

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)

MINUTES OF EXTRAORDINARY GENERAL MEETING

- DETAIL** : Held by electronic means via live audio-visual webcast or live audio-only stream pursuant to and in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended) and the Joint Statement of the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued on 13 April 2020 (updated on 27 April 2020, 22 June 2020 and 1 October 2020) on guidance on the conduct of general meetings amid evolving COVID-19 situation.
- DATE** : Tuesday, 27 April 2021
- TIME** : 3.50 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 Michael Wilde – Non-Independent Non-Executive Director
Mr Simon Garing – Chief Executive Officer and Executive Director
- IN ATTENDANCE** : Mr Shane Hagan – Chief Financial Officer
Ms Elena Arabadjieva – Chief Operating Officer and Head of Investor Relations
Mr Andreas Hoffmann – Head of Property
Ms Kathleen Tan – Head of Risk, Compliance and Corporate Secretarial
Ms Kim Yi Hwa – Company Secretary
- UNITHOLDERS AND OTHER INVITEES** : As set out in the attendance record maintained by CEREIT
- CHAIR OF MEETING** : Mr Lim Swe Guan (“Chair”)

INTRODUCTION

Mr Lim Swe Guan, the Chair, welcomed all present to the Company’s Extraordinary General Meeting (“**EGM**” or the “**Meeting**”) and informed that the Board of Directors (the “**Board**”), key members of the management team and the Company Secretary had been introduced to the unitholders at the beginning of the Annual General Meeting held prior to the EGM and that they remained the same and were all present for the purpose of the EGM.

The Meeting was held by electronic means through live audio-visual webcast or live audio-only stream, pursuant to and in accordance with Singapore laws, regulations and regulatory guidance governing the conduct of general meetings amid evolving COVID-19 situation.

QUORUM AND NOTICE OF MEETING

The Chair, after ascertaining that a quorum was present, called the Meeting to order.

The Chair gave an overview of the Ordinary Resolution in relation to the proposed unit consolidation tabled at the Meeting and informed the Meeting that the detailed rationale for the proposed unit consolidation was

outlined in the Circular to unitholders dated 12 April 2021 (the “**Circular**”), along with the Frequently Asked Questions that were published on CEREIT’s website. All additional substantial and relevant questions related to the Meeting that had been submitted by unitholders prior to the Meeting and detailed responses to those questions had been released through an announcement to the SGX-ST prior to the Meeting.

The notice of the Meeting dated 12 April 2021, which was sent to unitholders by electronic means via publication on CEREIT’s website and SGX website for the requisite period, was taken as read.

The Chair informed the Meeting that the Ordinary Resolution tabled at the Meeting had been put to vote by proxy only. The Chair further informed that 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. The results as cast by proxy votes had been counted and verified by DrewCorp Services Pte Ltd, the appointed Scrutineer for the poll.

The Chair then proceeded with the business of the Meeting.

ORDINARY RESOLUTION

The Ordinary Resolution was to approve the proposed consolidation of every five (5) Units held as at the Record Date into one (1) Unit with effect from the date to be determined by the directors of the manager of CEREIT and in the manner set out in the Circular. The details of the resolution were set out in the Notice to unitholders dated 12 April 2021.

The Chair proposed the motion for the resolution.

The votes of unitholders who had cast their votes by proxy through the Chair of the Meeting had been counted and verified. The results of Ordinary Resolution taken on a poll were as follows:-

Total no. of valid votes cast	No. of votes “FOR”	% “FOR”	No. of votes “AGAINST”	% “AGAINST”
1,635,561,741	1,631,806,850	99.77	3,754,891	0.23

The Chair declared the motion carried and it was **RESOLVED** (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the Circular):

“That:

- (i) approval be and is hereby given for all the units in CEREIT (“**Units**”) in issue as at the Record Date (as defined in the Circular issued to Unitholders in connection with the Proposed Unit Consolidation (as defined herein)) to be consolidated by consolidating every five (5) Units held as at the Record Date into one (1) Unit (“**Consolidated Unit**”) with effect from the date to be determined by the directors of the manager of CEREIT (the “**Manager**” and the directors of the Manager, the “**Directors**”) and in the manner set out in the Circular (the “**Proposed Unit Consolidation**”); and
- (ii) approval be and is hereby given for any fraction of a Consolidated Unit which may arise from the Proposed Unit Consolidation to be disregarded; and
- (iii) the Manager, any director of the Manager (“**Director**”) and Perpetual (Asia) Limited (in its capacity as trustee of CEREIT) (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, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of CEREIT to give effect to the Proposed Unit Consolidation.”

CONCLUSION

There being no other business to transact, the Chair declared the Extraordinary General Meeting of the Company closed and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

LIM SWE GUAN
CHAIR