



CIMIC Group Limited  
ACN 004 482 982

## Third Supplementary Target's Statement

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### 1 Third Supplementary Target's Statement

This document is a supplementary target's statement under section 644 of the *Corporations Act 2001* (Cth) (**Act**). It is the third supplementary target's statement (**Third 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 Third Supplementary Target's Statement supplements, and should be read together with, CIMIC's second supplementary target's statement dated 19 April 2022 (**Second Supplementary Target's Statement**), CIMIC's first supplementary target's statement dated 12 April 2022 (**First Supplementary Target's Statement**) and CIMIC's target's statement dated 28 March 2022 (**Original Target's Statement**).

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### 2 HOCHTIEF Australia proceeding to compulsory acquisition

On 29 April 2022, HOCHTIEF Australia announced it would exercise its right to commence the process of compulsorily acquiring the remaining ordinary shares in CIMIC in which it does not already have a relevant interest. HOCHTIEF Australia has become entitled to proceed to compulsory acquisition under Part 6A.1 of the *Corporations Act 2001* (Cth) (**Follow-on Compulsory Acquisition**) as HOCHTIEF Australia now holds a relevant interest in at least 90% of the CIMIC Shares and has acquired at least 75% of the CIMIC Shares that HOCHTIEF Australia offered to acquire under the Offer. Accordingly, HOCHTIEF Australia has chosen not to proceed to compulsory acquisition under the general compulsory acquisition power in Part 6A.2 of the Act.

HOCHTIEF Australia has advised that the compulsory acquisition will be on the same terms as the Offer specified in the Bidder's Statement including the same consideration of \$22.00 in cash per CIMIC Share.

HOCHTIEF Australia has dispatched compulsory acquisition notices and related correspondence to the remaining holders of ordinary shares in CIMIC.

CIMIC Shareholders have statutory rights to challenge the compulsory acquisition of their CIMIC Shares, but a successful challenge will require the relevant CIMIC Shareholder to establish to the satisfaction of a court that the terms of the Offer do not represent "fair value".

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### 3 Offer Period

HOCHTIEF Australia has advised that the Offer Period will close at 7.00pm (Sydney time) on 10 May 2022 and that it will NOT extend the Offer Period any further.

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## 4 Reasons to accept the Offer

The CIMIC Independent Board Committee, consisting of the independent directors of CIMIC, continues to unanimously recommend that you accept HOCHTIEF Australia's Offer for your CIMIC Shares for the reasons set out in section 1 of the Original Target's Statement, 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.

If you accept the Offer rather than wait for the Follow-on Compulsory Acquisition to occur, you will be paid sooner as you will receive your cash consideration within 5 business days of your acceptance being received by HOCHTIEF Australia.

If you wait to have your CIMIC Shares compulsorily acquired pursuant to the Follow-on Compulsory Acquisition, you will, pursuant to and as a result of the Follow-on Compulsory Acquisition procedure set out in the Corporations Act, have to wait until at least 29 May 2022 to be able to claim the Offer Price for each of your CIMIC Shares.

As the Offer Period will not be extended beyond the current closing date of 7.00pm (Sydney time) on 10 May 2022, the CIMIC Independent Board Committee recommends you accept the Offer without further delay.

If you wish to sell your CIMIC Shares on market, you should be aware that under ASX Listing Rule 17.4, trading in CIMIC Shares is likely to be suspended following the close of trading on 6 May 2022 as a result of the commencement of the Follow-on Compulsory Acquisition.

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## 5 Notices

Unless the context otherwise requires, capitalised terms used but not defined in this Third Supplementary Target's Statement have the same meaning as terms defined in the Original Target's Statement.

This Third Supplementary Target's Statement prevails to the extent of any inconsistency with either the Original Target's Statement, the First Supplementary Target's statement and / or the Second Supplementary Target's Statement.

A copy of this Third 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 Third 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.

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## 6 Authorisation

This Third 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

2 May 2022