited	United Kingdom	100	100
Equity Partnerships (Osprey) Limited	United Kingdom	-	100
IO Management Services Limited	United Kingdom	100	100
Parc D'Activities 1 GP Limited	United Kingdom	100	100
The IO Group Limited	United Kingdom	100	100
Valad Salfords Custodian Limited	United Kingdom	100	100

B) TRUST AND ITS CONTROLLED ENTITIES

Name	Country of Registration	Equity Holding 2022 %	2021 %
CDPT Finance Pty Ltd	Australia	100	100
CDPT Finance No. 2 Pty Ltd	Australia	100	100
Cromwell Diversified Property Trust No. 2	Australia	100	100
Cromwell Diversified Property Trust No. 3	Australia	100	100
Cromwell George Street Trust	Australia	100	100
Cromwell Holdings Trust No 1	Australia	100	100

Name	Country of Registration	Equity Holding 2022 %	Equity Holding 2021 %
Cromwell Holding Trust No 2	Australia	100	100
Cromwell Holdings Trust No 4	Australia	100	100
Cromwell HQ North Head Trust	Australia	100	100
Cromwell HQ North Trust	Australia	100	100
Cromwell Italy Partnership	Australia	100	100
Cromwell Mary Street Property Trust	Australia	100	100
Cromwell Mary Street Planned Investment	Australia	100	92
Cromwell McKell Building Trust	Australia	100	100
Cromwell Newcastle Trust	Australia	100	100
Cromwell Poland Holdings Trust	Australia	100	100
Cromwell Northbourne Planned Investment	Australia	100	100
Cromwell NSW Portfolio Trust	Australia	100	100
Cromwell Penrith Trust	Australia	100	100
Cromwell Poland Holdings Trust	Australia	100	100
Cromwell Property Fund	Australia	100	100
Cromwell Property Fund Trust No 2	Australia	100	100
Cromwell Property Fund Trust No 3	Australia	100	100
Cromwell Queanbeyan Trust	Australia	-	100
Cromwell SPV Finance Pty Ltd	Australia	100	100
Cromwell Symantec House Trust	Australia	100	100
Cromwell TGA Planned Investment	Australia	100	100
Cromwell VAC Finance Pty Ltd	Australia	100	100
Cromwell Wakefield Property Trust	Australia	-	100
Cromwell Wollongong Trust	Australia	100	100
Exhibition Head Trust	Australia	-	100
EXM Trust	Australia	-	100
Mascot Head Trust	Australia	100	100
Mascot Trust	Australia	100	100
Tuggeranong Head Trust	Australia	100	100
Tuggeranong Trust	Australia	100	100
Cromwell Italy Urban Logistics Fund	Italy	100	100
CPRF S.C.A.	Luxembourg	100	100
Cromwell Logistics Fund	Luxembourg	100	100
Next Real Estate Polish Retail S.à r.l.	Luxembourg	100	100
Next Real Estate Polish Retail Holdco S.à r.l.	Luxembourg	100	100
CH Bydgoszcz Sp Zoo	Poland	100	100
CH Toruń Sp Zoo	Poland	100	100
CH Janki Sp Zoo	Poland	100	100
CH Łódź Sp Zoo	Poland	100	100
CH Szczecin Sp Zoo	Poland	100	100
CH Wrocław Sp Zoo	Poland	100	100
CPRF Co Sp Zoo	Poland	100	100
HEL Poland Sp Zoo	Poland	100	100
Cromwell Singapore Holdings Pte. Ltd.	Singapore	100	100

All new entities have been incorporated or acquired 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 of in the current year.

19. Equity attributable to the Company and CDPT

A) OVERVIEW

Stapled entities are required to separately identify equity attributable to the parent entity from equity attributable to other entities stapled to the parent.

B) EQUITY ATTRIBUTABLE TO THE COMPANY

The table below summarises equity, profit for the year and total comprehensive income for the year attributable to the Company.

	Attributable to Equity Holders of the Company						
	Contributed equity $M	SBP reserve $M	FVTOCI reserve $M	Treasury securities reserve $M	FCT reserve $M	Accumulated losses $M	Total $M
Balance at 1 July 2020	207.1	13.2	2.3	-	15.6	(141.2)	97.0
Profit for the year	-	-	-	-	-	14.3	14.3
Other comprehensive loss	-	-	-	-	(3.3)	-	(3.3)
Total comprehensive income	-	-	-	-	(3.3)	14.3	11.0
Transactions with equity holders in their capacity as equity holders:							
Contributions of equity, net of equity issue costs	0.2	-	-	-	-	-	0.2
Employee performance rights	-	0.7	-	-	-	-	0.7
Total transactions with equity holders	0.2	0.7	-		-	-	0.9
Balance as at 30 June 2021	**207.3**	**13.9**	**2.3**	**-**	**12.3**	**(126.9)**	**108.9**
Profit for the year	**-**	**-**	**-**	**-**	**-**	**(10.5)**	**(10.5)**
Other comprehensive loss	**-**	**-**	**(2.3)**	**-**	**(0.5)**	**-**	**(2.8)**
Total comprehensive loss	**-**	**-**	**(2.3)**	**-**	**(0.5)**	**(10.5)**	**(13.3)**
Transactions with equity holders in their capacity as equity holders:							
Acquisition of treasury shares	**-**	**-**	**-**	**(0.5)**	**-**	**-**	**(0.5)**
Employee performance rights	**-**	**(0.1)**	**-**	**-**	**-**	**-**	**(0.1)**
Total transactions with equity holders	**-**	**(0.1)**	**-**	**(0.5)**	**-**	**-**	**(0.6)**
Balance as at 30 June 2022	**207.3**	**13.8**	**-**	**(0.5)**	**11.8**	**(137.4)**	**95.0**

C) EQUITY ATTRIBUTABLE TO CDPT

The table below summarises equity, profit for the year and total comprehensive income for the year attributable to CDPT, the entity stapled to the Company.

	Attributable to Equity Holders of the CDPT			
	Contributed equity $M	Reserve $M	Retained earnings $M	Total $M
Balance at 1 July 2020	2,071.4	30.0	385.0	2,486.4
Profit after tax	-	-	293.9	293.9
Other comprehensive loss	-	(41.9)	-	(41.9)
Total comprehensive income / (loss)	-	(41.9)	293.9	252.0
Transactions with equity holders in their capacity as equity holders:				
Contributions of equity, net of equity issue costs	1.1	-	-	1.1
Distributions paid / payable	-	-	(183.1)	(183.1)
Total transactions with equity holders	1.1	-	(183.1)	(182.0)
Balance as at 30 June 2021	**2,072.5**	**(11.9)**	**495.8**	**2,556.4**
Profit after tax	**-**	**-**	**273.7**	**273.7**
Other comprehensive loss	**-**	**(44.7)**	**-**	**(44.7)**
Total comprehensive income / (loss)	**-**	**(44.7)**	**273.7**	**229.0**
Transactions with equity holders in their capacity as equity holders:				
Contributions of equity, net of equity issue costs	**0.3**	**-**	**-**	**0.3**
Distributions paid / payable	**-**	**-**	**(170.3)**	**(170.3)**
Total transactions with equity holders	**0.3**	**-**	**(170.3)**	**(170.0)**
Balance as at 30 June 2022	**2,072.8**	**(56.6)**	**599.2**	**2,615.4**

Other Items

This section of the annual financial report provides information about individually significant items to the Balance Sheets, Statements of Comprehensive Income and Cash Flow Statements and items that are required to be disclosed by Australian Accounting Standards.

20. Assets held for sale

A) OVERVIEW

Non-current assets are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is met only when the sale is highly probable and the asset is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as such within one year from the date of classification.

Assets held for sale at reporting date are as follows:

	Cromwell		Trust	
	2022 $M	2021 $M	**2022 $M**	2021 $M
Disposal group - LDK				
Interest in joint venture	**12.0**	-	**-**	-
Loans at amortised cost – joint venture	**148.4**	-	**105.7**	-
Total – assets held for sale	**160.4**	-	**105.7**	-

Disposal group - LDK

The interest in the LDK joint venture, as well as the loan portfolio, have been classified as a disposal group held for sale. This is because these assets meet the criteria to be held for sale and it is managements intention that the carrying amount of these assets will be recovered through a single sale transaction.

LDK is a senior living operator currently operating two senior living villages, being Greenway Views in Tuggeranong, ACT and The Landings in North Turramurra on the Upper North Shore of Sydney, NSW. Cromwell holds 50% of the units in LDK with the other 50% held by a single investor. By virtue of the unitholder agreement all decisions about the relevant activities of LDK require unanimous consent of both unitholders indicating joint control. Both parties have only rights to the net assets of the venture which is therefore classed as a joint venture that is equity accounted. Currently, Cromwell has rights to all profits from LDK until a certain internal rate of return (IRR) threshold is achieved in respect of its capital invested at which point in time profits will be shared between the joint venture partners.

Interest in joint venture

The interest in joint venture of $12.0 million has been recognised at the lower of carrying amount when the interest was classified as held for sale (being 31 December 2021) and fair value less costs to sell.

Working capital loan

Cromwell and the Trust have provided LDK with a 'Working capital loan' facility terminating on 31 December 2023. The maximum loan facility is $10.0 million with an interest rate of 12%. The balance receivable at year end was $6.3 million (2021: $4.3 million).

"Waterfall" loans

Cromwell and the Trust have provided a number of loan facilities to LDK. The facilities are secured by second ranking mortgages over the investment properties owned by LDK. The balance receivable at year end was $142.1 million (2021: $141.9 million).

These facilities 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.

No impairment losses have been recognised in the current and prior years in respect of assets held for sale.

B) CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The interest in joint venture of $12.0 million has been recognised at the lower of carrying amount when the interest was classified as held for sale (being 31 December 2021) and fair value less costs to sell. The loans at amortised cost of $148.4 million reflect the amortised cost of the loans. The carrying value of the disposal group of $160.4 million is supported by the net assets of LDK which includes investment properties which are held at fair value as at 30 June 2022.

At this point in time management intends to recover the disposal group through a sale process.

21. Leased assets and related leases

A) OVERVIEW

Cromwell and the Trust are lessees in a number of leasing arrangements. Leases grant Cromwell and the Trust the "right-of-use" for the leased asset for the contractual period of the lease in return for fixed lease payments. The right-of-use is recognised as an asset within the Balance Sheet category the relating leased asset would ordinarily be classified in and depreciated over the shorter of the contractual lease period or the useful life of the leased asset. The present value of remaining lease payments is recognised as a liability within borrowings.

Cromwell and the Trust are lessees in the following leasing arrangements:

- Leasehold land – leases of land upon which some of Cromwell's and the Trust investment properties are situated (leasehold properties). The right-of-use assets relating to such lease leases are recognised within investment properties. See note 8 for more information in relation to Cromwell's and the Trust's investment properties situated on leasehold land.
- Office leases – leases of office space in Australia, Singapore and Europe. The relating right-of-use assets are recognised within property, plant and equipment.
- Equipment leases – leases of office equipment. The right-of-use assets are recognised within property, plant & equipment.

B) AMOUNTS RECOGNISED IN THE FINANCIAL STATEMENTS

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 2022 (see note 11(c) also for further information):

	Investment property [1] [2] $M	Office premises [3] $M	Property, plant and equipment [3] $M	Total $M
Right-of-use assets				
Reconciliation of movements in right-of-use assets:				
Right-of-use assets recognised on 1 July 2020	6.7	12.9	1.4	21.0
Additions	-	5.5	0.6	6.1
Disposals, terminations and modifications	-	(1.1)	(0.2)	(1.3)
Amortisation [4]	(0.2)	(2.3)	(0.4)	(2.9)
Foreign exchange movements	(0.2)	0.1	(0.1)	(0.2)
Balance as at 30 June 2021	**6.3**	**15.1**	**1.3**	**22.7**
Additions	**-**	**6.0**	**2.5**	**8.5**
Disposals, terminations and modifications	**-**	**(0.4)**	**(0.1)**	**(0.5)**
Amortisation [4]	**(0.2)**	**(3.1)**	**(0.6)**	**(3.9)**
Foreign exchange movements	**(0.2)**	**(0.5)**	**0.1**	**(0.6)**
Right-of-use assets at 30 June 2022	**5.9**	**17.1**	**3.2**	**26.2**
Lease liabilities				
Reconciliation of movements in lease liabilities:				
Lease liabilities recognised on 1 July 2020	6.3	13.0	1.4	20.7
Additions	-	5.5	0.6	6.1
Principle payments	(0.4)	(3.7)	(1.0)	(5.1)
Finance costs [5]	0.3	0.4	-	0.7
Disposals, terminations and modifications	-	(0.4)	-	(0.4)
Foreign exchange movements	(0.4)	1.1	-	0.7
Balance as at 30 June 2021	**5.8**	**15.9**	**1.0**	**22.7**
Additions	**-**	**6.3**	**2.6**	**8.9**
Principle payments	**(0.3)**	**(3.6)**	**(0.6)**	**(4.5)**
Finance costs [5]	**0.3**	**0.4**	**-**	**0.7**
Disposals, terminations and modifications	**-**	**(0.6)**	**-**	**(0.6)**
Foreign exchange movements	**(0.5)**	**(0.5)**	**-**	**(1.0)**
Lease liabilities at 30 June 2022	**5.3**	**17.9**	**3.0**	**26.2**
Payments in relation to lease liabilities recognised above [6]:				
2021	(0.4)	(3.7)	(1.0)	(5.1)
2022	**(0.3)**	**(3.6)**	**(0.6)**	**(4.5)**

(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 8 for further information.
(3) Right-of-use assets included as a component of Property, plant and equipment in the Consolidated Balance Sheet.
(4) Included as a component of Administration and other expenses in the Consolidated Statement of Comprehensive Income.
(5) Included as a component of Finance costs in the Consolidated Statement of Comprehensive Income.
(6) Represents total cash flows in respect of leases.

C) ACCOUNTING POLICY

Accounting as lessee

Cromwell recognised a lease liability and a corresponding right-of-use asset at the commencement of a lease.

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 borrowings.

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. 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.

22. 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) RECONCILIATION OF PROFIT AFTER TAX TO NET CASH PROVIDED BY OPERATING ACTIVITIES

	Cromwell		Trust	
	2022	2021	2022	2021
	$M	$M	$M	$M
Profit after tax	**263.2**	308.2	**274.9**	293.9
Amortisation and depreciation	**6.0**	5.4	**0.2**	0.2
Amortisation of lease costs and incentives	**29.0**	30.1	**29.0**	30.1
Capitalised lease costs and incentives	**(17.2)**	-	**(17.2)**	-
Operating lease costs	**3.4**	2.3	**0.3**	0.1
Straight-line rentals	**(6.0)**	(3.7)	**(6.0)**	(3.7)
Security based payments	**-**	0.7	**-**	-
Share of (profits) / losses – equity accounted investments (net of distributions and impairments)	**3.2**	(31.2)	**(4.8)**	(13.4)
Net foreign exchange gain	**(26.7)**	(26.4)	**(25.5)**	(23.5)
Amortisation of loan transaction costs	**17.9**	10.5	**17.9**	10.5
Gain on sale of investment properties	**(11.8)**	(5.9)	**(11.8)**	(5.9)
Gain on disposal of other assets	**(2.3)**	-	**-**	-
Asset, fund and development management fees non-cash settled	**1.1**	-	**-**	-
Impact of dilution of equity holding / impairment	**1.7**	8.6	**1.4**	7.4
Finance costs attributable to discounted lease incentives	**1.1**	1.0	**1.1**	1.0
Fair value net (gain) / loss from:				
Investment properties	**(54.0)**	(97.5)	**(54.0)**	(97.5)
Derivative financial instruments	**(55.4)**	(14.2)	**(55.4)**	(14.2)
Investments at fair value through profit or loss	**1.7**	2.0	**-**	-
Payment for other transaction costs	**3.0**	7.7	**2.8**	2.1
Changes in operating assets and liabilities:				
(Increase) / decrease in Receivables	**6.6**	(3.5)	**4.0**	(2.8)
(Increase) / decrease in Tax assets / liabilities	**18.9**	(6.2)	**12.4**	(0.2)
(Increase) / decrease in Other current assets	**0.4**	1.4	**(1.0)**	1.7
Increase / (decrease) in Trade and other payables	**(12.0)**	4.6	**(5.3)**	(9.6)
Increase / (decrease) in Provisions	**(0.8)**	(1.4)	**-**	-
Increase / (decrease) in Unearned income	**4.2**	(1.9)	**3.1**	(1.6)
Net cash provided by operating activities	**175.2**	190.6	**166.1**	174.6

Non-cash financing and investing transactions	Cromwell 2022 $M	Cromwell 2021 $M	Trust 2022 $M	Trust 2021 $M
Stapled securities / units issued on reinvestment of distributions	**-**	-	**-**	-
CEREIT fees received in units:				
Acquisition fees	**0.1**	-	**-**	-
Restructure costs	**(1.2)**	0.8	**-**	-
Non-cash financing and investing transactions	**(1.1)**	0.8	**-**	-

C) RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Cromwell	Interest bearing liabilities $M	Dividends / distributions payable $M	Derivative financial instruments $M	Total $M
Opening balance at 1 July 2020	2,191.2	49.0	19.3	2,259.5
Changes from financing cash flows:				
Proceeds from borrowings	338.1	-	-	338.1
Repayments of borrowings	(311.9)	-	-	(311.9)
Payments for lease liabilities	(5.1)	-	-	(5.1)
Payment of loan transaction costs	(3.6)	-	-	(3.6)
Payments for derivative financial instruments	-	-	4.9	4.9
Payment of dividends / distributions	-	(190.6)	-	(190.6)
Total changes from financing cash flows	17.5	(190.6)	4.9	(168.2)
Other movements:				
Exchange rate gains / losses	(39.4)	-	1.4	(38.0)
Fair value net gains / losses	-	-	(14.2)	(14.2)
Other lease liability movements	6.4	-	-	6.4
Amortisation of loan transaction costs	10.5	-	-	10.5
Distributions for the year	-	184.1	-	184.1
Balance at 30 June 2021	**2,186.2**	**42.5**	**11.4**	**2,240.1**
Changes from financing cash flows:				
Proceeds from borrowings	**474.0**	**-**	**-**	**474.0**
Repayments of borrowings	**(447.2)**	**-**	**-**	**(447.2)**
Payments for lease liabilities	**(4.5)**	**-**	**-**	**(4.5)**
Payment of loan transaction costs	**(2.2)**	**-**	**-**	**(2.2)**
Payments for derivative financial instruments	**-**	**-**	**(0.3)**	**(0.3)**
Payment of dividends / distributions	**-**	**(170.2)**	**-**	**(170.2)**
Total changes from financing cash flows	**20.1**	**(170.2)**	**(0.3)**	**(150.4)**
Other movements:				
Exchange rate gains / losses	**(41.5)**	**-**	**-**	**(41.5)**
Fair value net gains / losses	**-**	**-**	**(11.1)**	**(11.1)**
Other lease liability movements	**9.0**	**-**	**-**	**9.0**
Amortisation of loan transaction costs	**17.9**	**-**	**-**	**17.9**
Distributions for the year	**-**	**170.3**	**-**	**170.3**
Balance at 30 June 2022	**2,191.7**	**42.6**	**-**	**2,234.3**

Trust	Interest bearing liabilities $M	Dividends / distributions payable $M	Derivative financial instruments $M	Total $M
Opening balance at 1 July 2020	2,168.6	49.0	19.3	2,236.9
Changes from financing cash flows:				
Proceeds from borrowings	338.1	-	-	338.1
Repayments of borrowings	(304.5)	-	-	(304.5)
Payments for lease liabilities	(0.4)	-	-	(0.4)
Payment of loan transaction costs	(3.6)	-	-	(3.6)
Payments for derivative financial instruments	-	-	4.9	4.9
Payment of dividends / distributions	-	(189.6)	-	(189.6)
Total changes from financing cash flows	29.6	(189.6)	4.9	(155.1)
Other movements:				
Exchange rate gains / losses				
Other lease liability movements	(39.7)	-	1.4	(38.3)
Fair value net gains / losses	-	-	(14.2)	(14.2)
Amortisation of loan transaction costs	0.3	-	-	0.3
Stapled securities / units issued on reinvestment of distributions	10.5	-	-	10.5
Distributions for the year	-	183.1	-	183.1
Balance at 30 June 2021	**2,169.3**	**42.5**	**11.4**	**2,223.2**
Changes from financing cash flows:				
Proceeds from borrowings	**474.0**	**-**	**-**	**474.0**
Repayments of borrowings	**(447.2)**	**-**	**-**	**(447.2)**
Payments for lease liabilities	**(0.3)**	**-**	**-**	**(0.3)**
Payment of loan transaction costs	**(2.2)**	**-**	**-**	**(2.2)**
Payments for derivative financial instruments	**-**	**-**	**(0.3)**	**(0.3)**
Payment of dividends / distributions	**-**	**(170.2)**	**-**	**(170.2)**
Total changes from financing cash flows	**24.3**	**(170.2)**	**(0.3)**	**(146.2)**
Other movements:				
Exchange rate gains / losses	**(40.9)**	**-**	**-**	**(40.9)**
Fair value net gains / losses	**-**	**-**	**(11.1)**	**(11.1)**
Other lease liability movements	**0.3**	**-**	**-**	**0.3**
Amortisation of loan transaction costs	**17.9**	**-**	**-**	**17.9**
Distributions for the year	**-**	**170.3**	**-**	**170.3**
Balance at 30 June 2022	**2,170.9**	**42.6**	**-**	**2,213.5**

D) 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.

23. 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.

B) PRP

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/distributions 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.

Set out below is a summary of movements in the number of performance rights outstanding at the end of the financial year:

	2022		2021	
	Weighted average exercise price	**Number of performance rights**	Weighted average exercise price	Number of performance rights
As at 1 July	**$0.12**	**10,185,693**	$0.26	13,818,156
Granted during the year	**-**	**3,814,473**	-	5,969,553
Exercised during the year	**$0.22**	**(1,396,024)**	$0.30	(7,585,942)
Forfeited / lapsed during the year	**$0.08**	**(4,556,202)**	$0.03	(2,016,074)
As at 30 June	**$0.06**	**8,047,940**	$0.12	10,185,693
Vested and exercisable	**-**	**-**	-	-

The weighted average price per security at the date of exercise of options exercised during the year ended 30 June 2022 was $0.88 (2021: $0.87). No options expired during the years covered in the table above.

The weighted average remaining contractual life of the 8,047,940 performance rights outstanding at the end of the financial year (2021: 10,185,693) was 1.33 years (2021: 1.5 years).

Fair value of performance rights granted

The fair value of performance rights granted during the year was between $0.65 and $1.00 per option for PRP with an exercise price of $nil (2021: fair value between $0.77 and $1.04 and an exercise price of $nil).

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:

	2022	2021
Exercise price:	**$0.00**	$0.00
Grant date(s):	**11-Nov-21 & 12-Apr-22**	23-Dec-20
Share price at grant date(s):	**$0.82 to $0.87**	$0.88
Expected price volatility:	**20% - 25%**	40%
Expected dividend yield(s):	**7.88% to 7.93%**	8.5%
Risk free interest rate(s):	**0.16% to 0.19%**	0.11%
Expiry date(s):	**30-Sept-24**	30-Jul-23 and 30-Sept-23

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.

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	
	2022	2021	**2022**	2021
	$M	$M	**$M**	$M
Performance rights issued under the PRP	**-**	2.1	**-**	-

See note 6(d) for information in relation the accounting policy in relation to security based payments.

24. Related parties

A) OVERVIEW

Related parties 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

	Cromwell	
	2022	2021
Key management personnel compensation	**$**	$
Short-term employee benefits	**5,573,907**	7,151,179
Post-employment benefits	**148,613**	143,882
Other long-term benefits	**(27,206)**	136,323
Security-based payments	**551,014**	916,474
Total key management personnel compensation	**6,246,328**	8,347,358

Loans to key management personnel

In the prior financial year, Cromwell provided loans to Mr P Weightman, a now former Director of the Company, for the exercise of his employee options under Cromwell's Performance Rights Plan. Each loan term was three years, limited recourse and interest free. The final balance owing of $3,080,000 was repaid during the year 2021 financial year with the facility then cancelled.

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 17.

ii) Transactions with joint ventures and associates

Cromwell European Real Estate Investment Trust

Cromwell and the Trust hold 27.8% and 27.4% interests in CEREIT (2021: 28.0% and 27.5% - refer to note 9(b) for further details). Cromwell and the Trust received $34.5 million and $34.0 million in distributions from CEREIT during the year (2021: $50.3 million and $49.4 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.

The following income was earned by Cromwell from CEREIT:

	Cromwell 2022 $M	2021 $M
Paid / payable by CEREIT to Cromwell and its subsidiaries:		
Asset management fees	**27.9**	25.2
Development sales	**-**	15.0
Fund management fees	**11.1**	11.1
Leasing fees	**3.8**	2.5
Project management fees	**2.7**	1.7
Distributions	**34.5**	50.3
Balances outstanding with CEREIT at year end:		
Aggregate amounts receivable	**12.8**	12.0

Oyster Property Funds Limited

During the 2021 financial year, the Trust provided a NZD-denominated short-term loan facility of $17.1 million in aggregate to a subsidiary of Oyster for the initial funding of a property syndication. The Trust earned a fee of $475,000 for the provision of this facility, which was never drawn upon and has now ceased.

LDK Healthcare Unit Trust

Cromwell holds a 50% interest in the LDK Healthcare Unit Trust (LDK), a joint venture conducting an aged care operation. Cromwell has the following loans and related party transactions with the LDK joint venture:

a) Working capital loans

Refer to note 20 for further information.

b) "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 20 for further information.

c) Project management fees

During the prior year Cromwell provided project management services to a subsidiary of LDK in relation to the development of the LDK 'Greenway Views' aged care facility. Cromwell derived $nil in project management fees at normal commercial terms during the year (2021: $0.9 million).

Ursynów

Cromwell derived $nil in property management fees at normal commercial terms during the year (2021: $0.7 million).

During the current financial year Cromwell and its joint venture partner contributed loans of €17.0 million ($26.8 million) each, which the joint venture used to repay an external debt facility that fell due. This amount remains receivable from Ursynów at 30 June 2022. During the period the loan facility was utilised by Ursynów interest accrued/paid to Cromwell was €0.5 million ($0.8 million).

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	
	2022	2021
	$M	$M
Paid / payable by the Trust to the Company and its subsidiaries:		
Fund management fees	**20.1**	20.0
Property management fees	**6.3**	6.3
Leasing fees	**2.2**	0.6
Project management fees	**0.2**	0.7
Accounting fees	**1.0**	1.0
Received / receivable by the Trust from the Company and its subsidiaries:		
Interest	**2.3**	2.2
Rent and recoverable outgoings	**2.6**	2.2
Balances outstanding at year-end with the Company and its subsidiaries:		
Aggregate amounts payable	**2.2**	0.7
Aggregate amounts receivable	**89.5**	74.6

The amount receivable from the Company and its subsidiaries includes loans of $89.5 million (2021: $74.6 million). For further details regarding these loans refer to note 13(b).

25. 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 Touche Tohmatsu and component audit firms during the year:

	Cromwell		Trust	
	2022	2021	**2022**	2021
	$	$	**$**	$
Deloitte Touche Tohmatsu				
Audit and other assurance services				
Auditing or reviewing of financial reports	**508,241**	452,760	**380,542**	340,020
Auditing of controlled entities' AFS licences	**7,500**	7,000	**-**	-
Auditing of component financial reports	**882,961**	793,588	**460,644**	376,192
Other assurance services	**130,000**	25,000	**-**	-
	1,528,702	1,278,348	**841,185**	716,212
Other services				
Due diligence services	**452,765**	-	**452,765**	-
Other reporting services	**45,940**	-	**45,940**	-
International consulting services	**17,567**	-	**-**	-
Australian taxation advice	**17,015**	18,690	**-**	-
International taxation advice	**-**	9,118	**-**	-
Total remuneration of Deloitte Touche Tohmatsu	**2,061,989**	1,306,156	**1,339,890**	716,212
Pitcher Partners				
Audit and other assurance services				
Auditing of the Trust's compliance plan	**41,000**	39,000	**41,000**	39,000
Audit of Statements of Outgoings	**26,600**	27,000	**26,600**	27,000
	67,600	66,000	**67,600**	66,000
Other services				
Valuation services	**17,300**	11,000	**-**	-
Total remuneration of Pitcher Partners	**84,900**	77,000	**67,600**	66,000
Total auditors' remuneration	**2,146,889**	1,383,156	**1,407,490**	782,212

26. 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 Consolidated Balance Sheet. This note provides details of any such items.

B) COMMITMENTS

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	
	2022 $M	2021 $M	**2022 $M**	2021 $M
Investment property	**1.7**	6.2	**1.7**	6.2
Capital contributions	**2.4**	-	**2.4**	-
Total capital expenditure commitments	**4.1**	6.2	**4.1**	6.2

C) CONTINGENT ASSETS AND CONTINGENT LIABILITIES

The Directors are not aware of any material contingent assets or contingent liabilities of Cromwell or the Trust (2021: $nil).

27. Subsequent events

Convertible bonds

Subsequent to year end, the Optional Put, which was available to bond holders was exercised by 1,325 of the remaining 1,349 bond holders in exchange for cash equal to 100% of the face value. The convertible bonds of €132.5 million ($193.4 million) plus any accrued interest was paid to the bond holders by Cromwell on 1 August 2022 utilising cash on hand and existing debt facilities. The remaining 24 bonds will be compulsorily acquired by Cromwell within calendar year 2022 in accordance with the terms and conditions of the bonds.

Other than those disclosed above, no matter or circumstance has arisen since 30 June 2022 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.

The financial statements were approved by the Board of Directors and authorised for issue on 24 August 2022.

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"):

a) 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' financial position as at 30 June 2022 and of their performance, for the financial year ended on that date; and

b) the financial report also complies with International Financial Reporting Standards as disclosed in About this report - note 1 Basis of preparation; and

c) 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 2022 required by section 295A of the *Corporations Act 2001* (Cth).

This declaration is made in accordance with a resolution of the Directors.

Dr Gary Weiss AM
Chair

24 August 2022
Sydney

Deloitte.

Deloitte Touche Tohmatsu
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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 Reports

Opinion

We have audited the financial reports of:

- Cromwell Property Group (the "Group") which comprises the consolidated balance sheet as at 30 June 2022, the 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 compromises 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 2022, the 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 reports of the Group and the Trust are in accordance with the *Corporations Act 2001*, including:

- Giving a true and fair view of the Group and the Trust's financial position as at 30 June 2022 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 reports 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 the Responsible Entity (the "directors"), 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.

Deloitte.

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 of the Group 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.

<table>
<tr><th>Key Audit Matter</th><th>How the scope of our audit responded to the Key Audit Matter</th></tr>
<tr><td>
<u>Valuation of investment properties</u>

At 30 June 2022, Cromwell Property Group recognised investment properties at fair value of $3.7b as disclosed in Note 8.

The Group owns either directly or through joint ventures a portfolio of property consisting of properties across Australia, Italy and Poland.

Valuations were carried out by internal and third-party valuers for all investment properties in Australia, Italy, and Poland during the financial year. Within the 30 June 2022 valuations, certain valuers included observations as to market uncertainty caused by inflationary pressures and tightening monetary policy. This highlights a higher degree of caution should be attached to the valuations than would normally be the case.

Note 8 describes the valuation methodologies adopted by the Group:

the capitalisation approach applies a capitalisation rate to normalised market net operating income.
the discounted cash flow method involves the projection of cash flows discounted to present value.

The valuation process requires judgment and estimation in relation to the following key valuation inputs:

net market income
net operating income
compound annual growth rates
terminal yields
capitalisation rates; and
discount rates.

Of these, capitalisation rates and discount rates are considered to have the greatest propensity to materially impact the fair values recognised and involve the use of significant judgement.
</td><td>
Our procedures included, but were not limited to:

Understanding the relevant controls within management’s valuation framework and assessing the oversight applied by the directors over the valuation process
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 inflationary pressures and tightening monetary policy on the valuations
Assessing the independence, competence and objectivity of the external valuers, as well as competence and objectivity of internal valuers
Performing an analytical review and risk assessment of the portfolio, which includes an analytical review of the key inputs and assumptions underlying the valuations
Testing on a sample basis, both externally and internally valued properties, for:
- the completeness and accuracy of the information in the valuation models by agreeing key inputs such as annual net operating income to underlying records and source evidence
- the forecasts used in the valuations with reference to current net operating income, capital expenditure requirements, occupancy and lease renewals; and
- the mathematical accuracy of the valuation models
Assessing the assumptions used in the valuations, including the capitalisation rates and net market income adjustments made in the capitalisation approach, and the discount rate, compound annual growth rate, and terminal yield used in the discounted cashflow method with reference to external market trends & transactions, and property specific factors such as tenant mix and changes since the prior valuation.

We also assessed the appropriateness of the disclosures included in Note 8 (Investment properties) to the financial statements.
</td></tr>
</table>

Deloitte.

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 and Trust's annual report (but does not include the financial reports 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 reports 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 reports, 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 reports 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 Reports

The directors are responsible for the preparation of the financial reports that give 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 reports that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial reports, the directors are responsible for assessing the ability of the Group and the Trust to continue as going concerns, 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 Reports

Our objectives are to obtain reasonable assurance about whether the financial reports as a whole are 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 the financial reports.

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 reports, 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 or the 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 or the 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 reports 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 or the Trust to cease to continue as going concerns.
- Evaluate the overall presentation, structure and content of the financial reports, including the disclosures, and whether the financial reports represent 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 Group 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 39 of the Directors' Report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Cromwell Property Group, for the year ended 30 June 2022, 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

DELOITTE TOUCHE TOHMATSU

David Rodgers
Partner
Chartered Accountants

Brisbane, 24 August 2022

CORPORATE GOVERNANCE STATEMENT

The Board is committed to Cromwell Property Group meeting securityholders' and stakeholders' expectations of good corporate governance. The Board is proactive with respect to corporate governance and actively reviews developments to determine which corporate governance arrangements are appropriate for Cromwell Property Group and its securityholders and stakeholders.

This Corporate Governance Statement (Statement) reports on how Cromwell Property Group (or Cromwell or Group) complied with the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (the Recommendations) during the 2022 financial year.

This Statement is current as at 30 June 2022 and has been approved by the Board.

Cromwell Property Group comprises Cromwell Corporation Limited (or the Company) and the Cromwell Diversified Property Trust (or the CDPT), the Responsible Entity of which is Cromwell Property Securities Limited (or CPS).

Principle 1: Lay solid foundations for management and oversight

RECOMMENDATION 1.1

The Board of Directors of Cromwell Corporation Limited is identical to the Board of Directors of Cromwell Property Securities Limited (together, the Board; severally, the Directors). The Board's responsibilities include to provide leadership to Cromwell Property Group and to set its strategic objectives. The Board has adopted a formal, written Board Charter, which sets out the Board's role and responsibilities, including to:

- oversee the process for ensuring timely and balanced disclosure of all 'price sensitive' information in accordance with the *Corporations Act 2001* (Cth) (Corporations Act) and the ASX Listing Rules; and
- satisfy itself that an appropriate risk management framework that covers both financial and non-financial risks is in place, and to set the risk appetite within which the Board expects management to operate.

The Board generally holds a scheduled meeting every second calendar month and additional meetings are convened as required. The Directors' Report discloses the names of the Directors, the number of times that the Board met during the 2022 financial year and the attendances of individual Directors at those meetings. For easy reference, the information (including percentages of total) is shown below:

Director	Meetings attended (% of meetings eligible to attend)	Meetings eligible to attend (100%)
Dr Gary Weiss AM (Chair)	11 (100%)	11 (100%)
Mr Eng Peng Ooi (Deputy Chair)	11 (100%)	11 (100%)
Mr Robert Blain	11 (100%)	11 (100%)
Mr Jonathan Callaghan (appointed 7 October 2021)	7 (100%)	7 (100%)
Ms Tanya Cox	11 (100%)	11 (100%)
Mr Joseph Gersh AM	11 (100%)	11 (100%)
Ms Lisa Scenna	11 (100%)	11 (100%)
Ms Jialei Tang (appointed 9 July 2021)	11 (100%)	11 (100%)

Management prepares Board papers to inform and focus the Board's attention on key issues. Standing items include progress against strategic objectives, financial performance, people, sustainability and corporate governance (including compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with Cromwell Property Group's values and Code of Conduct).

The Board has the following long-established Board Committees to assist it in carrying out its responsibilities, to share detailed work and to consider certain issues and functions in detail:

- Audit and Risk Committee;
- Investment Committee; and
- Nomination and Remuneration Committee.

Details of the role, responsibilities and composition of the Board Committees are contained elsewhere in this Statement. The Directors' Report discloses (for each Board Committee) the members of the Board Committee, the number of times that the Board Committee met during the 2022 financial year and the individual attendances of the members at those meetings. For easy reference, the information (including percentages of total) is shown below:

Audit and Risk Committee

Director	Meetings attended (% of meetings eligible to attend)	Meetings eligible to attend (100%)
Mr Eng Peng Ooi (Committee Chair)	6 (100%)	6 (100%)
Ms Tanya Cox	6 (100%)	6 (100%)
Mr Joseph Gersh AM (retired from Committee 31 August 2021)	2 (100%)	2 (100%)
Ms Lisa Scenna	6 (100%)	6 (100%)
Dr Gary Weiss AM	6 (100%)	6 (100%)

Investment Committee

Director	Meetings attended (% of meetings eligible to attend)	Meetings eligible to attend (100%)
Mr Robert Blain (Committee Chair)	0 (100%)	0 (100%)
Mr Joseph Gersh AM	0 (100%)	0 (100%)
Mr Eng Peng Ooi (retired from Committee 31 August 2021)	0 (100%)	0 (100%)
Ms Lisa Scenna (retired from Committee 31 August 2021)	0 (100%)	0 (100%)
Ms Jialei Tang (appointed to Committee 1 September 2021)	0 (100%)	0 (100%)
Dr Gary Weiss AM	0 (100%)	0 (100%)

Having regard to the review of Cromwell's strategy that was undertaken during the 2022 financial year, matters relating to investment strategy and transactions were considered by the Board during the reporting period.

Nomination and Remuneration Committee

Director	Meetings attended (% of meetings eligible to attend)	Meetings eligible to attend (100%)
Ms Tanya Cox (Committee Chair)	4 (100%)	4 (100%)
Mr Robert Blain	4 (100%)	4 (100%)
Mr Joseph Gersh AM (retired from Committee 31 August 2021)	2 (100%)	2 (100%)
Ms Lisa Scenna	4 (100%)	4 (100%)
Dr Gary Weiss AM (appointed to Committee 1 September 2021)	2 (100%)	2 (100%)

The Board has delegated authority to the Chief Executive Officer (CEO) of Cromwell Property Group for the day-to-day business and affairs of the Group. This has been formalised in the Board Charter and the Board-approved Delegation of Authority Policy. The Board reviews these documents at least annually to ensure their effectiveness and appropriateness (given the evolving needs of Cromwell Property Group).

What you can find on the Corporate Governance page on our website:

- Board Charter
- Audit and Risk Committee Charter
  (effective up to and including 30 June 2022)
- Nomination and Remuneration Committee Charter
- Delegation of Authority Policy
- Constitution of Cromwell Corporation Limited
- Constitution of the Cromwell Diversified Property Trust

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 1.2

Cromwell Property Group undertakes appropriate checks before appointing a Director or senior executive, or putting forward to securityholders a candidate for election or re-election as a Director. The checks are into matters such as the person's character, experience, education, criminal record and bankruptcy history. The Board and Nomination and Remuneration Committee also consider whether or not the candidate has sufficient time available, given their other roles and activities, to meet expected time commitments to Cromwell.

When securityholders are asked at Cromwell Property Group's annual general meeting (AGM) to elect, or re-elect, a Director to the Board, Cromwell will provide securityholders with the following information to enable them to make an informed decision:

- biographical information, including relevant qualifications, experience and the skills the candidate brings to the Board;
- details of any other current material directorships;
- a statement as to whether the Board supports the candidate's election or re-election and a summary of the reasons why; and
- (for a candidate standing for election as a Director for the first time) a confirmation that appropriate checks into the candidate's background and experience have been conducted; any material adverse information revealed by background checks; details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect the candidate's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Group as a whole rather than in the interests of an individual securityholder or other party; and a statement from the Board as to the candidate's independence; or
- (for a candidate standing for re-election) the term of office currently served and a statement from the Board as to the candidate's independence.

The information will be provided in the relevant notice of meeting. Securityholders also have the opportunity to ask questions of candidates at the AGM.

In this Statement, AGM means (together) the Annual General Meeting of the Company and the General Meeting of the CDPT.

RECOMMENDATION 1.3

Cromwell Property Group has provided each Non-executive Director with a written letter of appointment which details the terms of their appointment, including:

- the requirement to disclose interests and any matters which could affect the Director's independence;
- remuneration and expected time commitments;
- the requirement to comply with key corporate policies, including Cromwell Property Group's Code of Conduct and Securities Trading Policy;
- the requirement to seek the Chair's consent before accepting any new role that could impact on the time commitment expected of the Director, and to notify the Board about anything that may lead to an actual or potential conflict of interest or duty;
- Cromwell Property Group's policy on when Directors may seek independent professional advice at the expense of the entity;
- indemnity and insurance arrangements and ongoing rights of access to corporate information; and
- ongoing confidentiality obligations.

The CEO (an Executive Director) has a written formal job description, an employment contract (outlining the terms of appointment as a senior executive) and a letter of appointment for the role as Executive Director.

Other senior executives have written employment contracts that outline the terms of their appointment.

Cromwell Property Group has a Board-approved Securities Trading Policy under which Directors, senior executives and employees are restricted in their ability to deal in Cromwell Property Group securities. Appropriate closed periods are in place during which Directors, senior executives and employees are not permitted to trade. Directors, senior executives and employees are made aware of the policy and receive training annually. The policy is reviewed at least annually.

What you can find on the Corporate Governance page on our website:

- Code of Conduct
- Securities Trading Policy

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 1.4

The Company Secretary is accountable to the Board (through the Chair) on all matters to do with the proper functioning of the Board.

The Company Secretary's responsibilities include:

- advising the Board and Board Committees on governance matters;
- monitoring that Board and Board Committee policies and procedures are followed;
- guiding the continuous improvement, and coordinating the timely completion and despatch, of the Board and Board Committee papers;
- ensuring that the business at the Board and Board Committee meetings is accurately captured in minutes; and
- helping to organise and facilitate the induction and professional development of Directors.

Directors can, and do, communicate directly and regularly with the Company Secretary on Board matters. Similarly, the Company Secretary communicates directly and regularly with the Directors on such matters.

The Board Charter states that the Board is responsible for appointing and removing the Company Secretary.

What you can find on the Corporate Governance page on our website:

- Board Charter

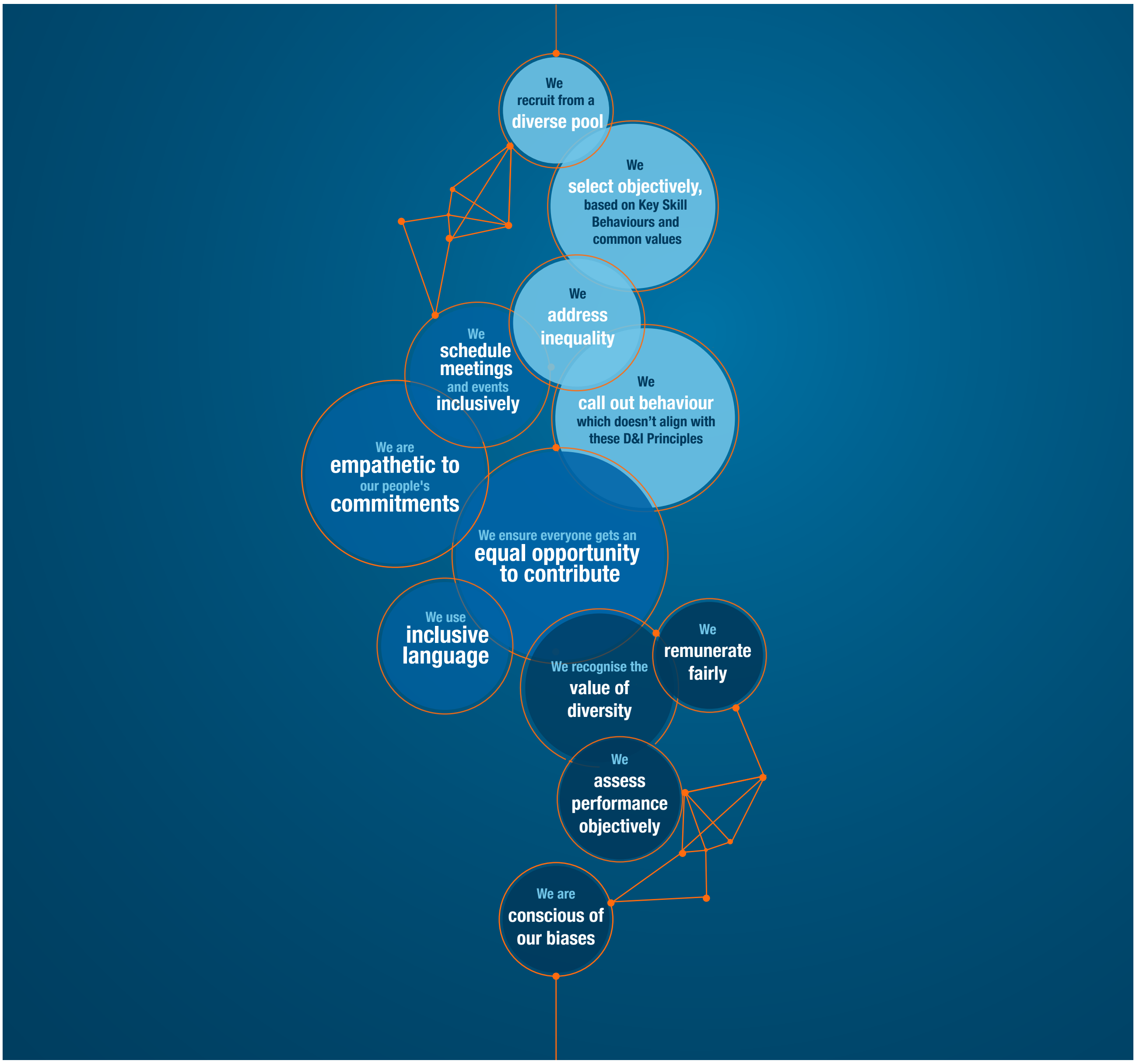
www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 1.5

For Cromwell Property Group, diversity is both the visible and invisible differences (gender, family status, age, sexual orientation, gender identity, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience) that make each individual unique. Inclusion is about creating an environment where all individuals feel connected, respected and valued and able to be their true and best selves. Cromwell Property Group is committed to creating an inclusive workplace where diversity is valued and promoted.

Cromwell Property Group recognises that inclusion links very closely with its corporate values. The Group's Diversity and Inclusion principles stem from its values, which, in turn, are embedded in the performance management framework.

Cromwell Property Group's Diversity and Inclusion principles are as follows:



Cromwell has a Board-approved Diversity and Inclusion Policy which sets out the framework the Group has in place to achieve diversity in the composition of its Board, senior executive and broader workforce. Pursuant to the Diversity and Inclusion Policy, each financial year the Board (on recommendation from the Nomination and Remuneration Committee) sets measurable objectives for achieving diversity. An annual assessment of progress against those objectives is undertaken by the Board, with the Nomination and Remuneration Committee monitoring progress on a quarterly basis throughout the year.

The table below shows the Group's gender diversity objectives set for the 2022 financial year and the Group's Australian business's performance against those objectives as at 30 June 2022.

Number	Group's FY22 gender diversity objective	Group's Australian business's performance as at 30 June 2022
1	We will execute Cromwell's Diversity and Inclusion Action Plan	Initiatives in support of the objective are largely completed
2	We will measure our gender pay gap and set a baseline	We have achieved the objective We will continue to measure and report on our gender pay gap in FY23
3	We will ensure pay parity	We have achieved the objective
4	We will achieve 40:40:20 gender diversity at all organisational levels	**Cromwell Board** As at 30 June 2022, the Cromwell Board comprised eight Directors, three of whom are female (37.5%) (the Cromwell Board comprised 33.33% female Directors as at 30 June 2021)
		Senior executive and employees We have achieved the objective in three of our six leadership levels Initiatives in further support of the objective remain in progress
5	We will embed diversity targets in Executive Objectives and Key Results (OKRs) and Key Management Personnel Short Term Incentives annually	We have achieved the objective

As at the date shown, the respective proportions of females and males on the Board, in senior executive positions and across the employee workforce were as follows:

Date	Body	Females (% of total)	Males (% of total)	Total (100%)
As at 30 June 2022	Cromwell Board	3 (37.5%)	5 (62.5%)	8 (100%)
As at 30 June 2022	Senior executive[1]	5 (45%)	6 (55%)	11 (100%)
As at 30 June 2022	Employees[2]	70 (50%)	70 (50%)	140 (100%)

(1) Recommendation 1.5(c)(3)(A) requires the Group to disclose how it has defined 'senior executive' for these purposes. In this table, 'senior executive' means the Australian Executive Committee, which, as at 30 June 2022, comprised: the CEO, Fund Manager, Chief Technology Officer, Head of People – APAC, Group Head of Development, Head of Funds Management – Australia, Company Secretary and Corporate Counsel, Head of Property Operations, Chief Investment Officer, Head of Retail Funds Management and Chief Financial Officer.

(2) Excludes the Board, senior executive, European business, Singaporean business, Phoenix Portfolios, Oyster Property Group and LDK Healthcare.

Cromwell Property Group is a 'relevant employer' under the *Workplace Gender Equality Act 2012* (Cth) (WGEA). Cromwell's latest WGEA reporting is available on the Corporate Governance page on the Group's website.

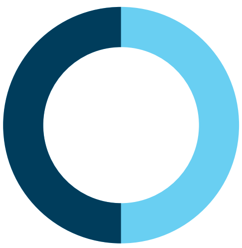
Cromwell Board diversity information

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

GENDER DIVERSITY

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

CULTURAL AND LINGUISTIC DIVERSITY



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

GEOGRAPHIC DIVERSITY

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

No Cromwell Director identifies as an Australian Aboriginal and/or Torres Strait Islander person. Cromwell Directors' ages are shown in this Statement under recommendation 2.3.

What you can find on the Corporate Governance page on our website:

- Diversity and Inclusion Policy
- Nomination and Remuneration Committee Charter
- Gender Diversity Objectives *(current financial year and previous financial years)*
- WGEA reporting
- Our Values

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

In line with footnote 31 of the Recommendations, the webpage on the WGEA website where its latest Gender Equality Indicators are available is:

www.wgea.gov.au/what-we-do/compliance-reporting/wgea-procurement-principles

What you can find on the Sustainability page on our website:

- Sustainability Report *(current report and previous reports)*

www.cromwellpropertygroup.com/sustainability

RECOMMENDATION 1.6

The Board undertakes an annual formal performance assessment, which includes an evaluation of the performance of the Board, Board Committees and individual Directors and also a self-evaluation. Under the annual formal performance assessment, Directors complete a questionnaire and can make comments or raise any issues they have in relation to the performance. The results are compiled by the Company Secretary and discussed at a subsequent Nomination and Remuneration Committee meeting, with all Directors in attendance. The formal performance assessment was conducted for the 2022 financial year; it did not raise any governance issues that needed to be addressed but, in line with Cromwell Property Group's deep commitment to continuous improvement, a number of continuous improvement measures were identified for implementation during the 2023 financial year.

As shown in this Statement under recommendation 1.1, individual Directors attended 100% of the Board and Board Committee meetings they were eligible to attend during the 2022 financial year. The Board considers periodically using external facilitators to conduct its performance reviews. The Deputy Chair of the Board and senior independent director is responsible for the performance evaluation of the Chair of the Board, after having canvassed the views of the other Directors. The performance evaluation of the Chair of the Board was conducted for the 2022 financial year; the Board remains supportive of the leadership of the Chair of the Board and no issues were raised that needed to be addressed.

What you can find on the Corporate Governance page on our website:

- Nomination and Remuneration Committee Charter

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 1.7

Cromwell Property Group has an established, rigorous process for the performance review of all employees, including senior executives. The performance of senior executives and whether they have met their individual key performance indicators is formally evaluated annually by the CEO, with regular feedback being provided during the performance period. At the time of the reviews, the professional development of the senior executive is also discussed, along with any training which could enhance their performance. Both qualitative and quantitative measures are used in the evaluation. A performance evaluation for each senior executive was completed during the reporting period.

Under its Charter, the Nomination and Remuneration Committee is responsible for facilitating an annual review of the performance of the CEO (an Executive Director). This annual review was completed for the 2022 financial year.

What you can find on the Corporate Governance page on our website:

- Nomination and Remuneration Committee Charter

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

Principle 2: Structure the board to add value

RECOMMENDATION 2.1

Nomination and Remuneration Committee

The Board's Nomination and Remuneration Committee has four members, three of whom are independent Directors. The Committee is chaired by an independent Director who is not the Chair of the Board.

The Nomination and Remuneration Committee operates under a Board-approved written Charter. The Charter sets out the Nomination and Remuneration Committee's various responsibilities, including reviewing and making recommendations to the Board in relation to:

- Board succession planning generally;
- induction and continuing professional development programmes for Directors;
- the development and implementation of a process for evaluating the performance of the Board, Board Committees and Directors;
- the process for recruiting new Directors;
- the appointment, or re-election, of Directors to the Board;
- the performance and education of Directors;
- reviewing and recommending remuneration arrangements for the Directors, the CEO and senior executives; and
- ensuring succession plans are in place with regard to the CEO and other senior executives.

The Nomination and Remuneration Committee:

- may seek any information it considers necessary to fulfil its responsibilities;
- has access to management to seek explanations and information;
- may seek professional advice from employees of the Group and independent professional advice and services from appropriate external advisors (independent of management), at Cromwell Property Group's cost; and
- may meet with external advisors without management being present.

On at least an annual basis, the Board or the Nomination and Remuneration Committee reviews the time required from a Non-executive Director and whether Directors are meeting that requirement.

The Directors' Report discloses the members of the Nomination and Remuneration Committee, the number of times that the Committee met during the 2022 financial year and the individual attendances of the members at those meetings. For easy reference, the information (including percentages of total) is shown in this Statement under recommendation 1.1.

What you can find on the Corporate Governance page on our website:

Nomination and Remuneration Committee Charter

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 2.2

Board Skills Matrix

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

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

KEY

✔ Well-developed skills: strong working knowledge and experience

✓ Developed skills: solid working knowledge and some experience

Skill	Dr Weiss AM	Mr Ooi	Mr Blain	Mr Callaghan	Ms Cox	Mr Gersh AM	Ms Scenna	Ms Tang	Directors with well-developed skills (number of Directors and as a percentage of entire Board)	Directors with developed skills (number of Directors and as a percentage of entire Board)
Leadership and culture Non-executive Director and Board Committee experience in a publicly listed company in Australia or overseas Experience at an executive level in business including the ability to assess the performance of the CEO and senior management Understanding, implementing and monitoring good organisational culture	✔	✔	✔	✔	✔	✔	✔	✔	8 (100%)	N/A
Property and asset management Experience in, and appropriate knowledge of, the Australian and European commercial property market in one or more of the following areas: acquisitions and disposals; asset management; property management; leasing; facilities management; and development Experience in, and knowledge of, other property markets in other relevant jurisdictions (ie, international) and other property market sectors	✔	✔	✔	✔	✔	✔	✔	✔	8 (100%)	N/A
Funds / investment management Significant experience in, and knowledge of, wholesale and retail funds management, in Australia and globally	✔	✔	✓	✔	✔	✔	✔	✔	7 (87.5%)	1 (12.5%)
Commercial capability Deep experience at a Board or executive level with a listed company(ies) in the ASX300 or international equivalent, with an understanding of capital raising, takeovers, continuous disclosure and corporate governance Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies to meet Cromwell Property Group's identified objectives	✔	✔	✔	✔	✔	✔	✔	✔	8 (100%)	N/A

Skill	Dr Weiss AM	Mr Ooi	Mr Blain	Mr Callaghan	Ms Cox	Mr Gersh AM	Ms Scenna	Ms Tang	Directors with well-developed skills (number of Directors and as a percentage of entire Board)	Directors with developed skills (number of Directors and as a percentage of entire Board)
Financial acumen Ability to understand key financial statements; critically assess financial viability and performance; contribute to financial planning; monitor operating and capital expenditure budgets; and monitor debt levels and funding arrangements; and/or Experience as a partner in a top tier accounting firm, or as a CFO in a listed company in the ASX300 or international equivalent, with a deep understanding of the accounting standards applicable to Cromwell Property Group's financial reports and Cromwell Property Group's financial accountability process	✓	✓	✓	✓	✓	✓	✓	✓	8 (100%)	N/A
Risk oversight Ability to identify or recognise key risks to Cromwell Property Group across its various operations and monitor risk management frameworks	✓	✓	✓	✓	✓	✓	✓	✓	8 (100%)	N/A
Debt management Experience in the banking industry or in a corporate treasury department giving an understanding of the debt market in Australia, Europe or elsewhere	✓	✓	✓	✓	✓	✓	✓	✓	5 (62.5%)	3 (37.5%)
People Experience in managing human capital, remuneration and reward, industrial relations, workplace health and safety and strategic workforce planning	✓	✓	✓	✓	✓	✓	✓	✓	8 (100%)	N/A
Public policy, government, economics Experience with either federal or state (or equivalent) government ministers or departments giving a knowledge of agendas, policies or processes Understanding of key macro and micro economic indicators and market cycles and their impact on Cromwell Property Group and the environment in which it operates	✓	✓	✓	✓	✓	✓	✓	✓	4 (50%)	4 (50%)
ESG Demonstrate an understanding of health and safety practices Understanding of risks and opportunities regarding climate change Former or current role with direct accountability for environment practices including energy, water management, emissions and land management	✓	✓	✓	✓	✓	✓	✓	✓	7 (87.5%)	1 (12.5%)

The Board considers that its current members have an appropriate mix of skills, personal attributes and experience that allows the Directors individually, and the Board collectively, to discharge their duties effectively and efficiently. The Board comprises individuals who understand the business of the Group and the environment in which it operates and who can effectively assess management's performance in meeting agreed objectives and goals.

The Directors' Report provides the following information about each Director:

- profile, including qualifications and experience; and
- special responsibilities and attendances at Board and Board Committee meetings. For easy reference, attendances at meetings are reproduced in this Statement.

What you can find on the Corporate Governance page on our website:

Nomination and Remuneration Committee Charter

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 2.3

The Board

The Group recognises that independent Directors are important in reassuring securityholders that the Board properly fulfils its role. As at 30 June 2022, the Board comprised eight Directors, with a Non-executive Chair, an independent Non-executive Deputy Chair and a majority of independent Non-executive Directors:

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

Each year, independence status is assessed using the guidelines and factors set out in the Recommendations and each independent Non-executive Director also confirms to the Board, in writing, their continuing status as an independent Director.

In assessing a Director's independence status, the Board has adopted a materiality threshold of 5% of the Group's net operating income or 5% of the Group's net tangible assets (as appropriate) as disclosed in its last audited financial accounts.

The length of time that each independent Director has served on the Board is shown in the table above.

The Board is comfortable that no Director has served for a period such that their independence may have been compromised. The Board also recognises that the interests of Cromwell Property Group and its securityholders are likely to be well served by having a mix of Directors, some with a longer tenure with a deep understanding of Cromwell and its business and some with a shorter tenure with fresh ideas and perspective.

Cromwell Property Group's independent Non-executive Directors are considered by the Board to meet the test of independence under the Recommendations.

Each independent Non-executive Director has undertaken to inform the Board as soon as practical if they think their status as an independent Director has or may have changed.

What you can find on the Corporate Governance page on our website:

Board Charter

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 2.4

As at 30 June 2022, the Board comprised eight Directors, with a Non-executive Chair, an independent Non-executive Deputy Chair and a majority of independent Non-executive Directors.

The Non-executive Directors confer periodically as a group without senior executives present.

What you can find on the Corporate Governance page on our website:

Board Charter

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 2.5

The Chair of the Board – Dr Gary Weiss AM – is a Non-executive Director and the Deputy Chair of the Board and senior independent director – Mr Eng Peng Ooi – is an independent Non-executive Director.

From 1 January 2021 to 4 October 2021, Mr Michael Wilde was the Acting CEO of Cromwell Property Group. On 5 October 2021, Mr Jonathan Callaghan commenced as the CEO of Cromwell Property Group and was appointed as an Executive Director effective 7 October 2021.

This is consistent with the Board Charter, which stipulates that the Chair of the Board will not be the same person as the CEO and, if the Chair of the Board is not an independent Non-executive Director, then the Board will elect an independent Non-executive Director as Deputy Chair of the Board or as the 'senior independent director'. The Deputy Chair of the Board or senior independent director will act as Chair of the Board if the Chair faces a conflict of interest.

The Board Charter sets out the responsibilities of the Chair, including:

- leading the Board and Cromwell Property Group;
- facilitating the effective contribution and ongoing development of all Directors;
- promoting constructive and respectful relations between Board members and between the Board and management; and
- facilitating Board discussions to ensure that core issues facing Cromwell Property Group are addressed.

The Recommendations note that the role of chair is demanding, requiring a significant time commitment. As shown in this Statement under recommendation 1.1, Chair of the Board Dr Gary Weiss AM attended 100% of the Board and Board Committee meetings he was eligible to attend during the 2022 financial year.

What you can find on the Corporate Governance page on our website:

Board Charter

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 2.6

An induction programme ensures that new Directors can discharge their responsibilities effectively, participate fully and actively in decision making, and add value, upon their appointment. The programme includes:

- meeting with fellow Directors and the senior executive team and receiving briefings on Cromwell Property Group's strategy, structure, business operations, history, culture and key risks;
- reviewing materials and policies in relation to corporate governance, legal duties and responsibilities and key accounting matters and directors' responsibilities; and
- undertaking Cromwell Property Group property asset and office site visits.

Each year, the Nomination and Remuneration Committee assesses whether the Directors, as a group, have the skills, knowledge and experience to deal with new and emerging business and governance issues and recommends to the Board a professional development programme for Directors. This includes training relevant to each skill area of the Board Skills Matrix and on key issues relevant to Cromwell Property Group's operations, financial affairs and governance.
The professional development programme is compiled in light of recent or potential developments (internal and external)

as well as any skills or knowledge gaps identified by the Nomination and Remuneration Committee. Directors also have access to the inhouse training sessions provided by Cromwell Property Group's Risk and Compliance team and Finance team. On an ongoing basis, Directors are provided with briefings on material changes to accounting standards, laws and regulations relevant to Cromwell Property Group.

During the 2022 financial year, and in early July 2022, Directors undertook Cromwell Property Group property asset and office site visits.

What you can find on the Corporate Governance page on our website:

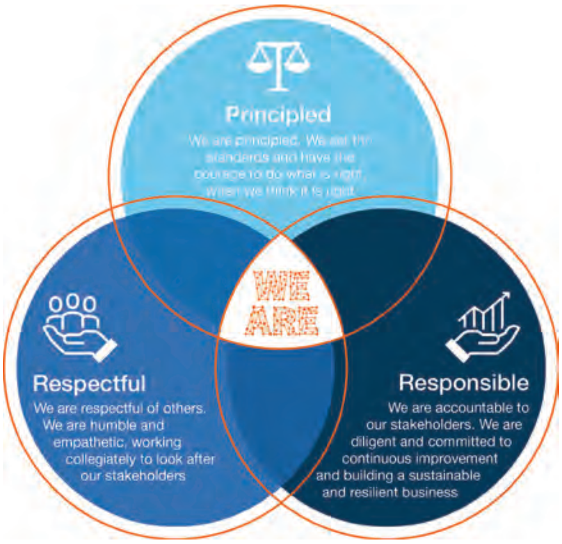
- Nomination and Remuneration Committee Charter

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

Principle 3: Act ethically and responsibly

RECOMMENDATION 3.1

Cromwell Property Group is a 'values led' organisation. Its corporate values, as disclosed on the website and in the Board-approved Code of Conduct, are as follows:



Such values underpin Cromwell Property Group's vision, which is to be a trusted, global real estate fund manager, with a local presence.

Cromwell Property Group's Directors, senior executives and employees are required to act lawfully, ethically and responsibly. This is reinforced by the values and the various practices and policies of the Group.

The Board and the senior executives reinforce Cromwell Property Group's values in their interactions with Cromwell's wider team. Appropriate standards are communicated and reinforced to all employees at induction sessions, regular refresher training and team meetings and in staff communications.

During the 2022 financial year, Cromwell Property Group undertook an extensive internal consultation exercise to refresh its corporate values in line with its renewed vision. The refreshed corporate values are expected to be launched early in the 2023 financial year and will be disclosed on the website and in the Board-approved Code of Conduct.

What you can find on the Corporate Governance page on our website:

- Our Values
- Code of Conduct *(encompassing anti-bribery and corruption)*

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 3.2

All Directors, senior executives and employees are expected to act with integrity and strive at all times to enhance the reputation and performance of Cromwell Property Group. To reinforce this culture, Cromwell Property Group has a Board-approved Code of Conduct to provide guidance about the attitudes and behaviour necessary to maintain stakeholder confidence in the integrity of Cromwell Property Group and comply with the Group's legal obligations. The Board-approved Code of Conduct is made available to all Directors, senior executives and employees and they are reminded of the importance of the Code of Conduct on a regular basis, including through refresher training. The Code of Conduct is also published on Cromwell Property Group's website.

Compliance with Board-approved policies (including the Code of Conduct) is monitored via monthly checklists completed by key management and proactive testing programmes and by investigation following any report of a breach. Compliance monitoring is undertaken by the Compliance team under the direction of the Head of Risk and Compliance. The Board and the Audit and Risk Committee are notified of any material breaches of the Code of Conduct. The Directors and senior executives take appropriate and proportionate disciplinary action against those who breach the Code of Conduct.

There were no material breaches of the Code of Conduct during financial year 2022.

RECOMMENDATIONS 3.3 AND 3.4

Cromwell Property Group has a Board-approved Whistleblower Protection Policy and a Code of Conduct encompassing anti-bribery and corruption.

These policies actively encourage and support reporting to appropriate management of any actual or potential breaches of the Group's legal obligations and/or of the Code of Conduct and any concerns about any unlawful, unethical or irresponsible behaviour within Cromwell Property Group.

The Audit and Risk Committee is informed of any incidents reported under Cromwell Property Group's Whistleblower Protection Policy and any incidents of bribery or corruption prohibited by the Code of Conduct.

What you can find on the Corporate Governance page on our website:

- Whistleblower Protection Policy
- Code of Conduct
  (encompassing anti-bribery and corruption)

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

Principle 4: Safeguard integrity in corporate reporting

RECOMMENDATION 4.1

Audit and Risk Committee

The Board is responsible for the integrity of the Group's corporate reporting. To assist in discharging this function, the Board has a long-established Audit and Risk Committee. The Board's Audit and Risk Committee has four members, all of whom are Non-executive Directors and a majority of whom are independent Directors. The Committee is chaired by an independent Director who is not the Chair of the Board.

The Audit and Risk Committee operates under a Board-approved written Charter, which sets out the Audit and Risk Committee's:

- objectives, including to maintain and improve the quality, credibility and objectivity of the financial accountability process (including financial reporting on a consolidated basis); and
- responsibilities, including reviewing and making recommendations to the Board in relation to:
  - whether Cromwell Property Group's financial statements reflect the understanding of the Audit and Risk Committee members, and otherwise provide a true and fair view, of the financial position and performance of the Group;
  - the appropriateness of any significant estimates or judgments in the financial reports (including those in any consolidated financial statements); and
  - the appointment or removal, and review of effectiveness and independence, of the external auditor.

The Directors' Report discloses:

- the relevant qualifications and experience of the members of the Audit and Risk Committee; and
- the number of times that the Audit and Risk Committee met during the 2022 financial year and the individual attendances of the members at those meetings. For easy reference, the information (including percentages of total) is shown in this Statement under recommendation 1.1.

The Audit and Risk Committee:

- may seek any information it considers necessary to fulfil its responsibilities;
- has access to management to seek explanations and information;
- has access to auditors to seek explanations and information from them, without management being present;
- may seek professional advice from employees of the Group and independent professional advice from appropriate external advisors, at Cromwell Property Group's cost; and
- may meet with external advisors without management being present.

During the 2022 financial year, the external auditor attended all of the meetings of the Audit and Risk Committee and time was made available for the Committee to meet with the external auditor without management being present.

The external auditor has declared its independence to the Board and to the Audit and Risk Committee. The Board is satisfied the standards for auditor independence and associated issues have been met.

As stated in the introduction to this Statement, the Statement is current as at 30 June 2022. Effective 1 July 2022, the Audit and Risk Committee was reconstituted as an Audit Committee and as an Environmental-Social-Governance (ESG) and Risk Committee.

What you can find on the Corporate Governance page on our website:

- Audit and Risk Committee Charter *(effective up to and including 30 June 2022)*
- Audit Committee Charter *(effective on and from 1 July 2022)*
- ESG and Risk Committee Charter *(effective on and from 1 July 2022)*
- Auditor Independence Policy
- External Auditor – Selection, Appointment and Rotation

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 4.2

Before it approves the Group financial statements for a financial period, the Board receives from the CEO and CFO a written declaration that, in their opinion, the financial records of the entity have been properly maintained and the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

RECOMMENDATION 4.3

For any periodic corporate report that Cromwell releases to the market that is not audited or reviewed by an external auditor, Cromwell has a robust review, verification and approval process to verify the integrity of those reports. Cromwell undertakes an internal review and verification exercise, with material statements verified by relevant managers and all verification materials retained in corporate records. Review by independent advisors is obtained where appropriate. Cromwell Property Group's Market Disclosure Protocol provides for a sign off protocol for each announcement to ensure that Directors review and (where applicable) approve announcements prior to release; in addition, at least two Disclosure Officers review and approve the announcement and, in accordance with ASX Listing Rule 15.5 (as amended from time to time), authorise the lodgement of the announcement with the ASX.

Cromwell adopts this process to satisfy itself that the relevant report is materially accurate, balanced and provides securityholders with appropriate information to make informed investment decisions.

What you can find on the Corporate Governance page on our website:

- Market Disclosure Protocol

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

Principle 5: Make timely and balanced disclosure

RECOMMENDATIONS 5.1, 5.2 AND 5.3

Cromwell Property Group believes that all stakeholders should be informed in a timely and widely available manner of all material information concerning the Group, including its financial position, performance, ownership and governance. In particular, Cromwell Property Group strives to ensure that any price sensitive material for public announcement is lodged with the ASX before external disclosure elsewhere and posted on the Group's website as soon as reasonably practicable after lodgement with the ASX.

The Group has a Market Disclosure Protocol which includes policies and procedures designed to ensure compliance with the continuous disclosure obligations under the ASX Listing Rules.

The Board receives copies of all market announcements promptly after such announcements have been released. This ensures that the Board has timely visibility of the nature and quality of information disclosed to the market and the frequency of disclosures. Cromwell Property Group's Market Disclosure Protocol provides for a sign off protocol to ensure that Directors review and (where applicable) approve announcements prior to release.

When Cromwell Property Group is giving a presentation, a copy of the presentation materials is released on the ASX Market Announcements Platform ahead of the presentation. Examples of such presentations are those delivered for half year results and full year results and at the AGM and any general meeting. In addition, for the AGM and any general meeting, a copy of the Chair's address and the CEO's address is released on the ASX Market Announcements Platform before the commencement of the meeting.

Cromwell Property Group is committed to providing securityholders with the opportunity to engage and participate in presentations and meetings, while maintaining their health and safety in light of the COVID-19 pandemic.

For the AGM on 17 November 2021, securityholders were invited to attend in-person at the Group's Brisbane office or to participate in the meeting 'virtually' through an online platform provided by Cromwell's registry, Link Market Services Limited. Securityholders participating 'virtually' were able to participate in the meeting by viewing the meeting live, viewing and hearing the Chair's address and the CEO's address, viewing the presentation slides, asking questions (written via the online platform or verbal via telephone) and voting online.

What you can find on the Corporate Governance page on our website:

- Market Disclosure Protocol
- Investor Relations Policy

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

Principle 6: Respect the rights of securityholders

RECOMMENDATION 6.1

Cromwell Property Group aims to keep securityholders informed on an ongoing basis of the Group's performance and all major developments. Securityholders receive regular reports and the Group uses its website as its primary means of providing information to securityholders and the broader investment community about the Group's business, history, corporate structure, corporate governance and financial performance.

The Corporate Governance page on the Group's website provides:

- a link to information about the Board of Directors;
- key corporate governance documents, including constitutions, charters and policies;
- a link to key events in the Corporate Governance calendar;

- a link to a description of the Group's stapled security dividends/distributions policy and information about the Group's dividend/distribution history;
- a link to download relevant securityholder forms; and
- materials referred to in this Statement.

The Group's website also provides:

- an overview of the Group's current business;
- a description of how the Group is structured;
- a summary of the Group's history;
- a statement of the Group's values;
- documents that the Group releases publicly (such as annual reports, ASX announcements, notices of meeting and company news items);
- historical information about the market prices of Cromwell Property Group securities;
- ahead of the AGM (or any general meeting), information including time and venue and a copy of the Chair's address, the CEO's address and the presentation materials;
- contact details for enquiries from securityholders, analysts or the media; and
- contact details for its securities registry.

Our website address:	The Corporate Governance page on our website:
www.cromwellpropertygroup.com	**www.cromwellpropertygroup.com/securityholder-centre/corporate-governance**

RECOMMENDATION 6.2

Cromwell Property Group has a Board-approved Investor Relations Policy, which has been designed to facilitate effective two-way communication with all Cromwell securityholders (institutional and retail) and other financial market participants, and to ensure that Cromwell gives all Cromwell securityholders and other financial market participants easy and timely access to balanced and understandable information about Cromwell's business, governance, financial performance and prospects.

The Policy also sets out the policies and processes that the Group has in place to encourage participation of securityholders and financial market participants in the AGM. This is important to the Group because it assists with ensuring a high level of accountability and identification with the Group's strategies and goals.

What you can find on the Corporate Governance page on our website:

Investor Relations Policy

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 6.3

Cromwell Property Group facilitates and encourages participation at meetings of securityholders.

Prior to the meeting, securityholders will be provided with a notice of meeting outlining the resolutions to be voted upon. This will be sent to securityholders in electronic or printed form (as elected) within the timeframe set by the Corporations Act. This material relating to the meeting will be released via the ASX Market Announcements Platform and made available on the Cromwell website.

A proxy form, allowing securityholders to appoint a proxy in the event they cannot attend the meeting, will accompany the notice of meeting.

A copy of the Chair's address, CEO's address and the meeting presentation materials are released on the ASX Market Announcements Platform before the commencement of the meeting.

At the AGM, the Chair and the CEO each address the meeting and provide securityholders with an update on the Group's business, governance, financial performance and prospects and any areas of concern or interest to the

Board and management. Cromwell will also ensure that the current external audit partner is in attendance to answer securityholders' questions about the audit.

Securityholders are encouraged to participate and ask questions at securityholder meetings. The Chair and CEO take any comments and questions received from securityholders during or after their address. The Chair provides securityholders with an opportunity to ask questions about and discuss the specific resolutions put to the meeting. Securityholders have the opportunity to ask questions about or comment on the management of the Group.

The notice of meeting for the AGM advises that securityholders entitled to cast their vote at the AGM may submit written questions to the auditor relevant to the content of the auditor's report or the conduct of the audit of the annual financial report being considered at the AGM, or otherwise may submit written questions about or comments on the management of the Group. A securityholder wishing to submit a question is asked to submit the question in writing to the Company Secretary up to 48 hours before the AGM. A list of the questions submitted is made available to securityholders attending the AGM at or before the start of the AGM. Where appropriate, these questions and comments are addressed at the meeting by being read out and then responded to at the meeting. At the AGM, the Chair reminds securityholders of the opportunity to ask questions, including questions about or comments on the management of the Group.

Securityholder meetings are held during business hours at the Group's registered office in Brisbane, which is accessible by public transport and near paid carparking locations. Cromwell provides 'virtual' online participation through a platform provided by Cromwell's registry, Link Market Services Limited, so that securityholders can participate (including asking questions and voting online) if they are unable to attend the meeting in person.

For the AGM on 17 November 2021, securityholders were invited to attend in-person at the Group's Brisbane office or to participate in the meeting 'virtually' through an online platform provided by Cromwell's registry, Link Market Services Limited. Securityholders participating 'virtually' were able to participate in the meeting by viewing the meeting live, viewing and hearing the Chair's address and the CEO's address, viewing the presentation slides, asking questions (written via the online platform or verbal via telephone) and voting online.

RECOMMENDATION 6.4

At the AGM on 17 November 2021 all resolutions were decided by way of a poll rather than by a show of hands.

RECOMMENDATION 6.5

Cromwell Property Group gives its securityholders the option to receive communications from the Group and from its securities registry electronically. Most securityholders have elected to receive all communications electronically, while other securityholders have elected to receive all communications electronically with payment statements received by post.

Electronic communications sent by the Group and by the securities registry are formatted in a reader friendly and printer friendly format.

Securityholders can send communications to the Group and to the securities registry electronically. The Contact page on the Group's website provides the email address for contacting the Group and the securities registry.

Principle 7: Recognise and manage risk

RECOMMENDATION 7.1

Audit and Risk Committee

The Group is exposed to various risks across its business operations and recognises the importance of effectively identifying and managing those risks so that informed decisions on risk issues can be made. The Board's Audit and Risk Committee has four members, all of whom are Non-executive Directors and a majority of whom are independent Directors. The Committee is chaired by an independent Director who is not the Chair of the Board. The Audit and Risk Committee operates under a Board-approved written Charter, which sets out the Committee's various responsibilities, including:

- assessing the effectiveness of the internal risk control system and management's performance against the risk management framework, including whether management is operating within the risk appetite set by the Board;
- receiving reports from management of any actual or suspected fraud, theft or other breach of internal controls and the 'lessons learned';
- receiving compliance assurance and internal risk control testing reports, including reviews of the adequacy of processes for risk management, internal control and governance;

- receiving reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks;
- making recommendations to the Board in relation to changes that should be made to the risk management framework or to the risk appetite set by the Board;
- reviewing the general insurance programme, and assessing and recommending to the Board for adoption the scope, cover and cost of corporate insurance; and
- receiving reports from management outlining the sustainability practices of the Group, including its assessment of the potential impacts of climate change.

The Audit and Risk Committee:

- may seek any information it considers necessary to fulfil its responsibilities;
- has access to management to seek explanations and information;
- has access to auditors to seek explanations and information from them, without management being present;
- may seek professional advice from employees of the Group and independent professional advice from appropriate external advisors, at Cromwell Property Group's cost; and
- may meet with external advisors without management being present.

The Directors' Report discloses:

- the relevant qualifications and experience of the members of the Audit and Risk Committee; and
- the number of times that the Audit and Risk Committee met during the 2022 financial year and the individual attendances of the members at those meetings. For easy reference, the information (including percentages of total) is shown in this Statement under recommendation 1.1.

As stated in the introduction to this Statement, the Statement is current as at 30 June 2022. Effective 1 July 2022, the Audit and Risk Committee was reconstituted as an Audit Committee and as an ESG and Risk Committee.

What you can find on the Corporate Governance page on our website:

Audit and Risk Committee Charter
(effective up to and including 30 June 2022)

ESG and Risk Committee Charter
(effective on and from 1 July 2022)

Audit Committee Charter
(effective on and from 1 July 2022)

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 7.2

The Board is responsible for:

- satisfying itself that an appropriate risk management framework that covers both financial and non-financial risks is in place and setting the risk appetite within which the Board expects management to operate; and
- reviewing and ratifying systems of internal compliance and control and legal compliance to ensure appropriate governance and compliance frameworks and controls are in place.

As outlined in its Board-approved Charter, the Audit and Risk Committee's responsibilities include:

- overseeing the establishment and implementation of risk management and internal compliance and control systems and ensuring there is a mechanism for assessing the efficiency and effectiveness of those systems at least annually;
- approving and recommending to the Board for adoption policies and procedures on risk oversight and management to establish an effective and efficient system for:
  - identifying, assessing, monitoring and managing risk; and
  - disclosing any material change to the risk profile; and
- regularly reviewing and updating the risk profile.

Under the direction of the CEO, management is responsible for ensuring that the Group operates within the risk appetite set by the Board. It does so by identifying relevant business risks, designing controls to manage those risks and ensuring those controls are appropriately implemented. The Group has adopted an Enterprise Risk Management Policy, which is a general statement of the Group's approach to proactive, enterprise wide risk management. There is also a wide range of underlying internal policies and procedures, which are designed to mitigate the Group's material business risks. The Group's approach to enterprise risk management is guided by relevant International Standards and regulatory guidance and the Recommendations.

Reviews of the enterprise risk management framework were completed in the 2022 financial year. The Audit and Risk Committee and the Board were satisfied the framework continues to be sound and that Cromwell Property Group operates within the risk appetite set by the Board.

As stated in the introduction to this Statement, the Statement is current as at 30 June 2022. Effective 1 July 2022, the Audit and Risk Committee was reconstituted as an Audit Committee and as an ESG and Risk Committee.

Compliance Committee

A Compliance Committee – comprised of a majority of external members – monitors the extent to which Cromwell Property Securities Limited (as Responsible Entity for the CDPT) complies with the CDPT's compliance plan and the underlying compliance framework. The Board of Cromwell Property Securities Limited receives regular reports from the Compliance Committee. During the 2022 financial year, the Chair of the Compliance Committee met with the Audit and Risk Committee without management being present. The roles and responsibilities of the Compliance Committee are outlined in a Board-approved Charter, which is reviewed annually by the Compliance Committee. The Board of the Responsible Entity may change the Charter at any time by resolution.

What you can find on the Corporate Governance page on our website:

- Board Charter
- Audit and Risk Committee Charter *(effective up to and including 30 June 2022)*
- Audit Committee Charter *(effective on and from 1 July 2022)*
- ESG and Risk Committee Charter *(effective on and from 1 July 2022)*
- Enterprise Risk Management Policy
- Compliance Committee Charter

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 7.3

Although the Group does not have a designated internal audit function, throughout the year the Compliance team conducts tests of the effectiveness of the controls and the appropriateness of the monitoring strategies in place for those risks with an inherent risk rating of Very High or High. Relevant management confirm (monthly, quarterly or annually as appropriate given the residual risk rating) that the controls remain appropriate and identify any new risks and any new controls that should be put in place. In addition, over the course of the financial year, a number of external audit, assurance, verification and independent review processes are undertaken in auditable focus areas such as work health and safety, sustainability and cyber and information security. The findings are reported to the Audit and Risk Committee or the Board or both.

RECOMMENDATION 7.4

The Group's Sustainability Report discloses the extent to which the Group has material exposure to environmental or social risks and explains how such risks are and will be managed.

What you can find on the Sustainability page on our website:

- Sustainability Report *(current edition and previous editions)*

www.cromwellpropertygroup.com/sustainability

Principle 8: Remunerate fairly and responsibly

RECOMMENDATION 8.1

Nomination and Remuneration Committee

The Board has a long-established Nomination and Remuneration Committee, which operates under a Board-approved written Charter. The Charter sets out the Nomination and Remuneration Committee's various responsibilities, including reviewing and making recommendations to the Board in relation to:

- coherent remuneration policies and practices to attract, retain and motivate senior executives and directors who will create value for securityholders;
- the remuneration framework for Non-executive Directors, including the allocation of the pool of Directors' fees;
- Executive Director and senior executive total remuneration;
- the design of any equity based incentive plan; and
- whether there is any gender or other inappropriate bias in remuneration policies and practices.

The Nomination and Remuneration Committee:

- may seek any information it considers necessary to fulfil its responsibilities;
- has access to management to seek explanations and information;
- may seek professional advice from employees of the Group and independent professional advice and services from appropriate external advisors (independent of management), at Cromwell Property Group's cost; and
- may meet with external advisors without management being present.

The Board's Nomination and Remuneration Committee has four members, all of whom are Non-executive Directors and a majority of whom are independent Directors. The Committee is chaired by an independent Director who is not the Chair of the Board.

The Directors' Report discloses the members of the Nomination and Remuneration Committee, the number of times that the Committee met during the 2022 financial year and the individual attendances of the members at those meetings. For easy reference, the information (including percentages of total) is shown in this Statement under recommendation 1.1.

What you can find on the Corporate Governance page on our website:

Nomination and Remuneration Committee Charter

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 8.2

The Directors' Report (the section titled Remuneration Report) discloses information, including the policies and practices regarding the remuneration of:

- Non-executive Directors; and
- the Executive Director and other senior executives.

The respective policies and practices reflect the different roles and responsibilities of Non-executive Directors and the Executive Director and other senior executives.

As disclosed in the Remuneration Report, the Group's Non-executive Directors are paid a fixed remuneration, comprising base and committee fees or salary and superannuation (if 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. The Group's Non-executive Directors are required to have a minimum holding of Cromwell Property Group stapled securities equivalent to the Non-executive Director annual fee within three years of their start date.

The Remuneration Report details the nature and amount of remuneration of the Chief Executive Officer (Executive Director) and other senior executives (Key Management Personnel or KMP).

Remuneration packages are designed to align the KMP's interests with those of securityholders. Objectives and key results (or OKRs) for each KMP consider their role within Cromwell generally as well as their expected contribution to the achievement of Cromwell's objectives. The OKRs are designed to best incentivise each KMP to meet Cromwell's objectives and therefore best serve the interests of securityholders. This is achieved by providing remuneration packages which consist of the following three elements (or a combination thereof) where appropriate:

- Fixed component in the form of a cash salary;
- An at-risk cash and equity award that is linked solely to performance of a tailored set of objectives, where appropriate; and
- At-risk longer-term equity payment. This third element is equity based remuneration aimed at alignment with securityholder outcomes and retention.

The Group has an official clawback policy on unvested rights and deferred securities and malus and clawback 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 the Group's financial statements leading to receipt of an unfair benefit. Unvested stapled securities held by a participant under Cromwell Property Group's Stapled Security Incentive Plan lapse in certain circumstances including where, in the Plan Committee's opinion, they are liable to clawback under the clawback policy. Additionally, performance rights under Cromwell Property Group's Performance Rights Plan lapse under certain circumstances including a determination by the Plan Committee that the performance right should lapse because the participant, in the Plan Committee's opinion, has committed any act of fraud, defalcation or gross misconduct in relation to the affairs of a body corporate in the Group.

For all KMP except the CEO and Non-executive Directors, the CEO is responsible for setting OKR targets which are reviewed by the Board and assessing annually whether those targets have been met. The OKR targets for the CEO are set, revised and reviewed annually by the Nomination and Remuneration Committee and the Board.

What you can find on the Corporate Governance page on our website:

Nomination and Remuneration Committee Charter

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

RECOMMENDATION 8.3

In accordance with the remuneration policy, the Group operates:

- a Performance Rights Plan and has issued performance rights to a number of senior executives. The terms of the Group's Performance Rights Plan do not allow participants, whether Executive Directors or other employees, to hedge or otherwise limit the economic risk of their participation in the Plan; and
- a Stapled Security Incentive Plan and has offered Cromwell Property Group securities to a number of senior executives. The terms of the Group's Stapled Security Incentive Plan do not allow participants, whether Executive Directors or other employees, to hedge or otherwise limit the economic risk of their participation in the Plan.

What you can find on the Corporate Governance page on our website:

Plan Rules for the Cromwell Property Group Performance Rights Plan

Plan Rules for the Cromwell Property Group Stapled Security Incentive Plan

www.cromwellpropertygroup.com/securityholder-centre/corporate-governance

SECURITYHOLDER INFORMATION

The securityholder information set out below was applicable as at 31 August 2022, unless stated otherwise.

Spread of Stapled Securityholders

Category of Holding	Number of Securities	Number of Holders
100,001 and Over	2,305,509,064	1,233
50,001 to 100,000	131,651,982	1,870
10,001 to 50,000	160,365,242	6,368
5,001 to 10,000	13,669,780	1,787
1,001 to 5,000	7,066,328	2,548
1 to 1,000	604,303	1,487
Total	**2,618,866,699**	**15,293**

Unmarketable Parcels

The number of stapled securityholdings held in a less than marketable parcel was 1009.

Substantial Securityholders

Holder	Stapled Securities	Date of Notice
ESR Cayman Limited	803,686,459	06/08/2021
Tang family and related entities	433,607,179	19/06/2020
Vanguard Group	158,222,142	23/09/2021

Voting Rights

On a show of hands, every securityholder present at a meeting in person or by proxy shall have one vote and, upon a poll, every securityholder shall have effectively one vote for every security held.

20 Largest Securityholders

Rank	Holder	Number of Stapled Securities Held	% Held of Issued Stapled Securities
1	CITICORP NOMINEES PTY LIMITED	426,460,380	16.28%
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	331,392,758	12.65%
3	ARA REAL ESTATE INVESTORS XXI PTE LTD	329,520,331	12.58%
4	ARA REAL ESTATE INVESTORS XXI PTE LTD	287,872,078	10.99%
5	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	197,262,243	7.53%
6	ARA REAL ESTATE INVESTORS 28 LIMITED	186,294,797	7.11%
7	BNP PARIBAS NOMINEES PTY LTD ACF CLEARSTREAM	61,659,149	2.35%
8	BNP PARIBAS NOMS PTY LTD <DRP>	57,106,532	2.18%
9	NATIONAL NOMINEES LIMITED	40,899,259	1.56%
10	CITICORP NOMINEES PTY LIMITED <COLONIAL FIRST STATE INV A/C>	13,984,985	0.53%
11	BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING DRP A/C>	11,394,218	0.44%
12	HUMGODA INVESTMENTS PTY LTD	8,328,943	0.32%
13	PANMAX PTY LTD <PANMAX PTY LTD S/FUND A/C>	6,827,001	0.26%
14	ONE MANAGED INVESTMENT FUNDS LTD <CHARTER HALL MAXIM PROPERTY SEC>	5,000,000	0.19%
15	WALLACE SMSF PTY LTD <PJ & BM WALLACE PS/F A/C>	4,911,779	0.19%
16	NUSHAPEMALL COM PTY LTD <MICHAEL BENJAMIN S/F A/C>	3,847,464	0.15%
17	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAIL CLIENT DRP>	3,821,923	0.15%
18	CABET PTY LTD	3,723,627	0.14%
19	NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	3,403,109	0.13%
20	MR PETER HUMPHREY FIRKINS & MS AMANDA ELIZABETH FIRKINS <GODA FIRKINS EDUCATIONAL>	3,390,043	0.13%
	Total	**1,987,100,619**	**75.88%**

Provision of Information for Securityholders

Cromwell Property Group aims to keep securityholders informed on an ongoing basis about the Group's performance and all major developments. Securityholders receive regular reports and the Group uses its website as its primary means of providing information to securityholders and the broader investment community about the Group's business, history, corporate structure, corporate governance and financial performance, in accordance with the rules and guidelines of the Australian Securities Exchange (ASX) and other regulatory bodies. The following information can also be found on the Cromwell website at www.cromwellpropertygroup.com.

ASX LISTING

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

SECURITYHOLDING DETAILS

Securityholders can access information on their holdings and update their details through Cromwell's securities registry provider:

Link Market Services Limited

Level 21, 10 Eagle Street
Brisbane QLD 4000

Telephone: 1300 550 841 or +61 1300 554 474

Web: www.linkmarketservices.com.au

Email: cromwell@linkmarketservices.com.au

Securityholders can change or update details in a number of ways:

- Send written authorisation to the registry quoting your SRN / HIN and signing the request;
- Log on to www.linkmarketservices.com.au; or
- Call the registry.

You will have to verify your identity by providing your personal details. Bank detail changes must be requested in writing or electronically and cannot be made over the phone. Address changes must be requested in writing to the registry or your CHESS Sponsor.

Securityholders are not obliged to quote their TFN, ABN or exemption. However, if these details are not lodged with the registry, Cromwell is obliged to deduct tax from unfranked portions of dividend payments and distribution payments and up to the highest marginal tax rate, depending on residency.

DISTRIBUTIONS/DIVIDENDS

Cromwell Property Group Dividends/Distributions

During the year, the following distributions/dividends have been paid:

Quarter Ending	Amount per Security	Ex Date	Record Date	Payment Date
30 June 2022	1.62500 cents	29 June 2022	30 June 2022	19 August 2022
31 March 2022	1.62500 cents	30 March 2022	31 March 2022	20 May 2022
31 December 2021	1.62500 cents	30 December 2021	31 December 2021	18 February 2022
30 September 2021	1.62500 cents	29 September 2021	30 September 2021	19 November 2021

Further Information

The Cromwell website provides a comprehensive range of information on the Group, past performance and products.

The website address is www.cromwellpropertygroup.com. Requests for further information about the Group, its dealings and key securityholder communications should be directed to:

Cromwell's Investor Services Team
Cromwell Property Group

GPO Box 1093
Brisbane QLD 4001 Australia

Telephone:	1300 268 078 or +61 7 3225 7777
Fax:	+61 7 3225 7788
Email:	invest@cromwell.com.au

LISTING:

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

SECURITIES REGISTRY:

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

Telephone:	1300 550 841 or +61 1300 554 474
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