

6 August 2024

SCHEMES OF ARRANGEMENT BECOME EFFECTIVE

Decmil Group Limited (ASX:DCG) (**Decmil**) refers to its announcement on 16 April 2024, concerning the inter-conditional schemes of arrangement under which and Macmahon Holdings Limited (ASX:MAH) (**Macmahon**) has agreed to acquire 100% of the issued ordinary shares (**Decmil Shares**) and redeemable convertible preference shares (**Decmil RCPS**) in Decmil (**Schemes**).

Capitalised terms not otherwise defined in this announcement have the meaning given in the Scheme Booklet.

Decmil is pleased to confirm that an office copy of the orders of the Supreme Court of Western Australia (**Court**) approving the Schemes has been lodged with the Australian Securities and Investments Commission.

In accordance with section 411(10) of the Corporations Act, the Schemes are now legally effective. An office copy of the Court orders is annexed to this announcement.

Suspension of Trading on ASX

It is expected that Decmil Shares and Decmil RCPS will be suspended from trading on ASX at close of trading today, Tuesday, 6 August 2024.

Scheme Consideration

Decmil Shareholders and Decmil RCPS Holders who hold Decmil Shares and/or Decmil RCPS at the record date of the Schemes (being, 5:00pm (AWST) on Thursday, 8 August 2024) (**Record Date**) will receive:

- under the Ordinary Scheme, a cash amount of \$0.30 per Decmil Share held at the Record Date; and
- under the RCPS Scheme, a cash amount of \$0.343 per Decmil RCPS held at the Record Date,

(**Scheme Consideration**).

It is expected that the Schemes will be implemented, and the Scheme Consideration will be paid, on Thursday, 15 August 2024

Subsequent important events and dates

A timetable for the implementation of the Schemes is set out below:

Event	Date
Effective Date of the Schemes and last day of trading of Decmil Shares and Decmil RCPS on ASX	6 August 2024



Event	Date
Suspension of trading of Decmil Shares and Decmil RCPS on ASX	Close of trading on 6 August 2024
Record Date for determining entitlements to the Scheme Consideration	5:00pm (AWST) on 8 August 2024
Implementation Date for the payment of Scheme Consideration to Scheme Participants	15 August 2024
Termination of official quotation of Decmil Shares and Decmil RCPS on ASX	Expected to occur on 16 August (or as otherwise determined by ASX)

The above dates and times are indicative only. Any variation to the above dates and times will be announced to ASX.

For further information on the Schemes, you can contact the Company Secretary of Decmil, Mr Peter Coppini by phone on: +61 8 6240 8126 or via email: investors@decmil.com.au.

This announcement has been authorised for release by the Board of Directors of Decmil Group Limited.

For further information please contact:

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About Decmil

Decmil Group Limited is a market leader in complex, multi-disciplinary project services. Decmil's group of companies deliver integrated construction and engineering solutions across the resources, infrastructure, and renewables sectors. Decmil's goal is to maximise returns from operations to deliver value to Securityholders, clients, and other stakeholders.

About Macmahon

Macmahon is an ASX listed company offering the complete package of mining services to miners throughout Australia and Southeast Asia. Macmahon's extensive experience in both surface and underground mining has established it as the contractor of choice for resources projects across a range of locations and commodity sectors. Macmahon is focused on developing respectful partnerships with its clients whereby both parties work in an open, flexible, and transparent way to ensure mutually beneficial outcomes whilst also minimising risks for both parties.

Annexure – Court Orders



IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/77/2024

EX PARTE:
**DECMIL GROUP LIMITED (ACN 111 210
390)**

First Plaintiff

**ORDERS OF JUSTICE HILL
MADE ON 5 AUGUST 2024**

**UPON APPLICATION of the plaintiff by originating process dated 10 May 2024,
and UPON HEARING Mr J Healy, of counsel for the plaintiff, and Ms C E
McKay, of counsel for the interested party, IT IS ORDERED that:**

1. Pursuant to section 411(4)(b) of the Corporations Act 2001 (Cth) (Act), the schemes of arrangement between:
 - (a) the plaintiff and its holders of fully paid ordinary shares in the form contained in Annexure B of the Scheme Booklet, being Annexure “JPM-3” of the James Patrick McAuliffe Affidavit sworn on 10 May 2024 (First McAuliffe Affidavit) in this proceeding, subject to the reference in cl 3.3 to cl 3.1(c) being amended to cl 3.1(b) (Ordinary Scheme); and
 - (b) the plaintiff and its holders of listed redeemable convertible preference shares in the form contained in Annexure C of the Scheme Booklet, being Annexure “JPM-4” of the First McAuliffe Affidavit, subject to the reference in cl 3.3 to cl 3.1(c) being amended to cl 3.1(b) (RCPS Scheme),are both approved.
2. Pursuant to s 411(12) of the Act, the plaintiff is exempt from compliance with s 411(11) of the Act, in relation to the Ordinary Scheme and the RCPS Scheme.
3. An office copy of these orders is to be lodged with the Australian Securities and Investments Commission by 6 August 2024.
4. These orders be entered forthwith.

BY THE COURT

THE HONOURABLE JUSTICE J HILL