

SIXTH SUPPLEMENTARY BIDDER'S STATEMENT

In relation to the Offer by

CIMIC GROUP INVESTMENTS NO.2 PTY LIMITED

ACN 610 264 189

to acquire fully paid ordinary shares in

UGL LIMITED

ACN 009 180 287

ACCEPT

THE UNCONDITIONAL

CASH OFFER TO ACQUIRE ALL OF YOUR ORDINARY SHARES IN UGL LIMITED FOR \$3.15 CASH FOR EACH UGL SHARE

The Offer Price of \$3.15 for each UGL Share is final and cannot be increased during the Offer Period, in the absence of a competing proposal

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

You should read this document in its entirety. If you are in any doubt as to how to deal with it, you should consult your legal, financial or other professional adviser as soon as possible. If you have any queries about the Offer, you may also call the CIMIC Offer Information Line on 1300 648 874 (for calls made within Australia) or +61 2 8355 1000 (for calls made from outside Australia) between 9.00am and 5.00pm (AEDT) Monday to Friday.

SIXTH SUPPLEMENTARY BIDDER'S STATEMENT

This document is a supplementary Bidder's Statement under section 643 of the *Corporations Act 2001* (Cth).

It is the sixth supplementary Bidder's Statement (**Sixth Supplementary Bidder's Statement**) issued by CIMIC Group Investments No. 2 Pty Limited ACN 610 264 189 (**CGI2**) to the Bidder's Statement lodged with ASX, UGL Limited and ASIC on and dated 10 October 2016 (**Original Bidder's Statement**) as amended by the first supplementary Bidder's Statement dated 26 October 2016 (**First Supplementary Bidder's Statement**), the second supplementary Bidder's Statement dated 3 November 2016 (**Second Supplementary Bidder's Statement**), the third supplementary Bidder's Statement dated 7 November 2016 (**Third Supplementary Bidder's Statement**), the fourth supplementary Bidder's Statement dated 7 November 2016 (**Fourth Supplementary Bidder's Statement**) and the fifth supplementary Bidder's Statement dated 10 November 2016 (**Fifth Supplementary Bidder's Statement**) issued by CGI2 in relation to its off-market takeover bid for all of the ordinary shares in UGL Limited ACN 009 180 287 (**UGL**).

This Sixth Supplementary Bidder's Statement supplements, and should be read together with, the Original Bidder's Statement, the First Supplementary Bidder's Statement, the Second Supplementary Bidder's Statement, the Third Supplementary Bidder's Statement, the Fourth Supplementary Bidder's Statement and the Fifth Supplementary Bidder's Statement. This document will prevail in the event of any inconsistency with the Original Bidder's Statement as amended by the First Supplementary Bidder's Statement, the Second Supplementary Bidder's Statement, the Third Supplementary Bidder's Statement, the Fourth Supplementary Bidder's Statement and the Fifth Supplementary Bidder's Statement. Unless the context requires otherwise, terms defined in the Original Bidder's Statement as amended by the First Supplementary Bidder's Statement, the Second Supplementary Bidder's Statement, the Third Supplementary Bidder's Statement, the Fourth Supplementary Bidder's Statement and the Fifth Supplementary Bidder's Statement have the same meaning where used in this document.

A copy of this Sixth Supplementary Bidder's Statement was lodged with ASIC on and is dated 14 November 2016. Neither ASIC nor any of its officers takes any responsibility for the contents of this document.

This Sixth Supplementary Bidder's Statement has been approved by a resolution of the directors of CGI2.

14 NOVEMBER 2016 NOTICE OF STATUS OF DEFEATING CONDITIONS

ACCEPT CIMIC'S FINAL¹, UNCONDITIONAL OFFER FOR UGL BEFORE 7.00PM AEDT ON 25 NOVEMBER 2016

CIMIC, through its wholly owned subsidiary CIMIC Group Investments No. 2 Pty Limited (**CGI2**), confirms that its final¹, unconditional, majority recommended off-market takeover offer (**Offer**) for all of the shares it does not own in UGL Limited (**UGL**), is free from all conditions and provides the attached notice of status of defeating conditions under section 630(3) of the *Corporations Act*.

CGI2 reiterates that the Offer Period for its Offer is scheduled to close at **7.00pm AEDT on 25 November 2016** unless:

- the Offer Period is automatically extended under section 624(2)² of the *Corporations Act*; and/or
- CGI2 obtains a relevant interest in at least 75% of UGL Shares before the close of the Offer in which event the Offer Period will be extended by 14 days from the date CGI2 obtains such relevant interest.

The majority of the UGL Board has recommended that investors **ACCEPT** the Offer and the independent expert has also concluded that the Offer is fair and reasonable, in each case in the absence of a superior proposal. No such proposal has emerged.

UGL Shareholders wishing to **ACCEPT** the Offer are encouraged to act immediately to ensure payment of cash consideration is received as quickly as possible.

UGL Shareholders who accept the Offer will receive \$3.15 per share in cash, with payment being made within seven business days after the Offer is accepted. The Offer price is **FINAL**³.

CGI2 currently has a relevant interest in 14.85% of all UGL Shares as at 9.00am on 14 November 2016.

How to ACCEPT the Offer

Acceptance Forms can be sent by post, email or fax and must be received **BEFORE** 7.00pm on the date the Offer closes.

For Acceptance Forms sent by email or fax, the original Acceptance Form (including any documents required in order to validly process acceptances, such as certified copies of powers of

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 If, within the last 7 days of the Offer Period, the Offer Price is increased (in the instance of a competing proposal) or CGI2's voting power in UGL increases to more than 50%, then the Offer Period is extended so that it ends 14 days after that event.

³ The Offer cannot be increased during the Offer Period in the absence of a competing proposal.

attorney) must still be posted in accordance with the instructions on the Acceptance Form, and CGI2 will not be obliged to pay the consideration until it receives those documents.

Issuer Sponsored Holders (Securityholder Reference Number beginning with "I"):

To accept the Offer, a validly completed Acceptance Form must be received at the postal address indicated on the form before the end of the Offer Period. Alternatively, Acceptance Forms sent by **facsimile to +61 3 9473 2093** or by **email to CimicOffer@computershare.com.au** will also be processed by CGI2 (subject to receipt of original documents).

CHESS Holders (Holder Identification Number beginning with "X"):

If your UGL shares are held in a broker sponsored holding, to accept the Offer contact your broker directly before the end of the Offer Period. Alternatively you can return your validly completed Acceptance Form to the postal address indicated on the form. Acceptance Forms sent by **facsimile to +61 3 9473 2093** or by **email to CimicOffer@computershare.com.au** will also be processed by CGI2 (subject to receipt of original documents).

Validly completed Acceptance Forms need to be received at the relevant address, or processed by sponsoring brokers, by no later than 7.00pm AEDT on 25 November 2016. Acceptance forms sent to any other address, facsimile or email address may not be accepted.

UGL shareholders can request that a new Acceptance Form be sent to them by calling the CIMIC Offer Information Line.

Information Line

UGL shareholders who have any other 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 (AEDT) Monday to Friday.

ENDS

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

Further information

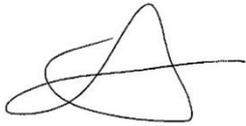
Ms Marta Olba, Group Manager Investor Relations T+61 2 9925 6134

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 30 September 2016, employed approximately 44,000 people directly and through its investments.

DATED 14 November 2016

SIGNED for and on behalf of CIMIC Group Investments No. 2 Pty Limited by:



Angel Muriel

Director

**NOTICE OF STATUS OF DEFEATING CONDITIONS
UNDER SECTION 630(3) OF THE CORPORATIONS ACT 2001 (CTH)**

TO: UGL Limited (ACN 009 180 287) (**UGL**)

AND TO: ASX Limited (ACN 008 624 691)

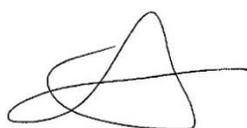
This is a notice given by CIMIC Group Investments No. 2 Pty Limited (ACN 610 264 189) (**CGI2**) in relation to the offers dated 25 October 2016 made under its off-market takeover bid for all the ordinary shares in UGL that CGI2 does not already own (**Offer**), pursuant to its bidder's statement dated 10 October 2016 (**Bidder's Statement**).

In accordance with section 630(3) of the *Corporations Act 2001* (Cth), CGI2 gives notice that:

- (a) the Offer and any contracts arising from the acceptance of the Offer are free from the condition contained in section 9.8 of the Bidder's Statement (the condition having been waived by CGI2 on 7 November 2016); and
- (b) so far as CGI2 knows, CGI2's voting power in UGL is 14.85% as at 9.00am on 14 November 2016.

DATED: 14 November 2016

SIGNED for and on behalf of CIMIC Group Investment No. 2 Pty Limited by:



Angel Muriel

Director