

CROMWELL EUROPEAN REAL ESTATE INVESTMENT TRUST (“CEREIT”)

(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.)

MINUTES OF ANNUAL GENERAL MEETING

- DETAIL** : Room 801, Level 8, 1 Marina Boulevard, Singapore 018989
- DATE** : Wednesday, 26 April 2023
- TIME** : 3.00 p.m. (Singapore Time)
- PRESENT** : **Directors**
- Mr Lim Swe Guan - Chair and Independent Non-Executive Director
 - Mrs Fang Ai Lian - Independent Non-Executive Director
 - Mr Christian Delaire* - Independent Non-Executive Director
 - Mr Ooi Eng Peng - Non-Independent Non-Executive Director
 - Mr Simon Garing - Chief Executive Officer (“**CEO**”) and Executive Director
- IN ATTENDANCE** :
- Mr Jonathan Callaghan* - Chief Executive Officer and Managing Director of Cromwell Property Group, the Sponsor
 - Mr Shane Hagan - Chief Financial Officer (“**CFO**”)
 - Ms Elena Arabadjieva - Chief Operating Officer and Head of Investor Relations
 - Ms Kathleen Tan - Head of Risk, Compliance and Corporate Secretarial
 - Mr Yoo Loo Ping - Company Secretary
- UNITHOLDERS AND OTHER INVITEES** : As set out in the attendance record maintained by CEREIT
- CHAIR OF MEETING** : Mr Lim Swe Guan (“**Chair**”)
- * Participated through video conference.

INTRODUCTION

Ms Elena Arabadjieva, the emcee for the meeting, welcomed all present to CEREIT’s Annual General Meeting (“**AGM**” or the “**Meeting**”) and introduced the Board of Directors, management team and the professional advisors present, before handing over to the Chair to proceed with the AGM proceedings.

QUORUM

Mr Lim Swe Guan, the Chair, welcomed unitholders to the Meeting and after ascertaining that a quorum was present, called the Meeting to order.

PRESENTATION

The Chair presented an overview of CEREIT's performance for the financial year ended 31 December 2022 ("FY2022"). The Chair then invited Mr Simon Garing, the CEO and Mr Shane Hagan, the CFO to deliver a presentation on the business and financial performance of CEREIT for FY2022 to unitholders.

NOTICE OF MEETING

The notice of Meeting dated 10 April 2023 ("**Notice**"), which was sent to unitholders via publication in the Business Times, on SGXNet and on CEREIT's website for the prescribed period, was taken as read.

INTRODUCTION

The Chair informed the meeting that:

- (i) CEREIT had addressed and provided a response to questions received from Unitholders and SIAS via an SGX announcement on 21 April 2023;
- (ii) In his capacity as the Chair of the Meeting, he had been appointed as proxy by unitholders and would be voting in accordance with their respective instructions;
- (iii) All resolutions tabled at the AGM would be voted by way of poll, in accordance with SGX Listing Rules;
- (iv) Convene was appointed as polling agent to provide the electronic poll voting process, while DrewCorp Services Pte. Ltd. was appointed as Scrutineer of the Meeting.

The Chair then proceeded with the business of the Meeting.

ORDINARY RESOLUTION 1

Ordinary Resolution 1 was to receive and adopt the Report of Perpetual (Asia) Limited, as trustee of CEREIT (the "**Trustee**"), the Statement by Cromwell EREIT Management Pte. Ltd., as manager of CEREIT (the "**Manager**"), and the Audited Financial Statements of CEREIT for the financial year ended 31 December 2022 and the Auditors' Report thereon. The details of the resolution were set out in the Notice to unitholders dated 10 April 2023.

The motion for resolution was proposed by the Chair and seconded by Ms Kathleen Tan.

The Chair and Management addressed questions raised by a unitholder; details as annexed to these minutes as [Appendix A](#). There being no further questions, the Chair proceeded with the poll voting process, and results would be announced after voting of all resolutions.

ORDINARY RESOLUTION 2

Ordinary Resolution 2 was to re-appoint Deloitte & Touche LLP as Auditors of CEREIT to hold office until the conclusion of the next AGM of CEREIT, and to authorise the Manager to fix their remuneration. The details of the resolution were set out in the Notice to unitholders dated 10 April 2023.

The motion for resolution was proposed by the Chair and seconded by Ms Kathleen Tan.

There being no questions, the Chair proceeded with the poll voting process, and results would be announced after voting of all resolutions.

ORDINARY RESOLUTION 3

Ordinary Resolution 3 was to authorise the Manager, pursuant to the trust deed constituting CEREIT and the Listing Manual of Singapore Exchange Securities Trading Limited to issue Units in CEREIT, to issue Units and to make or grant instruments and to issue Units in pursuance of such instruments. The details of the resolution were set out in the Notice to unitholders dated 10 April 2023.

The motion for resolution was proposed by the Chair and seconded by Ms Kathleen Tan.

There being no questions, the Chair proceeded with the poll voting process, and results would be announced after voting of all resolutions.

ORDINARY RESOLUTION 4

Ordinary Resolution 4 was to authorise the Manager to repurchase issued Units for and on behalf of CEREIT of not more than 10% of the total number of issued Units as at the date of the passing of this resolution and subject to all terms and conditions set out in the Letter to unitholders dated 10 April 2023. The details of the resolution were set out in the Notice to Unitholders dated 10 April 2023.

The motion for resolution was proposed by the Chair and seconded by Ms Kathleen Tan.

There being no questions, the Chair proceeded with the poll voting process, and results would be announced after voting of all resolutions.

RESULT OF THE POLL

Following the votes be verified by the Scrutineer, the electronic poll voting results were as follows:

Ordinary Resolution 1

The results of Ordinary Resolution 1 taken on a poll were as follows:-

Total no. of valid votes cast	No. of votes FOR	% FOR	No. of votes AGAINST	% AGAINST
321,487,100	321,416,098	99.98	71,302	0.02

The Chair declared the Ordinary Resolution 1 carried and it was **RESOLVED**:

“That the Report of Perpetual (Asia) Limited, as trustee of CEREIT, the Statement by Cromwell EREIT Management Pte. Ltd., as manager of CEREIT, and the Audited Financial Statements of CEREIT for the financial year ended 31 December 2022 and the Auditors’ Report thereon be received and adopted.”

Ordinary Resolution 2

The results of Ordinary Resolution 2 taken on a poll were as follows:-

Total no. of valid votes cast	No. of votes FOR	% FOR	No. of votes AGAINST	% AGAINST
321,663,480	321,541,910	99.96	121,570	0.04

The Chair declared the Ordinary Resolution 2 carried and it was **RESOLVED**:

“That Deloitte & Touche LLP be re-appointed as Auditors of CEREIT to hold office until the conclusion of the next AGM of CEREIT, and to authorise the Manager to fix their remuneration.”

Ordinary Resolution 3

The results of Ordinary Resolution 3 taken on a poll were as follows:-

Total no. of valid votes cast	No. of votes FOR	% FOR	No. of votes AGAINST	% AGAINST
321,662,680	274,094,260	85.21	47,568,420	14.79

The Chair declared the Ordinary Resolution 3 carried and it was **RESOLVED**:

“That authority be and is hereby given to the Manager to:

- (a) (i) issue units in CEREIT (“**Units**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units,
- at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and
- (b) issue Units in pursuance of any Instrument made or granted by the Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50.0%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a *pro rata* basis to Unitholders (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent. (20.0%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) shall be based on the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for:
- (a) any new Units arising from the conversion or exercise of any convertible securities or options or vesting of Unit awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
- (b) any subsequent bonus issue, consolidation or subdivision of Units;

- (3) in exercising the authority conferred by this Resolution, the Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the trust deed dated 28 April 2017 constituting CEREIT (as amended) (the “**Trust Deed**”) for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next annual general meeting of CEREIT or (ii) the date by which the next annual general meeting of CEREIT is required by applicable laws and regulations or the Trust Deed to be held, whichever is the earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (6) the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of CEREIT to give effect to the authority conferred by this Resolution.”

Ordinary Resolution 4

The results of Ordinary Resolution 4 taken on a poll were as follows:-

Total no. of valid votes cast	No. of votes FOR	% FOR	No. of votes AGAINST	% AGAINST
321,588,382	280,251,952	87.15	41,336,430	12.85

The Chair declared the Ordinary Resolution 4 carried and it was **RESOLVED**:

“That:

- (a) the exercise of all the powers of the Manager to repurchase issued Units for and on behalf of CEREIT not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Manager from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market repurchase(s) on the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted; and/or
 - (ii) off-market repurchase(s) (which are not market repurchase(s)) in accordance with any equal access scheme(s) as may be determined or formulated by the Manager as it considers fit in accordance with the Trust Deed,

and otherwise in accordance with all applicable laws and regulations including the rules of the SGX-ST or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, be and is hereby authorised and approved generally and unconditionally (the “**Unit Buy-Back Mandate**”);

- (b) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred on the Manager pursuant to the Unit Buy-Back Mandate may be exercised by the Manager at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of CEREIT is held;
 - (ii) the date by which the next annual general meeting of CEREIT is required by applicable laws and regulations or the Trust Deed to be held; or
 - (iii) the date on which repurchases of Units pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

“Average Closing Price” means the average of the closing market prices of the Units over the last five Market Days, on which transactions in the Units were recorded, immediately preceding the date of the market repurchase or, as the case may be, the date of the making of the offer pursuant to the off-market repurchase, and deemed to be adjusted for any corporate action that occurs during the relevant five Market Days and the date of the market repurchase or, as the case may be, the date of the making of the offer pursuant to the off-market repurchase;

“date of the making of the offer” means the date on which the Manager makes an offer for an off-market repurchase, stating therein the repurchase price (which shall not be more than the Maximum Price for an off-market repurchase) for each Unit and the relevant terms of the equal access scheme for effecting the off-market repurchase;

“Market Day” means a day on which the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, is open for trading in securities;

“Maximum Limit” means that number of Units representing 10.0% of the total number of issued Units as at the date of the passing of this Resolution; and

“Maximum Price” in relation to a Unit to be repurchased, means the repurchase price (excluding brokerage, stamp duty, commission, applicable goods and services tax and other related expenses) which shall not exceed 105.0% of the Average Closing Price of the Units for both a market repurchase and an off-market repurchase.

- (d) the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of CEREIT to give effect to the transactions contemplated and/or authorised by this Resolution.”

CONCLUSION

There being no other business to transact, the Chair declared the Annual General Meeting of the Company closed at 4.23 p.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

LIM SWE GUAN
CHAIR

Appendix A – Questions and Answers

<p><u>Question 1:</u> I am happy with the results, however I would like to understand valuation movements further, despite these covered in the presentation earlier. It seems that it is the logistics assets that are holding up the valuations.</p> <p>Can you explain how are the office assets valuations holding up [by comparison]?</p>	<p><u>Answer 1:</u> Thank you for your question. Indeed investor demand for logistics/light industrial assets continue to be well sought, supporting valuations. Higher rent growth on the back of low vacancy and higher occupier demand and annual high inflation rent growth saw minimal change in CEREIF's logistics portfolio across all markets, except for the UK last year.</p> <p>From an office perspective, nearly 75% of CEREIF's Grade A office offices are located in the Netherlands. There have been several mitigating factors to help support these valuations over the past year in a rising interest rate environment. Given the long nature of Dutch leases (5+5), many were signed at rents post the GFC in 2011-2013 when Dutch market rents were materially lower than today, which is driving higher rent growth on renewals while higher inflation is also driving higher annual rental indexation. Market vacancy rates for Grade A office assets are down to around 3-5%. European tenants are seeking predominantly BREEAM or LEED – certified buildings, with CBRE estimating only 20% of total European office stock is BREEAM certified. CEREIF has a competitive advantage as we have 77% of our office assets BREEAM or LEED certified. CEREIF acquired these Dutch assets 5 years ago on relatively higher yields, well above cost of debt, providing further valuation buffer.</p> <p>The Polish and Finnish office assets, while a smaller part of the overall of the portfolio, have been disappointing by comparison.</p> <p>Another supporting factor for valuations is the active leasing and value add from our local teams. CEREIF re-leased 26% of the portfolio's lettable area in the past 12 months, which is a testimony of how resilient the portfolio is. Due to higher inflation and market rent growth, we have been able to negotiate new leases with higher rents.</p>
<p><u>Question 2:</u> I noticed from the presentation that your Fitch rating is BBB-. Unfortunately, this is just a few notches before sub-investment grade. This is almost unfair for the effort that CEREIF had put in and [it] also does not reflect the resilience of CEREIF's performance.</p> <p>Is there any way to improve the [credit] ratings?</p>	<p><u>Answer 2:</u> When CEREIF first received its investment grade rating by Fitch, we only had a short track record, i.e. only 2 years of audited financial statements. Although CEREIF has been performing well (on a like-for-like basis) since IPO, rating agencies look for a sustained performance to ensure cashflows and valuation from CEREIF's office portfolio are resilient during the pending recession before an upgrade could be considered.</p> <p>Please rest assured that Management is doing all we can to ensure that our rating reflects our underlying portfolio strength.</p>
<p><u>Question 3:</u> Despite CEREIF's market</p>	<p><u>Answer 3:</u> In our view, liquidity of CEREIF's units on the SGX is down mainly</p>

<p>capitalisation being large, however I note that 20% of the top shareholders accounts for 95% of the unitholding? With the previous unit amalgamation, this may have further depressed and tightened the trading liquidity of the units on the stock exchange. Is there any way you can improve on it?</p>	<p>due to market sentiment, as Unitholders may not want to sell in a depressed market. Before the start of the war in Ukraine in February 2022, institutional investors comprised approximately 22% of CEREIT's register and units were trading at a slight premium to its NAV/unit. Notably, since then we have lost only 1% of our institutional investors, while now trading at 30% discount to NAV/unit. We believe this is attributable to the confidence that our institutional investors have in CEREIT's ability to provide a robust yield on investment.</p> <p>After the 5:1 Unit consolidation that we undertook in May 2021, trading liquidity actually improved so we feel this was a good move for the stock.</p> <p>As part of our investor relations programme, we are also engaging with our retail unitholders base more frequently.</p>
<p><u>Question 4:</u> Although I note that the share buyback mandate is merely to give flexibility to the Board to purchase the units, however, please try not to exercise the mandate as the units are not liquid enough currently.</p>	<p><u>Answer 4:</u> Thank you. We take note of your comment.</p>