

June 15, 2015

CIMIC Announces Invitation by CIMIC Finance (USA) Pty Ltd to Tender for Cash Certain of its Debt Securities

CIMIC Finance (USA) Pty Ltd (ABN 76 132 500 684; formerly Leighton Finance (USA) Pty Ltd) (the “Company”), a direct wholly-owned subsidiary of CIMIC Group Limited (ABN 57 004 482 982; formerly Leighton Holdings Limited) (the “Parent Guarantor”), hereby announces that it is inviting holders of its outstanding US\$500,000,000 5.950% Guaranteed Senior Notes due 2022 (the “Notes”) to tender any and all of their Notes to the Company for purchase for cash (the “Tender Offer”). The complete terms and conditions of the Tender Offer are set forth the Tender Offer Memorandum dated June 15, 2015 (the “Tender Offer Memorandum”) and the related Letter of Transmittal and Notice of Guaranteed Delivery (together, the “Offer Materials”). Capitalized terms used but not otherwise defined in this announcement have the meanings given to them in the Tender Offer Memorandum.

The following table sets forth certain information relating to pricing for the Tender Offer.

Title of Security	Outstanding Principal Amount	CUSIP Numbers	ISIN	Reference US Treasury Security	Bloomberg Reference Page	Fixed Spread (basis points)	Hypothetical Purchase Price ⁽¹⁾
5.950% Guaranteed Senior Notes due 2022	US\$500,000,000	Reg S: Q55038AA 3 144A: 52535PAA7	Reg S: USQ55038AA3 3 144A: US52535PAA75	UST 1.625% due November 15, 2022	PX7	230	US\$1,090.27

- (1) Actual Purchase Price may differ. The Hypothetical Purchase Price per US\$1,000 of Notes, has been determined by reference to a hypothetical Reference Yield based on the bid-side price of the Reference Treasury Security as of 2:00 p.m., New York City time, on June 12, 2015 and a payment date of June 24, 2015. The actual Reference Yield based on the bid-side price of the Reference Treasury Security will be determined by the Dealer Managers at the Price Determination Time, which is expected to be 2:00 p.m., New York City time, on June 19, 2015. See Schedules A and B of the Tender Offer Memorandum for more information.

The “Total Consideration” per each US\$1,000 principal amount of Notes validly tendered and accepted for purchase by the Company pursuant to the Tender Offer will be the sum of (a) a Purchase Price per US\$1,000 principal amount of Notes (calculated in accordance with standard market practice) determined as described in the Tender Offer Memorandum to result in a yield to the maturity date for the Notes equal to the sum of (i) the yield to maturity, calculated by the Dealer Managers in accordance with standard market practice, corresponding to the bid-side price of Reference US Treasury Security specified in the table above at the Price Determination Time and (ii) the Fixed Spread for the Notes specified in the table above *plus* (b) accrued and unpaid interest for each US\$1,000 principal amount of Notes from the immediately preceding interest payment date on the Notes up to (but excluding) the payment date for such purchased Notes (rounded to the nearest cent).

Promptly following the Price Determination Time, the Company intends to announce the Total Consideration payable by the Company for all Notes accepted by it for purchase in accordance with the Tender Offer.

The Tender Offer will expire at 5:00 p.m., New York City time, on June 19, 2015, unless extended or earlier terminated (such time and date, as the same may be extended, the “Expiration Time”). Holders of Notes must validly tender and not validly withdraw their Notes before the Expiration Time to receive the Total Consideration, unless such Notes are tendered using the guaranteed delivery procedures as described in the Tender Offer Memorandum. Notes validly tendered may be withdrawn at any time at or prior to the Expiration Time, but not thereafter. Payment of the Total Consideration for Notes that are tendered by Holders (and not validly withdrawn) prior to the Expiration Time and accepted by the Company for purchase is expected to be made on June 24, 2015, unless the Tender Offer is extended or earlier terminated.

The Tender Offer is subject to the satisfaction or waiver of certain conditions set forth in the Tender Offer Memorandum. The Company has expressly reserved the right, in its sole discretion but subject to applicable law, to terminate, withdraw, extend or otherwise amend the Tender Offer at any time. If the Company takes any of these actions, a public announcement will be made in respect thereof.

The terms and conditions of the Tender Offer are set forth solely in the Offer Materials, copies of which are available at the following web address:

<http://www.dfking.com/cimic>

For additional information regarding the Tender Offer, please contact: The Hongkong and Shanghai Banking Corporation at +1 (888) HSBC-4LM (US toll free), +852 2822 4100 (Hong Kong), +44 207 992 6237 (London) or +1 212 525 5552 (New York), liability.management@hsbcib.com or Société Générale at +44 207 676 7579 (London), liability.management@sgcib.com. Requests for documents may be directed to D.F. King & Co., Inc., which is serving as the tender agent and information agent for the Tender Offer (the “Information Agent”), at +1 (866) 387-0017 (US toll free) or +1 (212) 269-5550 (collect for banks and brokers), cimic@dfking.com.

This press release does not constitute an offer or an invitation to participate in the Tender Offer nor does it constitute a notice of redemption under the optional redemption provisions of the indenture governing the Notes. The Tender Offer is being made pursuant to the Offer Materials, which set forth the complete terms and conditions of the Tender Offer. Holders are urged to read the Offer Materials carefully before making any decision with respect to their Notes. The Tender Offer is not being made to, nor will the Company accept tenders of Notes from, holders in any jurisdiction in which it is unlawful to participate in the Tender Offer. None of the Company, the Parent Guarantor, the Dealer Managers, the Information Agent or the trustee for the Notes makes any recommendation as to whether holders should tender Notes in response to the Tender Offer. Neither the Tender Offer Memorandum nor any related documents have been filed with, and have not been approved or reviewed by, any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Tender Offer Statement or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary.

Certain statements in this press release, including those describing the completion of the Tender Offer, constitute forward-looking statements. These statements are not historical facts but instead represent only the belief of the Company and the Parent Guarantor regarding future events, many of which, by their nature, are inherently uncertain and outside their control. It is possible that actual results will differ, possibly materially, from the anticipated results indicated in such forward-looking statements.

CIMIC GROUP LIMITED