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26 October 2021


ASX Market Announcements  
Australian Securities Exchange Limited  
Level 4  
20 Bridge Street  
SYDNEY NSW 2000

**RE: INVITATION FOR CIMIC GROUP LIMITED SHAREHOLDERS TO APPLY FOR  
VENTIA SHARES**

In accordance with Listing Rule 3.17, please find attached a copy of the letter being sent out to CIMIC shareholders on 27 October 2021.

**Authorised by** the CIMIC Group Continuous Disclosure Committee

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**CIMIC SRN/HIN: SRN WITHHELD**

27 October 2021

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

### **Invitation for CIMIC Group Limited Shareholders to apply for Ventia shares**

CIMIC Group Limited (CIMIC) is pleased to announce that a prospectus has been lodged with the Australian Securities and Investments Commission (ASIC) for the initial public offering (IPO) of ordinary shares (Shares) in Ventia Services Group Limited (Ventia) and listing of Ventia on the Australian Securities Exchange (ASX) and the NZX Main Board (Prospectus).

The Prospectus includes a CIMIC Group Limited Shareholder Offer (CIMIC Shareholder Offer), which enables all eligible CIMIC shareholders<sup>1</sup> (Eligible CIMIC Shareholder) to apply for shares in the IPO of Ventia.

A copy of the Prospectus can be accessed at [www.ventiaipo.com](http://www.ventiaipo.com).

### **Who may apply**

Eligible CIMIC Shareholders are registered holders of ordinary shares in CIMIC at 7.00pm Sydney time on Wednesday 20 October 2021 who are identified on CIMIC's register as having a registered address in Australia or New Zealand and are not located in the United States.

### **How to apply**

If you are an Eligible CIMIC Shareholder, and are considering applying for Ventia Shares, you should read the prospectus carefully. If you wish to apply for Shares, visit [www.ventiaipo.com](http://www.ventiaipo.com) and follow the CIMIC Shareholder Application instructions on that website. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which can be found on this letter, or the holding statement for your CIMIC securities, payment advice and certain materials sent to you by CIMIC in relation to the Offer. Applications under the CIMIC Shareholder Offer are online only.

The minimum application under the CIMIC Shareholder Offer is A\$2,000 of Shares and in multiples of A\$500 thereafter. Applications in New Zealand dollars must be for a minimum of NZ\$2,200 worth of Shares and in multiples of NZ\$550 worth of Shares thereafter. There is no maximum value of Shares which may be applied for under the CIMIC Shareholder Offer. Applicants will have their Shares allocated to the ASX and held on the Australian share register if they pay for their Shares in Australian dollars, and allocated to the NZX and held on the New Zealand share register if they pay for their Shares in New Zealand dollars.

Under the CIMIC Shareholder Offer, you will receive a guaranteed minimum allocation of A\$2,000 of Shares, or NZ\$2,200 for applicants who pay in New Zealand dollars, at the Offer Price.<sup>2</sup> Applicants who are allocated a lesser number of Shares than the amount applied for will receive a refund of all or part of their Application Payments, as applicable. Refunds will be paid in the same currency used by the Applicant to make their

<sup>1</sup> See the definition of "Eligible CIMIC Group Limited Shareholders" in the prospectus.

<sup>2</sup> Assuming the IPO proceeds.

Application Payment. Interest will not be paid on any monies refunded. No refunds pursuant solely to rounding will be paid.

By making an application online, you declare that you were given access to this Prospectus, together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is attached to, or accompanied by, a hard copy of the Prospectus or the complete and unaltered electronic version of the Prospectus.

#### **Note**

The IPO can be withdrawn at any time and there is no assurance that it will proceed. CIMIC will update the market on the outcome of the IPO.

#### **When can I apply?**

The CIMIC Shareholder Offer is expected to open at **9.00am (Sydney time) on 3 November 2021** and is expected to close at **5.00pm (Sydney time) on 10 November 2021** (subject to variation, including if ASIC's review period, or 'exposure period', is extended).

#### **Is there any brokerage, commission or other fees payable?**

No brokerage, commission or other fees are payable by Applicants on the acquisition of Shares under the Offer.

#### **When can I start trading the Shares?**

There is no restriction imposed on the Shares issued under the CIMIC Shareholder Offer. They are available to be traded once conditional and deferred trading commences on ASX and NZX, which is expected to occur on 19 November 2021. Confirmations of successful Application in the form of holding statements are expected to be mailed on or around 24 November 2021.

It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell Shares before they receive an initial holding statement do so at their own risk.

#### **Questions**

If you have any questions in relation to this personal invitation, or more generally in relation to the Offer, please contact the Offer Information Line on 1300 140 281 (within Australia) or 0800 453 521 (within New Zealand) or +61 3 9415 4015 (outside Australia) from 8.30am to 5.30pm (Sydney time), Monday to Friday.

If you are unclear in relation to any matter, or are uncertain as to whether this is a suitable investment for you, you should seek professional guidance from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest.

We are pleased to be able to provide an opportunity for eligible CIMIC shareholders to participate in this offering of Ventia shares.

*Capitalised terms used in this communication have the meanings given in the Prospectus.*

## Important notice

This communication has been prepared for distribution in Australia and New Zealand. This communication does not contain or constitute an offer or invitation to purchase or subscribe for any shares in Ventia in any jurisdiction and should not be relied on in connection with any decision to purchase or subscribe for any such shares. In particular, this communication does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Shares referred to herein have not been, and will not be, registered under the U.S. Securities Act of 1933 (U.S. Securities Act) or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable U.S. securities laws.

The Prospectus in relation to the IPO has been lodged with ASIC, and any person wishing to acquire Ventia shares should consider the Prospectus and must use the application form in or accompanying the Prospectus. Application forms will only be made available with the Prospectus after the expiry of ASIC's review period (referred to above).