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This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America ("**United States**"), Canada, Japan or Australia. This announcement is not an offer of securities for sale in the United States, 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 "**U.S. 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 U.S. 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.

**NOTICE OF RECORD DATE FOR UNIT CONSOLIDATION**

*Unless otherwise defined, all terms used herein shall have the same meaning as in the circular to the unitholders of Cromwell European Real Estate Investment Trust dated 12 April 2021 in relation to the Unit Consolidation (the "**Circular**").*

Further to the announcement dated 23 April 2021 in relation to the addendum to the Circular and the announcement dated 27 April 2021 in relation to the approval obtained from Unitholders for the Proposed Unit Consolidation (the approved Proposed Unit Consolidation, the "**Unit Consolidation**"), notice is hereby given that the Transfer Books and Register of Unitholders of CEREIT will be closed at 5.00 p.m. on 6 May 2021 (the "**Record Date**") in order to determine the entitlements of Unitholders for purposes of the Unit Consolidation.

With effect from 9.00 a.m. on 7 May 2021, the Market Day immediately following the Record Date (the "**Unit Consolidation Effective Date**"), every five (5) Existing Units then registered in the name of each Unitholder will be consolidated to constitute one (1) Consolidated Unit. Notwithstanding that the Unit Consolidation will only become effective on the Unit Consolidation Effective Date, the Consolidated Units will begin trading in board lots of 100 Consolidated Units at 9.00 a.m. on 5 May 2021 (the "**Effective Trading Date**"). The Effective Trading Date is two Market Days before the Unit Consolidation Effective Date on account of the fact that trades on the SGX-ST are settled on a "T+2" settlement cycle, that is, a purchase or sale of Units on day T will be settled at T plus two Market Days later. Accordingly, five (5) Existing Units as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date, that is 4 May 2021, will represent one (1) Consolidated Unit with effect from 9.00 a.m. on the Effective Trading Date, that is 5 May 2021. Trading in the Existing Units will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

Upon the Unit Consolidation becoming effective from 9.00 a.m. on the Unit Consolidation Effective Date (i.e., 7 May 2021), the register of Unitholders and the Depository Register will be updated to reflect the

number of Consolidated Units held by each Unitholder based on the number of Existing Units held by them as at the Record Date.

Unitholders should note that the number of Consolidated Units which Unitholders will be entitled to pursuant to the Unit Consolidation, based on their holdings of Existing Units as at the Record Date, will be rounded down to the nearest whole Consolidated Unit and any fractions of Consolidated Units arising from the Unit Consolidation will be disregarded. No payments will be made to Unitholders in respect of any resulting fractional interest in the Consolidated Units which are disregarded.

Each Consolidated Unit will rank *pari passu* with each other.

### **Trading Arrangements for Odd Lots**

The Existing Units are currently traded in board lots of 100 Existing Units. Following the completion of the Unit Consolidation, the securities accounts of Unitholders maintained with CDP may be credited with odd lots of Consolidated Units (that is, lots other than board lots of 100 Consolidated Units). The market for trading of such odd lots of Consolidated Units may be illiquid, and that unitholders may have to bear disproportionate transaction costs in trading their Units.

Unitholders who receive odd lots of Consolidated Units pursuant to the Unit Consolidation and who wish to trade such odd lots of Consolidated Units on the SGX-ST can trade with minimum size of one (1) Consolidated Units on the SGX-ST's unit share market. The unit share market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying units. As odd lots of Consolidated Units can be traded on the unit share market of the SGX-ST, no separate arrangement will be made for the trading of such odd lots.

### **Timetable**

The table below sets out the final timeline for the Unit Consolidation:

<b>Time and Date</b>	<b>Event</b>
5.00 p.m. on 4 May 2021	Cessation of trading of the Existing Units on a pre-consolidated basis
9.00 a.m. on 5 May 2021	Effective Trading Date (Commencement of trading of the Consolidated Units on the main counter)
5.00 p.m. on 6 May 2021	Record Date for the Unit Consolidation
9.00 a.m. on 7 May 2021	Unit Consolidation Effective Date (Unit Consolidation becomes effective)

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)

28 April 2021

## ABOUT CROMWELL EUROPEAN REAL ESTATE INVESTMENT TRUST

Cromwell European REIT is a diversified pan-European real estate investment trust (“REIT”) with a principal mandate to invest, directly or indirectly, in income-producing real estate assets in Europe that are used primarily for office, light industrial / logistics, and retail purposes. The investment strategy of CEREIF is focused on a long-term target portfolio of at least 75% or more within Western Europe and at least 75% or more in office and light industrial / logistics. CEREIF’s purpose is to provide Unitholders with stable and growing distributions and NAV per Unit over the long term.

CEREIF’s portfolio has aggregate lettable area of approximately 1.7 million square metres, 800+ tenant-customers and a WALE profile of approximately 4.9 years. As at 11 March 2021, CEREIF’s portfolio comprises 107 properties with an appraised value of approximately €2,291 million<sup>1</sup> in or close to major gateway cities in the Netherlands, Italy, France, Poland, Germany, Finland, Denmark, the Czech Republic and Slovakia.

CEREIF is listed on the SGX-ST and is managed by Cromwell EREIT Management Pte. Ltd., a wholly-owned subsidiary of CEREIF’s sponsor, Cromwell Property Group, a real estate investor and manager with operations in 14 countries, listed on the Australian Securities Exchange Ltd.

## 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 CEREIF 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 CEREIF, the Cromwell Property Group as the sponsor of CEREIF or any of their respective affiliate.

An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Investors 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 CEREIF. The forecast financial performance of CEREIF 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 for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units in the United States or any other jurisdiction. The past performance

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<sup>1</sup> Portfolio value for 95 properties is based on independent valuations as at 31 Dec 2020. The new acquisition in Italy acquired on 23 Dec 2020 and the 11 new assets in the Czech Republic and Slovakia acquired on 11 March 2021 are based on their respective purchase prices.

of CEREIT and the Manager is not necessarily indicative of the future performance of CEREIT and the Manager.

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, Canada, Japan or Australia, and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.

For the purposes of marketing (as defined in the EU's Alternative Investment Fund Manager's Directive 2011/61/EU ("**AIFMD**") and, with respect to prospective UK investors, the Alternative Investment Fund Managers Regulations 2013 ("**UK AIFM Regulations**") Interests (as an alternative investment fund for the purposes of the AIFMD or the UK AIFM Regulations, as appropriate) to investors domiciled in or with a registered office in a jurisdiction which is in the European Economic Area ("**EEA**") or the UK, the Manager (as an alternative investment fund manager for the purposes of the AIFMD or the UK AIFM Regulations, as appropriate) intends to rely on such jurisdiction's national private placement regime for the purposes of marketing alternative investment funds as implemented in such jurisdiction pursuant to Article 42 of the AIFMD, or pursuant to Article 59 of the UK AIFM Regulations, as appropriate. The Manager maintains a list, which is available on request, of the EEA jurisdictions in which it is permitted to market Interests to investors (the "**Permitted EEA Jurisdictions**").

Applicants in Permitted EEA Jurisdictions or the UK who wish to invest in CEREIT must qualify as a "professional investor" under the AIFMD and the implementing national legislation in the investor's Permitted EEA Jurisdiction or under the UK AIFM Regulations, as appropriate. Interests are not offered to investors who are domiciled in or with a registered office in the EEA but not in a Permitted EEA Jurisdiction. Interests are not offered to investors in a Permitted EEA Jurisdiction or the UK who are not professional investors. Neither CEREIT nor the Manager is subject to supervision by the competent authorities of the Permitted EEA Jurisdictions or the UK.

This announcement is distributed only to persons in relation to whom exemptions under the Financial Services and Markets Act (Financial Promotions) Order 2005 (as amended) of the UK (the "**FPO**") apply including: (a) persons who are professional investors within the meaning of Article 19(5) of the FPO; (b) persons to whom Article 49(2) of the FPO (high net worth companies, unincorporated associations, etc) applies; (c) persons falling within the categories of "certified high net worth individual" described in Article 48(2) of the FPO (being individuals who have certified their net worth in the form and as required by the FPO) and "self-certified sophisticated investor" described in Article 50a(1) of the FPO (being individuals who have certified that they are a sophisticated investor, in the form and as required by the FPO); or (d) other persons to whom it may otherwise lawfully be offered or distributed.

The Units have not been and will not be registered under the U.S. 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 of the U.S. Securities Act and in compliance with any applicable laws. There will be no public offering of the securities referred to herein in the United States.

This announcement has not been reviewed by the Monetary Authority of Singapore.