

*Corporations Act 2001 (Cth)*

Section 630(3)

**NOTICE OF STATUS OF DEFEATING CONDITIONS**

**TO:** Macmahon Holdings Limited (ACN 007 634 406) (**MAH**)  
ASX Limited (ACN 008 624 691)

This is a notice given by CIMIC Group Investments Pty Limited ACN 126 876 953 (**CGI**) in relation to the offers dated 8 February 2017 made under its off-market takeover bid for all of the ordinary shares in MAH that CGI does not already own (**Offer**) pursuant to its bidder's statement dated 24 January 2017 as amended by the first supplementary bidder's statement dated 31 January 2017, the second supplementary bidder's statement dated 9 February 2017 and the third supplementary bidder's statement dated 17 February 2017 (**Bidder's Statement**).

In accordance with section 630(3) of the *Corporations Act 2001* (Cth), CGI gives notice that:

- (a) the Offer and all contracts resulting from acceptance of the Offer are free from the Defeating Condition contained in section 9.8 of the Bidder's Statement (the Defeating Condition having been waived by CGI on 27 February 2017); and
- (b) as at 2.00pm on 27 February 2017, CGI's voting power in MAH was 23.34%.

Capitalised terms not otherwise defined in this notice have the meaning given to them in the Bidder's Statement.

**DATED:** 27 February 2017

**SIGNED** for and on behalf of CIMIC Group Investments Pty Limited by:

A handwritten signature in black ink, appearing to read "Angel Muriel", with a stylized, looping flourish.

Angel Muriel

Director