

9 DECEMBER 2015

DEVINE INDEPENDENT DIRECTORS RECOMMEND CIMIC OFFER**CIMIC TO DECLARE OFFER UNCONDITIONAL****WILL INCREASE OFFER TO \$0.81 PER SHARE, IF ITS INTEREST REACHES 90%**

CIMIC Group Limited (**CIMIC**), through its wholly owned subsidiary, CIMIC Residential Investments Pty Ltd (**CRI**), is a majority shareholder in Devine Limited (**Devine**).

CIMIC today announced that, through CRI, it has entered into a Bid Implementation Agreement with Devine for its offer to acquire the 49.37% of Devine that it does not already own pursuant to an off market takeover offer at \$0.75 per share (**Offer**).

Devine Independent Directors support the offer

Devine's Independent Board Committee unanimously supports the Offer and recommends that Devine shareholders accept the Offer in the absence of a superior proposal.

The Independent Directors also intend to accept the Offer in respect of Devine Shares which they own or control, subject to the same qualification.

Offer to become unconditional; Offer price to increase if CRI reaches 90% interest

CIMIC also today announced that on or before 10 December 2015 it will declare the Offer free from all defeating conditions.

In addition, CIMIC states that it will increase its consideration payable under the Offer from \$0.75 to \$0.81 in cash per Devine Share if during the offer period CRI obtains, as a result of on-market acquisitions and/or receipt of valid acceptances under the Offer, a relevant interest in at least 90% of the Devine Shares on issue.

Irrespective of the level of acceptances, CIMIC will proceed with the Offer as outlined in its Bidder's Statement dated 12 November 2015.

Investor acceptance

To accept the Offer investors should follow the instructions set out in the Bidder's Statement and on the Acceptance Form. Acceptance must be received before the Offer Period ends at 7.00pm (AEDT) on 29 December 2015, unless it is extended by CRI.

ENDS

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

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on the Australian Securities Exchange in 1962 and has its head office in Sydney, Australia. CIMIC provides construction, mining, engineering, concessions, and operation and maintenance services to the infrastructure, resources and property markets. It operates in approximately 20 countries throughout the Asia Pacific, the Middle East, Sub-Saharan Africa and South America and employed approximately 23,000 people as at 30 September 2015.