

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

**NOTIFICATION FORM FOR SHAREHOLDER(S) OF UNLISTED
TRUSTEE-MANAGER OR RESPONSIBLE PERSON**

**FORM
5**

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing this notification form.
2. This form is for a Shareholder(s) of an unlisted Trustee-Manager or Responsible Person to give notice under section 137P or 137ZA of the Securities and Futures Act (Cap. 289) (the "SFA") for change in interests in the Trustee-Manager or Responsible Person, as the case may be.
3. This Form 5 and a separate Form C, containing the particulars and contact details of the Shareholder(s), must be completed by the Shareholder(s) or a person duly authorised by the Shareholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Shareholder(s).
4. This form and Form C, are to be completed electronically and sent to the Trustee-Manager or Responsible Person via an electronic medium such as an e-mail attachment. The Trustee-Manager/Responsible Person will attach both forms to the prescribed SGXNet announcement template for dissemination under section 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 Shareholder, all of these Shareholders may give notice using the same notification form.
6. Subject to paragraph 5, a separate notification form must be used by a Shareholder for each notifiable 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 on the paper clip icon on the bottom left-hand corner or in item 8 of Part II. The total file size for all attachment(s) should not exceed 1MB.
8. Except for item 1 of Part III, 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) 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;
 - (b) 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
 - (c) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related 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 8 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

1. Name of Listed Issuer:

Cromwell European Real Estate Investment Trust ("CEREIT")

2. Type of Listed Issuer:

Registered/Recognised Business Trust

Real Estate Investment Trust


3. Name of Trustee-Manager/Responsible Person:

Cromwell EREIT Management Pte. Ltd.

4. Date of notification to Trustee-Manager/Responsible Person:

26-Feb-2019

Part II - Shareholder(s) details


Shareholder **A** 

1. Name of Shareholder:

Alexandrite Gem Holdings Limited

2. Date of acquisition of or change in interest:



22-Feb-2019

3. Date on which Shareholder became aware of the acquisition of, or change in, interest 
(if different from item 2 above, please specify the date):

22-Feb-2019

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

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


<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	2,500,002	2,500,002
As a percentage of total no. of voting shares: 	0	100	100
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares: 	0	0	0

6. Circumstances giving rise to deemed interests (if the interest is such):
[You may attach a chart in item 8 to illustrate how the Shareholder's deemed interest arises]

Please see paragraph 7 of Shareholder E's notification.

7. Relationship between the Shareholders giving notice in this form:
[You may attach a chart in item 8 to show the relationship between the Shareholders]

Please see paragraph 7 of Shareholder E's notification.

8. Attachments (if any): 



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

9. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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(b) Date of the Initial Announcement:

(c) 15-digit transaction reference number of the relevant transaction in the Form 5 which was attached in the Initial Announcement:

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10. Remarks (if any):


Shareholder B 

1. Name of Shareholder:

WP Global LLC

2. Date of acquisition of or change in interest:

22-Feb-2019

3. Date on which Shareholder became aware of the acquisition of, or change in, interest 
(if different from item 2 above, please specify the date):

22-Feb-2019

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

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

Immediately before the transaction	Direct Interest	Deemed Interest	Total
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No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	2,500,002	2,500,002
As a percentage of total no. of voting shares: ⓘ	0	100	100
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares: ⓘ	0	0	0

6. Circumstances giving rise to deemed interests (*if the interest is such*):
 [You may attach a chart in item 8 to illustrate how the Shareholder's deemed interest arises]

Please see paragraph 7 of Shareholder E's notification.

7. Relationship between the Shareholders giving notice in this form:
 [You may attach a chart in item 8 to show the relationship between the Shareholders]

Please see paragraph 7 of Shareholder E's notification.

8. Attachments (*if any*): ⓘ



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

9. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (*the "Initial Announcement"*):

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- (b) Date of the Initial Announcement:


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- (c) 15-digit transaction reference number of the relevant transaction in the Form 5 which was attached in the Initial Announcement:

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10. Remarks (*if any*):

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Shareholder **C** 

1. Name of Shareholder:

Warburg Pincus Partners II, LP.

2. Date of acquisition of or change in interest:



22-Feb-2019

3. Date on which Shareholder became aware of the acquisition of, or change in, interest 
(if different from item 2 above, please specify the date):

22-Feb-2019

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

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

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	2,500,002	2,500,002
As a percentage of total no. of voting shares: 	0	100	100
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares: 	0	0	0

6. Circumstances giving rise to deemed interests (if the interest is such):
[You may attach a chart in item 8 to illustrate how the Shareholder's deemed interest arises]

Please see paragraph 7 of Shareholder E's notification.

7. Relationship between the Shareholders giving notice in this form:
[You may attach a chart in item 8 to show the relationship between the Shareholders]

Please see paragraph 7 of Shareholder E's notification.

8. Attachments (if any):



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

9. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** 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 5 which was attached in the Initial Announcement:

10. Remarks (if any):

Shareholder D

1. Name of Shareholder:



2. Date of acquisition of or change in interest:

3. Date on which Shareholder became aware of the acquisition of, or change in, interest
(if different from item 2 above, please specify the date):

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

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

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	2,500,002	2,500,002

As a percentage of total no. of voting shares: 	0	100	100
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares: 	0	0	0

6. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 8 to illustrate how the Shareholder's deemed interest arises]

Please see paragraph 7 of Shareholder E's notification.

7. Relationship between the Shareholders giving notice in this form:
[You may attach a chart in item 8 to show the relationship between the Shareholders]

Please see paragraph 7 of Shareholder E's notification.

8. Attachments (*if any*): 



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

9. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (*the "Initial Announcement"*):

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- (b) Date of the Initial Announcement:

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- (c) 15-digit transaction reference number of the relevant transaction in the Form 5 which was attached in the Initial Announcement:

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10. Remarks (*if any*):


Shareholder **E** 

1. Name of Shareholder:

Warburg Pincus & Co.

2. Date of acquisition of or change in interest:



22-Feb-2019

3. Date on which Shareholder became aware of the acquisition of, or change in, interest 
(if different from item 2 above, please specify the date):

22-Feb-2019

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

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

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	2,500,002	2,500,002
As a percentage of total no. of voting shares: 	0	100	100
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares: 	0	0	0

6. Circumstances giving rise to deemed interests (if the interest is such):
[You may attach a chart in item 8 to illustrate how the Shareholder's deemed interest arises]

See below.

7. Relationship between the Shareholders giving notice in this form:
[You may attach a chart in item 8 to show the relationship between the Shareholders]

Prior to the transaction, ARA RE Investors XXI Pte. Ltd. held 20.03% of Cromwell Property Group ("CPG"), and CPG is deemed interested in 100% of the shares in Cromwell EREIT Management Pte. Ltd.. Following the Distribution Reinvestment Plan of CPG, ARA RE Investors XXI Pte. Ltd.'s interest in CPG has fallen below 20.0%. Accordingly, ARA RE Investors XXI Pte. Ltd. is no longer deemed interested in the shares in Cromwell EREIT Management Pte. Ltd..

As ARA RE Investment Group (Singapore) Pte. Ltd. holds 100% of ARA Real Estate Investors XXI Pte. Ltd., ARA RE Investment Group (Singapore) Pte. Ltd. is also no longer deemed interested in the shares in Cromwell EREIT Management Pte. Ltd..

As ARA Asset Management Limited holds 100% of ARA RE Investment Group (Singapore) Pte. Ltd., it is also no longer deemed interested in the shares in Cromwell EREIT Management Pte. Ltd..

As ARA Investment (Cayman) Limited holds 100% of ARA Asset Management Limited, it is also no longer deemed interested in the shares in Cromwell EREIT Management Pte. Ltd..

As ARA Asset Management Holdings Pte. Ltd. holds 100% of ARA Investment (Cayman) Limited, it is also no longer deemed interested in the shares in Cromwell EREIT Management Pte. Ltd..

As Alexandrite Gem Holdings Limited ("AGHL") holds more than 20% of ARA Asset Management Holdings Pte. Ltd., it is also no longer deemed interested in the shares in Cromwell EREIT Management Pte. Ltd..

AGHL is wholly-owned by certain private equity funds which are limited partnerships ("the Funds") managed by Warburg Pincus LLC ("WP LLC"), a New York limited liability company.

Warburg Pincus XII, L.P., a Delaware limited partnership ("WP XII GP") and Warburg Pincus China GP, L.P., a Delaware limited partnership ("WPC GP") are the general partners of the Funds.

WP Global LLC, a Delaware limited liability company ("WP Global"), is the general partner of each of WP XII GP and WPC GP.

Warburg Pincus Partners II, L.P., a Delaware limited partnership ("WPP II"), is the managing member of WP Global.

Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WPP GP LLC"), is the general partner of WPP II.

Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WPP GP LLC.

Charles R. Kaye and Joseph P. Landy are each U.S. Citizens and Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the Warburg Pincus entities. Charles R. Kaye and Joseph P. Landy disclaim beneficial ownership of all shares held by the Warburg Pincus entities.

By virtue of this, each of WP Global, WPP II, WPP GP LLC and WP is also no longer deemed interested in the shares in Cromwell EREIT Management Pte. Ltd..

8. Attachments (if any): 



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

9. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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(b) Date of the Initial Announcement:

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(c) 15-digit transaction reference number of the relevant transaction in the Form 5 which was attached in the Initial Announcement:

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10. Remarks (if any):

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Part III - Transaction Details

1. Type of securities which are the subject of the transaction (*more than one option may be chosen*):

- Voting shares
- Rights/Options/Warrants over voting shares
- Convertible debentures over voting shares (*conversion price known*)
- Others (*please specify*):

2. Number of shares, rights, options, warrants, and/or principal amount of convertible debentures acquired or disposed by Shareholder(s):

NA. See paragraph 4 below.

3. Amount of consideration paid or received by Shareholder(s) (*excluding brokerage and stamp duties*):

NA. See paragraph 4 below.

4. Circumstance giving rise to the interest or change in interest (*please specify*):

The interest in the shares arises from ARA Real Estate Investors XXI Pte. Ltd.'s interest in CPG. Following the Distribution Reinvestment Plan of CPG, ARA Real Estate Investors XXI Pte. Ltd.'s interest in CPG has fallen below 20.0%. Accordingly, as ARA Real Estate Investors XXI Pte. Ltd. is no longer deemed interested in the shares in Cromwell EREIT Management Pte. Ltd., each of AGHL, WP Global, WPP II, WPP GP LLC and WP is no longer deemed interested in the shares in Cromwell EREIT Management Pte. Ltd..

Item 5 is to be completed by an individual submitting this notification form on behalf of the Shareholder(s).

5. Particulars of Individual submitting this notification form to the Trustee-Manager/Responsible Person:

(a) Name of Individual:

Steven G Glenn

(b) Designation (*if applicable*):

Director

(c) Name of entity (*if applicable*):

Warburg Pincus LLC

Transaction Reference Number (auto-generated):

3	6	5	8	5	9	3	4	4	6	5	9	4	3	5
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