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(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.

LAUNCH OF PRIVATE PLACEMENT TO RAISE GROSS PROCEEDS OF NO LESS THAN APPROXIMATELY €100.0 MILLION

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

Cromwell EREIT Management Pte. Ltd., in its capacity as manager of Cromwell European Real Estate Investment Trust (“**CEREIT**”, and as manager of CEREIT, the “**Manager**”), wishes to announce the proposed private placement of 217,391,000 new units in CEREIT (“**New Units**”) to institutional and other investors at an issue price of between €0.460 and €0.470 per New Unit (both figures inclusive) (the “**Issue Price Range**”) to raise gross proceeds of no less than approximately €100.0 million (the “**Private Placement**”).

The Manager may, together with the Joint Lead Managers and Underwriters (as defined below), decide to increase the size of the Private Placement to raise additional gross proceeds of up to approximately €50.0 million (the “**Placement Upsize**”).

2. Details of the Private Placement

The Manager and Credit Suisse (Singapore) Limited and UBS AG, Singapore Branch (collectively, the “**Joint Lead Managers and Underwriters**”) have today entered into a placement agreement (the “**Placement Agreement**”) in relation to the Private Placement. Pursuant to the Placement Agreement, each of the Joint Lead Managers and Underwriters has agreed to procure subscriptions for or place out, as applicable, and failing which, to severally subscribe and pay for, the New Units at the issue price per New Unit (the “**Issue Price**”) to be determined, on the terms and subject to the conditions of the Placement Agreement. The Private Placement shall be subject to certain conditions precedent set out in the Placement Agreement, including the approval in-principle of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing of and quotation for the New Units on the Main Board of the SGX-ST. The Private Placement is fully underwritten by the Joint Lead Managers and Underwriters on the terms and subject to the conditions of the Placement Agreement.

The Issue Price Range of between €0.460 and €0.470 per New Unit (both figures inclusive) represents a discount of between:

- (i) (excluding married trades done on 20 June 2019):
 - (a) 3.8% and 5.9% to the adjusted volume weighted average price¹ (“**Adjusted VWAP**”) of €0.4886 per Unit for trades in the Units done on the SGX-ST for the preceding Market Day² on 20 June 2019 up to the time the Placement Agreement was signed on 21 June 2019; and
 - (b) 7.7% and 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) 6.1% and 8.1% to the Adjusted VWAP of €0.5004 per Unit; and
 - (b) 9.8% and 11.7% to the VWAP of €0.5209 per Unit.

The Issue Price will be determined by the Manager and the Joint Lead Managers and Underwriters following a book-building process. The Manager will make an announcement via SGXNET once the Issue Price has been determined.

3. Use of Proceeds

Subject to relevant laws and regulations, the Manager intends to use the gross proceeds of

1 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 (as defined herein) 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.

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

up to approximately €100.0 million from the Private Placement (based on the minimum of the Issue Price Range and assuming the Placement Upsize is not exercised) in the following manner:

- (i) approximately €91.7 million (which is equivalent to 91.7% 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);
- (ii) approximately €8.3 million (which is equivalent to 8.3% 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. Rationale for the Private Placement

The Manager believes that the Private Placement will bring the following benefits to unitholders of CEREIT (“**Unitholders**”):

4.1 Benefits of the acquisition of the Properties

The Acquisition of the Properties will be financed by a combination of debt and equity so as to ensure that the Acquisition will provide overall distribution per Unit accretion to Unitholders while maintaining an optimum level of gearing. (See announcement titled “Acquisition of Six Properties Located in France and Poland” dated 21 June 2019 for further details of the Acquisition.)

4.2 Expected increase in trading liquidity of Units

The New Units to be issued pursuant to the Private Placement will increase the total number of Units currently in issue by at least 9.9% (assuming the Placement Upsize not exercised).

This increase in the total number of Units in issue and enlarged Unitholder base are expected to improve the trading liquidity of the Units.

4.3 Reduced time of issuance

The Private Placement represents a fast and efficient means of raising capital to finance the Acquisition of the Properties with certainty. It also minimises the exposure of the equity fund raising to the volatility of the market price of the Units.

5. Authority to Issue New Units

The New Units will be issued pursuant to a general mandate (the “**General Mandate**”) given to the Manager at the annual general meeting (“**AGM**”) held on 29 April 2019, pursuant to which the Manager may, during the period from 29 April 2019 to (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 provisions of the trust deed dated 28 April 2017 constituting CEREIT (as amended) to be held; or (iii) the date on which the repurchases of Units by the Manager pursuant to the General Mandate are carried out to the full extent mandated, whichever is earlier, issue new Units and/or securities, warrants, debentures or other instruments convertible into Units (“**Convertible Securities**”) provided that the number of new Units (and/or Units into which the Convertible Securities may be converted) does not exceed 50.0% of the total number of Units in issue (excluding treasury Units and subsidiary holdings, if any) as at 29 April 2019 (the “**Base Figure**”), of which the aggregate number of new Units (and/or Units into which the Convertible Securities may be converted) issued other than on a *pro rata* basis to existing Unitholders shall not be more than 20.0% of the Base Figure.

As at 29 April 2019, the number of Units in issue was 2,194,613,274.

The number of Units that can be issued under the General Mandate is 1,097,306,637 Units, of which no more than 438,922,654 Units may be issued on a non pro-rata basis. The Manager has issued 6,164,294 Units since 29 April 2019.

326,086,000 New Units (assuming the Placement Upsize is exercised in full), together with the Units issued since 29 April 2019 constitutes 15.1% of the Base Figure, which is within the 20.0% limit for issue of new Units other than on a pro rata basis. Accordingly, the prior approval of the Unitholders is not required for the issue of up to 326,086,000 New Units (assuming the Placement Upsize is exercised in full) under the Private Placement.

6. Eligibility to Participate in the Private Placement

The offer of New Units under the Private Placement will be made to eligible institutional, accredited and other investors.

The New Units have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, 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 Securities Act and in compliance with applicable state laws.

The Manager, along with the Joint Lead Managers and Underwriters, reserve the absolute discretion in determining whether to allow such participation as well as the persons who may be allowed to do so.

7. Status of the New Units

7.1 Entitlement to Cumulative Distribution

CEREIT's policy is to distribute its distributable income on a semi-annual basis to Unitholders.

In connection with the Private Placement, the Manager intends to declare, in respect of the Units in issue on the day immediately prior to the date on which the New Units pursuant to the Private Placement are issued (the "**Existing Units**"), a distribution of the distributable income for the period from 1 January 2019 to the day immediately prior to the date on which the New Units are issued pursuant to the Private Placement (the "**Cumulative Distribution**").

The New Units pursuant to the Private Placement are expected to be listed on 2 July 2019. The current expectation of the Manager is that the quantum of distribution per Unit under the Cumulative Distribution is estimated to be €2.05 cents³. A further announcement on the actual amount of Cumulative Distribution (which may differ from the estimate above) will be made by the Manager in due course after the management accounts of CEREIT for the relevant period have been finalised.

The next distribution thereafter will comprise CEREIT's distributable income for the period from the day the New Units are issued pursuant to the Private Placement to 31 December 2019. Semi-annual distributions will resume thereafter.

The Cumulative Distribution is intended to ensure that the distributable income accrued by CEREIT up to the day immediately preceding the date of issue of the New Units (which at such point, will be entirely attributable to the Existing Units) is only distributed in respect of the Existing Units, and is being proposed as a means to ensure fairness to holders of the Existing Units.

(Please see the announcement dated 21 June 2019 issued by the Manager in relation to the notification of the time and date on which the Transfer Books and Register of Unitholders will be closed to determine Unitholders' entitlement to the Cumulative Distribution.)

7.2 Status of New Units issued pursuant to the Private Placement

Other than the Cumulative Distribution to which the New Units will not be entitled, the New Units issued pursuant to the Private Placement will, upon issue, rank *pari passu* in all respects with the Existing Units, including the right to CEREIT's distributable income from the day of issuance of the New Units under the Private Placement as well as all distributions thereafter.

³ 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, and the actual Cumulative Distribution may differ. The actual quantum of the distribution will be announced on a later date after the closure of the Transfer Books and Register of Unitholders.

For the avoidance of doubt, the holders of the New Units to be issued pursuant to the Private Placement will not be entitled to the Cumulative Distribution.

8. Application to the SGX-ST for Approval in-Principle

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 appropriate announcement will be made upon the receipt of such in-principle approval from 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 Group⁴ 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 except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. 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.

This announcement is not to be distributed or circulated outside of Singapore. Any failure to comply with this restriction may constitute a violation of United States securities laws or the laws of any other jurisdiction.

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).

⁴ 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).