CIMIC FINANCE LIMITED

(*incorporated with limited liability in Australia, ABN 43 002 323 373*)

US$650,000,000 6.000% Guaranteed Senior Notes due 2036

Fully and unconditionally guaranteed by

CIMIC GROUP LIMITED

(*incorporated with limited liability in Australia, ABN 57 004 482 982*)

and certain of its subsidiaries

CIMIC Finance Limited (the "Issuer") is offering US$650,000,000 aggregate principal amount of 6.000% Guaranteed Senior Notes due 2036 (the "Notes"). The first interest payment on the Notes will be made on October 22, 2026. Thereafter, interest on the Notes will be payable semi-annually in arrears on April 22 and October 22 of each year. The Issuer may redeem some or all of the Notes prior to maturity at the price determined as described under "*Description of the Notes and Guarantees—Optional redemption*." If certain tax events occur, the Notes may be redeemed in whole but not in part at 100% of their principal amount, plus accrued and unpaid interest. In certain circumstances, holders of the Notes may require the Issuer to repurchase the Notes upon a change of control in the manner described under the heading "*Description of the Notes and Guarantees—Offer to redeem upon Change of Control Triggering Event*".

The Notes will be unsecured and unsubordinated obligations of the Issuer and will rank equally with the Issuer's existing and future unsecured and unsubordinated debt, except indebtedness mandatorily preferred by law. The Notes will be guaranteed (the "Guarantees") by CIMIC Group Limited (the "Parent Guarantor") and certain subsidiaries of the Parent Guarantor listed in Annex A to this offering memorandum (each a "Subsidiary Guarantor" and together, the "Subsidiary Guarantors" and collectively with the Parent Guarantor, the "Guarantors") on a joint and several basis. The Guarantees will be an unsecured and unsubordinated obligation of each Guarantor and will rank equally with all existing and future unsecured and unsubordinated debt of each Guarantor, except indebtedness mandatorily preferred by law.

We intend to apply for the listing and quotation of the Notes on the Official List of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this offering memorandum. Admission of the Notes on the Official List of, and quotation of, the Notes on SGX-ST are not to be taken as an indication of the merits of the Issuer and its associated companies, or the Notes. The Notes will be traded on the SGX-ST in a minimum board lot size of S$200,000 (or its equivalent in foreign currencies) so long as any of the Notes are listed on the SGX-ST and the rules of the SGX-ST so require. Currently, there is no public market for the Notes.

Investing in the Notes involves risks. See "*Risk Factors*" beginning on page 21.

Price for Notes: 99.179% plus accrued interest, if any, from April 22, 2026.

The offer and sale of the Notes and the Guarantees have not been, and will not be, registered under the Securities Act of 1933 (the "Securities Act") or any securities laws of any state or any other jurisdiction of the United States. Accordingly, the Notes and the Guarantees are being offered and sold only to qualified institutional buyers in the United States in accordance with Rule 144A under the Securities Act ("Rule 144A") and outside the United States to persons that are not U.S. persons and are not acting for the account or benefit of a U.S. person in offshore transactions in reliance on Regulation S under the Securities Act ("Regulation S"). Prospective investors that are qualified institutional buyers are hereby notified that the seller of the Notes and the Guarantees may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. For a description of certain restrictions on transfers of the Notes and the Guarantees, see "*Notice to Investors*."

The Issuer expects the Notes to be ready for delivery in book-entry form through the facilities of The Depository Trust Company ("DTC") and its participants, including Clearstream Banking S.A. ("Clearstream") and Euroclear Bank SA/NV ("Euroclear"), on or about April 22, 2026.

Joint Lead Managers

HSBC **J.P. Morgan** **SMBC Nikko**

Co-Managers

IMI-Intesa Sanpaolo **Natixis** **Société Générale Corporate & Investment Banking**

April 15, 2026

You should rely only on the information contained in this offering memorandum and in any pricing term sheet the initial purchasers, as defined under "*Plan of Distribution*," provide you. We have not, and the initial purchasers have not, authorized anyone to provide you with different information. We are not, and the initial purchasers are not, making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this offering memorandum is accurate as of any date other than the date on the cover of this offering memorandum.

TABLE OF CONTENTS

FORWARD-LOOKING STATEMENTS iv
CAUTIONARY NOTE REGARDING INDUSTRY AND THIRD PARTY DATA vi
AVAILABLE INFORMATION vi
ENFORCEMENT OF CIVIL LIABILITIES vii
NO ACQUISITIONS BY OFFSHORE ASSOCIATES OF THE ISSUER vii
AUSTRALIAN EXCHANGE CONTROLS vii
FINANCIAL INFORMATION PRESENTATION ix
NON-AAS/GAAP FINANCIAL MEASURES ix
EXCHANGE RATES AND TECHNICAL INFORMATION xii
GLOSSARY xiii
SUMMARY 1
RISK FACTORS 21
USE OF PROCEEDS 45
CAPITALIZATION OF CIMIC GROUP LIMITED 46
SELECTED CONSOLIDATED FINANCIAL DATA 47
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS 50
INDUSTRY 75
BUSINESS 107
MANAGEMENT 158
PRINCIPAL SHAREHOLDER 167
DESCRIPTION OF OTHER FINANCING ARRANGEMENTS 168
DESCRIPTION OF THE NOTES AND GUARANTEES 171
TAX MATTERS 194
PLAN OF DISTRIBUTION 199
NOTICE TO INVESTORS 206
LEGAL MATTERS 209
INDEPENDENT AUDITORS 210
ANNEX A: LIST OF SUBSIDIARY GUARANTORS A-1
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS F-1

In this offering memorandum, unless the context otherwise requires, references to:

- "CIMIC," "CIMIC Group," the "Group," "we," "our" and "us" are references to CIMIC Group Limited (ABN 57 004 482 982) or to CIMIC Group Limited and its consolidated subsidiaries as a group, as the context requires;
- "Issuer" are references to CIMIC Finance Limited (ABN 43 002 323 373);
- "Parent Guarantor" are references to CIMIC Group Limited;
- "Subsidiary Guarantors" are references to the entities listed in Annex A; and
- "Guarantors" are references to the Parent Guarantor together with the Subsidiary Guarantors.

This offering memorandum has been prepared by us solely for use in connection with the proposed offering of the Notes described in this offering memorandum. This offering memorandum is personal to each offeree and does not constitute an offer to any other person or to the public generally to subscribe for or otherwise acquire securities. Distribution of this offering memorandum to any person other than the prospective investor and any person retained to advise such prospective investor with respect to its purchase is unauthorized, and any disclosure of any of its contents, without our prior written consent, is prohibited. Each prospective investor, by accepting delivery of this offering memorandum, agrees to the foregoing and to make no copies of this offering memorandum or any documents referred to in this offering memorandum.

For definitions of certain terms used in this offering memorandum, see "*Glossary*."

Notwithstanding anything in this offering memorandum to the contrary, each prospective investor (and each employee, representative or other agent of each prospective investor) may disclose to any and all persons, without limitation of any kind, the tax treatment and tax structure of the transactions described in this offering memorandum and all materials of any kind (including opinions and other tax analysis) that are provided to the prospective investor relating to such tax treatment and tax structure (as such terms are defined in United States Treasury Regulation section 1.6011-4). This authorization of tax disclosure is retroactively effective to the commencement of discussions between the Issuer, the Guarantors and the initial purchasers or their respective representatives and each prospective investor regarding the transactions described in this offering memorandum.

None of the initial purchasers, the Trustee or the Agents (as defined below) make any representation or warranty, express or implied, as to the accuracy or completeness of the information contained in this offering memorandum. Nothing contained in this offering memorandum is, or shall be relied upon as, a promise or representation by the initial purchasers, the Trustee or the Agents as to the past or future. We have furnished the information contained in this offering memorandum. None of the initial purchasers, the Trustee or the Agents assume any responsibility for the accuracy or completeness of any such information.

The Notes are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act and the applicable state securities laws pursuant to registration or exemption therefrom. As a prospective investor, you should be aware that you may be required to bear the financial risks of this investment for an indefinite period of time. Please refer to "*Plan of Distribution*" and "*Notice to Investors.*"

In making an investment decision, prospective investors must rely on their own examination of the Issuer and the Guarantors and the terms of the offering, including the merits and risks involved. Prospective investors should not construe anything in this offering memorandum as investment, legal, business or tax advice. Each prospective investor should consult its own advisors as needed to make its investment decision and to determine whether it is legally permitted to purchase the Notes under applicable legal investment or similar laws or regulations.

This offering memorandum contains summaries believed to be accurate with respect to certain documents, but reference is made to the actual documents for complete information. All such summaries are qualified in their entirety by such reference. Copies of documents referred to herein will be made available to prospective investors upon request to us or the initial purchasers.

This offering memorandum is not, and is not intended to be, a "disclosure document" for the purposes of Chapter 6D of the Australian Corporations Act 2001 (Cth) (the "Australian Corporations Act") or a "Product Disclosure Statement" for the purposes of Chapter 7 of the Australian Corporations Act. No action has been taken by us that would permit a public offering of the Notes in Australia. In particular, this offering memorandum has not been lodged or registered with the Australian Securities and Investments Commission ("ASIC").

Notes may not be offered for sale nor may applications for the sale or purchase of any Notes be invited in Australia (including an offer or invitation that is received by a person in Australia) and neither this offering memorandum, any supplement hereto, any information memorandum, advertisement nor any other offering material relating to the Notes or Guarantees may be distributed or published in Australia unless (i) the aggregate consideration payable by each offeree or invitee is at least A$500,000 (or its equivalent in other currencies, disregarding moneys lent by the offeror or its associates) or the offer or invitation otherwise does not require disclosure to investors in accordance with Part 6D.2 or Part 7.9 of the Australian Corporations Act, (ii) the offer or invitation is not made to a person who is a "retail client" within the meaning of section 761G of the Australian Corporations Act, (iii) such action complies with all applicable laws, regulations and directives, and (iv) such action does not require any document to be lodged with ASIC.

The communication of this offering memorandum and any other document or materials relating to the issue of the Notes is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of Section 21 of the United Kingdom's Financial Services and Markets Act 2000, as amended (the "FSMA"). Accordingly, this offering memorandum and such other documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom.

This offering memorandum and such other documents and/or materials are for distribution only to persons who (i) have professional experience in matters relating to investments and who fall within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order")), (ii) fall within Article 49(2)(a) to (d) of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as "relevant persons"). This offering memorandum and such other documents and/or materials are directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this offering memorandum and any other document or materials relates will be engaged in only with relevant persons. Any person in the United Kingdom that is not a relevant person should not act or rely on this offering memorandum or any other documents and/or materials relating to the issue of the Notes offered hereby or any of their contents.

This offering memorandum has been prepared on the basis that any offer of Notes in the United Kingdom will only be made to a legal entity which is a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "POATRs") (each, a "UK Qualified Investor"). Accordingly, any person making or intending to make an offer in the United Kingdom of Notes which are the subject of the offering contemplated in this offering memorandum may only do so with respect to UK Qualified Investors. Neither the Issuer nor the initial purchasers have authorized, nor do they authorize, the making of any offer of Notes in the United Kingdom other than to UK Qualified Investors.

THE NOTES AND THE GUARANTEES ARE BEING OFFERED AND SOLD WITHIN THE UNITED STATES TO QUALIFIED INSTITUTIONAL BUYERS IN RELIANCE ON RULE 144A AND/OR OUTSIDE THE UNITED STATES TO PERSONS THAT ARE NOT U.S. PERSONS AND ARE NOT ACTING FOR THE ACCOUNT OR BENEFIT OF A U.S. PERSON IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S OR ANOTHER EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT. PROSPECTIVE PURCHASERS ARE HEREBY NOTIFIED THAT SELLERS OF REGISTERED NOTES MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A. ANY SERIES OF NOTES MAY BE SUBJECT TO ADDITIONAL SELLING RESTRICTIONS. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS, SALES AND TRANSFERS OF NOTES AND THE DISTRIBUTION OF THIS OFFERING MEMORANDUM, SEE "PLAN OF DISTRIBUTION" AND "NOTICE TO INVESTORS."

THE NOTES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER U.S. REGULATORY AUTHORITY, NOR HAS ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF NOTES OR THE ACCURACY OR ADEQUACY OF THIS OFFERING MEMORANDUM.

This offering memorandum is not a prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the "Prospectus Regulation"). This offering memorandum has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area (the "EEA") will only be made to a legal entity which is a qualified investor under the Prospectus Regulation (each, an "EEA Qualified Investor"). Accordingly, any person making or intending to make an offer in any Member State of the EEA of Notes which are the subject of the offering contemplated in this offering memorandum may only do so with respect to EEA Qualified Investors.

Neither the Issuer nor the initial purchasers have authorized, nor do they authorize, the making of any offer of Notes in the EEA other than to EEA Qualified Investors.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

FORWARD-LOOKING STATEMENTS

This offering memorandum includes forward-looking statements within the meaning of United States securities laws. Forward-looking statements involve known and unknown risks, uncertainties and other factors that are in some cases beyond our control. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts contained in this offering memorandum, including, without limitation, those regarding our future financial position and results of operations, our strategy, plans, objectives, goals and targets and future developments or trends in the markets where we participate or are seeking to participate. Some of these statements can be identified by terms and phrases such as "anticipate," "should," "likely," "foresee," "believe," "estimate," "expect," "intend," "continue," "could," "may," "plan," "project," "predict," "will," and similar expressions and include references to assumptions that we believe are reasonable as at the date on the cover of this offering memorandum and relate to our future prospects, developments and business strategies.

Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Factors that could cause our actual results to differ materially from those expressed or implied in such forward-looking statements, include, but are not limited to:

- macroeconomic conditions in the countries in which we operate;
- military conflicts, wars and other geopolitical events including the Russian invasion of Ukraine, the war in the Middle East and tensions in the Taiwan Strait;
- changes in government spending or procurement policies;
- execution risks at our construction projects including design deficiencies, engineering failures, structural defects and geotechnical hazards;
- our assumption of the risk of cost overruns under certain contracts and potential disagreements with customers on the contractual scope of work;
- failure to accurately assess opportunities and risks or incorrectly forecasting the operating performance of long-term investments;
- mispricing our services or failure to identify risks in our tender preparation processes;
- not fully realizing the future revenues reported as work in hand because of projects being terminated, suspended or reduced in scope;
- political and legal risks in the countries in which we operate;
- significant competition in certain markets in which we operate;
- failure to meet contractual deadlines or quality requirements;
- warranty and liability risks relating to defects;
- not being able to recover on claims against customers, subcontractors or suppliers for payment or potential contract disputes, including for additional services and costs not specified in the original contract;
- increasingly complex labor laws and industrial disputes or work stoppages resulting in productivity losses and delays;

- our dependence on the continued availability, effective management and performance of subcontractors and other service providers;
- price fluctuations, shortages and quality issues associated with raw materials;
- any loss or alteration of our permits or licenses;
- adverse weather conditions, climate change and natural disasters;
- risks associated with electricity transmission and distribution in light of our increasing investment into renewable energy projects;
- risks associated with the expansion of our business operations and acquisitions;
- failure to attract or retain key personnel;
- cyber security risks and failures relating to our information technology systems;
- new risks and uncertainties due to our use of artificial intelligence tools;
- potentially insufficient insurance arrangements to cover all risks that may arise in relation to our business;
- costs related to the tendering for new contracts, contract renewals and contract extensions;
- failure to adequately protect intellectual property rights;
- increasing attention to environmental, social and governance matters adversely impacting our business and strategic objectives;
- limited access to financial and other resources due to negative perceptions of the environmental impact of our activities;
- the transition to a lower carbon economy leading to increased costs and lower revenues for parts of our business;
- costly or difficult compliance with extensive environmental, health and safety regulations;
- dangers inherent in providing construction and contract mining services;
- risks relating to environmental incidents and the handling of hazardous materials;
- climate-related concerns about the extraction and use of thermal coal;
- compliance risks and failure of governance processes that may result in breaches of competition, anti-corruption, anti-bribery and anti-money laundering legislation;
- fraudulent and inappropriate employee behavior and incidents of human error;
- risks and uncertainties arising from our operations in emerging markets;
- risks arising from our joint ventures or other similar partnerships;
- minority shareholding or minority board representations in some companies, joint ventures and partnerships limiting our ability to realize our strategic goals and standards;
- the need to fund the purchase price if Elliott exercises its put option to sell its interest in Thiess to us and the need to restructure or refinance Thiess' debt;
- risks relating to our ownership by HOCHTIEF AG;
- the inability to raise funds on favorable terms or at all;
- credit rating downgrades;
- financial and other covenants that may limit our flexibility in managing our business;
- foreign currency risk;
- interest rate fluctuations;
- changes in laws and regulations;
- litigation, arbitration and regulatory actions; and
- other factors referred to in "*Risk Factors*" and elsewhere in this offering memorandum.

Forward-looking statements are based upon management's good faith assumptions relating to the financial, market, regulatory and other relevant environments that will exist and affect our business and operations in the future. We cannot give investors any assurance that the assumptions upon which management based its forward-looking statements will prove to be correct, or that our business and operations will not be affected in any substantial manner by other factors not currently foreseeable by management or beyond our control. These forward-looking statements speak only as of the date of this offering memorandum. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing factors that could cause our actual results to differ materially from those contemplated in any forward-looking statement included in this offering memorandum should not be construed as exhaustive. You should also read, among other things, the risks and uncertainties described in "*Risk Factors*" and in the documents that we refer to in "*Available Information*."

CAUTIONARY NOTE REGARDING INDUSTRY AND THIRD PARTY DATA

This offering memorandum contains market data and statistics, third party estimates and other information (including industry forecasts and projections). We have obtained significant portions of this information from research prepared by third parties, including a report prepared by Oxford Economics Australia, which we commissioned in March 2026 in connection with this offering and data prepared by government agencies. We have also referenced information published by certain non-governmental sources including GlobalData, Macromonitor, Samso, Infrastructure Partnerships Australia, World Bank and the Organisation for Economic Co-operation and Development ("OECD"), that we have obtained from independent industry publications or other publicly available information.

The industry and market data contained in this offering memorandum is based on estimates and assumptions that we believe to be reasonable. In relation to the information we have included from Oxford Economics Australia, its modelling and results are based on information provided by third parties, such as the Australian Bureau of Statistics ("ABS"), upon which Oxford Economics Australia has relied in producing its report and forecasts. Any subsequent revision or update of such data may adversely affect the assessments and projections of Oxford Economics Australia. These estimates involve risks and uncertainties and are subject to change based on various factors, including those described in the "*Risk Factors*" section. The industry forecasts prepared by Oxford Economics Australia were prepared and finalized in June 2025 and do not take into account developments that have arisen since that date, including the conflict between the United States/Israel and Iran. Although we believe the third-party market data estimates and projections and our own internally generated data, which we used in preparing management estimates, to be reliable, we have not independently verified such information or the underlying assumptions relied upon therein, and we cannot guarantee or assure you as to its accuracy or completeness or as to the accuracy or completeness of any underlying assumptions used in preparing such information.

Investors should note that industry data and statistics are often based on extrapolating from limited data and subject to a range of limitations and possible errors, including errors in data collection and the possibility that relevant data has been omitted. Certain of the data and statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents. As a result, this data is subject to uncertainty and not necessarily reflective of actual market conditions. To the extent the information relates to future events, it is subject to additional risks and uncertainties and may change as a result of various factors as described elsewhere within this offering memorandum. In particular, estimates, forecasts and projections involve risks and uncertainties and are subject to change based on factors discussed in the "*Risk Factors*" section and elsewhere herein.

AVAILABLE INFORMATION

Neither the Issuer nor any of the Guarantors is subject to the information and reporting requirements of the Exchange Act. While any Notes remain outstanding, we will during any period in which we are not subject to Section 13 or 15(d) of the United States Securities Exchange Act of 1934 (the "Exchange Act"), or are exempt from reporting pursuant to Rule 12g3-2(b) under the Exchange Act, make available to any "qualified institutional buyer," or QIB, who holds any Notes and any prospective purchaser of a Note who is a QIB designated by such holder of such Note, upon the request of such holder or prospective purchaser, the information required to be provided to such holder or prospective purchaser by Rule 144A(d)(4) under the Securities Act.

None of the information on a website referred to herein is incorporated by reference herein or otherwise deemed to be a part of this offering memorandum. Any references to websites are for informational purposes only.

ENFORCEMENT OF CIVIL LIABILITIES

The Issuer, the Parent Guarantor and the majority of the Subsidiary Guarantors are entities organized under the laws of Australia. Substantially all the directors and officers of these entities reside outside the United States, principally in Australia. A substantial portion of the assets of these entities, and the assets of the directors, officers and experts, including CIMIC Group Limited's independent auditors, are located outside the United States. Therefore, you may not be able to effect service of process within the United States upon these entities or persons so that you may enforce judgments of United States courts against them in the United States based on the civil liability provisions of the United States federal securities laws.

In addition, there are doubts as to the enforceability in Australia in original actions or in actions for enforcement of judgments of United States courts, of civil liabilities based on United States federal securities laws. Also, judgments of United States courts (whether or not such judgments relate to United States federal securities laws) will not be enforceable in Australia in certain other circumstances, including, among others, where such judgments contravene local public policy, breach the rules of natural justice or general principles of fairness or are obtained by fraud, are not for a fixed or readily ascertainable sum, are subject to appeal, dismissal, stay of execution or otherwise not final and conclusive, or involve multiple or punitive damages or where the proceedings in such courts are of a revenue or penal nature.

The liability of Deloitte Touche Tohmatsu ("Deloitte") with respect to civil claims (in tort, contract or otherwise) arising out of its audits of the financial statements of CIMIC Group Limited included in this offering memorandum is limited under the Chartered Accountants Australia and New Zealand Professional Standards Scheme (the "Accountants Scheme") and approved by the Professional Standards Council pursuant to the Professional Standards Act 1994 (NSW) (the "Professional Standards Act"). The limit does not apply to liability for damages arising from breach of trust, fraud or dishonesty.

NO ACQUISITIONS BY OFFSHORE ASSOCIATES OF THE ISSUER

Under current Australian law, interest and other amounts paid on the Notes by the Issuer will not be subject to Australian interest withholding tax if the Notes are issued in accordance with certain prescribed conditions set out in section 128F of the Income Tax Assessment Act 1936 (Cth). One of these conditions is that the Issuer must not know, or have reasonable grounds to suspect, that a Note, or an interest in a Note, was being, or would later be, acquired directly or indirectly by an Offshore Associate of the Issuer, other than in the capacity of a dealer, manager, or underwriter in relation to the placement of the relevant Note, or a clearing house, custodian, funds manager or responsible entity of a registered scheme. Accordingly, the Notes must not be acquired by an Offshore Associate of the Issuer (other than in these specified capacities). For these purposes, an Offshore Associate means an "associate" (as defined in section 128F(9) of the Income Tax Assessment Act 1936 (Cth)) who is either (i) a non-resident of Australia that does not acquire a Note, or an interest in a Note, in carrying on a business in Australia at or through a permanent establishment of the associate in Australia, or (ii) a resident of Australia that acquires a Note, or an interest in a Note, in carrying on a business in a country outside Australia at or through a permanent establishment of the associate in that country. "Associate" is defined broadly and may include, but is not limited to, any entity that is under common control with the Issuer. Any investor who believes that it may be affiliated with or related to any of the above-mentioned entities or who otherwise believes it may be an Offshore Associate of the Issuer, should make appropriate enquiries before investing in any Note. For more details, please refer to "*Tax Matters—Certain Australian withholding tax and income tax consequences*."

AUSTRALIAN EXCHANGE CONTROLS

The Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) (the "AML/CTF Act"), the Autonomous Sanctions Act 2011 (Cth) (the "Autonomous Sanctions Act"), the Charter of the United Nations Act 1945 (the "United Nations Act"), and other Australian regulations, including the regulations made under the United Nations Act and under the Autonomous Sanctions Act, control the import and export of capital and remittance of payments involving non-residents of Australia (collectively, the "Applicable Regulations"). Unless, as required, the Department of Foreign Affairs and Trade ("DFAT") has given its specific prior approval under the regulations made under the Autonomous Sanctions Act, or the Minister for Foreign Affairs has granted a permit authorizing a transaction that would otherwise contravene a regulation made under the United Nations Act, certain payments and transactions involving or connected in certain ways with any of the following are, subject to limited exceptions, restricted or prohibited:

- prescribed governments (and their statutory authorities, agencies and entities);
- nationals of prescribed countries; and
- prescribed persons, entities and assets.

Prescribed persons, entities and assets currently include:

- certain persons and entities responsible for, or complicit in, the threat to the sovereignty and territorial integrity of Ukraine;
- certain persons and entities associated with Russia;
- certain individuals associated with the former Milosevic regime, and persons indicted for or suspected of committing war crimes during the Balkan wars in the early 1990s;
- certain individuals and entities who engage in, or have engaged in, activities that seriously undermine democracy, respect for human rights and the rule of law in Zimbabwe;
- certain persons and entities associated with the Democratic People's Republic of Korea (North Korea);
- certain persons and entities associated with the Democratic Republic of the Congo, Somalia, Sudan, Lebanon, the Central African Republic, ISIL (Da'esh), Al-Qaida, Yemen, the Taliban, Myanmar or the government of Iraq;
- certain individuals associated with the military of Myanmar and certain other state-owned or military owned enterprises in Myanmar;
- certain persons associated with the former Qadhafi regime in Libya;
- certain persons and entities associated with the Assad regime or responsible for human rights abuses in Syria;
- certain persons and entities engaged in, or responsible for, or complicit in, the oppression of women and girls, minority groups, or the general population in Afghanistan, and the undermining of good governance or the rule of law in Afghanistan;
- certain persons and entities associated with Haiti;
- certain persons and entities associated with Iran; and
- any person or entity designated from time to time by the United Nations (the "UN") in accordance with the regulations made under the United Nations Act.

However, these are subject to change from time to time.

DFAT maintains a list of the persons, entities and assets that are directly subject to sanctions under a number of Applicable Regulations. The list is available to the public at DFAT's website at https://www.dfat.gov.au/international-relations/security/sanctions/Pages/consolidated-list. This list does not include persons that are subject to sanctions under the Applicable Regulations because they are acting at the direction of another person that is subject to sanctions or an entity that is owned or controlled by a person that is subject to sanctions. The list of persons, entities and assets that are subject to these sanctions will change over time. DFAT's website and the information contained on the website is not part of this offering memorandum.

The Applicable Regulations may require DFAT authorization or impose reporting obligations on parties intending to buy, borrow, sell, lend or exchange, or otherwise deal with "foreign securities" if they are Australian residents (or a person acting on behalf of an Australian resident).

The AML/CTF Act imposes reporting obligations on "reporting entities" to the Australian Transaction Report and Analysis Centre, known as "AUSTRAC", for transfers of physical currency of A$10,000 or more (or the foreign currency equivalent) as part of providing a "designated service" under the AML/CTF Act. It also requires all persons, subject to certain exemptions, to report the cross-border movement of all monetary instruments with a cumulative value of A$10,000 or more (or foreign equivalent) to AUSTRAC.

Legislation and regulations in Australia also restrict payments, transactions and dealings with assets having a proscribed connection with certain countries or named individuals or entities that are subject to international sanctions or associated with terrorism. The UN Security Council imposed a series of obligations on the UN Member States to prevent and suppress terrorism. Paragraph 1(c) of the UN Security Council Resolution 1373 (2001) (the "UNSC Resolution 1373") requires all UN Member States (which includes Australia) to freeze without delay funds and other financial assets or economic resources of (i) persons who commit, or attempt to commit, terrorist acts or participate in or facilitate the commission of terrorist acts; (ii) entities owned or controlled directly or indirectly by such persons; and (iii) persons and entities acting on behalf of, or at the direction of such persons and entities, including funds derived or generated from property owned or controlled directly or indirectly by such persons and associated persons and entities. Australia implements the obligations

under paragraph 1(c) of the UNSC Resolution 1373 in the United Nations Act and the Charter of the United Nations (Dealing with Assets) Regulations 2008. Accordingly, the moment a person or entity is placed on the UN list of persons or entities that meet the criteria set out in paragraph 1(c) of the UNSC Resolution 1373, the financial assets or economic resources of such person or entity in Australia must be frozen without delay. These names on the UN list are automatically incorporated onto a consolidated list maintained by DFAT.

FINANCIAL INFORMATION PRESENTATION

This offering memorandum includes our audited consolidated financial statements as of and for the years ended December 31, 2025 and 2024. The audited consolidated financial statements as of and for the year ended December 31, 2024 include financial information for the year ended December 31, 2023, as a comparative.

Prior to April 23, 2024, we owned 50% of Thiess Group Holdings Pty Ltd, the parent company of the Thiess mining services business. Funds advised by Elliott Advisors (UK) Limited ("Elliott") owned the other 50% and we and Elliott jointly controlled Thiess. In accordance with Australian Accounting Standards ("AAS"), as we and Elliott jointly controlled Thiess, we accounted for our investment in Thiess as an equity accounted investment. On April 23, 2024, we acquired an additional 10% of Thiess from Elliott, increasing our ownership to 60% of Thiess. In addition, we and Elliott agreed on revisions to our shareholders agreement that strengthened our governance over the day-to-day operations of Thiess. As a result, we have had the ability to direct Thiess' relevant activities since that date, making Thiess a controlled entity under AAS. As a consequence, we consolidated Thiess' results in those of the CIMIC Group from April 23, 2024, meaning that we include 100% of Thiess' assets, liabilities, revenues, expenses and cashflows in our financial statements. Because the acquisition and resulting consolidation occurred on April 23, 2024, our results for 2024 reflect equity accounting for Thiess for the period from January 1 to April 22, 2024 and consolidation from April 23, 2024 onwards. As a result, our consolidated revenues, expenses and cashflows are not directly comparable between 2025 and 2024 or between 2024 and 2023.

Investors should note that AAS and IFRS differ from generally accepted accounting principles in the United States ("US GAAP"). Investors should consult their own professional advisors for an understanding of the differences between AAS, IFRS and US GAAP and how those differences might affect the financial information contained in this offering memorandum.

NON-AAS/GAAP FINANCIAL MEASURES

We use a number of non-AAS or non-GAAP financial measures to assess the financial and operational performance of our business. We believe these non-AAS/GAAP measures provide useful information about our business and our management considers these measures in analyzing our operating and financial performance. However, these measures each have limitations and it is important the potential investors in the Notes understand the basis on which they are calculated. They should not be considered as alternatives to corresponding measures determined in accordance with AAS. In addition, such measures may not be comparable to similar measures presented by other companies.

These non-AAS/GAAP measures include:

- **Adjusted operating cash flow**, which for 2023 is operating cash flow that has been adjusted to reclassify a payment of A$300.0 million made in March 2023 to settle a dispute relating to a contract to design, construct and commission a combined cycle power plant for the Ichthys LNG Project to Other cash flow and excludes A$19.8 million with respect to the settlement of a legacy matter. Adjusted operating cash flow for 2024 and 2025 is the same as operating cash flow as presented in our statement of cash flows;
- **EBIT**, which is defined as "profit/loss after tax for the period, less net finance income/costs, less income tax expense, less non-controlling interest;"
- **EBITDA**, which is defined as "profit/loss after tax for the period, less depreciation and amortization, less net finance income/costs, less income tax expense, less non-controlling interest;"
- **Free operating cash flow**, which is defined as "cash flows from operating activities less interest, finance costs and taxes, gross capital expenditure/proceeds, lease repayments, payments for investments and developments and other, which includes proceeds from the sale of investments, loans to associates and joint ventures, and repayment of financial liabilities;"
- **Net debt**, which refers to our total interest-bearing liabilities less cash and cash equivalents;
- **Net debt and total equity**, which refers to our net debt plus our total equity;

- **Net operating cash flow**, which is adjusted operating cash flow less interest, finance costs, taxes, gross capital expenditure (including intangibles) and lease repayments;
- **Operating cash flow before factoring**, which is an estimate of the operating cash flow we would have recorded if we had not received cash from factoring receivables and had instead received the cash when paid for by the customer. We calculate this by adding to or subtracting from operating cash flow the increase or decrease, respectively, in the amount of receivables that we have sold to factoring counterparties but have not yet been paid;
- **Liquidity**, which comprises cash at bank (as recorded on the balance sheet), plus undrawn committed available bank facilities; and
- **Work in hand**, which is a metric that is commonly used in the construction industry to illustrate the size of a company's forward order book. Our work in hand represents our share of the Australian dollar value of existing contracts which have "remaining performance obligations" as such term is defined in Australian Accounting Standard AASB 15 "Revenue from Contracts with Customers." The level of our work in hand influences our capacity to generate revenue during a future financial period due to the long-dated nature of contracts in the construction and services industries. As at December 31, 2024 and 2025, we included 100% of Thiess' work in hand. As at December 31, 2023, we included our proportionate share of Thiess' work in hand, that is, 50%. As at December 31, 2025 we included our proportionate share of UGL Transport's work in hand, that is, 50%. For our construction contracts, we determine our work in hand by reference to the total contract price determined by the customer plus the amount of variable compensation we expect to earn at the relevant time less an assessment of our output of work on a monthly basis. For our services and mining contracts, we determine our work in hand by reference to the anticipated volumes of work less an assessment of our output of work on a monthly basis. As such, it is a useful non-AAS measure of the size of our forward order book and therefore our anticipated revenue. However, it is important to understand that work in hand is a forecast of future revenue, is not audited by our auditors, may be subject to revision and may prove inaccurate. Projects may not generate the contracted revenues for a variety of reasons, including project cancellation or delay or revised project scopes. See "*Risk Factors—We may not be able to fully realize future revenues reported as work in hand*" for a more detailed discussion of factors that affect our ability to fully realize future revenues reported as work in hand.

EBIT and EBITDA are non-AAS/GAAP financial measures that are unaudited but derived from figures within our audited financial statements. We present these as supplemental measures of our performance. EBIT and EBITDA should not be considered as alternatives to profit before tax or any other measure of financial performance calculated and presented in accordance with AAS. EBIT and EBITDA are presented because they are key metrics considered by our management to assess our financial performance.

EBIT and EBITDA have limitations as analytical tools, and investors should not consider them in isolation from, or as a substitute for, analysis of our results of operations. Some of the limitations of EBIT and EBITDA are that: (i) they do not reflect our cash expenditures or future requirements for capital expenditure or contractual commitments; (ii) they do not reflect changes in, or cash requirements for, our working capital needs; (iii) they do not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments in respect of any borrowings; (iv) although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA does not reflect that any assets amortized will often have to be replaced in the future, and EBITDA does not reflect any cash requirements for such replacements; (v) other companies in our industry may calculate EBIT and EBITDA differently from how we calculate them, limiting their usefulness as a comparative measure; and (vi) they do not reflect gains and losses in commodities and foreign exchange, part of which impact earnings.

The following table presents a reconciliation of net profit to EBIT and EBITDA for the years ended December 31, 2025, 2024 and 2023.

	For the year ended December 31,		
	2025	2024	2023
	(A$ million)		
Net profit for the period	**411.6**	**672.5**	**435.2**
Add back: Non-controlling interests	(167.2)	(113.6)	(3.5)
Add back: Income tax (expense) / benefit	(217.4)	5.9	(55.6)
Less: Finance income	77.3	82.1	78.2
Add back: Finance costs	(545.6)	(475.0)	(263.5)
EBIT	**1,264.5**	**1,173.1**	**679.6**
Add back: Depreciation and amortization	(976.4)	(791.8)	(300.2)
EBITDA	**2,240.9**	**1,964.9**	**979.8**

We present free operating cash flow because we believe it is useful as a measure of the cash that we generate from our operations (net of certain investing and financing cash flows) and which we may have available to repay debt and invest in mergers or acquisitions to grow our business. We believe that free operating cash flow provides a useful supplement to the AAS measures presented in our statement of cash flows, but that it should be considered in conjunction with those measures and not as a substitute. Free operating cash flow does not have a standard definition, and the way we calculate free operating cash flow may differ from other companies.

The following table sets forth our calculation of free operating cash flow for the years ended December 31, 2025, 2024 and 2023.

	For the year ended December 31,		
	2025	2024	2023
	(A$ million)		
Adjusted operating cash flow[1]	1,286.4	1,674.8	593.7[2]
Interest, finance costs and taxes	(169.8)	(525.7)	(151.8)
Gross capital expenditure (including intangibles)	(583.6)	(567.9)	(216.0)
Gross capital proceeds	57.8	55.6	18.0
Net capital expenditure	**(525.8)**	**(512.3)**	**(198.0)**
Lease repayments	(413.3)	(258.8)	(98.0)
Net operating cash flow	**177.5**	**378.0**	**145.9**
Payments for investments and developments	(72.2)	(689.2)	(133.4)
Other	515.1[3]	(4.7)	340.3[4]
Free operating cash flow	**620.4**	**(315.9)**	**352.8**

Notes:

(1) Adjusted operating cash flow includes cash flow from operating activities before interest, finance costs and taxes. Adjusted operating cash flow for 2025 and 2024 is the same as operating cash flow as presented in our statement of cash flows.

(2) Adjusted operating cash flow for 2023 has been adjusted to reclassify a payment of A$300.0 million made in March 2023 to settle a dispute relating to a contract to design, construct and commission a combined cycle power plant for the Ichthys LNG Project to Other cash flow and excludes A$19.8 million with respect to the settlement of a legacy matter.

(3) In 2025, our other cash flows included a A$236.3 million cash inflow from the sale of the Leakes Road Data Centre, a A$210 million cash inflow from the sale of a 50% interest in the UGL Transport business to Sojitz and a A$61 million cash inflow from the sale of our shares in Vulcan Energy.

(4) In 2023, our other cash flows included a A$682.3 million cash inflow from the sale of Ventia shares and a settlement payment of A$300.0 million made in March 2023 in connection with the Ichthys LNG Project.

We present operating cash flow before factoring because we believe it assists readers in understanding the impact of factoring on our operating cash flow over time. We believe that operating cash flow before factoring provides a useful supplement to the AAS measures presented in our statement of cash flows, such as operating cash flow, but it should be considered in conjunction with those measures and not as a substitute. Operating cash flow before factoring does not have a standard definition, and the way we calculate this measure may differ from other companies. In order to enhance the comparability of the measure between periods, we have made adjustments to the measure to remove the effect of the A$300.0 million payment we made to settle the dispute

relating to a contract to design, construct and commission a combined cycle power plant for the Ichthys LNG project in the Northern Territory of Australia, together with certain legacy payments in 2023.

The following table shows the calculation of operating cash flow before factoring for 2025, 2024 and 2023.

	At or for the year ended December 31,		
	2025	**2024**	**2023**
		(A$ million)	
Adjusted operating cash flow	**1,286.4**	**1,674.8**	**593.7**[(1)]
Opening receivables factoring balance	743.4	481.9	528.4
Closing receivables factoring balance	740.3	743.4	481.9
Decrease / (Increase)	3.1	(261.5)	46.5
Operating cash flow before factoring	**1,289.5**	**1,413.3**	**640.2**

Note:

(1) Adjusted operating cash flow for 2023 has been adjusted to exclude a payment of A$300.0 million made in March 2023 to settle a dispute relating to a contract to design, construct and commission a combined cycle power plant for the Ichthys LNG Project and A$19.8 million with respect to the settlement of a legacy matter.

In addition to these measures, we monitor a number of credit metrics that are used by rating agencies to assess our creditworthiness. We only use these measures as components in credit metrics to monitor our own creditworthiness. We do not present these measures independently in our public reports.

Project values stated in this offering memorandum refer to contracted values, not actual amounts earned or incurred during project execution.

EXCHANGE RATES AND TECHNICAL INFORMATION

Currency of presentation and exchange rates

The consolidated financial statements of CIMIC Group Limited, including the financial information included in this offering memorandum, are presented in Australian dollars. In this offering memorandum, references to "A$" or "AUD" are to Australian dollars; references to "US$" or "U.S. dollars" are to United States dollars, references to "HK$" or "HKD" are to Hong Kong dollars, references to "NZ$" or "NZD" are to New Zealand dollars, references to "PHP" are to Philippine pesos, references to "INR" are to Indian rupee, references to "EUR" are to Euros and references to "CA$" are to Canadian dollars.

This offering memorandum contains translations of certain A$ amounts into US$ amounts. Unless otherwise stated, we have translated A$ amounts into US$ amounts at the closing rate published by the Reserve Bank of Australia on December 31, 2025 of A$1.00 = US$0.67.

Other local currency amounts have been converted to Australian dollar at the exchange rate specified for our 2025 annual financial statements.

The A$ is convertible into US$ at freely floating exchange rates and there are currently no restrictions on the flow of A$ between Australia and the United States except as described in "*Australian Exchange Controls*" above. Totals presented in this offering memorandum may not total correctly due to rounding of numbers.

GLOSSARY

This Glossary sets forth the meanings of certain abbreviations and technical terms used in this offering memorandum. Certain financial terms are defined above under "Non-AAS/GAAP Financial Measures."

ACT	Australian Capital Territory, Australia.
ASX	Australian Securities Exchange.
Critical minerals	Commodities recognized on government critical minerals lists, which identify minerals essential for the energy transition, modern technologies, defense and are subject to potential supply chain vulnerabilities.
CPB Contractors	CPB Contractors Pty Limited and its subsidiaries.
Delivery phase	The period of delivery of projects including activities after a contract has been executed, such as establishing a risk management plan, preparing monthly updates and reporting and refining the overall risk and opportunity analysis.
EIFR	Environmental incident frequency rate, representing the total number of level 1 and level 2 incidents occurring on projects under the control of an operating company per million hours worked.
Elliott	Funds advised by Elliott Advisors (UK) Limited.
ESG	Environmental, social and governance.
FY	Financial year.
Leighton Asia	Leighton Contractors (Asia) Limited and its subsidiaries.
LTIFR	Lost time injury frequency rate, a statistical measure of health and safety performance, calculated by the number of lost-time injuries per million hours worked.
NSW	New South Wales, Australia.
NT	Northern Territory, Australia.
Pacific Partnerships	Pacific Partnerships Pty Ltd.
Patronage risk	The risk that realized utilization of a constructed asset does not meet forecasted levels.
PPP	Public private partnerships.
Project contract	A construction or operation and maintenance contract.
QLD	Queensland, Australia.
RIS	Rail, Integration and Systems.
Scope 1 emissions	Scope 1 greenhouse gas emissions are the emissions released to the atmosphere as a direct result of an activity, or series of activities at a facility level. Scope 1 emissions are sometimes referred to as direct emissions.
Scope 2 emissions	Scope 2 greenhouse gas emissions are the emissions released to the atmosphere from the indirect consumption of an energy commodity. For example, "indirect emissions" come from the use of electricity produced by the burning of coal in another facility.
Scope 3 emissions	Scope 3 emissions are indirect greenhouse gas emissions other than Scope 2 emissions that are generated in the wider economy. They occur as a consequence of the activities of a facility, but from sources not owned or controlled by that facility's business. Some examples are extraction and production of purchased materials, transportation of purchased fuels, use of sold products and services, and flying on a commercial airline by a person from another business.

Sedgman	Sedgman Pty Ltd and its subsidiaries.
Thiess	Thiess Group Holdings and its subsidiaries.
Thiess Group Holdings	Thiess Group Holdings Pty Ltd.
TRIFR	Total recordable injury frequency rate. A statistical measure of health and safety performance, showing the number of total recordable injuries per million hours worked. Recordable injuries include medical treatment injuries, restricted work injuries, lost time injuries, permanent disabilities, and fatalities.
UGL	UGL Pty Limited and its subsidiaries.
VIC	Victoria, Australia.
WA	Western Australia.
Work winning phase	The period of pursuing new work opportunities including activities that relate to pursuing a prospect, preparing an offer, submitting a tender and executing a contract.

SUMMARY

This summary highlights selected information from this offering memorandum and does not contain all of the information that may be important to you. You should read this entire offering memorandum carefully, including the risk factors and financial statements included in this offering memorandum. Throughout this offering memorandum, when we use the term "our operations," we are referring to the operations of CIMIC Group Limited and its subsidiaries or the operations of CIMIC Group Limited and its subsidiaries, including joint venture non-operated operations, as the context requires.

Overview

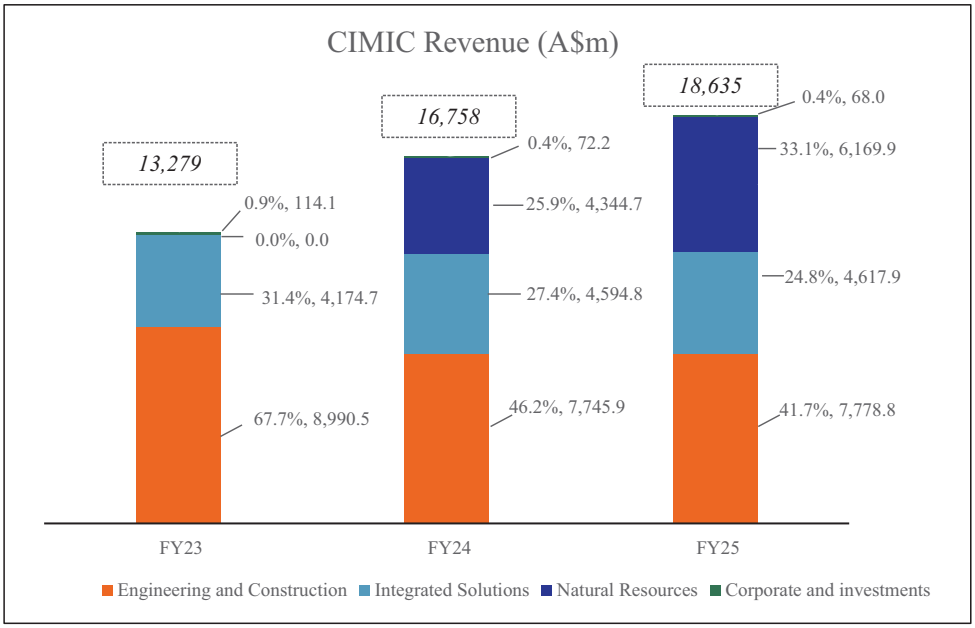
We are an engineering-led construction, mining and industrial services, and public private partnerships company working across the lifecycle of assets, infrastructure and resources projects.

Our Group comprises our engineering and construction businesses, CPB Contractors and Leighton Asia, our integrated solutions providers, UGL and Sedgman, our natural resources business, the Thiess Group (of which we own 60%), and our development and investment arm, Pacific Partnerships, all supported by our in-house engineering consultancy, EIC Activities.

Our experience spans across sectors such as digital and advanced technology (including data centers and telecommunication networks); energy infrastructure (renewable assets, power transmission lines and energy storage systems); transport infrastructure and sustainable mobility (roads, rail, aviation infrastructure, metro, light rail and intermodal networks); biopharma, health, education and other social infrastructure (biopharma, healthcare and education assets, and cultural, recreational and justice facilities); critical minerals and natural resources (mining services, mineral processing, resources infrastructure and mine rehabilitation); defense and other essential infrastructure (defense, water and wastewater). Within these sectors, our capabilities deliver the full spectrum of services, from feasibility, design, planning and investment; to manufacturing and construction; to operations, maintenance, upgrades and asset management; to rehabilitation and decommissioning.

We are part of an international group of leading infrastructure and industrial services companies that includes ACS (which is our ultimate parent company), HOCHTIEF, Dragados, FlatironDragados, Iridium, Turner and Abertis.

During 2025, we generated A$796.2 million of profit before tax, A$18.6 billion of consolidated revenue (A$7.8 billion from our engineering and construction contracts, A$4.6 billion from our integrated solutions contracts, A$6.2 billion from our natural resources contracts, and A$0.1 billion from corporate and investments), and A$2,240.9 million of EBITDA. As at December 31, 2025, we had A$38.4 billion of work in hand, which includes A$3.1 billion representing our share of the work in hand of associates and joint ventures.



Ownership and structure

We are a wholly-owned subsidiary of HOCHTIEF Australia Holdings Limited ("HOCHTIEF Australia"), which is an indirectly wholly-owned subsidiary company of HOCHTIEF Aktiengesellschaft ("HOCHTIEF AG" and together with its subsidiaries "HOCHTIEF"), which is incorporated in Germany and is listed on the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse).

HOCHTIEF AG is a global provider of engineering-led, end-to-end infrastructure solutions in North America and Europe. HOCHTIEF AG has leading positions in rapidly expanding strategic growth verticals including the AI, digital and technology sector as well as the energy, defense and critical minerals markets, which are supported by its long-standing, local presence in core infrastructure markets. As at April 2, 2026, HOCHTIEF AG had a market capitalization of approximately EUR 31.6 billion. HOCHTIEF AG has been listed in the Dow Jones Sustainability Indexes since 2006.

The largest shareholder in HOCHTIEF AG is ACS, Actividades de Construcción y Servicios, SA or ACS, which holds 77.77% of the shares in HOCHTIEF AG as of December 31, 2025. The ACS Group delivers essential infrastructure, combining global scale with local expertise across the full project lifecycle in a broad range of strategic segments, including digital and advanced technology, security, energy, critical minerals and industrial resources, and core civil and urban infrastructure. ACS companies cover Asia, North America, Australia (through CIMIC), Europe and South America. As at April 2, 2026, ACS had a market capitalization of approximately EUR 28.9 billion. ACS is incorporated in Spain and is listed on the Bolsa de Madrid, where it is part of the IBEX 35. In 2025, ACS employed 167,800 employees worldwide and generated EUR49.8 billion of revenue.

CIMIC Group Limited (formerly known as Leighton Holdings Limited) was listed on the Australian Securities Exchange from 1962 to May 2022, when HOCHTIEF completed the acquisition of our remaining securities and we delisted. Although we are wholly-owned by HOCHTIEF, we retain local corporate and operational management and independent directors, and operate substantially as a stand-alone company, with independent access to capital.

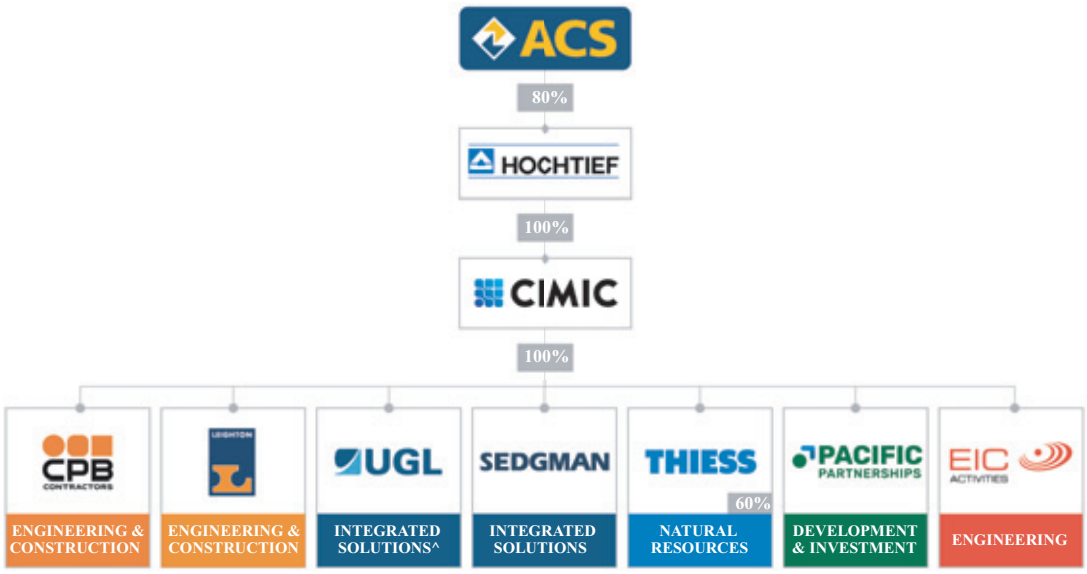
Our ownership structure provides us and the broader ACS group of companies with a number of key benefits, including sharing knowledge, best practices, people development opportunities, research and development, as well as global procurement and client connectivity.

Thiess and UGL Transport

On December 31, 2020, we sold a 50% equity interest in Thiess to funds advised by Elliott Advisors (UK) Limited ("Elliott"), following which we and Elliott jointly controlled Thiess and we accounted for our interest as an equity accounted investment. In April 2024, we acquired an additional 10% of Thiess from Elliott, resulting in us holding 60% and Elliott 40%. From the date of this acquisition, we have consolidated Thiess' results in those of CIMIC Group, meaning that we include 100% of Thiess' assets, liabilities, revenues, expenses and cashflows in the assets, liabilities, revenues, expenses and cashflows of CIMIC Group. Elliott has the right to require us to repurchase its interest, and we have the benefit of an equity commitment from HOCHTIEF Australia Holdings Limited, our immediate parent company, and HOCHTIEF Aktiengesellschaft to fund the consideration payable to Elliott in connection with the repurchase of Elliott's shares. If Thiess becomes a wholly-owned subsidiary of CIMIC Group, we will effectively be required to refinance or restructure Thiess' secured debt within 364 days. See "*Risk Factors—Our agreement with Elliott in relation to Thiess includes a put option for Elliott to sell its interest in Thiess to us, which, if exercised, will require us to fund the purchase price and restructure or refinance Thiess' debt*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Key drivers of our financial performance—Thiess*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and capital resources—Thiess options*" for more information.

In December 2025, we announced the formation of a strategic partnership with Sojitz Corporation which was formally completed in January 2026, establishing a 50:50 joint ownership structure for UGL Transport. We will continue to own and operate 100% of UGL's specialist engineering, industrial services and operations across energy, resources, infrastructure, defense, telecommunications and technology. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Key income statement items—Share of profits of associates and joint ventures.*"

The following chart sets out our Group structure, our activities and operating segments.



^ In December 2025, CIMIC Group announced the formation of a strategic partnership with Sojitz Corporation which was formally completed in January 2026, establishing a 50:50 joint ownership structure for UGL Transport. CIMIC will continue to own and operate 100% of UGL's specialist engineering, industrial services and operations across energy, resources, infrastructure, defense, telecommunications and technology.

We conduct our business activities through the following operating segments:

- *Engineering and Construction:* Our engineering and construction operating segment comprises our CPB Contractors and Leighton Asia businesses:
    - *CPB Contractors*—CPB Contractors is a leading international construction contractor with operations spanning Australia, New Zealand and Papua New Guinea. The team delivers complex infrastructure projects spanning the key sectors of the construction industry, including roads, rail, tunneling, defense, building, health and resources and energy infrastructure.
    - *Leighton Asia*—Leighton Asia is an established international construction contractor. Established in 1975 and headquartered in Hong Kong, Leighton Asia is a leader in the delivery of complex tunnel, rail and road networks, as well as data centers. Leighton Asia offers a comprehensive range of services across sectors including civil infrastructure, advanced technology, building, energy and resources and mechanical, electrical and plumbing works.

As at December 31, 2025, our engineering and construction operating segment had more than 20,000 employees and in 2025 we generated A$7,778.8 million in revenue from this segment.

- *Integrated Solutions*: Our integrated solutions operating segment comprises our UGL and Sedgman businesses:
    - *UGL*—UGL is a specialized end-to-end engineering services and operations provider. UGL supports the transport industry through major projects, the energy sector through renewables, power generation, resources and transmission operations, offers comprehensive services to major infrastructure projects and has specialized expertise to support the new energy, defense, telecommunications and technology sectors. From December 31, 2025, UGL includes our 50% interest in UGL Transport, a joint venture with Sojitz, with transport manufacturing, maintenance and operations services.
    - *Sedgman*—Sedgman is a provider of minerals processing and associated infrastructure services to the global resources industry. It delivers services in critical and new economy minerals including cobalt, lithium (hard-rock and brine), nickel, rare earth minerals and vanadium, as well as in bulk minerals, precious and base metals and industrial minerals. Sedgman partners with clients through the full project lifecycle, from initial concept design to delivery, ongoing operations and asset optimization.

As at December 31, 2025, our integrated solutions operating segment had more than 7,800 employees and in 2025 we generated A$4,617.9 million in revenue from this segment.

- *Natural Resources:* Our natural resources operating segment comprises our 60%-owned Thiess business. Thiess provides services for the mining, infrastructure and resources sectors across Australia, Asia and the Americas. Its capabilities extend across the mine life cycle from engineering, asset management and maintenance services, extraction and haulage, civil and infrastructure, crushing and processing, and rehabilitation. In recent years, Thiess has diversified away from its traditional coal business and expanded its contract mining capabilities into hard metals such as gold, iron ore and nickel in Western Australia as well as underground mining, critical minerals and mine rehabilitation services. We began reporting our Natural Resources segment in 2024 after we began consolidating Thiess following our acquisition of an additional 10% from our joint venture partner, Elliott. See *"Management's Discussion and Analysis of Financial Condition and Results of Operations—Key drivers of our financial performance—Thiess*" for more information about our arrangements with Elliott.

As at December 31, 2025, our natural resources operating segment had more than 11,700 employees and in 2025 we generated A$6,169.9 million in revenue from this segment.

- *Corporate and Investments*: Our corporate and investments operating segment comprises Pacific Partnerships, EIC Activities and our property division, as well as our corporate head office activities, including functions relating to Group finance, taxation and treasury:
  - *Pacific Partnerships*—Pacific Partnerships is an experienced lead sponsor, developer and investor in infrastructure across Australasia, with a particular focus on public-private partnerships, or PPPs. Pacific Partnerships has created, funded, owned, delivered and operated core transport and social infrastructure, and has a current focus on transmission asset PPPs and developing renewable energy assets. Pacific Partnerships is also supporting ACS Group's capability in the global digital and advanced technology sector across North America, Europe and Asia-Pacific.
  - *EIC Activities*—EIC Activities is our in-house engineering and technical services business. Its engineering, design and risk mitigation expertise provides us with a competitive advantage for winning and delivering profitable projects that also generate value for clients. A key objective of EIC Activities is to ensure that our collective experience, technical capabilities, innovations and leading-edge technology are leveraged to deliver our clients' objectives.
  - Our property division consists of Devine and Leighton Properties, which undertake the development of residential and commercial property. Our property division accounts for less than 0.2% of our revenue. Our corporate and investments operating segment also includes our in-house software development company, IDD Tech, which we launched in 2022.

As at December 31, 2025, our corporate and investments operating segment had more than 200 employees and, in 2025, we generated A$68.0 million in revenue from this segment.

Our strengths

Our brands are well-established and are recognized as leaders in many of their markets

Our operating businesses have developed strong brands and a reputation for being able to deliver large, complex projects that integrate advanced technologies, backed by proven technical expertise, disciplined project management and end-to-end lifecycle capabilities. This differentiation enables us to secure new contract awards and renewals.

We are the market leader in the construction industry across Australia and New Zealand as well as the market leader in the infrastructure services sector and the contract mining sector in Australia based on market share, according to Oxford Economics Australia. We believe that our reputation, end-to-end lifecycle capabilities and market leading positions provide us with a key competitive advantage, because counterparties typically focus on a contractor's experience and its reputation for financial capacity, operational track record, safety history and risk management processes in assessing tenders.

We see repeat business as an important indicator of client satisfaction, which is dependent on the quality, reliability and value of the projects our operating companies deliver. On an aggregated basis, using the Australian dollar value of contracts awarded, our Group client repeat rate[1] has been greater than 85% the last three years.

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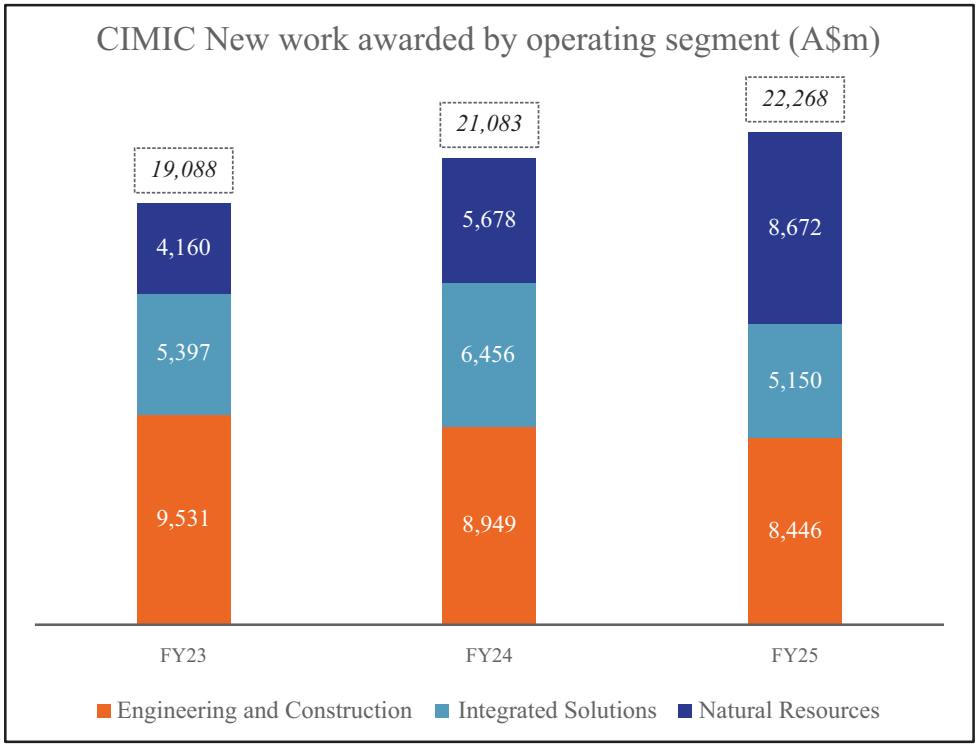
[1] We calculate our repeat client rate by summing the total value of all contracts awarded by existing clients during the year (including new contracts, extensions, and variations) and dividing the sum by the total value of all contracts awarded during the year.

We regularly win industry awards for our projects, including awards relating to our health and safety outcomes, our engineering capabilities, our sustainability performance and our business innovations. For example, in 2025, CPB Contractors' Bruce Highway Upgrade—Cooroy to Curra Section D2 (Gympie Bypass) won the Contractor Excellence Award by Infrastructure Partnerships Australia, the Suburban Rail Loop East project was recognized by the International Symposium on Ground Freezing for developing a world-first artificial ground freezing design framework to construct tunnel cross passages, and the Warringah Freeway Upgrade won the Arvo Tinni Award for Best Urban Pavement Infrastructure Design at the Australian Society of Concrete Pavements Annual Conference.

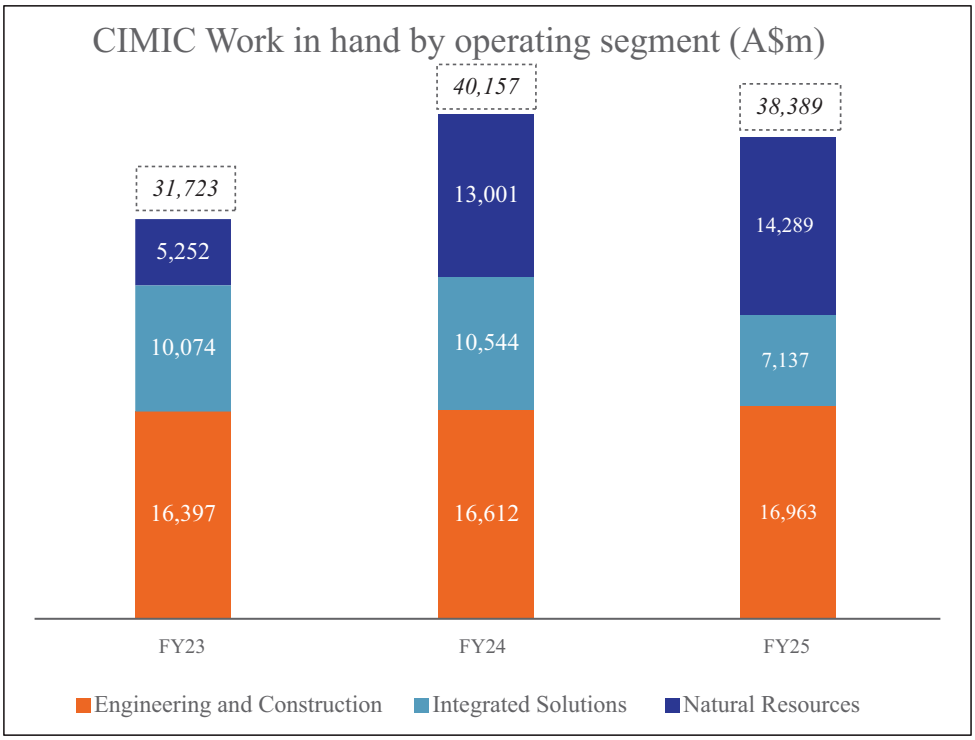
We have a large order book with high-quality counterparties

Work in hand is a metric that is commonly used in the construction industry to illustrate the size of a company's forward order book. Work in hand provides us with visibility over future revenue and, together with a pipeline of anticipated tendering opportunities, underpins a strong outlook for our business. See "*Non-AAS/GAAP financial measures*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Key drivers of our financial performance—Work in hand*" for additional information on how we calculate work in hand.

During 2025, 2024 and 2023 we secured A$22.3 billion, A$21.1 billion and A$19.1 billion, respectively of new work, including our share of new work won by associates and joint ventures. We include 100% of Thiess new work in 2025 and for the period from April 23 to December 31, 2024 and 50% of Thiess new work for the period from January 1 to April 22, 2024 and 50% of Thiess new work for all of 2023. The chart below shows new work awarded by operating segment during the year ended December 31, 2025, 2024 and 2023.



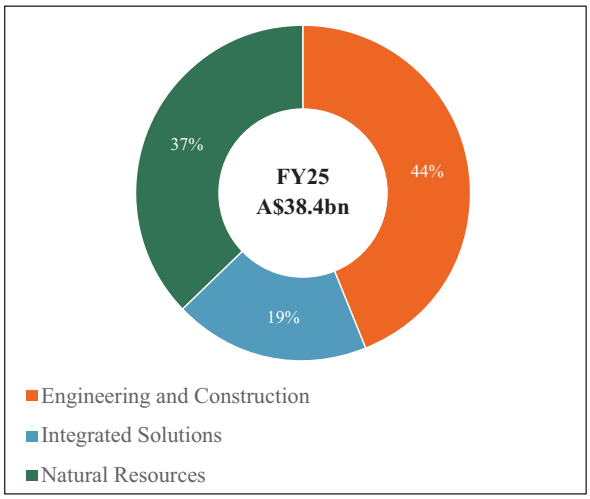
The chart below shows our work in hand as at December 31, 2025, 2024 and 2023 including our share of new work won by associates and joint ventures and 100% of Thiess work in 2025 and 2024. Our work in hand as at December 31, 2025 was A$38.4 billion, including A$3.1 billion representing our share of the work in hand of associates and joint ventures (including our 50% share of the work in hand of UGL Transport).



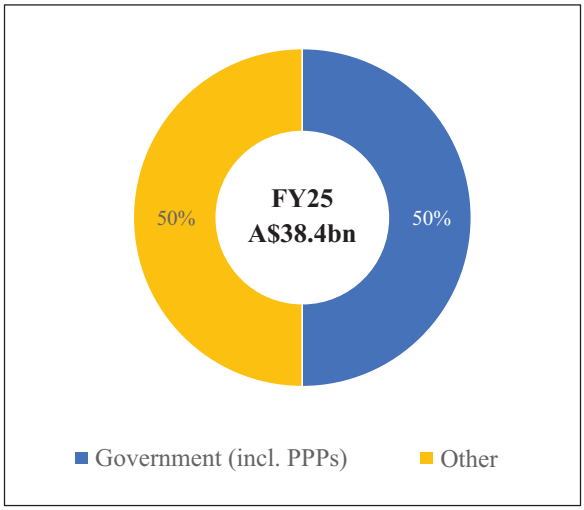
As of December 31, 2025, many of our contract counterparties were government entities and ASX50 listed corporate clients. Our clients include leading infrastructure asset owners and operators (public and private) and resources companies, including companies such as BHP, Fortescue, Rio Tinto, Transurban and Telstra. At December 31, 2025, approximately 50% of our work in hand was attributable to government and public private partnerships or "PPP" clients, which were primarily located in Australia.

The charts below illustrate our work in hand, including our share of work in hand from our joint ventures and investments as at December 31, 2025, broken down by segment, client type and geography.

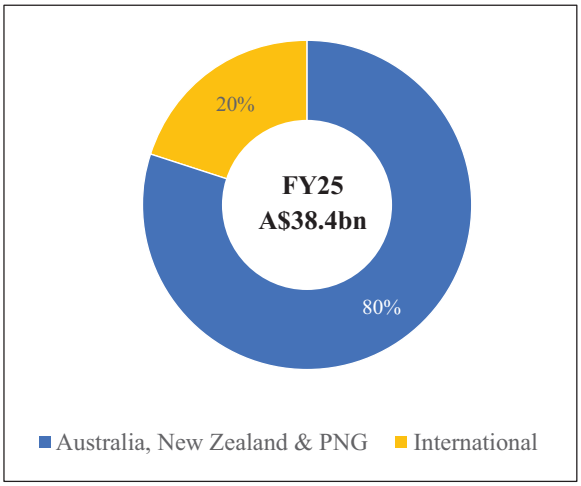
Work in hand by segment



Work in hand by client type



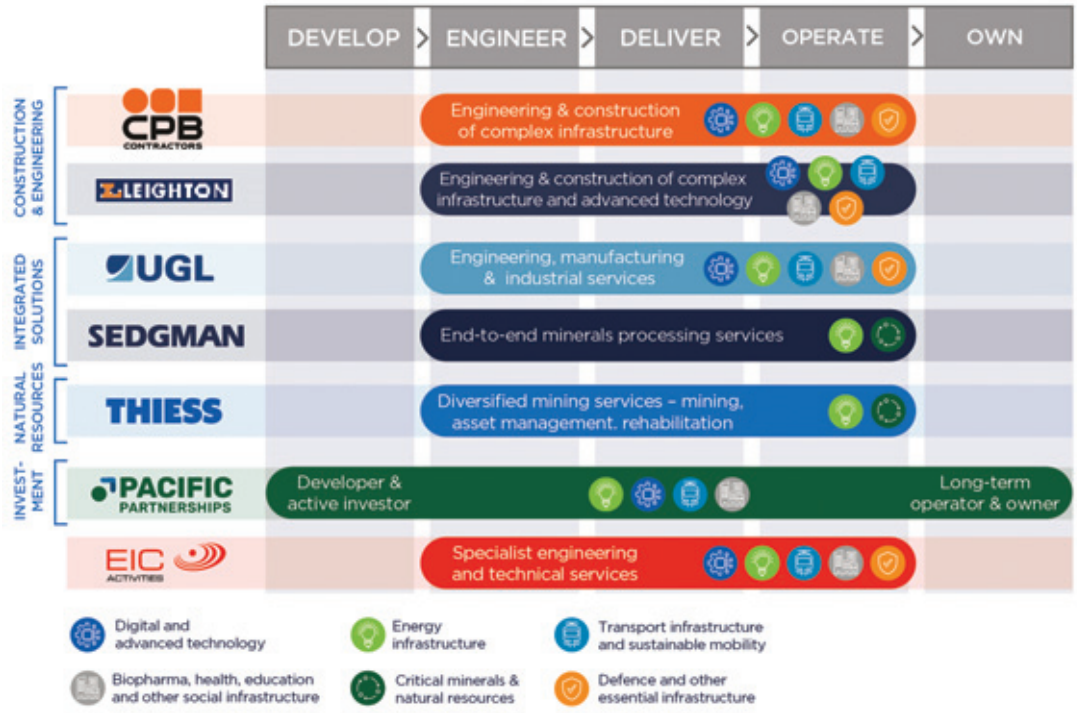
Work in hand by geography



We provide integrated solutions across the full lifecycle of services to our clients

We offer our clients integrated, whole-of-project solutions across construction, infrastructure and mining projects. This presents clients with an attractive value proposition as they can access end-to-end services from feasibility, design, planning and investment; to manufacturing and construction (including financing solutions); to operations, maintenance, upgrades and asset management; to rehabilitation and decommissioning, all from a single integrated provider.

The graphic below shows an overview of the full lifecycle of services we offer by operating company:



The ability to offer a complementary suite of full-service capabilities throughout the lifecycle of a client's asset, infrastructure or resources project, differentiates us and helps us to secure new contract awards and contract renewals, particularly in relation to major infrastructure projects and mining services contracts that involve both scale and complexity.

Examples of projects where our operating companies work collaboratively to deliver projects for our clients include:

- the Cross River Rail project (including the rail, integration and systems package and the tunnels, stations and development package), involving CPB Contractors, UGL and Pacific Partnerships;
- Logan Gold Coast Faster Rail, involving CPB Contractors and UGL;
- Hindustan Zinc, involving Leighton Asia and Sedgman;
- the North East Link project, involving CPB Contractors, UGL and Pacific Partnerships;
- the Glenrowan Solar Farm, involving UGL and Pacific Partnerships;
- the West Gate Tunnel, involving CPB Contractors and UGL as a subcontractor;
- the Humelink West transmission project, involving CPB Contractors and UGL;
- the Western Ridge Crusher Project, involving Sedgman and CPB Contractors;
- the Canberra Light Rail Stage 2A, involving Pacific Partnerships, CPB Contractors and UGL;
- the TasWater Capital Works Program, involving CPB Contractors and UGL; and
- the Sydney Metro Line & Southwest Extension, involving UGL and CPB Contractors.

EIC Activities is engaged to support many of these projects, facilitating tendering activities and providing engineering solutions with respect to design and construction activity.

Through our end-to-end capability and financial strength, we can help to deliver technical and operational certainty across the lifecycle of each project. We aim to give assets a performance advantage and provide better end-user experiences; create infrastructure with future generations in mind; and unlock resources and renewable energy sources for maximum productivity and output. See also "*Business—Our operating companies and projects—Case studies*."

We benefit from a positive industry outlook in our core activities and are a leader in the industries and markets that have, and are continuing to experience, sustained development and growth

Our core activities in construction, PPPs, mining services, mineral processing, operations and maintenance services and engineering have benefited from and will continue to benefit from our exposure to construction spending by governments at historically high levels following sustained underinvestment, particularly in Australia, our largest market. We expect that our position as the market leader in construction in Australia will offer a broad range of opportunities as these favorable trends continue. Our work in hand of A$38.4 billion as at December 31, 2025 and a substantial pipeline of future projects support a positive outlook for our business.

Oxford Economics Australia anticipates that the construction industry in Australia will continue to undergo a sustained period of positive growth over the next decade, reaching a peak in investment of approximately A$179 billion in FY32. The continued roll-out of record levels of public investment in transport and health infrastructure and rising levels of resource-related construction are expected to underpin this rise. Longer-term drivers of growth include the energy transition and the associated renewable generation requirements, including upgrades to the transmission network. For more information on our market outlook, see "*Industry*."

We have a diversified business that benefits from economies of scale, and our operations are powered by intelligent systems

The scale and diversity of our businesses enhance agility and generate efficiencies across operations.

Our broad capabilities position us to respond effectively to market cycles and emerging opportunities across sectors, supported by a balanced portfolio of shorter-term projects (such as construction contracts with an average tenor of one to four years), medium-term projects (such as mining services, services and large-scale construction with an average duration of three to six years) and longer-term projects (such as life-of-mine projects, PPPs and operations and maintenance services, some which may have a contract length of up to 25 years following completion of a PPP construction project).

Through integrated tools and AI-enabled processes, we enhance decision-making, safety, sustainability, compliance and productivity. Our digital capability supports successful delivery of complex projects in high-tech, high value-added sectors such as energy transition, defense and critical minerals. See "*Business—Research, development and information technology*" for more information.

Our organizational reach, enabled by our digitalized and centralized systems and processes, allows us to aggregate performance data, improve tendering accuracy, and strengthen both financial and ESG outcomes. It also supports more effective supply chain management, purchasing power, workforce optimization and talent attraction through varied development and career path offerings. These competitive advantages help us mitigate broader challenges such as inflation, supply chain pressures and labor shortages.

We have a robust risk management framework and a strong risk management culture

Identifying and managing risk is critical to the success of our businesses. Our operations expose us to a wide range of risks, including operational, contracting, safety, regulatory, reputational, human resources, information technology and financial risks. We seek to embed risk management in our culture and in all our activities.

We operate under a range of contract styles, depending on the nature of the service provided, the risk profile we are willing to accept and the level of returns we expect to generate. We distinguish three different types of risk allocation in our contracts, risk retained (where we bear the majority of the risk), risk shared (where the risks are shared between ourselves and the client) and risk transferred (where the client bears the majority of the risk).

While lump sum (or fixed price) design and construct work remains an important element of our business, as of December 31, 2025, more than 90% of our work in hand (including our share of work in hand of associates and joint ventures) is contracted under the risk shared and risk transferred categories, which we consider to be lower risk versus risk retained (compared to approximately 90% as of December 31, 2024 and approximately 80% as of December 31, 2023).

We are part of a global group of companies providing us with access to international expertise and know-how

We benefit from being part of a global network of international companies that provides us access to broad-based technical expertise, risk management capability and financial strength, which enhances our businesses. We are able to collaborate with HOCHTIEF and other members of the ACS Group in areas such as:

- *Knowledge sharing*: We are able to share knowledge, research and development, and industry best practices. This allows us to leverage the specialized expertise of the global ACS Group, including its international expert groups, to gain a competitive advantage and de-risk the complexity of projects;

- *Global resources:* Through HOCHTIEF and ACS, we have access to a global talent pool and a highly skilled international workforce;
- *Enhanced supply chain and global partnerships:* We benefit from access to a worldwide supply chain and relationships with global partners. Global procurement agreements enable us to leverage the buying power of a large international group; and
- *Leading sustainability practice:* Our approach towards ESG aspects is aligned with ACS' sustainability master plan "*Building a better future*" which is aligned to the ESG requirements of the European Union (EU) taxonomy. This is likely to become increasingly important in future in terms of accessing capital as the EU looks to drive investment toward more sustainable activities and increase the transparency of corporate sustainability disclosure.

Our global group also leverages its cohesive operating model to deliver end-to-end solutions across borders for global clients. Sedgman and HOCHTIEF are currently collaborating to deliver Europe's largest lithium production project for Vulcan Energy in Germany. Their end-to-end role in developing the project's lithium production and processing infrastructure reflects the Group's unique capability to deliver projects of international scale and significance.

Access to this global platform and international expertise provides us with a competitive advantage and allows us to further develop, grow and de-risk our business.

Our solid financial performance supports our investment grade profile

We have a strong financial profile and are rated Baa3 (Stable) by Moody's Investors Service Pty Ltd and BBB- (Stable) by S&P Global Ratings Australia Pty Ltd. During 2025, we recorded revenue growth reflecting our strong order book and we earned EBITDA and net profit after tax for 2025 of A$2,240.9 million and A$411.6 million, respectively.

We focus on cash generation and the delivery of cash backed profit. This focus on cash has been reflected in our strong liquidity position and low levels of net debt. We aim to manage our liquidity prudently and have access to numerous sources of capital both domestically and internationally, including cash balances, bank debt, capital markets, insurance, lease facilities and trade finance facilities. We maintain material undrawn facility balances across our bank, trade finance and working capital facilities. As at December 31, 2025, we had liquidity of A$6.4 billion comprising A$3.4 billion of cash on balance sheet and A$3.0 billion of undrawn bank facilities.

We pursue and maintain a prudent and sustainable capital structure that allows us to maintain financial and operational flexibility across a range of economic environments and cycles. A primary focus of our financial policy is to manage net debt to a level that supports our investment grade credit rating. Our broader financial risk management is controlled by a central treasury department and is based on financial policies approved by our board.

We have an experienced board and management team

We place a considerable emphasis on leadership, responsibility and accountability, and we seek to employ industry leaders in the markets in which we operate. Mr. Juan Santamaria, our Executive Chairman, was previously our chief executive officer and managing director, and held various senior leadership positions across our operating businesses in all geographies. Our President and Executive Director, Mr. Roberto Gallardo, has more than 30 years' international experience in infrastructure investment, construction and business development across the Americas, Europe and Australia. Our Chief Executive Officer, Mr. Jason Spears, has been with the CIMIC Group for 25 years, including as Managing Director of CPB Contractors and UGL, and brings deep experience in complex project delivery, client engagement and organizational performance, and our Chief Financial Officer, Mr. Derek Kerr, was previously the chief financial officer for our operating company UGL and worked for over a decade as a director at Deloitte, where he specialized in the construction, mining and utilities sectors.

We have substantially retained the governance of a listed company, including continuing to have independent directors on our board. Most of the directors who serve on our board have been board members since 2014 or longer. They bring a wide range of skills and experience to their respective roles and are committed to achieving a high standard of corporate governance. We believe that our board's current size and composition provide the broad base of expertise and experience necessary to set the strategic direction of our business, oversee management's implementation of strategy and enhance corporate performance.

Our strategies

Our strategy is to deliver shared value for all stakeholders while generating long-term growth and sustainable returns, ensuring that shareholders and investors, clients and communities, our people, partners and suppliers continue to trust in the future of the CIMIC Group.

As an integrated, digitized, engineering-led business, we anticipate the evolving needs of established and emerging sectors and markets. These are increasingly shaped by global trends such as digitalization, energy demand, demographic shifts, deglobalization and defense priorities. In response, we leverage our global reach and experience, combining scale with deep local knowledge to deliver end-to-end solutions that are innovative, resilient, and create long-term value.

Our strategy is founded on three key priorities. We are:

- advancing leadership in high-growth, high value-added sectors;
- reducing our risk profile; and
- investing in infrastructure and capabilities.

Our strategy and these priorities are supported by our competitive strengths, diverse markets and capabilities, and robust risk and opportunity management.

Advancing leadership in high-growth, high value-added sectors

We continue to expand in fast-growing, high-tech and high value-added sectors, while strengthening our leadership in essential infrastructure. These sectors are integral to the global shift toward digital connectivity, energy transition, infrastructure modernization and urban resilience.

The growth industries we are targeting include AI, digital and technology, defense, energy, critical minerals, sustainable mobility, water, hospitals and schools. Projects linked to these industries represent more than 50% of work in hand as at December 31, 2025.

The table below lists certain key strategic projects awarded to our businesses in each of our growth markets during 2025.

Growth market	Project	Project type	Location	Client
Digital and advanced technology	High density, liquid cooling-ready data center	First phase of the design and construction of a 64 MW data center.	Cyberjaya, Malaysia	Not disclosable
Energy infrastructure	Muchea Battery Energy Storage System	Construction of the 164 MW / 905 MWh Muchea Battery.	Perth, Western Australia	Neoen and Tesla
Transport infrastructure and sustainable mobility	Logan and Gold Coast Faster Rail project	Design and pre-construction contract for the main works package.	Queensland	Queensland Government
Biopharma, health, education and other social infrastructure	New Dunedin Hospital Inpatients building	Delivery of inpatient building providing high quality medical facilities. It will include 371 beds.	Dunedin, New Zealand	Health New Zealand Te Whatu Ora
Critical minerals and natural resources	Karlawinda gold project	Continuing provision of full mining services, including load and haul, drill and blast, engineering and technical services.	Western Australia	Capricorn Metals

Growth market	Project	Project type	Location	Client
Defense and other essential infrastructure	Army Aviation Program of Works – Stage 2	Works will include the upgrade or rebuild of infrastructure and facilities.	Queensland	Australian Government – Defense
Critical minerals and natural resources	Zinc tailings recycling facility	Construction of a zinc tailings recycling facility, including engineering, construction and procurement services.	Rajasthan, India	Hindustan Zinc Limited
Critical minerals and natural resources	Vulcan Lionheart project	Managing engineering, construction and commissioning of Vulcan's Phase One Lionheart Project.	Upper Rhine Valley, Germany and France	Vulcan Energy
Defense and other essential infrastructure	Orchard Hills water filtration plant reliability upgrade project	Design and construction of a new pre-treatment facility at Orchard Hills WFP.	New South Wales	Sydney Water

Reducing our risk profile

We continue to rigorously assess and manage both financial and non-financial risks through a disciplined governance approach. We use risk-sharing and collaborative delivery methods to reduce our risk profile, primarily entering into contracts in the risk shared and risk transferred categories.

At December 31, 2025, more than 90% of our work in hand, including our share of work in hand of associates and joint ventures, was under contracts that we consider as having a lower risk profile, within the risk shared and risk transferred categories, compared with approximately 90% at December 31, 2024 and 80% at December 31, 2023. See "*Business—Our approach to risk*" for further information about our risk approach.

Investing in infrastructure and capabilities

We take a disciplined approach to strategic investment, unlocking growth opportunities and extending our capabilities, while maintaining capital discipline and preserving balance sheet strength.

By leveraging our strong balance sheet and the broader ACS Group's support, we pursue an investment strategy that drives sustainable growth and long-term profitability. Our investments in large-scale infrastructure developments have created new opportunities in energy transition, sustainable mobility and social infrastructure, while targeted acquisitions have expanded our capabilities in natural resources and advanced technology.

Unlocking growth opportunities

In December 2025, we announced the formation of a strategic partnership with Sojitz Corporation which was formally completed in January 2026, establishing a 50:50 joint ownership structure for UGL Transport. The transaction marks a significant milestone in our strategy to unlock value and accelerate growth across our transport portfolio. The partnership with Sojitz – a general trading company headquartered in Tokyo, Japan – will enable UGL Transport to broaden its service offering and expand into new markets, including Asia-Pacific opportunities in collaboration with CIMIC, HOCHTIEF and ACS companies such as Leighton Asia. We will continue to own and operate 100% of UGL's specialist engineering, industrial services and operations across energy, resources, infrastructure, defense, telecommunications and technology.

Infrastructure investments

As at December 31, 2025, we had delivered more than 30 public private partnerships (PPPs) valued at over A$70 billion over the past 25 years.

Through Pacific Partnerships, we invest in privately funded developments and PPPs, creating opportunities for the Group to develop, engineer, deliver, operate and own a diverse range of assets.

Pacific Partnerships currently has a portfolio of projects under development in Australia and New Zealand valued at more than A$28 billion which is split across energy transmission assets (47%), transport and social infrastructure (40%) and renewable energy sources (13%).

Existing investments in next generation assets, meaning assets and solutions that deliver higher performance, sustainability and resilience than legacy approaches by leveraging advanced capabilities, integrated technologies, smarter design and more efficient ways of working, include three solar farm developments each with battery energy storage systems, as well as major metro and light rail projects supporting sustainable mobility.

Acquisitions

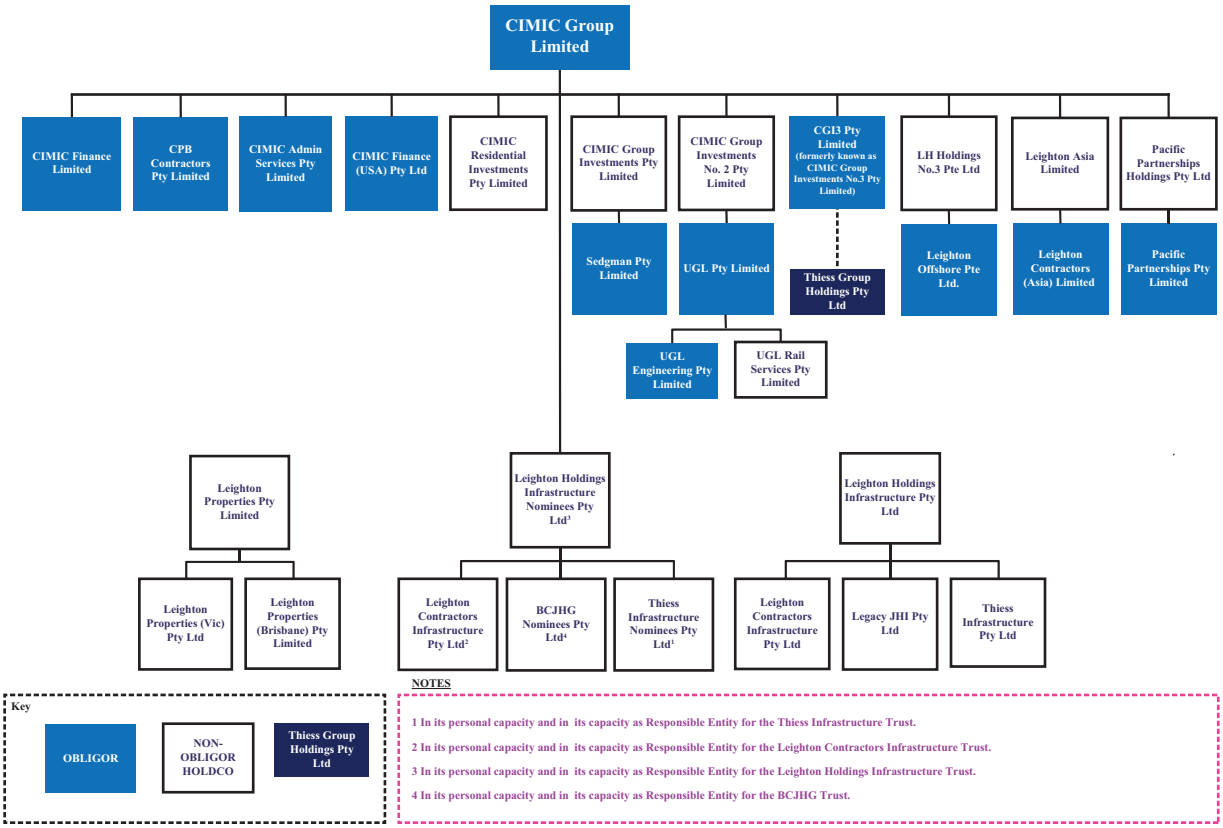
To deliver on our strategy, we continue to identify and pursue strategic acquisitions that strengthen our capabilities and market positioning. These initiatives are rigorously assessed to enhance our specialized engineering and systems capabilities. They reinforce our technical depth, delivery capacity, and operational integration, while strengthening our agility and focus across targeted segments and sectors.

Corporate information

Our registered office is Level 25, 177 Pacific Highway, North Sydney, New South Wales, 2060, Australia. Our telephone number is +61 2 9925 6666. Our website is located at www.CIMIC.com.au. The information on our website is not part of, or incorporated by reference in, this offering memorandum.

CORPORATE AND BORROWING STRUCTURE

The following chart shows a simplified summary of our corporate and borrowing structure as of the date of this offering memorandum. All entities shown below are wholly owned unless otherwise indicated in the chart or in the associated footnotes. The chart does not include all of our Group companies or subsidiaries, or all the debt obligations thereof. See also "Description of Other Financing Arrangements."



Note:

(1) None of Thiess Group Holdings Pty Limited or any of its subsidiaries are obligors under any of CIMIC Group's indebtedness, including the Notes. We own 60% of Thiess Group Holdings Pty Ltd. Elliott owns the remaining 40%. We do not expect that Thiess will become a guarantor under the Notes unless and until it becomes a wholly-owned subsidiary of the Parent Guarantor. For more information, see "*Risk Factors—Our agreement with Elliott in relation to Thiess includes a put option for Elliott to sell its interest in Thiess to us, which, if exercised, will require us to fund the purchase price and restructure or refinance Thiess' debt.*"

THE OFFERING

Notes Being Offered	US$650,000,000 6.000% Guaranteed Senior Notes due 2036 (the "Notes").
Issuer	CIMIC Finance Limited
Parent Guarantor	CIMIC Group Limited
Subsidiary Guarantors	Certain subsidiaries of CIMIC Group Limited listed in Annex A of this offering memorandum (collectively and together with the Parent Guarantor and any future Subsidiary Guarantors, the "Guarantors" and each a "Guarantor"). In certain circumstances, any or all of the Subsidiary Guarantors may be released from their respective Guarantees under the indenture (the "Indenture") pursuant to which the Notes will be issued. See "*Description of the Notes and Guarantees—Guarantees—Release of Guarantees*."
Issue Price	99.179%
Maturity Date	April 22, 2036
Interest Rate	The Notes will bear interest at the rate of 6.000% per year from April 22, 2026, based upon a 360-day year consisting of twelve 30-day months.
Interest Payment Dates	The first interest payment on the Notes will be made on October 22, 2026. Thereafter, interest on the Notes will be payable semi-annually in arrears on April 22 and October 22 of each year.
Guarantees	The Guarantors will fully and unconditionally, jointly and severally, guarantee the obligations of the Issuer under the Notes, including the payment of the principal of, premium, if any, and interest on the Notes.
Ranking	The Notes will constitute unsecured and unsubordinated obligations of the Issuer and will rank equally in right of payment with all existing and future unsecured and unsubordinated indebtedness of the Issuer, except indebtedness mandatorily preferred by law. The Guarantees will constitute an unsecured and unsubordinated obligation of each Guarantor and, subject to the limitation on liability and recourse in respect of the Guarantor, will rank equally in right of payment with all existing and future unsecured and unsubordinated indebtedness of the Guarantor, except indebtedness mandatorily preferred by law.
Use of Proceeds	We anticipate that the net proceeds from the issue and sale of the Notes will be US$640,873,350 after deducting estimated discounts to the initial purchasers but before deducting estimated offering expenses payable by us. The Issuer intends to use the net proceeds of the offer for general corporate purposes and to provide additional liquidity in the event that CIMIC acquires the 40% of Thiess that it does not currently own.
Further issues	The Issuer may from time to time, without the consent of the holders of its Notes, increase the principal amounts of the Notes in the future on the same terms and conditions as the Notes offered hereby so that the issue shall be consolidated and form a single series with the Notes, as described more fully in "*Description of the Notes and Guarantees—General.*"
Additional Amounts	In the event that taxes are required to be withheld or deducted from payments on the Notes sold in this offering or under the Guarantees, the Issuer and the Guarantor will, subject to certain exceptions described in this offering memorandum, pay such additional amounts

	as will result, after deduction or withholding of such taxes, in the payment of the amounts that would have been payable in respect of such Notes or under the Guarantees had no such withholding or deduction been required. See "*Description of the Notes and Guarantees—Payment of Additional Amounts*."
Optional redemption for tax reasons	The Notes may be redeemed at the option of the Issuer in whole but not in part, at 100% of the principal amount thereof plus accrued interest and any additional amounts due on the date fixed for redemption if certain events occur that would cause the Issuer or the Guarantor to become obligated to pay additional amounts as described under "*Description of the Notes and Guarantees—Redemption for changes in withholding taxes*."
Optional redemption	Prior to January 22, 2036 (three months prior to the Maturity Date of the Notes) (the "Par Call Date"), the Issuer may redeem the Notes at its option, in whole or in part, at any time and from time to time, at a redemption price (expressed as a percentage of principal amount and rounded to three decimal places) equal to the greater of: (1) (a) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the redemption date (assuming the Notes matured on the Par Call Date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined herein) plus 30 basis points less (b) interest accrued to the date of redemption, and (2) 100% of the principal amount of the Notes to be redeemed, *plus*, in either case, accrued and unpaid interest thereon to the redemption date. See "*Description of the Notes and Guarantees—Optional redemption*."
Form and denomination	The Issuer expects to deliver the Notes on or about April 22, 2026. All Notes sold in the offering will be delivered against payment in immediately available funds. Except as described below, the Notes will be issued only in registered form without coupons and in denominations of US$2,000 principal amount and integral multiples of US$1,000 thereafter. Notes sold in the United States in reliance on Rule 144A will be evidenced by Notes in global form called "Restricted Global Notes," which will be deposited with a custodian for, and registered in the name of a nominee of, DTC. Notes sold outside the United States in reliance on Regulation S will be evidenced by a separate Note in global form called a "Regulation S Global Note," which also will be deposited with a custodian for, and registered in the name of a nominee of, DTC for the accounts of Euroclear and Clearstream. Transfers of beneficial interests between the Restricted Global Note and the Regulation S Global Note are subject to certification requirements.
Transfer Restrictions	The offer and sale of the Notes and the Guarantees have not been registered under the Securities Act and are subject to restrictions on transfers. See "*Notice to Investors*."
Restrictive covenants	We have agreed in the Indenture that governs the Notes to observe certain covenants, including, among other things, a covenant limiting the incurrence of liens. See "*Description of the Notes and Guarantees—Limitation on Liens*."

Trustee	The Bank of New York Mellon is the trustee under the Indenture. The address of the trustee is 240 Greenwich Street, New York, NY 10286, United States.
Paying Agent, Transfer Agent and Note Registrar (collectively, the "Agents")	The Bank of New York Mellon is the paying agent, transfer agent and registrar under the Indenture. The address of the paying agent, transfer agent and registrar is 240 Greenwich Street, New York, NY 10286, United States.
Governing law	The Notes, the Guarantees and the Indenture will be governed by New York law.
Risk factors	Prospective purchasers of the Notes should consider carefully all of the information set forth in this offering memorandum and, in particular, the information set forth under "*Risk Factors*" before making an investment in the Notes.
Anticipated Ratings of the Notes	BBB- (S&P) Baa3 (Moody's) Ratings are statements of opinion, not statements of fact or recommendations to buy, hold or sell any securities. Ratings may be changed, withdrawn or suspended at any time.
Listing	We intend to apply for the listing and quotation of the Notes on the Official List of the SGX-ST. Admission of the Notes on the Official List of, and quotation of, the Notes on SGX-ST are not to be taken as an indication of the merits of the Issuer and its associated companies, or the Notes. For so long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so require, such Notes will be traded on the SGX-ST in a minimum board lot size of S$200,000 (or its equivalent in other currencies). In addition, for so long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so require, the Issuer will appoint and maintain a paying agent in Singapore, where the relevant Notes may be presented or surrendered for payment or redemption, in the event that the global note certificate is exchanged for any Notes in definitive form. In addition, in the event that the global note certificate is exchanged for any Notes in definitive form, announcement of such exchange shall be made by or on behalf of the Issuer through the SGX-ST and such announcement will include all material information with respect to the delivery of such Notes in definitive form, including details of the paying agent in Singapore.

SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA

The income statement and cash flow information for the years ended December 31, 2025, 2024 and 2023 and the balance sheet information as of December 31, 2025, 2024 and 2023 have been extracted from our audited consolidated financial statements included in this offering memorandum, and reflect the results of operations, cash flows and assets and liabilities of CIMIC Group Limited for such periods.

Our audited consolidated financial statements have been prepared in accordance with the recognition and measurement principles of AAS and IFRS, which differ from US GAAP. You should read the selected consolidated and combined financial data set forth below together with the information in "Financial Information Presentation," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors," and our audited consolidated financial statements included elsewhere in this offering memorandum.

Consolidated Statement of Profit or Loss Data

	For the year ended December 31,		
	2025	**2024**	**2023**
		(A$ million)	
Revenue	18,634.6	16,757.6	13,279.3
Expenses	(17,962.3)	(16,596.2)	(12,753.0)
Finance income	77.3	82.1	78.2
Finance costs	(545.6)	(475.0)	(263.5)
Share of profits of associates and joint ventures	47.6	39.5	153.3
Other gains[(1)]	544.6	972.2	—
Profit before tax	**796.2**	**780.2**	**494.3**
Income tax (expense) / benefit	(217.4)	5.9	(55.6)
Profit for the year	**578.8**	**786.1**	**438.7**
(Profit)/Loss for the year attributable to non-controlling interests	(167.2)	(113.6)	(3.5)
Profit for the year attributable to shareholders of the parent entity	**411.6**	**672.5**	**435.2**
Dividends per share—Final	—	—	17.0¢
Dividends per share—Interim	10.6¢	—	39.0¢

Note:

(1) Other gains in 2025 comprised a A$255.6 million gain resulting from a revaluation of the Leakes Road Data Centre, which we subsequently sold, and a A$289.0 million gain resulting from a revaluation of our UGL Transport business in conjunction with our agreement to sell 50% of the business to Sojitz. The A$972.2 million gain in 2024 resulted from a revaluation of our existing 50% interest in Thiess in conjunction with our acquisition of an additional 10% interest from Elliott on April 23, 2024.

Consolidated Statement of Financial Position Data

	As of December 31,		
	2025	2024	2023
		(A$ million)	
Current assets			
Cash and cash equivalents	3,382.9	2,660.7	2,498.9
Trade and other receivables	4,362.7	4,428.4	3,135.8
Current tax assets	132.7	204.2	156.6
Inventories: consumables and development properties	314.8	613.4	259.0
Assets held for sale	254.5	—	—
Total current assets	**8,447.6**	**7,906.7**	**6,050.3**
Non-current assets			
Trade and other receivables	621.6	590.8	339.1
Inventories: development properties	62.6	67.2	67.3
Investments accounted for using the equity method	760.1	595.7	1,893.4
Other investments	71.2	129.0	320.1
Investment property	—	23.3	—
Deferred tax assets	365.6	487.0	297.1
Property, plant and equipment	2,043.3	2,506.5	535.4
Intangibles	4,657.8	4,794.6	971.3
Total non-current assets	**8,582.2**	**9,194.1**	**4,423.7**
Total assets	**17,029.8**	**17,100.8**	**10,474.0**
Current liabilities			
Trade and other payables	6,301.5	6,516.9	5,007.4
Current tax liabilities	91.0	19.1	24.4
Provisions	467.1	511.2	294.1
Financial liability	1,073.0	1,073.0	—
Interest-bearing liabilities	23.5	51.6	—
Lease liabilities	303.5	397.1	82.6
Total current liabilities	**8,259.6**	**8,568.9**	**5,408.5**
Non-current liabilities			
Trade and other payables	333.1	532.4	179.0
Provisions	41.4	54.3	19.7
Interest-bearing liabilities	6,194.9	5,823.1	3,045.0
Lease liabilities	432.8	539.6	154.8
Deferred tax liabilities	96.2	198.8	—
Total non-current liabilities	**7,098.4**	**7,148.2**	**3,398.5**
Total liabilities	**15,358.0**	**15,717.1**	**8,807.0**
Net assets	**1,671.8**	**1,383.7**	**1,667.0**
Equity			
Share capital	1,458.7	1,458.7	1,458.7
Reserves	(1,616.5)	(1,526.3)	(469.5)
Retained earnings	1,678.9	1,299.0	683.2
Total equity attributable to equity holders of the parent	**1,521.1**	**1,231.4**	**1,672.4**
Non-controlling interests	150.7	152.3	(5.4)
Total equity	**1,671.8**	**1,383.7**	**1,667.0**

Consolidated Statement of Cash Flows Data

	For the year ended December 31,		
	2025	2024	2023
		(A$ million)	
Cash flows from operating activities			
Cash receipts in the course of operations (including GST)	20,521.3	18,224.7	13,908.7
Cash payments in the course of operations (including GST)	(19,234.9)	(16,549.9)	(13,634.8)
Operating cash flow	**1,286.4**	**1,674.8**	**273.9**
Interest received	78.0	82.7	80.3
Finance costs paid	(453.6)	(403.0)	(214.2)
Income taxes cash flows	205.8	(205.4)	(17.9)
Net cash inflow from operating activities	**1,116.6**	**1,149.1**	**122.1**
Cash flows from investing activities			
Payments for intangibles	(15.6)	(19.3)	(9.9)
Payments for property, plant and equipment	(568.0)	(548.6)	(206.1)
Payments for development expenditure	(47.2)	(134.7)	(47.0)
Proceeds from sale of property, plant and equipment	57.8	55.6	18.0
Proceeds from sale of investment property	236.3	—	—
Proceeds from sale of investments and controlled entities	278.8	0.4	682.3
Cash acquired from acquisition of investments	—	112.8	1.3
Cash disposed from sale of investments and controlled entities	(46.0)	—	(1.3)
Dividends from investments	—	—	33.6
Loans to associates and joint ventures	—	(5.1)	(8.0)
Payments for investments	(25.0)	(554.5)	(86.4)
Net cash inflow/(outflow) from investing activities	**(128.9)**	**(1,093.4)**	**376.5**
Cash flows from financing activities			
Repayment of financial liability	—	—	(34.0)
Proceeds from borrowings	2,440.1	3,866.1	2,617.1
Repayment of borrowings	(2,044.7)	(3,437.6)	(2,872.6)
Repayment of leases	(413.3)	(258.8)	(98.0)
Dividends to shareholders of the Company	(33.0)	(52.9)	(180.5)
Dividends to non-controlling interests	(92.9)	—	—
Advances to non-controlling interest	(85.8)	(52.4)	—
Net cash (outflow)/inflow from financing activities	**(229.6)**	**64.4**	**(568.0)**
Net increase/(decrease) in cash held	758.1	120.1	(69.4)
Cash and cash equivalents at the beginning of the period	2,660.7	2,498.9	2,569.0
Effects of exchange rate fluctuations on cash held	(35.9)	41.7	(0.7)
Cash and cash equivalents at the end of the period	**3,382.9**	**2,660.7**	**2,498.9**

RISK FACTORS

Investing in the Notes described in this offering memorandum involves risk. You should carefully consider the risks described below before you decide to purchase the Notes. The risks described below are not an exhaustive list of the risks facing us or that may develop in the future. There may be additional risks not described below, not presently known to us, or that we currently consider to be immaterial that could turn out to be material in the future. If any of the following risks actually occurs, our business, financial position and results of operations are likely to suffer. In this case, the trading price of the Notes could decline, and you may lose all or part of your investment.

Risks relating to our business and industry

Our business is highly sensitive to macroeconomic conditions in the markets in which we operate.

Our business relies heavily on infrastructure construction and industrial services activity and/or resources-related activity in the markets in which we operate. Economic growth, as well as other cyclical factors such as inflation and interest rates, in each of the countries in which we operate also affects demand for our services. We operate primarily in Australia but also deliver engineering and industrial-related services across a number of other markets including New Zealand, Hong Kong, Singapore, Indonesia, Malaysia, Macau, the Philippines, India and Papua New Guinea. In addition, we provide resources-related services in these countries and others including Mongolia, the United States, Canada, Chile, Indonesia, Cambodia, France and Germany.

In 2025, we generated approximately 41.7% of our revenue from engineering and construction activities. Engineering and construction activity and spending levels across our markets vary, are often cyclical and are sensitive to economic and other factors outside of our control. As such, our business performance is closely linked to the macroeconomic trends and economic cycles in the countries, regions and cities in which we operate. Economic downturns or cyclical fluctuations globally or in one or more individually significant markets impact our clients' willingness and capacity to continue funding existing projects and commence new projects. Government economic policy decisions, particularly decisions of the Australian federal government and the governments of the Australian states and territories can affect demand for our services both indirectly through their effect on macroeconomic conditions and directly through decisions to fund (or not fund) significant construction and infrastructure projects.

Our industry and the broader global economy have experienced significant inflationary pressures in recent years, resulting in increases in the cost of labor, materials and equipment. While inflation levels moved closer to inflation targets set by central banks during 2024 and most of 2025, inflationary pressures have increased in recent months, particularly in Australia. The ongoing conflicts in the Middle East, particularly the conflict between the United States/Israel and Iran, have increased and are likely to continue increasing energy prices, including the cost of fuel, exacerbating inflation levels. New or increased trade barriers imposed by the current U.S. administration and other countries may also have an inflationary effect. Elevated inflation levels could result in reduced operating margins, higher capital expenditure and/or operational delays, adversely impacting the timing and profitability of our projects.

Official interest rates in Australia and a number of jurisdictions have risen since mid-2022 as central banks seek to control inflation. Higher interest rates may suppress economic growth and increase costs for the developers of construction projects, which may result in fewer projects being developed. Higher budget deficits and debt levels as a result of higher spending during the COVID-19 period together with higher interest costs as a result of interest rate increases have resulted in and may further result in governments reducing their spending on new infrastructure projects. See "*—We depend on public sector customers for a significant amount of our work in hand and any change in government spending or procurement policies or our failure to comply with these policies could adversely affect our revenues and profitability*."

The performance of our contract mining business Thiess and our mineral processing company Sedgman is driven by global demand for commodities. There is no assurance that the demand for, or prices of, commodities will continue to increase or remain at current levels. In particular, downturns in economic conditions, especially in countries that are significant importers of mined commodities, such as China and India, could result in lower demand, and therefore lower prices, for the commodities mined at the operations for which Thiess and Sedgman provide services. Downward revisions in forecasts for AI-related productivity gains could also curtail global economic activity and exert downward pressure on commodity prices due to its impact on the demand for data center projects and associated infrastructure. The imposition of trade barriers and the resulting impact on international relations and global trade may also impact commodity prices.

If commodity prices fall to the extent that mines at which Thiess and/or Sedgman operate no longer generate adequate profits, the owners may suspend or cease production and terminate our contract mining or mining

services contracts, which are generally terminable by the mine owner for convenience, which would adversely affect our revenue and results of operations.

In addition, low commodity prices may result in the delay or cancellation of new mining projects, which may affect our future revenue. Low commodity prices can also result in a reduction in the capital available to fund pre-production mining work, which may affect the revenues we earn from assessment, design and mine development activities.

Our business, financial condition and results of operations may be materially adversely affected by any negative impact on the global economy and capital markets resulting from new or ongoing military conflicts and other geopolitical events.

Any military conflict may cause regional instability, geopolitical shifts, and could materially adversely affect global trade and supply chains, commodity prices, currency exchange rates, regional economies, the global economy and access to capital markets. Over the last few years, a number of geopolitical conflicts have emerged or escalated, including Russia's invasion of Ukraine, conflicts in the Middle East, including the current conflict between the United States/Israel and Iran, and tensions in relation to the People's Republic of China's aspirations regarding Taiwan.

The consequences of these existing conflicts and other geopolitical events have negatively impacted, and may continue to negatively affect, regional and global economies and disrupt the sectors, industries and markets in which we operate. For example, the Russia/Ukraine war has contributed to inflationary pressures on many consumables, commodities and energy prices and resulted in significant disruptions to supply chains. These inflationary pressures have impacted our operations and resulted in higher costs for some of our supplies. The ongoing conflict in the Middle East between the United States/Israel and Iran has significantly impacted and is likely to continue impacting shipping activity, particularly for oil and LNG, and supply chains. These impacts have led to increased energy prices and price volatility, including volatility in the cost of fuel, which may directly impact our operating margins as well as increase the cost of other materials and supplies we rely on due to increased transport and shipping costs. If the ability of ships to move through the Strait of Hormuz continues to be limited and the interruption to the supply of oil and other materials (such as urea and ammonia, which are used to make mining explosives) persists, we or our clients may be unable to secure adequate supplies for our projects, which would impact our ability to continue operating these projects at their current activity levels, or at all. If clients, particularly mining services clients, are unable to supply materials they are responsible for providing, such as fuel and explosives, they may invoke force majeure provisions under their contracts, which could interrupt our revenue from those clients. The extent and duration of the war in Ukraine and the conflict in the Middle East, the likelihood of future hostilities, the extent and impact of existing and future sanctions, the potential blockade of key trade corridors, other market disruptions and volatility, and the result of any diplomatic negotiations are highly uncertain. As a result, our ability to fully assess the potential impact of these events on our operations and financial performance is also limited.

Our Leighton Asia business, which is based in Hong Kong and operates in a number of Asian countries, is particularly exposed to the consequences of any outbreak of hostilities in the Taiwan Strait. If such hostilities occur, the operations and financial performance of our Leighton Asia business may be materially adversely impacted.

We depend on public sector customers for a significant amount of our work in hand and any change in government spending or procurement policies or our failure to comply with these policies could adversely affect our revenues and profitability.

Approximately 50% of our work in hand as at December 31, 2025 was derived from government and PPP customers, primarily in Australia. We depend on Australian and other governments' policies and programs with regard to investment in civil and social infrastructure, most notably in the education, transport, health and public utility sectors through direct government contracts, joint ventures and PPPs. Governments may reduce the level of their investments in civil and social infrastructure or other areas in which we would expect to compete for work.

Public infrastructure spending in Australia has been elevated in recent years and although a significant volume of work that has been approved and funded still remains, we do not expect that infrastructure spending by Australian state and federal governments will remain at its current levels indefinitely. Public infrastructure spending in Australia is currently undergoing a transition, with major transport projects in New South Wales and Victoria moving to completion and an increased focus on social infrastructure such as housing and hospitals. The high debt-to-GDP ratios at the federal and state levels in Australia may also increase the risk that governments

reduce the amount they spend on infrastructure projects or implement other fiscal consolidation measures that reduce spending on public infrastructure projects. If public infrastructure investment declines and we are not able to offset the decline by winning other large scale projects, such as projects related to decarbonization, including renewable energy and electricity transmission, and technology, including data centers, we may experience declines in our work in hand and revenues. Increasing our exposure to decarbonization projects may also increase our exposure to other risks. See "*—Our increasing investment into renewable energy projects exposes us to risks associated with electricity transmission and distribution*" for more information.

The Australian federal and state governments may also decide to change their procurement methodologies, which could have an adverse impact on our financial results. For example, if Australian governments were to cease to enter into PPPs, we may not be able to capture the same level of business through alternative procurement methods. Similarly, if Australian governments were to revert to a greater insistence on fixed price contracts, we may need to take on additional commercial risks or risk losing work. Accordingly, if there are changes in government policies, programs or procurement methodologies, we may be unable to maintain our existing levels of government work and our profits from such work may decline.

While we have and enforce policies to ensure compliance with regulations regarding public procurement, and to avoid anti-competitive behavior and any undue influence on individuals responsible for awarding construction contracts and concessions, we cannot ensure compliance with all applicable rules. For example, our employees may engage in conduct that breaches the policies and rules we implement and are subject to. Breaches of public procurement rules or other laws and regulations regarding business conduct may result in penalties for the individuals involved and for members of the CIMIC Group, which would adversely impact our reputation, and may result in us being excluded from future tenders.

Our construction projects are subject to significant execution risks, including design deficiencies, engineering failures, structural defects, geotechnical hazards and other unforeseen conditions.

We undertake large and complex construction projects, including major infrastructure developments such as bridges, tunnels, highways, rail and airport infrastructure and other significant civil works. Projects of this nature involve inherent risks that may not become apparent until construction is well underway or, in some cases, after project completion. These risks include design deficiencies, engineering failures, structural defects, material failures, and flawed construction methodologies.

Many of our projects are also subject to significant geotechnical and subsurface risks. Underground conditions may differ materially from those anticipated based on pre-construction investigations. Unforeseen geotechnical conditions, including unstable soils, groundwater infiltration, subsidence, sinkholes, seismic activity, or other geological anomalies, can compromise structural integrity, necessitate significant design modifications, cause construction delays, and substantially increase project costs.

CIMIC's wholly owned subsidiaries, CPB Contractors and UGL Engineering, in conjunction with their joint venture partner (together the "M6 D&C JV"), were contracted to deliver the M6 Stage 1 motorway tunnel project for Transport for New South Wales ("TfNSW"). During the course of 2024, the project encountered differing and adverse ground conditions and geological issues that were not anticipated at the time of tender. As a consequence, works in the affected areas were stopped. As a result of these geological issues, in May 2025 the M6 D&C JV determined the project cannot be completed as contemplated by the contract and, as such, the contract has been frustrated with the M6 D&C JV's obligations discharged by operation of law. TfNSW has disputed this determination. All tunnel construction activity has ceased. On May 20, 2025, TfNSW issued the joint venture with a notice asserting that the joint venture was in default under the contract and requesting that such default was remedied within 5 business days by the joint venture recommencing works on site. The joint venture disagreed with the notice. On June 30, 2025, TfNSW and the M6 D&C JV reached agreement to complete surface works under a new deed and those works are now largely complete. By an agreement dated October 8, 2025, TfNSW and the M6 D&C JV agreed to continue without prejudice discussions regarding the impacted tunneling works to find an appropriate technical and commercial resolution given the complex nature of the geotechnical events.

TfNSW continues to assert that the contract has not been frustrated and on March 9, 2026, TfNSW issued the joint venture with a further notice asserting that the joint venture is in default under the contract. The notice again requires the joint venture to resume substantive work on site, this time by a deadline of May 1, 2026. The joint venture intends to continue discussions with TfNSW with the aim of reaching a technical and commercial resolution. If the joint venture is unable to reach a resolution with TfNSW, we may become involved in lengthy litigation with TfNSW to adjudicate the respective claims, the outcome of which is uncertain.

A number of the potential consequences of execution failures are discussed under the following headings:

- *"—Under some of our contracts, we assume the risk of cost overruns, and we may incur losses when we disagree with our customer whether work is within the scope we agreed or represents a contract variation";*
- *"—The profitability of long-term investments in transport, social infrastructure and renewable energy projects may be compromised if we fail to accurately assess opportunities and risks or incorrectly forecast the operating performance of these projects";*
- *"—Failure to meet contractual deadlines or quality requirements may result in contractual penalties, loss of contracts and damage to our reputation";*
- *"—We are exposed to warranty and liability risks relating to defects";*
- *"—We are not insured against all risks and our insurance may be insufficient to cover losses";*
- *"—Our employees work on projects that are inherently dangerous and accidents occur in our business from time to time which could result in significant losses"*; and
- *"—We are involved in litigation and regulatory proceedings, potential liability claims and contract disputes that may have a material adverse effect on our cash flows, financial condition and results of operations".*

Under some of our contracts, we assume the risk of cost overruns, and we may incur losses when we disagree with our customer whether work is within the scope we agreed or represents a contract variation.

We contract with our customers under a variety of contract structures that allocate risk between us and the customer in different ways. See "Business—Our approach to risk—Using contract models to mitigate risk" for a discussion of these contract models. Although we have reduced the proportion of our contracts that we regard as higher risk (in particular, fixed price or lump sum design and construct contracts) to less than 10% of our work in hand as at December 31, 2025 (compared to approximately 10% as at December 31, 2024 and approximately 20% as at December 31, 2023), we are exposed to the risk of reduced profits or losses on these contracts if our pricing assumptions are incorrect, we fail to execute the contract effectively or circumstances change in ways that are not anticipated in the contract.

In a fixed price contract, we typically agree a price with the client that includes our estimate of the project cost, plus our profit and a contingency for cost overruns. If our pricing under a fixed price contract is incorrect, we absorb the full impact of any cost overruns unless the contract provides for an adjustment to the contract price in those circumstances. Sometimes, we encounter circumstances involving additional cost that were not anticipated in the contract. For example, the tunneling works for the West Gate Tunnel project encountered contaminated soil, resulting in delays and substantial additional costs to the project to remove and safely treat the soil. As part of a commercial settlement of the resulting contractual dispute, CPB Contractors/John Holland joint venture agreed to forego profit margin from the project.

While our fixed price contracts generally provide for us to be compensated for changes in the project scope or the conditions under which we perform our services, we and our customers may not always agree whether cost overruns represent a variation to the contract or whether additional costs are at our risk. For example, in 2020, we recorded a reversal of revenue of A$1.15 billion following an arbitration relating to a contract CPB Contractors entered into under prior CIMIC management to construct a jetty at the Gorgon LNG project that was completed in 2015. CPB Contractors sought payment for what it regarded as changes to scope and conditions. The project owner disputed the bulk of CPB's claim and was largely successful at arbitration, which led to the reversal of revenue.

Our current PPP contracts are generally based on an "availability" model where we bear the risk of constructing the asset within the required timeframe and are paid an agreed rate provided the asset is available for use. We bear the risk that maintenance and operating costs will be higher than we expect and we may share other risks such as construction price increases with the contract owner. These contracts are often long term, meaning that we will bear these risks for an extended period.

If we misprice our higher risk contracts, fail to execute them efficiently, unforeseen circumstances arise or we do not effectively manage changes of scope and conditions, we risk reduced margins or losses on these contracts, which may have a material adverse impact on our results of operations and financial condition.

The profitability of long-term investments in transport, social infrastructure and renewable energy projects may be compromised if we fail to accurately assess opportunities and risks or incorrectly forecast the operating performance of these projects.

We deliver or own investments in projects that have operating periods that extend over several decades. When we enter into long-term or large-scale project agreements, the business planning and assumptions that underpin the agreements are critical to the investment decision and the profitability of the project. Incorrect planning assumptions may result in the project earning lower-than-expected income or incurring losses. While we are currently not taking on concession contracts where we assume patronage risk, we have done so in the past and may do so in the future. Furthermore, we are actively bidding for energy projects which involve an element of market risk and we take developer risk on our investments in renewable projects. We usually bear the risk of our operating costs exceeding our estimates, so the estimates and assumptions relating to operating costs are critical to the profitability of these projects.

The profitability of our projects may deviate from initial forecasts due to economic circumstances, market fluctuations or the circumstances of an individual project, such as higher maintenance costs over the operating period, as well as cost overruns caused by requested changes or poorer initial conditions than originally estimated in expansion or renovation of projects that are not fully refundable under the terms of the relevant agreement.

Project delays may result in us incurring contractually agreed penalties or termination of agreements. If the costs of implementing a project are underestimated, the income from a project is overestimated, or if other problems arise during the construction or operation that result in actual costs exceeding or actual income falling below expected sums, this could have a material adverse effect on our business, cash flows, financial condition and the results of our operations.

While we seek to identify and transfer project risks through limited recourse structures, joint venture agreements and back-to-back agreements with third parties (such as suppliers, or the relevant government agency), we cannot transfer all the project risk we face to third parties. For example, the solvency and credit risks of a supplier, political risks, market or purchaser credit risks and delay risks are difficult to mitigate.

Our tender preparation processes may misprice our services or fail to identify risks and our competitors may develop better processes.

Major projects are generally awarded after an open tender process. Our success depends on being able to prepare tenders that are competitive but at the same time are priced appropriately for us to earn an appropriate margin and identify and manage project risks. Accordingly, the process through which we prepare our tenders is critical to our success.

Developing tenders requires us to, among other things, develop a sophisticated understanding of the technical requirements of the project, develop detailed plans and schedules for the work and accurately price the major components of the work such as raw materials, equipment, labor and subcontractors (and, where possible, to lock in availability and prices in advance). This requires skilled and experienced personnel, a high level of industry knowledge and data, sophisticated technology and well-designed and implemented risk management processes. The failure of any of these elements may result in us losing work because we priced our services too high or contracting for projects that are not profitable because we priced our services too low or assumed risks that were not priced into our bid and for which we did not obtain contractual protections.

A superior tender preparation process is a significant competitive advantage. Our competitors may develop better processes than ours, including by using advanced technology such as artificial intelligence ("AI"), which may enable them to price contracts and identify and manage risks better than we can. For more information about the competitive risks associated with the use of new technologies, see "*—We face significant competition in certain markets in which we operate, which could adversely affect our business*".

We may not be able to fully realize future revenues reported as work in hand.

Our work in hand as of a reporting date represents our share of the revenue we forecast will be generated from the unperformed portion of existing contracts after the reporting date. As of December 31, 2025, our work in hand was A$38.4 billion. See "*Management's discussion and analysis of financial condition and results of operations—Overview—Key drivers of our financial performance—Work in hand*" for more information about how we calculate work in hand.

The revenue projected in our work in hand calculation may not be realized or, if realized, may not result in profits to us. For example, if a project reflected in our work in hand is terminated, suspended, deferred or reduced in scope, or if volumes of work undertaken under contract are less than forecast, the revenue and profit that we

actually receive could be materially lower than expected. A number of our services contracts, particularly contract mining and mining services contracts at Thiess and Sedgman, have termination for convenience provisions in them. Accordingly, if a mine owner wishes to terminate our services (for example, because it has decided to suspend or terminate an insufficiently profitable mine), we may be compensated for some of our demobilization costs but will not be compensated for lost revenue.

Work in hand is a measure of estimated projected revenue and not profit. The profitability of a project depends on many factors, many of which are discussed in this section. If costs on a fixed price contract exceed revenues, we would not earn a profit on that work in hand. As a result, work in hand should not be relied upon as an accurate indicator of future profits. See also "*Non-AAS/GAAP Financial Measures*" for information on the limitations of the work in hand metric.

We are exposed to various political and legal risks in the countries in which we operate which are beyond our control and often difficult to anticipate.

We generate a portion of our operating revenues in international markets outside of Australia, including North and South America, New Zealand, Hong Kong, Malaysia, India, the Philippines, Indonesia, Chile, Cambodia, Mongolia, Singapore, Macau, France and Germany, a number of which have significantly different legal, political and governance systems than Australia.

The operations of our international subsidiaries are subject to legal, regulatory, social, political and economic risks inherent in international business operations. We are exposed to various political and legal risks in the countries in which we operate which are beyond our control and often difficult to anticipate.

The risks associated with our international operations include:

- changes in government policies and regulation and regulatory requirements, in particular in the areas of tax laws and climate protection;
- fluctuations in economic growth;
- embargoes, foreign exchange controls, restrictions on dividend payments or currency exchange rate fluctuations;
- the imposition of new or increased trade barriers;
- acts of war, terrorism and international hostilities;
- outbreaks of disease, such as the SARS epidemic in China and Hong Kong in 2002-2004 and the COVID-19 pandemic in 2020-2022;
- availability of qualified staff;
- alleged or actual violations of applicable anti-bribery, anti-corruption and competition laws in the jurisdictions in which we do business;
- government-mandated austerity programs limiting spending;
- difficulty in establishing, staffing and managing local operations;
- complex tax and cash management issues;
- political and economic instability and inflation, recession or interest rate fluctuations;
- social conflicts;
- devaluation, depreciation or excessive valuation of local currencies; and
- the ability of a government counterparty under the laws of its jurisdiction to unilaterally terminate our contracts with or without any compensation to us.

These risks are inherently higher for projects lasting numerous years. In addition, we are subject to an increasing degree of statutory and regulatory complexity in the markets in which we operate. For example, environmental concerns, including concerns about climate change, have resulted in increased regulations to limit the environmental impact of construction activity and the built environment. These include enhanced environmental protection measures such as reducing emission levels and achieving greater energy efficiency. Such measures can drive up operating costs in our projects, including compliance costs.

Any of the above risks could lead to material business disruptions and could have a material adverse effect on our financial condition and results of operations, particularly in emerging markets where the political and legal environment is less stable.

We face significant competition in certain markets in which we operate, which could adversely affect our business.

We operate in markets that are highly competitive with comparatively low margins. Several markets served by the infrastructure construction industry are characterized by low barriers to entry. As a result, any organization that has adequate financial resources, and access to technical expertise, can become a competitor. An increasing number of competitors, and sustained pricing pressure in these markets, could impair our ability to maintain or increase our market share. In recent years, we have observed new entrants to the Australian market winning work we have tendered for with bid prices we would not be willing to match.

In periods of high demand for construction services, the number of competitors in any market is likely to increase which could place downward pressure on margins. In the case of an economic downturn, certain markets may be subject to overcapacity, which would likely put further downward pressure on margins. In the concession business, increasing competition in the market for privatized assets may reduce the chances of winning projects or could increase pressure on prices and margins.

In Australia, there has been a recent trend towards contracting models that share risk between the contractor and the customer for large construction and infrastructure projects (as opposed to fixed price or lump sum design and construct contracts where the contractor assumes the majority of the risk). If competition for new projects increases, including because of the entry of new competitors, competitors may seek competitive advantage by offering to assume more risk in their contracts, which may create pressure on us to accept more contractual risk in order to maintain our market share. If we misprice these higher risk contracts or fail to execute them efficiently, our margins will be reduced and we may experience losses on these contracts, which may have a material adverse impact on our results of operations and financial condition. See "—Our tender preparation processes may misprice our services or fail to identify risks and our competitors may develop better processes" for more information. Competitors may also seek to win work by committing to more aggressive timetables than we would be prepared to commit to.

Increased competition in global construction markets has led to market consolidation and the creation of international infrastructure groups. Some of these groups have entered, or expanded their presence in, the markets in which we operate, including Australia. Based on their economies of scale, such groups may pursue aggressive pricing policies which could make it difficult for us to win contracts and remain profitable in certain markets. Increased competition from international infrastructure groups may dilute our competitive advantage and make it harder for us to win profitable work.

Our competitors may gain an advantage if they are able to deploy new technologies, such as AI, faster or more effectively than us. Successfully deploying AI or other technologies could enhance the capabilities, efficiency, cost or quality of our competitors' services, including processes for tendering, contract management and procurement, and it may enable them to offer additional services. If we do not keep pace with technological advances, we risk losing clients and market share.

Any of these factors could have a material adverse effect on our business, cash-flows, financial condition and the results of our operations.

Failure to meet contractual deadlines or quality requirements may result in contractual penalties, loss of contracts and damage to our reputation.

Construction and civil engineering projects are highly schedule-driven. Failure to meet contractual deadlines could result in additional costs such as penalties and damages, that may reduce our projected profit margins or result in losses, or result in the termination of a contract. Delays may occur for a number of reasons including as a result of design issues, poor weather conditions, technical problems such as unanticipated ground conditions, issues with the interaction of the works we are constructing and other elements of the project for which we are not responsible, labor disputes, fuel supply issues or other events over which we have little or no control.

A number of our contracts are subject to specific completion schedule requirements which require us to pay liquidated damages to our customers if we do not meet schedule requirements. These liquidated damages are levied at an agreed rate for each day of the delay that is deemed to be our responsibility and are generally capped at a percentage of the contract value. We may also be liable for lump-sum damages for failing to meet contractual performance standards. Contractual penalties for defects or delays may apply to us regardless of whether we are at fault or not. We may not be able to pass on the cost of damages to subcontractors or suppliers, even if they are at fault. As a result, if we fail to meet schedule and performance requirements set out in our contracts, we could be required to pay significant liquidated damages, which would reduce our profit or result in losses on the relevant contracts and could adversely affect our liquidity, cash flows and results of operations.

From time to time, unsuccessful contracts result in disputes with our customers over our liability for, and the measure of, contractual damages. These disputes may be protracted and costly, particularly because they often involve highly technical expert evidence, and the resulting judgments, arbitral awards or settlements may be substantial. For example, in 2017, the termination of a contract to design and construct a combined cycle power plant at the Ichthys LNG project that UGL had entered before we acquired it in late 2016 resulted in a dispute with the counterparty, including in relation to the counterparty's costs to complete the plant. We paid A$192.5 million in April 2022 and A$300.0 million in March 2023 to settle this dispute.

Failure to adequately perform our contracts may damage our reputation and relationships with customers, subcontractors and suppliers, and this damage may be exacerbated if disputes result in protracted litigation.

We are exposed to warranty and liability risks relating to defects.

The services we provide and facilities that we construct may include defects. Substantially all of our contracts include warranties for defects in the work we perform or otherwise impose contractual liability on us for defective work. While we generally seek to contractually limit the period for which we will be liable for identified defects, we may not be able to do so and our liability period may only be limited by statutory limitations, which can be up to 15 years, depending on the jurisdiction, nature of the services and type of contract. This may lead to customers asserting a contractual warranty claim against us. For example, we were involved in a protracted dispute over several years with Transurban regarding alleged defective shotcreting during the construction of the Lane Cove Tunnel in Sydney between 2004 and 2007. We resolved this dispute in 2024. Third parties may also bring damages claims against us where defective buildings or other structures have caused damage to the environment or property or given rise to personal injury. Hidden defects that are not detected for years may cause claims to be raised at a later point in time and may impair our ability to take recourse against any consortium members, subcontractors or other third parties to which such defects are attributable. We may incur sustained costs in defending claims and they may result in adverse publicity or divert management's time and attention away from our business. As a result, we may face significant reputational damage and our business, results of operations and financial condition may be adversely impacted.

We may not be able to recover on claims against customers, subcontractors or suppliers for payment and are exposed to potential contract disputes, including for additional services and costs not specified in the original contract.

Our customers, subcontractors or other counterparties may fail to comply with their payment and other obligations to us. If we are unable to collect invoices on time, or at all, we may suffer losses and constraints on our financial liquidity. This risk is particularly high on large-scale infrastructure projects or in connection with long-term power purchase agreements, where we may incur significant losses if one or more counterparties fail to comply with their payment and other obligations.

We may face difficulties in claiming for additional services and costs that were not covered by the original order but performed for various reasons, including the specific events and circumstances of a project, instructions or changes by the client, or assumptions of the original arrangement proving incorrect (such as unforeseen variations in ground conditions). We often present claims to customers for additional costs exceeding the contract price or for amounts not included in the original contract price. Similarly, we present change orders and claims to our subcontractors and suppliers. In some cases, these change orders and claims are only made towards the end of the project. When we fail to agree on the change orders or claims, or are otherwise unsuccessful in negotiating a reasonable settlement, we can incur reduced profits, cost overruns and, in some cases, a loss on the project. These types of claims can occur due to matters such as owner-caused delays or changes from the initial project scope, which result in additional costs.

From time to time, we are subject to disputes in relation to the services we provide. For example, disputes can arise where customers allege that quality standards are not met, milestones have not been achieved or project delays have occurred, particularly if unexpected difficulties or delays in construction occur in situations where it is unclear under the relevant contract who is responsible for a cost overrun or if we have rendered additional services.

In order to enforce our claims, we are often required to file lawsuits against, or initiate arbitration with, defaulting customers or other third parties. These claims can be the subject of lengthy and costly arbitration and litigation proceedings, and it is often difficult to accurately predict the outcome of such proceedings or when such claims will be fully resolved. When these types of events occur and while unresolved claims are pending, we may invest significant working capital in projects to cover cost overruns pending the resolution of the relevant claims. Since most of the claims against our customers become payable after completion of the project, we are sometimes unable to enforce our claims through refusal of performance. In addition, in certain instances,

we may elect not to pursue the assertion of claims against customers – particularly public sector clients – to avoid jeopardizing business relations and preserve our ability to tender for future projects. Moreover, it may prove to be difficult for us to succeed in lawsuits filed for the recovery of claims. Our inability to collect significant amounts from our customers or counterparties or the settlement of legal proceedings for amounts less than we expect has resulted in, and could in the future result in, a significant write down of our assets and have a material adverse effect on our business, cash flows, financial condition and results of operations.

Labor laws are becoming more complex and industrial disputes or work stoppages may result in productivity losses and delays, which may adversely affect our financial position and performance.

As at December 31, 2025, approximately 45% of our Australian employees and 6% of our New Zealand employees were covered by collective bargaining agreements. Most of our professional and clerical staff are employed on standard common law contracts, while field workers such as construction workers are generally engaged under enterprise or other labor agreements with relevant unions on a state by state or project by project basis.

In recent years, changes in Australian federal and state governments and legislative changes, combined with labor shortages, has significantly increased the risk of facing industrial issues on our projects and put upward pressure on wages. For example, the abolition of the Australian Building and Construction Commission in 2022 and changes in workplace laws have increased the ability of labor unions to access projects and stop or slow down works, increasing the risk of significant delays and additional costs for our projects as a result of industrial action. Changes to the Australian Fair Work Act 2009 that were introduced in 2023 and 2024 added new protections for workers and requirements (and in some cases, potential penalties) for employers in relation to matters such as job security, flexible work arrangements, the rates of pay for employees of labor hire companies and wage theft. See "Business—Our working environment and industrial relations". We expect the complexity of regulatory compliance and the risk of industrial disputes in Australia to continue to rise for the foreseeable future as a result of these regulatory changes. Industrial disputes and labor issues generally have negative impacts on project costs and productivity and can have adverse reputational impacts.

Because our Australian workforce is primarily represented by national unions, if a material dispute between us and our workforce were to arise, this could disrupt our operations nationally, which may have a material adverse effect on our future financial performance and condition.

We depend on the continued availability, effective management and performance of subcontractors and other service providers.

In the ordinary course of our operations, we rely on subcontractors to provide certain services, and the success of our business is often dependent on the quality and performance of our subcontractors and other service providers. As a result, our business, financial condition, results of operations and prospects may be adversely affected if we are not able to identify, select, monitor and manage our subcontractors and service providers effectively. For example, qualified subcontractors may not always be readily available when our needs for outsourcing arise. We face scarcity in the availability of certain subcontractors such as heavy haulage companies for spoil carting, treatment and disposal due to significant competition for infrastructure workers and the long lead time to source equipment which limits new entrants. As a result, we are at risk of being unable to obtain quality subcontractors at a competitive price.

If we are unable to hire qualified subcontractors as required or anticipated, our ability to complete projects may be impaired, or we may be required to pay more for subcontractors than we had initially estimated. Additionally, we may not be able to monitor the performance of our subcontractors and service providers as directly and efficiently as we do with our own employees, and therefore there is a risk that the services they provide will be substandard. As we generally retain primary responsibility for delivery of a project – despite the engagement of third parties – if the performance of a subcontractor or service provider does not meet our standards or the standard prescribed by the relevant contract, the quality of the project may be affected, which could harm our reputation and potentially expose us to litigation and damages claims. Subcontractors to whom we have awarded work may become insolvent, requiring us to select a new subcontractor at the risk of delays and/or at higher cost to us. If we are not able to identify, select, monitor and manage our subcontractors and service providers effectively, our ability to tender for and complete contracts on schedule and within forecasted costs to the requisite levels of quality could be adversely impacted, materially adversely affecting our business, financial condition, the results of operations and our prospects.

We may be adversely affected by raw material price fluctuations, shortages and quality issues.

Our operations rely upon us obtaining sufficient quantities of raw materials and consumables (including steel, cement, fuel and electricity) at an acceptable price and quality and in a timely fashion. We source these key

materials from both domestic and international sources. In 2025, the cost of materials constituted 19.6% of our expenses. As a result, we are exposed to changes in the prices of raw materials and consumables, as well as fluctuations in prices for project-related services provided by third parties.

Raw materials, such as steel, which are critical to our operations have been subject to price volatility and periodic shortages of supply in some of the locations in which we operate, including in Australia. During times of short supply, we often have to pay significantly higher prices to obtain the raw materials required for our operations. For example, steel prices in Australia rose significantly from late 2020 through to 2022 driven by pandemic-related demand, rising iron ore costs and supply chain disruptions.

The imposition of trade barriers by the United States and other countries around the world has impacted and may continue to impact the cost of key materials. The cost of fuels and other energy sources has increased and is likely to continue increasing due to the ongoing conflict in the Middle East between the United States/Israel and Iran. The increased cost of fuel and other energy sources, along with the broader supply chain disruptions caused by the ongoing conflict, may impact the cost of other key materials as a result of increased transport and shipping costs. If the cost of our key materials increases, our business and results of operations may be adversely impacted.

We enter into a number of fixed price and other contracts that contain fixed price elements under which we are responsible for procuring the raw materials required for the project. These contracts expose us to the risk of cost-overruns as we are unable to pass on to our customers any increases in raw material prices. Contracts that contain an escalation formula, which are intended to accommodate unexpected increases in raw materials costs, may still require us to bear some portion of the increase before we can make a claim under the escalation formula. In agreeing to an escalation formula, we also assume the risk of falling price indices, which can result in an obligation to provide a discount or repayment to a client.

We require high quality raw materials for our operations. If we receive poor quality materials from our suppliers, we may incur additional costs in order to obtain replacement materials without delaying the relevant project. Materials of poor quality may affect the quality of our work and may increase the chance of potential defects and liabilities, which may in turn reduce our profits on projects. If we fail to obtain adequate raw materials of acceptable quality, or to do so on commercially acceptable terms and in a timely manner, it could interfere with our operations and adversely affect the results of operations.

Our operations require permits or licenses and the loss or alteration of these permits or licenses could significantly affect our business and reduce our expected revenue and profits.

We require operating permits and licenses to conduct our business and are required to comply with the restrictions and conditions imposed by various levels of government in a number of jurisdictions to maintain those permits and licenses. These restrictions include having a sufficient number of qualified personnel, maintenance of a quality project track record, and compliance with safety regulations and environmental protection regulations. If we fail to comply with any of the requirements for the maintenance of our licenses and permits, these could be temporarily suspended or revoked and the renewal of our licenses or permits – upon expiry of their original terms – may be delayed, which would directly impact our ability to undertake work under our contracts, reducing our profitability. In addition, if the relevant governmental authorities were to cancel or modify any licenses or permits material to our business for any reason, it could have a material adverse effect on our financial condition and the results of our operations.

Our operations are sensitive to adverse weather conditions, natural disasters and climate change.

Most of our operations are conducted outdoors and, consequently, seasonal patterns and adverse weather conditions and other events outside of our control can adversely affect our operations, particularly if adverse conditions occur with unusual intensity at unexpected times or last longer than usual. Unfavorable weather and other extraordinary conditions may prevent us from conducting work at our sites in accordance with contract schedules and negotiated contingencies in affected contracts and may reduce our productivity.

Some regions in which we operate, including in Australia, are seeing more frequent extreme weather events, such as storms and flooding, while others are subject to more extreme heatwaves and drought. Due to the increase in the frequency of extreme weather events, our construction and mining projects face a higher risk of being held up by exceptional weather conditions such as heavy rain, floods, storms, and extremes of heat. For example, in March 2025, a number of Thiess' coal mining projects in Queensland were disrupted due to severe weather conditions, including flooding, and the impact of Tropical Cyclone Alfred. Extreme weather events have and could result in work stoppages, reduced productivity, damage to property and safety implications for

personnel at those sites, negatively impacting the scheduling and profitability of our affected operations and projects. Natural disasters may also affect our operations and financial performance.

We are exposed to risks from the physical effects of climate change such as rise in temperature, sea-level rise, changes in precipitation patterns, fluctuations in water levels or the more frequent occurrence of extreme temperatures, droughts, or other extreme meteorological phenomena, such as cyclones or hurricanes. These effects could adversely impact our operations, assets and supply chains.

The factors discussed above could have an adverse effect on our business, cash flows, financial condition and the results of our operations. During periods of curtailed activity due to adverse weather conditions or other force majeure events, we may continue to incur operating expenses, while the profitability of affected contracts and operations may be reduced.

We are also exposed to weather-related risks as a result of our investments in renewable power generation projects. The generation of electricity from renewable resources is heavily influenced by weather patterns. The success of our energy projects relies on natural elements, such as wind intensity or speed, rainfall, and solar irradiation, which are beyond our control and can fluctuate significantly over time. Unfavorable weather conditions, particularly over an extended period, could negatively impact the profitability of the affected projects, resulting in adverse effects on our business, financial performance, and other operational outcomes.

Our investment into renewable energy projects exposes us to risks associated with electricity transmission and distribution.

Our investment in, and amount of work in hand for, energy projects necessitates connecting such projects to the relevant electricity transmission grids for the sale of the electricity generated. The success of constructing renewable energy projects in specific locations is reliant on the ability to establish connections to these grids. These projects are also impacted by factors including the extent of transmission infrastructure construction required and the reliability and presence of local transmission infrastructure. We cannot guarantee we will be successful in securing adequate grid connections for our energy projects within the anticipated timeframes and at expected costs. We may encounter obstacles, such as a lack of available grid capacity, congestion, grid manager limitations, overproduction by connected facilities, or excessive fluctuations in electricity market prices, all of which could negatively impact our business, financial condition, and the results of our operations.

We face risks in connection with the expansion of our business operations and risks associated with the acquisition of other businesses.

From time to time, we evaluate acquisition opportunities across our assets and businesses or expand our operations into new sectors and geographies.

We may fail to achieve our objectives in undertaking acquisitions and expansions. This could result, for example, from our failure to understand the acquisition or market; our failure to align an acquisition to our operating model; our failure to identify and maximize integration savings; resistance of personnel to adapt or cultural misalignment; our overestimation of revenue forecasts; customer defection; technological challenges; our failure to deliver key growth projects tied to acquisitions; acquisitions negatively impacting existing project approvals; or our failure to effectively manage governmental, regulatory and other stakeholders.

If we acquire businesses or expand into new geographies, we will face additional risks associated with operating in jurisdictions in which we have limited experience and may not be familiar with local market dynamics, business practices and regulation.

We conduct due diligence investigations in connection with any acquisition and we may rely on employees and third parties we engage as part of the due diligence process to conduct such due diligence investigations. We may also rely on information provided by the seller as part of our due diligence investigations. To the extent that any investigation by our employees or third parties—or any information provided by or on behalf of the seller or third parties we engage—is incomplete, incorrect, inaccurate or misleading, the actual performance of an acquired asset may be materially different than expected, which may have an adverse impact on our financial position and performance.

When we acquire another company, the liabilities (including financial debt, whether assumed or refinanced) of the company acquired become our liabilities, which may increase our financial leverage and result in changes to credit metrics, which could adversely impact our funding capacity and credit rating. For example, as a result of us consolidating the results of Thiess into our accounts following our acquisition of a 10% interest in Thiess in April 2024, our interest-bearing liabilities increased A$1,959.8 million as at December 31, 2024. For more information about this acquisition, see "*Management's discussion and analysis of financial condition and results of operations—Key drivers of our financial performance—Thiess*".

Acquisitions or disposals could also lead to changes in our future capital and operating expenditure obligations, which may impact our funding requirements. Integrating new businesses into our operations may be costly and may occupy a large amount of management's time, and merger synergies identified at the time of entering a transaction may not be realized post-completion.

We may not be successful in attracting or retaining key personnel.

Our success depends on the efforts, abilities, experience and expertise of our senior management teams and on recruiting, retaining, motivating, effectively communicating with and developing highly skilled and competent people at all levels of our organization. Competition for qualified personnel has been and is expected to continue to be intense across our businesses and the markets in which we operate. We have lost employees and potential employees to those competitors who are able to offer more competitive salary packages, and we have been required to significantly increase our related staff costs to successfully retain and recruit others. There are currently shortages in the supply of personnel for public infrastructure occupations in Australia. According to Infrastructure Australia, there was a labor shortage of 141,000 full time workers as of October 2025, with the key occupational groups in shortage being engineers, architects, scientists and trades and laborers. In particular, there is a shortage of laborers who are skilled in renewables-related projects, such as installing transmission lines and batteries. The skilled staff shortage currently facing the market in Australia may adversely impact our ability to bid for, and win, new projects and to continue to expand our business, thereby reducing our revenues. In addition, we operate in locations that are remote or have otherwise been challenging to recruit for. Increased public infrastructure spending in less populated areas such as northern Australia and regional areas may accentuate these issues, resulting in increased staffing costs. If we cannot recruit and retain the employees necessary to execute our contracts or to perform the necessary corporate activities, we may be required to rely on less skilled and experienced people, increasing our performance risk.

We rely on information technology to operate our business and cyber security risks and other similar incidents could adversely affect our business and disrupt operations.

Our operations rely on IT systems, including IT infrastructure such as servers, storage, databases and telecommunications infrastructure, as well as software applications and control and processing systems. We rely on computer and technology systems for important functions such as site operations and coordination, planning and procurement activities.

Cyber security risks, including threats to our IT systems from computer viruses, unauthorized access, cyber-attacks and other similar disruptions, have evolved rapidly in recent years and impact all sectors of the economy, including our industries. The increased availability and sophistication of AI tools have increased these risks, as attackers are able to use these tools to plan and execute cyberattacks, enabling more personalized and harder-to-detect social engineering attacks, improving vulnerability discovery and increasing the frequency, speed and scale of attacks. Computers and telecommunication systems are integral to our daily activities and the activities of our business partners. We use these systems to analyze and store financial and operating data and to communicate within our businesses and with outside business partners and customers. Technical system flaws, power loss, cyber security risks (including cyber or phishing-attacks), unauthorized access, malicious software, data privacy breaches by employees, contractors or others with authorized access, ransomware, and other cyber security issues could compromise our computer and telecommunications systems or those of our business partners or customers. Any compromise of our computer and telecommunications systems or those of our business partners or customers can result in disruptions to our critical business processes or the access to, fraud and disclosure, or loss, of our data and commercially sensitive information.

We are subject to data protection laws and regulations in the jurisdictions in which we operate our business. Complying with these laws and regulations requires us to deploy hardware and software protected from unauthorized access by persons outside or within our business. Laws and regulations governing data privacy and unauthorized disclosure of confidential information, such as the Australian Privacy Act 1988 and state data protection legislation in Australia, and similar legislation in other jurisdictions, pose increasingly complex compliance challenges and potentially elevates our costs, and any failure to comply with these laws and regulations, including as a result of a third party gaining unauthorized access to our IT systems, could result in penalties and legal liability and adversely impact our reputation. A number of our business partners and other third parties could also store confidential data relating to our business, customers and our employees, and any breach of their systems could also harm us.

A disruption, failure or cyber attack against our operating systems or of the networks and infrastructure on which we rely could damage certain assets and delay the delivery of our projects. As a result, any such disruption, failure or cyber attack, and any resulting investigation or remediation costs, litigation or regulatory

action, could lead to reputational damage and have an adverse impact on our relationships with our customers, including governments. These matters may make them unwilling to partner with us given the perceived risk to them from such disruption, failure or cyber attack, adversely impacting our profitability and financial position. In addition, as technologies evolve and cyber security attacks become more sophisticated, we may incur significant costs to continue to upgrade and enhance our security measures to protect against such attacks and we may face difficulties in fully anticipating or implementing adequate preventive measures or mitigating potential harm.

Our use of artificial intelligence tools may expose us to new risks and uncertainties.

We have developed and deployed AI tools, such as generative AI and AI agents, to support a range of business functions such as safety, project performance, and procurement. We currently use these AI tools to automate routine tasks and improve our operational efficiency. For more information about the AI tools we use in our business, see "*Business—Research, development and information technology*". Inadequate development and deployment practices, such as poor design, insufficient testing, inadequate safeguards or inappropriate reliance on these tools, could result in adverse consequences, such as our employees relying on inaccurate or incomplete outputs, which could negatively impact our business and results of operations. While we currently only use one third-party AI tool, as our AI adoption continues, we may adopt more third-party AI tools, increasing our exposure to risks arising from the development and training methods used in third-party AI tools, including the potential inclusion of unauthorized material in their training data, over which we have limited visibility or control. Using these third-party tools may also lead to us inadvertently infringing on the intellectual property rights of others and increase data exfiltration risks. The use of AI tools may increase our risk of cyberattacks, system manipulation or data loss if the tools are not designed or implemented with appropriate safeguards. In addition, compliance with new or changing laws, regulations or industry standards relating to AI may impose additional operational risks and costs on our business. Failure to sufficiently manage these risks may negatively impact our business and expose us to adverse legal, regulatory or reputational consequences.

We are not insured against all risks and our insurance may be insufficient to cover losses.

We maintain a range of insurance both as a corporate risk management strategy and in order to satisfy the requirements of many of our contracts. The availability and cost of insurance can change over time and there can be no assurance that the insurance we require will continue to be available at a cost we believe is commercially justified.

Our insurance policies may not be adequate to protect us from the liabilities that we incur in our business. We carry material damage and liability insurance with policy specifications and insured limits that are customarily carried by similar companies. All of our insurance policies are subject to agreed policy terms, conditions and exclusions. Potential losses of a catastrophic nature, such as those arising from floods, earthquakes, terrorism or other similar catastrophic events may be either uninsurable or not insurable on a financially reasonable basis or may be subject to large deductibles. The renewal of insurance is dependent on a number of factors, such as the continued availability of coverage, the nature of the risks to be covered, the extent of the proposed coverage and the costs involved. Management undertakes a review of the continued adequacy of our insurance program on an annual basis. The cost of our insurance policies has and could continue to materially increase as a result of claims made by us or as a result of local or global economic conditions that cause insurance to be more expensive. In recent years, the underwriting market in Australia has been challenging, and we have been required to accept increased exclusions and higher excess payments as underwriters have sought to manage their exposures. If a significant uninsured or underinsured loss occurs, we could be subject to substantial losses.

We purchase our insurance from a number of providers, often in layered insurance or quota share arrangements. If any of our third party insurers fail, abruptly cancel our coverage or otherwise cannot satisfy their insurance requirements to us, then our overall risk exposure and operational expenses could increase and our business operations could be interrupted.

We may be required to bear the costs of tendering for new contracts, contract renewals and contract extensions.

Because most of our work is awarded through a competitive tendering process, we devote substantial resources to preparing tenders. Many tenders require us to undertake extensive work to understand the technical requirements of the project and accurately estimate the costs of completing the project. When we submit tenders for projects on which we bear some or all of the risk of cost overruns, it is particularly important that we devote the substantial resources required to achieve a high level of certainty regarding the costs of the project. Given their complexity and the detail and rigor imposed by government procurement requirements, the costs of

preparing tenders for PPP contracts are particularly high. In addition to the financial costs we incur in preparing tenders, our senior management devotes a considerable proportion of its time participating in tender preparation and tender reviews, which is part of our risk management process.

Public sector entities are often required to award contracts based on the criteria of the lowest cost and/or least risk to the client. Because our approach is to win work based on the quality of our services and we seek to be disciplined about limiting our risk on the projects we win, we may submit tenders that are higher priced or assume less risk than our competitors, which may result in us not winning tenders despite investing significant resources in the tender preparation process.

Although we often receive reimbursement for some or all of our tender costs when we are the losing tenderer, we bear our own costs of preparing tenders as they are incurred, which we record as an expense in the period they are incurred. In a period where we prepare a large number of tenders for significant projects, the costs of doing so – which we pay upfront – may have a material impact on our financial results, particularly if they are not offset by revenue from projects we have won during the period.

Our businesses may be negatively impacted if we are unable to adequately protect intellectual property rights.

Our success is impacted by our ability to differentiate our services through our technologies and know-how, including proprietary software solutions. This includes the ability to protect intellectual property rights. We primarily rely and expect to continue to rely on a combination of trademarks, copyrights, trade secrets, confidentiality agreements, license agreements and other contractual arrangements to protect our interests. However, these methods only provide limited protection and may not adequately protect our interests. Our employees, contractors and joint venture partners are subject to confidentiality obligations, but this protection may be inadequate to deter or prevent misappropriation of our confidential information and/or infringement of our intellectual property rights. Our competitors or others may independently develop technology substantially similar to our trade secret technology or we may be unsuccessful in preserving our intellectual property rights in the future. Our intellectual property rights could be invalidated, circumvented, challenged or infringed upon. Litigation to determine the scope of intellectual property rights, even if ultimately successful, would be costly. In addition, our customers or other third parties may also provide us with their technology and intellectual property. There is a risk that we may not sufficiently protect against improper use, access or dissemination and, as a result, we could be subject to claims and litigation and resulting liabilities, loss of contracts or other consequences that could have an adverse impact on us.

Risks related to environmental, social and governance matters

Increasing attention to environmental, social and governance matters may adversely impact our business and strategic objectives.

As an international construction, mining and minerals processing and services group, we face environmental and sustainability risks in relation to both the physical impacts of climate change and the transition to a low carbon economy. These risks include:

- being subject to additional laws regulating greenhouse gas emissions that lead to increased costs for mitigation, offsets or financial compensatory actions or obligations;
- restricted access to capital, bonding and guarantees, insurance or an inability to attract or retain clients, industry partners and employees;
- adverse impacts to the environment, communities, human rights and social wellbeing, which could affect our relationships with, and be viewed negatively by, the community and other stakeholders and damage our reputation;
- opposition to new projects or constraints on our entry into new jurisdictions by communities, including through legal or social action, or other loss of business opportunities; and
- being subject to or impacted by climate-related litigation (including class actions), and the associated costs and reputational damage.

We may face limited access to financial and other resources due to negative perceptions of the environmental impact of our activities.

Our carbon emissions footprint and our role in the fossil fuel supply chain may lead to negative perceptions and reduced appeal among external stakeholders such as customers, investors and financiers. Some financial institutions and other institutional investors limit their lending to companies that produce commodities associated

with climate change, such as thermal coal, or whose operations otherwise have adverse environmental impacts. Our Thiess business operates a number of thermal coal mines as a contract miner on behalf of their owner. For the year ended December 31, 2025, we earned approximately A$1.7 billion of revenue, or approximately 9.0% of our total revenue, from contracts related to thermal coal, mainly related to Thiess. In addition, investors with exposure to the energy sector or other counterparties have adopted, and may continue to further enhance, their climate targets, either voluntarily or as a result of regulation, which may result in them reducing their exposure to businesses with our profile. As a result, we may find it more difficult or costly to raise funds to finance the development of certain projects – or our business generally – due to shifts in investor sentiment.

The transition to a low carbon economy may increase our costs and lower our revenues for parts of our business.

Changes in energy end-uses that lead to an accelerated reduction in demand for coal and other fossil fuels could negatively impact our business. Mining and the processing of coal and other fossil fuels may decrease more quickly than our mineral processing and mining contracting businesses, Sedgman and Thiess, are able to transition their businesses away from performing services for related projects.

A number of governments and governmental bodies have introduced laws and regulations to reduce greenhouse gas emissions and they may expand these laws and regulations in the future. In 2022, the Australian government committed to significant action to reduce greenhouse gas emissions by legislating national emissions reduction targets of 43% below 2005 levels by 2030 and net zero by 2050. In September 2025, the Australian government announced an additional target of reducing Australia's greenhouse gas emissions to 62-70% below 2005 levels by 2035. A number of state and territory governments in Australia have also introduced distinct and significant emission reduction targets which are equal to, or more ambitious than, the legislated national target. Reducing our emissions footprint and complying with climate-related regulation may increase our operating and compliance costs, in particular as we transition to electric vehicles and renewable energy. Significant uncertainty remains regarding the future of climate change regulation and the effect it may have on our business, although the social and governmental focus on climate change is likely to result in further regulation of industries and companies that generate greenhouse gas emissions, including our business Thiess, which has a significant exposure to thermal coal, or our construction businesses which generate significant carbon emissions from upstream and downstream value chains (such as emissions from the use of diesel fuel and materials such as steel and concrete).

We may face increased costs as a result of the transition to a lower carbon economy, including costs for insuring our assets, implementing technology to mitigate our climate impact and adopting new practices of energy production (including renewable energy), distribution and storage. We may also face sunk costs in connection with the premature adoption of – or investments into – early or immature technologies which ultimately fail to be successful or be widely adopted in the market. Our ability to mitigate our climate impact is also dependent on factors outside our control. For example, we are dependent on the timely commercial availability and integration of external technologies such as renewable energy systems and equipment electrification into the supply chain. If we are unable to successfully mitigate the risks related to climate change, including the adaptation of our business to a changing energy environment, we may experience an adverse impact on our business, financial position and the results of our operation.

We are subject to extensive environmental, health and safety regulations, compliance with which may be difficult or expensive.

The Australian government and the governments of other jurisdictions in which we operate have extensive environmental, health and safety regulations with which we are required to comply. Failure to comply with these regulations may result in penalties, fines, suspension or revocation of our licenses or permits to conduct business, and litigation. Given the magnitude and complexity of these regulations, compliance may be difficult to achieve and may involve significant financial and other resources to establish efficient compliance and monitoring systems.

Environmental, health and safety regulations are constantly evolving. The Australian government or the governments of other jurisdictions where we operate have adopted and may continue to further adopt additional or stricter laws or regulations, compliance with which may cause us to incur significant costs which we may be unable to pass on to our customers. If we fail to comply with these laws and regulations, we could become subject to substantial fines and penalties, clean-up obligations, third-party property damage or personal injury claims, as well as reputational damage.

Our employees work on projects that are inherently dangerous and accidents occur in our business from time to time which could result in significant losses.

Our project sites can place our employees and others near large equipment, dangerous processes or highly dangerous and toxic materials, and in challenging environments. Our operations are subject to hazards inherent in providing construction and contract mining services, such as the risk of equipment failure, industrial accidents, fire, explosion and other harmful events. These hazards can cause business interruptions; damage to, or destruction of, property and equipment; personal injury or death of employees or third parties; and pollution and environmental degradation.

Safety is a primary focus of our business and is critical to our reputation. We are often responsible for safety on the project sites where we work. Many of our clients require that we meet certain safety criteria to be eligible to bid on contracts, and some of our contract fees or profits are subject to satisfying safety criteria. Unsafe work conditions also have the potential of increasing employee turnover, increasing project costs, raising our operating costs, adversely impacting our reputation and may result in government investigations and the cancellation of authorizations and permits on our sites. If we fail to implement appropriate safety procedures and/ or if our procedures fail, our employees or others may suffer injuries or even loss of life. Even with our safety protocols and monitoring, we experience a number of workplace accidents each year. While we have general insurance policies in place to protect against costs associated with workplace accidents and injuries, there is no guarantee that these policies will provide adequate coverage for all accidents and injuries that occur, which may leave us liable to cover any gaps.

Although we maintain functional groups whose primary purpose is to implement effective health, safety and environmental procedures throughout our company, the failure to comply with such procedures, client contracts or applicable regulations could subject us to losses and liability. Time spent by our management and directors responding to such an incident, including any related prosecution, may impact management of our ongoing business. Additionally, the occurrence of any of these risks may subject us to significant adverse publicity, which could harm our reputation and may materially adversely impact our ability to win projects in the future.

We are subject to risks relating to environmental incidents and the handling of hazardous materials.

We often work within, or adjacent to, sensitive environments and ecosystems and our projects can involve us and/or our sub-contractors handling hazardous and highly regulated materials. An environmental incident or the improper handling or disposal of hazardous materials may have a lasting negative impact on the environment, wildlife or the communities in which we work and could subject us to significant legal liabilities.

Environmental laws in the markets in which we operate may impose strict liability in the event of damage to natural resources or threats to public safety and health. As a result, we may be held liable for environmental damage regardless of whether we have acted negligently, or we may incur fines whether or not damage exists or is proven. The relevant authorities may impose fines or sanctions, or may revoke and refuse to grant authorizations and permits, because of a breach by our business of applicable regulations. Compliance costs, remediation requirements, and legal claims related to personal injury, property damage or natural resource damage resulting from exposure to hazardous materials could be substantial and may not be covered by insurance, potentially impacting our profits and the future of our operations. Any such incidents or events could have a negative impact on profitable project execution and our reputation, which could materially adversely affect our business, cash flows, financial condition and the results of operations.

Climate-related concerns about the extraction and use of thermal coal may adversely affect our business, particularly our Thiess business.

Historically, providing contract mining services to thermal coal mines has constituted a significant part of Thiess' business and providing mineral processing services to thermal coal miners has represented a significant part of Sedgman's business. As a result of climate change concerns, the extraction and use of thermal coal has attracted significant public and regulatory scrutiny, and that scrutiny has extended to many participants in the thermal coal supply chain.

Governments around the world are adopting measures to limit or replace thermal coal as a fuel for electricity. While replacing thermal coal in electricity generation is a process that we expect will take several decades, we expect that at some point demand for thermal coal will decrease, potentially rapidly. At that point, demand for Thiess' and Sedgman's services from miners of thermal coal will also decrease.

Many financial institutions, including institutional investors, banks and insurance companies have been seeking to reduce or eliminate their exposure to thermal coal, and they continue to be under significant public pressure to continue to do so, including as a result of being subject to external sustainability or ESG ratings or

standards. As a result, it has become more difficult and expensive for companies with significant thermal coal exposure to obtain finance and insurance.

While both Thiess and Sedgman have significantly reduced the proportion of their work that relates to thermal coal in recent years and intend to reduce it further, the proportion remains substantial. In 2025, 26.0% of Thiess' revenue related to thermal coal, down from 33.1% in 2023. As a result of these exposures, we and Thiess face potential adverse consequences associated with our exposure to thermal coal, including:

- we, Thiess, or our thermal coal clients experiencing reduced access to capital, increased borrowing costs and/or reduced access to surety bonds, bank guarantees and letters of credit;
- reduced availability and/or increased cost of insurance of our, Thiess' or our clients' thermal coal-related operations; and
- limited flexibility in potential business development activities such as mergers, acquisitions and divestments, particularly involving Thiess.

We are subject to compliance risks and a failure of governance processes may result in breaches of competition, anti-corruption, anti-bribery and anti-money laundering legislation which may negatively affect our business operations.

We are subject to anti-corruption, anti-bribery and anti-money laundering, sanctions and similar laws and regulations in the jurisdictions in which we operate. We are also subject to strict probity requirements when we bid for government work. These laws and regulations generally prohibit companies and company employees from engaging in bribery or other prohibited payments to government officials for the purpose of obtaining or retaining business, implement restrictions on certain business relationships and require companies to maintain accurate books and records and internal controls. We deal with a broad range of counterparties on a regular basis through our business relationships and contracts. Given the nature of our operations and activities, we are particularly exposed to the risk of violations of anti-corruption and anti-bribery laws in connection with our operational, marketing, trading and procurement activities. A company may be found liable for violations by not only its employees, but also by its contractors and third-party agents. Our internal procedures and policies may not always be effective in ensuring that we, our employees, contractors or third-party agents will comply strictly with all applicable laws. If we become subject to an enforcement action or we are found to be in violation of such laws, this may have a material adverse effect on our reputation and may result in significant penalties or sanctions and may have a material adverse effect on our business, financial condition or results of operations.

We are also subject to various laws and regulations relating to competition. We regularly participate in public and private bidding or tendering processes for projects. In an effort to prevent collusion and cartels in the construction sector, many competition authorities regularly scrutinize bidding processes. If in any tender, a breach of competition regulation by our employees is found to have occurred, we may face civil and/or criminal penalties, damage claims or other sanctions and be barred from future public and private bidding processes.

We have implemented a compliance regime which aims to achieve compliance with applicable competition, anti-corruption, anti-bribery and anti-money laundering legislation. We also have tender preparation governance processes that are intended to ensure compliance with applicable laws and regulations, including government procurement requirements. However, we rely on our employees and contractors to conduct our operations in compliance with all applicable laws and our policies. Any violation of such laws or policies could result in significant criminal or civil liability for us and other sanctions, including fines, denial of export privileges, injunctions, asset seizures, debarment from government contracts, termination of existing contracts, revocations or restrictions of licenses, criminal fines and imprisonment of key personnel, any of which could have a material adverse effect on our business. In addition, such violations could also negatively impact our reputation and, consequently, our ability to win future business and could adversely affect our business.

We have, in the past, been subject to investigations in certain jurisdictions regarding breaches of compliance laws. See "*Business—Legal proceedings*" for further information.

We may be exposed to fraudulent and inappropriate employee behavior and incidents of human error.

We are exposed to risks associated with human error (for example, through phishing attempts by cyber criminals) and fraudulent behavior of our officers, employees, consultants, contractors and contractual counterparties. The occurrence of such behavior could materially adversely affect our business, cash flow, financial condition and results of operations.

In addition, we are exposed to risks associated with inappropriate behavior of our officers, employees, consultants, contractors and contractual counterparties, including sexual, gender, racial, cultural or any other

form of discrimination, harassment, victimization, vilification or bullying. Such behavior could impact employee wellbeing, trust and engagement in addition to our reputation, which in turn could adversely affect our financial performance and prospects.

Our operations in emerging markets expose us to additional risks and uncertainties.

We generate a portion of our revenue from emerging markets, including Mongolia, Indonesia and Cambodia. Operating in these markets increases our exposure to sovereign risks, such as expropriation, political instability, changing laws, import and export restrictions, exchange controls and restrictions on repatriation of earnings or proceeds from liquidated assets of foreign subsidiaries, as well as workforce instability and adverse currency movements. The occurrence of one or more of these risks may disrupt or lead to the termination of our operations, restrict the movement of funds or limit repatriation of profits, lead to international sanctions, restrict our financing abilities or limit access to markets for periods of time.

Risks related to our structure and our financial arrangements

Our various joint ventures or other similar partnerships may expose us to liability.

We often bid for contracts jointly with a consortium or joint venture partner/s and assume joint and several liability for contractual performance. In these circumstances, our ability to maximize the profitability and ensure the success of the project may be adversely impacted by the performance of our consortium or joint venture partner/s. Additionally, we may be dependent upon the expertise of such partner/s in order to assess certain risks and discharge the technical obligations involved in the contract. If our partner/s are unable to perform as required or provide the anticipated expertise, we may be unable to perform our obligations under the contract or we may be subject to increased costs. In certain circumstances, we may be jointly and severally liable for the acts and omissions of our consortium or joint venture partner/s, including liabilities stemming from lawsuits, and we could be required to make additional investments or pay more than our proportionate share of a liability to make up for our partner/s' shortfall or significant losses for us with respect to the joint venture. In addition, our reputation could be affected in these circumstances or if our brands are associated with a partner that has engaged in misconduct or has been negligent, either in connection with the relevant project or a separate project. The acts and omissions of our joint venture partner/s may have a material adverse effect on our business, financial condition, the results of operations and our prospects.

For some time, competition authorities have intensified their scrutiny of the construction business and assessed compliance with competition regulations by competitors who enter into consortia, joint ventures and similar partnerships to deliver discrete projects. If any member of our business – in connection with any co-operative venture we have formed with a competitor for a project – is found to be in breach of competition regulations, we may face reputational damage, civil and/or criminal penalties, damage claims or other sanctions and be barred from future public and private bidding processes. See also "*—Risks relating to our business and industry—We are subject to compliance risks and failure in governance processes may result in breaches of competition, anti-corruption and anti-bribery legislation which may negatively affect our business operations*."

Our minority shareholdings or minority board representations in some companies, joint ventures and partnerships might limit our ability to realize our strategic goals and standards in connection with certain investments.

We hold minority stakes in a number of companies, joint ventures and partnerships and hold minority board representation in some of our subsidiaries and participations. As a consequence, we may only have limited power to influence important decisions with respect to these companies and these companies may take decisions that are unfavorable to our interests.

In addition, third parties hold minority positions in some of our majority-owned subsidiaries or, in the case of some of our joint ventures, 50%. These arrangements could disadvantage us if the interests of such third-party shareholders are not in line with our interests. Even where we hold a majority stake in a company, we may not be able to realize our strategic goals and standards due to minority or third-party shareholders' rights. This could have a material adverse effect on our business, cash flows, financial condition and results of operations.

Our agreement with Elliott in relation to Thiess includes a put option for Elliott to sell its interest in Thiess to us, which, if exercised, will require us to fund the purchase price and restructure or refinance Thiess' debt.

On December 31, 2020, we sold a 50% equity interest in Thiess to Elliott. The price for Elliott's 50% equity interest in Thiess implied an enterprise valuation of Thiess of approximately A$4.3 billion. In April 2024, we acquired a 10% equity interest in Thiess from Elliott for a cash purchase price of A$320.0 million, taking our

ownership in Thiess to 60%. Our agreement with Elliott includes a put option for Elliott to sell its remaining 40% equity interest in Thiess ordinary shares and Class A preference shares back to us, either in whole or in increments of a minimum of 5% of Thiess' equity, which is exercisable until December 31, 2026. If Elliott were to exercise its put option, we would have to repurchase Elliott's interest at a price that is the lower of (i) Elliott's acquisition price or (ii) a price determined by reference to movements in the S&P / ASX 200 Total Return Index, in each case plus the accrued value of any shortfall in agreed minimum distributions. In addition, Elliott has a put option over its Thiess Class C preference shares that becomes exercisable six months after it exercises its option over the ordinary and Class A preference shares. We have a call option over Elliott's Class C preference shares exercisable from the date Elliott ceases to own any Class A preference shares. Our obligations under the options are guaranteed by our parent, HOCHTIEF AG. HOCHTIEF Australia Holdings Limited, our immediate parent company, and HOCHTIEF Aktiengesellschaft, HAHL's parent company have also agreed to fund the consideration payable to Elliott in connection with the repurchase of Elliott's shares up to a maximum amount of A$1,235.3 million, which is the maximum amount payable under the options. As a result, of this agreement, we may be required to re-purchase Thiess at an unfavorable price and/or at a time at which such a transaction may not be in our commercial interest and we may be required to raise financing on unfavorable terms, any of which may adversely impact our business, cash flows, financial condition and the results of operations.

If we are required to repurchase all of Elliott's interest in Thiess, we are required under a number of our financing arrangements (including the Notes) to accede Thiess as a guarantor under these financing arrangements upon the earlier of: (i) 364 days after Thiess becomes a wholly-owned subsidiary of the Parent Guarantor and (ii) the first date on which Thiess or any of its Subsidiaries becomes a borrower under or guarantees any Material Indebtedness (as defined in the "*Description of the Notes and Guarantees*"). Under most of our financing arrangements, we and our subsidiaries are restricted, among other things, from granting security or liens over our assets. Once Thiess becomes a guarantor under those facilities, it will be subject to the same restriction. As of December 31, 2025, Thiess had A$1,925.3 million of interest-bearing liabilities, substantially all of which were secured by a range of security interests over substantially all of Thiess' assets. As a result, if Thiess were to become a wholly-owned subsidiary of the Parent Guarantor, it is likely that we will have to either refinance or restructure the existing Thiess debt to release these security arrangements within 364 days after Thiess becomes a wholly-owned subsidiary of the Parent Guarantor.

There are risks related to our ownership structure as HOCHTIEF AG indirectly holds all outstanding shares in the Parent Guarantor.

As of the date of this offering memorandum, HOCHTIEF AG indirectly through its subsidiaries holds 100% of the Parent Guarantor's share capital. As at December 31, 2025, ACS, Actividades de Construcción y Servicios, SA ("ACS") held 77.77% of the issued shares in HOCHTIEF AG (see "*Business—Ownership and structure*" for further information). Therefore, HOCHTIEF AG (and ACS effectively through its shareholding in HOCHTIEF AG) controls all of our voting power, and therefore has the ability to control the outcome of all matters submitted to it for approval, including the election, removal and replacement of directors, including our independent directors and any merger, consolidation, or sale of all or substantially all of our assets, and has the ability to control our management.

We require substantial capital and if we are unable to raise funds on favorable terms, including in order to fund our projects and refinance our existing debt, our business could be adversely affected.

The construction, contract mining and certain of the services industries in which we operate are capital intensive. Under many of our contracts, we are required to finance the purchase of materials and the delivery of engineering, construction and other work on projects before we receive progress payments from customers in amounts sufficient to cover our expenditures. We have significant working capital requirements. Our working capital requirements may increase further if we are required to provide our customers with more favorable payment terms to compete successfully for certain projects. These terms may include reduced advance payments from customers and payment schedules from customers that are less favorable to us. We may also require significant capital to purchase production equipment, develop new services and products, and to develop and implement new technologies. To the extent that our funding requirements exceed our financial resources, we will be required to seek additional debt or equity financing or to defer planned expenditures.

We have covered our past financing requirements through the issuance of equity, bonds and promissory loan agreements, as well as syndicated and bilateral bank loans and other forms of debt financing. In addition, we require substantial guarantee facilities to be able to provide tender, performance, warranty and other types of guarantees, which are usually required for construction projects.

We have significant debt obligations and rely on access to debt financing to conduct our business. We may also need to raise additional debt to refinance Thiess' existing secured debt. For more information, see "*—Our*

agreement with Elliott in relation to Thiess includes a put option for Elliott to sell its interest in Thiess to us, which, if exercised, will require us to fund the purchase price and restructure or refinance Thiess' debt". There is a risk that we may not be able to arrange sufficient financing to support our business objectives or refinance existing indebtedness as and when required, on reasonable terms or at all.

Our ability to secure financing (or financing on acceptable terms) may be adversely affected by volatility in financial markets, destabilizing events and disruption to the geopolitical environment and our industry or economic sector, or by a downgrade in our credit rating. For these or other reasons, financing may be unavailable to us, or our cost of financing may be significantly increased. Such inability to obtain financing, or an increase in the costs of financing, could materially and adversely affect our business, the results of operations and our financial position. See "*—Interest rate fluctuations may lead to an increase in our financing costs.*"

We seek to maintain sufficient liquid assets and available committed credit facilities to meet short-term and medium-term liquidity requirements. As of December 31, 2025, we had total available liquidity of A$6,367.7 million, comprising A$2,984.8 million in committed but undrawn bank facilities and A$3,382.9 million in cash and cash equivalents. See "*Management's discussion and analysis of financial condition and results of operations—Liquidity and capital resources—Indebtedness.*" If we fail to properly manage our liquidity position in the future, or if markets are not available to us at the time that we require any financing, there is a risk that our business and financial flexibility may be adversely affected.

Our credit rating may be downgraded.

As at the date of this offering memorandum, we have long-term corporate credit ratings of BBB-/A-3 (outlook stable) by S&P Global Ratings Australia Pty Ltd ("S&P") and Baa3 (outlook stable) by Moody's Investors Service Pty Ltd.

Credit ratings are subject to revision, suspension or withdrawal at any time by the assigning rating agency. Rating agencies may also revise or replace entirely the methodology applied to derive credit ratings. We can give no assurances that our credit rating will remain for any period of time or that our credit rating will not be lowered or withdrawn entirely by a rating agency if, in its judgment, circumstances in the future so warrant, or if a different methodology is applied to derive that credit rating.

Any downgrade of our credit rating could impact our ability to obtain financing, increase our future financing costs, affect the terms on which suppliers extend us credit, impact our ability to win work, impact our ability to access capital markets and/or have an adverse effect on the trading price of the Notes. A downgrade could also cause the instruments governing any future debt to contain more restrictive covenants which, in turn, could limit our ability to obtain additional financing or to respond to changes in business, economic or market conditions.

We are subject to financial and other covenants that could limit our flexibility in managing our business.

Our debt instruments require compliance with certain covenants and undertakings, such as restrictions on the level of gearing and restrictions on the granting of security for financial indebtedness by the Parent Guarantor and certain of its subsidiaries. In addition, certain of our debt facilities require us to maintain specified financial ratios, for example in relation to gearing, which may require that we – or they – take action to reduce debt or to act in a manner contrary to our business objectives. See "*Management's discussion and analysis of financial condition and results of operations—Liquidity and capital resources—Indebtedness*" for more information.

We may not be able to comply with all our covenants or meet any required financial ratios prescribed in our debt facilities, and our lenders may not waive any failure by us to do so. A breach of any of these covenants or failure to maintain any required ratios could result in an event of default under the relevant debt facility, and any such event of default under such debt facilities could result in an event of default under the Indenture governing the Notes offered hereby and our other debt agreements, which would enable such creditors to accelerate our repayment obligations.

We are exposed to foreign currency risk.

We are exposed to foreign currency risk principally from commercial transactions and valuations of assets and liabilities that are denominated in a currency that is not our functional currency, Australian Dollars. Our exposure to foreign currency risk arises principally through the generation of revenue and operating expenditure incurred in the countries we operate in outside of Australia. The most significant foreign currencies that we are exposed to are the United States dollar and the Hong Kong dollar, which is pegged to the United States dollar.

As at December 31, 2025, we had the equivalent of US$2,225.6 million of assets and US$1,926.0 million of liabilities denominated in US$. The majority of our US$ balances are held in entities with a US$ functional currency.

We enter into hedging transactions under our foreign currency hedging policy from time to time, with the objective of mitigating the effect of foreign currency exchange rate volatility. Consistent with our hedging policy, we measure our foreign currency exposure and monitor foreign currency market conditions and enter into hedging transactions as appropriate. However, our failure to effectively manage foreign currency risk could impact our profit and cash flows. Furthermore, we may incur losses as a result of the hedging positions we have adopted to protect ourselves against foreign currency risk.

We can give no assurances that we will successfully manage our exposure to exchange rate fluctuations and that exchange rate fluctuations will not have a material adverse effect on our future financial position and performance.

Interest rate fluctuations may lead to an increase in our financing costs.

We are exposed to interest rate risk arising from our borrowings. Borrowings issued at variable rates expose us to cash flow interest rate risk. Borrowings issued at fixed rates expose us to fair value interest rate risk. As at December 31, 2025, on a consolidated basis, we had a total of A$6,218.4 million of interest-bearing loans and borrowings, of which A$2,049.8 million bore interest at fixed rates and A$4,168.6 million bore interest at floating rates. Increases in interest rates, either through increases in base rates or borrowing margins, may reduce our cash flow and profitability.

Risks relating to our regulatory, tax and legal environment

Our business is subject to extensive laws and regulations, including tax regulations, that are subject to change in ways that could adversely affect our business and financial position.

Our business is subject to numerous laws and regulations in each of the jurisdictions in which we operate. A change in government and/or the laws which apply to our business or the way in which we are regulated could have a material adverse effect on our business, operations and financial position. For example, a change in taxation laws, environmental laws, competition laws or the application of other existing laws or new laws, including any laws relating to climate change and/or carbon emissions, could have a material effect on us. In addition, non-compliance with such laws and regulations, including non-compliance with our fundamental duties under the Australian Corporations Act, could have an adverse effect on us. It is not uncommon for the governments of jurisdictions in which we operate to review the markets, laws, and regulations which impact our business from time to time and this can lead to changes in the regulatory environment in which we or our joint venture partners operate.

Because we operate in numerous jurisdictions, we are also exposed to specific tax risks. This applies, in particular, to the tax treatment of cross-border transactions, including the transfer pricing rules applicable in several jurisdictions and in relation to cross-border business relationships. These rules require enterprises to conduct any related party transactions on the same terms and conditions which would apply among unrelated third parties and to provide sufficient documentation thereof, subject to the rules applicable in the relevant jurisdictions. If inter-company transactions of our companies are not conducted at arm's length terms, or if documentation is not sufficient, this could result in a higher tax burden for us than otherwise expected.

Our companies are subject to periodic and ad hoc tax audits, reviews and investigations by the relevant tax authorities. As a result of current or future tax audits or other reviews by the tax authorities, additional taxes (including company taxes, withholding taxes, transfer taxes, or value added tax ("VAT")) could be imposed on our companies (for example in connection with restructuring measures, transaction costs, refund of input VAT, intra-group pricing terms, tax deductibility of interest paid or payroll taxes). Additional taxes, including interest and penalty payments or social security payments, could be imposed in relation to past, current or future tax assessment periods. This could lead to an increase in our tax obligations, either as a result of the relevant tax payment being imposed directly on us, or as a result of becoming liable for the relevant tax as a secondary obligor following the primary obligor's (for example, an employee) failure to pay. This may be due to an interpretation or view of laws and facts by tax authorities in a manner deviating from our interpretation.

There are also risks associated with bribery, corruption and modern slavery for businesses involved in the construction and resources industries across multiple jurisdictions. Any failure to manage these risks may give rise to serious crimes under Australian and/or foreign laws.

We are involved in litigation and regulatory proceedings, potential liability claims and contract disputes that may have a material adverse effect on our cash flows, financial condition and results of operations.

Our normal business operations expose us to a variety of legal and regulatory proceedings, liability claims and contract disputes, including legal proceedings by us or our joint venture partners or being named as a

defendant in legal proceedings where parties make a claim for damages or other remedies with respect to our projects or other matters. In most cases, the outcome of legal disputes and regulatory proceedings is hard to predict. We recognize provisions for ongoing litigation on the basis of estimated risk. While we consider our accounting provisions to be sufficient at this time, an unfavorable resolution of a particular legal proceeding or claim, whether through a settlement, mediation, court judgment, or otherwise, could have a material adverse effect on our business, cash flows, financial condition and the results of operations and, in some cases, on our reputation; our ability to obtain projects from customers, including governmental entities; and could lead to a significant write down of our assets.

In addition, in proceedings where it is determined that we have liability, we may not be covered by insurance or these liabilities may exceed our coverage. Even where insurance is maintained for such exposure, the policies have deductibles resulting in our assuming exposure for a layer of coverage with respect to any such claims. Any liability not covered by our insurance, in excess of our insurance limits or, if covered by insurance but subject to a high deductible, could have a material adverse impact on us.

See "*Business—Legal proceedings*" and Note 33 of our audited consolidated financial statements included in this offering memorandum for more information regarding material legal proceedings and regulatory investigations in which we are involved.

Risks relating to the Notes

Because the Notes and the Guarantees are unsecured, your right to receive payment may be adversely affected.

The Notes and the Guarantees will be unsecured. As of December 31, 2025, on a consolidated basis, we had outstanding debt of A$6,954.7 million in principal amount, of which A$1,925.3 million was secured, non-recourse debt (all of which is issued by Thiess), A$4,293.1 million was unsecured, senior debt and A$736.3 million was lease liabilities (AASB 16). To the extent that we grant security interests over the assets of any of the Issuer, the Guarantors or any of the Parent Guarantor's other subsidiaries, the secured lenders will be entitled to exercise the remedies available to them under applicable laws. Depending on the relevant circumstances and applicable laws, if the Issuer defaults on the Notes or any of the Guarantors defaults on the Guarantees, or after the bankruptcy, liquidation or reorganization of any of them, any assets that are secured will be used to satisfy the obligations they secure before such assets are available for payments on the Notes or the Guarantees. In such case, there may only be limited assets available to make payments on the Notes or the Guarantees. There can be no assurance that there will be sufficient assets to pay amounts due on the Notes or the Guarantees. As a result, you may receive less ratably than the lenders of our secured indebtedness. If there is not enough collateral to satisfy the secured indebtedness owing by the Issuer or any Guarantor then, subject to the provisions of applicable laws, the amounts remaining unpaid on such secured indebtedness would share equally with all unsubordinated unsecured indebtedness of the Issuer or any Guarantor (including amounts owing under the Notes and the Guarantees).

The Parent Guarantor is a holding company and its ability to satisfy its payment obligations (including payments under the Guarantee) depends on the receipt of funds from its subsidiaries and participations.

The Parent Guarantor is a holding company with no significant assets other than its interests in its subsidiaries and participations through which it conducts its operations. Its ability to satisfy its payment obligations (including payment obligations in respect of its Guarantee) mainly depends on the receipt of sufficient funds from its subsidiaries and participations, including our operating companies. The extent of any such cash flows to the Parent Guarantor, in turn, depends on the business, financial condition, results of operations and cash flows of these subsidiaries and participations.

The transfer of funds from subsidiaries may be or may become restricted by law or otherwise; in particular, contractual restrictions may be included in financing arrangements entered into by subsidiaries and participations. Furthermore, payments may become restricted, directly or indirectly, by the terms of our credit facilities and other financing arrangements. There can be no assurance that any future credit agreements will not contain such restrictions. There is a risk therefore that the Parent Guarantor may not have sufficient funds to meet its payment obligations under its Guarantee.

Your right to receive payment under the Notes will effectively rank behind the creditors of subsidiaries of the Parent Guarantor.

Not all current and future subsidiaries of the Parent Guarantor will be Subsidiary Guarantors. In the event that any subsidiary of the Parent Guarantor that is not a Subsidiary Guarantor becomes insolvent, liquidates,

reorganizes, dissolves or otherwise winds up, the assets of such subsidiary will be used first to satisfy the claims of its creditors. Consequently, the Notes may be structurally subordinated to all liabilities, including trade payables, lease obligations and liquidation preference on any preferred stock, whether or not secured, of any subsidiaries of the Parent Guarantor that do not guarantee the Notes and any subsidiaries that we may in the future acquire or establish. See also "*—Thiess will not guarantee the Notes and the terms of the Notes permit Thiess to have a substantial amount of secured debt.*" Creditors may also include general creditors and taxing authorities. As of December 31, 2025, the subsidiaries of the Parent Guarantor (other than the Issuer, the Subsidiary Guarantors and Thiess) had A$196 million in bank guarantees outstanding. There can be no assurance that the subsidiaries of the Parent Guarantor (other than the Issuer) will not incur additional material indebtedness in the future.

Thiess will not guarantee the Notes and the terms of the Notes permit Thiess to have a substantial amount of secured debt.

As more fully described under "*Description of the Notes and Guarantees—Guarantees*," we do not expect Thiess to become a Guarantor under the Notes unless it becomes a wholly-owned subsidiary of the Parent Guarantor. Even if Thiess becomes a wholly-owned subsidiary, we would have up to 364 days before it could be required to become a Guarantor. Accordingly, investors should not expect the Notes to have credit support from Thiess.

As of December 31, 2025, Thiess had A$1,925.3 million of interest-bearing liabilities, which are non-recourse to CIMIC, substantially all of which were secured by a range of security interests over substantially all of Thiess' assets. The limitations on liens that are applicable to the Issuer and our Guarantors in accordance with the Notes will not be applicable to Thiess Group Holdings or its subsidiaries unless and until they become a CIMIC Group Member. As a result, Thiess will not be restricted from having a substantial amount of secured debt unless and until it becomes a wholly-owned subsidiary of the Parent Guarantor and will be permitted to do so without holders of the Notes being ratably secured for up to 364 days thereafter. For more information, see "*—Our agreement with Elliott in relation to Thiess includes a put option for Elliott to sell its interest in Thiess to us, which, if exercised, will require us to fund the purchase price and restructure or refinance Thiess' debt*".

We may be unable to purchase Notes upon a change of control repurchase event.

Upon the occurrence of a "Change of Control Triggering Event" as defined in "*Description of the Notes and Guarantees—Offer to redeem upon Change of Control Triggering Event,*" we would be required to offer to repurchase all the relevant outstanding Notes at a purchase price equal to 101% of the aggregate principal amount thereof on the date of purchase plus accrued and unpaid interest and additional amounts, if any, to the date of purchase. See "*Description of the Notes and Guarantees—Offer to redeem upon Change of Control Triggering Event*." If a Change of Control Triggering Event were to occur, we cannot assure you that we would have sufficient funds available at such time to repay amounts under the Notes in an amount sufficient to pay the purchase price of the relevant outstanding Notes or that the restrictions in the then-existing contractual obligations would allow us to make such required repurchases.

Another entity that acquires us may have higher debt levels and/or a lower credit rating than we currently hold. These factors could adversely impact our credit capacity and credit rating and the value of your Notes.

If the Issuer defaults on the Notes, or any Guarantor defaults on the Guarantees, your right to receive payments on the Guarantees may be adversely affected by Australian insolvency laws.

The Issuer and majority of the Guarantors are incorporated under the laws of Australia and, therefore, insolvency proceedings with respect to them would be likely to proceed under, and be governed by, Australian insolvency law which is different from the insolvency laws of the United States. If we become insolvent, the treatment and ranking of holders of the Notes and of its other creditors and shareholders under Australian law may be different than the resulting treatment and ranking if we were subject to the bankruptcy laws of the United States or other jurisdictions. In particular, the procedural and substantive provisions of Australian insolvency laws are in some ways more favorable to secured creditors than comparable provisions of United States law. Under these provisions, claims of secured creditors will, subject to certain exceptions as described below, rank ahead of claims of unsecured creditors in a winding up, and it will generally not be possible for the relevant Guarantors, the Issuer or other unsecured creditors to prevent or delay the secured creditors from enforcing their security to repay the debts due to them.

There are particular priority rules concerning "circulating assets", which typically encompass cash at bank (in un-blocked accounts), inventory and receivables. The claims of a secured creditor against circulating assets

are by Australian insolvency law postponed to certain claims by employee creditors against the company, such as for wages, leave entitlements and redundancy payments. This can dilute the assets available to satisfy secured claims.

In addition, in Australia, certain claims of shareholders against the relevant company in a winding up are classified as "subordinated claims", meaning that these claims will rank behind all other debts of, and claims against, the company by unsecured creditors. For example, in a winding-up, if shareholders were to claim damages against the debtor company arising out of the misconduct of that company, the payment of any amounts to shareholders claiming in this way would be deferred until all other non-shareholder creditor claims have first been satisfied. This statutory subordination, however, does not apply to loans provided by shareholders to an insolvent debtor company (there is no doctrine of equitable subordination recognized in Australia).

Australian insolvency laws provide for an "ipso facto" moratorium. This means that enforcement of certain rights against a company under a contract, agreement or arrangement (such as a right entitling a creditor to terminate the contract or to accelerate payments or providing for automatic acceleration) are stayed for a certain period of time (and in some cases indefinitely), if the right for enforcement arises for the reason that the corporation is in voluntary administration, or a managing controller is appointed to it, or it is, or announces that it will be applying to be, subject to a creditors' scheme of arrangement, or that it relates to the company's financial position during any of those proceedings. The specified proceedings do not include liquidation. The ipso facto regime came into effect in Australia in 2018 and applies to ipso facto rights arising under contracts, agreements or arrangements entered into after July 1, 2018, subject to certain exclusions.

However, under applicable regulations, any ipso facto rights under a contract, agreement or arrangement that is or governs securities, financial products, bonds or promissory notes will be exempt from the moratorium. Furthermore, a contract, agreement or arrangement under which a party is or may be liable to subscribe for, or to procure subscribers for, securities, financial products, bonds or promissory notes is also excluded from the stay. Accordingly, these regulations should exclude the Notes and certain other related arrangements from the stay. However, since their commencement in 2018, the legislation and the regulations have rarely been the subject of judicial interpretation. If the regulations are determined not to exclude the Notes or related arrangements from their operation under the exclusions mentioned above or any other exclusion under the regulations, this may render provisions of the Notes or related arrangements unenforceable in Australia where provisions of the Notes or related arrangements are conditioned solely on the occurrence of events giving rise to ipso facto rights.

There is no established trading market for the Notes, and one may not develop.

The Notes will be new securities for which there is currently no established trading market. There can be no assurance regarding the future development of a market for the Notes, the ability of holders of the Notes to sell their Notes or the price at which such holders may be able to sell their Notes. If such a market were to develop, the Notes could trade at prices that may be higher or lower than the initial offering price depending on many factors, including prevailing interest rates, our operating results and the market for similar securities. The initial purchasers have no obligation to make a market for the Notes or to repurchase any Notes. There can be no assurance as to the liquidity of any trading market for the Notes or that an active public market for the Notes will develop. See "*Plan of Distribution.*"

Service of process, enforcement of judgments and bringing of original actions in the United States may be difficult or impossible.

Each of the Issuer and some Guarantors are corporations incorporated under the laws of Australia with limited liability for an unlimited duration. Most of our directors, executive officers and managers of each of the Issuer and the Guarantors and certain of the other parties named in this offering memorandum reside outside the United States. A substantial portion of the Issuer's and the Guarantors' assets and the assets of these other persons are located outside the United States. As a result, it may be difficult or impossible for you to effect service of process for a lawsuit within the United States upon such persons, including with respect to matters arising under the Securities Act, or to enforce against any of them judgments in non-U.S. courts obtained in a court of the United States predicated upon, among other things, the civil liability provisions of the federal securities laws of the United States or state securities laws. There is doubt as to the enforceability, in original actions in Australian courts, of liabilities predicated solely on the U.S. federal securities laws and as to the enforceability, in Australia. See "*Enforcement of Civil Liabilities*."

USE OF PROCEEDS

We estimate that the net proceeds from this offering will be US$640,873,350 after deducting discounts to the initial purchasers but before deducting estimated offering expenses payable by us.

The Issuer intends to use the net proceeds of the offer for general corporate purposes and to provide additional liquidity in the event that CIMIC acquires the 40% of Thiess that it does not currently own.

CAPITALIZATION OF CIMIC GROUP LIMITED

The following table sets forth the capitalization of CIMIC Group Limited on:

- A historical consolidated basis as of December 31, 2025 and as translated into US$; and
- an as adjusted basis to give effect to the receipt of proceeds from the Notes offered by this offering memorandum (after deducting discounts to the initial purchasers but before deducting estimated offering related expenses) and as translated into US$.

After giving effect to the receipt of proceeds from the Notes offered by this offering memorandum (after deducting discounts to the initial purchasers but before deducting estimated offering-related expenses) as described under "*Use of Proceeds*" and below as of December 31, 2025, we would have had A$4,339.4 million (US$2,907.4 million) of cash and cash equivalents and A$7,188.5 million (US$4,816.3 million) in indebtedness.

You should read the following table in conjunction with "*Selected Consolidated Financial Data*," "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and our audited consolidated financial statements included elsewhere in this offering memorandum. For purposes of this table, Australian dollar amounts have been translated to US dollar amounts at the closing rate published by the Reserve Bank of Australia on December 31, 2025 of A$1.00 = US$0.67.

	As at December 31, 2025			
	Actual		As adjusted	
	(US$ million)	(AS$ million)	(US$ million)	(AS$ million)
Interest-bearing liabilities[1]				
Total short-term interest-bearing liabilities	**15.7**	**23.5**	**15.7**	**23.5**
Long-term interest-bearing liabilities				
Bank loans—secured	1,290.0	1,925.3	1,290.0	1,925.3
Bank loans—unsecured	1,476.0	2,203.0	1,476.0	2,203.0
Long-term notes	1,384.6	2,066.6	1,384.6	2,066.6
Notes offered hereby[2]	—	—	650.0	970.1
Total long-term interest-bearing liabilities	**4,150.6**	**6,194.9**	**4,800.6**	**7,165.0**
Total interest-bearing liabilities	**4,166.3**	**6,218.4**	**4,816.3**	**7,188.5**
Equity				
Share capital	977.3	1,458.7	977.3	1,458.7
Reserves	(1,083.1)	(1,616.5)	(1,083.1)	(1,616.5)
Retained earnings	1,124.9	1,678.9	1,124.9	1,678.9
Total equity attributable to equity holders of the parent	1,019.1	1,521.1	1,019.1	1,521.1
Non-controlling interests	101.0	150.7	101.0	150.7
Total equity	**1,120.1**	**1,671.8**	**1,120.1**	**1,671.8**
Total capitalization	**5,286.4**	**7,890.2**	**5,936.4**	**8,860.3**

Notes:

(1) Interest-bearing liabilities are recognized initially at fair value, net of transaction costs incurred. Subsequent to initial recognition, interest-bearing loans are stated at amortized cost. They are not stated at their drawn principal values.

(2) After deducting discounts to the initial purchasers but before deducting estimated offering related expenses.

Except as disclosed or contemplated in this offering memorandum, there has been no material change in our capitalization since December 31, 2025.

SELECTED CONSOLIDATED FINANCIAL DATA

The income statement and cash flow information for the years ended December 31, 2025, 2024 and 2023 and the balance sheet information as of December 31, 2025, 2024 and 2023 have been extracted from our audited consolidated financial statements included in this offering memorandum, and reflect the results of operations, cash flows and assets and liabilities of CIMIC Group Limited for such periods.

Our audited consolidated financial statements have been prepared in accordance with the recognition and measurement principles of AAS and IFRS, which differ from US GAAP. You should read the selected consolidated and combined financial data set forth below together with the information in "Financial Information Presentation," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors," and our audited consolidated financial statements included elsewhere in this offering memorandum.

Consolidated Statement of Profit or Loss Data

	For the year ended December 31,		
	2025	**2024**	**2023**
		(A$ million)	
Revenue	18,634.6	16,757.6	13,279.3
Expenses	(17,962.3)	(16,596.2)	(12,753.0)
Finance income	77.3	82.1	78.2
Finance costs	(545.6)	(475.0)	(263.5)
Share of profits of associates and joint ventures	47.6	39.5	153.3
Other gains[1]	544.6	972.2	—
Profit before tax	**796.2**	**780.2**	**494.3**
Income tax (expense) / benefit	(217.4)	5.9	(55.6)
Profit for the year	**578.8**	**786.1**	**438.7**
(Profit)/Loss for the year attributable to non-controlling interests	(167.2)	(113.6)	(3.5)
Profit for the year attributable to shareholders of the parent entity	**411.6**	**672.5**	**435.2**
Dividends per share—Final	—	—	17.0¢
Dividends per share—Interim	10.6¢	—	39.0¢

Note:

(1) Other gains in 2025 comprised a A$255.6 million gain resulting from a revaluation of the Leakes Road Data Centre, which we subsequently sold, and a A$289.0 million gain resulting from a revaluation of our UGL Transport business in conjunction with our agreement to sell 50% of the business to Sojitz. The A$972.2 million gain in 2024 resulted from a revaluation of our existing 50% interest in Thiess in conjunction with our acquisition of an additional 10% interest from Elliott.

Consolidated Statement of Financial Position Data

	As of December 31,		
	2025	2024	2023
	(A$ million)		
Current assets			
Cash and cash equivalents	3,382.9	2,660.7	2,498.9
Trade and other receivables	4,362.7	4,428.4	3,135.8
Current tax assets	132.7	204.2	156.6
Inventories: consumables and development properties	314.8	613.4	259.0
Assets held for sale	254.5	—	—
Total current assets	**8,447.6**	**7,906.7**	**6,050.3**
Non-current assets			
Trade and other receivables	621.6	590.8	339.1
Inventories: development properties	62.6	67.2	67.3
Investments accounted for using the equity method	760.1	595.7	1,893.4
Other investments	71.2	129.0	320.1
Investment property	—	23.3	—
Deferred tax assets	365.6	487.0	297.1
Property, plant and equipment	2,043.3	2,506.5	535.4
Intangibles	4,657.8	4,794.6	971.3
Total non-current assets	**8,582.2**	**9,194.1**	**4,423.7**
Total assets	**17,029.8**	**17,100.8**	**10,474.0**
Current liabilities			
Trade and other payables	6,301.5	6,516.9	5,007.4
Current tax liabilities	91.0	19.1	24.4
Provisions	467.1	511.2	294.1
Financial liability	1,073.0	1,073.0	—
Interest-bearing liabilities	23.5	51.6	—
Lease liabilities	303.5	397.1	82.6
Total current liabilities	**8,259.6**	**8,568.9**	**5,408.5**
Non-current liabilities			
Trade and other payables	333.1	532.4	179.0
Provisions	41.4	54.3	19.7
Interest-bearing liabilities	6,194.9	5,823.1	3,045.0
Lease liabilities	432.8	539.6	154.8
Deferred tax liabilities	96.2	198.8	—
Total non-current liabilities	**7,098.4**	**7,148.2**	**3,398.5**
Total liabilities	**15,358.0**	**15,717.1**	**8,807.0**
Net assets	**1,671.8**	**1,383.7**	**1,667.0**
Equity			
Share capital	1,458.7	1,458.7	1,458.7
Reserves	(1,616.5)	(1,526.3)	(469.5)
Retained earnings	1,678.9	1,299.0	683.2
Total equity attributable to equity holders of the parent	**1,521.1**	**1,231.4**	**1,672.4**
Non-controlling interests	150.7	152.3	(5.4)
Total equity	**1,671.8**	**1,383.7**	**1,667.0**

Consolidated Statement of Cash Flows Data

	For the year ended December 31,		
	2025	2024	2023
		(A$ million)	
Cash flows from operating activities			
Cash receipts in the course of operations (including GST)	20,521.3	18,224.7	13,908.7
Cash payments in the course of operations (including GST)	(19,234.9)	(16,549.9)	(13,634.8)
Operating cash flow	**1,286.4**	**1,674.8**	**273.9**
Interest received	78.0	82.7	80.3
Finance costs paid	(453.6)	(403.0)	(214.2)
Income taxes cash flows	205.8	(205.4)	(17.9)
Net cash inflow from operating activities	**1,116.6**	**1,149.1**	**122.1**
Cash flows from investing activities			
Payments for intangibles	(15.6)	(19.3)	(9.9)
Payments for property, plant and equipment	(568.0)	(548.6)	(206.1)
Payments for development expenditure	(47.2)	(134.7)	(47.0)
Proceeds from sale of property, plant and equipment	57.8	55.6	18.0
Proceeds from sale of investment property	236.3	—	—
Proceeds from sale of investments and controlled entities	278.8	0.4	682.3
Cash acquired from acquisition of investments	—	112.8	1.3
Cash disposed from sale of investments and controlled entities	(46.0)	—	(1.3)
Dividends from investments	—	—	33.6
Loans to associates and joint ventures	—	(5.1)	(8.0)
Payments for investments	(25.0)	(554.5)	(86.4)
Net cash inflow/(outflow) from investing activities	**(128.9)**	**(1,093.4)**	**376.5**
Cash flows from financing activities			
Repayment of financial liability	—	—	(34.0)
Proceeds from borrowings	2,440.1	3,866.1	2,617.1
Repayment of borrowings	(2,044.7)	(3,437.6)	(2,872.6)
Repayment of leases	(413.3)	(258.8)	(98.0)
Dividends to shareholders of the Company	(33.0)	(52.9)	(180.5)
Dividends to non-controlling interests	(92.9)	—	—
Advances to non-controlling interest	(85.8)	(52.4)	—
Net cash (outflow)/inflow from financing activities	**(229.6)**	**64.4**	**(568.0)**
Net increase/(decrease) in cash held	758.1	120.1	(69.4)
Cash and cash equivalents at the beginning of the period	2,660.7	2,498.9	2,569.0
Effects of exchange rate fluctuations on cash held	(35.9)	41.7	(0.7)
Cash and cash equivalents at the end of the period	**3,382.9**	**2,660.7**	**2,498.9**

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial position and results of operations together with the selected financial information and consolidated financial statements included elsewhere in this offering memorandum. This section contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including those set out in "Risk Factors."

This discussion and analysis is divided into the following sections:

- **Overview** – description of our business, a discussion of the key factors affecting our results of operations and a discussion of our key income statement items;
- **Operating results** – a discussion and analysis of our consolidated results of operations for the year ended December 31, 2025 compared to the year ended December 31, 2024, and for the year ended December 31, 2024 compared to the year ended December 31, 2023;
- **Liquidity and capital resources** – an analysis of our cash flows and our cash requirements and how we meet them;
- **Quantitative and qualitative disclosures about market and financial risk** – disclosures regarding our market and financial risk and how we manage them; and
- **Critical accounting estimates and judgments** – a discussion of the critical accounting judgments and estimates that we make in preparing our financial statements

Overview

Our business

We are an engineering-led construction, mining, services and public private partnerships company working across the lifecycle of assets, infrastructure and resources projects.

We conduct our business activities through the following operating segments:

- *Engineering and Construction:* Our engineering and construction operating segment comprises our CPB Contractors and Leighton Asia businesses:
  - *CPB Contractors*—CPB Contractors is a leading international construction contractor with operations spanning Australia, New Zealand and Papua New Guinea. The team delivers complex infrastructure projects spanning the key sectors of the construction industry, including roads, rail, tunneling, defense, building, health and resources and energy infrastructure.
  - *Leighton Asia*—Leighton Asia is an established international construction contractor. Established in 1975 and headquartered in Hong Kong, Leighton Asia is a leader in the delivery of complex tunnel, rail and road networks, as well as data centers. Leighton Asia offers a comprehensive range of services across sectors including civil infrastructure, advanced technology, building, energy and resources and mechanical, electrical and plumbing works.
- *Integrated Solutions*: Our integrated solutions operating segment comprises our UGL and Sedgman businesses:
  - *UGL*—UGL is a specialized end-to-end engineering services and operations provider. UGL supports the transport industry through major projects, the energy sector through renewables, power generation, resources and transmission operations, offers comprehensive services to major infrastructure projects and has specialized expertise to support the new energy, defense, telecommunications and technology sectors. From December 31, 2025, UGL includes our 50% interest in UGL Transport, a joint venture with Sojitz, with transport manufacturing, maintenance and operations services. See *"—Key income statement items—Share of profits of associates and joint ventures*".
  - *Sedgman*—Sedgman is a provider of minerals processing and associated infrastructure services to the global resources industry. It delivers services in critical and new economy minerals including cobalt, lithium (hard-rock and brine), nickel, rare earth minerals and vanadium, as well as in bulk minerals, precious and base metals and industrial minerals. Sedgman partners with clients through the full project lifecycle, from initial concept design to delivery, ongoing operations and asset optimization.

- *Natural Resources:* Our natural resources operating segment comprises our 60%-owned Thiess business. Thiess provides services for the mining, infrastructure and resources sectors across Australia, Asia and the Americas. Its capabilities extend across the mine life cycle from engineering, asset management and maintenance services, extraction and haulage, civil and infrastructure, crushing and processing, and rehabilitation. In recent years, Thiess has diversified away from its traditional coal business and expanded its contract mining capabilities into hard metals such as gold, iron ore and nickel in Western Australia as well as underground mining, critical minerals and mine rehabilitation services. We began reporting our Natural Resources segment in 2024 after we began consolidating Thiess following our acquisition of an additional 10% from our joint venture partner, Elliott. See *"—Key drivers of our financial performance—Thiess*" for more information about our arrangements with Elliott.
- *Corporate and Investments*: Our corporate and investments operating segment comprises Pacific Partnerships, EIC Activities and our property division, as well as our corporate head office activities, including functions relating to Group finance, taxation and treasury:
  - *Pacific Partnerships*—Pacific Partnerships is an experienced lead sponsor, developer and investor in infrastructure across Australasia, with a particular focus on public-private partnerships, or PPPs. Pacific Partnerships has created, funded, owned, delivered and operated core transport and social infrastructure, and currently focuses on transmission asset PPPs and developing renewable energy assets. Pacific Partnerships is also supporting ACS Group's capability in the global digital and advanced technology sectors across North America, Europe and Asia-Pacific.
  - *EIC Activities*—EIC Activities is our in-house engineering and technical services business. Its engineering, design and risk mitigation expertise provides us with a competitive advantage for winning and delivering profitable projects that also generate value for clients. A key objective of EIC Activities is to ensure that our collective experience, technical capabilities, innovations and leading-edge technology are leveraged to deliver our clients' objectives.
  - Our property division consists of Devine and Leighton Properties, which undertake the development of residential and commercial property. Our property division accounts for less than 0.2% of our revenue. Our corporate and investments operating segment also includes our in-house software development company, IDD Tech, which we launched in 2022.

Over the past three years, our revenue has increased from A$13,279.3 million in 2023 to A$18,634.6 million in 2025, although a portion of the increase reflects the consolidation of Thiess from April 2024. We equity accounted for our interest in Thiess in prior periods. In 2023, 2024 and 2025, we achieved profits after tax of A$438.7 million, A$786.1 million and A$578.8 million, respectively. Our work in hand at December 31, 2023, 2024 and 2025 was A$31.7 billion, A$40.2 billion and A$38.4 billion, respectively. Our reported work in hand includes 100% of Thiess work in hand as at December 31, 2024 and 2025, and 50% as at December 31, 2023, when we equity accounted our then-50% interest. It includes 50% of UGL Transport's work in hand at December 31, 2025, reflecting the 50-50 joint venture with Sojitz from December 31, 2025. We owned 100% of UGL Transport at December 31, 2023 and 2024.

Key drivers of our financial performance

Thiess

Prior to December 31, 2020, Thiess was a wholly-owned subsidiary of the CIMIC Group. On December 31, 2020, we sold 50% of the issued shares in Thiess to funds advised by Elliott Advisors (UK) Limited ("Elliott"). In 2021, 2022 and 2023, we jointly controlled Thiess together with Elliott and accounted for it as a joint venture under the equity method, meaning that we recognized the value of our share of Thiess' equity as an asset on our balance sheet and recognized our share of Thiess profits as described in the following paragraph.

Under the shareholder agreement entered into with Elliott, we and Elliott were originally entitled to a minimum distribution of A$180 million per annum, with Elliott receiving preferential payment. In addition, we and Elliott were each entitled to a coupon return of A$22.9 million per annum without preference on Thiess' Class C preference shares, which were issued to fund Thiess acquisition of MACA Limited, a contract miner, in 2022. Accordingly, Thiess' full year profit in each period was attributable to, in order:

- both Elliott's and our Class C preference shares;
- Elliott's minimum distribution under the shareholder agreement;
- our minimum distribution under the shareholder agreement; and
- each party in accordance with its ownership interest in Thiess.

We recognized our share of Thiess' profits after the Class C preference share distributions in our share of profits of associates and joint ventures line item.

On April 23, 2024, we acquired an additional 10% of Thiess from Elliott, resulting in us holding 60% and Elliott 40%. In addition, we and Elliott agreed revisions to our shareholders agreement that strengthened our governance over the day-to-day operations of Thiess. As a result, we have had the ability to direct Thiess' relevant activities since that date, making Thiess a controlled entity under Australian Accounting Standards. As a consequence, we have consolidated Thiess' results in those of CIMIC Group, meaning that we include 100% of Thiess' assets, liabilities, revenues, expenses and cashflows in the assets, liabilities, revenues, expenses and cashflows of CIMIC Group. Elliott's annual minimum distribution is now A$162.3 million, comprising A$18.3 million attributable to Class C preference shares and a A$144.0 million minimum distribution under the shareholder agreement. We recognize Elliott's minority interest under Non-controlling interests in our statement of financial position and distributions to Elliott under (Profit)/loss for the year attributable to non-controlling interests.

Because the acquisition of an additional 10% of Thiess and resulting consolidation occurred on April 23, 2024, our results for 2024 reflect equity accounting for Thiess for the period from January 1 to April 22, 2024 and consolidation for the rest of the year. As a result, our consolidated revenues, expenses and cashflows are not directly comparable between 2025 and 2024 or between 2024 and 2023.

Our agreement with Elliott includes a put option for Elliott to sell its remaining 40% of Thiess ordinary shares and Class A preference shares back to us, either in whole or in increments of a minimum of 5% of Thiess' equity, which is exercisable until December 31, 2026. If Elliott were to exercise its put option, we would have to repurchase Elliott's interest at a price that is the lower of (i) Elliott's acquisition price or (ii) a price determined by reference to movements in the S&P / ASX 200 Total Return Index, in each case plus the accrued value of any shortfall in agreed minimum distributions. In addition, Elliott has a put option over its Thiess Class C preference shares that becomes exercisable six months after it exercises its option over the ordinary and Class A preference shares. We have a call option over Elliott's Class C preference shares that becomes exercisable from the date Elliott ceases to own any Class A preference shares. Our obligations under the option are guaranteed by HOCHTIEF AG, which indirectly through its subsidiaries holds 100% of the Parent Guarantor's share capital.

HOCHTIEF Australia Holdings Limited, our immediate parent company, and HOCHTIEF Aktiengesellschaft, HAHL's parent company have issued an irrevocable equity commitment to us under which they have agreed to fund the consideration payable to Elliott in connection with the repurchase of Elliott's shares up to a maximum amount of A$1,235.3 million, which is the maximum amount payable under the options.

Investment in key sectors

Demand for the services we offer is driven by macroeconomic trends, in particular the level of investment in infrastructure and other large construction projects in the markets in which we operate (which contributes to a larger construction market as well as to the asset base which requires infrastructure services) as well as investment in the resources sector. Infrastructure projects generate both construction work and opportunities to win operations and maintenance contracts, particularly for assets we have developed. In recent years, a key driver of our financial performance has been the high level of infrastructure investment in Australia from both the public and private sector, which has been supported by sustained economic growth, population growth, the energy transition, expansionary policies of state and Federal governments and the high level of investment in digital infrastructure, primarily in the construction of data centers across the Asia-Pacific region. While public investment in certain infrastructure classes, such as transport, has declined from historic highs, we expect to continue to see a high level of public and private infrastructure investment to address, among other things, historic infrastructure underinvestment and resources-related construction. However, a significant decline in economic growth and/or government infrastructure spending would negatively impact the demand for the services we offer. Resources investment drives both construction work, through the building of new mining infrastructure, and demand for mining and mineral processing services in the Thiess and Sedgman businesses. The level of resources investment is generally a reflection of expected demand for key energy, metals and mineral commodities. Global demand for these commodities is correlated with global gross domestic product growth and in recent decades has been driven by rising living standards and urbanization in large Asian economies. More recently, decarbonization has emerged as an important driver of resources investment as mining companies invest in minerals associated with renewable energy infrastructure and battery technology, such as copper and lithium, and decrease their demand for infrastructure and processing services associated with thermal coal.

The continuing digitalization of the global economy and in particular the growth of artificial intelligence is driving both construction and mining activity. Data center construction has become a significant component of

our construction business throughout the Asia-Pacific region. The mineral and energy demands of data center are also adding to demand for energy-related minerals as well as other critical minerals such as rare earth elements.

See "*Industry*" for more information about the markets in which we operate and the levels of investment in the construction, infrastructure services and resources sectors.

Primarily as a result of this increased investment across the construction, infrastructure services, resources and digital infrastructure sectors, our work in hand continues to be strong. At December 31, 2025, our work in hand (including our share of work in hand of associates and joint ventures) was equivalent to more than two years of our 2025 revenue. See "*—Work in hand*" for more information about our work in hand. See also *"Risk Factors—Risks relating to our business and industry—We may not be able to fully realize future revenues reported as work in hand"* and *"Non-AAS/GAAP financial measures"* for more information about the limitations of work in hand as an indication of financial performance.

Contracting and execution

The way our contracts allocate risk between us and our customer and the way that we manage the risk that we assume significantly impacts the returns we achieve on our projects and our profitability. We manage our projects as a portfolio, which helps us ensure that the overall risk level within our businesses remains within our tolerances.

We broadly categorize our project contracts into three categories based on the manner in which risk is allocated between the parties:

- *Risk retained* – we absorb most of the risk. These contracts are generally fixed price contracts and include PPPs, whereby the profitability of the contract depends on our ability to deliver the project or provide the services at or below a certain value and within a certain time period to enable us to earn an adequate margin on the contract and we bear the risk if our costs exceed the fixed price or we fail to deliver the project on time.
- *Risk shared* – we and the customer share the risk. These contracts generally include a mechanism whereby savings and cost overruns are shared between the customer and us and/or a key performance indicator is used whereby we are rewarded or penalized based on our achievement of certain outcomes.
- *Risk transferred* – the customer largely retains the risk of the project. In this category of contracts, we are generally engaged on a cost reimbursable basis, whereby the contract price is based upon reimbursement of the actual costs we incur plus a fixed fee to cover project overheads and our profit margin. These contracts may also include a guaranteed maximum price, whereby we may become responsible for some or all of the cost overrun if this maximum price is exceeded.

See "*Business—Our approach to risk—Using contract models to mitigate risk*" for more information about our contracting models.

Our higher risk profile contracts (that is, contracts that generally fall within the risk retained category) are generally contracted at higher anticipated margins when compared to our lower risk profile contracts. These higher risk profile contracts expose us to greater volatility in returns and margins as we are principally responsible for any cost overruns and delays on those projects. As a result, we may be required to deliver works under these contracts at margins significantly below our originally budgeted margins or even at a loss. However, projects contracted using higher risk profile contracts that we deliver on-time and in line with our original budgets are delivered at relatively higher margins. In comparison, our lower risk profile contracts, while generally contracted at relatively lower margins, offer greater stability in earnings and allow for us to better predict the returns and margins on such projects.

In recent years, we have aimed to reduce our risk profile by primarily entering into contracts in the "risk shared" and "risk transferred" categories. At December 31, 2025, more than 90% of our work in hand (compared to approximately 90% at December 31, 2024, approximately 80% at December 31, 2023 and approximately 65% at December 31, 2021) (including our share of work in hand of associates and joint ventures) is contracted under contracts that we consider as having a lower risk profile (that is, contracts that fall within the risk shared and risk transferred categories).

When we do enter fixed price contracts, in order to ensure adequate returns and avoid contractual penalties, we apply greater focus to, among other things, risk assessment, budgeting, risk management and project execution, as well as negotiating effectively with our customers when project parameters change or unforeseen issues arise. We also manage project risk on fixed price contracts by endeavoring to fix as many of our costs as we can at the start of the project; for example through fixed price supply contracts, enterprise bargaining agreements with our workforce and, where appropriate, using derivatives to hedge our exposures.

Like many other market participants, we currently do not enter into PPPs in which we assume patronage risk (i.e. the risk that realized utilization of a constructed asset does not meet forecasted levels), and instead will only participate in PPPs where we assume only construction and other operational risks. Our current PPP contracts are generally based on an "availability" model where we bear the risk of constructing the asset within the required timeframe and are paid an agreed rate provided the asset is available for use. We bear the risk that maintenance and operating costs will be higher than we expect and we may share other risks such as construction price increases with the contract owner. These contracts are often long term, meaning that we will bear these risks for an extended period. When we enter into these PPPs, we apply greater focus to the same areas as when we enter into fixed price contracts and endeavor to fix as many of our costs as we can.

From time to time, our results of operations have been negatively affected by particular projects on which we incurred losses. See "*Risk Factors—Under some of our contracts, we assume the risk of cost overruns, and we may incur losses when we disagree with our customer whether work is within the scope we agreed or represents a contract variation*" for more information.

Work in hand

On a reporting date, our work in hand represents our share of the revenue we forecast will be generated from existing contracts that have outstanding performance obligations. For our engineering and construction contracts, contract prices are generally determined at the start of the project, and it is customary for contracts to include variable compensation components (such as bonus and penalty elements) based on the achievement of certain performance criteria. For our service contracts, contract prices are initially determined based on an assumed volume of work and will vary over time based on client supply and demand requirements. For our engineering and construction contracts, we determine our work in hand by reference to the total contract price determined by the customer plus the amount of variable compensation we expect to earn at the relevant time less the revenue earned under the contract to date. For our integrated solutions contracts, we determine our work in hand by reference to the anticipated volumes of work less the revenue earned under the contract to date. Our work in hand will change from period to period depending on the value of new work won and the work delivered in a particular period.

Our engineering and construction contracts and integrated solutions contracts typically have different lengths, with our engineering and construction contracts typically having a duration ranging from 1 to 4 years, and our integrated solutions contracts typically having a duration ranging from 4 to 10 years, though some services operations and maintenance contracts can be as long as 25 years. Our natural resources contracts typically have a duration ranging from 3 to 6 years, although we have several life-of-mine contracts with significantly longer durations. We earn revenue throughout the duration of these contracts, though we generally expect revenues to be front-loaded. As such, it is a useful non-AAS/GAAP measure of the size of our forward order book and therefore our anticipated revenue. However, it is important to understand that work in hand is a forecast of future revenue, may be subject to revision and may prove inaccurate. Projects may not generate the contracted revenues for a variety of reasons, including project cancellation or delay or revised project scopes. See *"Risk Factors—Risks relating to our business and industry—We may not be able to fully realize future revenues reported as work in hand"* and *"Non-AAS/GAAP financial measures"* for more information about this risk and limitations on its use. In addition, although a project generates substantial contracted revenues, it may not necessarily be profitable if we misprice, fail to identify and manage project risk or do not manage the costs of the project.

The following table shows our work in hand (including our share of work in hand of associates and joint ventures) by segment at December 31, 2025, 2024 and 2023.

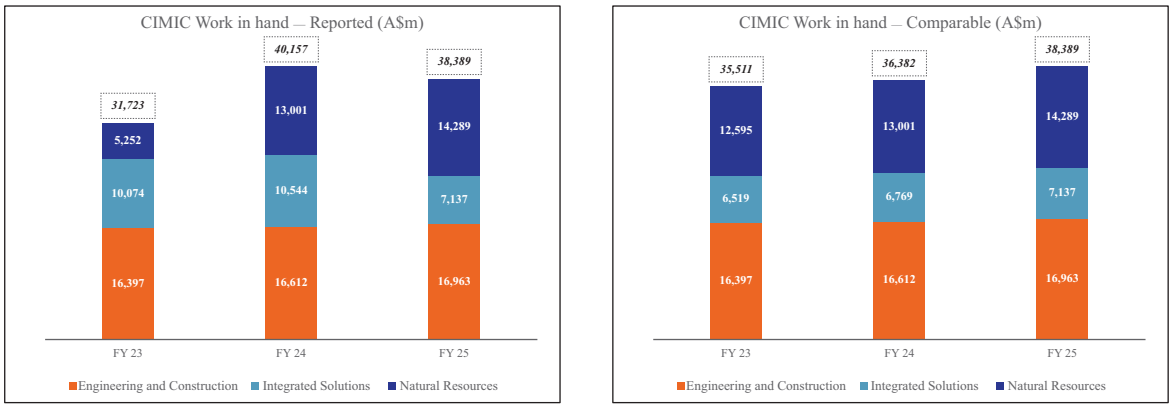
	At December 31,		
	2025	**2024**	**2023**
	(A$ million)		
Engineering and Construction	16,963	16,612	16,397
Integrated Solutions	7,137	10,544	10,074
Natural Resources	14,289	13,001	5,252[1]
Work in Hand	**38,389**	**40,157**	**31,723**

Note:

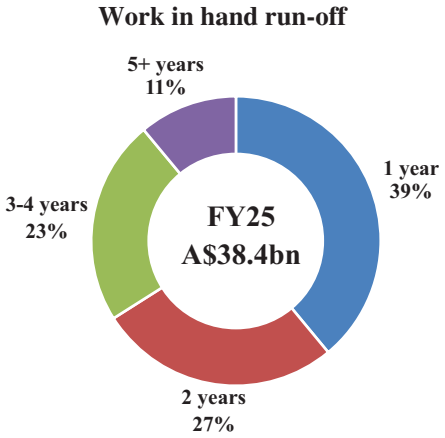
(1) At December 31, 2023, we reported our proportionate share (50%) of Thiess' work in hand in our Corporate and Investments segment, reflecting that Thiess was equity accounted. We began reporting our Natural Resources segment in 2024 after we consolidated Thiess.

The following chart shows our work in hand at December 31, 2023, 2024 and 2025 on the following basis:

- Work in hand as reported, which includes 100% of Thiess work in hand at December 31, 2025 and 2024 and 50% at December 31, 2023 and 50% of UGL Transport at December 31, 2025 and 100% at December 31, 2024 and 2023; and
- Work in hand adjusted, which presents the data at December 31, 2024 and 2023 on a comparable basis to December 31, 2025, and includes 100% of Thiess work in hand and 50% of UGL Transport work in hand at each date.



We expect our work in hand to be delivered over a period of time that extends beyond 5 years. The chart below shows the percentage distribution of our work in hand at December 31, 2025 across different time buckets.



Project tendering

The contracts for most of the projects we execute are awarded after a competitive tender process through which companies with the necessary capabilities submit bids to perform the work and the project owner awards the contract to the tenderer that it believes represents the best combination of capabilities and price. For contract tenders for public sector work, the relevant public sector entity will typically award the contract to the lowest cost tender or the tender which is most economically advantageous to it. We compete with a wide range of companies, depending on the nature of the project, including, in recent years, some new entrants to the Australian market that have won tenders with bids lower than ours. Winning new projects is a key driver of our revenue and profitability.

While preparing tenders for new contracts can involve significant costs as well as management time, the project owners, particularly of larger construction projects, often reimburse part or all of our tender costs, even if we are not successful in winning the contract. We capitalize the tender costs that we expect to recover on our balance sheet during the tender phase and expense any tender costs that we are unable to recover.

Personnel and subcontractor expenses

Personnel and subcontractor expenses represent a significant portion of our expenses. In 2025, 2024 and 2023, these expenses amounted to 59.6%, 61.8% and 66.2% of our total expenses, respectively.

Our ability to continue to attract and retain skilled employees and engage and effectively manage our subcontractors is critical in order to compete for work and to service our customers. The number of qualified

people is limited, and during periods of heightened activity, as we are currently observing in renewable energy and electricity distribution projects, competition for skilled workers has been strong and we sometimes have to compete for skilled workers by offering higher compensation. See "*Risk Factors—Risks relating to our business and industry—We may not be successful in attracting or retaining key personnel*." Inflationary pressures have also contributed, and may continue to contribute, to increases in personnel and subcontractor expenses. We may decide to engage subcontractors on a particular project for a number of reasons, including to provide specialist services, to supplement our capabilities in particular locations and to provide workforce flexibility. The cost of subcontracting will depend on a number of factors, including the demand for their services, the location of the work being performed and the level of specialist services required. We continually evaluate the economics of providing services directly compared to engaging subcontractors, which impact the personnel and subcontractor expenses incurred in a particular period.

We expect our employee numbers, personnel expenses and subcontractor expenses to generally move in line with our revenue growth, with any excess increase or decrease in personnel expenses being primarily attributable to the change in proportion of employees in high wage and low wage jurisdictions and/or wage increases.

At December 31 2025, we directly employed 40,093 employees and in 2025, we incurred personnel costs of A$5,801.1 million, an increase of 4.4% and 8.0%, respectively, from 38,394 employees at December 31, 2024 and personnel costs of A$5,370.5 million in 2024. As a percentage of revenues, our personnel costs were 31.1% and 32.0% in 2025 and 2024, respectively. Our subcontractor expenses were 26.3% and 29.2% of revenues in 2025 and 2024, respectively. The employee numbers, revenues and personnel costs for 2025 include Thiess. The December 31, 2024 employee number includes Thiess employees; however, 2024 revenues and personnel costs only include Thiess revenues and personnel costs from April 23, 2024, when we began consolidating Thiess. At December 31, 2023, prior to the consolidation of Thiess, we directly employed 23,891 employees and incurred personnel costs of A$3,774.2 million which, as a percentage of revenues, was 28.4% for the year. Our subcontractor expenses were 35.1% of revenues in 2023.

Materials prices

We purchase and consume significant amounts of materials during the course of operation of our businesses. The main materials we consume are asphalt, cement and other quarry products, steel, explosives and fuel. Our consumption of materials generally increases in line with our revenue growth and project activity. However, prices of many of these products are exposed to global commodity prices as well as inflationary pressures. Many of our contracts contain mechanisms that enable us to pass on all or part of cost increases to our customers, and the scale of our business, particularly in Australia, as well as our membership of the HOCHTIEF and ACS groups, enables us to benefit from economies of scale in purchasing materials. We also seek to manage our exposure to commodity prices by leveraging our relationship with existing suppliers, using upfront procurement contracts and employing financial hedging strategies. We are currently observing significant increases in the price of energy, including fuel, as a result of the conflict in the Middle East between the United States/Israel and Iran. However, due to the prevalence of contractual arrangements under which our client either supplies the fuel we use or we are reimbursed or otherwise compensated for increases in fuel costs, we expect to bear only a small proportion of the increase in the cost of the fuel we use. See "*Risk Factors—Risks relating to our business and industry—Our business, financial condition and results of operations may be materially adversely affected by any negative impact on the global economy and capital markets resulting from new or ongoing military conflicts and other geopolitical events*."

As a percentage of revenue, our materials costs were 18.9%, 19.0% and 22.1% of revenues in 2025, 2024 and 2023, respectively. Because Thiess' materials costs represented a smaller proportion of its revenues in 2025 and 2024 than the rest of the CIMIC Group, consolidating Thiess from April 23, 2024 had the effect of material costs as a percentage of revenue for 2025 and 2024 for CIMIC as a whole.

Key income statement items

Revenue

We earn most of our revenue under customer contracts for engineering and construction, integrated solutions and mining and mineral processing services. We categorize our revenue into engineering and construction revenue, integrated solutions revenue and natural resources revenue.

For our engineering and construction contracts that involve us completing a particular construction project, we recognize revenue over the contract period, which in many cases lasts several years, based on the measured output of our work against the program of work we have contracted to perform. We typically invoice our customers monthly or in some cases based on achieving milestones or to match major capital outlays. The

method we use to recognize revenue may not correspond to the basis on which we have agreed to invoice customers. In addition, some engineering and construction contracts entitle the customer to withhold a retention amount until construction is complete. As a result, we may recognize temporary contract assets or contract liabilities to reflect the extent to which we have earned the right to receive revenue that we have not yet invoiced or received payments for work we have not yet performed.

Integrated solutions contracts involve us agreeing to perform an agreed service or set of services for an agreed period and an agreed price. We generally recognize revenue based on the contract terms, which may include a schedule of rates for particular tasks, performing services for a period, or provide for us to invoice our costs of performing services plus a margin. We generally recognize revenue under integrated solutions contracts in accordance with the contractual terms in the period in which we render the service.

Natural resources contracts can cover a range of mining services, including mining and mineral processing, rehabilitation, assets management and maintenance, equipment hire and plant sales, sometimes across multiple sites and usually involving multiple obligations. We allocate the transaction price for a contract across each service or performance obligation, treating highly inter-related processes and activities as a single performance obligation. We recognize revenue under these contracts in the accounting period in which services are rendered based on the amount of the expected transaction price allocated to each performance obligation. We generally invoice customers on a monthly basis for an amount that is calculated on either a schedule of rates or a cost-plus basis that are aligned with the stand-alone selling prices for each performance obligation.

It is common for construction, services and mining contracts to include performance bonuses or penalties assessed against the timeliness or cost effectiveness of work completed or other performance related KPIs. Where consideration in respect of a contract is variable, we recognize the expected value of revenue subject to the constraint that such revenue is recognized only when the uncertainty associated with the variable consideration is resolved. We assess the constraint requirements on a periodic basis when estimating the variable consideration to be included in the transaction price. Where modifications are made to design or contract requirements, the transaction price is updated to reflect these. Where the price of the modification has not been confirmed, we estimate the amount of revenue to recognize whilst also considering the constraint requirement.

For more information on the way we recognize revenue under our customer contracts, see Note 1 to our 2025 annual financial statements included elsewhere in this offering memorandum.

We classify revenue that is not directly derived from engineering and construction, integrated solutions, or natural resources contracts as “corporate and investments revenue”. This includes engineering and technical services revenue from EIC, PPP and advisory revenue from Pacific Partnerships.

Expenses

We classify the principal operating expenses we incur in delivering contracted services as follows:

- *Materials expenses* – are the costs of the materials we consume in performing our services. Our largest materials costs are purchases of asphalt, cement and other quarry products, steel and fuel. Materials expenses comprised 19.6%, 19.2% and 23.0% of total expenses in 2025, 2024 and 2023, respectively. Thiess’ materials costs comprised 18.1% and 16.3% of its total expenses in 2025 and 2024, meaning that consolidating Thiess lowered the percentage for CIMIC as a whole.
- *Subcontractors expenses* – are the costs of engaging third party service providers to perform portions of services we have contracted to provide. Subcontractor expenses comprised 27.3%, 29.5% and 36.6% of total expenses in 2025, 2024 and 2023, respectively. Thiess’ subcontractor costs comprised 3.5% and 5.1% of its total expenses in 2025 and 2024, meaning that consolidating Thiess lowered the percentage for CIMIC as a whole.
- *Plant expenses* – are the costs of operating and maintaining our owned and leased equipment and the premises from which we deliver our services, such as depots and warehouses. This also includes the costs of consumables such as fuel and lubricants, parts and tires. Plant expenses comprised 8.9%, 8.6% and 5.2% of total expenses in 2025, 2024 and 2023, respectively. Thiess’ plant costs comprised 18.7% and 22.4% of its total expenses in 2025 and 2024, meaning that consolidating Thiess increased the percentage for CIMIC as a whole.
- *Personnel costs* – comprise the wages, salaries and other direct costs of employing our workforce. Personnel costs comprised 32.3%, 32.4% and 29.6% of total expenses in 2025, 2024 and 2023, respectively. Thiess’ personnel costs comprised 36.7% and 34.3% of its total expenses in 2025 and 2024, meaning that consolidating Thiess increased the percentage for CIMIC as a whole.

Our other main expense categories are:

- *Depreciation and impairment of property, plant and equipment* – we recognize non-cash depreciation charges on property, plant and equipment. This includes property plant and equipment we own, as well as the right-of-use assets we recognize under AASB 16 Leases with respect to leased property, plant and equipment (other than short term leases, leases for low value assets and cancellable leases where the lessor bears lease cancellation costs). On large infrastructure projects, the costs of plant and equipment are generally funded by our customers under the relevant project contract.

  We calculate depreciation charges so as to write off the entire net book value of property, plant and equipment over its estimated effective useful life. The largest component of our depreciation charges is depreciation on our plant and equipment, which primarily consists of mining equipment used in the Thiess business and construction and earthmoving equipment such as tunnel boring machines, road-headers and excavators. We calculate depreciation on plant and equipment and component parts and right-of-use assets related to leased plant and equipment based on the cumulative number of hours worked. Given this, our level of depreciation and amortization will fluctuate each year depending on the stage of each project across our portfolio. We calculate depreciation on leasehold buildings and improvements using the straight-line method over the terms of the leases, as the case may be.

  From time to time, we may also recognize impairment charges on items of property, plant and equipment when we conclude that their carrying value exceeds their recoverable amount. We did not recognize any impairment charges for property, plant and equipment in 2025, 2024 or 2023.

- *Amortization of intangibles* – represents amortization of intangible assets with finite useful lives. These can include developed IT systems and acquired and developed software, customer contracts and brand names. Where we assess the useful lives of these items as indefinite, we do not amortize them but will test them for impairment annually or more frequently whenever there is an indication that it might be impaired.

- *Net (gain)/ loss on sale of assets* – from time to time, we sell items of property, plant and equipment, including machinery. This item reflects the gain or loss on sales during the period compared to the book value of the assets sold.

- *Foreign exchange (gains)/ losses* – we translate foreign currency transactions into the functional currency of the relevant Group entity using the exchange rate prevailing at the date of the transaction. We recognize the gains and losses resulting from settling these transactions under this item.

- *Lease payments* – represents the costs of leases that are short term leases, leases for low value assets and cancellable leases where the lessor bears lease cancellation costs. Under AASB 16 Leases, these leases are not treated as right-of-use assets; instead we recognize the lease payments as an operating expense on a straight-line basis over the term of the lease (unless another systemic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed). These leases largely consist of office leases or machinery rentals (such as cranes) that are used for short-term specific project requirements.

- *Design, engineering and technical consulting fees* – reflect costs we incur providing professional advice and other technical services to customers, including fees we incur to engage specialist services to support our project delivery.

- *Other expenses* – these include IT costs, insurance, property related expenses, travel and accommodation, training and other general corporate overhead expenses. We also report cost and revenue provisions in other expenses.

Share of profits of associates and joint ventures

We own equity stakes in a number of associates where we have significant influence but not joint control, as well as a number of investments in joint ventures. We account for these investments using the equity method, whereby we recognize our proportionate share of the investee entity's profit or loss and other comprehensive income in our income statement and statement of other comprehensive income, respectively, after adjusting for impairments and aligning accounting policies. We record these amounts as share of profits of associates and joint ventures. At December 31, 2025, the carrying value of our interests in associates was A$243.2 million and the carrying value of our interests in joint venture entities was A$516.9 million.

Prior to April 23, 2024, we accounted for Thiess as a joint venture. In 2023, our share of Thiess' profits was A$87.4 million.

As at December 31, 2025, we sold a 50% interest in our UGL Transport business to Sojitz Corporation for cash consideration of A$453.6 million and formed a joint venture over the business. Because the only remaining condition precedent for the transaction at December 31, 2025 was Foreign Investment Board approval, which we deemed highly probable, we concluded that our control of UGL Transport was lost by that date. Because we can no longer unilaterally control UGL Transport, we will equity account for our interest in the UGL Transport joint venture from January 1, 2026 onwards. At December 31, 2025, we estimated the fair value of our 50% retained interest in the UGL Transport joint venture at A$281.4 million. The transaction formally completed on January 19, 2026. For more information about the sale and the joint venture, see Note 30 to our 2025 annual financial statements.

For more information about our associates and joint ventures, see Notes 26 and 27 to our 2025 annual financial statements.

Net finance costs

We recognize finance costs and finance income separately in our statement of profit or loss. Finance income generally represents the interest we earn on our cash balances, which can be substantial given our significant working capital requirements. Finance costs represent the interest we pay on our borrowings, including the amortization of our borrowing costs, plus facility fees, bonding costs and the finance charge for lease liabilities.

Income tax expense

We earn the majority of our income in Australia, where it is subject to income tax at Australia's corporate tax rate of 30%. Our effective tax rate can vary from year to year due to factors such as the extent and mix of the income we earn outside Australia, where it is subject to tax at different rates, the impact of exchange rates on the translation of our foreign currency earnings, recognition and timing differences between revenue and expense items for accounting purposes and tax purposes, respectively, and the profit contributions from joint ventures and associates, which are recognized after tax.

Segment reporting

When we were listed on the ASX, we were required by AASB 8 *Operating Segments* to provide certain information in our financial statements with respect to the operating segments that we had identified based on the separate financial information regularly reviewed by the chief operating decision maker. We identified and provided information with respect to the following three operating segments:

- Construction;
- Services; and
- Corporate and investments.

Although as an unlisted company, we are no longer required to provide segment information in accordance with AASB 8 in our financial statements, we continue to report our segment revenue and we are including certain information by segment in this offering memorandum. Following the consolidation of Thiess and an internal strategic review, our lines of business for revenue reporting purposes are "Engineering and Construction" (previously known as "Construction"), "Integrated Solutions" (previously "Services") the new "Natural Resources" segment resulting from the consolidation of Thiess and "Corporate and Investments" comprising the Group's corporate activity, EIC, Pacific Partnerships and our interest in joint ventures and associates (excluding the UGL Transport joint venture, which is reported as part of UGL within the Integrated Solutions segment).

Operating results

The consolidation of Thiess from April 23, 2024 has affected the comparability of our results between 2025 and 2024 and between 2024 and 2023. Throughout 2023, we owned 50% of Thiess and accounted for it as a joint venture using the equity method. From April 23, 2024, when we acquired an additional 10% of Thiess and gained additional control rights, we consolidated Thiess. This means that we included 100% of Thiess revenues, expenses and cashflows in our reported revenues, expenses and cashflows and recognized Elliott's minority interest in the (Profit)/Loss for the year attributable to non-controlling interests line in our consolidated statement of profit or loss.

Because we did not consolidate Thiess in 2023, consolidated Thiess from April 23 in 2024 and consolidated Thiess throughout 2025, our operating results are not directly comparable between 2025 and 2024 and between 2024 and 2023.

Comparison of 2025 and 2024

Our net profit after tax in 2025 was A$411.6 million, a decrease of A$260.9 million, or 38.8%, compared to a net profit after tax of A$672.5 million in 2024. Our profit before tax and the share of profit attributable to minority interests was A$796.2 million in 2025, an increase of A$16.0 million, or 2.1%, compared to A$780.2 million in 2024.

Revenue grew slightly more than expenses in 2025, however we recognized expenses for revenue and cost provisions on our projects totaling A$545.0 million as well as a A$32.5 million restructuring charge. Net finance costs also increased by A$75.4 million. These were partially offset by revaluation other gains totaling A$544.6 million.

Our result for 2024 was impacted by a gain of A$972.2 million on the remeasurement of our 50% interest in Thiess triggered by our acquisition of an additional 10% interest from Elliott, which was partially offset by revenue and cost provisions on our projects totaling A$880 million and a A$50.0 million restructuring charge.

Work in hand was A$38.4 billion at December 31, 2025, compared to A$40.2 billion at December 31, 2024. These amounts included A$3.1 billion and A$2.4 billion, respectively, representing our share of work in hand of our associates and joint ventures. On a comparable basis (that is, including only 50% of UGL Transport's work in hand), work in hand was A$36.4 billion at December 31, 2024.

During 2025, we were awarded A$22.3 billion of new work including our share of new work won by associates and joint ventures. New work awarded during 2025 together with its location and (where disclosable) estimated project value included:

- Lake Vermont Mine contract extension (QLD) – A$1.3 billion
- Eva Copper Mine project (QLD) – A$700 million
- Engineering and construction services for Hindustan Zinc Limited zinc tailings recycling facility (India) – A$400 million
- Design and preconstruction for Logan and Gold Coast Faster Rail project (QLD)
- Vulcan Lionheart Lithium EPC (Germany) – A$68 million
- Gateway to Bruce Highway Upgrade (QLD)
- Karlawinda Gold Mine extension (WA) – A$926 million
- Western Downs Battery Energy Storage System (WA)
- Engineering design services for Lithium De France (France)
- Elan The Emperor luxury residential project (India) – A$200 million
- High rise residential towers for Godrej Properties (India) – A$165 million
- Muchea Battery (WA)
- NBN Co Fibre Upgrade Works (QLD & NSW)
- New Dunedin Hospital Inpatients Building (NZ)
- Stanwell critical power generation assets maintenance contract extension (QLD)
- Eastern Freeway upgrade (VIC)
- Orchard Hills Water Filtration Plant reliability upgrade project (NSW) – A$150 million
- Perth Airport new runway enabling and landside airfield works (WA)
- Darwin LNG Life Extension project (NT)
- Neerabup Western Power Substation (WA)
- Engineering works for Mardie Salt & Potash project (WA)

Revenue

	For the year ended December 31,	
	2025	2024
	(A$ million)	
Engineering and Construction revenue	7,778.8	7,745.9
Integrated Solutions revenue	4,617.9	4,594.8
Natural Resources revenue	6,169.9	4,344.7
Corporate and Investments revenue	68.0	72.2
Total revenue	**18,634.6**	**16,757.6**

Total revenue was A$18,634.6 million in 2025, an increase of A$1,877.0 million, or 11.2%, compared to A$16,757.6 million in 2024. Our revenue for 2024 includes A$4,344.7 million representing Thiess' revenue contribution from April 23, 2024 to December 31, 2024. If the acquisition of an additional 10% of Thiess had occured on January 1, 2024, its contribution to our revenue for 2024 would have been A$6,058.7 million.

Engineering and Construction revenue was A$7,778.8 million in 2025, an increase of A$32.9 million, or 0.4%, compared to A$7,745.9 million in 2024. The result primarily reflected significant growth in data center projects in Asia, the ramp-up of the North District Hospital project in Hong Kong and higher revenue from the North East Link freeway project and Suburban Rail Loop project in Melbourne and the engineering and

construction component of the Western Ridge Crusher project for BHP in the Pilbara, offset by reduced revenue from completed or nearly completed projects including Western Sydney Airport – Station Boxes Tunnelling, West Gate Tunnel in Melbourne, Cross River Rail Tunnelling and Station Development in Brisbane, Waikeria Prison Development in New Zealand and the NEWest Alliance rail project in Perth, and lower revenue from the M6 Stage 1 project in Sydney. Engineering and Construction revenue also reflected a A$230.0 million reversal of previously recognized revenue relating to various construction projects.

Integrated Solutions revenue was A$4,617.9 million in 2025, an increase of A$23.1 million, or 0.5%, compared to A$4,594.8 million in 2024. Revenue increased at major projects including the Humelink transmission line, Santos DLNG Life Extension, the TasWater JV, the integrated solutions component of the Western Ridge Crusher project, the Queensland Resources Common User Facility and the Mount Pleasant coal mine Hybrid Pass project. Revenue decreased at completed projects including the L3C maintenance and logistics contract for Sydney Trains, Callide Cooling Towers, the Blackwater Gold processing plant and the Olive Downs South and SWC CHPP Debottleneck ECI contracts.

Natural Resources revenue was A$6,169.9 million in 2025, an increase of A$1,825.2 million, or 42.0%, compared to A$4,344.7 million in 2024. This increase primarily reflected the inclusion of a full year of consolidating Thiess revenue in 2025 compared to the inclusion of only the period from April 23, 2024 in the prior year. Apart from the full year inclusion of Thiess, the 2025 result for the Natural Resources segment primarily reflected strong performance on the Mount Pleasant, Iron Bridge and Eva Copper civil engineering projects, offset by a reduction in revenue and demobilisation activity across completed Indonesian and Chilean projects.

Corporate and investments revenue was A$68.0 million in 2025, a decrease of A$4.2 million, or 5.8%, compared to A$72.2 million in 2024.

Expenses

	For the year ended December 31,	
	2025	**2024**
	(A$ million)	
Materials	(3,529.5)	(3,186.4)
Subcontractors	(4,906.5)	(4,891.0)
Plant costs	(1,600.1)	(1,425.6)
Personnel costs	(5,801.1)	(5,370.5)
Depreciation and impairment of property, plant and equipment	(923.3)	(758.4)
Amortization of intangibles	(53.1)	(33.4)
Net gain on sale of assets	26.5	20.6
Foreign exchange (loss)/gain	(13.8)	(18.2)
Lease expense	(216.1)	(201.7)
Design, engineering and technical consulting fees	(117.5)	(86.2)
Restructuring	(32.5)	(50.0)
Other expenses	(795.3)	(595.4)
Total Expenses	**(17,962.3)**	**(16,596.2)**

Total expenses were A$17,962.3 million in 2025, an increase of A$1,366 million, or 8.2%, compared to A$16,596.2 million in 2024.

Our major direct expenses: materials, subcontractors, plant costs and personnel costs, increased by 6.5% in 2025, largely reflecting a full year of consolidating Thiess' results. Materials costs increased by A$343.1 million, or 10.8%, to A$3,529.5 million, reflecting the consolidation of a full year of Thiess' results, a modest increase in activity levels and the impact of inflation. Personnel costs increased by A$430.6 million, or 8.0%, to A$5,801.1 million, reflecting a full year of consolidating Thiess' results, an increase in employees from 38,394 at the end of 2024 to 40,093 at the end of 2025 (driven particularly by the ramp up of data center and other project activity in southeast Asia) and wage increases. Subcontractors costs increased by only A$15.5 million, or 0.3%, to A$4,906.5 million, despite a full year of consolidating Thiess' results. We reduced our use of subcontractors during the year as some large engineering and construction projects wound down, while in the Thiess business, subcontractors costs reduced from A$286.4 million in 2024 to A$191.4 million in 2025, principally as a result of a significant decrease in the use of subcontractors at MACA, which increased its employed workforce. Plant costs increased by A$174.5 million, or 12.2%, to A$1,600.1 million. The impact of a full year of consolidating Thiess was partially offset by a reduction in plant costs at Thiess from A$1,252.9 million in 2024 to A$1,030.7 million in 2025, primarily reflecting movements in plant provisioning.

Depreciation and impairment of property, plant and equipment increased by A$164.9 million, or 21.7%, to A$923.3 million, primarily reflecting a full year of consolidating Thiess.

Amortization of intangibles increased by A$19.7 million, or 59.0%, to A$53.1 million, primarily reflecting a full year of consolidating Thiess.

Lease expense increased by A$14.4 million, or 7.1%, to A$216.1 million, primarily reflecting a full year of consolidating Thiess.

Design, engineering and technical consulting fees increased by A$31.3 million, or 36.3%, to A$117.5 million, primarily driven by technical requirements for specific projects and a full year of consolidating Thiess.

We incurred A$32.5 million of restructuring costs in 2025 compared to A$50 million in 2024. These costs related to a Group-wide optimization and efficiency review that we commenced in 2024 and continued to implement in 2025.

Other expenses increased by A$199.9 million, or 33.6%, to A$795.3 million. In addition to the impact of a full year of consolidating Thiess, we recognized a A$315 million cost provision (compared to a A$80 million cost provision in 2024) mainly relating to West Gate Tunnel. Other expenses in 2025 and 2024 also included costs in relation to IT, insurance, travel expenses, office supplies and utilities, and professional fees.

Share of profits of associates and joint ventures

Share of profits of associates and joint ventures was A$47.6 million in 2025, an increase of A$8.1 million, or 20.5%, from A$39.5 million in 2024.

Other gains

Other gains totalled A$544.6 million in 2025, compared to A$972.2 million in 2024. Other gains in 2025 comprised:

- a gain of A$255.6 million resulting from a revaluation of the Leakes Road Data Centre, which we subsequently sold to a 50-50 joint venture between our ultimate parent, ACS Group, and Global Infrastructure Partners, a part of BlackRock; and
- a gain of A$289.0 million resulting from a revaluation of our UGL Transport business in conjunction with our agreement to sell 50% of the business to Sojitz.

The A$972.2 million gain in 2024 resulted from a revaluation of our existing 50% interest in Thiess in conjunction with our acquisition of an additional 10% interest in Thiess from Elliott.

EBITDA and EBIT

EBITDA was A$2,240.9 million in 2025, an increase of A$276.0 million, or 14.0%, from A$1,964.9 million in 2024. Deducting depreciation and amortization of A$976.4 million in 2025 and A$791.8 million in 2024, EBIT was A$1,264.5 million, an increase of A$91.4 million, or 7.8%, from A$1,173.1 million in 2024.

Net finance costs

Finance income was A$77.3 million in 2025, a decrease of A$4.8 million from A$82.1 million in 2024. The decrease reflected lower interest rates on our cash balances.

Finance costs were A$545.6 million in 2025, an increase of A$70.6 million, or 14.9%, from A$475.0 million in 2024. The increase primarily reflected the full year consolidation of Thiess and an increase in our average gross debt from A$5.7 billion in 2024 to A$7.1 billion in 2025. The increase was partially offset by a reduction in the weighted average interest rate on our debt from 6.5% in 2024 to 6.1% in 2025 reflecting lower market rates and refinancing activity.

Profit before tax

Our profit before tax increased A$16.0 million, or 2.1%, from A$780.2 million in 2024 to A$796.2 million in 2025.

Income tax expense

Income tax expense was A$217.4 million in 2025, an increase of A$223.3 million compared to an income tax benefit of A$5.9 million in 2024. The effective tax rate on our earnings was 27.3% in 2025 and (0.8)% in 2024. Income tax expense in 2024 was affected by a A$291.6 million one-off non-taxable gain primarily arising from the remeasurement of our existing interest in Thiess.

Profit attributable to non-controlling interests

Profit attributable to non-controlling interests was A$167.2 million in 2025, an increase of A$53.6 million, or 47.2% compared to A$113.6 million in 2024, primarily reflecting that 2025 included a full year of consolidating Thiess and accounting for Elliott's interest in Thiess as a non-controlling interest. Our 2025 profit attributable to non-controlling interests includes A$162.3 million attributable to Elliott as minority interest holder in Thiess. Excluding the amount attributable to Elliott, our 2025 profit attributable to non-controlling interests would have been A$4.9 million.

Profit after tax

Our profit after tax before non-controlling interests decreased A$207.3 million, or 26.4%, from A$786.1 million in 2024 to A$578.8 million in 2025. After deducting the portion attributable to non-controlling interests, our net profit after tax attributable to shareholders of the parent entity was A$411.6 million, a decrease of A$260.9 million, or 38.8%, compared to A$672.5 million in 2024.

Segment results

	For the year ended December 31, 2025				
	Engineering and Construction	**Integrated Solutions**	**Natural Resources**	**Corporate and Investments**	**Total**
			(A$ million)		
Revenue	7,778.8	4,617.9	6,169.9	68.0	**18,634.6**
Segment result	**421.8**	**262.0**	**417.0**	**(304.6)**	**796.2**

	For the year ended December 31, 2024				
	Engineering and Construction	**Integrated Solutions**	**Natural Resources**	**Corporate and Investments**	**Total**
			(A$ million)		
Revenue	7,745.9	4,594.8	4,344.7	72.2	**16,757.6**
Segment result	**416.7**	**261.2**	**350.4**	**(248.1)**	**780.2**

Engineering and Construction

Engineering and Construction had a segment result, or profit before tax, of A$421.8 million in 2025, an increase of A$5.1 million, or 1.2%, compared to A$416.7 million in 2024. The segment margin remained stable at 5.4% in both 2025 and 2024. The segment benefitted from expansion across Leighton Asia, however the margin contribution of this growth was offset by certain projects generating lower or nil margin.

Integrated Solutions

Integrated Solutions had a segment result of A$262.0 million in 2025, an increase of A$0.8 million, or 0.3%, compared to A$261.2 million in 2024. The segment margin was 5.7% in both 2025 and 2024. The segment benefitted from a consistent portfolio of work generating solid margins year-on-year.

Natural Resources

Natural Resources had a segment result of A$417.0 million in 2025, an increase of A$66.6 million, or 19.0%, compared to A$350.4 million in 2024, largely reflecting the full year impact of the consolidation of Thiess. The segment margin was 6.8% in 2025 and 8.1% in 2024, reflecting the mix of projects and the timing of project commencements and completions.

Corporate and investments

The segment result for corporate and investments was a loss of A$304.6 million, an increase of A$56.5 million, or 22.8%, compared to a loss of A$248.1 million in 2024. This movement was primarily due to the lower share of equity accounted profits from Thiess as a result of it being consolidated for the full year together with increased net finance costs.

Comparison of 2024 and 2023

Our net profit after tax in 2024 was A$672.5 million, an increase of A$237.3 million, or 54.5%, compared to a net profit after tax of A$435.2 million in 2023. Our profit before tax and the share of profit attributable to minority interests was A$780.2 million in 2024, an increase of A$285.9 million, or 57.8%, compared to A$494.3 million in 2023.

The result benefited from the consolidation of Thiess from April 23, 2024, which resulted in both revenue and expenses increasing significantly. Our result for 2024 was impacted by a gain of A$972.2 million on the remeasurement of our 50% interest in Thiess triggered by our acquisition of an additional 10% interest from Elliott, which was partially offset by revenue and cost provisions on our projects totaling A$880 million and a A$50.0 million restructuring charge.

Work in hand was A$40.2 billion at December 31, 2024, compared to A$31.7 billion at December 31, 2023. The December 31, 2024 number includes 100% of Thiess' work in hand, while the December 31, 2023 number only includes our proportional share of Thiess' work in hand (50% at the time). These amounts included A$2.4 billion and A$8.6 billion, respectively, representing our share of work in hand of our associates and joint ventures. On a basis comparable to our December 31, 2025 result (that is, including 100% of Thiess' work in hand but only 50% of UGL Transport's work in hand), work in hand was A$36.4 billion at December 31, 2024 and A$35.5 billion at December 31, 2023.

During 2024, we were awarded A$21.1 billion of new work including our share of new work won by associates and joint ventures. New work awarded during 2024 together with its location and (where disclosable) estimated project value included:

- North District Hospital expansion project (Hong Kong) – A$2.4 billion
- BHP Iron Ore Western Ridge Crusher (WA) – A$757 million
- Melbourne Airport Naarm Way Project (VIC) – A$260 million
- Elan Group mall and apartment complex construction packages (India) – A$277 million
- Royal Prince Alfred Hospital redevelopment (NSW)
- Melbourne metropolitan passenger rail services extension (VIC)
- Burnett River Dam Wall (QLD)
- Rockhampton Hospital (Mental Health Unit) (QLD)
- Data Centers (India and Indonesia)
- Telstra Adelaide to Darwin Fibre Packages (NT and SA)
- Jericho Copper Mine underground services (QLD) – A$149 million
- Stobie Open Pit Mining Project (Canada) – CA$205 million
- Defence Army Aviation Works design stage (QLD)
- Notre Dame College construction (QLD)
- Oyu Tolgoi Mine mining services (Mongolia)
- Collie Battery Stage 2 (WA)
- Western Downs Battery Stage 2 (QLD)
- Miralga Creek Iron Ore Mine mining and drill blast services (WA)
- Reconstruction of Choa Chu Kang Waterworks (Singapore)
- Western Power Electricity Network Services (WA) – A$125 million
- NBN Business Fibre Products (QLD, NSW, VIC)

Revenue

	For the year ended December 31,	
	2024	**2023**
	(A$ million)	
Engineering and Construction revenue	7,745.9	8,990.5
Integrated Solutions revenue	4,594.8	4,174.7
Natural Resources revenue	4,344.7	—
Corporate and investments revenue	72.2	114.1
Total revenue	**16,757.6**	**13,279.3**

Total revenue was A$16,757.6 million in 2024, an increase of A$3,478.3 million, or 26.2%, compared to A$13,279.3 million in 2023. Our revenue for 2024 includes A$4,344.7 million representing Thiess' revenue contribution from April 23, 2024 to December 31, 2024. If the acquisition of an additional 10% of Thiess had occurred on January 1, 2024, its contribution to revenue for 2024 would have been A$6,058.7 million. Thiess' revenue for 2023 was A$5,902.6 million.

Engineering and Construction revenue was A$7,745.9 million in 2024, a decrease of A$1,244.6 million, or 13.8%, compared to A$8,990.5 million in 2023. The decrease in engineering and construction revenue was primarily due to work ending on West Connex 3B and work on Western Sydney Airport—Station Tunnelling and Boxes and West Gate Tunnel declining from peak activity levels, partially offset by increases in revenue from the North East Link, Warringah Freeway Upgrade and Sydney Metro Eastern Tunnelling Package projects, as well as strong growth in data center projects across South East Asia and construction projects in India and the Philippines. Engineering and Construction revenue also reflected an A$800.0 million revenue adjustment

comprising a A$133.0 million revenue constraint applied to variable consideration and a A$667.0 million reversal of previously recognized revenue relating to (i) the settlement of legacy claims related to completed projects in Asia and (ii) a reduction in revenue related to some of our fixed price contracts in Australia.

Integrated Solutions revenue was A$4,594.8 million in 2024, an increase of A$420.1 million, or 10.1%, compared to A$4,174.7 million in 2023. The increase in integrated solutions revenue was primarily driven by a ramp-up in work on Snowy Hydro, Callide Cooling Towers, Port Hedland battery energy storage system and the integrated solutions component of the Western Ridge Crusher project, together with the revenue impact of the acquisitions of Novopro, Prudentia and MinSol. This increase was partially offset by a reduction in revenue from the Sydney Metro Line-wide Works project as it neared completion.

Natural Resources revenue was A$4,344.7 million in 2024. We reported the Natural Resources segment for the first time in 2024 following the consolidation of Thiess. The reported revenue represents Thiess' revenue from April 23, 2024. The result reflects strong performance from the Iron Bridge Magnetite, Lake Vermont, Mount Arthur South and Olive Downs contracts, partially offset by lower revenues across civil works contracts at MACA that were nearing completion and lower revenue at Curragh North.

Corporate and investments revenue was A$72.2 million in 2024, a decrease of A$41.9 million, or 36.7%, compared to A$114.1 million in 2023. The decrease primarily reflected the non-recurrence of A$33.6 million of dividends that we received in 2023 from our remaining investment in Ventia. Ventia is an infrastructure services business that we established in 2015 as a joint venture with Apollo Global Management. In November 2021, Ventia completed an initial public offering, which resulted in our ownership decreasing to 32.8%. We subsequently sold down our interest in four block trades, the last of which we completed in November 2023.

Expenses

	For the year ended December 31,	
	2024	**2023**
	(A$ million)	
Materials	(3,186.4)	(2,931.2)
Subcontractors	(4,891.0)	(4,664.2)
Plant costs	(1,425.6)	(657.8)
Personnel costs	(5,370.5)	(3,774.2)
Depreciation and impairment of property, plant and equipment	(758.4)	(284.8)
Amortization of intangibles	(33.4)	(15.4)
Net gain on sale of assets	20.6	8.7
Foreign exchange (loss)/gain	(18.2)	(3.1)
Lease expense	(201.7)	(118.4)
Design, engineering and technical consulting fees	(86.2)	(60.9)
Restructuring	(50.0)	—
Other expenses	(595.4)	(251.7)
Total Expenses	**(16,596.2)**	**(12,753.0)**

Total expenses were A$16,596.2 million in 2024, an increase of A$3,843.2 million, or 30.1%, compared to A$12,753.0 million in 2023.

Our major direct expenses: materials, subcontractors, plant costs and personnel costs, increased by 23.7% in 2024, largely reflecting the consolidation of Thiess from April 23, 2024. Materials costs increased by A$255.2 million, or 8.7%, to A$3,186.4 million, reflecting the consolidation of Thiess from April 23, 2024. Personnel costs increased by A$1,596.3 million, or 42.3%, to A$5,370.5 million, primarily reflecting the consolidation of Thiess from April 23, 2024. Total employees increased from 30,960 at December 31, 2023 (including our proportional share, or 50%, of Thiess employees) to 38,394 at December 31, 2024 (including 100% of Thiess employees). Subcontractors costs increased by A$226.8 million, or 4.9%, to A$4,891.0 million. The increase in subcontractor costs was proportionately smaller than the increases in other costs because Thiess incurs relatively low subcontractor costs as a proportion of overall expenses: 5.1% in 2024 compared to 29.5% for the CIMIC Group as a whole. Plant costs increased by A$767.8 million, or 116.7%, to A$1,425.6 million reflecting the consolidation of Thiess. Plant costs represented 22.4% of Thiess' costs for 2024, compared to 8.6% for the CIMIC Group as a whole, reflecting the heavy equipment-intensive nature of contract mining.

Depreciation and impairment of property, plant and equipment increased by A$473.6 million, or 166.3%, to A$758.4 million in 2024, reflecting the consolidation of Thiess, which operates an extensive fleet of mining equipment. Thiess' full year depreciation in 2024 was A$773.0 million.

Amortization of intangibles increased by A$18.0 million, or 116.9%, to A$33.4 million, which reflects the consolidation of Thiess intangible assets, which mostly consist of goodwill (acquired customer contracts and relationships).

Lease expense increased by A$83.3 million, or 70.4%, to A$201.7 million, reflecting the consolidation of Thiess.

Design, engineering and technical consulting fees increased by A$25.3 million, or 41.5%, from A$60.9 million in 2023 to A$86.2 million in 2024, primarily reflecting the consolidation of Thiess.

We incurred A$50.0 million of restructuring costs in 2024 compared to A$nil in 2023. These costs related to a Group-wide optimization and efficiency review that we commenced in 2024.

Other expenses increased by A$343.7 million, or 136.6%, to A$595.4 million. The increase was primarily driven by the consolidation of Thiess but also reflected an A$80 million cost provision relating to major construction contracts. Other expenses in 2024 and 2023 also included costs in relation to IT, insurance, travel expenses, office supplies and utilities, and professional fees.

Share of profits of associates and joint ventures

Share of profits of associates and joint ventures was A$39.5 million in 2024, a decrease of A$113.8 million, or 74.2%, from A$153.3 million in 2023, reflecting that after the consolidation of Thiess, this item no longer includes our share of Thiess profits.

Other gains

We recognized a A$972.2 million gain in 2024 resulting from the revaluation of our existing 50% interest in Thiess in conjunction with our acquisition of an additional 10% interest from Elliott. Other gains for 2023 were A$nil.

EBITDA and EBIT

EBITDA was A$1,964.9 million in 2024, an increase of A$985.1 million, or 100.5%, from A$979.8 million in 2023. Deducting depreciation and amortization of A$791.8 million in 2024 and A$300.2 million in 2023, EBIT was A$1,173.1 million in 2024, an increase of A$493.5 million, or 72.6%, from A$679.6 million in 2023.

Net finance costs

Finance income was A$82.1 million in 2024, an increase of A$3.9 million, or 5.0% from A$78.2 million in 2023. The increase reflected higher interest rates on cash deposits and money market instruments, together with the impact of consolidating Thiess.

Finance costs were A$475.0 million in 2024, an increase of A$211.5 million, or 80.3%, from A$263.5 million in 2023. The increase primarily reflected the impact of consolidating Thiess, which had A$2,110.6 million of interest bearing debt and A$672.1 million of lease liabilities at June 30, 2024. The increase in finance costs also reflected the full year impact of interest rate increases in 2023 on our floating rate debt, partially offset by the impact of refinancing transactions during the year in which we replaced existing debt with new instruments at more favorable base rates. Our weighted average interest rate (excluding leases) increased from 4.9% in 2023 to 6.5% in 2024. We had an average gross debt of A$5.7 billion in 2024 compared to A$3.8 billion in 2023.

Profit before tax

Our profit before tax increased A$285.9 million, or 57.8%, from A$494.3 million in 2023 to A$780.2 million in 2024.

Income tax expense

Income tax benefit was A$5.9 million in 2024, an increase of A$61.5 million, or 110.6%, compared to an income tax expense of A$55.6 million in 2023. The effective tax rate on our earnings was (0.8)% in 2024 and 11.2% in 2023. The tax benefit in 2024 reflected the impact of the non-taxable gain arising from the remeasurement of our interest in Thiess. In 2023, our effective tax rate reflected the profit contribution from joint ventures and associates.

Profit attributable to non-controlling interests

Profit attributable to non-controlling interests was A$113.6 million in 2024 compared to A$3.5 million in 2023, reflecting that we began consolidating Thiess and accounting for Elliott's interest in Thiess as a non-controlling interest from April 23, 2024.

Profit after tax

Our profit after tax increased A$347.4 million, or 79.2%, from A$438.7 million in 2023 to A$786.1 million in 2024. After deducting the portion attributable to non-controlling interests, our net profit after tax attributable to shareholders of the parent entity was A$672.5 million, an increase of A$237.3 million, or 54.5%, compared to A$435.2 million in 2023.

Segment results

	For the year ended December 31, 2024				
	Engineering and Construction	**Integrated Solutions**	**Natural Resources**	**Corporate and Investments**	**Total**
			(A$ million)		
Revenue	7,745.9	4,594.8	4,344.7	72.2	**16,757.6**
Segment result	**416.7**	**261.2**	**350.4**	**(248.1)**	**780.2**

	For the year ended December 31, 2023				
	Engineering and Construction	**Integrated Solutions**	**Natural Resources**	**Corporate and Investments**	**Total**
			(A$ million)		
Revenue	8,990.5	4,174.7	—	114.1	**13,279.3**
Segment result	**438.1**	**225.9**	**—**	**(169.7)**	**494.3**

Engineering and Construction

Engineering and construction had a segment result, or profit before tax, of A$416.7 million in 2024, a decrease of A$21.4 million, or 4.9%, compared to A$438.1 million in 2023. Despite the decrease, the segment margin increased from 4.9% in 2023 to 5.4% in 2024. The increase reflected changes in the project mix, in particular, a roll-off of lower-margin projects.

Integrated Solutions

Integrated solutions had a segment result of A$261.2 million in 2024, an increase of A$35.3 million, or 15.6%, compared to A$225.9 million in 2023. The segment margin increased from 5.4% in 2023 to 5.7% in 2024, largely due to profit contributions from Sedgman's acquisitions during 2023 and 2024 (Prudentia, MinSol, and Novopro).

Natural Resources

Natural Resources had a segment result of A$350.4 million in 2024, representing the results of Thiess from April 23, 2024, and a segment margin of 8.1%. We reported this segment for the first time in 2024 as a result of the consolidation of Thiess.

Corporate and investments

The segment result for corporate and investments was a loss of A$248.1 million in 2024, an increase of A$78.4 million, or 46.2%, compared to a loss of A$169.7 million in 2023. This movement was primarily due to the increase in finance costs as a result of interest rate increases and the reduction in our share of Thiess equity accounted profits following consolidation.

Liquidity and capital resources

We require significant amounts of cash to fund our operations, including our working capital and capital expenditure, as well as to invest in strategic M&A activity and to make dividend payments to our parent. We anticipate meeting these funding requirements through operating cash flow, borrowings from our existing and

future bank finance facilities, trade finance arrangements and debt capital markets issuances. At December 31, 2025, we had available liquidity of A$6,367.7 million, consisting of undrawn debt facilities of A$2,984.8 million and A$3,382.9 million of cash and cash equivalents. Excluding cash and cash equivalents at Thiess and the undrawn portion of Thiess' debt facilities, to which non-Thiess members of the CIMIC Group do not have access, at December 31, 2025, we had available liquidity of A$5,393.0 million, consisting of undrawn debt facilities of A$2,297.4 million and A$3,095.6 million of cash and cash equivalents. At December 31, 2025, A$466.6 million of the CIMIC Group cash and cash equivalents balance was restricted in connection with our receivables factoring program.

In addition, if Elliott exercises its put option requiring us to purchase its remaining shares in Thiess, it would create an immediate cash need. Our parent, HOCHTIEF Australia Holdings Limited, together with its parent, have issued an irrevocable equity commitment to fund this amount. If Thiess becomes a wholly-owned subsidiary, we will effectively be required to refinance or restructure Thiess' debt within 364 days of the acquisition, which will create a further need for liquidity. See "*—Thiess options*" below.

We believe that our available liquidity, the proceeds of this offering, the HOCHTIEF equity commitment and our other available sources of funding will provide sufficient liquidity for us to meet our working capital, capital expenditure, dividend payments and other cash requirements for at least the next 12 months.

Cash flows

Set out below is a summary of our cash flows for the periods indicated.

Since April 23, 2024, we have consolidated the results of our 60% owned subsidiary, Thiess. Although we recognize 100% of Thiess' cash flows in our cash flow statement, Thiess and its subsidiaries are subject to restrictions on their ability to distribute cash either through dividends or other financing arrangements with other members of the CIMIC Group.

	For the year ended December 31,		
	2025	**2024**	**2023**
Cash flows from operating activities			
Cash receipts in the course of operations (including GST)	20,521.3	18,224.7	13,908.7
Cash payments in the course of operations (including GST)	(19,234.9)	(16,549.9)	(13,634.8)
Operating cash flow	**1,286.4**	**1,674.8**	**273.9**
Interest received	78.0	82.7	80.3
Finance costs paid	(453.6)	(403.0)	(214.2)
Income taxes paid	205.8	(205.4)	(17.9)
Net cash inflow/(outflow) from operating activities	**1,116.6**	**1,149.1**	**122.1**
Cash flows from investing activities			
Payments for intangibles	(15.6)	(19.3)	(9.9)
Payments for property, plant and equipment	(568.0)	(548.6)	(206.1)
Payments for development expenditure	(47.2)	(134.7)	(47.0)
Proceeds from sale of property, plant and equipment	57.8	55.6	18.0
Proceeds from sale of investment property	236.3	—	—
Proceeds from sale of investments and controlled entities	278.8	0.4	682.3
Cash acquired from acquisition of investments	—	112.8	1.3
Cash disposed from sale of investments	(46.0)	—	(1.3)
Dividends from investments	—	—	33.6
Loans to associates and joint ventures	—	(5.1)	(8.0)
Payments for investments	(25.0)	(554.5)	(86.4)
Net cash inflow/(outflow) from investing activities	**(128.9)**	**(1,093.4)**	**376.5**
Cash flows from financing activities			
Repayment of financial liability	—	—	(34.0)
Proceeds from borrowings	2,440.1	3,866.1	2,617.1
Repayment of borrowings	(2,044.7)	(3,437.6)	(2,872.6)
Repayment of leases	(413.3)	(258.8)	(98.0)
Dividends to shareholders of the Company	(33.0)	(52.9)	(180.5)
Dividends to non-controlling interests	(92.9)	—	—
Advances to non-controlling interests	(85.8)	(52.4)	—
Net cash (outflow)/inflow from financing activities	**(229.6)**	**64.4**	**(568.0)**

	For the year ended December 31,		
	2025	2024	2023
Net (decrease)/increase in cash held	758.1	120.1	(69.4)
Cash and cash equivalents at the beginning of the period	2,660.7	2,498.9	2,569.0
Effects of exchange rate fluctuations on cash held	(35.9)	41.7	(0.7)
Cash and cash equivalents at the end of the period	**3,382.9**	**2,660.7**	**2,498.9**

Cash flows from operating activities

Our primary source of cash is cash generated from our operating activities. The largest components of cash flows from operating activities are receipts from customers and payments to suppliers, subcontractors and employees. The timing of these payments, which is reflected in movements in our working capital, can significantly affect our operating cash flows.

Our reported operating cash flow is affected by movement in our factoring balances at each reporting period. We have a receivables financing program under which we sell receivables from our customers to a range of financial institutions in order to accelerate our receipt of cash. We sell only certified receivables, that is, amounts that the customer has certified are contractually due to be paid. We transfer receivables to our factoring counterparties on a non-recourse basis: that is, the risk that the customer does not pay is transferred to our factoring counterparties together with the right to receive payment. Our level of factored receivables at December 31, 2025 was A$740.3 million, compared to A$743.4 million at December 31, 2024 and A$481.9 million at December 31, 2023.

In the table below, we present our operating cash flow before factoring. This is a non-AAS/GAAP estimate of the operating cash flow we would have recorded if we had not received cash from factoring receivables and had instead received the cash when paid by the customer. Our management uses this measure to enhance their understanding of our cash generation potential. We calculate this measure by adding to or subtracting from operating cash flow the increase or decrease, respectively, in the amount of receivables that we have sold to factoring counterparties but have not yet been paid. For 2023, we present this measure on an adjusted basis to remove the impact of one-off cash outflows of A$319.8 million relating to the settlement of a construction dispute at the Ichthys LNG project and certain other legacy payments We include this measure to assist readers to understand the impact of factoring on our operating cash flow over time, but it is not an alternative or substitute for operating cash flow calculated in accordance with AAS.

The following table shows the calculation of operating cash flow for 2025, 2024 and 2023.

	At or for the year ended December 31,		
	2025	2024	2023
		(A$ million)	
Operating cash flow	**1,286.4**	**1,674.8**	**273.9**
Dispute settlement and other legacy payments	—	—	319.8
Adjusted operating cash flow	**1,286.4**	**1,674.8**	**593.7**
Opening receivables factoring balance	743.4	481.9	528.4
Closing receivables factoring balance	740.3	743.4	481.9
Decrease/(increase)	3.1	(261.5)	46.5
Operating cash flow before factoring	**1,289.5**	**1,413.3**	**640.2**

Reported operating cash flow was A$1,286.4 million in 2025, a reduction of A$388.4 million from A$1,674.8 million in 2024. Reported operating cash flow in 2024 included a A$261.5 million inflow from the impact of factoring, compared to a A$3.1 million outflow in 2025. Our net cash inflow from operating activities, which also includes interest received, finance costs paid and income taxes paid, was A$1,116.6 million in 2025, a A$32.5 million decrease from a net cash inflow of A$1,149.1 million in 2024.

Operating cash flow before factoring was A$1,289.5 million in 2025, a decrease of A$123.8 million compared to A$1,413.3 million in 2024.

Reported operating cash flow was A$1,674.8 million in 2024, an increase of A$1,400.9 million compared to A$273.9 million in 2023. Operating cash flow in 2023 included one-off outflows of A$319.8 million relating to the settlement of a dispute relating to a construction project and certain other legacy payments. Reported operating cash flow in 2024 included a A$261.5 million inflow from the impact of factoring, compared to a A$46.5 million outflow in 2023. Our net cash inflow from operating activities, which also includes interest received, finance costs paid and income taxes paid, was A$1,149.1 million in 2024, a A$1,027.0 million increase from a net cash inflow of A$122.1 million in 2023.

Operating cash flow before factoring was A$1,413.3 million in 2024, an increase of A$773.1 million compared to A$640.2 million in 2023.

Cash flows from investing activities

Net cash outflow from investing activities was A$128.9 million in 2025. In 2025, capital expenditure outflows were offset by proceeds from the sale of investments including the Leakes Road data center, 50% of UGL Transport and our shares in Vulcan Energy. Net cash outflow from investing activities was A$1,093.4 million in 2024. In 2024, investing cash outflows included capital expenditure and payments for a number of investments, including A$320 million for an additional 10% of Thiess, A$54.4 million for the acquisition of PYBAR by Thiess, a A$41 million investment in Vulcan Energy, A$105.6 million of previously committed equity paid into existing Pacific Partnerships assets and A$134.7 million of development expenditure. In 2023, we had a A$376.5 million cash inflow from investing activities, primarily as a result of A$682.3 million of proceeds from the sale of Ventia shares.

Cash flows from financing activities

We had a net cash outflow from financing activities of A$229.6 million in 2025. Our net proceeds from borrowings were an inflow of A$395.4 million. This was offset by repayments of finance leases of A$413.3 million, mostly relating to Thiess leased equipment and assets, and dividends and advances to our shareholder and non-controlling interests (Hochtief and Elliott) totaling A$211.7 million.

In 2024, we had a net cash inflow from financing activities of A$64.4 million. Our net proceeds from borrowings were an inflow of A$428.5 million. Repayments of finance leases totalled A$258.8 million, an increase from A$98.0 million in 2023 reflecting the consolidation of Thiess. Dividends and advances to our shareholder and non-controlling interests totalled A$105.3 million.

In 2023, we had a net cash outflow from financing activities of A$568.0 million. Our net proceeds from borrowings were an outflow of A$255.5 million. Repayments of finance leases totalled A$98.0 million. We paid dividends to our shareholder totaling A$180.5 million.

Capital expenditure

Our business requires significant and continual capital expenditure investment, particularly for the plant and equipment we use to perform construction services and mining services through Thiess. Thiess maintains a fleet of heavy mining equipment that can be deployed from one project to another. However, when it commences a new contract, it is often necessary to purchase new equipment to perform the contract. Thiess also invests capital expenditure to maintain its owned and leased fleet in good working condition. As a result, Thiess' capital expenditure fluctuates from period to period depending on its requirements for new fleet or maintenance.

Most of our expenditure for plant and equipment in the Construction and Engineering segment is tied to specific projects, in that when we win a new project, we will outlay a significant amount of capital expenditure to buy the plant and equipment required to perform the contracted services. The vast majority of this capital expenditure is funded by our customers under the relevant project contract.

We sell used equipment where it has reached the end of its useful life or where a contract concludes and it would be uneconomic to redeploy it on a new project.

The following table summarizes our capital expenditure in 2025, 2024 and 2023.

	For the year ended December 31,		
	2025	**2024**	**2023**
		(A$ million)	
Payments for property, plant and equipment	(568.0)	(548.6)	(206.1)
Proceeds from sale of property, plant and equipment	57.8	55.6	18.0
Total	**(510.2)**	**(493.0)**	**(188.1)**

At December 31, 2025, we had contractual commitments for A$81.6 million of capital expenditure, all consisting of purchases of property, plant and equipment due within one year of that date.

Thiess options

Under the terms of the agreement under which we sold a 50% interest in Thiess to funds managed by Elliott, as subsequently amended, Elliott has the option, exercisable at any time until December 31, 2026, to sell all or

part of the ordinary and Class A preference shares it acquired at the time of the transaction back to us at an exercise price equal to the lower of (i) Elliott's acquisition price or (ii) a price referable to movements in the S&P/ASX 200 Total Return index plus the accrued value of any shortfall in agreed minimum distributions from Thiess. The option price is payable 10 business days following exercise. Our obligations under the option are guaranteed by HOCHTIEF AG, which indirectly through its subsidiaries holds 100% of the Parent Guarantor's share capital. The option is exercisable either in whole or in increments of a minimum of 5% of Thiess' equity.

Elliott also has the option to sell to us its portion of the Class C preference shares that we and Elliott subscribed for to fund Thiess' acquisition of MACA Limited and we have a corresponding call option. Elliott's Class C preference share option is generally exercisable during the 42-month period starting six months after the earlier of the date it sells its ordinary and Class A preference shares, or the end of the put option period for those shares. Our call option is exercisable from the date that Elliott ceases to own any Class A preference shares. The put and call option over the Class C preference shares oblige us to buy or enable us to purchase (as applicable) all, but not some, of the Class C preference shares.

We account for these options as an option over non-controlling interest and recognize the gross redemption value as a financial liability alongside a reduction in CIMIC's equity within reserves. Accordingly, at December 31, 2025, we recognized amounts of A$920.0 million and A$153.0 million reflecting the present value of the gross redemption value of the put options over the ordinary and Class A Preference shares and the Class C Preference shares, respectively.

Elliott exercising the put option over its shares would create a significant immediate cash need. We estimate that if Elliott had exercised the put option over its ordinary and Class A preference shares on December 31, 2025, and we had exercised our call option over Elliott's Class C preference shares immediately thereafter, the total acquisition price would have been A$1,149.5 million. Our parent, HOCHTIEF Australia Holdings Limited and its parent entity have issued an irrevocable equity commitment under which they agreed to fund the consideration payable to Elliott to repurchase Elliott's shares up to a maximum amount of A$1,235.3 million.

Under the terms of our bank facilities, our previous issuance of Rule 144A notes and the Notes offered hereby, 364 days after Thiess becomes a wholly-owned subsidiary, it will become subject to certain covenants under those instruments, including restrictions on secured debt, which will effectively require us to restructure or refinance Thiess' secured debt by that date. At December 31, 2025, Thiess had A$1,925.3 million of secured debt. For more information, see "*Risk Factors—Our agreement with Elliott in relation to Thiess includes a put option for Elliott to sell its interest in Thiess to us, which, if exercised, will require us to fund the purchase price and restructure or refinance Thiess' debt.*"

Dividends

We target an annual dividend payout ratio of between 60% and 65% of our net profit after tax. However, our actual dividend payments are subject to a point in time assessment of our solvency, liquidity, distributable reserves and subject to our Treasury policy of maintaining a sustainable capital structure that enables us to maintain an investment grade credit rating and deliver our business strategy. We would generally declare an interim dividend in July and a final dividend in February at the time we finalise our financial statements for the first half and full year respectively and pay the dividend to our shareholder shortly thereafter. With respect to 2025 and 2023, we declared dividends of A$33.0 million and A$121.4 million, respectively, representing payout ratios of 8.0% and 27.9% of net profit after tax for those years. We did not declare a dividend for 2024.

Indebtedness

At December 31, 2025, we had total indebtedness of A$6,218.4 million, plus lease liabilities of A$736.3 million. At December 31, 2025, we had cash and cash equivalents of A$3,382.9 million, resulting in net debt of A$2,835.5 million (excluding lease liabilities). The majority of this debt was unsecured, however at December 31, 2025 we had A$1,925.3 million of secured debt, all of which was issued by Thiess and is non-recourse to the rest of the CIMIC Group.

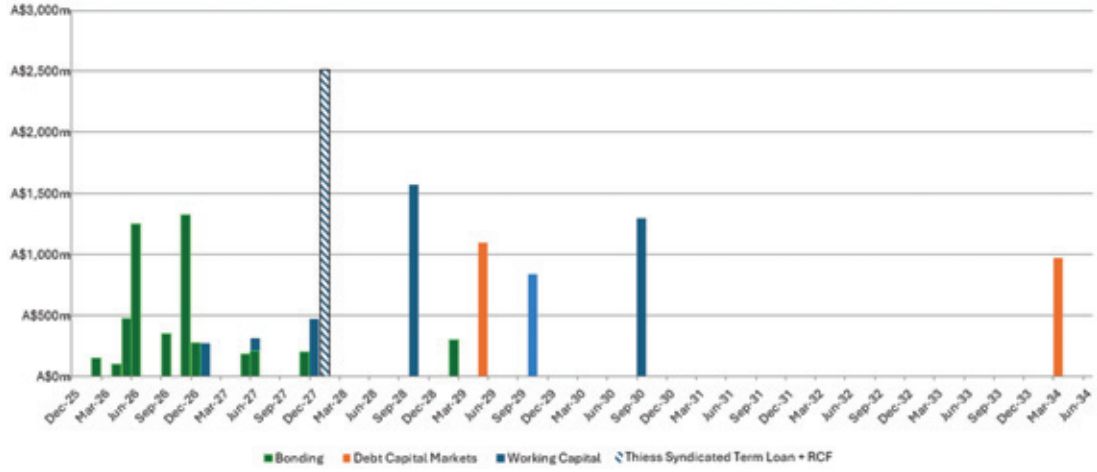
The following table shows our total debt and net debt (excluding lease liabilities) at December 31, 2025, 2024 and 2023.

	At December 31,		
	2025	**2024**	**2023**
	(A$ million)		
Total debt	(6,218.4)	(5,874.7)	(3,045.0)
Cash and cash equivalents	3,382.9	2,660.7	2,498.9
Net debt	(2,835.5)	(3,214.0)	(546.1)
Net debt and total equity	(1,163.7)	(1,830.3)	1,120.9

We have used a number of sources of debt financing, including syndicated and bilateral bank finance facilities and debt capital markets issuances. In addition to our debt facilities, we have a number of facilities under which third party financial institutions issue bank guarantees, insurance, performance and payment bonds and letters of credit to our customers to secure the performance of our contractual obligations. See "*Description of Other Financing Arrangements*" for more detail regarding our debt facilities. The following table shows summarizes our outstanding debt facilities, including our bonding and guarantee facilities, at December 31, 2025.

	At December 31, 2025	
	Facility limit	**Amount drawn**
	(A$ million)	
Bank facilities	7,180.9	4,151.8
Capital markets debt	N/A	2,066.6
Bonding/guarantee facilities	7,420.4	5,268.3

The following chart shows the maturity profile of our working capital, debt capital markets and insurance bonding as of December 31, 2025.



Some of our debt facilities contain covenants that require us to maintain certain financial ratios. The following table shows the financial covenants in our facilities at the CIMIC level and in our facilities at the Thiess level and the applicable ratio at December 31, 2025.

CIMIC			Thiess		
Ratio[1]	**Covenant level**	**Level at December 31, 2025**	**Ratio**	**Covenant level**	**Level at December 31, 2025**
Total Liabilities plus 50% of Contingent Liabilities/Total Assets[2]	Less than 125%	109.0%	Total Liabilities plus 50% of liabilities under indemnities in bank guarantees, insurance bonds and letters of credit/Total Assets	Not more than 120%	57%
Net Debt to EBITDA[4]	Less than 3.25x	1.3x	Net Debt to EBITDA	Not more than 3.0x	1.7x
EBITDA to Interest Charges[5]	More than 3.0x	3.9x	EBITDA to Debt Interest Expense plus Finance Charges for Lease Liabilities	Not less than 1.75x	5.45x

Notes:

(1) Capitalized terms used in these ratios have the meanings given to them in the relevant financing agreements
(2) Total Liabilities includes all lease liabilities
(3) Net Debt includes all lease liabilities
(4) Interest Charges includes finance charges on lease liabilities

Quantitative and qualitative disclosure about market and financial risk

Our activities expose us to a number of market and financial risks, including credit risk, liquidity risk, equity price risk, foreign currency risk and interest rate risk.

We manage financial risk through our treasury department based on financial policies approved by the Board. Treasury identifies, evaluates and, where appropriate, hedges financial risks in close co-operation with our operating units. We take advantage of natural hedges where possible, using financial instruments to hedge residual positions. Our written risk management principles cover specific areas such as foreign exchange risk, interest rate risk, credit risk, the use of derivative financial instruments and non-derivative financial instruments and investment of excess liquidity. We do not use derivative instruments for speculative purposes.

See Note 35 to our 2025 annual financial statements included elsewhere in this offering memorandum for additional quantitative and qualitative information about our exposure to these risks and the way we manage them.

Credit risk

Credit risk is the risk that a counterparty will not complete its obligations under a financial instrument resulting in a loss to us. We monitor our exposure to credit risk on an ongoing basis, including analyzing the aging of receivables. We limit derivative and deposit counterparties to investment grade financial institutions. Although from time to time we have large individual customer balances, we minimize concentrations of credit risk by undertaking transactions with a large number of government and blue-chip customers in various countries. In accordance with AASB 9 *Financial Instruments*, we apply an expected credit loss model to account for expected credit losses at each reporting date. We have recognized a A$62.0 million loss allowance as of December 31, 2025. If we identify credit risk in a particular counterparty, we may stop work on projects with that counterparty.

Liquidity risk

Liquidity risk is the risk of having insufficient funds to settle financial liabilities when they fall due. Our objective is to maintain efficient use of cash and debt facilities in order to balance the cost of borrowing and ensure sufficient availability of credit facilities to meet forecast capital requirements. We review liquidity continually through daily cash monitoring, review of available credit facilities and forecasting and matching cash flows in order to ensure that we have sufficient levels of cash and committed credit facilities to meet working capital requirements. Where we identify any deficiencies, we may establish new credit facilities with our existing lenders and/or rely on our parent companies for assistance (which we have not needed to do to date).

Equity price risk

Equity price risk is the risk that the fair value of either a listed or unlisted equity investment, derivative equity instrument, or a portfolio of such financial instruments decreases in the future. Our equity investments include our participation in major PPP infrastructure projects. We may also make equity investments as part of our strategic plans to form alliances or to invest in complementary businesses to access specialized skills, markets or additional capacity.

Foreign currency risk

Foreign currency risk is the risk that the value of a financial commitment, a recognized asset or liability will fluctuate due to changes in foreign currency rates. Our foreign currency risk arises primarily from our investments in foreign operations.

We use non-derivative financial instruments, such as borrowings in the foreign currencies, to hedge our investments in foreign operations. We recognize foreign currency gains and losses arising from translation of net investments in foreign operations in the foreign currency translation reserve until realized.

We are also exposed to foreign currency risk on project receipts and expenditure on plant and equipment denominated in currencies other than the functional currency of the entity. Where we consider this foreign currency risk to be significant, we enter into forward exchange contracts to hedge the foreign currency risk. These hedges are classified as cash flow hedges and measured at fair value. We also hedge the foreign currency risk on our €625 million of 1.5% EMTN notes due in 2029 via a cross currency interest rate swap, which effectively swaps the notes into an Australian dollar exposure at an interest rate of 3.5% and hedge the foreign currency risk on our JPY9,850.0 million Japanese Yen floating rate term loan via instruments that swap the exposure into Australian dollars at a floating rate based on the Australian bank bill swap rate plus an average margin of 1.47%.

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument or cash flow associated with the instrument will fluctuate due to changes in the market interest rates. We use derivative financial instruments to

assist in managing our interest rate exposure. Our interest rate risk arises from the interest receivable on cash and cash equivalents and interest payable on interest-bearing loans and lease liabilities.

Critical accounting estimates and judgments

In preparing our financial statements, we make a number of estimates and judgements that potentially have a significant effect on our reported profits, assets and liabilities. We base these estimates and judgments on our historical experience and other factors, such as our expectations of future events that may have a financial impact on us. We continually evaluate these estimates and judgments and may in future need to revise them. The judgments that could have a significant effect on our reported results for 2025 and estimates with a risk of adjustment in the next years are set out in Note 1 to our 2025 annual financial statements included elsewhere in this offering memorandum. They are:

- Accounting for engineering and construction and integrated solutions contracts, including determination of the stage of completion, estimation of total contract costs, determination of onerous contracts, estimation of contract revenue, estimation of project completion dates and assumed levels of project execution productivity.
- Determination of control or joint control, particularly with respect to the Thiess joint venture, and the timing of loss of control, particularly with respect to UGL Transport.
- Determination of the fair value of investment properties.
- Estimation of the allowance for expected credit losses.
- Leasing, including determining whether a lease exists, estimating the residual value guarantees and buy out operations of lease liabilities and estimating lease extension options.
- Asset disposals, including whether the risks and rewards of ownership have transferred.
- Estimation of the economic life of property, plant and equipment and intangibles.
- Asset impairment testing.
- Measurement and classification of financial instruments, particularly with respect to the joint ventures within UGL Transport.
- Determination of the fair value of assets and liabilities arising from business combinations.
- Uncertain tax positions.

For more information about these estimates and judgments and our other significant accounting policies, see Note 1 to our 2025 annual financial statements included elsewhere in this offering memorandum.

INDUSTRY

Certain information set forth in this section has been derived from external sources, including a report that we commissioned in March 2026 from Oxford Economics Australia on the construction industry in Australia and New Zealand (relevant for CPB Contractors); the infrastructure services industry in Australia and New Zealand (relevant for UGL and Sedgman); and the contract mining and mining rehabilitation industry in Australia (relevant for Thiess). Industry data and market forecasts included in this offering memorandum from Oxford Economics Australia are based on financial years ended June 30 ("FY") unless otherwise stated. This information involves a number of assumptions and limitations, and you are cautioned not to give undue weight to these estimates. While we believe that these external sources are reliable, we have not independently verified them and cannot guarantee their accuracy or completeness. See "Cautionary Note Regarding Industry and Third-Party Data." Additional factors that should be considered in assessing the market and competitive data set forth in this section are described elsewhere in this offering memorandum, including, in particular, in the "Risk Factors" section.

This industry section discusses a number of industry dynamics and trends in our core markets—construction, infrastructure services, and mining and minerals processing—which are relevant to an understanding of our businesses and prospects.

According to Oxford Economics Australia, as of June 2025, we (through CPB Contractors) are a market leader in the construction industry across Australia and New Zealand, a market leader (through UGL) in the infrastructure services sector in Australia and a market leader (through Thiess, MACA and PYBAR) in the contract mining sector in Australia, as at the time of their report in March 2026, based on market share in the relevant market.

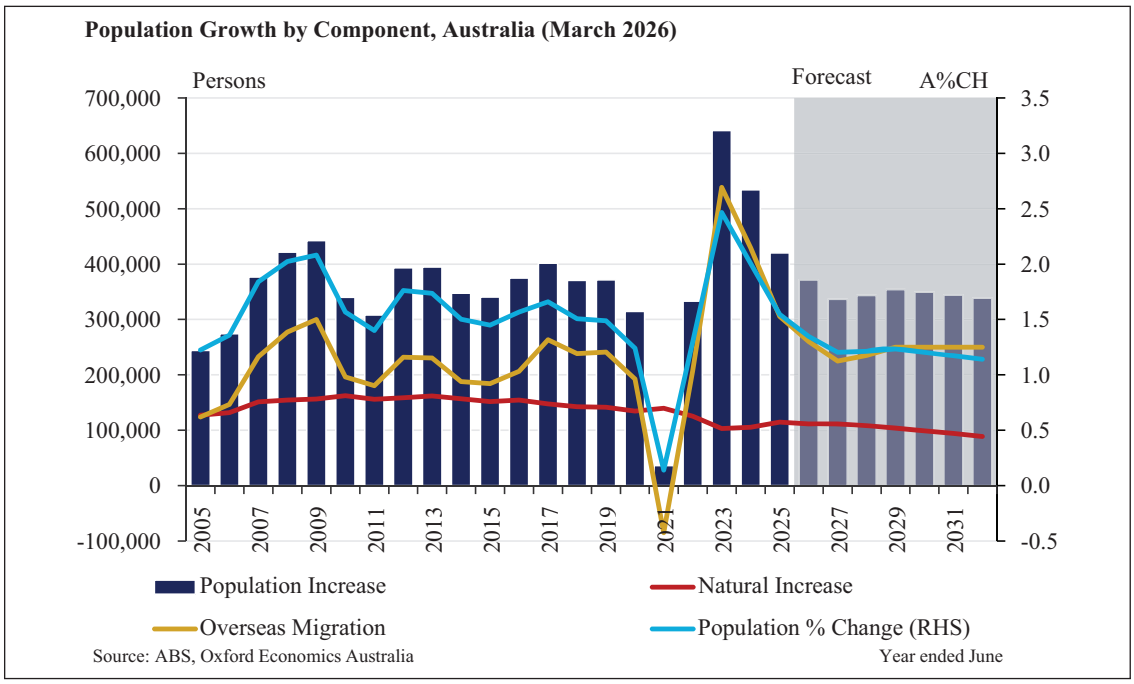
Key drivers of market demand for our businesses

There are a number of key drivers of demand for the construction, infrastructure services and mining and minerals processing sectors impacting the extent of our opportunities, which include:

- population growth, underpinned by strong levels of immigration;
- increasing levels of government and private sector construction investment;
- the digital evolution and its impact on telecommunications infrastructure and data storage;
- the impact of climate change;
- the energy transition and increased demand for commodities critical to the "new economy;" and
- the closure of mines across Australia and associated mine rehabilitation and environmental restoration.

Population growth

Population growth in Australia fundamentally underpins demand for infrastructure and thus strongly impacts a range of our markets. Robust population growth in Australia over the decade to FY20 and the return to these heightened growth levels post-pandemic in FY23 to FY25 have driven higher urban densities, increased congestion, and raised the overall burden on existing infrastructure. From FY16 to FY20, Australia's population grew by approximately 1.9 million people to 25.7 million people. While population growth slowed to 0.1% in FY21 due to COVID-19 curtailing overseas migration, population growth rebounded to 1.3%, 2.5% and 2.0% over FY22, FY23 and FY24, respectively, as international borders reopened and overseas migration increased. At June 2025, Australia's population was approximately 27.6 million people. Overseas migration is now easing and population growth slowed to 1.5% in FY25 and is projected to stabilize at approximately 1.2% each year from FY26 to FY32 (see chart *"Population Growth by component – Australia"*), reaching 30 million people by June 2032. Overseas migration has largely underpinned Australia's population growth over time and the forecasts assume a continuation of the Australian government's supportive immigration policies.



Population growth, combined with a historical underspend on infrastructure, aging assets and the need to invest in the energy transition, is expected to continue to sustain a solid level of infrastructure investment into the future. Oxford Economics Australia also expects substantial growth in data centers and defense infrastructure to significantly add to overall investment levels. Oxford Economics Australia forecasts total Australian construction activity to increase from A$284 billion in FY25 to over A$315 billion in FY32.

Increasing levels of construction investment

Oxford Economics Australia forecasts a steady rise in total construction investment in Australia over the next seven years. The rising levels of construction activity over the decade are partially a product of the other key demand drivers listed in this section (such as the energy transition), but there are additional factors such as continuing high levels level of public infrastructure expenditure (although falling back from the expected record peak in FY26), a renewed wave of investment in resource- related construction, the 2032 Brisbane Olympics and the historic undersupply of dwellings. The high construction investment will also add to the asset base that requires infrastructure services.

Digital infrastructure and data centers

Data centers have historically represented a small component of non-residential building but investment in the sector is estimated to have increased near twenty-fold between FY10 and FY25. Oxford Economics Australia expects this momentum to continue in the medium term, growing from A$1.9 billion in FY25 to A$3.1 billion in FY32, with a very strong outlook for data center investment. This is projected to form part of a pool of work delivering 2.8 gigawatts of build shell[2] capacity over the six years to FY30. Given their significant energy requirements, grid capacity issues loom, and as such, growth in activity is projected to ease back later in the decade.

AI is underpinning the dynamic investment environment by driving very strong demand for scalable computing capacity. This shift is also adding to the complexity of the build form, with the requirements of AI significantly lifting cooling and power needs, driving the construction cost per megawatt upwards. Recent projects continue to display higher average build costs. Continued demand growth, both for computing and data storage capabilities, places a solid floor under data center investment. The long run trajectory for data center investment will be steered by technological progress, and there is ultimately considerable uncertainty around this.

The impact of climate change

Climate change is a positive, long-term driver of infrastructure market activity given the need to repair and rebuild infrastructure following more frequent natural disasters, as well as adapting (or expanding) existing infrastructure networks to make them more resilient. Australia is particularly exposed to the impacts of global

[2] A build shell is a data center facility that comprises the physical outer structure of a data center before any interior fit-outs such as server racks and cooling equipment.

warming and climate change. This is because the Australian economy is dependent on climate-sensitive industries such as tourism, agriculture and mining – and is also more exposed to its negative impacts, including increased heatwaves, droughts, fires, floods, cyclones and rising sea levels.

For the construction and infrastructure market, resilience/adaption strategies are likely to drive higher levels of major project activity across transport and utilities sectors. The billions of dollars spent on desalination and recycled water across Australia during the millennium drought is one specific example of this impact. More broadly, given the very long life required of new infrastructure (typically up to 100 years), and the uncertainty regarding the ultimate trajectory of climate change (which will be dependent on the effectiveness of global mitigation efforts), infrastructure planners and builders are likely to embed significant resilience principles into new infrastructure design, as well as adapting existing infrastructure to withstand more severe climate change impacts.

Energy transition and increased demand for commodities critical to decarbonization and related new industries

In 2022, the Australian government committed to significant action to reduce greenhouse gas emissions by legislating national emissions reduction targets of 43% below 2005 levels by 2030 and net zero by 2050. In September 2025, the Australian government announced an additional target of reducing Australia's greenhouse gas emissions to 62-70% below 2005 levels by 2035. A number of state and territory governments have also introduced distinct and significant emission reduction targets which are equal to, or more ambitious than, the legislated national target. For example, New South Wales, Australia's largest state, has legislated a target to reduce its emissions by 50% (compared to 2005 levels) by 2030 and 70% (compared to 2005 levels) by 2035[3], with other states such as Victoria[4], South Australia[5], Tasmania[6] and the Australian Capital Territory[7] also committing to more ambitious emissions reductions targets than those set by the Climate Change Act.

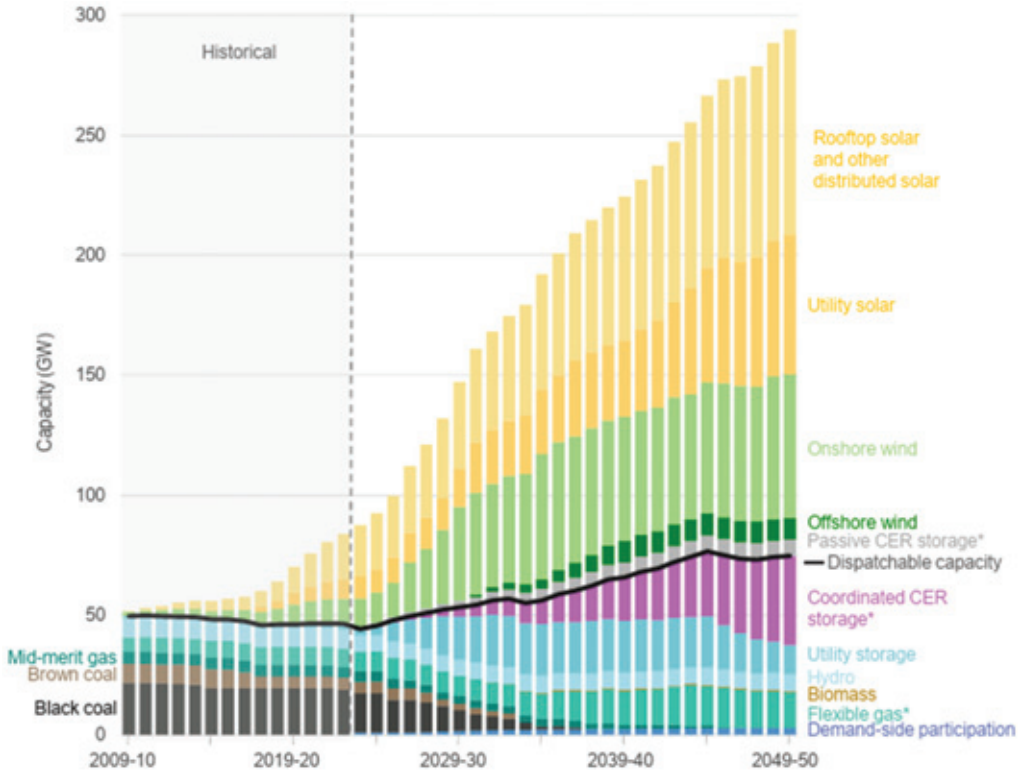
Achieving these targets will largely rely on transitioning Australia's electricity system away from fossil fuels (particularly coal) to renewables and storage. This will depend not only on closing existing (and old) coal fired power stations but also on building a large number of utility-scale renewable generators, developing storage capacity (including batteries and very large pumped hydro schemes) and upgrading and expanding the transmission network (estimated by the Australian Energy Market Operator ("AEMO") to require an additional 10,000 kilometers of transmission lines by 2050) to connect new generation and storage sites.

The AEMO's optimal development path (as described in its Integrated System Plan) sets out the capacity of new generation, firming, storage and transmission needed in the national energy market ("NEM") through to 2050 to achieve specified climate change outcomes.[8] The information set out in the Integrated System Plan supports governments and industry in planning and investing in infrastructure to meet current and future energy needs.[9] As part of the forecasts for the Step Change scenario (which meets the legislated national climate targets as of June 2024) set out in the report, the optimal development path will require investment that would triple the grid-scale variable renewable energy by 2030, and increase it six-fold by 2050. This will require approximately 6 gigawatts of new generation capacity to be added every year, compared to the current rate of around 3 to 4 gigawatts per annum. By 2050, grid-scale solar capacity will need to be approximately 58 gigawatts and wind capacity will need to be approximately 69 gigawatts in order to achieve the Step Change scenario. The following chart sets out the forecast national electricity market capacity through to 2050 as part of the AEMO's Step Change scenario.[10]

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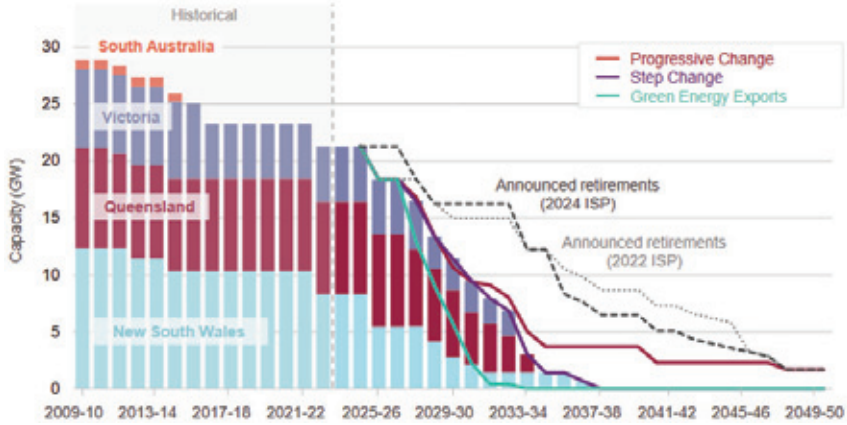
3 Climate Change (Net Zero Future) Act 2023 of New South Wales.
4 Victoria government, 'Victoria's climate change strategy 2026 – 30', January 22, 2026.
5 South Australia government, 'South Australia's Net Zero strategy 2024 – 2030', February 6, 2025.
6 Climate Change (State Action) Amendment Act 2022 of Tasmania.
7 Australian Capital Territory government, 'ACT Climate change strategy 2019 – 25', September 16, 2019.
8 AEMO, 'Integrated System Plan', June 26, 2024.
9 AEMO, 'Integrated System Plan – overview', June 26, 2024.
10 AEMO, 'Integrated System Plan', June 26, 2024.

Capacity, NEM (GW,2009-10 to 2049-50, Step Change)



Notes: "Flexible gas" includes gas-powered generation and potential hydrogen capacity.
"CER storage" means consumer energy resources such as batteries and electric vehicles.
Projections for "Rooftop solar and other distributed solar" and "CER storage" are forecast based on unit costs, consumer trends and assumptions about payments received to participate in the electricity market.

As part of the Step Change scenario, AEMO assumes that approximately 90% of the current 21 gigawatts of coal capacity will retire by 2034-35, and 100% will retire by 2037-38.[11] The following chart sets out the forecast national electricity market coal capacity through to 2050 as part of the AEMO's Step Change scenario.



Global efforts to reduce greenhouse gas emissions are expected to see the development of clean energy technologies world-wide, driving strong growth in demand for energy transition metals such as copper, aluminum and nickel, but also critical 'new economy' and battery minerals where Australia is already a global export leader including lithium, cobalt and rare earths. The International Energy Agency forecasts that critical minerals demand for clean energy is set to grow rapidly as the world moves through energy transitions. The growth in demand continues to be driven by energy applications such as electric vehicles, energy storage, renewables and electricity networks. Battery deployment in electric vehicles and storage applications, in particular, drives strong demand growth for lithium, graphite, nickel and cobalt.[12] Australia's mining industry is

[11] AEMO, 'Integrated System Plan', June 26, 2024.
[12] International Energy Agency, 'Critical Minerals Market Review 2025', June 2025.

expected to benefit significantly from rising global demand over coming decades given significant reserves of critical minerals, its secure economy, and stable regulatory environment.

The Australian government's Critical Minerals Strategy 2023-2030[13] seeks to leverage Australia's critical minerals wealth to create jobs in mining and manufacturing, strengthen global clean energy supply chains, and support the global path to net zero. This strategy provides over A$2 billion in incentives to develop new critical minerals mines in Australia and to create related skilling and downstream supply chain benefits for Australian manufacturing and trade.[14] The following map sets out Australia's critical mineral deposits and mines in 2024.[15]



In October 2025, the United States and Australia signed the "United States-Australia Framework for Securing of Supply in the Mining and Processing of Critical Minerals and Rare Earths", which aims to deliver a secured supply chain between Australia and the United States for critical minerals and rare earths. As part of this framework, Australia and the United States will each provide at least US$1 billion in investments towards an US$8.5 billion pipeline of priority critical minerals projects over the 6 months following the date of the framework.[16]

The closure of existing mines and related mine rehabilitation and environmental restoration

The Australian mining industry underwent a significant boom period in the early 2000s as international demand for bulk commodities scaled up alongside global economic development, particularly focused towards Asia. Research conducted by the CSIRO found that 249 mines had closure years between 2021 and 2040, with a median life expectancy of the operations at twenty years.[17] These closures will drive growing demand for

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13 Department of Industry, Science and Resources, 'Critical Minerals Strategy 2023–2030', July 7, 2023.
14 Department of Industry, Science and Resources, 'Critical Minerals Strategy 2023–2030', July 7, 2023.
15 Geoscience Australia, 'Critical minerals at Geoscience Australia' March 26, 2025.
16 Department of Industry, Science and Resources, 'Australia and the United States sign landmark bilateral framework on critical minerals', October 21, 2025.
17 CSIRO, 'Enabling Mine Closure and transitions: Opportunities for Australian Industry', November 2023.

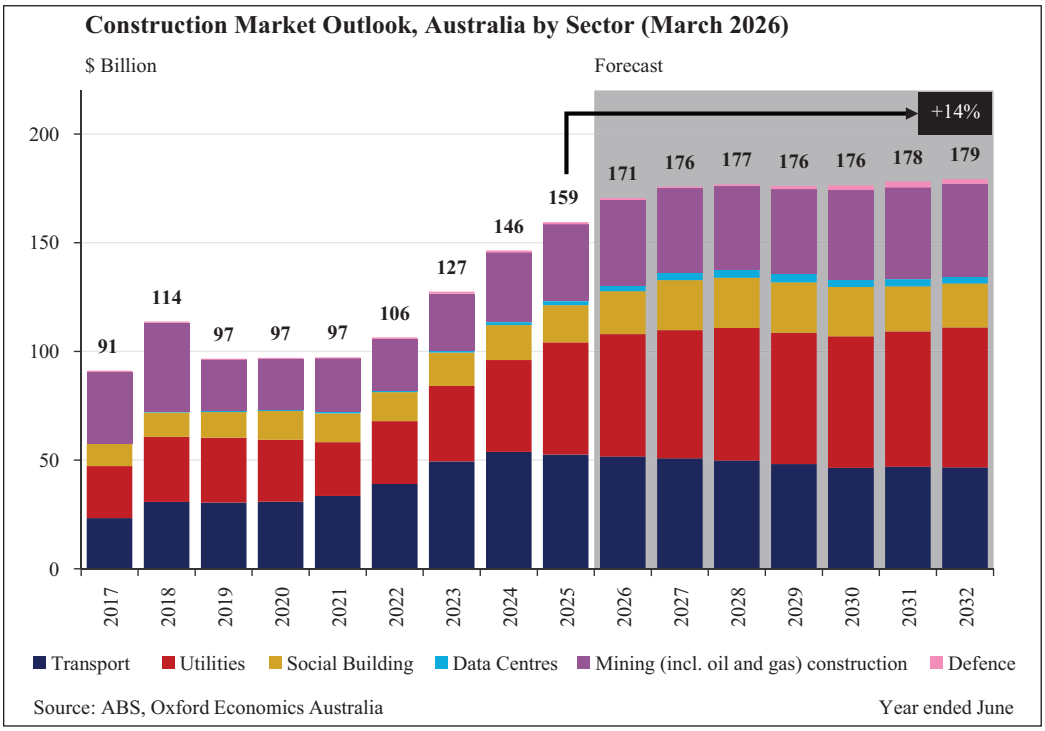
solutions that support the mining industry to optimize the social, environmental and economic outcomes of mine closure and transitions, such as rehabilitation works.[18]

Construction in Australia

We define the Australian construction market as the following sectors and sub-sectors:

- transport, including roads, rail, aviation and transport building;
- PPPs;
- energy and power, including renewables, transmission and distribution, and generation;
- social building, including education, health, prisons and stadiums;
- utilities, including water and wastewater, and telecommunications;
- data centers;
- defense; and
- resource infrastructure.

The Australian construction market was valued at A$159 billion in FY25, according to Oxford Economics Australia. Oxford Economics Australia projects the construction market to grow a cumulative 11% over the next three years to almost A$177 billion in FY28 before plateauing in the latter part of the decade and into the early 2030s, ultimately reaching A$179 billion in FY32 (see chart *"Construction Market Outlook, Australia by Sector"*). The continued roll-out of record levels of public investment in transport and health infrastructure, the energy transition (including new renewable generation) and rising levels of resource-related construction, are expected to underpin this growth. Substantial growth in data centers and defense infrastructure will also add to overall levels.



According to Oxford Economics Australia, as of June 2025, CIMIC (through CPB Contractors) was the market leader by market share in the construction industry across Australia and New Zealand, followed by John Holland (owned by China Communications Construction Company) and ACCIONA. Other market participants included Multiplex, WeBuild and Lendlease.

Transport construction

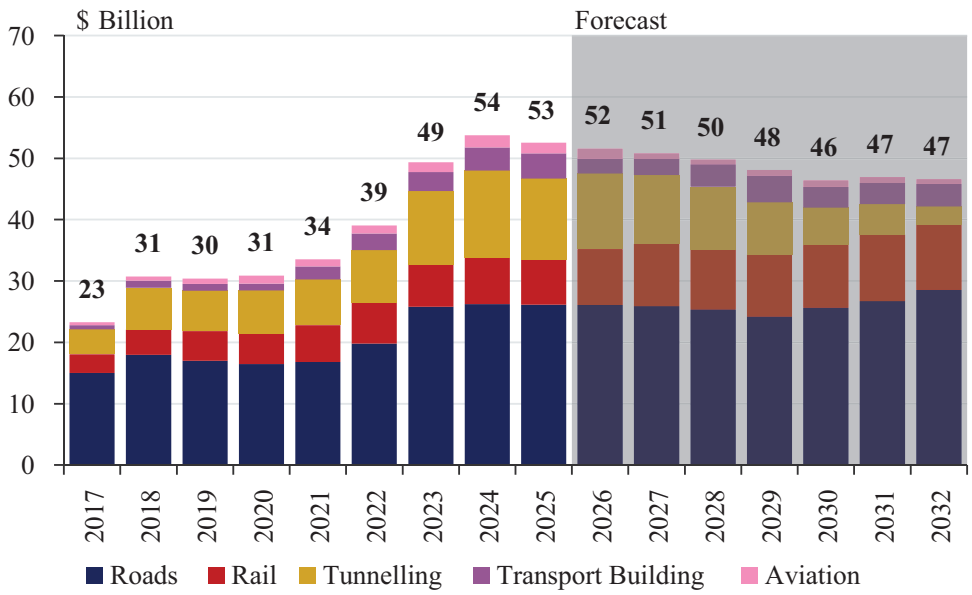
We define the transport construction market as the following sub-sectors: road construction, rail construction, aviation and transport building.

[18] CSIRO, 'Enabling Mine Closure and transitions: Opportunities for Australian Industry', November 2023.

Transport construction activity has undergone a period of sustained growth since FY16, more than doubling from A$20 billion to A$53 billion in FY24, according to Oxford Economics Australia. Investment has moved from privately owned infrastructure associated with transporting resources towards increasing levels of public transport infrastructure investment (in part due to decades of underinvestment in the sector). Strong growth in transport construction activity over recent years has been underpinned by the increasing proliferation of mega projects (projects valued at A$1 billion or more), most notably, metropolitan rail and road construction across almost all state and territory capital cities.

Activity in the transport sector decreased to A$52.5 billion in FY25, and Oxford Economics Australia forecasts a gradual continuation of this trend in FY26, reflecting the completion of transport mega-projects. Oxford Economics Australia projects the size of the sector stabilizing at A$46.9 billion by FY31 and A$46.6 billion in FY32. While Oxford Economics Australia forecasts a decrease in the level of construction activity, these activity levels are well above the levels seen before FY20 (see chart *"Transport Construction Activity, Australia"*). Oxford Economics Australia forecasts growth in roads construction to moderate toward the back end of the decade as major projects near completion, before rising again in the early 2030s. Oxford Economics Australia forecasts rail construction to remain elevated over the forecast period.

Transport Construction Activity, Australia (March 2026)



Source: ABS, Oxford Economics Australia

Year ended June

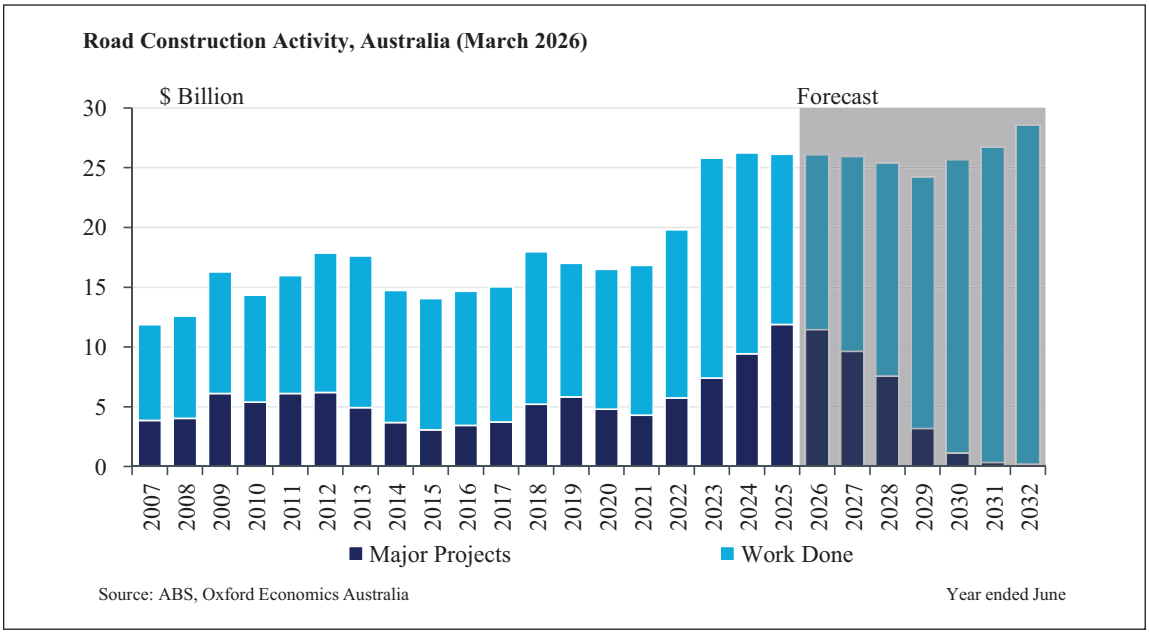
According to Oxford Economics Australia, as of June 2025, CIMIC was the market leader by market share in the transport construction sector in Australia. The other main participants were ACCIONA, John Holland, Laing O'Rourke, WeBuild and Downer EDI.

Roads

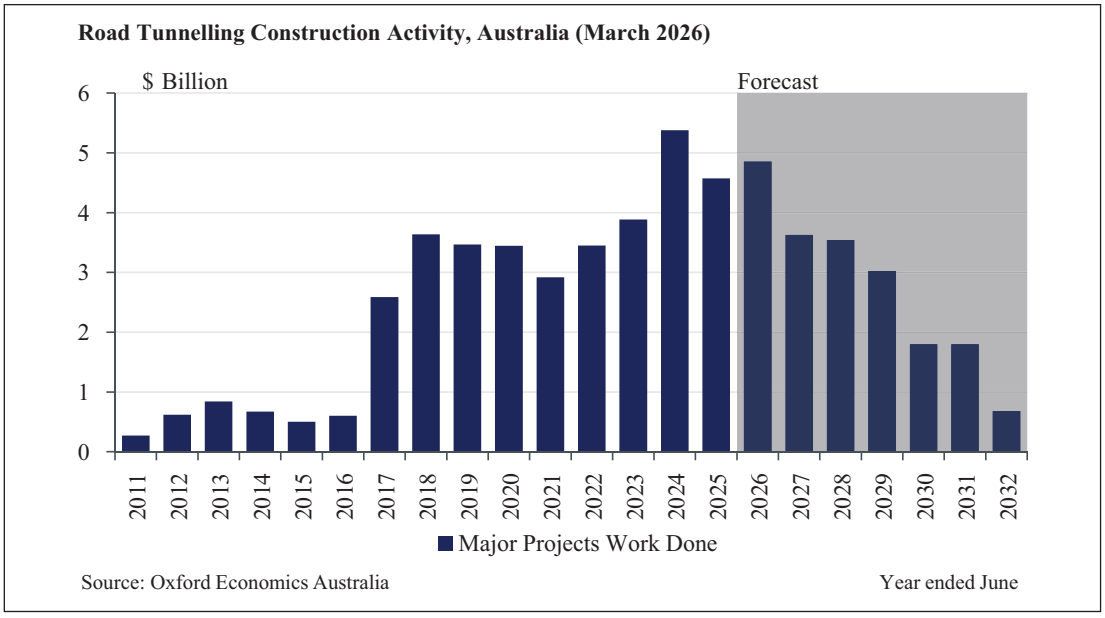
Road construction activity in Australia remained relatively steady over the 2010s at approximately A$15 billion per annum aside from a temporary rise in FY18. Through the second half of the 2010s, a slowdown in public investment balanced the ramp up in privately funded toll roads in Victoria and New South Wales. Recent years have seen activity picking up, supported by a strong pipeline of work yet to be done and government funded infrastructure stimulus in response to the pandemic. The most recent full financial year of data (FY25) saw activity sustain its FY24 peak of A$26 billion, with work on a number of major projects underpinning this level (WestConnex, Coffs Harbour Bypass, M12 Motorway, Bruce Highway).

Oxford Economics Australia forecasts total road construction activity in Australia to remain relatively stable through to FY28 with renewed growth from FY30 (see chart *"Road Construction Activity, Australia"*). According to Macromonitor, the major projects that will support transport construction activity include the Western Harbour Tunnel (NSW), Pacific Highway—Coffs Harbour Bypass (NSW), North-East Link (VIC), Bruce Highway Upgrades (QLD), North-South Corridor – Torrens to Darlington (SA) and Fleurieu Connections (SA).[19]

[19] Macromonitor, Australian Construction Outlook – Transport Infrastructure, January 2026



Road tunneling construction activity in Australia has seen a significant increase since FY17 (see chart *"Road Tunnelling Construction Activity, Australia"*) as major transport projects in metropolitan areas were taken underground given the increased difficulties and cost of constructing in built up areas, in addition to new drilling technology that has made complex tunneling projects a more feasible option. Oxford Economics Australia estimates that activity decreased in FY25 as works related to NorthConnex and WestConnex in New South Wales, the North-South Corridor in South Australia, the West Gate Tunnel in Victoria and activity on the Western Harbour Tunnel in Sydney began winding down. However, Oxford Economics Australia expects activity will remain elevated at A$4.9 billion in FY26 as a new suite of projects commence or ramp up (for example, the North-East Link, Western Harbour Tunnel and the Coffs Harbour Bypass).



The 2025-2026 budget season saw Australia's state and territory governments outline their plans for the transport sector for the next four years:

- The 2025-2026 Australian government budget allocated A$17.1 billion to new and existing road and rail infrastructure, including A$7.2 billion for safety upgrades on the Bruce Highway in Queensland and A$1.1 billion to support upgrades along the Western Freeway in Victoria.[20]

[20] Ministry for Infrastructure, Transport, Regional Development and Local Government, 'Investing in roads and rail to build Australia's future', March 25, 2025.

- In New South Wales, the 2025-26 budget allocated A$55.6 billion over the next four years towards transport infrastructure, which includes major investment in regional roads, as well as A$3.8 billion over four years towards the Western Sydney Harbour Tunnel.[21]
- In Queensland, the state budgeted A$41.7 billion over the next four years on its transport and roads program. This budget will fund major upgrades, including A$9.0 billion towards the Bruce Highway and A$1.98 billion towards the Rockhampton Ring Road. [22] From an infrastructure funding perspective, the Queensland government increased infrastructure funding from 11.6% of general government expenditure in its 2022-23 budget to 15.9% in its 2025-26 budget. Additional funding will be required as the State prepares for the 2032 Brisbane Olympics.[23]
- In Victoria, the majority of road funding in the 2025-26 budget was allocated to previously announced projects or those already under delivery. The Victorian government has budgeted A$976 million in 2025-26 towards the Better Roads Blitz – an initiative to fix potholes and resurface roads across the state, as well as a further A$1.2 billion investment in road upgrades.[24]
- In Western Australia, the 2025–26 budget allocated A$4 billion in 2025–26 and a total of A$10.7 billion over four years in transport infrastructure funding. New spending in the 2025–26 budget included A$700 million to widen and upgrade the Kwinana Freeway (jointly funded with the Australian government), A$450 million for the Reid Highway–Erindale Road Grade Separation, and A$250 million for the Regional Road Safety Program for safety upgrades on local government roads over five years.[25]
- In South Australia, the 2025-26 budget committed over A$16.9 billion over four years towards road infrastructure. Major transport and road investments include A$15.4 billion towards the North-South Corridor – River Torrens to Darlington, A$601.3 million towards the Princes Highway Corridor, A$400 million for the Marion Road upgrade (Anzac Highway to Cross Road), A$350 million for the South Eastern Freeway upgrade and A$200 million for the Morphett Road level crossing removal.[26]
- In Tasmania, the 2025-2026 budget allocated a total of A$1.6 billion over four years for roads and bridges, with A$810.4 million going towards the Roads Program Project, which provides funding for Tasmania's state road network.[27]

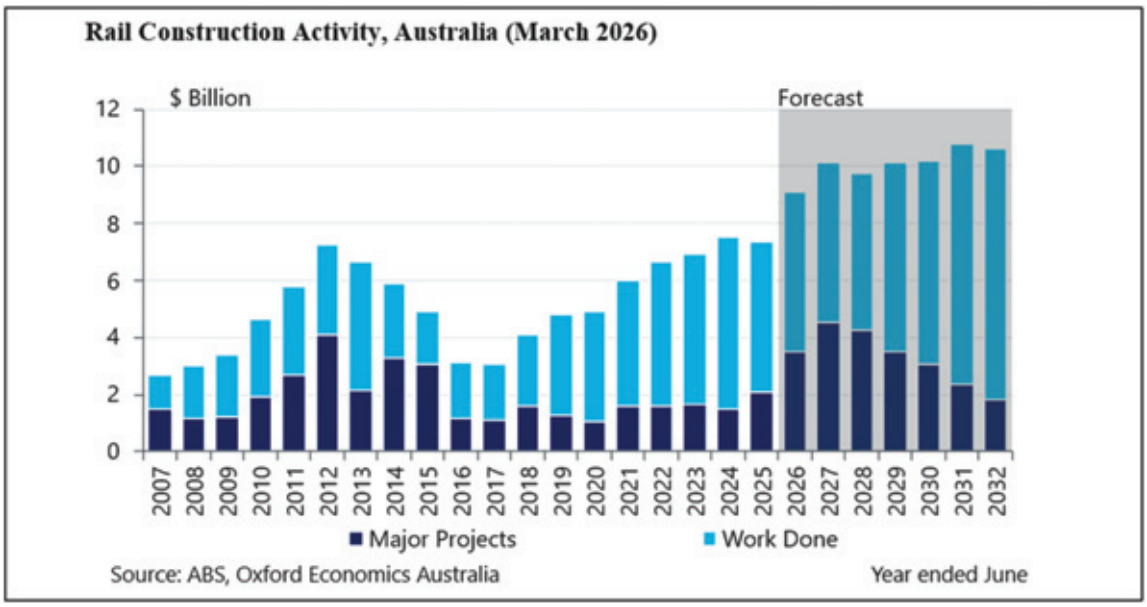
Rail

Rail construction work (excluding rail tunneling) has undergone seven consecutive years of growth, reaching A$7.5 billion in FY24 before slightly decreasing to A$7.4 billion in FY25, according to Oxford Economics Australia (see chart *"Rail Construction Activity, Australia").* This growth has been driven by population growth exceeding expectations and years of underinvestment in public transport infrastructure. The higher level of rail investment is expected to continue in the coming years, with metropolitan rapid transit projects underpinning the current unprecedented levels of activity. Oxford Economics Australia forecasts activity to increase to A$10.1 billion by FY27.

Macromonitor expects the major rail construction projects over the next five years to be concentrated in New South Wales, Victoria, Queensland, and include: Sydney Metro – West; Sydney Metro – Western Sydney Airport; Sydney Metro – City & South-West; Level Crossing Removal Program Melbourne; Melbourne Suburban Loop; Cross River Rail Brisbane; The Wave – Stage 1 and Inland Rail – ARTC. [28]

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21 New South Wales government, 'Infrastructure Statement, Budget Paper No. 3', June 24, 2025.
22 Queensland Budget 2025–26, 'Capital Statement, Budget Paper No. 3', July 3, 2025.
23 Infrastructure Partnerships Australia, 'Australian Infrastructure Budget Monitor 2025 – 26', December 12, 2025.
24 Victoria Government, 'Delivering our world-class transport network | Victorian Budget 25/26'.
25 Western Australia Government, 'Western Australia State Budget Overview 2025-26', June 2025.
26 South Australia Government, 'Infrastructure, Roads & Transport | State Budget 2025-26', June 5, 2025.
27 Tasmania Government, '2025-26 Tasmanian Budget, Infrastructure Investment', November 7, 2025.
28 Macromonitor, Australian Construction Outlook – Transport Infrastructure, January 2026.



Rail tunneling construction activity has increased from A$1.0 billion in FY17 to an estimated A$8.7 billion in FY25, according to Oxford Economics Australia, driven by packages of work across the Sydney Metro, Melbourne Metro Rail, Brisbane Cross River Rail and Perth Forrestfield Airport Rail Link. Oxford Economics Australia forecasts work to decrease over next two years as these projects continue to unwind, although the activity will remain well above the levels seen between FY16 and FY22. Based on projects announced by governments, as of June 2025, the rail tunneling activity is projected to decline to below A$3 billion by FY32. However, Oxford Economics Australia believes that there exists reasonable upside risk to this longer-term outlook, with the build-up of domestic tunneling skills and physical capital making the prospect for new further tunneling projects more likely.

The following major announcements were included in the 2025-2026 budget season in relation to rail infrastructure:

- In Victoria, the 2025-26 state budget allocated A$727 million to switch on and run services through the Metro Tunnel, delivering more trains on the Sunbury, Cranbourne and Pakenham lines. The budget also provides A$4.1 billion, in partnership with the Australian government, to rebuild Sunshine Station. Additional allocations include A$270 million for regional rail network maintenance and upgrades.[29]
- In New South Wales, the Sydney Metro projects continue to receive substantial funding, with the 2025-26 state budget allocating A$10.8 billion over four years for Sydney Metro West which will connect Greater Parramatta with the Sydney CBD, A$3.6 billion for Sydney Metro–Western Sydney Airport, and A$801.4 million for Sydney Metro City and Southwest.[30]
- In Queensland, the 2025-2026 state budget committed A$603 million to deliver faster rail between Logan and the Gold Coast as part of a total commitment of A$5.75 billion (this project is jointly funded with the Australian government).[31]

Aviation

The aviation sector consists of the construction of airport buildings, support facilities and runways. Oxford Economics Australia estimates that aviation construction work fell to A$1.7 billion in FY25, down 13% from the peak of A$2.0 billion in FY24. The Western Sydney Airport and additional runways at the Melbourne and Perth airports contributed to the spending peak in FY24. Oxford Economics Australia forecasts the step-down in activity to continue, with aviation construction work eventually reaching under A$1 billion annually from FY27. The Remote Airstrip Program and the Northern Australia Infrastructure Facility will continue supporting public funding for aviation construction.

29 Victoria Government, 'Delivering our world-class transport network | Victorian Budget 25/26'.
30 New South Wales government, 'Infrastructure Statement, Budget Paper No. 3', June 24, 2025.
31 Queensland Budget 2025–26, 'Capital Statement, Budget Paper No. 3', July 3, 2025.

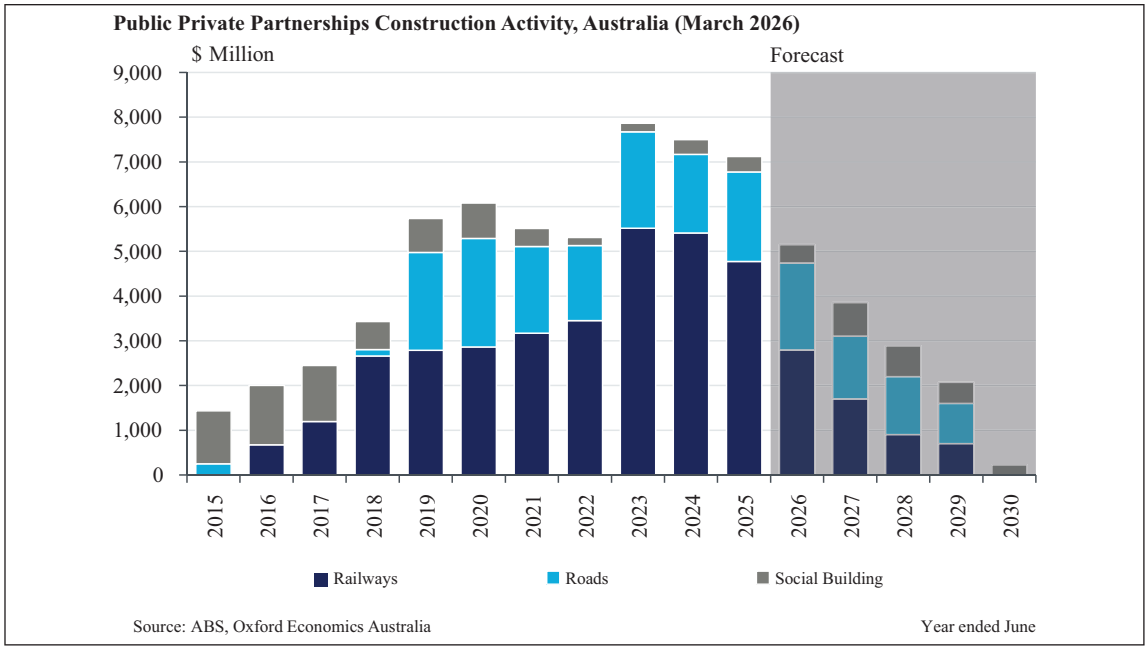
Transport building

According to Oxford Economics Australia, transport building construction activity averaged below A$1.0 billion per annum over the last two decades to 2020, with major rail and harbor projects contributing to minor investment fluctuations. The 2020s marked a shift from the historical trend, with the commencement of several major rail projects (and the associated stations) increasing construction activity to A$4.1 billion in FY25.

Oxford Economics Australia forecasts construction levels to fall back over FY26 to a trough of A$2.5 billion as metro rail stations move to completion (notably the series of stations associated with the Sydney Metro). Initial packages related to Melbourne's more than A$35 billion Suburban Rail Loop are expected to increase transport building construction activity over the back half of the decade, with investment peaking at A$4.4 billion in FY29.

PPP Market

Collaboration between governments and the private sector via public private partnerships ("PPP") has, over time, supported the delivery of key projects in Australia. Sectors with major PPP projects include transport (roads and rails) and social building (notably education and health). The prevalence of PPPs in the delivery of infrastructure has increased in recent years, with identifiable or announced project investment reaching a peak of A$7.9 billion in FY23 (see chart *"Public Private Partnerships Construction Activity"*), according to Oxford Economics Australia.



PPP arrangements provide governments with the opportunity to increase their access to alternative financing arrangements (avoiding their own debt funding) and to more effectively share risk with the providers (that is, the constructors), in particular given the increased complexity and scale of infrastructure projects in recent years and likely going forward.

According to Oxford Economics Australia, annual construction work on projects delivered through PPP arrangements is estimated to have declined in FY25 to A$7.5 billion and the near-term outlook for PPP projects is expected to average A$5.1 billion over FY26 and FY27.

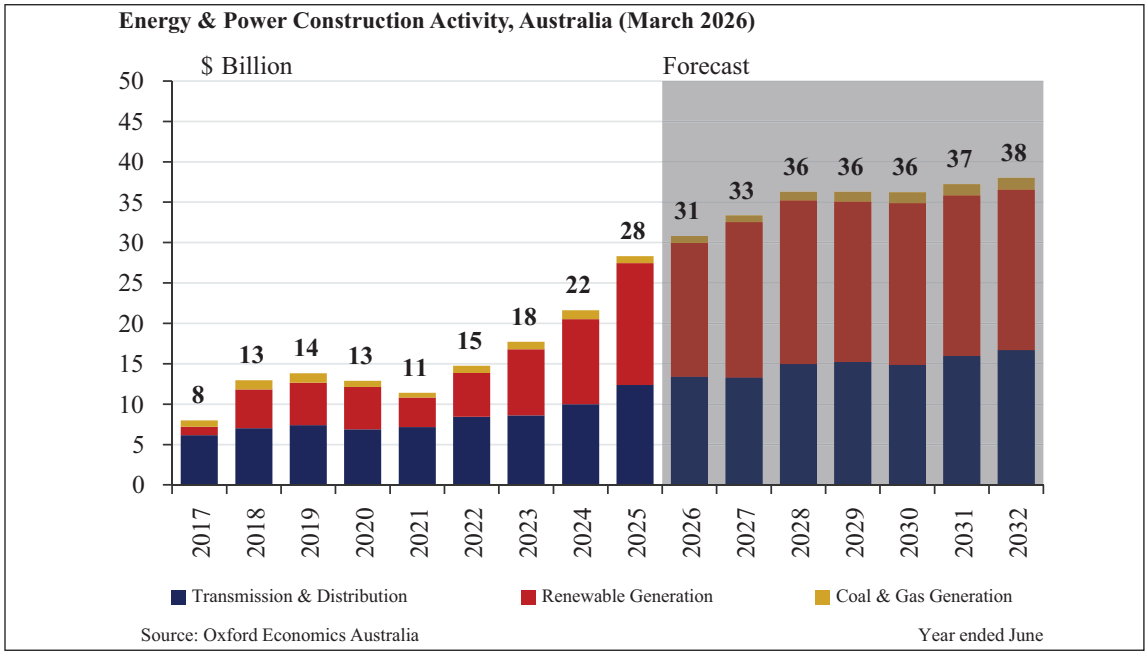
Oxford Economics Australia's projection is for the prevalence of PPPs decrease, although the projected decline is largely a function of the visibility of the project pipeline. That said, Oxford Economics Australia stated that they would expect total PPP activity to decline from the record levels of recent years because transport projects are more likely to be delivered through PPP contractual arrangements, and they do not expect further real growth in public road or rail infrastructure from the current record high levels.

According to Oxford Economics Australia, based on market share as of June 2025, CIMIC was the market leader in the PPP sector in Australia. The other main competitors in this sector were WeBuild and John Holland.

Energy and Power

Oxford Economics Australia forecasts the energy and power construction sector to grow from A$28.3 billion in FY25 to A$38 billion in FY32 (see chart *"Energy & Power Construction Activity, Australia"*).

Oxford Economics Australia expects the energy transition to continue to drive increasing levels of investment into renewables, with the transmission network also needing to be significantly expanded over the next decade and beyond to facilitate renewable energy entering the grid.



Efforts to achieve the emission reduction targets set by the Australian government and certain state and territory governments are leading to a transition of Australia's electricity system away from fossil fuels to renewables and storage.

The Australian government is increasing investment in new renewable generation and storage through the Capacity Investment Scheme (which aims to unlock 40 GW of new dispatchable and renewable generation by 2030, with an estimated investment cost of A$73 billion) as well as directly investing A$20 billion to modernize the grid through the Rewiring the Nation program.[32]

Several state governments are seeking to reintroduce themselves into energy markets following privatizations. These new interventions include the establishment of the State Energy Corporation in Victoria, the Energy Security Corporation in New South Wales, Queensland Hydro, and the allocation of general government expenditure to energy generation projects in Western Australia. Governments are responding to the role required of them to shepherd the economy through the energy transition by making or facilitating significant investment.

According to Oxford Economics Australia, as of June 2025, CIMIC was the market leader by market share in the energy and power construction market followed by ACCIONA and Webuild. Other main competitors in the sector included Monadelphous and GenusPlus.

The energy transition investments that will be required to reduce greenhouse gas emissions should generate a range of opportunities over the coming years. These are opportunities suited to our construction business, CPB Contractors, and the engineering expertise in renewable power and transmission lines of UGL.

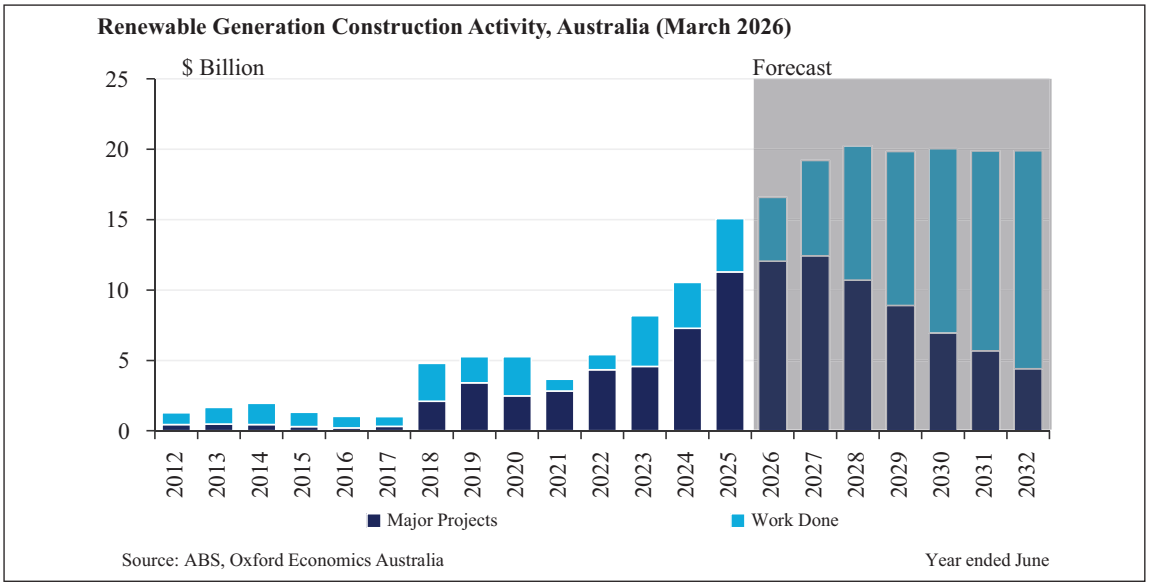
Renewables

According to Macromonitor, renewable energy construction activity in Australia has experienced significant growth over the past two decades, most notably since 2017. This rapid expansion reflects a combination of supportive policy settings and ambitious national targets. A central driver of this growth has been the Australian government's expanded Capacity Investment Scheme, which has accelerated development across the sector, with more than 10 gigawatts of capacity being awarded under the scheme between September and October 2025. In parallel, state-based programs and the rollout of Renewable Energy Zones (areas in Australia where large-scale renewable energy projects can be developed) are working together to facilitate the addition of around 40 gigawatts of new capacity by 2030 to replace retiring coal assets and meet rising demand. Macromonitor

[32] Australian Government, Department of Climate Change, Energy, the Environment and Water, 'A 40 GW target to boost Australia's energy system', July 30, 2025.

forecasts annual renewable capacity additions to average approximately 8.9 gigawatts through to FY2030 – more than triple the 2.7 gigawatts yearly average achieved over the previous five years. [33]

Oxford Economics Australia forecasts renewable energy construction activity to increase from A$15 billion in FY25 to A$20 billion by FY32 (representing a CAGR of 4%), with identifiable major projects peaking at A$12.4 billion in FY27 (see chart *"Renewable Generation Construction Activity, Australia").* The transition of the energy network away from fossil fuels to renewable sources will require sustained and significant investment over the next decade and beyond, with the largest of these projects focused on pumped hydro.



The roll-out of Snowy Hydro 2.0 from FY22 to FY28 will be accompanied in the second half of this decade by the proposed pumped hydro Borumba project in Queensland, which is valued at over A$18 billion, according to Oxford Economics Australia. In addition, activity related to wind and solar generation is anticipated to continue to increase, accompanied by an expansion in battery storage across Australia.

Following the re-establishment of the State Electricity Commission in Victoria, the New South Wales government has made a commitment to invest in energy infrastructure, allocating a A$1 billion reservation from the Restart NSW Fund to the establishment of the NSW Energy Security Corporation in FY24. This entity follows the model of the Clean Energy Finance Corporation and partners with industry to support projects including renewable storage solutions, commercially viable technologies to provide grid stability, and community batteries to maximize the benefits of rooftop solar for households.

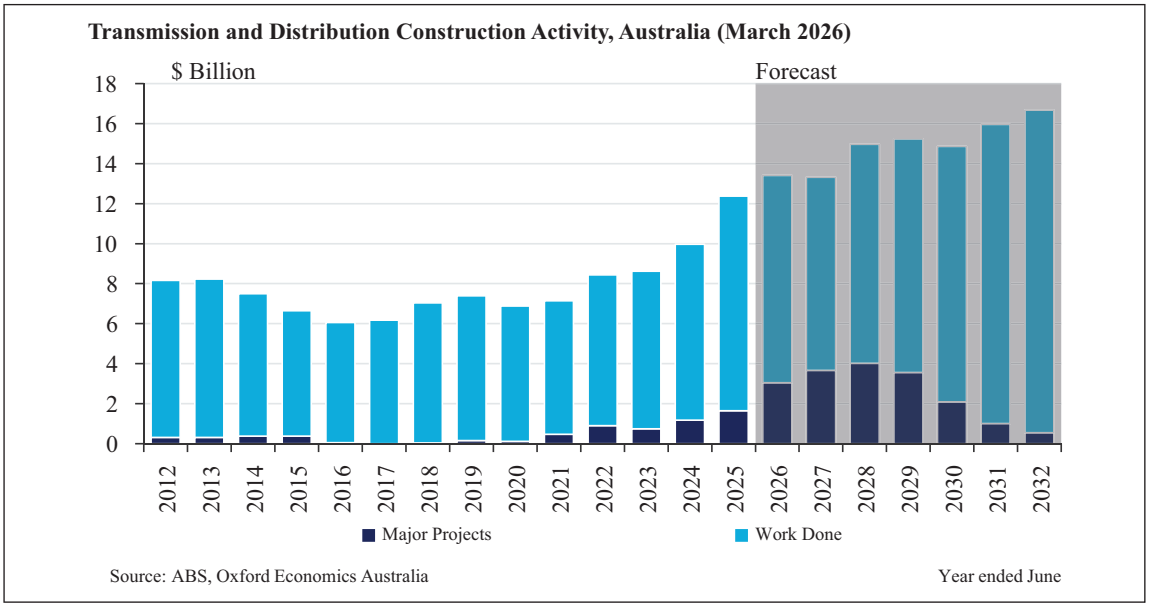
According to Oxford Economics Australia, as of June 2025, CIMIC was the market leader in the Australian renewables sector followed by WeBuild and Monadelphous. Other main competitors in the sector included GenusPlus, Elecnor and Bouygues.

Transmission and distribution

The Australian national transmission network is set for increased investment in order to facilitate the increased number of renewable energy sources entering the grid, many of which are located in regional areas requiring new major connections.

Oxford Economics Australia estimates that transmission and distribution construction activity totaled A$12.4 billion in FY25 (see chart "*Transmission and Distribution Construction Activity, Australia*"). Oxford Economics Australia anticipates significant investment over the next seven years (and beyond), with investments reaching A$17 billion by FY32. This outlook is underpinned by the construction of several big interconnectors including Project EnergyConnect (New South Wales to South Australia), Marinus Link (Victoria to Tasmania), VNI West (Victoria to New South Wales), QNI (Queensland to New South Wales) and CopperString 2032 (Queensland).

[33] Macromonitor, 'Renewable energy construction outlook', November 2025.



The New South Wales 2025-26 budget included significant investment in the Transmission Acceleration Facility, originally introduced in the 2022-23 Budget to fund early development activity for new transmission infrastructure to connect New South Wales' Renewable Energy Zones. The government allocated an additional A$2.1 billion across the next four years. The New South Wales government has committed a total of A$4.3 billion to the Transmission Acceleration Facility.[34]

Australia's transmission network is expected to require significant investment beyond what has already been announced, which presents substantial upside to the longer-term outlook.

According to Oxford Economics Australia, as of June 2025, Elecnor was the market leader by market share in the transmission and distribution sector followed by CIMIC and ACCIONA. Other main competitors in the sector included Downer EDI and GenusPlus.

Non-renewable generation

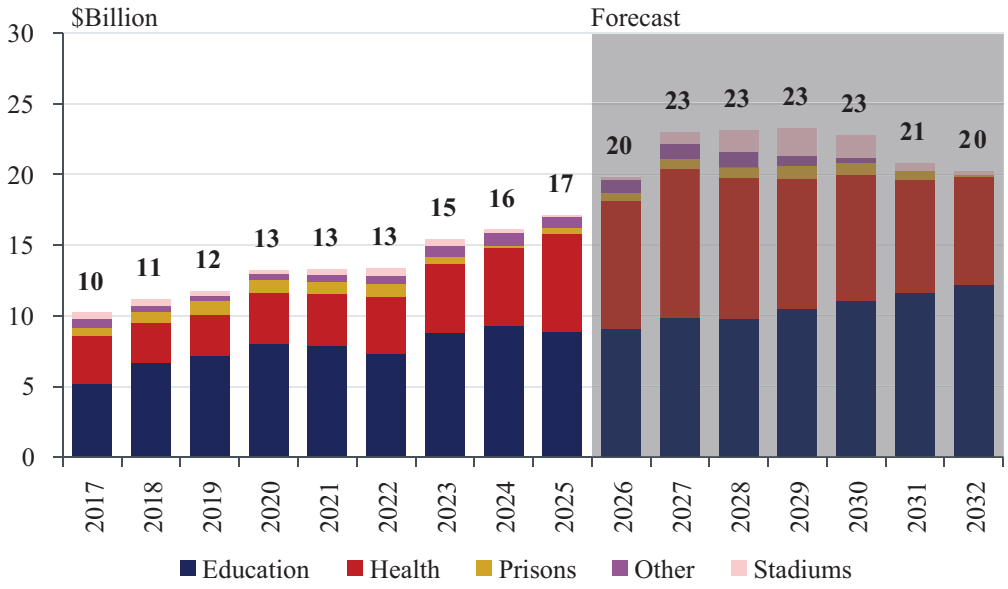
Non-renewable energy generation construction activity has been around A$1.0 billion per annum from FY15 to FY25. Broadly, social and policy prioritization is focused on renewable energy generation in order to reduce the carbon footprint of Australia. As such, there are few remaining coal or gas generation projects in the pipeline. Construction activity is forecast to remain just under A$1 billion per annum until FY27, with some potential upside due to the extension of previously announced coal-fired power station closure dates.

Social buildings

Social building construction activity has seen relatively modest growth in recent years, with volatility in the education sector largely offset by investment in health projects. According to Oxford Economics Australia, the social building construction market grew to A$17.1 billion in FY25, representing a strong lift over the last two years from the flat levels of FY20 to FY22. Oxford Economics Australia forecasts social building investment to increase to a peak of approximately A$23 billion in FY29 before then declining to A$20.2 billion in FY32 (see chart *"Social Building Construction Activity, Australia"*). Health investment is expected to be the main driver of activity, with a strong pipeline of public infrastructure concentrated mainly across the eastern states of Australia. This should be complemented by increasing expenditure on stadium construction in the second half of the decade, driven primarily by the 2032 Olympic Games in Brisbane.

[34] New South Wales government, 'Infrastructure Statement, Budget Paper No. 3', June 24, 2025.

Social Building Construction Activity, Australia (March 2026)



Source: ABS, Oxford Economics Australia

Year ended June

According to Oxford Economics Australia, as of June 2025, Multiplex, Watpac and John Holland are the market leaders in the social building construction market. The other main competitors in the sector include Lendlease, Hutchinson Builders and CIMIC.

Education

Education-related construction activity declined in FY25 to A$8.9 billion from A$9.3 billion in FY24, according to Oxford Economics Australia. Oxford Economics Australia forecasts education-related construction to grow weakly in FY26. Identifiable major education projects in FY25 and FY26 are estimated at A$3.3 billion and A$4.0 billion, respectively, in work to be done, with growth mainly driven by a strong pipeline of projects in Queensland. Beyond this, investment is expected to see mostly moderate gains over the following six years, with work done in the sector forecast to reach A$12.2 billion in FY32.

Health

According to Oxford Economics Australia, health construction activity in Australia has historically been quite cyclical with pronounced peaks and troughs. Sectoral investment rose to a historic peak of A$5.3 billion in FY14, before declining to a low of A$2.8 billion in FY18. Since then, growth has been positive and sustained, with public investment in new health buildings (or expansions of existing facilities) driving work done to A$5.5 billion in FY24 and A$6.9 billion in FY25. Oxford Economics Australia anticipates strong near-term growth, as a growing population and aging demographic puts a strain on the existing health infrastructure. This includes an expanded pipeline of work in regional areas, including record levels of investment in Queensland as part of their A$18 billion Hospital Rescue Plan. As a result, Oxford Economics Australia forecasts health construction activity to more than double over the three-year period from FY25 to FY27, peaking at A$10.6 billion in FY27, before declining over the following five years to FY32, with construction activities expected to be A$7.7 billion in FY32.

The following states outlined their plans for the health sector for the next four years in their 2025-2026 budgets:

- In Victoria, the 2025-2026 budget committed A$9.3 billion for hospital care, including opening and operationalizing nine new or expanded hospitals (including the new Footscray Hospital, the Peninsula University Hospital, and the Maryborough and District Hospital).[35]
- In New South Wales, the 2025-26 state budget invested A$12.4 billion over four years to build and upgrade health facilities, including bringing the total investment to A$2 billion for the new Bankstown

[35] Victoria Government, 'Focused on What Matters Most Budget Overview', May, 2025.

Hospital, A$1 billion for the redevelopment of Nepean Hospital, A$940 million to redevelop the Royal Prince Alfred Hospital, A$835 million for John Hunter Health and Innovation Precinct and A$790 million to build the Rouse Hill Hospital.[36]

- In Queensland, the health capital program has been allocated A$3.2 billion over the next five years (including 2024-25) to support the Timely Investment Infrastructure Maintenance Program. This provides for the maintenance, replacement and refurbishment of Queensland Health's existing assets.[37]
- In South Australia, the state's 2025-26 budget allocation for health infrastructure included A$2.5 billion over the next five years towards the new Women's and Children's Hospital, A$443.3 million over the next four years towards the upgrade and expansion of the Flinders Medical Centre, and A$360.1 million over the next four years towards the new Mount Barker Hospital.[38]
- In the Australian Capital Territory, A$148.4 million was allocated in the 2025-26 budget towards improving Canberra's health infrastructure, including early works for the new Northside Hospital, the Canberra Hospital Master Plan, and the construction of the Inner South Health Centre.[39]
- In Tasmania, the 2025-26 budget allocated A$696.4 million towards hospitals and health infrastructure – all of which went to existing projects.[40]

Stadiums

Oxford Economics Australia forecasts stadiums construction activity to grow from A$0.1 billion in FY24 to a peak of A$1.9 billion in FY29. Oxford Economics Australia expects the sector to go through a period of significant investment in the second half of the decade as works related to the 2032 Brisbane Olympics ramp up. The 2025-26 Queensland budget makes provision for the 2032 Brisbane Olympic and Paralympic Games venues total infrastructure funding of A$7.1 billion over 7 years to 2031-32. This cost will be jointly funded by the Australian and Queensland governments. There is an initial provision of A$950 million over 4 years for the 2032 Athletes Villages as part of the total A$3.5 billion provision for the villages. A$3.4 billion has been committed for the venues program which will be delivered by the Games Independent Infrastructure and Coordination Authority.[41]

Prisons

Oxford Economics Australia forecasts prisons construction activity to grow from A$0.4 billion in FY25 to a peak of A$0.9 billion in FY29. Oxford Economics Australia expects this growth to be primarily driven by investment in new correctional center(s) announced in the latest Queensland budget (A$2.4 billion) over the next six years, supported by other relatively minor works such as the Townsville Correctional Precinct Expansion, the Casuarina Prison Expansion and The North Tasmanian Prison.

Utilities

Water and wastewater

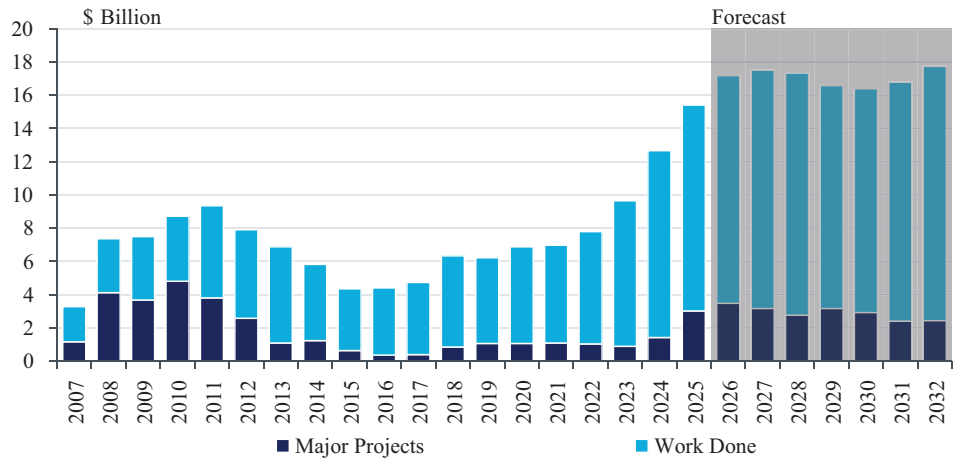
Climate change will necessitate more sustainable infrastructure in sectors such as water, which has been a perennial issue in Australia given its relatively dry climate. Australia's growing population, expanding industries, shifting climate and ageing water assets are increasing pressure on water systems, requiring sustained investment in secure, reliable and climate resilient water infrastructure.[42]

In FY25, construction work done in the water and wastewater sector was a record A$15.4 billion, with A$3 billion in major projects identified, according to Oxford Economics Australia. Oxford Economics Australia forecasts total investment to increase another 14% over the next two years, reaching a peak of A$17.5 billion to FY27. Activity is then forecast to decrease, before another round of anticipated investment in the early 2030s sees forecast activity rise to A$18 billion in FY32. Rising levels of investment are projected to be driven by desalination plant works across Australia and a substantial pipeline of bulk water projects in Queensland, driven by policy requirements on dam improvement and other initiatives across the state (see chart *"Water and Wastewater Construction Activity, Australia"*).

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36 New South Wales government, Infrastructure Statement, Budget Paper No. 3, June 24, 2025.
37 Queensland Government, 'Queensland Budget 2025-2026 Budget Capital Statement, Budget Paper No. 3', June 24, 2025.
38 South Australia Government, 'South Australia State Budget, Budget Paper No. 3, 2025-26', June 5, 2025.
39 Australian Capital Territory, 'Budget 2025-26, Budget at a Glance', June 9, 2025.
40 Tasmania Government, '2025-26 Tasmanian Budget, Infrastructure Investment', November 7, 2025.
41 Queensland Government, 'Queensland Budget 2025-2026 Budget Capital Statement, Budget Paper No. 3', June 24, 2025.
42 Infrastructure Australia, '2026 Infrastructure Priority List', March 2026.

Water and Wastewater Construction Activity, Australia (March 2026)



Source: ABS, Oxford Economics Australia

Year ended June

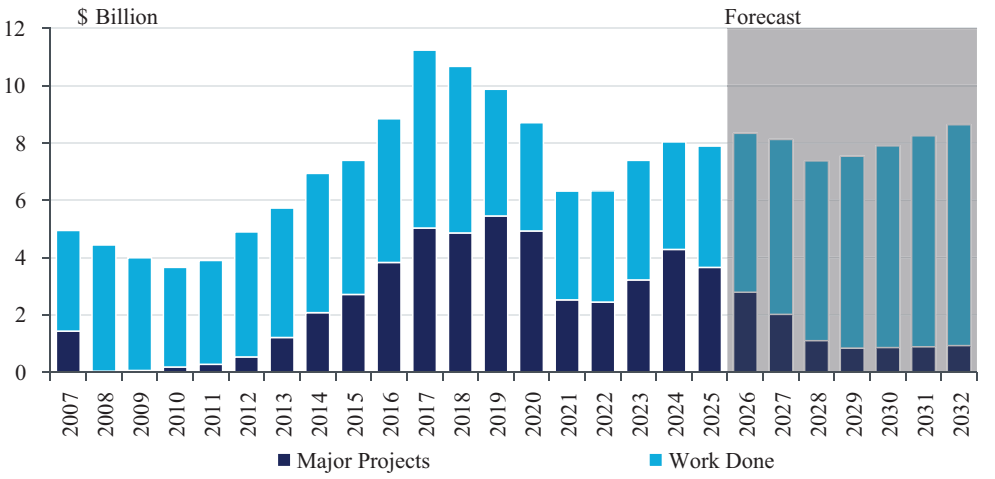
In coming decades, the Commonwealth Scientific and Industrial Research Organisation, or CSIRO, expects Australia to experience as a result of climate change, amongst other impacts: continued warming, with more frequent extremely hot days; a rise in sea levels; more acidic oceans; an increase in extreme rainfall events; and longer periods of drought on average in the south.[43] These impacts could result in a significant increase in investment in water-related infrastructure.

According to Oxford Economics Australia, as of June 2025, John Holland was the market leader in the water and wastewater construction sector, followed by BMD Constructions and Georgiou. Other companies in the sector included CIMIC, ACCIONA and Downer EDI.

Telecommunications

Oxford Economics Australia forecasts construction activity in the telecommunications sector to rise from A$8 billion in FY25 to A$8.6 billion in FY32, representing a CAGR of 1.3% (see chart *"Telecommunications Construction Activity, Australia"*). Telecommunications activity is not expected to reach the level of investment seen in the second half of the 2010s, when the build phase of the National Broadband Network (NBN) drove activity. However, there is a moderate amount of work yet to be done on the NBN, which will be bolstered by the rollout of the 5G network, adding upside to the forecasts.

Telecommunications Construction Activity, Australia (March 2026)



Source: ABS, Oxford Economics Australia

Year ended June

[43] CSIRO, 'Climate projections for Australia', last updated February 23, 2024.

According to Oxford Economics Australia, telecommunications construction activity is dominated by the rollout of the National Broadband Network (NBN). As of June 2025, Ventia leads the telecommunication sector, with Service Stream and Downer EDI representing a second tranche of leading market participants. Trailing companies include GenusPlus and CIMIC via UGL.

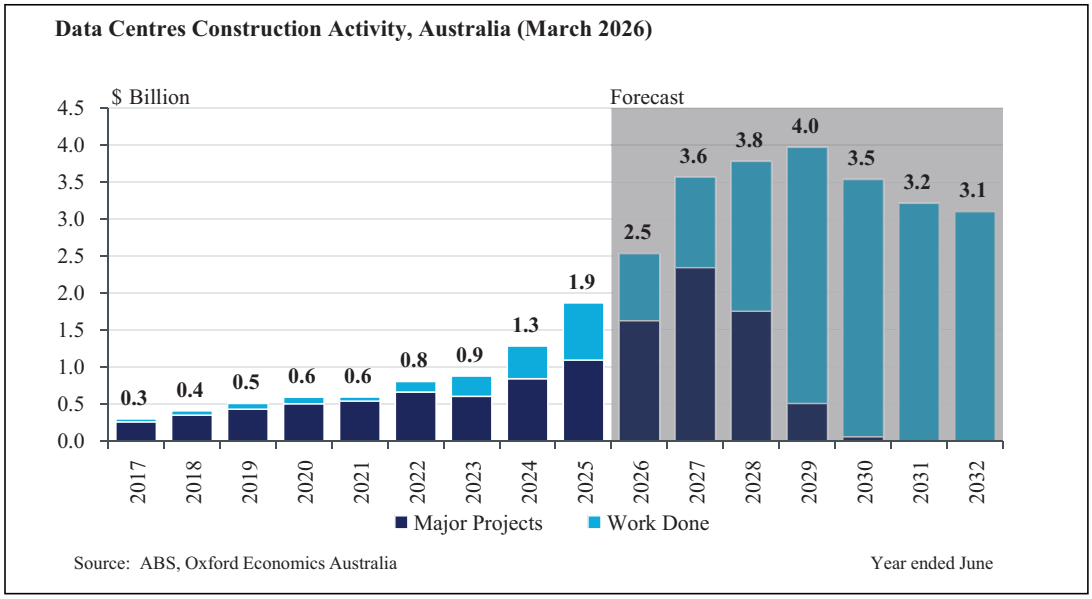
Data centers

Construction for Australia's data center sector has entered into its strongest growth phase yet, with several large scale developments now progressing from planning into active construction. The initial uptick in construction activity began in 2018 – primarily in Sydney – driven by the establishment of cloud services such as Amazon Web Services, Microsoft Azure, Google Cloud and Oracle Cloud. Over time, Australia's largest industries, including banking, finance and public services, migrated key business functions onto the cloud.[44]

The development of artificial intelligence triggered a rapid rise in data center construction activity. The training and hosting of large AI models such as ChatGPT, Claude, Gemini and Grok require vast amounts of data and computing power, beyond what older data centers could provide, leading to a new wave of 'AI ready' developments. AI models are hosted in Australia but are largely trained (the more intensive stage) elsewhere. This is reflected in the fact that North America has approximately 10 – 12 times the operational capacity of Australia. Despite this, Macromonitor forecasts a vast build-out of Australia's data center capacity to serve demand in Australia and potentially Asia. Use of Australian data centers to support the Indo-Pacific is considered a possibility due to its geographic proximity, stable political environment and abundant land and energy sources.[44]

In 2025, Amazon announced a doubling of its AI-related investment commitment—now totaling US$20 billion through to 2029 across Sydney and Melbourne—while Microsoft also continued its US$5 billion multi-year roll-out. Domestic operators such as NextDC, CDC Data Centres and Goodman Group have also raised funds to accelerate planned capital expenditure in FY26, as demand is forecasted to outstrip supply for the foreseeable future.[44]

Oxford Economics Australia expects this momentum to continue over the medium term, with construction activity forecast to continue growing from A$1.9 billion in FY25 through to the end of the decade, reaching near A$4 billion at its peak in FY29 before declining to A$3.1 billion in FY32 (see chart *"Data Centers Construction Activity, Australia"*). Given their significant energy requirements, grid capacity issues loom, and as such, growth in activity is expected to slow down in the back end of the decade.

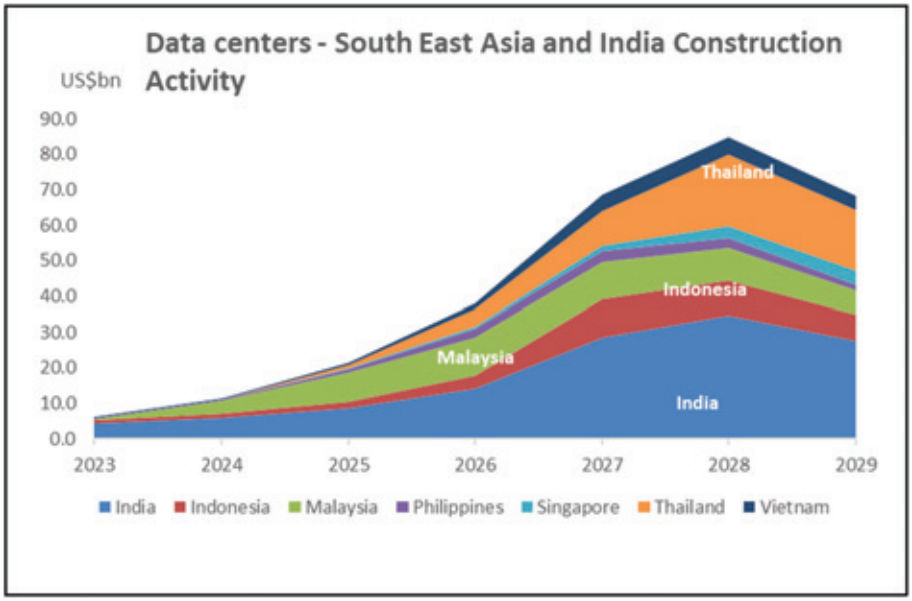


Kapitol Group has established itself as the market leader in data center construction as of June 2025. Meanwhile, other companies in the top six include Built, Hindmarsh, Hickory, and Taylor Construction. While CIMIC is not identified within the top 5 contractors for data centers in Australia, Leighton Asia subsidiary has been significantly involved in data center builds in the APAC region.

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44 Macromonitor, 'Data Centre Construction Outlook', February 2026.

According to Global Data, the opportunity for data centers is significantly larger in the broader APAC region than in Australia alone (see "*Construction in Asia*"). According to Global Data, data center construction activity in the APAC region was US$21.5 billion in 2025, and Global Data forecasts this to increase to US$84.7 billion by 2028 (see chart "*Data centers – South-East Asia and India Construction Activity*").[45]



Defense

Construction activity in the defense sector consists of the construction of a broad range of buildings such as barracks, offices, training centers, factories (for defense equipment manufacturing) and warehouses—and civil engineering activities such as runways and shipyards.

The outlook for defense investment remains strong, with a tense geopolitical environment prompting Australia to re-orient, and potentially increase, its defense expenditure priorities. There is currently strong external pressure from the United States to lift defense spending to 3.5% of GDP from around 2% now – of which weapons, other equipment and defense-related construction and capital spending account for around 0.5% or A$12.5 billion. This has implications for defense construction, which Oxford Economics Australia expects to increase from A$1 billion in FY25 to A$2.1 billion by FY32 (with some volatility through the rest of the decade). There is considerable upside risk to this outlook, particularly as the AUKUS initiative (the nuclear powered submarine pathway) matures over the decade, although identifying the full extent of potential construction investment is difficult, given the sector. Henderson (Western Australia) and Osborne (South Australia) are the two cornerstone industrial sites for the AUKUS submarine program, and the Australian government has committed A$12 billion[46] and made a A$3.9 billion downpayment[47], respectively, in order to develop these sites.

According to Oxford Economics Australia, as of June 2025, Lendlease was the market leader in the defense construction market followed by Laing O'Rourke and Hansen Yuncken. Multiplex and CIMIC were the other main competitors in this sector.

Resources infrastructure

The resources boom in the 2010s saw resources construction investment peaking at A$66.2 billion in FY14. As the boom ended, the completion of major resource projects led to a severe decline in activity, settling at around A$23 billion to A$26 billion over FY19 to FY23, according to Oxford Economics Australia.

A renewed wave of investment in the resources sector began in FY24, with work done lifting 23% to A$32 billion in FY24 and reaching A$35.3 billion in FY25, as coal and other minerals investment increased and a number of oil and gas investments progressed. Momentum has continued with Oxford Economics Australia

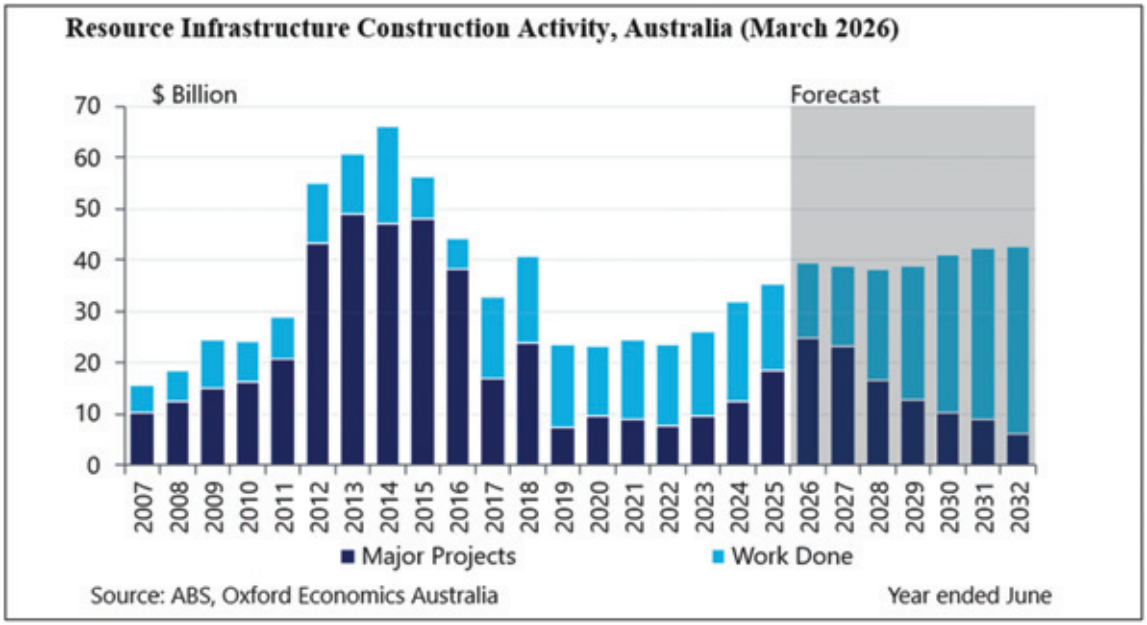
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45 Global Data, Data extracted from Global Data's Intelligence Center, extracted on February 11, 2026.

46 Australian government media release, 'Additional Defence funding to deliver the Henderson Defence Precinct', September 14, 2025.

47 Australian submarine agency media release, 'Billions in funding for South Australian submarine construction yard', February 17, 2026.

forecasting activity to reach a peak of A$39 billion in FY26 before plateauing near this high level. Another round of major gas and minerals projects is forecast to push work done upwards to A$42.8 billion in FY32 (see chart *"Resource Infrastructure Construction Activity, Australia"*). This is likely to be driven by the replacement of the pre-existing capital stock in addition to new works across traditional metals, mineral sands and rare earths. Although there is upside in commodities related to the energy transition, the longer-term outlook (beyond FY30) is dampened due to the push towards net zero and an eventual reduction in oil and gas production.



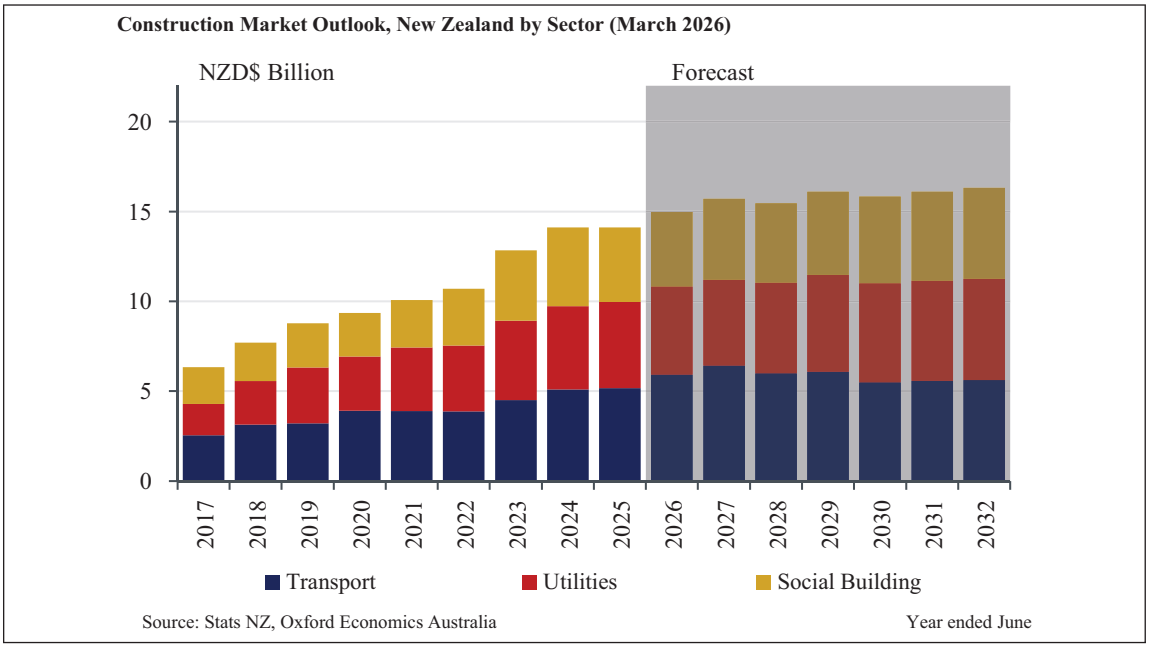
According to Oxford Economics Australia, new iron mines will continue to keep overall investment and work done elevated. Although 'peak steel' has likely been reached, high levels of demand for steel and iron ore and the depletion of existing mines will require new mines to be developed. Oxford Economics Australia expects that coal investment has peaked, but some expansions (and some new mines) are expected to be undertaken to offset depletions and cater for ongoing demand for coking coal, with 'green' hydrogen steel still a number of years away. Metals and other minerals needed for renewables and other high tech and defense applications (including critical minerals and rare earths) are forecast to increase levels of copper, cobalt, nickel and lithium investment – with the latter two minerals expected to see a recovery in prices later this decade as the current oversupply dissipates, helped by increasing demand.

Major projects are expected to play an increasingly key role in resource infrastructure construction activity through the middle part of the decade. These include several large oil and gas projects, such as the Scarborough to Pluto Train 2 project, and iron ore projects, such as the Mulga Downs Iron Ore Project, which are expected to be important to driving growth. Further out, the major expansion of the Olympic Dam copper-gold mine and the Browse gas field are expected to underpin the next wave from late this decade.

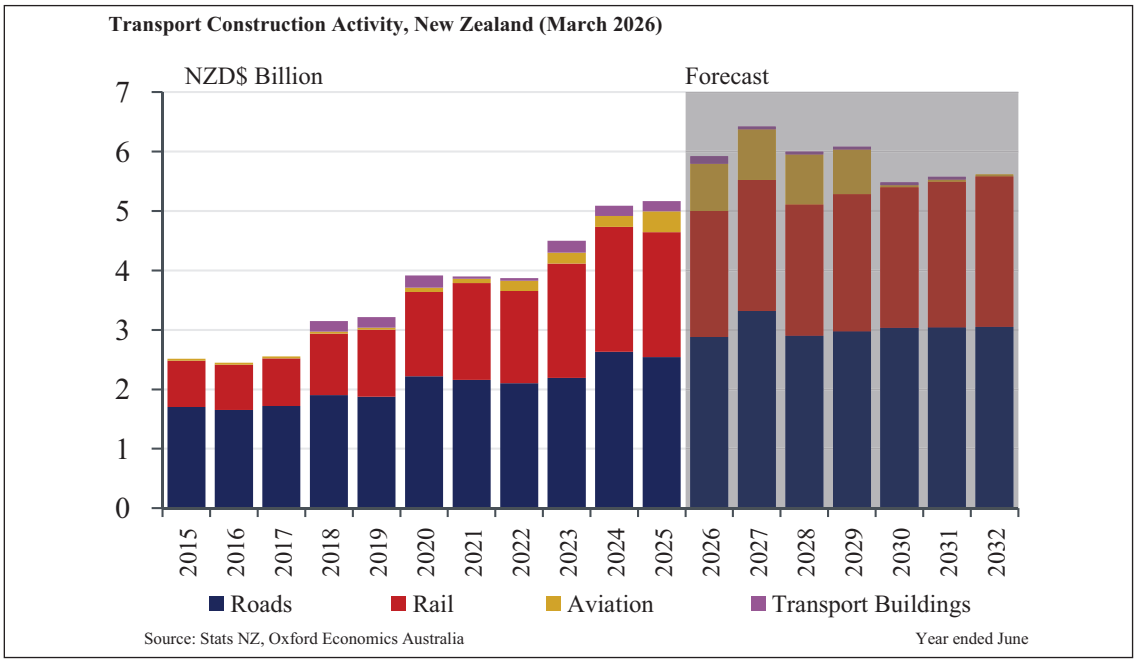
According to Oxford Economics Australia, as of June 2025, the leading market participant in the resources construction sector is NRW followed by McDermott and DIAB Engineering. These are followed by GR Engineering, WeBuild, Civmec, and CIMIC.

Construction in New Zealand

Total work done within New Zealand's construction sector has been growing year-on-year to reach NZ$14.1 billion in FY25, according to Oxford Economics Australia. Oxford Economics Australia forecasts growth to continue through to FY29 with activity reaching over NZ$16 billion, mainly driven by the utilities and transport sectors. The completion of major works in the transport sector (particularly roads) is forecast to see activity plateau in FY28, before then rising again through the rest of the forecast period. Overall, work done is forecast to reach NZ$16.3 billion by FY32 (see chart *"Construction Market Outlook, New Zealand by Sector"*).

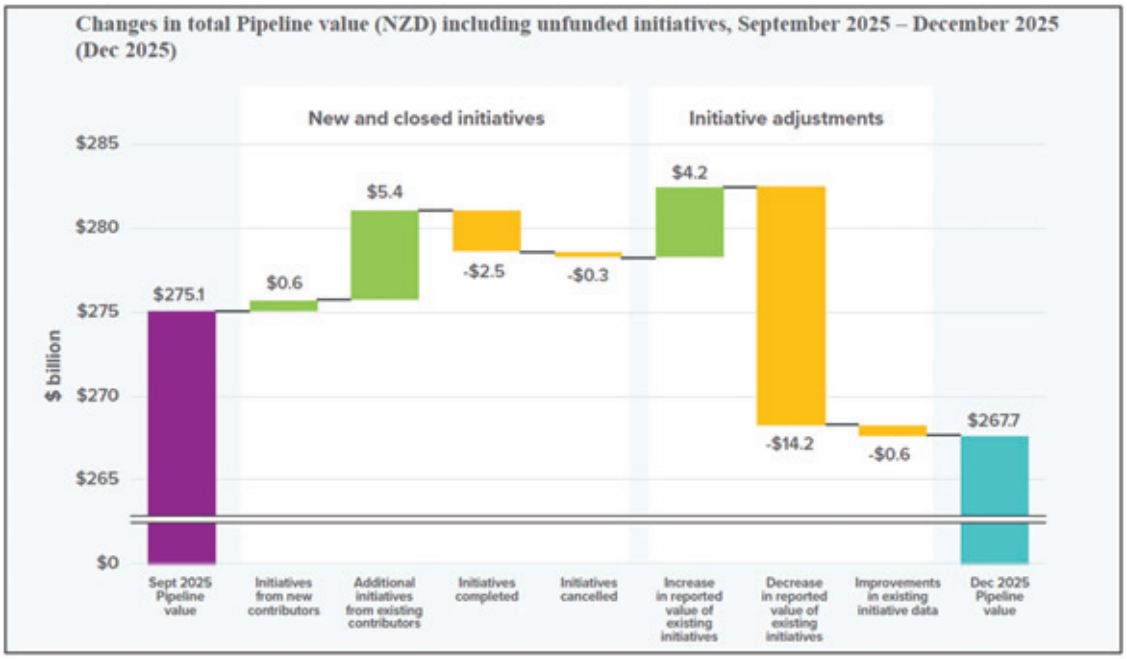


Transport construction activity in New Zealand has experienced steady growth from around NZ$2.5 billion in FY15 to NZ$5.2 billion in FY25, according to Oxford Economics Australia. All sectors except for transport building have shown significant growth over this time and have driven most of the activity increase. Recent commitments to airport upgrades across both Auckland and Wellington is expected to provide additional support through the decade (see chart *"Transport Construction Activity, New Zealand"*).



As at December 31, 2025, the total value of infrastructure projects in the New Zealand Infrastructure Commission National Infrastructure Pipeline was NZ$267.7 billion (see chart "*Changes in total pipeline value (NZD) including unfunded initiatives, September – December 2025"*). This was down 2.7% from NZ$275.1 billion at September 30, 2025.[48]

[48] New Zealand Infrastructure Commission, 'Pipeline Snapshot', December 2025.



The September to December 2025 update to the pipeline shows a total of NZ$21.4 billion in projected annual spend for 2026, equating to around 4.9% of New Zealand's GDP. The forecast annual spend for 2027 is currently NZ$14.2 billion. Spending in infrastructure dominates the pipeline over the next 10 years, with the transport sector accounting for NZ$12.4 billion in 2026 (or 52% of total projected spend). Annual spend for all initiatives in this sector is forecast to remain above NZ$7 billion across the 10-year period apart from in 2030 and 2031 when the projected spend is under NZ$5 billion. From 2026-2036, the total projected transport spend is NZ$80.7 billion (or 56% of total projected spend).[49]

The estimated annual spend on water projects in 2026 was NZ$4.4 billion (or 18% of total projected spend). Projected annual spend in the water sector fluctuates between NZ$2.6 billion and NZ$4.4 billion between 2026 and 2032, before then dropping to NZ$0.8 billion in 2033.[50]

Construction in Asia

We operate in the construction markets of Hong Kong, South-East Asia and India. Our core segments in these regions are data centers, healthcare facilities, transport infrastructure, utilities and critical minerals.

In South-East Asia, population growth, infrastructure deficits and increasing digitalization are expected to drive construction activity and investment.[51] The World Bank forecasts South-East Asia's population to grow from 643 million people in 2024 to 695 million people in 2040, with the urbanization rate forecast to rise from 55% to 64% across the same period.[52]

According to Global Data, the South-East Asia construction market is one of the fastest growing, with regional growth of 6.0% and 6.2% (in real terms) forecast for 2026 and 2027, respectively.[53] Momentum is supported by strong public budgets, investment-led manufacturing and digital infrastructure and large pipelines in transport and energy projects. Data center demand continues to accelerate, with the pipeline amounting to approximately US$102 billion in 2025.[54] According to Global Data, CIMIC (through Leighton Asia) is the leading contractor for data center projects by project value in South-East Asia as of December 2025.[55]

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49 New Zealand Infrastructure Commission, 'Pipeline Snapshot', December 2025.
50 New Zealand Infrastructure Commission, 'Pipeline Snapshot', December 2025.
51 Australian Government, Department of Foreign Affairs and Trade, 'Invested: Australia's Southeast Asia Economic Strategy to 2040', September 2023.
52 World Bank, DataBank, Population estimates and projections, February 2025. South-East Asia comprises Cambodia, Hong Kong, Indonesia, Malaysia, Philippines, Singapore, Thailand and Vietnam.
53 Global Data, 'Global construction outlook to 2029 (Q4 2025)', December 2025.
54 Global Data, 'Project Insight – Global data center construction projects (Q4 2025)', December 17, 2025.
55 Global Data, 'Project Insight – Global data center construction projects (Q4 2025)', December 17, 2025.

The World Bank forecasts India's population to increase from 1,464 million people in 2024 to 1,623 million people in 2040, with the urbanization rate forecast to increase from 36.9% to 46.4% over the same period.[56] Construction activity in India is expected to be supported by investments in energy and industrial projects and government emphasis on regional connectivity.[57] The market is forecast to grow by 6.4% and 6.2% (in real terms) in 2026 and 2027 , respectively, from a base of US$968 billion in 2025. [58] The pipeline for data centers in India was US$81.1 billion in 2025.[59]

Hong Kong

Global Data forecasts Hong Kong's construction industry to contract by 1.6% in real terms in 2026, primarily due to a 7.3% decline in the residential sector. The forecast contraction in the residential sector is primarily due to weak consumer confidence due to an increase in average waiting time for private and public housing applicants. The residential construction sector is forecast to comprise approximately 39% of the Hong Kong construction sector in 2026.[60]

Global Data forecasts construction activity in Hong Kong to recover from 2027, supported by moderate growth in the global economy coupled with easing China-U.S. trade tensions and persistent demand for electronic-related products. The residential construction sector is also forecast to recover due to government initiatives to provide approximately 30,000 public housing units per year on average between 2026 and 2031. Overall, Global Data forecasts the Hong Kong construction industry to grow at an annual average growth rate of 4% from 2027 to 2030, driven by government initiatives in upgrading Hong Kong's transport infrastructure, coupled with industrial and housing projects.[61]

The growth in the construction industry is expected to be supported by the Hong Kong government's Major Transport Infrastructure Development Blueprint. The Hong Kong government-owned company, MTR Corporation, plans to spend approximately HKD61.4 billion (US$7.9 billion) during 2026–27 on railway maintenance and new projects, with total investment of approximately HKD160 billion (US$30.5 billion) expected by 2031.[62]

Singapore

Global Data forecasts Singapore's construction sector to grow by 4.5% in real terms 2026, supported by increased export activities and rising investments in data centers and manufacturing. The forecast growth in data center investments is primarily driven by the rise in demand for AI, while the forecast growth in the manufacturing sector is primarily driven by investments in the transport and energy sectors along with an improvement in manufacturing activities generally.[63]

Global Data forecasts Singapore's construction industry to grow at an average annual rate of 4% between 2027 and 2030, supported by investments in transport and energy projects coupled with the government's target of achieving net-zero emissions by 2050. The 2026 Singapore budget included an increase in Singapore's solar deployment target to three gigawatt-peak[64] (up from two gigawatt-peak) by 2030. The budget also prioritized expenditure on infrastructure, social development and economic resilience, allocating S$34.1 billion (US$25.8 billion) for development projects and SGD103.3 billion (US$78.2 billion) for government operations[65]. Some of the major projects include the T5 Development, the main contract for Marina Bay Sands Integrated Resort expansion, the new Tengah General and Community Hospital, the Downtown Line 2 MRT Extension and the Thomson-East Coast Line MRT Extension. Singapore's Long-Term Plan Review, released in July 2025, sets out a 50-year framework for sustainable growth, focusing on land use, transport and economic priorities. A major part of this plan is rail expansion, with the Mass Rapid Transit network planned to expand from 250 kilometers to 360 kilometers by the 2030s. Under this plan, the government plans to invest an estimated S$34.4 billion (US$26 billion) to construct railway stations, transit priority corridors and 700 km of cycling paths by 2030.[66]

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56 World Bank, DataBank, Population estimates and projections, February 2025.
57 Global Data, 'Construction in India – Key trends and opportunities to 2029 (Q4 2025)', December 2025.
58 Global Data, 'Construction in India – Key trends and opportunities to 2029 (Q4 2025)', December 2025.
59 Global Data, 'Project Insight – Global data center construction projects (Q4 2025)', December 17, 2025.
60 Global Data, 'Construction in Hong Kong – Key trends and opportunities to 2030, H1 2026', February 12, 2026.
61 Global Data, 'Construction in Hong Kong – Key trends and opportunities to 2030, H1 2026', February 12, 2026.
62 Global Data, 'Construction in Hong Kong – Key trends and opportunities to 2030, H1 2026', February 12, 2026.
63 Global Data, 'Construction in Singapore – Key trends and opportunities to 2030 (Q1 2026)', December 31, 2025.
64 A watt-peak measures the maximum watt output of a solar panel installation under standard test conditions.
65 Global Data, 'Construction in Singapore – Key trends and opportunities to 2030 (Q1 2026)', December 31, 2025.
66 Global Data, 'Construction in Singapore – Key trends and opportunities to 2030 (Q1 2026)', December 31, 2025.

Global Data forecasts the commercial construction sector in Singapore to have grown by 1.9% in real terms in 2026, supported by rising tourism and an increase in certified progress payments for commercial construction. Global Data forecasts the commercial construction sector to grow at an average rate of 6.7% from 2027 to 2030, supported by investments in leisure and hospitality, data centers and retail buildings. In December 2025, the Singapore Economic Development Board and the Infocomm Media Development Authority announced a S$3.4 billion (US$2.6 billion) initiative to develop data centers with a combined capacity of 200 megawatts. Construction on these data centers is scheduled to commence in 2027, with completion targeted for 2029.[67]

Philippines

Global Data forecasts the Philippines' construction sector to contract in real terms by approximately 1.5% in 2026, primarily due to delays in significant projects due to the government significantly reducing funding for major transport infrastructure projects in 2025. The forecast contraction is also driven by a decline in foreign direct investment and rising construction material costs.[68]

The medium-term outlook is more positive, with Global Data forecasting the construction industry to grow at an average rate of 6.8% between 2027 and 2030. The forecast growth is driven by investments in renewable energy and industrial construction projects. For example, Meralco PowerGen Corporation is building phase 2 of the MTerra Solar project, which will be the world's largest integrated solar and battery storage project with peak generation capacity of 3.5 gigawatts and 4.5 gigawatt hours of battery storage. Renewable capacity is also being driven by foreign investment, with ACWA Power, a Saudi Arabia based energy company, entering into an agreement valued at PHP11.6 billion (approximately US$200 million) to develop a large-scale solar and energy storage project in New Clark City.[69]

Growth in the construction industry is also expected to be driven by the Philippines' Electric Vehicle Industry Development Act[70], which is aimed at increasing the adoption of electric vehicles, including through policies that encourage investment in electric vehicle infrastructure (such as charging stations) and the domestic manufacturing of electric vehicles and their components[71]. According to the Electric Vehicle Association of the Philippines, electric vehicle sales in the country are expected to reach approximately 2.5 million by 2040, up from 18,690 units in 2024.[72]

Malaysia

Global Data forecasts Malaysia's construction industry to have grown in real terms by 11.4% in 2025 and for it to grow in real terms by 4.3% in 2026 and at an average rate of 4% between 2027 and 2029, supported by investments in the industrial, transport and energy sector. This growth has also been supported by ongoing investment approvals, with the Malaysian Investment Development Authority approving 4,874 projects valued at MYR285.2 billion (US$64.3 billion) between January and September 2025, representing a 13.2% increase compared with the same period in 2024. As part of the Malaysian government's New Industrial Master Plan 2030, the Malaysian government aims to increase the manufacturing sector's GDP from MYR364.9 billion (US$82.2 billion) in 2022 to MYR587.5 billion (US$132.4 billion) by 2030. The plan also includes initiatives to upgrade 3,000 factories so that they achieve 'smart factory' recognition by 2030, with an estimated investment of MYR5 billion (US$1.1 billion). The government also plans to construct and upgrade 2,800 km of rural roads between 2026 and 2030.[73]

Malaysia has adopted a target of achieving 35% of electricity generation from renewable sources by 2030, 40% by 2035 and 70% by 2050, compared to 13.3% in July 2024. In October 2024, Tenaga Nasional Berhad, Malaysia's state-owned electricity company, signed a memorandum of understanding with China's State Grid Corporation to advance the country's power system modernization. [74]

Growing private sector investments in data center projects across Malaysia are also expected to drive construction activity. In November 2025, CIMB Group, a Malaysia-headquartered universal bank, announced a

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67 Global Data, 'Construction in Singapore – Key trends and opportunities to 2030 (Q1 2026)', December 31, 2025.
68 Global Data, 'Construction in the Philippines – Key trends and opportunities to 2030 (Q1 2026)', February 25, 2026.
69 Global Data, 'Construction in the Philippines – Key trends and opportunities to 2030 (Q1 2026)', February 25, 2026.
70 Global Data, 'Construction in the Philippines – Key trends and opportunities to 2030 (Q1 2026)', February 25, 2026.
71 Department of Energy – Republic of the Philippines, 'An act providing for the development of the electric vehicle industry', April 15, 2022.
72 Global Data, 'Construction in the Philippines – Key trends and opportunities to 2030 (Q1 2026)', February 25, 2026.
73 Global Data, 'Construction in the Malaysia – Key trends and opportunities to 2029 (Q4 2025)', December 31, 2025.
74 Global Data, 'Construction in the Malaysia – Key trends and opportunities to 2029 (Q4 2025)', December 31, 2025.

plan to provide loans for eight major data center projects worth approximately MYR13 – 14 billion (US$2.9 – 3.2 billion). The Malaysian government has allocated MYR2 billion (US$450.7 million) to the Malaysian Communications and Multimedia Commission as part of its 2026 budget to develop a sovereign AI ecosystem as part of a broader MYR5.9 billion (US$1.3 billion) national cloud policy. CIMP forecasts the Malaysia data center market to grow from MYR17.8 billion (US$4 billion) in 2024 to MYR60.4 billion (US$13.6 billion) in 2030. [75]

Indonesia

Global Data forecasts Indonesia's construction industry to grow by 5.4% in real terms in 2026 and at an average rate of 5.9% from 2027 to 2030, supported by increased investments in housing, mining and the transport infrastructure sectors, along with easing inflation and increased investment under the government's Electricity Supply Business Plan 2025 – 34.[76] Under this plan, the Indonesian government aims to have 42.6 gigawatts of renewable generation capacity and 10.3 gigawatts of storage capacity by 2034. Overall, Global Data forecasts the Indonesian energy and utilities construction sector to grow at an average rate of 6.2% from 2027 to 2030. The construction of data centers is also expected to support construction activity. In January 2026, Digital Edge, a Singapore-based data center company, announced a plan to invest IDR71.9 trillion (US$4.5 billion) to construct one of Indonesia's largest AI-ready hyperscale data center campuses with an initial capacity of 500MW. This project is scheduled to be completed by Q2 2027.[77]

In February 2026, Indonesia's Investment Management Agency (BPI Danantara) announced four strategic investment projects covering waste-based energy, basic chemical industries, agriculture and digital infrastructure with a total value of IDR202.4 trillion (US$12.7 billion). These projects are scheduled to begin construction during 2026. In January 2026, the Indonesian government announced the 3 Million Homes program, which focuses primarily on renovating uninhabitable homes.[78]

India

Global Data forecasts India's construction industry to have grown in real terms by 8.1% in 2025 and for it to grow in real terms by 6.4% in 2026 and at an average rate of 5.9% from 2027 to 2030, supported by easing inflation rates and investments in manufacturing, infrastructure and energy projects.[79] In India's 2025-26 budget, the Indian government increased capital investment outlays for infrastructure to Rs. 11.21 lakh crore (US$128.6 billion), which would be 3.1% of gross domestic product. India is expected to spend nearly Rs. 143 lakh crore (US$1,727.1 billion) on infrastructure from 2023 to 2030, more than twice the near Rs. 67 lakh crore (US$912.8 billion) spent in the previous seven years.[80]

The forecast construction industry growth between 2027 and 2029 is supported by increased private investment in the development of data center projects. In December 2025, the Adani Group announced its plan to invest up to INR420.4 billion (US$5 billion) in Google's upcoming AI data center project in Visakhapatanem in Andhra Pardesh. This initiative is central to Google's larger INR1.3 trillion (US$15 billion) five-year plan to build its largest AI data hub in India. The campus will start with a 1 GW power capacity, positioning it among Asia's largest data centers. In November 2025, Digital Connexion, an Indian data center provider, announced a plan to invest of INR924.9 billion (US$11 billion) by 2030 to build a 1 gigawatt AI-native, purpose-built data center campus across 4000 acres in Visakhaptanam, Andhra Pardesh.[81]

Infrastructure Services in Australia

The infrastructure services sector includes management, operations and maintenance activities across a range of asset classes. The sectors and various sub-sectors are defined as:

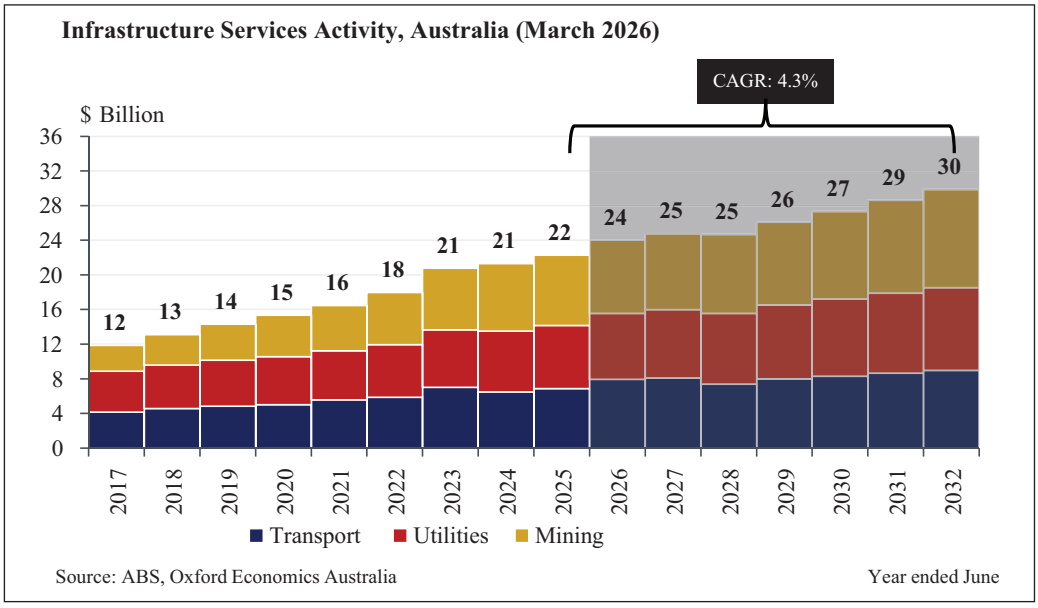
- transport; and
- utilities, including energy and power; water and wastewater; and telecommunications.

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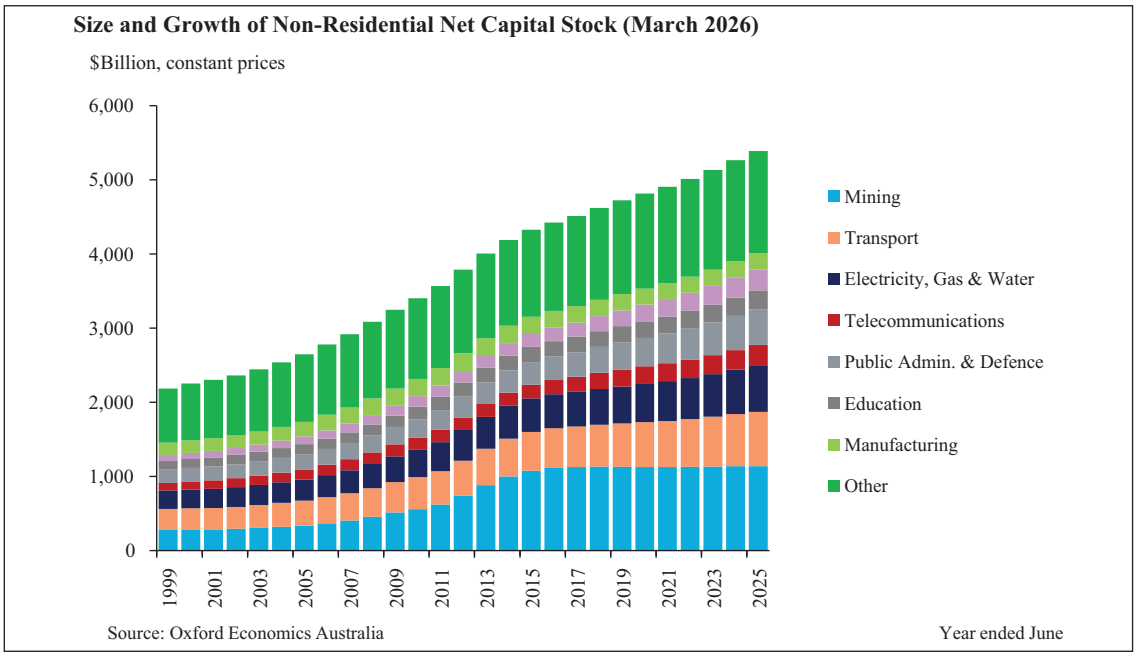
75 Global Data, 'Construction in the Malaysia – Key trends and opportunities to 2029 (Q4 2025)', December 31, 2025.
76 Global Data, 'Construction in Indonesia – Key trends and opportunities to 2030 (Q1 2026)', February 25, 2026.
77 Global Data, 'Construction in Indonesia – Key trends and opportunities to 2030 (Q1 2026)', February 25, 2026.
78 Global Data, 'Construction in Indonesia – Key trends and opportunities to 2030 (Q1 2026)', February 25, 2026.
79 Global Data, 'Construction in India – Key trends and opportunities to 2029 (Q4 2026)', December 30, 2025.
80 Indian Brand Equity Foundation, 'Infrastructure', November 2025.
81 Global Data, 'Construction in India – Key trends and opportunities to 2029 (Q4 2026)', December 30, 2025.

Mining maintenance related services are not included in this sector (see *"—Mining and minerals processing*" below).

The Australian infrastructure services market is typically less volatile than the construction sector, with expenditure climbing from A$11 billion to A$22.3 billion between FY16 and FY25, according to Oxford Economics Australia (see chart *"Infrastructure Services Activity, Australia"*). Oxford Economics Australia forecasts expenditure to grow to A$29.8 billion in FY32. Expenditure on infrastructure services is relatively evenly distributed across transport, utilities and mining (including oil and gas) – with all three sectors sitting between A$6 billion and A$8 billion in FY25.



Oxford Economics Australia anticipates growth in infrastructure services expenditure to continue in the coming years, reflecting the increasing size of the asset base. Over the past twenty years, the net capital stock of non-dwelling buildings and structures (that is, excluding dwellings and plant and equipment) has grown by an average of 3.6% in real terms (adjusted for inflation), to a total value of A$5.4 trillion in FY25 (see chart *"Size and Growth of Non-Residential Net Capital Stock"*).



The outlook is also supported by a broader trend towards outsourcing over time, driven by organizations viewing outsourcing as a more cost-effective solution than keeping a permanent in-house capability. Oxford Economics Australia forecasts infrastructure services expenditure to increase to A$29.8 billion by FY32, representing a CAGR of 4.3% from levels in FY25.

According to Oxford Economics Australia, as of June 2025, CIMIC (through UGL) was the market leader in the Australian infrastructure services sector, followed by Monadelphous and Downer EDI. The other main competitors in the sector included Ventia, Service Stream and John Holland.

Transport services

Expenditure on transport services tends to be relatively stable with sustained growth over time due to maintenance and operations requirements growing in line with the underlying asset base. There are exceptions, where maintenance activities are temporarily elevated, usually due to natural disasters or other severe weather events. For example, outsourced services expenditure is estimated to have increased faster over FY11 to FY13 (reaching A$4.3 billion) and in FY23 (to A$7.0 billion), which was attributable to extensive road rehabilitation works following severe weather events, such as the 2011, 2013 and 2022 floods in Queensland and New South Wales. Transport services expenditure eased to A$6.5 billion in FY24 (a 7.5% decrease from FY23 levels) as flood related road repair works wound down.

Oxford Economics Australia estimates that activity grew moderately in FY25 (a 6% increase on FY24) to A$6.9 billion. With the widespread floods in Queensland and New South Wales over 2025, Oxford Economics Australia expects there to be a significant increase in maintenance and repair activities over FY26 and into FY27. Maintenance activity on road repairs is expected to drive the overall transport services expenditure up 19% in FY26 as the NSW government commits significant funding towards natural disaster related repairs (2025-26 NSW budget allocated an additional A$2.3 billion over the four years). Beyond this, Oxford Economics Australia forecasts transport services to grow moderately over the remainder of the 2020s and into the 2030s, sustained by increasing maintenance activity across the growing transport asset base (in particular, due to a growing stock of publicly owned railway infrastructure) Oxford Economics Australia forecasts expenditure to grow to A$9.0 billion in FY32.

According to Oxford Economics Australia, as of June 2025, Downer EDI and John Holland are the market leaders in the transport services sector. Ventia, Fulton Hogan, CIMIC and Monadelphous also compete in this market, alongside a relatively sizeable number of other maintenance contractors.

Utilities services

Energy and power

Electricity services work trended down over the second half of the 2010s due to decreasing distribution network services. This followed a period of substantial regulatory determination period allowances that led to infrastructure ‘gold plating’ by the distributors. Growth in the sector returned in FY19 and has been maintained since, averaging almost 6% over the seven years to FY25 inclusive. Driving this growth has been the routine upkeep of the expanding asset base and the increasing services needs of aging coal fired power stations (with coal making up around 75% of generation services activity). Overall, Oxford Economics Australia estimates that outsourced services expenditure was A$2.4 billion in FY25 across the energy and power sectors, with distribution comprising A$1.4 billion, generation comprising A$0.7 billion and transmission comprising A$0.3 billion.

Oxford Economics Australia believes that electricity services activity is set for a period of relatively lower growth given Australia’s transition away from fossil fuel generation of electricity. Renewable energy generators are much less services intensive than coal and gas generators. However, expansion of the transmission and distribution networks will help to counteract declining generation related activity. Oxford Economics Australia forecasts outsourced electricity services activity to grow 4.3% per annum on average between FY25 to FY32, reaching A$3.2 billion by FY32.

According to Oxford Economics Australia, as of June 2025, Jemena was the market leader and specialist in energy and power maintenance. Vestas and Ventia rank within the top three, while other competitors in the sector included CIMIC, Worley and Service Stream.

Water and wastewater

Oxford Economics Australia estimates that expenditure in the outsourced water and wastewater services sector was A$2.4 billion in FY25, comprising A$1.3 billion in water supply and storage and A$1.1 billion in sewage and drainage services.

Oxford Economics Australia expects an expanding asset base and growing population to be the key drivers of services activity over the medium term, in addition to the servicing of aging assets. Given that water and wastewater services are an essential service, Oxford Economics Australia expects maintenance activity to

continue to sustain healthy growth over the next eight years (5.4% average annual growth between FY25 and FY32), with total outsourced services expenditure forecast to reach A$3.4 billion by FY32.

According to Oxford Economics Australia, as of June 2025, CIMIC was the market leader in the sector, closely followed by Service Stream and Downer EDI. Other companies in the top six included Veolia, John Holland and Ventia, and there was a longer tail of other competitors including Fulton Hogan, McConnell Dowell, and Programmed.

Telecommunications

Growth in outsourced services expenditure on telecommunications assets slowed to 2.4% in FY25 (reaching A$2.6 billion), following growth of 4.1% in FY24 and 7.9% in FY23 according to Oxford Economics Australia, which forecasts further moderation, with average growth forecast to be only 2.2% to FY32 (reaching A$3.0 billion). The slower rate compared to the previous 10 years (where growth averaged 7.3% per annum) is a consequence of the old copper network being progressively replaced by newer technologies (such as hybrid fiber-coaxial and NBN) that have relatively less intense service requirements. Servicing of the mobile (cellular) network will see sustained growth over the forecast period, with the ongoing 5G rollout and increasing investment in regional networks supporting a continued increase in the asset base that requires these services.

According to Oxford Economics Australia, there are relatively few players in the telecommunications services sector. As of June 2025, Service Stream and Ventia are the clear market leaders in telecommunications maintenance, while other market participants play a much more minor role and include Tandem Corp, Downer EDI and CIMIC.

Infrastructure Services in New Zealand

Transport services expenditure is estimated to have been NZ$2.5 billion in FY25, with roads contributing the largest proportion, according to Oxford Economics Australia. Oxford Economics Australia forecasts strong growth due to increased spending from the National Land Transport Fund on road maintenance. The prioritization of essential road maintenance, partially caused by the assumed increase in natural disaster events, underpins the outlook. Overall, transport services are forecast to increase at a CAGR of 5.1% between FY25 and FY32, reaching approximately NZ$3.5 billion by the end of FY32.

Mining and minerals processing

Investment in mining and minerals processing capacity is driven by long-term demand for commodities. The mining and mineral processing sector is entering a phase of long-term growth supported by increased global demand for critical minerals such as lithium, copper, cobalt and nickel, all of which are used in energy transition technologies. These critical minerals are also enabling applications across a range of strategic sectors such as defense, space, energy and technology.[82] Further supporting demand for mining processing capacity is the requirement to diversify and strengthen supply chain resilience, especially outside of China.[83]

According to Geoscience Australia. during 2024, Australia was a top five producer of 14 minerals and metals (bauxite, black coal, cobalt, gold, ilmenite, iron ore, lead, lithium, manganese ore, rare earths, rutile, uranium, zinc and zircon), of which seven are listed in Australia as Critical Minerals List and two are listed as strategic materials, with the Australian mining industry continuing to be a reliable and responsible source of resource commodities. According to Geoscience Australia, Australia was the largest producer of iron ore, lithium and rutile; the second largest producer of bauxite, lead and zircon; the third largest producer of gold, manganese ore, rare earths and zinc; the fourth largest producer of cobalt, ilmenite and uranium; and the fifth largest producer of black coal.[84]

The key objectives of Australia's Critical Mineral Strategy 2023-2030[85] include building sovereign capability in critical minerals processing and developing diverse, resilient and sustainable supply chains through strong and secure international partnerships.

For steelmaking commodities, sustained global infrastructure spending, urbanization and decarbonization are expected to drive continued investment in beneficiation and materials handling upgrades. Australia remains

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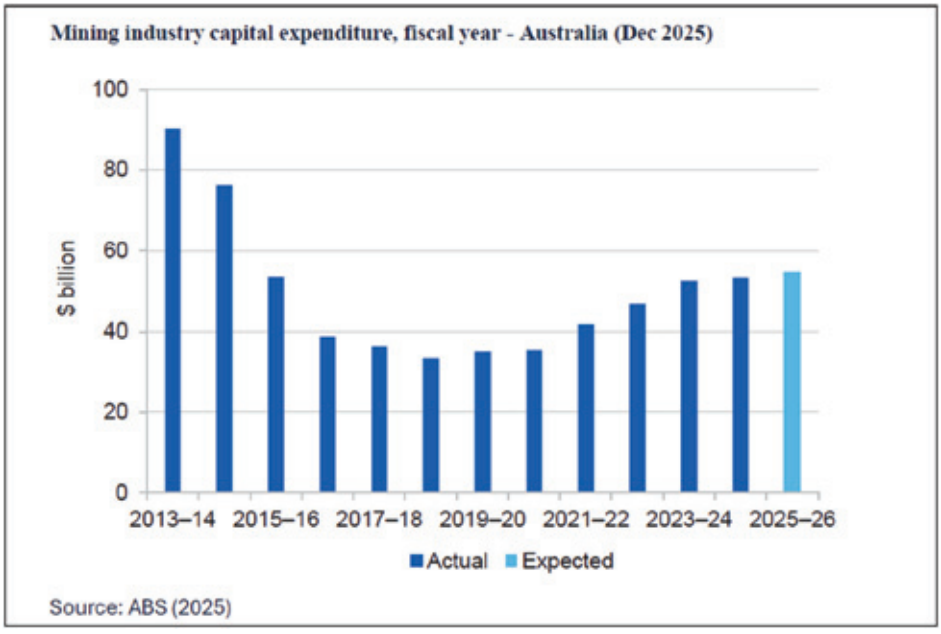
82 International Energy Agency, Global Critical Minerals Outlook 2025.
83 International Energy Agency, Global Critical Minerals Outlook 2025.
84 Geoscience Australia, Australia's Identified Mineral Resources 2025, February 2026.
85 Australian Government, Critical Minerals Strategy 2023–2030, June 2023.

the largest producer and exporter of metallurgical coal and iron ore. [86] This industry is also undergoing a shift toward value-added iron ore processing, driven by new downstream projects and major magnetite capacity ramp-ups.[87] For example, Iron Bridge's high-grade magnetite concentrate, owned by FMG Magnetite Pty Ltd (69%) and Formosa Steel IB Pty (31%) produces a more processed product than the traditional hematite ore that dominates most Pilbara operations, in Western Australia.[88]

Australia has the world's largest resources across a wide range of other commodities including gold, uranium, zinc and lead.[89] The Australian mining and mineral processing industry therefore stands to benefit as demand for these commodities increase.

An increase in exploration activity typically signals higher future demand for processing capacity, albeit with a considerable lag and uncertainty. Exploration expenditure in Australia is on an upward trajectory. According to the Department of Industry, Science, Energy and Resources, exploration expenditure (adjusted for inflation) rose by 11% in the September quarter 2025 compared to the prior quarter. In trend terms, exploration expenditure grew for silver, lead and zinc (up 47%), gold (up 45%) and iron ore (up 3%), but declined for other commodities. [90] Gold exploration has recovered following two years of decline, with recent investment driven by steady price increases. Given recent capital raising activity, the Department of Industry, Science and Resources expects gold and copper-gold exploration companies will account for a larger share of mineral exploration activity going forward, given strength in prices for gold and long-term demand for copper.[91]

As projects progress, processing capacity must eventually increase to handle higher ore or concentrate volumes. Rising capital expenditure by mining companies is therefore a good indicator of higher processing capacity. The December 2025 ABS Private New Capital Expenditure and Expected Expenditure survey for 2025–26 suggests the mining industry will invest A$55 billion (in nominal terms) during 2025-26. This is more than 3% higher than the June 2025 estimate for 2025–26 (see chart *"Mining industry capital expenditure, fiscal year – Australia"*).

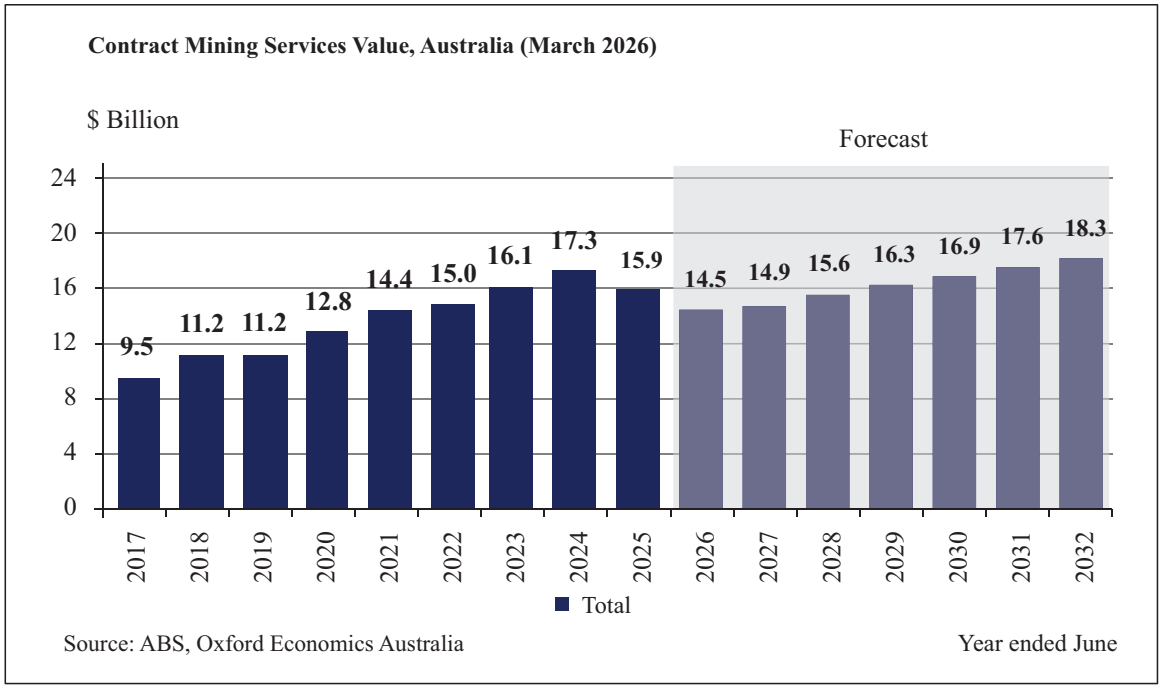


Contract mining in Australia

The resources boom of the early to mid-2010s saw contract mining services expenditures peak at A$12.9 billion in FY14. Following a temporary decline (falling to A$9.5 billion in FY17), expenditures have almost consecutively increased year-on-year from FY18 to FY24, peaking in FY24 at A$17.3 billion (see chart

86 Department of Industry, Science, Energy and Resources, 'Resources and Energy Quarterly', December 2025.
87 OECD, 'Green Iron opportunities in Australia'. October 2025.
88 Magnetite's Rise: A New Era in Western Australia's Iron Ore Industry, March 2025.
89 Geoscience Australia, Australia's Identified Mineral Resources 2025, February 2026.
90 Department of Industry, Science, Energy and Resources, 'Resources and Energy Quarterly', December 2025.
91 Department of Industry, Science, Energy and Resources, 'Resources and Energy Quarterly', December 2025.

"Contract Mining Services Value, Australia"). The upwards trend over this period is largely reflective of price growth rather than an expansion in the volume of contract mining production. Production of iron ore has increased since the mid 2010s, but other resources (coal, copper and gold) have seen mild declines in annual production.



According to Oxford Economics Australia, commodity prices are a key driver of outsourced contract mining expenditures, alongside broader sector trends related to the in-housing of mine production. Oxford Economics Australia estimates that contract mining services value declined in FY25 to A$15.9 billion and forecasts that it will decline again in FY26, driven by declining prices of key commodities (coal and iron ore) over the past 2-3 years. After the near-term decline, Oxford Economics Australia anticipates a slow rise in the sector to A$18.3 billion in FY32, representing a CAGR of 2% between FY25 and FY32. Oxford Economics Australia assesses that the 'in-housing' of contract mining has likely peaked: some mine owners continue to renegotiate contracts in order to optimize their supply chains, and the high level of competitiveness among contract miners is leading some to cut their costs to win contracts. This is inducing some struggling and cost-cutting mines to use contractors that promise lower costs and guarantee productivity targets will be met. In addition, some larger miners are looking at the benefits of contract work.

Iron ore mining services expenditure has tracked the broader sector trends, peaking in FY15 at A$5.8 billion before falling and rising over recent years in nominal terms. Iron ore services have not yet recovered to the previous peak, sitting at A$5.1 billion in FY24. Oxford Economics Australia anticipates mild declines in the near-term due to commodity price movements, while the medium to long term demand outlook is relatively secure due to new projects driving an expansion of the market and long-term demand due to global steel requirements.

The coal mining services sector has lifted in recent years by record commodity prices, with FY24 reaching a historical high of approximately A$7 billion. According to Oxford Economics Australia, the overall market outlook is muted, with declines expected over the forecast period – particularly in the near-term as coal prices fall back from those same record highs. There are longer-term challenges in thermal coal, which is expected to decline in global demand due to the energy transition.

According to Oxford Economics Australia, as of June 2025, CIMIC (through Thiess, MACA and PYBAR) was the market leader by market share in the contract mining sector in Australia. The other main competitors in the sector were Perenti, Byrnecut and BUMA.

Contract mining in Indonesia

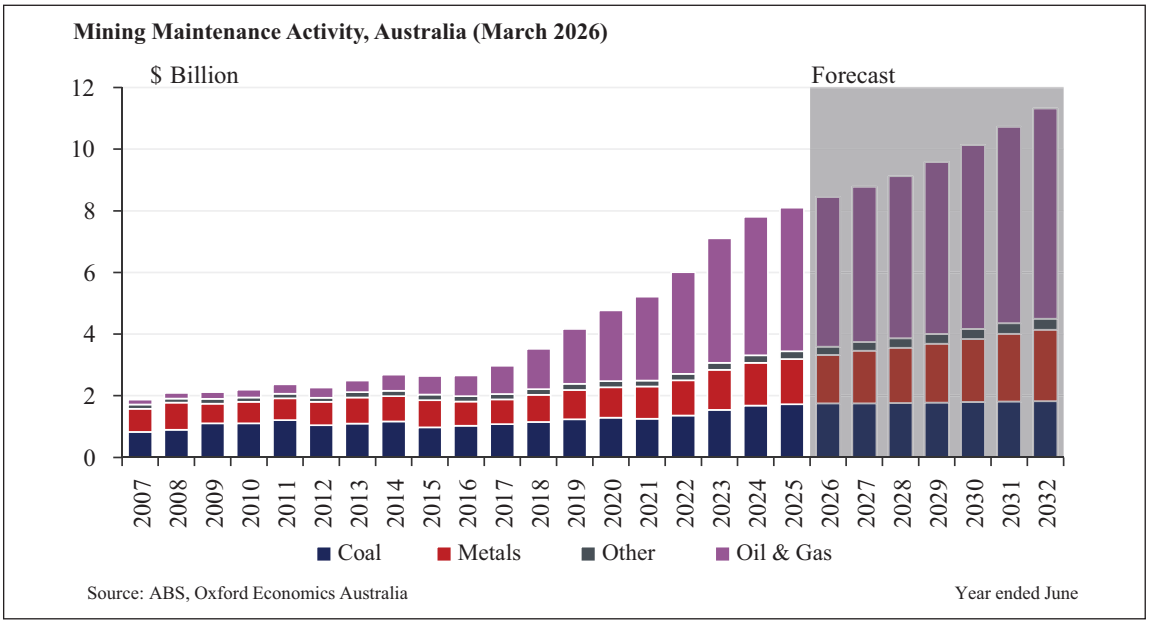
Thiess currently provides open cut contract mining services to coal mines and a nickel mine in Indonesia. Indonesia is the world's largest nickel producer, accounting for around 65% of global output. According to the U.S. Geological Survey, Indonesia's nickel reserves increased rapidly from 21Mt in 2022 to 55Mt in 2025, linked to Indonesia's commitment to leveraging its natural resources, supported by policies aimed at enhancing domestic downstream processing and export capabilities. In 2025, production is estimated to have increased by 13.9% to 2.6Mt, driven by higher mine output from Weda Bay, Gag Island, Huafei, Pakal Island, Pomalaa,

PT Halmahera Persada Lygend, and Tapunopaka. Collectively, these operations reinforce Indonesia's role as the primary source of incremental global nickel supply.[92] Indonesia is the world's third-largest coal producer and a major supplier to key Asian markets, particularly China and India. The country plays a critical role in global seaborne thermal coal trade, with its production levels heavily influencing regional pricing and supply dynamics.[93]

Australian mining maintenance

Outsourced mining and resources related maintenance expenditure was A$8.1 billion in FY25, according to Oxford Economics Australia. Oil and gas contributed the largest portion (A$4.7 billion) followed by coal mining (A$1.7 billion), metal ore mining (A$1.5 billion), and other mining (A$0.3 billion).

According to Oxford Economics Australia, mining and resources maintenance activity saw moderate growth over the decade to FY16, averaging around A$2.3 billion per annum. Coal and metals related maintenance decreased over the middle of the 2010s as falling commodity prices and production discouraged maintenance expenditure. However, the overall mining and resources profile began rising strongly from FY17 onwards largely due to the maintenance requirements of new major LNG assets following the investment boom, supported by accelerated increases in coal and metal ore mining maintenance as commodity prices improved from their mid-2010s slump. This drove overall mining and resources related maintenance up from $2.7 billion in FY16 to $8.1 billion on FY25, equating to 12.7% annual average growth over the past eight years (see chart *"Mining Maintenance Activity, Australia"*).



Oxford Economics Australia forecasts that outsourced mining and resources related maintenance activity will remain at historically elevated levels. Overall growth is forecast to moderate to 4.9% per annum over the next eight years, reaching A$11.3 billion by FY32. Oil and gas related activity should continue to drive the majority of maintenance expenditure, although metal ore mining maintenance expenditure is forecast to undergo strong growth underpinned by a positive outlook for iron ore and other metals, and a growing asset base. Meanwhile, coal mining related maintenance is forecast to plateau in the coming years, after the rebound over the past 3 years due to record coal prices and rising production, before a longer-term decline sets in as coal production falls due to the transition towards cleaner energy sources ramping up.

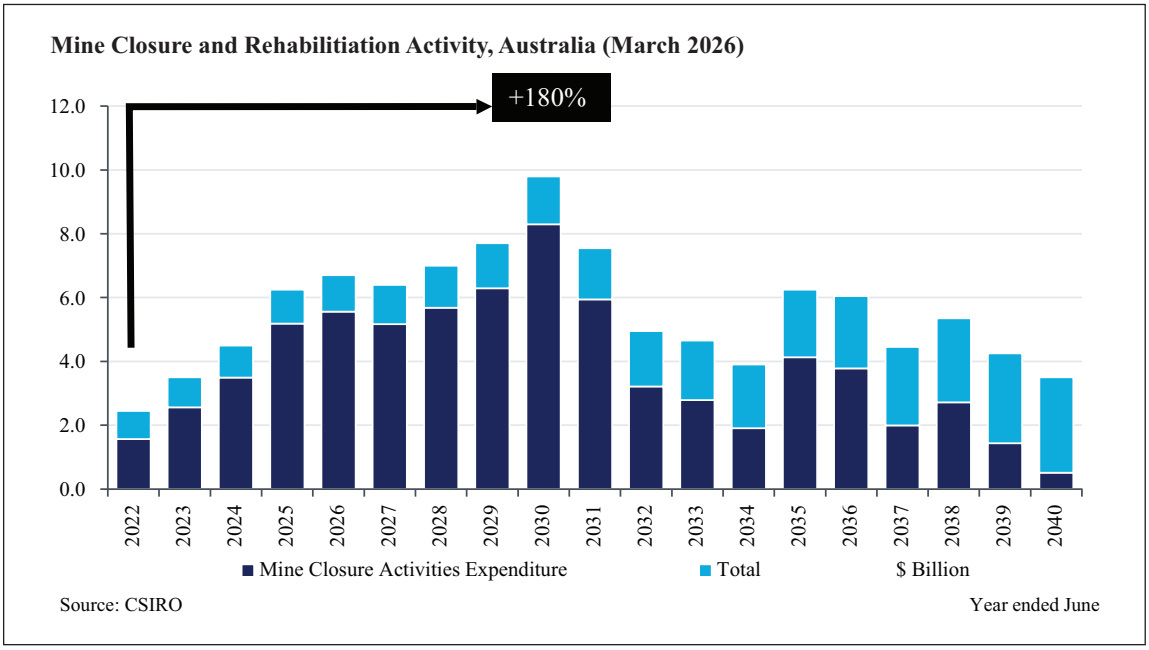
According to Oxford Economics Australia, as of June 2025, Monadelphous and CIMIC are the market leaders in the sector. Other competitors in the top six include Downer EDI, Ventia, Civmec and SRG.

92 Global Data, Indonesia Nickel Mining to 2035, February 2026
93 Global Data, Indonesia Coal Mining to 2035, December 2025

Rehabilitation

Research conducted by CSIRO on mine closure and transitions in 2023 estimates that, among the mining operations expected to close between 2020 and 2040, the median lifespan is 20 years, with 237 mines expected to finish operations over the same period.[94] The implication is that Australia will be entering into an unprecedented period of mine closures driven by the resources boom that occurred in Australia through the 2000s and early 2010s, and these closures will require mine closure or rehabilitation services (either in-house or outsourced).

Oxford Economics Australia forecasts (based on CSIRO data) that mine closure expenditures will ramp up over the decade in-line with increasing numbers of mining operation closures, reaching a peak of A$9.8 billion in FY30 (from A$4.5 billion in FY24) (see chart *"Mine Closure and Rehabilitation Activity, Australia"*).



[94] CSIRO, 'Enabling Mine Closure and transitions: Opportunities for Australian Industry', November 2023.

BUSINESS

Overview

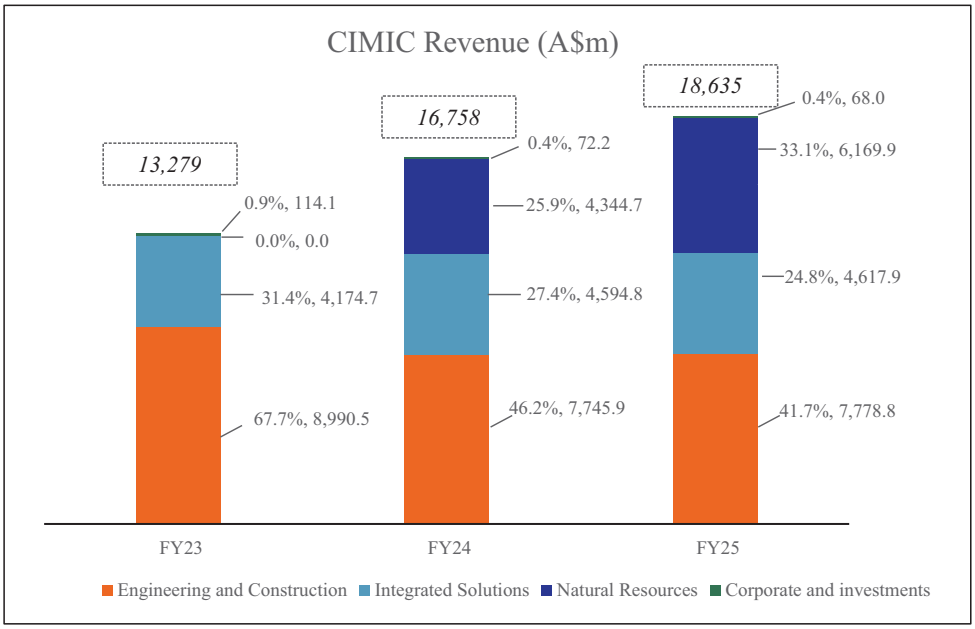
We are an engineering-led construction, mining and industrial services, and public private partnerships company working across the lifecycle of assets, infrastructure and resources projects.

Our Group comprises our engineering and construction businesses, CPB Contractors and Leighton Asia, our integrated solutions providers, UGL and Sedgman, our natural resources business, the Thiess Group (of which we own 60%), and our development and investment arm, Pacific Partnerships, all supported by our in-house engineering consultancy, EIC Activities.

Our experience spans across sectors such as digital and advanced technology (including data centers and telecommunication networks); energy infrastructure (renewable assets, power transmission lines and energy storage systems); transport infrastructure and sustainable mobility (roads, rail, aviation infrastructure, metro, light rail and intermodal networks); biopharma, health, education and other social infrastructure (biopharma, healthcare and education assets, and cultural, recreational and justice facilities); critical minerals and natural resources (mining services, mineral processing, resources infrastructure and mine rehabilitation); defense and other essential infrastructure (defense, water and wastewater). Within these sectors, our capabilities deliver the full spectrum of services, from feasibility, design, planning and investment; to manufacturing and construction; to operations, maintenance, upgrades and asset management; to rehabilitation and decommissioning.

We are part of an international group of leading infrastructure and industrial services companies that includes ACS (which is our ultimate parent company), HOCHTIEF, Dragados, FlatironDragados, Iridium, Turner and Abertis.

During 2025, we generated A$796.2 million of profit before tax, A$18.6 billion of consolidated revenue (A$7.8 billion from our engineering and construction contracts, A$4.6 billion from our integrated solutions contracts, A$6.2 billion from our natural resources contracts, and A$0.1 billion from corporate and investments), and A$2,240.9 million of EBITDA. As at December 31, 2025, we had A$38.4 billion of work in hand, which includes A$3.1 billion representing our share of the work in hand of associates and joint ventures.



Ownership and structure

We are a wholly-owned subsidiary of HOCHTIEF Australia Holdings Limited, which is an indirectly wholly-owned subsidiary company of HOCHTIEF AG, which is incorporated in Germany and is listed on the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse).

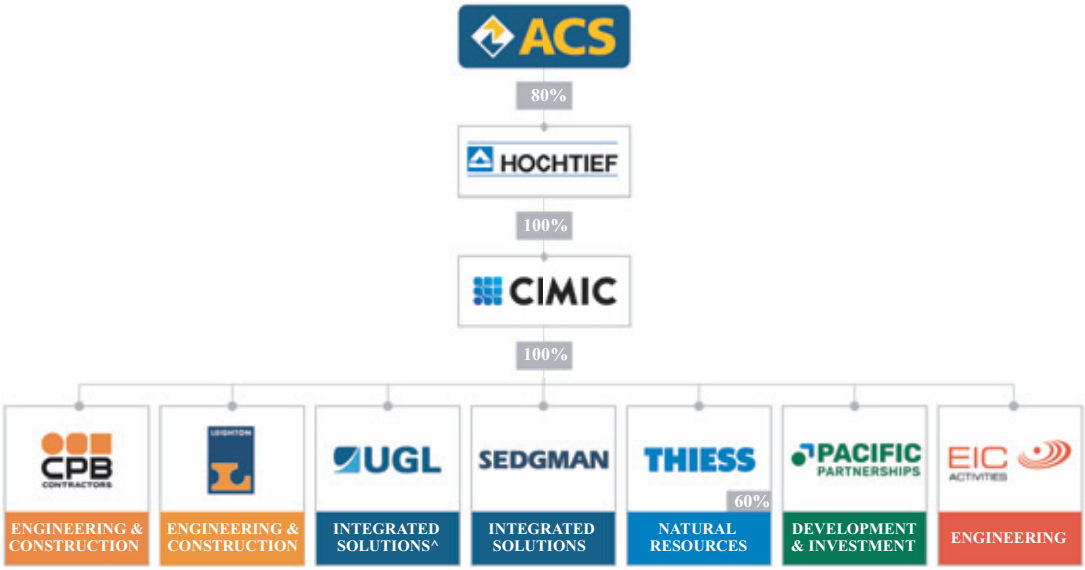
HOCHTIEF AG is a global provider of engineering-led, end-to-end infrastructure solutions in North America and Europe. HOCHTIEF AG has leading positions in rapidly expanding strategic growth verticals including the AI, digital and technology sector as well as the energy, defense and critical minerals markets, which are supported by its long-standing, local presence in core infrastructure markets. As at April 2, 2026, HOCHTIEF AG had a market capitalization of approximately EUR 31.6 billion. HOCHTIEF AG has been listed in the Dow Jones Sustainability Indexes since 2006.

The largest shareholder in HOCHTIEF AG is ACS, Actividades de Construcción y Servicios, SA or ACS, which holds 77.77% of the shares in HOCHTIEF AG as of December 31, 2025. The ACS Group delivers essential infrastructure, combining global scale with local expertise across the full project lifecycle in a broad range of strategic segments, including digital and advanced technology, security, energy, critical minerals and industrial resources, and core civil and urban infrastructure. ACS companies cover Asia, North America, Australia (through CIMIC), Europe and South America. As at April 2, 2026, ACS had a market capitalization of approximately EUR 28.9 billion. ACS is incorporated in Spain and is listed on the Bolsa de Madrid, where it is part of the IBEX 35. In 2025, ACS employed 167,800 employees worldwide and generated EUR49.8 billion of revenue.

CIMIC Group Limited (formerly known as Leighton Holdings Limited) was listed on the Australian Securities Exchange from 1962 to May 2022, when HOCHTIEF completed the acquisition of our remaining securities and we delisted. Although we are wholly-owned by HOCHTIEF, we retain local corporate and operational management and independent directors, and operate substantially as a stand-alone company, with independent access to capital. See also *"Risk Factors—Risks related to our structure and our financial arrangements—There are risks related to our ownership structure as HOCHTIEF AG indirectly holds all outstanding shares in the Parent Guarantor."*

Our ownership structure provides us and the broader ACS group of companies with a number of key benefits, including sharing knowledge, best practices, people development opportunities, research and development, as well as global procurement and client connectivity.

The following chart sets out our Group structure, our activities and operating segments.



^ In December 2025, CIMIC Group announced the formation of a strategic partnership with Sojitz Corporation which was formally completed in January 2026, establishing a 50:50 joint ownership structure for UGL Transport. CIMIC will continue to own and operate 100% of UGL's specialist engineering, industrial services and operations across energy, resources, infrastructure, defense, telecommunication and technology.

We conduct our business activities through the following operating segments:

- *Engineering and Construction:* Our engineering and construction operating segment comprises our CPB Contractors and Leighton Asia businesses:
  - *CPB Contractors*—CPB Contractors is a leading international construction contractor with operations spanning Australia, New Zealand and Papua New Guinea. The team delivers complex infrastructure projects spanning the key sectors of the construction industry, including roads, rail, tunneling, defense, building, health and resources and energy infrastructure.
  - *Leighton Asia*—Leighton Asia is an established international construction contractor. Established in 1975 and headquartered in Hong Kong, Leighton Asia is a leader in the delivery of complex tunnel, rail and road networks, as well as data centers. Leighton Asia offers a comprehensive range of services across sectors including civil infrastructure, advanced technology, building, energy and resources and mechanical, electrical and plumbing works.

As at December 31, 2025, our engineering and construction operating segment had more than 20,000 employees and in 2025 we generated A$7,778.8 million in revenue from this segment.

- *Integrated Solutions*: Our integrated solutions operating segment comprises our UGL and Sedgman businesses:
  - *UGL*—UGL is a specialized end-to-end engineering services and operations provider. UGL supports the transport industry through major projects, the energy sector through renewables, power generation, resources and transmission operations, offers comprehensive services to major infrastructure projects and has specialized expertise to support the new energy, defense, telecommunications and technology sectors. From December 31, 2025, UGL includes our 50% interest in UGL Transport, a joint venture with Sojitz, with transport manufacturing, maintenance and operations services.
  - *Sedgman*—Sedgman is a provider of minerals processing and associated infrastructure services to the global resources industry. It delivers services in critical and new economy minerals including cobalt, lithium (hard-rock and brine), nickel, rare earth minerals and vanadium, as well as in bulk minerals, precious and base metals and industrial minerals. Sedgman partners with clients through the full project lifecycle, from initial concept design to delivery, ongoing operations and asset optimization.

As at December 31, 2025, our integrated solutions operating segment had more than 7,800 employees and in 2025 we generated A$4,617.9 million in revenue from this segment.

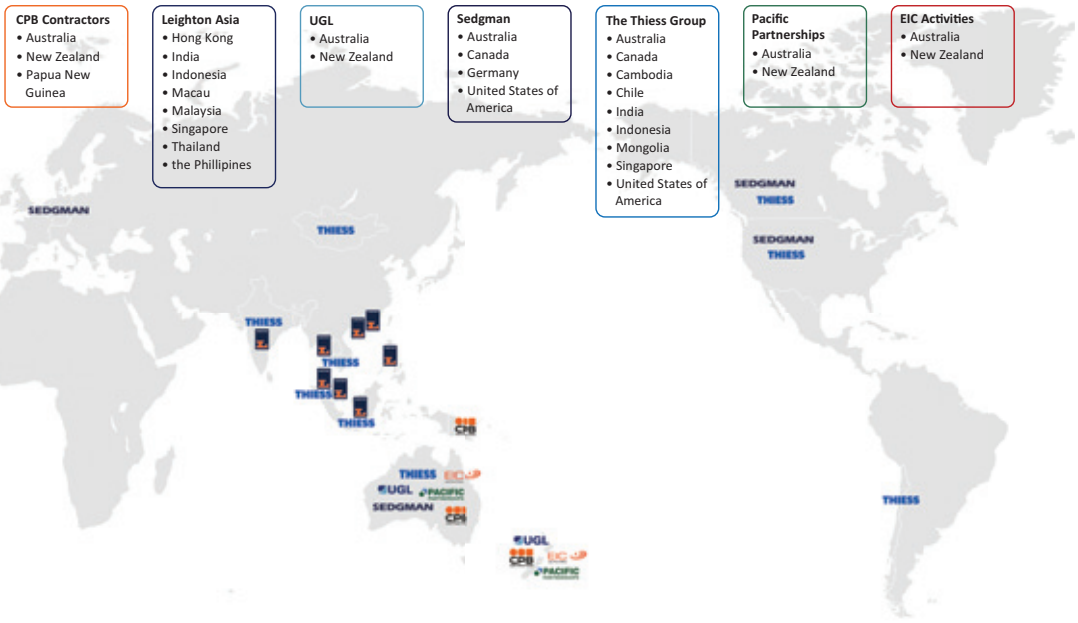
- *Natural Resources:* Our natural resources operating segment comprises our 60%-owned Thiess business. Thiess provides services for the mining, infrastructure and resources sectors across Australia, Asia and the Americas. Its capabilities extend across the mine life cycle from engineering, asset management and maintenance services, extraction and haulage, civil and infrastructure, crushing and processing, and rehabilitation. In recent years, Thiess has diversified away from its traditional coal business and expanded its contract mining capabilities into hard metals such as gold, iron ore and nickel in Western Australia as well as underground mining, critical minerals and mine rehabilitation services. We began reporting our Natural Resources segment in 2024 after we began consolidating Thiess following our acquisition of an additional 10% from our joint venture partner, Elliott. See *"Management's Discussion and Analysis of Financial Condition and Results of Operations—Key drivers of our financial performance—Thiess*" for more information about our arrangements with Elliott.

As at December 31, 2025, our natural resources operating segment had more than 11,700 employees and in 2025 we generated A$6,169.9 million in revenue from this segment.

- *Corporate and Investments*: Our corporate and investments operating segment comprises Pacific Partnerships, EIC Activities and our property division, as well as our corporate head office activities, including functions relating to Group finance, taxation and treasury:
  - *Pacific Partnerships*—Pacific Partnerships is an experienced lead sponsor, developer and investor in infrastructure across Australasia, with a particular focus on public-private partnerships, or PPPs. Pacific Partnerships has created, funded, owned, delivered and operated core transport and social infrastructure, and has a current focus on transmission asset PPPs and developing renewable energy assets. Pacific Partnerships is also supporting ACS Group's capability in the global digital and advanced technology sector across North America, Europe and Asia-Pacific.
  - *EIC Activities*—EIC Activities is our in-house engineering and technical services business. Its engineering, design and risk mitigation expertise provides us with a competitive advantage for winning and delivering profitable projects that also generate value for clients. A key objective of EIC Activities is to ensure that our collective experience, technical capabilities, innovations and leading-edge technology are leveraged to deliver our clients' objectives.
  - Our property division consists of Devine and Leighton Properties, which undertake the development of residential and commercial property. Our property division accounts for less than 0.2% of our revenue. Our corporate and investments operating segment also includes our in-house software development company, IDD Tech, which we launched in 2022.

As at December 31, 2025, our corporate and investments operating segment had more than 200 employees and, in 2025, we generated A$68.0 million in revenue from this segment.

The map below shows the jurisdictions in which our operating companies are active.



Our history

Our key milestones include:

1899	Goninan Co. established in Newcastle, New South Wales as an engineering and manufacturing company for the coal industry.
1934	Thiess founded as a small earthmoving business on the Darling Downs in Queensland.
1949	Leighton Contractors founded as a construction company by Stanley Leighton in Victoria.
1962	Leighton Contractors listed on the Melbourne Stock Exchange, which later became part of the Australian Securities Exchange.
1970	UGL founded and later acquired Goninan Co., a leading producer of rolling stock.
1971	Leighton Holdings created as the listed entity; Leighton Contractors becomes primary operating subsidiary.
1975	Leighton Asia established in Hong Kong and awarded its first projects.
1979	Sedgman founded in Brisbane.
1983	Leighton Holdings acquired Thiess Contractors and its major shareholder HOCHTIEF became a shareholder of Leighton Holdings.
1999	Leighton Holdings acquired John Holland.
2014	HOCHTIEF launched a proportional takeover and increased ownership of Leighton Holdings Limited to 69.62%.
	Leighton Holdings' operating model was streamlined to establish dedicated businesses focused on construction, mining services, public private partnerships and engineering.
	Leighton Holdings announced sale of John Holland to CCCC International Holdings.
2015	Leighton Holdings and Apollo established Ventia, a services company, as a 50-50 joint venture.
	Leighton Holdings changed its name to CIMIC Group Limited and undertook an internal restructure.
2016	Sedgman and UGL acquired by way of public market takeovers.
2020	Ventia acquired Broadspectrum.
	CIMIC sold a 50% interest in Thiess to Elliott.
2021	Ventia listed on the ASX.

2022	HOCHTIEF acquired full ownership of CIMIC Group and CIMIC Group de-listed from the ASX.
	Thiess acquired MACA Limited.
	Thiess established Thiess Rehabilitation.
2023	CIMIC divested all remaining rights and investments in the Middle East to SALD Investment LLC.
	CIMIC divested shareholding in Ventia.
2024	CIMIC acquired an additional 10% interest in Thiess from Elliott, resulting in us holding 60% of Thiess.
	Thiess acquired PYBAR.
2025	CIMIC sold a 50% interest in the UGL Transport Business to Sojitz Corporation. The transaction was formally completed on January 19, 2026.

Our strengths

Our brands are well-established and are recognized as leaders in many of their markets

Our operating businesses have developed strong brands and a reputation for being able to deliver large, complex projects that integrate advanced technologies, backed by proven technical expertise, disciplined project management and end-to-end lifecycle capabilities. This differentiation enables us to secure new contract awards and renewals.

We are the market leader in the construction industry across Australia and New Zealand as well as the market leader in the infrastructure services sector and the contract mining sector in Australia based on market share, according to Oxford Economics Australia. We believe that our reputation, end-to-end lifecycle capabilities and market leading positions provide us with a key competitive advantage, because counterparties typically focus on a contractor's experience and its reputation for financial capacity, operational track record, safety history and risk management processes in assessing tenders.

We see repeat business as an important indicator of client satisfaction, which is dependent on the quality, reliability and value of the projects our operating companies deliver. On an aggregated basis, using the Australian dollar value of contracts awarded, our Group client repeat rate[95] has been greater than 85% the last three years.

We regularly win industry awards for our projects, including awards relating to our health and safety outcomes, our engineering capabilities, our sustainability performance and our business innovations. For example, in 2025, CPB Contractors' Bruce Highway Upgrade—Cooroy to Curra Section D2 (Gympie Bypass) won the Contractor Excellence Award by Infrastructure Partnerships Australia, the Suburban Rail Loop East project was recognized by the International Symposium on Ground Freezing for developing a world-first artificial ground freezing design framework to construct tunnel cross passages, and the Warringah Freeway Upgrade won the Arvo Tinni Award for Best Urban Pavement Infrastructure Design at the Australian Society of Concrete Pavements Annual Conference.

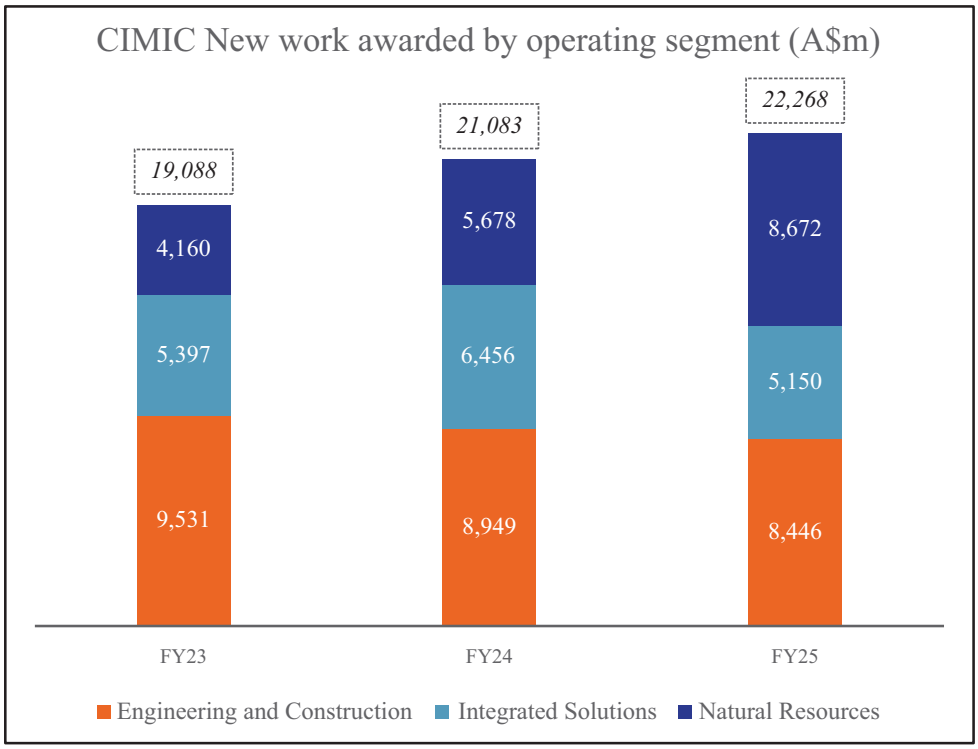
We have a large order book with high-quality counterparties

Work in hand is a metric that is commonly used in the construction industry to illustrate the size of a company's forward order book. Work in hand provides us with visibility over future revenue and, together with a pipeline of anticipated tendering opportunities, underpins a strong outlook for our business. See "*Non-AAS/GAAP financial measures*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Key drivers of our financial performance—Work in hand*" for additional information on how we calculate work in hand.

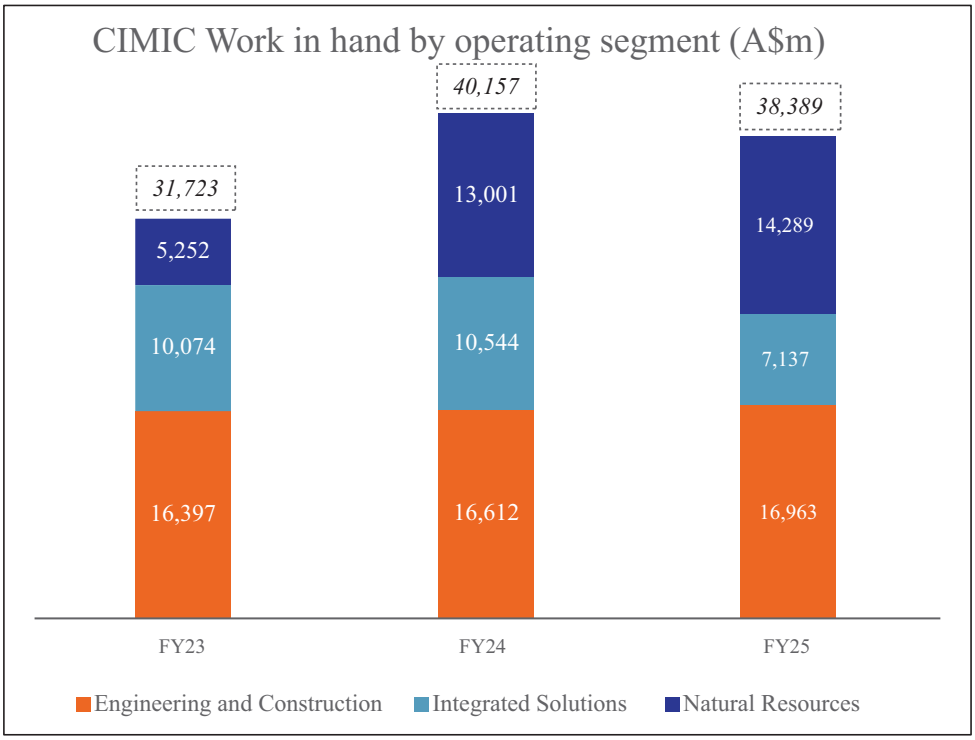
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[95] We calculate our repeat client rate by summing the total value of all contracts awarded by existing clients during the year (including new contracts, extensions, and variations) and dividing the sum by the total value of all contracts awarded during the year.

During 2025, 2024 and 2023 we secured A$22.3 billion, A$21.1 billion and A$19.1 billion, respectively of new work, including our share of new work won by associates and joint ventures. We include 100% of Thiess new work in 2025 and for the period from April 23 to December 31, 2024 and 50% of Thiess new work for the period from January 1 to April 22, 2024 and 50% of Thiess new work for all of 2023. The chart below shows new work awarded by operating segment during the year ended December 31, 2025, 2024 and 2023.



The chart below shows our work in hand as at December 31, 2025, 2024 and 2023 including our share of new work won by associates and joint ventures and 100% of Thiess work in 2025 and 2024. Our work in hand as at December 31, 2025 was A$38.4 billion, including A$3.1 billion representing our share of the work in hand of associates and joint ventures (including our 50% share of the work in hand of UGL Transport).

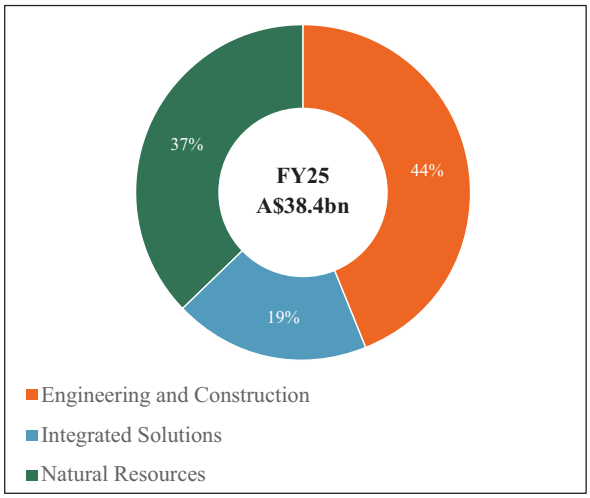


As of December 31, 2025, many of our contract counterparties were government entities and ASX50 listed corporate clients. Our clients include leading infrastructure asset owners and operators (public and private) and

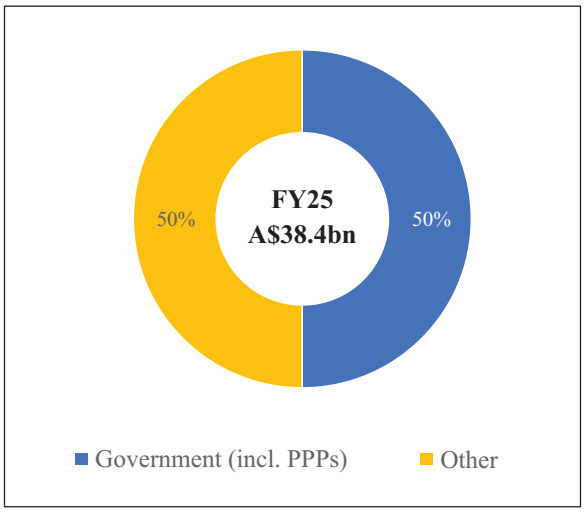
resources companies, including companies such as BHP, Fortescue, Rio Tinto, Transurban and Telstra. At December 31, 2025, approximately 50% of our work in hand was attributable to government and public private partnerships or "PPP" clients, which were primarily located in Australia.

The charts below illustrate our work in hand, including our share of work in hand from our joint ventures and investments as at December 31, 2025, broken down by segment, client type and geography.

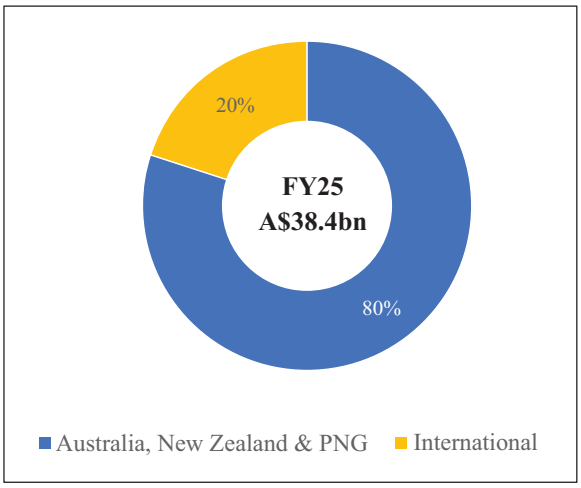
Work in hand by segment



Work in hand by client type



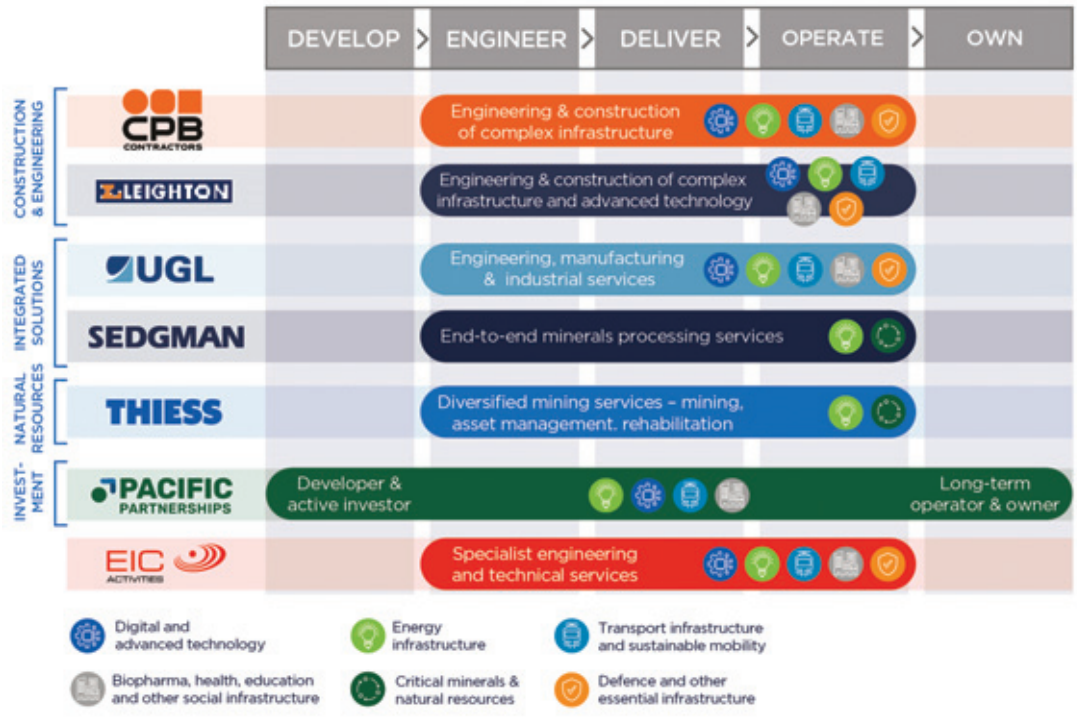
Work in hand by geography



We provide integrated solutions across the full lifecycle of services to our clients

We offer our clients integrated, whole-of-project solutions across construction, infrastructure and mining projects. This presents clients with an attractive value proposition as they can access end-to-end services from feasibility, design, planning and investment; to manufacturing and construction (including financing solutions); to operations, maintenance, upgrades and asset management; to rehabilitation and decommissioning, all from a single integrated provider.

The graphic below shows an overview of the full lifecycle of services we offer by operating company:



The ability to offer a complementary suite of full-service capabilities throughout the lifecycle of a client's asset, infrastructure or resources project, differentiates us and helps us to secure new contract awards and contract renewals, particularly in relation to major infrastructure projects and mining services contracts that involve both scale and complexity.

Examples of projects where our operating companies work collaboratively to deliver projects for our clients include:

- the Cross River Rail project (including the rail, integration and systems package and the tunnels, stations and development package), involving CPB Contractors, UGL and Pacific Partnerships;
- Logan Gold Coast Faster Rail, involving CPB Contractors and UGL;

- Hindustan Zinc, involving Leighton Asia and Sedgman;
- the North East Link project, involving CPB Contractors, UGL and Pacific Partnerships;
- the Glenrowan Solar Farm, involving UGL and Pacific Partnerships;
- the West Gate Tunnel, involving CPB Contractors and UGL as a subcontractor;
- the Humelink West transmission project, involving CPB Contractors and UGL;
- the Western Ridge Crusher Project, involving Sedgman and CPB Contractors;
- the Canberra Light Rail Stage 2A, involving Pacific Partnerships, CPB Contractors and UGL;
- the TasWater Capital Works Program, involving CPB Contractors and UGL; and
- the Sydney Metro Line & Southwest Extension, involving UGL and CPB Contractors.

EIC Activities is engaged to support many of these projects, facilitating tendering activities and providing engineering solutions with respect to design and construction activity.

Through our end-to-end capability and financial strength, we can help to deliver technical and operational certainty across the lifecycle of each project. We aim to give assets a performance advantage and provide better end-user experiences; create infrastructure with future generations in mind; and unlock resources and renewable energy sources for maximum productivity and output. See also "*—Our operating companies and projects—Case studies*."

We benefit from a positive industry outlook in our core activities and are a leader in the industries and markets that have, and are continuing to experience, sustained development and growth

Our core activities in construction, PPPs, mining services, mineral processing, operations and maintenance services and engineering have benefited from and will continue to benefit from our exposure to construction spending by governments at historically high levels following sustained underinvestment, particularly in Australia, our largest market. We expect that our position as the market leader in construction in Australia will offer a broad range of opportunities as these favorable trends continue. Our work in hand of A$38.4 billion as at December 31, 2025 and a substantial pipeline of future projects support a positive outlook for our business.

Oxford Economics Australia anticipates that the construction industry in Australia will continue to undergo a sustained period of positive growth over the next decade, reaching a peak in investment of approximately A$179 billion in FY32. The continued roll-out of record levels of public investment in transport and health infrastructure and rising levels of resource-related construction are expected to underpin this rise. Longer-term drivers of growth include the energy transition and the associated renewable generation requirements, including upgrades to the transmission network. For more information on our market outlook, see "*Industry*."

We have a diversified business that benefits from economies of scale, and our operations are powered by intelligent systems

The scale and diversity of our businesses enhance agility and generate efficiencies across operations.

Our broad capabilities position us to respond effectively to market cycles and emerging opportunities across sectors, supported by a balanced portfolio of shorter-term projects (such as construction contracts with an average tenor of one to four years), medium-term projects (such as mining services, services and large-scale construction with an average duration of three to six years) and longer-term projects (such as life-of-mine projects, PPPs and operations and maintenance services, some which may have a contract length of up to 25 years following completion of a PPP construction project).

Through integrated tools and AI-enabled processes, we enhance decision-making, safety, sustainability, compliance and productivity. Our digital capability supports successful delivery of complex projects in high-tech, high value-added sectors such as energy transition, defense and critical minerals. See "*—Research, development and information technology*" for more information.

Our organizational reach, enabled by our digitalized and centralized systems and processes, allows us to aggregate performance data, improve tendering accuracy, and strengthen both financial and ESG outcomes. It also supports more effective supply chain management, purchasing power, workforce optimization and talent attraction through varied development and career path offerings. These competitive advantages help us mitigate broader challenges such as inflation, supply chain pressures and labor shortages.

We have a robust risk management framework and a strong risk management culture

Identifying and managing risk is critical to the success of our businesses. Our operations expose us to a wide range of risks, including operational, contracting, safety, regulatory, reputational, human resources, information technology and financial risks. We seek to embed risk management in our culture and in all our activities.

We operate under a range of contract styles, depending on the nature of the service provided, the risk profile we are willing to accept and the level of returns we expect to generate. We distinguish three different types of risk allocation in our contracts, risk retained (where we bear the majority of the risk), risk shared (where the risks are shared between ourselves and the client) and risk transferred (where the client bears the majority of the risk).

While lump sum (or fixed price) design and construct work remains an important element of our business, as of December 31, 2025, more than 90% of our work in hand (including our share of work in hand of associates and joint ventures) is contracted under the risk shared and risk transferred categories, which we consider to be lower risk versus risk retained (compared to approximately 90% as of December 31, 2024 and approximately 80% as of December 31, 2023).

We are part of a global group of companies providing us with access to international expertise and know-how

We benefit from being part of a global network of international companies that provides us access to broad-based technical expertise, risk management capability and financial strength, which enhances our businesses. We are able to collaborate with HOCHTIEF and other members of the ACS Group in areas such as:

- *Knowledge sharing*: We are able to share knowledge, research and development, and industry best practices. This allows us to leverage the specialized expertise of the global ACS Group, including its international expert groups, to gain a competitive advantage and de-risk the complexity of projects;
- *Global resources:* Through HOCHTIEF and ACS, we have access to a global talent pool and a highly skilled international workforce;
- *Enhanced supply chain and global partnerships:* We benefit from access to a worldwide supply chain and relationships with global partners. Global procurement agreements enable us to leverage the buying power of a large international group; and
- *Leading sustainability practice:* Our approach towards ESG aspects is aligned with ACS' sustainability master plan "*Building a better future*" which is aligned to the ESG requirements of the European Union (EU) taxonomy. This is likely to become increasingly important in future in terms of accessing capital as the EU looks to drive investment toward more sustainable activities and increase the transparency of corporate sustainability disclosure.

Our global group also leverages its cohesive operating model to deliver end-to-end solutions across borders for global clients. Sedgman and HOCHTIEF are currently collaborating to deliver Europe's largest lithium production project for Vulcan Energy in Germany. Their end-to-end role in developing the project's lithium production and processing infrastructure reflects the Group's unique capability to deliver projects of international scale and significance.

Access to this global platform and international expertise provides us with a competitive advantage and allows us to further develop, grow and de-risk our business.

Our solid financial performance supports our investment grade profile

We have a strong financial profile and are rated Baa3 (Stable) by Moody's Investors Service Pty Ltd and BBB- (Stable) by S&P Global Ratings Australia Pty Ltd. During 2025, we recorded revenue growth reflecting our strong order book and we earned EBITDA and net profit after tax for 2025 of A$2,240.9 million and A$411.6 million, respectively.

We focus on cash generation and the delivery of cash backed profit. This focus on cash has been reflected in our strong liquidity position and low levels of net debt. We aim to manage our liquidity prudently and have access to numerous sources of capital both domestically and internationally, including cash balances, bank debt, capital markets, insurance, lease facilities and trade finance facilities. We maintain material undrawn facility balances across our bank, trade finance and working capital facilities. As at December 31, 2025, we had liquidity of A$6.4 billion comprising A$3.4 billion of cash on balance sheet and A$3.0 billion of undrawn bank facilities.

We pursue and maintain a prudent and sustainable capital structure that allows us to maintain financial and operational flexibility across a range of economic environments and cycles. A primary focus of our financial policy is to manage net debt to a level that supports our investment grade credit rating. Our broader financial risk management is controlled by a central treasury department and is based on financial policies approved by our board.

We have an experienced board and management team

We place a considerable emphasis on leadership, responsibility and accountability, and we seek to employ industry leaders in the markets in which we operate. Mr. Juan Santamaria, our Executive Chairman, was previously our chief executive officer and managing director, and held various senior leadership positions across our operating businesses in all geographies. Our President and Executive Director, Mr. Roberto Gallardo, has more than 30 years' international experience in infrastructure investment, construction and business development across the Americas, Europe and Australia. Our Chief Executive Officer, Mr. Jason Spears, has been with the CIMIC Group for 25 years, including as Managing Director of CPB Contractors and UGL, and brings deep experience in complex project delivery, client engagement and organizational performance, and our Chief Financial Officer, Mr. Derek Kerr, was previously the chief financial officer for our operating company UGL and worked for over a decade as a director at Deloitte, where he specialized in the construction, mining and utilities sectors.

We have substantially retained the governance of a listed company, including continuing to have independent directors on our board. Most of the directors who serve on our board have been board members since 2014 or longer. They bring a wide range of skills and experience to their respective roles and are committed to achieving a high standard of corporate governance. We believe that our board's current size and composition provide the broad base of expertise and experience necessary to set the strategic direction of our business, oversee management's implementation of strategy and enhance corporate performance.

Our strategies

Our strategy is to deliver shared value for all stakeholders while generating long-term growth and sustainable returns, ensuring that shareholders and investors, clients and communities, our people, partners and suppliers continue to trust in the future of the CIMIC Group.

As an integrated, digitized, engineering-led business, we anticipate the evolving needs of established and emerging sectors and markets. These are increasingly shaped by global trends such as digitalization, energy demand, demographic shifts, deglobalization and defense priorities. In response, we leverage our global reach and experience, combining scale with deep local knowledge to deliver end-to-end solutions that are innovative, resilient, and create long-term value.

Our strategy is founded on three key priorities. We are:

- advancing leadership in high-growth, high value-added sectors;
- reducing our risk profile; and
- investing in infrastructure and capabilities.

Our strategy and these priorities are supported by our competitive strengths, diverse markets and capabilities, and robust risk and opportunity management.

Advancing leadership in high-growth, high value-added sectors

We continue to expand in fast-growing, high-tech and high value-added sectors, while strengthening our leadership in essential infrastructure. These sectors are integral to the global shift toward digital connectivity, energy transition, infrastructure modernization and urban resilience.

The growth industries we are targeting include AI, digital and technology, defense, energy, critical minerals, sustainable mobility, water, hospitals and schools. Projects linked to these industries represent more than 50% of work in hand as at December 31, 2025.

The table below lists certain key strategic projects awarded to our businesses in each of our growth markets during 2025.

Growth market	Project	Project type	Location	Client
Digital and advanced technology	High density, liquid cooling-ready data center	First phase of the design and construction of a 64 MW data center.	Cyberjaya, Malaysia	Not disclosable
Energy infrastructure	Muchea Battery Energy Storage System	Construction of the 164 MW / 905 MWh Muchea Battery.	Perth, Western Australia	Neoen and Tesla

Growth market	Project	Project type	Location	Client
Transport infrastructure and sustainable mobility	Logan and Gold Coast Faster Rail project	Design and pre-construction contract for the main works package.	Queensland	Queensland Government
Biopharma, health, education and other social infrastructure	New Dunedin Hospital Inpatients building	Delivery of inpatient building providing high quality medical facilities. It will include 371 beds.	Dunedin, New Zealand	Health New Zealand Te Whatu Ora
Critical minerals and natural resources	Karlawinda gold project	Continuing provision of full mining services, including load and haul, drill and blast, engineering and technical services.	Western Australia	Capricorn Metals
Defense and other essential infrastructure	Army Aviation Program of Works—Stage 2	Works will include the upgrade or rebuild of infrastructure and facilities.	Queensland	Australian Government—Defense
Critical minerals and natural resources	Zinc tailings recycling facility	Construction of a zinc tailings recycling facility, including engineering, construction and procurement services.	Rajasthan, India	Hindustan Zinc Limited
Critical minerals and natural resources	Vulcan Lionheart project	Managing engineering, construction and commissioning of Vulcan's Phase One Lionheart Project.	Upper Rhine Valley, Germany and France	Vulcan Energy
Defense and other essential infrastructure	Orchard Hills water filtration plant reliability upgrade project	Design and construction of a new pre-treatment facility at Orchard Hills WFP.	New South Wales	Sydney Water

Reducing our risk profile

We continue to rigorously assess and manage both financial and non-financial risks through a disciplined governance approach. We use risk-sharing and collaborative delivery methods to reduce our risk profile, primarily entering into contracts in the risk shared and risk transferred categories.

At December 31, 2025, more than 90% of our work in hand, including our share of work in hand of associates and joint ventures, was under contracts that we consider as having a lower risk profile, within the risk shared and risk transferred categories, compared with approximately 90% at December 31, 2024 and 80% at December 31, 2023. See "*—Our approach to risk*" for further information about our risk approach.

Investing in infrastructure and capabilities

We take a disciplined approach to strategic investment, unlocking growth opportunities and extending our capabilities, while maintaining capital discipline and preserving balance sheet strength.

By leveraging our strong balance sheet and the broader ACS Group's support, we pursue an investment strategy that drives sustainable growth and long-term profitability. Our investments in large-scale infrastructure

developments have created new opportunities in energy transition, sustainable mobility and social infrastructure, while targeted acquisitions have expanded our capabilities in natural resources and advanced technology.

Unlocking growth opportunities

In December 2025, we announced the formation of a strategic partnership with Sojitz Corporation which was formally completed in January 2026, establishing a 50:50 joint ownership structure for UGL Transport. The transaction marks a significant milestone in our strategy to unlock value and accelerate growth across our transport portfolio. The partnership with Sojitz—a general trading company headquartered in Tokyo, Japan—will enable UGL Transport to broaden its service offering and expand into new markets, including Asia-Pacific opportunities in collaboration with CIMIC, HOCHTIEF and ACS companies such as Leighton Asia. We will continue to own and operate 100% of UGL's specialist engineering, industrial services and operations across energy, resources, infrastructure, defense, telecommunications and technology.

Infrastructure investments

As at December 31, 2025, we had delivered more than 30 public private partnerships (PPPs) valued at over A$70 billion over the past 25 years.

Through Pacific Partnerships, we invest in privately funded developments and PPPs, creating opportunities for the Group to develop, engineer, deliver, operate and own a diverse range of assets.

Pacific Partnerships currently has a portfolio of projects under development in Australia and New Zealand valued at more than A$28 billion which is split across energy transmission assets (47%), transport and social infrastructure (40%) and renewable energy sources (13%).

Existing investments in next generation assets, meaning assets and solutions that deliver higher performance, sustainability and resilience than legacy approaches by leveraging advanced capabilities, integrated technologies, smarter design and more efficient ways of working, include three solar farm developments each with battery energy storage systems, as well as major metro and light rail projects supporting sustainable mobility.

Acquisitions

To deliver on our strategy, we continue to identify and pursue strategic acquisitions that strengthen our capabilities and market positioning. These initiatives are rigorously assessed to enhance our specialized engineering and systems capabilities. They reinforce our technical depth, delivery capacity, and operational integration, while strengthening our agility and focus across targeted segments and sectors.

Our operating companies and projects

Engineering and Construction – CPB Contractors and Leighton Asia

We provide engineering, construction/building and project management services in connection with a range of complex infrastructure and building projects in Australia, New Zealand and Asia. Our collective experience includes work in data centers, telecommunication networks, power and renewable energy, roads, railways, light rail, intermodal networks, airports, ports, tunnels, hospitals, schools, cultural, recreational and justice facilities, resources infrastructure, dams and water treatment plants, and defense facilities. Within these sectors, we are able to deliver the full spectrum of services, from feasibility, design, planning and investment; to manufacturing and construction; to operations, maintenance, upgrades and asset management; to rehabilitation and decommissioning. Our services generally consist of:

Engineering	We are a full-service engineering organization with expertise ranging from traditional engineering disciplines such as piping, mechanical, electrical, control systems, civil, structural and architectural, to advanced engineering specialties. As part of these services, we often provide conceptual design services, which allow us to align each project's function, scope, cost and schedule with the client's objectives, as well as activities such as feasibility studies, project development planning, technology evaluation, risk management assessment, global siting, constructability reviews, asset optimization and front-end engineering. For resources clients, we also provide feasibility and assessment services at all stages of an asset's lifecycle and provide front-end engineering and design services for resources projects.

Construction	We mobilize, execute, commission and demobilize projects on a self-perform or subcontracted basis or through construction management as the owner's agent. Generally, we are responsible for the completion of a project, often in difficult locations and under challenging circumstances. We are frequently designated as a program manager, where a client has facilities in multiple locations, complex phases in a single project location, or a large-scale investment in a facility. We often serve as the primary contractor or act as a subcontractor to another party.
Project management	We provide project management services to our clients, often taking the primary responsibility of managing all aspects of the project. Our project management services include logistics, development of project execution plans, detailed schedules, cost forecasts, progress tracking and reporting, and the integration of the engineering, procurement and construction efforts. We are often hired as the overall program manager on large complex projects where various contractors and subcontractors are involved and multiple activities need to be coordinated and integrated to deliver the project.

CPB Contractors

CPB Contractors is our Australasian construction company, delivering complex infrastructure and building projects across key sectors of the construction industry for more than 90 years. Our project teams are responsible for delivering roads, rail, tunneling, defense, building, health, renewables and energy resources infrastructure.

CPB Contractors' activities and capabilities in major sectors of the construction market include:

Roads	CPB Contractors' track record in road work spans several decades and we continue to deliver major road developments and upgrades. Drawing on our strong expertise in civil works, bridge structures, buildings and tunneling, we provide complete infrastructure solutions across all types of road projects. Current examples include the M12 Motorway Project (western package), Warringah Freeway Upgrade and the Western Harbour Tunnel, all in Sydney. In 2025, CPB Contractors were also selected to deliver Queensland's Gateway to Bruce Upgrade, as well as Melbourne's Eastern Freeway Upgrades between Tram and Springvale roads.
Rail	CPB Contractors has over 65 years of experience in heavy and light rail projects from concept to completion, design, construction, commissioning and maintenance. Our capabilities span both greenfield and brownfield sites and include rail network upgrades; construction of new rail lines; complex projects in live operating rail environments; stabling facilities and depots; stations and interchanges; bridges and tunnels and signaling and overhead wiring. Current and recently completed projects include: the Sydney Metro City and Southwest; Logan and Gold Coast Faster Rail in Queensland; Cross River Rail in Brisbane; Suburban Rail Loop East in Melbourne; Metro Tunnel Project in Melbourne; and the Thornlie-Cockburn Line in Western Australia.
Tunneling	CPB Contractors is the leading tunneling contractor in Australasia, working across the roads, rail, water, power and utilities sectors. Our tunneling experience goes back to 1958, when we were the first Australian company to be awarded major construction projects on the Snowy Mountains Hydro Electric Scheme. Since then, we have delivered more than 409 kilometers of tunnels and have 44.7 kilometers of tunnels under construction. We have diverse tunneling, underground excavation and associated civil works experience that enables us to develop innovative solutions and deliver projects of long-term value. We have a history of delivering significant tunneling projects including the Sydney Harbour Tunnel, the Lane Cove Tunnel and WestConnex M4 East in New South Wales, and the Airportlink and Clem7 motorways in Queensland.
Defense	We have over 20 years of experience working with defense and have delivered some of Australia's most significant and complex Navy, Army and Air Force infrastructure projects, including several base upgrades for the Royal Australian Air Force, as well as telecommunications and new technology asset and facilities management.

Building	CPB Contractors has delivered significant building projects over more than 30 years, spanning all major sectors including education, health, corporate, commercial, residential and defense. We also benefit from a wealth of experience in designing and constructing sustainable buildings that have achieved the highest certifications by the Green Building Council of Australia.
Healthcare	CPB Contractors' experience and capabilities in healthcare infrastructure includes health facility planning and design; design and construction; information and communication technologies; and e-health. Examples include the new Royal Adelaide Hospital and Sydney's Royal North Shore Hospital and Northern Beaches Hospital. Ongoing projects include major hospital upgrades in New South Wales at Nepean and Royal Prince Alfred Hospital, in Queensland at Bundaberg Hospital and Rockhampton Hospital, and in New Zealand at New Dunedin Hospital.
Water	CPB Contractors delivers a range of engineering and construction services to the water industry in both urban and regional areas. Our experience in water storage spans more than 80 years and includes over 100 dams and reservoir structures, ranging from earth rock dams, to tailing dams and concrete lined reservoirs. We also deliver a range of water and wastewater treatment and distribution projects, including the establishment of new infrastructure and upgrades of existing pump stations and pipelines.
Renewables	Our expertise spans design, engineering and construction for wind farms, solar farms, transmission lines and other power infrastructure. We deliver large-scale renewable generation and transmission projects such as the landmark Macarthur Wind Farm and the Humelink project.
Technology	We have commenced work on data center projects in Australia, leveraging our construction capability and experience delivering large complex projects, supporting CIMIC Group's end-to-end capabilities in this sector.

In 2025, our major revenue-contributing construction projects included the following (amounts in parenthesis represent the expected revenue to be earned over the life of the project for all Group companies):

- rail and road developments in Australia, including West Gate Tunnel (A$4.3 billion) in Melbourne, North East Link Primary Package PPP (in joint venture with Pacific Partnerships and UGL) (A$3.4 billion) in Victoria, Brisbane's Cross River Rail (Tunnel, Stations and Development package in joint venture with UGL) (A$3.1 billion), Suburban Rail Loop East project (A$1.6 billion) in Victoria, and the HumeLink West transmission project (in joint venture with UGL) (A$1.6 billion) in New South Wales;
- social infrastructure projects including the Nepean Hospital redevelopments (A$291 million); and
- essential infrastructure projects including the TasWater Capital Works Program (in joint venture with UGL) (A$1.3 billion).

Some examples of significant projects under construction or recently delivered by CPB Contractors include:

Project	Description and timeline	Total Project Value[96]	Type of contract	Expected CIMIC Group Revenue[96]
West Gate Tunnel	CPB Contractors and their JV partner delivered Victoria's West Gate Tunnel. Works included widening the West Gate Freeway from eight to 12 lanes, twin tunnels under Yarraville (2.8 kilometers eastbound, 4 kilometers westbound), a new bridge over the Maribyrnong River, and an elevated road along Footscray Road. Construction commenced in 2018 and the project officially opened in late 2025.	A$8.6 billion	Design and Construct	A$4.3 billion

[96] Total project value and expected CIMIC Group revenue represent the total project value as announced and our share of the expected revenue, respectively, including any contracted variations.

Project	Description and timeline	Total Project Value	Type of contract	Expected CIMIC Group Revenue
North East Link Primary Package PPP	Pacific Partnerships, CPB Contractors and their JV partners are delivering the Primary PPP Package which involves three-lane twin tunnels in Melbourne, Victoria. The package is being delivered as an "availability-based" PPP. Construction commenced in 2022 and is expected to be completed in 2028.	A$12.1 billion	Design and Construct (within a PPP)	A$3.4 billion
Suburban Rail Loop East	CPB Contractors, as part of the Suburban Connect consortium, is delivering Melbourne's Suburban Rail Loop East project which includes a 16-kilometre section of twin tunnels and two new underground station boxes. The project is expected to be completed in 2029.	A$4.0 billion	Design and Construct	A$1.6 billion
NEWest Alliance	CPB Contractors, as part of the NEWest Alliance, delivered the Yanchep Rail Extension and the Thornlie-Cockburn Link, as part of Perth's METRONET. The Yanchep Rail Extension extends the Joondalup line north from Butler to Yanchep and involved the construction of three new stations to support the area's growing population. The Thornlie – Cockburn Link connects the Mandurah and Armadale lines and involved the construction of two new stations to provide Perth's first cross line connection and improved public transport services to the city's southern suburbs. The project commenced in 2019 and opened in June 2025 (additional variations subsequently awarded).	A$2.9 billion	Alliance	A$1.5 billion

Leighton Asia

Leighton Asia is a construction contractor headquartered in Hong Kong. Since its establishment in 1975, Leighton Asia has worked on numerous high-profile infrastructure projects in Asia.

Leighton Asia has designed, developed, constructed, operated and maintained many key civil engineering and infrastructure projects throughout Asia, including the delivery of complex tunnel, rail and road networks, as well as data centers. Leighton Asia offers a comprehensive range of services across sectors including civil infrastructure, advanced technology, building, energy and resources and mechanical, electrical and plumbing works.

Leighton Asia operates in Hong Kong, Macau, Singapore, the Philippines, Indonesia, Malaysia, Thailand and India.

In 2025, Leighton Asia's major revenue-contributing construction projects included the following: (amounts in parentheses represent the expected revenue to be earned over the life of the project, rather than actual revenue earned during the year ended December 31, 2025):

- the North South Commuter Railway – South Commuter Railway Project – CP S-03A and CP S-03B (A$643 million) in the Philippines, Elan the Presidential – luxury residential project (A$170 million) in India, and the Integrated Mines of Pomalaa (IMP) project – mine infrastructure works (A$146 million) in Indonesia;
- social infrastructure projects including the North District Hospital Expansion (A$1.8 billion)[97] and Public Housing Electrical Installations (A$160 million) in Hong Kong; and
- digital and advanced technology projects including data centers throughout Asia including in Hong Kong, India, Malaysia, Indonesia, Singapore and the Philippines (for a combined total of approximately A$3.5 billion).

Leighton Asia, is or has been, acting as construction contractor for the following significant projects:

Project	Description and timeline	Total Project Value[98]	Type of contract	Expected CIMIC Group Revenue[98]
Multiple data centers across Asia	Leighton Asia has and is delivering multiple green and brown field data centers across Hong Kong, Singapore, Malaysia, Philippines, Indonesia and India for major hyperscalers and co-locators	Individual project values not disclosable	Not disclosable	A$3.5 billion
North District Hospital Expansion	Leighton Asia, in JV, is delivering the North District Hospital expansion in Hong Kong, including a 20-storey acute block with approximately 1,500 new hospital beds. Construction commenced in 2024 and is expected to be completed in 2028.	HK$22.5 billion (A$4.3 billion)	Construct only	HK$9.5 billion (A$1.8[97] billion)
Tseung Kwan O -Lam Tin Tunnel	A Leighton Asia-led JV delivered the construction of a 2.2 kilometer dual two-lane highway tunnel together with associated slip roads, branch tunnels and viaducts in Hong Kong. Construction commenced in 2016 and was completed in late 2025.	HK$9.7 billion (A$1.9 billion)	Construct only	HK$4.9 billion (A$0.9 billion)
North South Commuter Railway Contract Package S-03B	The works include civil engineering, tunnel and building works for approximately 6.1 kilometer of the railway with 4.7 kilometer of underground railway and 1.4 kilometers of at-grade railway. It also includes the construction of the FTI Station, tunneling works to connect to the Metro Manila Subway Project Senate Station, and mechanical, electrical, façade and other ancillary works. Construction commenced in 2023 and is expected to be completed in 2029.	PHP21.5 billion (A$545 million)	Design & Construct	PHP14.0 billion (A$354 million)

97 Expected CIMIC Group revenue excluding provisional sum amounts.

98 Where an example shows the Australian dollar equivalent of the local currency amount of the contract value, the Australian dollar amount has been converted at the exchange rate specified for our 2025 annual financial statements. Total project value and expected CIMIC Group revenue represent the total project value as announced and our share of the expected revenue, respectively, including any contracted variations.

Project	Description and timeline	Total Project Value	Type of contract	Expected CIMIC Group Revenue
Elan The Presidential – luxury residential project	Leighton Asia is delivering a luxury residential development in Gurugram, India, comprising eight 32-storey towers with 728 apartments. Construction commenced in 2023 and is expected to be completed in 2027.	INR10.4 billion (A$170 million)	Construct only	INR10.4 billion (A$170 million)
Aga Hall Estate	Scope of work includes the delivery of two residential high-rise towers of 45-storeys and 56-storeys, including three basements and five podiums across a 4.5-acre site with a total built-up area of approximately 153,700 square meters in Mumbai, India. Construction commenced in 2022 and is expected to be completed in 2027.	INR8.0 billion (A$132 million)	Alliance	INR8.0 billion (A$132 million)
BP Camp Phoenix	Leighton Asia has been engaged by bp Berau Ltd. to deliver Camp Phoenix, a major workforce accommodation precinct supporting bp's Tangguh Ubadari, CCUS and Compression (UCC) Onshore Project in Indonesia. The project comprises two phases and includes the construction of new onsite housing, recreational amenities and supporting infrastructure for bp's operational workforce. Construction incorporates prefabricated modular buildings to improve efficiency, site safety and delivery certainty. Construction activities commenced in 2025 and are progressing in line with BP's development program with expected completion in May 2026.	IDR496 billion (A$44 million)	Construct Only	IDR496 billion (A$44 million)

Integrated Solutions – UGL and Sedgman

We principally provide design, engineering, construction and whole-of-life operations and maintenance services through UGL and Sedgman, which together comprises our 'integrated solutions' operating segment.

UGL

UGL is a provider of end-to-end asset solutions, delivering design, engineering, construction and whole-of-life operations and maintenance services for critical assets in the energy, digital and advanced technology, transport, resources, defense and security, utilities and social infrastructure sectors in Australia and New Zealand. Our expertise includes:

Engineering design	We have in-house specialist engineers who help to develop designs that consider construction, maintenance and end performance objectives from the outset with the aim to reduce whole-of-life costs.
Construction and commissioning	We have project management expertise in construction and commissioning of a wide range of assets.
Manufacturing	We manufacture passenger and freight locomotives, providing fleet solutions for state-of-the-art transport networks.
Operations and maintenance	Our in-house operations and maintenance teams are involved throughout design and construct phases with the aim of optimizing operational performance.
Asset management	We provide asset management strategies to improve asset performance and operational life spans.
Upgrades and overhauls	We undertake design, procurement and implementation of mid-life and end-of-life upgrades and overhauls for critical assets, including capital replacements and new technology integrations.
Facilities management	We provide facility management services for a broad range of industries, including health, education, government and other venues as integrated services partners.

UGL's sector experience includes:

Defense	UGL's engineering expertise extends to a range of critical assets in the defense sector, including design, delivery and commissioning of operations centers for critical infrastructure, national fleet and equipment maintenance, C3 (Communications, Command and Control) infrastructure capability, land and littoral capability, fuels asset management, mine countermeasures and military survey.
Energy and utilities	*New energy:* UGL has installed over 800MWp of capacity across 13 solar farms and has significant expertise in battery installation. *Industrials:* Within the power generation sector, UGL has a national presence in Australia, providing specialized engineering and fabrication, asset maintenance, capital projects, and assistance in case of breakdowns and major outages to gas-fired and coal-fired utility generators. *Power:* UGL designs, constructs and maintains critical infrastructure across the power sector. It provides an end-to-end offering from concept design through to operations and maintenance, which include transmission lines, substations and electrical distribution networks. *Water:* UGL delivers essential water infrastructure across a number of water networks, including construction, engineering design solutions and maintenance services.
Resources	Through UGL, we have long-standing relationships with some of the world's largest traditional energy providers. UGL provides energy transition and decommissioning services for clients, is able to partner with specialist designers and utilizes our in-house engineering team to provide the full spectrum of structural, mechanical, piping, electrical and instrumentation services.
Technology	*Data centers:* UGL has commenced work on data center projects in Australia, leveraging its construction capability and power systems expertise including solar and battery systems – essential for more efficient sustainable operations – supporting our end-to-end capabilities in this sector.

	Telecommunications: UGL is one of Australia's leading providers of end-to-end communication infrastructure solutions servicing utilities, defense, carriers, transport, resources, government, and private customers.
	Rail technology systems: UGL's solutions focus on enhancing managed motorways and smart railways to improve the connectivity, reliability, use, maintainability and asset life of transport networks.
Infrastructure	*Major projects:* UGL has delivered major transport infrastructure projects across road, rail, tunnels and busways. We are able to provide long-term technical in-house operations and maintenance support to our clients, and renew and upgrade systems at the end of their lifecycle.
Transport	*Manufacturing and maintenance:* UGL, via the UGL Transport joint venture, is an end-to-end solutions provider offering procurement, manufacturing, and managing and maintaining rollingstock and transport solutions.
	Public transport operations: UGL, via the UGL Transport joint venture, has provided its services to some of the largest transport networks in Australia and operates five major public transport businesses in Melbourne, Canberra, Sydney, Adelaide and Auckland, New Zealand. Through UGL, we are a major provider of multimodal public transport services across Australia and New Zealand.
	Infrastructure and assets: UGL is a leading end-to-end system provider of road and rail transport infrastructure assets in Australia, where it benefits from extensive experience, proven systems engineering, in-house capability to design, build, integrate, operate and maintain complex engineering systems for road and rail.

In December 2025, we announced the formation of a strategic partnership with Sojitz Corporation which was formally completed in January 2026, establishing a 50:50 joint ownership structure for UGL Transport. The transaction marks a significant milestone in our strategy to unlock value and accelerate growth across our transport portfolio. The partnership with Sojitz – a general trading company headquartered in Tokyo, Japan – will enable UGL Transport to broaden its service offering and expand into new markets, including Asia-Pacific opportunities in collaboration with CIMIC, HOCHTIEF and ACS companies such as Leighton Asia. We will continue to own and operate 100% of UGL's specialist engineering, industrial services and operations across energy, resources, infrastructure, defense, telecommunications and technology.

In 2025, UGL's major revenue-contributing infrastructure and asset services projects included the following (amounts in parentheses represent the expected revenue to be earned over the life of the project, rather than actual revenue earned during the year ended December 31, 2025):

- North East Link Primary Package PPP (in joint venture with Pacific Partnerships and CPB Contractors) (A$3.4 billion) in Victoria, Cross River Rail Tunnel, Stations and Development PPP (in joint venture with Pacific Partnerships and CPB Contractors) (A$3.1 billion) in Queensland, maintaining the New South Wales Country Regional Rail Network (A$1.6 billion), and the HumeLink West transmission project (in joint venture with CPB) (A$1.6 billion) in New South Wales; and
- Hunter Power Project (A$985 million) in New South Wales and TasWater Capital Works Program (A$1.3 billion).

We have set out some examples of major projects delivered, or currently being delivered, by UGL below.

Project	Description and timeline	Total Project Value[99]	Type of contract	Expected CIMIC Group Revenue[99]
Country Regional Network Rail Infrastructure Maintenance	UGL Transport's operation and maintenance of 2,386 kilometers of operational rail infrastructure for the Country Regional Network includes: • network operations, including establishment of a new network control center in regional New South Wales; • rail infrastructure maintenance and implementation of a new signaling system – UGL's proprietary system, Sigview; • asset and property management; and • safety, access, performance, and environmental management. Mobilization began in 2021 and UGL commenced operations on the 10-year contract in 2022.	A$1.6 billion	Operations and maintenance	Delivered through UGL Transport 50% joint venture with Sojitz.
HumeLink	UGL and CPB Contractors have been appointed to deliver Transgrid's HumeLink West transmission line. The contract involves design and construction of 148 kilometers (of 365 kilometers in total) of proposed new 500 kV transmission lines, and new or upgraded infrastructure at three locations in regional New South Wales. Works on the contract commenced in 2023 with completion currently scheduled for 2027.	A$1.6 billion	Design and construct	A$1.6 billion
New Intercity Fleet	UGL Transport, as part of the RailConnect consortium, has designed, is building and will maintain 512 new train carriages for New South Wales' intercity network. Delivery of the fleet commenced in 2020 and UGL will provide maintenance and asset management services until 2035.	A$2.3 billion	Operations and maintenance	Delivered through UGL Transport 50% joint venture with Sojitz.
Hunter Power Project	UGL is the principal contractor for the construction of a 660 MW power generation plant at the Hunter Power Project in Kurri Kurri, New South Wales, commissioned by Snowy Hydro Limited. Works commenced in 2022 with completion expected in 2026.	A$1.3 billion	Construct	A$985 million

[99] Total project value and expected CIMIC Group revenue represent the total project value as announced and our share of the expected revenue, respectively, including any contracted variations.

Project	Description and timeline	Total Project Value	Type of contract	Expected CIMIC Group Revenue
Cross River Rail, Rail Integration and Systems Package	UGL and CPB Contractors along with their Unity Alliance partners are delivering the Rail, Integration and Systems, or RIS, package of the Cross River Rail project. The RIS package will deliver the design, supply and installation of the supporting rail systems and brownfield works to integrate Cross River Rail into the wider Queensland Rail train network. The package includes an upgrade of the existing Exhibition Station, augmentation of Mayne Yard and rail operational systems, signaling and telecommunications work across the Cross River Rail Project. Additional variation has been awarded for Clapham Yard. The project is expected to be completed in 2029.	A$2.8 billion	Alliance	A$2.8 billion

Sedgman

Sedgman is an engineering-led, end-to-end solutions company. Sedgman supports global demand for critical, precious, and bulk minerals resources by specializing in materials handling, minerals and chemical processing and downstream operations.

Sedgman brings together multidisciplinary engineering expertise with practical delivery experience to help clients progress projects from early-stage definition through to commissioning and operations. With a clear focus on performance and outcomes, Sedgman supports improved resource recovery, stronger operational efficiency and lower total operating costs. Sedgman's services include:

Assess and develop	Sedgman's metallurgists and process engineers can support ore body assessment and project development services across commodities including coal, iron ore, gold, silver, copper, lead, zinc and critical minerals.
Engineering design	Sedgman's engineering services involve tailored, multi-disciplinary teams to support the unique requirements of each mineral processing and mining infrastructure project. This includes process, civil and structural, mechanical and piping, electrical, control systems and services experts.
Project delivery	Sedgman's project delivery teams are able to customize delivery solutions to our clients' requirements, including off-site modular solutions to reduce on-site construction durations. Project delivery spans detailed design and engineering; procurement and fabrication management; construction; and commissioning and operations transition.
Minerals processing	Sedgman has technical expertise across major commodities and has developed solutions for clients in precious metals (gold and silver); base metals (copper, lead and zinc); bulk materials (metallurgical and thermal coal and iron ore); and industrial and battery minerals. Technical expertise includes comminution; dense media separation; magnetic separation; spirals classifiers; reflux classifiers; flotation; mines-to-mill optimization and carbon-in-leach.
Operate and optimize	Sedgman has over 20 years of experience in delivering processing, materials handling and tailings management services, and focuses on performance across metrics such as safety, run hours (availability and utilization), recovery and grades, metallurgical efficiency, and unit operating costs.
Procurement	Sedgman delivers procurement and fabrication management, assisted by our long-standing network of partners and suppliers.

Sedgman's mineral processing activities include commodities such as coal, iron ore, precious and base metals, critical minerals and industrial minerals in the Australian, European (Germany and France) and North American (Canada and the USA) markets.

Sedgman has completed strategic acquisitions that diversify its portfolio to include gold, precious and base materials, and industrial minerals processing projects and operations, which will also support the Group's growth in the renewable energy and critical minerals sectors.

In 2025, Sedgman's major revenue-contributing projects included the following (amounts in parentheses represent the expected revenue to be earned over the life of the project, rather than actual revenue earned during the year ended December 31, 2025):

- Western Ridge Crusher Project (in joint venture with CPB Contractors) (A$793 million) in Western Australia and the Queensland Resources Common User Facility in Townsville (A$91 million).

We have set out some examples of major projects delivered, or currently being delivered, by Sedgman below.

Project	Description and timeline	Total Project Value[100]	Type of contract	Expected CIMIC Group Revenue[100]
Western Ridge Crusher Project	Sedgman and CPB Contractors, as joint venture partners, are providing an end-to-end solution for the design and construction of a new 30 Mtpa primary crusher (separately procured by BHP) and a 12-kilometre overland conveyor, radial stacker and associated stockpiling systems with a capacity of 30 Mtpa. Construction is expected to be completed in 2026.	A$793 million	Design and Construction	A$793 million
Vulcan Lionheart Project	Sedgman and HOCHTIEF Infrastructure have been appointed as the engineering, procurement and construction management contractors for Vulcan's Phase One Lionheart Project in Germany, delivering an end-to-end solution for the Lithium Extraction Plant and Central Lithium Plant. Construction commenced at the end of 2025 and is expected to be completed in 2028. See "—*Case Studies*" for more information.	EUR734 million (A$1,287.4 million)	Engineering, Procurement and Construction Management	EUR39 million (A$68 million)
Zinc tailings recycling facility	Sedgman is delivering engineering services and offshore equipment procurement for a zinc tailings recycling facility for Hindustan Zinc Limited in Rajasthan, India. This is the first zinc tailings reprocessing facility in India. Leighton India is managing the project's construction and onshore procurement under a separate contract. We were awarded the project in December 2025.	A$400 million	Engineering and Procurement	A$400 million (including the package awarded to Leighton India)

[100] When an example shows the Australian dollar equivalent of the local currency amount the contract total project value and expected revenue has been converted at the exchange rate specified for our 2025 annual financial statements. Total project value and expected CIMIC Group revenue represent the total project value as announced and our share of the expected revenue, respectively, including any contracted variations.

Natural Resources

We work with our clients to deliver mining services expertise in Australia, Asia and the Americas. We do this through our mining services business, Thiess (of which we own 60%).

Thiess

Thiess was founded in 1934 and is one of the world's leading providers of integrated mining services. It provides open cut and underground mining services in Australia, Asia and the Americas.

Through Thiess, we undertake all forms of mining projects, including open-cut mining and under-ground mining, high wall mining, overburden removal, crushing and stockpiling, as well as mine-related activities, including:

Technical studies	We leverage our extensive field experience to offer tailored technical studies encompassing mine modelling, financial analysis, and technology assessment across various mining methods and commodities. Our services range from initial scoping studies for new projects to detailed technical analyses for operational ventures.
Design	Our life-of-mine expertise underpins operations through direct experience across the mining lifecycle, enabling flexible and scalable design services encompassing geotechnical engineering, geological modelling, and geomechanics.
Planning	We work closely with our clients to optimize production outcomes, balancing mine life, resource recovery and unit cost targets.
Estimation	We provide clients with fully costed mine plans, including detailed cost profiles, production forecasts, and analysis against diverse operational benchmarks.
Drill and blast	Our capability spans technical, drilling, plant and equipment, product supply, and explosives loading, in diverse environments in open-cut and underground contexts.
Load and haul	We deliver load and haul solutions across diverse commodities, pit sizes, complexities, methods and conditions.
Asset management and asset maintenance	We manage, operate and maintain what we believe to be one of the largest and most diversified mobile equipment fleets of a mining services provider globally. In addition to our significant truck-and-shovel fleets, our portfolio includes underground plant, technology-enabled and autonomous-ready drill fleets, and explosives loading equipment. We also offer asset maintenance services.
Rehabilitation	We own and operate Thiess Rehabilitation, a standalone business that covers the full lifecycle of mine rehabilitation services, from design to development to delivery. Thiess Rehabilitation provides resources clients with environmental expertise and offers services around progressive mine rehabilitation and mine closure including infrastructure removal, abandoned mines and contaminated land requirements.

Thiess has contract mining capabilities in soft ores, such as thermal and metallurgical coal and in recent years has diversified its operations and expanded its capabilities into hard metals, gold, iron ore, lithium and nickel.

Thiess also owns FleetCo, a dry hire equipment provider, which provides comprehensive plant hire and equipment ownership packages and innovative capital replacement solutions for heavy earth moving equipment within Australia.

Thiess owns 88% of RTL Mining and Earthworks, which provides mining, civil construction and heavy earthmoving plant hire services, as well as general and over-dimensional transport services, from its base in the Latrobe Valley, Victoria, Australia.

Thiess continues to rebalance its portfolio to reduce its exposure to thermal coal. In October 2022, Thiess acquired MACA, an Australian contractor previously listed on the ASX. MACA is a mining services provider specializing in gold, iron ore and nickel projects in Western Australia. In 2024, Thiess acquired PYBAR, a specialist in metalliferous underground hard rock mining. In addition, Thiess has expanded into critical minerals, battery minerals, precious metals, rare earths and other commodities, as well as into rehabilitation, asset maintenance and other associated services. In 2025, Thiess' thermal coal operations accounted for approximately 26% of its revenue, down from 29% in 2024. In 2025, the Group's thermal coal contracts only accounted for approximately 9.0% of our consolidated revenue of A$18.6 billion.

In 2025, Thiess' major revenue-contributing mining projects included the following:

- Iron Bridge magnetite mine, Karlawinda Gold Project and Gruyere Gold Mine, all in Western Australia;
- Mount Pleasant Operation and Mount Arthur South in New South Wales; and
- Lake Vermont Mine, QCoal Northern Hub and Olive Downs in Queensland.

We have set out below examples of some of the mining projects currently being delivered or recently delivered by Thiess:

Project	Description and timeline	Total Project Value[101]	Type of contract
Lake Vermont, Queensland, Australia	Thiess is providing services including mining of coking coal, clearing and grubbing, topsoil removal, drill and blast, overburden removal and rehabilitation of final landforms at a mine in Queensland. Services commenced in 2007. In 2025 Thiess was awarded a 3-year extension, which commenced in 2025.	A$1.3 billion (extension)	Schedule of rates
Eva Copper Mine, Queensland, Australia	In December 2025, Thiess entered a five-year alliance agreement with Harmony to deliver multiple packages of work at the greenfield Eva Copper Mine project in North West Queensland, including bulk earthworks, workshop construction and mining services. Mining services will be provided upon construction completion, which is expected from June 2026.	A$700 million	Alliance Agreement
Karlawinda, Western Australia, Australia	In April 2025, MACA secured a five-year extension at Karlawinda Gold Project with Capricorn Metals, on an expanded scope, providing full mining services including mine planning and engineering, and all mining operations, as well as mill upgrades via MACA Interquip Mintrex (MIQM). MACA has operated on-site since 2020. The extension commenced in April 2025.	A$926 million (extension)	Schedule of rates
Mount Pleasant, New South Wales, Australia	In December 2025, Thiess secured a six-year contract extension with MACH Energy at the Mount Pleasant Operation in the Hunter Valley. Under the new agreement, Thiess continues to provide full mining services, including mine planning & engineering, drilling & blasting, loading & hauling, run-of-mine rehandling, asset management & maintenance, as well as progressive rehabilitation. The extension commenced in December 2025.	A$2.7 billion (extension)	Schedule of rates
Iron Bridge, Western Australia, Australia	In September 2025, Thiess was awarded a 2 year contract extension for mining and asset management, including an option to extend a further two years. Under the new agreement, Thiess will expand delivery of mining and asset management services. The project is operated by Fortescue in a joint venture with Formosa Steel, and Thiess has operated on site since 2022. The extension commenced in September 2025.	A$819 million (extension)	Schedule of rates

[101] Total project value represent the total project value as announced, including any contracted variations.

In 2020, we sold a 50% equity interest in Thiess to funds advised by Elliott Advisors (UK) Ltd. In 2024, we acquired an additional 10% equity interest in Thiess from Elliott, resulting in us holding 60% and Elliott holding 40%. In addition, we and Elliott revised our shareholders agreement to strengthen our governance over the day-to-day operations of Thiess, as a result of which we consolidated Thiess in our financial statements on a 100% basis. Our agreement with Elliott includes a put option for Elliott to sell its interest in Thiess back to us, which is exercisable until December 31, 2026. See "*Management's discussion and analysis of financial condition and results of operations—Key drivers of our financial performance—Thiess*" for further information about the put option.

Development and investment

We leverage our collective expertise to create, fund, own, deliver and operate long-term projects. We will selectively share development risk by taking equity stakes in our projects through our dedicated infrastructure development company, Pacific Partnerships.

Pacific Partnerships

Pacific Partnerships offers infrastructure development, investment, delivery, long-term operations and asset management across the transport, social and energy sectors. Through Pacific Partnerships, we also support infrastructure investments by our Group's clients and assist with financing solutions and technical expertise. We established Pacific Partnerships in 2014 by combining our Group's existing PPP capabilities.

Through our integrated model, Pacific Partnerships undertakes the following activities:

Identify and originate projects	We proactively engage with industry and our clients to identify opportunities and delivery strategies to enable critical state and national infrastructure projects.
Develop privately funded projects	Through strong partnerships with our operating companies, we apply our active leadership model – based on our technical, commercial and financial expertise – which enables us to de-risk projects and deliver competitive, whole-of-life solutions.
Deliver projects	We synchronize efforts across all phases of the project. We deliver enhanced value in development, design and construction, operations and maintenance to facilitate long-term asset management.

Pacific Partnerships develops infrastructure with a broad exposure across sectors, with a specialist focus on transport and social infrastructure, PPPs, and energy sector assets. As a leading provider of PPPs, we deliver and operate assets and infrastructure in the road, rail, education, health, corrections and defense sectors.

We are also committed to supporting the energy transition and, through our brand Pacific Partnerships Energy, we have a specialist offering targeted at the development of leading-edge renewable energy assets. Pacific Partnerships Energy focuses on large-scale renewable generation assets and the infrastructure required to support them, including storage and transmission assets.

As at December 31, 2025, we had delivered more than 30 PPPs valued at over A$70 billion over the past 25 years. See "*—Case studies*" for examples of our successful PPP projects.

Current investments through Pacific Partnerships include:

- a 20% stake in the North East Link motorway PPP and a 51% stake in the Glenrowan Solar Farm in Victoria;
- a 10% stake in the Sydney Metro (Northwest and SouthWest) PPP in New South Wales;
- a 49% stake in the Tunnel, Stations and Development PPP package of the Cross River Rail project in Brisbane;
- a 38% stake in the Canberra Metro (stage 1), which is operating the Canberra Light Rail project;
- a 38% stake in the Canberra Metro (Stage 2a) which is delivering the augmentation of the Canberra Light Rail project;
- a 40% stake in the Waikeria Corrections and Treatment Facility and a 15% stake in the Transmission Gully motorway project, each in New Zealand; and
- a 51% interest in the Glenrowan Solar Farm which reached completion and is currently operational.

Pacific Partnerships is progressing the development of two solar energy generation assets and four battery energy storage systems as part of its broader renewable energy platform.

Engineering

EIC Activities

EIC Activities is our in-house engineering and technical services business. Its engineering, design and risk mitigation expertise provides us with a competitive advantage in winning and delivering our projects.

EIC Activities' specialist engineering capabilities help us deliver technically-demanding projects. For example, we are able to provide innovative and integrated geotechnical and structural solutions that combine our bridges, concrete, ground engineering, heavy lift, pavements, quarry materials, mechanical and electrical, structures, and tunneling expertise.

EIC Activities delivers tender and delivery phase designs across a range of disciplines, collaborating with our operating companies and major projects across multiple sectors and capabilities. EIC does not offer services to external clients.

Property

We also have a small property division, consisting of two brands, Devine and Leighton Properties. Devine Limited is a residential property developer in Australia, which has a small number of properties that are being actively managed. Leighton Properties provides specialist services in property development management to our Group and has a small number of commercial property developments that are being actively managed. Our property division accounts for less than 0.2% of our Group revenue.

IDD Tech

We also own and operate a commercial software company called IDD Tech. IDD Tech develops integrated digital delivery software solutions for our Group and external clients across the construction, resources and services sectors. IDD Tech is ISO 27001 certified and meets rigorous standards for product performance, digital connectivity, information security and innovation.

IDD Tech products include C.A.T.S, an integrated multi-user system which equips diverse disciplines to collaborate and build competitive tenders; Siterover™, which supports engineers' mobility and near-real-time reporting and serves as a consolidated record management, reporting and productivity tool; and ToBe Suite which is an integrated suite of visualization tools, supporting project planning and delivery with an immersive 4D collaboration environment.

Ten projects contributing most to our 2025 revenue

The table below shows the ten projects that made the largest contribution to revenue in 2025, including their total contract value to the CIMIC Group. These projects represented approximately 27% of our revenue in 2025.

Project	Project type	Location	Client	Award date	Expected completion date	Contract value
West Gate Tunnel	Roads and tunneling to widen an existing freeway and construct new 2.8 kilometers and 4 kilometers tunnels	Melbourne, Victoria, Australia	Transurban	2017	2025 (completed in December 2025)	A$4.3 billion
North East Link Primary Package PPP	Roads and tunneling to provide twin, three-lane tunnels	Melbourne, Victoria, Australia	Victorian government	2021	2028	A$3.4 billion
Cross River Rail project (Tunnels, Stations and Development package) as a PPP	Rail and tunneling of new 10.2 kilometers rail line with 5.9 kilometer of twin tunnels	Brisbane, Queensland, Australia	Queensland government	2019	2027	A$3.1 billion

Project	Project type	Location	Client	Award date	Expected completion date	Contract value
Western Ridge Crusher	End-to-end solution for the design and construction of a new 30 Mtpa primary crusher (separately procured by BHP) and a 12-kilometre overland conveyor, radial stacker and associated stockpiling systems with a capacity of 30 Mtpa.	Western Australia, Australia	BHP	2024	2026	A$793 million
Mount Pleasant Operation	Full suite of mining services and progressive rehabilitation	New South Wales, Australia	MACH Energy	2017	ongoing	A$4.7 billion
Lake Vermont Mine	Full-service mining, engineering, operational delivery and rehabilitation	Queensland, Australia	Jellinbah Group	2007	ongoing	A$4.5 billion
Mount Arthur South	Mining activities and mine operator	New South Wales, Australia	BHP	2017	ongoing	A$3.7 billion
Cross River Rail project (Rail, Integration and Systems alliance)	Rail systems infrastructure of new 10.2 kilometers rail line with 5.9 kilometers of twin tunnels	Queensland, Australia	Queensland state government	2019	2029	A$2.8 billion
Olive Downs South	Full-service mining operations, water management and the rehabilitation of final landforms.	Queensland, Australia	Pembroke Resources Pty Ltd	2021	ongoing	A$2.5 billion
Data Center Project	Construction of a large data centre for an undisclosed client.	Malaysia	Not disclosable	2022	2025	Not disclosable

Case studies

Set out below are some examples of our ability to deliver whole-of-project solutions. These projects demonstrate our integrated business approach through the participation of a number of our operating companies across different stages of the lifecycle of an asset.

Vulcan Lionheart Project

We have expanded our strategic partnership with Germany-focused Vulcan Energy, the world's first sustainable lithium and renewable energy business, and will have an end-to-end role in developing its lithium production and processing infrastructure in Europe's largest lithium project.

Through Sedgman, we have 45 years' experience processing and delivering critical minerals essential to clean energy, advanced manufacturing and digital infrastructure, including delivering more than 630 studies and projects in the sector globally. ACS' strategy is to expand across the critical minerals and energy transition value chain, building an integrated presence in investment, extraction, processing and infrastructure. In line with that strategy:

- Sedgman and HOCHTIEF Infrastructure were appointed as the engineering, procurement and construction management contractor for Vulcan's Phase One Lionheart Project, delivering an end-to-end solution for the €397 million Lithium Extraction Plant and €337 million Central Lithium Plant.
- HOCHTIEF agreed to an investment in Vulcan of €169 million, comprising a €39 million investment in the Lionheart Project and a subscription of up to €130 million in Vulcan shares, becoming a cornerstone investor.
- HOCHTIEF was named as preferred supplier for the project's civil construction works.

Located in the Upper Rhine Valley, the Lionheart Project is expected to have a production capacity of 24,000 tonnes of battery-quality lithium hydroxide monohydrate from geothermal brine and simultaneously generate renewable heat and power. The project has been awarded EU Strategic Project status under the Critical Raw Materials Act, recognizing its transformative potential for Europe's clean energy future and lithium independence.

Humelink West

CIMIC Group companies UGL and CPB Contractors, supported by EIC Activities, are delivering the western section of the HumeLink high voltage electricity transmission project for Transgrid in New South Wales.

A piece of critical infrastructure, HumeLink will connect Snowy 2.0 (the pumped-hydro expansion of the iconic Snowy Hydroelectric Scheme) and multiple renewable energy zones to the grid. It will form the backbone of the power transmission network from South Australia through to northern Queensland, helping to bring more affordable, reliable renewable energy into the grid.

The HumeLink West project, based on an incentivized target cost contract, will generate revenue of more than $1.6 billion for UGL and CPB Contractors.

The UGL and CPB Contractors joint venture is responsible for the engineering, procurement, construction and commissioning of HumeLink West. This includes 148 km of 500 kV transmission lines, from the Snowy 2.0 connection at Maragle to Wagga Wagga in New South Wales (NSW). The joint venture will also construct two new 500 kV substations at Gugaa and Maragle and an augmentation at Transgrid's existing 330 kV substation at Wagga Wagga.

EIC Activities, CIMIC Group's engineering and technical services business, was engaged by the JV partners at concept stage and is supporting UGL and CPB Contractors, contributing expertise in civil, structures and ground engineering.

Working collaboratively, our three operating companies are focused on driving safety, quality, efficiency and reliability to enhance whole-of-life value. Delivery priorities also include engaging with local businesses and communities and building a strong skills legacy through local employment and training to maximize the project's social and economic benefits.

In total, the HumeLink project consists of approximately 360 km of 500 kV overhead transmission lines connecting Wagga Wagga, Bannaby and Maragle and includes upgraded substation infrastructure.

HumeLink is a priority project for the Australian Energy Market Operator and the Commonwealth and NSW Governments and is one of the state's largest energy infrastructure projects.

Glenrowan, Hopeland and Cobbora Solar Farms

We are establishing a diversified portfolio of energy and utilities assets within Australia's National Electricity Market. Through Pacific Partnerships, we own development rights for three solar farms, the 130 MWdc Glenrowan Solar Farm in Victoria, acquired in 2021, the approximately 312 MWdc Hopeland Solar Farm in Queensland, acquired in 2023, and the Cobbora Solar Farm project in New South Wales, granted access rights in 2025. Through Pacific Partnership's energy business, Pacific Partnerships Energy, we are developing, investing in, and managing delivery and operations of the farms. UGL is undertaking construction, operations and maintenance for each project.

Glenrowan Solar Farm, approximately 230 kilometers north-east of Melbourne, within Victoria's Central North Renewable Energy Zone, has a 10-year power purchase agreement in place with the State of Victoria. The project commenced exporting to the grid in November 2023, producing 201 GWh in the last year alone — enough to power 40,000 homes and avoid 250,000 tonnes of CO_2 emissions. The farm showcases high-efficiency bifacial panels and data-driven performance optimization.

Hopeland Solar Farm is located within the Darling Downs Renewable Energy Zone, 290 kilometers west of Brisbane. The project contributes to the Queensland government's objective for 70% of electricity consumption to be sourced from renewables by 2032, and 80% by 2035. The solar farm has been accepted into the federal government's Capacity Investment Scheme. We expect operations and renewable energy generation to commence in 2026.

The Cobbora Solar Farm project is located in New South Wales and has secured access to the Central West Orana Renewable Energy Zone. With a planned 700 MW solar facility and 400 MW / 1600 MWh battery system, it is forecast to power approximately 280,000 homes and drive local economic benefits. Cobbora is set to begin construction in 2027.

Waikeria Corrections and Treatment Facility

The Waikeria Corrections and Treatment Facility opened in June 2025, delivering a 596-bed facility at Waikeria Prison in New Zealand's Waikato region. The project was procured as a PPP, with CIMIC Group companies Pacific Partnerships and CPB Contractors working together as part of the Cornerstone Infrastructure Partners consortium to develop, finance, design and construct the new facility. It has a total project value of NZ$942 million.

The facility provides 500 high-security beds and a 96-bed dedicated mental health and addiction service. It includes:

- A dedicated mental health and addictions treatment centre
- An education and rehabilitation hub
- Industry training facilities
- A medical centre, large kitchen and laundry
- Secure single point of entry and advanced biometric security
- Visitation spaces to support family and community connection

The 28 buildings span 21 hectares and sit adjacent to the existing low-security Waikeria Prison. The New Zealand Department of Corrections operates the completed facility.

Pacific Partnerships led the end-to-end development of the PPP and is an equity sponsor. Pacific Partnerships' early involvement ensured a bankable, deliverable project structure that enabled CPB Contractors to undertake design and construction with certainty over technical, commercial and risk allocation frameworks.

CPB Contractors was responsible for the construction of the new facilities, working in close alignment with Pacific Partnerships to ensure that technical solutions, construction methodologies and lifecycle considerations met the performance obligations of the PPP.

This integrated approach, where Pacific Partnerships oversees long-term asset performance and CPB Contractors delivers the physical works, ensured that whole-of-life considerations were embedded into the design, construction sequencing, materials selection and facility systems.

Pacific Partnerships and CPB Contractors were joined by consortium partners HRL Morrison (financing), Cushman & Wakefield (facilities services) and Honeywell (electronic security systems).

Our approach to risk

Our risk management framework

Identifying and managing risk is critical to the success of our business. Our operations expose us to a wide range of risks, including operational, contracting, safety, regulatory, reputational, human resources, information technology and financial risks. We seek to embed risk management in our culture and in all our activities.

Our primary risk management framework is our Group risk management policy, which is aligned with "ISO 31000 – risk management". This framework incorporates a suite of policies, procedures and guidelines covering our contracting and project execution activities as well as financial controls, conducting business audits, investment and acquisition oversight, and ensuring high standards in corporate communications. It also incorporates a Group delegation of authority instrument that defines the scope of managers' authorities to make risk management decisions and identifies risks that must be escalated.

Our operating companies have obtained a number of ISO certifications covering various aspects of their processes.

ISO Certification	CIMIC Companies
Quality management – ISO 9001	CPB Contractors, Leighton Asia, UGL, Thiess, Sedgman and EIC Activities
Environmental management – ISO 14001	CPB Contractors, Leighton Asia, UGL, Thiess and Sedgman
Digital engineering/BIM – ISO 19650-1:2018 and ISO 19650-2:2018	CPB Contractors, Leighton Asia, UGL, Sedgman, Pacific Partnerships and EIC Activities
Information Security Management – ISO/IEC 27001:2022	CIMIC, CPB Contractors, Leighton Asia, UGL, Sedgman, Pacific Partnerships, EIC Activities, and IDD Tech
Safety management – ISO 45001, ISO 18001 and/or AS/NZS 4801	CPB Contractors, Leighton Asia, UGL, Thiess, Sedgman, EIC Activities and CIMIC Admin

Our risk management framework sets out minimum requirements for pursuing new work opportunities ("work winning phase") and for the delivery of our projects ("delivery phase"). The work winning phase of the framework governs all activities that relate to pursuing a prospect, preparing an offer, submitting a tender and executing a contract. The delivery phase of the framework governs activities after a contract has been executed, such as establishing a risk management plan, preparing monthly updates and reporting and refining the overall risk and opportunity analysis, and conducting periodic internal and external audits of the project and framework.

Our risk management framework is continually monitored at the Group and operating company level and tailored to our business needs. It is embedded largely within existing processes and IT and IP capabilities, and is aligned to our strategic and risk management objectives.

The risk management framework is subject to management oversight, internal and external audit, and board oversight. For risks in connection with failure of our risk management framework, see "*Risk Factors—Risks related to environmental, social and governance matters."*

Work winning phase

Our Group Tendering Policy sets out minimum requirements for the tenders in which we can participate and helps us to identify and assess any risks that, if not properly mitigated, present a threat to our balance sheet or a deterioration of our project margins. It also provides that we are not able to accept a project if we are not able to manage the related risks. Any exceptions to our Group Tendering Policy require approval of our Chief Executive Officer or relevant delegated approver.

This policy establishes a tender risk management committee, chaired by our Chief Executive Officer, who must approve any projects that are: (i) larger than A$200 million; (ii) smaller than A$200 million, but outside of our usual risk tolerance; and (iii) all PPPs. Any project with an estimated contract value greater than A$500 million requires joint approval from our Chief Executive Officer and Executive Chair. The committee reviews tenders for major projects at the various stages of the lifecycle of a project.

Delivery phase

If our tender is accepted and we commence a project, we devote significant resources to the avoidance, management and resolution of work delivery challenges and risks. Project delivery is monitored on project

performance systems and formally reviewed monthly and quarterly. Our Chief Executive Officer also selects major projects and conducts ad-hoc reviews with the project team to get updates and detect potential problems early.

Using contract models to mitigate risk

We operate under a range of contract styles, depending on the nature of the service provided, the risk profile we are willing to accept, and the level of returns we expect to generate.

While lump sum (or fixed price) design and construct work remains an important element of our business, a substantial portion of activity is now delivered through alternative contractual forms such as construct only work, cost reimbursable work, carrying out project management, and entering into incentivised target cost arrangements and alliances.

We will agree a particular contracting style depending on the clients' needs, the inherent risk of the project, our risk tolerance in respect of that project in light of our risk management framework, and that of the clients or partners, and the ability of the parties to accurately define and price the scope of work.

In recent years, we have implemented several strategies with the intention to reduce our contractual risk profile. We have increased the proportion of contracts that we perceive as having a lower risk profile to more than 90% of our total work in hand during the year ended December 31, 2025 (compared to approximately 90% at December 31, 2024 and approximately 80% at December 31, 2023). These are, for example, contracts where we are either able to transfer or share project risks to, or with, our client or other counterparties, and include alliance-style contracts as described in "*—Risk shared*" below. Other contracts that we perceive as being lower risk contracts are cost-reimbursable, incentivised target cost, collaborative and negotiated work, early contractor involvement, schedule of rates, and incentivised target cost-style contracts.

Our contractual styles can be broadly divided into three categories of risk allocation:

- risk retained, where we bear the majority of the risk;
- risk shared, where the risks are shared between ourselves and the client; and
- risk transferred, where the client retains the majority of the risk.

We consider risk shared and risk transferred contractual styles to be of a lower-risk profile and risk retained contractual styles to be of a higher-risk profile.

Set out below is an overview of these categories, together with a description of the specific types of contract style that each category includes.

Risk retained

The "risk retained" risk allocation model involves a fixed price and the allocation of most of the risk to the contractor, providing some guarantee of cost certainty to the client. The price we agree with the client includes our estimate of the project cost, plus our profit and a contingency for cost overruns.

In a fixed price contract, we absorb the full impact of any cost overruns or cost savings unless the contract provides for an adjustment to the contract price in those circumstances. Because we retain the risk of cost overruns, the price agreed with the client typically reflects a higher margin for our work than on projects where the risk is transferred to the client.

The following contractual styles fall within the "risk retained" category of risk allocation:

Lump sum, design and construct PPP and Build-Own-Operate-Transfer	This is a traditional contract under which we perform the detailed design and construction, directly or through subcontractors, of the project for a lump sum price. These involve private sector financing and are long-term contracts under which the private sector contractor designs, constructs, operates and maintains projects (activities which were traditionally undertaken by the public sector), while the public sector retains responsibility for strategic planning, regulation and community service obligations. Under traditional PPPs, the private sector contractor assumes the substantial financial, technical and operational risks of a project through remuneration structures that link the contractor's return to usage of the asset. Over time, the PPP model has evolved to adapt to differing economic conditions as well as the prevailing appetite for risk in the private and public sectors. In a particular type of PPP arrangement referred to as a build-operate-transfer model, or BOOT, a government entity grants a concession to a private company, which agrees to construct, finance and operate a piece of infrastructure over the period of the concession before transferring the facility at no cost to the government, as a fully operational facility. The return on any investment in such projects depends on the duration of the concession, the amount of usage or availability revenues collected, debt service costs and other factors. These contracts often involve private parties making an equity investment in the project.

In recent years, there has been a trend away from using PPPs to finance the construction of certain types of infrastructure (e.g., toll roads). This shift has occurred as a result of some infrastructure assets failing to generate sufficient revenues to cover their financing costs and the private sector's unwillingness to continue assuming patronage risk (i.e., the risk that realized utilization of a constructed asset does not meet forecasted levels). The PPP model for social infrastructure (e.g., hospitals), which is usually structurally similar to a lease or availability charge for the use of an asset, has continued to be a common form of financing, as it offers more certainty for private investors.

Like many other market participants, we currently do not enter into PPPs in which we have patronage risk. At present, we will only participate in PPPs in which the government retains this risk, and the consortium assumes only construction and other operational risks.

We generally agree to the "risk retained" risk allocation model where the customers' project requirements are well-developed, the construction risks are well-understood, and the cost of the project can be reasonably estimated during the tendering process.

Risk shared

The "risk shared" risk allocation model involves a sharing of risk between the contractor and the client. The nature of the risk sharing can take different forms. In some cases, the client retains design risk and/or quantity risk. In other models, the client and contractor can share such risks, but agree an incentive regime to help achieve an optimum commercial outcome for all parties involved.

Typically, these contracts include a 'gain share/pain share' mechanism whereby savings and any cost overruns are shared between the client and the contractor, and/or there is a key performance indicator regime in which the contractor is rewarded or penalized based on its achievement of outcomes that are important to the client.

The following contract styles fall within the "risk shared" category of risk allocation:

Lump sum, construct only	A contract whereby the client takes responsibility for managing the design process and we construct, directly or through subcontractors, the project for a lump sum price. Under this model, the contractor does not take responsibility for the design being fit for its intended purpose.
Schedule of rates	A contract under which the amount payable to the contractor is calculated by applying an agreed-upon schedule of rates to the quantity of work that is actually performed. The contractor does not take risk on the quantity of work to be performed. This type of contract is often used in connection with maintenance and mining contracts.

Incentivised target cost	Under this style contracts include a 'gain share/pain share' mechanism whereby savings and cost overruns are shared between the client and the contractor and/or a key performance indicator regime applies in which the contractor is rewarded or penalized based on its achievement of outcomes that are important to the client.
Alliance	This involves a risk sharing contract style, whereby a team including the client, designers and contractors is assembled, a target price is agreed and a 'gain share/pain share' incentive scheme for the partners is implemented, whereby incentives are dependent on the achievement of goals. Although the agreements vary for each project, strong performance against the key performance indicators can result in increased remuneration for the contractor (gain share) while underperformance can result in a reduction of the contractor's remuneration (pain share) in accordance with the formula set out in the alliance agreement. However, the potential downside of pain share-type formulas is usually capped, limiting the contractor's risk. Over time the mix of our work has changed and proportionally more work is being undertaken under alliance style arrangements. The alliance style projects are particularly suited to situations where there is a need to integrate new infrastructure into an existing network as, for example, in the Cross River Rail RIS package where we will deliver the design, supply and installation of the supporting rail systems and brownfield works to integrate into the wider Queensland Rail train network.
Early contractor involvement	A contract style that is often implemented in two stages. The first stage involves the development of the design and, in some cases, additional site investigations, often on a cost reimbursable basis. At the end of the design stage, the contractor makes an offer to deliver the project as a lump sum or on the basis of a guaranteed maximum price. This model allows for the design to be substantially complete, site conditions being better known, and subcontractor prices to be locked in before the delivery price is fixed. This means that the contractor has greater visibility of, and certainty in, the costs of the work to be performed at the time the contractor fixes its delivery price.

We generally agree to a "risk shared" risk allocation model where there is a significant level of uncertainty in respect of the scope and cost of a project so that total project costs and contingencies cannot be accurately modelled and estimated during the tendering process.

Risk transferred

The "risk transferred" risk allocation model involves the client largely retaining the risks associated with the project. Under this model, the contractor is generally engaged on a cost reimbursable basis during the development process for project management, which provides greater flexibility to the client as their scope and design evolves.

Under this model, we provide a team to manage a project on behalf of the client with the risk being retained primarily by the client. Under the traditional format of this contract, the contract price is variable based upon reimbursement of actual costs incurred for trade contractors plus a fixed fee to cover project overheads and the contractor's profit margin.

We generally agree to a "risk transferred" risk allocation model where the client wants to retain the ultimate control over the project, or where the project scope cannot be estimated or defined at the outset of the project.

The table below sets forth the three broad categories of risk allocation, a list of the related contract styles and provides some examples of projects that have adopted each model.

	Contract	*Project examples*
Risk retained by us	• Fixed price / Lump sum design and construct • Public-Private Partnership • Build-Own-Operate-Transfer	• Cross River Rail Tunnel, Stations and Development Package, Brisbane, Queensland • N103 North South Corridor in Singapore

	Contract	*Project examples*
Risk shared with client	• Alliance • Performance incentive • Incentivised target cost • Managing contractor • Schedule of rates • Construct only • Early contractor involvement	• North East Link Primary Package, Victoria • Logan and Gold Coast Faster Rail – Rail Package • Cross River Rail Tunnel, Rail Integration and Systems Package, Brisbane, Queensland • Lake Vermont mining and rehabilitation project, Queensland • Most mining contracts
Risk transferred to client	• Cost reimbursable • Project management • Engineering, procurement and construction management • Fee for service • Construction management	• Vulcan Lithium EPCM • Rampura Zinc Tailings Recycling Plant • UkhaaKhudag (UHG) mine

Managing procurement of key raw materials and suppliers

We rely on a range of third-party suppliers for the materials, supplies and services that we require to deliver our projects. Our largest materials requirements are generally cement, steel, construction aggregates, concrete, asphalt and piping. We procure consumables such as fuel and lubricants, electricity and, for the Thiess contract mining business, explosives, replacement parts and tires. We buy or lease equipment such as mining and earthmoving equipment, trucks and other motor vehicles. We also engage a range of subcontractors to provide specialist services and to supplement our capabilities on a more flexible basis. See also "*Risk Factors—Risks relating to our business and industry—We may be adversely affected by raw material price fluctuations, shortages and quality issues*" and "*Risk Factors—Risks relating to our business and industry—We depend on the continued availability, effective management and performance of subcontractors and other service providers.*"

Consequently, procurement is a crucial function for our Group to ensure continuous delivery of our services, control costs and manage a range of supply chain risks such as environmental issues, sanctions and modern slavery considerations. We primarily manage procurement at an operating company level, subject to Group-wide policies, which include standard contracting processes and contract templates that provide us with flexibility and minimize risk. We maintain a panel of pre-approved suppliers for many products and services, enabling us to contract more quickly with suppliers that have met our standards.

During 2025, major suppliers to our construction and services businesses included SECM, Cergas Setia, C2O, Wai Fong Construction, Atco, Wabtec, Wai Ming M&E, and Keller & VSL Australia. BP Australia, Viva Energy, Hastings Deering, WesTrac, Liebherr, Bridgestone Mining Solutions and AECI Australia were major suppliers to Thiess during 2025.

While for some of our procurement requirements, such as concrete, steel, piping and asphalt, suppliers are able to supply products and services at the scale we require, the size and scale of our operations makes us an important customer for our major suppliers, enabling us to secure pricing advantages as well as priority access to supply. Being part of the ACS Group, we also benefit from access to a worldwide supply chain network and relationships with global partners. In addition, global procurement agreements enable us to leverage the buying power of a large international group, which can translate to favorable pricing for the CIMIC group. See also "*—Our strengths—We are part of a global group of companies providing us with access to international expertise and know-how.*" Each procurement contract we enter into has prices that reflect the market prices at the time of contracting.

We manage inventory carefully, seeking to maintain adequate stocks of critical supplies, including through pre-purchasing materials held both at our own sites and offsite. We also work with suppliers to ensure they are able to meet our requirements when they arise and, where commercially viable, we have the capability to operate vertically and establish our own storage and manufacturing arrangements.

In Australia, we manage labor cost escalation through enterprise bargaining agreements. On major projects and across certain industrial sectors, we negotiate enterprise bargaining agreements with the relevant unions that cover wage escalation throughout the life of a project. Any arrangements that pre-determine wage escalation mechanisms will typically be reflected in the tender prices.

Research, development and information technology

We are focused on leveraging innovative solutions and digitization to enhance our service offering. We believe this can be a key differentiator in the infrastructure industry.

CIMIC Group's One Digital operating environment is a central pillar of our digital transformation – connecting people, systems, technologies and processes across the organization. Our data-driven business is underpinned by sustained investment in new and emerging technologies, integrated digital delivery, innovation and research.

Our digital strategy – driving integrated digital delivery and the rollout of AI – is guided by a collaborative partnership involving CIMIC Group's Project Controls, Audit and Transformation functions and our unified technology function, One IT, with involvement of all operating companies.

AI is now embedded in daily workflows across our business – through enterprise-wide platforms and Microsoft Copilot as well as solution-specific tools and predictive analytics systems. All of our staff have access to AI tools and tailored AI agents. The AI agents integrate with business systems and perform specific tasks. We are developing approximately 150 AI agents, which will enable our people to apply AI to both routine and specialist work. The AI agents support diverse business functions, including:

- Safety – the Toolbox Talk Agent helps safety and project teams deliver concise, practical and engaging toolbox talks. It provides structured content tailored to frontline crews, ensuring clarity, relevance and alignment with safety standards.
- Commercial – the Project Performance Agent assists project managers to review project performance reports, focusing on key information including risks and opportunities and related tasks.
- Procurement – the Equipment Hire Agent assists identification of equipment hire requirements and target pricing based on historical data.

We work across the Group to develop our own proprietary software solutions and innovate with cutting edge technologies including virtual and augmented reality, internet-of-things, AI, automation and simulation. Our priority development areas include advanced planning, materials tracking, reality capture, visualization, robotics and data driven insights.

We have developed software solutions that we use across our Group. These include Cats Computer Aided Tendering System®, Siterover®, ToBe Builder®, ToBe Maps®, SEDGMETRIX® and INTEGRA®. Additionally, we have supported HOCHTIEF's subsidiary Nexplore (a software innovation leader) with the development of Minerva.

Some of our software solutions are described in more detail below.

- Cats Computer Aided Tendering System® is an estimating platform used across our construction, resources and services operations to build competitive tenders and add whole-of-life value throughout post-estimate forecasting and facilities management.
- Siterover® is a consolidated record management, reporting and productivity tool, which captures time and quantitative data points such as materials, plant, and labor hours, improving transparency and project management.
- ToBe Suite is an integrated suite of visualization tools, supporting project planning and delivery with an immersive 4D collaboration environment. Key components include ToBe Builder®, a planning tool; ToBeMaps®, an AR app; ToBe XR, a Meta Quest VR and AR headset app; and ToBe Twin®, a web-based 4D collaboration portal.
- CIMIC Command Centre, a key feature of our ToBe Suite, provides a near real-time digital twin of construction projects. It merges 4D model data with live tracking of plant and resources to create a comprehensive, actionable view of project performance.
- SEDGMETRIX® is an internet-of-things ecosystem of tools that can be used to remotely monitor the status and optimize the performance of any operation or asset including renewable energy, mining, mineral processing, oil and gas or supply chain logistics.

We also own and operate a commercial software company called IDD Tech. See "*—IDD Tech*" above for further information As a result of our digital integration efforts, we are able to plan, design, build and operate digitally before going to a project site. This approach helps us to embed safety, quality, resource efficiency, and emission and waste control into the asset lifecycle of our projects from the tendering and planning stages onwards.

Our teams also have digital work environments on site. Our project teams can access real-time or near-real time information and use digital tools to help mitigate any project-risks and improve decision-making on site.

Research partnerships

We are partnering with leading universities on various research projects, such as:

- University of Technology Sydney – in conjunction with the Australian Research Council, investigating the use of wastewater to stabilize reactive clays as a substitute for cement and lime;
- Western Sydney University – in conjunction with the Australian Research Council, investigating an alkali activator that could potentially be used as an agent for stabilizing reactive residual soil, a low carbon alternative relative to lime or cement; and
- Torrens University – driving applied research and software development to advance innovation, sustainability and productivity in infrastructure delivery and services.

Sustainability

We are committed to operating sustainably and integrate our environmental, social and governance commitments into our decision-making. Our approach to sustainability supports the three key pillars of the sustainability master plan "*Building a better future*" of our ultimate shareholder, ACS:

- *Promoting the global transition to sustainable infrastructure*: committed to integrating circularity into its activities and guarantees the protection of the environment in its project development phase.
- *Key player in economic development integrating specialized and diverse talent*: prioritizes the occupational health and safety of its employees and contractors.
- *Reference in good business practices with governance committed to sustainability*: committed to strengthening its governance structure to the highest sustainability requirements and to continue to promote good practices of ethical conduct and compliance in each affiliate and subsidiary.

We actively monitor our business for a wide range of ESG matters, which serve as focus areas for risk management and value creation as follows:



We recognize the 2030 Agenda for Sustainable Development and our own role in contributing to the UN Sustainable Development Goals. In 2025, approximately 79% of our revenue was earned from contracts that were directly aligned with one, or more, of the UN Sustainable Development Goals.

Our sustainability or ESG strategy is based on six broad themes and goals which guide our actions to (i) evolve our business and (ii) continually improve ESG outcomes:



Through HOCHTIEF, our ESG performance has been acknowledged by MSCI, an internationally recognized rating entity. In 2025, HOCHTIEF received the "AAA" rating from MSCI for the third time in a row. This rating is based on a scale of "AAA" to "CCC" within the construction and engineering industry and considers relevant issues in connection with any company's business model. According to MSCI, the AAA rating is awarded to companies that are leading its industry in managing ESG risks and opportunities.

Our employees

We are committed to providing safe and fair conditions of employment for our people, including for our subcontractors. We encourage diversity; we want to develop our people and to reward their performance.

As at December 31, 2025, we directly employed approximately 40,093 employees. In 2025, women represented 13.62% of our Australian workforce and 27.6% of our Australian salaried workforce. The table below shows the number of employees as at December 31, 2025, 2024 and 2023.

	As at December 31,		
	2025	**2024**	**2023**
Number of employees[(1)]	40,093	38,394	23,891

Notes:

(1) The 2023 figure does not include Thiess employees but the 2024 and 2025 figures includes 100% of Thiess' employees.

Health and safety

Safety is our foremost priority—both for our teams and for everyone we engage with, including clients, partners, suppliers and the broader community.

We work to embed a lasting safety legacy in the assets, infrastructure and resource projects we deliver, ensuring the wellbeing of those who will operate, maintain and rely on them for years to come.

Addressing industry-wide challenges, our safety commitment is to:

- eliminate fatalities and permanent disabilities, and the systematic reduction of all other work-related injuries and ill health;

- create a workplace that values diversity and is respectful and inclusive to promote employee physical and mental wellbeing; and
- continuously improve our health and safety culture, approach and performance.

In support of our safety objectives, we continue to strengthen our Group-wide One Health, Safety and Environment ("HSE") culture.

This includes advancing initiatives that enhance risk controls, foster innovation, promote both physical and mental wellbeing, and rigorously track our performance through a balanced use of lead and lag indicators.

One HSE culture

Our Health and Safety Policy, together with our One HSE culture, steers our actions to create safe workplaces and to achieve our quality, environmental and operational goals.

The One HSE culture framework guides our focus on risk management, standards, communication and active involvement. It defines the behaviors expected of all individuals—regardless of role—and outlines additional leadership behaviors for supervisors and managers, fostering a shared responsibility for safety.

This culture empowers our teams to work collaboratively, with a strong emphasis on hazard awareness, rule compliance, open communication and proactive engagement.

Through continuous improvement and innovation, our One HSE culture is brought to life via activities such as inductions, audits, incident reviews, leadership development programs and reward and recognition initiatives.

Our risk management systems and critical controls are designed to systematically identify, assess and manage risks in the design, planning and implementation of our projects. These systems prioritize early intervention – ideally during design or planning phases – to eliminate or control risks before they impact our operations. Where practicable, we implement hard controls (controls used to eliminate, substitute, isolate, or engineer out the risk and avoid causing harm); otherwise, risks are mitigated through administrative measures and personal protective equipment.

Each operating company maintains a dedicated safety management system tailored to meet its specific industry risks and is certified to ISO 45001, ISO 18001 and/or AS/NZS 4801.

We use a combination of lead and lag indicators to drive and track safety performance for employees and contractors, who in 2025 worked at total 145.3 million hours.

Our main lead indicator is our "Safety Leadership Score", or SLS. We launched the SLS in 2021 and have implemented ongoing enhancements to ensure the measure is optimized and adapted to evolving circumstances. The SLS program drives the proactive identification, assessment, and improvement of critical risk controls, complementing our ongoing use of traditional lag indicators which monitor the outcome of our efforts by measuring incident and injury rates. The SLS program strengthens critical risk management by holding individual leaders accountable for both their own efforts, as well as the efforts of their teams. We regard the SLS as an industry leading health and safety measure. The following table shows our average SLS across the CIMIC Group for 2025, 2024 and 2023, against a target score of 85.0.

	For the year ended December 31,		
	2025	**2024**	**2023[1]**
Safety Leadership Score	94.0	93.1	88.3

Note:

(1) This data does not include Thiess in 2023.

Our key lag indicators are:

- Critical incident frequency rate ("CIFR"), which reflects the number of Potential and Actual Class 1 events per million hours worked, tracking our most significant events across the business. Class 1 events are fatalities and disabling injuries; and
- Total recordable injury frequency rate ("TRIFR"), which reflects the number of recordable injuries per million hours worked. Recordable injuries include medical treatment injuries, restricted work injuries, lost time injuries, permanent disabilities and fatalities.

We also track our lost time injury frequency rate ("LTIFR"), which measures the number of lost time injuries per million hours worked. LTIFR is an important benchmark that enables us to compare our safety

performance against other employers in our industries. Our 2025 LTIFR of 0.57 compares favorably with the average LTIFR of 11.8 for employers in the heavy and civil construction sector and 6.2 for employers engaged in metal ore mining, based on Safe Work Australia data for the three year period from 2021-22 to 2023-24.

The table below illustrates our safety statistics for the years ended December 31, 2025, 2024 and 2023. It includes data for our employees and other personnel working on our operations, including contract personnel.

	For the year ended December 31,		
	2025	2024	2023
Indicator[(1)]			
CIFR	0.31	0.35	0.39
TRIFR	2.00	2.15	2.39
LTIFR	0.57	0.49	0.64

Note:

(1) This data does not include Thiess in 2023. All years include data for our employees and other personnel working on our operations, including contract personnel.

Our health and safety commitment includes identifying and controlling potential sources of exposure to hazardous substances, dust, vapours, noise, vibration and other hazards that may result in occupational illnesses.

Each project or workplace is required to maintain a record of all new cases of work-related injury or occupational illnesses. In 2025, our operating companies reported 42 cases of occupational illnesses relating to issues including musculoskeletal disorders, dermatitis, hearing impairment, respiratory conditions and allergies across our employees and contractors.

Health and safety legislation

We have operational presence in around 20 countries and aim to ensure that our operations comply with the relevant health and safety legislation applicable in each jurisdiction. Where practical, we also seek to harmonize our health, safety and environmental practices.

In Australia, there are numerous pieces of legislation that regulate workplace health and safety. Each state and territory has its own legislative scheme consisting of a principal statute that is generally applied (known as either the Work Health and Safety Act or the Occupation Health and Safety Act), in addition to regulations specific to particular business operations. The obligations imposed across each legislative scheme are broadly similar. These include:

- a requirement for business operators to ensure, so far as is reasonably practicable, the health and safety of "workers" (a group broader than employees that can also include contractors and their employees) whose activities in carrying out work are influenced, or directed by, them during the course of business. This requires (among other things) that employers provide a safe work environment, safe systems of work, training and supervision; and
- imposing specific duties for particular individuals working for a business, including specific obligations on company directors and officers (for example, to exercise due diligence to ensure the business meets health and safety obligations), and specific obligations on employees (for example, to take reasonable care to ensure the health and safety of themselves and others).

Several of the jurisdictions in which we operate recognize an offense of industrial manslaughter. The offense applies to negligent conduct by employers or other duty holders, or an officer of an organization, which breaches a duty owed under the applicable legislation and causes the death of another person who was owed the duty.

The consequences of breaching applicable health and safety legislation and/or committing an industrial manslaughter offense may include: (i) investigation, prosecutions and financial penalties; (ii) notices prohibiting unsafe activities or requiring improvements; (iii) increased operating and compliance costs; (iv) reputational harm and (v) increased workers' compensation insurance premiums.

Working environment and industrial relations

Most of our professional and clerical staff are employed on standard common law contracts, while field workers such as construction workers in Australia are generally engaged under enterprise or other labor agreements with relevant unions on a state-by-state or project-by-project basis. Each of our operating companies enters into separate enterprise agreements and negotiates renewals of each of these agreements at the expiry of its respective term, which typically ranges from two to five years (although terms of project specific agreements

can vary). As at December 31, 2025, approximately 45.2% of our Australian employees were covered by collective bargaining agreements, including approximately 17.1% at CPB Contractors, 57.5% at UGL, 15.7% at Sedgman and 52.2% at Thiess.

We believe we have experienced a productive relationship with our employees with no significant industrial action or work stoppages occurring across our operational companies in recent years. However, industrial relations issues do arise on occasion in connection with specific projects or worksites, in particular on projects involving multiple labor organizations and requiring multilateral negotiations. See also "*Risk Factors—Risks relating to our business and industry—Labor laws are becoming more complex and industrial disputes or work stoppages may result in productivity losses and delays, which may adversely affect our financial position and performance*."

Our large portfolio of projects, at different stages of development, gives us flexibility to move elements of our workforce around our operating companies to optimize staffing across our businesses and geographies. We can also work on engineering aspects of our projects remotely, including using our offshore resources and draw on resources from the wider HOCHTIEF or ACS groups, as needed.

We also use subcontractors to augment and add flexibility to our labor force. Where we engage subcontractors, we retain primary liability to the customer for the quality and timeliness of the subcontractors' work. To mitigate the risks associated with reliance on subcontractors, we draw on an established pool of subcontractors with whom we have relationships.

Training and development

We believe that our size and scale make us an attractive employer, providing our people with broad opportunities to gain experience and develop professionally while working on top tier projects.

We devote significant resources to recruiting quality employees and training people to a high standard. Our two-year graduate program provides graduates with opportunities to develop their careers across our different operating companies.

In 2025, we delivered 952,892 hours of training across the Group, which equates to more than 23.8 hours per annum for each of our employees, excluding contractors.

We have supported a variety of initiatives to build skills within the Australian construction industry, including establishing NSW's first Institute of Applied Technology for Construction in partnership with TAFE NSW and Western Sydney University, partnering with Construction Skills Queensland to deliver a virtual work experience program and collaborating with vocational training organizations and universities to develop accelerated courses to upskill our people and cross-skill entrants from other sectors.

Environmental management

We operate across a range of diverse and sensitive environmental areas. We manage our environmental footprint using certified environmental management systems and consistent processes and methods, where appropriate, that reflect best practice and mitigate environmental risk. Our governance controls include our Code of Conduct and environmental policy at Group level, which are supplemented by the policies and systems of our operating companies and quarterly reviews by our board-appointed Ethics, Compliance and Sustainability Committee.

Each of our operating companies maintains a management system intended to ensure compliance with Group requirements as well as the unique operating and compliance requirements of each business. All environmental management systems at our operating companies that undertake works in the field, including CPB Contractors, Leighton Asia, UGL, Thiess and Sedgman, are certified to ISO 14001.

Across our Group, we employed 164 environmental experts and 42 biodiversity specialists as at December 31, 2025 to support our project teams with environmental planning and performance, training and numerous project-by-project initiatives to manage risk and create value including energy efficiency and emissions reduction.

We have implemented a Group-wide environmental incident classification standard that categorizes environmental incidents according to their severity: level 1 (high), level 2 (medium) or level 3 (low).

The severity of an incident is measured separately for environmental/community impact and for operating company impact, and the incident is reported according to the more severe impact of the two. Accordingly, incidents of a particular level may not necessarily have an operating company impact or an environmental/ community impact of that level.

Environmental/community impacts are defined according to the nature of the incident in terms of discharge, pollution and/or degradation impact(s). Level 1 is a long term (greater than 3 months) or an irreversible impact. Level 2 includes fully reversible impacts that are of moderate tenure (1 to 3 months), while level 3 covers fully reversible, short-term impacts (less than 1 month) and nuisance level impacts.

The table below illustrates our environmental incident statistics for the years ended December 31, 2025, 2024 and 2023.

	For the year ended December 31,		
	2025	**2024**	**2023[1]**
Environmental incidents			
Number of level 1 incidents	0	0	0
Number of level 2 incidents	7	19	5
Number of level 3 incidents	314	524	269
EIFR[2]	0.05	0.13	0.05
Number of environmental breaches[3]	16	25	12

Notes:

(1) Our environmental incident data does not include Thiess in 2023.

(2) Environmental incident frequency rate, representing the total number of level 1 and level 2 incidents occurring on projects under the control of an operating company per million hours worked.

(3) Environmental breaches refer to violation of environmental laws or regulations which generally result in non-compliance with regulatory standards, often necessitating regulatory action, such as fines or remediation requirements.

We have environmental management plans in place for all our projects, which account for regulatory environmental obligations and client environmental requirements during project delivery. These plans also integrate biodiversity management plans to protect, conserve, or restore biodiversity and ecosystems.

Circular economy and water protection

We support the principle of the circular economy to maximize the useful life of products and materials.

In 2025, we generated a total of 1.7 million tonnes of waste, of which more than 76% was diverted from landfill for reuse or recycling. The major contributor to waste is the spoil – or waste earth, rock and debris – that needs to be disposed of due to tunneling activity for major road and rail projects. This spoil has largely been diverted to, or reused on, other commercial and residential developments where it can be used as fill material.

We primarily use water for dust suppression on mining services and construction projects, in the operation of minerals processing plants and for washing down and cleaning different types of equipment.

In 2025, we withdrew 18,470 megaliters of water and discharged more than 1,090 megaliters which resulted in water consumption of 17,379 megaliters. Our focus on water conservation resulted in 1,943 megaliters of water being recycled or reused within the business, representing a recycle-reuse rate of 11%[102] during 2025.

Climate change and emissions

Climate change mitigation, transition and adaptation create opportunities for CIMIC, including enhanced resource efficiency, adoption of low-emission energy sources, development of new products and services, access to emerging markets, and building a more resilient supply chain.

We are extending our work in areas such as energy infrastructure and critical minerals collaborating with clients and partners to deliver more sustainable solutions and reduce emissions from our projects. In mining and minerals processing services, we are diversifying into energy transition commodities, optimizing operations and resource recovery, and developing approaches that minimize lifecycle emissions, water use and environmental impact.

To mitigate climate change, we support clients in achieving their emission targets and have set our own targets for emissions sources that we control or can influence. We met our first interim emissions target to reduce Scope 1 and 2 emissions of our construction, minerals processing and services businesses by 20% by 2025, from a 2019 base (excluding Thiess). We are committed to progressing this positive traction to net zero for Scope 1 (primarily fuels) and 2 (purchased electricity) emissions by 2038 and for Scope 3 emissions by 2045 (excluding Thiess), and Thiess aims to achieve net zero for Scope 1 and Scope 2 emissions by 2050.

[102] We calculate our recycle-reuse rate by dividing the total water recycled and reused by the sum of total water recycled and reused and total water withdrawals.

Scope 1 emissions and Scope 2 emissions are largely within our control and reflect activity levels. We focus on managing energy sources and improving energy efficiency, including transitioning to lower-carbon alternatives where appropriate. This approach reduces climate impacts and can also deliver cost efficiencies, making energy efficiency both environmentally and commercially beneficial.

Scope 3 emissions are predominantly generated from purchased goods and services (such as concrete, steel and asphalt), use of sold products and services, waste disposal from construction projects, fuel used in mining fleets, and capital goods. We collaborate with clients, suppliers and partners to reduce these emissions wherever possible.

Absolute emissions can vary year-on-year due to factors such as acquisitions, portfolio diversity, client requirements and variations in project scope, energy use and emissions profiles across geographies and sectors. We manage emissions with a long-term focus, embedding a disciplined approach to efficiency and emissions management across operations so that short-term variability does not undermine longer-term strategic objectives.

Scope 1 greenhouse gas emissions

Our Scope 1 emissions are largely driven by diesel consumption, primarily by the construction businesses of CPB Contractors and Leighton Asia to operate excavators, dozers, trucks and other equipment, and by UGL for power and transmission infrastructure works that use on diesel-powered plant, equipment and vehicle fleets. In 2025, our Scope 1 emissions decreased by 10% (including Thiess) compared to 2024 due to fuel efficiency initiatives and changes in construction activities on projects. We continue our efforts to improve the efficiency of plant and equipment, and to use electricity in preference to fuels where possible.

Scope 2 greenhouse gas emissions

Our Scope 2 emissions are derived from the consumption of purchased electricity. We purchase electricity primarily to power construction equipment (e.g. tunnel boring machines and cranes), for outdoor lighting on construction, mineral processing, and operations and maintenance projects, and for workshops, site sheds and other project related facilities.

Our Scope 2 emissions decreased by 26% (including Thiess) in 2025 compared to 2024. This decrease can be attributed to strategies executed by the business over factors within our control, including decisions to convert the majority of the corporate offices to renewable energy and the continued greening of the existing electricity grids.

Scope 3 greenhouse gas emissions

Construction materials are the largest single contributor to our Scope 3 emissions. The selection of materials is often driven by the demands of clients (both in terms of the type of projects awarded and the contractual terms), compliance with industry standards, and the requirements of consulting engineers and designers. We aim to select lower emission materials (such as geopolymer concrete) where possible.

We are standardizing digital processes for collecting and reporting our Scope 3 emissions, as required by our clients and other external stakeholders — including statutory bodies — and the overseas reporting obligations we are subject to by being a part of HOCHTIEF which is incorporated in the European Union. In 2024 and 2025 we reported our activity data to HOCHTIEF to meet its emissions reporting requirements, and we are aligning our approach in accordance with the legislative and group reporting requirements applied within HOCHTIEF.

The table below provides details on our Scope 1 and Scope 2 emissions for each of the years ended December 31, 2025, 2024 and 2023.

Scope 1, Scope 2 and Scope 3 greenhouse gas emissions[2]	**For the year ended December 31,**		
	2025	**2024**	**2023[1]**
	Kt CO_2-equivalent		
Scope 1 emissions	95.9	107.3	140.9
Scope 2 emissions (location-based)	62.5	85.6	69.4

Notes:

(1) Our greenhouse gas emissions data excludes Thiess data in 2023.

(2) Our 2023 to 2025 emissions data has been subject to limited assurance by Deloitte GmbH and forms part of the Sustainability Report of our shareholder HOCHTIEF with an additional limited assurance in 2025 by Deloitte Asia Pacific for the 2025 CIMIC Group Climate-related Financial Disclosure.

Emissions intensity

We measure emissions intensity, based on the total of the direct Scope 1 and 2 emissions (in kt. Co2-e) divided by revenue (in A$ million). We report this by activity as construction and services have different energy usage profiles, to provide an appropriate and comparable metric for each area.

The table below provides details on our Scope 1 and Scope 2 emissions intensity for each of the years ended December 31, 2025, 2024 and 2023.

Scope 1 and Scope 2 greenhouse gas emissions intensity	**For the year ended December 31,**		
	2025	**2024**	**2023[1]**
	Kt CO_2-equivalent/A$m		
Engineering and Construction[2]	0.0158	0.0193	0.0204
Integrated Solutions[3]	0.0054	0.0049	0.0054
Natural Resources	0.0012	0.0020	—

Notes:

(1) Our Scope 1 and Scope 2 greenhouse gas emissions data does not include Thiess in 2023.

(2) Includes CPB Contractors and Leighton Asia.

(3) Includes UGL and Sedgman.

Our path to net zero

In order to meet our net zero targets, we are progressively implementing decarbonization initiatives that are technically and commercially viable, in collaboration with clients, industry partners and suppliers. These efforts include integrating low-carbon solutions into design and construction practices, improving energy efficiency in project delivery, and increasing the use of renewable energy where feasible. The Group continues to evaluate emerging technologies and market developments to identify practical opportunities that support climate resilience and contribute to long-term emissions reduction goals.

As part of our decarbonization strategy, we are diversifying across our commodities and our project pipelines, and are decarbonizing our operations at every stage of our processes. Some of our initiatives include:

Pre-contracts	We are pursuing increased alignment with the sustainable development goals and EU-taxonomy-eligible, green-rated projects, and are integrating decarbonization targets in our contracts.
Plant and assets	We aim to use diesel alternatives for our fleet, solar power for sheds and equipment, and hybrid generators and batteries and improve energy and operational efficiency of plant and equipment through technology.
Procurement	We focus on renewable energy purchases for offices and facilities and engage with suppliers on the selection of lower-emissions equipment, fuels and construction materials.
Delivery and services	We are advancing methods for planning, design, controls and the management of emissions and circular economy performance that considers both embedded and operational carbon.
Reporting and analysis	We are making use of digitization to improve data gathering, integration, analysis, visualization, reporting and aggregation.
Digitization	We continue to innovate, digitize and develop our platform solutions such as our proprietary solutions Cats™, ESGsens™, ToBe Suite, INTEGRA® and SEDGMETRIX™ that can provide opportunities and insights for decarbonization.
Research and development	We partner with leading universities and suppliers to advance and test technologies, materials and methods that provide lower carbon solutions.

Sustainable products and services

Sustainability – rated projects

Sustainability ratings for building and infrastructure projects drive energy efficiency and waste reduction, lowering lifecycle costs and delivering long-term environmental, social and economic benefits for asset owners and users.

Since 2013, sustainability-rated infrastructure and building projects which have been assessed under various rating schemes, with completed 149 certifications or ratings and another three new certifications in progress in 2025. In 2025, approximately 41% of our construction and related revenue was earned from projects that are pursuing or have received sustainability rating certificates. These include the Infrastructure Sustainability Council's ("ISC") IS program, a comprehensive rating system in Australia and New Zealand; Green Star, an internationally recognized rating system founded by the Green Building Council of Australia; *BEAM Plus*, which is Hong Kong's leading initiative to offer independent assessments of building sustainability performance; *LEED*, a rating system devised by the United States Green Building Council; and the Green Mark Certification Scheme, a green building rating system used in Singapore.

Gadigal Station—Sustainability

CPB Contractors' delivery of Gadigal Station for Sydney Metro City & Southwest earned a 6-Star Green Star As-Built rating from the Green Building Council of Australia in September 2025.

The project surpassed the 5-Star contractual requirement and secured a World Leadership rating. The rating reflects exceptional outcomes in in carbon reduction, resource efficiency, and social inclusion. Some of the initiatives adopted as part of the project included:

- carbon reduction and resource efficiency across the construction process;
- 33% of workers living within 12 kilometres of the project, enhancing local employment;
- A$24 million spent with Indigenous and Social Enterprise suppliers; and
- community initiatives including food drives, educational site tours and volunteer programs aligned with local wellbeing goals.

Some examples of projects that have achieved sustainable outcomes include:

- Thornlie-Cockburn Link, the project repurposed over 27,200 tonnes of recycled materials, including steel, concrete, and plastic pipes, while 99.7% of inert spoil and 98.1% of construction waste were diverted from landfill. Innovative water management replaced 98.5% of potable water use, and 148 megaliters of groundwater were treated and reinfiltrated;
- *M80 Ring Road Upgrade,* the first major road project in Victoria to include recycled content in every layer of its road pavement. It used over 47,000 tonnes of recycled concrete throughout construction;
- *Cross River Rail Tunnel, Stations and Development PPP,* awarded a 'Leading' design rating by the ISC. It features station entrance designs that maximize light and natural ventilation, reducing energy consumption and is using sustainable recycled glass instead of natural sand or gravel; and
- *The Regional Rail project in New South Wales,* is delivering Australia's first bi-modal diesel-electric hybrid fleet and will reduce carbon emissions and diesel pollution. The facility has been awarded a 'Leading' rating by the ISC for design. Some of the facility's initiatives include 100% of construction electricity sourced from green power; more than 9,000m3 of carbon-neutral concrete used; over 95% of annual operational electricity sourced from more than 3,200 on–site solar panels.

To support the energy transition, we are investing in renewables, delivering and operating renewable projects, and delivering the power infrastructure needed to incorporate renewables into the energy mix and maintain grid stability. Our growing renewable energy portfolio includes projects across solar, wind, hydrogen, hydro, and energy storage. We are also delivering electric transport projects, including rail, metros and light rail.

Generation

Pacific Partnerships, through its energy business, is actively driving our strategic expansion into the renewable energy sector. Pacific Partnerships is the owner of the development rights for three solar farms: the 700 MWac Cobbora Solar Farm in New South Wales, which is in development; the 102 MWac Glenrowan Solar Farm in Victoria, which commenced exporting to the grid in December 2023; and the Hopeland Solar Farm in Queensland, which is anticipated to start construction in mid-2026. UGL is the delivery and operations partner for each project.

Through UGL, we have extensive experience in the design, construction and operation of renewable energy assets. UGL has constructed 13 utility scale solar farms with 800MWp capacity. In 2025, UGL secured a three-year contract extension to maintain critical power generation assets supplying electricity to businesses and

households across eastern Australia – Queensland's Stanwell, Tarong, and Tarong North Power Stations, which UGL has supported for more than a decade.

CPB Contractors has a track record in successfully delivering wind farm projects across Australia and significant experience managing the resource and logistical challenges of constructing infrastructure in regional and remote areas that host energy zones.

Storage and transmission

UGL and CPB Contractors regularly collaborate on critical infrastructure projects. For example, the western section of the 385 kilometre HumeLink, one of New South Wales's largest energy infrastructure projects, delivering approximately 148 kilometers of proposed new transmission lines and a range of other new and upgraded infrastructure.

UGL has delivered eight battery energy storage systems projects across Australia, including five flagship big batteries for Neoen, a world-leading producer of exclusively renewable energy, and Tesla. These include the Victorian Big Battery, Collie Battery 1 and 2 in Western Australia, and Western Downs Battery 1 and 2 in Queensland. In 2025, UGL secured three further contracts with Neoen and Tesla to construct the 305 MW Stage 3 of the Western Downs Battery, the 164 MW Muchea Battery in Western Australia, and the 200 MW Goyder BESS in South Australia – marking eight partnerships with Neoen and Tesla.

UGL has constructed more than 7,388 kilometers of high voltage transmission lines, more than 300 substations since 1950. UGL and CPB Contractors are working in joint partnership on HumeLink West, a high voltage electricity transmission project in New South Wales.

Some recent examples of renewable energy projects include: the design and construction of a new 275 kV switching station to connect Neoen's Kaban Green Power Hub to Powerlink Queensland's network; and the construction of a 660 MW power generation plant at the Hunter Power Project in New South Wales, with provision for the plants' turbines to operate on a hydrogen fuel mix.

Resourcing the future

We are diversifying into new minerals which should contribute towards the energy transition of the global economy, building services in mine waste reprocessing, and innovating to help clients minimize their lifecycle emissions, water use and environmental footprint.

Sedgman, our minerals processing company, is diversifying away from its traditional coal business. Its portfolio now includes gold, iron ore, precious and base metals, and industrial minerals processing projects and operations. Sedgman has secured more than 50 critical minerals contracts, for engineering, operations support and studies, across vanadium, lithium, manganese, magnesium, cobalt, rare earths and other commodities, supporting the energy transition. This includes delivery of the Queensland Resources Common User Facility, which is currently being constructed. The critical minerals processing facility is the first of its kind in the Asia Pacific. The facility will have the capacity to expand over time to encompass processing other critical minerals like cobalt and rare earth elements.

Governance

Our governance approach is founded in our Principles of Integrity, Accountability, Innovation and Delivery, underpinned by Safety. Our governance framework and Code of Conduct establish the overall operating parameters for our entities and guide our people and decisions.

Our Code of Conduct sets the standard of behavior we expect from all employees, contractors, and partners. Where the Code of Conduct or a policy sets higher standards than local laws, rules, customs or norms the higher standards apply.

Ultimate accountability rests with the Board of CIMIC Group Limited. The Board delegates specific responsibilities to the Ethics, Compliance and Sustainability Committee ("ECSC") and to management, under the leadership of the Chief Executive Officer ("CEO").

Our Code of Conduct, Board Charter, ECSC Charter, Delegations of Authority and key policies establish that the Board, ECSC and management bodies have oversight of impacts, risks and opportunities for the Group, including health and safety, strategy, sustainability, environment, social and governance matters, with defined roles in setting targets and reviewing progress.

Management's preparation and analysis of quarterly and annual reporting and accompanying papers for the ECSC and Board's review and approval, is key to ongoing evaluation of our sustainability strategy, targets, requirements and performance.

Anti-corruption, anti-bribery

We are committed to abiding by all applicable national and international laws, free and fair competition and avoiding any anti-competitive conduct. Our governance framework and Code of Conduct, including our Anti-Bribery and Corruption Policy, Competition Policy and Gifts and Hospitality Policy, support our actions to prevent, identify and eliminate bribery and corruption and maintain ethical business practices. This is supplemented by regular Code of Conduct training with our people and ongoing risk analysis.

Our grievance and complaints process, including our Whistleblower Policy and Complaints and Investigation Procedure, also supports our ability to identify, assess and manage any potential issues in these areas.

As stated in our Group Code of Conduct, we prohibit and have zero tolerance for all forms of bribery and corruption including facilitation payments. We do not make political donations, either directly or in kind, to political organizations, political parties, politicians, trade unions or conduits to political parties.

Human rights

We respect the rights of all our people and those we work alongside, in our supply chain and the communities in which we operate. We leverage our integrated governance, compliance, procurement and people frameworks, including but not limited to our Code of Conduct, Human Rights Policy and Procedure, Third Parties Policy and Procedure, Procurement Policy, Health & Safety Policy and Workplace Behavior Policy, applying a disciplined and consistent approach across our operating companies.

We work actively to identify, prevent and mitigate human rights and modern slavery risks, and remedy any impacts which may occur.

Our approach, and understanding of the risks, has been informed by the UN Guiding Principles on Business and Human Rights, the UN Global Compact, the UN Sustainable Development Goals and the International Labour Organization's standards.

Since 2017, we have completed 19 human rights assessments, with seven completed in 2025 and one initiated in 2025 for completion in 2026.

We comply with the Australian Modern Slavery Act 2018 (Cth) and submit our Modern Slavery Statement to the Australian Government annually. Our Group Statements are publicly available on the Australian Government's Online Register for Modern Slavery Statements.

Regulatory framework

Health and safety legislation

We operate in around 20 countries and aim to ensure that our operations comply with the relevant health and safety legislation applicable in each jurisdiction. Where practical, we also seek to harmonize our health, safety and environmental practices. See "*Health and safety—Health and safety legislation*" above for more information regarding the workplace health and safety regulations which we are subject to.

Labor relations legislation

In Australia, we are subject to the national Fair Work Act 2009, which is Australia's primary piece of legislation governing the relationship between employers and employees.

The Fair Work Act provides that employees in Australia are subject to eleven "National Employment Standards". These National Employment Standards cover subject matters such as maximum weekly hours, leave, notice of termination and redundancy pay and public holidays. In addition to the National Employment Standards, there is also a comprehensive system of modern awards that apply to non-managerial employees in a range of industries. These modern awards prescribe minimum terms and conditions of employment.

The Fair Work Act also regulates the ability of employees to take industrial action. Industrial action is only "lawful" where an enterprise agreement (or agreements under the predecessor legislation to the Fair Work Act) has expired and the employer and employees are negotiating a new agreement.

Recent industrial relations reform has resulted in a number of significant amendments to the Fair Work Act, including in respect of the termination, negotiation and approval of enterprise agreements, job security, sexual harassment, flexible work arrangements, fixed term employment arrangements, pay secrecy clauses and the gender pay gap. Further reforms enacted under the Fair Work Legislation Amendment (Closing Loopholes) Acts have introduced changes to the definitions of casual employees and independent contractors, "same job, same pay" orders for labor hire, a right to disconnect from work outside of working hours, and new workplace delegates' rights.

Since January 2025, intentionally failing to pay employees amounts to which they are entitled is a criminal offense throughout Australia under Federal legislation (it was already an offense in the states of Victoria and Queensland).

Environmental legislation

We are subject to numerous laws and regulations relating to environmental management in the jurisdictions in which we operate. The regulatory landscape is complex and subject to regular change. Within Australia, each of Victoria, New South Wales and Queensland has its own legislative scheme, consisting of a principal statute that is generally applied. There are also a number of other applicable statutes regulating particular operations or environmental impacts. These include, for example, water, heritage, waste, air quality, noise, town planning, and environmental approvals for use and development of land. Across the jurisdictions in which we operate there are broad similarities in the nature of the obligations imposed on us, including:

- it is an offense to pollute air, land or water unless an environmental license is held;
- there is a requirement to hold town planning approvals for use and development of land, and these will include conditions on ongoing use;
- there is a detailed assessment process to be followed in order to seek approvals for new projects and developments. The assessment process for major construction projects may be facilitated by major projects legislation, which can provide some efficiencies and certainty;
- there are requirements to seek permission to works to or in the vicinity of, listed heritage buildings, items or areas;
- there is a requirement to meet air quality standards;
- disposal of waste is regulated so that certain waste can only be taken to certain disposal facilities, depending on the characteristics of the waste;
- there are obligations to manage contaminated soil and groundwater, which will sometimes require clean-up of contaminated areas; and
- licenses are required to take and use groundwater and water in certain circumstances, and can include limits on the volume of water that can be taken.

Breaches of obligations are treated seriously by government regulators. Regulators can decide what compliance action is appropriate, and this can include:

- seeking voluntary compliance;
- issuing statutory notices requiring remedial action by a certain date (and potentially closing operations until the action is implemented);
- commencing civil or criminal proceedings (for the more serious breaches);
- adverse publicity orders against persons who have breached environmental legislation;
- orders for compensation or payment of the amount of monetary benefits acquired by a breach; and
- revoking, suspending or cancelling approvals, permits or licenses.

The Commonwealth of Australia also federally legislates for environmental matters, including where an action will have, or is likely to have, a significant impact on a “matter of national environmental significance,” which includes matters such as listed threatened species and listed wetlands and heritage items, including Aboriginal cultural heritage.

Further, the Commonwealth of Australia has legislated on greenhouse gas emissions and energy reporting. Because we meet the thresholds set in the National Greenhouse & Energy Reporting Act 2007, we must report annually to the Clean Energy Regulator on our greenhouse gas Scope 1 and Scope 2 emissions, energy production and energy consumption.

Legal proceedings

We are currently, and will likely be in the future, involved in disputes with counterparties, joint venture partners, regulators and others in the ordinary course of our business. Given the nature of our industry, the contractual arrangements we make with joint venture partners, vendors of businesses we acquire, customers of our products and suppliers of equipment and services are often complex and can give rise to disputes due to the

complexity of the agreements and the occurrence of circumstances that were not anticipated by the parties. We may also have disagreements with, or be subject to regulatory investigations by, regulators and tax authorities about the interpretation of laws and regulations or the application of laws to complex facts. These disputes often involve dispute resolution processes including commercial arbitration and litigation by or against us or joint venture arrangements in which we have an interest, for example, with customers or consortia or other partners. A number of our agreements contain arbitration clauses that require us to keep arbitration proceedings confidential unless we are required by law to disclose them. A description of material pending or ongoing litigation and regulatory proceedings to which we are a party include the following:

Iraqi oil exports – foreign bribery investigations

In February 2012, we reported to the Australian Federal Police (the "AFP") and announced a possible breach by former employees of the Leighton International business of its code of ethics that, if substantiated, may have contravened Australian laws. The possible breach related to payments by one of our former subsidiaries that may have been made in connection with work to expand offshore loading facilities for Iraq's crude oil exports.

We have subsequently cooperated with all relevant authorities in their investigations. This matter has been, and in some cases, continues to be, subject to the investigations below:

- In March 2014, the Australian Securities and Investment Commission ("ASIC") commenced a formal investigation into potential breaches of the Australian Corporations Act relating to a number of matters being investigated by the AFP. In March 2017, ASIC advised us that its investigation had concluded and it will take no further action.
- In May 2018, the United Kingdom Serious Fraud Office charged certain non-CIMIC Group employees and in June 2018 it charged a non-CIMIC Group company. Following trials in 2020 and 2021, the individuals were convicted on some charges. However, some of those convictions have been overturned on appeal. None of the juries' guilty findings relate to charges involving CIMIC Group company contracts.
- In March 2019, we entered into an investigation agreement with the U.S. Department of Justice ("DOJ"). The DOJ subsequently announced that three individuals (not employed by CIMIC Group) pleaded guilty to a charge of conspiracy to violate the U.S. Foreign Corrupt Practices Act.
- In November 2020, the AFP advised us that it had charged a former CIMIC Group employee with alleged offenses relating to foreign bribery and related matters and in February 2021 the AFP announced that it had brought an additional charge in relation to foreign bribery. In January 2021, the AFP informed CIMIC that it had charged a second former CIMIC Group employee with related offenses. That former employee has pleaded guilty to a charge of failing to take reasonable precautions to ensure that information provided to directors of CIMIC was not misleading. He has been ordered to pay a penalty of A$1,000. The AFP has also indicated it may charge a further ex-employee and that its investigations continue. We do not know when the charges will be heard or the outcome of any investigation.

We continue to cooperate with all official investigations. No CIMIC Group company has been charged. There can be no assurance that the outcome of these investigations will not harm our reputation or have adverse financial consequences for us.

Shareholder class action

In August 2020, a group of shareholders initiated proceedings against us relating to the period February 2018 to January 2020 with regards to disclosures about our non-controlling 45% investment in the Middle East as well as the reporting of our cash flows in the context of factoring arrangements. We denied that there was a proper basis for the claim and indicated that we would defend the proceedings. In March 2025, the Federal Court approved a settlement in the matter under which we agreed to make a payment of A$45.25 million without admitting liability and were released from all claims.

BICC Middle East divestment and bankruptcy proceedings

We announced in 2021 that we signed a share purchase agreement with SALD Investment LLC for the sale of all of our investments in the Middle East, representing our 45% investment in BIC Contracting ("BICC"). Our final interests in BICC were transferred on February 1, 2023. Following these share transfers, we have divested all interest in our investments in the Middle East to SALD.

BICC is currently going through a bankruptcy process. Despite the fact that BICC is a limited liability company, it is common practice in the Middle East for claimants to join a company's shareholders to an action

against the company itself. Although we no longer hold any interest in BICC, our group companies are still the subject of claims from, or joined to proceedings by, BICC's creditors. This requires us to defend these proceedings, the costs of which are not always recoverable.

Royal Adelaide Hospital – design and construction arbitration

Our wholly-owned subsidiary, CPB Contractors, and its joint venture partner Hansen Yuncken, in a 50/50 joint venture, were awarded the design and construction of the new Royal Adelaide Hospital for the South Australian State Government. The project experienced difficulties and delays arising from the complex interdependencies between the State's works and the joint venture's works and a dispute between the parties arose, including in relation to payment for the joint venture's costs. The parties commenced an arbitration process to resolve the dispute. The arbitration hearing has been conducted, and the arbitration award is expected in 2026.

M6 Stage 1 motorway tunnel

CIMIC's wholly owned subsidiaries, CPB Contractors and UGL Engineering, in conjunction with their joint venture partner (together the "M6 D&C JV"), were contracted to deliver the M6 Stage 1 motorway tunnel project for Transport for New South Wales ("TfNSW"). During the course of 2024, the project encountered differing and adverse ground conditions and geological issues that were not anticipated at the time of tender. As a consequence, works in the affected areas were stopped. As a result of these geological issues, in May 2025 the M6 D&C JV determined the project cannot be completed as contemplated by the contract and, as such, the contract has been frustrated with the M6 D&C JV's obligations discharged by operation of law. TfNSW has disputed this determination. All tunnel construction activity has ceased. On May 20, 2025, TfNSW issued the joint venture with a notice asserting that the joint venture was in default under the contract and requesting that such default was remedied within 5 business days by the joint venture recommencing works on site. The joint venture disagreed with the notice. On June 30, 2025, TfNSW and the M6 D&C JV reached agreement to complete surface works under a new deed and those works are now largely complete. By an agreement dated October 8, 2025, TfNSW and the M6 D&C JV agreed to continue without prejudice discussions regarding the impacted tunneling works to find an appropriate technical and commercial resolution given the complex nature of the geotechnical events.

TfNSW continues to assert that the contract has not been frustrated and on March 9, 2026, TfNSW issued the joint venture with a further notice asserting that the joint venture is in default under the contract. The notice again requires the joint venture to resume substantive work on site, this time by a deadline of May 1, 2026. The joint venture intends to continue discussions with TfNSW with the aim of reaching a technical and commercial resolution.

While we maintain provisions in connection with risks from litigation and regularly monitor the adequacy of such provisions, there can be no assurance that such provisions will sufficiently cover all of our risks in connection with lawsuits, claims and regulatory proceedings. An unfavorable resolution of a particular legal proceeding or claim could have a material adverse effect on our financial condition and profitability, our reputation and could give rise to a significant write down of our assets. See "*Risk Factors—Risks relating to our business and industry—We may not be able to recover on claims against customers, subcontractors or suppliers for payment and are exposed to potential contract dispute*," "*Risk Factors—Risks relating to our regulatory, tax and legal environment—We are involved in litigation and regulatory proceedings, potential liability claims and contract disputes that may have a material adverse effect on our cash flows, financial condition and results of operations*" and Note 33 of our 2025 annual financial statements included in this offering memorandum for more information regarding material legal proceedings and regulatory investigations in which we are involved.

Insurance

Our operations are covered by a comprehensive insurance program. We utilize external providers Marsh and Aon to assist in analyzing the risks faced by our businesses in order to determine the appropriate cover, policies and amount of insurance for CIMIC Group. We believe that the coverage provided, which we review annually, is sufficient for the nature, size and scope of our businesses but there is no assurance that this is the case. See also "*Risk Factors—Risks relating to our business and industry—We are not insured against all risks and our insurance may be insufficient to cover losses."* Our policies encompass professional indemnity, public and products liability, pollution liability, aviation, directors and officers, crime, cyber, environmental impairment, contract works, plant and equipment, motor vehicles, marine hull, marine war risks, marine cargo and industrial special risks.

In some circumstances, we are obliged to undertake projects under client-supplied insurance policies, and in these cases, we generally put in place our own difference in conditions coverage. We arrange some of our insurance through a modest in-house captive. Among other purposes, we use the captive to demonstrate to the market confidence in our own risk management controls and to moderate premiums we incur.

MANAGEMENT

Directors

The following sets forth certain information regarding our directors.

Name	Age	Position
Juan Santamaria	48	Executive Chairman
Roberto Gallardo	55	President and Executive Director
Russell Chenu	76	Independent non-executive Director
José-Luis del Valle Pérez	75	Non-executive Director
Christa Andresky	58	Non-executive Director
Emilio Grande	48	Non-executive Director
Pedro López Jiménez	83	Non-executive Director
David Robinson	69	Non-executive Director
Robert Seidler AM	77	Non-executive Director
Kathryn Spargo	74	Independent non-executive Director

Juan Santamaria, Executive Chairman

Mr. Santamaria was appointed Executive Chairman in November 2020. He is also the Chief Executive Officer of ACS Group and Chief Executive Officer of HOCHTIEF AG.

Mr. Santamaria has over 20 years' experience in the construction industry. He was previously Chief Executive Officer and Managing Director of CIMIC, Managing Director of CPB Contractors and UGL, Chief Executive Officer of Iridium and Chief Executive Officer and Chief Operating Officer of ACS Infrastructure North America and Canada. He has extensive international experience in the delivery of large and complex construction, services and PPP projects and has been responsible for projects and businesses in Australia, Europe, North America, Latin America and South Africa.

Mr. Santamaria has a Masters of Science in Civil Engineering (Polytechnic University of Madrid) and is a member of the National Society of Civil Engineers in Spain.

Roberto Gallardo, President and Executive Director

Mr. Gallardo joined our board in January 2026.

Mr. Gallardo has more than 30 years of international experience in infrastructure investment, construction and business development. He is the Chief Strategy Officer for the HOCHTIEF Group, and prior to this was Chief Executive Officer at Group Azvi and Chief Operating Officer at CPB Contractors.

Mr. Gallardo has a Bachelor of Science in Civil Engineering and a Master of Science in Urban Planning, City/Urban, Community and Regional Planning from ETSI CCP Madrid.

Russell Chenu, Independent non-executive Director

Mr. Chenu joined our board in June 2014. He is also a member of our Ethics, Compliance and Sustainability Committee.

Mr. Chenu is an experienced corporate and finance professional executive, and previously acted as Chief Financial Officer of James Hardie Industries plc from 2004 to 2013 where he was responsible for accounting, treasury, corporate finance, information technology and systems, and procurement. He is a director of Reliance Worldwide Corporation and Vulcan Steel.

Mr. Chenu has a Bachelor of Commerce (University of Melbourne) and an MBA (Macquarie Graduate School of Management).

José-Luis del Valle Pérez, Non-executive Director

Mr. del Valle Pérez joined our board in March 2014. He is a member of our Ethics, Compliance and Sustainability Committee.

Mr. del Valle Pérez has over 40 years of experience as a director and legal advisor, and is a member and board secretary of ACS Group and a number of its subsidiaries, is a director and board secretary of Dragados, S.A., of ACE Servicios, Communicaniones y Energia S.A., of Cobra Gestión de Infraestructuras, S.A. and of ACS Servicios y Concesiones S.A. and is currently a member of the supervisory board of HOCHTIEF AG. He was previously a director of the legal department of the political party UCD (from 1977 to 1981) and a member of the parliament of Spain from 1979 to 1982. He was also deputy minister for territorial administration from 1981 to 1982.

Mr. del Valle Pérez has a Bachelor of Law (University Complutense of Madrid) and is a member of the Bar Association of Madrid.

Christa Andresky, Non-executive Director

Ms. Andresky was appointed Non-executive Director in December 2025.

Ms. Andresky is Chief Financial Officer of HOCHTIEF and Turner Construction Company, with responsibility for financial strategy, governance and performance across global operations. She has also been a member of the HOCHTIEF Executive Board since June 2025. Prior to becoming Chief Financial Officer at HOCHTIEF and Turner Construction Company, Ms. Andresky held a number of leadership roles at Turner, including Vice President and Controller, Senior Vice President and Executive Vice President, as well as senior leadership positions at Harman International, Inc.

Ms. Andresky has an accounting degree from the University of South Florida.

Emilio Grande, Non-executive Director

Mr. Grande was appointed Non-executive Director in December 2025.

Mr. Grande worked with CIMIC between 2018 and 2023, initially serving as Deputy Chief Financial Officer before being appointed Chief Financial Officer of UGL. He was appointed Chief Financial Officer of CIMIC in 2021, where he drove financial strategy and operations, supported major transactions, and led strategic initiatives. Mr. Grande is Chief Financial Officer of ACS, as well as Corporate General Manager of ACS Servicios y Concesiones.

Mr. Grande has a Bachelor of Law and Business Administration from the Universidad Pontificia de Comillas, as well as a Master in Finance, and has obtained the Chartered Financial Analyst (CFA) certification from the CFA Institute.

Pedro López Jiménez, Non-executive Director

Mr. López Jiménez joined our board in March 2014. He is a member of our Ethics, Compliance and Sustainability Committee.

Mr. López Jiménez has held a number of senior positions throughout his career, including acting as general director of ports for the Ministry of Public Works in Spain, Secretary of State of Urban Affairs and Public Works in Spain, board member of the Spanish state-owned holding company Instituto Nacional de Industria, manager of the Thermal Plant Constructions in Hidroelectrica Española, chief executive officer of Empresarios Agrupados (thermal and nuclear plants engineering and construction management), chairman and chief executive officer of Endesa S.A., board member of Unión Eléctrica S.A. and Empresa Nacional Hidroelectrica de la Ribagorçana, chairman of Unión Fenosa S.A., vice chairman of Indra Sistemas S.A., board member of CESPA, board member of ENCE S.A., board member of Keller Group plc, and chairman of Gtceisu Construcción S.A.

Mr. López Jiménez is currently a board member of ACS Group and vice chairman of its executive committee and member of the nomination committee, chairman of Dragados S.A., chairman of ACS Servicios y Concesiones S.A., chair of the supervisory board of HOCHTIEF AG and board member of Abertis as well as a member of its audit and control and appointment and remuneration Committee. Mr López Jiménez is also chairman of the royal board of the National Library of Spain, board member of the Malaga Picasso Museum and vice chairman of the Real Madrid Football Club.

Mr. López Jiménez has a Bachelor of Civil Engineering and an MBA (IESE Business School). He has been awarded the Grand Cross of Isabel La Católica.

David Robinson, Non-executive Director

Mr. Robinson joined our board in December 1990. He is a member of our Ethics, Compliance and Sustainability Committee.

Mr. Robinson has over 33 years' experience as a director. He is a chartered accountant, registered company auditor and Partner of ESV Accounting and Business Advisors. He is a Director of HOCHTIEF Australia and Calvary Ministries. He was formerly a director of Leighton Properties and Devine Limited.

Mr. Robinson has a Bachelor of Economics and a Master of Commerce (University of Sydney).

Robert Seidler AM, Non-executive Director

Mr. Seidler joined our board in June 2014 as an alternate director for Mr. del Valle Pérez and was appointed director in October 2023. He was previously an alternate director for Mr. Sassenfeld (from June 2014 to October

2017), and has served as an alternate director for a number of HOCHTIEF AG-nominated directors dating back to November 2003.

Mr. Seidler has over 40 years' experience as a lawyer, non-executive director on listed and unlisted companies in industries as diverse as funds management, banking, investment banking, hotel management as well as serving on government committees in both Australia and Japan. He was appointed as a director of HOCHTIEF Australia, has previously been a director of Investa Office Fund Management and Investa Listed Funds Management Limited. He was the Chairman of Leighton Asia and a director of Leighton Properties and Leighton International.

Mr. Seidler has a Bachelor of Laws (University of Sydney). He has also been made a member of the Order of the Rising Sun by the Emperor of Japan.

Kathryn Spargo, Independent non-executive Director

Ms. Spargo joined our board in September 2017. She is the chair of our Ethics, Compliance and Sustainability Committee.

Ms. Spargo has broad commercial experience, in advisory roles and as a director of listed and unlisted companies. She is a director of the ASX listed companies Sigma Healthcare Limited, Sonic Healthcare Limited and Adairs Limited. She is also a director of Geelong Football Club, Jellis Craig and Future Fuels Cooperative Research Centre. She was previously Chair of UGL, as well as a director of Xenith IP, Fulton Hogan, SMEC Holdings, Fletcher Building, Pacific Hydro, Suncorp Portfolio Services, IOOF, Investec Bank, and Transfield Services Infrastructure Fund.

Ms. Spargo has a Bachelor of Laws (Hons)/Bachelor of Arts (University of Adelaide). She is a Fellow of the Australian Institute of Company Directors.

Leadership team

The following table sets forth certain information regarding the members of our leadership team. See "*—Directors*" for more information in relation to our Executive Chairman, Juan Santamaria and President, Roberto Gallardo.

Name	Age	Position
Juan Santamaria	48	Executive Chairman
Roberto Gallardo	55	President and Executive Director
Jason Spears	57	Chief Executive Officer
Derek Kerr	43	Chief Financial Officer
Corey Hannett	55	Chief Strategy Officer
Sarah O'Neill	39	Chief People and Culture Officer
Michael Degotardi	65	Chief Commercial & Risk Officer
Michael Cooper	45	Group General Counsel
Graeme Silvester	67	Executive General Manager HSEQ
Kate Glennon	41	Company Secretary
John Lazenby	53	Executive General Manager—Internal Audit
Jose Lastra	40	Chief Transformation & Systems Officer
Fiona Tyndall	46	Executive General Manager—Corporate Affairs and Communications

Jason Spears, Chief Executive Officer

Mr. Spears was appointed Chief Executive Officer in January 2026.

Mr. Spears has been with the CIMIC Group for over 25 years, including as Managing Director of CPB Contractors and UGL, and is experienced in complex project delivery, client engagement and delivering organizational performance. Mr. Spears serves as a Board member for the Australian Constructors Association.

Mr. Spears has a Bachelor of Civil Engineering (Hons) from Swinburne University, Melbourne.

Derek Kerr, Chief Financial Officer

Mr. Kerr was appointed Chief Financial Officer in June 2023. He was previously UGL's Chief Financial Officer.

Mr. Kerr has over 20 years' experience in finance. Prior to his time at UGL, he was General Manager, Finance at CIMIC, where he led the integration of new businesses including CIMIC's acquisition of UGL in

2016. Before joining the CIMIC Group, he was a director at Deloitte where he spent over a decade working in Australia and the United Kingdom, specializing in the construction, mining and utilities sectors.

Mr. Kerr has a Bachelor of Arts (Hons) in Accountancy and Economics from the University of Strathclyde and is a Fellow of the Institute of Chartered Accountants England and Wales.

Corey Hannett, Chief Strategy Officer

Mr. Hannett was appointed Chief Operating Officer in October 2023 and Chief Strategy Officer in January 2026.

Mr. Hannett has more than 30 years of industry experience across infrastructure delivery. He was previously Director General at Victoria's Major Transport Infrastructure Authority, responsible for delivering a large range of projects. Before that he was Chief Executive of the Regional Rail Link Authority which delivered one of the largest rail projects in Victoria.

Mr. Hannett holds a Bachelor of Engineering (Civil) from the Victoria University and is a Fellow of Engineers Australia and a Graduate of the Australian Institute of Company Directors.

Sarah O'Neill, Chief People and Culture Officer

Ms. O'Neill was appointed Chief People and Culture Officer in December 2025. She is also Executive General Manager People and Culture at CPB Contractors.

Ms. O'Neill has over 20 years' experience in human resource leadership roles, with much of this time spent delivering a variety of infrastructure projects in Australia.

Ms. O'Neill has a Bachelor of Business (Human Resource Management) from James Cook University.

Michael Degotardi, Chief Commercial & Risk Officer

Mr. Degotardi was appointed Chief Commercial & Risk Officer in January 2026. He was previously Chief Operating Officer of UGL.

Mr. Degotardi has held senior management positions in the general contracting and infrastructure sectors of the construction industry for over 40 years. He is also Chair of Australian Terminal Operations Pty Ltd (a joint venture between BP Australia and UGL), as well as being a Director of the Australian Contractors Association.

Mr. Degotardi has a Bachelor of Building from the University of New South Wales and is a graduate member of the Australian Institute of Company Directors.

Michael Cooper, Group General Counsel

Mr. Cooper was appointed as Group General Counsel in March 2022. He was previously CIMIC's Senior Legal Counsel.

Mr. Cooper has more than 20 years' experience as a senior corporate and commercial lawyer. He has been an alternate director of Thiess and Ventia. Prior to joining CIMIC, he held roles at international law firms both in Australia and the United Kingdom.

Mr. Cooper has a Bachelor of Commerce from the University of New South Wales and a Masters of Law from the University of Technology, Sydney.

Graeme Silvester, Executive General Manager HSEQ

Mr. Silvester was appointed Executive General Manager – Safety, Health, Environment, Quality in January 2026. He was formerly General Manager – Safety, Health, Environment, Quality, Sustainability & Rail Safety at CPB Contractors.

Mr. Silvester has more than 30 years' experience as a senior safety, health, and environment professional both in Australia and internationally.

Mr. Silvester has a Master of Management (Health, Safety & Environment) and Graduate Diplomas in Business and Project Management.

Kate Glennon, Company Secretary

Ms. Glennon was appointed Company Secretary in August 2022. She also acts as Company Secretary for a number of subsidiaries across the CIMIC Group.

Ms. Glennon has more than 10 years' experience in corporate governance. She was formerly assistant company secretary of CIMIC and company secretariat advisor at CPB Contractors.

Ms. Glennon has a Bachelor of Commerce from the Australian National University, a Graduate Diploma in Applied Corporate Governance (Governance Institute of Australia) and is a Fellow of the Governance Institute of Australia.

John Lazenby, Executive General Manager—Internal Audit

Mr. Lazenby was appointed Executive General Manager for Project Controls, Audits and Transformation in August 2022. He was formerly General Manager, Operations at CPB Contractors.

Mr. Lazenby has over 25 years in industry experience. He previously held senior commercial and engineering roles in Hong Kong and Australia.

Mr. Lazenby has a Bachelor of Civil Engineering from the University of Manchester Institute of Science and Technology and a Masters in Business Administration from the University of Hull.

Jose Lastra, Chief Transformation & Systems Officer

Mr. Lastra was appointed Chief Transformation & Systems Officer in December 2025. He has been a Director of Pacific Partnerships since June 2023 and a Director of UGL Transport since December 2025.

Mr. Lastra has been part of the ACS Group since 2013, contributing to several operating companies in senior positions, including Chief Financial Officer of Iridium from 2018 to 2022.

Mr. Lastra has a Bachelor of Science in Mining Engineering from ETSI de Minas y Energía.

Fiona Tyndall, Executive General Manager—Corporate Affairs and Communications

Ms. Tyndall was appointed Executive General Manager, Corporate Affairs and Communications in December 2020. She was previously General Manager, Corporate Affairs and Communications.

Ms. Tyndall has over 20 years' experience in Communications. She was previously Head of Communications, Asia Pacific at BlackRock, Media Relations Manager at Dexus Property Group and Senior Manager with Macquarie Group. Ms. Tyndall was also a journalist with the Australian Financial Review.

Ms. Tyndall has a Bachelor of Laws and Bachelor of Arts from Macquarie University.

Board practices

Roles and responsibilities

Our board is responsible for the overall strategy, governance and performance of CIMIC.

The following matters are specifically reserved for consideration and approval by the board:

- appointment and removal of the Chair;
- appointment, removal, remuneration, succession planning and evaluation of performance of the Chief Executive Officer;
- remuneration of non-executive directors, within limits approved by shareholders;
- appointment of directors to fill a vacancy or as an additional director;
- establishment of board committees, their membership, remuneration and delegated authorities;
- dividend policy and the amount, nature and timing of dividends to be paid;
- quarterly, half-year and annual financial disclosures;
- the integrity of financial reports and statements;
- the effectiveness of internal financial control systems;
- set the tax risk framework and review its effectiveness;
- the internal audit function and integrity of process;
- our corporate strategy and direction;
- our risk profile;

- the effectiveness of risk management systems and management of material risks;
- the external audit function and integrity of process:
- delegation of authority from the board to the Chief Executive Officer;
- capital expenditure, acquisitions and divestitures in excess of authority level delegated to management;
- calling of meetings of members in accordance with the Corporations Act;
- approving our key governance policies including our code of conduct; and
- any other specific matters nominated by the board from time to time.

In carrying out its responsibilities and functions, the board may delegate matters (other than those set out above) to a board committee, a director, the Chief Executive Officer, or other person.

Subject to the constitution, the board shall appoint one of the directors as chair and may determine the period for which he or she holds office. The board may appoint one or more of the directors as deputy chair to act as chair when the chair is otherwise unavailable.

The role of the Chair includes:

- providing leadership to the board in relation to all board matters;
- acting as a conduit between management and the board;
- representing the views of the board and our business to shareholders;
- overseeing board performance, appraisal and succession;
- guiding the board agenda and conducting all board meetings;
- overseeing and conducting our shareholder meetings; and
- in conjunction with the company secretary, ensuring that board meetings are held in accordance with the board charter.

The board composition is determined in accordance with our constitution and consists of a mix of directors with a broad range of skills, expertise and experience from a diverse range of backgrounds. The board is responsible for the appointment of directors to fill casual vacancies and making recommendations to our parent company for the election or removal of directors in accordance with our constitution.

The Board met five times in 2025 and has met once in 2026 to date.

Board access to information and independent advice

All directors have access to our records and information in accordance with legal and contractual rights and shall receive our financial information and operational reports. The board or any non-executive director in consultation with the chair may seek independent professional advice, at our expense, to assist with properly exercising their powers and discharging their duties as directors or as members of board committees.

Conflicts of interests

Directors must take all reasonable steps to avoid any conflict of interest and may not take any decision or cause any action to be taken that has (or may be perceived to have) the effect of placing their personal interests over our own interests. The company secretary maintains a register of declarations by directors and report them to the board as necessary.

Independence

The board assesses the independence of non-executive directors upon appointment. The board will review the independence of each non-executive director as required in light of information relevant to this assessment as disclosed by each non-executive director. When appointing an independent director or reviewing the independence of the directors, the board will have regard to the definition of ‘independent director’ that the board has adopted and any factors relevant to assessing the independence of a director.

Board committees, membership and charters

The board may establish board committees to discharge its responsibilities. The board shall adopt a formal charter for each board committee setting out the matters relevant to the composition and operation of such committees. As of the date of this offering memorandum, the board has established the Ethics, Compliance and Sustainability Committee.

The composition of each board committee is set out in its charter. In determining board committee membership, consideration will be given to ensuring that the committee remains appropriately resourced so that a quorum is available at all times to enable the committee to meet as often as necessary to fulfil its duties. The board may also delegate specific functions to ad hoc committees on an 'as needs' basis. The matters delegated to these committees shall be set out in the relevant board resolution consulting the committee.

The number of members of the board will be determined in accordance with the constitution. The board should have a mix of directors with a broad range of skills, expertise and experience from a diverse range of backgrounds. The board is responsible for the appointment of directors to fill casual vacancies and making recommendations to our parent company for the election or removal of directors in accordance with the constitution.

Ethics, Compliance and Sustainability Committee

The objective and purpose of the committee is to assist the board in fulfilling its corporate governance and oversight responsibilities by monitoring and reviewing:

- our ethical standards and practices generally, and compliance with our Code of Conduct, Workplace Behavior policy, Whistleblowing policy, and Anti-bribery and Corruption policy; and
- compliance with applicable legal and regulatory requirements and internal policies, procedures and standards in the areas of workplace health and safety, the environment, human rights (including modern slavery), diversity and social inclusion and sustainability and other related subject matter.

The Ethics, Compliance and Sustainability Committee's roles and responsibilities include the following:

Ethical standards and practices

- receiving reports or referrals from our Reportable Conduct Group[103] or any group operating company Reportable Conduct Group, the managing director of any group operating company, our ethics line or the General Counsel that involve any material breach (or potential material breach) of our group Code of Conduct, Workplace Behavior policy, Whistleblower policy and Anti-bribery and Corruption policy or any other significant ethical matter and report to the Board as necessary;
- overseeing investigations of material breaches (or potential material breaches) of the Code of Conduct, Workplace Behavior policy, Whistleblower policy and Anti-bribery and Corruption policy;
- providing governance and oversight to the Reportable Conduct Group in relation to our Ethics and Compliance Framework;
- identifying enhancements or modifications to our Ethics and Compliance Framework, as appropriate, and approving any changes that do not require Board approval; and
- considering any proposed enhancements or modifications to our standards, practices, codes, policies, procedures, and compliance activities (including our group Code of Conduct and its associated policies), and making recommendations to the Board regarding any amendments as required.

Workplace health and safety

- receiving summaries of workplace health and safety strategies and our performance from the Chief Executive Officer (or delegate);
- receiving and considering a quarterly health and safety report presented by the Chief Executive Officer (or delegate), which outlines our safety performance for that quarter;
- receiving and considering reports relating to the status and performance of any workplace health and safety responsibilities, risks or obligations particular to our business; and
- receiving and considering reports on prospective and other changes to our workplace health and safety responsibilities and obligations under applicable legal and regulatory requirements.

Environmental compliance

- receiving a summary of the environmental strategies and regulatory requirements of our business and the group operating companies from the Chief Executive Officer (or delegate);

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[103] Reportable Conduct Groups comprise the Chief Executive Officer or Managing Director, Chief Financial Officer, General Counsel, and Head of People. They review ethical matters and receive reports on matters raised, actions taken, and the effectiveness of systems supporting compliance with the Code of Conduct.

- receiving and considering a quarterly operating company environmental report presented by the Chief Executive Officer (or delegate), outlining our environmental performance for the quarter;
- receiving and considering reports relating to the status and performance of any environmental responsibilities, risks and opportunities, or obligations particular to our business; and
- receiving and considering reports on prospective and other changes to our environmental responsibilities and obligations, under applicable legal and regulatory requirements.

Sustainability, human rights, diversity and social inclusion

- receiving a summary of the sustainability, human rights, diversity and social inclusion strategies and the legal and regulatory requirements of our business and the group operating companies presented by the Chief Executive Officer (or delegate);
- receiving and considering reports relating to the status and performance of sustainability responsibilities, risks and opportunities, or obligations particular to our business; and
- reviewing, and where appropriate, making recommendations to the board on the progress and effectiveness of our strategy and policy on sustainability, human rights (including modern slavery), diversity and social inclusion.

Investigation of breaches

- where appropriate, carrying out, or delegating to an appropriate party, any necessary investigation in relation to any reports or referrals involving any serious breach (or potential breach) of applicable legal and regulatory requirements and our standards, practices, codes, policies, procedures and compliance activities.

Other duties and responsibilities

- undertaking training and development to enable members to keep abreast of applicable legal and regulatory developments and leading practices in the areas within the committee's responsibilities;
- reviewing and making recommendations to the Board on the corporate governance disclosures in relation to the committee's responsibilities, including our modern slavery statement and sustainability report; and
- reviewing any disclosures addressing climate related risks and opportunities.

The Ethics, Compliance and Sustainability Committee comprises at least three members, each of whom is appointed or removed by the board, in consultation with the chair of the board.

The Ethics, Compliance and Sustainability Committee met four times during 2025 and has met once during 2026 to date.

Management remuneration

Key management personnel

The key remuneration principles underpinning our approach to executive compensation are (i) to align with CIMIC Group principles and business needs, (ii) to link reward to performance and (iii) to promote behaviors that deliver group sustainability.

On an individual level, remuneration is determined by reference to:

- CIMIC Group policy regarding the mix of fixed and variable remuneration;
- performance and experience of the individual;
- comparable roles within CIMIC Group; and
- remuneration for comparable roles amongst peer companies.

Our Remuneration and Nomination Committee considers and proposes the remuneration of our Chief Executive Officer which requires approval by the Board of Directors. The remuneration and nomination committee also receives and reviews the remuneration approved by the Chief Executive Officer for any other Senior Executives.

Remuneration for our key management personnel includes a mix of fixed and variable remuneration. The fixed component includes a base salary, non-monetary benefits and superannuation (as applicable). The variable

component includes an annual cash incentive paid to eligible senior executives for performance based on whole-of-job performance as well as the performance against financial measures and targets, including NPAT and operating cash flow. Performance against safety targets and other personal measures relevant to each executive's role is also considered.

Each member of the key management personnel has the opportunity to earn an incentive of up to 90% of their fixed remuneration by hitting their stretch targets.

Our Key Management Personnel are currently Mr. Gallardo, Mr. Spears and Mr. Kerr. Mr. Gallardo and Mr. Spears became members of our Key Management Personnel when appointed to their current roles in January 2026. During 2025 and 2024, our Key Management Personnel included our former Chief Executive Officer, Pedro Vincente Maese.

In 2025, the aggregate amount of remuneration paid to our key management personnel, was A$8.2 million. This amount includes the incentive payments made to members of the key management personnel with respect to their performance in 2024. We review management performance against the incentive criteria in the period following the release of our full year financial statements and usually pay the incentive payments in the second quarter.

We no longer award options or other share-based incentives to our management. As of December 31, 2025, our key management personnel did not hold any of our outstanding shares.

Board of Directors

Remuneration for Non-executive Directors is designed to attract and retain suitably qualified and experienced directors. Fees are based on a comparison of the market for director fees in companies of a similar size and complexity.

We pay additional fees to the chair and members of the Ethics, Compliance and Sustainability Committee in recognition of the additional responsibility and time commitment but do not pay any additional fees in connection with membership of any of our other committees.

We do not pay fees for board membership to alternate directors. Financial arrangements for alternate directors are a private matter between the relevant non-executive director and alternate director.

The aggregate amount of remuneration paid to our Non-executive Directors in 2025 was A$1.26 million. We do not award shares, options or any performance-related incentives to our non-executive directors. As of December 31, 2025, our Non-executive Directors did not hold any of our outstanding shares.

During 2025 and 2024, our director Robert Seidler received fees from HOCHTIEF Australia, for services provided to that company. See Note 37 to our 2025 annual financial statements included in this offering memorandum for more information on related party transactions.

ACS long-term incentive plan

Our ultimate parent entity, ACS has established a long-term incentive plan for the period 2023-2028. As part of this plan, ACS granted stock options in ACS shares to a number of executives within our CIMIC Group. As at December 31, 2025, there were 34 executives within the CIMIC Group that are beneficiaries of this plan and 1,015,000 unexercised options. Since the commencement of this incentive plan, 70,000 options had been exercised as at December 31, 2025. In addition to service conditions, vesting conditions relate to the operational, financial and sustainability-related performance of ACS during the time period.

We are not obligated to fund the scheme and have recognized an employee expense and a corresponding capital contribution from ACS. See Note 36 to our audited consolidated financial statements included in this offering memorandum for more information on the ACS long-term incentive plan.

PRINCIPAL SHAREHOLDER

We are a wholly-owned subsidiary of HOCHTIEF Australia, which is indirectly wholly-owned by HOCHTIEF AG. Listed on the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse), HOCHTIEF AG is a global provider of engineering-led, end-to-end infrastructure solutions in North America and Europe. HOCHTIEF AG has leading positions in rapidly expanding strategic growth verticals including the AI, digital and technology sector as well as the energy, defense and critical minerals markets which are supported by its long-standing, local presence in core infrastructure markets. HOCHTIEF Australia has held a controlling interest in our Group since 2000 and in May 2022 acquired full ownership of CIMIC Group. We subsequently de-listed our securities from the Australian Securities Exchange.

The largest shareholder in HOCHTIEF AG is ACS, a Spanish construction company and one of the world's leading civil and engineering construction companies, specializing in infrastructure and industrial services. ACS is listed on the Bolsa de Madrid, Spain.

As at December 31, 2025, ACS holds 77.77% of the issued shares in HOCHTIEF AG, which amounted to 80.32% of HOCHTIEF AG's issued shares taking into account treasury shares held by HOCHTIEF AG, which have no voting power while held by HOCHTIEF AG.

Under German law, even a significant shareholder such as ACS does not necessarily control that entity, due to a dual-board requirement and other related corporate governance structures that restrict a majority shareholder's ability to unilaterally control the board directly responsible for managing the affairs of the company. The only formal mechanism of achieving such control is through a "domination agreement," which ACS has publicly stated it has no intention of pursuing. See "*Risk Factors—Risks related to our structure and our financial arrangements—There are risks related to our ownership structure as HOCHTIEF AG holds all outstanding shares in the Parent Guarantor*" for more information.

Related Party Transactions

We have in the past entered, and may continue in the future to enter, into arm's-length transactions with related parties on normal commercial terms and conditions. These include transactions with our parent entities and with our associated and joint venture entities, including Thiess. Our obligations under Elliott's put option are guaranteed by our parent, HOCHTIEF AG. In addition, HOCHTIEF Australia Holdings Limited, our immediate parent company, and its parent entity have issued an irrevocable equity commitment to us under which they have agreed to fund the consideration payable to Elliott in connection with any exercise of Elliott's put option up to a maximum amount of A$1,235.3 million.

For more information relating to our related party transactions, see Note 37 to our 2025 annual financial statements for the year ended December 31, 2025 included elsewhere in this offering memorandum together with "*Business—Management remuneration*."

DESCRIPTION OF OTHER FINANCING ARRANGEMENTS

Below is a summary of our other material financing arrangements that will remain outstanding as at the date of this offering memorandum. This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the underlying documents.

Our interest-bearing loans and other financing arrangements at the CIMIC Group level are largely unsecured, rank *pari passu* to one another and are borrowed and guaranteed by various members of the CIMIC Group. Thiess has a significant amount of interest-bearing loans and other financing arrangements that are secured and non-recourse to the CIMIC Group, while Leighton India Contractors Private Limited also has a number of smaller secured facilities.

Syndicated and bilateral bank facilities

Syndicated loan facilities

We have 5 syndicated facility agreements comprising revolving cash advance facilities with commitments totaling A$2,022,395,833 and term loan facilities with commitments by currency of A$1,517,229,167, US$368,470,000 and JPY9,850,000,000. As at December 31, 2025, we had drawn down A$1,517,229,167, US$368,470,000 and JPY9,850,000,000 under these facilities. These facilities bear a floating interest rate calculated by reference to a margin over the Australian Bank Bill Swap Reference Rate (Bid) ("BBSY") in the case of the Australian dollar facilities or Term Secured Overnight Financing Rate in the case of the U.S. dollar facility. For the year ended December 31, 2025, the weighted average interest rate for borrowings under these facilities was 5.7% per annum. The table below sets forth a summary of our syndicated facilities as at December 31, 2025.

	Facility Agent	Facility Type / Amount	Date of Facility	Facility Maturity
1.	National Australia Bank Limited	Revolving cash advance: A$407,500,000 Term loan: A$67,500,000	December 9, 2022	December 9, 2027
2.	Australia and New Zealand Banking Group Limited	Revolving cash advance: A$521,562,500	October 4, 2023	October 4, 2028
3.	Australia and New Zealand Banking Group Limited	A$ Term loan: A$693,062,500 US$ Term loan: US$238,550,000	October 4, 2023	October 4, 2028
4.	National Australia Bank Limited	Revolving cash advance: A$376,083,333 A$ Term loan: A$266,916,667 US$ Term loan: US$129,920,000	October 1, 2024	October 1, 2029
5.	Australia and New Zealand Banking Group Limited	Revolving cash advance: A$717,250,000 A$ Term loan: A$489,750,000 JPY Term loan: JPY9,850,000,000	September 30, 2025	September 30, 2030

Thiess has the following syndicated bank debt facilities which are secured and non-recourse to the CIMIC Group as at December 31, 2025.

	Facility Agent	Facility Type / Amount	Date of Facility	Facility Maturity
1.	Global Loan Agency Services Australia Pty Ltd	A$ Term loan: A$1,566,000,000 US$ Term loan: US$167,600,000	November 16, 2024	January 6, 2028
2.	Australia and New Zealand Banking Group Limited	Revolving cash advance: A$700,000,000	November 16, 2024	January 6, 2028

Bilateral loan facilities

We have 2 bilateral cash facilities with aggregate commitments totaling A$225,000,000. As at December 31, 2025, we had drawn down A$100,000,000 under these facilities. Both facilities bear a floating interest rate calculated by reference to a margin over BBSY. For the year ended December 31, 2025, the weighted average interest rate for these facilities was 5.6% per annum.

We have 8 bilateral "multi-option facility agreements" ("MOFA") with commitments totaling A$1,590,000,000. Borrowers can utilise a MOFA by way of cash advance (some MOFAs may be utilized in

multiple currencies) bearing a floating rate calculated by reference to a margin over a currency-specific base rate (BBSY in the case of Australian dollar utilizations) or issuance of contingent instruments (subject to various fees). The facilities are predominantly utilized for the issuance of contingent instruments. As at December 31, 2025, we had A$nil drawn down as cash advances under these facilities, and the face value of contingent instruments issued under these facilities was A$977,547,000. Some MOFAs are subject to limitations on use for issuance of contingent instruments in support of financial (as opposed to performance) obligations.

The table below sets forth a summary of our bilateral bank loan facilities as at December 31, 2025. These facilities have been amended and restated from time to time. The MOFA commitments may be subject to specific sub-limits for utilization by way of cash advance or issuance of contingent instruments.

Financier	Facility Type	Date of Facility	Facility Maturity
1. Natixis, Singapore Branch	Revolving Cash	December 24, 2021	January 24, 2027
2. Intesa Sanpaolo S.p.A,	Term Loan	June 18, 2024	June 21, 2027
3. Australia and New Zealand Banking Group	MOFA	May 22, 2019	May 22, 2026
4. Commonwealth Bank of Australia	MOFA	June 29, 2017	June 30, 2026
5. Mizuho Bank Ltd, Sydney Branch	MOFA	November 20, 2014	May 29, 2026
6. MUFG Bank, Limited	MOFA	May 04, 2018	April 30, 2026
7. National Bank of Australia	MOFA	February 9, 1995	June 30, 2026
8. Royal Bank of Canada	MOFA	September 30, 2021	January 31, 2027
9. Sumitomo Mitsui Banking Corporation, Sydney Branch	MOFA	February 21, 2018	February 28, 2029
10. Westpac Banking Corporation	MOFA	December 20, 2018	December 31, 2026

Leighton India Contractors Private Limited ("Leighton India") has 5 bilateral facilities provided by Kotak Mahindra Bank, Standard Chartered Bank, Deutsche Bank, ICICI Bank and Hongkong and Shanghai Banking Corporation Limited with aggregate commitments totaling an AUD equivalent of approximately A$251,000,000. Some of these facilities may be utilized by both cash advance and issue of contingent instruments. Some of these facilities are uncommitted. Some of these facilities are secured over certain assets of Leighton India. As at December 31, 2025, we had A$nil drawn down as cash advances under these facilities, and the face value of contingent instruments issued under these facilities was A$191,000,000.

Thiess has a US$55,000,000 bilateral revolving cash advance facility that matures on April 30, 2027. This facility is secured and non-recourse to the CIMIC Group. As at December 31, 2025, Thiess had US$19,899,670 drawn down under this facility. As of December 31, 2025, Thiess had A$23.9 million outstanding under its bilateral equipment finance facilities that all mature during 2026. These equipment finance facilities are secured and non-recourse to the CIMIC Group.

Surety and bonding facilities

We have a syndicated bonding facility with commitments totaling A$1,325,000,000, 10 bilateral guarantee instrument and bonding facilities provided by banks with commitments totaling approximately A$2,061,236,000 and 10 surety bonding facilities provided by sureties and insurance providers with commitments totaling approximately A$2,122,208,000. Thiess has two bilateral guarantee instrument and bonding facilities provided by banks with commitments totaling A$75,000,000 and two surety bonding facilities provided by sureties and insurance providers with commitments totaling A$200,000,000, all of which are secured and non-recourse to the CIMIC Group. Some of our bilateral guarantee instrument and bonding facilities and all of our and Thiess' surety bonding facilities are uncommitted. We and Thiess utilize these facilities to provide clients with external security, whereby the issuing banks, sureties and insurance companies undertake to pay the face value of the guarantee or bond in the event we fail to perform our contract. These facilities are available for utilization by way of issuance of contingent instruments (subject to various fees and conditions, which in some cases may include delivery of an indemnity instrument and/or cash collateral). Some of these facilities are subject to limitations on use for issuance of contingent instruments in support of financial (as opposed to performance) obligations. As at December 31, 2025, the face value of instruments issued under our facilities was approximately A$5,200,000,000 and the face value of instruments issued under Thiess' facilities was approximately A$90,834,000.

EMTN Program

As at December 31, 2025, we had EUR625,000,000 of notes outstanding under our US$3,000,000,000 guaranteed medium term note program. These notes bear a fixed interest rate of 1.50% per annum, and mature on May 28, 2029.

Guaranteed Senior Notes

On March 25, 2024, CIMIC Finance (USA) Pty Ltd issued US$650,000,000 aggregate principal amount of 7.000% Guaranteed Senior Notes due 2034. These notes will mature on March 25, 2034.

Receivables finance arrangements

We (and unincorporated joint ventures in which we participate) enter into receivables purchase agreements with financial institutions ("RPA"). Under these RPAs, financial institutions agree to purchase at discounted face value certain receivables which have not yet become due and payable. Each RPA only relates to receivables where an underlying debtor certifies the contractually due amount, there are no disputes on the amounts due and the payment is subject only to passage of time. The RPAs are "non-recourse" and the risks and rewards associated with a receivable are transferred to the purchasing financial institution at sale, subject to certain "recourse events" or "repurchase events" such as where the sale of receivables was illegal or where a subsequent commercial dispute is settled in favor of the debtor. As at December 31, 2025, we had approximately A$740,000,000 of RPA financing across the CIMIC Group.

Thiess also enters into RPAs with financial institutions on terms similar to our RPAs. However, the specific conditions on sale of a receivable and the scope of any "recourse event" or "repurchase event" may differ from our RPAs. These RPAs are non-recourse to the CIMIC Group. As at December 31, 2025, Thiess had approximately A$193,000,000 of RPA financing.

Thiess leasing arrangements

As at December 31, 2025, Thiess has approximately A$602,700,284 in aggregate lease liabilities under its asset finance arrangements as at December 31, 2025. These arrangements are used to finance Thiess' fleet of plant and equipment and include bilateral and syndicated leasing and hire-purchase arrangements. These arrangements are non-recourse to the CIMIC Group. The assets financed under these arrangements may be subject to security interests in favor of the relevant financiers or lessors.

Common provisions of our other borrowings

Many of our financing arrangements include certain customary covenants (including restrictions on our ability to grant security or liens over our assets), guarantor coverage requirements and events of default. These also include certain financial covenants and ratios which are substantially similar across the majority of our facilities including requirements that the ratio of our liabilities to our assets not exceed certain ratios; that the ratio of our net debt to aggregate EBITDA not exceed certain ratios over certain time periods; and that the ratio of our EBITDA to financing costs not exceed certain ratios over certain time periods. See "*Management's discussion and analysis of financial condition and results of operations—Liquidity and capital resources—Indebtedness*" for more information about these covenants.

Many of our financing arrangements at the CIMIC Group level also include a "most-favored nations" provision requiring that we offer to financiers the benefit of more favorable provisions in other financing arrangements, subject to exceptions. This provision applies to, amongst other things, financial undertakings, tests and ratios (including guarantor tests) included in our financing arrangements which are not included for purposes specific to that financing arrangement.

Thiess' financing arrangements include certain customary covenants, guarantor coverage requirements, events of default, financial covenants and "most-favored nations" provisions that are generally similar to those in the CIMIC Group financing arrangements, although they differ in some of the details.

DESCRIPTION OF THE NOTES AND GUARANTEES

The Notes will be senior unsecured obligations of the Issuer to be issued under an indenture dated as of April 22, 2026 (the "Indenture"), among the Issuer, the Parent Guarantor, the Subsidiary Guarantors and The Bank of New York Mellon, as Trustee. A copy of the Indenture (which includes the forms of the Notes) is available for inspection during normal business hours at the offices of the Trustee or the Paying Agent.

The following summaries of certain provisions of the Indenture, the Notes and the Guarantees do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all of the provisions of the Indenture, the Notes and the Guarantees, including the definitions therein of certain terms.

Certain terms used in this "Description of the Notes and Guarantees" have the meanings set out in "*—Certain Definitions*" below.

General

The Notes will bear interest from April 22, 2026, and will be payable semi-annually in arrears on each April 22 and October 22, commencing October 22, 2026 at the rate set forth on the cover page of this offering memorandum, to the persons in whose names the Notes are registered on the next preceding April 8 and October 8, respectively. Interest will be paid on the basis of a 360-day year comprised of twelve 30-day months. Any payment of principal or interest required to be made on any date that is not a Business Day will be made on the next succeeding Business Day as if made on the date that payment was due and no interest will accrue on that payment for the period from and after the date that payment was due to the date of payment on the next succeeding Business Day. On the final maturity date (or upon earlier redemption or repurchase of a Note as described below), interest will cease to accrue on such Note under the terms of and subject to the conditions in the Indenture.

Unless earlier redeemed in the circumstances set out below, the Notes will mature on April 22, 2036 at a price equal to 100% of their principal amount.

The Notes are initially being offered in the principal amount of US$650.0 million. The Issuer may, without the consent of the holders, increase the principal amount of the Notes in the future on the same terms and conditions and with the same CUSIP numbers as the Notes offered hereby. There is no limit on the aggregate principal amount of Notes that may be outstanding at any time. Holders of the Notes should be aware that additional Notes that are treated for non-tax purposes as a single series with the original Notes offered hereby may be treated as a separate issue for United States federal income tax purposes. In such case, depending upon their issue price, the additional Notes may not be a "qualified reopening" for United States federal income tax purposes and, therefore, may be issued with "original issue discount", which may affect the market value of the original Notes offered hereby since such additional Notes may not be distinguishable from the original Notes offered hereby. The Issuer does not intend to increase the principal amount of the Notes unless the issuance is a qualified reopening for United States federal income tax purposes.

The Notes will be issued only in fully registered form and in denominations of US$2,000 and integral multiples of US$1,000 in excess thereof.

The Notes will not be entitled to the benefits of any sinking fund. The Notes are subject to defeasance as described below under "*—Defeasance and covenant defeasance*". The Notes will be senior, direct, unsecured and unconditional obligations of the Issuer and will rank on parity with all other unsecured and unsubordinated indebtedness of the Issuer, except in the case of indebtedness mandatorily preferred by law. The Guarantees will be senior, direct, unsecured and unconditional obligations of the Guarantors (as defined herein) and will rank on parity with all other unsecured and unsubordinated indebtedness of the Guarantors except, in each case, indebtedness mandatorily preferred by law.

Guarantees

Certain CIMIC Group Members will guarantee the Notes as follows.

Guarantees

Parent Guarantee

The Notes will be guaranteed (the "Parent Guarantee") by CIMIC Group Limited (the "Parent Guarantor"). Under the Parent Guarantee, the Parent Guarantor will fully, irrevocably and unconditionally guarantee to each holder of a Note the due and punctual payment of the principal of and any premium or interest on such Note (and any Additional Amounts (as defined below) payable in respect thereof), when and as they become due and payable, whether at stated maturity, by declaration of acceleration, call for redemption or otherwise, in accordance with the terms of such Note and of the Indenture.

Original Subsidiary Guarantees

The Notes are also guaranteed (the "Original Subsidiary Guarantees"), on a joint and several basis, by certain Subsidiaries of the Parent Guarantor listed in Annex A of this offering memorandum (the "Original Subsidiary Guarantors"). Under the Original Subsidiary Guarantees, the Original Subsidiary Guarantors have fully and unconditionally guaranteed to each holder of a Note the due and punctual payment of the principal of and any premium, if any, and interest on such Note (and any Additional Amounts (as defined below) payable in respect thereof), when and as they become due and payable, whether at stated maturity, by declaration of acceleration, call for redemption or otherwise, in accordance with the terms of such Note and of the Indenture.

Springing Guarantees

The Issuer and the Parent Guarantor have agreed in the Indenture that so long as any CIMIC Group Member that is not a Guarantor after the date of the Original Subsidiary Guarantees provides its guarantee, becomes an obligor, a co-obligor or jointly liable with other Note Obligors with respect to any Material Indebtedness arising after the date of the Original Subsidiary Guarantees, unless as a result of applicable law (including, without limitation, the U.S. Investment Company Act of 1940 (the "Investment Company Act")) such CIMIC Group Member is not permitted to provide a guarantee of the Notes, each such CIMIC Group Member (a "Springing Guarantor" and, together with the Original Subsidiary Guarantors, the "Subsidiary Guarantors", and additionally together with the Parent Guarantor, the "Guarantors") shall, within 30 days, become a Guarantor and will fully and unconditionally guarantee to each holder of a Note authenticated and delivered by the Trustee the due and punctual payment of the principal of, premium, if any, and interest on such Note (and any Additional Amounts (as defined below) payable in respect thereof), when and as the same shall become due and payable, whether at stated maturity, by declaration of acceleration, call for redemption or otherwise, in accordance with the terms of such Note and of the Indenture (the "Springing Guarantees" and, together with the Parent Guarantee and the Original Subsidiary Guarantees, the "Guarantees"). Such CIMIC Group Member will become a Guarantor and will provide a Springing Guarantee by entering into a supplemental indenture to the Indenture on the terms and conditions set out in the Indenture.

Any supplemental indenture to the Indenture entered into by a CIMIC Group Member in connection with its provision of a Springing Guarantee may include a limitation on the CIMIC Group Member's guarantee that is required or reasonably necessary or appropriate under the law of the jurisdiction in which the CIMIC Group Member is organized, provided that such limitation is also contained in any other guarantee provided by that CIMIC Group Member in respect of any Material Indebtedness.

Release of Original Subsidiary Guarantees and Springing Guarantees

Any or all of the Subsidiary Guarantors may be released at any time from their respective Guarantees and other obligations under the Indenture and the Notes without the consent of any holder of the Notes. Such release will occur at such time that such Subsidiary Guarantor delivers an Officer's Certificate of Release (as defined in the Indenture) to the Trustee (or on such date specified in such certificate being the date on which (ii)(a) or (ii)(b) is to occur (the "release time")), upon which the Trustee may conclusively rely, certifying that (i) the principal amount of the Notes is not due and payable prior to the stated maturity following an Event of Default on such date; and (ii) either (a) such Guarantor is no longer (or at the release time will not be) a CIMIC Group Member; or (b) such Guarantor will not, upon release of its obligations under the Indenture and applicable Guarantee and any other obligations released concurrently with such release, provide a guarantee, be an obligor, co-obligor or jointly liable with other Note Obligors with respect to any Material Indebtedness.

The Indenture does not contain any requirements for any CIMIC Group Member (other than the Parent Guarantor) to guarantee the Notes other than the obligation to ensure that if a CIMIC Group Member guarantees or becomes an obligor, a co-obligor or jointly liable with other Note Obligors in respect of any Material Indebtedness, then such CIMIC Group Member must provide a guarantee to the Notes, as described above.

The Issuer is party to syndicated and bilateral loan facilities (the "Facilities") under which the Tangible Assets of the Parent Guarantor and the other CIMIC Group Members guaranteeing the Facilities must represent at least 80% of the Total Tangible Assets of the CIMIC Group. In addition, the Issuer is required to ensure that if any CIMIC Group Member accounts for more than 5% of the Total Tangible Assets of the CIMIC Group, and such CIMIC Group Member is not otherwise a guarantor under the Facilities, that such CIMIC Group Member shall become a guarantor under such Facilities. These obligations can be amended or waived by the bank lenders under the Facilities and may terminate on repayment of the Issuer's Financial Indebtedness under the Facilities. See "*Management's discussion and analysis of financial condition and results of operations—liquidity and capital resources*" and "*Description of other financing arrangements*" for details of the Facilities. As of December 31, 2025, the Tangible Assets of the Parent Guarantor and the other CIMIC Group Members

guaranteeing the Facilities represented at least 80% of the CIMIC Group's Total Tangible Assets and no CIMIC Group Member that is not otherwise a guarantor under the Facilities accounted for more than 5% of the Total Tangible Assets of the CIMIC Group.

Under the Facilities, Thiess is excluded from the 80% and 5% Total Tangible Assets tests described above and Thiess is excluded from the definition of CIMIC Group Member in the Indenture until the earlier of 364 days after Thiess Group Holdings becomes a wholly-owned subsidiary of the Parent Guarantor and the first date on which it or any of its subsidiaries becomes a borrower under or guarantees any Material Indebtedness of a CIMIC Group Member. As a result, we do not expect that Thiess will become a Guarantor under the Notes unless and until some time after it becomes a wholly-owned subsidiary of the Parent Guarantor.

Interest rate adjustment based on rating events

The interest rate payable on the Notes will be subject to adjustment from time to time if either Moody's or S&P downgrades (or subsequently upgrades) the debt rating applicable to the Notes (a "rating") as set forth below.

If the rating from Moody's is decreased to a rating set forth in the immediately following table, the interest rate on the Notes will immediately increase from that set forth on the cover page of this offering memorandum by the percentage opposite that rating:

Moody's Ratings	Percentage
Ba1	0.25%
Ba2	0.50%
Ba3	0.75%
B1 or below	1.00%

If the rating from S&P is decreased to a rating set forth in the immediately following table, the interest rate on the Notes will immediately increase from that set forth on the cover page of this offering memorandum by the percentage opposite that rating:

S&P Ratings	Percentage
BB+	0.25%
BB	0.50%
BB-	0.75%
B+ or below	1.00%

If Moody's or S&P subsequently increases its rating to any of the threshold ratings set forth above, the interest rate on the Notes will be decreased such that the interest rate for the Notes equals the initial interest rate set forth on the cover page of this offering memorandum plus the percentages set opposite the ratings from the tables above in effect immediately following the increase. If Moody's increases its rating to Baa3 or higher and S&P increases its rating to BBB- or higher, the interest rate on each of the Notes will be decreased to the initial interest rate set forth on the cover page of this offering memorandum.

Each adjustment required by any decrease or increase in a rating set forth above, whether occasioned by the action of Moody's or S&P, shall be made independent of any and all other adjustments. In no event shall (1) the interest rate for the Notes be reduced to below the initial interest rate set forth on the cover page of this offering memorandum, and (2) the total increase in the interest rate on the Notes exceed 2.00% above the initial interest rate set forth on the cover page of this offering memorandum.

If either Moody's or S&P ceases to provide a rating, any subsequent increase or decrease in the interest rate of the Notes necessitated by a reduction or increase in the rating by the agency continuing to provide the rating shall be twice the percentage set forth in the applicable table above. Except as provided in the last sentence of this paragraph, no adjustments in the interest rate of the Notes shall be made solely as a result of either Moody's or S&P ceasing to provide a rating. If both Moody's and S&P cease to provide a rating, either the Issuer or the Parent Guarantor will appoint a Substitute Rating Agency and the interest rate will be adjusted in increments at twice the rate set out in table above with ratings equivalent to those of S&P and in accordance with the adjustment provisions discussed above. At any time in which none of S&P, Moody's or a Substitute Rating Agency provides a rating of the Notes, the interest rate on the Notes will increase to, or remain at, as the case may be, 2.00% above the initial interest rate set forth on the cover page of this offering memorandum.

Any interest rate increase or decrease, as described above, will take effect immediately from the first day of the interest accrual period during which a rating change requires an adjustment in the interest rate.

Ranking

The Notes will:

- be senior unsecured obligations of the Issuer;
- rank effectively subordinated in right of payment to all existing and future secured indebtedness of the Issuer to the extent of the value of the assets securing such indebtedness;
- rank *pari passu* in right of payment with all other existing and future senior unsecured and unsubordinated indebtedness of the Issuer, except for indebtedness mandatorily preferred by applicable law; and
- rank senior in right of payment to all existing and future indebtedness of the Issuer that is subordinated to the Notes.

The Guarantees will:

- be senior unsecured obligations of each Guarantor;
- rank effectively subordinated in right of payment to all existing and future secured indebtedness of each Guarantor to the extent of the value of the assets securing such indebtedness;
- rank *pari passu* in right of payment with all other existing and future senior unsecured and unsubordinated indebtedness of each Guarantor except for indebtedness mandatorily preferred by applicable law; and
- rank senior in right of payment to all existing and future indebtedness of each Guarantor that is subordinated to the Guarantee of such Guarantor.

The Notes will be structurally subordinated to all present and future liabilities, including trade payables, lease obligations and liquidation preference on any preferred stock, whether or not secured, of any CIMIC Group Member that does not guarantee the Notes. The Parent Guarantor's creditors may also include general creditors and taxing authorities. However, there can be no assurance that any CIMIC Group Member that does not provide credit support for the Notes will not incur material indebtedness in the future and the incurrence of such indebtedness shall not oblige any CIMIC Group Member to provide a guarantee except as described in "*—Springing Guarantees*".

As at December 31, 2025, the Note Obligors had A$4,293.1 million of indebtedness outstanding. As at December 31, 2025, the CIMIC Group Members that do not guarantee the Notes had an aggregate of A$nil of indebtedness outstanding. As at December 31, 2025, Thiess had A$1,925.3 million of indebtedness outstanding, all of which was secured debt.

Form

U.S. offering

All Notes initially sold in the United States or to U.S. Persons will be restricted Notes ("Restricted Global Notes"). The Restricted Global Notes will be issued in definitive, fully registered form without interest coupons to qualified institutional buyers pursuant to Rule 144A, in the form of beneficial interests in one or more Restricted Global Notes registered in the name of a nominee of The Depository Trust Company ("DTC," together with any successor, the "Depositary"), and will be deposited with the Trustee as custodian for DTC.

The Restricted Global Notes (and any Notes issued in exchange for them) will be subject to restrictions on transfer set forth therein and in the Indenture (the "Transfer Restrictions") and will bear the legend relating to such restrictions set forth under "*Notice to Investors*" in this offering memorandum.

The international offering

Notes sold to persons other than U.S. Persons in offshore transactions in reliance on Regulation S will initially be represented by one or more global Notes in definitive, fully registered form without interest coupons (collectively, the "Regulation S Global Notes", and together with the Restricted Global Notes, the "Global Notes") registered in the name of a nominee of DTC, and will be deposited with the Trustee as custodian for DTC for the accounts of a common depositary for Euroclear and Clearstream, Luxembourg. The Notes will be subject to restrictions on transfer set forth therein and will bear the legend relating to such restrictions set forth under "*Notice to Investors*" in this offering memorandum.

Registration of transfer and exchange

General

Subject to the restrictions on transfer contained in the Indenture, and described below and in "*Notice to Investors*" and the limitations applicable to Global Notes, Notes may be presented for exchange for other Notes of any authorized denominations and of a like tenor and aggregate principal amount or for registration of transfer by the holder thereof or their attorney duly authorized in writing and, if required by the Issuer, the Parent Guarantor or the Trustee, with the form of transfer thereon duly endorsed or accompanied by a written instrument of transfer in form satisfactory to the Issuer, the Parent Guarantor or the Security Registrar duly executed, at the office of the Security Registrar or at the office of any transfer agent designated by the Issuer or the Parent Guarantor for that purpose. No service charge will apply for any exchange or registration of transfer of Notes, but the Issuer or the Parent Guarantor may require payment of a sum by the holder of a Note sufficient to cover any tax or other governmental charge payable in connection therewith.

The transfer or exchange will be effected upon the Security Registrar or such transfer agent, as the case may be, receiving required documents of the person making the request. The Security Registrar may decline to accept any request for an exchange or registration of transfer of any Note during the period of 15 days preceding the due date for any payment of interest on, principal of or any other payments on or in respect of the Notes. The Indenture requires that the Security Register be maintained at all times outside Australia. The Issuer and the Parent Guarantor have initially appointed The Bank of New York Mellon as Security Registrar. The Issuer and the Parent Guarantor may at any time designate additional transfer agents or rescind the designation of any transfer agent or approve a change in the office through which any transfer agent acts; provided, however, that there shall at all times be a transfer agent in the Borough of Manhattan, The City of New York.

Upon the transfer, exchange or replacement of Restricted Global Notes bearing the legend referred to under "*Notice to Investors*", or upon specific request for removal of such legend on a Note, the Trustee will deliver only Notes that bear such legend, or will refuse to remove such legend, as the case may be, unless there is delivered to the Issuer, the Parent Guarantor and the Trustee such satisfactory evidence, which may include an opinion of counsel, as may reasonably be required by the Issuer, the Parent Guarantor or the Trustee that neither the legend nor the restrictions on transfer set forth therein are required to ensure compliance with the provisions of the Securities Act.

Transfers within Global Notes

Subject to the procedures and limitations described below under "*—Global Notes*", transfers of beneficial interests within a Global Note may be made without delivery to the Issuer, the Parent Guarantor or the Trustee of any written certifications or other documentation by the transferor or transferee.

Transfers between Global Notes

Prior to the 41st day after the later of the commencement of the offering of the Notes and the date of issuance of the Notes (the "Restriction Date"), a beneficial interest in a Regulation S Global Note may be transferred to a person who takes delivery in the form of an interest in a Restricted Global Note only upon receipt by the Trustee of a written certification from the transferee or the transferor, as the case may be (in the form provided in the Indenture) to the effect that either:

- such transferee is purchasing the Notes for its own account or for accounts as to which it exercises sole investment discretion and that it and, if applicable, each such account, is a qualified institutional buyer within the meaning of Rule 144A, in each case, in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any state of the United States or any other jurisdiction; or
- the transferor did not purchase such Notes as part of the initial distribution thereof and the transfer is being effected pursuant to and in accordance with an applicable exemption from the registration requirements of the Securities Act and the transferor has delivered to the Trustee such additional evidence that the Issuer, the Parent Guarantor or the Trustee may require as to compliance with such available exemption.

On and after the Restriction Date, the restrictions and certifications set forth above shall no longer be required with respect to a Regulation S Global Note.

Beneficial interests in a Restricted Global Note may be transferred to a person who takes delivery in the form of an interest in a Regulation S Global Note, whether before, on or after the Restriction Date, only upon receipt by the Trustee of a written certification from the transferor (in the forms provided in the Indenture) to the

effect that such transfer is being made in accordance with Rule 903 or Rule 904 of Regulation S (as applicable) or, in the case of an exchange occurring following the Restriction Date, Rule 144 under the Securities Act and that, if such transfer occurs prior to the Restriction Date, the interest transferred will be held immediately thereafter through Euroclear or Clearstream, Luxembourg.

Any beneficial interest in any Global Note that is transferred to a person who takes delivery in the form of an interest in the other type of Global Note will, upon transfer, cease to be an interest in such Global Note and become an interest in the other type of Global Note and, accordingly, will thereafter be subject to all transfer restrictions and other procedures applicable to beneficial interests in such other type of Global Note for as long as it remains such an interest. Except in the circumstances described below and under "—*Global Notes*", owners of beneficial interests in Global Notes will not be entitled to receive physical delivery of certificated Notes.

Transfers or exchanges from Global Notes to Certificated Notes

If DTC or any successor depositary is at any time unwilling or unable to continue as a depositary for the reasons set forth below under "—*Global Notes*", and a successor depositary is not appointed by the Issuer or the Parent Guarantor within 90 days, the Issuer will issue Notes in certificated form ("Certificated Notes") in definitive registered form of like tenor in denominations of US$2,000 and integral multiples of US$1,000 in excess thereof in exchange for the Regulation S Global Notes and Restricted Global Notes, as the case may be.

In all cases, Certificated Notes delivered in exchange for any Global Note or beneficial interests therein will be registered in the names, and issued in any approved denominations, requested by DTC.

Global Notes

The Notes will be represented by one or more definitive, fully registered securities in global form. A global security is a special type of indirectly held debt security.

Each Global Note will be deposited with the Trustee, as custodian for DTC, and will be registered in the name of Cede & Co., as nominee of DTC. Any person wishing to own a beneficial interest in the Notes must do so indirectly by virtue of an account with a broker, bank or other financial institution that in turn has an account with DTC.

As an indirect holder, an investor's rights relating to a Global Note will be governed by the account rules of the investor's financial institution and of DTC, as well as general laws relating to securities transfers. None of the Issuer, the Guarantors, the Paying Agent or the Trustee recognize this type of investor as a holder of the Notes under the Indenture and instead deal only with DTC, which holds the Global Notes.

An investor should be aware that because the Notes are issued only in global form:

- the investor cannot get the Notes registered in his or her own name;
- the investor cannot receive physical certificates for his or her interest in the Notes;
- the investor will be a "street name" holder and must look to his or her own bank or broker for payments on the Notes and protection of his or her legal rights relating to the Notes;
- the investor may not be able to sell interests in the Notes to certain institutions that are required by law to own their securities in the form of physical certificates; and
- DTC's policies will govern payments, transfers, exchange and other matters relating to the investor's interest in the Global Note. The Issuer, the Guarantors, the Paying Agent and the Trustee have no responsibility for any aspect of DTC's actions or for its records of ownership interests in the Global Note. The Issuer, the Parent Guarantor, the Paying Agent and the Trustee also do not supervise DTC in any way.

In a few special situations described below, the Global Notes will terminate and interests in them will be exchanged for physical certificates representing the Notes. After that exchange, the choice of whether to hold the Notes directly or in "street name" will be up to the investor. Investors must consult their own bank or brokers to find out how to have their interests in the Notes transferred to their own name so that they will be direct holders.

The special situations for termination of the Global Notes are when:

- DTC or its successor notifies the Issuer or the Parent Guarantor that it is unwilling, unable or no longer qualified to continue as depositary for the Notes and no successor depositary has been appointed within 90 days of this notification to them or of their becoming aware of this; or
- a Default on the Notes has occurred and not been cured.

DTC

DTC has advised as follows:

- DTC is a limited-purpose trust company organized under the laws of the State of New York, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code and a "clearing agency" registered pursuant to the provisions of Section 17A of the U.S. Exchange Act. DTC was created to hold securities for DTC participants and to facilitate the clearance and settlement of transactions among its participants in those securities through electronic book-entry changes in accounts of DTC participants, thereby eliminating the need for physical movement of certificates.
- DTC participants include certain securities brokers and dealers, banks, trust companies and clearing corporations and may in the future include certain other organizations ("DTC participants"). Indirect access to the DTC system is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a DTC participant, either directly or indirectly ("indirect DTC participant").
- Transfers of ownership or other interests in the Notes in DTC may be made only through DTC participants. Indirect DTC participants are required to effect transfers through a DTC participant. DTC has no knowledge of the actual beneficial owners of the Notes. DTC's records reflect only the identity of the DTC participants to whose accounts the Notes are credited, which may not be the beneficial owners. DTC participants will remain responsible for keeping account of their holdings on behalf of their customers and for forwarding all notices concerning the Notes to their customers.
- So long as DTC, or its nominee, is a registered owner of the Global Notes, payments of principal and interest on the Notes will be made in immediately available funds in accordance with their respective holdings shown on DTC's records, unless DTC has reason to believe that it will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of the DTC participants and not of DTC, the Trustee, the Issuer or the Guarantors, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to DTC is the responsibility of the Issuer, the Guarantors or the Trustee. Disbursement of payments to DTC participants will be DTC's responsibility, and disbursement of payments to the beneficial owners will be the responsibility of DTC participants and indirect DTC participants.
- Because DTC can only act on behalf of DTC participants, who in turn act on behalf of indirect DTC participants, and because owners of beneficial interests in the Notes holding through DTC will hold interests in the Notes through DTC participants or indirect DTC participants, the ability of the owners of beneficial interests to pledge the Notes to persons or entities that do not participate in DTC, or otherwise take actions with respect to the Notes, may be limited.
- Ownership of interests in the Notes held by DTC will be shown on, and the transfer of that ownership will be effected only through, records maintained by DTC, the DTC participants and the indirect DTC participants. The laws of some jurisdictions require that certain persons take physical delivery in definitive form of securities which they own. Consequently, the ability to transfer beneficial interests in the Notes held by DTC is limited to that extent.

Euroclear and Clearstream, Luxembourg positions

Euroclear and Clearstream, Luxembourg will hold omnibus positions on behalf of their participants through customers' securities accounts in Euroclear's and Clearstream, Luxembourg's names on the books of their respective system depositaries which in turn will hold the positions in customers' securities accounts in the system depositaries' names on the books of DTC. Euroclear and Clearstream, Luxembourg are DTC participants.

Same day settlement and payment

Settlement for the Notes must be made by the Initial Purchasers in immediately available funds. All payments of interest on, principal of, or Additional Amounts on, Global Notes will be made in immediately available funds.

So long as Notes are represented by a Global Note registered in the name of DTC or its nominee, the Notes will trade in DTC's Same-Day Funds Settlement System and secondary market trading activity in the Notes will be required by DTC to settle in immediately available funds on trading activity in the Notes.

Payment and Paying Agents

The principal of, and any premium or interest on, the Notes will be payable at the office of such Paying Agent or Paying Agents as the Issuer may designate for such purpose from time to time.

The Bank of New York Mellon, New York will be initially designated as the Issuer's sole Paying Agent for payments with respect to the Notes. The Issuer may at any time designate additional Paying Agents or rescind the designation of any Paying Agent or approve a change in the office through which any Paying Agent acts, except that the Issuer will be required to maintain a Paying Agent in each Place of Payment for the Notes.

All moneys paid by the Issuer or the Guarantors to a Paying Agent for the payment of the principal or of any premium or interest on any Note which remain unclaimed at the end of two years after such principal, premium or interest has become due and payable will be repaid to the Issuer or the Guarantors and the holder of such Note thereafter may look only to the Issuer or the Guarantors for payment thereof.

Payment of Additional Amounts

All payments of, or in respect of, principal of, and any premium and interest on, the Notes, and all payments pursuant to any Guarantee, shall be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or other governmental charges of whatever nature imposed or levied by or on behalf of any taxing authority within Australia or any other jurisdiction (other than the United States of America, any state, possession or territory thereof, the District of Columbia or any political subdivision or taxing authority of any of the foregoing) in which the Issuer or a Guarantor becomes resident for tax purposes (whether by merger, consolidation or otherwise) (each a "Relevant Jurisdiction") or any political subdivision or taxing authority of any of the foregoing, unless such taxes, duties, assessments or other governmental charges are required by the Relevant Jurisdiction or any political subdivision or taxing authority thereof or therein to be withheld or deducted. In that event, the Issuer or such Guarantor, as applicable, will pay such additional amounts of, or in respect of, the principal of, and any premium and interest on, the Notes and all payments pursuant to a Guarantee thereof ("Additional Amounts") as will result (after deduction of such taxes, duties, assessments or governmental charges and any additional taxes, duties, assessments or other governmental charges payable in respect of such Additional Amounts) in the payment to the holder of each Note of the amounts which would have been payable in respect of such Note or Guarantee had no such withholding or deduction been required, except that no Additional Amounts shall be so payable for or on account of:

(1) any withholding, deduction, tax, duties, assessment or other governmental charge which would not have been imposed but for the fact that such holder or the beneficial owner of the Notes:

   (a) was a resident, domiciliary or national of, or engaged in business or maintained a permanent establishment or is or was physically present in, the Relevant Jurisdiction or otherwise had some connection with the Relevant Jurisdiction other than the mere ownership of, or receipt of payment under, such Note or Guarantee;

   (b) presented such Note or Guarantee (where presentation is required) for payment in any Relevant Jurisdiction, unless such Note or Guarantee could not have been presented for payment elsewhere; or

   (c) presented such Note or Guarantee (where presentation is required) more than thirty (30) days after the date on which the payment in respect of such Note or Guarantee first became due and payable or provided for, whichever is later, except to the extent that the holder would have been entitled to such Additional Amounts if it had presented such Note or Guarantee for payment on any day within such period of thirty (30) days;

(2) any estate, inheritance, gift, sale, transfer, personal property or similar tax, duties, assessment or other governmental charge or any withholding or deduction on account of such tax, assessment or other governmental charge;

(3) any tax, duties, assessment or other governmental charge which is payable otherwise than by withholding or deduction from payments of (or in respect of) principal of, or any premium and interest on, the Notes or the Guarantees;

(4) any withholding, deduction, tax, duties, assessment or other governmental charge that is imposed or withheld by reason of the failure to comply by the holder of such Note or, in the case of a Global Note, the beneficial owner of such Global Note, with a request of the Issuer or a Guarantor or any Paying Agent addressed to such holder or beneficial owner, as the case may be, (a) to provide information concerning the nationality, residence or identity of such holder or such beneficial owner, or an

appropriate tax file number, Australian Business Number or other number or exemption details, or (b) to make any declaration or other similar claim or satisfy any information or reporting requirement, which, in the case of (a) or (b), is required or imposed by a statute, treaty, regulation or administrative practice of Australia or any other Relevant Jurisdiction or any political subdivision or taxing authority thereof or therein as a precondition to exemption from all or part of such withholding, deduction, tax, assessment or other governmental charge;

(5) any withholding, deduction, tax, duties, assessment or other governmental charge which is imposed or withheld by reason of such holder being an associate of the Issuer or any of the Guarantors for the purposes of Section 128F of the Income Tax Assessment Act 1936 (the "Australian Tax Act") of Australia or by reason of the Australian Commissioner of Taxation giving a notice under section 255 of the Australian Tax Act of Australia or section 260-5 of Schedule One of the Taxation Administration Act 1953 of Australia;

(6) any withholding or deduction with respect to any tax, duties, assessment or other governmental charge imposed by the United States of America, any state, possession or territory thereof, the District of Columbia or any political subdivision or taxing authority of any of the foregoing;

(7) to the extent that the payee (a) is treated as a resident (for the purposes of the relevant double taxation agreement) in a jurisdiction having a double taxation agreement with the Relevant Jurisdiction that would give the holder complete exemption from any withholding, deduction, tax, duties, assessment or other governmental charge otherwise imposed by such jurisdiction on the payment and (b) is not excluded from the benefit of such exemption;

(8) presented for payment where such withholding or deduction is imposed on a payment to an individual and is required to be made pursuant to European Council Directive 2003/48/EC on the taxation of savings income or any law implementing or complying with, or introduced in order to conform to, such Directive; or

(9) any combination of items (1), (2), (3), (4), (5), (6), (7) and (8);

nor shall Additional Amounts be paid with respect to any payment of, or in respect of, the principal of, or any premium or interest on, any such Note or Guarantee to any such holder who is a fiduciary or partnership or other than the sole beneficial owner of such payment to the extent such payment on a Note or Guarantee would, under the laws of a Relevant Jurisdiction or any political subdivision or taxing authority thereof or therein, be treated as being derived or received for tax purposes by a beneficiary or settlor with respect to such fiduciary or a member of such partnership or a beneficial owner who would not have been entitled to such Additional Amounts had it been the holder of the Note or Guarantee.

In addition, for the avoidance of doubt, any amounts to be paid by the Issuer or the Guarantor on the Notes will be paid net of any deduction or withholding imposed or required pursuant to Sections 1471 through 1474 of the US Internal Revenue Code of 1986 ("the Code"), any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b) of the Code, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such Sections of the Code ("FATCA Withholding"). Neither the Issuer nor a Guarantor will be required to pay Additional Amounts on account of any FATCA Withholding.

Whenever there is mentioned, in any context, any payment of or in respect of the principal of, or any premium or interest on, any Note (or any payments pursuant to the Guarantee thereof), such mention shall be deemed to include mention of the payment of Additional Amounts provided for in the Indenture to the extent that, in such context, Additional Amounts are, were or would be payable in respect thereof pursuant to the Indenture, and any express mention of the payment of Additional Amounts in any provisions of the Indenture shall not be construed as excluding Additional Amounts in those provisions of the Indenture where such express mention is not made. Where Additional Amounts are payable in respect of any interest payments, such Additional Amounts will not be considered to be interest for the purposes of the Indenture.

Certain other additional amounts may be payable in respect of the Notes and the Guarantees as a result of certain consolidations or mergers involving, or conveyances, transfer or leases of properties and assets by, the Issuer or the Parent Guarantor. See "*—Consolidation, merger and sale of assets*".

As a condition to the payment of Additional Amounts, the Issuer shall require certification from the holder or the beneficial owner of the Notes acceptable to it, acting reasonably, to enable the Issuer to determine its duties and liabilities with respect to any taxes or other charges that it may be required to deduct or withhold from payments in respect of the Notes under any present or future law or regulation of any applicable jurisdiction, or any present or future law or regulation of any political subdivision thereof or taxing authority therein or to comply with any reporting or other requirements under any such law or regulation.

The Paying Agent will be authorized and directed to retain from amounts otherwise distributable to any holder sufficient funds for the payment of any tax that is legally owed by the Issuer and to timely remit such amounts to the appropriate taxing authority. The amount of any withholding tax imposed with respect to any holder shall be treated as cash distributed to such holder at the time it is withheld by a Paying Agent. Without limiting the obligation of the Issuer and the Guarantors to pay Additional Amounts as set forth, the Issuer may withhold, or may direct a Paying Agent to withhold, any amount that it determines is required to be withheld from any amounts otherwise distributable to any holder of a Note.

Nothing herein shall impose an obligation on the part of any Paying Agent to determine the amount of any tax or withholding obligation on the part of the Issuer or in respect of the Notes. Except as expressly provided for in the indenture, none of the Trustee, any Paying Agent or the Issuer shall be obligated to pay any Additional Amounts to the holders or beneficial owners of the Notes as a result of any withholding or deduction for, or on account of, any tax imposed on payments in respect of the Notes.

Redemption for changes in withholding taxes

If: (i) as the result of any change in or any amendment to the laws, regulations or published tax rulings of any Relevant Jurisdiction, or of any political subdivision or taxing authority thereof or therein, affecting taxation, or (ii) any change in the official administration, application or interpretation by a court or tribunal, government or government authority of any Relevant Jurisdiction of such laws, regulations or published tax rulings either generally or in relation to a series of Notes or any Guarantee, which change or amendment becomes effective on or after the original issue date of the Notes or which change in official administration, application or interpretation shall not have been available to the public prior to such issue date, the Issuer or any Guarantor would be required to pay any Additional Amounts pursuant to the Indenture in respect of interest on the next succeeding Interest Payment Date (assuming, in the case of any Guarantor, a payment in respect of such interest was required to be made by such Guarantor under the Guarantees on such Interest Payment Date, in circumstances in which such Guarantor would be unable, for reasons outside such Guarantor's control, to procure payment by the Issuer), and the obligation to pay Additional Amounts cannot be avoided by the use of reasonable measures available to the Issuer or the Guarantors, the Issuer may, at its option, redeem all (but not less than all) the applicable Notes, upon not less than 10 nor more than 60 days' written notice as provided in the Indenture, at a redemption price equal to 100% of the principal amount thereof plus accrued and unpaid interest to the date fixed for redemption; *provided, however*, that:

- no such notice of redemption may be given earlier than 90 days prior to the earliest date on which the Issuer or a Guarantor would be obligated to pay such Additional Amounts were a payment in respect of the applicable Notes or the Guarantees then due; and
- at the time any such redemption notice is given, such obligation to pay such Additional Amounts must remain in effect.

If:

- the Issuer or the Parent Guarantor shall have on any date (the "Succession Date") consolidated with or merged into, or conveyed or transferred or leased its properties and assets substantially as an entirety to, any Person (the successor Person in any such transaction being sometimes hereinafter referred to as a "Successor Person") which is organized under the laws of any jurisdiction other than Australia, any state thereof or territory therein; and
- as the result of any change in or any amendment to the laws, regulations or published tax rulings of such jurisdiction of organization, or of any political subdivision or taxing authority thereof or therein, affecting taxation, or any change in the official administration, application or interpretation of such laws, regulations or published tax rulings either generally or in relation to the applicable Notes or the Parent Guarantee, which change or amendment becomes effective on or after the Succession Date or which change in official administration, application or interpretation shall not have been available to the public prior to such Succession Date, the Issuer, the Parent Guarantor or such Successor Person would be required to pay any Successor Additional Amounts (as defined under "*—Consolidation, merger and sale of assets*" below) pursuant to the Indenture or the terms of the applicable Notes or the Parent Guarantee in respect of interest on any applicable Notes on the next succeeding Interest Payment Date (assuming, in the case of a Successor Person to the Parent Guarantor, that a payment in respect of such interest were required to be made by such Successor Person to the Parent Guarantor under the Parent Guarantee on such Interest Payment Date), and such Successor Additional Amounts cannot be avoided by the use of commercially reasonable measures available to the Issuer or the Parent Guarantor or such Successor Person, then the Issuer or such Successor Person may, at its option, redeem all (but not less than all) of

the applicable Notes, upon not less than 30 nor more than 60 days' written notice as provided in the Indenture, at a redemption price equal to 100% of the principal amount thereof plus accrued and unpaid interest to the date fixed for redemption; *provided, however*, that:

- no such notice of redemption may be given earlier than 90 days prior to the earliest date on which a Person would be obligated to pay such Successor Additional Amounts were a payment in respect of the applicable Notes or the Parent Guarantee, as the case may be, then due; and
- at the time any such redemption notice is given, such obligation to pay such Successor Additional Amounts must remain in effect.

Prior to any redemption described above, the Issuer or a Successor Person shall provide the Trustee with an opinion of independent legal counsel of recognized standing to the effect that Additional Amounts or Successor Additional Amounts (as applicable) would be payable as specified above and a certificate signed by an authorized officer stating that the obligation to pay Additional Amounts or Successor Additional Amounts cannot be avoided by taking measures that the Issuer, the Successor Person to the Issuer or the Parent Guarantor or any Successor Person to the Parent Guarantor, as the case may be, believes are reasonable.

Optional redemption

Prior to January 22, 2036 (three months prior to the final maturity date) (the "Par Call Date"), the Issuer may redeem the Notes at its option, in whole or in part, at any time and from time to time, at a redemption price (expressed as a percentage of principal amount and rounded to three decimal places) equal to the greater of:

(1) (a) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the redemption date (assuming the Notes matured on the Par Call Date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 30 basis points less (b) interest accrued to the date of redemption, and

(2) 100% of the principal amount of the Notes to be redeemed,

plus, in either case, accrued and unpaid interest thereon to the redemption date.

On or after the Par Call Date, the Issuer may redeem the Notes, in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the Notes being redeemed plus accrued and unpaid interest thereon to the redemption date.

"Treasury Rate" means, with respect to any redemption date, the yield determined by the Issuer in accordance with the following two paragraphs.

The Treasury Rate shall be determined by the Issuer after 4:15 p.m., New York City time (or after such time as yields on U.S. government securities are posted daily by the Board of Governors of the Federal Reserve System), on the third Business Day preceding the redemption date based upon the yield or yields for the most recent day that appear after such time on such day in the most recent statistical release published by the Board of Governors of the Federal Reserve System designated as "Selected Interest Rates (Daily)—H.15" (or any successor designation or publication) ("H.15") under the caption "U.S. government securities–Treasury constant maturities–Nominal" (or any successor caption or heading) ("H.15 TCM"). In determining the Treasury Rate, the Issuer shall select, as applicable: (1) the yield for the Treasury constant maturity on H.15 exactly equal to the period from the redemption date to the Par Call Date (the "Remaining Life"); or (2) if there is no such Treasury constant maturity on H.15 exactly equal to the Remaining Life, the two yields – one yield corresponding to the Treasury constant maturity on H.15 immediately shorter than and one yield corresponding to the Treasury constant maturity on H.15 immediately longer than the Remaining Life – and shall interpolate to the Par Call Date on a straight-line basis (using the actual number of days) using such yields and rounding the result to three decimal places; or (3) if there is no such Treasury constant maturity on H.15 shorter than or longer than the Remaining Life, the yield for the single Treasury constant maturity on H.15 closest to the Remaining Life. For purposes of this paragraph, the applicable Treasury constant maturity or maturities on H.15 shall be deemed to have a maturity date equal to the relevant number of months or years, as applicable, of such Treasury constant maturity from the redemption date.

If on the third Business Day preceding the redemption date H.15 TCM or any successor designation or publication is no longer published, the Issuer shall calculate the Treasury Rate based on the rate per annum equal to the semi-annual equivalent yield to maturity at 11:00 a.m., New York City time, on the second Business Day preceding such redemption date of the United States Treasury security maturing on, or with a maturity that is closest to, the Par Call Date, as applicable. If there is no United States Treasury security maturing on the Par Call Date but there are two or more United States Treasury securities with a maturity date equally distant from the Par

Call Date, one with a maturity date preceding the Par Call Date and one with a maturity date following the Par Call Date, the Issuer shall select the United States Treasury security with a maturity date preceding the Par Call Date. If there are two or more United States Treasury securities maturing on the Par Call Date or two or more United States Treasury securities meeting the criteria of the preceding sentence, the Issuer shall select from among these two or more United States Treasury securities the United States Treasury security that is trading closest to par based upon the average of the bid and asked prices for such United States Treasury securities at 11:00 a.m., New York City time. In determining the Treasury Rate in accordance with the terms of this paragraph, the semi-annual yield to maturity of the applicable United States Treasury security shall be based upon the average of the bid and asked prices (expressed as a percentage of principal amount) at 11:00 a.m., New York City time, of such United States Treasury security, and rounded to three decimal places.

The Issuer's actions and determinations in determining the redemption price shall be conclusive and binding for all purposes, absent manifest error.

Notice of any redemption will be mailed or electronically delivered (or otherwise transmitted in accordance with the depositary's procedures) at least 10 days but not more than 60 days before the redemption date to each holder of Notes to be redeemed.

In the case of a partial redemption, selection of the Notes for redemption will be made pro rata, by lot or by such other method as the Trustee in its sole discretion deems appropriate and fair. No Notes of a principal amount of US$2,000 or less will be redeemed in part. If any Note is to be redeemed in part only, the notice of redemption that relates to the Note will state the portion of the principal amount of the Note to be redeemed. A new Note in a principal amount equal to the unredeemed portion of the Note will be issued in the name of the holder of the Note upon surrender for cancellation of the original Note. For so long as the Notes are held by DTC (or another depositary), the redemption of the Notes shall be done in accordance with the policies and procedures of the depositary. Unless the Issuer defaults in payment of the redemption price, on and after the redemption date interest will cease to accrue on the Notes or portions thereof called for redemption.

Offer to redeem upon Change of Control Triggering Event

Upon the occurrence of a Change of Control Triggering Event, unless the Issuer has exercised its right to redeem the Notes as described under "*—Optional redemption*" or "*—Redemption for changes in withholding taxes*", the Indenture provides that each holder of Notes will have the right to require the Issuer to purchase all or a portion of such holder's Notes pursuant to the offer described below (the "Change of Control Offer"), at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase, subject to the rights of holders of the Notes on the relevant record date to receive interest due on the relevant interest payment date.

Within 30 days following the date upon which the Change of Control Triggering Event occurred, or at the Issuer's option, prior to any Change of Control but after the public announcement of the pending Change of Control, the Issuer will be required to send, a notice to each holder of the Notes, with a copy to the Trustee, which notice will govern the terms of the Change of Control Offer. Such notice will state, among other things, the purchase date, which must be no earlier than 30 days nor later than 60 days from the date such notice is sent, other than as may be required by law (the "Change of Control Payment Date"). The notice, if sent prior to the date of consummation of the Change of Control, will state that the Change of Control Offer is conditioned on the Change of Control being consummated on or prior to the Change of Control Payment Date. Holders of the Notes electing to have their Notes purchased pursuant to a Change of Control Offer will be required to surrender their Notes, with the form entitled "Option of Holder to Elect Purchase" on the reverse of the Note completed, to the Trustee at the address specified in the notice, or transfer their Notes to the Issuer by book-entry transfer pursuant to the applicable procedures of the Trustee and the Depositary, prior to the close of business on the third Business Day prior to the Change of Control Payment Date.

The Issuer will not be required to make a Change of Control Offer if a third party makes such an offer in the manner, at the times and otherwise in compliance with the requirements for such an offer made by the Issuer and such third party purchases all Notes properly tendered and not withdrawn under its offer.

The definition of Change of Control includes a phrase relating to the direct or indirect sale, lease, transfer, conveyance or other disposition of "all or substantially all" of the assets of the Parent Guarantor and its Subsidiaries taken as a whole. Although there is a limited body of case law interpreting the phrase "substantially all", there is no precise, established definition of the phrase under applicable law. Accordingly, the applicability of the requirement that the Issuer offers to repurchase the Notes as a result of a sale, lease, transfer, conveyance or other disposition of less than all of the assets of the Parent Guarantor and its Subsidiaries taken as a whole to another "person" (as such term is used in Section 13(d)(3) of the Exchange Act) may be uncertain.

Limitation on Liens

Pursuant to the Indenture, so long as any Notes or the Guarantees remain outstanding, the Issuer and the Guarantors will not, and none of them will permit any other CIMIC Group Member that is not a Guarantor to, create or permit to remain outstanding any Lien on any of its Property to secure Financial Indebtedness without effectively providing that the Notes shall be secured equally and ratably with (or prior to) such secured Financial Indebtedness, so long as such secured Financial Indebtedness shall be so secured, except for:

(1) any Lien existing at the date of the issuance of the Notes;

(2) Liens existing on the Property of a Person immediately prior to such Person becoming a CIMIC Group Member, or Liens existing at the time such Property is so acquired, provided that (a) no such Lien shall have been created or assumed in contemplation of such Person becoming a CIMIC Group Member, (b) no such Lien shall extend to any other Property of the CIMIC Group Member and (c) the principal amount of Financial Indebtedness secured by such Lien may not thereafter be increased;

(3) Liens in respect of Property acquired, constructed or improved by the Parent Guarantor or another CIMIC Group Member after the date of the issuance of the Notes, which Liens are created at the time of acquisition or completion of construction or improvement of such Property or at any time thereafter, to secure Financial Indebtedness assumed or incurred to finance all or any part of the purchase price of the acquisition or cost of construction or improvement of such Property; provided that the aggregate principal amount of Financial Indebtedness secured by such Lien in respect of any such Property shall not exceed the lesser of the cost and the fair market value (as determined in good faith by the board of directors of the Parent Guarantor) of such Property and no such Lien shall extend or cover any other Property of the CIMIC Group Member;

(4) a Lien for taxes, assessments of government charges or otherwise arising by statute or imposed by operation of law and in the ordinary course of business, and so long as the debt is not yet due and payable, or is being contested in good faith and is adequately provisioned;

(5) Liens or deposits to secure the performance of tenders, bids, trade contracts, leases or licenses, statutory obligations, surety and appeal bonds, performance bonds and other obligations of a similar nature not relating to financial accommodation, in each case, incurred in the ordinary course of business;

(6) any possessory lien arising by operation of law including, without limitation, carriers', warehousemen's, materialmen's, vendor's, landlord's, supplier's, repairmen's, workmen's and mechanics Liens or similar Liens, and any Liens securing amounts in connection with worker's compensation, unemployment insurance and other types of social security and other similar legislation or other insurance related obligations;

(7) any Lien arising from leases, sub-leases, licenses or sublicenses, easements, rights-of-ways, municipal and zoning ordinances, utility agreements, reservations, encroachments or other encumbrances on real property, in each case, that are incurred in the ordinary course of business and do not materially interfere with the ordinary use of such real property by the Parent Guarantor or another CIMIC Group Member, as the case may be;

(8) any Lien or cash deposit to secure the performance of statutory or regulatory obligations, obligations with respect to government contracts or obligations for utilities issued in the ordinary course of business;

(9) any Lien in respect of bankers' acceptances, letters of credit, surety and appeal bonds, performance and return-of-money bonds and other obligations of a like nature, in each case, issued or incurred in the ordinary course of business;

(10) any netting arrangement, right of set-off and/or consolidation of accounts with respect to deposits or credit balances with financial institutions, including in connection with the operation of cash management programs for the benefit of the Issuer, the Parent Guarantor or any other CIMIC Group Member;

(11) any Lien over any interests in any joint venture or partnership and any Lien between members of a joint venture over joint venture assets to secure in favor of one or more of the other parties to the joint venture (including a manager or operator), the due payment of amounts payable or obligations incurred under or in respect of the joint venture or partnership, provided that the Lien only encumbers the Parent Guarantor's or another CIMIC Group Member's interest in the joint venture or partnership (including the revenues and assets derived by the Parent Guarantor and such CIMIC Group Member) and only

secures the Parent Guarantor's or such CIMIC Group Member's obligations under the joint venture or partnership;

(12) any Lien over any or all of the assets of the Parent Guarantor or any other CIMIC Group Member in favor of any one or more of the Parent Guarantor or other CIMIC Group Member;

(13) any Lien in respect of any judgment, provided such judgment (i) shall within 60 days after entry thereof have been discharged or stayed pending appeal and (ii) shall have been discharged within 60 days following the expiration of all appeals and stays;

(14) any Lien in respect of goods or services provided or to be provided in the ordinary course of business or in respect of documentary letters of credit or similar instruments issued in respect of goods or services provided or to be provided in the ordinary course of business, in each case provided that the relevant contract terms do not exceed 90 days;

(15) any Lien over an asset arising under a hire purchase agreement, conditional sale agreement or other agreement for the acquisition of an asset on deferred payment or retention of title terms entered into in the ordinary course of business where the payment of moneys under that agreement is not overdue;

(16) any Lien that is a "purchase money security interest" (as defined in the PPS Act) in favor of the vendor securing all or part of the purchase price for personal property which is acquired in the ordinary course of business provided the payment of the purchase price is not overdue;

(17) any Lien in favor of a lessor attaching to personal property which has been leased by the lessor to a CIMIC Group Member;

(18) any Lien arising in respect of the terms of a turnover trust where the CIMIC Group Member is not in receipt of any proceeds of a payment or other asset that would be subject to the terms of that turnover trust, or any Lien arising in respect of the terms of a suspense account where no funds have been deposited into such an account;

(19) any Lien granted by a CIMIC Group Member over Key Plant and Equipment to secure the obligations of a CIMIC Group Member (whether those obligations are owed solely or as part of a joint venture or similar arrangement) under the Project Contract to which that Key Plant and Equipment relates and where the amount secured by such Lien is no more than the amount paid by the client for the Key Plant and Equipment to which it relates (a "KPE Security Interest");

(20) any extension, renewal, substitution or replacement (or successive extensions, renewals, substitutions or replacements), in whole or in part, of any Lien referred to in the foregoing clauses (1) to (18) of this covenant for amounts not exceeding the principal amount of borrowed money secured by the Lien so extended, renewed, substituted or replaced, so long as such extension, renewal, substitution or replacement Lien is limited to all or a part of the same Property (plus improvements on such Property) that secured the Lien so extended, renewed, substituted or replaced; or

(21) Liens securing Financial Indebtedness incurred by the Issuer, a Guarantor, or any other CIMIC Group Member in addition to those described in clauses (1) through (20), provided that immediately after giving effect thereto the aggregate outstanding principal (or corresponding) amount of all Financial Indebtedness of the Issuer, the Guarantors, and the other CIMIC Group Members secured by Liens pursuant to this clause (21) does not exceed 10% of Total Tangible Assets as of such time.

Any Lien on any Property of the Issuer, a Guarantor or any other CIMIC Group Member created for the benefit of the holders of the Notes shall provide by its terms that such Lien shall be automatically and unconditionally released and discharged at such time as there are no other Liens of any kind (other than the Liens permitted by clauses (1) to (21)) on such assets securing Financial Indebtedness.

The foregoing provisions would not necessarily protect holders of the Notes in the event of highly leveraged or other transactions involving the Issuer or the Parent Guarantor that may adversely affect holders of the Notes.

Investors should note that at December 31, 2025, Thiess had A$1,925.3 million of interest-bearing liabilities, which are non-recourse to CIMIC, substantially all of which were secured by a range of security interests over substantially all of Thiess' assets. The foregoing provisions will not apply to Thiess Group Holdings or its subsidiaries unless and until they become CIMIC Group Members, as defined herein. As a result, the Indenture will not restrict Thiess from having a substantial amount of secured debt unless and until it becomes a wholly-owned subsidiary of the Parent Guarantor or becomes a borrower under or guarantees Material Indebtedness of a CIMIC Group Member. For more information, see "*Risk Factors—Our agreement with Elliott in relation to Thiess includes a put option for Elliott to sell its interest in Thiess to us, which, if exercised, will require us to fund the purchase price and restructure or refinance Thiess' debt.*"

Consolidation, Merger and Sale of Assets

The Indenture provides that for so long as any of the Notes or Guarantees are outstanding, (i) neither the Issuer nor the Parent Guarantor may consolidate with or merge into any other Person that is not the Issuer, the Parent Guarantor, a Subsidiary Guarantor; (ii) the Issuer may not convey, transfer or lease its properties and assets substantially as an entirety to any Person that is not the Issuer or the Parent Guarantor; or (iii) the Parent Guarantor may not convey, transfer or lease substantially as an entirety the properties and assets of the Parent Guarantor and its Subsidiaries taken together as a whole to any Person that is not the Issuer, in each case, unless:

(1) any Person formed by such consolidation or into which the Issuer or the Parent Guarantor, as the case may be, is merged or to whom the Issuer or the Parent Guarantor, as the case may be, has conveyed, transferred or leased all or substantially all of its properties and assets is a corporation, partnership or trust organized and validly existing under the laws of the United States of America, any State thereof or the District of Columbia, the Commonwealth of Australia or any political subdivision thereof, New Zealand or any political subdivision thereof and any other Permitted Jurisdiction or any political subdivision thereof, and such Person either is the Issuer or the Parent Guarantor or expressly assumes the Issuer's or the Parent Guarantor's obligations, as the case may be, on the Notes and the Guarantees and under the Indenture (including any obligation to pay any Additional Amounts), as applicable;

(2) immediately after giving effect to the transaction and treating any Financial Indebtedness which becomes an obligation of the Issuer or the Parent Guarantor as a result of such transaction as having been incurred at the time of such transaction, no Event of Default, and no event which, after notice or lapse of time or both, would become an Event of Default, shall have happened and be continuing;

(3) any such Person not organized and validly existing under the laws of the United States of America, any state possession or territory thereof or the District of Columbia, the Commonwealth of Australia or any state or territory thereof shall expressly agree by a supplemental indenture,

(a) to indemnify the holder of each Note and each beneficial owner of an interest therein against (X) any tax, assessment or other governmental charge imposed on such holder or beneficial owner or required to be withheld or deducted from any payment to such holder or beneficial owner as a consequence of such consolidation, merger, conveyance, transfer or lease, and (Y) any costs or expenses of the act of such consolidation, merger, conveyance, transfer or lease, and

(b) that all payments pursuant to the Notes or the Guarantees in respect of the principal of and any premium and interest on the Notes, as the case may be, shall be made without withholding or deduction for, or on account of, any present or future taxes, assessments or other governmental charges of whatever nature imposed or levied by or on behalf of the jurisdiction of organization of such Person or any political subdivision or taxing authority thereof or therein, unless such taxes, assessments or other governmental charges are required by such jurisdiction or any such subdivision or authority to be withheld or deducted, in which case such Person will pay such additional amounts of, or in respect of, principal and any premium and interest ("Successor Additional Amounts") as will result (after deduction of such taxes, assessments or governmental charges and any additional taxes, assessments or other governmental charges payable in respect of such Successor Additional Amounts) in the payment to each holder of a Note or beneficial owner of the amounts which would have been payable pursuant to the Notes or the Guarantees, as the case may be, had no such withholding or deduction been required, subject to the same exceptions as would apply with respect to the payment by the Issuer or the Guarantors of Additional Amounts in respect of the Notes or the Guarantees (substituting the jurisdiction of organization of such Person for the Relevant Jurisdiction) (see "*—Payment of Additional Amounts*"); and

(4) certain other conditions are met.

Corporate Reporting

For so long as any Notes remain outstanding, the Issuer will give, or procure to be given, to the Trustee (who at the Issuer's expense will furnish to the holders of the Notes):

(1) Annual financial statements: as soon as practicable (and in any event not later than 120 days) after the end of the fiscal year, beginning with the fiscal year ending December 31, 2026, a copy of audited consolidated financial statements of the Parent Guarantor, together with the notes thereto, in respect of that fiscal year, including the audit report of the independent auditor; and

(2) Semi-annual financial statements: as soon as practicable (and in any event not later than 90 days) after the end of the first half of each fiscal year, beginning with the semi-annual period ending June 30,

2026, a copy of the unaudited (but reviewed) consolidated financial statements of the Parent Guarantor in respect of that semiannual period.

Events of Default

An "Event of Default" with respect to the Notes is defined in the Indenture as any one of the following events (whatever the reason for such Event of Default and whether it shall be voluntary or involuntary or be effected by operation of law or pursuant to any judgment, decree or order of any court or any order, rule or regulation of any administrative or governmental body):

- a default in the payment of any principal of or any premium on the Notes when due, whether at maturity, upon redemption or otherwise unless (a) the failure to pay is caused by administrative or technical error beyond the control of the Note Obligors and (b) payment is made within 2 Business Days of its due date;
- a default in the payment of any interest or any Additional Amounts due and payable on the Notes and the continuance of such default for a period of 30 days;
- a default in the performance or breach of any other covenant or warranty of the Issuer, any Guarantor in the Indenture or in the Notes or the Guarantees and the continuance of such default or breach for a period of 30 days after written notice of such default has been given by the Trustee or the holders of at least 25% in aggregate principal amount of the Notes outstanding;
- (i) a default in the payment of the principal of, or interest on, premium or make-whole amount, of any Financial Indebtedness of any Note Obligor under one or more agreements or instruments having an aggregate principal amount exceeding A$50 million (or its equivalent in any other currency or currencies) when and as that Financial Indebtedness becomes due and payable, after the expiration of any applicable grace period or (ii) any other default (other than as set forth in clause (i) above) relating to such Financial Indebtedness under one or more agreements or instruments having an aggregate principal amount exceeding A$50 million (or its equivalent in any other currency or currencies), if the effect is to cause such Financial Indebtedness to become due and payable prior to its stated maturity and such Financial Indebtedness is not paid forthwith;
- a distress, attachment, execution or other legal process for any amount exceeding A$50 million (or its equivalent in any other currency or currencies) is issued, levied, enforced or sued upon or against all or any part of the property of a Note Obligor (other than a distress, attachment or other execution over Key Plant and Equipment pursuant to the exercise of any rights under a KPE Security Interest) and is not paid out, satisfied or withdrawn within 60 days of the date of issue, levy or enforcement;
- the Guarantees in the Indenture are held to be unenforceable or invalid in a judicial proceeding, or are claimed in writing by either the Issuer, any Guarantor not to be valid and enforceable, or the Guarantees are denied or disaffirmed in writing by any Guarantor except, in each case, as permitted in accordance with the terms of the Indenture; and
- certain events of bankruptcy or insolvency with respect to a Note Obligor.

If such an Event of Default (other than certain events of bankruptcy or insolvency) occurs and is continuing, then and in every such case the Trustee (if a responsible officer of the Trustee has actual knowledge of such Event of Default) or the holders of not less than 25% in aggregate principal amount of the outstanding Notes may declare the principal amount of all the Notes to be due and payable immediately, by a notice in writing to the Issuer with a copy to the Guarantors (and to the Trustee if given by holders). Upon such a declaration, such principal amount and any accrued interest shall become immediately due and payable. If certain Events of Default triggered by certain events of bankruptcy or insolvency occur and are continuing, the principal of, Additional Amounts, if any, and any accrued interest on the outstanding Notes shall become immediately due and payable; *provided, however*, that any time after a declaration of acceleration with respect to the Notes has been made and before a judgment or decree for payment of money has been obtained by the Trustee, the holders of a majority in aggregate principal amount of the Notes at the time outstanding may, under certain circumstances, rescind and annul such acceleration if all Events of Default, other than the non-payment of the accelerated principal, have been cured or waived as provided in the Indenture.

The foregoing provision shall be without prejudice to the rights of each individual holder to initiate an action against the Issuer or any Guarantor for payment of any principal, Additional Amounts and/or interest past due on any series of the Notes, as the case may be.

If an Event of Default occurs and is continuing, the Trustee will be under no obligation to exercise any of its rights or powers under the Indenture at the request or direction of any of the holders, unless, among other things,

such holders shall have offered to the Trustee indemnity and/or security satisfactory to it. Subject to such conditions, the holders of a majority in aggregate principal amount of the outstanding Notes will have the right to direct the time, method and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred on the Trustee with respect to the Notes. The Trustee will not be deemed to have knowledge of any default or Event of Default with respect to the Notes unless written notice of such default or Event of Default shall have been given to a responsible officer of the Trustee by the Issuer.

No holder of a Note will have any right to institute any proceeding, judicial or otherwise, with respect to the Indenture, or for the appointment of a receiver or a trustee, or for any other remedy thereunder, unless:

- such holder has previously given to a responsible officer of the Trustee written notice of a continuing Event of Default with respect to the Notes;
- the holders of at least 25% in aggregate principal amount of the outstanding Notes have made written request, and such holder or holders have offered an indemnity and/or security to the Trustee satisfactory to it to institute such proceeding as trustee; and
- the Trustee has failed to institute such proceeding, and has not received from the holders of a majority in aggregate principal amount of the outstanding Notes a direction inconsistent with such request, within 60 days after receipt of such notice, request and offer.

Such limitations do not apply, however, to a suit instituted by a holder of a Note for the enforcement of payment of the principal of or interest on such Note on or after the applicable due date specified in such Note.

Modification and waiver

There are three types of changes the Issuer can make to the Indenture and the Notes.

Changes requiring unanimous approval

First, there are changes that cannot be made to the Notes without the specific consent of the holders of the Notes. The Issuer cannot make the following types of changes without the specific consent of the holder of each outstanding Note affected thereby:

- Change the stated maturity of, or any installment of, the principal or interest on the Notes or the rate of interest on the Notes or change the Issuer's or a Guarantor's obligation to pay Additional Amounts on the Notes, as described above under the section entitled "*—Payment of Additional Amounts*".
- Change the place or currency of payment on the Notes.
- Impair a holder's right to sue for payment.
- Reduce the amount of principal payable upon acceleration of the maturity of the Notes following a default.
- Reduce any amounts due on the Notes.
- Reduce the premium payable upon a Change of Control Triggering Event or, at any time after a Change of Control Triggering Event has occurred, amend, change or modify in any material respect the obligation of the Issuer to make and complete the Change of Control Offer.
- Reduce the aggregate principal amount of the Notes the consent of the holders of which is needed to modify or amend the Indenture.
- Reduce the aggregate principal amount of the Notes the consent of the holders of which is needed to waive compliance with certain provisions of the Indenture or to waive certain defaults.
- Waive the obligation to make a payment of principal of, or interest or premium, if any, on such Notes (except a rescission of acceleration of the Notes by the holders of at least a majority in aggregate principal amount of the Notes, and a waiver of the payment default that resulted from such acceleration).
- Subordinate the Notes or the Guarantees to any other obligation of the Issuer or any Guarantor.
- Modify any other aspect of the provisions dealing with modification of, or waiver under, the Indenture in a way that adversely affects holders.
- Modify the obligation of the Issuer and its affiliates not to resell Notes that are "restricted securities" under Rule 144 of the Securities Act within one year after the issue of the Notes.

- Change in a way that adversely affects holders of Outstanding Notes the Guarantors' payment obligations (including with respect to Additional Amounts) under their Guarantees, other than the release of any Guarantor in accordance with the Indenture.

Changes requiring majority approval

With the consent of the holders of not less than a majority in aggregate principal amount of the outstanding Notes affected thereby, the Issuer, the Guarantors and the Trustee may modify the Indenture or the Notes for the purpose of adding any provisions to or changing in any manner or eliminating any of the provisions of the Indenture or of modifying in any manner the rights of the holders of the Notes; provided a waiver of a payment default cannot be obtained or any change in respect of the Indenture or the Notes listed under "*—Changes Requiring Unanimous Approval*" cannot be made without the individual consent of each holder of the Notes to the waiver.

Changes not requiring approval

The third type of change does not require any vote or consent by holders of the Notes. This type is limited to clarifications and certain other changes as specified in the Indenture that would not adversely affect holders of the Notes in any material respect or that would conform the terms of the Notes, the Guarantees and the Indenture to the description thereof contained in this "*Description of the Notes and Guarantees*".

Further details concerning voting/consenting

When taking a vote or obtaining a consent, we will use the principal amount that would be due and payable on the voting date if the maturity of the Notes were accelerated to that date because of an Event of Default.

Notes will not be considered outstanding, and therefore not eligible to vote, if the Issuer has deposited or set aside in trust for you money for their payment or redemption, or if the Notes have been cancelled by the Trustee or delivered to the Trustee for cancellation.

We will generally be entitled to set any day as a record date for the purpose of determining the holders of outstanding Notes that are entitled to vote or take other action under the Indenture. In certain limited circumstances, the Trustee will be entitled to set a record date for action by holders of the Notes. If we or the Trustee set a record date for a vote or other action to be taken by holders of the Notes, that vote or action may be taken only by persons who are holders of outstanding Notes on the record date and must be taken within 180 days following the record date or a shorter period that we may specify (or as the Trustee may specify, if it set the record date). We may shorten or lengthen (but not beyond 180 days) this period from time to time.

Defeasance and covenant defeasance

The Indenture provides that the Issuer and the Guarantors, at the Issuer's or a Guarantor's option:

- will be deemed to have been discharged from their respective obligations in respect of the Notes (except for the payment of all amounts due and owing to the Trustee under the Indenture and except for certain obligations to register the transfer of or exchange Notes, to replace stolen, lost, destroyed or mutilated Notes upon satisfaction of certain requirements (including, without limitation, providing such security or indemnity as the Trustee, the Issuer or such Guarantor may require), to maintain paying agents and to hold certain moneys in trust for payment); or
- need not comply with certain restrictive covenants of the Indenture (including those described under "*—Limitation on Liens*" and "*—Consolidation, merger and sale of assets*"),

in each case if the Issuer or a Guarantor deposit in trust with the Trustee (i) money in an amount, (ii) U.S. Government obligations that through the scheduled payment of principal and interest in respect thereof in accordance with their terms will provide, not later than one day before the due date of any payment, money in an amount or (iii) a combination thereof, in each case sufficient to pay all the principal of, and any premium and interest (and any Additional Amounts then known) on, the Notes, on the dates such payments are due in accordance with the terms of the Indenture and the Notes. In the case of discharge pursuant to the first bullet above, the Issuer or applicable Guarantor, as the case may be, is required to deliver to the Trustee an opinion of counsel stating that (a) the Issuer or such Guarantor, as the case may be, has received from, or there has been published by, the United States Internal Revenue Service, a ruling or (b) since the date of the Indenture, there has been a change in the applicable United States federal income tax law, in either case to the effect that, and based thereon such opinion of counsel shall confirm that, the holders of the Notes and beneficial owners of interests therein will not recognize income, gain or loss for United States federal income tax purposes as a result of the

exercise of the option under the first bullet above and will be subject to United States federal income tax on the same amount and in the same manner and at the same times as would have been the case if such option had not been exercised. In the case of discharge pursuant to the second bullet above, the Issuer or the applicable Guarantor, as the case may be, is required to deliver to the Trustee an opinion of counsel stating that the holders of the Notes and beneficial owners of interests therein will not recognize income, gain or loss for United States federal income tax purposes as a result of the exercise of the option under the second bullet above and will be subject to United States federal income tax on the same amount, in the same manner and at the same times as would have been the case if such option had not been exercised.

Governing law

The Indenture, the Notes and the Guarantees will be governed by and construed in accordance with the laws of the State of New York, but without regard to the principles of conflicts of laws thereof; provided, however, that all matters governing the authorization and execution of the Indenture and the Notes by the Issuer and the authorization and execution of the Indenture by the Guarantors will be governed by and construed in accordance with the applicable laws of the applicable jurisdiction of incorporation.

Consent to service of process

The Indenture provides that the Parent Guarantor and the Issuer have irrevocably designated Cogency Global Inc. as their authorized agent for service of process in any legal action or proceeding arising out of or relating to the Indenture, the Notes or the Guarantees brought in any federal or state court in the Borough of Manhattan, The City of New York, New York, and the Issuer, and the Guarantors will each irrevocably submit to the non-exclusive jurisdiction of such courts.

Concerning the Trustee

The Bank of New York Mellon will be the Trustee under the Indenture. The Indenture provides that the Issuer and the Guarantors will indemnify the Trustee against any loss, liability, claim, damage or expense (including the reasonable compensation and the expenses and disbursements of its agents and counsel, including costs and expenses of enforcement of the indemnity) incurred without negligence, fraud or willful misconduct of the Trustee in connection with the acceptance or administration of the trust created by the Indenture. The Trustee in its various capacities (which, for the avoidance of doubt, includes the Agents) assumes no responsibility for the accuracy or completeness of the information concerning the Issuer or its affiliates or any other party contained in this document or the related documents or for any failure by the Issuer or any other party to disclose events that may have occurred and may affect the significance or accuracy of such information.

Whenever the Trustee has discretion or permissive power in accordance with the Indenture or the law, the Trustee may decline to exercise that discretion in the absence of approval by the Holders and shall have no obligation to exercise the discretion unless it has been indemnified or provided with security to its satisfaction against all actions, proceedings, claims or demands to which it may render itself liable and all costs, damages, charges, expenses and liabilities which it may incur by so doing. The Trustee in its various capacities shall in no event be responsible for consequential loss or damage of any kind whatsoever (including, but not limited to, loss of profit).

The Trustee is permitted to engage in other transactions with the Issuer, the Guarantors and their respective affiliates and can profit therefrom without being obliged to account for such profit. The Trustee shall not be under any obligation to monitor any conflict of interest, if any, which may arise between itself and such other parties. The Trustee may have interest in, or may be providing, or may in the future provide financial services to other parties.

Fraudulent conveyance or transfer considerations

The Issuer's obligations under the Notes will be guaranteed by the Guarantors. The net proceeds from the offering of the Notes will be used as discussed in "*Use of Proceeds*".

Australia

In Australia, the enforcement of a guarantee is subject to certain generally available defenses. These laws and defenses include those that relate to corporate benefit, fraudulent conveyance or transfer, voidable preference or similar laws, regulations or defenses affecting the rights of creditors generally.

Under Australian law, if a liquidator were to be appointed to any Guarantor incorporated under the laws of Australia, the liquidator would have the power to investigate the validity of past transactions and may seek

various court orders, including orders to void certain transactions entered into prior to the winding-up of such Guarantor and for the repayment of money. These transactions are known as "voidable transactions" and include transactions which:

- are insolvent transactions;
- are uncommercial transactions;
- result in an unfair preference being given to a creditor; or
- otherwise defeat, delay or interfere with the rights of creditors.

There are various time periods within which a liquidator can take such action depending on the nature of the transaction being challenged. The test for insolvency in Australia in this context is whether the relevant company is able to pay its debts as and when they become due and payable.

Under Australian law, a guarantee given by a company may also be set aside on a number of additional grounds. For example, a guarantee may be unenforceable against a guarantor if the directors of the guarantor did not comply with their duties to act in good faith for the benefit of the guarantor and for a proper purpose in giving the guarantee. The issue is particularly relevant where a company provides a guarantee in relation to the obligations of another member of its corporate family, as is the case for the guarantees given by the Guarantors incorporated under the laws of Australia with respect to the Notes. In determining whether there is sufficient benefit, all relevant facts and circumstances of the transaction need to be considered by the directors, including the benefits and detriments to the Guarantor in giving the guarantee, and the respective benefits to the other parties involved in the transaction.

Whether a guarantee entered into in breach of directors' duties can be avoided against a party relying on the guarantee depends on certain factors, including the state of knowledge of that party, and whether the party knew of or suspected the breach. Also, under Australian law, a person is entitled to assume that the directors have properly performed their duties to the company unless that person knows or suspects that they have not done so. In addition, other debts and liabilities of the Guarantors incorporated under the laws of Australia and the Issuer, such as certain employee entitlements or amounts owed to tax authorities, may rank ahead of claims under the guarantees in the event of insolvency, administration or similar proceedings.

If any of the Guarantees are avoided, it is possible that holders of the Notes will be left with a claim solely against the Issuer and any remaining Guarantors.

United States

Under U.S. bankruptcy law and comparable provisions of state fraudulent transfer laws, a guarantee can be voided, or claims under a guarantee may be subordinated to all other debts of that guarantor if, among other things, the guarantor, at the time it incurred the indebtedness evidenced by its guarantee:

- intended to hinder, delay or defraud any present or future creditor or received less than reasonably equivalent value or fair consideration for the incurrence of the guarantee;
- was insolvent or rendered insolvent by reason of such incurrence;
- was engaged in a business or transaction for which the guarantor's remaining assets constituted unreasonably small capital; or
- intended to incur, or believed that it would incur, debts beyond its ability to pay those debts as they mature.

In addition, any payment by that guarantor under a guarantee could be voided and required to be returned to the guarantor or to a fund for the benefit of the creditors of the guarantor.

The measures of insolvency for purposes of fraudulent transfer laws vary depending upon the governing law. Generally, a guarantor would be considered insolvent if:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all of its assets;
- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or
- it could not pay its debts as they become due.

On the basis of historical financial information, recent operating history and other factors, the Issuer and the Guarantors believe that the Guarantees are being incurred for proper purposes and in good faith and that each Guarantor, after giving effect to the guarantee of the Notes, will not be insolvent, does not have unreasonably small capital for the business in which it is engaged and has not incurred debts beyond its ability to pay those debts as they mature.

There can be no assurance, however, that a court would reach the same conclusions.

Certain Definitions

As used in this "*Description of the Notes and Guarantees*":

"Business Day" means any day other than a Saturday, a Sunday or a day on which commercial banks in New York City or Sydney, Australia are required or authorized to be closed.

"Capital Lease" means, at any time, (a) a lease with respect to which the lessee is required concurrently to recognize the acquisition of an asset and the incurrence of a liability in accordance with AASBs and (b) any finance lease (as defined in the "accounting standards" specified in the Corporations Act).

"Change of Control" means the occurrence of any one of the following:

(1) the direct or indirect sale, lease, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of the assets of the Parent Guarantor and its Subsidiaries taken as a whole to any "person" (as that term is used in Section 13(d)(3) of the Exchange Act) other than to the Parent Guarantor or one of its Subsidiaries; or

(2) the consummation of any transaction (including without limitation, any merger or consolidation) the result of which causes any person (including any "person" as that term is used in Section 13(d)(3) of the Exchange Act) other than a Permitted Holder to become the "beneficial owner" (as defined in Rules 13d-3 and 13d-5 under the Exchange Act) of more than 50% of the outstanding Voting Stock of the Parent Guarantor, measured by voting power rather than number of shares; or

(3) the Parent Guarantor consolidates with, or merges into any Person, or any Person consolidates with, or merges with or into, the Parent Guarantor, in any such event pursuant to a transaction in which any of the outstanding Voting Stock of the Parent Guarantor or such other Person is converted into or exchanged for cash, securities or other property, other than any such transaction where the shares of the Voting Stock of the Parent Guarantor constitute, or are converted into or exchanged for, a majority of the Voting Stock of the surviving Person immediately after giving effect to such a transaction.

"*Change of Control Triggering Event*" means:

(A) the event the Notes are rated Investment Grade by two Rating Agencies, both Rating Agencies (including, if applicable, a Substitute Rating Agency) cease to rate the Notes Investment Grade on any date during the period (the "Trigger Period") commencing upon the earlier of (i) the occurrence of a Change of Control or (ii) 60 days prior to the date of the first public announcement of any Change of Control (or pending Change of Control), and ending 60 days following consummation of such Change of Control (which Trigger Period will be extended following consummation of a Change of Control for so long as any of the Rating Agencies (including, if applicable, a Substitute Rating Agency) has publicly announced that it is considering a possible ratings downgrade);

(B) in the event the Notes are rated Investment Grade by one, but not both, Rating Agencies (including, if applicable, a Substitute Rating Agency), such Rating Agency ceases to rate the Notes Investment Grade on any date during the Trigger Period;

(C) in the event the Notes are rated below Investment Grade by both Rating Agencies (including, if applicable, a Substitute Rating Agency), either Rating Agency decreases its rating of the Notes by one or more gradations; or

(D) in the event the Notes cease to be rated by two Rating Agencies (including, if applicable, a Substitute Rating Agency) at the commencement of any Trigger Period, the Change of Control has occurred.

Notwithstanding the foregoing, no Change of Control Triggering Event will be deemed to have occurred in connection with any particular Change of Control unless and until such Change of Control has actually been consummated.

"CIMIC Group Member" means the Parent Guarantor and each Corporation or other entity or trust (other than a superannuation or pension fund) controlled by the Parent Guarantor (within the meaning of AASB 127

Separate Financial Statements or any accounting standard that replaces AASB 127); provided that Thiess Group Holdings and its Subsidiaries will not be CIMIC Group Members until the earlier of (i) 364th day after the date on which Thiess Group Holdings becomes a wholly-owned Subsidiary of the Parent Guarantor; and (ii) the first date on which Thiess Group Holdings or any of its Subsidiaries becomes a borrower under or guarantees any Material Indebtedness.

"CIMIC Group" means all of the CIMIC Group Members.

"Corporations Act" means the Australian Corporations Act 2001 (Cth).

"Financial Indebtedness" means any indebtedness, present or future, actual or contingent, in respect of moneys borrowed or raised or any financial accommodation whatever, including under any Capital Lease and under or in respect of any guarantee in respect of such indebtedness.

"Investment Grade" means (i) a rating of Baa3 or better by Moody's (or its equivalent under any successor rating category of Moody's); (ii) a rating of BBB- or better by S&P (or its equivalent under any successor rating category of S&P); or (iii) in the event of the applicable Notes being rated by a Substitute Rating Agency, the equivalent of either (i) or (ii) by such Substitute Rating Agency.

"Key Plant and Equipment" means plant, equipment or materials (a) that are owned by a CIMIC Group Member or in which a CIMIC Group Member has an interest; and (b) that are used, or to be used, by that CIMIC Group Member (whether solely or as part of a joint venture or similar arrangement) under a construction or operation and maintenance contract ("Project Contract") where the CIMIC Group Member (whether solely or as part of a joint venture or similar arrangement) has received a payment or payments under that Project Contract for the cost of acquiring that plant, equipment or materials.

"Lien" means any mortgage, pledge, charge, security interest, lien or other encumbrance or other security arrangement of any kind, whether or not filed, recorded or otherwise perfected under applicable law, but excluding any deemed security interest contemplated under section 12(3) of the PPS Act.

"Material Indebtedness" means Financial Indebtedness of a CIMIC Group Member under any bank facility or under any debt instruments issued in the domestic or international capital markets (either publicly or privately) in any case in a principal amount in excess of A$70 million and which is guaranteed by the Guarantors from time to time.

"Moody's" means Moody's Investors Service, Inc., a subsidiary of Moody's Corporation, and its successors.

"Note Obligor" means each of (i) the Issuer, and (ii) each Guarantor.

"*Permitted Holder*" means HOCHTIEF AG, ACS, Actividades de Construcción y Servicios, S.A. and their respective controlled affiliates.

"Permitted Jurisdiction" means Canada and any country that on April 30, 2004 was a member of the European Union (excluding Spain, Italy, Portugal and Greece).

"Person" means any individual, corporation, partnership, joint venture, joint-stock company, limited liability company, limited liability partnership, trust, unincorporated organization or government or any agency or political subdivision thereof.

"PPS Act" means the Personal Property Securities Act 2009 (Cth).

"Property" means any asset, revenue or other property, whether tangible or intangible, real or personal, including without any limitation, any right to receive income.

"Rating Agency" means Moody's, S&P or a Substitute Rating Agency.

"S&P" means Standard & Poor's (Australia) Pty Ltd, a division of S&P Global, Inc., and its successors.

"Subsidiary" means, as to any Person, any other Person that is a subsidiary of such first Person within the meaning of Part 1.2, Division 6 of the Corporations Act.

"Substitute Rating Agency" means Fitch Ratings Inc. or a "nationally recognized statistical rating organization" within the meaning of the Securities Exchange Act of 1934 engaged by the Issuer to provide a rating of the applicable Notes in the event that either S&P or Moody's, or a Substitute Rating Agency, has ceased to provide a rating of such Notes for any reason other than as a result of any action or inaction by the Issuer, and a result thereof there are no longer two Rating Agencies providing ratings of such Notes; provided that written notice of any such Substitute Rating Agency must be provided to the Trustee under the Indenture.

"Tangible Assets" means all assets other than goodwill (except goodwill identified by virtue of the equity method of accounting), patents, trademarks, underwriting and formation expenses and other items of a like nature classified as such in the Parent Guarantor's annual or half-yearly financial statements.

"*Total Tangible Assets*" means, at any time, the aggregate of the book values of all Tangible Assets of all CIMIC Group Members, as of the balance date of the Parent Guarantor's most recent annual or half-yearly financial statements.

"Voting Stock" of any specified Person as of any date means the capital stock of or units in such Person that at the time entitled the holder to vote generally in the election of the board of directors of such Person.

TAX MATTERS

The following statements with regard to certain United States and Australian income tax consequences of an investment in the Notes and potential Australian withholding tax consequences of a payment by any of the Guarantors are based on the tax advice we have received. These statements do not take into account all the specific circumstances that may be relevant to a particular holder of the Notes. We urge you to consult your advisors concerning the consequences, as they relate to you and your specific circumstances, under Australian and United States federal, state and local tax laws, and the laws of any other relevant taxing jurisdiction of investing in the Notes.

Certain United States federal income tax consequences

The following discussion is a summary of certain United States federal income tax consequences generally applicable to the ownership and disposition of Notes by holders that acquire the Notes for cash at their original issue price pursuant to this offer. The summary is based on the Internal Revenue Code of 1986, as amended (the "Code"), United States Treasury Regulations, judicial decisions, published positions of the Internal Revenue Service (the "IRS") and other applicable authorities, all as in effect as of the date hereof and all of which are subject to change or differing interpretations (possibly with retroactive effect). The discussion does not address all of the tax consequences that may be relevant to a particular person or to persons subject to special treatment under United States federal income tax laws (such as broker dealers, traders in securities that elect to use a mark-to-market method of tax accounting, insurance companies, banks and other financial institutions, expatriates, tax-exempt organizations, persons that are, or hold their Notes through, partnerships or other pass-through entities, regulated investment companies, real estate investment trusts, tax-deferred or other retirement accounts, certain former citizens or residents of the United States, or governments and their controlled entities), or to United States Holders (as defined below) whose functional currency is not the United States dollar or to persons that hold the Notes as part of a straddle, hedge, conversion, synthetic security or constructive sale transaction for United States federal income tax purposes, all of whom may be subject to tax rules that differ from those summarized below. Moreover, this discussion does not consider the effect of any non-United States, state, local or other tax laws, the 3.8% Medicare contribution tax imposed on certain net investment income, special tax accounting rules as a result of an item of income being taken into account on an "applicable financial statement," or generally any other United States tax consequences other than United States federal income tax consequences that may be applicable to investors. This summary deals only with persons who hold the Notes as capital assets within the meaning of Section 1221 of the Code (generally, property held for investment). No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of those set forth below. Holders are urged to consult their tax advisors as to the particular United States federal tax consequences to them of owning and disposing of the Notes, as well as the effects of state, local and non-United States tax laws.

For purposes of this discussion, a "United States Holder" means a beneficial owner of the Notes (as determined for United States federal income tax purposes) that is, or is treated as, a citizen or individual resident of the United States, a corporation (including any entity treated as a corporation for United States federal income tax purposes) created or organized in or under the laws of the United States or any political subdivision thereof or therein, an estate the income of which is subject to United States federal income taxation regardless of its source, or a trust if (i) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust or (ii) the trust has a valid election in effect under applicable United States Treasury Regulations to be treated as a United States person. A "non-United States Holder" means any beneficial owner of a Note (other than a partnership or entity or arrangement treated as a partnership for United States federal income tax purposes) that is not a United States Holder.

If a partnership (including any entity or arrangement treated as a partnership for United States federal income tax purposes) is a holder of the Notes, the United States federal income tax treatment of a partner in the partnership will generally depend on the status of the partner and the activities of the partnership. Partners and partnerships are urged to consult their tax advisors as to the particular United States federal income tax consequences applicable to them.

We may be obligated to make payments on the Notes in excess of stated interest and principal in certain circumstances described under "*Description of the Notes and Guarantees—Offer to redeem upon Change of Control Triggering Event.*" We intend to take the position that there is no more than a remote chance that we will make such payments and that the Notes should accordingly not be treated as contingent payment debt instruments under United States Treasury Regulations. The remainder of this disclosure assumes that the Notes will not be treated as contingent payment debt instruments.

United States Holders

Payments of interest

Payments of interest on the Notes, including the payment of any Additional Amounts and any tax withheld from payments of interest, will be taxable to a United States Holder as ordinary interest income at the time such holder receives or accrues such amounts, in accordance with such holder's regular method of tax accounting. Such interest will generally be treated as foreign source income. Subject to applicable limitations under the Code and the United States Treasury Regulations and subject to the discussion below, any non-United States withholding tax imposed on interest payments in respect of the Notes will be treated as a foreign income tax eligible for credit against a United States Holder's United States federal income tax liability (or, at a United States Holder's election, may, in certain circumstances, be deducted in computing taxable income). If a United States Holder elects to claim a foreign tax credit, rather than a deduction for a particular tax year, such election will apply to all foreign income taxes paid by the holder in that particular year. Interest paid on the Notes will generally be treated as "passive category income" for United States foreign tax credit purposes. The Code applies various limitations on the amount of foreign taxes that may be claimed as a credit by United States taxpayers. Because of the complexity of those limitations, United States Holders are urged to consult their tax advisors with respect to the amount of foreign taxes that can be claimed as a credit or, in the alternative, as a deduction.

Sale, exchange or other disposition of the Notes

Upon the sale, exchange or other disposition of a Note, a United States Holder will generally recognize capital gain or loss equal to the difference, if any, between the amount realized upon such sale, exchange or other disposition (other than amounts representing accrued and unpaid interest, which will be subject to tax as ordinary income to the extent not previously included in income) and such holder's adjusted tax basis in the Note at the time. A United States Holder's adjusted tax basis in a Note at any particular time generally will equal such United States Holder's initial investment in the Note. Such gain or loss generally will be United States source income or loss for United States foreign tax credit purposes. Moreover, any such gain or loss will be long-term capital gain or loss if the United States Holder's holding period with respect to the Note disposed of is more than one year at the time of the sale, exchange or other disposition. The deductibility of capital losses by a United States Holder is subject to limitations.

Non-United States Holders

Subject to the discussion of backup withholding below, a non-United States Holder generally will not be subject to U.S. federal income or withholding tax on any payments of interest on the Notes and gain from the sale, redemption or other disposition of the Notes unless: (i) that payment of interest or gain is effectively connected with the conduct by that non-United States Holder of a trade or business in the U.S. (and, in the case of certain tax treaties, such payment of interest or gain is attributable to such Non-U.S. Holder's permanent establishment or fixed base in the United States); or (ii) in the case of any gain realized on the sale or exchange of a Note by an individual non-United States Holder, that holder is present in the U.S. for 183 days or more in the taxable year of the sale, exchange or retirement and certain other conditions are met.

Backup withholding and information reporting

Information returns may be filed with the IRS in connection with payments on the Notes and the proceeds from a sale or other disposition of the Notes. A United States Holder may be subject to U.S. backup withholding on these payments if it fails to provide its tax identification number to the paying agent and comply with certain certification procedures or otherwise establish an exemption from backup withholding. The amount of any backup withholding from a payment to a United States Holder will be allowed as a credit against the holder's U.S. federal income tax liability and may entitle the United States Holder to a refund, provided that the required information is timely furnished to the IRS. Non-United States Holders may be required to comply with applicable certification procedures to establish that they are not United States Holders in order to avoid the application of such information reporting requirements and backup withholding.

Certain individuals and other United States Holders are required to report information with respect to an investment in Notes not held through an account with a United States "financial institution" to the IRS. If a United States Holder fails to report the information required, the United States Holder could become subject to substantial penalties. United States Holders are urged to consult their tax advisors regarding the reporting requirements that may be imposed on them with respect to their ownership of the Notes.

Certain Australian withholding tax and income tax consequences

General

The following is a general summary of the material Australian income tax consequences arising under the Income Tax Assessment Act 1936 and the Income Tax Assessment Act 1997 (together, the "Tax Act"), and any relevant regulations, rulings or judicial or administrative interpretations as of the date of this offering memorandum in relation to an investment in the Notes by a holder of the Notes who:

- is not a resident of Australia for Australian tax law purposes and does not carry on business in Australia through a permanent establishment or fixed base in Australia (a "Non-Resident Investor");
- is not an associate of the Issuer within the meaning of section 128F(9) of the Tax Act;
- holds the Notes on its own behalf (i.e., the holder is not, for example, a dealer in Securities or a Custodian); and
- purchased the Notes for cash at the original issue price pursuant to this offer.

The following is not intended to be, and should not be taken as, a comprehensive taxation summary for a holder. Each reference in the following taxation summary to a "Note" includes a reference to an "interest in a Note" as the context requires.

This general summary is not intended to be nor should it be construed to be legal or tax advice to any particular holder. Prospective holders are urged to contact their tax advisors for specific advice relating to their particular circumstances. Prospective holders who may be liable to taxation in jurisdictions other than Australia in respect of their acquisition, holding or disposal of Notes are particularly advised to consult their professional advisers as to whether they are so liable (and, if so, under the laws of which jurisdictions), since the following comments relate only to certain Australian taxation aspects of the Notes. In particular, holders should be aware that they may be liable to taxation under the laws of other jurisdictions in relation to payments in respect of the Notes even if such payments may be made without withholding or deduction for or on account of taxation under the laws of Australia.

Payments of interest under the Notes by the Issuer

Australian interest withholding tax. Payments of interest as defined in section 128A(1AB) of the Tax Act to include amounts in the nature of, or in substitution for, interest (such as discounts or premiums on redemption) on the Notes by an Australian resident Issuer to a Non-Resident Investor will be subject to a 10% interest withholding tax unless either the exemption provided by section 128F of the Tax Act, other specific exemptions only available to entities of a particular type, or a double tax treaty exemption applies.

Public offer exemption. If section 128F of the Tax Act applies, there will be no Australian interest withholding tax on payments of interest or amounts in the nature of, or in substitution for, interest.

The section 128F exemption from Australian interest withholding tax will be available in respect of the Notes if the following conditions are met:

(i) the Issuer continues to be a resident of Australia when it issues the Notes and when interest is paid in respect of the Notes; and

(ii) the Notes are issued in a manner which satisfies the "public offer test". There are five principal methods of satisfying the public offer test, the purpose of which is to ensure that lenders in capital markets are aware that the Issuer is offering those Notes for issue. In summary, the five methods are:

  (a) offers to 10 or more unrelated financial institutions or securities dealers or entities that carry on the business of investing in securities;

  (b) offers to 100 or more potential investors of certain types;

  (c) offers of listed Notes;

  (d) offers via publicly available electronic or other information sources; and

  (e) offers to a dealer, manager or underwriter who offers to sell those Notes within 30 days by one of the preceding methods.

Importantly, the public offer test will not be satisfied in respect of an issue of Notes if, at the time of issue, the Issuer knew, or had reasonable grounds to suspect, that any of the Notes, or an interest in any of the Notes, would be acquired either directly or indirectly by an Offshore Associate (as defined below) of the Issuer, other than in the capacity of a dealer, manager or underwriter in relation to the placement of the Notes, or in the capacity of a clearing house, custodian, funds manager or responsible entity of a registered scheme.

Accordingly, the Notes should not be acquired by any Offshore Associate of the Issuer, subject to the exceptions referred to above.

Even if the public offer test is initially satisfied in respect of an issue of Notes, if such Notes later come to be held by an Offshore Associate of the Issuer, and at the time of payment of interest on those Notes, the Issuer knows or has reasonable grounds to suspect that such person is an Offshore Associate of the Issuer, the exemption under section 128F will not apply to interest paid by the Issuer to such Offshore Associate in respect of those Notes unless the Offshore Associate receives the payment in the capacity of a clearing house, paying agent, custodian, funds manager or responsible entity of a registered scheme.

For the purposes of this section, an "Offshore Associate" is an "associate" of the Issuer (as defined in section 128F(9) of the Tax Act) who is:

(i) a non-resident of Australia that does not acquire a Note or an interest in a Note in carrying on a business in Australia at or through a permanent establishment of the associate in Australia; or

(ii) a resident of Australia that acquires a Note or an interest in a Note in carrying on a business in a country outside Australia at or through a permanent establishment of the associate in that country.

The definition of "associate" includes, among other things, persons who have a majority voting interest in the Issuer, or who are able to influence or control the Issuer, and persons in whom the Issuer has a majority voting interest, or whom the Issuer is able to influence or control (however this is not a complete statement of the definition).

Unless otherwise specified herein (or in another relevant supplement to this offering memorandum), the Issuer intends to issue the Notes in a manner which will satisfy the requirements of section 128F of the Tax Act.

If it is ultimately determined that a Non-Resident Investor is subject to interest withholding tax or deduction on any payment to be made by the Issuer, the Non-Resident Investor may be entitled to additional amounts in certain circumstances. See "*Description of the Notes and Guarantees—Payment of Additional Amounts*" for further information.

Double tax treaty exemption. Even if the exemption from the 10% Australian interest withholding tax provided by Section 128F of the Tax Act does not apply, a Non-Resident Investor may be eligible for relief from such tax under a double tax treaty between Australia and the Non-Resident Investor's country of residence.

Under Australia's double tax treaties with certain countries (including the United States of America, the United Kingdom, the Republic of France, Germany, Switzerland, Norway, Finland, Iceland, Japan, New Zealand and the Republic of South Africa) (each a "Specified Country"), Australian interest withholding tax generally does not apply to interest derived by:

- the government of the relevant Specified Country and certain governmental authorities and agencies in the Specified Country; and
- certain unrelated banks and financial institutions resident in a Specified Country which substantially derive their profits by carrying on a business of raising and providing finance and which are dealing wholly independently with the Issuer (interest paid under a back-to-back loan or economically equivalent arrangement will not qualify for this exemption).

The Australian government is progressively amending its other double tax treaties to include similar kinds of interest withholding tax exemptions. The availability of relief under Australia's double tax treaties may be limited by Australia's adoption of the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting in circumstances where a Non-Resident Investor has an insufficient connection with the relevant jurisdiction. Prospective Note holders should obtain their own independent tax advice as to whether any of the exemptions under the relevant double tax treaties may apply to their particular circumstances.

Pension fund exemption. An exemption is available in respect of interest paid to a non-resident superannuation fund where that fund is a superannuation fund maintained only for foreign residents and the interest arising from the Notes is exempt from income tax in the country in which such superannuation fund is resident. However, this exemption may not apply if the fund has either (i) an ownership interest (direct and indirect) of 10% or more in the Issuer, or (ii) influence over the Issuer's key decision making.

Profits or gains on disposal or redemption of the Notes

Any profit or gain made on a disposal or a redemption of the Notes by a Non-Resident Investor will not be subject to Australian income tax provided that such profit or gain does not have an Australian source (as described under "*—Australian source*" below).

To the extent that the amounts received on disposal or redemption of the Notes include amounts of interest or amounts in the nature of interest, Australian interest withholding tax may apply in certain circumstances. However, section 128F may apply to exempt such amounts from Australian interest withholding tax (see "*—Australian interest withholding tax*" above).

Australian source. Whether a profit or gain on disposal of the Notes has an Australian source is a question of fact that will be determined on the basis of the circumstances existing at the time of the disposal. Whether or not any such profit or gain will have an Australian source will depend on a variety of factors, including whether the Notes are disposed to another non-resident, where negotiations are conducted and where the relevant documentation is executed. A gain arising on the sale of the Note by a Non-Resident Investor to another non-Australian resident where the Notes are sold outside Australia and all negotiations are conducted, and documentation executed, outside Australia, should generally not be regarded as having an Australian source.

Double tax treaties. If the profit or gain on disposal or redemption of a Note is deemed to have an Australian source, a Non-Resident Investor may be eligible for relief from Australian tax on such profit or gain, under a double tax treaty between Australia and the Non-Resident Investor's country of residence. Prospective holders should consult their tax advisers regarding their entitlement to benefits under a double tax treaty.

Garnishee directions

The Australian Commissioner of Taxation may give a direction under section 255 of the Tax Act or section 260-5 of Schedule 1 to the Taxation Administration Act 1953 or any similar provision requiring the Issuer or any Guarantor to deduct or withhold from any payment to any other party (including any Non-Resident Investor) any amount in respect of tax payable by that other party. If the Issuer or any Guarantor is served with such a direction, the Issuer or any Guarantor (as applicable) intends to comply with that direction and make any deduction or withholding required by that direction. In such a circumstance, the relevant Non-Resident Investor will not be entitled to additional amounts in respect of that deduction or withholding.

Stamp duty

No ad valorem stamp, issue, registration or similar taxes are payable in Australia on the issue, transfer or redemption of the Notes.

Goods and Services Tax ("GST")

Neither the issue nor receipt of the Notes will give rise to a liability for GST in Australia on the basis that the supply of Notes will comprise either an input taxed financial supply or (in the case of an offshore non-resident subscriber) a GST-free supply. Furthermore, neither the payment of principal or interest on the Notes would give rise to a GST liability.

Payments under the Guarantees

The Guarantors may be required to make payments under the Guarantees in the event of default by the Issuer. Such payments by guarantors resident in Australia may be subject to Australian interest withholding tax depending on whether or not the amounts are characterized as interest or in the nature of, or in substitution for, interest. If an amount is not characterized as interest, the Guarantors would not have an obligation to deduct Australian interest withholding tax.

While it is not finally resolved under Australian law whether a payment made under a guarantee falls under this definition of interest, the Australian Taxation Office has issued a taxation determination that states that it will regard a payment made by a guarantor (in respect of interest on debentures such as the Notes) as being in the nature of interest (and therefore subject to interest withholding tax), and that if the exemption in section 128F of the Tax Act (discussed under "*—Australian interest withholding tax*" above) applied to the interest in respect of those debentures, it would also apply to payments made by a guarantor in respect of this interest. This determination is binding on the Australian Taxation Office unless and until it is withdrawn.

If it is ultimately determined that Australian interest withholding tax or deduction applies on any payment to be made by any Guarantors, a Non-Resident Investor may be entitled to additional amounts in certain circumstances. See "*Description of the Notes and Guarantees—Payment of Additional Amounts*" for further information.

PLAN OF DISTRIBUTION

Subject to the terms and conditions stated in the purchase agreement dated the date of this offering memorandum, each initial purchaser named below has severally agreed to purchase, and the Issuer has agreed to sell to that initial purchaser, the principal amount of the Notes set forth opposite the initial purchaser's name:

Initial Purchaser	Principal Amount of Notes
HSBC Securities (USA) Inc.	US$185,792,000
J.P. Morgan Securities LLC	US$185,792,000
SMBC Nikko Securities America, Inc.	US$185,791,000
Intesa Sanpaolo IMI Securities Corp.	US$ 30,875,000
Natixis Securities Americas LLC	US$ 30,875,000
Société Générale(1)	US$ 30,875,000
Total	**US$650,000,000**

Note:

(1) Not a registered broker-dealer in the United States. Accordingly, Société Générale will only effect sales of Notes outside of the United States in accordance with Regulation S or in the United States, or to nationals or residents of the United States, through a registered broker-dealer.

The purchase agreement provides that the obligations of the initial purchasers to purchase the Notes are subject to approval of legal matters by counsel and other conditions. The initial purchasers must purchase all the Notes if they purchase any of the Notes. We have agreed to indemnify the initial purchasers against certain liabilities, including liabilities under the Securities Act, or to contribute to payments that the initial purchasers may be required to make because of any of those liabilities.

The Issuer expects that delivery of the Notes will be made against payment therefor on or about the closing date specified on the cover page of this offering memorandum, which will be the fifth business day following the date of pricing of the Notes (this settlement cycle being referred to as "T+5"). Pursuant to Rule 15c6-1 under the Exchange Act, trades in the secondary market generally are required to settle in one business day, unless the parties to any trade expressly agree otherwise. Accordingly, purchasers who wish to trade Notes on any date prior to the first business day before delivery will be required, by virtue of the fact that the Notes initially will settle in T+5, to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of the Notes who wish to make such trades should consult their own advisor.

We have been advised that the initial purchasers propose to resell the Notes at the offering price set forth on the cover page of this offering memorandum within the United States to "qualified institutional buyers" (as defined in Rule 144A) in reliance on Rule 144A and outside the United States to persons that are not "U.S. persons" (as defined in Regulation S) and are not acting for the account or benefit of a U.S. person in "offshore transactions" (as defined in Regulation S) in reliance on Regulation S. See "*Notice to Investors*." The price at which the Notes are offered may be changed at any time without notice.

To the extent any Initial Purchaser that is not a U.S. registered broker dealer intends to effect any offers or sales of any Notes in the United States, it will do so through one or more U.S. registered broker dealers in accordance with the applicable U.S. securities laws and regulations.

Notice to prospective investors in the United States

Neither the Notes nor the Guarantees have been or will be registered under the Securities Act or the securities laws of any other jurisdiction. Accordingly, the Notes are being offered and sold only within the U.S. to qualified institutional buyers in reliance on Rule 144A and outside the U.S. to persons that are not U.S. persons and are not acting for the account or benefit of a U.S. person in offshore transactions in reliance on Regulation S. Accordingly, the Notes are subject to restrictions on resale and transfer as described under "*Notice to Investors*." Each initial purchaser has acknowledged and agreed that:

(a) the Notes may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons, except pursuant to an exemption from the registration requirements of the Securities Act or in transactions not subject to those registration requirements; and

(b) during the initial distribution of the Notes, it will offer or sell Notes only within the U.S. to qualified institutional buyers in reliance on Rule 144A and outside the U.S. to persons that are not U.S. persons and are not acting for the account or benefit of a U.S. person in reliance on Regulation S.

Notice to prospective investors in Australia

Neither this offering memorandum nor any other prospectus or disclosure document (as defined in the Australian Corporations Act) in relation to the Notes or the Guarantees has been, or will be, lodged with ASIC. Each Initial Purchaser has represented and agreed that it (i) has not (directly or indirectly) offered, and will not offer for issue or sale and has not invited, and will not invite, applications for issue, or offers to purchase, the Notes in, to or from Australia (including an offer or invitation which is received by a person in Australia); and (ii) has not distributed or published, and will not distribute or publish, this offering memorandum, any information memorandum, advertisement or any other offering material relating to the Notes or Guarantees in Australia unless, in each case:

(a) the aggregate consideration payable by each offeree or invitee is at least A$500,000 (or its equivalent in other currencies, disregarding moneys lent by the offeror or its associates) or the offer or invitation otherwise does not require disclosure to investors in accordance with Part 6D.2 or Part 7.9 of the Australian Corporations Act;

(b) the offer or invitation is not made to a person who is a "retail client" within the meaning of section 761G of the Australian Corporations Act;

(c) such action complies with all applicable laws, regulations and directives; and

(d) such action does not require any document to be lodged with ASIC.

Notice to prospective investors in Canada

Prospective Canadian investors are advised that the information contained within this offering memorandum has not been prepared with regard to matters that may be of particular concern to Canadian investors. Accordingly, prospective Canadian investors should consult with their own legal, financial and tax advisors concerning the information contained within the offering memorandum and as to the suitability of an investment in the Notes in their particular circumstances.

The offer and sale of the Notes in Canada will only be made in the provinces of British Columbia, Alberta, Manitoba, Ontario, Quebec, Saskatchewan, New Brunswick, Prince Edward Island and Nova Scotia under exemptions from the requirement to file a prospectus with the Canadian securities regulators and will be made only by authorized dealer representatives that are properly registered under the laws of these Canadian jurisdictions or, alternatively, that are entitled to rely on exemptions from the dealer registration requirements in these Canadian jurisdictions.

The Notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions ("NI 45-106") or subsection 73.3(1) of the Securities Act (Ontario), and that are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the Notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this offering memorandum or any other offering material constituting an "offering memorandum" under applicable Canadian securities laws (including any amendment to any such documents) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 of National Instrument 33-105 Underwriting Conflicts ("NI 33-105"), the parties to this offering are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with an offering of Notes.

Prospective Canadian purchasers are hereby notified that: (i) the Issuer may be required to provide personal information pertaining to the purchasers as required to be disclosed in Schedule I of Form 45-106F1 under NI 45-106 (including, without limitation, the purchaser's name, address, telephone number and the aggregate purchase price of any Notes purchased) ("personal information"), which Form 45-106F1 may be required to be filed by the Issuer under NI 45-106, (ii) such personal information may be delivered to the Ontario Securities Commission (the "OSC") in accordance with NI 45-106, (iii) such personal information is collected indirectly by the OSC under the authority granted to it under the securities legislation of Ontario, (iv) such personal information is collected for the purposes of the administration and enforcement of the securities legislation of

Ontario, and (v) the public official in Ontario who can answer questions about the OSC's indirect collection of such personal information is the Administrative Support Clerk at the OSC, Suite 1903, Box 55, 20 Queen Street West, Toronto, Ontario M5H 3S8, Telephone: (416) 593-3684. Prospective Canadian purchasers that purchase Notes in this offering will be deemed to have authorized the indirect collection of the personal information by the OSC, and to have acknowledged and consented to its name, address, telephone number and other specified information, including the aggregate purchase price paid by the purchaser, being disclosed to other Canadian securities regulatory authorities, and to have acknowledged that such information may become available to the public in accordance with requirements of applicable Canadian laws.

Upon receipt of this offering memorandum, each Canadian purchaser hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the Notes described herein (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque acheteur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

Notice to prospective investors in the EEA

Each initial purchaser has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes to any retail investor in the EEA.

For the purposes of this provision:

(a) the expression "retail investor" means a person who is one (or more) of the following:

  (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or

  (ii) a customer within the meaning of the Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or

  (iii) not an EEA Qualified Investor, and

(b) the expression "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

Notice to prospective investors in the United Kingdom

Each initial purchaser has represented and agreed that it has not made and will not make an offer of the Notes which are the subject of this offering memorandum to the public in the United Kingdom except that it may make an offer:

(i) to any legal entity which is a UK Qualified Investor;

(ii) to fewer than 150 persons (other than UK Qualified Investors) in the United Kingdom, subject to obtaining the prior consent of the relevant initial purchaser or initial purchasers nominated by the Issuer for any such offer; or

(iii) in any other circumstances falling within Part 1 of Schedule 1 to the POATRs.

For the purposes of this provision, the expression an "offer of Notes to the public" in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to buy or subscribe for the Notes.

In addition, each initial purchaser has represented and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer or any Guarantor; and

(b) it has complied with and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

Notice to prospective investors in Switzerland

This offering memorandum is not intended to constitute an offer or solicitation to purchase or invest in the Notes. Each initial purchaser has represented and agreed that the Notes may not be publicly offered, directly or

indirectly, in Switzerland within the meaning of the Swiss Financial Services Act (the "FinSA") and no application has or will be made to admit the Notes to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this offering memorandum nor any other offering or marketing material relating to the Notes constitutes a prospectus pursuant to the FinSA, and neither this offering memorandum nor any other offering or marketing material relating to the Notes may be publicly distributed or otherwise made publicly available in Switzerland.

Notice to prospective investors in Hong Kong

The Notes have not been and will not be offered or sold in Hong Kong by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, Laws of Hong Kong), as amended from time to time (the "C(WUMP)O"), or (ii) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong, as amended from time to time ("SFO") and any rules made under the SFO; or (iii) in other circumstances which do not result in the document being a "prospectus" as defined in the C(WUMP)O. No advertisement, invitation or document relating to the Notes has been or will be issued or has been or will be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO.

Notice to capital market intermediaries and prospective investors pursuant to paragraph 21 of the Hong Kong SFC Code of Conduct—Important Notice to CMIs (including private banks): This notice to CMIs (including private banks) is a summary of certain obligations the SFC Code imposes on CMIs, which require the attention and cooperation of other CMIs (including private banks). Certain CMIs may also be acting as OCs for this offering and are subject to additional requirements under the SFC Code.

Prospective investors who are the directors, employees or major shareholders of the Issuer, any Guarantor, any CMI or its group companies would be considered under the SFC Code as having an Association with the Issuer, such Guarantor, such CMI or the relevant group company. CMIs should specifically disclose whether their investor clients have any Association when submitting orders for the Notes. In addition, private banks should take all reasonable steps to identify whether their investor clients may have any Associations with the Issuer, any Guarantor or any CMI (including its group companies) and inform the Initial Purchasers accordingly.

CMIs are informed that the marketing and investor targeting strategy for this offering includes institutional investors, sovereign wealth funds, pension funds, hedge funds, family offices and high net worth individuals, in each case, subject to the selling restrictions and any MiFID II product governance language set out elsewhere in this Offering Memorandum.

CMIs should ensure that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). CMIs should enquire with their investor clients regarding any orders which appear unusual or irregular. CMIs should disclose the identities of all investors when submitting orders for the Notes (except for omnibus orders where underlying investor information may need to be provided to any OCs when submitting orders). Failure to provide underlying investor information for omnibus orders, where required to do so, may result in that order being rejected. CMIs should not place "X-orders" into the order book.

CMIs should segregate and clearly identify their own proprietary orders (and those of their group companies, including private banks as the case may be) in the order book and book messages.

CMIs (including private banks) should not offer any rebates to prospective investors or pass on any rebates provided by the Issuer, the Company. In addition, CMIs (including private banks) should not enter into arrangements which may result in prospective investors paying different prices for the Notes.

The SFC Code requires that a CMI disclose complete and accurate information in a timely manner on the status of the order book and other relevant information it receives to targeted investors for them to make an informed decision. In order to do this, those Initial Purchasers in control of the order book should consider disclosing order book updates to all CMIs. When placing an order for the Notes, private banks should disclose, at the same time, if such order is placed other than on a "principal" basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on such a "principal" basis. Otherwise, such order may be considered to be an omnibus order pursuant to the SFC Code.

In relation to omnibus orders, when submitting such orders, CMIs (including private banks) that are subject to the SFC Code should disclose underlying investor information in respect of each order constituting the relevant omnibus order (failure to provide such information may result in that order being rejected). Underlying investor information in relation to omnibus orders should consist of:

- The name of each underlying investor;
- A unique identification number for each investor;
- Whether an underlying investor has any "Associations" (as used in the SFC Code);
- Whether any underlying investor order is a "Proprietary Order" (as used in the SFC Code);
- Whether any underlying investor order is a duplicate order.

To the extent information being disclosed by CMIs and investors is personal and/or confidential in nature, CMIs (including private banks) agree and warrant: (A) to take appropriate steps to safeguard the transmission of such information to any OCs; and (B) that they have obtained the necessary consents from the underlying investors to disclose such information to any OCs. By submitting an order and providing such information to any OCs, each CMI (including private banks) further warrants that it and the underlying investors have understood and consented to the collection, disclosure, use and transfer of such information by any OCs and/or any other third parties as may be required by the SFC Code, including to the Issuer, the Company relevant regulators and/or any other third parties as may be required by the SFC Code, for the purpose of complying with the SFC Code, during the bookbuilding process for this offering. CMIs that receive such underlying investor information are reminded that such information should be used only for submitting orders in this offering. The Initial Purchasers may be asked to demonstrate compliance with their obligations under the SFC Code, and may request other CMIs (including private banks) to provide evidence showing compliance with the obligations above (in particular, that the necessary consents have been obtained). In such event, other CMIs (including private banks) are required to provide the relevant Initial Purchaser with such evidence within the timeline requested.

Notice to prospective investors in Singapore

This offering memorandum has not been and will not be registered as a prospectus with the Monetary Authority of Singapore under the SFA and the offer of the Notes in Singapore is made primarily pursuant to the exemptions under Section 274 and 275 of the SFA. Accordingly, each initial purchaser has represented, warranted and agreed that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this offering memorandum and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

Any reference to the SFA is a reference to the Securities and Futures Act 2001 of Singapore, and a reference to any term as defined in the SFA or any provision in the SFA is a reference to that term as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.

Notice to prospective investors in Japan

The notes have not been and will not be registered pursuant to Article 4, Paragraph 1 of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended) (the "FIEA") on the basis that the solicitation for subscription of the notes falls within the definition of "solicitation to qualified institutional investors" as defined in Article 2, paragraph 3, item 2 (I) of the FIEA and Article 10 of the Ministerial Ordinance Concerning Definitions. Such solicitation shall be subject to the condition that qualified institutional investors (as defined under the FIEA, "QIIs") who desire to acquire the notes shall be made aware that they shall not transfer the notes to anyone other than to other QIIs. Any QII who acquires the notes shall be deemed to have agreed to such transfer restriction.

Accordingly, the notes will not be offered or sold, directly or indirectly, in Japan or to or for the account or benefit of any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to, or for the account or benefit of, others for reoffering or resale, directly or indirectly, in Japan or to, or for the account or benefit of, any resident of Japan, except in a private placement to QIIs as described above pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan in effect at the relevant time.

Notice to prospective investors in the Republic of Korea

The Notes have not been and will not be registered under the Financial Investment Services and Capital Markets Act (the "FSCMA"). None of the Notes may be offered, sold or delivered, directly or indirectly, in Korea or to any Korean resident (as such term is defined in the Foreign Exchange Transaction Law) for a period of one (1) year from the date of issuance of the Notes, except (i) to or for the account or benefit of a Korean resident which falls within certain categories of "professional investors" as specified in the FSCMA, its Enforcement Decree and the Regulation on Securities Issuance and Disclosure, in the case that the Notes are issued as bonds other than convertible bonds, bonds with warrants or exchangeable bonds, and where other relevant requirements are further satisfied, or (ii) as otherwise permitted under applicable Korean laws and regulations.

Notice to prospective investors in Taiwan

The Notes have not been and will not be registered with the Financial Supervisory Commission of Taiwan, the Republic of China ("Taiwan") pursuant to relevant securities laws and regulations and the Notes may not be sold, issued or offered within Taiwan through a public offering or in circumstances which constitutes an offer within the meaning of the Securities and Exchange Act of Taiwan that requires a registration or approval of the Financial Supervisory Commission of Taiwan. No person or entity in Taiwan has been authorized to offer, sell, give advice regarding or otherwise intermediate the offering and sale of the Notes in Taiwan.

Other relationships

The initial purchasers and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities.

In addition, in the ordinary course of their business activities, the initial purchasers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. If any of the initial purchasers or their affiliates has a lending relationship with us, certain of those initial purchasers or their affiliates routinely hedge, and certain other of those initial purchasers may hedge, their credit exposure to us in line with their customary risk management policies. Typically, these initial purchasers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the Notes offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the Notes offered hereby. The initial purchasers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Some of the initial purchasers and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us or our affiliates, including in a lending, financing, advisory or underwriting capacity. They have received, or may in the future receive, customary fees and commissions for these transactions. Affiliates of each of the initial purchasers are lenders under certain of our corporate senior bank debt facilities.

General

The Notes will constitute a new class of securities with no established trading market. We do not intend to list the Notes on any national securities exchange in the United States. We cannot assure you that the prices at which the Notes will sell in the market after this offering will not be lower than the initial offering price or that an active trading market for the Notes will develop and continue after this offering. The initial purchasers have advised us that they currently intend to make a market in the Notes. However, they are not obligated to do so and they may discontinue any market-making activities with respect to the Notes at any time without notice. In addition, market-making activity will be subject to the limits imposed by the Securities Act and the Exchange Act. The ability of the initial purchasers and other market participants to make a market in the Notes may be impacted by changes in regulatory requirements applicable to the marketing, holding and trading of, and issuing quotations with respect to, the Notes. Accordingly, we cannot assure you as to the liquidity of or the trading market for the Notes. If an active trading market for the Notes does not develop, the market price and liquidity of the Notes may be adversely affected. If the Notes are traded, they may trade at a discount from their initial offering price depending on prevailing interest rates, the market for similar securities, our operating performance and financial condition, general economic conditions and other factors.

In addition, each initial purchaser has agreed that it will not, in connection with the primary distribution of the Notes (directly or indirectly), sell any of the Notes (or any interest in any of the Notes) to any person known or reasonably suspected by employees of such initial purchaser directly involved in the sale to be an Offshore Associate (other than in the capacity of dealer, manager or underwriter in relation to the placement of the Notes or in the capacity of a clearing house, custodian, funds manager or responsible entity of an Australian registered managed investment scheme). "Offshore Associate" means an associate (as defined in section 128F(9) of the Australian Income Tax Assessment Act 1936 (Cth)) of the Issuer that is either (a) a resident of Australia or (b) a non-resident of Australia (as defined in section 6 of the Australian Income Tax Assessment Act 1936 (Cth)) that does not acquire the Notes (or any interest in any of the Notes) in carrying on business at or through a permanent establishment in Australia (as defined in section 6 of the Australian Income Tax Assessment Act 1936 (Cth)).

In connection with this offering, the initial purchasers may purchase and sell Notes in the open market. These transactions may include over-allotment, syndicate covering transactions and stabilizing transactions. Over-allotment involves sales of the Notes in excess of the principal amount of the Notes to be purchased by the initial purchasers in this offering, which creates a short position for the initial purchasers. Covering transactions involve purchases of the Notes in the open market after the distribution has been completed in order to cover short positions. Stabilizing transactions consist of certain bids or purchases of the Notes made for the purpose of preventing or retarding a decline in the market price of the Notes while the offering is in progress. Any of these activities may have the effect of preventing or retarding a decline in the market price of the Notes. They may also cause the price of the Notes to be higher than the price that otherwise would exist in the open market in the absence of these transactions. The initial purchasers may conduct these transactions in the over-the-counter market or otherwise. If the initial purchasers commence any of these transactions, they may discontinue them at any time. None of the Issuer, the Guarantors nor any of the initial purchasers make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the Notes.

NOTICE TO INVESTORS

Because of the following restrictions, investors are advised to consult legal counsel prior to making any offer, resale, pledge or transfer of Notes.

Offers and sales by the initial purchasers

The offer and sale of the Notes and the Guarantees have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction and may not be offered, sold or delivered in the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S), except pursuant to an effective registration statement or in a transaction not subject to the registration requirements of the Securities Act or in accordance with an applicable exemption from the registration requirements thereof. Accordingly, the Notes are being offered and sold hereunder only:

- within the United States to qualified institutional buyers in accordance with Rule 144A, and
- outside the United States to persons that are not U.S. persons and are not acting for the account or benefit of a U.S. person in accordance with Regulation S.

Investors representations and restrictions on resale

Each purchaser of the Notes offered hereunder will be deemed, in making its purchase, to have represented and agreed as follows (terms used in this section that are defined in Rule 144A or in Regulation S are used in this section as defined in those rules or regulations):

1. The purchaser either (a)(1) is a qualified institutional buyer, (2) is aware that the sale of the Notes to it is being made in reliance on Rule 144A and (3) is acquiring such Notes for its own account or the account of one or more other qualified institutional buyers or (b)(1) is a purchaser that is outside the United States, not a U.S. person and not acting for the account or benefit of a U.S. person (or a purchaser that is a dealer or other fiduciary of the kind referred to above) and (2) is aware that the sale of the Notes to it is being made in reliance on Regulation S;
2. The purchaser understands that the Notes have not been and will not be registered under the Securities Act and they may not be offered, sold or delivered in the United States or to, or for the account or benefit of, any U.S. person except as set forth below;
3. The purchaser understands and agrees that such Notes are being offered only in a transaction not involving any public offering within the meaning of the Securities Act, and that any future resale, pledge or transfer of such Notes on which the legend set forth below appears, may be made only (i) to the Issuer, (ii) to a person whom the seller reasonably believes is a qualified institutional buyer acquiring for its own account or for the account of one or more other qualified institutional buyers in a transaction meeting the requirements of Rule 144A (if available), (iii) outside the United States to a purchaser that is not a U.S. person and is not acting for the account or benefit of a U.S. person in an offshore transaction meeting the requirements of Rule 903 or Rule 904 of Regulation S, (iv) pursuant to an exemption from registration under the Securities Act provided by Rule 144 (if available) or (v) pursuant to an effective registration statement under the Securities Act, in each case in accordance with any applicable securities laws of any state or other jurisdiction of the United States or other jurisdictions. Any purported transfer of the Notes in violation of one of the foregoing restrictions shall be void ab initio and of no legal force or effect;
4. The purchaser will, and each subsequent holder is required to, notify any purchaser of Notes from it of the resale restrictions referred to in (3) above, if then applicable;
5. The purchaser understands and agrees that (A) the Notes initially offered to qualified institutional buyers in reliance on Rule 144A will be represented by Restricted Global Notes, and (B) with respect to any transfer of any interest in Restricted Global Notes, (i) if to transferees that take delivery in the form of interests in Restricted Global Notes, the Trustee will not require any written certification from the transferor or the transferee, and (ii) if to transferees that take delivery in the form of interests in the Regulation S Global Note, the Trustee will require written certification from the transferor (in the form(s) provided in the Indenture), the form of which can be obtained from the Trustee, to the effect that the transfer complies with Rule 903 or Rule 904 of Regulation S;

6. The purchaser understands that the Notes sold in reliance on Rule 144A will bear a legend to the following effect unless otherwise agreed with us:

   - "NEITHER THIS SECURITY NOR ANY BENEFICIAL INTEREST HEREIN HAS BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"). THE HOLDER HEREOF, BY PURCHASING THIS SECURITY, AGREES FOR THE BENEFIT OF CIMIC FINANCE LIMITED (THE "ISSUER"), THE GUARANTORS OF THIS SECURITY UNDER THE INDENTURE (THE "GUARANTORS"), THE TRUSTEE AND ANY NOTE REGISTRAR THAT THIS SECURITY AND BENEFICIAL INTERESTS HEREIN MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY (1) TO THE ISSUER, (2) SO LONG AS THIS SECURITY IS ELIGIBLE FOR RESALE PURSUANT TO RULE 144A UNDER THE SECURITIES ACT ("RULE 144A"), TO A PERSON WHO THE SELLER REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER (AS DEFINED IN RULE 144A) PURCHASING FOR ITS OWN ACCOUNT OR THE ACCOUNT OF ONE OR MORE OTHER QUALIFIED INSTITUTIONAL BUYERS IN ACCORDANCE WITH RULE 144A, (3) OUTSIDE THE UNITED STATES TO A PURCHASER THAT IS NOT A U.S. PERSON AND IS NOT ACTING FOR THE ACCOUNT OR BENEFIT OF A U.S. PERSON IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 (AS APPLICABLE) OF REGULATION S UNDER THE SECURITIES ACT, (4) PURSUANT TO AN EXEMPTION FROM REGISTRATION IN ACCORDANCE WITH RULE 144 UNDER THE SECURITIES ACT (IF AVAILABLE), OR (5) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, IN EACH SUCH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES OR OTHER JURISDICTIONS. THE HOLDER HEREOF, BY PURCHASING THIS SECURITY OR BY ACQUIRING SUCH BENEFICIAL INTEREST, REPRESENTS AND AGREES FOR THE BENEFIT OF THE ISSUER, THE GUARANTORS, THE TRUSTEE AND ANY NOTE REGISTRAR THAT IT WILL NOTIFY ANY PURCHASER OF THIS SECURITY OR A BENEFICIAL INTEREST HEREIN FROM IT OF THE RESALE RESTRICTIONS REFERRED TO ABOVE. THIS LEGEND WILL BE REMOVED ONLY IN THE CIRCUMSTANCES SPECIFIED IN THE INDENTURE.
   - ANY TRANSFER OF A BENEFICIAL INTEREST IN THIS SECURITY IN VIOLATION OF THE FOREGOING SHALL BE NULL AND VOID AB INITIO AND WILL NOT OPERATE TO TRANSFER ANY RIGHTS TO THE TRANSFEREE, NOTWITHSTANDING ANY NOTICE OR INSTRUCTIONS TO THE CONTRARY TO THE ISSUER, THE TRUSTEE, THE NOTE REGISTRAR OR ANY INTERMEDIARY."

7. If the purchaser is not in the U.S., not a U.S. person and is not acting for the account or benefit of a U.S. person, it understands that the Notes offered in reliance on Regulation S initially will be represented by the Regulation S Global Note and that interests therein may be held only through Euroclear or Clearstream, Luxembourg through and including the 40th day after the later of the commencement of the offering of the Notes and the closing date of the offering of the Notes, as described under "*Description of the Notes and Guarantees—Form.*" The purchaser further understands that the Regulation S Global Note will bear a legend to the following effect, unless we determine otherwise in accordance with applicable law:

   - "THIS SECURITY HAS NOT BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND MAY NOT BE OFFERED, SOLD OR DELIVERED IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, ANY U.S. PERSON, UNLESS SUCH SECURITIES ARE REGISTERED UNDER THE SECURITIES ACT OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS THEREOF IS AVAILABLE OR SUCH SECURITIES ARE OFFERED, SOLD OR DELIVERED IN A TRANSACTION NOT SUBJECT TO SUCH REGISTRATION REQUIREMENTS. THE FOREGOING SHALL NOT APPLY FOLLOWING THE EXPIRATION OF FORTY DAYS FROM THE LATER OF (i) THE DATE ON WHICH THESE SECURITIES WERE FIRST OFFERED AND (ii) THE DATE OF ISSUANCE OF THESE SECURITIES.
   - ANY TRANSFER OF A BENEFICIAL INTEREST IN THIS SECURITY IN VIOLATION OF THE FOREGOING SHALL BE NULL AND VOID AB INITIO AND WILL NOT OPERATE TO TRANSFER ANY RIGHTS TO THE TRANSFEREE, NOTWITHSTANDING ANY

NOTICE OR INSTRUCTIONS TO THE CONTRARY TO THE ISSUER, THE TRUSTEE, THE NOTE REGISTRAR OR ANY INTERMEDIARY."

8. The purchaser (i) has not (directly or indirectly) offered, and will not offer for issue or sale and has not invited, and will not invite, applications for issue, or offers to purchase, the Notes in, to or from Australia (including an offer or invitation which is received by a person in Australia); and (ii) has not distributed or published, and will not distribute or publish, this offering memorandum, any information memorandum, advertisement or any other offering material relating to the Notes or Guarantees in Australia unless, in each case:

   (a) the aggregate consideration payable by each offeree or invitee is at least A$500,000 (or its equivalent in other currencies, disregarding moneys lent by the offeror or its associates) or the offer or invitation otherwise does not require disclosure to investors in accordance with Part 6D.2 or Part 7.9 of the Australian Corporations Act;

   (b) the offer or invitation is not made to a person who is a "retail client" within the meaning of section 761G of the Australian Corporations Act;

   (c) such action complies with all applicable laws, regulations and directives; and

   (d) such action does not require any document to be lodged with ASIC.

There are references in this offering memorandum to credit ratings. Credit ratings are for distribution only to a person (a) who is not a "retail client" within the meaning of section 761G of the Corporations Act and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Part 6D.2 or 7.9 of the Corporations Act, and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive this offering memorandum and any person who receives this offering memorandum is advised that they must not distribute it to any person who is not entitled to receive it.

The purchaser acknowledges that the Issuer, the Guarantors, the Initial Purchasers, the Trustee, the Agents and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations, warranties and agreements, and agrees that if any of the acknowledgments, representations or warranties deemed to have been made by it by its purchase of Notes are no longer accurate, it shall promptly notify us and the Initial Purchasers. If it is acquiring any Notes as a fiduciary or agent for one or more investor accounts, it represents that it has sole investment discretion with respect to each such account and it has full power to make the foregoing representations, warranties and agreements on behalf of each such account.

Each purchaser of Notes will be deemed to have represented and agreed that it understands that with respect to any transfer of interests in the Regulation S Global Note, on or prior to the 40th day after the later of the commencement of the offering and the closing date, if to a transferee who takes delivery in the form of an interest in the Restricted Global Note, the Trustee will require written certification from the transferee or transferor, as the case may be, (in the form(s) provided in the Indenture) to the effect that (i) such transferee is purchasing the Notes for its own account or for accounts as to which it exercises sole investment discretion and that it and, if applicable, each such account is a qualified institutional buyer within the meaning of Rule 144A, in each case, in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any state or other jurisdiction of the United States or any other jurisdiction or (ii) the transferor did not purchase such Notes as part of the initial distribution thereof and the transfer is being effected pursuant to and in accordance with an applicable exemption from the registration requirements of the Securities Act and the transferor has delivered to the Trustee such additional evidence that we or the Trustee may require as to compliance with such available exemption.

For further discussion of the requirements (including the presentation of transfer certificates) under the Indenture to effect exchanges or transfers of interests in Global Notes and of Certificated Notes, see "*Description of the Notes and Guarantees—Form" and "—Registration of transfer and exchange*."

We recognize that none of DTC, Euroclear or Clearstream, Luxembourg in any way undertakes to, and none of DTC, Euroclear or Clearstream, Luxembourg shall have any responsibility to, monitor or ascertain the compliance of any transactions in the Notes with any exemptions from registration under the Securities Act or of any other state or federal securities law.

LEGAL MATTERS

Certain legal matters with respect to the Notes and the Guarantees will be passed upon for the Issuer and Guarantors by Allen Overy Shearman Sterling, Sydney, Australia, as to matters of New York, U.S. federal securities and Australian law. Certain legal matters with respect to the Notes and the Guarantees will be passed upon for the initial purchasers by Sidley Austin, as to matters of New York and U.S. federal securities law.

INDEPENDENT AUDITORS

The consolidated financial statements of CIMIC Group Limited as of and for the years December 31, 2025, and December 31, 2024 (and December 31, 2023 as comparatives) included in this offering memorandum have been audited by Deloitte, independent auditors, as stated in their reports appearing herein.

The liability of Deloitte with respect to claims arising out of their audit reports is limited under the Chartered Accountants Australia and New Zealand Professional Standards Scheme (the "Accountants Scheme") and approved by the Professional Standards Council pursuant to the Professional Standards Act 1994 (NSW) (the "Professional Standards Act"). The Professional Standards Act and the Accountants Scheme may limit the liability of Deloitte for damages with respect to certain civil claims arising, directly or vicariously, from anything done or omitted in the performance of Deloitte's professional services to us, including, without limitation, their audits of CIMIC Group Limited and its controlled entities' financial statements. The maximum liability under the Accountants Scheme is capped at an amount that depends upon the type of service and the applicable engagement fee for that service, with the lowest such liability cap set at A$2 million (where the claim arises from a service in respect of which the fee is less than A$100,000) and may be up to A$75 million for audit work (where the claim arises from an audit service in respect of which the fee is greater than or equal to A$2.5 million). The limit does not apply to liability for damages arising from breach of trust, fraud or dishonesty. These limitations of liability may limit enforcement in Australian courts of any judgment under United States or other foreign laws rendered against Deloitte based on, or related to, its audit of CIMIC Group Limited and its controlled entities' financial statements.

Deloitte's registered address is Quay Quarter Tower, Level 46, 50 Bridge St, Sydney, NSW, 2000, Australia.

ANNEX A: LIST OF SUBSIDIARY GUARANTORS

1. CIMIC Finance (USA) Pty Ltd
2. CPB Contractors Pty Limited
3. Leighton Contractors (Asia) Limited
4. CIMIC Admin Services Pty Limited
5. Leighton Offshore Pte Ltd
6. Sedgman Pty Limited
7. UGL Pty Limited
8. CGI3 Pty Limited
9. Pacific Partnerships Pty Ltd
10. UGL Engineering Pty Limited

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

CIMIC Group Limited consolidated financial statements for year ended December 31, 2025

Auditor's Independence Declaration F-2
Consolidated Statement of Profit or Loss F-3
Consolidated Statement of Other Comprehensive Income F-4
Consolidated Statement of Financial Position F-5
Consolidated Statement of Changes in Equity F-6
Consolidated Statement of Cash Flows F-7
Notes to the Consolidated Financial Statements F-8
Directors' Declaration F-92
Independent Auditor's Report F-93

CIMIC Group Limited consolidated financial statements for year ended December 31, 2024

Auditor's Independence Declaration F-96
Consolidated Statement of Profit or Loss F-97
Consolidated Statement of Other Comprehensive Income F-98
Consolidated Statement of Financial Position F-99
Consolidated Statement of Changes in Equity F-100
Consolidated Statement of Cash Flows F-101
Notes to the Consolidated Financial Statements F-102
Directors' Declaration F-183
Independent Auditor's Report F-184

Deloitte Touche Tohmatsu
A.B.N. 74 490 121 060

Quay Quarter Tower
50 Bridge Street
Sydney NSW 2000
PO Box N250 Grosvenor Place
Sydney NSW 1220 Australia

Tel: +61 (0) 2 9322 7000
www.deloitte.com.au

The Directors
CIMIC Group Limited
25/177 Pacific Highway
NORTH SYDNEY NSW 2060

12 February 2026

Dear Directors

Auditor's Independence Declaration to CIMIC Group Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the Directors of CIMIC Group Limited.

As lead audit partner for the audit of the financial report of CIMIC Group Limited for the year ended 31 December 2025, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

Yours faithfully

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Jason Thorne
Partner
Chartered Accountant

Liability limited by a scheme approved under Professional Standards Legislation.
Member of Deloitte Asia Pacific Limited and the Deloitte organisation.

Consolidated Statement of Profit or Loss

for the 12 months to 31 December 2025

	Note	12 months to December 2025 $m	12 months to December 2024 $m
Revenue	2	18,634.6	16,757.6
Expenses	3	(17,962.3)	(16,596.2)
Finance income	4	77.3	82.1
Finance costs	4	(545.6)	(475.0)
Share of profits of associates and joint ventures	26, 27	47.6	39.5
Other gains	16, 30, 35(a)	544.6	972.2
Profit before tax		796.2	780.2
Income tax (expense) / benefit	6	(217.4)	5.9
Profit for the year		578.8	786.1
(Profit) / loss for the year attributable to non-controlling interests		(167.2)	(113.6)
Profit for the year attributable to shareholders of the parent entity		411.6	672.5
Dividends per share – Final (cents per share)	25	-	-
Dividends per share – Interim (cents per share)	25	10.6	-

The consolidated statement of profit or loss is to be read in conjunction with the notes to the consolidated financial report.

Consolidated Statement of Other Comprehensive Income

for the 12 months to 31 December 2025

	Note	12 months to December 2025 $m	12 months to December 2024 $m
Profit for the year attributable to shareholders of the parent entity		411.6	672.5
Other comprehensive income attributable to shareholders of the parent entity:			
Items that may be reclassified to profit or loss:			
- Foreign exchange translation differences	23	(67.9)	34.4
- Effective portion of changes in fair value of cash flow hedges (net of tax)	23	(3.4)	8.9
Items that will not be reclassified to profit or loss:			
- Fair value (loss) / gain on investments designated as fair value through other comprehensive income (net of tax)	23	(9.8)	11.2
Other comprehensive income for the year (net of tax)		(81.1)	54.5
Total comprehensive income for the year attributable to shareholders of the parent entity		330.5	727.0
Total comprehensive income for the year attributable to shareholders of the parent entity:			
Total comprehensive income for the year		496.2	841.7
Total comprehensive income for the year attributable to non-controlling interests		(165.7)	(114.7)
Total comprehensive income for the year attributable to shareholders of the parent entity		330.5	727.0

The consolidated statement of other comprehensive income is to be read in conjunction with the notes to the consolidated financial report.

Consolidated Statement of Financial Position

as at 31 December 2025

	Note	31 December 2025 $m	31 December 2024 $m
Assets			
Cash and cash equivalents	7	3,382.9	2,660.7
Trade and other receivables	8	4,362.7	4,428.4
Current tax assets	9	132.7	204.2
Inventories: consumables and development properties	10	314.8	613.4
Assets held for sale	31	254.5	-
Total current assets		8,447.6	7,906.7
Trade and other receivables	8	621.6	590.8
Inventories: development properties	10	62.6	67.2
Investments accounted for using the equity method	11	760.1	595.7
Other investments	12	71.2	129.0
Investment property	16	-	23.3
Deferred tax assets	13	365.6	487.0
Property, plant and equipment	14	2,043.3	2,506.5
Intangibles	15	4,657.8	4,794.6
Total non-current assets		8,582.2	9,194.1
Total assets		17,029.8	17,100.8
Liabilities			
Trade and other payables	17	6,301.5	6,516.9
Current tax liabilities	18	91.0	19.1
Provisions	19	467.1	511.2
Financial liability	29	1,073.0	1,073.0
Interest bearing liabilities	20	23.5	51.6
Lease liabilities	21	303.5	397.1
Total current liabilities		8,259.6	8,568.9
Trade and other payables	17	333.1	532.4
Provisions	19	41.4	54.3
Interest bearing liabilities	20	6,194.9	5,823.1
Lease liabilities	21	432.8	539.6
Deferred tax liabilities	13	96.2	198.8
Total non-current liabilities		7,098.4	7,148.2
Total liabilities		15,358.0	15,717.1
Net assets		1,671.8	1,383.7
Equity			
Share capital	22	1,458.7	1,458.7
Reserves	23	(1,616.5)	(1,526.3)
Retained earnings	24	1,678.9	1,299.0
Total equity attributable to equity holders of the parent		1,521.1	1,231.4
Non-controlling interests		150.7	152.3
Total equity		1,671.8	1,383.7

The consolidated statement of financial position is to be read in conjunction with the notes to the consolidated financial report.

Consolidated Statement of Changes in Equity

for the 12 months to 31 December 2025

	Note	Share capital	Reserves	Retained earnings	Attributable to equity holders	Non-controlling interests	Total equity
		$m	$m	$m	$m	$m	$m
Total equity at 1 January 2024		1,458.7	(469.5)	683.2	1,672.4	(5.4)	1,667.0
Profit for the year		-	-	672.5	672.5	113.6	786.1
Thiess Put Option	35 (a)	-	(1,073.0)	-	(1,073.0)	-	(1,073.0)
Other comprehensive income		-	53.4	-	53.4	1.1	54.5
Transactions with shareholders in their capacity as shareholders:							
- Dividends	25	-	-	(52.9)	(52.9)	(17.0)	(69.9)
- Acquisitions		-	-	-	-	60.0	60.0
- Derecognition of reserves	23	-	(41.6)	-	(41.6)	-	(41.6)
Total transactions with shareholders		-	(41.6)	(52.9)	(94.5)	43.0	(51.5)
Other equity movements:							
- Transfer of reserve on disposal of investment	23	-	3.8	(3.8)	-	-	-
- Other	23	-	0.6	-	0.6	-	0.6
Total other equity movements		-	4.4	(3.8)	0.6	-	0.6
Total equity at 31 December 2024		1,458.7	(1,526.3)	1,299.0	1,231.4	152.3	1,383.7

		Share capital	Reserves	Retained earnings	Attributable to equity holders	Non-controlling interests	Total equity
		$m	$m	$m	$m	$m	$m
Total equity at 1 January 2025		1,458.7	(1,526.3)	1,299.0	1,231.4	152.3	1,383.7
Profit for the year		-	-	411.6	411.6	167.2	578.8
Other comprehensive income		-	(79.6)	-	(79.6)	(1.5)	(81.1)
Transactions with shareholders in their capacity as shareholders:							
- Dividends	25	-	-	(33.0)	(33.0)	(167.3)	(200.3)
- Derecognition of reserves	23	-	(9.6)	-	(9.6)	-	(9.6)
Total transactions with shareholders		-	(9.6)	(33.0)	(42.6)	(167.3)	(209.9)
Other equity movements:							
- Transfer of reserve on disposal of shares	23	-	(1.3)	1.3	-	-	-
- Other	23	-	0.3	-	0.3	-	0.3
Total other equity movements		-	(1.0)	1.3	0.3	-	0.3
Total equity at 31 December 2025		1,458.7	(1,616.5)	1,678.9	1,521.1	150.7	1,671.8

The consolidated statement of changes in equity is to be read in conjunction with the notes to the consolidated financial report.

Consolidated Statement of Cash Flows

for the 12 months to 31 December 2025

	Note	12 months to December 2025 $m	12 months to December 2024 $m
Cash flows from operating activities			
Cash receipts in the course of operations (including GST)		20,521.3	18,224.7
Cash payments in the course of operations (including GST)		(19,234.9)	(16,549.9)
Operating cash flow		1,286.4	1,674.8
Interest received		78.0	82.7
Finance costs paid		(453.6)	(403.0)
Income taxes cash flows		205.8	(205.4)
Net cash inflow / (outflow) from operating activities	29 (a)	1,116.6	1,149.1
Cash flows from investing activities			
Payments for intangibles		(15.6)	(19.3)
Payments for property, plant and equipment		(568.0)	(548.6)
Payments for development expenditure		(47.2)	(134.7)
Proceeds from sale of property, plant and equipment		57.8	55.6
Proceeds from sale of investment property		236.3	-
Proceeds from sale of investments and controlled entities		278.8	0.4
Cash acquired from acquisition of investments		-	112.8
Cash disposed from sale of investments and controlled entities		(46.0)	-
Loans to associates and joint ventures		-	(5.1)
Payments for investments		(25.0)	(554.5)
Net cash inflow / (outflow) from investing activities		(128.9)	(1,093.4)
Cash flows from financing activities			
Proceeds from borrowings		2,440.1	3,866.1
Repayment of borrowings		(2,044.7)	(3,437.6)
Repayment of leases		(413.3)	(258.8)
Dividends to shareholders of the Company	25	(33.0)	(52.9)
Dividends to non-controlling interests		(92.9)	-
Advances to non-controlling interests		(85.8)	(52.4)
Net cash (outflow) / inflow from financing activities		(229.6)	64.4
Net increase/(decrease) in cash held		758.1	120.1
Cash and cash equivalents at the beginning of the period		2,660.7	2,498.9
Effects of exchange rate fluctuations on cash held		(35.9)	41.7
Cash and cash equivalents at reporting date	7	3,382.9	2,660.7

The consolidated statement of cash flows is to be read in conjunction with the notes to the consolidated financial report.

1. SUMMARY OF ACCOUNTING POLICIES

Statement of compliance

CIMIC Group Limited (the Company) is a company domiciled in Australia. The consolidated financial statements of the Company comprise the Company and its controlled entities (the Consolidated Entity or Group) and the Consolidated Entity's interest in associates and joint arrangements.

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (AASBs) adopted by the Australian Accounting Standards Board (AASB) and in accordance with the *Corporations Act 2001*. The financial report of the Consolidated Entity also complies with IFRS Accounting Standards as adopted by the International Accounting Standards Board (IASB).

The standards, amendments to standards and interpretations available for early adoption at reporting date that have not been applied in preparing this financial report are detailed in Note 39: *New accounting standards*.

The consolidated financial report was authorised for issue by the Directors on 12 February 2026.

Basis of preparation

Presentation

The financial report is presented in Australian dollars, which is the Company's functional currency. All amounts disclosed in the financial report relate to the Group unless otherwise stated. The financial report has been prepared on the historical cost basis, except for financial instruments and investment properties that have been measured at fair value. These financial statements have been prepared on a going concern basis, after taking into consideration all drawn and undrawn facilities.

The Company is a company of the kind referred to in *ASIC Corporations (Rounding in Financial / Directors' Reports) Instrument 2016/191* and in accordance with that ASIC Instrument, amounts in the financial report have been rounded off to the nearest hundred thousand dollars, unless otherwise stated.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

Accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and are believed to be reasonable under the circumstances. Revisions to estimates are recognised in the period in which the estimate is revised and in any future period affected.

CIMIC integrates environmental, social and governance (ESG) factors, and specifically the risks and opportunities of climate change, into its business operations. ESG is integrated into the group governance, strategy, risk management, and the setting of - and measuring against - metrics and targets. In line with the requirements of AASB S2 *Climate-related Disclosures*, climate-related risks and opportunities that could reasonably be expected to affect cash flows, access to finance, or cost of capital over the short, medium or long term have been disclosed in the Climate-related Financial Disclosure as included in this 2025 Annual Report. CIMIC is committed to operating sustainably and detailed reporting on its ESG performance and progress is set out separately in the Group's 2025 Annual Review and Sustainability Report available at: www.cimic.com.au.

Judgements made in the application of AASBs that could have a significant effect on the financial report and estimates with a risk of adjustment in the next year are as follows:

- Construction and services projects:
  - Determination of stage of completion;
  - Estimation of total contract costs;
  - Determination of onerous contracts;
  - Estimation of total contract revenue, including recognising revenue on contract variations and claims only to the extent it is highly probable that a significant reversal in the amount recognised will not occur in the future;
  - Estimation of project completion date; and
  - Assumed levels of project execution productivity.

- Determination of control or joint control:

We continually reassess facts and circumstances based on currently available information to consider, under Australian Accounting Standards, if changes are required to previous conclusions regarding control or joint control determinations.

- Classification of UGL Transport joint ventures:

As part of the disposal of the UGL Transport Business ("UGL Transport") to the joint venture between the Group and Sojitz Corporation ("Sojitz") ("UGL Transport JV"), on 31 December 2025, CIMIC removed its nominee directors from the various boards of the equity accounted investments of UGL Transport for which change of control consents were in progress and waived certain of its material rights, in respect of nominating directors; and voting on the election, re-election, appointment or removal of directors while the proposed transfer process is underway – refer to Note 30: *Disposals*. Further, CIMIC has agreed to abstain from voting its shares on certain resolutions put to a meeting of respective joint ventures partners, retaining only protective rights in respect of its ownership interests such as the right to vote on matters relating to share rights, ownership and resolutions which may adversely affect the economic value of CIMIC's interest in the joint ventures.

In accordance with the Group's accounting policy, CIMIC assessed at 31 December 2025 it no longer has joint control or significant influence over the joint ventures which were reclassified from equity accounted investments to financial investments measured at fair value through profit and loss in accordance with AASB 9: *Financial Instruments*.

- Timing of loss of control over UGL Transport:

On 1 December 2025, the Group entered into an arrangement with Sojitz regarding the acquisition by Sojitz of a 50% equity interest in the UGL Transport Business and the formation of a joint venture with Sojitz over UGL Transport (refer to Note 30: *Disposals*).

At 31 December 2025 Foreign Investment Review Board approval was the last outstanding condition precedent of the binding Share Sale Agreement, with all other conditions precedent for the transaction met prior to 31 December 2025. This approval was deemed highly probable and procedural at 31 December 2025 based on draft regulatory approval received prior to 31 December 2025 and legal advice obtained. It was formally received on 13 January 2026 and the transaction legally completed on 19 January 2026. Judgement was therefore required in determining whether control was lost by 31 December 2025 and the transaction should be accounted for as a sale under the Australian Accounting Standards in the financial year ending 31 December 2025.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

Accounting estimates and judgements continued

The transaction documents contained provisions for the conduct of business in the period before completion, including the requirement for cooperation from Sojitz in decisions on material key relevant activities between 31 December 2025 and legal completion. These contractual arrangements resulted in CIMIC losing the unilateral ability to control the decisions over the relevant activities of UGL Transport by 31 December 2025. The Shareholders Deed governing decisions on key relevant activities was formally signed on 19 January 2026 as part of the legal close process.

Accordingly, the loss of control over UGL Transport was recognised on 31 December 2025.

- Investment property:

Investment property, which is property held to earn rental income and/or for capital appreciation (including property under construction for such purposes), is measured initially at cost, including transaction costs. Investment properties comprise land and buildings including integral plant and equipment, and are disclosed as such in the consolidated financial report. Subsequent to initial recognition, investment property is measured at fair value. Gains or losses arising from changes in the fair value of investment property are included in profit or loss in the period in which they arise. An investment property is derecognised upon disposal. Any gain or loss arising on derecognition of the property is included in profit or loss in the period in which the property is derecognised.

Valuations are determined based on assessments and estimates of uncertain future events, including upturns and downturns in markets and availability of similar properties, vacancy rates, market rents, capitalisation and discount rates and build costs for investment property under development. Valuations are based on discounted cash flows valuation techniques and take into account recent and relevant sales evidence and other market data. Valuations are either based on an external independent valuation from a professionally qualified valuer or on an internal valuation.

Deferred tax assets or liabilities are recognised in respect of changes in investment property values and are calculated on the presumption that the carrying amount of the investment property will be recovered through sale.

- Investment in Thiess:

Accounting for acquisitions in stages: Acquisition of additional 10% of Thiess Group Holdings Pty Ltd and its controlled entities

On 23 April 2024, CIMIC Group Limited acquired an additional 10% of Thiess comprising a portion of the ordinary shares, Preference A shares and Preference C shares in Thiess Group Holdings Pty Ltd (Thiess) held by funds advised by Elliott Advisors (UK) Ltd (Elliott). The acquisition, for a cash purchase price of $320.0 million, increases CIMIC's ownership of Thiess to 60%.

CIMIC and Elliott continue to have equal Thiess board representation while revisions to the shareholders agreement mean that CIMIC strengthens its governance over the day-to-day operations of the company. Consequently, CIMIC has the ability to direct Thiess' relevant activities and results in Thiess becoming a controlled entity of CIMIC under Australian Accounting Standards, with Elliott's retained interest recognised within non-controlling interests in the statement of financial position.

The terms of the 23 April 2024 transaction mean that the existing Elliott put option ('Put Option'), over the ordinary shares and Class A Preference shares, is now exercisable from 22 April 2025 to 31 December 2026. The existing Elliott Hybrid Put Option ('Hybrid Option') over the Class C Preference Shares are puttable the earlier of six months after exercise of the Put Option or six months after the end of the Put Option period.

Accordingly, amounts of $920.0 million and $153.0 million, totalling $1,073.0 million, without adjustment for the probability of the assets being put to CIMIC, have been recognised in the statement of financial position reflecting the present value of the gross redemption amount of the ordinary and Class A Preference Shares and the face value of the Preference C Shares. CIMIC holds a call option to acquire the Class C preference shares from Elliott, for a period of 42 months, starting at the end of the Put Option period or the date when Elliott ceases to own any Class A preference shares or ordinary shares.

These options were previously recognised as derivative financial instruments in accordance with AASB 9: *Financial Instruments* at fair value. As a consequence of the 23 April 2024 transaction and the required consolidation of Thiess, the Put Option and Hybrid Option are required to be recognised as an option over non-controlling interest and the present value of the gross redemption value is recognised as a financial liability alongside a reduction in the parent's equity within reserves.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

Accounting estimates and judgements continued

On 19 December 2025, HOCHTIEF Australia Holdings Limited (HAHL) and HOCHTIEF Aktiengesellschaft (parent entity of HAHL) (together, the "Equity Provider") issued an irrevocable equity commitment in favour of CIMIC. Under this commitment, the Equity Provider has agreed to fund the consideration payable to Elliott in connection with CIMIC's acquisition of securities in Thiess pursuant to the existing Put Option, up to a maximum amount of A$1,235,300,000. Refer to Note 35: *Financial Instruments*, for further information.

- Estimation of allowance for expected credit losses:

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, contract debtors and lease receivables, the Group applies the simplified approach permitted by AASB 9: *Financial Instruments*, which requires expected lifetime losses to be recognised from initial recognition of the receivables. Refer to Note 8: *Trade and other receivables* and Note 37: *Related party disclosures*.

- Leasing:
  - Determination of the existence of leases;
  - Estimation of residual value guarantees and buy out options of lease liabilities; and
  - Estimation of lease extension options, refer to Note 21: *Lease liabilities*.

- Asset disposals:
  - Other assets: determination as to whether the significant risks and rewards of ownership have transferred, refer to Note 1: *Summary of accounting policies*.

- Estimation of the economic life of property, plant and equipment and intangibles, refer to Note 14: *Property, plant and equipment* and Note 15: *Intangibles.*

- Asset impairment testing, including assumptions in value in use calculations, refer to Note 15: *Intangibles*.

- Assessment of measurement and classification of financial instruments including fair values and trade finance arrangements, refer to Note 35: *Financial instruments*.

- Determination of the fair value of assets and liabilities arising from business combinations.

- Uncertain tax positions:
  - The Company has utilised the most likely outcome method in determining the relevant tax liabilities associated with uncertain tax positions, as this best predicts the resolution of the uncertainty.

New and amended standards adopted by the Company

New and amended standards adopted by the Company

In the current year, the Group has applied new and revised accounting standards and amendments that are mandatorily effective for an accounting period that begins on or after 1 January 2025, as follows:

- AASB 2023-5 *Amendments to Australian Accounting Standards – Lack of Exchangeability*
- AASB 2023-1 *Amendments to Australian Accounting Standards – Supplier Finance Arrangements*

While the standards listed above introduce new disclosure requirements, they do not materially affect the Group's accounting policies or any of the amounts recognised in the financial statements.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

Basis of consolidation

Subsidiaries

The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Results of controlled entities are included in the consolidated statement of profit or loss from the date control is obtained or excluded from the date the entity is no longer controlled. Intragroup balances and transactions, and any unrealised gains or losses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the controlled entity.

Any difference between the amount of the adjustment to non-controlling interests and the fair value of the consideration paid or received is recognised in the equity reserve. When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss.

Controlled entities

Investments in controlled entities are carried in the Company's financial statements at cost less impairment.

Investments in associates

Associates are those entities in which the Group has significant influence, but not control or joint control, over the entity. Significant influence is presumed to exist when the Group owns between 20% and 50% of the voting power of another entity.

Investments in associates are accounted for using the equity method and recognised initially at cost. The cost of the investments includes transaction costs and goodwill on acquisition.

The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity accounted investments, after adjustments for impairment and after aligning the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in an equity accounted investment, the carrying value of the investment, including any long-term interests that form part thereof, is reduced to zero, and the recognition of further loss is discontinued except to the extent that the Company has an obligation or has made payments on behalf of the investee.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Joint arrangements

Under AASB 11: *Joint Arrangements,* investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor has, rather than the legal structure of the joint arrangement. The Company has assessed the nature of its joint arrangements and determined to have both joint operations and joint ventures.

Joint operations

The Group recognises its direct right, and its share of, jointly held assets, liabilities, revenues and expenses of joint operations. These have been incorporated in the financial statements under the appropriate headings. Details of joint operations are set out in Note 28: *Joint operations*.

Joint ventures

Interests in joint ventures are accounted for using the equity method. Under this method, the interests are initially recognised in the consolidated statement of financial position at cost, including transaction costs and goodwill on acquisition, and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income in profit or loss and other comprehensive income respectively.

Where a joint venture held by the Group has outstanding cumulative preference shares, which are held by parties other than the Group and are classified as equity by the joint venture, the Group computes its share of profit or loss from the joint venture after adjusting for the dividends on the cumulative preference shares, whether or not the dividends have been declared. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

Basis of consolidation continued

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been adjusted where necessary, to ensure consistency with the policies adopted by the Group.

Other investments

Other investments are accounted for as fair value through profit and loss or other comprehensive income financial assets on a case by case basis.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

a) Revenue recognition

Engineering and Construction revenue
The Group derives revenue from the long-term construction of major infrastructure projects, including roads, railways, tunnels, airports, buildings, social infrastructure, water, renewable energy, energy transmission and storage, and resources facilities across Australia and Asia. Contracts entered into may be for the construction of one or several separate inter-linked pieces of large infrastructure. The construction of each individual piece of infrastructure is generally taken to be one performance obligation. Where contracts are entered for the building of several projects the total transaction price is allocated across each project based on stand-alone selling prices. The contracts with clients are under various risk appropriate commercial models, including lump sum, cost plus, alliance and incentivised target costs. The transaction price is normally fixed at the start of the project. It is normal practice for contracts to include bonus and penalty elements based on timely construction or other performance criteria known as variable consideration, discussed below.

The performance obligation is fulfilled over time and as such revenue is recognised over time. As work is performed on the assets being constructed, they are controlled by the customer and have no alternative use to the CIMIC Group, with the Group having a right to payment for performance to date.

Generally, contracts identify various inter-linked activities required in the construction process. Revenue is recognised on the measured output, or input if deemed more appropriate to do so, of each process based on appraisals that are agreed with the customer on a regular basis.

Revenue earned is typically invoiced monthly or in some cases on achievement of milestones or to match major capital outlay. Invoices are paid on normal commercial terms, which may include the customer withholding a retention amount until finalisation of the construction. Certain construction projects entered into receive payment prior to work being performed in which case revenue is deferred on the balance sheet.

Integrated Solutions (Services) revenue
The Group performs maintenance, mineral processing and other services for a variety of different industries. Contracts entered into can cover servicing of related assets which may involve various different processes. These processes and activities tend to be highly inter-related and the Group provides a significant service of integration for these assets under contract. Where this is the case, these are taken to be one performance obligation. The total transaction price is allocated across each service or performance obligation and, where linked, the construction of the relevant asset. The transaction price is allocated to each performance obligation based on contracted prices. The total transaction price may include variable consideration.

Performance obligations are fulfilled over time as the Group enhances assets which the customer controls, for which the Group does not have an alternative use and for which the Group has right to payment for performance to date. Revenue is recognised in the accounting period in which the services are rendered based on the amount of the expected transaction price allocated to each performance obligation. Customers are in general invoiced on a monthly basis for an amount that is calculated on either a schedule of rates or a cost plus basis that are aligned with the stand alone selling prices for each performance obligation. Payment is received following invoice on normal commercial terms.

Natural Resources revenue
The Group performs mining services incorporating mining and mineral processing from various mine sites, rehabilitation, asset management and maintenance, equipment hire and plant sales within Australia, Asia and the Americas. Contracts often include multiple obligations for the processes required to enable mine site development, extraction, processing and rehabilitation. These processes can include the design and construction of mine infrastructure, construction, operation and maintenance of processing facilities, topsoil stripping, drill and blast, excavation, processing, rehabilitation and mine closure. In addition, processes may be performed by the Group or by other contractors employed by the customer and as such are accounted for as separate performance obligations. Contracts entered into can cover servicing of related assets which may involve various different processes. These processes and activities tend to be highly inter-related and the Group provides a significant service of integration for these assets under contract. Where this is the case, these are taken to be one performance obligation. The total transaction price is allocated across each service or performance obligation and, where linked, the construction of the relevant asset. The transaction price is allocated to each performance obligation based on contracted prices. The total transaction price may include variable consideration. Performance obligations are fulfilled over time as the Group enhances assets which the customer controls, for which the Group does not have an alternative use and for which the Group has right to payment for performance to date. Revenue is recognised in the accounting period in which the services are rendered based on the amount of the expected transaction price allocated to each performance obligation. Customers are in general invoiced on a monthly basis for an amount that is calculated on either a schedule of rates or a cost plus basis that are aligned with the stand alone selling prices for each performance obligation. Payment is received following invoice on normal commercial terms.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

a) Revenue recognition continued

Variable consideration
It is common for contracts to include performance bonuses or penalties assessed against the timeliness or cost effectiveness of work completed or other performance related KPIs. Where consideration in respect of a contract is variable, the expected value of revenue is only recognised when the uncertainty associated with the variable consideration is subsequently resolved, known as "constraint" requirements. The Group assesses the constraint requirements on a periodic basis when estimating the variable consideration to be included in the transaction price. The estimate is based on all available information including historic performance. Where modifications in design or contract requirements are entered into, the transaction price is updated to reflect these. Where the price of the modification has not been confirmed, an estimate is made of the amount of revenue to recognise whilst also considering the constraint requirement.

Contract assets and liabilities
AASB 15: *Revenue from Contract with Customers* uses the terms 'contract asset' and 'contract liability' to describe what is commonly known as 'accrued revenue' and 'deferred revenue'. Contract receivables represent receivables in respect of which the Group's right to consideration is unconditional subject only to the passage of time. Contract receivables are non-derivative financial assets accounted for in accordance with the Group's accounting policy for non-derivative financial assets set out in Note 1(d): *Non-derivative financial instruments*. Contract assets represent the Group's right to consideration for services provided to customers for which the Group's right remains conditional on something other than the passage of time. Contract liabilities arise where payment is received prior to work being performed. Contract assets and contract liabilities are recognised and measured in accordance with this accounting policy.

Contract fulfilment costs
Costs incurred prior to the commencement of a contract may arise due to mobilisation/site setup costs, feasibility studies, environmental impact studies and preliminary design activities as these are costs incurred to fulfil a contract. Where these costs are expected to be recovered, they are capitalised and amortised over the course of the contract consistent with the transfer of service to the customer. Where the costs, or a portion of these costs, are reimbursed by the customer, the amount received is recognised as deferred revenue and allocated to the performance obligations within the contract and recognised as revenue over the course of the contract.

Financing components
The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and the payment received from the customer represents a financing component. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Warranties and defect periods
Generally construction and services contracts include defect and warranty periods following completion of the project. These obligations are not deemed to be separate performance obligations and therefore the associated costs are estimated and included in the total costs of the contracts. Where required, amounts are recognised in accordance with AASB 137: *Provisions, contingent liabilities and contingent assets.*

Loss making contracts
Loss making contracts are recognised in accordance with AASB 137: *Provisions, contingent liabilities and contingent assets* as onerous contracts.

b) Finance costs

Finance costs are recognised as expenses in the period in which they are incurred, except where they are included in the costs of qualifying assets. The capitalisation rate used to determine the amount of finance costs to be capitalised to qualifying assets is the weighted average interest rate applicable to the entity's borrowings during the period.

Finance costs include interest on bank overdrafts and short-term and long-term borrowings, amortisation of discounts or premiums relating to borrowings, amortisation of ancillary costs incurred in connection with the arrangement of borrowings, lease liability charges and certain exchange differences arising from foreign currency borrowings.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

c) Income tax

Deferred tax assets are recognised for deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences. The Group forms part of a tax consolidated group of which HOCHTIEF Australia Holdings Limited, the ultimate Australian parent, is the head entity. The head entity recognises all of the current tax assets and liabilities and deferred tax assets in respect of Australian tax losses of the tax consolidated group (after elimination of intra group transactions). Deferred tax assets and liabilities in respect of temporary differences are recognised in the subsidiaries' financial statements.

The Tax Consolidated Group has entered into a tax funding agreement that requires wholly owned subsidiaries to make contributions to the head entity for current tax assets and liabilities occurring after the implementation of tax consolidation. Under the tax funding agreement, the contributions are calculated using the "group allocation" approach so that the contributions are equivalent to the current tax balances generated by transactions entered into by wholly owned subsidiaries. The contributions are payable as set out in the agreement and reflect the timing of the head entity's obligations to make payments for tax liabilities to the relevant tax authorities. The assets and liabilities arising under the tax funding agreement are recognised as intercompany assets and liabilities with a consequential adjustment to current tax assets.

d) Non-derivative financial instruments

Non-derivative financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or profit or loss); and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Measurement of cash and cash equivalents and trade and other receivables remains at amortised cost consistent with the comparative period.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, cash at bank and call deposits. For the purposes of the statement of cash flows, net cash includes cash on hand, at bank and short term deposits at call, net of bank overdrafts where there is an ability to offset and an intention to settle.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments as follows:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- Fair value through other comprehensive income (FVOCI): Assets that are held for collecting contractual cash flows on specific dates and through sales. A gain or loss on a debt investment that is subsequently measured at FVOCI is recognised in other comprehensive income. None are currently held by the Group or at any point during the year.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

d) Non-derivative financial instruments continued

- Fair value through profit or loss (FVPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and the net gain or loss is presented in the statement of profit or loss within other gains/(losses) in the period in which it arises. None are currently held by the Group or at any point during the year.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in other expenses in the statement of profit or loss as applicable.

(iii) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, contract debtors and lease receivables, the Group applies the simplified approach permitted by AASB 9: *Financial Instruments*, which requires expected lifetime losses to be recognised from initial recognition of the receivables. The methodology and basis for credit risk evaluation and impairment is detailed in Note 35(b): *Financial instruments – Financial risk management.*

Non-derivative financial liabilities

Interest bearing liabilities

All loans and borrowings are initially recognised at fair value, being the amount received less attributable transaction costs. After initial recognition, interest bearing liabilities are stated at amortised cost with any difference between cost and redemption value being recognised in the statement of profit or loss over the period of the borrowings on an effective interest basis.

Trade and other payables

Liabilities are recognised for amounts to be paid for goods or services received. Trade payables are settled on terms aligned with the normal commercial terms in the Group's countries of operation.

e) Derivative financial instruments

Derivative financial instruments are stated at fair value, with changes in fair value recognised in the profit or loss. Where derivative financial instruments qualify for hedge accounting, recognition of changes in fair value depends on the nature of the item being hedged. Hedge accounting is discontinued when the hedging relationship is revoked, the hedging instrument expires, is sold, terminated, exercised, or no longer qualifies for hedge accounting.

The Group documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the instrument is expected to offset changes in cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the cash flow hedge reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other expenses.

When option contracts are used to hedge forecast transactions, the Group designates only the intrinsic value of the option contract as the hedging instrument. Gains or losses relating to the effective portion of the change in intrinsic value of the option contracts are recognised in the cash flow hedge reserve in equity. The changes in the time value of the option contracts that relate to the hedged item ('aligned time value') are recognised within other comprehensive income in the costs of hedging reserve within equity.

When forward contracts are used to hedge forecast transactions, the Group generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in the cash flow hedge reserve in equity.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

e) Derivative financial instruments continued

The change in the forward element of the contract that relates to the hedged item is recognised within other comprehensive income in the costs of hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains or losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedge reserve within equity.

When cross-currency contracts are used to hedge cross-currency risk for both principal and interest for the life of the exposure, the Group typically uses cross currency interest rate swaps to convert long term foreign currency borrowings into AUD to meet the principal and interest obligations under the swaps. The change in the currency basis spread element of the contract that relates to the hedged item is recognised within other comprehensive income in the costs of hedging reserve within equity.

When cross-currency contracts are used to hedge forecast transactions, the Group typically will designate the change in fair value of the cross-currency contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the cross-currency contracts are recognised in the cash flow hedge reserve in equity. The change in the currency basis spread element of the contract that relates to the hedged item is recognised within other comprehensive income in the costs of hedging reserve within equity.

Amounts accumulated in equity are reclassified in the periods when the hedged item affects profit or loss, as follows:

- the gain or loss relating to the effective portion of forward and option contracts are ultimately recognised in profit or loss as the hedged item affects profit or loss within expenses.
- the gain or loss relating to the effective portion of the interest rate swaps hedging variable rate borrowings is recognised in profit or loss within 'finance cost' as the hedged item affects profit or loss within expenses.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs, resulting in the recognition of a non-financial asset such as inventory. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss. Hedge ineffectiveness is recognised in profit or loss within other expenses.

Put and call options to acquire assets

Put and call options are accounted for as derivatives in accordance with AASB 9: *Financial Instruments*, except put options over non-controlling interest, and are therefore held at fair value through profit and loss in the financial statements each period.

f) Inventories

Inventories are carried at the lower of cost and net realisable value and comprise of the following:

Property developments
Cost includes the costs of acquisition, development and holding costs such as rates, taxes and finance costs. Holding costs on property developments not under active development are expensed as incurred.

Raw materials and consumables
Cost is based on the weighted average principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing condition and location.

g) Assets held for sale and liabilities associated with assets held for sale

Assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction, rather than through continuing use, and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised.

Assets classified as held for sale are presented separately from the other assets in the statement of financial position. Assets are not depreciated or amortised while they are classified as held for sale.

Interest and other expenses attributable to the liabilities associated with assets held for sale continue to be recognised.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

h) Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any impairment in value. The balance includes right of use assets as discussed in i) *Leases* below.

Depreciation and amortisation

Depreciation and amortisation is calculated so as to write-off the net book values of property, plant and equipment over their estimated effective useful lives as follows:

- Leasehold land, buildings and improvements: straight line method, over the terms of the leases - up to 40 years;
- Plant and equipment, for major plant and equipment, including component parts: cumulative number of hours worked - up to 10 years;
- Right-of-use land and buildings: straight line method, over the terms of the leases - up to 40 years; and
- Right-of-use plant and equipment: cumulative number of hours worked - up to 10 years.

Subsequent costs

Subsequent expenditure is included in the carrying amount of property, plant and equipment only when it is probable that the associated future economic benefits will flow to the Group. All other costs are recognised in the statement of profit or loss.

i) Leases

The Group as Lessee

The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. In such instances, the Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements, except for short term leases, cancellable leases that if cancelled by the lessee the losses associated with the cancellation are borne by the lessor and low value leased assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Group has a significant lease portfolio, comprising predominately property, plant, mining equipment and fleet vehicle rentals. The Group's operational involvement includes construction and services for which leased equipment is an important component of the business.

Measurement and presentation of lease liability

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

The following items are also included in the measurement of the lease liability:

- fixed lease payments offset by any lease incentives;
- variable lease payments, for lease liabilities, which are tied to a floating index;
- the amounts expected to be payable to the lessor under residual value guarantees;
- the exercise price of purchase options (if it is reasonably certain that the option will be exercised); and
- payments of penalties for terminating leases, if the lease term reflects the lease terminating early.

The lease liability is separately disclosed on the statement of financial position. The liabilities which will be repaid within twelve months are recognised as current and the liabilities which will be repaid in excess of twelve months are recognised as non-current.

The lease liability is subsequently measured by reducing the balance to reflect the principal lease repayments made and increasing the carrying amount by the interest on the lease liability.

The Group is required to remeasure the lease liability and make an adjustment to the right-of-use asset in the following instances:

- the term of the lease has been modified or there has been a change in the Group's assessment of the purchase option being exercised, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate; and

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

i) Leases continued

- the lease payments are adjusted due to changes in the index or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate. However, if a change in lease payments is due to a change in a floating interest rate, a revised discount rate is used.

Measurement and presentation of right-of-use asset

The right-of-use assets recognised by the Group comprise the initial measurement of the related lease liability, any lease payments made at or before the commencement of the contract, less any lease incentives received and any direct costs. Costs incurred by the Group to dismantle the asset, restore the site or restore the asset are included in the cost of the right-of-use asset.

It is subsequently measured under the cost model with any accumulated depreciation and impairment losses applied against the right-of-use asset. If the cost of the right-of-use asset reflects that the Group will exercise a purchase option, the right-of-use asset is depreciated from the commencement date to the end of the useful life of the underlying asset. Otherwise, the Group depreciates the asset over the shorter period of either the useful life of the asset or the lease term. The depreciation starts at the commencement date of the lease and the carrying value of the asset is adjusted to reflect the accumulated depreciation balance.

Any remeasurement of the lease liability is also applied against the right-of-use asset value.

The right-of-use assets are presented within Property, Plant and Equipment in the statement of financial position.

The Group as Lessor

The Group enters into lease agreements as a lessor with respect to some property subleases as well as renting equipment to its partners, suppliers and contractors.

The leases entered into by the Group are recognised as either finance or operating leases. If the terms of the lease agreement transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. If this is not the case, then the lease is recognised as an operating lease. The income received from operating leases is recognised on a straight-line basis over the lease term. Initial direct costs incurred in negotiating and arranging operating leases are included in the carrying amount of the leased asset. Amounts due from lessees under finance leases are recognised as receivables.

j) Business combinations

The acquisition method of accounting is used to account for all business combinations. The consideration for the acquisition of a controlled entity comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any pre-existing equity interest in the controlled entity. Acquisition related costs are expensed as incurred. Identifiable assets acquired and liabilities assumed in a business combination are measured at their fair values at the acquisition date. On an acquisition by acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets. The excess of the consideration transferred over the fair value of the Group's share of the net identifiable assets acquired is recorded as goodwill.

Where the consideration is less than the fair value of the net identifiable assets of the controlled entity acquired, the difference is recognised directly in the statement of profit or loss as a gain on acquisition of a controlled entity.

k) Intangible assets

Goodwill

Goodwill arising from business combinations is included in intangible assets. Goodwill on acquisition of associates is included in equity accounted investments. Goodwill is not amortised but it is tested for impairment annually or more frequently if there is an indication that it might be impaired. Goodwill is allocated to cash-generating units for the purpose of impairment testing.

Brand Names

Brand names acquired as part of a business combination are recognised separately from goodwill. Brand names are carried at their fair value at the date of acquisition less accumulated amortisation and any impairment losses. Where brand names' useful lives are assessed as indefinite, the brand names are not amortised but are tested for impairment annually, or more frequently whenever there is an indication that it might be impaired. Where brand names' useful lives are assessed as finite, the brand names are amortised over their estimated useful lives.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

k) Intangible assets continued

Customer contracts
Customer contracts acquired as part of a business combination are recognised separately from goodwill. Customer contracts are carried at their fair value at the date of acquisition less accumulated amortisation and any impairment losses. Where customer contracts' useful lives are assessed as indefinite, the customer contract is not amortised but is tested for impairment annually, or more frequently whenever there is an indication that it might be impaired. Where customer contracts' useful lives are assessed as finite, the customer contracts are amortised over their estimated useful lives.

IT systems
Costs incurred in developing systems and in acquiring software and licenses that are controlled by the Group that will provide future economic benefits are capitalised to other intangible assets. Costs capitalised include external direct costs of materials and services and directly attributable internal labour.

IT systems are amortised over their estimated useful lives of up to 10 years. IT systems are carried at cost less accumulated amortisation and any impairment losses.

Costs related to access, configuration and customisation of unrestricted use Software as a Service arrangements are recognised as an operating expense.

l) Impairment

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. The recoverable amount of goodwill and indefinite life intangible assets are reviewed at each reporting date irrespective of an indication of impairment.

An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. An asset's recoverable amount is the greater of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The recoverable amount for an asset that does not generate largely independent cash flows is determined for the cash-generating unit to which the asset belongs.

Impairment losses are recognised in the statement of profit or loss unless the asset has been previously revalued, in which case the impairment loss is recognised as a reversal to the extent of that previous revaluation with any excess recognised in the statement of profit or loss. Reversals of impairment losses, other than in respect of goodwill and FVOCI instruments, are recognised in the statement of profit or loss.

m) Employee benefits

Liabilities in respect of employee benefits, which are not due to be settled within twelve months are discounted at period end using rates that most closely match the terms of maturity of the related liabilities. Corporate bond rates are utilised where a deep market exists. Rates from national government securities are utilised where a deep market for corporate bonds does not exist.

Wages, salaries, annual and long service leave
The provision for employee entitlements to wages, salaries and annual and long service leave represents the amount which the Group has a present obligation to pay resulting from employees' services provided up to the reporting date. Provisions have been calculated based on expected wage and salary rates and include related on-costs. In determining the liability for these employee entitlements, consideration is given to estimated future increases in wage rates, and the Group's experience with staff departures.

Share-based payment transactions
The Group's ultimate controlling parent entity, Actividades de Construcción y Servicios, SA (ACS), established a Long-Term Incentive Plan for the period 2023 to 2028 (the Plan). ACS granted stock options to CIMIC Executive Board members and certain executives in the CIMIC Group in 2023. The Plan will be settled by ACS using its own equity, and with no obligation by CIMIC to fund the scheme. As such the Plan is considered to be equity settled in accordance with AASB 2: *Share-based Payment*. CIMIC recognises employee expense and a corresponding deemed capital contribution from ACS.

Superannuation
Defined contribution superannuation plans exist to provide benefits for eligible employees or their dependants. Contributions by the Group are expensed to the statement of profit or loss as incurred.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

m) Employee benefits continued

Retention arrangements
Retention arrangements are in place certain key employees which are payable upon completion of the retention period.

The provisions are accrued on a pro-rata basis during the retention period and have been calculated based on salary rates, including related on-costs.

Annual bonus and deferred incentive arrangements
Annual bonuses and deferred incentives are provided at reporting date and include related on-costs. The Group recognises a provision where there is a contractual or constructive obligation.

n) Share capital

Ordinary share capital
Issued and paid up capital is recognised at its par value, being the consideration received by the Company.

Dividends
Provision is not made for dividends unless the dividend has been declared by the Directors, but not distributed, at or before the end of the period.

o) Foreign currency translation

Functional and presentation currency
The consolidated financial statements are presented in Australian dollars. The functional currency of the Company is Australian dollars.

Transactions
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions are recognised in the statement of profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.

Non-monetary items measured at fair value are translated using the exchange rates at the date the fair value was determined.

Translation of controlled foreign entities
Assets and liabilities of controlled foreign entities are translated into the presentation currency at the rates of exchange at reporting date and the statement of profit or loss is translated at the rates approximating foreign exchange rates ruling at the dates of the transactions. The resulting exchange differences are taken directly to the foreign currency translation reserve. Exchange gains and losses on transactions which form part of the net investments in foreign controlled entities together with any related income tax effect are recognised in the foreign currency translation reserve on consolidation. On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign entity is recognised in the statement of profit or loss as part of the gain or loss on sale.

2. REVENUE

	12 months to December 2025 $m	12 months to December 2024 $m
Engineering and Construction revenue	7,778.8	7,745.9
Integrated Solutions revenue	4,617.9	4,594.8
Natural Resources revenue	6,169.9	4,344.7
Corporate and investments	68.0	72.2
Total revenue[1,2]	18,634.6	16,757.6

[1]Included in revenue for the period is a $(230.0) million reversal of previously recognised revenue.

[2]On 24 April 2024, the Group acquired an additional 10% of Thiess Group Holdings Pty Ltd (Thiess) resulting in Thiess becoming a controlled entity of the Group. The total revenue for the period to 31 December 2024 includes the consolidation of Thiess since the acquisition date of 24 April 2024. Thiess was a controlled entity for the whole period to 31 December 2025.

3. EXPENSES

	Note	12 months to December 2025 $m	12 months to December 2024 $m
Materials		(3,529.5)	(3,186.4)
Subcontractors		(4,906.5)	(4,891.0)
Plant costs		(1,600.1)	(1,425.6)
Personnel costs		(5,801.1)	(5,370.5)
Depreciation and impairment of property, plant and equipment	14	(923.3)	(758.4)
Amortisation of intangibles	15	(53.1)	(33.4)
Net gain on sale of assets		26.5	20.6
Foreign exchange (loss) / gain		(13.8)	(18.2)
Lease expense		(216.1)	(201.7)
Design, engineering and technical consulting fees		(117.5)	(86.2)
Restructuring		(32.5)	(50.0)
Other expenses[1]		(795.3)	(595.4)
Total expenses[2]		(17,962.3)	(16,596.2)

[1]Included in other expenses is an $(315.0) million cost provision recognised in the period.

[2]On 24 April 2024, the Group acquired an additional 10% of Thiess Group Holdings Pty Ltd (Thiess), resulting in Thiess becoming a controlled entity of the Group. The total expenses for the period to 31 December 2024 includes the consolidation of Thiess since the acquisition date of 24 April 2024. Thiess was a controlled entity for the whole period to 31 December 2025.

4. NET FINANCE INCOME / (COSTS)

	12 months to December 2025 $m	12 months to December 2024 $m
Finance income		
Interest and other	77.3	82.1
Total finance income	77.3	82.1
Finance costs		
Debt interest expense	(432.8)	(367.0)
Finance charges for lease liabilities	(48.3)	(39.6)
Facility fees, bonding and other finance costs	(48.7)	(50.8)
Impact of discounting	(15.8)	(17.6)
Total finance costs	(545.6)	(475.0)
Net finance costs	(468.3)	(392.9)

5. AUDITORS' REMUNERATION

	12 months to December 2025 $'000	12 months to December 2024 $'000
Deloitte Touche Tohmatsu and related network firms		
Audit or review of financial reports	4,419	4,547
Other services	397	521
Total services	4,816	5,068
Other auditors and their related network firms		
Audit or review of financial reports	665	265
Total services	665	265

The Group may use its auditor, Deloitte Touche Tohmatsu for non-statutory audit related services to utilise their expertise and experience with the Group. These assignments are assessed and approved in accordance with the Group's External Auditor Independence Charter.

6. INCOME TAX EXPENSE

	12 months to December 2025 $m	12 months to December 2024 $m
Income tax expense recognised in the statement of profit or loss		
Current tax expense	(254.6)	(22.1)
Deferred tax expense	43.2	20.9
(Under) / over provision in prior periods	(6.0)	7.1
Total income tax benefit/(expense) in statement of profit or loss	(217.4)	5.9
Deferred tax recognised directly in equity		
Revaluation of cash flow and net investment hedges	0.2	0.2
Revaluation of investments	(0.8)	(4.4)
Total deferred tax benefit / (expense) recognised in equity	(0.6)	(4.2)
Reconciliation of prima facie tax to income tax expense		
Profit before tax	796.2	780.2
Prima facie income tax expense at 30% (31 December 2024: 30%)	(238.9)	(234.1)
The following items have affected income tax expense for the year:		
Equity accounted and joint venture income tax differential	14.3	11.8
Overseas income tax differential and foreign exchange	(7.8)	(9.2)
Financial investments differential	-	6.6
Other gains	(13.3)	291.6
Other[1]	34.3	(67.9)
Current period income tax expense	(211.4)	(1.2)
(Under) / over provision in prior periods	(6.0)	7.1
Income tax (expense) / benefit	(217.4)	5.9

[1] Includes income tax from tax losses recognised of $20.7 million benefit (31 December 2024: $39.5 million expense) and other adjustments of $13.6 million benefit (31 December 2024: $28.4 million expense).

The Organisation for Economic Co-operation and Development ("OECD")/G20 Inclusive Framework on Base Erosion and Profit Shifting ("BEPS") addresses the tax challenges arising from the digitalisation of the global economy. The Global Anti-Base Erosion Model Rules (Pillar Two model rules) apply to multinational enterprises ("MNEs") with annual revenue in excess of EUR750 million per their consolidated financial statements.

On 23 May 2023, the International Accounting Standards Board issued International Tax Reform—Pillar Two Model Rules – Amendments to IAS 12 *Income Taxes* (the Amendments). The Amendments clarify that IAS 12 *Income Taxes* applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two model rules published by the OECD, including tax law that implements a Qualifying Domestic Minimum Top-up Tax ("QDMTT"). The Group has adopted these amendments, which introduce:

- A mandatory temporary exception to the accounting for deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation.

6. INCOME TAX EXPENSE CONTINUED

The Pillar Two model rules were adopted in Spain and generally across the EU at the end of 2024 and are largely applicable to financial years starting from 1 January 2024. According to these rules, the ACS Group, and its subsidiaries which include the Group, is considered to be a multinational enterprise to which the Pillar Two rules shall be applied. At the same time, Pillar Two legislation has been enacted or substantively enacted in several other jurisdictions in which the Group operates effective for the financial year beginning 1 January 2024, including Australia, a key operating jurisdiction of the Group.

The Group has since performed an assessment of its potential exposure to Pillar Two income taxes based on its proposed 2025 country-by-country reporting data and 2025 financial information for the constituent entities in the Group and has found that the Pillar Two effective tax rates in the jurisdictions in which the Group operates is either over 15% or subject to a De Minimis Safe Harbour rule. Further analysis will be conducted at the ACS Group level, however the Group is unlikely to be subject to any material top-up tax liability.

7. CASH AND CASH EQUIVALENTS

	December 2025 $m	December 2024 $m
Funds on deposit	214.3	246.5
Cash at bank and on hand	3,168.6	2,414.2
Cash and cash equivalents	3,382.9	2,660.7

As at 31 December 2025: $466.6 million (31 December 2024: $465.6 million) of cash is in relation to the sale of receivables, which only includes certified amounts with the factoring done on a non-recourse basis.

8. TRADE AND OTHER RECEIVABLES

	Note	December 2025 $m	December 2024 $m
Contract receivables		406.7	653.8
Contract assets		2,526.3	2,534.1
Retentions and capitalised costs to fulfil contracts		146.7	197.5
Total contract debtors		3,079.7	3,385.4
Trade debtors		352.8	380.2
Other amounts receivable		592.0	695.8
Prepayments		174.1	167.3
Derivative financial assets	35 (c)	114.1	64.4
Proceeds from sale of UGL Transport Business[1]	30	281.4	-
Amounts receivable from related parties	37 (b)	390.2	326.1
Total trade and other receivables		4,984.3	5,019.2
Current		4,362.7	4,428.4
Non-current		621.6	590.8
Total trade and other receivables		4,984.3	5,019.2

[1] Subsequent to year end, the Group received $175.9 million of the total cash consideration from Sojitz on 19 January 2026.

	December 2025 $m	December 2024 $m
Additional information on contract debtors		
Total contract debtors - trade and other receivables	3,079.7	3,385.4
Total contract liabilities - trade and other payables	(1,075.1)	(1,589.7)
Net contract debtors	2,004.6	1,795.7

8. TRADE AND OTHER RECEIVABLES CONTINUED

Significant changes in contract assets and liabilities

Contract assets are balances due from customers under long term contracts as work is performed and therefore a contract asset is recognised over the period in which the performance obligation is fulfilled. This represents the entity's right to consideration for the services transferred to date. Amounts are generally reclassified to contract receivables when these have been certified or invoiced to a customer.

Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period was $949.1 million (31 December 2024: $1,537.5 million). Revenue recognised in the reporting period from performance obligations satisfied or partially satisfied in previous periods was $9.0 million (31 December 2024: $38.5 million). Partially satisfied performance obligations continue to incur revenue and costs in the period.

Remaining performance obligations (Work in hand)

Contracts with remaining performance obligations as at 31 December 2025 are set out below.

	December 2025 $m	December 2024 $m
Work in hand[1]	38,389	40,157

[1]Includes $3,072 million (31 December 2024: $2,379 million) of CIMIC's share of work in hand from joint ventures and associates which are equity accounted investments. December 2025 is adjusted for the sale of UGL Transport into a 50% joint venture arrangement.

Contracts in the different sectors have different lengths. The average duration of contracts is given below, however some contracts will vary from these typical lengths. Revenue is typically earned over these varying timeframes, however more of the revenue noted above is expected to be earned in the earlier years.

Engineering and Construction	1-4 years
Integrated Solutions	4-10 years
Natural Resources	3-6 years

9. CURRENT TAX ASSETS

The current tax asset of $132.7 million (31 December 2024: $204.2 million) represents the amount of income taxes recoverable from the payment of tax in excess of the amounts due to the relevant tax authority.

10. INVENTORIES

	December 2025 $m	December 2024 $m
Property developments		
Cost of acquisition	5.5	5.7
Development expenses capitalised	69.1	70.8
Rates, taxes, finance and other costs capitalised[1]	20.6	21.6
Total property developments	95.2	98.1
Other inventories		
Raw materials and consumables at cost	282.2	582.5
Total raw materials and consumables	282.2	582.5
Total inventories	377.4	680.6
Current	314.8	613.4
Non-current	62.6	67.2
Total inventories	377.4	680.6

[1]Finance costs capitalised to property developments during the period were $nil million (31 December 2024: $0.9 million).

11. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

	Note	December 2025 $m	December 2024 $m
Associates	26	243.2	284.1
Joint venture entities	27	516.9	311.6
Total investments accounted for using the equity method		760.1	595.7

12. OTHER INVESTMENTS

	Note	December 2025 $m	December 2024 $m
Financial assets at fair value through profit or loss			
Unlisted investments		56.7	65.6
Total other financial assets at fair value through profit or loss	35 (c)	56.7	65.6
Financial assets at fair value through other comprehensive income			
Listed investments		14.5	63.4
Total other financial assets at fair value through other comprehensive income	35 (c)	14.5	63.4
Current		-	-
Non-current		71.2	129.0
Total other investments		71.2	129.0

13. DEFERRED TAXES

	December 2025 $m	December 2024 $m
Recognised deferred tax assets / (liabilities)		
Deferred tax assets are attributed to the following:		
Contract debtors	285.6	186.5
Property developments	3.8	3.8
Other inventories	4.0	5.4
Property, plant and equipment	109.8	93.5
Employee benefits	140.6	149.3
Contract profit differential	(296.1)	(133.2)
Investment revaluations	(9.1)	(19.0)
Foreign exchange	6.9	7.5
Tax losses[1]	142.2	125.0
Intangibles	(191.8)	(205.2)
Other	73.5	74.6
Total deferred taxes	269.4	288.2
Comprising of:		
Deferred tax assets	766.4	645.6
Deferred tax (liabilities)	(497.0)	(357.4)
Net deferred taxes[2]	269.4	288.2
Unrecognised deferred tax assets		
Deferred tax assets which have not been recognised in respect of tax losses	170.9	246.0

[1] 31 December 2025 includes $142.2 million of carried forward tax losses (31 December 2024: $125.0 million) of which $134.6 million are in respect of an overseas tax jurisdiction. $102.1 million (31 December 2024: $97.5 million) have no expiry date. Utilisation of these losses through future taxable profits is supported by forecast performance, with reference to the current levels of work in hand and pipeline. HOCHTIEF Australia Holdings Limited (CIMIC's ultimate Australian parent entity), as head of the Australian Tax Consolidated Group, holds all losses generated by funding members. These tax losses transferred to HOCHTIEF Australia Holdings Limited are available for utilisation against future taxable income.

[2]CIMIC has the right to offset deferred tax assets and deferred tax liabilities on a jurisdictional basis and is accordingly presented on a net basis.

14. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land, buildings and improvements $m	Plant and equipment $m	Right-of-use land and buildings $m	Right-of-use plant and equipment $m	Total property, plant and equipment $m
At 1 January 2024					
Cost	72.4	1,022.5	502.5	66.2	1,663.6
Accumulated depreciation	(56.7)	(690.9)	(338.5)	(42.1)	(1,128.2)
Net book amount	15.7	331.6	164.0	24.1	535.4
Year ended 31 December 2024					
Opening net book amount	15.7	331.6	164.0	24.1	535.4
Additions	145.0	539.7	50.2	237.2	972.1
Acquisitions	16.3	1,149.1	54.1	549.7	1,769.2
Disposals	(0.3)	(29.6)	(4.4)	(0.3)	(34.6)
Depreciation	(7.6)	(531.5)	(70.3)	(149.0)	(758.4)
Effects of foreign exchange rate fluctuations	-	21.5	0.8	0.5	22.8
Closing net book amount	169.1	1,480.8	194.4	662.2	2,506.5
Year ended 31 December 2024					
Cost	232.9	2,023.0	573.6	815.9	3,645.4
Accumulated depreciation and impairment	(63.8)	(542.2)	(379.2)	(153.7)	(1,138.9)
Net book amount	169.1	1,480.8	194.4	662.2	2,506.5
Year ended 31 December 2025					
Opening net book amount	169.1	1,480.8	194.4	662.2	2,506.5
Reclassification[1]	(138.0)	-	-	-	(138.0)
Additions	3.5	578.2	42.2	153.0	776.9
Divestment of a subsidiary and disposals	(8.0)	(37.6)	(39.9)	(66.7)	(152.2)
Depreciation	(8.7)	(612.9)	(69.5)	(232.2)	(923.3)
Effects of foreign exchange fluctuations	(0.1)	(24.1)	(2.0)	(0.4)	(26.6)
Closing net book amount	17.8	1,384.4	125.2	515.9	2,043.3
Year ended 31 December 2025					
Cost	86.1	1,769.9	333.4	751.6	2,941.0
Accumulated depreciation and impairment	(68.3)	(385.5)	(208.2)	(235.7)	(897.7)
Net book amount	17.8	1,384.4	125.2	515.9	2,043.3

[1]Reclassification of Leakes Road to investment property. Refer to Note 16: *Investment property*.

15. INTANGIBLES

	Goodwill $m	Other intangibles[1] $m	Total intangibles $m
At 1 January 2024			
Cost or fair value	904.9	219.2	1,124.1
Accumulated amortisation and impairment	(13.6)	(139.2)	(152.8)
Net book amount	891.3	80.0	971.3
Year ended 31 December 2024			
Opening net book amount	891.3	80.0	971.3
Additions / acquisitions	3,221.4	626.8	3,848.2
Disposals	-	(7.9)	(7.9)
Amortisation	-	(33.4)	(33.4)
Effects of foreign exchange fluctuations	14.8	1.6	16.4
Closing net book amount	4,127.5	667.1	4,794.6
Year ended 31 December 2024			
Cost or fair value	4,141.1	833.1	4,974.2
Accumulated amortisation and impairment	(13.6)	(166.0)	(179.6)
Net book amount	4,127.5	667.1	4,794.6
Year ended 31 December 2025			
Opening net book amount	4,127.5	667.1	4,794.6
Additions / acquisitions	13.9	23.8	37.7
Disposals	(74.6)	(14.2)	(88.8)
Amortisation	-	(53.1)	(53.1)
Effects of foreign exchange fluctuations	(31.1)	(1.5)	(32.6)
Closing net book amount	4,035.7	622.1	4,657.8
Year ended 31 December 2025			
Cost or fair value	4,049.3	800.6	4,849.9
Accumulated amortisation and impairment	(13.6)	(178.5)	(192.1)
Net book amount	4,035.7	622.1	4,657.8

[1]Other intangibles include:

- IT software systems of $45.5 million with a useful life of up to 10 years (31 December 2024: $30.0 million up to 10 years);
- Customer contracts and other intangibles with useful lives of up to 15 years $283.6 million (31 December 2024: $342.8 million); and brands and other intangibles with indefinite useful lives $293.0 million (31 December 2024: $294.3 million).

15. INTANGIBLES CONTINUED

	December 2025 $m	December 2024 $m
Impairment tests for cash generating units containing goodwill		
Goodwill is attributable to cash generating units as follows:		
Engineering and Construction	406.8	437.9
Integrated Solutions	442.0	516.6
Natural Resources	3,186.9	3,173.0
Balance at reporting date	4,035.7	4,127.5

The recoverable amount of all cash-generating units (CGU's) is based on value in use calculations, using five year cash flow projections based on forecast operating results. The recoverable amount of each cash-generating unit exceeds its carrying amount.

The key assumptions used in the value in use calculations and the approach to determining the recoverable amount of all cash-generating units in the current and previous period are:

Market / cash-generating unit growth:	Economic forecasts, taking into account the Group's participation in each market
Inflation / CPI rates and foreign currency rates:	Economic forecasts
Discount rate:	Risk in the industries and countries in which each unit operates
Growth rate:	Relevant to the market conditions and business plan

	December 2025	
Cash-generating units	Post tax discount rate	Growth rate
Engineering and Construction	12%	3%
Integrated Solutions	8%	3%
Natural Resources	11%	3%

	December 2024	
Cash-generating units	Post tax discount rate	Growth rate
Engineering and Construction	12%	3%
Integrated Solutions	8%	3%
Natural Resources	11%	3%

Sensitivity to changes in assumptions

The recoverable amount of intangible assets exceeds their carrying values at 31 December 2025. Based on information available and market conditions at 31 December 2025, a reasonably foreseeable change in the assumptions made in these assessments would not result in an impairment. Macro-economic factors, such as interest rate movements, inflation and tight labour markets were considered when determining the reasonableness of forecast assumptions. For the Engineering and Construction, Integrated Solutions and Natural Resources CGU's, the Group considers that for the carrying value to equal, or exceed, the recoverable amount, there would have to be unreasonable changes to key assumptions. The Group considers the chances of these changes occurring to be unlikely.

16. INVESTMENT PROPERTY

Investment property at fair value through profit or loss:

	December 2025 $m	December 2024 $m
Carrying amount at the beginning of the year	23.3	23.3
Reclassification[1]	138.0	-
Additions	59.4	-
Net gain or loss from changes in fair value[2,4]	291.6	-
Amounts disposed[3]	(487.8)	-
Amounts transferred to held for sale	(24.5)	-
Carrying amount	-	23.3

Leakes Road Data Centre

[1]On 1 January 2025 the Group made a change in the presentation of its non-current land asset at Leakes Road, Victoria from Property, plant and equipment to Investment property. The classification of the land asset is in accordance with the Group's accounting policy and the intended use determined on acquisition in October 2024. As a result, the property is carried at fair value through profit or loss in accordance with the Group's accounting policy for Investment Property.

[2]At 31 December 2024, the fair value was determined on an as is basis for comparable industrial land, with the assets fair value being commensurate with its book value, given the proximity to acquisition date and the stable performance of market parameters. At 31 December 2025, the property was valued by an independent expert on a Project Related Site Assessment (PRSA) basis as the development and use of the site as a two stage data centre. The PRSA valuation has regard to a discounted cash flow analysis, contemplating the end use of the site as a data centre with all necessary approvals in place. The valuation includes risk adjustment and observable market inputs for comparable assets. As such, the valuation may differ from a sales comparable valuation and may be less than, or equal to, or above its land value on an alternative use basis. The change in valuation basis has followed detailed design, planning and energisation work during the year. The property was revalued to $487.8 million, resulting in a fair value gain of $290.6 million.

The valuation was performed in accordance with the Australian Property Institute's Practice Standards and the requirement of AASB 140: *Investment Property*. Fair value was measured in accordance with AASB 13: *Fair Value Measurement*, and derived through a discounted cash flows (DCF) analysis of development expenditure and future net income, and cross checked to a capitalisation of net income approach. Key valuation inputs were:

- Capitalisation rate of 6.5%.
- Discount rate of 13.3% and 14.3% for the respective stages, considering both asset development and stabilisation periods.

Any increases or decreases in any of those inputs in isolation would result in a lower or higher valuation of the property respectively. Both discount rate and capitalisation rate would be affected by market conditions (interest rates, risk premiums) and the specific risks of the property, including development risk. Generally, an increase in discount rate would result in a corresponding increase in capitalisation rate if the growth expectations in market rent remain constant.

[3]During the year, ACS Group and Global Infrastructure Partners (GIP), a part of BlackRock, entered into a purchase and contribution agreement (PCA) to form a 50-50 joint venture dedicated to developing and operating next-generation data centres worldwide. Under the terms of the PCA, the Group has sold its investment in Leakes Road DC Holdings Pty Ltd and its subsidiaries (Leakes Road) to the joint venture.

The terms of the executed sales agreement means that the Group no longer controls Leakes Road, and accordingly the transaction has been recorded as a disposal of controlled entities in accordance with AASB 10: *Consolidated Financial Statements* on 31 December 2025 when the completion of the conditions precedent became administrative in nature. The sale formally completed on 9 January 2026.

The disposal has been accounted for under the requirements of AASB 10 as follows: the total fair value of consideration receivable in cash was $495.5 million. The carrying value of the Leakes Road net assets of $495.5 million (including $487.8 million value of the investment property and other assets of $7.7 million) resulted in a gain of $nil on disposal. The net cash flows resulting from the sale during the year are $230.3 million being cash consideration of $236.3 million less cash disposed of $6.0 million.

16. INVESTMENT PROPERTY CONTINUED

Included in the total fair value of consideration receivable in cash is the fair value of contingent consideration of $261.0 million. Per the sales agreement, the contingent consideration is deferred and contingent on achieving predefined commercial milestones. A probability-weighted cash flow method was used to determine the present value of the contingent consideration. As at 31 December 2025, certain transaction costs remain unpaid and are accrued in the trade and other payables balance.

The total amount recognised during the year in other gains and losses in respect of the data centre is $255.6 million net of transaction costs.

[4]Includes fair value gain on the Leakes Road asset of $290.6 million as described above, and $1.0 million on other investment property (refer to Note 31: *Assets held for sale*).

17. TRADE AND OTHER PAYABLES

	Note	December 2025 $m	December 2024 $m
Trade creditors and accruals		5,420.4	6,102.7
Other creditors		817.1	793.7
Amounts payable to related parties	37 (b)	388.7	151.6
Trade and other payables	35 (a,b)	6,626.2	7,048.0
Derivative financial liabilities	35 (a,b)	8.4	1.3
Total trade and other payables		6,634.6	7,049.3
Current		6,301.5	6,516.9
Non-current		333.1	532.4
Total trade and other payables		6,634.6	7,049.3

18. CURRENT TAX LIABILITIES

The current tax liability of $91.0 million (31 December 2024: $19.1 million) represents the amounts payable in respect of current and prior periods.

19. PROVISIONS

	December 2025 $m	December 2024 $m
Employee benefits	508.5	540.5
Other provisions	-	25.0
Total provisions	508.5	565.5
Current	467.1	511.2
Non Current	41.4	54.3
Total provisions	508.5	565.5

Liabilities expected to be settled within 12 months are measured at their nominal value using the remuneration rate expected to apply at the time of settlement. Liabilities which are not expected to be settled within 12 months are measured as the present value of the estimated future cash outflows to be made by the Group.

20. INTEREST BEARING LIABILITIES

	Note	December 2025 $m	December 2024 $m
Current interest bearing loans		23.5	51.6
Non-current interest bearing loans		6,194.9	5,823.1
Total interest bearing liabilities	35	6,218.4	5,874.7

21. LEASE LIABILITIES

	Note	December 2025 $m	December 2024 $m
Current lease liabilities		303.5	397.1
Non-current lease liabilities		432.8	539.6
Total lease liabilities	35	736.3	936.7

Extension options

Certain leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility.

The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension options, and where it is reasonably certain, the extension period has been included in the lease liability. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

22. SHARE CAPITAL

	Company	
	December 2025 No. of shares	December 2024 No. of shares
Issued and fully paid share capital		
Balance at beginning of reporting period	311,296,286	311,296,286
Balance at reporting date	311,296,286	311,296,286

	Company	
	12 months to December 2025 $m	12 months to December 2024 $m
Share capital		
Balance at beginning of reporting period	1,458.7	1,458.7
Balance at reporting date	1,458.7	1,458.7

Holders of ordinary shares are entitled to receive dividends, as declared from time to time, and are entitled to one vote per share at shareholders' meetings. In the event of winding up of the Company, ordinary shareholders rank after creditors and are fully entitled to any proceeds of liquidation.

23. RESERVES

	12 months to December 2025 $m	12 months to December 2024 $m
Foreign currency translation reserve		
Balance at beginning of reporting period	241.8	248.4
Included in statement of other comprehensive income	(66.4)	33.3
Derecognition of reserves	-	(39.9)
Balance at reporting date	175.4	241.8
Hedging reserve		
Balance at beginning of reporting period	96.7	89.5
Included in statement of other comprehensive income	(3.4)	8.9
Derecognition of reserves	(9.6)	(1.7)
Balance at reporting date	83.7	96.7
Equity reserve		
Balance at beginning of reporting period	(1,777.3)	(704.3)
Thiess put option	-	(1,073.0)
Balance at reporting date	(1,777.3)	(1,777.3)
Fair value through other comprehensive income reserve		
Balance at beginning of reporting period	13.0	(2.0)
Included in statement of other comprehensive income	(9.8)	11.2
Transfer to retained earnings on disposal	(1.3)	3.8
Balance at reporting date	1.9	13.0
Share buy-back reserve		
Balance at beginning of reporting period	(130.1)	(130.1)
Premium paid over issue value on share buy-back	-	-
Balance at reporting date	(130.1)	(130.1)
Share based payments reserve		
Balance at beginning of reporting period	28.8	28.8
Included in statement of profit or loss	-	-
Balance at reporting date	28.8	28.8
Other		
Balance at beginning of reporting period	0.8	0.2
Included in statement of profit or loss	-	-
Recognition of reserves	0.3	0.6
Balance at reporting date	1.1	0.8
Total reserves at reporting date	(1,616.5)	(1,526.3)

23. RESERVES CONTINUED

Nature and purpose of reserves

Foreign currency translation reserve
The foreign currency translation reserve comprises foreign exchange differences arising from the translation of the financial statements of operations where their functional currency is different to the presentation currency of the Group, as well as from the translation of liabilities that hedge the Group's net investment in foreign operations.

Hedging reserve
The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments relating to future transactions. It also captures the reduction in the parent's equity as a result of put options over non-controlling interests.

Equity reserve
The equity reserve accounts for the differences between changes in the carrying amount of non-controlling interests, and the amounts paid or received for equity transactions with non-controlling interests.

Fair value through other comprehensive income reserve
The fair value through other comprehensive income reserve comprises the fair value gains or losses on investments designated as fair value through other comprehensive income.

Share buy-back reserve
The share buy-back reserve represents the excess above issue value of CIMIC shares that were purchased and subsequently cancelled. The cancellation of the shares creates a non-distributable reserve.

Share based payments reserve
The share based payments reserve is used to recognise the fair value of share based payments issued to employees over the vesting period, and to recognise the value attributable to the share based payments during the reporting period.

Other reserve
The other reserve is used to recognise the capital contribution from ACS in respect of the long-term incentive plan outlined in Note 36: *Employee Benefits.*

24. RETAINED EARNINGS

	Note	12 months to December 2025 $m	12 months to December 2024 $m
Closing balance of previous reporting period		1,299.0	683.2
Profit included in statement of profit or loss		411.6	672.5
Transfer from reserves		1.3	(3.8)
Dividends paid	25	(33.0)	(52.9)
Balance at reporting date		1,678.9	1,299.0

25. DIVIDENDS

	Cents per share	$m
Dividends recognised in the reporting period to 31 December 2025		
Interim 2025 dividend	10.6	33.0
31 December 2024 final dividend	-	-
Total dividends recognised in reporting period to 31 December 2025		33.0
Dividends recognised in the reporting period to 31 December 2024		
Interim 2024 dividend	-	-
31 December 2023 final dividend	17.0	52.9
Total dividends recognised in reporting period to 31 December 2024		52.9

26. ASSOCIATES

The Group has the following investments in associates:

			Ownership interest	
Name of entity	Principal activity	Country	December 2025 %	December 2024 %
Canberra Metro 2A Holding Trust	Investment	Australia	38	38
Canberra Metro 2A Holdings Pty Ltd	Investment	Australia	38	38
Canberra Metro 2A Pty Ltd	Investment	Australia	38	38
Canberra Metro 2A Trust	Investment	Australia	38	38
Canberra Metro Holdings Pty Ltd[1]	Engineering & Construction	Australia	38	38
Canberra Metro Holdings Trust[1]	Investment	Australia	30	30
Canberra Metro Pty Ltd[1]	Engineering & Construction	Australia	38	38
Canberra Metro Trust[1]	Investment	Australia	38	38
Cortex Interactive Pty Ltd	Natural Resources	Australia	25	25
Metro Trains Australia Pty Ltd[1,2]	Integrated Solutions	Australia	-	20
Metro Trains Melbourne Pty Ltd[1,2]	Integrated Solutions	Australia	-	20
Metro Trains Sydney Pty Ltd[1,2]	Integrated Solutions	Australia	-	20
Spark North East Link Holding Pty Limited[1]	Investment	Australia	20	20
Spark North East Link Pty Limited[1]	Investment	Australia	20	20
Torrens Connect Pty Ltd	Integrated Solutions	Australia	23	23

All associates have a statutory reporting date of 31 December with the following exceptions:

[1]Entities have a 30 June statutory reporting date.

[2]The Group has lost significant influence over these entities as at 31 December 2025 as part of the disposal of UGL Transport. Refer to Note 30: Disposals – UGL Transport Business.

26. ASSOCIATES CONTINUED

The Group's share of associates' results, assets and liabilities are as follows:

	12 months to December 2025 $m	12 months to December 2024 $m
Revenue	1,115.2	1,060.8
Expenses	(1,076.6)	(1,031.9)
Profit before tax	38.6	28.9
Income tax expense	(9.3)	(5.8)
Profit for the period	29.3	23.1

	December 2025 $m	December 2024 $m
Current assets	109.2	336.1
Non-current assets	1,175.4	1,098.0
Total assets	1,284.6	1,434.1
Current liabilities	45.7	240.7
Non-current liabilities	995.7	909.3
Total liabilities	1,041.4	1,150.0
Equity accounted associates at reporting date	243.2	284.1

There were no impairments of equity accounted associates during the reporting period (31 December 2024: $nil).

In the opinion of the Directors, there are no individually material associates as at 31 December 2025.

27. JOINT VENTURE ENTITIES

The Group has the following joint venture entities:

			Ownership interest	
Name of entity	Principal activity	Country	December 2025 %	December 2024 %
Adelaide Metro Operations Pty Ltd[3]	Integrated Solutions	Australia	-	50
Auckland One Rail Limited[3]	Integrated Solutions	New Zealand	-	50
Australian Terminal Operations Management Pty Ltd	Integrated Solutions	Australia	50	50
Canberra Metro Operations Pty Ltd[3]	Integrated Solutions	Australia	-	50
CIP Holdings General Partner Limited[1]	Investment	New Zealand	40	40
CIP Project General Partner Limited[1]	Investment	New Zealand	40	40
Cockatoo Mining Pty Ltd	Natural Resources	Australia	50	50
Cornerstone Infrastructure Partners Holding LP[1]	Investment	New Zealand	40	40
Cornerstone Infrastructure Partners LP	Investment	New Zealand	40	40
Glenrowan Solar Farm Pty Ltd	Investment	Australia	51	51
Glenrowan Solar Farm Trust	Investment	Australia	51	51
Glenrowan Solar Finance Pty Ltd	Investment	Australia	51	51
Glenrowan Solar Holdings Pty Ltd	Investment	Australia	51	51
GSJV Guyana Inc[1]	Investment	Guyana	50	50
GSJV SCC (formerly GSJV Limited (Barbados))[1]	Investment	Barbados	50	50
IC Integrity Pty Ltd	Integrated Solutions	Australia	49	49
Kings Square No.4 Unit Trust[1]	Investment	Australia	50	50
Kings Square Pty Ltd[1]	Investment	Australia	50	50
Mechatronix Pty Ltd	Natural Resources	Australia	50	50
Momentum Trains Holding Pty Ltd[1]	Investment	Australia	-	49
Momentum Trains Holding Trust[1]	Investment	Australia	-	49
Momentum Trains Pty Ltd[1]	Investment	Australia	-	49
Momentum Trains Trust[1]	Investment	Australia	-	49
Mpeet Pty Limited[2]	Integrated Solutions	Australia	-	50
Pulse Partners Holding Pty Ltd[1]	Investment	Australia	49	49
Pulse Partners Holding Trust[1]	Investment	Australia	49	49
Pulse Partners Trust[1]	Investment	Australia	49	49
Pulse Partnerships Pty Ltd[1]	Investment	Australia	49	49
Spark NEL DC Workforce Pty Ltd	Engineering & Construction	Australia	33	33
Sedgman HOCTHIEF Joint Venture CLP	Integrated Solutions	Germany	50	-
Sedgman HOCTHIEF Joint Venture LEP	Integrated Solutions	Germany	50	-
UGL Transport Holdings Pty Ltd	Integrated Solutions	Australia	50	-
U-Go Mobility Pty Ltd[3]	Integrated Solutions	Australia	-	50
Wallan Project Pty Ltd[1] (act as trustee of Wallan Project Trust)	Investment	Australia	49	49
Wallan Project Trust[1]	Investment	Australia	49	49

All joint venture entities have a statutory reporting date of 31 December with the following exceptions as they are aligned with the joint venture partners' reporting date and / or the reporting date is prescribed by local statutory requirements:

[1]Entities have a 30 June statutory reporting date.

[2]These entities were deregistered during the period ended 31 December 2025.

[3]The Group has lost joint control over these entities as at 31 December 2025 as part of the disposal of UGL Transport. Refer to Note 30: Disposals – UGL Transport Business.

27. JOINT VENTURE ENTITIES CONTINUED

The Group's share of joint venture entities' results, assets and liabilities are as follows:

	12 months to December 2025[1] $m	12 months to December 2024[2] $m
Summarised profit or loss		
Revenue	512.6	1,464.6
Expenses	(454.8)	(1,344.9)
Finance income	40.4	7.6
Finance costs	(78.6)	(103.3)
Profit before tax	19.6	24.0
Income tax expense	(1.3)	(7.6)
Profit for the period	18.3	16.4

	December 2025[1] $m	December 2024 $m
Summarised balance sheet		
Current assets	940.4	582.7
Non-current assets	1,487.4	1,596.0
Total assets	2,427.8	2,178.7
Current liabilities	436.3	174.4
Non-current liabilities	1,474.6	1,692.7
Total liabilities	1,910.9	1,867.1
The Group's share of joint venture entities' net assets at reporting date	516.9	311.6

[1] Included in the net assets at 31 December 2025 is 50% of the net assets of the UGL Transport joint venture. Refer to Note 30: *Disposals – UGL Transport Business*.

[2] Following the additional 10% acquisition of Thiess, 2024 includes the results of Thiess as a joint venture only for the period between 1 January 2024 to 22 April 2024.

There were no impairments of investments in joint ventures during the reporting period (31 December 2024: $nil).

28. JOINT OPERATIONS

The Group has the following interest in joint operations:

			Ownership interest	
Name of arrangement	Principal activity	Country	December 2025 %	December 2024 %
Acciona Construction Australia Pty Ltd & CPB Contractors Pty Ltd	Engineering & Construction	Australia	50	50
Acciona Construction Australia Pty Ltd & CPB Contractors Pty Limited & Ghella Pty Ltd	Engineering & Construction	Australia	40	40
Acciona Construction Australia Pty Ltd & CPB Contractors Pty Limited & UGL Engineering Pty Limited	Engineering & Construction	Australia	60	-
Acciona Infrastructure & CPB Contractors Joint Venture (formerly Leighton Abigroup Consortium (Epping to Thornleigh))	Engineering & Construction	Australia	50	50
Altrad Services Pty Ltd & UGL Operations and Maintenance Pty Limited (formerly UGL Cape)	Integrated Solutions	Australia	50	50
B.M.D. Constructions Pty. Limited & CPB Contractors Pty Limited & Georgiou Group Pty Ltd	Engineering & Construction	Australia	40	40
CPB & BMD JV (Group ownership 50%) (formerly CPB & BMD JV)	Engineering & Construction	Australia	50	50
CPB & JHG JV	Engineering & Construction	Australia	50	50
CPB & United Infrastructure JV	Engineering & Construction	Australia	75	75
CPB BAM Ghella UGL Joint Venture	Engineering & Construction	Australia	54	54
CPB Black & Veatch Joint Venture[1,3]	Engineering & Construction	Australia	-	50
CPB Contractors & Georgiou Group	Engineering & Construction	Australia	50	50
CPB Contractors & Georgiou Group (Elevate Joint Venture)	Engineering & Construction	Australia	80	80
CPB Contractors & Spotless Facilities Services	Engineering & Construction	Australia	50	50
CPB Contractors Pty Limited & B.M.D. Constructions Pty Limited (Group ownership 55%)	Engineering & Construction	Australia	55	-
CPB Contractors Pty Limited & B.M.D. Constructions Pty Limited (Group ownership 65%)	Engineering & Construction	Australia	65	-
CPB Contractors Pty Limited & DT Infrastructure Pty Ltd	Engineering & Construction	Australia	67	67
CPB Contractors Pty Limited & DT Infrastructure Pty Ltd (NEWest Alliance)	Engineering & Construction	Australia	50	50
CPB Contractors Pty Limited & Ghella Pty Ltd Joint Venture	Engineering & Construction	Australia	75	75
CPB Contractors Pty Limited & Mcconnell Dowell Constructors (Aust) Pty Ltd	Engineering & Construction	Australia	50	50
CPB Dragados Samsung Joint Venture	Engineering & Construction	Australia	40	40
CPB Ghella UGL JV	Engineering & Construction	Australia	78	78
CPB John Holland Dragados Joint Venture	Engineering & Construction	Australia	50	50
CPB Samsung John Holland Joint Venture	Engineering & Construction	Australia	33	33
CPB Seymour Whyte JV	Engineering & Construction	Australia	50	50
CPB Southbase JV	Engineering & Construction	New Zealand	60	60
Downer EDI Works Pty Ltd & CPB Contractors Pty Limited (Parramatta Connect) (formerly CPB Downer EDI JV)	Engineering & Construction	Australia	50	50
EV LNG Australia Pty Ltd & Thiess Pty Ltd (EVT JV)	Engineering & Construction	Australia	50	50
First Balfour-Leighton Joint Venture	Engineering & Construction	Philippines	40	40
FL Skylink JV	Engineering & Construction	Philippines	50	-
Gammon - Leighton Joint Venture	Engineering & Construction	Hong Kong	50	50
GE Betz Pty Limited & McConnell Dowell Constructors (Aust) Pty Ltd & United Group Infrastructure Pty Ltd	Engineering & Construction	Australia	50	50
Global Mission Support Alliance Joint Venture	Engineering & Construction	United States	75	75
HYLC Joint Venture[1]	Engineering & Construction	Australia	50	50
IEC Boardwalk JV	Engineering & Construction	Hong Kong	34	34
JH & CPB & Ghella JV	Engineering & Construction	Australia	45	45
JH & CPB & Ghella JV (JCG JV)	Engineering & Construction	Australia	40	40

28. JOINT OPERATIONS CONTINUED

			Ownership interest	
Name of arrangement	Principal activity	Country	December 2025 %	December 2024 %
John Holland and UGL Infrastructure	Engineering & Construction	Australia	50	50
John Holland Pty Ltd, UGL Engineering Pty Ltd and GHD Pty Ltd trading as Malabar Alliance	Engineering & Construction	Australia	50	50
Leighton Abigroup Joint Venture[1]	Engineering & Construction	Australia	50	50
Leighton - Able Joint Venture	Engineering & Construction	Hong Kong	51	51
Leighton - China State Joint Venture (Tseung Kwan O - Lam Tin Tunnel)	Engineering & Construction	Hong Kong	51	51
Leighton - China State Joint Venture (SCL 1123)	Engineering & Construction	Hong Kong	51	51
Leighton - China State Joint Venture (Wynn Resort)	Engineering & Construction	Macau	50	50
Leighton – Chubb E&M Joint Venture	Engineering & Construction	Hong Kong	50	50
Leighton – Chun Wo Joint Venture	Engineering & Construction	Hong Kong	84	84
Leighton – Chun Wo Joint Venture	Engineering & Construction	Hong Kong	60	60
Leighton – Chun Wo Joint Venture	Engineering & Construction	Hong Kong	70	70
Leighton-First Balfour Joint Venture	Engineering & Construction	Philippines	65	65
Leighton-First Balfour Joint Venture	Engineering & Construction	Philippines	50	50
Leighton – Gammon Joint Venture	Engineering & Construction	Hong Kong	50	50
Leighton – HEB Joint Venture	Engineering & Construction	New Zealand	80	80
Leighton – Infra 13 Joint Venture[2]	Engineering & Construction	India	50	50
Leighton – Ose Joint Venture[2]	Engineering & Construction	India	50	50
Leighton – Total Joint Operation	Engineering & Construction	Indonesia	67	67
Leighton Fulton Hogan Joint Venture (Sh16 Causeway Upgrade)	Engineering & Construction	New Zealand	50	50
Leighton John Holland Joint Venture	Engineering & Construction	Singapore	50	50
Leighton M&E – Southa Joint Venture	Engineering & Construction	Hong Kong	50	50
Leighton York Joint Venture	Engineering & Construction	Australia	75	75
LLECPB Crossing Removal JV	Engineering & Construction	Australia	50	50
LS&W JV HYD01[2]	Engineering & Construction	India	51	51
Manidis Roberts Pty Limited & MWH Australia Pty Ltd & PB Australia Pty Limited & United Group Infrastructure Pty Ltd	Integrated Solutions	Australia	60	60
Metropolitan Road Improvement Alliance	Engineering & Construction	Australia	71	71
Mitsubishi Electric Australia Pty Ltd & Hyundai Rotem Company & UGL Rail Services Pty Limited	Integrated Solutions	Australia	31	17
NDH Joint Venture	Engineering & Construction	Hong Kong	55	55
NRT - Design & Delivery JV	Engineering & Construction	Australia	50	50
NRT Systems JV	Integrated Solutions	Australia	40	40
N.V. Besix S.A. & Thiess Pty Ltd (Best JV)	Natural Resources	Australia	50	50
OWP Joint Venture (Optus Wireless JV)	Integrated Solutions	Australia	50	50
Parsons Brinckerhoff Australia Pty Limited & RPS Manidis Roberts Pty Ltd & Seymour Whyte Constructions Pty Ltd & UGL Engineering Pty Limited	Engineering & Construction	Australia	33	33
Rizzani CPB Joint Venture	Engineering & Construction	Australia	50	50
Spark NEL DC JV	Engineering & Construction	Australia	28	28
Thiess Balfour Beatty Joint Venture	Engineering & Construction	Australia	67	67
Thiess Degremont JV	Engineering & Construction	Australia	65	65
Thiess Degremont Nacap Joint Venture[1]	Engineering & Construction	Australia	33	33
Thiess John Holland Joint Venture (Airport Link)	Engineering & Construction	Australia	50	50
Thiess John Holland Joint Venture (Eastlink)	Engineering & Construction	Australia	50	50

28. JOINT OPERATIONS CONTINUED

Name of arrangement	Principal activity	Country	Ownership interest December 2025 %	Ownership interest December 2024 %
UGL Engineering Pty Ltd and ADCO Constructions Pty Ltd JV (Eastrail)	Engineering & Construction	Australia	48	48
Veolia Water - Leighton - John Holland Joint Venture	Engineering & Construction	Hong Kong	24	24
WSO M7 Stage 3 JV	Engineering & Construction	Australia	50	50
WSP Australia Pty Limited & UGL Engineering Pty Limited	Integrated Solutions	Australia	50	50

All joint operations have a reporting date of 31 December with the following exceptions:

[1]Arrangements have a 30 June reporting date. These entities have different statutory reporting dates to the Group as they are aligned with the joint operations partners' reporting date and / or the reporting date is prescribed by local statutory requirements.

[2]Arrangements have a 31 March reporting date. These entities have different statutory reporting dates to the Group as they are aligned with the joint operations partners' reporting date and / or the reporting date is prescribed by local statutory requirements.

[3]These entities were deregistered during the period ended 31 December 2025.

29. NOTES TO THE STATEMENT OF CASH FLOWS

a Reconciliation of profit for the year to net cash from operating activities

	12 months to December 2025 $m	12 months to December 2024 $m
Profit before tax	796.2	780.2
Adjustments for:		
- Depreciation and amortisation	976.4	791.8
- Other adjustments to net profit	400.7	244.1
- Changes in working capital	(825.6)	(180.1)
- Interest payable	(545.6)	(475.0)
- Dividend receivable	31.4	88.5
- Interest receivable	77.3	105.0
- Income tax payable	205.8	(205.4)
Net cash from operating activities	1,116.6	1,149.1

Interest on finance leases of $48.3 million (December 2024: $39.6 million) is disclosed within repayment of leases in the consolidated statement of cash flows. The 12 months to 31 December 2024 includes the post-acquisition impact of Thiess from 23 April 2024.

29. NOTES TO THE STATEMENT OF CASH FLOWS CONTINUED

b Reconciliation of liabilities arising from financing activities

Interest bearing loans and financial liabilities

	December 2024 $m	Cash flows $m	Amortisation of borrowing costs $m	Foreign Exchange and other movements[1] $m	December 2025 $m
Interest bearing loans	5,874.7	395.4	15.0	(66.7)	6,218.4
Financial liability	1,073.0	-	-	-	1,073.0

	December 2023 $m	Cash flows $m	Amortisation of borrowing costs $m	Foreign exchange and other movements[1] $m	December 2024 $m
Interest bearing loans	3,045.0	428.5	13.2	2,388.0	5,874.7
Financial liability	-	-	-	1,073.0	1,073.0

[1] Includes the impact of foreign exchange and other movements including acquisitions and disposals.

Lease liabilities

	December 2024 $m	Cash flows $m	Addition / acquisitions $m	Interest charged $m	Other $m	December 2025 $m
Lease liabilities	936.7	(413.3)	216.5	48.3	(51.9)	736.3

	December 2023 $m	Cash flows $m	Addition / acquisitions $m	Interest charged $m	Other $m	December 2024 $m
Lease liabilities	237.4	(258.8)	920.0	39.6	(1.5)	936.7

30. ACQUISITIONS AND DISPOSALS

Disposals

UGL Transport Business

On 1 December 2025 the Group entered into a binding arrangement with Sojitz Corporation ("Sojitz" regarding the acquisition by Sojitz of a 50% equity interest in the UGL Transport Business ("UGL Transport" and the formation of a joint venture with Sojitz over UGL Transport ("UGL Transport JV". Under the terms of the sale agreement and other contractual arrangements entered into with Sojitz the Group can no longer unilaterally control UGL Transport at 31 December 2025. At 31 December 2025 the transaction was subject to Foreign Investment Review Board approval which was considered to be highly probable and procedural, and the sale formally completed on 19 January 2026, refer to Note 1: *Accounting estimates and judgements*.

The transaction has been recorded as a disposal of controlled entities in accordance with AASB 10 and the recognition of an interest in a joint venture entity with total consideration receivable net of transaction costs comprising cash consideration of $453.6 million and non-cash consideration of $281.4 million being the fair value of the 50% retained interest in UGL Transport JV.

As part of the transaction, the Group is required to obtain partner change of control consents (the "joint venture consents" for certain equity accounted investments (the "JV investments" that were owned by UGL Transport prior to the transaction. An advance payment of $230.0 million was included in the total transaction consideration, equal to the agreed value in aggregate of the JV investments, and the Group assumed a corresponding liability to UGL Transport JV of the same amount. The nature of these consents and the related contractual arrangements mean that each JV Investment will be transferred to UGL Transport JV at the agreed value, as a settlement of the advance payment received, following receipt of the relevant joint venture consent. Should a joint venture partner pre-empt the transfer of any JV Investment to UGL Transport JV, the JV Investment would then be transferred to the joint venture partner at the same price agreed in the transaction, and the Group would use the cash received to refund UGL Transport JV for the advance payment received. The joint venture consents were still in progress at 31 December 2025.

In parallel, as part of the process for the joint venture consents, the Group contractually waived certain of its material rights and voting powers in respect of the joint ventures prior to 31 December 2025, resulting in no longer having joint control or significant influence over the joint ventures (Refer to Note 1: *Accounting estimates and judgements)*. The JV investments were reclassified from equity accounted investments to financial investments measured at fair value through profit and loss in accordance with AASB 9, resulting in a revaluation gain of $146.7 million recognised in profit and loss as part of the net gain on sale of UGL Transport. Further, in accordance with the requirements of AASB 5: *Non-Current Assets Held for Sale and Discontinued Operations*, the JV investments were reclassified as assets held for sale as 31 December 2025 as their carrying amount will be recovered through sale.

The table below presents the accounting impacts of the transaction, including the calculation of the net gain on disposal of the controlling interest in UGL Transport and the related reclassification of the JV investments to assets held for sale pending the joint venture consents.

	$m
Total cash consideration receivable net of transaction costs [1,2]	453.6
Fair value of retained joint venture interest in UGL Transport JV (non-cash consideration)	281.4
Less: Liabilities assumed in respect of JV investments classified as assets held for sale	(230.0)
Less: Carrying amount of assets disposed of (excluding assets transferred to assets held for sale)	(362.7)
Recycling of reserves	-
Fair value of JV investments classified as assets held for sale	230.0
Less: carrying value at date of discontinuance of equity method	(83.3)
Net gain before tax recognised as other gains in the Consolidated Statement of Profit or Loss	**289.0**

30. ACQUISITIONS AND DISPOSALS continued

UGL Transport Business continued

Carrying value of assets and liabilities of entities and businesses disposed	$m
Cash and cash equivalents	35.4
Trade and other receivables	84.0
Inventories: consumables and development properties	202.0
Deferred tax assets net of deferred tax liabilities	24.1
Property, plant and equipment	109.4
Intangibles	88.8
Trade and other payables	(102.1)
Provisions	(35.5)
Lease liabilities	(43.4)
Net assets disposed	**362.7**

Cash flows resulting from sale	$m
Cash consideration net of transaction costs	210.0
Cash disposed	(35.4)
Net cash inflow	**174.6**

[1] The cash consideration includes consideration of $175.9 million received on 19 January 2026 and contingent consideration of $105.5 million. The contingent consideration is expected to be received within 12 months of the transaction date, once change of control consents for certain key contracts have been obtained from the relevant counterparties, and has been measured at the fair value of the consideration expected to be received on contract novation.

[2]As at 31 December 2025, certain transaction costs remain unpaid are accrued in the trade and other payables balance.

The following controlled entities were disposed as part of the sale of UGL Transport:

- UGL Transport Holdings Pty Ltd
- UGL Transport Finance Pty Ltd
- UGL RS Pty Ltd
- UGL Rail (North Queensland) Pty Limited
- Alfred IJV HoldCo Pty Ltd
- UGL RTS Pty Ltd
- Adelaide Holdco Pty Ltd
- MOR Holdco Pty Ltd
- MTM Holdco Pty Ltd
- MTS Holdco Pty Ltd
- NZ Holdco Pty Ltd
- U-Go Holdco Pty Ltd
- CM Holdco Pty Ltd

Leakes Road Data Centre

During the year the Group sold its investment in Leakes Road DC Holdings Ptd Ltd and its subsidiaries (Leakes Road) to the joint venture established between ACS Group and Global Infrastructure Partners (GIP) dedicated to developing and operating next-generation data centres worldwide. Details about the transaction, including total consideration received, fair value of the contingent consideration, carrying value of net assets derecognised and the net gain recognised during the year in respect of the data centre, are disclosed in Note 16 *Investment Property*.

The following controlled entities were disposed as part of the sale:

- Leakes Rd DC Holdings Pty Ltd
- Leakes Rd DC Mid Pty Ltd
- Leakes Rd DC Mid Trust
- Leakes Rd DC Pty Ltd
- Leakes RD DC Trust
- LR Procure Co Pty Ltd

31. ASSETS HELD FOR SALE

	December 2025 $m	December 2024 $m
Other investments[1]	230.0	-
Investment property	24.5	-
Total assets held for sale	254.5	-

[1] As part of the transaction to dispose of 50% of UGL Transport (refer to Note 30: *Disposals – UGL Transport Business*) an advance payment was received for certain investments in joint ventures (the "JV investments") for which change of control consents were in progress at 31 December 2025. Change of control consents are expected to be obtained during the period to 31 December 2026.

As a result, the JV investments with a fair value of $230.0 million were reclassified as held for sale under AASB 5: *Non-current Assets Held for Sale and Discontinued Operations* at 31 December 2025, as the sale is expected to be completed within one year from the reporting date.

32. COMMITMENTS

Capital expenditure contracted for at reporting date but not recognised as liabilities is as follows:

	December 2025 $m	December 2024 $m
Property, plant and equipment		
Payable:		
- within one year	81.6	66.0
- later than one year but not later than five years	-	-
- later than five years	-	-
Total	81.6	66.0
Share of Joint Ventures' commitments - property, plant and equipment		
Payable:		
- within one year	-	0.3
- later than one year but not later than five years	-	2.0
- later than five years	-	-
Total	-	2.3
Share of Associates' commitments - property, plant and equipment		
Payable:		
- within one year	-	0.4
- later than one year but not later than five years	-	-
- later than five years	-	-
Total	-	0.4

33. CONTINGENT LIABILITIES

Bank guarantees, insurance bonds and letters of credit

Indemnities given by third parties on behalf of controlled entities and equity accounted investments are as follows:

	December 2025 $m	December 2024 $m
Bank guarantees	3,452.6	4,158.7
Insurance, performance and payment bonds	1,559.2	1,915.7
Letters of credit	256.5	242.3

Included in the table above are amounts where the Group has indemnified bank guarantees, and insurance, performance and payment bonds in respect of all of the Group's joint ventures in the normal course of business totalling $170.2 million (31 December 2024: $nil) of which $85.1 million has been indemnified by the Group's joint venture partners.

Other contingencies

i. The Company gives, in the ordinary course of business, guarantees and indemnities in respect of the performance by controlled entities, associates and related parties of their contractual and financial obligations. The value of these guarantees and indemnities is indeterminable in amount.

ii. There exists in some entities within the Group the normal design liability in relation to completed design and construction projects.

iii. Certain entities within the Group have the normal contractor's liability in relation to construction contracts. This liability may include litigation by or against the Group and / or joint arrangements in which the Group has an interest. It is not possible to estimate the financial effect of these claims should they be successful.

iv. Controlled entities have entered into joint arrangements under which the controlled entity may be jointly and severally liable for the liabilities of the joint arrangement.

v. Pursuant to the ASIC Corporations (Wholly-owned Companies) Instrument 2016/785, the Company has entered into approved deeds of cross-guarantee with participating Australian subsidiary companies.

vi. On 13 February 2012, CIMIC announced that it had reported to the Australian Federal Police ("AFP") a possible breach by the Leighton International business of its Code of Ethics that, if substantiated, may have contravened Australian laws. The matter, has been, and in some cases continues to be, subject to the investigations below:

- In March 2014, the Australian Securities and Investment Commission ("ASIC") commenced a formal investigation into potential breaches of the Corporations Act relating to a number of matters being investigated by the AFP. In March 2017, ASIC advised CIMIC that its investigation has concluded and it will take no further action.
- On 22 May 2018, the UK Serious Fraud Office ("SFO") announced it has charged individuals, none of whom are CIMIC employees, and on 26 June 2018 announced it has charged a company, which is not a member of the CIMIC Group. On 19 July 2019 the SFO announced that one individual had pleaded guilty to charges. Following trials in 2020 and 2021 the individuals were convicted on some charges. However, some of those convictions have been overturned on appeal. None of the juries' guilty findings relate to charges involving the CIMIC Group company contracts.
- On 1 March 2019, CIMIC entered into an investigation agreement with the Department of Justice ("DOJ"). On 30 October 2019 the US DOJ announced that in March 2019 three individuals not employed by CIMIC pleaded guilty to a charge of conspiracy to violate the Foreign Corrupt Practices Act.
- On 18 November 2020 the AFP advised CIMIC that it had charged an ex-employee with alleged offences relating to foreign bribery and related matters and on 23 February 2021 the AFP announced it had brought an additional charge in relation to foreign bribery. On 11 January 2021 the AFP informed CIMIC that it had charged a second ex-employee with related offences. That employee has pleaded guilty to a charge of failing to take reasonable precautions to ensure that information provided to directors of CIMIC was not misleading. He has been ordered to pay a penalty of $1,000. The AFP has also indicated it may charge a further ex-employee and that its investigations continue. CIMIC does not otherwise know when the charges will be heard or the outcome of any investigation.

No CIMIC Group company has been charged.

CIMIC continues to cooperate with all official investigations.

33. CONTINGENT LIABILITIES CONTINUED

Other contingencies continued

vii. CIMIC's wholly owned subsidiary, CPB Contractors, and its joint venture partner Hansen Yuncken, in a 50/50 JV, were awarded the design and construction of the new Royal Adelaide Hospital for the South Australian State Government. The project experienced difficulties and delays arising from the complex interdependencies between the State's works and the JV's works and a dispute between the parties arose. The parties commenced an arbitration to resolve the dispute. The arbitration hearing is complete with closing submissions delivered in July and August 2024. The arbitration award is expected in 2026.

viii. CIMIC's wholly owned subsidiaries, CPB Contractors and UGL Engineering, in conjunction with their joint venture partner (together the "M6 D&C JV"), were contracted to deliver the M6 Stage 1 motorway tunnel project for Transport for New South Wales ("TfNSW"). During the course of 2024, the project encountered differing and adverse ground conditions and geological issues not reasonably anticipated at time of tender. As a consequence, works in the affected areas were stopped.

As a result of these geological issues, in May 2025 the M6 D&C JV determined the project cannot be completed as contemplated by the contract and, as such, the contract has been frustrated with the M6 D&C JV's obligations discharged by operation of law. This determination has been disputed by TfNSW. All tunnel construction activity has ceased.

On 30 June 2025, TfNSW and the M6 D&C JV reached agreement to complete surface works under a new deed and those works are now largely complete. By an agreement dated 8 October 2025, TfNSW and the M6 D&C JV agreed to continue without prejudice discussions regarding the impacted tunnelling works to find an appropriate technical and commercial resolution given the complex nature of the geotechnical events.

Revenue is recognized in relation to services provided and accrued commitments prior to the notice of frustration, including the demobilisation of the ceased tunnelling work. Whilst not expected, it is possible that the final outcome could vary depending on the outcome of ongoing discussions between the parties.

The M6 D&C JV will continue care and maintenance activities on the site until 30 June 2026.

ix. The Group operates across a large number of jurisdictions, and from time-to-time may be subject to a tax audit or inquiries from local tax authorities. CIMIC maintains that the tax treatments adopted are appropriate. Where the amount of tax payable or recoverable is uncertain, whether due to a local tax authority challenge or due to uncertainty regarding the appropriate treatment, judgement is required to assess the probability that the adopted treatment will be accepted.

34. CAPITAL RISK MANAGEMENT

Capital planning forms part of the business and strategic plans of the Group. Decisions relating to obtaining and investing capital are made following consideration of the Group's key financial objectives including the maintenance of an investment grade credit rating. Performance measures include return on revenue, return on equity, earnings growth, liquidity and borrowing capacity. The Group has access to numerous sources of capital both domestically and internationally, including cash balances, equity, bank debt, capital markets, insurance, lease facilities and trade finance facilities.

35. FINANCIAL INSTRUMENTS

a Classification of financial assets and financial liabilities

	December 2025 $m	December 2024 $m
Financial assets		
Financial assets at amortised cost:		
Cash and cash equivalents	3,382.9	2,660.7
Trade and other receivables[1]	2,023.1	2,055.9
Financial assets at fair value through profit or loss (including assets held for sale)	286.7	65.6
Financial assets at fair value through other comprehensive income	14.5	63.4
Derivative financial instruments:		
Used for hedging	114.1	56.9
Held for trading at fair value through profit or loss	-	7.5
Balance at reporting date	5,821.3	4,910.0

[1]Excludes prepayments of $174.1 million (31 December 2024: $167.3 million).

	December 2025 $m	December 2024 $m
Financial liabilities		
Financial liabilities at amortised cost:		
Trade and other payables	6,626.2	7,048.0
Financial liability[2]	1,073.0	1,073.0
Interest bearing liabilities	6,218.4	5,874.7
Lease liabilities	736.3	936.7
Derivative financial instruments:		
Used for hedging	6.3	1.3
Held for trading at fair value through profit or loss	2.1	-
Balance at reporting date	14,662.3	14,933.7

[2]Represents the payout under the Elliott put option to CIMIC. Refer to *Put Option and Class C Shares Options* below.

Put Option and Class C Share Options

CIMIC's co-investor in Thiess, Elliott, holds a put option ('Put Option') that enables it to put back to CIMIC its full interest in ordinary shares and Class A Preference Shares held in Thiess. On completion of CIMIC's acquisition of 10% of Thiess on 23 April 2024, the terms of the Elliott put option were changed. The Put Option is now exercisable from 22 April 2025 to 31 December 2026. In addition, the existing Elliott Hybrid Put Option ('Hybrid Option') over the Class C Preference Shares were unchanged with these shares being puttable on the earlier of six months after exercise of the Put Option or six months after the end of the Put Option period. As a consequence of the 23 April 2024 transaction, in 2024: (i) a gain of $972.2 million through other gains and losses was recognised; (ii) Thiess became a consolidated entity; and (iii) as such, the Put Option and Hybrid Option were required to be recognised as an option over non-controlling interest and the present value of the gross redemption value is recognised as a financial liability alongside a reduction in the parent's equity within reserves. The Put Option and Hybrid Option gross financial liability values were $920.0 million and $153.0 million respectively, totalling $1,073.0 million. No adjustment has been made for the probability of the assets being put to CIMIC. Prior to Thiess becoming a controlled entity on 23 April 2024, the options were previously recognised as derivative financial instruments in accordance with AASB 9 at fair value.

On 19 December 2025, HOCHTIEF Australia Holdings Limited (HAHL) and HOCHTIEF Aktiengesellschaft (parent entity of HAHL) (together, the "Equity Provider") issued an irrevocable equity commitment in favour of CIMIC. Under this commitment, the Equity Provider has agreed to fund the consideration payable to Elliott in connection with CIMIC's acquisition of securities in Thiess pursuant to the existing Put Option Deeds, up to a maximum amount of $1,235.3 million.

35. FINANCIAL INSTRUMENTS CONTINUED

a) Classification of financial assets and financial liabilities continued

Funding will be provided through HAHL's subscription for ordinary shares in CIMIC Group Limited in one or more tranches, aligned with the completion dates of the Put Option. The committed funds are restricted to the settlement of purchase consideration payable on the acquisition of the Thiess securities pursuant to the Put Option Deed. As at 31 December 2025, no shares had been issued under the commitment and no subscription cash had been received. At the reporting date the commitment does not give rise to the recognition of equity or liabilities as the Company will recognise equity only upon issuance of ordinary shares to HAHL.

The Group's exposure to various risks associated with the financial instruments is discussed in Note 35(b): *Financial risk management – Credit risk*. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial asset mentioned above. Where carrying amounts differ from fair value, these amounts are shown in Note 35(c): *Financial instruments – Fair value hierarchy.* All other assets and liabilities in the Group's consolidated statement of financial position approximate fair values.

The Group's financial instruments resulted in the following income, expenses and gains and losses recognised in the consolidated statement of profit or loss:

	12 months to December 2025 $m	12 months to December 2024 $m
Income, expenses and gains and losses recognised in the statement of profit or loss:		
Interest from assets held at amortised cost	77.3	82.1
Net fair value gain on equity investments mandatorily measured at FVPL	(7.1)	(26.4)
Loss on de-recognition of financial assets	(14.0)	(14.5)
Net foreign exchange (losses) / gain recognised in profit for the period	(13.8)	(18.2)
Impairment gain on remeasurement of financial assets	-	12.0

b) Financial risk management

The activities of the Group result in exposure to credit, liquidity and market risk (equity price, foreign currency and interest rate). To minimise any adverse effects on the financial performance of the Group, derivative financial instruments, such as foreign exchange forward contracts, are used to hedge certain foreign currency risk exposures. These instruments reduce the uncertainty of foreign currency transactions.

Financial risk management is controlled by a central treasury department based on financial policies approved by the Board. The central treasury department identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The written principles for overall risk management cover specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

Hedge accounting is applied to remove the accounting mismatch between the hedging instrument and the hedged item. The effective portion of the change in the fair value of the hedging instrument is deferred into the cash flow hedge reserve through OCI and will be recognised in profit or loss when the hedged item affects profit or loss. This will effectively result in recognising non-financial assets at the fixed foreign currency rate for the hedged purchases.

35. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

Derivatives used for hedging

The Group has the following derivative financial instruments used for hedging:

	12 months to December 2025 $m	12 months to December 2024 $m
Current and non-current assets		
Forward foreign exchange contracts – cash flow hedges	0.6	1.0
Cross currency interest rate swap - cash flow hedges	113.5	55.9
Current and non-current liabilities		
Forward foreign exchange contracts – cash flow hedges	(1.2)	(1.3)
Cross currency interest rate swap - cash flow hedges	(5.1)	-

The Group's accounting policy for its cash flow hedges is set out in Note 1(e): *Derivative financial instruments*. For hedged forecast transactions that result in the recognition of a non-financial asset, the related hedging gains and losses are included in the initial measurement of the cost of the asset.

i) Credit risk

Credit risk represents the risk that a counterparty will not complete its obligations under a financial instrument resulting in a financial loss to the Group. The Group has a credit policy in place and exposure to credit risk is monitored on an ongoing basis. The Group minimises concentrations of credit risk by undertaking transactions with a large number of customers in various countries. Derivative and deposit counterparties are limited to investment grade financial institutions.

The ageing of the Group's receivables at the reporting date was: $636.3 million not due (31 December 2024: $731.8 million); $123.2 million past due (31 December 2024: $242.9 million). Past due is defined under AASB 9: *Financial Instruments* to mean any amount outstanding for one or more days after the contractual due date. Past due receivables aged greater than 60 days: $83.2 million or 2.0% (31 December 2024: $143.2 million or 3.3%).

Impairment of financial assets

In relation to the impairment of financial assets, AASB 9: *Financial Instruments* requires an expected credit loss model. The expected credit loss model requires the Group to account for expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

In particular, AASB 9 requires the Group to measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses (ECL) if the credit risk of that financial instrument has increased significantly since initial recognition, or if the financial instrument is a purchased or originated credit-impaired financial asset. However, if the credit risk on a financial instrument has not increased significantly since initial recognition (except for a purchased or originated credit-impaired financial asset), the Group is required to measure the loss allowance for that financial instrument at an amount equal to 12-months ECL. AASB 9 also requires a simplified approach for measuring the loss allowance at an amount equal to lifetime ECL for trade receivables, contract assets and lease receivables in certain circumstances. The Group has applied this simplified approach, applying the accounting policy set out in Note 1(d)(iii): *Non-derivative financial instruments – impairment*.

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost, lease receivables, amounts due from customers, as well as on loan commitments and financial guarantee contracts. No impairment loss is recognised for investments in equity instruments. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

Low credit risk financial instruments

Some financial instruments are considered low credit risk due to contracts held with certain counterparties, including government organisations with strong capacity to meet contractual cash flow obligations in the near term and not expected to be affected by changes in economic and business conditions.

35. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

i) Credit risk continued

Measuring movements in credit risk
A summary of the categories used to measure credit risk are as follows:

Category	Company definition of category	Basis for recognition of expected credit loss provision
Performing	Customers have a low risk of default, no past due amounts.	12 month expected losses or Lifetime expected losses (simplified approach) where asset life is less than 12 months
Underperforming	Amount is initially past due (unless there is reasonable and supportable information to prove otherwise) or there has been a significant increase in credit risk since initial recognition.	Lifetime expected losses – not credit impaired
Non-performing	Amount is significantly past due (unless there is reasonable and supportable information to prove otherwise) and there is evidence indicating the asset is credit impaired.	Lifetime expected losses – credit impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Asset is written off

The Company considers the probability of default upon initial recognition of the asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations. In particular, the following information is taken into account when assessing significant movements in credit risk:

- internal credit rating;
- external credit rating (as far as available);
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating results of the borrower;
- significant increases in credit risk on other financial instruments of the same borrower;
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements;
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower; and
- macroeconomic information such as market interest rates and growth rates.

35. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

i) Credit risk continued

Definition of default
The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- if there is a material breach of financial covenants by the counterparty and this is not expected to be remedied in the foreseeable future; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group). Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is significantly past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets
A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy
The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Credit risk exposure
The information below details the credit quality of the Group's financial assets and other items, as well as the Group's maximum exposure to credit risk by categories.

Contract debtors, trade and other receivables
The Group applies the simplified approach to providing for expected credit losses prescribed by AASB 9: *Financial Instruments*, which permits the use of the lifetime expected loss provision for all trade receivables. There were no significant concentrations of credit risk in the current or prior year. The Group's maximum exposure to credit risk for receivables at the reporting date was $4,696.1 million (31 December 2024: $4,787.5 million). The split by geography was: Australia Pacific $2,749.6 million (31 December 2024: $2,647.5 million) and Asia, Americas & Other Overseas $1,946.5 million (31 December 2024: $2,140.0 million).

Contract debtors, trade and other receivables are rated performing, assessed under the lifetime ECL simplified method and have a net carrying amount of $4,305.9 million (31 December 2024: $4,461.4 million). The loss allowance recognised is $62.0 million (31 December 2024: $51.7 million). Related party receivables and loans to joint ventures and associates are rated performing, assessed under the 12 month ECL and have a carrying amount of $390.2 million (31 December 2024: $326.1 million). The loss allowance recognised is $nil (31 December 2024: $nil).

35. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

ii) Liquidity risk

Liquidity risk is the risk of having insufficient funds to settle financial liabilities when they fall due. This includes having insufficient levels of committed credit facilities. The Group's objective is to maintain efficient use of cash and debt facilities in order to balance the cost of borrowing and ensuring sufficient availability of credit facilities to meet forecast capital requirements. The Group adopts a prudent approach to cash management which ensures sufficient levels of cash and committed credit facilities are maintained to meet working capital requirements. Liquidity is reviewed continually by the Group's treasury departments through daily cash monitoring, review of available credit facilities and forecasting and matching of cash flows.

Contractual maturities are outlined below. We are not currently aware of any circumstances where the outflows could be significantly different or occur earlier than indicated.

Contractual maturities of financial liabilities and cash flow hedge contracts as at 31 December 2025 are as follows:

31 December 2025	Carrying amount $m	Contractual cash flows $m	Less than 1 year $m	1-5 years $m	More than 5 years $m
Non-derivative financial liabilities					
Interest bearing loans	6,218.4	(6,922.2)	(195.9)	(5,518.5)	(1,207.8)
Lease liabilities	736.3	(814.1)	(315.3)	(489.6)	(9.2)
Total interest bearing liabilities	6,954.7	(7,736.3)	(511.2)	(6,008.1)	(1,217.0)
Trade and other payables	6,626.2	(6,626.2)	(6,298.4)	(327.8)	-

Additionally, the financial liability of $1,073.0 million represents the payout under the Elliott put option to CIMIC which is exercisable from 22 April 2025 to 31 December 2026, as such it is uncertain if it will or not be exercised within the allowed period.

Derivative financial liabilities / (assets)					
Forward exchange contracts used for foreign currency hedging:					
Net derivative financial liabilities / (assets)[1]	0.6				
Inflow		144.7	136.5	8.2	-
Outflow		(145.2)	(136.8)	(8.4)	-
Cross currency interest rate swaps:					
Net derivative financial liabilities / (assets)	(108.4)				
Inflow		1,263.2	17.8	1,245.4	-
Outflow		(1,246.7)	(39.8)	(1,206.9)	-
Total net derivative financial liabilities / (assets)	(107.8)	16.0	(22.3)	38.3	-

[1]Net derivative financial liabilities / (assets) relating to foreign currency hedging includes $0.6 million of derivatives in an asset position and $1.2 million of derivatives in a liability position.

35. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

ii) Liquidity risk continued

Contractual maturities of financial liabilities and cash flow hedge contracts as at 31 December 2024:

31 December 2024	Carrying amount $m	Contractual cash flows $m	Less than 1 year $m	1-5 years $m	More than 5 years $m
Non-derivative financial liabilities					
Interest bearing loans	5,874.7	(6,738.9)	(205.3)	(5,176.9)	(1,356.7)
Lease liabilities	936.7	(1,022.4)	(438.4)	(565.5)	(18.5)
Total interest bearing liabilities	6,811.4	(7,761.3)	(643.7)	(5,742.4)	(1,375.2)
Trade and other payables	7,048.0	(7,048.0)	(6,515.6)	(532.4)	-

Additionally, the financial liability of $1,073.0 million represents the payout under the Elliott put option to CIMIC which is exercisable from 22 April 2025 to 31 December 2026, as such it is uncertain if it will or not be exercised within the allowed period.

Derivative financial liabilities / (assets)					
Forward exchange contracts used for foreign currency hedging:					
Net derivative financial liabilities / (assets)[1]	0.3				
Inflow		133.1	105.1	28.0	-
Outflow		(132.8)	(105.2)	(27.6)	-
Cross currency interest rate swap:					
Net derivative financial liabilities / (assets)	(55.9)				
Inflow		1,119.7	15.6	1,104.1	-
Outflow		(1,139.0)	(34.6)	(1,104.4)	-
Total net derivative financial liabilities / (assets)	(55.6)	(19.0)	(19.1)	0.1	-

[1]Net derivative financial liabilities / (assets) relating to foreign currency hedging includes $1.0 million of derivatives in an asset position and $1.3 million of derivatives in a liability position.

35. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

ii) Liquidity risk continued

Trade finance arrangements

The Group enters into factoring agreements with banks and financial institutions. These agreements only relate to certified receivables, on a non-recourse basis, acknowledged by the client with payment only being subject to the passage of time. Under the factoring agreements:

- the certified receivables are de-recognised where the risks and rewards of the receivables have been transferred, as the cash flow is only derived when there are goods or services provided or work performed by the Group for which it is entitled to be paid;
- the cash flow to the Group only arises when there is an amount certified by the client and contractually due to be paid to the Group; there are no disputes on the amounts due and the customer has acknowledged this by way of certification; and
- the receipt by the Group irrevocably removes the Group's right to the certified receivable due from the customers.

The factoring of these receivables is therefore done on a non-recourse basis. The level of non-recourse factoring across the Group was $740.3 million as at 31 December 2025 (31 December 2024: $743.4 million).

The Group does not consider there to be a concentration of credit risk from a financial institution.

iii) Equity price risk

Equity price risk is the risk that the fair value of either a listed or unlisted equity investment, derivative equity instrument, or a portfolio of such financial instruments decreases in the future. The Group invests in equity investments through its participation in major PPP infrastructure projects. Investments may also be made as part of its strategic plans to form alliances or to invest in specialised but complementary businesses to access specialised skills, markets, or additional capacity.

Fair values

For the fair values of listed and unlisted investments and derivative equity instruments, see section (c) of this note.

Sensitivity analysis of listed and unlisted investments

The price risk for the listed and unlisted securities is immaterial in terms of the possible impact on profit or loss or total equity.

iv) Foreign currency risk

Foreign currency risk is the risk that the value of a financial commitment, a recognised asset or liability will fluctuate due to changes in foreign currency rates. The Group's foreign currency risk arises primarily from net investments in foreign operations. The Group uses non-derivative financial instruments, such as borrowings in the foreign currencies, to hedge its investments in foreign operations. Foreign currency gains and losses arising from translation of net investments in foreign operations are recognised in the foreign currency translation reserve until realised.

Shareholders of the Group are exposed to foreign currency risk on project receipts and expenditure on plant and equipment denominated in currencies other than their functional currency. Where this foreign currency risk is considered to be significant, shareholders of the Group enter into forward exchange contracts to hedge their foreign currency risk. These hedges are classified as cash flow hedges and measured at fair value.

35. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

iv) Foreign currency risk continued

Cash flow hedges
Forward exchange contracts
The Group's forward exchange contracts protect against foreign exchange rate fluctuations on highly probable forecast transactions. As at reporting date the fair value of these outstanding designated derivatives recognised in equity is $0.5 million (31 December 2024: $0.3 million). It is expected that the current hedged forecast transactions will occur during the periods outlined in section (b(ii)) above and will affect the statement of profit or loss in the same periods. There are no gains or losses recognised in the statement of profit or loss during the period due to hedge ineffectiveness.

Cross currency interest rate swap - Euro
On 20 May 2021 and 2 June 2021, CIMIC Finance Limited issued a total of EUR625.0 million of 8-Year Fixed-Rate corporate bonds in the Euro Medium Term Note market.

The notes bear interest from 28 May 2021 at the rate of 1.5% per annum and mature on 28 May 2029. Interest on the notes is paid annually on the 28th day of May in each year. Carrying amount at 31 December 2025: EUR625.0 million, equivalent to $1,096.5 million (31 December 2024: EUR625.0 million, equivalent to $1,041.7 million). The average Australian dollar to Euro exchange rate is 0.57. There are $4.0 million of capitalised borrowing and other costs recognised against the loan facility (31 December 2024: $5.1 million).

In order to hedge the exposure to movements in foreign exchange between the Australian Dollar and the Euro, the Group entered into a Cross Currency Interest Rate Swap ("CCIRS"). The terms match the term and value of the underlying debt and CIMIC has designated and documented this as a hedge relationship and swap the fixed rate Euro debt into fixed rate Australian Dollar Debt with an interest rate of 3.5%.

The notional principal of the CCIRS receive leg is EUR625.0 million at a rate of 1.5% and of the pay leg is AUD $983.3 million at a rate of 3.5%. The Group applies the maturity date approach to classify derivative financial instruments.

The hedging reserve represents hedging gains and losses recognised on the effective portion of cash flow hedges. The cumulative deferred gain or loss on the hedge is recognised in profit or loss consistent with the timing of recognition of the hedged item through profit or loss.

Cross currency interest rate swap – Japanese Yen
In 2025, the Group entered into cross currency interest rate swaps in relation to its JPY9,850.0 million Japanese Yen term loan. The Japanese Yen term loan accrues interest based on the Tokyo Overnight Average Rate (TONA) plus a margin of 0.95% and matures on 30 September 2030. The terms match the term and value of the underlying debt and CIMIC has designated and documented this as a hedge relationship and swap the floating rate Japanese Yen debt into floating rate Australian Dollar Debt with an interest rate based on the AUD-BBSY bid rate plus an average margin of 1.47%.

35. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

iv) Foreign currency risk continued

Cross currency interest rate swaps

	12 months to December 2025 $m	12 months to December 2024 $m
Derivative financial assets / (liabilities)		
Assets	113.5	55.9
Liabilities	(5.1)	-
Balance at reporting date	108.4	55.9
As at reporting date		
Cumulative fair value adjustment on hedged items	(108.4)	(55.9)
Effective portion recognised in reserves	(108.4)	(55.8)
Changes during the reporting period		
Change in fair value of the hedging instruments	52.5	33.7
Change in fair value of the hedged items	(52.6)	(33.8)
Cash flow hedge reserve (cumulative)		
Cumulative fair value adjustment on hedged items	(108.4)	(55.9)
Gain / (loss) on hedge ineffectiveness recognised in profit and loss	-	(0.1)
Amount reclassified from cash flow hedge reserve to profit and loss	107.8	58.1
Effective portion recognised in cash flow hedge reserve from change in fair value of hedging instruments after FX movement	(0.6)	2.1
Tax impact	0.2	(0.6)
Cash flow hedge reserve balance	(0.4)	1.5

35. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

iv) Foreign currency risk continued

Forward exchange contracts

	12 months to December 2025 $m	12 months to December 2024 $m
Derivative financial liabilities		
Assets	0.6	1.0
Liabilities	(1.2)	(1.3)
Balance at reporting date	(0.6)	(0.3)
As at reporting date		
Cumulative fair value adjustment on hedged item	-	-
Effective portion recognised in reserves	(0.6)	(0.3)
Changes during the reporting period		
Change in fair value of the hedging instrument	(0.3)	11.5
Change in fair value of the hedged item	0.3	(11.5)
Effective portion recognised in cash flow hedge reserve from change in fair value of hedging instrument after foreign exchange movement	0.3	(11.5)
Amount reclassified from cash flow hedge reserve to profit and loss	(0.3)	10.9

35. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

v) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument or cash flow associated with the instrument will fluctuate due to changes in the market interest rates. The Group uses derivative financial instruments to assist in managing its interest rate exposure. Speculative trading is not undertaken. The Group's interest rate risk arises from the interest receivable on *'Cash and cash equivalents',* interest payable on *'Interest bearing loans'* and interest payable on *'Lease liabilities'*.

Profile
At the reporting date the interest rate profile of the Group's interest bearing financial instruments was:

	December 2025 $m	December 2024 $m
Fixed rate instruments		
Financial liabilities	(2,049.8)	(2,054.5)
Lease liabilities	-	-
Total fixed rate instruments	(2,049.8)	(2,054.5)
Variable rate instruments		
Financial assets	3,382.9	2,660.7
Financial liabilities	(4,168.6)	(3,820.2)
Lease liabilities	(736.3)	(936.7)
Total variable rate instruments	(1,522.0)	(2,096.2)

The weighted average interest rates paid during the year were as follows:

	12 months to December 2025 %	12 months to December 2024 %
Financial assets	2.8	3.5
Interest bearing financial instruments	6.1	6.5

35. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

vi) Sensitivity analysis

Foreign currency

The most significant foreign currencies the Group is exposed to is the United States dollar (US$) along with the Hong Kong dollar (HKD), which is pegged to the US$. The applicable Australian dollar to US$ exchange rates during or at the end of the relevant reporting period, were as follows - assets and liabilities: December 2025 0.67 (December 2024: 0.63), statement of profit or loss: 12 months to December 2025 0.64 (12 months to December 2024: 0.66).

At 31 December 2025, the share of the Group's assets and liabilities denominated in US$ was: assets US$2,225.6 million (31 December 2024: US$2,123.5 million); liabilities US$1,926.0 million (31 December 2024: US$1,762.4 million). The majority of these US$ balances are held in entities with a US$ functional currency.

A movement in the US$ against the Australian dollar at reporting date would have increased / (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis was performed on the same basis for the period ended 31 December 2024.

	Equity		Statement of Profit or Loss	
	December 2025 $m	December 2024 $m	12 months to December 2025 $m	12 months to December 2024 $m
US$ depreciates by 5% against AU$ (AU$ appreciates)	(22.4)	(28.7)	(2.8)	(4.2)
US$ appreciates by 5% against AU$ (AU$ depreciates)	22.4	28.7	2.8	4.2

Interest rate

At the reporting date it is estimated that an increase of 100bps in floating interest rates would have decreased the Group's profit after tax and retained earnings by $15.1 million (31 December 2024: decreased by $11.1 million). A 100bps decrease in interest rates would have an equal and opposite effect.

With respect to the CCIRS, at the reporting date it is estimated than an increase of 100bps in floating interest rate would have increased the Group's other comprehensive income after tax and reserves by $24.1 million (31 December 2024: increased by $31.0 million). There would be no impact to the Group's profit after tax. A 100bps decrease in the floating interest rate would have an equal and opposite effect.

c) Net fair values of financial assets and liabilities

Fair value hierarchy

AASB 13: *Fair Value Measurement* requires disclosure of fair value measurements by level of the fair value hierarchy. The fair values of financial assets and liabilities held at fair value have been determined based on either the listed price or the net present value of cash flows using current market rates of interest.

The table below analyses other financial instruments carried at fair value, listed in order of valuation method. The different levels have been identified as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3: inputs for the asset or liability that are not based on observable market data.

35. FINANCIAL INSTRUMENTS CONTINUED

c) Net fair values of financial assets and liabilities continued

Fair value hierarchy continued

31 December 2025	Level 1 $m	Level 2 $m	Level 3 $m	Total $m
Assets				
Financial assets at fair value through profit or loss (including assets held for sale)				
- Unlisted	-	-	286.7	286.7
Financial assets at fair value through other comprehensive income				
- Listed	14.5	-	-	14.5
Derivatives				
- Forward foreign exchange contracts - cash flow hedges	-	0.6		0.6
- Cross currency interest rate swap contracts - cash flow hedges	-	113.5		113.5
- FX swaps – held for trading	-	-		-
Total assets	14.5	114.1	286.7	415.3
Liabilities				
Derivatives				
- Forward foreign exchange contracts - cash flow hedges	-	(1.2)	-	(1.2)
- Cross currency interest rate swap contracts - cash flow hedges	-	(5.1)	-	(5.1)
- FX Swaps – held for trading	-	(2.1)	-	(2.1)
Total liabilities	-	(8.4)	-	(8.4)

35. FINANCIAL INSTRUMENTS CONTINUED

c) Net fair values of financial assets and liabilities continued

Fair value hierarchy continued

31 December 2024	Level 1 $m	Level 2 $m	Level 3 $m	Total $m
Assets				
Non-financial assets at fair value through profit or loss				
- Investment property	-	-	23.3	23.3
Financial assets at fair value through profit or loss				
- Unlisted	-	-	65.6	65.6
Financial assets at fair value through other comprehensive income				
- Listed	63.4	-	-	63.4
Derivatives				
- Forward foreign exchange contracts - cash flow hedges	-	1.0	-	1.0
- Cross currency interest rate swap contracts - cash flow hedges	-	55.9	-	55.9
- FX swaps – held for trading	-	7.5	-	7.5
Total assets	63.4	64.4	88.9	216.7
Liabilities				
Derivatives				
- Forward foreign exchange contracts - cash flow hedges	-	(1.3)	-	(1.3)
- Cross currency interest rate swap contracts - cash flow hedges	-	-	-	-
Total liabilities	-	(1.3)	-	(1.3)

35. FINANCIAL INSTRUMENTS CONTINUED

c) Net fair values of financial assets and liabilities continued

Fair value hierarchy continued

During the period there were no transfers between Level 1, Level 2 and Level 3 fair value hierarchies. Level 3 instruments comprise unlisted equity and stapled securities and unlisted financial assets at fair value through profit and loss; the determination of the fair value of these securities is discussed below. The tables below analyse the changes in Level 3 instruments as follows:

	12 months to December 2025 $m	12 months to December 2024 $m
Financial assets at fair value through profit or loss		
Balance at beginning of reporting period	65.6	291.0
Disposals	-	(198.9)
(Losses) / gains recognised through profit or loss	(7.1)	(26.4)
Reclassification[1]	230.0	-
Foreign exchange recognised in other comprehensive income	(1.8)	(0.1)
Balance at reporting date	286.7	65.6

[1]Refer to Note 30: *Disposals – UGL Transport Business*.

Changing inputs to the Level 3 valuations to reasonably possible alternative assumptions would not change significantly amounts recognised in profit or loss, total assets, total liabilities or total equity.

Methods and valuation techniques

The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting period.

Listed and unlisted investments
The fair values of listed investments are determined on an active market valuation basis using observable market data such as current bid prices. The fair values of unlisted investments are determined by the use of internal valuation techniques using discounted cash flows. Where practical the valuations incorporate observable market data. Assumptions are generally required with regard to future expected revenues and discount rates.

Listed and unlisted debt
Fair value has been determined based on either the listed price or the net present value of cash flows using current market rates of interest.

35. FINANCIAL INSTRUMENTS CONTINUED

c) Net fair values of financial assets and liabilities continued

Methods and valuation techniques continued

The fair value of interest bearing liabilities is:

- Euro Medium Term Notes - fair value EUR583.2 million, equivalent to $1,023.1 million; carrying value EUR625.0 million, equivalent to $1,096.5 million (fair value 31 December 2024: EUR564.0 million, equivalent to $940.1 million; carrying value EUR625.0 million, equivalent to $1,041.7 million).
- 10-Year-Fixed-Rate Guaranteed Notes - fair value US$710.4 million, equivalent to $1,060.2 million; carrying value US$650.0 million, equivalent to $970.1 million (31 December 2024: fair value US$672.1 million, equivalent to $1,066.9 million; carrying value US$650.0 million, equivalent to $1,031.7 million).

The carrying amounts of other financial assets and liabilities in the Group's statement of financial position approximate fair values.

Cash flow hedges

The Group's foreign currency forward contracts are not traded in active markets. The fair values of these contracts are estimated using a valuation technique that maximises the use of observable market inputs, e.g. market exchange and interest rates are included in Level 2 of the fair value hierarchy. Cross currency interest rate swaps are measured at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates that reflect the credit risk of various counterparties.

Put Option and Class C Shares Options

Elliott holds an option to sell all or part of its interest in Class A Preference shares or ordinary shares in Thiess to CIMIC. The terms of the 23 April 2024 transaction mean that the Put Option is now exercisable by Elliott from April 2025 to December 2026. The put option over the Class C Preference Shares has a six month notice period to exercise the Put Option. The exercise price will be the lower of a cost price or a price referable to movements in the S&P / ASX 200 Total Return index plus the accrued value of any shortfall in agreed minimum distributions.

As part of the Group's investment in the Thiess Class C Preference shares, the parties entered into an option deed which includes an option for Elliott to put their Class C Preference shares to CIMIC for a period of 42 months, starting six months after the end of the Put Option period, or, six months after the date when Elliott cease to own Class A Preference shares or ordinary shares or notices the exercise of options related to all remaining Class A preference shares or ordinary shares.

CIMIC holds a call option to acquire the Class C Preference shares from Elliott, for a period of 42 months, starting at the end of the Put Option period or the date when Elliott ceases to own any Class A Preference shares or ordinary shares.

These options were previously recognised as derivative financial instruments in accordance with AASB 9: *Financial Instruments* at fair value. As a consequence of the 23 April 2024 transaction and the required consolidation of Thiess, the Put Option and Hybrid Option are required to be recognised as an option over non-controlling interest and the present value of the gross redemption value is recognised as a financial liability alongside a reduction in the parent's equity within reserves.

Accordingly, amounts of $920.0 million (Preference A) and $153.0 million (Preference C), totalling $1,073.0 million, is recognised in the statement of financial position reflecting the present value of the gross redemption value of the put option over the ordinary and Class A Preference shares and the Preference C shares.

Valuation process

The internal valuation process for unlisted investments, unlisted debt and cash flow hedges is managed by a team in the Group finance department which performs the valuations required for financial reporting purposes. The valuation team reports to the CIMIC CFO. Discussions on valuation processes and outcomes are held between the valuation team and CFO as required. The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting period.

35. FINANCIAL INSTRUMENTS CONTINUED

c) Net fair values of financial assets and liabilities continued

Valuation inputs

The following table summarises the quantitative information about the significant unobservable inputs used in Level 3 fair value measurements. There were no significant inter-relationships between unobservable inputs that materially affect fair values.

Financial asset / liabilities	Significant unobservable inputs	Range of inputs	Relationship of inputs to fair value
Investment property	Cap rate	6.5%	Any increases or decreases in any of those inputs in isolation would result in a lower or higher valuation of the property respectively.
	Discount rate	13.3% - 14.3%	
Unlisted investments	Growth rates	2.5% - 3.0%	The impact on a change in the unobservable inputs would not change significantly amounts recognised in profit or loss, total assets or total liabilities or total equity.
	Internal rate of return	9%	
	Discount rates	8% - 15%	

35. FINANCIAL INSTRUMENTS CONTINUED

d) Interest bearing loans

	December 2025 $m	December 2024 $m
Current interest bearing loans	23.5	51.6
Non-current interest bearing loans	6,194.9	5,823.1
Total interest bearing liabilities	6,218.4	5,874.7

Syndicated loans

CIMIC Finance Limited and CIMIC Finance (USA) Pty Ltd, wholly owned subsidiaries of the Company, have five core syndicated bank debt facilities. The maturity of the facilities are as follows:

- $475.0 million maturing on 9 December 2027
- $521.6 million maturing on 4 October 2028
- $1,049.1 million maturing on 4 October 2028 (includes a USD Facility)
- $836.9 million maturing on 1 October 2029
- $1,301.1 million maturing on 30 September 2030 (includes a JPY facility)

Thiess Group Holdings Pty Ltd, a subsidiary of the Company, has the following core syndicated bank debt facilities. The maturity of the facilities are as follows:

- $1,566.0 million maturing on 6 January 2028
- $250.1 million maturing on 6 January 2028 (USD Facility)
- $700.0 million maturing on 6 January 2028

The total carrying amount at 31 December 2025 was $4,042.4 million (carrying amount at 31 December 2024: $3,469.4 million). There are $27.4 million of capitalised borrowing costs recognised against the loan facilities (31 December 2024: $29.5 million). No amounts drawn under the syndicated loans are classified as current.

At 31 December 2025, the Group had undrawn bank facilities of $2,984.8 million (31 December 2024: $2,703.1 million), and undrawn bank guarantee facilities of $1,388.5 million (31 December 2024: $472.8 million).

Euro Medium Term Notes

On 20 May 2021 and 2 June 2021, CIMIC Finance Limited issued a total of EUR625.0 million of 8-Year Fixed-Rate corporate bonds in the Euro Medium Term Note market.

The notes bear interest from 28 May 2021 at the rate of 1.50% per annum and mature on 28 May 2029. Interest on the notes is paid annually on the 28th day of May in each year. Carrying amount at 31 December 2025: EUR625.0 million, equivalent to $1,096.5 million (31 December 2024: EUR625.0 million, equivalent to $1,041.7 million). There are $4.0 million of capitalised borrowing costs recognised against the notes (31 December 2024: $5.1 million).

Guaranteed Senior Notes

On 25 March 2024, CIMIC Finance (USA) Pty Ltd, a wholly owned subsidiary of the Company, issued a total of US$650.0 million of 10-Year Fixed-Rate Guaranteed Notes.

The notes bear interest from 25 March 2024 at the rate of 7.0% per annum and mature on 25 March 2034. Interest on the notes will be paid semi-annually on the 25th day of March and September in each year, commencing on 25th September 2024. Carrying amount at 31 December 2025: US$650.0 million (31 December 2024: US$650.0 million) equivalent to $970.1 million (31 December 2024: $1,031.7 million). There are $12.8 million of capitalised borrowing costs recognised against the loan facility (31 December 2024: $13.8 million).

Bilateral loans

At 31 December 2025, bilateral and other loan facilities outstanding were $129.7 million (31 December 2024: $304.4 million).

35. FINANCIAL INSTRUMENTS CONTINUED

d) Interest bearing loans continued

Other loans

At 31 December 2025, other loan facilities outstanding were $23.9 million (31 December 2024: $75.9 million).

Cross currency interest rate swap – EUR and JPY

As at the reporting date, the fair value of the foreign exchange leg of the Group's Cross Currency Interest Rate Swaps ("CCIRS") is $108.3 million (31 December 2024: $58.4 million) and the interest rate swap leg is $0.1 million (31 December 2024: $(6.0) million), net $108.4 million (31 December 2024: $52.4 million).

Secured facilities

Of the Group's total interest bearing liabilities $1,925.3 million as at 31 December 2025 (31 December 2024: $1,973.2 million) is secured by a fixed and floating charge over assets with a total carrying value as at 31 December 2025 of $3,082.9 million (31 December 2024: $3,562.2 million), both of which relate to Thiess Group Holdings Pty Ltd.

e) Offsetting of financial assets and liabilities

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the assets and settle the liability simultaneously. The gross and net positions of financial assets and liabilities that have been offset in the balance sheet are disclosed in the table below.

	Effects of offsetting on the balance sheet			Related amounts not offset	
	Gross amounts of bank accounts with a debit balance (financial asset)	Gross amounts of bank accounts with a credit balance (financial liability)	Net cash amount	Amounts subject to master netting arrangements	Net amount
	$m	$m	$m	$m	$m
December 2025					
Cash[1]	97.8	(45.7)	52.1	-	-
December 2024					
Cash[1]	573.0	(33.2)	539.8	-	-

[1]The Group has transactional banking facilities that notionally pool grouped bank accounts with credit and debit balances.

36. EMPLOYEE BENEFITS

a) Defined contribution superannuation funds

During the period, the Group recognised $361.0 million (31 December 2024: $331.7 million) of defined contribution expenses.

b) Long-Term Incentive Plan

The Group's ultimate controlling parent entity, Actividades de Construcción y Servicios, SA (ACS), established a Long-Term Incentive Plan for the period 2023 to 2028 (the Plan). ACS granted stock options to CIMIC Executive Board members and certain executives in the CIMIC Group in 2023. The Plan will be settled by ACS using its own equity, and with no obligation by CIMIC to fund the scheme. As such the Plan is considered to be equity settled in accordance with AASB 2: *Share-based Payment*. CIMIC recognises an employee expense and a corresponding deemed capital contribution from ACS.

The following terms and conditions apply:

(a) The maximum number of granted options is 1,015,000 (December 2024: 1,155,000).

(b) The beneficiaries are 34 executives (31 December 2024: 37) with options from 15,000 to 200,000, including the Executive Chairman, Chief Executive Officer and Chief Financial Officer.

(c) The strike price will be EUR 31.55, equivalent to AUD $55.35 (31 December 2024: AUD $52.58) per share. The fair value of the scheme is estimated at EUR 2.20 equivalent to AUD $3.60 per share.

(d) The options were granted to the executives on 1 July 2023 and, subject to achieving the Plan and Service conditions, will expire on 30 June 2028.

(e) Vesting conditions require that, in addition to the service conditions required until the exercise date, the operational, financial and sustainability-related performance of the ACS Group during the relevant period must be compliant with the ACS Group's objectives. The criteria chosen for meeting these objectives are:

- With a weighting of 40%, the Total Shareholder Return (TSR) in the period (2023-2025) must be higher than the median of main companies in the sector with comparable stock market capitalization and international status to ACS. In this case, the executive receives 100% of the awards assigned in this section. If the TSR in this period is less than the 25th percentile of the comparable sample, the executive receives no awards for this section. If the TSR is between the 25th and 50th percentile of the sample, the executive will receive a proportional number of rewards to result (0% for the 25th percentile and 100% for the 50th percentile).
- With a weighting of 40%, the average return on equity (ROE) of the ACS Group in 2023-2025, measured as the percentage net profit over equity for the previous year (Net Profit / Equity), must be more than 10%. In the case of a lower result, the executive will be granted no awards.
- With a weighting of 20%, the average percentile obtained in the Dow Jones Sustainability Index (DJSI) in 2023-2025 must be greater than 85%. In this case, the executive receives 100% of the awards assigned in this section. If the average DJSI percentile in the measurement period is less than the 60th percentile, the executive receives no awards in this section. If the result is between the 60th and 85th percentile, the executive will receive a proportional number of rewards to result (0% for the 60th percentile and 100% for the 85th percentile).

The share-based remuneration is recognised as expenses in the consolidated income statement, with a balancing entry in other reserves in equity. Total net amount recognised in the period to 31 December 2025 is $0.3 million (31 December 2024: $0.6 million).

36. EMPLOYEE BENEFITS CONTINUED

b) Long-Term Incentive Plan continued

	Long-Term Incentive
Date of grant	1 July 2023
Date of expiry	30 June 2028
Grant date fair value	AUD $3.60
Original grant	1,040,000
Unexercised options	
Unexercised options at 1 January 2025	1,085,000
- Exercised	-
- Lapsed/forfeited	(70,000)
Unexercised options at 31 December 2025	1,015,000
Exercisable options	
- At 31 December 2025	-
Non-exercisable options	
- At 31 December 2025	1,015,000

37. RELATED PARTY DISCLOSURES

a) Key management personnel (KMP) and Directors

KMP compensation:

	12 months to December 2025 $'000	12 months to December 2024 $'000
Short-term employee benefits	7,870	10,305
Post-employment benefits	167	189
Termination benefits[1]	-	2,366
Share-based payments	194	245
Total KMP compensation	8,231	13,105

[1]Included in the December 2025 Termination benefits is $nil (2024: $0.9 million) in relation to share based payments.

The terms and conditions of transactions with KMP and their related entities were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-Director related entities on an arm's length basis.

Directors:

D Robinson is a partner of ESV Accounting and Business Advisors and Principal of Harveys Consulting, both of which received fees from HOCHTIEF Australia Holdings Limited for services provided to that company, which is a related party.

R Seidler received fees from HOCHTIEF Australia Holdings Limited, for services provided to that company.

Mr Sassenfeld's services as a Non-executive Director ended on 30 June 2025.

Loans to KMP

There were no loans to KMP in the current or prior reporting period.

37. RELATED PARTY DISCLOSURES CONTINUED

b) Transactions with other related parties

Unless otherwise disclosed, transactions with other related parties are made on normal commercial terms and conditions. The aggregate of related party transactions was not material to the overall operations of the Group.

	December 2025 $'000	December 2024 $'000
Aggregate amounts receivable from related parties at reporting date		
Ultimate parent	46	73
Parent	-	229,620
Associates	433	12,429
Joint venture entities	39,142	10,505
Non-controlling interest	85,760	69,406
Other[1]	264,830	4,028
Aggregate amounts payable to related parties at reporting date		
Parent	(53,478)	-
Associates	(93,601)	(88,087)
Joint venture entities[2]	(240,792)	(63,537)
Other	(817)	-

[1]Refer to Note 16: *Investment Property*.
[2]Refer to Note 30: *Disposals – UGL Transport Business*.

	12 months to December 2025 $'000	12 months to December 2024 $'000
Revenue – income from related parties		
Parent	-	-
Associates	29,537	37,652
Joint venture entities	76,467	109,151
Revenue - interest received / receivable from related parties		
Associates	1,700	1,500
Finance costs – interest paid / payable to related parties		
Joint venture entities	-	(1,500)
Finance costs - impact of discounting - related parties		
Associates	(5,513)	(5,199)
Joint venture entities	-	(3,044)

37. RELATED PARTY DISCLOSURES CONTINUED

b) Transactions with other related parties continued

	December 2025 Number of employees	December 2024 Number of employees
Number of employees		
Number of employees at reporting date	40,093	38,394

c) Company information

CIMIC Group Limited is a public company limited by shares and is domiciled in Australia. The Company was incorporated in Victoria, Australia. The address of the registered office is 177 Pacific Highway, North Sydney, NSW, Australia, 2060. Number of employees at reporting date: 9 (31 December 2024: 7).

The Group operates in the infrastructure, resources and property markets. Principal activities of the Group within these markets are construction, mining and mineral processing, public private partnerships, engineering and other services (including environmental, telecommunications and operations and maintenance).

d) Ultimate parent entity

The ultimate Australian parent entity is HOCHTIEF Australia Holdings Limited and the ultimate parent entity is Actividades de Construcción y Servicios, SA (ACS) incorporated in Spain.

CIMIC Directors, Ms C Andresky, Mr D Robinson, Mr P Sassenfeld and Mr R Seidler were directors of HOCHTIEF Australia Holdings Limited during the period.

CIMIC Directors Messrs del Valle Pérez, López Jiménez and Santamaria were directors of ACS during the period.

38. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES

a) Parent entity disclosures

As at, and throughout, the financial year ended 31 December 2025 the parent entity of the Group was CIMIC Group Limited. A summarised statement of profit or loss and summarised statement of financial position at 31 December 2025 is set out below:

	Company	
	12 months to December 2025 $m	12 months to December 2024 $m
Comprehensive income		
Profit / (loss) for the period	291.4	(456.1)
Other comprehensive income	-	-
Total comprehensive income / (loss) for the period	291.4	(456.1)

	December 2025 $m	December 2024 $m
Statement of Financial Position		
Current assets	79.6	183.2
Non-current assets	6,687.9	6,462.3
Total assets	6,767.5	6,645.5
Current liabilities	107.9	41.8
Non-current liabilities	4,841.8	5,044.3
Total liabilities	4,949.7	5,086.1
Net assets	1,817.8	1,559.4
Equity		
Share capital	1,458.7	1,458.7
Reserves	(91.5)	(91.5)
Retained earnings	450.6	192.2
Total equity	1,817.8	1,559.4

38. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities

Name of entity		Interest held	Place of incorporation
A.C.N. 126 130 738 PTY LTD	(B)	100%	VIC
A.C.N. 151 868 601 PTY. LTD.	(B)	100%	VIC
Advolution Technologies Pte. Ltd	(A)	100%	Singapore
Alfred Holdco 2 Pty Ltd	(A)	100%	NSW
Alfred Holdco B Pty Ltd	(A)	100%	NSW
Alfred Holdco Old Pty Ltd	(A)	100%	NSW
Alfred Midco B Pty Ltd	(A)	100%	NSW
Alfred Newco B Pty Ltd	(A)	100%	NSW
Alliance Contracting Pty Ltd[5]		100%	WA
Alloy Fab Pty Ltd	(B)	100%	WA
Arus Tenang Sdn Bhd		100%	Malaysia
Ausindo Holdings Pte Ltd[5]		100%	Singapore
BCJHG Nominees Pty Ltd	(B)	100%	VIC
BCJHG Trust	(B)	100%	VIC
Bintai – Leighton JV		100%	Singapore
Broad Construction Pty Ltd[1]	(B)	100%	QLD
Broad Construction Services (NSW/VIC) Pty Ltd	(B)	100%	WA
Broad Construction Services (WA) Pty Ltd	(B)	100%	WA
Broad Group Holdings Pty Ltd[1]	(B)	100%	WA
CG Investments 4 Pty Ltd	(B)	100%	NSW
CGI3 Pty Limited	(B)	100%	VIC
CGI4 Holdings Pty Ltd	(B)	100%	NSW
CIMIC Admin Services Pty Limited[1]	(B)	100%	NSW
CIMIC Energy Pty Limited	(B)	100%	NSW
CIMIC Finance (USA) Pty Ltd	(B)	100%	NSW
CIMIC Finance Limited[1]	(B)	100%	NSW
CIMIC Group Investments No. 2 Pty Limited	(B)	100%	VIC
CIMIC Group Investments Pty Limited	(B)	100%	VIC
CIMIC Group Limited[4]	(B)	100%	VIC
CIMIC Residential Investments Pty Ltd	(B)	100%	VIC
CMENA Pty Limited	(B)	100%	VIC
Cobbora Solar Farm Pty Ltd	(B)	100%	NSW
Cobbora Solar Farm Trust	(B)	100%	NSW
Cobbora Solar Holdings Pty Ltd	(B)	100%	NSW
Cobbora Solar Mid Pty Ltd	(B)	100%	NSW
Cobbora Solar Mid Trust	(B)	100%	NSW
CPB Contractors (Australia) Pty Limited	(B)	100%	NSW
CPB Contractors (PNG) Limited		100%	Papua New Guinea
CPB Contractors (Queensland) Pty Limited	(B)	100%	QLD
CPB Contractors (Victoria) Pty Limited	(B)	100%	VIC

38. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities continued

Name of entity		Interest held	Place of incorporation
CPB Contractors Pty Limited[1]	(B)	100%	NSW
CPB Contractors Pty Limited & UGL Engineering Pty Limited	(B)	100%	VIC
CPB Contractors UGL Engineering Joint Venture	(B)	100%	VIC
CPB Projects Pty Ltd	(B)	100%	NSW
Curara Pty Ltd	(B)	100%	WA
D.M.B. Pty. Ltd.		100%	QLD
DAIS VIC Pty Ltd	(B)	100%	VIC
Devine Constructions Pty Ltd		100%	QLD
Devine Funds Pty Ltd		100%	VIC
Devine Funds Unit Trust		100%	QLD
Devine Homes Pty Ltd		100%	QLD
Devine Land Pty Ltd		100%	QLD
Devine Pty Limited		99%	QLD
Devine Management Services Pty Ltd		100%	QLD
Devine Springwood No. 2 Pty Ltd		100%	QLD
Ecco Engineering Company Limited		100%	Hong Kong
EIC Activities Pty Ltd	(B)	100%	VIC
EIC Activities Pty Ltd (NZ)		100%	New Zealand
Fleetco Canada Rentals Ltd[5]		100%	Canada
Fleetco Chile SPA[5]		100%	Chile
Fleetco Holdings Pty Limited[5]		100%	VIC
Fleetco Management Pty Limited[5]		100%	VIC
Fleetco Rentals 2017 Pty Limited[5]		100%	VIC
Fleetco Rentals Blue Pty Ltd[5]		100%	QLD
Fleetco Rentals CT Pty. Limited[5]		100%	VIC
Fleetco Rentals DLL Pty Ltd[5]		100%	QLD
Fleetco Rentals EFSA Pty Ltd[5]	(A)	100%	QLD
Fleetco Rentals ENZO Pty Ltd[5]		100%	QLD
Fleetco Rentals JAML Pty Ltd[5]		100%	QLD
Fleetco Rentals KA Pty Ltd[5]		100%	QLD
Fleetco Rentals LA Pty Ltd[5]		100%	QLD
Fleetco Rentals LANZ Pty Ltd[5]		100%	QLD
Fleetco Rentals LUS INC[5]		100%	United States
Fleetco Rentals MA Pty Ltd[5]		100%	QLD
Fleetco Rentals MAGNI Pty Ltd[5]		100%	QLD
Fleetco Rentals MEF Pty Ltd[5]		100%	QLD
Fleetco Rentals NA Pty Ltd[5]		100%	QLD
Fleetco Rentals Omega Pty Limited[5]		100%	VIC
Fleetco Rentals Pty Limited[5]		100%	VIC
Giddens Investment Limited		100%	Hong Kong

38. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities continued

Name of entity		Interest held	Place of incorporation
Hamilton Harbour Developments Pty Ltd		100%	QLD
Hamilton Harbour Unit Trust (Devine Hamilton Unit Trust)		100%	VIC
Hopeland Solar Farm Pty Ltd	(B)	100%	NSW
Hopeland Solar Farm Trust	(B)	100%	QLD
Hopeland Solar Holdings Pty Ltd	(B)	100%	NSW
Hunter Valley Earthmoving Co Pty Ltd[5]		100%	NSW
HWE Mining Pty Limited[5]		100%	VIC
ICC Infrastructure Pty Ltd	(B)	100%	WA
ICC Mining Pty Ltd	(B)	100%	WA
IDD Technology Pty Ltd	(B)	100%	NSW
Industrial Composites Engineering Pty Ltd	(B)	100%	WA
Innovative Asset Solutions Group Pty Ltd	(B)	100%	WA
Innovative Asset Solutions Pty Ltd	(B)	100%	WA
Innovative Asset Solutions Pty Ltd & UGL Operations and Maintenance (Services) Pty Ltd	(B)	100%	WA
Interquip Construction Pty Ltd[5]		100%	WA
Interquip Pty Ltd[5]		60%	WA
Jet-Cut Pty Ltd	(B)	100%	WA
JH ServicesCo Pty Ltd	(B)	100%	VIC
JHAS Pty Ltd	(B)	100%	VIC
JHI Investment Pty Ltd	(B)	100%	VIC
Kings Square Developments Pty Ltd	(B)	100%	QLD
Kings Square Developments Unit Trust	(B)	100%	QLD
LAHK2 Limited (formerly Leighton Asia (Hong Kong) Holdings (No. 2) Limited)		100%	Hong Kong
LCIC Limited (formerly Leighton Contractors (Indo-China) Limited)		100%	Hong Kong
Legacy JHI Pty Ltd	(B)	100%	VIC
Leighton (PNG) Limited		100%	Papua New Guinea
Leighton Asia Limited		100%	Hong Kong
Leighton Asia Philippines Inc.		100%	Philippines
Leighton Asia Solutions (Malaysia) Sdn. Bhd. (formerly Leighton Offshore Sdn Bhd)		100%	Malaysia
Leighton Asia Solutions Pte. Ltd. (formerly Leighton Asia Southern Pte. Ltd.)		100%	Singapore
Leighton Contractors (Asia) Limited		100%	Hong Kong
Leighton Contractors (Laos) Sole Co., Limited		100%	Laos
Leighton Contractors (Malaysia) Sdn. Bhd.		100%	Malaysia
Leighton Contractors (Mechanical & Engineering) Pte. Ltd		100%	Singapore
Leighton Contractors (Philippines) Inc		40%	Philippines
Leighton Contractors (Thailand) Limited	(A)	98%	Thailand

38. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities continued

Name of entity		Interest held	Place of incorporation
Leighton Contractors Infrastructure Nominees Pty Ltd	(B)	100%	VIC
Leighton Contractors Infrastructure Pty Ltd	(B)	100%	VIC
Leighton Contractors Infrastructure Trust	(B)	100%	VIC
Leighton Contractors Lanka (Private) Limited		100%	Sri Lanka
Leighton Contractors Pty Ltd	(B)	100%	NSW
Leighton Foundation Engineering (Asia) Limited		100%	Hong Kong
Leighton Group Property Services Pty Ltd	(B)	100%	VIC
Leighton Harbour Trust	(B)	100%	QLD
Leighton Holdings Infrastructure Nominees Pty Ltd	(B)	100%	VIC
Leighton Holdings Infrastructure Pty Ltd	(B)	100%	VIC
Leighton Holdings Infrastructure Trust	(B)	100%	VIC
Leighton India Contractors Private Limited[3]		100%	India
Leighton India Holdings Pte Ltd		100%	Singapore
Leighton Infrastructure Investments Pty Limited	(B)	100%	NSW
Leighton Infrastructure Limited		100%	Hong Kong
Leighton Investments Mauritius Limited No. 4		100%	Mauritius
Leighton Joint Venture		100%	Hong Kong
Leighton Offshore Eclipse Pte. Ltd.		100%	Singapore
Leighton Offshore Pte. Ltd.		100%	Singapore
Leighton Portfolio Services Pty Limited	(B)	100%	ACT
Leighton Projects Consulting (Shanghai) Limited		100%	China
Leighton Properties (Brisbane) Pty Limited	(B)	100%	QLD
Leighton Properties (VIC) Pty Ltd	(B)	100%	VIC
Leighton Properties (WA) Pty Limited	(B)	100%	NSW
Leighton Properties Pty Limited	(B)	100%	QLD
Leighton South East Asia Pty Limited	(B)	100%	NSW
Leighton Superannuation Pty Ltd	(B)	100%	NSW
Leighton Yongnam Joint Venture		100%	Singapore
LESB Sdn. Bhd. (formerly Leighton Engineering Sdn Bhd)		100%	Malaysia
LH Holdings Co Pty Ltd	(B)	100%	VIC
LH Holdings No. 2 Pty Ltd	(B)	100%	VIC
LH Holdings No. 3 Pte Ltd		100%	Singapore
LMENA Pty Limited	(B)	100%	VIC
LNWR Pty Limited	(B)	100%	VIC
LNWR Trust	(B)	100%	NSW
Logistic Engineering Services Pty Ltd	(B)	100%	VIC
LOSPL Pte. Limited (formerly Leighton Offshore Stealth Pte Ltd)		100%	Singapore
MACA Civil Pty Ltd[5]		100%	WA
MACA Crushing Pty Ltd[5]		100%	WA

38. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities continued

Name of entity		Interest held	Place of incorporation
MACA Infrastructure Pty Ltd[5]		100%	VIC
MACA Limited[5]		100%	WA
MACA Mineracao e Construcao Civil Ltda[5]		100%	Brazil
MACA Mining Pty Ltd[5]		100%	WA
MACA Plant Leasing CA Pty Ltd[5]		100%	WA
MACA Plant Leasing MA Pty Ltd[5]		100%	WA
MACA Plant Pty Ltd[5]		100%	WA
MACA Resources Pty Ltd[5]		100%	WA
Majwe Mining Joint Venture (Pty) Limited[5]		70%	Botswana
Marniyarra Mining & Civils Pty Ltd[5]		50%	WA
Maverick United Sdn. Bhd.		100%	Malaysia
Mintrex Pty Ltd[5]		60%	WA
MIQ Engineering Pty Ltd[5]		60%	WA
Network Rezolution Finance Pty Ltd	(B)	100%	VIC
Nexus Point Solutions Pty Ltd	(B)	100%	NSW
Oil Sands Employment Ltd		100%	Canada
Opal Insurance (Singapore) Pte Ltd		100%	Singapore
OPMS Cambodia Co Ltd		100%	Cambodia
Optima Activities Pty Ltd[5]	(B)	100%	NSW
Pacific Partnerships Digital Pty Ltd	(B)	100%	NSW
Pacific Partnerships Energy 2 Pty Ltd	(B)	100%	NSW
Pacific Partnerships Energy Pty Ltd	(B)	100%	VIC
Pacific Partnerships Holdings Pty Ltd	(B)	100%	VIC
Pacific Partnerships Investments 2 Pty Ltd	(B)	100%	VIC
Pacific Partnerships Investments 2 Trust	(B)	100%	VIC
Pacific Partnerships Investments Pty Ltd	(B)	100%	VIC
Pacific Partnerships Investments Trust	(B)	100%	VIC
Pacific Partnerships PH Finance Pty Ltd	(B)	100%	NSW
Pacific Partnerships Pty Ltd	(B)	100%	VIC
Pacific Partnerships Services NZ Limited		100%	New Zealand
Pekko Engineers Limited		100%	Hong Kong
Pioneer Homes Australia Pty Ltd		100%	QLD
Ports & Co Pty Ltd[5]		100%	VIC
PT Leighton Contractors Indonesia		95%	Indonesia
PT Thiess Contractors Indonesia[5]		100%	Indonesia
PT Thiess Engineering Indonesia[5]		100%	Indonesia
Pybar Holdings Pty Limited[5]		100%	NSW
Pybar Mining Services Pty Ltd[5]		100%	NSW
Regional Trading Limited		100%	Hong Kong
Riverstone Rise Gladstone Pty Ltd		100%	QLD

38. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities continued

Name of entity		Interest held	Place of incorporation
Riverstone Rise Gladstone Unit Trust		100%	QLD
RTL Mining And Earthworks Pty Ltd[2, 5]		88%	VIC
Sapphire Insurance Pte. Ltd.[5]		100%	Singapore
Sedgman Asia Ltd		100%	Hong Kong
Sedgman Canada Limited		100%	Canada
Sedgman Chile SPA		100%	Chile
Sedgman Construction Pty Ltd	(B)	100%	QLD
Sedgman Consulting Pty Ltd	(B)	100%	QLD
Sedgman CPB Joint Venture (SCJV)	(B)	100%	QLD
Sedgman Employment Services Pty Ltd	(B)	100%	QLD
Sedgman Engineering Technology (Beijing) Company Limited		100%	China
Sedgman GmbH		100%	Germany
Sedgman International Employment Services Pty Ltd	(B)	100%	QLD
Sedgman Labour Services Pty Limited	(B)	100%	QLD
Sedgman MinSol Pty Ltd	(B)	100%	QLD
Sedgman Mozambique Limitada[2]		100%	Mozambique
Sedgman Novopro Projects Inc.		100%	Canada
Sedgman Onyx Pty Limited	(B)	100%	WA
Sedgman Operations Employment Services Pty Ltd	(B)	100%	QLD
Sedgman Operations Pty Ltd	(B)	100%	QLD
Sedgman Projects Employment Services Pty Ltd	(B)	100%	QLD
Sedgman Prudentia Holdings Pty Ltd		100%	QLD
Sedgman Prudentia Pty Ltd		100%	QLD
Sedgman Pty Ltd	(B)	100%	QLD
Sedgman South Africa (Proprietary) Ltd		100%	South Africa
Sedgman USA Inc		100%	United States
Sustaining Works Pty Limited	(B)	100%	QLD
Talcliff Pty Ltd		100%	QLD
Tambala Pty Ltd[2]		100%	Mauritius
Telecommunication Infrastructure Pty Ltd	(B)	100%	VIC
Thiess (Mauritius) Pty Ltd[5]		100%	Mauritius
Thiess Africa Investments (Pty) Ltd[5]		100%	South Africa
Thiess Botswana (Proprietary) Limited[5]		100%	Botswana
Thiess Chile SPA[5]		100%	Chile
Thiess Contractors (Malaysia) Sdn. Bhd.[5]		100%	Malaysia
Thiess Contractors Canada Ltd[5]		100%	Canada
Thiess Group Finance Pty Ltd[5]		100%	NSW
Thiess Group Finance USA Pty Ltd[5]		100%	QLD
Thiess Group Holdings Pty Ltd[5]		60%	NSW

38. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities continued

Name of entity		Interest held	Place of incorporation
Thiess Group Investments Pty Ltd[5]		100%	QLD
Thiess India Pvt Ltd[3,5]		100%	India
Thiess Infrastructure Pty Ltd[5]	(B)	100%	VIC
Thiess Infrastructure Nominees Pty Ltd[5]	(B)	100%	VIC
Thiess Infrastructure Trust[5]	(B)	100%	NSW
Thiess Khishig Arvin JV LLC[5]		80%	Mongolia
Thiess Midco Holdings Pty Ltd[5]		100%	NSW
Thiess Mining Canada Ltd[5]		100%	Canada
Thiess Mining Maintenance Pty Ltd[5]		100%	QLD
Thiess Mining USA Inc.[5]		100%	United States
Thiess Mongolia Holdings Pte Ltd[5]		100%	Singapore
Thiess Mongolia LLC[5]		100%	Mongolia
Thiess Mozambique, Limitada[5]		100%	Mozambique
Thiess NZ Ltd[5]		100%	New Zealand
Thiess Pty Ltd[5]		100%	QLD
Thiess South Africa (Pty) Ltd[5]		100%	South Africa
Thiess SQ Holdings Pty Ltd[5]		100%	NSW
Think Consulting Group Pty Ltd[5]	(B)	100%	VIC
TLL1 Limited (formerly Thai Leighton Limited)		49%	Thailand
Townsville City Project Pty Ltd		100%	NSW
Townsville City Project Trust		100%	QLD
UGL (Asia) Sdn Bhd		100%	Malaysia
UGL (NZ) Limited		100%	New Zealand
UGL Engineering Private Limited[3]		100%	India
UGL Engineering Pty Ltd	(B)	100%	NSW
UGL Integra Pty Ltd	(B)	100%	NSW
UGL Operations and Maintenance (Services) Pty Limited	(B)	100%	QLD
UGL Operations and Maintenance Pty Ltd	(B)	100%	VIC
UGL Pty Limited	(B)	100%	WA
UGL Rail Pty Ltd	(B)	100%	NSW
UGL Rail Services Pty Limited	(B)	100%	NSW
UGL Regional Linx Pty Ltd	(B)	100%	NSW
UGL Resources (Contracting) Pty Ltd	(B)	100%	VIC
UGL Resources (Malaysia) Sdn Bhd		100%	Malaysia
UGL Solutions Pty Limited	(B)	100%	WA
UGL Unipart Rail Services Pty Ltd		70%	VIC
UGL Utilities Pty Ltd	(B)	100%	NSW
United Group Infrastructure (NZ) Limited		100%	New Zealand
United KG (No. 1) Pty Ltd	(B)	100%	NSW
United KG (No. 2) Pty Ltd	(B)	100%	VIC

38. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities continued

Name of entity		Interest held	Place of incorporation
Wai Ming M&E Limited		100%	Hong Kong
Wealth Mining Pty Ltd[5]		100%	NSW
Western Port Highway Trust	(B)	100%	VIC
Wood Buffalo Employment Ltd[5]		100%	Canada

[1]These companies have the benefit of *ASIC Instrument 2016/785* as at 31 December 2025. Refer to Note 38(i): *CIMIC Group Limited and controlled entities – Deed of cross guarantee.*

[2]Entity has a 30 June reporting date.

[3]Entity has a 31 March reporting date.

[4]This company is a party to the Deed of Cross Guarantee as Holding Entity.

[5]CIMIC Group Limited owns 60% of Thiess Group Holdings Pty Ltd, which in turn controls the entities at their interest held as stated in the table above.

(A) Incorporated / established in the 2025 reporting period.

(B) Entities included in the tax-consolidated Group.

Where the Group has an ownership interest of less than 50%, the entity is consolidated where the Group can demonstrate its control of the entity, in that it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

c) Acquisition and disposal of controlled entities

During the period, controlled entities associated with the UGL Transport Business and Leakes Road Data Centre were disposed of – refer to Note 30: *Disposals* for details of both transactions. No acquisitions of controlled entities in the period.

d) Liquidation of controlled entities

The following controlled entities have been liquidated during the period to 31 December 2025 as they are no longer required by the Group in the ordinary course of business:

- Leighton International Mauritius Holdings Limited No.4

e) Parent entity commitments and contingent liabilities

Contingent liabilities under indemnities given on behalf of controlled entities in respect of the parent: bank guarantees: $3,227.2 million (31 December 2024: $3,948.0 million); insurance bonds: $1,485.4 million (31 December 2024: $1,814.9 million); letters of credit: $235.8 million (31 December 2024: $227.3 million).

Capital expenditure contracted for at the reporting date but not recognised as liabilities of the parent was $nil (31 December 2024: $nil).

38. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

f) Material subsidiaries

Set out below are the Company's principal subsidiaries at 31 December 2025. Unless otherwise stated, the subsidiaries as listed below have share capital consisting solely of ordinary shares, which are held directly by the Company, and the proportion of ownership interests held equals to the voting rights held by the Company.

			Ownership interest held by the Company		Ownership interest held by non-controlling interests	
Name of entity	Principal activity	Country of incorporation	December 2025 %	December 2024 %	December 2025 %	December 2024 %
CPB Contractors Pty Limited[1]	Engineering and Construction	Australia	100	100	-	-
Leighton Asia Limited	Engineering and Construction	Hong Kong	100	100	-	-
LH Holdings No.2 Pty Ltd	Engineering and Construction	Australia	100	100	-	-
UGL Pty Limited	Integrated Solutions	Australia	100	100	-	-
Thiess Group Holdings Pty Ltd	Natural Resources	Australia	60	60	40	40

[1]CPB Contractors Pty Limited has the benefit of *ASIC Instrument 2016/785* as at 31 December 2025. For further information, refer to section (i).

Non-controlling interests
Following the Thiess transaction on 23 April 2024, Elliott holds a 40% shareholding in Thiess Group Holdings Pty Ltd. There are no other material non-controlling interests relating to the Company's material subsidiaries disclosed above as at 31 December 2025. There were no other material transactions with non-controlling interests during the period to 31 December 2025.

g) Parent entity transactions with wholly-owned controlled entities

Transactions with wholly-owned controlled entities were as follows: aggregate amounts receivable: $891.5 million (31 December 2024: $844.7 million); aggregate amounts payable: $4,948.8 million (31 December 2024: $5,043.3 million); interest received / receivable: $10.4 million (31 December 2024: $10.7 million); interest paid / payable: $266.3 million (31 December 2024: $273.6 million); dividends received: $582.7 million (31 December 2024: $1.7 million); fees paid: $145.0 million (31 December 2024: $120.0 million); sale of assets $nil (31 December 2024: $nil).

h) Unconsolidated structured entities

The Group, through Thiess Group Holdings Pty Ltd, is party to several lease agreements with unconsolidated structured entities during the reporting period. These transactions were undertaken to develop operational and financing synergies across the Group. The unconsolidated structured entities are financed by external parties and the Group does not hold any equity interests or assets such as loans or receivables with these entities. The relevant activities of the structured entities are directed by contractual agreements. The entities are controlled by external parties and therefore are not consolidated by the Group.

The Group is only exposed to the variability of returns in relation to return conditions at lease expiry, which are not known at this time. These items are also included at Note 21: *Lease Liabilities* and Note 32: *Commitments.*

The table below provides a summary of the Group's exposure to unconsolidated structured entities

	December 2025 $m	December 2024 $m
Total lease liabilities due to unconsolidated structured entities	595.6	493.8

38. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

i) Deed of Cross Guarantee

Pursuant to the *ASIC Corporations (Wholly-owned Companies) Instrument 2016/785* (ASIC Instrument), the Company and certain wholly owned subsidiaries entered into the Deed of Cross Guarantee dated 19 December 2016 (CIMIC Deed) for the principal purpose of enabling these entities to take advantage of relief from the requirements of the Corporations Act to prepare and lodge a financial report, directors' report and auditor's report (Financial Reporting Relief) available under the ASIC Instrument for financial years ending 31 December 2016 onwards. The effect of the CIMIC Deed is that the Company guarantees to each creditor payment in full of any debt in the event of the winding up of any of the subsidiaries which are party to the CIMIC Deed under certain provisions of the Corporations Act. If a winding up occurs under other provisions of the law, the Company will only be liable in the event that after six months any creditor has not been paid in full. The subsidiaries have given similar guarantees in the event the Company or any other subsidiary party to the CIMIC Deed is wound up.

As at 31 December 2025, the following entities are party to the CIMIC Deed and seek to rely on financial reporting relief in respect of the financial year ended 31 December 2025:

- CIMIC Group Limited (ACN 004 482 982) (as trustee)
- CIMIC Finance Limited (ACN 002 323 373) (as alternative trustee)
- CIMIC Admin Services Pty Limited (ACN 086 383 977)
- CPB Contractors Pty Limited (ACN 000 893 667)
- Broad Group Holdings Pty Ltd (ACN 052 046 518)
- Broad Construction Pty Ltd (ACN 089 532 061)

A consolidated statement of profit or loss and statement of financial position, comprising the Company and entities which are a party to the CIMIC Deed, after eliminating all transactions between parties to the CIMIC Deed, at 31 December 2025 is set out below.

Deed of Cross Guarantee	12 months to December 2025 $m	12 months to December 2024 $m
Statement of Profit or Loss		
Profit / (loss) before tax	57.7	(849.5)
Income tax benefit / (expense)	138.6	203.7
Profit / (loss) for the period	196.3	(645.8)
Retained earnings brought forward	(280.0)	418.7
Dividends paid	(33.0)	(52.9)
Retained earnings at reporting date	(116.7)	(280.0)

38. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

i) Deed of Cross Guarantee continued

Deed of Cross Guarantee	December 2025 $m	December 2024 $m
Statement of Financial Position		
Assets		
Cash and cash equivalents	2,082.4	1,544.2
Trade and other receivables	3,186.7	2,807.8
Current tax asset	51.4	144.4
Inventories	1.6	19.7
Total current assets	5,322.1	4,516.1
Trade and other receivables	2,996.9	3,310.5
Investments	3,137.7	2,637.7
Property, plant and equipment	170.2	229.4
Deferred tax asset	97.8	144.4
Intangibles	13.1	9.7
Total non-current assets	6,415.7	6,331.7
Total assets	11,737.8	10,847.8
Liabilities		
Trade and other payables	6,749.2	6,245.7
Provisions	152.2	162.7
Lease liabilities	22.0	40.0
Total current liabilities	6,923.4	6,448.4
Trade and other payables	1,256.1	1,483.9
Provisions	10.1	12.1
Interest bearing liabilities	2,785.9	2,298.7
Lease liabilities	31.8	36.1
Total non-current liabilities	4,083.9	3,830.8
Total liabilities	11,007.3	10,279.2
Net assets	730.5	568.6
Equity		
Share capital	1,458.7	1,458.7
Reserves	(611.5)	(610.1)
Retained earnings	(116.7)	(280.0)
Total equity	730.5	568.6

39. NEW ACCOUNTING STANDARDS

Standards in issue but not yet effective

At the date of authorisation of the financial statements, the Group has not applied the following new and revised Australian Accounting Standards, Interpretations and amendments that have been issued but are not yet effective:

- *AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (as amended)*
- *AASB 2024-2 Amendments to the Classification and Measurement of Financial Instruments*
- *AASB 2024-3 Amendments to Australian Accounting Standards – Annual Improvements Volume 11*
- *AASB 18 Presentation and Disclosure in Financial Statements*
- *IFRS 19 Subsidiaries without Public Accountability: Disclosures*
- *AASB 2024-4 Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128*
- *AASB 2025-1 Amendments to Australian Accounting Standards – Contracts Referencing Nature-dependent Electricity*

40. EVENTS SUBSEQUENT TO REPORTING DATE

Subsequent to reporting date:

- The Leakes Road Data Centre sale formally completed on 9 January 2026. Refer to Note 30: *Disposals* for details of the transaction.
- The sale of the UGL Transport Business formally completed on 19 January 2026. Refer to Note 30: *Disposals* for details of the transaction.
- The Directors approved the financial report on 12 February 2026.

Statutory Statements

DIRECTORS' DECLARATION

1. In the opinion of the Directors of CIMIC Group Limited (the Company):

   a) The financial statements and notes, set out on pages 6-102, are in accordance with the *Corporations Act 2001*, including:

      i) giving a true and fair view of the Company's and the Consolidated Entity's financial position as at 31 December 2025 and of their performance for the financial year ended on that date; and

      ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

   b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

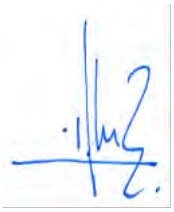
2. There are reasonable grounds to believe that the Company and the controlled entities identified in Note 38 to the financial statements will be able to meet any obligations or liabilities to which they are or may become subject by virtue of the Deed of Cross Guarantee between the Company and those controlled entities pursuant to ASIC Instrument 2016/785.

3. In the opinion of the Directors, the attached Consolidated Entity Disclosure Statement is true and correct.

4. The Directors draw attention to Note 1 to the financial statements, which includes a statement of compliance with International Financial Reporting Standards.

Sydney, 12 February 2026.

Signed for and on behalf of the Board in accordance with a resolution of the Directors:



Roberto Gallardo Fernandez-Diez
Director



David Robinson
Director

Deloitte Touche Tohmatsu
ABN 74 490 121 060

Quay Quarter Tower
50 Bridge Street
Sydney, NSW, 2000
Australia

Phone: +61 2 9322 7000
www.deloitte.com.au

Independent Auditor's Report to the members of CIMIC Group Limited

Opinion

We have audited the financial report of CIMIC Group Limited ("CIMIC" or the "Company") and its subsidiaries (the "Group"), which comprises the Consolidated Statement of Financial Position as at 31 December 2025, the Consolidated Statement of Profit or Loss, the Consolidated Statement of Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the financial statements, including material accounting policy information, and other explanatory information, the directors' declaration and the Consolidated Entity Disclosure Statement.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the Group's financial position as at 31 December 2025 and of its financial performance for the year then ended; and

(ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Directors' report for the year ended 31 December 2025, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work

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we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible:

- For the preparation of the financial report in accordance with the Corporations Act 2001, including giving a true and fair view of the financial position and performance of the Group in accordance with Australian Accounting Standards; and

- For such internal control as the directors determine is necessary to enable the preparation of the financial report in accordance with the Corporations Act 2001, including giving a true and fair view of the financial position and performance of the Group, that is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of

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our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation; and

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group's audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



DELOITTE TOUCHE TOHMATSU



Jason Thorne
Partner
Chartered Accountants
Sydney, 12 February 2026

Deloitte Touche Tohmatsu
A.B.N. 74 490 121 060

Quay Quarter Tower
50 Bridge Street
Sydney NSW 2000
PO Box N250 Grosvenor Place
Sydney NSW 1220 Australia

Tel: +61 (0) 2 9322 7000
www.deloitte.com.au

The Directors
CIMIC Group Limited
25/177 Pacific Highway
NORTH SYDNEY NSW 2060

13 February 2025

Dear Directors

Auditor's Independence Declaration to CIMIC Group Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the Directors of CIMIC Group Limited.

As lead audit partner for the audit of the financial report of CIMIC Group Limited for the year ended 31 December 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

Yours faithfully

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Jason Thorne
Partner
Chartered Accountants

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Consolidated Statement of Profit or Loss

for the 12 months to 31 December 2024

	Note	12 months to December 2024^ $m	12 months to December 2023 $m
Revenue	2	16,757.6	13,279.3
Expenses	3	(16,596.2)	(12,753.0)
Finance income	4	82.1	78.2
Finance costs	4	(475.0)	(263.5)
Share of profits of associates and joint ventures	25, 26	39.5	153.3
Other gains	29	972.2	-
Profit before tax		780.2	494.3
Income tax benefit / (expense)	6	5.9	(55.6)
Profit for the year		786.1	438.7
(Profit) / loss for the year attributable to non-controlling interests		(113.6)	(3.5)
Profit for the year attributable to shareholders of the parent entity		672.5	435.2
Dividends per share - Final	24	-	17.0¢
Dividends per share - Interim	24	-	39.0¢

^Includes consolidation of Thiess Group Holdings Pty Ltd results for eight months following acquisition on 23 April 2024.

The consolidated statement of profit or loss is to be read in conjunction with the notes to the consolidated financial report.

Consolidated Statement of Other Comprehensive Income

for the 12 months to 31 December 2024

	Note	12 months to December 2024 $m	12 months to December 2023 $m
Profit for the year attributable to shareholders of the parent entity		672.5	435.2
Other comprehensive income attributable to shareholders of the parent entity:			
Items that may be reclassified to profit or loss:			
- Foreign exchange translation differences	22	34.4	3.4
- Effective portion of changes in fair value of cash flow hedges (net of tax)	22	8.9	(36.2)
Items that will not be reclassified to profit or loss:			
- Fair value gain on investments designated as fair value through other comprehensive income (net of tax)	22	11.2	7.4
Other comprehensive income / (loss) for the year		54.5	(25.4)
Total comprehensive income for the year attributable to shareholders of the parent entity		727.0	409.8
Total comprehensive income for the year attributable to shareholders of the parent entity:			
Total comprehensive income for the year		841.7	413.3
Total comprehensive income for the year attributable to non-controlling interests		(114.7)	(3.5)
Total comprehensive income for the year attributable to shareholders of the parent entity		727.0	409.8

The consolidated statement of other comprehensive income is to be read in conjunction with the notes to the consolidated financial report.

Consolidated Statement of Financial Position

as at 31 December 2024

	Note	31 December 2024 $m	31 December 2023 $m
Assets			
Cash and cash equivalents	7	2,660.7	2,498.9
Trade and other receivables	8	4,428.4	3,135.8
Current tax assets	9	204.2	156.6
Inventories: consumables and development properties	10	613.4	259.0
Total current assets		7,906.7	6,050.3
Trade and other receivables	8	590.8	339.1
Inventories: development properties	10	67.2	67.3
Investments accounted for using the equity method	11	595.7	1,893.4
Other investments	12	152.3	320.1
Deferred tax assets	13	487.0	297.1
Property, plant and equipment	14	2,506.5	535.4
Intangibles	15	4,794.6	971.3
Total non-current assets		9,194.1	4,423.7
Total assets		17,100.8	10,474.0
Liabilities			
Trade and other payables	16	6,516.9	5,007.4
Current tax liabilities	17	19.1	24.4
Provisions	18	511.2	294.1
Financial liability	28	1,073.0	-
Interest bearing liabilities	19	51.6	-
Lease liabilities	20	397.1	82.6
Total current liabilities		8,568.9	5,408.5
Trade and other payables	16	532.4	179.0
Provisions	18	54.3	19.7
Interest bearing liabilities	19	5,823.1	3,045.0
Lease liabilities	20	539.6	154.8
Deferred tax liabilities	13	198.8	-
Total non-current liabilities		7,148.2	3,398.5
Total liabilities		15,717.1	8,807.0
Net assets		1,383.7	1,667.0
Equity			
Share capital	21	1,458.7	1,458.7
Reserves	22	(1,526.3)	(469.5)
Retained earnings	23	1,299.0	683.2
Total equity attributable to equity holders of the parent		1,231.4	1,672.4
Non-controlling interests		152.3	(5.4)
Total equity		1,383.7	1,667.0

The consolidated statement of financial position is to be read in conjunction with the notes to the consolidated financial report.

Consolidated Statement of Changes in Equity

for the 12 months to 31 December 2024

	Note	Share capital	Reserves	Retained earnings	Attributable to equity holders	Non-controlling interests	Total equity
		$m	$m	$m	$m	$m	$m
Total equity at 1 January 2023		1,458.7	(448.9)	433.1	1,442.9	(6.5)	1,436.4
Profit for the year		-	-	435.2	435.2	3.5	438.7
Other comprehensive loss		-	(25.4)	-	(25.4)	-	(25.4)
Transactions with shareholders in their capacity as shareholders:							
- Dividends	24	-	-	(180.5)	(180.5)	(2.4)	(182.9)
Total transactions with shareholders		-	-	(180.5)	(180.5)	(2.4)	(182.9)
Other equity movements:							
- Transfer of reserve on disposal of investment		-	4.6	(4.6)	-	-	-
- Other		-	0.2	-	0.2	-	0.2
Total other equity movements		-	4.8	(4.6)	0.2	-	0.2
Total equity at 31 December 2023		1,458.7	(469.5)	683.2	1,672.4	(5.4)	1,667.0

	Note	Share capital	Reserves	Retained earnings	Attributable to equity holders	Non-controlling interests	Total equity
		$m	$m	$m	$m	$m	$m
Total equity at 1 January 2024		1,458.7	(469.5)	683.2	1,672.4	(5.4)	1,667.0
Profit for the year		-	-	672.5	672.5	113.6	786.1
Thiess Put Option	33 (a)	-	(1,073.0)	-	(1,073.0)	-	(1,073.0)
Other comprehensive income		-	53.4	-	53.4	1.1	54.5
Transactions with shareholders in their capacity as shareholders:							
- Dividends	24	-	-	(52.9)	(52.9)	(17.0)	(69.9)
- Acquisitions		-	-	-	-	60.0	60.0
- Derecognition of reserves	22	-	(41.6)	-	(41.6)	-	(41.6)
Total transactions with shareholders		-	(41.6)	(52.9)	(94.5)	43.0	(51.5)
Other equity movements:							
- Transfer of reserve on disposal of investment	22	-	3.8	(3.8)	-	-	-
- Other	22	-	0.6	-	0.6	-	0.6
Total other equity movements		-	4.4	(3.8)	0.6	-	0.6
Total equity at 31 December 2024		1,458.7	(1,526.3)	1,299.0	1,231.4	152.3	1,383.7

The consolidated statement of changes in equity is to be read in conjunction with the notes to the consolidated financial report.

Consolidated Statement of Cash Flows

for the 12 months to 31 December 2024

	Note	12 months to December 2024 $m	12 months to December 2023 $m
Cash flows from operating activities			
Cash receipts in the course of operations (including GST)		18,224.7	13,908.7
Cash payments in the course of operations (including GST)		(16,549.9)	(13,634.8)
Operating cash flow		1,674.8	273.9
Interest received		82.7	80.3
Finance costs paid		(403.0)	(214.2)
Income taxes paid		(205.4)	(17.9)
Net cash inflow / (outflow) from operating activities	28 (a)	1,149.1	122.1
Cash flows from investing activities			
Payments for intangibles		(19.3)	(9.9)
Payments for property, plant and equipment		(548.6)	(206.1)
Payments for development expenditure		(134.7)	(47.0)
Proceeds from sale of property, plant and equipment		55.6	18.0
Proceeds from sale of investments		0.4	682.3
Cash acquired from acquisition of investments		112.8	1.3
Cash disposed from sale of investments		-	(1.3)
Dividends from investments		-	33.6
Loans to associates and joint ventures		(5.1)	(8.0)
Payments for investments		(554.5)	(86.4)
Net cash inflow / (outflow) from investing activities		(1,093.4)	376.5
Cash flows from financing activities			
Repayment of financial liability		-	(34.0)
Proceeds from borrowings		3,866.1	2,617.1
Repayment of borrowings		(3,437.6)	(2,872.6)
Repayment of leases		(258.8)	(98.0)
Dividends to shareholders of the Company	24	(52.9)	(180.5)
Advances to non-controlling interests		(52.4)	-
Net cash (outflow) / inflow from financing activities		64.4	(568.0)
Net (decrease) / increase in cash held		120.1	(69.4)
Cash and cash equivalents at the beginning of the period		2,498.9	2,569.0
Effects of exchange rate fluctuations on cash held		41.7	(0.7)
Cash and cash equivalents at reporting date	7	2,660.7	2,498.9

The consolidated statement of cash flows is to be read in conjunction with the notes to the consolidated financial report.

1. SUMMARY OF ACCOUNTING POLICIES

Statement of compliance

CIMIC Group Limited (the Company is a company domiciled in Australia. The consolidated financial statements of the Company comprise the Company and its controlled entities (the Consolidated Entity or Group and the Consolidated Entity's interest in associates and joint arrangements.

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (AASBs adopted by the Australian Accounting Standards Board (AASB and in accordance with the *Corporations Act 2001*. The financial report of the Consolidated Entity also complies with IFRS Accounting Standards as adopted by the International Accounting Standards Board (IASB.

The standards, amendments to standards and interpretations available for early adoption at reporting date that have not been applied in preparing this financial report are detailed in Note 37: *New accounting standards*.

The consolidated financial report was authorised for issue by the Directors on 13February 2025.

Basis of preparation

Presentation

The financial report is presented in Australian dollars, which is the Company's functional currency. All amounts disclosed in the financial report relate to the Group unless otherwise stated. The financial report has been prepared on the historical cost basis, except for financial instruments and investment properties that have been measured at fair value. These financial statements have been prepared on a going concern basis, after taking into consideration all drawn and undrawn facilities.

The Company is a company of the kind referred to in *ASIC Corporations (Rounding in Financial / Directors' Reports) Instrument 2016/191* and in accordance with that ASIC Instrument, amounts in the financial report have been rounded off to the nearest hundred thousand dollars, unless otherwise stated.

Market conditions

The industries in which the Group operates have seen inflation moderating in recent months. The Group continues to manage this risk through contractual mechanisms and leveraging its existing supply chain, upfront procurement contracts and financial hedging strategies.

The Group's key demand drivers include related infrastructure demand from expanding population, commodity prices, transition to renewable energy related infrastructure and technology. Despite softening macro-economic factors, Government spending, population growth and commodity production volumes remain at strong levels.

Notwithstanding possible future uncertainties, the outlook across the Group's core markets remain positive with strong levels of work in hand. The Group continues to monitor macro-economic and other risk factors. It considers the possible impacts that these uncertainties may have on liquidity assessments, asset valuation and contract cost forecasts.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

Accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and are believed to be reasonable under the circumstances. Revisions to estimates are recognised in the period in which the estimate is revised and in any future period affected.

CIMIC integrates environmental, social and governance (ESG factors, and specifically the risks and opportunities of climate change, into its business operations. ESG is integrated into the group governance, strategy, risk management, and the setting of - and measuring against - metrics and targets. The possible impacts of ESG factors have been considered in the financial report. CIMIC is committed to operating sustainably and detailed reporting on its ESG performance and progress is set out in the Group's 2024 Annual Review and Sustainability Report available at: www.cimic.com.au.

Judgements made in the application of AASBs that could have a significant effect on the financial report and estimates with a risk of adjustment in the next year are as follows:

- Construction and services projects:
  - Determination of stage of completion;
  - Estimation of total contract costs;
  - Determination of onerous contracts;
  - Estimation of total contract revenue, including recognising revenue on contract variations and claims only to the extent it is highly probable that a significant reversal in the amount recognised will not occur in the future;
  - Estimation of project completion date; and
  - Assumed levels of project execution productivity.

- Determination of control or joint control:

We continually reassess facts and circumstances based on currently available information to consider, under Australian Accounting Standards, if changes are required to previous conclusions regarding control or joint control determinations.

- Investment in Thiess:

Accounting for acquisitions in stages: Acquisition of additional 10% of Thiess Group Holdings Pty Ltd and its controlled entities
On 23 April 2024, CIMIC Group Limited acquired an additional 10% of Thiess comprising a portion of the ordinary shares, Preference A shares and Preference C shares in Thiess Group Holdings Pty Ltd (Thiess) held by funds advised by Elliott Advisors (UK) Ltd (Elliott). The acquisition, for a cash purchase price of $320.0 million, increases CIMIC's ownership of Thiess to 60%.

CIMIC and Elliott continue to have equal Thiess board representation while revisions to the shareholders agreement mean that CIMIC strengthens its governance over the day-to-day operations of the company. Consequently, CIMIC has the ability to direct Thiess' relevant activities and results in Thiess becoming a controlled entity of CIMIC under Australian Accounting Standards, with Elliott's retained interest recognised within non-controlling interests in the statement of financial position.

The terms of the 23 April 2024 transaction mean that the existing Elliott put option ('Put Option'), over the ordinary shares and Class A Preference shares, is now exercisable from 22 April 2025 to 31 December 2026. The existing Elliott Hybrid Put Option ('Hybrid Option') over the Class C Preference Shares are puttable the earlier of six months after exercise of the Put Option or six months after the end of the Put Option period.

Accordingly, amounts of $920.0 million and $153.0 million, totalling $1,073.0 million, without adjustment for the probability of the assets being put to CIMIC, have been recognised in the statement of financial position reflecting the present value of the gross redemption amount of the ordinary and Class A Preference Shares and the face value of the Preference C Shares. CIMIC holds a call option to acquire the Class C preference shares from Elliott, for a period of 42 months, starting at the end of the Put Option period or the date when Elliott ceases to own any Class A preference shares or ordinary shares.

These options were previously recognised as derivative financial instruments in accordance with AASB 9: *Financial Instruments* at fair value. As a consequence of the 23 April 2024 transaction and the required consolidation of Thiess, the Put Option and Hybrid Option are required to be recognised as an option over non-controlling interest and the present value of the gross redemption value is recognised as a financial liability alongside a reduction in the parent's equity within reserves.

Refer to Note 29: *Acquisitions and Disposals* and Note 33: *Financial Instruments*, for further information.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

Accounting estimates and judgements continued

- Estimation of allowance for expected credit losses:

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, contract debtors and lease receivables, the Group applies the simplified approach permitted by AASB 9: *Financial Instruments*, which requires expected lifetime losses to be recognised from initial recognition of the receivables. Refer to Note 8: *Trade and other receivables* and Note 35: *Related party disclosures*.

- Leasing:
  - Determination of the existence of leases;
  - Estimation of residual value guarantees and buy out options of lease liabilities; and
  - Estimation of lease extension options, refer to Note 20: *Lease liabilities*.

- Asset disposals:
  - Other assets: determination as to whether the significant risks and rewards of ownership have transferred, refer to Note 1: *Summary of accounting policies*.

- Estimation of the economic life of property, plant and equipment and intangibles, refer to Note 14: *Property, plant and equipment* and Note 15: *Intangibles.*

- Asset impairment testing, including assumptions in value in use calculations, refer to Note 15: *Intangibles*.

- Assessment of measurement and classification of financial instruments including fair values and trade finance arrangements, refer to Note 33: *Financial instruments*.

- Determination of the fair value of assets and liabilities arising from business combinations.

- Uncertain tax positions:
  - The Company has utilised the most likely outcome method in determining the relevant tax liabilities associated with uncertain tax positions, as this best predicts the resolution of the uncertainty.

New and amended standards adopted by the Company

New and amended standards adopted by the Company

In the current year, the Group has applied a number of new and revised accounting standards and amendments that are mandatorily effective for an accounting period that begins on or after 1 January 2024, as follows:

- AASB 2020-1 *Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current,* AASB 2020-6 *Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current – Deferral of Effective Date*
- AASB 2022-6 *Amendments to Australian Accounting Standards – Non-current Liabilities with Covenants*
- AASB 2022-5 *Amendments to Australian Accounting Standards – Lease Liability in a Sale and Leaseback*
- AASB 2023-1 *Amendments to Australian Accounting Standards – Supplier Finance Arrangements*

While the standards listed above introduce new disclosure requirements, they do not materially affect the Group's accounting policies or any of the amounts recognised in the financial statements.

Basis of consolidation

Subsidiaries

The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Results of controlled entities are included in the consolidated statement of profit or loss from the date control is obtained or excluded from the date the entity is no longer controlled. Intragroup balances and transactions, and any unrealised gains or losses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

Basis of consolidation continued

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the controlled entity.

Any difference between the amount of the adjustment to non-controlling interests and the fair value of the consideration paid or received is recognised in the equity reserve. When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss.

Controlled entities

Investments in controlled entities are carried in the Company's financial statements at cost less impairment.

Investments in associates

Associates are those entities in which the Group has significant influence, but not control or joint control, over the entity. Significant influence is presumed to exist when the Group owns between 20% and 50% of the voting power of another entity.

Investments in associates are accounted for using the equity method and recognised initially at cost. The cost of the investments includes transaction costs and goodwill on acquisition.

The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity accounted investments, after adjustments for impairment and after aligning the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in an equity accounted investment, the carrying value of the investment, including any long-term interests that form part thereof, is reduced to zero, and the recognition of further loss is discontinued except to the extent that the Company has an obligation or has made payments on behalf of the investee.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Joint arrangements

Under AASB 11: *Joint Arrangements,* investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor has, rather than the legal structure of the joint arrangement. The Company has assessed the nature of its joint arrangements and determined to have both joint operations and joint ventures.

Joint operations

The Group recognises its direct right, and its share of, jointly held assets, liabilities, revenues and expenses of joint operations. These have been incorporated in the financial statements under the appropriate headings. Details of joint operations are set out in Note 27: *Joint operations*.

Joint ventures

Interests in joint ventures are accounted for using the equity method. Under this method, the interests are initially recognised in the consolidated statement of financial position at cost, including transaction costs and goodwill on acquisition, and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income in profit or loss and other comprehensive income respectively.

Where a joint venture held by the Group has outstanding cumulative preference shares, which are held by parties other than the Group and are classified as equity by the joint venture, the Group computes its share of profit or loss from the joint venture after adjusting for the dividends on the cumulative preference shares, whether or not the dividends have been declared. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been adjusted where necessary, to ensure consistency with the policies adopted by the Group.

Other investments

Other investments are accounted for as fair value through profit and loss or other comprehensive income financial assets on a case by case basis.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

a) Revenue recognition

Engineering and Construction revenue

The Group derives revenue from the long-term construction of major infrastructure projects, including roads, railways, tunnels, airports, buildings, social infrastructure, water, renewable energy, energy transmission and storage, and resources facilities across Australia and Asia. Contracts entered into may be for the construction of one or several separate inter-linked pieces of large infrastructure. The construction of each individual piece of infrastructure is generally taken to be one performance obligation. Where contracts are entered for the building of several projects the total transaction price is allocated across each project based on stand-alone selling prices. The contracts with clients are under various risk appropriate commercial models, including lump sum, cost plus, alliance and incentivised target costs. The transaction price is normally fixed at the start of the project. It is normal practice for contracts to include bonus and penalty elements based on timely construction or other performance criteria known as variable consideration, discussed below.

The performance obligation is fulfilled over time and as such revenue is recognised over time. As work is performed on the assets being constructed, they are controlled by the customer and have no alternative use to the CIMIC Group, with the Group having a right to payment for performance to date.

Generally, contracts identify various inter-linked activities required in the construction process. Revenue is recognised on the measured output, or input if deemed more appropriate to do so, of each process based on appraisals that are agreed with the customer on a regular basis.

Revenue earned is typically invoiced monthly or in some cases on achievement of milestones or to match major capital outlay. Invoices are paid on normal commercial terms, which may include the customer withholding a retention amount until finalisation of the construction. Certain construction projects entered into receive payment prior to work being performed in which case revenue is deferred on the balance sheet.

Integrated Solutions (Services) revenue

The Group performs maintenance, mineral processing and other services for a variety of different industries. Contracts entered into can cover servicing of related assets which may involve various different processes. These processes and activities tend to be highly inter-related and the Group provides a significant service of integration for these assets under contract. Where this is the case, these are taken to be one performance obligation. The total transaction price is allocated across each service or performance obligation and, where linked, the construction of the relevant asset. The transaction price is allocated to each performance obligation based on contracted prices. The total transaction price may include variable consideration.

Performance obligations are fulfilled over time as the Group enhances assets which the customer controls, for which the Group does not have an alternative use and for which the Group has right to payment for performance to date. Revenue is recognised in the accounting period in which the services are rendered based on the amount of the expected transaction price allocated to each performance obligation. Customers are in general invoiced on a monthly basis for an amount that is calculated on either a schedule of rates or a cost plus basis that are aligned with the stand alone selling prices for each performance obligation. Payment is received following invoice on normal commercial terms.

Natural Resources revenue

Natural resources revenue is a new line of business, arising from the consolidation of Thiess.

The Group performs mining services incorporating mining and mineral processing from various mine sites, rehabilitation, asset management and maintenance, equipment hire and plant sales within Australia, Asia and the Americas. Contracts often include multiple obligations for the services required to enable mine site development, extraction, processing and remediation. These services can include operation and maintenance of processing facilities, topsoil stripping, drill and blast, excavation, processing, rehabilitation and mine closure. The transaction price is allocated to each performance obligation based on the stand-alone selling price. The total transaction price may include a variable pricing element which is accounted for in accordance with the Group's policy on variable consideration. Performance obligations (outputs are fulfilled over time with revenue recognised in the accounting period in which the mining or mineral processes services are rendered based on the amount of the expected transaction price allocated to each performance obligation as the customer continues to control the asset as it is enhanced. Customers are typically invoiced on a monthly basis for an amount that is calculated on a schedule of rates that is aligned with the stand-alone selling prices for each performance obligation. Payment is received following invoice on normal commercial terms.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

a) Revenue recognition continued

Variable consideration
It is common for contracts to include performance bonuses or penalties assessed against the timeliness or cost effectiveness of work completed or other performance related KPIs. Where consideration in respect of a contract is variable, the expected value of revenue is only recognised when the uncertainty associated with the variable consideration is subsequently resolved, known as "constraint" requirements. The Group assesses the constraint requirements on a periodic basis when estimating the variable consideration to be included in the transaction price. The estimate is based on all available information including historic performance. Where modifications in design or contract requirements are entered into, the transaction price is updated to reflect these. Where the price of the modification has not been confirmed, an estimate is made of the amount of revenue to recognise whilst also considering the constraint requirement.

Contract assets and liabilities
AASB 15: *Revenue from Contract with Customers* uses the terms 'contract asset' and 'contract liability' to describe what is commonly known as 'accrued revenue' and 'deferred revenue'. Contract receivables represent receivables in respect of which the Group's right to consideration is unconditional subject only to the passage of time. Contract receivables are non-derivative financial assets accounted for in accordance with the Group's accounting policy for non-derivative financial assets set out in Note 1(d: *Non-derivative financial instruments*. Contract assets represent the Group's right to consideration for services provided to customers for which the Group's right remains conditional on something other than the passage of time. Contract liabilities arise where payment is received prior to work being performed. Contract assets and contract liabilities are recognised and measured in accordance with this accounting policy.

Contract fulfilment costs
Costs incurred prior to the commencement of a contract may arise due to mobilisation/site setup costs, feasibility studies, environmental impact studies and preliminary design activities as these are costs incurred to fulfil a contract. Where these costs are expected to be recovered, they are capitalised and amortised over the course of the contract consistent with the transfer of service to the customer. Where the costs, or a portion of these costs, are reimbursed by the customer, the amount received is recognised as deferred revenue and allocated to the performance obligations within the contract and recognised as revenue over the course of the contract.

Financing components
The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and the payment received from the customer represents a financing component. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Warranties and defect periods
Generally construction and services contracts include defect and warranty periods following completion of the project. These obligations are not deemed to be separate performance obligations and therefore the associated costs are estimated and included in the total costs of the contracts. Where required, amounts are recognised in accordance with AASB 137: *Provisions, contingent liabilities and contingent assets.*

Loss making contracts
Loss making contracts are recognised in accordance with AASB 137: *Provisions, contingent liabilities and contingent assets* as onerous contracts.

b) Finance costs

Finance costs are recognised as expenses in the period in which they are incurred, except where they are included in the costs of qualifying assets. The capitalisation rate used to determine the amount of finance costs to be capitalised to qualifying assets is the weighted average interest rate applicable to the entity's borrowings during the period.

Finance costs include interest on bank overdrafts and short-term and long-term borrowings, amortisation of discounts or premiums relating to borrowings, amortisation of ancillary costs incurred in connection with the arrangement of borrowings, lease liability charges and certain exchange differences arising from foreign currency borrowings.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

c) Income tax

Deferred tax assets are recognised for deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences. The Group forms part of a tax consolidated group of which HOCHTIEF Australia Holdings Limited, the ultimate Australian parent, is the head entity. The head entity recognises all of the current tax assets and liabilities and deferred tax assets in respect of Australian tax losses of the tax consolidated group (after elimination of intra group transactions. Deferred tax assets and liabilities in respect of temporary differences are recognised in the subsidiaries' financial statements.

The Tax Consolidated Group has entered into a tax funding agreement that requires wholly owned subsidiaries to make contributions to the head entity for current tax assets and liabilities occurring after the implementation of tax consolidation. Under the tax funding agreement, the contributions are calculated using the "group allocation" approach so that the contributions are equivalent to the current tax balances generated by transactions entered into by wholly owned subsidiaries. The contributions are payable as set out in the agreement and reflect the timing of the head entity's obligations to make payments for tax liabilities to the relevant tax authorities. The assets and liabilities arising under the tax funding agreement are recognised as intercompany assets and liabilities with a consequential adjustment to current tax assets.

d) Non-derivative financial instruments

Non-derivative financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or profit or loss); and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Measurement of cash and cash equivalents and trade and other receivables remains at amortised cost consistent with the comparative period.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, cash at bank and call deposits. For the purposes of the statement of cash flows, net cash includes cash on hand, at bank and short term deposits at call, net of bank overdrafts where there is an ability to offset and an intention to settle.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments as follows:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- Fair value through other comprehensive income (FVOCI): Assets that are held for collecting contractual cash flows on specific dates and through sales. A gain or loss on a debt investment that is subsequently measured at FVOCI is recognised in other comprehensive income. None are currently held by the Group or at any point during the year.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

d) Non-derivative financial instruments continued

- Fair value through profit or loss (FVPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and the net gain or loss is presented in the statement of profit or loss within other gains/(losses) in the period in which it arises. None are currently held by the Group or at any point during the year.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in other expenses in the statement of profit or loss as applicable.

(iii) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, contract debtors and lease receivables, the Group applies the simplified approach permitted by AASB 9: *Financial Instruments*, which requires expected lifetime losses to be recognised from initial recognition of the receivables. The methodology and basis for credit risk evaluation and impairment is detailed in Note 33(b): *Financial instruments – Financial risk management.*

Non-derivative financial liabilities

Interest bearing liabilities

All loans and borrowings are initially recognised at fair value, being the amount received less attributable transaction costs. After initial recognition, interest bearing liabilities are stated at amortised cost with any difference between cost and redemption value being recognised in the statement of profit or loss over the period of the borrowings on an effective interest basis.

Trade and other payables

Liabilities are recognised for amounts to be paid for goods or services received. Trade payables are settled on terms aligned with the normal commercial terms in the Group's countries of operation.

e) Derivative financial instruments

Derivative financial instruments are stated at fair value, with changes in fair value recognised in the profit or loss. Where derivative financial instruments qualify for hedge accounting, recognition of changes in fair value depends on the nature of the item being hedged. Hedge accounting is discontinued when the hedging relationship is revoked, the hedging instrument expires, is sold, terminated, exercised, or no longer qualifies for hedge accounting.

The Group documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the instrument is expected to offset changes in cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the cash flow hedge reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other expenses.

When option contracts are used to hedge forecast transactions, the Group designates only the intrinsic value of the option contract as the hedging instrument. Gains or losses relating to the effective portion of the change in intrinsic value of the option contracts are recognised in the cash flow hedge reserve in equity. The changes in the time value of the option contracts that relate to the hedged item ('aligned time value') are recognised within other comprehensive income in the costs of hedging reserve within equity.

When forward contracts are used to hedge forecast transactions, the Group generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognised in the cash flow hedge reserve in equity.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

e) Derivative financial instruments continued

The change in the forward element of the contract that relates to the hedged item is recognised within other comprehensive income in the costs of hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points as the hedging instrument. In such cases, the gains or losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedge reserve within equity.

When cross-currency contracts are used to hedge cross-currency risk for both principal and interest for the life of the exposure, the Group typically uses cross currency interest rate swaps to convert long term foreign currency borrowings into AUD to meet the principal and interest obligations under the swaps. The change in the currency basis spread element of the contract that relates to the hedged item is recognised within other comprehensive income in the costs of hedging reserve within equity.

When cross-currency contracts are used to hedge forecast transactions, the Group typically will designate the change in fair value of the cross-currency contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the cross-currency contracts are recognised in the cash flow hedge reserve in equity. The change in the currency basis spread element of the contract that relates to the hedged item is recognised within other comprehensive income in the costs of hedging reserve within equity.

Amounts accumulated in equity are reclassified in the periods when the hedged item affects profit or loss, as follows:

- the gain or loss relating to the effective portion of forward and option contracts are ultimately recognised in profit or loss as the hedged item affects profit or loss within expenses.
- the gain or loss relating to the effective portion of the interest rate swaps hedging variable rate borrowings is recognised in profit or loss within 'finance cost' as the hedged item affects profit or loss within expenses.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs, resulting in the recognition of a non-financial asset such as inventory. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss. Hedge ineffectiveness is recognised in profit or loss within other expenses.

Put and call options to acquire assets

Put and call options are accounted for as derivatives in accordance with AASB 9: *Financial Instruments*, except put options over non-controlling interest, and are therefore held at fair value through profit and loss in the financial statements each period.

f) Inventories

Inventories are carried at the lower of cost and net realisable value and comprise of the following.

Property developments
Cost includes the costs of acquisition, development and holding costs such as rates, taxes and finance costs. Holding costs on property developments not under active development are expensed as incurred.

Raw materials and consumables
Cost is based on the weighted average principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing condition and location.

g) Assets held for sale and liabilities associated with assets held for sale

Assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction, rather than through continuing use, and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised.

Assets classified as held for sale are presented separately from the other assets in the statement of financial position. Assets are not depreciated or amortised while they are classified as held for sale.

Interest and other expenses attributable to the liabilities associated with assets held for sale continue to be recognised.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

h) Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any impairment in value. The balance includes right of use assets as discussed in i *Leases* below.

Depreciation and amortisation

Depreciation and amortisation is calculated so as to write-off the net book values of property, plant and equipment over their estimated effective useful lives as follows:

- Leasehold land, buildings and improvements: straight line method, over the terms of the leases - up to 40 years;
- Plant and equipment, for major plant and equipment, including component parts: cumulative number of hours worked - up to 10 years;
- Right-of-use land and buildings: straight line method, over the terms of the leases - up to 40 years; and
- Right-of-use plant and equipment: cumulative number of hours worked - up to 10 years.

Subsequent costs

Subsequent expenditure is included in the carrying amount of property, plant and equipment only when it is probable that the associated future economic benefits will flow to the Group. All other costs are recognised in the statement of profit or loss.

i) Leases

The Group as Lessee

The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. In such instances, the Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements, except for short term leases, cancellable leases that if cancelled by the lessee the losses associated with the cancellation are borne by the lessor and low value leased assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The Group has a significant lease portfolio, comprising predominately property, plant, mining equipment and fleet vehicle rentals. The Group's operational involvement includes construction and services for which leased equipment is an important component of the business.

Measurement and presentation of lease liability

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

The following items are also included in the measurement of the lease liability:

- fixed lease payments offset by any lease incentives;
- variable lease payments, for lease liabilities, which are tied to a floating index;
- the amounts expected to be payable to the lessor under residual value guarantees;
- the exercise price of purchase options (if it is reasonably certain that the option will be exercised); and
- payments of penalties for terminating leases, if the lease term reflects the lease terminating early.

The lease liability is separately disclosed on the statement of financial position. The liabilities which will be repaid within twelve months are recognised as current and the liabilities which will be repaid in excess of twelve months are recognised as non-current.

The lease liability is subsequently measured by reducing the balance to reflect the principal lease repayments made and increasing the carrying amount by the interest on the lease liability.

The Group is required to remeasure the lease liability and make an adjustment to the right-of-use asset in the following instances:

- the term of the lease has been modified or there has been a change in the Group's assessment of the purchase option being exercised, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate; and

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

i) Leases continued

- the lease payments are adjusted due to changes in the index or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate. However, if a change in lease payments is due to a change in a floating interest rate, a revised discount rate is used.

Measurement and presentation of right-of-use asset

The right-of-use assets recognised by the Group comprise the initial measurement of the related lease liability, any lease payments made at or before the commencement of the contract, less any lease incentives received and any direct costs. Costs incurred by the Group to dismantle the asset, restore the site or restore the asset are included in the cost of the right-of-use asset.

It is subsequently measured under the cost model with any accumulated depreciation and impairment losses applied against the right-of-use asset. If the cost of the right-of-use asset reflects that the Group will exercise a purchase option, the right-of-use asset is depreciated from the commencement date to the end of the useful life of the underlying asset. Otherwise, the Group depreciates the asset over the shorter period of either the useful life of the asset or the lease term. The depreciation starts at the commencement date of the lease and the carrying value of the asset is adjusted to reflect the accumulated depreciation balance.

Any remeasurement of the lease liability is also applied against the right-of-use asset value.

The right-of-use assets are presented within Property, Plant and Equipment in the statement of financial position.

The Group as Lessor

The Group enters into lease agreements as a lessor with respect to some property subleases as well as renting equipment to its partners, suppliers and contractors.

The leases entered into by the Group are recognised as either finance or operating leases. If the terms of the lease agreement transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. If this is not the case, then the lease is recognised as an operating lease. The income received from operating leases is recognised on a straight-line basis over the lease term. Initial direct costs incurred in negotiating and arranging operating leases are included in the carrying amount of the leased asset. Amounts due from lessees under finance leases are recognised as receivables.

j) Business combinations

The acquisition method of accounting is used to account for all business combinations. The consideration for the acquisition of a controlled entity comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any pre-existing equity interest in the controlled entity. Acquisition related costs are expensed as incurred. Identifiable assets acquired and liabilities assumed in a business combination are measured at their fair values at the acquisition date. On an acquisition by acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets. The excess of the consideration transferred over the fair value of the Group's share of the net identifiable assets acquired is recorded as goodwill.

Where the consideration is less than the fair value of the net identifiable assets of the controlled entity acquired, the difference is recognised directly in the statement of profit or loss as a gain on acquisition of a controlled entity.

k) Intangible assets

Goodwill

Goodwill arising from business combinations is included in intangible assets. Goodwill on acquisition of associates is included in equity accounted investments. Goodwill is not amortised but it is tested for impairment annually or more frequently if there is an indication that it might be impaired. Goodwill is allocated to cash-generating units for the purpose of impairment testing.

Brand Names

Brand names acquired as part of a business combination are recognised separately from goodwill. Brand names are carried at their fair value at the date of acquisition less accumulated amortisation and any impairment losses. Where brand names' useful lives are assessed as indefinite, the brand names are not amortised but are tested for impairment annually, or more frequently whenever there is an indication that it might be impaired. Where brand names' useful lives are assessed as finite, the brand names are amortised over their estimated useful lives.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

k) Intangible assets continued

Customer contracts
Customer contracts acquired as part of a business combination are recognised separately from goodwill. Customer contracts are carried at their fair value at the date of acquisition less accumulated amortisation and any impairment losses. Where customer contracts' useful lives are assessed as indefinite, the customer contract is not amortised but is tested for impairment annually, or more frequently whenever there is an indication that it might be impaired. Where customer contracts' useful lives are assessed as finite, the customer contracts are amortised over their estimated useful lives.

IT systems
Costs incurred in developing systems and in acquiring software and licenses that are controlled by the Group that will provide future economic benefits are capitalised to other intangible assets. Costs capitalised include external direct costs of materials and services and directly attributable internal labour.

IT systems are amortised over their estimated useful lives of up to 10 years. IT systems are carried at cost less accumulated amortisation and any impairment losses.

Costs related to access, configuration and customisation of unrestricted use Software as a Service arrangements are recognised as an operating expense.

l) Impairment

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. The recoverable amount of goodwill and indefinite life intangible assets are reviewed at each reporting date irrespective of an indication of impairment.

An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. An asset's recoverable amount is the greater of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The recoverable amount for an asset that does not generate largely independent cash flows is determined for the cash-generating unit to which the asset belongs.

Impairment losses are recognised in the statement of profit or loss unless the asset has been previously revalued, in which case the impairment loss is recognised as a reversal to the extent of that previous revaluation with any excess recognised in the statement of profit or loss. Reversals of impairment losses, other than in respect of goodwill and FVOCI instruments, are recognised in the statement of profit or loss.

m) Employee benefits

Liabilities in respect of employee benefits, which are not due to be settled within twelve months are discounted at period end using rates that most closely match the terms of maturity of the related liabilities. Corporate bond rates are utilised where a deep market exists. Rates from national government securities are utilised where a deep market for corporate bonds does not exist.

Wages, salaries, annual and long service leave
The provision for employee entitlements to wages, salaries and annual and long service leave represents the amount which the Group has a present obligation to pay resulting from employees' services provided up to the reporting date. Provisions have been calculated based on expected wage and salary rates and include related on-costs. In determining the liability for these employee entitlements, consideration is given to estimated future increases in wage rates, and the Group's experience with staff departures.

Share-based payment transactions
The Group's ultimate controlling parent entity, Actividades de Construcción y Servicios, SA (ACS, established a Long-Term Incentive Plan for the period 2023 to 2028 (the Plan. ACS granted stock options to CIMIC Executive Board members and certain executives in the CIMIC Group in 2023. The Plan will be settled by ACS using its own equity, and with no obligation by CIMIC to fund the scheme. As such the Plan is considered to be equity settled in accordance with AASB 2: *Share-based Payment*. CIMIC recognises employee expense and a corresponding deemed capital contribution from ACS.

Superannuation
Defined contribution superannuation plans exist to provide benefits for eligible employees or their dependants. Contributions by the Group are expensed to the statement of profit or loss as incurred.

1. SUMMARY OF ACCOUNTING POLICIES CONTINUED

m) Employee benefits continued

Retention arrangements
Retention arrangements are in place certain key employees which are payable upon completion of the retention period.

The provisions are accrued on a pro-rata basis during the retention period and have been calculated based on salary rates, including related on-costs.

Annual bonus and deferred incentive arrangements
Annual bonuses and deferred incentives are provided at reporting date and include related on-costs. The Group recognises a provision where there is a contractual or constructive obligation.

n) Share capital

Ordinary share capital
Issued and paid up capital is recognised at its par value, being the consideration received by the Company.

Dividends
Provision is not made for dividends unless the dividend has been declared by the Directors, but not distributed, at or before the end of the period.

o) Foreign currency translation

Functional and presentation currency
The consolidated financial statements are presented in Australian dollars. The functional currency of the Company is Australian dollars.

Transactions
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions are recognised in the statement of profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.

Non-monetary items measured at fair value are translated using the exchange rates at the date the fair value was determined.

Translation of controlled foreign entities
Assets and liabilities of controlled foreign entities are translated into the presentation currency at the rates of exchange at reporting date and the statement of profit or loss is translated at the rates approximating foreign exchange rates ruling at the dates of the transactions. The resulting exchange differences are taken directly to the foreign currency translation reserve. Exchange gains and losses on transactions which form part of the net investments in foreign controlled entities together with any related income tax effect are recognised in the foreign currency translation reserve on consolidation. On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign entity is recognised in the statement of profit or loss as part of the gain or loss on sale.

2. REVENUE

	12 months to December 2024 $m	12 months to December 2023 $m
Engineering and Construction revenue	7,745.9	8,990.5
Integrated Solutions revenue	4,594.8	4,174.7
Natural Resources revenue	4,344.7	-
Corporate and investments	72.2	114.1
Total revenue[1]	16,757.6	13,279.3

Revenue lines of business have been aligned to the Group's strategic review and now comprise "Engineering and Construction" (previously known as "Construction"), "Integrated Solutions" (previously "Services") and "Natural Resources", resulting from the Group's control of Thiess during the period. The Corporate and Investments line of business comprises the Group's corporate activity, EIC, Pacific Partnerships and the Group's interest in joint ventures and associates.

[1]Included in revenue is a $(800.0) million revenue adjustment, of which $(133.0) million is a revenue constraint applied to variable consideration to be agreed and $(667.0) million is a reversal of previously recognised revenue.

3. EXPENSES

	Note	12 months to December 2024 $m	12 months to December 2023 $m
Materials		(3,186.4)	(2,931.2)
Subcontractors		(4,891.0)	(4,664.2)
Plant costs		(1,425.6)	(657.8)
Personnel costs		(5,370.5)	(3,774.2)
Depreciation and impairment of property, plant and equipment	14	(758.4)	(284.8)
Amortisation of intangibles	15	(33.4)	(15.4)
Net gain on sale of assets		20.6	8.7
Foreign exchange (loss) / gain		(18.2)	(3.1)
Lease expense		(201.7)	(118.4)
Design, engineering and technical consulting fees		(86.2)	(60.9)
Restructuring[2]		(50.0)	-
Other expenses[3]		(595.4)	(251.7)
Total expenses		(16,596.2)	(12,753.0)

[2]During the year, the Group announced an optimisation and efficiency review to its operational model; implementation of the program commenced in the current financial year, with activity ongoing.

[3]Included in other expenses is an $(80.0) million cost provision recognised in the period, of which $(73.0) million has been utilised in the period.

4. NET FINANCE INCOME / (COSTS)

	12 months to December 2024 $m	12 months to December 2023 $m
Finance income		
Interest and other	82.1	78.2
Total finance income	82.1	78.2
Finance costs		
Debt interest expense	(367.0)	(183.1)
Finance charge for lease liabilities	(39.6)	(11.9)
Facility fees, bonding and other finance costs	(50.8)	(49.2)
Impact of discounting	(17.6)	(19.3)
Total finance costs	(475.0)	(263.5)
Net finance costs	(392.9)	(185.3)

5. AUDITORS' REMUNERATION

	12 months to December 2024 $'000	12 months to December 2023 $'000
Deloitte Touche Tohmatsu and related network firms		
Audit or review of financial reports	4,547	3,155
Other services	521	119
Total services	5,068	3,274
Other auditors and their related network firms		
Audit or review of financial reports	265	26
Total services	265	26

The Group may use its auditor, Deloitte Touche Tohmatsu for non-statutory audit related services to utilise their expertise and experience with the Group. These assignments are assessed and approved in accordance with the Group's External Auditor Independence Charter.

6. INCOME TAX EXPENSE

	12 months to December 2024 $m	12 months to December 2023 $m
Income tax expense recognised in the statement of profit or loss		
Current tax expense	(22.1)	(103.8)
Deferred tax expense	20.9	67.4
(Under) / over provision in prior periods	7.1	(19.2)
Total income tax benefit/(expense) in statement of profit or loss	5.9	(55.6)
Deferred tax recognised directly in equity		
Revaluation of cash flow and net investment hedges	0.2	2.8
Revaluation of investments	(4.4)	3.5
Total deferred tax benefit / (expense) recognised in equity	(4.2)	6.3
Reconciliation of prima facie tax to income tax expense		
Profit before tax	780.2	494.3
Prima facie income tax expense at 30% (31 December 2023: 30%)	(234.1)	(148.3)
The following items have affected income tax expense for the year:		
Equity accounted and joint venture income tax differential	11.8	46.8
Overseas income tax differential and foreign exchange	(9.2)	9.3
Financial investments differential	6.6	17.2
Capital benefits recognised	-	8.9
Other gains	291.6	-
Other[1]	(67.9)	29.7
Current period income tax expense	(1.2)	(36.4)
(Under) / over provision in prior periods	7.1	(19.2)
Income tax benefit / (expense)	5.9	(55.6)

[1]Includes income tax expense from tax losses not recognised of $39.5 million (31 December 2023: $68.8 million) and no tax consolidation adjustment benefit (31 December 2023: $99.6 million), and other adjustments of $28.4 million expense (31 December 2023: $1.1 million expense).

In December 2021, the OECD released a draft legislative framework for a global minimum tax that is expected to be used by individual jurisdictions. The framework aims to reduce profit shifting from one jurisdiction to another, in order to reduce global tax obligations in corporate structures. In March 2022, the OECD released detailed technical guidance on Pillar Two of the rules and in February 2023 further administrative guidance.

Numerous governments have announced they would adopt a version of the OECD Pillar Two rules, with legislation enacted or in draft introducing new rules around a 15% global minimum tax, a 15% domestic minimum tax and an underpaid profits tax rule. To date, legislation to effect these Pillar Two changes has been passed in the following jurisdictions where the Group has entities in Australia, Canada, Germany, Indonesia, Malaysia, New Zealand, Singapore, South Africa, and Thailand.

As of the date of approval of the financial statements, the Group has undertaken an analysis to apply the rules as set out by the OECD, including utilising any applicable safe harbour exemptions. The result of this analysis is that the Group believes it will not be required to pay any top-up tax within the jurisdictions it operates, or where its ultimate parent company is located.

7. CASH AND CASH EQUIVALENTS

	December 2024 $m	December 2023 $m
Funds on deposit	246.5	649.8
Cash at bank and on hand	2,414.2	1,849.1
Cash and cash equivalents	2,660.7	2,498.9

As at 31 December 2024: $466.7 million (31 December 2023: $570.2 million) of cash at bank is restricted. It includes cash subject to certain operational restrictions of $1.1 million (31 December 2023: $281.9 million) as well as cash in relation to the sale of receivables of $465.6 million (31 December 2023: $288.3 million). The receivables only include certified amounts with the factoring done on a non-recourse basis.

8. TRADE AND OTHER RECEIVABLES

	Note	December 2024 $m	December 2023 $m
Contract receivables		653.8	380.1
Contract assets		2,534.1	1,970.6
Retentions and capitalised costs to fulfil contracts		197.5	128.4
Total contract debtors		3,385.4	2,479.1
Trade debtors		380.2	210.1
Other amounts receivable		695.8	349.9
Prepayments		167.3	216.2
Derivative financial assets	33 (c)	64.4	28.5
Amounts receivable from related parties	35 (b)	326.1	191.1
Total trade and other receivables		5,019.2	3,474.9
Current		4,428.4	3,135.8
Non-current		590.8	339.1
Total trade and other receivables		5,019.2	3,474.9

	December 2024 $m	December 2023 $m
Additional information on contract debtors		
Total contract debtors - trade and other receivables	3,385.4	2,479.1
Total contract liabilities - trade and other payables	(1,589.7)	(1,673.0)
Net contract debtors	1,795.7	806.1

8. TRADE AND OTHER RECEIVABLES CONTINUED

Significant changes in contract assets and liabilities

Contract assets are balances due from customers under long term contracts as work is performed and therefore a contract asset is recognised over the period in which the performance obligation is fulfilled. This represents the entity's right to consideration for the services transferred to date. Amounts are generally reclassified to contract receivables when these have been certified or invoiced to a customer.

Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period was $1,537.5 million (31 December 2023: $1,858.7 million. Revenue recognised in the reporting period from performance obligations satisfied or partially satisfied in previous periods was $38.5 million (31 December 2023: $44.3 million. Partially satisfied performance obligations continue to incur revenue and costs in the period.

Remaining performance obligations (Work in hand)

Contracts with remaining performance obligations as at 31 December 2024 are set out below.

	December 2024 $m	December 2023 $m
Work in hand[1]	40,157	31,723

[1]Includes $2,379 million (31 December 2023: $8,591 million) of CIMIC's share of work in hand from joint ventures and associates which are equity accounted investments. December 2024 includes 100% of the work in hand related to Thiess following acquisition.

Contracts in the different sectors have different lengths. The average duration of contracts is given below, however some contracts will vary from these typical lengths. Revenue is typically earned over these varying timeframes, however more of the revenue noted above is expected to be earned in the earlier years.

Engineering and Construction	1-4 years
Integrated Solutions	4-10 years
Natural Resources	3-6 years

9. CURRENT TAX ASSETS

The current tax asset of $204.2 million (31 December 2023: $156.6 million) represents the amount of income taxes recoverable from the payment of tax in excess of the amounts due to the relevant tax authority.

10. INVENTORIES

	December 2024 $m	December 2023 $m
Property developments		
Cost of acquisition	5.7	6.4
Development expenses capitalised	70.8	73.9
Rates, taxes, finance and other costs capitalised[1]	21.6	19.0
Total property developments	98.1	99.3
Other inventories		
Raw materials and consumables at cost	582.5	227.0
Total raw materials and consumables	582.5	227.0
Total inventories	680.6	326.3
Current	613.4	259.0
Non-current	67.2	67.3
Total inventories	680.6	326.3

[1]Finance costs capitalised to property developments during the period were $0.9 million (31 December 2023: $1.0 million).

11. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

	Note	December 2024 $m	December 2023 $m
Associates	25	284.1	262.5
Joint venture entities[1]	26	311.6	1,630.9
Total investments accounted for using the equity method		595.7	1,893.4

[1]Prior year includes Thiess, which was accounted for as a 50% joint venture up to 23 April 2024, at which date the Group obtained control of Thiess and resulted in Thiess being consolidated. Refer Note 29: *Acquisition and disposals.*

12. OTHER INVESTMENTS

	Note	December 2024 $m	December 2023 $m
Financial assets at fair value through profit or loss			
Unlisted investments		65.6	291.0
Total other financial assets at fair value through profit or loss	33 (c)	65.6	291.0
Financial assets at fair value through other comprehensive income			
Listed investments		63.4	5.9
Total other financial assets at fair value through other comprehensive income	33 (c)	63.4	5.9
Investment property at fair value through profit or loss			
Investment property		23.3	23.2
Total investment property at fair value through profit or loss		23.3	23.2
Current		-	-
Non-current		152.3	320.1
Total other investments		152.3	320.1

13. DEFERRED TAXES

	December 2024 $m	December 2023 $m
Recognised deferred tax assets / (liabilities)		
Deferred tax assets are attributed to the following:		
Contract debtors	186.5	102.1
Property developments	3.8	19.4
Other inventories	5.4	3.0
Property, plant and equipment	93.5	37.0
Employee benefits	149.3	88.9
Contract profit differential	(133.2)	(33.9)
Investment revaluations	(19.0)	(14.2)
Foreign exchange	7.5	7.2
Tax losses[1]	125.0	44.3
Intangibles	(205.2)	(19.4)
Other	74.6	62.7
Total deferred taxes	288.2	297.1
Comprising of:		
Deferred tax assets	645.6	364.6
Deferred tax (liabilities)	(357.4)	(67.5)
Net deferred taxes[2]	288.2	297.1
Unrecognised deferred tax assets		
Deferred tax assets which have not been recognised in respect of tax losses	246.0	265.1

[1]31 December 2024 includes $125.0 million of carried forward tax losses (31 December 2023: $44.3 million) of which $114.6 million are in respect of an overseas tax jurisdiction. $97.5 million (31 December 2023: $35.4 million) have no expiry date. Utilisation of these losses through future taxable profits is supported by forecast performance, with reference to the current levels of work in hand and pipeline. As head of the Australian Tax Consolidated Group, HOCHTIEF Australia Holdings Limited (CIMIC's ultimate Australian parent entity) holds on behalf of CIMIC deferred tax assets of $248.5 million (31 December 2023: $175.5 million). These amounts are included within amounts receivable from parent in note 35 (b) and represent tax losses generated by CIMIC and transferred to HOCHTIEF Australia Holdings Limited for utilisation against future taxable income.

[2]CIMIC has the right to offset deferred tax assets and deferred tax liabilities on a jurisdictional basis and is accordingly presented on a net basis.

14. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land, buildings and improvements $m	Plant and equipment $m	Right-of-use land and buildings $m	Right-of-use plant and equipment $m	Total property, plant and equipment $m
At 1 January 2023					
Cost	74.0	1,090.4	523.5	75.4	1,763.3
Accumulated depreciation	(54.0)	(745.4)	(343.6)	(53.6)	(1,196.6)
Net book amount	20.0	345.0	179.9	21.8	566.7
Year ended 31 December 2023					
Opening net book amount	20.0	345.0	179.9	21.8	566.7
Additions	1.9	249.1	59.9	14.1	325.0
Divestment of subsidiary and disposals	(0.5)	(56.5)	(14.5)	-	(71.5)
Depreciation	(5.7)	(206.0)	(61.3)	(11.8)	(284.8)
Effects of foreign exchange fluctuations	-	-	-	-	-
Closing net book amount	15.7	331.6	164.0	24.1	535.4
Year ended 31 December 2023					
Cost	72.4	1,022.5	502.5	66.2	1,663.6
Accumulated depreciation and impairment	(56.7)	(690.9)	(338.5)	(42.1)	(1,128.2)
Net book amount	15.7	331.6	164.0	24.1	535.4
Year ended 31 December 2024					
Opening net book amount	15.7	331.6	164.0	24.1	535.4
Additions	145.0	539.7	50.2	237.2	972.1
Acquisitions	16.3	1,149.1	54.1	549.7	1,769.2
Disposals	(0.3)	(29.6)	(4.4)	(0.3)	(34.6)
Depreciation	(7.6)	(531.5)	(70.3)	(149.0)	(758.4)
Effects of foreign exchange fluctuations	-	21.5	0.8	0.5	22.8
Closing net book amount	169.1	1,480.8	194.4	662.2	2,506.5
Year ended 31 December 2024					
Cost	232.9	2,023.0	573.6	815.9	3,645.4
Accumulated depreciation and impairment	(63.8)	(542.2)	(379.2)	(153.7)	(1,138.9)
Net book amount	169.1	1,480.8	194.4	662.2	2,506.5

15. INTANGIBLES

	Goodwill $m	Other intangibles[1] $m	Total intangibles $m
At 1 January 2023			
Cost or fair value	877.4	395.6	1,273.0
Accumulated amortisation and impairment	(13.6)	(318.0)	(331.6)
Net book amount	863.8	77.6	941.4
Year ended 31 December 2023			
Opening net book amount	863.8	77.6	941.4
Additions / acquisitions	28.8	18.5	47.3
Disposals	-	(0.7)	(0.7)
Amortisation	-	(15.4)	(15.4)
Effects of foreign exchange fluctuations	(1.3)	-	(1.3)
Closing net book amount	891.3	80.0	971.3
Year ended 31 December 2023			
Cost or fair value	904.9	219.2	1,124.1
Accumulated amortisation and impairment	(13.6)	(139.2)	(152.8)
Net book amount	891.3	80.0	971.3
Year ended 31 December 2024			
Opening net book amount	891.3	80.0	971.3
Additions / acquisitions	3,221.4	626.8	3,848.2
Disposals	-	(7.9)	(7.9)
Amortisation	-	(33.4)	(33.4)
Effects of foreign exchange fluctuations	14.8	1.6	16.4
Closing net book amount	4,127.5	667.1	4,794.6
Year ended 31 December 2024			
Cost or fair value	4,141.1	833.1	4,974.2
Accumulated amortisation and impairment	(13.6)	(166.0)	(179.6)
Net book amount	4,127.5	667.1	4,794.6

[1]Other intangibles include:

- IT software systems of $30.0 million with a useful life of up to 10 years (31 December 2023: $30.3 million up to 10 years);
- Customer contracts and other intangibles with useful lives of up to 15 years $342.8 million (31 December 2023: $28.3 million); and brands and other intangibles with indefinite useful lives $294.3 million (31 December 2023: $21.4 million).

15. INTANGIBLES CONTINUED

	December 2024 $m	December 2023 $m
Impairment tests for cash generating units containing goodwill		
Goodwill is attributable to cash generating units as follows:		
Engineering and Construction	437.9	420.1
Integrated Solutions	516.6	471.2
Natural Resources	3,173.0	-
Balance at reporting date	4,127.5	891.3

The recoverable amount of all cash-generating units (CGU's) is based on value in use calculations, using five year cash flow projections based on forecast operating results. The recoverable amount of each cash-generating unit exceeds its carrying amount.

The key assumptions used in the value in use calculations and the approach to determining the recoverable amount of all cash-generating units in the current and previous period are:

Market / cash-generating unit growth:	Economic forecasts, taking into account the Group's participation in each market
Inflation / CPI rates and foreign currency rates:	Economic forecasts
Discount rate:	Risk in the industries and countries in which each unit operates
Growth rate:	Relevant to the market conditions and business plan

	December 2024	
Cash-generating units	Post tax discount rate	Growth rate
Engineering and Construction	12%	3%
Integrated Solutions	8%	3%
Natural Resources	11%	3%

	December 2023	
Cash-generating units	Post tax discount rate	Growth rate
Engineering and Construction	12%	3%
Integrated Solutions	8%	3%

Sensitivity to changes in assumptions

The recoverable amount of intangible assets exceeds their carrying values at 31 December 2024. Based on information available and market conditions at 31 December 2024, a reasonably foreseeable change in the assumptions made in these assessments would not result in an impairment. Macro-economic factors, such as interest rate movements, inflation and tight labour markets were considered when determining the reasonableness of forecast assumptions. For the Engineering and Construction, Integrated Solutions and Natural Resources CGU's, the Group considers that for the carrying value to equal, or exceed, the recoverable amount, there would have to be unreasonable changes to key assumptions. The Group considers the chances of these changes occurring to be unlikely. For businesses recently acquired, the Group also considers recent performance against investment cases.

16. TRADE AND OTHER PAYABLES

	Note	December 2024 $m	December 2023 $m
Trade creditors and accruals		6,102.7	4,424.8
Other creditors		793.7	449.5
Amounts payable to related parties	35 (b)	151.6	297.8
Trade and other payables	33 (a,b)	7,048.0	5,172.1
Derivative financial liabilities	33 (a,b)	1.3	14.3
Total trade and other payables		7,049.3	5,186.4
Current		6,516.9	5,007.4
Non-current		532.4	179.0
Total trade and other payables		7,049.3	5,186.4

17. CURRENT TAX LIABILITIES

The current tax liability of $19.1 million (31 December 2023: $24.4 million) represents the amounts payable in respect of current and prior periods.

18. PROVISIONS

	December 2024 $m	December 2023 $m
Employee benefits	540.5	313.8
Other provisions	25.0	-
Total provisions	565.5	313.8
Current	511.2	294.1
Non Current	54.3	19.7
Total provisions	565.5	313.8

Liabilities expected to be settled within 12 months are measured at their nominal value using the remuneration rate expected to apply at the time of settlement. Liabilities which are not expected to be settled within 12 months are measured as the present value of the estimated future cash outflows to be made by the Group. Other provisions is related to restructuring.

19. INTEREST BEARING LIABILITIES

	Note	December 2024 $m	December 2023 $m
Current interest bearing loans		51.6	-
Non-current interest bearing loans		5,823.1	3,045.0
Total interest bearing liabilities	33	5,874.7	3,045.0

20. LEASE LIABILITIES

	Note	December 2024 $m	December 2023 $m
Current lease liabilities		397.1	82.6
Non-current lease liabilities		539.6	154.8
Total lease liabilities	33	936.7	237.4

Extension options

Certain leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility.

The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension options, and where it is reasonably certain, the extension period has been included in the lease liability. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

21. SHARE CAPITAL

	Company	
	December 2024 No. of shares	December 2023 No. of shares
Issued and fully paid share capital		
Balance at beginning of reporting period	311,296,286	311,296,286
Balance at reporting date	311,296,286	311,296,286

	Company	
	12 months to December 2024 $m	12 months to December 2023 $m
Share capital		
Balance at beginning of reporting period	1,458.7	1,458.7
Balance at reporting date	1,458.7	1,458.7

Holders of ordinary shares are entitled to receive dividends, as declared from time to time, and are entitled to one vote per share at shareholders' meetings. In the event of winding up of the Company, ordinary shareholders rank after creditors and are fully entitled to any proceeds of liquidation.

22. RESERVES

	12 months to December 2024 $m	12 months to December 2023 $m
Foreign currency translation reserve		
Balance at beginning of reporting period	248.4	245.0
Included in statement of other comprehensive income	33.3	3.4
Derecognition of reserves	(39.9)	-
Balance at reporting date	241.8	248.4
Hedging reserve		
Balance at beginning of reporting period	89.5	125.7
Included in statement of other comprehensive income	8.9	(36.2)
Derecognition of reserves	(1.7)	-
Balance at reporting date	96.7	89.5
Equity reserve		
Balance at beginning of reporting period	(704.3)	(704.3)
Thiess put option	(1,073.0)	-
Balance at reporting date	(1,777.3)	(704.3)
Fair value through other comprehensive income reserve		
Balance at beginning of reporting period	(2.0)	(14.0)
Included in statement of other comprehensive income	11.2	7.4
Transfer to retained earnings on disposal	3.8	4.6
Balance at reporting date	13.0	(2.0)
Share buy-back reserve		
Balance at beginning of reporting period	(130.1)	(130.1)
Premium paid over issue value on share buy-back	-	-
Balance at reporting date	(130.1)	(130.1)
Share based payments reserve		
Balance at beginning of reporting period	28.8	28.8
Included in statement of profit or loss	-	-
Balance at reporting date	28.8	28.8
Other		
Balance at beginning of reporting period	0.2	-
Included in statement of profit or loss	-	0.2
Recognition of reserves	0.6	-
Balance at reporting date	0.8	0.2
Total reserves at reporting date	(1,526.3)	(469.5)

22. RESERVES CONTINUED

Nature and purpose of reserves

Foreign currency translation reserve
The foreign currency translation reserve comprises foreign exchange differences arising from the translation of the financial statements of operations where their functional currency is different to the presentation currency of the Group, as well as from the translation of liabilities that hedge the Group's net investment in foreign operations.

Hedging reserve
The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments relating to future transactions. It also captures the reduction in the parent's equity as a result of put options over non-controlling interests.

Equity reserve
The equity reserve accounts for the differences between changes in the carrying amount of non-controlling interests, and the amounts paid or received for equity transactions with non-controlling interests.

Fair value through other comprehensive income reserve
The fair value through other comprehensive income reserve comprises the fair value gains or losses on investments designated as fair value through other comprehensive income.

Share buy-back reserve
The share buy-back reserve represents the excess above issue value of CIMIC shares that were purchased and subsequently cancelled. The cancellation of the shares creates a non-distributable reserve.

Share based payments reserve
The share based payments reserve is used to recognise the fair value of share based payments issued to employees over the vesting period, and to recognise the value attributable to the share based payments during the reporting period.

Other reserve
The other reserve is used to recognise the capital contribution from ACS in respect of the long-term incentive plan outlined in Note 34: *Employee Benefits.*

23. RETAINED EARNINGS

	Note	12 months to December 2024 $m	12 months to December 2023 $m
Closing balance of previous reporting period		683.2	433.1
Profit included in statement of profit or loss		672.5	435.2
Transfer from reserves		(3.8)	(4.6)
Dividends paid	24	(52.9)	(180.5)
Balance at reporting date		1,299.0	683.2

24. DIVIDENDS

	Cents per share	$m
Dividends recognised in the reporting period to 31 December 2024		
Interim 2024 dividend	-	-
31 December 2023 final dividend	17.0	52.9
Total dividends recognised in reporting period to 31 December 2024		52.9
Dividends recognised in the reporting period to 31 December 2023		
Interim 2023 dividend	39.0	121.4
31 December 2022 final dividend	19.0	59.1
Total dividends recognised in reporting period to 31 December 2023		180.5

25. ASSOCIATES

The Group has the following investments in associates:

			Ownership interest	
Name of entity	Principal activity	Country	December 2024 %	December 2023 %
Canberra Metro 2A Holdings Trust	Investment	Australia	38	38
Canberra Metro 2A Holdings Pty Ltd	Investment	Australia	38	38
Canberra Metro 2A Pty Ltd	Investment	Australia	38	38
Canberra Metro 2A Trust	Investment	Australia	38	38
Canberra Metro Holdings Pty Ltd[1]	Engineering & Construction	Australia	38	38
Canberra Metro Holdings Trust[1]	Investment	Australia	30	30
Canberra Metro Pty Ltd[1]	Engineering & Construction	Australia	38	38
Canberra Metro Trust[1]	Investment	Australia	38	38
Cortex Interactive Pty Ltd[2]	Natural Resources	Australia	25	-
Metro Trains Australia Pty Ltd[1]	Integrated Solutions	Australia	20	20
Metro Trains Melbourne Pty Ltd[1]	Integrated Solutions	Australia	20	20
Metro Trains Sydney Pty Ltd[1]	Integrated Solutions	Australia	20	20
On Talent Pty Ltd[3]	Corporate	Australia	-	30
Spark North East Link Holding Pty Limited[1]	Investment	Australia	20	20
Spark North East Link Pty Limited[1]	Investment	Australia	20	20
Torrens Connect Pty Ltd	Integrated Solutions	Australia	23	23

All associates have a statutory reporting date of 31 December with the following exceptions:

[1]Entities have a 30 June statutory reporting date.

[2]Entities added following the Group's acquisition of an additional 10% share interest in Thiess Group Holdings Pty Ltd which resulted in CIMIC gaining a controlling interest in Thiess. Refer to Note 29 – Acquisitions and disposals.

[3]Entity deregistered during the year ended 31 December 2024.

25. ASSOCIATES CONTINUED

The Group's share of associates' results, assets and liabilities are as follows:

	12 months to December 2024 $m	12 months to December 2023 $m
Revenue	1,060.8	1,024.8
Expenses	(1,031.9)	(976.1)
Profit before tax	28.9	48.7
Income tax expense	(5.8)	(6.4)
Profit for the period	23.1	42.3

	December 2024 $m	December 2023 $m
Current assets	336.1	341.3
Non-current assets	1,098.0	922.2
Total assets	1,434.1	1,263.5
Current liabilities	240.7	244.6
Non-current liabilities	909.3	756.4
Total liabilities	1,150.0	1,001.0
Equity accounted associates at reporting date	284.1	262.5

There were no impairments of equity accounted associates during the reporting period (31 December 2023: $nil).

In the opinion of the Directors, there are no individually material associates as at 31 December 2024.

26. JOINT VENTURE ENTITIES

The Group has the following joint venture entities:

			Ownership interest	
Name of entity	Principal activity	Country	December 2024 %	December 2023 %
Adelaide Metro Operations Pty Ltd	Integrated Solutions	Australia	50	50
Auckland One Rail Limited	Integrated Solutions	New Zealand	50	50
Australian Terminal Operations Management Pty Ltd	Integration Solutions	Australia	50	50
Canberra Metro Operations Pty Ltd	Integrated Solutions	Australia	50	50
CIP Holdings General Partner Limited[1]	Investment	New Zealand	40	40
CIP Project General Partner Limited[1]	Investment	New Zealand	40	40
Cockatoo Mining Pty Ltd[2]	Natural Resources	Australia	50	-
Cornerstone Infrastructure Partners Holding LP[1]	Investment	New Zealand	40	40
Cornerstone Infrastructure Partners LP	Investment	New Zealand	40	40
Glenrowan Solar Farm Pty Ltd	Investment	Australia	51	51
Glenrowan Solar Farm Trust	Investment	Australia	51	51
Glenrowan Solar Finance Pty Ltd	Investment	Australia	51	51
Glenrowan Solar Holdings Pty Ltd	Investment	Australia	51	51
GSJV Guyana Inc[1]	Investment	Guyana	50	50
GSJV SCC (formerly GSJV Limited (Barbados))[1]	Investment	Barbados	50	50
IC Integrity Pty Ltd	Integrated Solutions	Australia	49	49
Kings Square No.4 Unit Trust[1]	Investment	Australia	50	50
Kings Square Pty Ltd[1]	Investment	Australia	50	50
Mechatronix Pty Ltd[2]	Natural Resources	Australia	50	-
Momentum Trains Holding Pty Ltd[1]	Investment	Australia	49	49
Momentum Trains Holding Trust[1]	Investment	Australia	49	49
Momentum Trains Pty Ltd[1]	Investment	Australia	49	49
Momentum Trains Trust[1]	Investment	Australia	49	49
Mpeet Pty Limited	Integrated Solutions	Australia	50	50
Mulba Mia Leighton Broad Joint Venture[1,4]	Engineering & Construction	Australia	-	50
Pulse Partners Agent Pty Ltd[1,4]	Investment	Australia	-	49
Pulse Partners Holding Pty Ltd[1]	Investment	Australia	49	49
Pulse Partners Holding Trust[1]	Investment	Australia	49	49
Pulse Partners Trust[1]	Investment	Australia	49	49
Pulse Partnerships Pty Ltd[1]	Investment	Australia	49	49
Spark NEL DC Workforce Pty Ltd	Engineering & Construction	Australia	33	33
Thiess Group Holdings Pty Ltd[3]	Investment	Australia	-	50
U-Go Mobility Pty Ltd	Integrated Solutions	Australia	50	50
Wallan Project Pty Ltd[1] (act as trustee of Wallan Project Trust)	Investment	Australia	49	49
Wallan Project Trust[1]	Investment	Australia	49	49

All joint venture entities have a statutory reporting date of 31 December with the following exceptions as they are aligned with the joint venture partners' reporting date and / or the reporting date is prescribed by local statutory requirements:

[1]Entities have a 30 June statutory reporting date.

[2]Entities added following the Group's acquisition of an additional 10% share interest in Thiess Group Holdings Pty Ltd which resulted in CIMIC gaining a controlling interest in Thiess. Refer to Note 29 – Acquisitions and disposals.

[3]In the period, Thiess Group Holdings Pty Ltd ceased to be a joint venture on 23 April 2024 following the Group's acquisition of an additional 10% share interest which resulted in CIMIC gaining a controlling interest in Thiess. Refer to Note 29 – Acquisitions and disposals.

[4]Entity deregistered during the year ended 31 December 2024.

26. JOINT VENTURE ENTITIES CONTINUED

The Group's share of joint venture entities' results, assets and liabilities are as follows:

	12 months to December 2024[1] $m	12 months to December 2023[2] $m
Summarised profit or loss		
Revenue	1,464.6	3,490.0
Expenses	(1,344.9)	(3,195.8)
Finance income	7.6	8.3
Finance costs	(103.3)	(158.5)
Profit before tax	24.0	144.0
Income tax expense	(7.6)	(33.0)
Profit for the period	16.4	111.0

	December 2024[1] $m	December 2023[2] $m
Summarised balance sheet		
Current assets	582.7	1,151.1
Non-current assets	1,596.0	4,445.6
Total assets	2,178.7	5,596.7
Current liabilities	174.4	914.7
Non-current liabilities	1,692.7	3,051.1
Total liabilities	1,867.1	3,965.8
The Group's share of joint venture entities' net assets at reporting date	311.6	1,630.9

[1] Following the additional 10% acquisition of Thiess, 2024 includes the results of Thiess as a joint venture only for the period between 1 January 2024 to 22 April 2024.

[2] 2023 has been restated to consolidate both 'Immaterial joint venture entities' and 'Material joint venture entities' results, which were separately disclosed in the 2023 Annual Report.

There were no impairments of investments in joint ventures during the reporting period (31 December 2023: $nil).

27. JOINT OPERATIONS

The Group has the following interest in joint operations:

			Ownership interest	
Name of arrangement	Principal activity	Country	December 2024 %	December 2023 %
Acciona Construction Australia Pty Ltd & CPB Contractors Pty Ltd	Engineering & Construction	Australia	50	50
Acciona Construction Australia Pty Ltd & CPB Contractors Pty Limited & Ghella Pty Ltd	Engineering & Construction	Australia	40	40
Acciona Infrastructure & CPB Contractors Joint Venture (formerly Leighton Abigroup Consortium (Epping to Thornleigh))	Engineering & Construction	Australia	50	50
Altrad Services Pty Ltd & UGL Operations and Maintenance Pty Limited (formerly UGL Cape)	Integrated Solutions	Australia	50	50
AECOM Australia Pty Ltd & BG&E Pty Limited & Georgiou Group Pty Ltd & GHD Pty Ltd & CPB Contractors Pty Limited[4]	Engineering & Construction	Australia	-	68
CH2-UGL JV[4]	Engineering & Construction	Australia	-	50
CPB & BMD JV	Engineering & Construction	Australia	50	50
CPB & JHG JV	Engineering & Construction	Australia	50	50
CPB & United Infrastructure JV	Engineering & Construction	Australia	75	75
CPB BAM Ghella UGL Joint Venture	Engineering & Construction	Australia	54	54
CPB Black & Veatch Joint Venture[1]	Engineering & Construction	Australia	50	50
CPB Contractors & Georgiou Group	Engineering & Construction	Australia	50	50
CPB Contractors & Georgiou Group (Elevate Joint Venture)	Engineering & Construction	Australia	80	-
CPB Contractors & Spotless Facilities Services	Engineering & Construction	Australia	50	50
CPB Contractors Pty Limited & DT Infrastructure Pty Ltd	Engineering & Construction	Australia	67	67
CPB Contractors Pty Limited & DT Infrastructure Pty Ltd (NEWest Alliance)	Engineering & Construction	Australia	50	50
CPB Contractors Pty Limited & Ghella Pty Ltd Joint Venture	Engineering & Construction	Australia	75	75
CPB Contractors Pty Limited & McConnell Dowell Constructions (Aust) Pty Ltd	Engineering & Construction	Australia	50	-
CPB Dragados Samsung Joint Venture	Engineering & Construction	Australia	40	40
CPB Ghella UGL JV	Engineering & Construction	Australia	78	78
CPB John Holland Dragados Joint Venture	Engineering & Construction	Australia	50	50
CPB Samsung John Holland Joint Venture	Engineering & Construction	Australia	33	33
CPB Seymour Whyte JV	Engineering & Construction	Australia	50	50
CPB Southbase JV	Engineering & Construction	New Zealand	60	60
Downer EDI Works Pty Ltd & CPB Contractors Pty Limited (Parramatta Connect) (formerly CPB Downer EDI JV)	Engineering & Construction	Australia	50	67
Downer EDI Works Pty Ltd & CPB Contractors Pty Limited (Regional Rail Package F) (formerly Leighton Contractors Downer Joint Venture)[1,4]	Engineering & Construction	Australia	-	50
EV LNG Australia Pty Ltd & Thiess Pty Ltd (EVT JV)[3]	Engineering & Construction	Australia	50	-
First Balfour-Leighton Joint Venture	Engineering & Construction	Philippines	40	40
Gammon - Leighton Joint Venture	Engineering & Construction	Hong Kong	50	50
GE Betz Pty Limited & McConnell Dowell Constructors (Aust) Pty Ltd & United Group Infrastructure Pty Ltd	Engineering & Construction	Australia	50	50
Global Mission Support Alliance Joint Venture	Engineering & Construction	United States	75	-
HYLC Joint Venture[1]	Engineering & Construction	Australia	50	50
IEC Boardwalk JV	Engineering & Construction	Hong Kong	34	34
JH & CPB & Ghella JV	Engineering & Construction	Australia	45	45
JH & CPB & Ghella JV (JCG JC)	Engineering & Construction	Australia	40	-
John Holland and UGL Infrastructure	Engineering & Construction	Australia	50	50
John Holland Pty Ltd, UGL Engineering Pty Ltd and GHD Pty Ltd trading as Malabar Alliance	Engineering & Construction	Australia	50	50

27. JOINT OPERATIONS CONTINUED

Name of arrangement	Principal activity	Country	Ownership interest December 2024 %	Ownership interest December 2023 %
JH & CPB & Ghella JV (JCG JC)	Engineering & Construction	Australia	40	-
John Holland and UGL Infrastructure	Engineering & Construction	Australia	50	50
John Holland Pty Ltd, UGL Engineering Pty Ltd and GHD Pty Ltd trading as Malabar Alliance	Engineering & Construction	Australia	50	50
Leighton Abigroup Joint Venture[1]	Engineering & Construction	Australia	50	50
Leighton - Able Joint Venture	Engineering & Construction	Hong Kong	51	51
Leighton - China State - Van Oord Joint Venture[4]	Engineering & Construction	Hong Kong	-	45
Leighton - China State Joint Venture	Engineering & Construction	Hong Kong	51	51
Leighton China State Joint Venture (Wynn Resort)	Engineering & Construction	Macau	50	50
Leighton - Chubb E&M Joint Venture	Engineering & Construction	Hong Kong	50	50
Leighton - Chun Wo Joint Venture	Engineering & Construction	Hong Kong	84	84
Leighton - Chun Wo Joint Venture	Engineering & Construction	Hong Kong	60	60
Leighton - Chun Wo Joint Venture	Engineering & Construction	Hong Kong	70	70
Leighton-First Balfour Joint Venture	Engineering & Construction	Philippines	65	65
Leighton-First Balfour Joint Venture	Engineering & Construction	Philippines	50	50
Leighton - Gammon Joint Venture	Engineering & Construction	Hong Kong	50	50
Leighton - HEB Joint Venture	Engineering & Construction	New Zealand	80	80
Leighton-Infra 13 Joint Venture[2]	Engineering & Construction	India	50	50
Leighton-Ose Joint Venture[2]	Engineering & Construction	India	50	50
Leighton - Total Joint Operation	Engineering & Construction	Indonesia	67	67
Leighton Fulton Hogan Joint Venture (Sapphire to Woolgoolga)[1,4]	Engineering & Construction	Australia	-	50
Leighton Fulton Hogan Joint Venture (Sh16 Causeway Upgrade)	Engineering & Construction	New Zealand	50	50
Leighton John Holland Joint Venture	Engineering & Construction	Singapore	50	50
Leighton M&E – Southa Joint Venture	Engineering & Construction	Hong Kong	50	50
Leighton York Joint Venture	Engineering & Construction	Australia	75	75
LLECPB Crossing Removal JV	Engineering & Construction	Australia	50	50
LS&W JV HYD01[2]	Engineering & Construction	India	51	-
Manidis Roberts Pty Limited & MWH Australia Pty Ltd & PB Australia Pty Limited & United Group Infrastructure Pty Ltd	Integrated Solutions	Australia	60	60
Metropolitan Road Improvement Alliance	Engineering & Construction	Australia	71	71
Mitsubishi Electric Australia Pty Ltd & Hyundai Rotem Company & UGL Rail Services Pty Limited	Integrated Solutions	Australia	17	17
Murray & Roberts Marine Malaysia - Leighton Contractors Malaysia Joint Venture[1]	Engineering & Construction	Malaysia	50	50
NDH Joint Venture	Engineering & Construction	Hong Kong	55	-
NRT - Design & Delivery JV	Engineering & Construction	Australia	50	50
NRT – Infrastructure Joint Venture[4]	Engineering & Construction	Australia	-	50
NRT Systems JV	Integrated Solutions	Australia	40	40
N.V. Besix S.A. & Thiess Pty Ltd (Best JV)[3]	Natural Resources	Australia	50	-
OWP Joint Venture (Optus Wireless JV)	Integrated Solutions	Australia	50	50
Parsons Brinckerhoff Australia Pty Limited & RPS Manidis Roberts Pty Ltd & Seymour Whyte Constructions Pty Ltd & UGL Engineering Pty Limited	Engineering & Construction	Australia	33	33
PTA Radio[4]	Integrated Solutions	Australia	-	44
Rizzani CPB Joint Venture	Engineering & Construction	Australia	50	50
Spark NEL DC JV	Engineering & Construction	Australia	28	28
Thiess Balfour Beatty Joint Venture[3]	Engineering & Construction	Australia	67	-
Thiess Degremont JV[3]	Engineering & Construction	Australia	65	-

27. JOINT OPERATIONS CONTINUED

			Ownership interest	
Name of arrangement	Principal activity	Country	December 2024 %	December 2023 %
Thiess Degremont Nacap Joint Venture[3]	Engineering & Construction	Australia	33	-
Thiess John Holland Joint Venture (Airport Link)[3]	Engineering & Construction	Australia	50	-
Thiess John Holland Joint Venture (EastLink)[3]	Engineering & Construction	Australia	50	-
Thiess KMC JV	Natural Resources	Canada	52	-
UGL Engineering Pty Ltd and ADCO Constructions Pty Ltd JV (Eastrail)	Engineering & Construction	Australia	48	-
UGL Kentz[4]	Integrated Solutions	Australia	-	50
Veolia Water - Leighton - John Holland Joint Venture	Engineering & Construction	Hong Kong	24	24
WSO M7 Stage 3 JV	Engineering & Construction	Australia	50	50
WSP Australia Pty Limited & UGL Engineering Pty Limited	Integrated Solutions	Australia	50	50

All joint operations have a reporting date of 31 December with the following exceptions:

[1]Arrangements have a 30 June reporting date. These entities have different statutory reporting dates to the Group as they are aligned with the joint operations partners' reporting date and / or the reporting date is prescribed by local statutory requirements.

[2]Arrangements have a 31 March reporting date. These entities have different statutory reporting dates to the Group as they are aligned with the joint operations partners' reporting date and / or the reporting date is prescribed by local statutory requirements.

[3]Entities added following the Group's acquisition of an additional 10% share interest in Thiess Group Holdings Pty Ltd which resulted in CIMIC gaining a controlling interest in Thiess. Refer to Note 29 – Acquisitions and disposals.

[4]Entity deregistered during the year ended 31 December 2024.

28. NOTES TO THE STATEMENT OF CASH FLOWS

a) Reconciliation of profit for the year to net cash from operating activities

	12 months to December 2024 $m	12 months to December 2023 $m
Profit before tax	780.2	494.3
Adjustments for:		
- Depreciation and amortisation	791.8	300.2
- Other adjustments to net profit	244.1	(68.6)
- Changes in working capital (net current assets)	(180.1)	(503.3)
- Interest payable	(475.0)	(263.5)
- Dividend receivable	88.5	97.7
- Interest receivable	105.0	83.2
- Income tax payable	(205.4)	(17.9)
Net cash from operating activities	1,149.1	122.1

Interest on finance leases of $39.6 million (December 2023: $11.9 million) is disclosed within repayment of leases in the consolidated statement of cash flows. The 12 months to 31 December 2024 includes the post-acquisition impact of Thiess from 23 April 2024.

28. NOTES TO THE STATEMENT OF CASH FLOWS CONTINUED

b) Reconciliation of liabilities arising from financing activities

Interest bearing loans and financial liabilities

	December 2023 $m	Cash flows $m	Amortisation of borrowing costs $m	Foreign exchange and other movements[1] $m	December 2024 $m
Interest bearing loans	3,045.0	428.5	13.2	2,388.0	5,874.7
Financial liability	-	-	-	1,073.0	1,073.0

	December 2022 $m	Cash flows $m	Amortisation of borrowing costs $m	Foreign exchange and other movements[1] $m	December 2023 $m
Interest bearing loans	3,345.3	(255.5)	6.6	(51.4)	3,045.0
Financial liability	33.7	(34.0)	-	0.3	-

[1] Includes the impact of foreign exchange and other movements including acquisitions and disposals.

Lease liabilities

	December 2023 $m	Cash flows $m	Addition / acquisitions $m	Interest charged $m	Other $m	December 2024 $m
Lease liabilities	237.4	(258.8)	920.0	39.6	(1.5)	936.7

	December 2022 $m	Cash flows $m	Addition / acquisitions $m	Interest charged $m	Other $m	December 2023 $m
Lease liabilities	264.6	(98.0)	74.0	11.9	(15.1)	237.4

29. ACQUISITIONS AND DISPOSALS

Acquisitions

Thiess Group

On 23 April 2024, CIMIC Group Limited acquired an additional 10% of Thiess Group Holdings Pty Ltd (Thiess comprising ordinary shares, Preference A shares and Preference C shares previously held by Elliott. The cash purchase price was $320.0 million and increased CIMIC's ownership of Thiess to 60%. CIMIC and Elliott continue to have equal Thiess board representation while revisions to the shareholders agreement strengthened CIMIC's governance over the day-to-day operations of the company. CIMIC now has the ability to direct Thiess' relevant activities and, as such, Thiess is a controlled entity of CIMIC under Australian Accounting Standards. Elliott's retained interest is recognised within non-controlling interests in the statement of financial position. Thiess is a diversified global leader in mining services, underpinned by long-term, low-risk contracts which strengthen CIMIC's business profile, as it grows its commodities portfolio to include metals and minerals critical to the world's shift to zero emissions, reflecting the strategic importance of the energy transition to CIMIC.

The acquisition has been accounted for as a step acquisition under Accounting Standard AASB 3: *Business Combinations* ("AASB 3" as follows: the purchase consideration was determined to be $2,852.7 million, of which none was deferred. It comprised cash consideration paid, the contribution of CIMIC's pre-existing interest, remeasured to fair value, and the total value of non-controlling interest. The fair value of the identifiable net liabilities of Thiess acquired by the Group was $289.9 million.

The accounting for the acquisition and purchase price allocation was finalised before the issuance of these financial statements. The values of the assets and liabilities acquired include valuations of property, plant and equipment and intangible assets by external experts, as well as fair value adjustments on contract debtors, existing capitalised transaction costs, tax contingencies and for certain contracts with unfavourable terms relative to market at acquisition date.

Details of the purchase consideration, the net assets acquired, and goodwill recognised from the acquisition are as follows:

	$m
Cash purchase price (10%)	320.0
Fair value of pre-existing interest (50%)	2,489.6
Non-controlling interest (40%)	43.1
Total consideration for goodwill calculation (100%)	**2,852.7**

The fair value of CIMIC's existing stake at the date that control was obtained, was determined with support from external experts. The assets and liabilities recognised as a result of the acquisition are as follows:

	$m
Property, plant and equipment	1,737.3
Intangibles	605.1
Cash and cash equivalents	103.4
Trade and other receivables	1,529.0
Other assets	331.7
Payables and other liabilities	(3,790.5)
Provisions	(189.8)
Lease liabilities	(599.2)
Less: Thiess non-controlling interest	(16.9)
Total fair value of net identifiable (liabilities) / assets acquired	**(289.9)**
Goodwill on acquisition	3,142.6
Total consideration	**2,852.7**

29. ACQUISITIONS AND DISPOSALS CONTINUED

Acquisitions continued

Thiess Group continued

The goodwill is attributable to the future profitability and expertise of the Thiess Group. The goodwill is not deductible for income tax purposes. The fair value of the trade and other receivables is $1,529.0 million. The gross contractual amount of Trade and other receivables is $1,580.9 million, with the best estimate at acquisition date of the contractual cash flows not expected to be collected amounting to $51.9 million. Non-controlling interest has been measured at the proportionate share of acquired entity's net identifiable net assets / (liabilities) excluding goodwill for the ordinary shares and Preference A Shares, and at fair value for the Preference C Shares as a result of their contractual terms.

A gain of $972.2 million is reported in other gains and arises on the remeasurement of the pre-acquisition carrying value of $1,480.9 million of CIMIC's pre-existing 50% interest in Thiess. The gain arises on the revaluation of CIMIC's previously held equity accounted investment to fair value, net of recycling of joint venture reserves from equity to profit and loss and transaction related costs. The contribution to the Group from the acquisition date to the end of the period ended 31 December 2024 was $4,344.7 million revenue and $167.2 million profit after tax and non-controlling interest. Had the acquisition occurred on 1 January 2024, the contribution to the Group for the period ended 31 December 2024 would have been $6,058.7 million revenue. Profit after tax and non-controlling interest would have increased in accordance with the 10% increase in shareholding in Thiess Group Holdings Pty Ltd by $13.5 million.

Prudentia Engineering

On 29 February 2024, CIMIC through its wholly owned subsidiary Sedgman Pty Limited, acquired 100% of Prudentia Process Consulting Pty Ltd ("Prudentia"). Prudentia is a project management and engineering company operating in the resources sector based in Brisbane, Queensland. The company delivers sustaining capital through specialising in greenfield and brownfield engineering projects in mining and minerals processing. The purchase consideration was $34.0 million cash, of which $11.0 million was deferred. Subsequent to the acquisition, the $11.0 million deferred amount is not yet due to be paid. The acquisition has been accounted for under AASB 3: *Business Combinations*.
The contribution by Prudentia to the Group from either the acquisition date or 1 January 2024 to the end of the period ended 31 December 2024 was immaterial.

MinSol Engineering

On 2 April 2024, CIMIC through its wholly owned subsidiary Sedgman Pty Limited, acquired 100% of MinSol Engineering Pty Limited ("MinSol"). This company is a Western Australian based critical minerals processing company specialising in engineering of hard rock lithium concentration and refining processes. The purchase consideration was $13.0 million cash, of which $3.0 million was deferred. Subsequent to the acquisition, the $3.0 million deferred amount is not yet due to be paid. The acquisition has been accounted for under AASB 3: *Business Combinations*.
The contribution by MinSol to the Group from either the acquisition date or 1 January 2024 to the end of the period ended 31 December 2024 was immaterial.

29. ACQUISITIONS AND DISPOSALS CONTINUED

Acquisitions continued

PYBAR

On 31 May 2024, CIMIC through its subsidiary Thiess Group Holdings Pty Ltd acquired 100% of PYBAR Holdings Pty Limited ("PYBAR". PYBAR is an underground metals mining services company operating in the hard rock mining industry based in Orange, New South Wales with projects in Queensland, New South Wales and Tasmania. The purchase consideration was $54.4 million cash, of which none was deferred. The acquisition has been accounted for under AASB 3: *Business Combinations*.
The contribution by PYBAR to the Group from either the acquisition date or 1 January 2024 to the end of the period ended 31 December 2024 was immaterial.

Maverick

On 2 December 2024, CIMIC through its wholly owned subsidiary Leighton Asia Limited Group acquired 100% of Maverick United Consulting Engineers ("Maverick". Maverick is a structural engineering design consultancy firm providing services primarily to the data centre industry located in Kuala Lumpur, Malaysia. The purchase consideration was $3.1 million cash, of which was $1.0 million is deferred. The acquisition has been accounted for under AASB 3: *Business Combinations*. Subsequent to the acquisition, the $1.0 million deferred amount is not yet due to be paid.
The contribution by Maverick to the Group from either the acquisition date or 1 January 2024 to the end of the period ended 31 December 2024 was immaterial.

30. COMMITMENTS

Capital expenditure contracted for at reporting date but not recognised as liabilities is as follows:

	December 2024 $m	December 2023 $m
Property, plant and equipment		
Payable:		
- within one year	66.0	107.8
- later than one year but not later than five years	-	-
- later than five years	-	-
Total	66.0	107.8
Share of Joint Ventures' commitments - property, plant and equipment		
Payable:		
- within one year	0.3	14.4
- later than one year but not later than five years	2.0	-
- later than five years	-	-
Total	2.3	14.4
Share of Associates' commitments - property, plant and equipment		
Payable:		
- within one year	0.4	0.3
- later than one year but not later than five years	-	-
- later than five years	-	-
Total	0.4	0.3

31. CONTINGENT LIABILITIES

Bank guarantees, insurance bonds and letters of credit

Indemnities given by third parties on behalf of controlled entities and equity accounted investments are as follows:

	December 2024 $m	December 2023 $m
Bank guarantees	4,158.7	3,858.4
Insurance, performance and payment bonds	1,915.7	1,769.2
Letters of credit	242.3	333.4

Other contingencies

i. The Company gives, in the ordinary course of business, guarantees and indemnities in respect of the performance by controlled entities, associates and related parties of their contractual and financial obligations. The value of these guarantees and indemnities is indeterminable in amount.

ii. There exists in some entities within the Group the normal design liability in relation to completed design and construction projects.

iii. Certain entities within the Group have the normal contractor's liability in relation to construction contracts. This liability may include litigation by or against the Group and / or joint arrangements in which the Group has an interest. It is not possible to estimate the financial effect of these claims should they be successful.

iv. Controlled entities have entered into joint arrangements under which the controlled entity may be jointly and severally liable for the liabilities of the joint arrangement.

v. Pursuant to the ASIC Corporations (Wholly-owned Companies) Instrument 2016/785, the Company has entered into approved deeds of cross-guarantee with participating Australian subsidiary companies.

vi. On 13 February 2012, CIMIC announced that it had reported to the Australian Federal Police ("AFP") a possible breach by the Leighton International business of its Code of Ethics that, if substantiated, may have contravened Australian laws. The matter, has been, and in some cases continues to be, subject to the investigations below:

- In March 2014, the Australian Securities and Investment Commission ("ASIC") commenced a formal investigation into potential breaches of the Corporations Act relating to a number of matters being investigated by the AFP. In March 2017, ASIC advised CIMIC that its investigation has concluded and it will take no further action.
- On 22 May 2018, the UK Serious Fraud Office ("SFO") announced it has charged individuals, none of whom are CIMIC employees, and on 26 June 2018 announced it has charged a company, which is not a member of the CIMIC Group. On 19 July 2019 the SFO announced that one individual had pleaded guilty to charges. Following trials in 2020 and 2021 the individuals were convicted on some charges. However, some of those convictions have been overturned on appeal. None of the juries' guilty findings relate to charges involving the CIMIC Group company contracts.
- On 1 March 2019, CIMIC entered into an investigation agreement with the Department of Justice ("DOJ"). On 30 October 2019 the US DOJ announced that in March 2019 three individuals not employed by CIMIC pleaded guilty to a charge of conspiracy to violate the Foreign Corrupt Practices Act.
- On 18 November 2020 the AFP advised CIMIC that it had charged an ex-employee with alleged offences relating to foreign bribery and related matters and on 23 February 2021 the AFP announced it had brought an additional charge in relation to foreign bribery. On 11 January 2021 the AFP informed CIMIC that it had charged a second ex-employee with related offences. The AFP has also indicated it may charge a further ex-employee and that its investigations continue. CIMIC does not know when the charges will be heard or the outcome of any investigation.

No CIMIC Group company has been charged.

CIMIC continues to cooperate with all official investigations.

31. CONTINGENT LIABILITIES CONTINUED

Other contingencies continued

vii. CIMIC's wholly owned subsidiary, CPB Contractors, and its joint venture partner Hansen Yuncken, in a 50/50 JV, were awarded the design and construction of the new Royal Adelaide Hospital for the South Australian State Government. The project experienced difficulties and delays arising from the complex interdependencies between the State's works and the JV's works and a dispute between the parties arose. The arbitration to settle the dispute between the parties is ongoing. The evidence phase of the hearing is complete and the parties closing submissions were heard in July and early August 2024. The arbitration award is expected in 2025.

viii. CIMIC in conjunction with their joint venture partner (together the "M6 D&C JV"), contracted to deliver the M6 Stage 1 motorway tunnel project for Transport for New South Wales (TfNSW). During the course of 2024, whilst undertaking tunnelling works, the project experienced differing ground conditions not anticipated at time of tender (geotechnical events).

As a consequence of these conditions, works in the affected areas have stopped until a suitable revised engineering methodology has been developed. TfNSW has publicly announced the completion timeline for the project will be significantly extended.

The M6 D&C JV has submitted the required initial claim notifications to TfNSW which set out our basis of contractual entitlement to extensions of time and costs as a result of these geotechnical events. Without prejudice discussions are underway between the parties to find an appropriate commercial resolution given the complex nature of the geotechnical events. Accordingly, it is not yet practicable to establish an estimate of the potential net financial effect on contract related balances as at 31 December 2024 or that may arise in a subsequent financial period, until the matter is resolved by the parties.

ix. The Group operates across a large number of jurisdictions, and from time-to-time may be subject to a tax audit or inquiries from local tax authorities. CIMIC maintains that the tax treatments adopted are appropriate. Where the amount of tax payable or recoverable is uncertain, whether due to a local tax authority challenge or due to uncertainty regarding the appropriate treatment, judgement is required to assess the probability that the adopted treatment will be accepted.

32. CAPITAL RISK MANAGEMENT

Capital planning forms part of the business and strategic plans of the Group. Decisions relating to obtaining and investing capital are made following consideration of the Group's key financial objectives including the maintenance of an investment grade credit rating. Performance measures include return on revenue, return on equity, earnings growth, liquidity and borrowing capacity. The Group has access to numerous sources of capital both domestically and internationally, including cash balances, equity, bank debt, capital markets, insurance, lease facilities and trade finance facilities.

33. FINANCIAL INSTRUMENTS

a) Classification of financial assets and financial liabilities

	December 2024 $m	December 2023 $m
Financial assets		
Financial assets at amortised cost:		
Cash and cash equivalents	2,660.7	2,498.9
Trade and other receivables[1]	2,055.9	1,131.2
Financial assets at fair value through profit or loss	65.6	291.0
Financial assets at fair value through other comprehensive income	63.4	5.9
Derivative financial instruments:		
Used for hedging	56.9	23.1
Held for trading at fair value through profit or loss	7.5	5.4
Balance at reporting date	4,910.0	3,955.5

[1]Excludes prepayments of $167.3 million (31 December 2023: $216.2 million).

	December 2024 $m	December 2023 $m
Financial liabilities		
Financial liabilities at amortised cost:		
Trade and other payables	7,048.0	5,172.1
Financial liability[2]	1,073.0	-
Interest bearing liabilities	5,874.7	3,045.0
Lease liabilities	936.7	237.4
Derivative financial instruments:		
Used for hedging	1.3	12.7
Held for trading at fair value through profit or loss	-	1.6
Balance at reporting date	14,933.7	8,468.8

[2]Represents the payout under the Elliott put option to CIMIC. Refer to *Put Option and Class C Shares Options* below.

Put Option and Class C Share Options
CIMIC's co-investor in Thiess, Elliott, holds a put option ('Put Option') that enables it to put back to CIMIC its full interest in ordinary shares and Class A Preference Shares held in Thiess. On completion of CIMIC's acquisition of 10% of Thiess on 23 April 2024, the terms of the Elliott put option, were changed. The Put Option is now exercisable from 22 April 2025 to 31 December 2026. In addition, the existing Elliot Hybrid Put Option ('Hybrid Option') over the Class C Preference Shares were unchanged with these shares being puttable on the earlier of six months after exercise of the Put Option or six months after the end of the Put Option period. As a consequence of the 23 April 2024 transaction and the required consolidation of Thiess, the Put Option and Hybrid Option are required to be recognised as an option over non-controlling interest and the present value of the gross redemption value is recognised as a financial liability alongside a reduction in the parent's equity within reserves. The Put Option and Hybrid Option gross financial liability values were $920.0 million and $153.0 million respectively, totalling $1,073.0 million. No adjustment has been made for the probability of the assets being put to CIMIC. Prior to Thiess becoming a controlled entity on 23 April 2024, the options were previously recognised as derivative financial instruments in accordance with AASB 9 at fair value.

The Group's exposure to various risks associated with the financial instruments is discussed in Note 33(b): *Financial risk management – Credit risk*. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial asset mentioned above. Where carrying amounts differ from fair value, these amounts are shown in Note 33(c): *Financial instruments – Fair value hierarchy.* All other assets and liabilities in the Group's consolidated statement of financial position approximate fair values.

33. FINANCIAL INSTRUMENTS CONTINUED

a) Classification of financial assets and financial liabilities continued

The Group's financial instruments resulted in the following income, expenses and gains and losses recognised in the consolidated statement of profit or loss:

	12 months to December 2024 $m	12 months to December 2023 $m
Income, expenses and gains and losses recognised in the statement of profit or loss:		
Interest from assets held at amortised cost	82.1	78.2
Net fair value gain on equity investments mandatorily measured at FVPL[1]	(26.4)	29.4
Loss on de-recognition of financial assets	(14.5)	(11.7)
Net foreign exchange (losses) / gain recognised in profit for the period	(18.2)	(3.1)
Impairment gain on remeasurement of financial assets	12.0	-

[1]Includes Thiess Class C Preference shares for the period ended 31 December 2024 of $(15.6) million (31 December 2023: $18.0 million). Fair value movements in relation to Class C Preference shares are offset by dividends received of $22.9m (31 December 2023: $4.9 million). In 2022, CIMIC subscribed to Class C Preference shares in Thiess totalling $191.3 million. Prior to the consolidation of Thiess, the Class C Preference shares were considered a long-term interest in Thiess and accounted for as an equity instrument in accordance with AASB 9: *Financial Instruments*, until the transaction on 23 April 2024.

b) Financial risk management

The activities of the Group result in exposure to credit, liquidity and market risk (equity price, foreign currency and interest rate). To minimise any adverse effects on the financial performance of the Group, derivative financial instruments, such as foreign exchange forward contracts, are used to hedge certain foreign currency risk exposures. These instruments reduce the uncertainty of foreign currency transactions.

Financial risk management is controlled by a central treasury department based on financial policies approved by the Board. The central treasury department identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The written principles for overall risk management cover specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

Hedge accounting is applied to remove the accounting mismatch between the hedging instrument and the hedged item. The effective portion of the change in the fair value of the hedging instrument is deferred into the cash flow hedge reserve through OCI and will be recognised in profit or loss when the hedged item affects profit or loss. This will effectively result in recognising non-financial assets at the fixed foreign currency rate for the hedged purchases.

Derivatives used for hedging

The Group has the following derivative financial instruments used for hedging:

	12 months to December 2024 $m	12 months to December 2023 $m
Current and non-current assets		
Forward foreign exchange contracts – cash flow hedges	1.0	0.9
Cross currency interest rate swap - cash flow hedges	55.9	22.2
Current and non-current liabilities		
Forward foreign exchange contracts – cash flow hedges	(1.3)	(12.7)
Cross currency interest rate swap - cash flow hedges	-	-

The Group's accounting policy for its cash flow hedges is set out in Note 1(e): *Derivative financial instruments*. For hedged forecast transactions that result in the recognition of a non-financial asset, the related hedging gains and losses are included in the initial measurement of the cost of the asset.

33. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

i) Credit risk

Credit risk represents the risk that a counterparty will not complete its obligations under a financial instrument resulting in a financial loss to the Group. The Group has a credit policy in place and exposure to credit risk is monitored on an ongoing basis. The Group minimises concentrations of credit risk by undertaking transactions with a large number of customers in various countries. Derivative and deposit counterparties are limited to investment grade financial institutions.

The ageing of the Group's receivables at the reporting date was: $731.8 million not due (31 December 2023: $360.8 million); $242.9 million past due (31 December 2023: $118.5 million). Past due is defined under AASB 9: *Financial Instruments* to mean any amount outstanding for one or more days after the contractual due date. Past due receivables aged greater than 60 days: $143.2 million or 3.3 % (31 December 2023: $68.7 million or 2.3%).

Impairment of financial assets

In relation to the impairment of financial assets, AASB 9: *Financial Instruments* requires an expected credit loss model. The expected credit loss model requires the Group to account for expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

In particular, AASB 9 requires the Group to measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses (ECL) if the credit risk of that financial instrument has increased significantly since initial recognition, or if the financial instrument is a purchased or originated credit-impaired financial asset. However, if the credit risk on a financial instrument has not increased significantly since initial recognition (except for a purchased or originated credit-impaired financial asset), the Group is required to measure the loss allowance for that financial instrument at an amount equal to 12-months ECL. AASB 9 also requires a simplified approach for measuring the loss allowance at an amount equal to lifetime ECL for trade receivables, contract assets and lease receivables in certain circumstances. The Group has applied this simplified approach, applying the accounting policy set out in Note 1(d)(iii): *Non-derivative financial instruments – impairment*.

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost, lease receivables, amounts due from customers, as well as on loan commitments and financial guarantee contracts. No impairment loss is recognised for investments in equity instruments. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

Low credit risk financial instruments

Some financial instruments are considered low credit risk due to contracts held with certain counterparties, including government organisations with strong capacity to meet contractual cash flow obligations in the near term and not expected to be affected by changes in economic and business conditions.

33. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

i) Credit risk continued

Measuring movements in credit risk
A summary of the categories used to measure credit risk are as follows:

Category	Company definition of category	Basis for recognition of expected credit loss provision
Performing	Customers have a low risk of default, no past due amounts.	12 month expected losses or Lifetime expected losses (simplified approach) where asset life is less than 12 months
Underperforming	Amount is initially past due (unless there is reasonable and supportable information to prove otherwise) or there has been a significant increase in credit risk since initial recognition.	Lifetime expected losses – not credit impaired
Non-performing	Amount is significantly past due (unless there is reasonable and supportable information to prove otherwise) and there is evidence indicating the asset is credit impaired.	Lifetime expected losses – credit impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Asset is written off

The Company considers the probability of default upon initial recognition of the asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations. In particular, the following information is taken into account when assessing significant movements in credit risk:

- internal credit rating;
- external credit rating (as far as available);
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating results of the borrower;
- significant increases in credit risk on other financial instruments of the same borrower;
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements;
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower; and
- macroeconomic information such as market interest rates and growth rates.

33. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

i) Credit risk continued

Definition of default
The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- if there is a material breach of financial covenants by the counterparty and this is not expected to be remedied in the foreseeable future; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group). Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is significantly past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets
A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy
The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Credit risk exposure
The information below details the credit quality of the Group's financial assets and other items, as well as the Group's maximum exposure to credit risk by categories.

Contract debtors, trade and other receivables
The Group applies the simplified approach to providing for expected credit losses prescribed by AASB 9: *Financial Instruments*, which permits the use of the lifetime expected loss provision for all trade receivables. There were no significant concentrations of credit risk in the current or prior year. The Group's maximum exposure to credit risk for receivables at the reporting date was $4,787.5 million (31 December 2023: $3,230.2 million). The split by geography was: Australia Pacific $2,647.5 million (31 December 2023: $1,775.3 million) and Asia, Americas & Other Overseas $2,140.0 million (31 December 2023: $1,454.9 million).

Contract debtors, trade and other receivables are rated performing, assessed under the lifetime ECL simplified method and have a net carrying amount of $4,461.4 million (31 December 2023: $3,039.1 million). The loss allowance recognised is $51.7 million (31 December 2023: $nil). Related party receivables and loans to joint ventures and associates are rated performing, assessed under the 12 month ECL and have a carrying amount of $326.1 million (31 December 2023: $191.1 million). The loss allowance recognised is $nil (31 December 2023: $nil).

33. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

ii) Liquidity risk

Liquidity risk is the risk of having insufficient funds to settle financial liabilities when they fall due. This includes having insufficient levels of committed credit facilities. The Group's objective is to maintain efficient use of cash and debt facilities in order to balance the cost of borrowing and ensuring sufficient availability of credit facilities to meet forecast capital requirements. The Group adopts a prudent approach to cash management which ensures sufficient levels of cash and committed credit facilities are maintained to meet working capital requirements. Liquidity is reviewed continually by the Group's treasury departments through daily cash monitoring, review of available credit facilities and forecasting and matching of cash flows.

Contractual maturities are outlined below, however, we are not currently aware of any circumstances where the outflows could be significantly different or occur earlier than indicated.

Contractual maturities of financial liabilities and cash flow hedge contracts as at 31 December 2024 are as follows:

31 December 2024	Carrying amount $m	Contractual cash flows $m	Less than 1 year $m	1-5 years $m	More than 5 years $m
Non-derivative financial liabilities					
Interest bearing loans	5,874.7	(6,738.9)	(205.3)	(5,176.9)	(1,356.7)
Lease liabilities	936.7	(1,022.4)	(438.4)	(565.5)	(18.5)
Total interest bearing liabilities	6,811.4	(7,761.3)	(643.7)	(5,742.4)	(1,375.2)
Trade and other payables	7,048.0	(7,048.0)	(6,515.6)	(532.4)	-

Additionally, the financial liability of $1,073.0 million represents the payout under the Elliott put option to CIMIC which is exercisable from 22 April 2025 to 31 December 2026, as such it is uncertain if it will or not be exercised within the allowed period.

Derivative financial liabilities / (assets)					
Forward exchange contracts used for foreign currency hedging:					
Net derivative financial liabilities / (assets)[1]	0.3				
Inflow		133.1	105.1	28.0	-
Outflow		(132.8)	(105.2)	(27.6)	-
Cross currency interest rate swap:					
Net derivative financial liabilities / (assets)	(55.9)				
Inflow		1,119.7	15.6	1,104.1	-
Outflow		(1,139.0)	(34.6)	(1,104.4)	-
Total net derivative financial liabilities / (assets)	(55.6)	(19.0)	(19.1)	0.1	-

[1]Net derivative financial liabilities / (assets) relating to foreign currency hedging includes $1.0 million of derivatives in an asset position and $1.3 million of derivatives in a liability position.

33. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

ii) Liquidity risk continued

Contractual maturities of financial liabilities and cash flow hedge contracts as at 31 December 2023:

31 December 2023	Carrying amount $m	Contractual cash flows $m	Less than 1 year $m	1-5 years $m	More than 5 years $m
Non-derivative financial liabilities					
Interest bearing loans	3,045.0	(3,202.9)	(60.4)	(2,119.3)	(1,023.2)
Lease liabilities	237.4	(256.9)	(91.5)	(156.9)	(8.5)
Total interest bearing liabilities	3,282.4	(3,459.8)	(151.9)	(2,276.2)	(1,031.7)
Trade and other payables	5,172.1	(5,172.1)	(4,997.6)	(174.5)	-
Derivative financial liabilities / (assets)					
Forward exchange contracts used for foreign currency hedging:					
Net derivative financial liabilities / (assets)[1]	11.8				
Inflow		203.9	150.7	53.2	-
Outflow		(215.7)	(158.0)	(57.7)	-
Cross currency interest rate swap:					
Net derivative financial liabilities / (assets)	(22.2)				
Inflow		1,098.7	15.1	60.4	1,023.2
Outflow		(1,173.6)	(34.6)	(138.4)	(1,000.6)
Total net derivative financial liabilities / (assets)	(10.4)	(86.7)	(26.8)	(82.5)	22.6

[1]Net derivative financial liabilities / (assets) relating to foreign currency hedging includes $0.9 million of derivatives in an asset position and $12.7 million of derivatives in a liability position.

33. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

ii) Liquidity risk continued

Trade finance arrangements

The Group enters into factoring agreements with banks and financial institutions. These agreements only relate to certified receivables, on a non-recourse basis, acknowledged by the client with payment only being subject to the passage of time. Under the factoring agreements:

- the certified receivables are de-recognised where the risks and rewards of the receivables have been transferred, as the cash flow is only derived when there are goods or services provided or work performed by the Group for which it is entitled to be paid;
- the cash flow to the Group only arises when there is an amount certified by the client and contractually due to be paid to the Group; there are no disputes on the amounts due and the customer has acknowledged this by way of certification; and
- the receipt by the Group irrevocably removes the Group's right to the certified receivable due from the customers.

The factoring of these receivables is therefore done on a non-recourse basis. The level of non-recourse factoring across the Group was $743.4 million as at 31 December 2024 (31 December 2023: $481.9 million).

The Group does not consider there to be a concentration of credit risk from a financial institution.

iii) Equity price risk

Equity price risk is the risk that the fair value of either a listed or unlisted equity investment, derivative equity instrument, or a portfolio of such financial instruments decreases in the future. The Group invests in equity investments through its participation in major PPP infrastructure projects. Investments may also be made as part of its strategic plans to form alliances or to invest in specialised but complementary businesses to access specialised skills, markets, or additional capacity.

Fair values

For the fair values of listed and unlisted investments and derivative equity instruments, see section (c) of this note.

Sensitivity analysis of listed and unlisted investments

The price risk for the listed and unlisted securities is immaterial in terms of the possible impact on profit or loss or total equity.

iv) Foreign currency risk

Foreign currency risk is the risk that the value of a financial commitment, a recognised asset or liability will fluctuate due to changes in foreign currency rates. The Group's foreign currency risk arises primarily from net investments in foreign operations. The Group uses non-derivative financial instruments, such as borrowings in the foreign currencies, to hedge its investments in foreign operations. Foreign currency gains and losses arising from translation of net investments in foreign operations are recognised in the foreign currency translation reserve until realised.

Shareholders of the Group are exposed to foreign currency risk on project receipts and expenditure on plant and equipment denominated in currencies other than their functional currency. Where this foreign currency risk is considered to be significant, shareholders of the Group enter into forward exchange contracts to hedge their foreign currency risk. These hedges are classified as cash flow hedges and measured at fair value.

33. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

iv) Foreign currency risk continued

Cash flow hedges
Forward exchange contracts
The Group's forward exchange contracts protect against foreign exchange rate fluctuations on highly probable forecast transactions. As at reporting date the fair value of these outstanding designated derivatives recognised in equity is $0.3 million (31 December 2023: $11.8 million). It is expected that the current hedged forecast transactions will occur during the periods outlined in section (b(ii)) above and will affect the statement of profit or loss in the same periods. There are no gains or losses recognised in the statement of profit or loss during the period due to hedge ineffectiveness.

Cross currency interest rate swap
On 20 May 2021 and 2 June 2021, CIMIC Finance Limited issued a total of EUR625.0 million of 8-Year Fixed-Rate corporate bonds in the Euro Medium Term Note market.

The notes bear interest from 28 May 2021 at the rate of 1.5% per annum and mature on 28 May 2029. Interest on the notes is paid annually on the 28th day of May in each year. Carrying amount at 31 December 2024: EUR625.0 million, equivalent to $1,041.7 million (31 December 2023: EUR625.0 million, equivalent to $1,008.1 million). The average Australian dollar to Euro exchange rate is 0.61. There are $5.1 million of capitalised borrowing and other costs recognised against the loan facility (31 December 2023: $6.2 million).

In order to hedge the exposure to movements in foreign exchange between the Australian Dollar and the Euro, the Group entered into a Cross Currency Interest Rate Swap ("CCIRS"). The terms match the term and value of the underlying debt and CIMIC has designated and documented this as a hedge relationship and swap the fixed rate Euro debt into fixed rate Australian Dollar Debt with an interest rate of 3.5%.

The notional principal of the CCIRS receive leg is EUR625.0 million at a rate of 1.5% and of the pay leg is AUD $983.3 million at a rate of 3.5%. The Group applies the maturity date approach to classify derivative financial instruments.

The hedging reserve represents hedging gains and losses recognised on the effective portion of cash flow hedges. The cumulative deferred gain or loss on the hedge is recognised in profit or loss consistent with the timing of recognition of the hedged item through profit or loss.

33. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

iv) Foreign currency risk continued

Cross currency interest rate swap

	12 months to December 2024 $m	12 months to December 2023 $m
Derivative financial assets / (liabilities)		
Assets	55.9	22.2
Liabilities	-	-
Balance at reporting date	55.9	22.2
As at reporting date		
Cumulative fair value adjustment on hedged item	(55.9)	(22.2)
Effective portion recognised in reserves	(55.8)	(22.0)
Changes during the reporting period		
Change in fair value of the hedging instrument	33.7	43.3
Change in fair value of the hedged item	(33.8)	(43.1)
Cash flow hedge reserve (cumulative)		
Cumulative fair value adjustment on hedged item	(55.9)	(22.2)
Gain / (loss) on hedge ineffectiveness recognised in profit and loss	(0.1)	(0.2)
Amount reclassified from cash flow hedge reserve to profit and loss	58.1	24.7
Effective portion recognised in cash flow hedge reserve from change in fair value of hedging instrument after FX movement	2.1	2.3
Tax impact	(0.6)	(0.7)
Cash flow hedge reserve balance	1.5	1.6

33. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

iv) Foreign currency risk continued

Forward exchange contracts

	12 months to December 2024 $m	12 months to December 2023 $m
Derivative financial liabilities		
Assets	1.0	0.9
Liabilities	(1.3)	(12.7)
Balance at reporting date	(0.3)	(11.8)
As at reporting date		
Cumulative fair value adjustment on hedged item	-	-
Effective portion recognised in reserves	(0.3)	(11.8)
Changes during the reporting period		
Change in fair value of the hedging instrument	11.5	(15.6)
Change in fair value of the hedged item	(11.5)	15.6
Effective portion recognised in cash flow hedge reserve from change in fair value of hedging instrument after foreign exchange movement	(11.5)	15.6
Amount reclassified from cash flow hedge reserve to profit and loss	10.9	9.5

33. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

v) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument or cash flow associated with the instrument will fluctuate due to changes in the market interest rates. The Group uses derivative financial instruments to assist in managing its interest rate exposure. Speculative trading is not undertaken. The Group's interest rate risk arises from the interest receivable on *'Cash and cash equivalents',* interest payable on *'Interest bearing loans'* and interest payable on *'Lease liabilities'*.

Profile
At the reporting date the interest rate profile of the Group's interest bearing financial instruments was:

	December 2024 $m	December 2023 $m
Fixed rate instruments		
Financial liabilities	(2,054.5)	(1,001.9)
Lease liabilities	-	-
Total fixed rate instruments	(2,054.5)	(1,001.9)
Variable rate instruments		
Financial assets	2,660.7	2,498.9
Financial liabilities	(3,820.2)	(2,043.1)
Lease liabilities	(936.7)	(237.4)
Total variable rate instruments	(2,096.2)	218.4

The weighted average interest rates paid during the year were as follows:

	12 months to December 2024 %	12 months to December 2023 %
Financial assets	3.5	3.4
Interest bearing financial instruments	6.5	4.9

33. FINANCIAL INSTRUMENTS CONTINUED

b) Financial risk management continued

vi) Sensitivity analysis

Foreign currency

The most significant foreign currencies the Group is exposed to is the United States dollar (US$) along with the Hong Kong dollar (HKD), which is pegged to the US$. The applicable Australian dollar to US$ exchange rates during or at the end of the relevant reporting period, were as follows - assets and liabilities: December 2024 0.63 (December 2023: 0.68), statement of profit or loss: 12 months to December 2024 0.66 (12 months to December 2023: 0.66).

At 31 December 2024, the share of the Group's assets and liabilities denominated in US$ was: assets US$2,123.5 million (31 December 2023: US$1,673.4 million); liabilities US$1,762.4 million (31 December 2023: US$656.6 million). The majority of these US$ balances are held in entities with a US$ functional currency.

A movement in the US$ against the Australian dollar at reporting date would have increased / (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis was performed on the same basis for the period ended 31 December 2023.

	Equity		Statement of Profit or Loss	
	December 2024 $m	December 2023 $m	12 months to December 2024 $m	12 months to December 2023 $m
US$ depreciates by 5% against AU$ (AU$ appreciates)	(28.7)	(74.8)	(4.2)	(1.5)
US$ appreciates by 5% against AU$ (AU$ depreciates)	28.7	74.8	4.2	1.5

Interest rate

At the reporting date it is estimated that an increase of 100bps in floating interest rates would have decreased the Group's profit after tax and retained earnings by $11.1 million (31 December 2023: increased by $1.1 million). A 100bps decrease in interest rates would have an equal and opposite effect.

With respect to the CCIRS, at the reporting date it is estimated than an increase of 100bps in floating interest rate would have increased the Group's other comprehensive income after tax and reserves by $31.0 million (31 December 2023: increased by $37.9 million). There would be no impact to the Group's profit after tax. A 100bps decrease in the floating interest rate would have an equal and opposite effect.

c) Net fair values of financial assets and liabilities

Fair value hierarchy

AASB 13: *Fair Value Measurement* requires disclosure of fair value measurements by level of the fair value hierarchy. The fair values of financial assets and liabilities held at fair value have been determined based on either the listed price or the net present value of cash flows using current market rates of interest.

The table below analyses other financial instruments carried at fair value, listed in order of valuation method. The different levels have been identified as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3: inputs for the asset or liability that are not based on observable market data.

33. FINANCIAL INSTRUMENTS CONTINUED

c) Net fair values of financial assets and liabilities continued

Fair value hierarchy continued

31 December 2024	Level 1 $m	Level 2 $m	Level 3 $m	Total $m
Assets				
Financial assets at fair value through profit or loss				
- Unlisted	-	-	65.6	65.6
Financial assets at fair value through other comprehensive income				
- Listed	63.4	-	-	63.4
Derivatives				
- Forward foreign exchange contracts - cash flow hedges	-	1.0	-	1.0
- Cross currency interest rate swap contracts - cash flow hedges	-	55.9	-	55.9
- FX swaps – held for trading	-	7.5	-	7.5
Total assets	63.4	64.4	65.6	193.4
Liabilities				
Derivatives				
- Forward foreign exchange contracts - cash flow hedges	-	(1.3)	-	(1.3)
- Cross currency interest rate swap contracts - cash flow hedges	-	-	-	-
Total liabilities	-	(1.3)	-	(1.3)

33. FINANCIAL INSTRUMENTS CONTINUED

c) Net fair values of financial assets and liabilities continued

Fair value hierarchy continued

31 December 2023	Level 1 $m	Level 2 $m	Level 3 $m	Total $m
Assets				
Financial assets at fair value through profit or loss				
- Unlisted	-	-	291.0	291.0
Financial assets at fair value through other comprehensive income				
- Listed	5.9	-	-	5.9
Derivatives				
- Forward foreign exchange contracts - cash flow hedges	-	0.9	-	0.9
- Cross currency interest rate swap contracts - cash flow hedges	-	22.2	-	22.2
- FX swaps – held for trading	-	5.4	-	5.4
Total assets	5.9	28.5	291.0	325.4
Liabilities				
Financial liabilities at fair value through profit of loss				
- Class C Shares Option	-	-	(1.6)	(1.6)
Derivatives				
- Forward foreign exchange contracts - cash flow hedges	-	(12.7)	-	(12.7)
- Cross currency interest rate swap contracts - cash flow hedges	-	-	-	-
Total liabilities	-	(12.7)	(1.6)	(14.3)

33. FINANCIAL INSTRUMENTS CONTINUED

c) Net fair values of financial assets and liabilities continued

Fair value hierarchy continued

During the period there were no transfers between Level 1, Level 2 and Level 3 fair value hierarchies. Level 3 instruments comprise unlisted equity and stapled securities and unlisted financial assets at fair value through profit and loss; the determination of the fair value of these securities is discussed below. The tables below analyse the changes in Level 3 instruments as follows:

	12 months to December 2024 $m	12 months to December 2023 $m
Financial assets at fair value through profit or loss		
Balance at beginning of reporting period	291.0	215.8
Additions	-	2.1
Disposals	(198.9)	-
Transfers	-	43.6
(Losses) / gains recognised through profit or loss[1]	(26.4)	29.4
Foreign exchange recognised in other comprehensive income	(0.1)	0.1
Balance at reporting date	65.6	291.0

[1](Losses)/gains recognised through profit or loss includes Thiess Class C preference shares for the year ended 31 December 2024 of $(15.6) million (31 December 2023: $18.0 million).

Changing inputs to the Level 3 valuations to reasonably possible alternative assumptions would not change significantly amounts recognised in profit or loss, total assets, total liabilities or total equity.

Methods and valuation techniques

The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting period.

Listed and unlisted investments
The fair values of listed investments are determined on an active market valuation basis using observable market data such as current bid prices. The fair values of unlisted investments are determined by the use of internal valuation techniques using discounted cash flows. Where practical the valuations incorporate observable market data. Assumptions are generally required with regard to future expected revenues and discount rates.

Listed and unlisted debt
Fair value has been determined based on either the listed price or the net present value of cash flows using current market rates of interest.

33. FINANCIAL INSTRUMENTS CONTINUED

c) Net fair values of financial assets and liabilities continued

Methods and valuation techniques continued

The fair value of interest bearing liabilities is:

- Euro Medium Term Notes - fair value EUR564.0 million, equivalent to $940.1 million; carrying value EUR625.0 million, equivalent to $1,041.7 million (fair value 31 December 2023: EUR539.4 million, equivalent to $870.0 million; carrying value EUR625.0 million, equivalent to $1,008.1 million).
- 10-Year-Fixed-Rate Guaranteed Notes - fair value US$672.1 million, equivalent to $1,066.9 million; carrying value US$650.0 million, equivalent to $1,031.7 million (31 December 2023: fair value US$nil million, equivalent to $nil million; carrying value US$nil million, equivalent to $nil million).

The carrying amounts of other financial assets and liabilities in the Group's statement of financial position approximate fair values.

Cash flow hedges
The Group's foreign currency forward contracts are not traded in active markets. The fair values of these contracts are estimated using a valuation technique that maximises the use of observable market inputs, e.g. market exchange and interest rates are included in Level 2 of the fair value hierarchy. Cross currency interest rate swaps are measured at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates that reflect the credit risk of various counterparties.

Put Option and Class C Shares Options
Elliott holds an option to sell all or part of its interest in Class A Preference shares or ordinary shares in Thiess to CIMIC. The terms of the 23 April 2024 transaction mean that the Put Option is now exercisable by Elliott from April 2025 to December 2026. The put option over the Class C Preference Shares has a six month notice period to exercise the Put Option. The exercise price will be the lower of a cost price or a price referable to movements in the S&P / ASX 200 Total Return index plus the accrued value of any shortfall in agreed minimum distributions.

As part of the Group's investment in the Thiess Class C Preference shares, the parties entered into an option deed which includes an option for Elliott to put their Class C Preference shares to CIMIC for a period of 42 months, starting six months after the end of the Put Option period, or, six months after the date when Elliott cease to own Class A Preference shares or ordinary shares or notices the exercise of options related to all remaining Class A preference shares or ordinary shares.

CIMIC holds a call option to acquire the Class C Preference shares from Elliott, for a period of 42 months, starting at the end of the Put Option period or the date when Elliott ceases to own any Class A Preference shares or ordinary shares.

These options were previously recognised as derivative financial instruments in accordance with AASB 9: *Financial Instruments* at fair value (31 December 2023: $nil for the Put Option and $1.6m for the Class C Shares). As a consequence of the 23 April 2024 transaction and the required consolidation of Thiess, the Put Option and Hybrid Option are required to be recognised as an option over non-controlling interest and the present value of the gross redemption value is recognised as a financial liability alongside a reduction in the parent's equity within reserves.

Accordingly, amounts of $920.0 million (Preference A) and $153.0 million (Preference C), totalling $1,073.0 million, is recognised in the statement of financial position reflecting the present value of the gross redemption value of the put option over the ordinary and Class A Preference shares and the Preference C shares. Refer to Note 29: *Acquisitions and Disposals.*

Valuation process

The internal valuation process for unlisted investments, unlisted debt and cash flow hedges is managed by a team in the Group finance department which performs the valuations required for financial reporting purposes. The valuation team reports to the CIMIC CFO. Discussions on valuation processes and outcomes are held between the valuation team and CFO as required. The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting period.

33. FINANCIAL INSTRUMENTS CONTINUED

c) Net fair values of financial assets and liabilities continued

Valuation inputs

The following table summarises the quantitative information about the significant unobservable inputs used in Level 3 fair value measurements. There were no significant inter-relationships between unobservable inputs that materially affect fair values.

Financial asset / liabilities	Significant unobservable inputs	Range of inputs	Relationship of inputs to fair value
Unlisted investments	Growth rates	2.5% - 3.0%	The impact on a change in the unobservable inputs would not change significantly amounts recognised in profit or loss, total assets or total liabilities or total equity.
	Internal rate of return	9%	
	Discount rates	8% - 15%	

33. FINANCIAL INSTRUMENTS CONTINUED

d) Interest bearing loans

Syndicated loans

CIMIC Finance Limited and CIMIC Finance (USA) Pty Ltd, wholly owned subsidiaries of the Company, have five core syndicated bank debt facilities. The maturity of the facilities are as follows:

- $625.0 million maturing on 4 October 2026
- $475.0 million maturing on 9 December 2027
- $521.6 million maturing on 4 October 2028
- $1,071.7 million maturing on 4 October 2028
- $849.2 million maturing on 1 October 2029

Thiess Group Holdings Pty Ltd, a subsidiary of the Company, has the following core syndicated bank debt facilities. The maturity of the facilities are as follows:

- $1,566.0 million maturing on 6 January 2028
- $266.0 million maturing on 6 January 2028 (USD Facility)
- $700.0 million maturing on 6 January 2028

The total carrying amount at 31 December 2024 was $3,469.4 million (carrying amount at 31 December 2023: $1,833.9 million). There are $29.5 million of capitalised borrowing costs recognised against the loan facilities (31 December 2023: $15.8 million). No amounts drawn under the syndicated loans are classified as current.

At 31 December 2024, the Group had undrawn bank facilities of $2,703.1 million (31 December 2023: $1,396.6 million), and undrawn bank guarantee facilities of $472.8 million (31 December 2023: $477.8 million).

Euro Medium Term Notes

On 20 May 2021 and 2 June 2021, CIMIC Finance Limited issued a total of EUR625.0 million of 8-Year Fixed-Rate corporate bonds in the Euro Medium Term Note market.

The notes bear interest from 28 May 2021 at the rate of 1.50% per annum and mature on 28 May 2029. Interest on the notes is paid annually on the 28th day of May in each year. Carrying amount at 31 December 2024: EUR625.0 million, equivalent to $1,041.7 million (31 December 2023: EUR625.0 million, equivalent to $1,008.1 million). There are $5.1 million of capitalised borrowing costs recognised against the notes (31 December 2023: $6.2 million).

Guaranteed Senior Notes

On 25 March 2024, CIMIC Finance (USA) Pty Ltd, a wholly owned subsidiary of the Company, issued a total of US$650.0 million of 10-Year Fixed-Rate Guaranteed Notes.

The notes bear interest from 25 March 2024 at the rate of 7.0% per annum and mature on 25 March 2034. Interest on the notes will be paid semi-annually on the 25th day of March and September in each year, commencing on 25th September 2024. Carrying amount at 31 December 2024: US$650.0 million (31 December 2023: US$nil) equivalent to $1,031.7 million (31 December 2023: $nil). There are $13.8 million of capitalised borrowing costs recognised against the loan facility (31 December 2023: $nil million).

Bilateral loans

At 31 December 2024, bilateral and other loan facilities outstanding were $304.4 million (31 December 2023: $225.0 million).

Other loans

At 31 December 2024, other loan facilities outstanding were $75.9 million (31 December 2023: $nil).

Secured facilities

Of the Group's total interest bearing liabilities $1,973.2 million as at 31 December 2024 (31 December 2023: $nil) is secured by a fixed and floating charge over assets with a total carrying value as at 31 December 2024 of $3,562.2 million (31 December 2023: $nil), both of which relate to Thiess Group Holdings Pty Ltd.

33. FINANCIAL INSTRUMENTS CONTINUED

e) Offsetting of financial assets and liabilities

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the assets and settle the liability simultaneously. The gross and net positions of financial assets and liabilities that have been offset in the balance sheet are disclosed in the table below.

	Effects of offsetting on the balance sheet			Related amounts not offset	
	Gross amounts of bank accounts with a debit balance (financial asset) $m	Gross amounts of bank accounts with a credit balance (financial liability) $m	Net cash amount $m	Amounts subject to master netting arrangements $m	Net amount $m
December 2024					
Cash[1]	573.0	(33.2)	539.8	-	-
December 2023					
Cash[1]	646.4	(48.5)	597.9	-	-

[1]The Group has transactional banking facilities that notionally pool grouped bank accounts with credit and debit balances.

34. EMPLOYEE BENEFITS

a) Defined contribution superannuation funds

During the period, the Group recognised $331.7 million (31 December 2023: $214.4 million) of defined contribution expenses.

b) Long-Term Incentive Plan

The Group's ultimate controlling parent entity, Actividades de Construcción y Servicios, SA (ACS), established a Long-Term Incentive Plan for the period 2023 to 2028 (the Plan). ACS granted stock options to CIMIC Executive Board members and certain executives in the CIMIC Group in 2023. The Plan will be settled by ACS using its own equity, and with no obligation by CIMIC to fund the scheme. As such the Plan is considered to be equity settled in accordance with AASB 2: *Share-based Payment*. CIMIC recognises an employee expense and a corresponding deemed capital contribution from ACS.

The following terms and conditions apply:

(a) The maximum number of granted options is 1,155,000 (December 2023: 1,040,000).

(b) The beneficiaries are 37 executives (31 December 2023: 34) with options from 15,000 to 200,000, including the Executive Chairman, Chief Executive Officer and Chief Financial Officer.

(c) The strike price will be EUR 31.55, equivalent to AUD $52.58 (31 December 2023: AUD $50.89) per share. The fair value of the scheme is estimated at EUR 2.20 equivalent to AUD $3.60 per share.

(d) The options were granted to the executives on 1 July 2023 and, subject to achieving the Plan and Service conditions, will expire on 30 June 2028.

(e) Vesting conditions require that, in addition to the service conditions required until the exercise date, the operational, financial and sustainability-related performance of the ACS Group during the relevant period must be compliant with the ACS Group's objectives. The criteria chosen for meeting these objectives are:

- With a weighting of 40%, the Total Shareholder Return (TSR) in the period (2023-2025) must be higher than the median of main companies in the sector with comparable stock market capitalization and international status to ACS. In this case, the executive receives 100% of the awards assigned in this section. If the TSR in this period is less than the 25th percentile of the comparable sample, the executive receives no awards for this section. If the TSR is between the 25th and 50th percentile of the sample, the executive will receive a proportional number of rewards to result (0% for the 25th percentile and 100% for the 50th percentile).
- With a weighting of 40%, the average return on equity (ROE) of the ACS Group in 2023-2025, measured as the percentage net profit over equity for the previous year (Net Profit / Equity), must be more than 10%. In the case of a lower result, the executive will be granted no awards.
- With a weighting of 20%, the average percentile obtained in the Dow Jones Sustainability Index (DJSI) in 2023-2025 must be greater than 85%. In this case, the executive receives 100% of the awards assigned in this section. If the average DJSI percentile in the measurement period is less than the 60th percentile, the executive receives no awards in this section. If the result is between the 60th and 85th percentile, the executive will receive a proportional number of rewards to result (0% for the 60th percentile and 100% for the 85th percentile).

The share-based remuneration is recognised as expenses in the consolidated income statement, with a balancing entry in other reserves in equity. Total amounts recognised in the period to 31 December 2024 is AUD $0.6 million (31 December 2023: $0.2 million).

34. EMPLOYEE BENEFITS CONTINUED

b) Long-Term Incentive Plan continued

	Long-Term Incentive
Date of grant	1 July 2023
Date of expiry	30 June 2028
Grant date fair value	AUD $3.60
Original grant	1,040,000
Unexercised options	
Unexercised options at 1 January 2024	1,040,000
- Thiess acquisition[1]	130,000
- Exercised	(70,000)
- Lapsed/forfeited	(15,000)
Unexercised options at 31 December 2024	1,085,000
Exercisable options	
- At 31 December 2024	-
Non-exercisable options	
- At 31 December 2024	1,085,000

[1]Represents the original stock options granted to five Thiess executives, granted also on 1 July 2023 under the ACS Long-Term Incentive Plan, which are now transferred and consolidated within the CIMIC Group as part of the acquisition of the additional 10% of Thiess in 2024.

35. RELATED PARTY DISCLOSURES

a) Key management personnel (KMP) and Directors

KMP compensation:

	12 months to December 2024 $'000	12 months to December 2023 $'000
Short-term employee benefits	10,305	12,278
Post-employment benefits	189	157
Termination benefits[2]	2,366	128
Share-based payments	245	122
Total KMP compensation	13,105	12,685

[2]Included in the December 2024 Termination benefits is $0.9 million in relation to share based payments.

The terms and conditions of transactions with KMP and their related entities were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-Director related entities on an arm's length basis.

Directors:

D Robinson is a partner of ESV Accounting and Business Advisors and Principal of Harveys Consulting, both of which received fees from HOCHTIEF Australia Holdings Limited for services provided to that company, which is a related party.

R Seidler received fees from HOCHTIEF Australia Holdings Limited, for services provided to that company.

Loans to KMP

There were no loans to KMP in the current or prior reporting period.

35. RELATED PARTY DISCLOSURES CONTINUED

b) Transactions with other related parties

Unless otherwise disclosed, transactions with other related parties are made on normal commercial terms and conditions. The aggregate of related party transactions was not material to the overall operations of the Group.

	December 2024 $'000	December 2023 $'000
Aggregate amounts receivable from related parties at reporting date		
Ultimate parent	73	-
Parent	229,620	156,100
Associates	12,429	21,490
Joint venture entities	10,505	10,825
Non-controlling interest	69,406	-
Other	4,028	2,720
Aggregate amounts payable to related parties at reporting date		
Associates	(88,087)	(64,389)
Joint venture entities	(63,537)	(233,451)

	12 months to December 2024 $'000	12 months to December 2023 $'000
Revenue – income from related parties		
Parent[1]	-	57,500
Associates	37,652	31,434
Joint venture entities	109,151	136,728
Revenue - interest received / receivable from related parties		
Associates	1,500	1,200
Finance costs – interest paid / payable to related parties		
Joint venture entities	(1,500)	-
Finance costs - impact of discounting - related parties		
Associates	(5,199)	(4,011)
Joint venture entities	(3,044)	(8,815)

[1]In 2023, CIMIC had identified certain unavoidable costs incurred due to HOCHTIEF Australia Holdings Limited's acquisition of the remaining minority interest in CIMIC or through CIMIC management aligning to HOCHTIEF Australia Holdings Limited's strategic direction. As such CIMIC and HOCHTIEF Australia Holdings Limited agreed a schedule of costs to be re-imbursed where it is considered commercially reasonable, by both parties, to do so. HOCHTIEF Australia Holdings Limited agreed to reimburse CIMIC $57.5 million of costs for the year ending 31 December 2023.

35. RELATED PARTY DISCLOSURES CONTINUED

b) Transactions with other related parties continued

	December 2024 Number of employees	December 2023 Number of employees
Number of employees		
Number of employees at reporting date[1]	38,394	30,960

[1]December 2024 includes all of Thiess employees following additional 10% acquisition in the period. December 2023 includes a proportional share of employees of Thiess.

c) Company information

CIMIC Group Limited is a public company limited by shares and is domiciled in Australia. The Company was incorporated in Victoria, Australia. The address of the registered office is 177 Pacific Highway, North Sydney, NSW, Australia, 2060. Number of employees at reporting date: 7 (31 December 2023: 7).

The Group operates in the infrastructure, resources and property markets. Principal activities of the Group within these markets are construction, mining and mineral processing, public private partnerships, engineering and other services (including environmental, telecommunications and operations and maintenance).

d) Ultimate parent entity

The ultimate Australian parent entity is HOCHTIEF Australia Holdings Limited and the ultimate parent entity is Actividades de Construcción y Servicios, SA (ACS) incorporated in Spain.

CIMIC Directors, Mr D Robinson, Mr P Sassenfeld and Mr R Seidler were directors of HOCHTIEF Australia Holdings Limited during the period.

CIMIC Directors Messrs del Valle Pérez, López Jiménez and Juan Santamaria were directors of ACS during the period.

36. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES

a) Parent entity disclosures

As at, and throughout, the financial year ended 31 December 2024 the parent entity of the Group was CIMIC Group Limited. A summarised statement of profit or loss and summarised statement of financial position at 31 December 2024 is set out below:

	Company	
	12 months to December 2024 $m	12 months to December 2023 $m
Comprehensive income		
(Loss) / profit for the period	(456.1)	1,361.3
Other comprehensive income	-	-
Total comprehensive (loss) / income for the period	(456.1)	1,361.3

	December 2024 $m	December 2023 $m
Statement of Financial Position		
Current assets	183.2	192.9
Non-current assets	6,462.3	6,122.1
Total assets	6,645.5	6,315.0
Current liabilities	41.8	35.8
Non-current liabilities	5,044.3	4,210.9
Total liabilities	5,086.1	4,246.7
Net assets	1,559.4	2,068.3
Equity		
Share capital	1,458.7	1,458.7
Reserves	(91.5)	(91.5)
Retained earnings	192.2	701.2
Total equity	1,559.4	2,068.4

36. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities

Name of entity		Interest held	Place of incorporation
512 Wickham Street Pty Ltd	(B)	100%	NSW
512 Wickham Street Trust	(B)	100%	NSW
A.C.N. 126 130 738 PTY LTD	(B)	100%	VIC
A.C.N. 151 868 601 PTY. LTD.	(B)	100%	VIC
Alliance Contracting Pty Ltd	(C)	100%	WA
Alloy Fab Pty Ltd	(B)	100%	WA
Arus Tenang Sdn Bhd		100%	Malaysia
Ausindo Holdings Pte Ltd	(C)	100%	Singapore
BCJHG Nominees Pty Ltd	(B)	100%	VIC
BCJHG Trust	(B)	100%	VIC
Bintai – Leighton JV		100%	Singapore
Broad Construction Pty Ltd[1]	(B)	100%	QLD
Broad Construction Services (NSW / VIC) Pty Ltd	(B)	100%	WA
Broad Construction Services (WA) Pty Ltd	(B)	100%	WA
Broad Group Holdings Pty Ltd[1]	(B)	100%	WA
CG Investments 4 Pty Ltd	(A), (B)	100%	NSW
CGI3 Pty Limited	(B)	100%	VIC
CGI4 Holdings Pty Ltd	(A), (B)	100%	NSW
CIMIC Admin Services Pty Limited[1]	(B)	100%	NSW
CIMIC Energy Pty Ltd	(A), (B)	100%	NSW
CIMIC Finance (USA) Pty Ltd	(B)	100%	NSW
CIMIC Finance Limited[1]	(B)	100%	NSW
CIMIC Group Investments No. 2 Pty Limited	(B)	100%	VIC
CIMIC Group Investments Pty Limited	(B)	100%	VIC
CIMIC Group Limited[4]	(B)	100%	VIC
CIMIC Residential Investments Pty Ltd	(B)	100%	VIC
CMENA Pty Limited	(B)	100%	VIC
Cobbora Solar Farm Pty Ltd	(A),(B)	100%	NSW
Cobbora Solar Farm Trust	(A)	100%	NSW
Cobbora Solar Holdings Pty Ltd	(A)	100%	NSW
Cobbora Solar Mid Pty Ltd	(A)	100%	NSW
Cobbora Solar Mid Trust	(A)	100%	NSW
CPB Contractors (Australia) Pty Limited	(A), (B)	100%	NSW
CPB Contractors (PNG) Limited		100%	Papua New Guinea
CPB Contractors (Queensland) Pty Limited	(A), (B)	100%	QLD
CPB Contractors (Victoria) Pty Limited	(B)	100%	VIC
CPB Contractors Pty Limited[1]	(B)	100%	NSW
CPB Contractors Pty Limited & UGL Engineering Pty Limited	(A)	100%	VIC
CPB Contractors UGL Engineering Joint Venture	(B)	100%	VIC
CPB Projects Pty Ltd (formerly known as Newest Metro Pty Ltd)	(B)	100%	NSW
Curara Pty Ltd	(B)	100%	WA

36. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities continued

Name of entity		Interest held	Place of incorporation
D.M.B. Pty. Ltd.		100%	QLD
DAIS VIC Pty Ltd	(B)	100%	VIC
Devine Constructions Pty Ltd		100%	QLD
Devine Funds Pty Ltd		100%	VIC
Devine Funds Unit Trust		100%	QLD
Devine Homes Pty Ltd		100%	QLD
Devine Land Pty Ltd		100%	QLD
Devine Pty Limited		100%	QLD
Devine Management Services Pty Ltd		100%	QLD
Devine Springwood No. 2 Pty Ltd		100%	QLD
Ecco Engineering Company Limited		100%	Hong Kong
EIC Activities Pty Ltd	(B)	100%	VIC
EIC Activities Pty Ltd (NZ)		100%	New Zealand
Fleetco Canada Rentals Ltd	(C)	100%	Canada
Fleetco Chile SPA	(C)	100%	Chile
Fleetco Holdings Pty Limited	(C)	100%	VIC
Fleetco Management Pty Limited	(C)	100%	VIC
Fleetco Rentals 2017 Pty Limited	(C)	100%	VIC
Fleetco Rentals Blue Pty Ltd	(A), (C)	100%	QLD
Fleetco Rentals CT Pty. Limited	(C)	100%	VIC
Fleetco Rentals DLL Pty Ltd	(C)	100%	QLD
Fleetco Rentals Enzo Pty Ltd	(C)	100%	QLD
Fleetco Rentals JAML Pty Ltd	(C)	100%	QLD
Fleetco Rentals KA Pty Ltd	(C)	100%	QLD
Fleetco Rentals LA Pty Ltd	(C)	100%	QLD
Fleetco Rentals LANZ Pty Ltd	(C)	100%	QLD
Fleetco Rentals LUS INC	(C)	100%	United States
Fleetco Rentals MA Pty Ltd	(C)	100%	QLD
Fleetco Rentals MAGNI Pty Ltd	(C)	100%	QLD
Fleetco Rentals MEF Pty Ltd	(C)	100%	QLD
Fleetco Rentals NA Pty Ltd	(C)	100%	QLD
Fleetco Rentals Omega Pty Limited	(C)	100%	VIC
Fleetco Rentals Pty Limited	(C)	100%	VIC
Giddens Investment Limited		100%	Hong Kong
Hamilton Harbour Developments Pty Ltd		100%	QLD
Hamilton Harbour Unit Trust (Devine Hamilton Unit Trust)		100%	VIC
Hopeland Solar Farm Pty Ltd	(B)	100%	NSW
Hopeland Solar Farm Trust	(B)	100%	QLD
Hopeland Solar Holdings Pty Ltd	(B)	100%	NSW
Hunter Valley Earthmoving Co Pty Ltd	(C)	100%	NSW
HWE Mining Pty Limited	(C)	100%	VIC

36. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities continued

Name of entity		Interest held	Place of incorporation
ICC Infrastructure Pty Ltd	(B)	100%	WA
ICC Mining Pty Ltd	(B)	100%	WA
IDD Technology Pty Ltd	(B)	100%	NSW
Industrial Composites Engineering Pty Ltd	(B)	100%	WA
Innovative Asset Solutions Group Pty Ltd	(B)	100%	WA
Innovative Asset Solutions Pty Ltd	(B)	100%	WA
Innovative Asset Solutions Pty Ltd & UGL Operations and Maintenance (Services) Pty Ltd	(B)	100%	WA
Interquip Construction Pty Ltd	(C)	60%	WA
Interquip Pty Ltd	(C)	60%	WA
Jet-Cut Pty Ltd	(B)	100%	WA
JH ServicesCo Pty Ltd	(B)	100%	VIC
JHAS Pty Ltd	(B)	100%	VIC
JHI Investment Pty Ltd	(B)	100%	VIC
Kings Square Developments Pty Ltd	(B)	100%	QLD
Kings Square Developments Unit Trust	(B)	100%	QLD
Leakes Rd DC Holdings Pty Ltd	(A)	100%	NSW
Leakes Rd DC Mid Pty Ltd	(A)	100%	NSW
Leakes Rd DC Mid Trust	(A)	100%	NSW
Leakes Rd DC Pty Ltd	(A), (B)	100%	NSW
Leakes Rd DC Trust	(A)	100%	NSW
Legacy JHI Pty Ltd	(B)	100%	VIC
Leighton (PNG) Limited		100%	Papua New Guinea
Leighton Asia (Hong Kong) Holdings (No. 2) Limited		100%	Hong Kong
Leighton Asia Limited		100%	Hong Kong
Leighton Asia Philippines Inc		100%	Philippines
Leighton Asia Southern Pte. Ltd.		100%	Singapore
Leighton Contractors (Asia) Limited		100%	Hong Kong
Leighton Contractors (Indo-China) Limited		100%	Hong Kong
Leighton Contractors (Laos) Sole Co., Limited		100%	Laos
Leighton Contractors (Malaysia) Sdn Bhd		100%	Malaysia
Leighton Contractors (Mechanical & Engineering) Pte. Ltd (formerly UGL (Singapore) Pte Ltd)		100%	Singapore
Leighton Contractors (Philippines) Inc		40%	Philippines
Leighton Contractors Inc		100%	United States
Leighton Contractors Infrastructure Nominees Pty Ltd	(B)	100%	VIC
Leighton Contractors Infrastructure Pty Ltd	(B)	100%	VIC
Leighton Contractors Infrastructure Trust	(B)	100%	VIC
Leighton Contractors Lanka (Private) Limited		100%	Sri Lanka

36. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities continued

Name of entity		Interest held	Place of incorporation
Leighton Contractors Pty Ltd	(B)	100%	NSW
Leighton Engineering Sdn Bhd		100%	Malaysia
Leighton Foundation Engineering (Asia) Limited		100%	Hong Kong
Leighton Group Property Services Pty Ltd	(B)	100%	VIC
Leighton Harbour Trust	(B)	100%	QLD
Leighton Holdings Infrastructure Nominees Pty Ltd	(B)	100%	VIC
Leighton Holdings Infrastructure Pty Ltd	(B)	100%	VIC
Leighton Holdings Infrastructure Trust	(B)	100%	VIC
Leighton India Contractors Private Limited[3]		100%	India
Leighton India Holdings Pte Ltd		100%	Singapore
Leighton Infrastructure Investments Pty Limited	(B)	100%	NSW
Leighton Infrastructure Limited		100%	Hong Kong
Leighton International Mauritius Holdings Limited No. 4		100%	Mauritius
Leighton Investments Mauritius Limited No. 4		100%	Mauritius
Leighton Joint Venture		100%	Hong Kong
Leighton Offshore Eclipse Pte Ltd		100%	Singapore
Leighton Offshore Pte Ltd		100%	Singapore
Leighton Offshore Sdn Bhd		100%	Malaysia
Leighton Offshore Stealth Pte Ltd		100%	Singapore
Leighton Portfolio Services Pty Limited	(B)	100%	ACT
Leighton Projects Consulting (Shanghai) Limited		100%	China
Leighton Properties (Brisbane) Pty Limited	(B)	100%	QLD
Leighton Properties (VIC) Pty Ltd	(B)	100%	VIC
Leighton Properties (WA) Pty Limited	(B)	100%	NSW
Leighton Properties Pty Limited	(B)	100%	QLD
Leighton South East Asia Pty Limited	(A),(B)	100%	NSW
Leighton Superannuation Pty Ltd	(B)	100%	NSW
Leighton U.S.A. Inc.		100%	United States
Leighton Yongnam Joint Venture		100%	Singapore
LH Holdings Co Pty Ltd	(B)	100%	VIC
LH Holdings No. 2 Pty Ltd	(B)	100%	VIC
LH Holdings No. 3 Pte Ltd		100%	Singapore
LMENA Pty Limited	(B)	100%	VIC
LNWR Pty Limited	(B)	100%	VIC
LNWR Trust	(B)	100%	NSW
Logistic Engineering Services Pty Ltd	(B)	100%	VIC
MACA Civil Pty Ltd	(C)	100%	WA
MACA Crushing Pty Ltd	(C)	100%	WA

36. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities continued

Name of entity		Interest held	Place of incorporation
MACA Infrastructure Pty Ltd	(C)	100%	VIC
MACA Limited	(C)	100%	WA
MACA Mineracao e Construcao Civil Ltda	(C)	100%	Brazil
MACA Mining Pty Ltd	(C)	100%	WA
MACA Plant Leasing CA Pty Ltd	(C)	100%	WA
MACA Plant Leasing MA Pty Ltd	(C)	100%	WA
MACA Plant Pty Ltd	(C)	100%	WA
MACA Resources Pty Ltd	(C)	100%	WA
Majwe Mining Joint Venture (Pty) Limited	(C)	70%	Botswana
Marniyarra Mining & Civils Pty Ltd	(C)	50%	WA
Maverick United Sdn. Bhd.	(A)	100%	Malaysia
Mintrex Pty Ltd	(C)	60%	WA
MIQ Engineering Pty Ltd	(C)	60%	WA
Network Rezolution Finance Pty Ltd	(B)	100%	VIC
Nexus Point Solutions Pty Ltd	(B)	100%	NSW
Oil Sands Employment Ltd	(C)	100%	Canada
Opal Insurance (Singapore) Pte Ltd		100%	Singapore
OPMS Cambodia Co Ltd	(C)	100%	Cambodia
Optima Activities Pty Ltd	(B)	100%	NSW
Pacific Partnerships Digital Pty Ltd	(A)	100%	NSW
Pacific Partnerships Energy 2 Pty Ltd	(A)	100%	NSW
Pacific Partnerships Energy Pty Ltd	(B)	100%	VIC
Pacific Partnerships Holdings Pty Ltd	(B)	100%	VIC
Pacific Partnerships Investments 2 Pty Ltd	(B)	100%	VIC
Pacific Partnerships Investments 2 Trust	(B)	100%	VIC
Pacific Partnerships Investments Pty Ltd	(B)	100%	VIC
Pacific Partnerships Investments Trust	(B)	100%	VIC
Pacific Partnerships PH Finance Pty Ltd	(A)	100%	NSW
Pacific Partnerships Pty Ltd	(B)	100%	VIC
Pacific Partnerships Services NZ Limited		100%	New Zealand
Pekko Engineers Limited		100%	Hong Kong
Pioneer Homes Australia Pty Ltd		100%	QLD
Ports & Co Pty Ltd	(C)	100%	VIC
PT Leighton Contractors Indonesia		95%	Indonesia
PT Thiess Contractors Indonesia	(C)	100%	Indonesia
PT Thiess Engineering Indonesia	(C)	100%	Indonesia
Pybar Holdings Pty Limited	(C)	100%	NSW
Pybar Mining Services Pty Ltd	(C)	100%	NSW
Regional Trading Limited		100%	Hong Kong
Riverstone Rise Gladstone Pty Ltd		100%	QLD
Riverstone Rise Gladstone Unit Trust		100%	QLD
RTL Mining And Earthworks Pty Ltd[2]	(C)	88%	VIC

36. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities continued

Name of entity		Interest held	Place of incorporation
Sapphire Insurance Pte. Ltd.	(C)	100%	Singapore
Sedgman Asia Ltd		100%	Hong Kong
Sedgman Botswana (Pty) Ltd		100%	Botswana
Sedgman Canada Limited		100%	Canada
Sedgman Chile SPA		100%	Chile
Sedgman Construction Pty Ltd	(A)	100%	QLD
Sedgman Consulting Pty Ltd	(B)	100%	QLD
Sedgman CPB Joint Venture (SCJV)	(B)	100%	QLD
Sedgman Employment Services Pty Ltd	(B)	100%	QLD
Sedgman Engineering Technology (Beijing) Company Limited		100%	China
Sedgman GmbH	(A)	100%	Germany
Sedgman International Employment Services Pty Ltd	(B)	100%	QLD
Sedgman Labour Services Pty Limited	(A)	100%	QLD
Sedgman MinSol Pty Ltd		100%	QLD
Sedgman Mozambique Limitada[2]		100%	Mozambique
Sedgman Novopro Projects Inc.		100%	Canada
Sedgman Onyx Pty Limited	(B)	100%	WA
Sedgman Operations Employment Services Pty Ltd	(B)	100%	QLD
Sedgman Operations Pty Ltd	(B)	100%	QLD
Sedgman Projects Employment Services Pty Ltd	(B)	100%	QLD
Sedgman Prudentia Holdings Pty Ltd		100%	QLD
Sedgman Prudentia Pty Ltd		100%	QLD
Sedgman Pty Ltd	(B)	100%	QLD
Sedgman South Africa (Proprietary) Ltd		100%	South Africa
Sedgman USA Inc		100%	United States
Sustaining Works Pty Limited	(B)	100%	QLD
Talcliff Pty Ltd		100%	QLD
Tambala Pty Ltd[2]		100%	Mauritius
Telecommunication Infrastructure Pty Ltd	(B)	100%	VIC
Thai Leighton Limited		49%	Thailand
Thiess (Mauritius) Pty Ltd	(C)	100%	Mauritius
Thiess Africa Investments (Pty) Ltd	(C)	100%	South Africa
Thiess Botswana (Proprietary) Limited	(C)	100%	Botswana
Thiess Chile SPA	(C)	100%	Chile
Thiess Contractors (Malaysia) Sdn. Bhd.	(C)	100%	Malaysia
Thiess Contractors Canada Ltd	(C)	100%	Canada
Thiess Group Finance Pty Ltd	(C)	100%	NSW
Thiess Group Finance USA Pty Ltd	(C)	100%	QLD
Thiess Group Holdings Pty Ltd	(C)	60%	NSW
Thiess Group Investments Pty Ltd	(C)	100%	QLD
Thiess India Pvt Ltd[3]	(C)	100%	India

36. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities continued

Name of entity		Interest held	Place of incorporation
Thiess Infrastructure Pty Ltd	(B)	100%	VIC
Thiess Infrastructure Nominees Pty Ltd	(B)	100%	VIC
Thiess Infrastructure Trust	(B)	100%	NSW
Thiess Khishig Arvin JV LLC		80%	Mongolia
Thiess Midco Holdings Pty Ltd	(C)	100%	NSW
Thiess Minecs India Pvt Ltd[3]	(C)	90%	India
Thiess Mining Canada Ltd	(C)	100%	Canada
Thiess Mining Maintenance Pty Ltd	(C)	100%	QLD
Thiess Mining USA Inc.	(C)	100%	United States
Thiess Mongolia Holdings Pte Ltd	(C)	100%	Singapore
Thiess Mongolia LLC	(C)	100%	Mongolia
Thiess Mozambique, Limitada	(C)	100%	Mozambique
Thiess NZ Ltd	(C)	100%	New Zealand
Thiess Pty Ltd	(C)	100%	QLD
Thiess South Africa (Pty) Ltd	(C)	100%	South Africa
Thiess SQ Holdings Pty Ltd	(C)	100%	NSW
Think Consulting Group Pty Ltd	(B)	100%	VIC
Townsville City Project Pty Ltd		100%	NSW
Townsville City Project Trust		100%	QLD
UGL (Asia) Sdn Bhd		100%	Malaysia
UGL (NZ) Limited		100%	New Zealand
UGL Engineering Private Limited[3]		100%	India
UGL Engineering Pty Ltd	(B)	100%	NSW
UGL Integra Pty Ltd	(B)	100%	NSW
UGL Operations and Maintenance (Services) Pty Limited	(B)	100%	QLD
UGL Operations and Maintenance Pty Ltd	(B)	100%	VIC
UGL Pty Limited	(B)	100%	WA
UGL Rail (North Queensland) Pty Ltd	(B)	100%	QLD
UGL Rail Pty Ltd	(B)	100%	NSW
UGL Rail Services Pty Limited	(B)	100%	NSW
UGL Regional Linx Pty Ltd	(B)	100%	NSW
UGL Resources (Contracting) Pty Ltd	(B)	100%	VIC
UGL Resources (Malaysia) Sdn Bhd		100%	Malaysia
UGL Solutions Pty Limited	(B)	100%	WA
UGL Unipart Rail Services Pty Ltd		70%	VIC
UGL Utilities Pty Ltd	(B)	100%	NSW
United Group Infrastructure (NZ) Limited		100%	New Zealand
United KG (No. 1) Pty Ltd	(B)	100%	NSW
United KG (No. 2) Pty Ltd	(B)	100%	VIC
Wai Ming M&E Limited		100%	Hong Kong
Wealth Mining Pty Ltd	(C)	100%	NSW

36. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

b) Controlled entities continued

Name of entity		Interest held	Place of incorporation
Western Port Highway Trust	(B)	100%	VIC
Wood Buffalo Employment Ltd	(C)	100%	Canada

[1]These companies have the benefit of *ASIC Instrument 2016/785* as at 31 December 2024. Refer to Note 36(i): *CIMIC Group Limited and controlled entities – Deed of cross guarantee.*

[2]Entity has a 30 June reporting date.

[3]Entity has a 31 March reporting date.

[4]This company is a party to the Deed of Cross Guarantee as Holding Entity.

(A) Incorporated / established in the 2024 reporting period.

(B) Entities included in the tax-consolidated Group.

(C) Entities added following the Group's acquisition of an additional 10% share interest in Thiess Group Holdings Pty Ltd which resulted in CIMIC gaining a controlling interest in Thiess. Refer to Note 29: *Acquisitions and disposals*. CIMIC Group Limited owns 60% of Thiess Group Holdings Pty Ltd, which in turn controls the entities at their interest held as stated in the table above.

Where the Group has an ownership interest of less than 50%, the entity is consolidated where the Group can demonstrate its control of the entity, in that it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

c) Acquisition and disposal of controlled entities

Refer to Note 29: *Acquisitions and Disposals* for further details.

d) Liquidation of controlled entities

The following controlled entities have been liquidated during the period to 31 December 2024 as they are no longer required by the Group in the ordinary course of business:

- Jarrah Wood Pty Ltd
- Silverton Group Pty Ltd
- Leighton Offshore Mynx Pte Ltd

e) Parent entity commitments and contingent liabilities

Contingent liabilities under indemnities given on behalf of controlled entities in respect of the parent: bank guarantees: $3,948.0 million (31 December 2023: $3,554.5 million); insurance bonds: $1,814.9 million (31 December 2023: $1,747.6 million); letters of credit: $227.3 million (31 December 2023: $333.4 million).

Capital expenditure contracted for at the reporting date but not recognised as liabilities of the parent was $nil (31 December 2023: $nil).

36. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

f) Material subsidiaries

Set out below are the Company's principal subsidiaries at 31 December 2024. Unless otherwise stated, the subsidiaries as listed below have share capital consisting solely of ordinary shares, which are held directly by the Company, and the proportion of ownership interests held equals to the voting rights held by the Company.

			Ownership interest held by the Company		Ownership interest held by non-controlling interests	
Name of entity	Principal activity	Country of incorporation	December 2024 %	December 2023 %	December 2024 %	December 2023 %
CPB Contractors Pty Limited[1]	Engineering and Construction	Australia	100	100	-	-
Leighton Asia Limited	Engineering and Construction	Hong Kong	100	100	-	-
LH Holdings No.2 Pty Ltd	Engineering and Construction	Australia	100	100	-	-
UGL Pty Limited	Integrated Solutions	Australia	100	100	-	-
Thiess Group Holdings Pty Ltd[2]	Natural Resources	Australia	60	n/a	40	n/a

[1]CPB Contractors Pty Limited has the benefit of *ASIC Instrument 2016/785* as at 31 December 2023. For further information, refer to section (i).
[2] On 23 April 2024, CIMIC Group Limited acquired an additional 10% of Thiess comprising ordinary shares, Preference A shares and Preference C shares in Thiess Group Holdings Pty Ltd (Thiess). Prior to this transaction, Thiess was accounted for as a joint venture entity. Following the Group's acquisition of the additional 10% share interest, resulting in CIMIC gaining a controlling interest, Thiess is considered a material subsidiary.

Non-controlling interests
Following the Thiess transaction on 23 April 2024, Elliott holds a 40% shareholding in Thiess Group Holdings Pty Ltd. There are no other material non-controlling interests relating to the Company's material subsidiaries disclosed above as at 31 December 2024. There were no other material transactions with non-controlling interests during the period to 31 December 2024.

g) Parent entity transactions with wholly-owned controlled entities

Transactions with wholly-owned controlled entities were as follows: aggregate amounts receivable: $844.7 million (31 December 2023: $791.8 million); aggregate amounts payable: $5,043.3 million (31 December 2023: $4,209.8 million); interest received / receivable: $10.7 million (31 December 2023: $9.3 million); interest paid / payable: $273.6 million (31 December 2023: $221.6 million); dividends received: $1.7 million (31 December 2023: $1,536.0 million); fees paid: $120.0 million (31 December 2023: $119.0 million); sale of assets $nil (31 December 2023: $nil).

h) Unconsolidated structured entities

The Group, through Thiess Group Holdings Pty Ltd, is party to several lease agreements with unconsolidated structured entities during the reporting period. These transactions were undertaken to develop operational and financing synergies across the Group. The unconsolidated structured entities are financed by external parties and the Group does not hold any equity interests or assets such as loans or receivables with these entities. The relevant activities of the structured entities are directed by contractual agreements. The entities are controlled by external parties and therefore are not consolidated by the Group.

The Group is only exposed to the variability of returns in relation to return conditions at lease expiry, which are not known at this time. These items are also included at Note 20: *Lease Liabilities* and Note 30: *Commitments.*

The table below provides a summary of the Group's exposure to unconsolidated structured entities

	December 2024 $m	December 2023 $m
Total lease liabilities due to unconsolidated structured entities	493.8	-

36. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

i) Deed of Cross Guarantee

Pursuant to the *ASIC Corporations (Wholly-owned Companies) Instrument 2016/785* (ASIC Instrument), the Company and certain wholly owned subsidiaries entered into the Deed of Cross Guarantee dated 19 December 2016 (CIMIC Deed) for the principal purpose of enabling these entities to take advantage of relief from the requirements of the Corporations Act to prepare and lodge a financial report, directors' report and auditor's report (Financial Reporting Relief) available under the ASIC Instrument for financial years ending 31 December 2016 onwards. The effect of the CIMIC Deed is that the Company guarantees to each creditor payment in full of any debt in the event of the winding up of any of the subsidiaries which are party to the CIMIC Deed under certain provisions of the Corporations Act. If a winding up occurs under other provisions of the law, the Company will only be liable in the event that after six months any creditor has not been paid in full. The subsidiaries have given similar guarantees in the event the Company or any other subsidiary party to the CIMIC Deed is wound up.

As at 31 December 2024, the following entities are party to the CIMIC Deed and seek to rely on financial reporting relief in respect of the financial year ended 31 December 2024:

- CIMIC Group Limited (ACN 004 482 982) (as trustee)
- CIMIC Finance Limited (ACN 002 323 373) (as alternative trustee)
- CIMIC Admin Services Pty Limited (ACN 086 383 977)
- CPB Contractors Pty Limited (ACN 000 893 667)
- Broad Group Holdings Pty Ltd (ACN 052 046 518)
- Broad Construction Pty Ltd (ACN 089 532 061)

A consolidated statement of profit or loss and statement of financial position, comprising the Company and entities which are a party to the CIMIC Deed, after eliminating all transactions between parties to the CIMIC Deed, at 31 December 2024 is set out below.

Deed of Cross Guarantee	12 months to December 2024 $m	12 months to December 2023 $m
Statement of Profit or Loss		
(Loss) / profit before tax	(849.5)	586.1
Income tax benefit / (expense)	203.7	(18.1)
(Loss) / profit for the period	(645.8)	568.0
Retained earnings brought forward	418.7	31.2
Dividends paid	(52.9)	(180.5)
Retained earnings at reporting date	(280.0)	418.7

36. CIMIC GROUP LIMITED AND CONTROLLED ENTITIES CONTINUED

i) Deed of Cross Guarantee continued

Deed of Cross Guarantee	December 2024 $m	December 2023 $m
Statement of Financial Position		
Assets		
Cash and cash equivalents	1,544.2	1,702.5
Trade and other receivables	2,807.8	2,507.1
Current tax asset	144.4	147.0
Inventories	19.7	42.3
Total current assets	4,516.1	4,398.9
Trade and other receivables	3,310.5	3,139.4
Investments	2,637.7	2,287.7
Property, plant and equipment	229.4	265.0
Deferred tax asset	144.4	43.1
Intangibles	9.7	6.3
Total non-current assets	6,331.7	5,741.5
Total assets	10,847.8	10,140.4
Liabilities		
Trade and other payables	6,245.7	5,790.3
Provisions	162.7	143.8
Lease liabilities	40.0	48.7
Total current liabilities	6,448.4	5,982.8
Trade and other payables	1,483.9	111.7
Provisions	12.1	13.5
Interest bearing liabilities	2,298.7	2,694.2
Lease liabilities	36.1	68.2
Total non-current liabilities	3,830.8	2,887.6
Total liabilities	10,279.2	8,870.4
Net assets	568.6	1,270.0
Equity		
Share capital	1,458.7	1,458.7
Reserves	(610.1)	(607.4)
Retained earnings	(280.0)	418.7
Total equity	568.6	1,270.0

37. NEW ACCOUNTING STANDARDS

Standards in issue but not yet effective

At the date of authorisation of the financial statements, the Group has not applied the following new and revised Australian Accounting Standards, Interpretations and amendments that have been issued but are not yet effective:

- *AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (as amended AASB 18 Presentation and Disclosure in Financial Statements AASB 18 Presentation and Disclosure in Financial Statements AASB 2023-5 Amendments to Australian Accounting Standards – Lack of Exchangeability*
- *AASB 2022-9 Amendments to Australian Accounting Standards – Insurance Contracts in the Public Sector*
- *AASB 2023-5 Amendments to Australian Accounting Standards- Lack of Exchangeability*
- *AASB 2024-2 Amendments to the Classification and Measurement of Financial Instruments*
- *AASB 2024-3 Amendments to Australian Accounting Standards – Annual Improvements Volume 11*
- *AASB 18 Presentation and Disclosure in Financial Statements*
- *IFRS 19 Subsidiaries without Public Accountability: Disclosures*
- *AASB 2024-4 Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128*

38. EVENTS SUBSEQUENT TO REPORTING DATE

Subsequent to reporting date:

- The Directors approved the financial report on 13 February 2025.

Statutory Statements

DIRECTORS' DECLARATION

1. In the opinion of the Directors of CIMIC Group Limited (the Company):

   a) The financial statements and notes, set out on pages 6-99, are in accordance with the *Corporations Act 2001*, including:

      i) giving a true and fair view of the Company's and the Consolidated Entity's financial position as at 31 December 2024 and of their performance for the financial year ended on that date; and

      ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

   b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

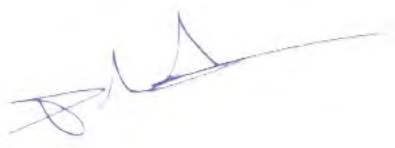
2. There are reasonable grounds to believe that the Company and the controlled entities identified in Note 36 to the financial statements will be able to meet any obligations or liabilities to which they are or may become subject by virtue of the Deed of Cross Guarantee between the Company and those controlled entities pursuant to ASIC Instrument 2016/785.

3. In the opinion of the Directors, the attached Consolidated Entity Disclosure Statement is true and correct.

4. The Directors draw attention to Note 1 to the financial statements, which includes a statement of compliance with International Financial Reporting Standards.

Sydney, 13 February 2025.

Signed for and on behalf of the Board in accordance with a resolution of the Directors:



Pedro Vicente Maese
Chief Executive Officer and Director



David Robinson
Director

Deloitte Touche Tohmatsu
ABN 74 490 121 060

Quay Quarter Tower
50 Bridge Street
Sydney, NSW, 2000
Australia

Phone: +61 2 9322 7000
www.deloitte.com.au

Independent Auditor's Report to the members of CIMIC Group Limited

Opinion

We have audited the financial report of CIMIC Group Limited ("CIMIC", or the "Company") and its subsidiaries (the "Group"), which comprises the Consolidated Statement of Financial Position as at 31 December 2024, the Consolidated Statement of Profit or Loss, the Consolidated Statement of Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the financial statements, including material accounting policy information, and other explanatory information, the directors' declaration and the Consolidated Entity Disclosure Statement.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the Group's financial position as at 31 December 2024 and of its financial performance for the year then ended; and

(ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Directors' report for the year ended 31 December 2024, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

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In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible:

- For the preparation of the financial report in accordance with the Corporations Act 2001, including giving a true and fair view of the financial position and performance of the Group in accordance with Australian Accounting Standards; and
- For such internal control as the directors determine is necessary to enable the preparation of the financial report in accordance with the Corporations Act 2001, including giving a true and fair view of the financial position and performance of the Group, that is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we

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conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group's audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



DELOITTE TOUCHE TOHMATSU



Jason Thorne
Partner
Chartered Accountants
Sydney, 13 February 2025



CIMIC FINANCE LIMITED

(*incorporated with limited liability in Australia,* ABN 43 002 323 373)

US$650,000,000 6.000% Guaranteed Senior Notes due 2036

Fully and unconditionally guaranteed by

CIMIC GROUP LIMITED

(*incorporated with limited liability in Australia, ABN 57 004 482 982*)

and certain of its subsidiaries

OFFERING MEMORANDUM
April 15, 2026

Joint Lead Managers

HSBC | **J.P. Morgan** | **SMBC Nikko**

Co-Managers

IMI-Intesa Sanpaolo | **Natixis** | **Société Générale Corporate & Investment Banking**