

27 FEBRUARY 2017

CIMIC OFFER FOR MACMAHON UNCONDITIONAL

CIMIC refers to the final¹ off-market takeover offer (**Offer**), made by its wholly owned subsidiary CIMIC Group Investments Pty Limited (**CGI**), for all of the shares it does not own in Macmahon Holdings Limited (**Macmahon**) for **\$0.145**² in cash per Macmahon share.

Waiver of "Prescribed Occurrences" condition

CGI has today declared its Offer free of the "prescribed occurrences" condition contained in section 9.8 of the Bidder's Statement. CGI's Offer is now wholly unconditional. Accordingly, by accepting the Offer, you will receive **\$0.145**² per share in cash, with payment being made within seven business days of your acceptance being received.

The Offer Period ends on 7.00pm (Sydney time), 9 March 2017³.

CGI encourages all Macmahon Shareholders to **ACCEPT** the Offer as soon as possible. Acceptance Forms must be received **BEFORE** 7.00pm (Sydney time), 9 March 2017³.

Information Line

Macmahon shareholders who have any questions about the Offer or want to request a new Acceptance Form may call the CIMIC Offer Information Line on 1300 648 874 (for calls made within Australia) or +612 8355 1000 (for calls made from outside Australia) between 9.00am and 5.00pm (Sydney time) Monday to Friday.

ENDS

Issued by CIMIC Group Limited ABN 57 004 482 982 www.cimic.com.au

Further information

Ms Marta Olba, Group Manager Investor Relations T+61 2 9925 6134

Ms Fiona Tyndall, General Manager Communications T+61 2 9925 6188

CIMIC Group Limited (ASX: CIM) is one of the world's leading international contractors and the world's largest contract miner. CIMIC Group has operations that have been in existence since 1934, was listed on the Australian Securities Exchange in 1962 and has its head office in Sydney, Australia. CIMIC provides construction, mining, mineral processing, engineering, concessions, and operation and maintenance services to the infrastructure, resources and property markets. It operates in more than 20 countries throughout the Asia Pacific, the Middle East, North America, Sub-Saharan Africa and South America and, as at 31 December 2016, employed approximately 50,500 people directly and through its investments.

¹ The Offer Price is final, and cannot be increased during the Offer Period, in the absence of a competing proposal and is subject to the Offer terms specified in the Bidder's Statement.

² The Offer Price of \$0.145 per Macmahon Share is subject to the offer terms outlined in the Bidder's Statement. If Macmahon pays any dividend or capital distribution to Shareholders between 24 January 2017 and the close of the Offer Period, CGI will deduct the value of such dividends or capital distributions (but not any franking credits) from the \$0.145 per Share to be paid under the Offer.

³ The Offer will close at this time unless extended further or withdrawn in accordance with the *Corporations Act 2001* (Cth).

Corporations Act 2001 (Cth)

NOTICE THAT OFFER IS FREE FROM DEFEATING CONDITION

TO: Macmahon Holdings Limited ACN 007 634 406 (**MAH**)
ASX Limited (ABN 98 008 624 691)

This is a notice given by CIMIC Group Investments Pty Limited ACN 126 876 953 (**CGI**) in relation to the offers dated 8 February 2017 made under its off-market takeover bid for all of the ordinary shares in MAH that CGI does not already own (**Offer**) pursuant to its bidder's statement dated 24 January 2017 as amended by the first supplementary bidder's statement dated 31 January 2017, the second supplementary bidder's statement dated 9 February 2017 and the third supplementary bidder's statement dated 17 February 2017 (**Bidder's Statement**).

In accordance with section 650F of the *Corporations Act 2001* (Cth) (**Act**) and section 9.8(e) of the Bidder's Statement, CGI declares the Offer and all contracts resulting from acceptance of the Offer to be free from the Defeating Condition contained in section 9.8 of the Bidder's Statement.

In accordance with section 630(4) of the Act, CGI gives notice that Offer is now free from the Defeating Condition contained in section 9.8 of the Bidder's Statement.

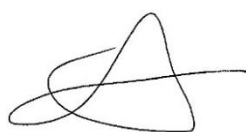
Capitalised terms not otherwise defined in this notice have the meaning given to them in the Bidder's Statement.

As at 9.00am on 27 February 2017, CGI's voting power in MAH was 23.34%.

The Offer is now unconditional.

DATED 27 February 2017

SIGNED for and on behalf of CIMIC Group Investments Pty Limited by:



Angel Muriel

Director