

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme CIMIC Group Limited ("CIMIC")

ACN/ARSN 004 482 982

This notice is given by HOCHTIEF Australia Holdings Limited on behalf of itself, HOCHTIEF Aktiengesellschaft and each of its related bodies corporate ("Substantial Holders") including those entities named in the list of 7 pages annexed to this notice and marked "Annexure A".

### 1. Details of substantial holder (1)

Name HOCHTIEF Australia Holdings Limited ("HAHL")

ACN/ARSN (if applicable) 103 181 675

There was a change in the interests of the substantial holder on

03 April 2020

The previous notice was given to the company on

27 March 2020

The previous notice was dated

27 March 2020

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	244,630,819	75.57% (based on 323,726,756 ordinary shares on issue)	244,630,819	76.60% (based on 319,370,610 ordinary shares on issue)

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Between 27 March and 3 April 2020 in respect of which CIMIC has lodged an Appendix 3E – Daily share buy-back notice	HAHL, being a wholly owned subsidiary of HOCHTIEF Aktiengesellschaft ( <b>HOCHTIEF</b> )	HOCHTIEF's voting power in CIMIC has increased as a consequence of the reduction in the number of CIMIC shares on issue, due to the on-market buy-back announced on 11 March, in respect of an aggregate of 4,356,146 shares bought back between 27 March 2020 and 3 April 2020 as announced by CIMIC.	Not applicable	Not applicable	Not applicable
As above	HOCHTIEF	Relevant interest under section 608(3)(b) of the Corporations Act. HOCHTIEF is the ultimate parent company of HAHL.	As above	As above	As above
As above	Actividades de Construccion y Servicios, S.A ( <b>ACS</b> )  Cariatide S.A ( <b>Cariatide</b> )	Relevant interest under section 608(3)(a) of the Corporations Act.	As above	As above	As above
As above	Each other Substantial Holder	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power above 20% in HAHL.	As above	As above	As above

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
HAHL	HAHL as to 244,624,024 ordinary shares;  Peter Sassenfeld, as bare trustee for HAML as to 1,858 ordinary shares;  Pedro Lopez Jimenez, as bare trustee for HAML as to 1,192 ordinary shares;  Marcelino Fernández Verdes, as bare trustee for HAML as to 2,745 ordinary shares;  José Luis del Valle Pérez, as bare trustee for HAML as to 1,000 ordinary shares.	HAHL  HAHL  HAHL  HAHL	Registered holder of 244,630,819 ordinary shares and beneficial owner of the ordinary shares held by Peter Sassenfeld, Pedro Lopez Jimenez, Marcelino Fernández Verdes and José Luis del Valle Pérez  Peter Sassenfeld, Pedro Lopez Jimenez, Marcelino Fernández Verdes and José Luis del Valle Pérez hold their shares as bare trustee for HAML and accordingly do not have a relevant interest in those shares.	244,630,819 ordinary shares	244,630,819
HOCHTIEF and its Subsidiaries (see Annexure A)	HAHL as to 244,624,024 ordinary shares;  Peter Sassenfeld, as bare trustee for HAML as to 1,858 ordinary shares;  Pedro Lopez Jimenez, as bare trustee for HAML as to 1,192 ordinary shares;  Marcelino Fernández Verdes, as bare trustee for HAML as to 2,745 ordinary shares;  José Luis del Valle Pérez, as bare trustee for HAML as to 1,000 ordinary shares.	HAHL  HAHL  HAHL  HAHL	Relevant interest under section 608(3) of the Corporations Act.	244,630,819 ordinary shares	244,630,819
ACS, Cariatide and each other Substantial Holder	HAHL as to 244,624,024 ordinary shares;  Peter Sassenfeld, as bare trustee for HAML as to 1,858 ordinary shares;  Pedro Lopez Jimenez, as bare trustee for HAML as to 1,192 ordinary shares;  Marcelino Fernández Verdes as bare trustee for HAML as to 2,745 ordinary shares;  José Luis del Valle Pérez as bare trustee for HAML as to 1,000 ordinary shares.	HAHL  HAHL  HAHL  HAHL	Relevant interest under section 608(3) of the Corporations Act.	244,630,819 ordinary shares	244,630,819

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

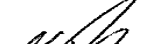
Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
HTAHL	Level 13, 68 York Street, Sydney, NSW, 2000
HOCHTIEF and its subsidiaries	Opernplatz 2, 45128, Essen, GERMANY
ACS and Cariatide	Avda. Pio XII 102 28036 Madrid, SPAIN
Peter Sassenfeld, Pedro Lopez Jimenez, Marcelino Fernández Verdes, and José Luis del Valle Pérez	Hermann-Raddatz-Weg 7, 40489, Dusseldorf, GERMANY c/ Juan de Arespachoga 12, Madrid, SPAIN Opernplatz 2, 45128, Essen, GERMANY Juan Bravo 34, 28006 Madrid, SPAIN

## Signature

print name	David Robinson	capacity	Director
sign here		date	6 April 2020

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Annexure A

**This is Annexure "A" of 7 pages referred to in the accompanying Form 604.**

print name David Robinson

capacity Director

sign here \_\_\_\_\_

Date: 6 April 2020

### HOCHTIEF Americas Division

Auburndale Company, Inc.  
Audubon Bridge Constructors  
Canadian Borealis Construction Inc.  
Canadian Turner Construction Company Ltd.  
Capitol Building Services LLC  
CB Finco Corporation  
CB Resources Corporation  
Clark Builders Partnership  
E. E. Cruz and Company Inc.  
Facilities Management Solutions, LLC  
FECO Equipment  
Flatiron Construction Corp.  
Flatiron Constructors Canada Ltd  
Flatiron Constructors Inc.  
Flatiron Constructors Inc. Canadian Branch  
Flatiron Constructors, Inc.-Blythe Development Company JV  
Flatiron Electric Group  
Flatiron Equipment Company Canada  
Flatiron Holding Inc.  
Flatiron Parsons JV  
Flatiron West Inc.  
Flatiron/Aecom LLC  
Flatiron/Dragados/Sukut JV  
Flatiron/Goodfellow Top Grade JV  
Flatiron/Turner Construction of New York LLC  
Flatiron-Blythe Development Company JV  
Flatiron-Lane JV  
Flatiron-Skanska-Stacy and Witbec JV  
Flatiron-Zachry JV  
HOCHTIEF Americas GmbH  
HOCHTIEF Argentina S.A.  
HOCHTIEF USA Inc.  
Lakeside Alliance  
Lathrop / D.A.G. JV (Moseley Hall Renovation)  
Lighthouse Innovation Corporation  
Maple Red Insurance Company

Metacon Technology Solutions, LLC  
Mideast Construction Services, Inc.  
OMM Inc.  
Saddleback Constructors  
Services Products Buildings, Inc.  
The Lathrop Company, Inc.  
The Turner Corporation  
Tompkins Builders, Inc.  
Tompkins Turner Grunley Kinsley JV (C4ISR Aberdeen&Proving Grounds)  
Tompkins/Ballard JV (Richmond City Jail)  
Trans Hudson Brokerage, LLC  
Truner – Martin Harris (Las Vegas Convention and Visitors Authority)  
Turner (East Asia) Pte. Ltd.  
Turner AECOM-Hunt NFL JV (NFL Stadium)  
Turner Canada Holdings Inc.  
Turner Canada LLC  
Turner Clayo Memorial Stadium JV (UIUC Memorial Stadium)  
Turner Clatco Willis Tower JV (Willis Tower)  
Turner Construction Company  
Turner Construction Company of Ohio LLC  
Turner Construction/Sano-Rubin Construction Services (St.Peter's Health Ambulatory Center)  
Turner Consulting (Thailand) Ltd.  
Turner Consulting and Management Services Private Ltd (TCMS)  
Turner Development Corporation  
Turner International (East Asia) Ltd  
Turner International (Hong Kong) Ltd  
Turner International (UK) Ltd.  
Turner International Consulting (Thailand) Ltd.  
Turner International Industries, Inc.  
Turner International LLC  
Turner International Malaysia SDN BHD  
Turner International Professional Services Ltd. (Ireland)  
Turner International Professional Services, S. De R. L. De C. V  
Turner International Proje Yonetimi Ltd. Sti  
Turner International Pte. Ltd  
Turner International Support Services, S. De R. L. De C. V.  
Turner JLN JV (Lyndhurst Elementary)  
Turner Logistics Canada Ltd.  
Turner Logistics, LLC  
Turner Management Consulting (Shanghai) Co. Ltd.  
Turner Partnership Holdings Inc.  
Turner Project Management India Pvt. Ltd.  
Turner Regency (Lakewood City Schools)  
Turner Sabinal JV (SAISD 2010 Bond Program)  
Turner Sanorubin JV (Health Alliance)  
Turner Southeast Europe d.o.o Beograd  
Turner Surety & Insurance Brokerage Inc.  
Turner Vietnam Co. Ltd.  
Turner/Commercial/Mahogany Triventure (Exelon Baltimore)  
Turner/Con-Real (Terrell High School Academy)  
Turner/Con-Real (University of Arkansas)  
Turner/HGR (Tyler Junior College)  
Turner/JGM JV (Proposition Q)

Turner/Ozanne (First Energy Stadium Modernization/Huntington Park Garage)  
Turner/Ozanne/VAA (Cleveland Convention Center Hotel)  
Turner/VAA (Kent State University Science Center)  
Turner-Flatiron JV (Denver International Airport)  
Turner-Kiewit JV (GOAA South Airport)  
Turner-Marhnos S A P I De C  
Turner-McKissack JV (HHC-FEMA Coney Island Hospital Campus Renovation)  
Turner-PCL JV (LAX Midfield)  
Turner-PCL JV (San Diego Airport)  
Turner-SG Contracting (Hartfield Jackson)  
Turner-Welty JV (Duke Energy Corp.)  
Universal Construction Company, Inc.  
West Coast Rail Constructors  
White-Turner JV (City of Detroit Public Safety)

#### **HOCHTIEF Asia Pacific Division**

HOCHTIEF Asia Pacific GmbH  
HOCHTIEF AUSTRALIA HOLDINGS LIMITED

#### **HOCHTIEF Europe Division**

A.L.E.X.-Bau GmbH  
Constructora Cheves S.A.C.  
Deutsche Bau- und Siedlungs-Gesellschaft mbH  
Deutsche Baumanagement GmbH  
Dicentra Copernicus Roads sp.z.o.o.  
Euripus s.r.o.  
FM Holding GmbH i.L.  
forum am Hirschgarten Nord GmbH & Co. KG  
forum am Hirschgarten Süd GmbH & Co. KG  
HOCHTIEF (UK) Construction Ltd.  
HOCHTIEF Bau und Betrieb GmbH  
HOCHTIEF Boreal Health Partner Inc.  
HOCHTIEF Canada Holding 2 Inc.  
HOCHTIEF Canada Holding 4 Inc.  
HOCHTIEF Canada Holding 5 Inc.  
HOCHTIEF Construction Austria GmbH & Co. KG  
HOCHTIEF Construction Chilena Ltda.  
HOCHTIEF Construction Management Middle East GmbH  
HOCHTIEF CZ a.s.  
HOCHTIEF Development Austria GmbH  
HOCHTIEF Development Czech Republic s.r.o.  
HOCHTIEF Development Hungary Kft.  
HOCHTIEF Development Poland Sp. z o.o.  
HOCHTIEF Engineering GmbH  
HOCHTIEF Infrastructure GmbH  
HOCHTIEF LINXS Holding LLC  
HOCHTIEF NEAH Partner Inc.  
HOCHTIEF OBK Vermietungsgesellschaft mbH  
HOCHTIEF Offshore Crewing GmbH  
HOCHTIEF Operators Holding  
HOCHTIEF ÖPP Projektgesellschaft mbH  
HOCHTIEF Polska S.A.  
HOCHTIEF PPP Europa GmbH

HOCHTIEF PPP Operations GmbH  
HOCHTIEF PPP Schulpartner Braunschweig GmbH  
HOCHTIEF PPP Schulpartner GmbH & Co. KG  
HOCHTIEF PPP Solutions (Ireland) Limited  
HOCHTIEF PPP Solutions (UK) Limited  
HOCHTIEF PPP Solutions Chile Tres Ltda.  
HOCHTIEF PPP Solutions GmbH  
HOCHTIEF PPP Solutions Netherlands B.V.  
HOCHTIEF PPP Solutions North America Inc.  
HOCHTIEF PPP Transport Westeuropa GmbH  
HOCHTIEF Presidio Holding LLC  
HOCHTIEF Projektentwicklung GmbH  
HOCHTIEF Projektentwicklung ‚Helfmann Park‘ GmbH & Co. KG  
HOCHTIEF Solutions AG  
HOCHTIEF Solutions Middle East Qatar W.L.L.  
HOCHTIEF Solutions Real Estate GmbH  
HOCHTIEF Solutions Saudi Arabia LLC  
HOCHTIEF SSLG Partner Inc.  
HOCHTIEF Trade Solutions GmbH  
HOCHTIEF U.S. Holdings LLC  
HOCHTIEF ViCon GmbH  
HOCHTIEF ViCon Qatar W.L.L.  
HTP Immo GmbH  
I.B.G. Immobilien- und Beteiligungsgesellschaft Thüringen-Sachsen mbH  
LOFTWERK Eschborn GmbH & Co. KG  
Maximiliansplatz 13 GmbH & Co. KG  
MK 1 Am Nordbahnhof Berlin GmbH & Co. KG  
MOLTENDRA Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Mainoffice KG  
Perlo Sp. z o.o.  
Project Development Poland 3 B.V.  
Project SP1 Sp. z o.o.  
Projekt Messeallee Essen GmbH & Co. KG  
Projektgesellschaft Börsentor Frankfurt GmbH & Co. KG  
Projektgesellschaft Konrad-Adenauer-Ufer Köln GmbH & Co. KG  
Projektgesellschaft Marco Polo Tower GmbH & Co. KG  
SCE Chile Holding GmbH  
Spiegel-Insel Hamburg GmbH & Co. KG  
Synexs GmbH  
Tivoli Garden GmbH & Co. KG  
Tivoli Office GmbH & Co. KG  
TRINAC GmbH  
TRINAC Polska Sp. z o.o.  
Beggen PropCo Sàrl  
Builders Direct SA  
Builders Insurance Holdings S.A.  
Builders Reinsurance S.A.  
Eurafrica Baugesellschaft mbH  
HOCHTIEF Insurance Broking and Risk Management Solutions GmbH  
Independent (Re)insurance Services S.A.  
Steinfort Multi-Asset Fund SICAV-SIF  
Steinfort Propco Sàrl  
Vintage Real Estate HoldCo Sàrl

### **Subsidiaries of minor significance**

Axis Konsortium GmbH.  
Copernicus Roads Sp.z.o.o.  
DOMART Sp. z o.o.  
Garden Center Invest s.r.o.  
HKS Beteiligungsverwaltungs GmbH  
HOCHTIEF (India) Private Limited  
HOCHTIEF A3 Capital GmbH  
HOCHTIEF Construction Austria Verwaltungsgesellschaft mbH  
HOCHTIEF Development Russland LLC  
HOCHTIEF Development Schweiz AG  
HOCHTIEF IKS Schweiz AG  
HOCHTIEF Madarij Ltd.  
HOCHTIEF PPP Inwestycje Polskie 2 Sp.z o.o.  
HOCHTIEF PPP Inwestycje Polskie Sp.z o.o.  
HOCHTIEF PPP Schulpartner Verwaltungs GmbH  
HOCHTIEF SK s.r.o.  
HOCHTIEF Solutions 3. Beteiligungs GmbH  
HOCHTIEF Solutions Real Estate Beteiligungsverwaltungsgesellschaft mbH  
HOCHTIEF Technology Holdings GmbH & Co. KG  
HOCHTIEF Technology Partnership Verwaltungs GmbH  
HOCHTIEF Trade Solutions Limited  
HOMEART Sp. z o.o.  
HT Beteiligungsverwaltungs AG  
HT technology GmbH  
IMMOBILIENGESELLSCHAFT EDWARD STEICHEN BUILDING KIRCHBERG S.A.  
OOO STREIF Baulogistik Russland  
Qatar Construction Logistics Trinac W.L.L  
SIA „HOCHTIEF Solutions Baltics“  
Skyliving Verwaltungs GmbH  
Stadthaus am Anger Verwaltungs GmbH  
Verwaltung Projektgesellschaft Marco Polo Tower GmbH  
Verwaltung Projektgesellschaft Quartier 21 mbH  
ViA7N Verwaltungs GmbH