



CIMIC Group Limited
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25 October 2016

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

RE: CGI2'S TAKEOVER BID FOR UGL LIMITED – ASIC RELIEF GRANTED

CGI2's takeover bid for UGL Limited – Offer extends to shares issued on vesting of UGL Performance Rights and UGL Rights

Section 9.1(b) of the Bidder's Statement for CIMIC Group Investments No.2 Pty Limited's (**CGI2**) takeover bid for UGL Limited provides that, subject to CGI2 obtaining any necessary relief from the Corporations Act, CGI2's offer extends to UGL shares that are issued during the period from 11 October 2016 (**Register Date**) to the end of the offer period due to the vesting of, conversion of or exercise of rights attached to, UGL Performance Rights and UGL Rights that are on issue as at the Register Date (**Rights**).¹

CGI2 confirms that the Australian Securities and Investments Commission (**ASIC**) has granted the necessary relief. The effect of the relief is to confirm that CGI2's offer extends to shares that are issued during the period from the Register Date to the end of the offer period due to the vesting of, conversion of or exercise of rights attached to, Rights that are on issue as at the Register Date.

If UGL issues shares as a result of the vesting of Rights on or after the Register Date and before the end of the offer period, CGI2 may not regard the issue of such shares on the vesting of Rights as non-fulfilment of the defeating condition in section 9.8(a)(i)(D) of its Bidder's Statement. This complies with the ASIC instrument attached.

A copy of the ASIC relief instrument is attached to this announcement.

Sincerely,

CIMIC GROUP LIMITED
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¹ Where those Rights are on issue at the Register Date.

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 655A(1) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 655A(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument [16-1035].

Commencement

3. This instrument commences on the date it is signed.

Declarations

4. Chapter 6 of the Act applies to CIMIC Group Investments No. 2 Pty Limited ACN 610 264 189 (*Bidder*) as if:

- (a) section 617 of the Act was modified or varied by inserting after subsection 617(2) the following subsection:

“(2A) The bid may also extend to all securities that come to be in the bid class during the offer period due to the issue of securities in the bid class to current or former directors or employees of the target or any subsidiary of the target on the vesting of derivatives which were issued to those directors or employees on or before the date set by the bidder for the purposes of subsection 633(2) and remained on issue at that date.”

- (b) section 636 were modified or varied by inserting after subsection 636(1)(j) the following paragraph:

“(ja) if the bid is to extend to securities that come to be in the bid class during the offer period under subsection 617(2A) – a statement to that effect referring to the relevant derivatives;”.

Where this instrument applies

5. This instrument applies to offers made by the Bidder under an off-market takeover bid for all of the fully paid ordinary shares (*Shares*) in UGL Limited ACN 009 180 287 (*UGL*), where:

- (a) the Bidder has disclosed in the bidder's statement that, subject to ASIC relief, the bid extends to Shares issued after the date set by the Bidder for the purposes of subsection 633(2) of the Act (*Register Date*) and before the end of the offer period as a result of the vesting of Rights;
- (b) on the next trading day after the date of this instrument, the Bidder makes an announcement on ASX that:
 - i. describes the need for and the effect of the relief provided by this instrument as it applies to the Bidder; and
 - ii. indicates that if UGL issues Shares as a result of the vesting of Rights on or after the Register Date and before the end of the offer period, the Bidder may not regard the issue of such Shares on the vesting of Rights as non-fulfilment of the defeating condition; and
- (c) if UGL issues Shares as a result of the vesting of Rights on or after the Register Date and before the end of the offer period, the Bidder may not regard the issue of such Shares on the vesting of Rights as non-fulfilment of the defeating condition.

Interpretation

6. In this instrument:

ASX means ASX Limited ACN 008 624 691;

bidder's statement means the bidder's statement in relation to the takeover bid by the Bidder for all of the ordinary shares in UGL lodged with ASIC on 10 October 2016;

defeating condition means a prescribed occurrence condition of the kind referred to in s652C(1)(d) of the Act and specified in subparagraph 9.8(a)(i)(D) of the bidder's statement;

offer period has the same meaning as in section 9 of the Act;

Rights means performance rights or rights:

- (a) issued by UGL under employee incentive plans operated by UGL in accordance with the UGL Limited Employee Securities Plan Rules; and
- (b) under which, in accordance with the terms of the performance rights or rights, UGL may issue Shares on the vesting of the performance rights or rights,

that are on issue at the Register Date; and

vesting in relation to Rights, includes the conversion of Rights or the exercise of rights attaching to Rights.

Dated this 24th day of October 2016

A handwritten signature in dark ink, appearing to read 'Kimberley Chan', written in a cursive style.

Signed by Kimberley Chan
as a delegate of the Australian Securities and Investments Commission