

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme CIMIC Group Limited ("CIMIC")

ACN/ARSN 004 482 982

This notice is given by HOCHTIEF Australia Holdings Limited on behalf of itself, HOCHTIEF Aktiengesellschaft and each of its related bodies corporate ("Substantial Holders") including those entities named in the list of 5 pages annexed to this notice and marked "Annexure A".

### 1. Details of substantial holder (1)

Name HOCHTIEF Australia Holdings Limited ("HAHL")  
ACN/ARSN (if applicable) 103 181 675

There was a change in the interests of the substantial holder on 6 May 2022  
The previous notice was given to the company on 26 April 2022  
The previous notice was dated 22 April 2022

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	299,249,281	96.13% (based on 311,296,286 ordinary shares on issue)	302,575,705	97.20% (based on 311,296,286 ordinary shares on issue)

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
26 April 2022	HAHL, being a wholly owned subsidiary of HOCHTIEF Aktiengesellschaft (HOCHTIEF)	On-market purchases by HAHL in accordance with item 2 of section 611 of the Corporations Act.	\$2,097,018	95,319 ordinary shares	95,319
		Acquisition of relevant interests as a result of acceptances of off-market takeover offers made by HAHL dated 10 March 2022 which were included in its bidder's statement dated 3 March 2022 (the Offers).	\$22 per ordinary share, subject to the terms of the Offers.	681,621 ordinary shares	681,621
27 April 2022		On-market purchases by HAHL in accordance with item 2 of section 611 of the Corporations Act.	\$581,614	26,437 ordinary shares	26,437
		Acquisition of relevant interests as a result of acceptances of Offers.	\$22 per ordinary share, subject to the terms of the Offers.	287,321 ordinary shares	287,321
28 April 2022		On-market purchases by HAHL in accordance with item 2 of section 611 of the Corporations Act.	\$592,196	26,918 ordinary shares	26,918
		Acquisition of relevant interests as a result of acceptances of Offers.	\$22 per ordinary share, subject to the terms of the Offers.	166,491 ordinary shares	166,491
29 April 2022		On-market purchases by HAHL in accordance with item 2 of section 611 of the Corporations Act.	\$712,074	32,367 ordinary shares	32,367
		Acquisition of relevant interests as a result of acceptances of Offers.	\$22 per ordinary share, subject to the terms of the Offers.	157,764 ordinary shares	157,764

2 May 2022		On-market purchases by HAHL in accordance with item 2 of section 611 of the Corporations Act.	\$1,216,270	55,285 ordinary shares	55,285
		Acquisition of relevant interests as a result of acceptances of Offers.	\$22 per ordinary share, subject to the terms of the Offers.	536,934 ordinary shares	536,934
3 May 2022		On-market purchases by HAHL in accordance with item 2 of section 611 of the Corporations Act.	\$1,084,512	49,296 ordinary shares	49,296
		Acquisition of relevant interests as a result of acceptances of Offers.	\$22 per ordinary share, subject to the terms of the Offers.	330,855 ordinary shares	330,855
4 May 2022		On-market purchases by HAHL in accordance with item 2 of section 611 of the Corporations Act.	\$947,540	43,070 ordinary shares	43,070
		Acquisition of relevant interests as a result of acceptances of Offers.	\$22 per ordinary share, subject to the terms of the Offers.	194,688 ordinary shares	194,688
5 May 2022		On-market purchases by HAHL in accordance with item 2 of section 611 of the Corporations Act.	\$1,391,940	63,270 ordinary shares	63,270
		Acquisition of relevant interests as a result of acceptances of Offers.	\$22 per ordinary share, subject to the terms of the Offers.	322,631 ordinary shares	322,631
6 May 2022		On-market purchases by HAHL in accordance with item 2 of section 611 of the Corporations Act.	\$2,550,988	115,954 ordinary shares	115,954
		Acquisition of relevant interests as a result of acceptances of Offers.	\$22 per ordinary share, subject to the terms of the Offers.	140,203 ordinary shares	140,203
As above	HOCHTIEF	Relevant interest under section 608(3)(b) of the Corporations Act. HOCHTIEF is the ultimate parent company of HAHL.	As above	As above	As above
As above	Actividades de Construccion y Servicios, S.A ( <b>ACS</b> )  Cariatide S.A ( <b>Cariatide</b> )	Relevant interest under section 608(3)(a) of the Corporations Act.	As above	As above	As above
As above	Each other Substantial Holder	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power above 20% in HAHL.	As above	As above	As above

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
HAHL	Various persons who have accepted HAHL's Offers.	HAHL	Relevant interest under sections 608(1)(b), 608(1)(c) and/or 608(8) of the Corporations Act pursuant to acceptances of the Offers. The ordinary shares that are the subject of these acceptances have not yet been transferred into the name of HAHL.	140,203 ordinary shares	140,203
	HAHL as to 302,435,502 ordinary shares.	HAHL	Registered holder of 302,435,502 ordinary shares.	302,435,502 ordinary shares	302,435,502
HOCHTIEF and its Subsidiaries (see Annexure A)	Various persons who have accepted HAHL's Offers.	HAHL	Relevant interest under section 608(3) of the Corporations Act.	140,203 ordinary shares	140,203
	HAHL as to 302,435,502 ordinary shares.	HAHL		302,435,502 ordinary shares	302,435,502
ACS, Cariatide and each other Substantial Holder	Various persons who have accepted HAHL's Offers.	HAHL	Relevant interest under section 608(3) of the Corporations Act.	140,203 ordinary shares	140,203
	HAHL as to 302,435,502 shares.	HAHL		302,435,502 ordinary shares	302,435,502

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
HAHL	Level 13, 68 York Street, Sydney, NSW, 2000
HOCHTIEF and its subsidiaries	Opernplatz 2, 45128, Essen, GERMANY
ACS and Cariatide	Avda. Pio XII 102 28036 Madrid, SPAIN

**Signature**

print name David Robinson

capacity Director

sign here



date 6 May 2022

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Annexure A

**This is Annexure "A" of 5 pages referred to in the accompanying Form 604.**

print name David Robinson

capacity Director

sign here 

Date: 6 May 2022

### HOCHTIEF Americas Division

Auburndale Company Inc.

Audubon Bridge Constructors

Canadian Borealis Construction Inc.

Canadian Turner Construction Company Ltd.

CB Finco Corporation

CB Resources Corporation

Clark Builders Partnership

Clark Turner Dawson Creek JV

E.E. Cruz and Company Inc.

FECO Equipment

Flatiron Construction Corp.

Flatiron Constructors Canada Ltd.

Flatiron Constructors Inc.

Flatiron Constructors Inc. – Blythe Development Company JV

Flatiron Constructors Inc. Canadian Branch

Flatiron Electric Group

Flatiron Equipment Company Canada

Flatiron Holding Inc.

Flatiron Parsons JV

Flatiron West Inc.

Flatiron/Dragados/Sukut JV

Flatiron/Goodfellow Top Grade JV

Flatiron/Turner Construction of New York LLC

Flatiron-Blythe Development Company JV

Flatiron-Branch Civi JV

Flatiron-Lane JV

Flatiron-Skanska-Stacy and Witbec JV

HOCHTIEF Americas GmbH

HOCHTIEF Argentina S.A.

HOCHTIEF USA Inc.

Lakeside Alliance

Maple Red Insurance Company

OMM Inc.

Real PM Ltd.

Saddleback Constructors

Services Products Buildings Inc.

SourceBlue Canada Ltd.

SourceBlue LLC

The Lathrop Company Inc.  
The Turner Corporation  
Tompkins Builders Inc.  
Tompkins Turner Grunley Kinsley JV (C4ISR Aberdeen & Proving Grounds)  
Trans Hudson Brokerage, LLC  
Turner – Martin Harris (Las Vegas Convention and Visitors Authority)  
Turner (East Asia) Pte. Ltd.  
Turner AECOM-Hunt NFL JV (NFL Stadium)  
Turner Canada Holdings Inc.  
Turner Canada LLC  
Turner Clayco Memorial Stadium JV (UIUC Memorial Stadium)  
Turner Clayco Willis Tower JV (Willis Tower)  
Turner Construction Company  
Turner Construction Company of Ohio LLC  
Turner Construction/Sano-Rubin Construction Services (St. Peter's Health Ambulatory Center)  
Turner Consulting (Thailand) Ltd.  
Turner Consulting and Management Services Pvt. Ltd.  
Turner International (East Asia) Ltd.  
Turner International (Hong Kong) Ltd.  
Turner International (UK) Ltd.  
Turner International Consulting (Thailand) Ltd.  
Turner International Industries Inc.  
Turner International LLC  
Turner International Malaysia Sdn. Bhd.  
Turner International Professional Services Ltd. (Ireland)  
Turner International Professional Services, S. de R.L. de C.V.  
Turner International Proje Yonetimi Ltd. Sti.  
Turner International Pte. Ltd.  
Turner International Support Services, S. de R.L. de C.V.  
Turner JLN JV (Lyndhurst Elementary)  
Turner Management Consulting (Shanghai) Co. Ltd.  
Turner Partnership Holdings Inc.  
Turner Project Management India Pvt. Ltd.  
Turner Sanorubin JV (Health Alliance)  
Turner Southeast Europe d.o.o Beograd  
Turner Surety & Insurance Brokerage Inc.  
Turner Vietnam Co. Ltd.  
Turner/Con-Real (Terrell High School Academy)  
Turner/Con-Real (University of Arkansas)  
Turner/Flatiron JV  
Turner/Ozanne/VAA (Cleveland Convention Center Hotel)  
Turner-Flatiron JV (Denver International Airport)  
Turner-Kiewit JV (GOAA South Airport)  
Turner-McKissack JV (HHC – FEMA Coney Island Hospital Campus Renovation)  
Turner-PCL JV (LAX Midfield)  
Turner-PCL JV (San Diego Airport)  
Turner-SG Contracting (Hartfield Jackson)  
Turner-Welty JV (Duke Energy Corp.)  
Universal Construction Company Inc.  
West Coast Rail Constructors

**HOCHTIEF Asia Pacific Division**  
HOCHTIEF Asia Pacific GmbH  
HOCHTIEF Australia Holdings Ltd.

**HOCHTIEF Europe Division**

A.L.E.X.-Bau GmbH  
Deutsche Bau- und Siedlungs-Gesellschaft mbH  
Deutsche Baumanagement GmbH  
Dicentra Copernicus Roads Sp. z o.o.  
forum am Hirschgarten Nord GmbH & Co. KG  
forum am Hirschgarten Süd GmbH & Co. KG  
HOCHTIEF (UK) Construction Ltd.  
HOCHTIEF Bau und Betrieb GmbH  
HOCHTIEF BePo Hessen Bewirtschaftung GmbH  
HOCHTIEF BePo Hessen GmbH  
HOCHTIEF Construction Austria GmbH & Co. KG  
HOCHTIEF Construction Chilena Ltda.  
HOCHTIEF Construction Management Middle East GmbH  
HOCHTIEF CZ a.s.  
HOCHTIEF Development Czech Republic s.r.o.  
HOCHTIEF Development Poland Sp. z o.o.  
HOCHTIEF Engineering GmbH  
HOCHTIEF Infrastructure GmbH  
HOCHTIEF LINXS Holding LLC  
HOCHTIEF OBK Vermietungsgesellschaft mbH  
HOCHTIEF Offshore Crewing GmbH  
HOCHTIEF Operators Holding LLC  
HOCHTIEF ÖPP Projektgesellschaft mbH  
HOCHTIEF Polska S.A.  
HOCHTIEF PPP Europa GmbH  
HOCHTIEF PPP Operations Austria GmbH  
HOCHTIEF PPP Operations GmbH  
HOCHTIEF PPP Schulpartner Braunschweig GmbH  
HOCHTIEF PPP Solutions (Ireland) Ltd.  
HOCHTIEF PPP Solutions (UK) Ltd.  
HOCHTIEF PPP Solutions GmbH  
HOCHTIEF PPP Solutions Netherlands B.V.  
HOCHTIEF PPP Solutions North America Inc.  
HOCHTIEF PPP Transport Westeuropa GmbH  
HOCHTIEF Projektentwicklung GmbH  
HOCHTIEF SK s.r.o.  
HOCHTIEF Solutions AG  
HOCHTIEF Solutions Middle East Qatar W.L.L.  
HOCHTIEF Solutions Real Estate GmbH  
HOCHTIEF Solutions Saudi Arabia LLC  
HOCHTIEF Trade Solutions GmbH  
HOCHTIEF U.S. Holdings LLC  
HOCHTIEF ViCon GmbH  
HTP Immo GmbH  
I.B.G. Immobilien- und Beteiligungsgesellschaft Thüringen-Sachsen mbH  
LOFTWERK Eschborn GmbH & Co. KG  
Maximiliansplatz 13 GmbH & Co. KG  
MK 1 Am Nordbahnhof Berlin GmbH & Co. KG  
Perlo Sp. z o.o.  
prefolio Securitisation S.à r.l.  
Project Development Poland 3 B.V.  
Project SP1 Sp. z o.o.  
Projektgesellschaft Börsentor Frankfurt GmbH & Co. KG  
Projektgesellschaft Konrad-Adenauer-Ufer Köln GmbH & Co. KG  
Projektgesellschaft Marco Polo Tower GmbH & Co. KG  
Raststätten Betriebs GmbH

Spiegel-Insel Hamburg GmbH & Co. KG  
synexs GmbH  
Tivoli Garden GmbH & Co. KG  
Tivoli Office GmbH & Co. KG  
TRINAC GmbH  
TRINAC Polska Sp. z o.o.  
ViA6West Service GmbH  
Beggen PropCo Sàrl  
Builders Direct SA  
Builders Insurance Holdings S.A.  
Builders Reinsurance S.A.  
Eurafrica Baugesellschaft mbH  
HOCHTIEF Insurance Broking and Risk Management Solutions GmbH  
Independent (Re)insurance Services S.A.  
NEXPLORE Hong Kong Ltd.  
NEXPLORE Technology GmbH  
NEXPLORE Technology Holding GmbH & Co. KG  
NEXPLORE Technology Verwaltungs GmbH  
Steinfurt Multi-Asset Fund SICAV-SIF  
Steinfurt PropCo Sàrl  
Vintage Real Estate HoldCo Sàrl

**Subsidiaries of minor significance**

Axis Konsortium GmbH  
Constructora Cheves S.A.C.  
Copernicus Roads Sp. z o.o.  
EDGITAL GmbH  
Garden Center Invest s.r.o.  
HKS Beteiligungsverwaltungs GmbH  
HOCHTIEF (India) Private Limited  
HOCHTIEF Construction Austria Verwaltungsgesellschaft mbH  
HOCHTIEF Development Russland LLC  
HOCHTIEF DN Capital 1 GmbH  
HOCHTIEF IKS Schweiz AG  
HOCHTIEF Labore Kassel Bewirtschaftungs GmbH  
HOCHTIEF Labore Kassel GmbH  
HOCHTIEF Ladepartner GmbH  
HOCHTIEF Madarij Ltd.  
HOCHTIEF Offshore Development Fünf GmbH  
HOCHTIEF Offshore Development Solutions GmbH  
HOCHTIEF Offshore Development Solutions S. à r.l.  
HOCHTIEF PP Südosthessen Bewirtschaftungs GmbH  
HOCHTIEF PP Südosthessen Vermietungs GmbH  
HOCHTIEF PPP Inwestycje Polskie 2 Sp. z o.o.  
HOCHTIEF PPP Inwestycje Polskie Sp. z o.o.  
HOCHTIEF PPP Lifecycle 1 GmbH  
HOCHTIEF PPP Lifecycle 2 GmbH  
HOCHTIEF Solutions 3. Beteiligungs GmbH  
HOCHTIEF Solutions Real Estate Beteiligungsverwaltungsgesellschaft mbH  
HOCHTIEF Trade Solutions Ltd.  
Immobilien-gesellschaft Edward Steichen Building Kirchberg S.A.  
NEXPLORE Australia Pty. Ltd.  
Nexplore Technology S.L.  
Nexplore US Inc.  
OOO STREIF Baulegistik Russland  
SIA „HOCHTIEF Solutions Baltics“  
Verwaltung Projektgesellschaft Marco Polo Tower GmbH

Verwaltung Projektgesellschaft Quartier 21 mbH  
ViAGWest Betriebsverwaltungsgesellschaft mbH