



Federal Court of Australia

District Registry: Australian Capital Territory

Division: General

No: ACD93/2016

INABU PTY LTD

Applicant

CIMIC GROUP LIMITED (ACN 004 482 982)

Respondent

ORDER

JUDGE: JUSTICE JAGOT

DATE OF ORDER: 25 June 2018

WHERE MADE: Sydney

THE COURT ORDERS THAT:

Expert Evidence

1. Order 1 made on 12 June 2018 be amended such that the applicant serve its expert evidence in chief by 29 June 2018.
2. Order 2 made on 12 June 2018 be amended such that the respondent serve its expert evidence in response by 24 August 2018.
3. Order 3 made on 12 June 2018 be amended such that the applicant serve its expert evidence in reply by 12 October 2018.

Further Amended Pleadings

4. Order 4 made on 12 June 2018 be amended such that the applicant serve its proposed further amended statement of claim (**FASOC**) by 26 June 2018.
5. Order 5 made on 12 June 2018 be amended such that the respondent advise the applicant by 10 July 2018 if it objects to leave being granted for the proposed further amended statement of claim to be filed, and the reasons for its objection.

Opt Out Orders

6. Pursuant to s 33J of the *Federal Court of Australia Act 1976* (Cth) (**Act**), 4 pm on the date which is eight weeks after the **FASOC** is filed (the **Class Deadline**) be fixed as the date on or before which a class member may opt out of this proceeding.



7. Pursuant to s 33J of the Act, any class member who wishes to opt out of this proceeding must, before 4pm on the Class Deadline, deliver an opt out notice in the form of the opt out notice which is Schedule C to these Orders to the Australian Capital Territory District Registry of the Federal Court of Australia.
8. The respondent advise the applicant by 10 July 2018 if it requires any changes to be made to:
 - (a) the terms of the opt out and claim registration notice set out in Schedule A to these Orders (**Notice**); or
 - (b) the terms of the notice set out in Schedule B to these Orders (**Abridged Notice**), as a result of amendments shown in the FASOC.
9. If the respondent does not advise the applicant by 10 July 2018 in accordance with paragraph 8 above the parties will request that the court approve the Notice and the Abridged Notice pursuant to s 33X and s33Y of the Act.
10. If the respondent advises the applicant by 10 July 2018 in accordance with paragraph 8 above the parties will attempt to reach an agreement regarding the form of the Notice and Abridged Notice. Failing such agreement the form of Notice and Abridged Notice will be determined by the court.
11. Subject to the Notice and Abridged Notice being approved by the court in accordance with order 9 or 10 (as applicable), then, pursuant to s 33Y of the Act, the Notice and the Abridged Notice be given to class members according to the following procedure:
 - (a) On or before the date which is two weeks after the FASOC is filed (the **Class Opt Out/Registration Commencement**), the applicant cause the Notice to be hosted on the website of the applicant's solicitors, <http://www.mauriceblackburn.com.au>, and to remain so displayed on and until the Class Deadline;
 - (b) On or before the Class Opt Out/Registration Commencement, the applicant cause the Notice to be sent to each person or entity who is deemed to be a class member by virtue of order 17 below, such Notices to be sent by email where an email address is available, or failing that, by ordinary mail;
 - (c) On or before the Class Opt Out/Registration Commencement, the respondent cause the Notice to be sent to each person or entity listed in the respondent's share register as having purchased shares in the respondent between 23 November 2010 and 8 October 2013 inclusive, such Notices to be sent by email where an email address is available, or failing that, by ordinary mail;



- (d) On or before the Class Opt Out/Registration Commencement, the District Registrar of the Australian Capital Territory District Registry of the Federal Court of Australia cause the Notice to be:
 - (i) Posted on the Federal Court website; and
 - (ii) Available for inspection at the District Registry of the Federal Court in Sydney, Melbourne, Canberra, Brisbane, Adelaide, Perth, Hobart and Darwin;
 - (e) On or before the Class Opt Out/Registration Commencement, the applicant cause an advertisement in the terms of the Abridged Notice to be published in the legal notices or equivalent section in one weekday edition of The Australian Financial Review.
12. On or before the Class Opt Out/Registration Commencement, the applicant cause the opt out notice that is Schedule C to these Orders to be made available on the website of the applicant's solicitors and to remain so until the Class Deadline.
 13. The costs of and incidental to the procedures set out in Orders 11 and 12 above be initially borne by the applicant but on the basis that those costs will subsequently fall to be dealt with by the Court as part of the costs of the proceeding.
 14. If, on or before 4pm on the Class Deadline, the solicitors for either party receive a notice purporting to be an opt out notice referable to this proceeding, the solicitors file such notice in the Australian Capital Territory District Registry of the Federal Court of Australia within fourteen (14) days of receipt and the notice shall be treated as an opt out notice received by the Court at the time when it was received by the solicitors.

Class Closure and Claim Preclusion Orders

15. Subject to Order 17 below, pursuant to s 33ZF of the Act, any class member who wishes to participate in any distribution of any amount agreed in a settlement of this proceeding be obliged, by 4pm on the Class Deadline, to complete an online CIMIC Class Member Registration Form at the domain hosted by Maurice Blackburn Lawyers <https://classaction.mauriceblackburn.com.au/shareholder/CIMIC> (**Registration Form**).
16. In completing the Registration Form, and in order to register for the purpose of Order 15 above, each class member (other than those who are deemed to have registered by Order 17 below) be required to submit:
 - (a) The class member's name, address and email address;
 - (b) Any relevant and available Holder Identification Number (**HIN**) or Security Reference Number (**SRN**);



- (c) The number of CIMIC Limited securities (**LEI securities**) held by the class member immediately prior to the commencement of trade on 23 November 2010;
 - (d) For each purchase by the class member of LEI securities during the period from 23 November 2010 to 7 October 2013 (inclusive), all transactional information regarding the purchase, including in respect of each such purchase:
 - (i) The date of purchase;
 - (ii) The quantity of securities purchased; and
 - (iii) The consideration paid (including brokerage); and
 - (e) For each sale by the class member of LEI securities during the period from 23 November 2010 to 7 October 2013 (inclusive), all transactional information regarding the sale, including in respect of each such sale:
 - (i) The date of sale;
 - (ii) The quantity of securities sold; and
 - (iii) The consideration received (net of brokerage).
17. A class member is deemed to have complied with Order 15 above if, by the Class Opt Out/Registration Commencement, the class member has:
- (a) Provided the information referred to in orders 16(a) to 16(e) above to Maurice Blackburn by 4pm on the Class Deadline; and
 - (b) By the Class Opt / Registration Commencement either:
 - (i) Engaged the applicant's solicitors in writing to act for that class member in connection with this proceeding; and/or
 - (ii) Retained Harbour Fund III, L.P. in writing to provide litigation funding services to that class member in connection with this proceeding.
18. By 4pm on the date which is four weeks after the Class Deadline, the applicant:
- (a) Deliver to the solicitors for the respondent a list of all persons who completed a Registration Form pursuant to Order 15 above or who are deemed to have done so by Order 17 above (**Registered Class Members**), which list shall contain:
 - (i) A unique identification number for each listed Registered Class Member;



- (ii) The information referred to in Orders 16(b), (c), (d) and (e) above for each listed Registered Class Member; and
 - (iii) Any amendments to the above information as notified to the solicitors for the applicant by that date;
 - (iv) but which shall not identify the class members other than by the identification numbers described in Order 18(a)(i) above;
 - (b) File, in a sealed envelope marked “*Confidential List of Class Members – Not to be Opened without leave of the Court*”, a list of Registered Class Members, which list shall contain:
 - (i) A unique identification number for each listed Registered Class Member;
 - (ii) The information referred to in Orders 16 (a), (b), (c), (d) and (e) above for each listed Registered Class Member; and
 - (iii) Any amendments to that information as notified to the solicitors for the applicant by that date.
19. Pursuant to s 33ZF of the Act, any class member who does not opt out and who is not a Registered Class Member will:
- (a) remain a class member for all purposes, including for the purpose of being bound by any judgment in this proceeding and being entitled to participate in any award of damages by the Court if this proceeding does not settle; but
 - (b) subject to any further order of the Court, will not be entitled to receive a distribution from any settlement of this proceeding.
20. The applicant’s solicitors be granted leave to inspect the Court file and to copy any opt out notices filed by class members.
21. The respondent’s solicitors be granted leave to inspect the Court file and to copy any opt out notices filed by class members (but the respondent’s solicitors not be permitted to view the Confidential List of Class Members described in Order 18(b) above without further order of the Court).
- Other Orders**
22. The Notice may be amended by the solicitors for the applicants before it is emailed, displayed or published in order to correct any website or email address or telephone number, and will be



amended to replace “the Class Deadline” with the date which is eight weeks after the FASOC is filed.

23. The parties have liberty to apply on 48 hours’ written notice.

Date that entry is stamped: 25 June 2018

Warrick Soden
Registrar





SCHEDULE A

OPT OUT AND CLAIM REGISTRATION NOTICE

FEDERAL COURT OF AUSTRALIA

CIMIC Class Action

What is this Notice?

On 23 November 2016, a class action was commenced by Inabu Pty Ltd (ACN 003 657 654) as trustee for the Alidas Superannuation Fund (ABN 38 718 529 455) in the Federal Court of Australia against CIMIC Group Limited (ACN 004 482 982) (formerly known as Leighton Holdings Limited). The Federal Court has ordered that this Notice be published for the information of persons who are members of the class on whose behalf the action is brought.

If you purchased shares in CIMIC (**LEI shares**) between 23 November 2010 and 3 October 2013 (inclusive), you should read this notice carefully as it may affect your ability to participate in the class action.

If there is anything in this notice that you do not understand, you should seek legal advice. Any questions you have concerning the matters contained in this notice should not be directed to the Court.

Key points to be aware of

1. If you wish to register to obtain compensation from any settlement of this proceeding you must:
 - a. Have already signed a retainer with Inabu's solicitors, Maurice Blackburn, to act for you and/or signed a funding agreement with Harbour Fund III, L.P. (**Harbour**) in relation to this proceeding and, to the extent you have not already done so, provide all the information required in the online CIMIC Class Member Registration Form accessible at the domain hosted by Maurice Blackburn <https://classaction.mauriceblackburn.com.au/shareholder/CIMIC>; or
 - b. Before 4pm on the Class Deadline complete and submit the online CIMIC Class Member Registration Form accessible at the domain hosted by Maurice Blackburn <https://classaction.mauriceblackburn.com.au/shareholder/CIMIC>.
2. If you do not wish to be involved in the class action, before 4pm on the Class Deadline, you must complete and submit an opt out notice in the form available on the Maurice Blackburn website.
3. If you have not already retained Maurice Blackburn and/or signed a funding agreement with Harbour and you do nothing in response to this notice, your rights (if any) may be determined without your participation.



What is a class action?

A class action is an action brought by one person (applicant) on his or her own behalf and on behalf of a group of people (class members) against another person (respondent), where the applicant and the class members have similar claims against the respondent.

Class members are bound by any judgment or settlement in the class action, unless they have opted out of the proceeding. This means that:

1. If the class action is successful, class members may be eligible for a share of any settlement sum or Court-awarded damages;
2. If the class action is unsuccessful, class members are bound by that result; and
3. Regardless of the outcome of the class action, class members will not be able to pursue their claims against the respondent in separate legal proceedings unless they have opted out.

The applicant does not need to seek the consent of class members to commence a class action on behalf of those persons. However, class members can cease to be class members by opting out of the class action. Unless you opt out, you will be bound by the outcome of the class action. An explanation of how class members may opt out of this proceeding is set out below.

The CIMIC class action

The CIMIC class action was commenced on 23 November 2016 by Inabu. Inabu brings the proceeding on its own behalf, and on behalf of all persons who are class members as defined in the proceeding. The definition of class member is set out below.

Inabu alleges that CIMIC failed to comply with its continuous disclosure obligations under Australian corporate laws, and engaged in misleading and deceptive conduct, by withholding from shareholders that senior executives had knowledge, or knowledge of a risk that an offshore subsidiary was, or may have been engaged in corrupt conduct in order to secure construction work in Iraq.

Inabu claims that this conduct breached CIMIC's continuous disclosure obligations under the *Corporations Act 2001 (Cth)* (**Corporations Act**) and the ASX Listing Rules and the prohibition against misleading or deceptive conduct under the Corporations Act and the Australian Consumer Law.

Inabu claims that it and the class members suffered loss as a result of these alleged breaches. CIMIC denies the allegations and is defending the class action.

The CIMIC class action is funded by Harbour.

Are you a class member?



You are a class member in the CIMIC class action if you:

1. acquired an interest in fully paid ordinary shares in CIMIC Group Limited (formerly known as Leighton Holdings Limited) (**LEI shares**) during the period between 23 November 2010 and 3 October 2013 (**Relevant Period**);
2. suffered loss or damage by reason of the conduct of the respondent as alleged by the applicant in its Further Amended Statement of Claim; and
3. were not during any part of the Relevant Period, and are not any of the following:
 - a. a related party (as defined by s 228 of the Corporations Act) of CIMIC;
 - b. a related body corporate (as defined by s 50 of the Corporations Act) of CIMIC;
 - c. an associated entity (as defined by s 50AAA of the Corporations Act) of CIMIC;
 - d. an officer or a close associate (as defined by s 9 of the Corporations Act) of CIMIC; or
 - e. a judge or the Chief Justice of the Federal Court of Australia or a Justice or the Chief Justice of the High Court of Australia.

If you are not a class member in the CIMIC class action, you may disregard this Notice. If you are a class member, you should read this Notice carefully as it will affect your rights. If you are unsure whether you are a class member, you should contact Maurice Blackburn Lawyers at CIMICGroupClassAction@mauriceblackburn.com.au or seek your own legal advice without delay.

You may inspect copies of the relevant documents filed in connection with the CIMIC class action:

1. During business hours at the Sydney office of Maurice Blackburn;
2. On the Federal Court website at <http://www.fedcourt.gov.au>; or
3. At a District Registry of the Federal Court in Sydney, Melbourne, Canberra, Brisbane, Perth, Adelaide, Hobart or Darwin.

What class members must do

If you have already signed a retainer with Maurice Blackburn and/or a funding agreement with Harbour in relation to this class action, you are deemed to have already registered. You may be required to provide further information concerning your dealings in LEI shares if Maurice Blackburn requests it.

If you are a class member in the CIMIC class action, and have not retained Maurice Blackburn and/or signed a funding agreement with Harbour, you must select one of the following options by 4pm on the Class Deadline:



Option 1 – Register your interest in receiving compensation in a settlement of this proceeding

If you wish to make a claim for any loss you may have suffered as a result of CIMIC's alleged conduct, you must complete the online CIMIC Class Member Registration Form accessible at <https://classaction.mauriceblackburn.com.au/shareholder/CIMIC>.

Registration Forms must be completed online before 4 pm on the Class Deadline. Registration Forms completed after this time will not be accepted and you will be treated as having not responded to this notice (see Option 3 below).

Option 2 – Opt out and cease to be a class member

If you do not wish to remain a class member in the CIMIC class action, you must opt out of the proceeding by completing the opt out notice that is available on the Maurice Blackburn website at <http://www.mauriceblackburn.com.au>. If you opt out of the CIMIC class action you will:

1. Not be affected by any orders made in the CIMIC class action;
2. Not be permitted to participate in the distribution of any damages award or settlement outcome; and
3. Be entitled to commence separate legal proceedings against CIMIC in relation to the matters the subject of the CIMIC class action on your own behalf if you so wish.

Completed opt out notices must be submitted to the Australian Capital Territory District Registry of the Federal Court of Australia at Nigel Bowen Commonwealth Law Courts Building, Childers Street, Canberra City ACT 2601 on or before 4pm on the Class Deadline. Opt out notices received after this time will not be accepted and you will be treated as having not responded to this notice (see Option 3 below).

Option 3 – Not respond to this Notice

If you do nothing, i.e. you do not act in accordance with Options 1 or 2 above, you will remain a class member in the CIMIC class action and be bound by any judgment or settlement agreement in the proceeding. However if there is a settlement, you will not be entitled to make a claim for part of that settlement.

In other words, if you do nothing, you will lose your right to share in the proceeds of any settlement with CIMIC in relation to the matters the subject of the allegations made against CIMIC in the CIMIC class action.

If Inabu and CIMIC reach an in-principle settlement of the CIMIC class action, Inabu will seek orders that are commonly sought in relation to the settlement of class actions. The effect of these orders will be that all class members as defined in the CIMIC class action will be bound by the settlement of that proceeding and will be prohibited from bringing a further claim against CIMIC in relation to the same issues as are raised in the CIMIC class action.



Will you be liable for legal costs?

You will not become liable for legal costs simply by remaining as a class member for the determination of common questions or by registering your interest in receiving compensation.

If the CIMIC class action is unsuccessful, the litigation funder Harbour will pay Inabu's costs and satisfy any order against Inabu to pay CIMIC's costs.

You should be aware that courts commonly make orders requiring class members who recover compensation through a class action to make a contribution from that compensation to the legal costs and/or funding costs involved in running the proceeding. To date, this has been done by way of funding equalisation orders or common fund orders.

Funding equalisation orders adjust the returns to funded and unfunded group members so they are equal. Courts have made these orders in the past in recognition that fairness requires that class members receive the same rate of return, whether or not they signed a funding agreement. Common fund orders require class members who receive compensation to pay a percentage of it to the litigation funder who has funded the proceeding.

If the Court makes orders requiring class members to make a contribution from any compensation that they receive to the legal or funding costs of the proceeding, this will not exceed the amount of compensation received and you will not be left out of pocket as a result.

Other matters

If the CIMIC class action resolves by way of a judgment in favour of Inabu or by way of a negotiated settlement, then the finalisation of your personal claim might require work to be done in processing your claim. If such work is required you may need legal assistance. You may enter into a retainer agreement with Maurice Blackburn (or other solicitors) to do that work if it becomes necessary and you will be liable for legal costs associated with the determination of issues concerned only with your claim.

If the CIMIC class action resolves by way of a settlement, class members will be required to verify their trade data as a condition of receiving compensation by providing either:

- (a) documentary evidence (eg trade confirmations); or
- (b) a statutory declaration as to the accuracy of the information provided.



Questions

If you are unclear about whether you are a class member, or if you have any other questions regarding the CIMIC class action, you should contact Maurice Blackburn at CIMICGroupClassAction@mauriceblackburn.com.au or by writing to Maurice Blackburn, Level 32, 201 Elizabeth Street, Sydney NSW 2000, Attention: Rebecca Gilsean. Alternatively, you can seek legal advice from other solicitors.



SCHEDULE B
ABRIDGED NOTICE
FEDERAL COURT OF AUSTRALIA
CIMIC Class Action

The Federal Court of Australia has ordered that this notice be published for the information of class members in the CIMIC class action. Any person who bought shares in CIMIC Group Limited (ACN 004 482 982) (formerly known as Leighton Holdings Limited) (**LEI shares**) between 23 November 2010 and 3 October 2013 (inclusive) should read this notice carefully as it may affect their rights.

What is the CIMIC class action?

The applicant in the CIMIC class action, Inabu Pty Ltd (ACN 003 657 654) as trustee for the Alidas Superannuation Fund (ABN 38 718 529 455), alleges that CIMIC failed to comply with its continuous disclosure obligations under Australian corporate laws, and engaged in misleading and deceptive conduct, by withholding from shareholders that senior executives had knowledge, or knowledge of a risk that an offshore subsidiary was, or may have been engaged in corrupt conduct in order to secure construction work in Iraq.

The applicant claims that this conduct breached CIMIC's continuous disclosure obligations under the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules and the prohibition against misleading and deceptive conduct under the Corporations Act and the Australian Consumer Law.

The applicant claims that it and the class members suffered loss as a result of these alleged breaches.

CIMIC denies the allegations and is defending the class action.

Are you a class member?

You are a class member in the class action if you:

1. acquired an interest in fully paid ordinary shares in CIMIC Group Limited (formerly known as Leighton Holdings Limited) (**LEI shares**) during the period between 23 November 2010 and 3 October 2013 (**Relevant Period**);
2. suffered loss or damage by reason of the conduct of the respondent as alleged by the applicant in its Further Amended Statement of Claim; and
3. were not during any part of the Relevant Period, and are not any of the following:
 - a. a related party (as defined by s 228 of the Corporations Act) of CIMIC;
 - b. a related body corporate (as defined by s 50 of the Corporations Act) of CIMIC;



- c. an associated entity (as defined by s 50AAA of the Corporations Act) of CIMIC;
- d. an officer or a close associate (as defined by s 9 of the Corporations Act) of CIMIC; or
- e. a judge or the Chief Justice of the Federal Court of Australia or a Justice or the Chief Justice of the High Court of Australia.

Class action deadline

The Court has made orders that (amongst other things):

1. Any person who wishes to make a claim in any settlement of the CIMIC class action for loss suffered as a result of CIMIC's alleged conduct must register at the domain hosted by Maurice Blackburn
<https://classaction.mauriceblackburn.com.au/shareholder/CIMIC> by the Class Deadline; and
2. Any person who wishes to have no part in the class action must opt out of the class action by the Class Deadline.

More information

If you believe you may be a class member it is very important that you read the further information available at Maurice Blackburn's website as soon as possible:

<http://www.mauriceblackburn.com.au>



SCHEDULE C

Form 21
Rule 9.34

Opt out notice

No. ACD 93 of 2016

Federal Court of Australia
District Registry: Australian Capital Territory
Division: General

Inabu Pty Ltd (ACN 003 657 654) as trustee for the Alidas Superannuation Fund (ABN 38 718 529 455)

Applicant

CIMIC Group Limited (ACN 004 482 982)

Respondent

To: The Registrar
Federal Court of Australia
Nigel Bowen Commonwealth Law Courts Building
Childers Street
Canberra City ACT 2601

[Name of class member], a class member in this representative proceeding, gives notice under section 33J of the Federal Court of Australia Act 1976, that [Name of class member] is opting out of the representative proceeding.

Date: []

Signature:

Signed by [Name]

[Insert capacity eg class member / Lawyer for the class member]

(please complete the next page)



Class member details

Name of class member:

Name of person completing this form:

Telephone: _____

Email: _____

Address: _____

ACN/ABN (if a company or trustee): _____

HIN/SRN: _____

If the shares were acquired on behalf of another person/entity, name of that person/entity:

If you are signing as the solicitor or representative of the class member:

Name: _____

Capacity in which you are signing: _____

Telephone: _____

Email: _____

Address: _____