SECURITIES AND FUTURES ACT (CAP. 289) SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES

FORM

3
(Electronic Format)

Explanatory Notes

- 1. Please read the explanatory notes carefully before completing the notification form.
- 2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
- 5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
- 7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
- 9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 10. In this form, the term "Listed Issuer" refers to -
 - a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
- 11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at http://www.mas.gov.sg (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

Part I - General
Name of Listed Issuer:
Cromwell European Real Estate Investment Trust ("CEREIT")
Type of Listed Issuer: Company/Corporation
Registered/Recognised Business Trust
✓ Real Estate Investment Trust
Name of Trustee-Manager/Responsible Person:
Cromwell EREIT Management Pte. Ltd.
Is more than one Substantial Shareholder/Unitholder giving notice in this form? Very No (Please proceed to complete Part II) Yes (Please proceed to complete Parts III & IV)
Date of notification to Listed Issuer:
24-Oct-2018

Part II - Substantial Shareholder/Unitholder and Transaction(s) Details

[To be used for single Substantial Shareholder/Unitholder to give notice]

Naı	me of Substantial Shareholder/Unitholder:					
Cror	nwell Property Group					
	Substantial Shareholder/Unitholder a fund manager or a person whose interest in the urities of the Listed Issuer are held solely through fund manager(s)?					
	Yes					
✓	No					
Tra	nsaction A ①					
1.	Notification in respect of:					
	Becoming a Substantial Shareholder/Unitholder					
	Ceasing to be a Substantial Shareholder/Unitholder					
2.	Date of acquisition of or change in interest:					
	24-Oct-2018					
3.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 2 above, please specify the date):					
	24-Oct-2018					
4.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):					
	N.A.					
5.	Type of securities which are the subject of the transaction (more than one option may be chosen):					
	✓ Voting shares/units☐ Rights/Options/Warrants over voting shares/units					
	Convertible debentures over voting shares/units (conversion price known)					
	Convertible debentures over voting shares/units (conversion price known)Others (please specify):					
6	Others (please specify):					
6.						

(i) 2,185,768 new Units at €0.5758 each; and (ii) 1,663,807 new Units at €0.5856 Circumstance giving rise to the interest or change in interest: Acquisition of: Securities via market transaction Securities via physical settlement of derivatives or other securities Securities pursuant to rights issue Securities via a placement Securities via a placement Securities via market transaction Securities via market transaction Securities via off-market transaction Securities via off-market transaction Securities via off-market transaction (e.g. married deals) Other circumstances: Acceptance of take-over offer for the Listed Issuer Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify): ✓ Others (please specify): Acquisition of Securities as part of property management fees paid by the Listed Issuer	7.	Amount of consideration paid or received by Substantial Shareholder/Unitholder (exclude brokerage and stamp duties):
Acquisition of: Securities via market transaction Securities via off-market transaction (e.g. married deals) Securities via physical settlement of derivatives or other securities Securities pursuant to rights issue Securities via a placement Securities following conversion/exercise of rights, options, warrants or other convertibles Disposal of: Securities via market transaction Securities via off-market transaction (e.g. married deals) Other circumstances: Acceptance of take-over offer for the Listed Issuer Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify):		(i) 2,185,768 new Units at €0.5758 each; and (ii) 1,663,807 new Units at €0.5856
Securities via market transaction Securities via off-market transaction (e.g. married deals) Securities via physical settlement of derivatives or other securities Securities pursuant to rights issue Securities via a placement Securities following conversion/exercise of rights, options, warrants or other convertibles Disposal of: Securities via market transaction Securities via off-market transaction (e.g. married deals) Other circumstances: Acceptance of take-over offer for the Listed Issuer Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify): Others (please specify):	3.	Circumstance giving rise to the interest or change in interest:
Securities via off-market transaction (e.g. married deals) Securities via physical settlement of derivatives or other securities Securities pursuant to rights issue Securities via a placement Securities following conversion/exercise of rights, options, warrants or other convertibles Disposal of: Securities via market transaction Securities via off-market transaction (e.g. married deals) Other circumstances: Acceptance of take-over offer for the Listed Issuer Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify): Others (please specify):		Acquisition of:
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Securities pursuant to rights issue Securities via a placement Securities following conversion/exercise of rights, options, warrants or other convertibles Disposal of: Securities via market transaction Securities via off-market transaction (e.g. married deals) Other circumstances: Acceptance of take-over offer for the Listed Issuer Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify): Others (please specify):		Securities via off-market transaction (e.g. married deals)
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 Securities via a placement Securities following conversion/exercise of rights, options, warrants or other convertibles Disposal of: Securities via market transaction Securities via off-market transaction (e.g. married deals) Other circumstances: Acceptance of take-over offer for the Listed Issuer Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify): ✓ Others (please specify): 		Securities pursuant to rights issue
□ Securities following conversion/exercise of rights, options, warrants or other convertibles Disposal of: □ Securities via market transaction □ Securities via off-market transaction (e.g. married deals) Other circumstances: □ Acceptance of take-over offer for the Listed Issuer □ Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify): ✓ Others (please specify):		
Disposal of: Securities via market transaction Securities via off-market transaction (e.g. married deals) Other circumstances: Acceptance of take-over offer for the Listed Issuer Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify): Others (please specify):		
 Securities via market transaction Securities via off-market transaction (e.g. married deals) Other circumstances: Acceptance of take-over offer for the Listed Issuer Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify): ✓ Others (please specify): 		
 ☐ Securities via off-market transaction (e.g. married deals) Other circumstances: ☐ Acceptance of take-over offer for the Listed Issuer Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify): ✓ Others (please specify): 		
Other circumstances: Acceptance of take-over offer for the Listed Issuer Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify): Others (please specify):		
 □ Acceptance of take-over offer for the Listed Issuer □ Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify): ☑ Others (please specify): 		
Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify): Others (please specify):		
☐ participate in (please specify): ☑ Others (please specify):		— .
✓ Others (please specify):		
		✓ Others (please specify):

9. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	554,488,539	554,488,539
As a percentage of total no. of voting shares/units:	0	35.15	35.15
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	Direct Interest 0	Deemed Interest 558,338,114	<i>Total</i> 558,338,114

10. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 11 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Cromwell Singapore Holdings Pte. Ltd. ('CSHPL') holds 539,270,800 Units. CSHPL is a wholly-owned subsidiary of CDPT Finance No. 2 Pty Ltd., which is in turn a wholly-owned subsidiary of Cromwell BT Pty Ltd (as custodian (aka bare trustee) for Cromwell Property Securities Limited as responsible entity for Cromwell Diversified Property Trust ("CDPT")). CDPT is part of Cromwell Property Group which is a stapled group comprising Cromwell Corporation Limited and CDPT. Accordingly, Cromwell Property Group is deemed to be interested in CSHPL's interests in the Units.

Cromwell EREIT Management Pte. Ltd. (the 'Manager') which holds 15,217,739 Units is a wholly-owned subsidiary of Cromwell Corporation Limited. Cromwell CEREIT Holdings Limited which holds 3,849,575 Units is a wholly-owned subsidiary of Cromwell Holdings Europe Limited, which is in turn a wholly-owned subsidiary of Cromwell Europe Limited, which is in turn a wholly-owned subsidiary of Cromwell European Holdings Limited, which is in turn a wholly-owned subsidiary of Cromwell Corporation Limited.

As such, Cromwell Property Group is also deemed to be interested in Cromwell Corporation Limited's deemed interests in the 15,217,739 Units held by the Manager and 3,849,575 Units held by Cromwell CEREIT Holdings Limited.

11.	Attachments	(if any):	9
		` ,	-



(The total file size for all attachment(s) should not exceed 1MB.)

12.	If this is	s a re	placement o	f an	earlier	notification	. please	provide:

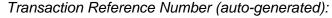
(a)	SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (the "Initial Announcement"):
(b)	Date of the Initial Announcement:
. ,	
(c)	15-digit transaction reference number of the relevant transaction in the Form 3
. ,	which was attached in the Initial Announcement:

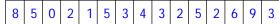
13. Remarks (if any):

The percentages of total no. of ordinary voting units immediately before the transaction is calculated based on the total number of Units in issue immediately prior to the issue on 24 October 2018, being 1,577,293,739 Units.

The percentages of total no. of ordinary voting units immediately after the transaction is calculated based on the total number of Units in issue as at the date of this notification, being 1,581,143,314 Units.

Goldman Sachs (Singapore) Pte. and UBS AG, Singapore Branch are the joint issue managers for the Offering. DBS Bank Ltd., Goldman Sachs (Singapore) Pte., and UBS AG, Singapore Branch are the joint global coordinators for the Offering. DBS Bank Ltd., Goldman Sachs (Singapore) Pte., UBS AG, Singapore Branch, Daiwa Capital Markets Singapore Limited and CLSA Singapore Pte Ltd are the joint bookrunners and underwriters for the Offering.





Item 14 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholder/Unitholder.

- 14. Particulars of Individual submitting this notification form to the Listed Issuer:
 - (a) Name of Individual:

Lucy Ellen Laakso

(b) Designation (if applicable):

Company Secretary

(c) Name of entity (if applicable):

Cromwell Property Group