

26 July 2024

NOTICE OF SECOND COURT HEARING TO APPROVE SCHEMES OF ARRANGEMENT

- **Second Court Hearing to approve the Schemes is 10:00am (AWST) on Monday, 5 August 2024**

Decmil Group Limited (ASX:DCG) (**Decmil**) refers to its announcement on 16 April 2024, concerning the proposed inter-conditional schemes of arrangement under which Macmahon Holdings Limited (ASX:MAH) (**Macmahon**) has agreed to acquire 100% of the issued ordinary shares (**Decmil Shares**) and redeemable convertible preference shares (**Decmil RCPS**) in Decmil (**Schemes**), subject to the satisfaction of various conditions.

Unless defined separately, a capitalised term used in this announcement has the same meaning as given to that term in the Scheme Booklet.

Decmil refers to the orders of the Honourable Justice Hill made on 24 June 2024 (**Orders**) to convene a meeting of Decmil Shareholders to consider and vote on the Ordinary Scheme (**Ordinary Scheme Meeting**) and a meeting of Decmil RCPS Holders to consider and vote on the RCPS Scheme (**RCPS Scheme Meeting**) (together, the **Scheme Meetings**).

The Scheme Meetings will be held on 31 July 2024 at Level 14, 221 St Georges Terrace, Perth, WA, 6000. The Ordinary Scheme Meeting will be held at 10:00am (AWST) while the RCPS Scheme Meeting is scheduled for the later of 11:00am (AWST) and the conclusion of the Ordinary Scheme Meeting.

Notice of Second Court Hearing to approve the Schemes

Pursuant to the Orders and section 411(4)(b) of the Corporations Act, the notice of hearing of an application to approve the Schemes is included at Annexure A to this announcement.

The hearing is to take place at 10:00am (AWST) on Monday, 5 August 2024 at the Supreme Court of Western Australia at the Level 11, David Malcolm Justice Centre, 28 Barrack Street, Perth, Western Australia.

Subsequent important events and dates

Event	Date
Latest time and date for lodgement of completed proxy forms for the Scheme Meetings	
Ordinary Scheme Meeting	10:00am (AWST) on 29 July 2024
RCPS Scheme Meeting	11:00am (AWST) on 29 July 2024

Event	Date
Time and date for determining eligibility to attend and vote at the Scheme Meetings Ordinary Scheme Meeting RCPS Scheme Meeting	5:00pm (AWST) on 29 July 2024 5:00pm (AWST) on 29 July 2024
Scheme Meetings to be held at Level 14, 221 St Georges Terrace, Perth, WA, 6000 Ordinary Scheme Meeting RCPS Scheme Meeting	10:00am (AWST) on 31 July 2024 The later of 11:00am (AWST) and the conclusion of the Ordinary Scheme Meeting on 31 July 2024
Second Court Date for approval of the Schemes	5 August 2024
Effective Date of the Schemes and last day of trading of Decmil Shares and Decmil RCPS on ASX	6 August 2024
Suspension of trading of Decmil Shares and Decmil RCPS on ASX	Close of trading on 6 August 2024
Record Date for determining entitlements to the Scheme Consideration	5:00pm (AWST) on 8 August 2024
Implementation Date for the payment of Scheme Consideration to Scheme Participants	15 August 2024
Termination of official quotation of Decmil Shares and Decmil RCPS on ASX	Expected to occur on 16 August (or as otherwise determined by ASX)

The above dates and times are indicative only and, amongst other things, are subject to the time at which each Scheme Condition is satisfied and the dates on which all necessary Court and regulatory approvals are obtained. Decmil has the right to vary any or all these dates and times, subject to the approval of such variation by ASX, the Court and Macmahon, where required. Any variation to the above dates and times will be announced to ASX (and accordingly, details of any variations will be available on ASX's website (www.asx.com.au) and will be published on Decmil's website (www.decmil.com).

This announcement has been authorised for release by the Board of Directors of Decmil Group Limited.

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About Decmil

Decmil Group Limited is a market leader in complex, multi-disciplinary project services. Decmil's group of companies deliver integrated construction and engineering solutions across the resources, infrastructure, and renewables sectors. Decmil's goal is to maximise returns from operations to deliver value to Securityholders, clients, and other stakeholders.

About Macmahon

Macmahon is an ASX listed company offering the complete package of mining services to miners throughout Australia and Southeast Asia. Macmahon's extensive experience in both surface and underground mining has established the Company as the contractor of choice for resources projects across a range of locations and commodity sectors. Macmahon is focused on developing respectful partnerships with its clients whereby both parties work in an open, flexible, and transparent way to ensure mutually beneficial outcomes whilst also minimising risks for both parties.

ANNEXURE A – NOTICE OF SECOND COURT HEARING

Notice of hearing to approve schemes of arrangement under section 411 of the Corporations Act 2001 (Cth)

TO: all ordinary shareholders (**Ordinary Shareholders**) and all redeemable convertible preference shareholders (**RCPS Holders**) of Decmil Group Limited (ACN 111 210 390) (ASX:DCG) (**Decmil**)

TAKE NOTICE that at 10:00am (AWST) on Monday, 5 August 2024, the Supreme Court of Western Australia at Level 11, David Malcolm Justice Centre, 28 Barrack Street, Perth, Western Australia will hear an application by Decmil seeking the approval of the schemes of arrangement as between Decmil and its Ordinary Shareholders (**Ordinary Scheme**) and as between Decmil and its RCPS Holders (**RCPS Scheme**), respectively proposed by resolutions to be considered, and, if thought fit, passed at the respective meetings of the Ordinary Shareholders of Decmil (to be held at 10:00am (AWST) on 31 July 2024) and RCPS Holders of Decmil (to be held at the later of 11:00am (AWST) and the conclusion of the Ordinary Scheme meeting on 31 July 2024).

If you wish to oppose the application for approval of the Ordinary Scheme and/or the RCPS Scheme, you must file and serve on Decmil a notice of appearance, in the prescribed form, together with any affidavit on which you wish to rely at the hearing. The notice of appearance and affidavit must be served on Decmil at its address for service at least 1 day before the date fixed for the hearing of the application.

The address for service of Decmil is:

c/o Steinepreis Paganin,
Level 14, QV1 Building
250 St Georges Terrace
Perth WA 6000

OR

20 Parkland Road
Osborne Park WA 6017.

This notice is published by Decmil Group Limited.

Andrew Barclay
Non-Executive Chair
DECMIL GROUP LIMITED