



CIMIC Group Limited
ABN 57 004 482 982

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21 April 2016

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

Re: Results of 2016 Annual General Meeting

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, we wish to advise that, at the Company's Annual General Meeting held today, all the resolutions set out in the attached Notice of Meeting were carried on a poll, and the final proxy position and voting results are attached.

Yours faithfully
CIMIC Group Limited

A handwritten signature in black ink, appearing to be "Louise Griffiths", written over a horizontal line.

LOUISE GRIFFITHS
Company Secretary

CIMIC GROUP LIMITED
2016 Annual General Meeting
Thursday, 21 April 2016
Voting Results

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Resolution 2 Remuneration Report	Ordinary	239,185,159 84.45%	43,509,034 15.36%	532,568 0.19%	91,300	239,620,847 84.52%	43,892,165 15.48%	94,705	Carried
Resolution 3 Amendments to Constitution	Special	282,487,165 99.74%	197,891 0.07%	545,331 0.19%	104,761	283,277,031 99.91%	256,342 0.09%	108,711	Carried
Resolution 4 To re-elect Mr David Paul Robinson as a Director	Ordinary	266,523,270 94.09%	16,213,792 5.72%	545,717 0.19%	52,369	267,347,748 94.28%	16,229,323 5.72%	56,319	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

Registered Office:
472 Pacific Highway
St Leonards NSW 2065 Australia
Fax number +61 2 9925 6005

Share Registrar:
Computershare Investor Services
Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000 Australia
Fax number +61 3 9473 2555

Share Registrar's Postal Address:
Share Registrar
Computershare Investor Services
Pty Limited
GPO Box 242
Melbourne VIC 3001 Australia



CIMIC GROUP LIMITED

ABN 57 004 482 982

NOTICE OF ANNUAL GENERAL MEETING 2016

To: The Shareholders

Notice is hereby given that the 2016 Annual General Meeting (**2016 AGM**) of CIMIC Group Limited (the **Company**) will be held in the **Wentworth Ballroom, Sofitel Sydney Wentworth, 61-101 Phillip Street Sydney, New South Wales, on Thursday 21 April 2016 at 10.00 am (AEST)** to transact the following business:

1. Annual Financial Report and Directors' and Auditor's Reports

To receive the Financial Report and Reports of the Directors and Auditor for the financial year ended 31 December 2015 (**2015 Financial Year**).

2. Remuneration Report

To consider and if thought fit pass the following resolution as a non-binding ordinary resolution:

To adopt the Remuneration Report for the 2015 Financial Year.

(Note: The vote on this resolution is non-binding.)

3. Amendments to Constitution

To consider and if thought fit pass the following resolution as a special resolution:

That the Constitution of the Company be amended with immediate effect in the manner outlined in the Explanatory Notes to this Notice of Meeting and set out in Annexure A of the Explanatory Notes.

4. Re-election of Director

To consider and if thought fit pass the following resolution as an ordinary resolution:

That Mr David Paul Robinson, who was appointed as a Non-executive Director of the Company on 17 December 1990 and who is retiring by rotation in accordance with clause 18.2 of the Company's constitution, be re-elected as a director.

Invitation

After the meeting, all shareholders are invited to join the Directors for light refreshments.

The Explanatory Notes and the voting information form part of this Notice of Meeting and should be read in conjunction with it.

By Order of the Board

Louise Griffiths, Company Secretary
Sydney

14 March 2016

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Pty Limited
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Proxies

A proxy form accompanies this notice. Additional proxy forms will be provided by the Company's Share Registrar, Computershare Investor Services Pty Limited, on request.

As a shareholder entitled to attend and vote at the meeting, you may appoint up to 2 proxies to attend and vote for you. You may specify the proportion or number of votes that the proxy may exercise. If you appoint 2 proxies and do not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

A proxy need not be a shareholder of the Company.

The key management personnel (**KMP**) of the Company (which includes each of the Directors) and their closely related parties will not be able to vote your proxy on item 2 unless you have directed them how to vote. The term "closely related party" is defined in the *Corporations Act 2001* (Cth) (Corporations Act) and includes any of the KMP's spouse, dependants and certain other close family members, as well as any companies controlled by the KMP. If you intend to appoint a member of the KMP or one of their closely related parties as your proxy, please ensure that you direct them how to vote on item 2 by marking the voting box for this item.

There is a limited carve-out from the KMP voting exclusions that applies to the Chairman of the meeting. If you appoint the Chairman of the meeting as your proxy, or the Chairman of the meeting is appointed as your proxy by default, but you do not mark any of the voting boxes for item 2, by submitting the proxy form you will be taken to have expressly authorised the Chairman of the meeting to vote in favour of item 2. The Chairman of the meeting intends to vote all available proxies in favour of all of the resolutions to be put to shareholders as set out in this notice.

The proxy form must be signed by you or your attorney. Proxies given by corporations must be executed either in accordance with section 127 of the Corporations Act or under the hand of a duly authorised officer or attorney.

The proxy form and the power of attorney or other authority under which it is signed (if any), or a certified copy of the power of attorney or authority, must be received by the Company's Share Registrar not later than **10.00 am (AEST) on Tuesday 19 April 2016**. See above for the fax number and address of the Share Registrar.

Online Lodgement: You may lodge an electronic proxy online at www.investorvote.com.au (Control Number 138446) not later than 10.00 am (AEST) on Tuesday 19 April 2016. You will need your Security holder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and to confirm your postcode if you reside in Australia or country of residence if you reside outside Australia.

Eligibility to Vote

For the purposes of the meeting, shares will be taken to be held by persons who are registered as members as at **7.00pm (AEST) on Tuesday 19 April 2016**. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

Voting Exclusions

Item 2

The Company will disregard any votes cast on item 2:

- by or on behalf of a member of the KMP whose remuneration is disclosed in the Remuneration Report and their closely related parties (regardless of the capacity in which the vote is cast); and
- as a proxy by a person who is a member of the KMP at the date of the meeting and any of their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on item 2 in accordance with a direction on the proxy form or by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy.

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Pty Limited
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Melbourne VIC 3001 Australia

Questions for the auditor

Shareholders may submit written questions to the Company's Auditor, Deloitte Touche Tohmatsu, if the question is relevant to the content of Deloitte Touche Tohmatsu's Audit Report for the 2015 Financial Year or the conduct of its audit of the Company's Financial Report for the 2015 Financial Year.

Relevant written questions for the Auditor must be received by the Company by no later than **5.00 pm, Thursday 14 April 2016**. Please send any written questions to the Company's Share Registry:

By hand: Computershare Investor Services
Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000
Australia

By mail: Computershare Investor Services
Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By email: www.investorcentre.com/contact

By facsimile: Within Australia:
(03) 9473 2500
From outside Australia:
+61 3 9473 2500

A list of written questions will be made available to shareholders attending the meeting. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting.

CIMIC GROUP LIMITED

EXPLANATORY NOTES

ABN 57 004 482 982

The explanatory notes form part of the Notice of Meeting and should be read in conjunction with it.

ITEM 1

ANNUAL FINANCIAL REPORT AND DIRECTORS' AND AUDITOR'S REPORTS

Shareholders will have the opportunity at the meeting to ask questions about or make comments on the Financial Report and the Directors' and Auditor's Reports as well as on the management of the Company. These reports form part of the Company's Annual Report which is accessible on the Company's website, at: www.cimic.com.au/investor-and-media-centre/publications.

Shareholders will also have the opportunity at the meeting to ask questions of the Company's external auditor, Deloitte Touche Tohmatsu, relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

ITEM 2

REMUNERATION REPORT

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report on pages 32 to 45 of the Company's 2015 Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for Non-executive Directors, Executive Directors and the Key Management Personnel of the Group during the 2015 Financial Year.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board does take the outcome of the vote and discussion at the meeting into account in setting remuneration policy for future years.

Recommendation

The Board unanimously recommends that shareholders vote **in favour** of Item 2.

ITEM 3

AMENDMENTS TO CONSTITUTION

It is proposed that the Constitution be amended to update the director appointment and rotation provisions to align them with applicable regulatory requirements and current commercial practice. The proposed amendments are set out in Annexure A to these Explanatory Notes.

In regards to director rotations, the changes to clause 18.3 remove the requirement that one-third of the directors retire at each Annual General Meeting to avoid the situation where directors are regularly required to seek re-election at intervals shorter than the 3 years contemplated under the ASX Listing Rules. In addition, it is proposed that clause 17.2 be amended so that directors appointed by the Board to fill a casual vacancy hold office until the next annual general meeting and to exclude the managing director from the requirement to offer himself for election.

In relation to the process for nominations for election as a director, it is proposed to expand clause 19 so that it extends to all general meetings, not just annual general meetings. This will add clarity around aspects of the director nomination and election process that are not specifically addressed in the current Constitution. In addition, the changes to clause 19.2(d) will adjust the timeframe for receipt of external director nominations for general meetings (except those requisitioned by shareholders) from at least 30 business days to at least 45 business days before the meeting. The change in timeframe will ensure that the Company has sufficient time to include any

external candidate nominated for election as a director in the notice of meeting and will avoid nominations being received after the notice of meeting has been finalised (which can potentially result in substantial costs being incurred to prepare and mail a supplementary notice to shareholders).

The amended provisions are consistent with the requirements under the ASX Listing Rules and reflect shifts in corporate practice since the current Constitution was adopted in 1998. If passed by shareholders at the meeting, these amendments will have immediate effect.

Recommendation

The Board unanimously recommends that shareholders vote **in favour** of Item 3.

ITEM 4

RE-ELECTION OF DIRECTOR

Mr David Paul Robinson will retire by rotation in accordance with clause 18.2 of the Constitution and offers himself for re-election at this meeting.

Mr David Paul Robinson's experience, qualifications and other details concerning his re-election to the office of Director are set out below.

Mr David Paul Robinson (60)

Non-executive Director

MCom, BEc, FCA, CTA

A Non-executive Director since December 1990. Alternate Director for Mr López Jiménez since June 2014. A graduate of the University of Sydney. Registered company auditor and tax agent. A chartered accountant and partner of ESV Accounting and Business Advisors (ESV). Adviser to local and overseas companies with interests in Australia. Participates in construction industry affairs. Chairman of Trustees of Mary Aikenhead Ministries, the responsible entity for the health, aged care and education works of the Sisters of Charity in Australia. A Director of HOCHTIEF Australia Holdings Limited. A former Director of Leighton Properties Pty Limited from May 2000 to August 2012.

Mr Robinson is also the Chairman of the ASX listed entity Devine Limited (Chairman since January 2016 and Director since May 2015).

Recommendation

The Board (excluding Mr Robinson) unanimously recommends that shareholders vote **in favour** of Item 4.

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ANNEXURE A

PROPOSED AMENDMENTS TO CONSTITUTION

17. Directors: Number and Appointment

17.1 The number of the directors shall be such number, being not less than 3 nor more than 12, as the Board from time to time determines but the number so determined by the Board at any time shall not be less than the number of the persons in office as directors at that time.

17.2 The Board may at any time appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors (but so that the number of the persons in office as directors never exceeds the number determined under **clause 17.1**). Any director so appointed (~~excluding a managing director~~) holds office only until the next ~~following annual~~ general meeting (~~whether or not an annual general meeting~~) and shall be eligible for election at that meeting. Unless elected at that meeting, the director shall cease to hold office at the conclusion of the meeting.

17.3 The qualification of a director shall be the holding of at least 1,000 shares.

18. Directors: Retirement, Rotation and Resignation

18.1 In addition to the circumstances in which the office of a director becomes vacant by virtue of the Law, or by virtue of which a director may, by resolution, be removed before the expiration of the director's period of office pursuant to Section 227 of the Law, the office of a director shall be vacant if that director -

- (a) becomes a person of unsound mind;
- (b) is absent from meetings of the Board (without leave of absence granted by the Board) during any continuous period of 6 months; or
- (c) resigns the director's office by notice in writing received at the office.

18.2 At each annual general meeting there shall retire from office every director (other than any managing director) who has been in office throughout the longer of -

- (a) the period of 3 years immediately preceding the commencement of that meeting; and
- (b) the period since the conclusion of the earliest of the 3 annual general meetings immediately preceding that meeting.

18.3 ~~If To the extent that:~~

- (a) ~~the Listing Rules require an election of directors to be held at the Company's annual general meeting; and~~
- (b) the aggregate of the number of directors who are to retire at a particular annual general meeting under clause 18.2 and the number of directors who pursuant to clause 17.2 hold office only until that meeting is zero ~~or otherwise less than the number which is produced by:~~
 - (a) ~~dividing by 3 the number of directors who are in office immediately before that meeting (exclusive of any managing director but inclusive of any director who pursuant to clause 17.2 holds office only until that meeting); and~~
 - (b) ~~disregarding any fraction arising from that division~~

~~(the number so produced being referred to in this clause as 'the required number');~~ then there shall also retire from office at that meeting that number of directors which will bring the number retiring at that meeting up to the required number. ~~The further directors so then the director to retire shall be those directors~~ (excluding any managing director) who ~~has~~ ^{ve} been longest in office since their last election, ~~shall retire~~. As between directors who

have been in office for the same period, those the director to retire shall in default of agreement among themselves be determined by lot.

18.4 A director who retires under clause 18.2 or 18.3 at a particular annual general meeting shall, unless re-elected at that meeting, cease to hold office at the conclusion of that meeting and any other person elected as a director at an annual general meeting shall take office as such at the conclusion of that meeting.

19. Directors: Election at **Annual General Meetings**

19.1 The Company may by resolution at any annual general meeting appoint an eligible person to be a director, either as an addition to the existing directors or to fill a casual vacancy, but so that the total number of directors does not exceed the maximum number fixed under this constitution. fill up the offices of those directors who retire at that meeting under clauses 18.2 or 18.3 and the offices of those directors who, pursuant to clause 17.2, hold office only until that meeting and, subject to the Law, the Company in general meeting shall have no power to appoint or elect directors except pursuant to this clause or clause 17.2.

19.2 The following persons shall be the only persons eligible as candidates for election as directors at an annual general meeting:

- (a) a director who, pursuant to clause 17.2, holds office only until that annual-general meeting;
- (b) a director who, in accordance with clause 18.2 or 18.3, retires from office at that annual-general meeting; and
- (c) a person nominated by the directors for election at that meeting; and
- (d) a person in respect of whom there has been received at the Company's office:

(i) at least forty-five business days; or

(ii) in the case of a general meeting that the members have requested the directors to call, at least thirty business days.

(e) but, in each case, not earlier than ninety business days before the date on which the the day next following the last day of the financial year to which that annual general meeting relates and not later than the thirtieth business day before the date specified in a notice given by the Company under clause 13.1 as the date on which that annual general meeting is to be held, a notice in writing which:

(i) (iii) signifies both the nomination by a member of that person for election as a director and the consent of that person to the nomination; and

(ii) (iv) is executed by both the member making the nomination and the person nominated.

19.3 Notice of each and every candidature for election as a director at an annual general meeting shall be contained in the notice convening that annual general meeting.

19.4 If at any annual general meeting the office of any person referred to in paragraph (a) or (b) of clause 19.2 is not filled, each such person shall if willing and not disqualified be deemed to have been elected as a director unless the Board decides to reduce the number of directors in office or a resolution for the election of that person is put and lost.

For personal use only



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NOTICE OF ANNUAL GENERAL MEETING 2016