

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 7 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 3 Mar 2016
The previous notice was given to the company on 12 May 2014
The previous notice was dated 12 May 2014

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 | 235,668,760* | 69.62% (based on 338,503,563 ordinary shares on issue) | 235,668,760 | 70.88% (based on 332,511,098 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 |
|---|---|---|---|---|-------------------------|
| On each date between 14 January 2016 and 1 March 2016 in respect of which CIMIC has lodged an Appendix 3E - Daily share buy-back notice | HAHL, being a wholly owned subsidiary of HOCHTIEF Aktiengesellschaft (HOCHTIEF) | HOCHTIEF's voting power in CIMIC has increased as a consequence of the reduction in the number of CIMIC shares on issue, due to the on-market buy-back announced 14 December 2015, in respect of an aggregate of 5,992,465 shares bought back between 14 January 2016 and 3 March 2016 as announced by CIMIC. | Not applicable | Not applicable | Not applicable |
| 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 (ACS) Cariatide S.A (Cariatide) | 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 |

For personal use only

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 | HAHL as to 235,661,965 ordinary shares; Peter Sassenfeld, as bare trustee for HAML as to 1,858 ordinary shares; Pedro Lopez Jimenez, as bare trustee for HAML as to 1,192 ordinary shares; Marcelino Fernández Verdes, as bare trustee for HAML as to 2,745 ordinary shares; José Luis del Valle Pérez, as bare trustee for HAML as to 1,000 ordinary shares. | HAHL HAHL HAHL HAHL HAHL | Registered holder of 235,668,760 ordinary shares and beneficial owner of the ordinary shares held by Peter Sassenfeld, Pedro Lopez Jimenez, Marcelino Fernández Verdes and José Luis del Valle Pérez Peter Sassenfeld, Pedro Lopez Jimenez, Marcelino Fernández Verdes and José Luis del Valle Pérez hold their shares as bare trustee for HAML and accordingly do not have a relevant interest in those shares. | 235,668,760 ordinary shares | 235,668,760 |
| HOCHTIEF and its Subsidiaries (see Annexure A) | HAHL as to 235,661,965 ordinary shares; Peter Sassenfeld, as bare trustee for HAML as to 1,858 ordinary shares; Pedro Lopez Jimenez, as bare trustee for HAML as to 1,192 ordinary shares; Marcelino Fernández Verdes, as bare trustee for HAML as to 2,745 ordinary shares; José Luis del Valle Pérez, as bare trustee for HAML as to 1,000 ordinary shares. | HAHL HAHL HAHL HAHL HAHL | Relevant interest under section 608(3) of the Corporations Act. | 235,668,760 ordinary shares | 235,668,760 |
| ACS, Cariatide and each other Substantial Holder | HAHL as to 235,661,965 ordinary shares; Peter Sassenfeld, as bare trustee for HAML as to 1,858 ordinary shares; Pedro Lopez Jimenez, as bare trustee for HAML as to 1,192 ordinary shares; Marcelino Fernández Verdes as bare trustee for HAML as to 2,745 ordinary shares; José Luis del Valle Pérez as bare trustee for HAML as to 1,000 ordinary shares. | HAHL HAHL HAHL HAHL HAHL | Relevant interest under section 608(3) of the Corporations Act. | 235,668,760 ordinary shares | 235,668,760 |

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 applicable) | 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 18, 55 Market Street, Sydney, NSW, 2000 |
| HOCHTIEF and its subsidiaries | Opernplatz 2, 45128, Essen, GERMANY |
| ACS and Cariatide | Avda. Pio XII 102 28036 Madrid, SPAIN |
| Peter Sassenfeld, Pedro Lopez Jimenez, Marcelino Fernández Verdes, and José Luis del Valle Pérez | Hermann-Raddatz-Weg 7, 40489, Dusseldorf, GERMANY c/ Juan de Arespachaga 12, Madrid, SPAIN Opernplatz 2, 45128, Essen, GERMANY Juan Bravo 34, 28006 Madrid, SPAIN |

Signature

print name David Robinson

capacity Director

sign here

date 04/03/2016

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 7 pages referred to in the accompanying Form 604.

| | | | |
|------------|---|----------|------------|
| print name | David Robinson | capacity | Director |
| sign here |  | date | 04/03/2016 |

HOCHTIEF Americas Division
 2501 Constructors LLC
 Auburndale Company, Inc.
 Audubon Bridge Constructors
 Bethesda View Constructors LLC
 Canadian Turner Construction Company (Nova Scotia)
 Canadian Turner Construction Company Ltd.
 Capitol Building Services LLC
 Caribbean Operations, Inc.
 CB Finco Corporation
 CB Resources Corporation
 Clark Builders Partnership Corporation
 E. E. Cruz and Company Inc.
 Facilities Management Solutions, LLC
 FCI Constructors/Balfour Beatty
 FECO Equipment
 Flatiron Construction Corp.
 Flatiron Construction International LLC
 Flatiron Constructors Canada Limited
 Flatiron Constructors Inc.
 Flatiron Constructors Inc. Canadian Branch
 Flatiron Constructors, Inc.-Blythe Development Company
 Flatiron Electric AL Group
 Flatiron Equipment Company Canada
 Flatiron Holding Inc.
 Flatiron Parsons
 Flatiron West Inc.
 Flatiron/Goodfellow Top Grade JV
 Flatiron/Turner Construction of New York LLC
 Flatiron/United
 Flatiron-Blythe Development Company
 Flatiron-Lane
 Flatiron-Manson
 Flatiron-Skanska-Stacy and Witbec a Joint Venture
 Flatiron-Tidewater Skanska
 Flatiron-Zachry
 Henry Street Builders, LLC

For personal use only

HÖCHTIEF Americas GmbH
HÖCHTIEF Argentina S.A.
HÖCHTIEF USA Inc.
HT CONSTRUCTION INC.
Lacona, Inc.
Lathrop / D.A.G. JV
Maple Red Insurance Company
McKissack & McKissack, Turner, Tompkins, Gilford JV(MLK Jr. Memorial)
Metacon Technology Solutions, LLC
Mideast Construction Services, Inc.
Misener Constru-Marina S.A. de C.V.
Misener Servicios S.A. de D.V.
North Carolina Constructors
O'Brien Edwards/Turner Joint Venture
Offshore Services, Inc.
OMM Inc.
Saddleback Constructors
Services Products Buildings, Inc.
TC Professional Services, LLC
TCCO of South Carolina, LLC
TGS/SamCorp JV (Paso del Norte - Port of Entry)
The Lathrop Company, Inc.
The Turner Corporation
Tompkins Builders, Inc.
Tompkins Turner Grunley Kinsley JV (C4ISR Aberdeen)
Tompkins/Ballard JV (Richmond City Jail)
Tompkins/Gilford JV (Prince George's Community College Center)
Turner (East Asia) Pte. Ltd.
Turner Alpha Limited
Turner Canada Holdings Inc.
Turner Caribe, Inc.
Turner Cayman Ltd.
Turner Construction Company
Turner Construction Company - Singapore (US)
Turner Construction Company of Indiana, LLC
Turner Construction Company of Ohio LLC
Turner Cornerstone Korea
Turner Cross Management (Blackrock)
Turner Cross Management IV (Blackrock Wilmington 400 Bellevue)
Turner Davis JV (Laurelwood/Rowney)
Turner Development Corporation
Turner Harmon JV (Clarian Hospital - Fishers)
Turner HGR JV(Smith County Jail-Precon/Early Release)
Turner International (East Asia) Pte. Limited
Turner International (Hong Kong) Limited
Turner International (UK) Ltd.
Turner International Industries, Inc.
Turner International Korea LLC
Turner International Limited
Turner International LLC
Turner International Malaysia SDN BHD
Turner International Mexico SRL
Turner International Professional Services, S. De R. L. De C. V

Turner International Pte. Limited
 Turner International Support Services, S. De R. L. De C. V.
 Turner Lee Lewis (Lubbock Hotel)
 Turner Logistics Canada Ltd.
 Turner Logistics, LLC
 Turner Management Consulting (Shanghai) Co. Ltd.
 Turner Partnership Holdings Inc.
 Turner Project Management India Private Ltd.
 Turner Regency
 Turner Sabinal JV
 Turner Southeast Europe d.o.o Beograd
 Turner Support Services, Inc.
 Turner Surety & Insurance Brokerage Inc.
 Turner Trotter II (IPS Washington School)
 Turner Trotter JV (Clarian Fishers Medical Center)
 Turner Vietnam Co. Ltd.
 Turner/ADCo DTA (OUSD downtown education center)
 Turner/Con-Real - Forest/JV
 Turner/Con-Real (Tarrant County college District SE Campus New
 Turner/CON-REAL-University of Arkansas
 Turner/Hallmark JV1 (Beaumont ISD Athletic Complex)
 Turner/HGR
 Turner/Hoist
 Turner/HSC JV (Cooper University Hospital)
 Turner/JGM JV (Proposition Q)
 Turner/Ozanne/VAA
 Turner/Trevino JV1 (HISD Program Management)
 Turner/White JV (Sinai Grace Hospital)
 Turner-Arellano Joint Venture
 Turner-Davis Atlanta Airport Joint Venture (Hartsfield Jackson Intl)
 Turner-Kiewit JV
 Turner-Marhnos S A P I De CV
 Turner-Penick JV (US Marine Corp BEQ Pkg 4 & 7)
 Turner-Powers & Sons (Lake Central School Corporation)
 Turner-SG Contracting
 Turner-Tooles JV (Cobo Conference Center)
 Turner-Welty JV
 Universal Construction Company, Inc.
 West Coast Rail Constructors
 White/Turner Joint Venture (New Munger PK-8)
 White/Turner Joint Venture Team (DPS Mumford High School)
 White-Turner JV (City of Detroit Public Safety)

HOCHTIEF Asia Pacific Division
 HOCHTIEF Asia Pacific GmbH
 HOCHTIEF AUSTRALIA HOLDINGS LIMITED

HOCHTIEF Europe Division
 A.L.E.X.-Bau GmbH
 ACL Investment a.s.
 Constructora Cheves S.A.C.
 Constructora HOCHTIEF - TECSA S.A.
 Constructora Nuevo Maipo S.A.

Copernicus Development Sp. z o.o.
Copernicus JV B.V.
Deutsche Bau- und Siedlungs-Gesellschaft mbH
Deutsche Baumanagement GmbH
Dicentra sp.z.o.o.
Euripus s.r.o.
FM Holding GmbH i.L.
forum am Hirschgarten Nord GmbH & Co. KG
forum am Hirschgarten Süd GmbH & Co. KG
Grundstücksgesellschaft Köbis Dreieck GmbH & Co. Development KG
GVG mbH & Co. Objekt RPU Berlin 2 KG
HOCHTIEF (UK) Construction Ltd.
HOCHTIEF ABC Schools Partner Inc.
HOCHTIEF Ackerstraße 71-76 GmbH & Co. KG
HOCHTIEF Aurestis Beteiligungsgesellschaft mbH
HOCHTIEF Bau und Betrieb GmbH
HOCHTIEF Boreal Health Partner Inc.
HOCHTIEF Building GmbH
HOCHTIEF Canada Holding 2 Inc.
HOCHTIEF Canada Holding 3 Inc.
HOCHTIEF Canada Holding 4 Inc.
HOCHTIEF Canada Holding 5 Inc.
HOCHTIEF Construction Austria GmbH & Co. KG
HOCHTIEF Construction Chileña Ltda.
HOCHTIEF Construction Erste Vermögensverwaltungsgesellschaft mbH
HOCHTIEF Construction Management Middle East GmbH
HOCHTIEF CZ a.s.
HOCHTIEF Development Austria GmbH
HOCHTIEF Development Austria Verwaltungs GmbH & Co. KG
HOCHTIEF Development Czech Republic s.r.o.
HOCHTIEF Development Hungary Kft.
HOCHTIEF Development Poland Sp. z o.o.
HOCHTIEF Development Project One SRL
HOCHTIEF Development Project Three SRL
HOCHTIEF Development Project Two SRL
HOCHTIEF DEVELOPMENT ROMANIA SRL
HOCHTIEF Development Schweden AB
HOCHTIEF Development Schweiz Projekt 2 AG
HOCHTIEF Engineering GmbH
HOCHTIEF Engineering International GmbH
HOCHTIEF Infrastructure GmbH
HOCHTIEF LLBB GmbH
HOCHTIEF NEAH Partner Inc.
HOCHTIEF Offshore Crewing GmbH
HOCHTIEF ÖPP Projektgesellschaft mbH
HOCHTIEF Polska S.A.
HOCHTIEF PPAC GmbH
HOCHTIEF PPP Europa GmbH
HOCHTIEF PPP Operations GmbH
HOCHTIEF PPP Schools Capital Limited
HOCHTIEF PPP Schulpartner Braunschweig GmbH
HOCHTIEF PPP Schulpartner GmbH & Co. KG
HOCHTIEF PPP Solutions (Ireland) Limited

HOCHTIEF PPP Solutions (UK) Limited
HOCHTIEF PPP Solutions Chile Tres Ltda.
HOCHTIEF PPP Solutions GmbH
HOCHTIEF PPP Solutions Netherlands B.V.
HOCHTIEF PPP Solutions North America Inc.
HOCHTIEF Presidio Holding LLC
HOCHTIEF Projektentwicklung GmbH
HOCHTIEF Projektentwicklung ‚Helfmann Park‘ GmbH & Co. KG
HOCHTIEF Solutions AG
HOCHTIEF Solutions Middle East Qatar W.L.L.
HOCHTIEF Solutions Real Estate GmbH
HOCHTIEF Solutions Saudi Arabia LLC
HOCHTIEF SSLG Partner Inc.
HOCHTIEF Trade Solutions GmbH
HOCHTIEF ViCon GmbH
HOCHTIEF ViCon Qatar W.L.L.
HTP Grundbesitz Blue Heaven GmbH
HTP Immo GmbH
HTP Projekt 2 (zwei) GmbH & Co KG
I.B.G. Immobilien- und Beteiligungsgesellschaft Thüringen-Sachsen mbH
Inserta s.r.o.
LOFTWERK Eschborn GmbH & Co. KG
Maximiliansplatz 13 GmbH & Co. KG
MK 1 Am Nordbahnhof Berlin GmbH & Co. KG
MOLTENDRA Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Mainoffice KG
OOO HOCHTIEF
Perlo Sp. z o.o.
Project Development Poland 3 B.V.
Project SP1 Sp. z o.o.
Projekt Messeallee Essen GmbH & Co. KG
Projektgesellschaft Börsentor Frankfurt GmbH & Co. KG
Projektgesellschaft Konrad-Adenauer-Ufer Köln GmbH & Co. KG
Projektgesellschaft Marco Polo Tower GmbH & Co. KG
Projektgesellschaft Quartier 21 mbH & Co. KG
PSW Hainleite GmbH
PSW Leinetal GmbH
PSW Lippe GmbH
PSW Zollernalb GmbH
SCE Chile Holding GmbH
Soduker B.V.
Spiegel-Insel Hamburg GmbH & Co. KG
Tirpser B.V.
Tivoli Garden GmbH & Co. KG
Tivoli Office GmbH & Co. KG
TRINAC GmbH
TRINAC Polska Sp. z o.o.
Corporate Headquarters
Beggen PropCo Sàrl
Builders Direct SA
Builders Insurance Holdings S.A.
Builders Reinsurance S.A.
Eurafrica Baugesellschaft mbH
HOCHTIEF Concessions India Private Limited

HOCHTIEF Insurance Broking and Risk Management Solutions GmbH
 Independent (Re)insurance Services S.A.
 Steinfurt Multi-Asset Fund SICAV-SIF
 Steinfurt Propco Sàrl
 Vintage Real Estate HoldCo Sàrl

Subsidiaries of minor significance

AHBUD Sp. z o.o.
 Bau und Grund Verwaltungsgesellschaft mbH i.L.
 Copernicus D3 Sp.z o.o.
 Copernicus Roads Sp.z.o.o.
 DOMART Sp. z o.o.
 Garden Center Invest s.r.o.
 HEPOLICO Investments Sp. z o.o.
 HKS Beteiligungsverwaltungs GmbH
 HOCHTIEF (India) Private Limited
 HOCHTIEF Construction Austria Verwaltungsgesellschaft mbH
 HOCHTIEF Development Austria Verwaltungs GmbH
 HOCHTIEF Development Schweiz AG
 HOCHTIEF Madarij Ltd.
 HOCHTIEF OBK Vermietungsgesellschaft mbH
 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 Schulpartner Verwaltungs GmbH
 HOCHTIEF Reichpietschufer Verwaltungs GmbH
 HOCHTIEF SK s.r.o.
 HOCHTIEF Solutions 2. Beteiligungs GmbH
 HOCHTIEF Solutions 3. Beteiligungs GmbH
 HOCHTIEF Solutions Bahrain S.P.C
 HOCHTIEF Solutions Real Estate Beteiligungsverwaltungsgesellschaft mbH
 HOCHTIEF Trade Solutions Limited
 HOMEART Sp. z o.o.
 HTD Smart Office Nr. 1 GmbH
 HTP Projekt 10 (zehn) GmbH & Co. KG
 HTP Projekt 3 GmbH & Co. KG
 HTP Projekt 4 GmbH & Co. KG
 HTP Projekt 5 GmbH & Co. KG
 HTP Projekt 6 GmbH & Co. KG
 HTP Projekt 7 (sieben) GmbH & Co. KG
 HTP Projekt 9 (neun) GmbH & Co. KG
 IMMOBILIENGESELLSCHAFT EDWARD STEICHEN BUILDING KIRCHBERG S.A.
 Justitia PPS Breda B.V.
 Neva Traverse GmbH i.L.
 OOO HOCHTIEF Development Russland
 OOO STREIF Baulegistik Russland
 Project SP sp.z o.o.
 Project SP2 Sp. z o.o.
 SIA „HOCHTIEF Solutions Baltics“
 Stadthaus am Anger Verwaltungs GmbH
 Streif Baulegistik Bulgarien EOOD
 Streif Baulegistik Qatar W.L.L.

Streif Baulogistik Ukraine LLC

TBB Serwis Sp. z o.o.

Verwaltung Projektgesellschaft Marco Polo Tower GmbH

Verwaltung Projektgesellschaft Quartier 21 mbH

ZOB an der Hackerbrücke GmbH & Co. KG

ZOB Beteiligungs GmbH

For personal use only