

**Lodged via
ASX Online**

Our ref: 66-41031000
Direct Dial: +61 2 8922 8575
E-mail: david.clee@cliffordchance.com

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

11 April 2022

Dear Sirs/Madams

Off-market takeover bid by HOCHTIEF Australia Holdings Limited for CIMIC Group Limited (ASX: CIM) – Variation of offer (Extension of offer period)

We act for HOCHTIEF Australia Holdings Limited ACN 103 181 675 ("**HOCHTIEF**") in relation to its off-market takeover bid for all the ordinary shares in CIMIC Group Limited ACN 004 482 982 ("**CIMIC**") in which it does not already have a relevant interest ("**Offer**").

On behalf of HOCHTIEF, we enclose:

- a) a letter to shareholders of CIMIC enclosing a notice of variation to extend the period during which the Offer will remain open so that the Offer will now close at **7.00pm (Sydney time) on 26 April 2022**, unless further extended (or withdrawn) ("**Notice**"); and
- b) in accordance with section 650D(1) of the *Corporations Act 2001* (Cth) ("**Act**"), the Notice,

(together, the "**Documents**").

The Documents were lodged with the Australian Securities and Investments Commission and given to CIMIC today, and will be dispatched to the relevant shareholders of CIMIC in accordance with sections 650D(1)(c)(ii) (as modified by ASIC Class Order [CO 13/521]) and 650D(2) of the Act.

Yours sincerely



David Clee
Partner
Clifford Chance



Jacob Kahwaji
Partner
Clifford Chance



CIMTKO
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

 **HOCHTIEF**
AUSTRALIA HOLDINGS
LIMITED

ABN 17 103 181 675
Level 13
68 York Street
Sydney NSW 2000

11 April 2022

Dear CIMIC Shareholder

HOCHTIEF Australia's offer to acquire all of the ordinary shares in CIMIC Group Limited

As you are aware, HOCHTIEF Australia Holdings Limited ACN 103 181 675 ("**HOCHTIEF Australia**") announced on 23 February 2022 an unconditional and final cash off-market takeover offer by HOCHTIEF Australia for all of the ordinary shares in CIMIC Group Limited ACN 004 482 982 (ASX: CIM) ("**CIMIC**") ("**Offer**"). The terms of the Offer are contained in HOCHTIEF Australia's replacement bidder's statement dated 3 March 2022, which replaced HOCHTIEF Australia's original bidder's statement dated 23 February 2022, as supplemented by HOCHTIEF Australia's second supplementary bidder's statement dated 11 March 2022 ("**Bidder's Statement**"). Capitalised terms used in this letter have the same meaning as in the Bidder's Statement unless otherwise defined.

The Offer Price is \$22.00 in cash per CIMIC Share, subject to the Offer terms specified in the Bidder's Statement. It is final and unconditional, which means the \$22.00 Offer Price cannot be increased during the Offer Period, in the absence of a competing proposal.

HOCHTIEF Australia has extended the period during which the Offer will remain open (being the Offer Period) so that the Offer will now close at 7.00pm (Sydney time) on 26 April 2022, unless further extended (or withdrawn).

We enclose the formal notice of variation of the Offer as required by the *Corporations Act 2001* (Cth).

CIMIC's Independent Board Committee (IBC) has unanimously recommended that you ACCEPT the Offer, in the absence of a superior proposal and subject to CIMIC's independent expert continuing to conclude that the Offer is fair and reasonable to CIMIC Shareholders. No such superior proposal has emerged as at the date of this letter. CIMIC's independent expert has concluded that the OFFER is FAIR AND REASONABLE to CIMIC Shareholders other than HOCHTIEF Australia.

We encourage you to ACCEPT the OFFER as soon as possible to receive payment within five Business Days of your valid acceptance.

How to Accept the Offer

Acceptances must be received before the end of the Offer Period (subject to the terms of the Offer). For convenience, a replacement Acceptance Form is enclosed with this letter.

For Issuer Sponsored Holdings of Shares (Securityholder Reference Number (SRN) beginning with 'I')

You may accept the Offer online or by completing and returning the enclosed Acceptance Form.

- **Online:** this is the quickest and most efficient way for Issuer Sponsored holders to accept the Offer. To accept the Offer online, you must log in to www.HOCHTIEFOffer.com.au using your SRN (displayed on the Acceptance Form accompanying this letter), follow the instructions, select the 'Accept' option and submit your acceptance of the Offer before the Offer closes; or
- **Acceptance Form:** to accept the Offer using a physical Acceptance Form, complete the enclosed Acceptance Form in accordance with the instructions on it and return it in the enclosed envelope or to the address on the Acceptance Form so that it is received before 7:00pm (Sydney time) on the last day of the Offer Period.

For CHESS Holdings of Shares (Holder Identification Number (HIN) beginning with 'X')

You may accept the Offer online, by contacting your Controlling Participant (usually your Broker), or by completing and returning the enclosed Acceptance Form. To accept the Offer, you must comply with the ASX Settlement Operating Rules by doing one of the following:

- **Online:** to accept the Offer online, you must log in to www.HOCHTIEFOffer.com.au using your HIN (displayed on the Acceptance Form accompanying this letter), follow the instructions, select the 'Accept' option and submit your acceptance of the Offer before the Offer closes. For your online acceptance to be an effective acceptance of the Offer, it must be received in time for the Registry to give instructions to your Controlling Participant and for your Controlling Participant to respond to and accept those instructions before the end of the Offer Period; or
- **Contact your Controlling Participant:** this is the quickest and most efficient way for CHESS holders to accept the Offer. Contact your Controlling Participant (usually your Broker) and instruct them to accept the Offer on your behalf so that it is processed before 7:00pm (Sydney time) on the last day of the Offer Period; or
- **Acceptance Form:** to accept the Offer using a physical Acceptance Form, complete the enclosed Acceptance Form in accordance with the instructions on it and return it in the enclosed envelope or to the address on the Acceptance Form. For the return of a CHESS Acceptance Form to be an effective acceptance of the Offer, it must be received in time for the Registry to give instructions to your Controlling Participant and for your Controlling Participant to carry out those instructions before the end of the Offer Period.

If you have any questions in relation to the Bidder's Statement, you should call the **Offer Information Line** on **1300 648 874** (for calls made within Australia) or **+61 2 8355 1000** (for calls made from outside Australia) from Monday to Friday, excluding public holidays, between 9:00am and 5:00pm (Sydney time). Alternatively, contact the chat line at <http://chat1.shareholdersfirst.com.au>.

Yours sincerely



David Robinson
Director

HOCHTIEF Australia Holdings Limited

**HOCHTIEF AUSTRALIA HOLDINGS LIMITED
ACN 103 181 675**

**SECTION 650D(1)
OF THE CORPORATIONS ACT 2001 (CTH)**

NOTICE OF VARIATION – EXTENSION OF OFFER PERIOD

To: Australian Securities and Investment Commission (**ASIC**)

CIMIC Group Limited ACN 004 482 982 (**CIMIC**)

Those persons shown as holders of CIMIC shares in the register of members of CIMIC as at 7 April 2022 who have not yet accepted the Offer (defined below), in accordance with section 650D(1)(c)(ii) (as modified by ASIC Class Order [CO 13/521]) of the *Corporations Act 2001* (Cth)

ASX Limited

Capitalised terms in this notice have the same meaning as given in the Bidder's Statement (defined below) unless the context requires otherwise.

HOCHTIEF Australia Holdings Limited ACN 103 181 675 (**HOCHTIEF Australia**) gives notice under section 650D(1) of the *Corporations Act 2001* (Cth) (**Act**) that, pursuant to section 650C of the Act, its takeover offers for all of the ordinary shares in CIMIC (**Offer**) contained in its replacement bidder's statement dated 3 March 2022, as supplemented by its second supplementary bidder's statement dated 11 March 2022, (**Bidder's Statement**) are varied by:

- a) extending the Offer Period so that the Offer will now close at **7.00pm (Sydney time) on 26 April 2022**, unless further extended (or withdrawn); and
- b) varying the Offer by substituting the date "11 April 2022" for the date "26 April 2022" in all places in the Bidder's Statement and the Acceptance Forms where "11 April 2022" appears (or is deemed to appear) as the last day of the Offer Period.

A copy of this notice was lodged with ASIC on 11 April 2022. ASIC takes no responsibility for the contents of this notice.

This notice has been approved by a resolution of the directors of HOCHTIEF Australia.

Dated 11 April 2022

Signed for and on behalf of **HOCHTIEF Australia Holdings Limited** by



David Robinson
Director
HOCHTIEF Australia Holdings Limited