



CIMIC Group Limited
ABN 57 004 482 982

Level 25, 177 Pacific Highway
North Sydney, NSW 2060 Australia

PO Box 1002
Crows Nest, NSW 1585 Australia

T +61 2 9925 6666

F +61 2 9925 6000

cimic.com.au

13 Mar 2018

Singapore Exchange (SGX)
2 Shenton Way
19-00 SGX Centre 1
Singapore 068804

RE: 2018 AGM NOTICE OF MEETING AND VOTING FORM

Please find attached a copy of a media release issued by CIMIC Group Limited, parent company of CIMIC Finance (USA) Pty Ltd.

Yours faithfully
CIMIC GROUP LIMITED

Louise Griffiths
Company Secretary



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cimic.com.au

13 March 2018

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

2018 AGM NOTICE OF MEETING AND VOTING FORM

In accordance with Listing Rule 3.17, please find attached copies of the Notice of Meeting and Voting Form for CIMIC Group's 2018 Annual General Meeting (AGM).

The AGM will be held in the Wentworth Ballroom, Sofitel Sydney Wentworth, 61-101 Phillip Street, Sydney, New South Wales, on Friday 13 April 2018 at 10.00am (AEST).

The Notice of Meeting and Voting Form together with the Company's 2017 Annual Report will be dispatched to shareholders today.

The 2017 Annual Report was previously released to the ASX on 7 February 2018.

These documents are also available on the CIMIC Group website at www.cimic.com.au.

Yours faithfully
CIMIC GROUP LIMITED

A handwritten signature in black ink, appearing to read "Louise Griffiths", with a stylized flourish at the end.

Louise Griffiths
Company Secretary

Link to 2017 Annual Report:

https://www.cimic.com.au/__data/assets/pdf_file/0005/35843/1767467.pdf

Registered Office:
Level 25, 177 Pacific Highway
North Sydney NSW 2060 Australia
Fax number +61 2 9925 6000

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 2018

To: The Shareholders

CIMIC Group Limited (**CIMIC** or the **Company**) will hold its Annual General Meeting (**AGM**) at **10.00 am (AEST) on Friday, 13 April 2018 at the Wentworth Ballroom, Sofitel Sydney Wentworth, 61-101 Phillip Street Sydney, New South Wales**, for the purpose of transacting the business set out in this Notice.

BUSINESS

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

To receive the financial reports, directors' report and auditor's report for the Company and its controlled entities for the financial year ended 31 December 2017 (**2017 Financial Year**).

Note: There is no requirement for shareholders to approve these reports.

2. Remuneration Report

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

That the Remuneration Report for the 2017 Financial Year be adopted.

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

3. Election and Re-election of Directors

To consider and if thought fit pass the following resolutions as separate ordinary resolutions:

- 3.1. That Kathryn Spargo, having being appointed a director of the Company on 20 September 2017, offers herself for election as a director of the Company.
- 3.2. That Russell Chenu retires by rotation and offers himself for re-election as a director of the Company.
- 3.3. That Trevor Gerber retires by rotation and offers himself for re-election as a director of the Company.

- 3.4. That Peter-Wilhelm Sassenfeld retires by rotation and offers himself for re-election as a director of the Company.

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 and should be read in conjunction with it.

By Order of the Board

Louise Griffiths, Company Secretary
Sydney

13 March 2018

Registered Office:
Level 25, 177 Pacific Highway
North Sydney NSW 2060 Australia
Fax number +61 2 9925 6000

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

KEY DATES

Eligibility to attend and vote

You are eligible to attend and vote at the meeting if you are registered as a CIMIC shareholder at 7.00 pm (AEST) on Wednesday, 11 April 2018.

Last date to submit Voting Form

Your completed Voting Form must be received by CIMIC's Share Registrar, Computershare Investor Services, no later than 10.00 am (AEST) on Wednesday, 11 April 2018.

MEETING NOTES

The Chairman intends to vote undirected proxies on, and in favour of, all resolutions set out in this Notice.

The Chairman will call a poll for all proposed resolutions. Please refer to the explanatory notes for further information on the proposed resolutions and applicable voting exclusions

Questions from Shareholders

Shareholders may direct questions during the meeting to the Chairman about the operations and management of CIMIC, or to CIMIC's auditor about the content of the auditor's report and the conduct of the audit for the 2017 Financial Year.

Shareholders may also submit written questions no later than **5.00 pm (AEST) on Friday, 6 April 2018**. Responses to the most frequently asked questions will be consolidated and made available at the meeting and posted on CIMIC's website as soon as practicable after the meeting.

Please send any written questions to CIMIC's Share Registrar:

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:
1800 783 447
From outside Australia:
+61 3 9473 2555

YOUR PRIVACY

Attendees at the meeting may be video recorded. A live AGM webcast will be available on CIMIC's website.

Registered Office:
Level 25, 177 Pacific Highway
North Sydney NSW 2060 Australia
Fax number +61 2 9925 6000

Share Registrar:
Computershare Investor Services
Pty Limited
Level 4, 60 Carrington Street
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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

HOW TO VOTE

Direct voting

You may vote directly on resolutions considered at the meeting without attending the meeting or appointing a proxy.

To vote by direct vote, mark Box 1 (in step 1) on the Voting Form. You must complete the voting directions for Items 2 and 3 (in step 2) by marking "For", "Against" or "Abstain" for your vote to be counted.

If you cast a direct vote, you are still entitled to attend the meeting. However, your attendance will cancel your direct vote unless you advise CIMIC or Computershare Investor Services otherwise.

Appointing a proxy

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the meeting in person or casting a direct vote.

To appoint a proxy, mark Box 2 (in step 1) on the Voting Form. You can direct your proxy how to vote on Items 2 and 3 (in step 2) by marking "For", "Against" or "Abstain".

A proxy does not need to be a shareholder of CIMIC. A proxy may be an individual or a company. You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Voting Forms and specify the percentage or number of votes each proxy is appointed to exercise. If you do not specify a percentage or number in both forms, each proxy may exercise half of the votes. You must return both Voting Forms together. If you require an additional Voting Form, please contact Computershare Investor Services on 1300 850 505. Proxies given by corporations may be executed either in accordance with the *Corporations Act 2001* (Cth) (**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 Computershare Investor Services no later than 10.00 am (AEST) on Wednesday, 11 April 2018. Refer to the *Submitting Your Voting Form* section for contact details

If you sign the enclosed Voting Form, and mark both Box 1 and Box 2 (in step 1), or neither, the Chairman will be appointed as your proxy. The Chairman intends to vote undirected proxies on, and in favour of, all the proposed resolutions.

If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote will be suspended while you are present.

Attending the meeting in person

Eligible shareholders may attend the meeting and vote in person. You can register from 9.00 am (AEST) on the day of the meeting.

If you intend to attend the meeting in person, you do not need to submit a Voting Form.

You may still attend the meeting and vote in person even if you have lodged a direct vote or appointed a proxy. If you have previously submitted a Voting Form, your attendance will cancel your direct vote (unless you instruct CIMIC or Computershare Investor Services otherwise) or suspend your proxy appointment while you are present at the meeting.

Please bring your personalised Voting Form with you as it will help you to register your attendance at the meeting. If you do not bring your Voting Form with you, you can still attend the meeting but representatives from Computershare Investor Services will need to verify your identity.

IMPACT OF YOUR PROXY APPOINTMENT ON YOUR VOTING INSTRUCTIONS

If you appoint the Chairman as your proxy and do not direct him how to vote, you are authorising the Chairman to cast your undirected vote on all proposed resolutions.

If you appoint any other member of CIMIC's key management personnel (KMP) or their closely related party as your proxy, they will not be able to vote your proxy on Item 2 (Remuneration Report) unless you have directed them how to vote.

"Closely related party" is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a KMP.

If you intend to appoint a KMP or their closely related party or the Chairman as your proxy, you are encouraged to direct them how to vote on Items 2 and 3 by marking "For", "Against" or "Abstain" for each of these items of business.

The Chairman's voting intentions

The Chairman intends to vote undirected proxies on, and in favour of, all the proposed resolutions. If there is a change to how the Chairman intends to vote undirected proxies, CIMIC will make an announcement to the market.

The Chairman's decision on the validity of a direct vote, vote cast by a proxy or vote cast in person, is conclusive.

SUBMITTING YOUR VOTING FORM

Your completed Voting Form must be received by Computershare Investor Services no later than 10.00 am (AEST) on Wednesday, 11 April 2018. An original or a certified copy of any power of attorney or other authority under which the form was signed must also be received by this time unless previously provided to Computershare Investor Services.

You can lodge your vote:

- online at www.investorvote.com.au by following the instructions. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which is set out on the enclosed Voting Form; or
- by completing the enclosed Voting Form and:
 - posting it to Computershare Investor Services using the reply paid envelope or to the following address:
 Computershare Investor Services
 Pty Limited
 GPO Box 242
 Melbourne VIC 3001
 - faxing it to (03) 9473 2555
 - hand delivering it to Computershare Investor Services Pty Limited,
 Level 4, 60 Carrington Street,
 Sydney NSW 2000; or
- using a mobile device by scanning the QR code on the front of the Voting Form. To scan the QR code you will need a QR code reader application that can be downloaded for free on your mobile device. You will also need your SRN or HIN and postcode for your shareholding.

CIMIC GROUP LIMITED

EXPLANATORY NOTES

ABN 57 004 482 982

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

ITEM 1

ANNUAL FINANCIAL REPORT AND DIRECTORS' AND AUDITOR'S REPORTS

Shareholders will be given a reasonable 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 2017 Annual Report which is accessible on the Company's website, at: www.cimic.com.au/investor-and-media-centre/publications.

Shareholders will be given a reasonable 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

The Remuneration Report on pages 59 to 74 of the Company's 2017 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 KMP during the 2017 Financial Year.

Shareholders will have a reasonable opportunity at the meeting to ask questions about, or make comments on, the Remuneration Report before calling for a vote.

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.

Voting exclusions

CIMIC will disregard any votes cast in favour of this resolution:

- by or on behalf of a member of the KMP whose remuneration is disclosed in the Remuneration Report or that KMP's closely related party, regardless of the capacity in which the vote is cast; and
- as a proxy by a member of the KMP at the date of the meeting, or that KMP's closely related party,

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 even though Item 2 is connected directly or indirectly with the remuneration of CIMIC's KMP.

ITEM 3

ELECTION AND RE-ELECTION OF DIRECTORS

Each of the Directors seeking election or re-election will address shareholders at the meeting. The following is a summary of their qualifications and experience.

ITEM 3.1

Election of Kathryn Spargo

Ms Kathryn Spargo was appointed by the Board as an Independent Non-executive Director on 20 September 2017. In accordance with clause 7.1(c) of the constitution of the Company (**Constitution**), Ms Spargo holds office as Director until the conclusion of the 2018 AGM and offers herself for election at this meeting.

CIMIC GROUP LIMITED

EXPLANATORY NOTES

ABN 57 004 482 982

Details for Ms Spargo are set out below.

Independent Non-executive Director
LLB (Hons), BA, FAICD

Appointed Non-executive Director in
September 2017.

Appointed Chairman of the Ethics, Compliance
and Sustainability Committee effective
1 November 2017.

Ms Spargo holds a Bachelor of Law with
Honours and an Arts degree from the
University of Adelaide. Ms Spargo is a fellow of
the Australian Institute of Company Directors.

Ms Spargo has broad commercial experience,
both in advisory roles (having worked in legal
practice in the public and private sectors), and
as a director of listed and unlisted companies.

Ms Spargo is a director of the following
additional ASX-listed companies: Xenith IP Ltd
(since April 2017), Sigma Healthcare Limited
(since December 2015), Sonic Healthcare
Limited (since July 2010) and Adairs Limited
(since May 2015). She is also a director of the
Geelong Football Club and Coinvest Ltd.
Ms Spargo's previous Board positions include
Chairman of UGL, as well as directorships
of Fulton Hogan, SMEC Holdings, Fletcher
Building, Pacific Hydro, Suncorp Portfolio
Services, IOOF, Investec Bank, and Transfield
Services Infrastructure Fund.

Recommendation

The Board (excluding Ms Spargo) unanimously
recommends that shareholders vote **in favour**
of Item 3.1.

ITEM 3.2

Re-election of Russell Chenu

Mr Russell Chenu will retire by rotation in
accordance with the director rotation provision
under clause 7.1(d) of the Constitution and
offers himself for re-election at this meeting.

Details for Mr Chenu are set out below.

Independent Non-executive Director
BCom, MBA, CPA

Appointed Independent Non-executive
Director in June 2014.

Chairman of the Audit and Risk Committee.
Member of the Ethics, Compliance
and Sustainability Committee and the
Remuneration and Nomination Committee.

Mr Chenu has a Bachelor of Commerce from
the University of Melbourne and an MBA
from the Macquarie Graduate School of
Management. Mr Chenu is an experienced
corporate and finance professional
who previously held senior finance and
management positions with a number of
ASX-listed companies. In a number of these
senior roles, he was engaged in significant
strategic business planning and business
change, including several turnarounds,
new market expansions and management
leadership initiatives.

Mr Chenu was CFO of James Hardie Industries
plc from 2004 to 2013. As CFO, he was
responsible for accounting, treasury, taxation,
corporate finance, information technology
and systems, and procurement. Mr Chenu is a
director of the following additional ASX-listed
entities: Metro Performance Glass Limited
(since July 2014), James Hardie Industries plc
(since August 2014) and Reliance Worldwide
Corporation Limited (since April 2016).

Recommendation

The Board (excluding Mr Chenu) unanimously
recommends that shareholders vote **in favour**
of Item 3.2.

ITEM 3.3

Re-election of Trevor Gerber

Mr Trevor Gerber will retire by rotation in
accordance with the director rotation provision
under clause 7.1(d) of the Constitution and
offers himself for re-election at this meeting.

Details for Mr Gerber are set out below.

Independent Non-executive Director
BAcc, CA, SA

Appointed Independent Non-executive
Director in June 2014.

Chairman of the Remuneration and Nomination
Committee. Member of the Audit and Risk
Committee and the Ethics, Compliance and
Sustainability Committee.

Mr Gerber was an executive at Westfield Holdings Limited until 1999. During his 14 year career at Westfield, Mr Gerber's roles included Group Treasurer and Director of Funds Management responsible for Westfield Trust and Westfield America Trust. Mr Gerber has been a professional director since 2000. His board experience has been varied and includes property, funds management, hotels/tourism, infrastructure, aquaculture and aged care.

Mr Gerber is a director of the following additional ASX-listed entities: Sydney Airport Limited (Chairman since May 2015 and a director since April 2002), Tassal Group Limited (since April 2012) and Vicinity Centres Limited (since April 2014). He was a director of Regis Healthcare Limited (from October 2014 to 1 November 2017).

Recommendation

The Board (excluding Mr Gerber) unanimously recommends that shareholders vote **in favour** of Item 3.3.

ITEM 3.4

Re-election of Peter-Wilhelm Sassenfeld

Mr Peter-Wilhelm Sassenfeld will retire by rotation in accordance with the director rotation provision under clause 7.1(d) of the Constitution and offers himself for re-election at this meeting.

Details for Mr Sassenfeld are set out below.

Non-executive Director
MBA

Appointed Non-executive Director in November 2011.

Member of the Audit and Risk Committee.

Mr Sassenfeld has an MBA from the University of Saarland.

Mr Sassenfeld was appointed as the CFO of HOCHTIEF AG in November 2011 and is a director of HOCHTIEF Australia. Prior to this role he was the CFO of Ferrostaal AG. Mr Sassenfeld has previously worked as the CFO of Krauss Maffei AG and in senior finance roles at Bayer AG and the Mannesmann Group.

Recommendation

The Board (excluding Mr Sassenfeld) unanimously recommends that shareholders vote **in favour** of Item 3.4.



CIMIC GROUP LIMITED ABN 57 004 482 982

NOTICE OF ANNUAL GENERAL MEETING 2018

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

In Person:
Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney, NSW 2000

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

CIM
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Voting Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10:00am (AEST) Wednesday, 11 April 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Vote Directly

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appoint a Proxy to Vote on Your Behalf

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Appointing the Chairman as proxy: If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you leave Step 1 blank, or your named proxy does not attend the Meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy.

Proxy voting by key management personnel: The key management personnel of CIMIC Group Limited (which includes each of the directors) and their closely related parties will not be able to vote your proxy on Item 2 unless you tell them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the key management personnel 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 boxes. 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 even though the Item is connected directly or indirectly with the remuneration of the Company's key management personnel.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return them by 5.00pm (AEST) on Friday, 6 April 2018.

**GO ONLINE TO VOTE,
or turn over to complete the form**



Samples/000001/000001/i12

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.



I 9999999999

I ND

Voting Form

Please mark ☒ to indicate your directions

STEP 1 Indicate How your Vote will be Cast *Select one option only*

XX

At the Annual General Meeting of Cimic Group Limited to be held at Wentworth Ballroom, Sofitel Sydney Wentworth, 61-101 Phillip Street Sydney, New South Wales on Friday, 13 April 2018 at 10:00am (AEST) and at any adjournment or postponement of that meeting, I/We being member/s of Cimic Group Limited direct the following:

1. Vote Directly

☐ Record my/our votes strictly in accordance with directions in Step 2.



PLEASE NOTE: A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

2. Appoint a Proxy to Vote on Your Behalf: I/We hereby appoint

☐ the Chairman of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

OR

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or to abstain from voting on Item 2 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

		For	Against	Abstain
2	Remuneration Report	☐	☐	☐
3.1	To elect Kathryn Spargo as a Director	☐	☐	☐
3.2	To re-elect Russell Chenu as a Director	☐	☐	☐
3.3	To re-elect Trevor Gerber as a Director	☐	☐	☐
3.4	To re-elect Peter-Wilhelm Sassenfeld as a Director	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date

____/____/____

How to complete this form

A

Annual Report Request

We are required to automatically mail you a report each year unless you instruct us otherwise.

By marking the box overleaf you can select not to receive a copy of the company's Annual Report. However, you will still receive all other securityholder mailings including notices of meetings and proxy forms.

This instruction only applies to the specific holding identified by the SRN/HIN and the name appearing on the front of this form.

The Annual Report, other releases and general company information are also available on our website at www.samplecompany.com

B

Electronic Securityholder Communications

You can register for electronic securityholder communications either online (details below) or by filling in your email on the front of this form and send this back into us.

Registering online is easy...

1. Have your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) ready
2. Visit www.computershare.com/au/sc
3. Enter the company code, your new securityholder number and postcode (or country if outside Australia) and click submit
4. Once logged in, choose the publication type and select email as your preferred method of delivery.
5. Once complete, click submit and you will start receiving notification via email when the documents you requested are available for you to view online.

AE001

CIM

Please return the completed form to:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne VIC 3001
Australia





www.investorcentre.com/contact



Securityholder Reference Number (SRN)

CIM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

SRN WITHHELD DEC

 For your security keep your SRN/HIN confidential.

Electronic Communication Request

Use a black pen.
Print in CAPITAL letters
inside the grey areas.

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1 2 3

**Where a choice is required,
mark the box with an 'X'**

x

By electing to receive shareholder communications from the Company by email, you will help us help the environment and reduce costs.

We are required to mail shareholder reports and other shareholder communications to you each year, unless you tell us otherwise. If you would prefer not to receive annual reports and other shareholder communications by mail, please complete this form and return it in the reply paid envelope provided.

Your shareholding will not be affected if you take up this option and, please remember, you can view annual and interim reports on-line at the Company's website.

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Please send me all shareholder communications, (e.g. Proxy Form, Dividend Advice and Holding Statement) by email at the following address.

[illegible][illegible]

If you have any questions, please contact the Company's share registry using the details at the top of this form.

E812

How to complete this form

Electronic Communications

Help us help the environment. We now offer shareholders electronic access to the Company's reports and statements via their email address. This facility promotes quick and efficient access to company reports and communications.

Important Considerations

- Accessing communications by email requires that you have access to the internet, which may result in charges to you from your internet service provider and/or telephone company.
- You will need to maintain your email address for this service to operate.
- You may cancel your email election at any time or specifically request a copy by mail of any material that is provided by email.

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CIM

Please return the completed form to:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne VIC 3001
Australia



CIMRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in CIMIC Group Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following:

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Louise Griffiths
Company Secretary