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This announcement is not for publication or distribution, directly or indirectly, in or into the United States, European Economic Area, Canada, Japan or Australia. This announcement is not an offer of securities for sale in the United States, European Economic Area, Canada, Japan, Australia or any other jurisdiction. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements under the Securities Act and in compliance with any applicable state securities laws. There will be no public offering of the securities of CEREIT (as defined herein) in the United States.



(a real estate investment trust constituted on 28 April 2017 under the laws of the Republic of Singapore)

Managed by Cromwell EREIT Management Pte. Ltd.

CLOSE OF PRIVATE PLACEMENT AT AN ISSUE PRICE OF €0.460 PER NEW UNIT

*Capitalised terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the announcement of Cromwell European Real Estate Investment Trust dated 21 June 2019 titled “Launch of Private Placement to Raise Gross Proceeds of no less than Approximately €100.0 Million” (the “**Announcement**”).*

Goldman Sachs (Singapore) Pte. and UBS AG, Singapore Branch were the joint issue managers for the initial public offering of CEREIT. DBS Bank Ltd., Goldman Sachs (Singapore) Pte., and UBS AG, Singapore Branch were the joint global coordinators for the initial public offering of CEREIT. DBS Bank Ltd., Goldman Sachs (Singapore) Pte., UBS AG, Singapore Branch, Daiwa Capital Markets Singapore Limited and CLSA Singapore Pte Ltd were the joint bookrunners and underwriters for the initial public offering of CEREIT.

1. Introduction

Further to the Announcement in relation to the launch of the placement of new units (“**New Units**”) at an issue price of between €0.460 and €0.470 per New Unit (both figures inclusive) in Cromwell European Real Estate Investment Trust (“**CEREIT**”) (the “**Private Placement**”), Cromwell EREIT Management Pte. Ltd., in its capacity as manager of CEREIT (the “**Manager**”), wishes to announce that the Private Placement has been over-subscribed. The issue price has been fixed at €0.460 per New Unit to be issued pursuant to the Private Placement. Credit Suisse (Singapore) Limited and UBS AG, Singapore Branch as the joint lead managers and underwriters in relation to the Private Placement (the “**Joint Lead**”).

Managers and Underwriters”), have in consultation with the Manager, closed the books of orders for the Private Placement on 21 June 2019.

The Private Placement was considerably oversubscribed which allowed the Manager and the Joint Lead Managers and Underwriters to exercise the Placement Upsize in full, raising additional gross proceeds of approximately €50.0 million. As a result of the Placement Upsize, pro forma aggregate leverage would be 36.6%¹ which provides ample debt capacity for funding future acquisition opportunities.

The Private Placement was well-supported by existing unitholders and new investors, including regional and global long-only institutional investors, property specialist funds and private wealth clients..

2. Issue Price

A total of 326,086,000 New Units will be issued at an issue price of €0.460 per New Unit (the “**Issue Price**”), as agreed between the Manager and the Joint Lead Managers and Underwriters following an accelerated book-building process.

The Issue Price represents a discount of:

- (i) (excluding married trades done on 20 June 2019):
 - (a) 5.9% to the adjusted volume weighted average price² (“**Adjusted VWAP**”) of €0.4886 per Unit for trades in the Units done on the SGX-ST for the preceding Market Day³ on 20 June 2019 up to the time the Placement Agreement was signed on 21 June 2019; and
 - (b) 9.6% to the volume weighted average price (“**VWAP**”) of €0.5091 per Unit for trades in the Units done on the SGX-ST for the preceding Market Day on 20 June 2019 up to the time the Placement Agreement was signed on 21 June 2019; and
- (ii) (including married trades done on 20 June 2019):
 - (a) 8.1% to the Adjusted VWAP of €0.5004 per Unit; and
 - (b) 11.7% to the VWAP of €0.5209 per Unit.

1 Pro forma based on CEREIT’s financial statements for the first quarter ended 31 March 2019 including the effects of the Placement Upsize, completion of the announced Acquisition (as defined herein) and excluding VAT loans which are expected to be repaid in the short-term.

2 The Adjusted VWAP is computed based on the VWAP of all trades in the Units on the SGX-ST for the full Market Day on 20 June 2019 (being the Market Day on which the Placement Agreement was signed) and subtracting the Cumulative Distribution of €2.05 cents per Unit. This amount is an estimate only based on information currently available to the Manager and the Manager’s estimate of CEREIT’s revenue and expenses (including estimated and pro-rated performance fees payable to the Manager), and the actual Cumulative Distribution may differ and will be announced at a later date.

3 “**Market Day**” refers to a day on which the SGX-ST is open for securities trading.

3. Use of Proceeds

Subject to relevant laws and regulations, the Manager intends to use the gross proceeds of approximately €150.0 million from the Private Placement in the following manner:

- (i) approximately €140.9 million (which is equivalent to 93.9% of the gross proceeds of the Private Placement) to partially fund the acquisition (the “**Acquisition**”) of six properties located in France and Poland (the “**Properties**”) (see announcement titled “Acquisition of Six Properties Located in France and Poland” dated 21 June 2019 for further details); and
- (ii) approximately €9.1 million (which is equivalent to 6.1% of the gross proceeds of the Private Placement) to pay the estimated fees and expenses, including land transfer taxes, professional fees and expenses, incurred or to be incurred by CEREIT in connection with the Acquisition and the Private Placement,

with the balance of the gross proceeds of the Private Placement, if any, to be used for general corporate and/or working capital purposes.

Notwithstanding its current intention, the Manager may, subject to relevant laws and regulations, use the net proceeds from the Private Placement at its absolute discretion for other purposes, including, without limitation, to repay existing indebtedness.

Pending the deployment of the net proceeds from the Private Placement, the net proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions or used to repay outstanding borrowings or for any other purpose on a short-term basis as the Manager may, in its absolute discretion, deem fit.

The Manager will make periodic announcements on the utilisation of the net proceeds of the Private Placement via SGXNET as and when such funds are materially utilised and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. Where there is any material deviation from the stated use of proceeds, the Manager will announce the reasons for such deviation.

4. Listing of, Dealing in and Quotation of the New Units

The trading of the New Units on the SGX-ST is currently expected to commence at 9.00 a.m. on 2 July 2019.

The Manager will make a formal application to the SGX-ST for the listing of, dealing in, and quotation of, the New Units on the Main Board of the SGX-ST. An announcement will be made upon the receipt of such in-principle approval from the SGX-ST.

The Private Placement shall be subject to certain conditions precedent more particularly set out in the Placement Agreement, including the receipt of the approval in-principle of the SGX-ST for the listing of, dealing in, and quotation of, the New Units on the Main Board of the SGX-ST.

By Order of the Board
Simon Garing
Executive Director and Chief Executive Officer

Cromwell EREIT Management Pte. Ltd.
(Company registration no. 201702701N)
(as manager of Cromwell European Real Estate Investment Trust)

21 June 2019

IMPORTANT NOTICE

This announcement is not for distribution, directly or indirectly, in or into the United States and is not an offer of securities for sale in the United States or any other jurisdictions.

This announcement is for information purposes only and does not constitute or form part of an offer, invitation or solicitation of any securities of CEREIT in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever.

The value of the Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager, Perpetual (Asia) Limited, in its capacity as trustee of CEREIT, the Cromwell Property Group¹ as the sponsor of CEREIT or any of their respective affiliates.

An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Unitholders have no right to request that the Manager redeem or purchase their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This announcement may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Predictions, projections or forecasts of the economy or economic trends of the markets are not necessarily indicative of the future or likely performance of CEREIT. The forecast financial performance of CEREIT is not guaranteed. A potential investor is cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view of future events.

This announcement is not an offer for sale of securities in CEREIT in the United States or any other jurisdiction. The securities in CEREIT have not been and will not be registered under the Securities Act and may not be offered or sold in the United States unless registered under the Securities Act,

¹ Cromwell Property Group, a stapled group comprising Cromwell Corporation Limited and Cromwell Diversified Property Trust (the responsible entity of which is Cromwell Property Securities Limited).

or pursuant to an applicable exemption from registration. There is no intention to register any portion of the offering in the United States or to conduct a public offering of securities in the United States.

Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore:

The Units are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).