

# SECURITIES TRADING POLICY

## 1.0 Introduction

This Policy sets out the requirements and responsibilities of officers, executives and certain contractors of CIMIC Group regarding dealings in CIMIC Securities.

The purpose of this Policy is to ensure that CIMIC Group officers and executives comply with the law prohibiting insider trading, and that their dealings in shares are beyond reproach. This Policy also contains obligations to keep CIMIC Group information confidential.

Any non-compliance with this Policy will be regarded as serious misconduct which may result in disciplinary action.

## 2.0 Persons to whom this Policy applies

This Policy applies to:

- (a) All officers, Key Management Personnel and employees of CIMIC Group Limited;
- (b) The officers and executive leadership team members of CPB Contractors, Thiess, Pacific Partnerships, EIC Activities, Sedgman and UGL, and their direct reports, or any other employee designated in writing by an executive leadership team member;
- (c) Contractors where stated in their terms of engagement; and
- (d) Connected Persons namely companies, trusts and other entities controlled by any of the persons referred to in paragraphs (a) to (c) and any family member or other person acting on the direction or recommendation of any of any person referred to in paragraphs (a) to (c).

In this Policy, the class of persons listed above is collectively referred to as **CIMIC Group People** and individually as a **CIMIC Group Person**.

Where this Policy requires a CIMIC Group Person to do an act or thing, the CIMIC Group Person must do that act or thing for any Connected Person.

## 3.0 Restrictions on dealing in securities

### 3.1 *No trading where in possession of inside information*

CIMIC Group People must comply with the law at all times when they are in possession of Inside Information and they must not engage in insider trading.

This means that a CIMIC Group Person who possesses Inside Information in relation to Securities (whether in relation to CIMIC Securities or Securities of any other company) must not:

- (a) Apply for, acquire or dispose of those Securities, or agree to do so;
- (b) Procure, encourage, incite or induce any other person (for example a family member, friend or family company or trust) to do any of the above things;
- (c) Directly or indirectly communicate the Inside Information to any other person, if the CIMIC Group person knows or ought reasonably to know that the other person may use the information to do any of the above things.

These restrictions apply to anything the CIMIC Group Person does on their own behalf or on behalf of another person. They also apply to another person doing things on behalf of the CIMIC Group Person.

For example, a CIMIC Group Person cannot ask or encourage a family member to deal in Securities when that CIMIC Group Person has Inside Information.

These restrictions also apply to all Securities including shares, options, rights and Derivatives.

### **3.2 What is inside information?**

Inside Information is information that is not generally available and that, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of relevant Securities.

A reasonable person would be taken to expect the information to have a material effect on the price or value of particular securities if the information would, or would be likely to, influence persons who commonly acquire securities in deciding whether or not to acquire or dispose of those securities.

Examples of information that might be Inside Information include:

- CIMIC's financial performance or a change to any forecast financial information;
- Award (or loss) of a major contract to an Operating Company;
- Outcome of a major commercial dispute or litigation or regulatory audit;
- A proposed capital raising, buy back or other change to capital structure; and
- An impending restructure, takeover, merger, acquisition, sale of business or a business division.

Information is 'generally available' if:

- (a) It consists of a readily observable matter;
- (b) It has been brought to the investors by an ASX announcement and a reasonable period for its dissemination has elapsed since announcement; or
- (c) It consists of observations, deductions, conclusions or inferences made or drawn from other readily available information.

The Corporations Act prohibition of insider trading applies to Inside Information held by a CIMIC Group Person about another company's Securities, as well as to Inside Information relating to CIMIC Securities. Consequently CIMIC maintains protocols for dealings in listed companies in which CIMIC has material investments or about which it may have Inside Information. Additionally, CIMIC Group Persons with Inside Information about other companies must not deal in their Securities.

The prohibition on insider trading applies regardless of where the CIMIC Group Person obtains Inside Information. In other words, a CIMIC Group Person can obtain Inside Information from outside the CIMIC Group, including from sources outside Australia.

## 4.0 Permitted dealings

### 4.1 Trading Windows

CIMIC Group People may deal in CIMIC Securities during certain 'trading windows'. A schedule of trading windows is maintained by the CIMIC Company Secretary. The CIMIC Company Secretary in consultation with the Chairman/CEO and CFO may determine to close (or not open) a trading window at any time.

The rationale for trading windows is that during certain periods of the year CIMIC Group Persons must not deal in CIMIC Securities due to the proximity of those periods to the release of CIMIC's financial results, and other potential Inside Information, hence a heightened risk of actual or perceived insider trading.

Event	Duration of Trading Window
Release of full year results	6 week period commencing on the next trading day after release of the full year financial statements
Release of half year results	6 week period commencing on the next trading day after release of the half year financial statements
Release of quarterly results	6 week period commencing on the next trading day after release of the quarterly results
Transactions or upon other events designated by the board or the CIMIC Company Secretary	As notified by the CIMIC Company Secretary

### 4.2 Approval to trade

Except as provided in section 4.3, CIMIC Group People must deal in CIMIC Securities in a trading window, and must obtain prior approval from the CIMIC Company Secretary by emailing [tradingrequest@cimic.com.au](mailto:tradingrequest@cimic.com.au). If approval is given (by email), the CIMIC Group Person will be entitled to trade during the next 5 business days following which the approval lapses and must be re-sought. The CIMIC Company Secretary will maintain a record of all approvals.

Even where approval to trade is given and the trading occurs inside a trading window, it will still be a breach of the insider trading laws if the person has Inside Information. If a CIMIC Group Person is in doubt as to whether they have Inside Information or not, they should not trade.

### 4.3 Exceptional circumstances

In exceptional circumstances, a CIMIC Group Person who is not actually in possession of Inside Information in relation to CIMIC Securities may be given approval to dispose of (but not acquire) CIMIC Securities where they would otherwise be restricted by this Policy.

Exceptional circumstances may arise where, for example, the person is in severe financial difficulty or Securities are required to be transferred pursuant to a court order.

### 4.4 Procedure for obtaining approval in exceptional circumstances

A CIMIC Group Person must email the CIMIC Company Secretary setting out details of the exceptional circumstances and the basis upon which they seek approval to deal in CIMIC Securities outside a trading window. The CIMIC Company Secretary will refer the matter to the Chairman. The Chairman has sole discretion to decide whether exceptional circumstances exist. If the circumstances involve a disposal of CIMIC Securities by the Chairman, a second director will make the determination in place of the Chairman. The CIMIC Company Secretary will maintain a record of all applications for approval to deal in exceptional circumstances and the outcome of any decision.

If an exceptional circumstances approval is given, the CIMIC Group Person will be entitled to trade during the next 5 business days following which the approval lapses and must be re-sought.

#### **4.5** *CIMIC directors*

CIMIC directors must report any dealings in CIMIC Securities to the CIMIC Company Secretary within 2 business days to facilitate CIMIC's compliance with its ASX disclosure and reporting obligations.

#### **4.6** *No short term dealing – buying and selling within 3 month period*

CIMIC Group Persons must not deal in CIMIC Securities on a short term trading basis. Short term trading includes buying and selling securities within a 3 month period, and entering into other short term dealings (for example, forward contracts).

#### **4.7** *Margin lending arrangements*

CIMIC Group Persons must not deal in CIMIC Securities in connection with a margin lending arrangement. These dealings include:

- (a) Entering into a margin lending arrangement in respect of CIMIC Securities;
- (b) Transferring CIMIC Securities into an existing margin loan account; and
- (c) Selling CIMIC Securities to satisfy a call pursuant to a margin loan.

#### **4.8** *Hedging of CIMIC Securities*

Hedging of vested and unvested CIMIC Securities by a CIMIC Group Person is prohibited. Hedging includes entering into Derivative transactions that limit the economic risk associated with holding CIMIC Securities.

#### **4.9** *Exclusions*

Sections 4.1 and 4.2 of this Policy do not apply to:

- (a) An acquisition of CIMIC Securities through a dividend reinvestment plan (provided participation in the plan or any variation to the participation occurred during a trading window), share purchase plan or rights issue;
- (b) The disposal of CIMIC Securities through the acceptance of a takeover offer or through an equal access buy-back;
- (c) Dealings that do not result in a change to the beneficial interest in the CIMIC Securities; or
- (d) Participation in an employee incentive scheme operated by CIMIC, including accepting an award of shares, share rights, options or other types of securities under an employee incentive scheme. However, once CIMIC Securities granted under an employee incentive scheme cease to be held under the terms of that plan, any dealings must only occur in accordance with this Policy.

Notwithstanding the above exclusions, the prohibition against insider trading applies to all dealings in CIMIC Securities.

## **5.0 Compliance**

The CIMIC Company Secretary will be responsible for developing a compliance program to promote awareness and understanding of this Policy. The compliance program will include training, contractual enforcement through the employment contracts for CIMIC Group People, email alerts notifying the commencement of trading windows, monitoring via KMP trading alerts provided by the registry, enforcement procedures and periodic review of the effectiveness of this Policy.

## **6.0 Consequences of breach**

Insider trading is a criminal offence attracting fines and imprisonment. Civil penalties may also be ordered against a person engaging in insider trading.

Additionally, any person who breaches, or is suspected of breaching this Policy may face disciplinary action including suspension or termination of employment or contract.

## **7.0 Confidentiality**

For legal, commercial and reputational reasons, all CIMIC Group People must maintain the confidentiality of information entrusted to them. CIMIC Group People may hold information that is confidential to the CIMIC Group and/or which is the subject of confidentiality obligations to clients or other stakeholders. CIMIC Group People must not make unauthorised disclosure of confidential information or use it for purposes other than those for which it was disclosed except as required by law.

As set out in section 3.1, it is an offence to communicate the CIMIC Group's Inside Information to a person to whom a CIMIC Group Person knows, or ought reasonably to know, may deal in CIMIC Securities.

All CIMIC Group People must observe physical and electronic security procedures to safeguard against unauthorised disclosure of confidential information. CIMIC Group People should also ensure that there is no inadvertent disclosure of confidential information for example on mobile phones in taxis or lifts.

## **8.0 Questions or approval requests**

If you have questions about this Policy, please contact the CIMIC Company Secretary. Please note that any guidance will not constitute legal advice and will not affect your individual responsibility to comply with this Policy.

## Definitions

**CIMIC** means CIMIC Group Limited and **CIMIC Group** means CIMIC and its Operating Companies and their subsidiaries.

**CIMIC Company Secretary** means the company secretary of CIMIC Group Limited.

**CIMIC Group Person** has the meaning given in section 2.

**Connected Person** has the meaning given in section 2(d).

**Corporations Act** means the Corporations Act 2001 of Australia.

**Deal** includes, in relation to Securities, buying or selling, the entry into a Derivative, the grant, acceptance, acquisition, disposal or exercise of an option to buy or sell the Securities or the use of Securities as security, securities lending, the engagement in any other transaction involving a beneficial interest or change in beneficial ownership of the Securities and the entry into any agreement to do any of these things. **Dealing** has a corresponding meaning.

**Derivative** has the meaning in the Corporations Act, section 761D and includes options, forward contracts, swaps, futures, warrants, caps and collars.

**KMP** means the directors of CIMIC and any other person named as a key management personnel in the CIMIC financial report.

**Inside Information** means, in relation to any Securities, any information that is not generally available but which, if it were generally available, a reasonable person would expect it to have a material effect (upwards or downwards) on the price or value of the Securities. A reasonable person would be taken to expect information to have a material effect on the price or value of particular Securities if the information would, or would be likely to, influence persons who commonly invest in Securities in deciding whether or not to subscribe for, buy or sell those Securities.

**Operating Company** means CPB Contractors, Thiess, Pacific Partnerships and EIC Activities.

**Securities** includes shares, options, rights, debentures, Derivatives and other financial products covered by the insider trading provisions of the Corporations Act.

## 9.0 Policy Information

<b>Owner:</b>	Group General Counsel and Company Secretary, CIMIC
<b>Approved by:</b>	Executive Chairman and Chief Executive Officer, CIMIC
<b>Effective date:</b>	4 January 2016, amended 18 January 2017 <span style="float: right;">GG5 015</span>

Note: CIMIC Group policies may be amended from time to time.