

## Adhoc Release

# HOCHTIEF approves submission of the unconditional and final off-market takeover offer to the outstanding shareholders of CIMIC by HOCHTIEF Australia

HOCHTIEF Aktiengesellschaft („HOCHTIEF“), through its wholly owned Australian subsidiary HOCHTIEF Australia Holdings Limited („HOCHTIEF Australia“), holds a stake of approx. 78.58 % in Australian company CIMIC Group Limited („CIMIC“). Today HOCHTIEF has approved the submission by HOCHTIEF Australia of an unconditional and final off-market takeover offer („Offer“) to acquire each CIMIC share held by the free float shareholders of CIMIC other than HOCHTIEF Australia (each a „CIMIC Shareholder“) for AU\$ 22 cash per CIMIC share („Offer Price“). Under the Offer terms, if a CIMIC Shareholder accepts the Offer in respect of its CIMIC shares, then HOCHTIEF Australia will be entitled to all of the rights attaching to those CIMIC shares, which includes the amount of any dividends declared or paid by CIMIC after the date of announcement of the Offer. The Offer can lead to HOCHTIEF increasing its indirect shareholding in CIMIC to up to 100 %.

HOCHTIEF has agreed to provide HOCHTIEF Australia with all amounts HOCHTIEF Australia is required to pay under, or in connection with, the Offer under an offer funding agreement. The maximum aggregate amount of cash consideration that HOCHTIEF Australia would be required to pay under the Offer (66,665,467 CIMIC shares multiplied by the Offer Price) is expected to amount, when converted into Euro to approx. EUR 940 million. To finance the payment obligation in respect of the Offer, HOCHTIEF has entered into a transaction facility with a consortium of banks.

**HOCHTIEF** is an engineering-led global infrastructure group with leading positions across its core activities of construction, services and concessions/public-private partnerships (PPP) focused on Australia, North America and Europe; With around 35,000 employees and a sales volume of about EUR 24 billion in 2020, HOCHTIEF's global presence is focused on developed markets; Via CIMIC, the Group is market leader in Australia; In the USA, HOCHTIEF is the No. 1 general builder via Turner; Flatiron ranks among the most important players in the field of civil works, mainly in transportation infrastructure; HOCHTIEF owns a 20% stake in Abertis, the leading international toll road operator; Thanks to its commitment to sustainability, HOCHTIEF has been listed in the Dow Jones Sustainability Indexes since 2006; Further information is available at <https://www.hochtief.com/news-media>