



CIMIC Group Limited
ACN 004 482 982

First Supplementary Target's Statement

1 First Supplementary Target's Statement

This document is a supplementary target's statement under section 644 of the *Corporations Act 2001* (Cth). It is the first supplementary target's statement (**First Supplementary Target's Statement**) issued by CIMIC Group Limited (ACN 004 482 982) (**CIMIC**) in relation to the off-market takeover bid made by HOCHTIEF Australia Holdings Limited (ACN 103 181 675) (**HOCHTIEF Australia**) for all the CIMIC Shares in which HOCHTIEF Australia does not have a Relevant Interest. This First Supplementary Target's Statement supplements, and should be read together with, CIMIC's target's statement dated 28 March 2022 (**Original Target's Statement**).

2 Update on the Offer

Attached is a release containing an update in relation to HOCHTIEF Australia's takeover.

3 Commercial settlement of CCPP Contract

Section 8.3 (on page 45) of the Original Target's Statement and page 8 of the Independent Expert's Report at Attachment A to the Original Target's Statement referred to the arbitration in relation to the CCPP Contract.

Attached is a release containing an update on the arbitration in relation to the CCPP Contract.

The Independent Expert, Grant Thornton Corporate Finance Pty Ltd, has confirmed that this development regarding the CCPP Contract does not alter its conclusion that HOCHTIEF Australia's takeover is fair and reasonable to CIMIC Shareholders other than HOCHTIEF Australia.

The CIMIC Independent Board Committee continues to unanimously recommend that you accept the offer from HOCHTIEF Australia, in the absence of a superior proposal and subject to the independent expert continuing to conclude that the offer is fair and reasonable to CIMIC Shareholders.

4 Notices

Unless the context otherwise requires, terms defined in the Original Target's Statement have the same meaning as in this First Supplementary Target's Statement.

This First Supplementary Target's Statement prevails to the extent of any inconsistency with the Original Target's Statement.

A copy of this First Supplementary Target's Statement is being lodged with ASIC today. Neither ASIC nor any of its officers take any responsibility for its contents. A copy of this First Supplementary Target's Statement has also been provided to ASX. Neither ASX nor any of its officers takes any responsibility for the contents of this document.

5 Authorisation

This First Supplementary Target's Statement has been approved by a resolution passed by the CIMIC Independent Board Committee and the CIMIC Board.

Signed for and on behalf of CIMIC Group Limited:



Kate Spargo
Independent director



Russell Chenu
Independent director

12 April 2022

12 APRIL 2022**UPDATE ON HOCHTIEF TAKEOVER OFFER**

CIMIC Group Limited notes the latest substantial holder notice released to ASX by HOCHTIEF Australia Holdings Limited ("HOCHTIEF Australia") today which discloses that HOCHTIEF Australia now has a relevant interest of 94.68% in CIMIC as a result of further acceptances of its off-market takeover offer ("Takeover Offer").

HOCHTIEF Australia has stated in its Bidder's Statement that it intends to proceed to compulsory acquisition of remaining CIMIC shares once it is entitled to do so. Now that HOCHTIEF Australia has a relevant interest in more than 90% of CIMIC shares, it will be entitled to exercise the general compulsory acquisition power at any time in the next 6 months from 7 April 2022. HOCHTIEF Australia stated in its Bidder's Statement that it presently intends that the consideration to be paid under the compulsory acquisition power will be the Offer Price, where it exercises the compulsory acquisition power. However, the consideration for CIMIC Shares which are compulsorily acquired would be paid later than if CIMIC Shareholders had accepted the Takeover Offer.

The Independent Board Committee ("IBC") appointed by the CIMIC Board to evaluate and respond to the Takeover Offer has recommended that CIMIC Shareholders accept the Takeover Offer in the absence of a competing proposal and subject to the independent expert appointed by the IBC continuing to conclude that the Takeover Offer is fair and reasonable. The members of the IBC have now accepted the Takeover Offer in respect of the CIMIC shares that they owned or controlled.

Given that HOCHTIEF Australia is now entitled to proceed to compulsory acquisition, the IBC recommends that CIMIC Shareholders accept the Takeover Offer before the offer period closes. Following HOCHTIEF's announcement yesterday, the Takeover Offer is currently scheduled to close at 7.00pm (Sydney time) on 26 April 2022, unless further extended.

There is further information about the compulsory acquisition process in section 5.9 of the Target's Statement issued by CIMIC on 28 March 2022. The Target's Statement also contains detailed explanation of the reasons for the IBC's recommendation as well as a report of Grant Thornton Corporate Finance Pty Ltd, the independent expert appointed by the IBC to assess the merits of the Takeover Offer.

ENDS

Issued by CIMIC Group Limited ABN 57 004 482 982 www.cimic.com.au

Authorised by the Independent Board Committee

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CIMIC Group (ASX:CIM) is an engineering-led construction, mining, services and public private partnerships leader working across the lifecycle of assets, infrastructure and resources projects. CIMIC Group comprises our construction businesses CPB Contractors, Leighton Asia and Broad, our mining and mineral processing companies Thiess (joint control) and Sedgman, our services specialist UGL and our public private partnerships arm Pacific Partnerships – all supported by our in-house engineering consultancy EIC Activities. Our mission is

to generate sustainable shareholder returns by delivering innovative and competitive solutions for clients and safe, fulfilling careers for our people. With a history since 1899, and around 29,000 people in around 20 countries, we strive to be known for our principles of Integrity, Accountability, Innovation and Delivery, underpinned by Safety. CIMIC is a member of the S&P/ASX 200 index, the Dow Jones Sustainability Australia Index and FTSE4Good.



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12 April 2022

ASX Market Announcements
Australian Securities Exchange Limited
Level 4
20 Bridge Street
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RE: COMMERCIAL SETTLEMENT OF CCPP CONTRACT

As previously disclosed, UGL, a wholly owned subsidiary of CIMIC, together with its consortium partners CH2M Hill Australia Pty Ltd. and General Electric Company, were contracted in 2012 by JKC Australia Pty Limited (**JKC**) to carry out works relating to the design, construction, and commissioning of a combined cycle power plant for the Ichthys LNG Project in the Northern Territory (**CCPP Contract**). UGL is a partner in the consortium. In January 2017, the consortium terminated the CCPP Contract and subsequently commenced arbitration.

The arbitration hearings in respect of the termination of the CCPP Contract are scheduled to begin on 14 April 2022. CIMIC has today announced that it has entered into a conditional, confidential commercial agreement with its consortium partners and JKC resulting in a full and final settlement of all matters in connection with the CCPP Contract.

The settlement agreement is subject to a number of conditions precedent related primarily to payment obligations, which are expected to be satisfied this month. Once effective, the full and final settlement of this dispute will close a long-standing legacy issue for the Group. Until the conditions precedent are satisfied, the arbitration will continue.

In accordance with the agreement, CIMIC will pay an amount of \$192.5 million in April 2022, and an amount of \$300 million in March 2023, as its contribution to the settlement amounts.

CIMIC confirms its FY22 guidance of \$425 million - \$460 million, subject to market conditions.

Sincerely,

CIMIC GROUP LIMITED

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Authorised by the CIMIC Group Continuous Disclosure Committee