



(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.

and

CROMWELL EREIT LUX FINCO S.À R.L.  
*(société à responsabilité limitée)*  
Registered Office: 8, boulevard Royal, L-2449 Luxembourg  
R.C.S. Luxembourg: B236179  
acting in respect of its Compartment 2

THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7 OF THE REGULATION (EU) 596/2014 (AS AMENDED, "MAR").

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PROPOSED SALE BY CROMWELL PROPERTY GROUP OF (I) ALL OF ITS INTEREST IN THE MANAGER OF CROMWELL EUROPEAN REIT AND (II) ITS 27.79% INTEREST IN THE UNITS IN CROMWELL EUROPEAN REIT

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## 1. Introduction

Cromwell EREIT Management Pte. Ltd., as manager of Cromwell European Real Estate Investment Trust ("CEREIT", and the manager of CEREIT, the "Manager"), together with Cromwell EREIT Lux Finco S.à r.l., acting in respect of its compartment 2 ("Finco 2"), wish to inform:

- (i) unitholders of CEREIT;
- (ii) holders of the SGD100,000,000 fixed rate subordinated perpetual securities issued by Perpetual (Asia) Limited (in its capacity as trustee of CEREIT) under the SGD 750,000,000 Multicurrency Perpetual Securities Programme; and
- (iii) holders of notes issued by Finco 2 under Cromwell EREIT Lux Finco S.à r.l.'s EUR 1,500,000,000 Euro Medium Term Note Programme,

that Cromwell Property Group ("Cromwell") has entered into a binding agreement (the "Agreement") with Stoneweg Global Platform SCSp, a Luxembourg alternative investment fund to sell Cromwell's 27.79% stake in CEREIT and its European fund management platform (including the Manager and Cromwell European Holding Limited as property manager of CEREIT) for a total consideration of approximately €280 million.

## 2. Details of the Transaction

Pursuant to the Agreement:

- (i) Acquisition of Manager: Stoneweg Global Platform SCSp, a Luxembourg alternative investment fund, through its wholly-owned subsidiary Stoneweg Management S.A, will acquire 100% of the issued shares of the Manager, which is held by Cromwell Property Group (through its wholly-owned subsidiary Cromwell Corporation Limited); and
- (ii) Acquisition of Cromwell's entire 27.79% unitholding in CEREIT: Stoneweg Global Platform SCSp a Luxembourg alternative investment fund acting by its general partner Stoneweg GP (Luxembourg) and sponsored by Stoneweg Group ("Stoneweg") will acquire 156,233,700 units in CEREIT (approximately 27.79% of the total number of units in issue) which is held by various Cromwell entities (including the Manager).
- (i) The transaction remains subject to customary closing conditions and adjustments, including approval by the Monetary Authority of Singapore and the Commission de Surveillance du Secteur Financier in Luxembourg as well as debt change of control consents or waivers.

The transaction is expected to be completed by the end of the third quarter of 2024.

## 3. Information about Stoneweg

Stoneweg Global Platform SCSp, a Luxembourg alternative investment fund acting by its general partner Stoneweg GP (Luxembourg) and sponsored by Stoneweg. Stoneweg is an international real estate asset manager with a nine-year track record and established presence in Europe, Switzerland and the US. Following the transaction, Stoneweg is evolving into an enhanced Pan-European and US asset management platform with €8 billion in assets under management across a diversified range of real estate sectors with market exposure to over 20 countries, a team of over 300 people and a 22-office network covering the full scope of services, serving institutional investors mandates.

For the avoidance of doubt, there is NO issuance of new CEREIT Units AND NO acquisition of any other units in CEREIT other than outlined above as a result of this transaction. Unitholders are reminded to exercise caution in trading their units.

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)

By order of the board of managers  
Wayne Fitzgerald  
Cromwell EREIT Lux Finco S.à r.l., acting in respect of its compartment 2

23 May 2024

## ABOUT CROMWELL EUROPEAN REAL ESTATE INVESTMENT TRUST

Cromwell European Real Estate Investment Trust (“Cromwell European REIT” or “CEREIT”) has a principal mandate to invest, directly or indirectly, in income-producing commercial real estate assets across Europe with a minimum portfolio weighting of at least 75% to Western Europe and at least 75% to the logistics/light industrial and office sectors. CEREIT currently targets a majority investment weighting to the logistics/light industrial sector while also investing in core office assets in gateway cities. CEREIT strives to be a resilient, ethical, and socially responsible organisation that contributes positively to all stakeholders, leading to higher risk-adjusted returns while maintaining an appropriate capital structure.

CEREIT's €2.2 billion portfolio comprises 100+ predominantly freehold properties in or close to major gateway cities in the Netherlands, Italy, France, Poland, Germany, Finland, Denmark, Slovakia, the Czech Republic and the United Kingdom, with an aggregate lettable area of approximately 1.8 million sqm and 800+ tenant customers.

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

[www.cromwelleuropeanreit.com.sg](http://www.cromwelleuropeanreit.com.sg)

## IMPORTANT NOTICE

This announcement relates to the disclosure of information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (as amended, "MAR") encompassing information relating to Cromwell EREIT Lux Finco S.à r.l.. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this release is made by Wayne Fitzgerald, manager of Cromwell EREIT Lux Finco S.à r.l..

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 Group 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 the Units in the United States or any other jurisdiction. The Units have not been and will not be registered under the Securities Act and may not be offered or sold in the United States unless registered under the Securities Act, or pursuant to an applicable exemption from registration. 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.