



CIMIC Group Limited
ABN 57 004 482 982

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North Sydney, NSW 2060 Australia
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cimic.com.au

12 March 2019

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

2019 AGM NOTICE OF MEETING AND VOTING FORM

In accordance with Listing Rule 3.17, please find attached copies of the Notice of Meeting and Voting Form for CIMIC Group's 2019 Annual General Meeting (AGM).

The AGM will be held in the Wentworth Ballroom, Sofitel Sydney Wentworth, 61-101 Phillip Street, Sydney, New South Wales, on Thursday 11 April 2019 at 10.00am (AEST).

The Notice of Meeting and Voting Form together with the Company's 2018 Annual Report will be dispatched to shareholders today.

The 2018 Annual Report was previously released to the ASX on 5 February 2019.

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

Yours faithfully
CIMIC GROUP LIMITED

L Nikolopoulos
Company Secretary

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

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

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



CIMIC GROUP LIMITED
ABN 57 004 482 982

NOTICE OF ANNUAL GENERAL MEETING 2019

To: The Shareholders

CIMIC Group Limited (**CIMIC** or the **Company**) will hold its Annual General Meeting (**AGM**) at 10.00 am (AEST) on Thursday, 11 April 2019 at the **Wentworth Ballroom, Sofitel Sydney Wentworth**, 61-101 Phillip Street Sydney, New South Wales, for the purpose of transacting the business set out in this Notice.

BUSINESS

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

To receive the financial report, directors' report and auditor's report for the Company and its controlled entities for the financial year ended 31 December 2018 (**2018 Financial Year**).

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

2. Remuneration Report

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

- That the Remuneration Report for the 2018 Financial Year be adopted.

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

3. Re-election of David Robinson

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

- That David Robinson retires by rotation and offers himself for re-election as a director of the Company.

By Order of the Board

Louise Griffiths, Company Secretary
Sydney
12 March 2019

Invitation

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

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

Registered Office:
Level 25, 177 Pacific Highway
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Pty Limited
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Sydney NSW 2000 Australia
Fax number +61 3 9473 2555

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

KEY DATES

Eligibility to attend and vote

You are eligible to attend and vote at the meeting if you are registered as a CIMIC shareholder at 7.00 pm (AEST) on Tuesday, 9 April 2019.

Last date to submit Voting Form

Your completed Voting Form must be received by CIMIC's Share Registrar, Computershare Investor Services, no later than 10.00 am (AEST) on Tuesday, 9 April 2019.

MEETING NOTES

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

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

QUESTIONS FROM SHAREHOLDERS

Shareholders may direct questions during the meeting to the Chairman about the operations and management of CIMIC, or to CIMIC's auditor about the content of the auditor's report and the conduct of the audit for the 2018 Financial Year.

Shareholders may also submit written questions no later than **5.00 pm (AEST) on Thursday, 4 April 2019**. Responses to the most frequently asked questions will be consolidated and made available at the meeting and posted on CIMIC's website as soon as practicable after the meeting.

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

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

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

By email: returningofficer@
computershare.com.au

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

YOUR PRIVACY

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

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

HOW TO VOTE

Direct voting

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

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

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

Appointing a proxy

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

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

A proxy does not need to be a shareholder of CIMIC. A proxy may be an individual or a company. If you are entitled to cast two or more votes at the meeting, you may appoint up to two proxies. If you appoint two proxies, you should write both names on the Voting Form and specify the percentage of votes or number of votes for each proxy in step 1. If you do not specify a percentage or number, each proxy may exercise half of the votes. Proxies given by corporations may be executed either in accordance with the *Corporations Act 2001 (Cth)* (**Corporations Act**) or under the hand of a duly authorised officer or attorney. The Voting Form and the power of attorney or other authority under which the Voting Form is signed (if any), or a certified copy of the power of attorney or authority, must be received by Computershare Investor Services no later than 10.00 am (AEST) on Tuesday, 9 April 2019. See below for contact details.

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

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

Attending the meeting in person

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

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

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

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

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Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000 Australia
Fax number +61 3 9473 2555

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

IMPACT OF YOUR PROXY APPOINTMENT ON YOUR VOTING INSTRUCTIONS

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

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

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

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

The Chairman's voting intentions

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

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

SUBMITTING YOUR VOTING FORM

Your completed Voting Form must be received by Computershare Investor Services no later than 10.00 am (AEST) on Tuesday, 9 April 2019. An original or a certified copy of any power of attorney or other authority under which the Voting Form was signed must also be received by this time unless previously provided to Computershare Investor Services.

You can lodge your vote:

- online at www.investorvote.com.au by following the instructions. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which is set out on the enclosed Voting Form; or
- by completing the enclosed Voting Form and:
 - posting it to Computershare Investor Services using the reply paid envelope or to the following address:

Computershare Investor Services
Pty Limited
GPO Box 242
Melbourne VIC 3001
 - faxing it to (03) 9473 2555
 - hand delivering it to Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000; or
- using a mobile device by scanning the QR code on the front of the Voting Form. To scan the QR code you will need a QR code reader application that can be downloaded for free on your mobile device. You will also need your SRN or HIN and postcode for your shareholding.

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EXPLANATORY NOTES

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

ITEM 1

ANNUAL FINANCIAL REPORT AND DIRECTORS' AND AUDITOR'S REPORTS

Shareholders will be given a reasonable opportunity at the meeting to ask questions about, or make comments on, the Financial Report and the Directors' and Auditor's Reports as well as on the management of the Company. These reports form part of the Company's 2018 Annual Report which is accessible on the Company's website, at: ***www.cimic.com.au/investor-and-media-centre/publications***.

Shareholders will be given a reasonable opportunity at the meeting to ask questions of the Company's external auditor, Deloitte Touche Tohmatsu, relevant to:

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

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EXPLANATORY NOTES

ITEM 2

REMUNERATION REPORT

The Remuneration Report on pages 42 to 53 of the Company's 2018 Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for Non-executive Directors, Executive Directors and the KMP during the 2018 Financial Year.

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

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

Recommendation

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

Voting exclusions

CIMIC will disregard any votes cast in favour of the resolution relating to Item 2:

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

unless the vote is cast as proxy for a person entitled to vote on Item 2 in accordance with a direction on the proxy form or by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though Item 2 is connected directly or indirectly with the remuneration of CIMIC's KMP.

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EXPLANATORY NOTES

ITEM 3

RE-ELECTION OF DAVID ROBINSON

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

A summary of Mr Robinson's qualifications and experience is set out below.

David Robinson

Non-executive Director
MCom, BEc, FCA, CTA

Appointed Non-executive Director in December 1990.

Member of the Ethics, Compliance and Sustainability Committee.

Previously an Alternate Director for Mr López Jiménez (from June 2014 to 31 October 2017) and Mr Peter Sassenfeld (from November 2011 to June 2013).

Mr Robinson is a graduate of the University of Sydney and a registered company auditor and tax agent. He is a chartered accountant and Partner of ESV Accounting and Business Advisors, which advises local and overseas companies with interests in Australia. He is also the principal of Harvey Consulting. Mr Robinson is a Director of Catholic Schools NSW Limited. Mr Robinson is a Director of HOCHTIEF Australia and was a former Director of Leighton Properties from May 2000 to August 2012. He was a Trustee of Mary Aikenhead Ministries, the responsible entity for the health, aged care and education works of the Sisters of Charity in Australia.

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

Recommendation

The Board (excluding Mr Robinson) unanimously recommends that shareholders vote **in favour** of Item 3.



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Lodge your vote:

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

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

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

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

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

For all enquiries call:
 (within Australia) 1300 850 505
 (outside Australia) +61 3 9415 4000

Voting Form



Vote and view the annual report online

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

Your access information that you will need to vote:

Control Number: 182436

SRN/HIN:

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

 **For your vote to be effective it must be received by 10:00am (AEST) on Tuesday, 9 April 2019**

How to Vote on Items of Business

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

Vote Directly

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

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

Appoint a Proxy to Vote on Your Behalf

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

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

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

A proxy need not be a securityholder of the Company.

Appointing the Chairman as proxy: If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Item 2 of Step 1. If you leave Step 1 blank, or your named proxy does not attend the Meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy.

Proxy voting by key management personnel: The key management personnel of CIMIC Group Limited (which includes each of the directors) and their closely related parties will not be able to vote your proxy on Item 2 in Step 2 unless you tell them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the key management personnel or one of their closely related parties as your proxy, please ensure that you direct them how to vote on Item 2 in Step 2 by marking the voting boxes. If you appoint the Chairman of the Meeting as your proxy, or the Chairman of the Meeting is appointed as your proxy by default, but you do not mark any of the voting boxes for Item 2 in Step 2, by submitting the proxy form you will be taken to have expressly authorised the Chairman of the Meeting to vote in favour of Item 2 in Step 2 even though the Item is connected directly or indirectly with the remuneration of the Company's key management personnel.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

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

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return them by 5.00pm (AEST) on Thursday, 4 April 2019.

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



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

Voting Form

Please mark to indicate your directions

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

At the Annual General Meeting of CIMIC Group Limited to be held at the Wentworth Ballroom, Sofitel Sydney Wentworth, 61-101 Phillip Street Sydney, New South Wales on Thursday, 11 April 2019 at 10:00am (AEST) and at any adjournment or postponement of that meeting, I/We being member/s of CIMIC Group Limited direct the following:

1. Vote Directly

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

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

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

the Chairman of the Meeting **OR**

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

OR

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

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

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

STEP 2 Items of Business

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

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect David Robinson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____