



**ASX
ANNOUNCEMENT**



26 May 2021

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

RE: RESULTS OF 2021 AGM

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, we wish to advise that, at the Company's Annual General Meeting held today, all the resolutions set out in the attached Notice of Meeting were carried on a poll, and the final proxy position and voting results are attached.

Sincerely,

DEVINE LIMITED

ENDS

Issued by Devine Limited ABN 51 010 769 365 www.devinegroup.com.au
Authorised by the Devine Limited Board

Contact

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

Devine Limited
2021 Annual General Meeting
Wednesday, 26 May 2021
Results of Meeting

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Direct votes (as at close of direct voting)			Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain	For	Against	Abstain*	Carried / Not Carried
2 Remuneration Report	Ordinary	147,458	1,992,375	32,125	6,537	98,643,109	567,895	35,803	98,822,692 97.47%	2,560,270 2.53%	42,340	Carried
3 Re-election of Director - Mr David Paul Robinson	Ordinary	161,485	1,984,885	32,125	0	98,698,357	546,947	1,503	98,891,967 97.50%	2,531,832 2.50%	1,503	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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'.

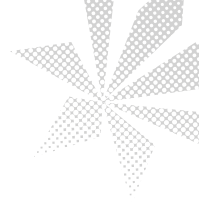
Details concerning Mr Robinson's background and experience are set out in the Explanatory Notes which accompany this Notice of Annual General Meeting.

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

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.

The meeting ID for the AGM is: 354-809-244. Or use 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 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.

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

Questions

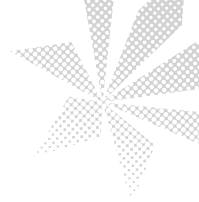
- (m) Shareholders may direct questions during the meeting (whether in person or online) to the Chairman about the operations and management of the Company, or to the Company's auditor about the conduct of the audit for the 2020 Financial Year during the Q&A session of the meeting.
- (n) Shareholders 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
- 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. 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.

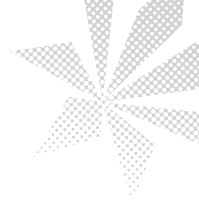
In accordance with rule 19.3(b) of the Constitution, Mr Robinson will retire at the AGM and is standing for re-election as a Non-executive Director.

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

AGM	means Annual General Meeting.
Annual Report	means the annual report of the Company for the financial year ended 31 December 2020.
ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited and the exchange operated by it, being the Australian Securities Exchange.
Auditor	means EY (Ernst & Young).
Board	means the Board of Directors of Devine.
Chairman	means the Chair of the Company.
Closely Related Party	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.
Company or Devine	means Devine Limited ACN 010 769 365.
Constitution	means the existing constitution of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means one or more Directors of the Company.
Explanatory Notes	means the explanatory notes attached to this Notice of Meeting.
Key Management Personnel or KMP	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).
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means the notice of meeting for the 2021 AGM of the Company, including the Explanatory Notes.
Remuneration Report	means the section headed 'Remuneration Report' in the Directors' report for the financial year ended 31 December 2020.
Shareholder	means a registered shareholder of Devine who is entitled to vote at the AGM.
Shares	means the existing fully paid ordinary shares in the Company.



Devine
GROUP

Devine Limited

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