



## ASX ANNOUNCEMENT



27 April 2021

ASX Market Announcements  
Australian Securities Exchange Limited  
Level 4  
20 Bridge Street  
SYDNEY NSW 2000

### **RE: AGM ARRANGEMENTS AND VENUE**

---

In accordance with Listing Rule 3.17, please find attached copies of the Notice of Meeting and Voting Form for the Company's 28<sup>th</sup> Annual General Meeting (AGM).

The AGM is scheduled to be held on Wednesday 26 May 2021 at 10.00am (AEST).

The Notice of Meeting and Voting Form together with the Company's 2020 Annual Report will be dispatched to shareholders today.

The 2020 Annual Report was released to the ASX on 31 March 2021.

These documents are also available on the Devine Group website [www.devinegroup.com.au](http://www.devinegroup.com.au).

Devine is committed to the health and safety of all stakeholders. Given the serious health risks associated with COVID-19 and the requirement to maintain social distancing, the Company has decided to hold a hybrid AGM, meaning shareholders are invited to attend, participate and vote either in person or online.

The AGM venue this year will be at WOTSO, Ground Floor, 55 Pyrmont Bridge Road, Pyrmont, Sydney, NSW.

Devine will ensure that it complies with the requirements for a validly held meeting under its Constitution and the Corporations Act.

The AGM will comply with the requirements for social distancing. However, for their health and safety, shareholders are strongly encouraged to participate in the AGM via online means, rather than attending in person. Online participation is via the Lumi online platform at [www.web.lumiagm.com/354809244](http://www.web.lumiagm.com/354809244). Shareholders require a computer or mobile/tablet device with internet access to attend the meeting online. A guide to accessing the meeting online is attached and is available on the Devine Group website [www.devinegroup.com.au](http://www.devinegroup.com.au).

### **Watch**

Shareholders and other stakeholders can watch the AGM via the Lumi online platform at [www.web.lumiagm.com/354809244](http://www.web.lumiagm.com/354809244), or on replay after the AGM, on the Devine Group website [www.devinegroup.com.au](http://www.devinegroup.com.au).



## ASX ANNOUNCEMENT



### **Vote**

Shareholders may appoint a proxy or cast a direct vote, as outlined in the Notice of Meeting. Completed voting forms must be received by Devine's share registrar no later than 10.00am (AEST) on Monday, 24 May 2021.

Shareholders may vote on resolutions in real time via the Lumi online platform at [www.web.lumiagm.com/354809244](http://www.web.lumiagm.com/354809244). Please refer to the attached instructions.

### ***Reasonable opportunity to ask questions***

Devine will allow shareholders a reasonable opportunity at the AGM to ask questions or make comments.

Shareholders can do so by submitting questions and comments in writing before the AGM following the instructions outlined in the Notice of Meeting.

Shareholders may also submit questions and comments during the AGM by attending in person or via the Lumi online platform at [www.web.lumiagm.com/354809244](http://www.web.lumiagm.com/354809244).

If it becomes necessary to make alternative arrangements for the AGM, Devine will advise shareholders through its website and by making an ASX announcement.

Shareholders who plan to attend the meeting in-person or who have questions may contact Devine's Company Secretary prior to the AGM at [company.secretary@devine.com.au](mailto:company.secretary@devine.com.au) or 07 3608 6361.

Sincerely,

**DEVINE LIMITED**

ENDS

**Issued by** Devine Limited ABN 51 010 769 365 [www.devinegroup.com.au](http://www.devinegroup.com.au)

**Authorised by** the Devine Limited Board

### **Contact**

Mr James Mackay, Company Secretary T +61 7 3608 6361

## **2021 NOTICE OF MEETING**

## To: The Shareholders

Notice is hereby given that the 2021 Annual General Meeting of Devine Limited (**Company**) will be held at WOTSO, Ground Level, 55 Pyrmont Bridge Rd, Pyrmont NSW, on **Wednesday, 26 May 2021 at 10.00 am (AEST)** (**AGM or Meeting**) for the purpose of transacting the business set out in this Notice.

The Company is continuing to monitor developments in relation to the COVID-19 pandemic, including guidance from the Federal and State Governments and regulators. In light of the continuing importance of social distancing, this year's AGM will also be conducted online. Shareholders will be able to participate online, including voting in real time and asking questions. Further information on how to participate in the online meeting is provided on page 3.

If it becomes necessary to make alternative arrangements with respect to any aspect of the AGM, the Company will advise Shareholders through its website and by making an ASX announcement.

## AGENDA

### 1. Annual Financial Report and Directors' and Auditor's Reports

To receive the Annual Financial Report and Reports of the Directors and Auditor for the financial year ended 31 December 2020 (**2020 Financial Year**).

### 2. Remuneration Report

To consider and, if thought fit, to pass the following item as a non-binding ordinary resolution:

***'That the Remuneration Report for the 2020 Financial Year be adopted'.***

### 3. Re-election of Director — Mr David Paul Robinson

To consider and, if thought fit, to pass the following item as an ordinary resolution:

***'That, Mr David Paul Robinson, who retires by rotation and offers himself for re-election, be re-elected as a director of the Company'.***

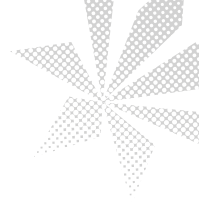
Details concerning Mr Robinson's background and experience are set out in the Explanatory Notes which accompany this Notice of Annual General Meeting.

The Explanatory Notes and the voting information form part of this Notice of Meeting and should be read in conjunction with it.

By Order of the Board



**James Mackay**  
Director and Company Secretary  
Brisbane  
27 April 2021



## NOTES

- (a) The Chairman will call a poll for all proposed resolutions.
- (b) You are eligible to attend and vote at the AGM if you are registered as a Shareholder of the Company at **7:00pm (AEST) on Monday, 24 May 2021.**

### Attending the meeting online

- (c) If you choose to participate online, you will be able to view a live webcast of the AGM, ask questions online and submit your votes in real time.

For further instructions on how to participate online please view the online meeting user guide at [www.devinegroup.com.au](http://www.devinegroup.com.au)

Technical difficulties may arise during the course of the Meeting. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid direct votes and proxy instructions. For this reason, Shareholders are encouraged to lodge a directed proxy or direct vote even if they plan to attend the meeting online.

The website for the AGM is [www.web.lumiagm.com](http://www.web.lumiagm.com).

The meeting ID for the AGM is: 354-809-244. Or use [www.web.lumiagm.com/354809244](http://www.web.lumiagm.com/354809244).

If it becomes necessary to make alternative arrangements with respect to any aspect of the AGM, the Company will advise Shareholders through its website and by making an ASX announcement.

### Direct Voting

- (d) You may vote directly on resolutions considered at the meeting without attending the meeting or appointing a proxy.

To vote by direct vote, mark Box A (in “Step 1”) on the Voting Form. You must complete the voting directions for Items 2 and 3 (in “Step 2”) by marking “For”, “Against” or “Abstain” for your vote to be counted.

If you cast a direct vote, you are still entitled to attend the meeting. However, your attendance will cancel your direct vote unless you advise Devine or Computer share Investor Services otherwise.

### Voting by Proxy

- (e) A member who is entitled to attend and cast a vote at the meeting, including a body corporate, is entitled to appoint a proxy.
- (f) The proxy need not be a member of the Company and may be an individual or a body corporate. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the member’s votes.
- (g) If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form. To be effective, the proxy form must be received at the share registry of the Company, Computershare Investor Services, no later than **10.00am (AEST) on Monday, 24 May 2021**. If you require an additional proxy form, please contact Computershare Investor Services on 1300 787 474.
- (h) If you are signing the proxy form under power of attorney or another authority, the original power of attorney or other authority under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by Computershare Investor Services no later than **10.00am (AEST) on Monday, 24 May 2021**.

## NOTES (CONTINUED)

- (i) A body corporate may elect to appoint an individual as its corporate representative in accordance with section 250D of the *Corporations Act* in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to Computershare Investor Services before the meeting.
- (j) The Company has determined in accordance with Regulation 7.11.37 of the Corporations Regulations 2001 that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded in the Company's register of members as at **7.00pm (AEST) on Monday, 24 May 2021**.
- (k) If more than one joint holder of Shares tenders a vote at the AGM (whether personally, by proxy, by attorney or by duly appointed representative), only the vote of the joint holder whose name appears first on the register will be counted.
- (l) If you have any queries on how to cast your votes then call Computershare Investor Services on 1300 787 474 during business hours.

Voting forms must be received before **10.00am (AEST) on Monday, 24 May 2021** by one of the following methods:

- Online: [www.investorvote.com.au](http://www.investorvote.com.au) and logging in using the control number found on the front of your accompanying voting form.
- By post: Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001
- By facsimile: In Australia 1800 783 447  
From outside Australia + 61 3 9473 2555

Intermediary Online subscribers (Institutions/Custodians) may lodge their voting instruction online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

The Company reserves the right to declare invalid any vote or proxy not received in this manner.

### Questions

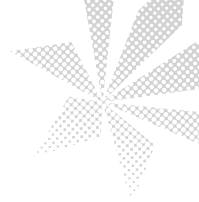
- (m) Shareholders may direct questions during the meeting (whether in person or online) to the Chairman about the operations and management of the Company, or to the Company's auditor about the conduct of the audit for the 2020 Financial Year during the Q&A session of the meeting.
- (n) Shareholders may also submit written questions to the Company through Computershare Investor Services quoting "Devine Ltd" on or before **5.00 pm (AEST) on Monday, 24 May 2021** to:

- By email: [returningofficer@computershare.com.au](mailto:returningofficer@computershare.com.au)
- By post: Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001
- By facsimile: In Australia 1800 783 447  
From outside Australia + 61 3 9473 2555

- (o) Responses to the most frequently asked questions will be consolidated and made available at the meeting and posted on the Company's website as soon as practicable after the meeting.

### Your Privacy

- (p) Attendees at the meeting may be video recorded.



# VOTING EXCLUSION STATEMENT AND CHAIRMAN AS PROXY

## Item 2

The Company will disregard any votes cast in favour of Item 2:

- > by or on behalf of a member of the Key Management Personnel (**KMP**) whose remuneration is disclosed in the Remuneration Report or a Closely Related Party of a member of the KMP, regardless of the capacity in which the vote is cast, and
- > as a proxy by a member of the KMP at the date of the meeting, or a Closely Related Party of a member of the KMP,

unless the vote is cast as a proxy for a person entitled to vote on Item 2 in accordance with a direction on the proxy form or by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though Item 2 is connected directly or indirectly with the remuneration of the Company's KMP.

If you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, and you do not direct the Chairman how to vote, you will be authorising the Chairman to exercise undirected proxies by signing and returning the proxy form (notwithstanding Item 2 is connected directly or indirectly with the remuneration of the KMP).

The Chairman intends to vote all undirected proxies in favour of all proposed resolutions.

Further details regarding proxy voting are set out in the proxy form accompanying this Notice of Meeting.

## EXPLANATORY NOTES

The Explanatory Notes have been prepared to assist Shareholders with their consideration of the items to be put to the AGM to be held on Wednesday, 26 May 2021.

### 1. Annual Financial Report and Directors' and Auditor's Reports

The *Corporations Act* requires that the report of the Directors, the Auditor's report and the Annual Financial Report be laid before the AGM. In addition, the Company's Constitution provides for such reports and statements to be received and considered at the meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the *Corporations Act* nor the Constitution requires a vote of Shareholders at the AGM on such reports or statements. Shareholders will be given a reasonable opportunity to raise questions with respect to these reports and statements at the meeting.

In addition to Shareholders being given a reasonable opportunity to ask questions about, or make comments on, the management of the Company at the meeting, Shareholders may address questions to the Company's Auditor, Ernst & Young, which are relevant to:

- (a) the independence of the Auditor in relation to the conduct of the audit;
- (b) the preparation and content of the Auditor's Report to be considered at the meeting;
- (c) the conduct of the audit of the Financial Report to be considered at the meeting; or
- (d) the accounting policies adopted by the Company in relation to the preparation of the financial statements.

## EXPLANATORY NOTES (CONTINUED)

### 2. Remuneration Report

The *Corporations Act* requires that a listed company put a resolution to Shareholders to adopt its Remuneration Report for the relevant financial year. The Company's Remuneration Report for the 2020 Financial Year (**Remuneration Report**) can be found on pages 15 to 19 of the Annual Report which is available on the Company's website at [www.devinegroup.com.au](http://www.devinegroup.com.au). It sets out the remuneration arrangements for the Company's KMP during the 2020 Financial Year.

As prescribed by the *Corporations Act*, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board does take the outcome of the vote and discussion at the meeting into account in setting remuneration policies for future years. In accordance with the requirements of the *Corporations Act*, if more than 25% of the votes cast are against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will, broadly, be required to vote at the second of those annual general meetings on a resolution that another meeting be held within 90 days at which all of the Company's directors (other than the managing director) at the time of the last annual general meeting must cease to be directors and be subject to re-election by Shareholders.

A reasonable opportunity will be provided for questions on the Remuneration Report at the AGM.

#### Recommendation

The Board unanimously recommends that Shareholders vote **in favour** of Item 2. The Chairman of the meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report.

### 3. Re-election of Director – Mr David Paul Robinson

Mr Robinson has held the position of Director of the Company since 27 May 2015 and Chairman since 19 January 2016.

Under rule 19.3(b) of the Constitution, a Director (who is not a managing director) may not hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected.

In accordance with rule 19.3(b) of the Constitution, Mr Robinson will retire at the AGM and is standing for re-election as a Non-executive Director.

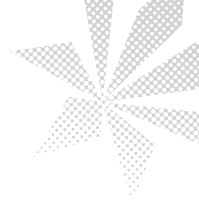
Mr Robinson's election as a Non-executive Director has been proposed by the Company's major shareholder, ASX-listed CIMIC Group Limited.

Mr Robinson has been a Non-executive Director of CIMIC Group Limited since 1990 and a Director of Devine Limited since 27 May 2015. Mr Robinson is a registered company auditor and tax agent, a chartered accountant and a partner of the firm ESV Accounting and Business Advisers in Sydney. He acts as an adviser to local and overseas companies with interests in Australia. He is also a Non-executive Director of Catholic Schools NSW Limited, Catholic Employment Relations Limited and a Director of HOCHTIEF Australia Holdings Limited. Mr Robinson was a Director of Leighton Properties Pty Ltd from 2000 to 2012.

#### Recommendation

The Board (excluding Mr Robinson) unanimously recommends that Shareholders vote **in favour** of Item 3.





## DEFINITIONS

<b>AGM</b>	means Annual General Meeting.
<b>Annual Report</b>	means the annual report of the Company for the financial year ended 31 December 2020.
<b>ASIC</b>	means Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited and the exchange operated by it, being the Australian Securities Exchange.
<b>Auditor</b>	means EY (Ernst & Young).
<b>Board</b>	means the Board of Directors of Devine.
<b>Chairman</b>	means the Chair of the Company.
<b>Closely Related Party</b>	has the meaning given to that expression in the <i>Corporations Act</i> and includes, for example, a spouse, child, dependent and certain other family members of the KMP, as well as any company controlled by a member of the KMP.
<b>Company or Devine</b>	means Devine Limited ACN 010 769 365.
<b>Constitution</b>	means the existing constitution of the Company.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means one or more Directors of the Company.
<b>Explanatory Notes</b>	means the explanatory notes attached to this Notice of Meeting.
<b>Key Management Personnel or KMP</b>	means those persons having authority and responsibility for planning, directing and controlling the activities of Devine, directly or indirectly, including any Director (whether executive or otherwise).
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Notice of Meeting</b>	means the notice of meeting for the 2021 AGM of the Company, including the Explanatory Notes.
<b>Remuneration Report</b>	means the section headed 'Remuneration Report' in the Directors' report for the financial year ended 31 December 2020.
<b>Shareholder</b>	means a registered shareholder of Devine who is entitled to vote at the AGM.
<b>Shares</b>	means the existing fully paid ordinary shares in the Company.



**Devine**  
GROUP

**Devine Limited**

ABN 51 010 769 365

Level 2, KSD1,  
485 Kingsford Smith Drive,  
Hamilton, QLD 4007

PO Box 780,  
Hamilton Central, QLD 4007  
P (07) 3608 6300  
F (07) 3608 6333

[devine.com.au](http://devine.com.au)  
[devinegroup.com.au](http://devinegroup.com.au)



## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

DVN

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10:00 AM (AEST) on Monday 24 May 2021**.

# Voting Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### VOTE DIRECTLY

**Voting 100% of your holding:** Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders must sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Voting Form

Please mark ☒ to indicate your directions

## Step 1

## Indicate How Your Vote Will Be Cast *Select one option only*

XX

At the Annual General Meeting of Devine Limited to be held at WOTSO, Ground Floor, 55 Pyrmont Bridge Rd, Pyrmont NSW 2009 and online via [web.lumiagm.com/354809244](http://web.lumiagm.com/354809244), on Wednesday 26 May, 2021 at 10:00am (AEST) and at any adjournment or postponement of that meeting, I/We being member/s of Devine Limited direct the following:

A **Vote Directly** ☐ Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B **Appoint a proxy to vote on your behalf** ☐ I/We hereby appoint: **The Chairman of the Meeting** OR  **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).  
or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 2** (except where I/we have indicated a different voting intention in step 2) even though **Item 2** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 2** by marking the appropriate box in step 2.

## Step 2

## Items of Business

**PLEASE NOTE:** If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director — Mr David Paul Robinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3

## Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date
<b>Update your communication details</b> (Optional)			
Mobile Number	Email Address	By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically	
<input type="text"/>	<input type="text"/>		





DVNRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Devine Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Devine Limited**

# Online meeting guide

## Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

### To log in, you must have the following information:

#### Meeting ID

Meeting ID as provided in the Notice of Meeting.

#### Australian residents

- > **Username**  
(Member Number) and
- > **Password**  
(postcode of your registered address).

#### Overseas Residents

- > **Username**  
(Member Number) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

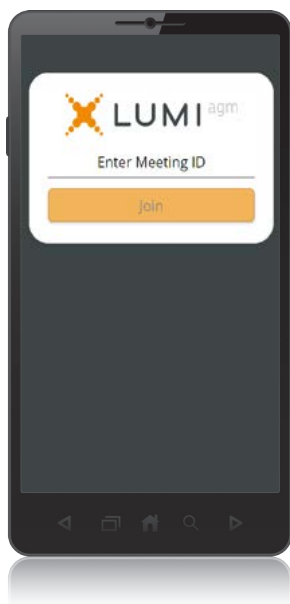
A full list of country codes is provided at the end of this guide.

#### Appointed Proxies

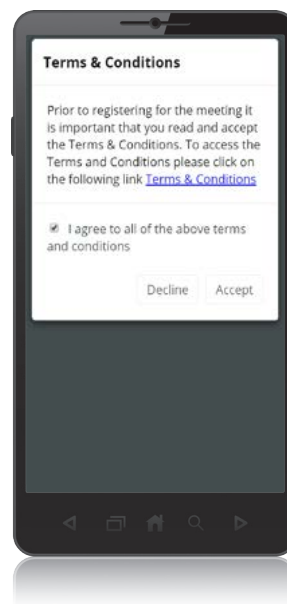
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

## Participating at the meeting

- 1 To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- 2 To proceed into the meeting, you will need to read and accept the Terms & Conditions



### Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

- 3 To register as a member,** select 'Member or Proxy' and enter your Member Number and Postcode or Country Code.



- 4 To register as a proxyholder,** select 'Member or Proxy' and you will need your username and password as provided by Computershare. In the 'Member Number' field enter your username and in the 'Postcode or Country Code' field enter your password.



- 5 To register as a guest,** select 'Guest' and enter your name and email address.



- 6** Once logged in, you will see the home page, which displays the meeting title and name of the registered member or nominated proxy.



## Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.

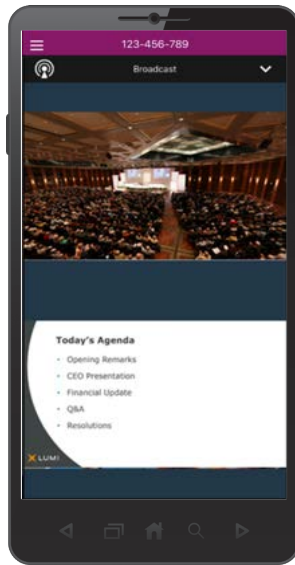



Questions icon, used to ask questions.

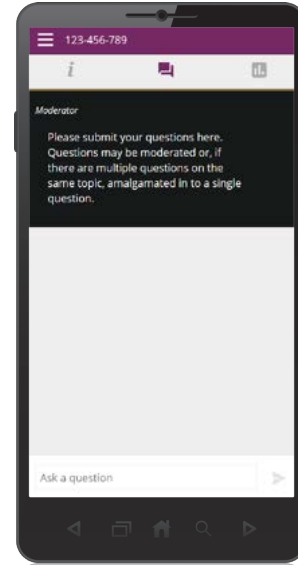



The broadcast bar allows you to view and listen to the proceedings.

- 7 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.

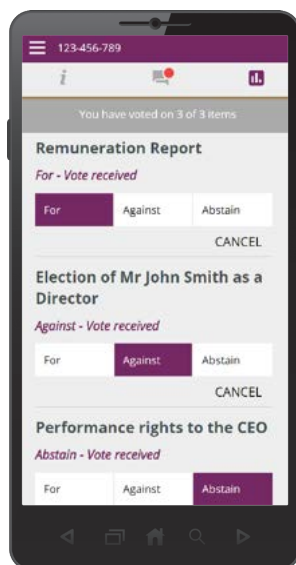


- 8 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



- 9 When the Chair declares the poll open:
- > A voting icon  will appear on screen and the meeting resolutions will be displayed
  - > To vote, tap one of the voting options. Your response will be highlighted
  - > To change your vote, simply press a different option to override


The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



## Icon descriptions

 Voting icon, used to vote. Only visible when the Chair opens the poll.

 Home page icon, displays meeting information.

 Questions icon, used to ask questions.

 The broadcast bar allows you to view and listen to the proceedings.

### For Assistance

If you require assistance before or during the meeting please call +61 3 9415 4024



## COUNTRY CODES

Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

<b>ABW</b> ARUBA	<b>DEU</b> GERMANY	<b>KHM</b> CAMBODIA	<b>PRK</b> KOREA DEM PEOPLES	<b>TJK</b> TAJIKISTAN
<b>AFG</b> AFGHANISTAN	<b>DJI</b> DJIBOUTI	<b>KIR</b> KIRIBATI	REPUBLIC OF	<b>TKL</b> TOKELAU
<b>AGO</b> ANGOLA	<b>DMA</b> DOMINICA	<b>KNA</b> ST KITTS AND NEVIS	<b>PRT</b> PORTUGAL	<b>TKM</b> TURKMENISTAN
<b>AIA</b> ANGUILLA	<b>DNK</b> DENMARK	<b>KOR</b> KOREA REPUBLIC OF	<b>PRY</b> PARAGUAY	<b>TLS</b> EAST TIMOR
<b>ALA</b> ALAND ISLANDS	<b>DOM</b> DOMINICAN REPUBLIC	<b>KWT</b> KUWAIT	<b>PSE</b> PALESTINIAN TERRITORY	DEMOCRATIC REP OF
<b>ALB</b> ALBANIA	<b>DZA</b> ALGERIA	<b>LAO</b> LAO PDR	OCCUPIED	<b>TMP</b> EAST TIMOR
<b>AND</b> ANDORRA	<b>ECU</b> ECUADOR	<b>LBN</b> LEBANON	<b>PYF</b> FRENCH POLYNESIA	<b>TON</b> TONGA
<b>ANT</b> NETHERLANDS ANTILLES	<b>EGY</b> EGYPT	<b>LBR</b> LIBERIA	<b>QAT</b> QATARPL NEPAL	<b>TTO</b> TRINIDAD & TOBAGO
<b>ARE</b> UNITED ARAB EMIRATES	<b>ERI</b> ERITREA	<b>LBY</b> LIBYAN ARAB	<b>NRU</b> NAURU	<b>TKM</b> TURKMENISTAN
<b>ARG</b> ARGENTINA	<b>ESH</b> WESTERN SAHARA	JAMAHIRIYA	<b>NZL</b> NEW ZEALAND	<b>TLS</b> EAST TIMOR
<b>ARM</b> ARMENIA	<b>ESP</b> SPAIN	<b>LCA</b> ST LUCIA	<b>OMN</b> OMAN	DEMOCRATIC REP OF
<b>ASM</b> AMERICAN SAMOA	<b>EST</b> ESTONIA	<b>LIE</b> LIECHTENSTEIN	<b>PAK</b> PAKISTAN	<b>TMP</b> EAST TIMOR
<b>ATA</b> ANTARCTICA	<b>ETH</b> ETHIOPIA	<b>LKA</b> SRI LANKA	<b>PAN</b> PANAMA	<b>TON</b> TONGA
<b>ATF</b> FRENCH SOUTHERN	<b>FIN</b> FINLAND	<b>LSO</b> LESOTHO	<b>PCN</b> PITCAIRN ISLANDS	<b>TTO</b> TRINIDAD & TOBAGO
TERRITORIES	<b>FJI</b> FIJI	<b>LTU</b> LITHUANIA	<b>PER</b> PERU	<b>TZA</b> TANZANIA UNITED
<b>ATG</b> ANTIGUA AND BARBUDA	<b>FLK</b> FALKLAND ISLANDS	<b>LUX</b> LUXEMBOURG	<b>PHL</b> PHILIPPINES	REPUBLIC OF
<b>AUS</b> AUSTRALIA	(MALVINAS)	<b>LVA</b> LATVIA	<b>PLW</b> PALAU	<b>UGA</b> UGANDA
<b>AUT</b> AUSTRIA	<b>FRA</b> FRANCE	<b>MAC</b> MACAO	<b>PNG</b> PAPUA NEW GUINEA	<b>UKR</b> UKRAINE
<b>AZE</b> AZERBAIJAN	<b>FRO</b> FAROE ISLANDS	<b>MAF</b> ST MARTIN	<b>POL</b> POLAND	<b>UMI</b> UNITED STATES MINOR
<b>BDI</b> BURUNDI	<b>FSM</b> MICRONESIA	<b>MAR</b> MOROCCO	<b>PRI</b> PUERTO RICO	OUTLYING
<b>BEL</b> BELGIUM	<b>GAB</b> GABON	<b>MCO</b> MONACO	<b>PRK</b> KOREA DEM PEOPLES	<b>URY</b> URUGUAY
<b>BEN</b> BENIN	<b>GBR</b> UNITED KINGDOM	<b>MDA</b> MOLDOVA REPUBLIC OF	REPUBLIC OF	<b>USA</b> UNITED STATES OF
<b>BFA</b> BURKINA FASO	<b>GEO</b> GEORGIA	<b>MDG</b> MADAGASCAR	<b>PRT</b> PORTUGAL	AMERICA
<b>BGD</b> BANGLADESH	<b>GGY</b> GUERNSEY	<b>MDV</b> MALDIVES	<b>PRY</b> PARAGUAY	<b>UZB</b> UZBEKISTAN
<b>BGR</b> BULGARIA	<b>GHA</b> GHANA	<b>MEX</b> MEXICO	<b>PSE</b> PALESTINIAN TERRITORY	<b>VAT</b> HOLY SEE (VATICAN CITY
<b>BHR</b> BAHRAIN	<b>GIB</b> GIBRALTAR	<b>MHL</b> MARSHALL ISLANDS	OCCUPIED	STATE)
<b>BHS</b> BAHAMAS	<b>GIN</b> GUINEA	<b>MKD</b> MACEDONIA FORMER	<b>PYF</b> FRENCH POLYNESIA	<b>VCT</b> ST VINCENT & THE
<b>BIH</b> BOSNIA & HERZEGOVINA	<b>GLP</b> GUADELOUPE	YUGOSLAV REP	<b>QAT</b> QATAR	GRENADINES
<b>BLM</b> ST BARTHELEMY	<b>GMB</b> GAMBIA	<b>MLI</b> MALI	<b>REU</b> REUNION	<b>VEN</b> VENEZUELA
<b>BLR</b> BELARUS	<b>GNB</b> GUINEA-BISSAU	<b>MLT</b> MALTA	<b>ROU</b> ROMANIA	<b>VGB</b> BRITISH VIRGIN ISLANDS
<b>BLZ</b> BELIZE	<b>GNQ</b> EQUATORIAL GUINEA	<b>MMR</b> MYANMAR	<b>RUS</b> RUSSIAN FEDERATION	<b>VIR</b> US VIRGIN ISLANDS
<b>BMU</b> BERMUDA	<b>GRC</b> GREECE	<b>MNE</b> MONTENEGRO	<b>RWA</b> RWANDA	<b>VNM</b> VIETNAM
<b>BOL</b> BOLIVIA	<b>GRD</b> GRENADA	<b>MNG</b> MONGOLIA	<b>SAU</b> SAUDI ARABIA KINGDOM	<b>VUT</b> VANUATU
<b>BRA</b> BRAZIL	<b>GRL</b> GREENLAND	<b>MNP</b> NORTHERN MARIANA	OF	<b>WLF</b> WALLIS AND FUTUNA
<b>BRB</b> BARBADOS	<b>GTM</b> GUATEMALA	ISLANDS	<b>SCG</b> SERBIA AND	<b>WSM</b> SAMOA
<b>BRN</b> BRUNEI DARUSSALAM	<b>GUF</b> FRENCH GUIANA	<b>MOZ</b> MOZAMBIQUE	MONTENEGRO	<b>YEM</b> YEMEN
<b>BTN</b> BHUTAN	<b>GUM</b> GUAM	<b>MRT</b> MAURITANIA	<b>SDN</b> SUDAN	<b>YMD</b> YEMEN
<b>BUR</b> BURMA	<b>GUY</b> GUYANA	<b>MSR</b> MONTSEERRAT	<b>SEN</b> SENEGAL	DEMOCRATIC
<b>BVT</b> BOUVET ISLAND	<b>HKG</b> HONG KONG	<b>MTQ</b> MARTINIQUE	<b>SGP</b> SINGAPORE	<b>YUG</b> YUGOSLAVIA SOCIALIST
<b>BWA</b> BOTSWANA	<b>HMD</b> HEARD AND MCDONALD	<b>MUS</b> MAURITIUS	<b>SGS</b> STH GEORGIA & STH	FED REP
<b>BLR</b> BELARUS	ISLANDS	<b>MWI</b> MALAWI	SANDWICH ISL	<b>ZAF</b> SOUTH AFRICA
<b>CAF</b> CENTRAL AFRICAN	<b>HND</b> HONDURAS	<b>MYS</b> MALAYSIA	<b>SHN</b> ST HELENA	<b>ZAR</b> ZAIRE
REPUBLIC	<b>HRV</b> CROATIA	<b>MYT</b> MAYOTTE	<b>SJM</b> SVALBARD & JAN MAYEN	<b>ZMB</b> ZAMBIA
<b>CAN</b> CANADA	<b>HTI</b> HAITI	<b>NAM</b> NAMIBIA	<b>SLB</b> SOLOMON ISLANDS	<b>ZWE</b> ZIMBABWE
<b>CCK</b> COCOS (KEELING)	<b>HUN</b> HUNGARY	<b>NCL</b> NEW CALEDONIA	<b>SLE</b> SIERRA LEONE	
ISLANDS	<b>IDN</b> INDONESIA	<b>NER</b> NIGER	<b>SLV</b> EL SALVADOR	
<b>CHE</b> SWITZERLAND	<b>IMN</b> ISLE OF MAN	<b>NFK</b> NORFOLK ISLAND	<b>SMR</b> SAN MARINO	
<b>CHL</b> CHILE	<b>IND</b> INDIA	<b>NGA</b> NIGERIA	<b>SOM</b> SOMALIA	
<b>CHN</b> CHINA	<b>IOT</b> BRITISH INDIAN OCEAN	<b>NIC</b> NICARAGUA	<b>SPM</b> ST PIERRE AND	
<b>CIV</b> COTE D'IVOIRE	TERRITORY	<b>NIU</b> NIUE	MIQUELON	
<b>CMR</b> CAMEROON	<b>IRL</b> IRELAND	<b>NLD</b> NETHERLANDS	<b>SRB</b> SERBIA	
<b>COD</b> CONGO DEMOCRATIC	<b>IRN</b> IRAN ISLAMIC	<b>NOR</b> NORWAY	<b>STP</b> SAO TOME AND	
REPUBLIC OF	REPUBLIC OF	<b>PL</b> NEPAL	PRINCIPE	
<b>COG</b> CONGO PEOPLES	<b>IRQ</b> IRAQ	<b>NRU</b> NAURU	<b>SUR</b> SURINAME	
REPUBLIC OF	<b>ISL</b> ICELAND	<b>NZL</b> NEW ZEALAND	<b>SVK</b> SLOVAKIA	
<b>COK</b> COOK ISLANDS COL	<b>ISM</b> BRITISH ISLES	<b>OMN</b> OMAN	<b>SVN</b> SLOVENIA	
COLOMBIA	<b>ISR</b> ISRAEL	<b>PAK</b> PAKISTAN	<b>SWE</b> SWEDEN	
<b>COM</b> COMOROS	<b>ITA</b> ITALY	<b>PAN</b> PANAMA	<b>SWZ</b> SWAZILAND	
<b>CPV</b> CAPE VERDE	<b>JAM</b> JAMAICA	<b>PCN</b> PITCAIRN ISLANDS	<b>SYC</b> SEYCHELLES	
<b>CRI</b> COSTA RICA	<b>JEY</b> JERSEY	<b>PER</b> PERU	<b>SYR</b> SYRIAN ARAB REPUBLIC	
<b>CUB</b> CUBA	<b>JOR</b> JORDAN	<b>PHL</b> PHILIPPINES	<b>TCA</b> TURKS AND CAICOS	
<b>CXR</b> CHRISTMAS ISLAND	<b>JPN</b> JAPAN	<b>PLW</b> PALAU	ISLANDS	
<b>CYM</b> CAYMAN ISLANDS	<b>KAZ</b> KAZAKHSTAN	<b>PNG</b> PAPUA NEW GUINEA	<b>TCO</b> CHAD	
<b>CYP</b> CYPRUS	<b>KEN</b> KENYA	<b>POL</b> POLAND	<b>TGO</b> TOGO	
<b>CZE</b> CZECH REPUBLIC	<b>KGZ</b> KYRGYZSTAN	<b>PRI</b> PUERTO RICO	<b>THA</b> THAILAND	