

30 June 2021

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir or Madam

First Supplementary Target's Statement - Off-market takeover bid by CIMIC Residential Investments Pty Ltd for Devine Limited

We refer to the second supplementary bidder's statement issued by CIMIC Residential Investments Pty Ltd (**CRI**), a wholly owned subsidiary of CIMIC Group Limited (ASX:CIM) (**CIMIC**), dated 29 June 2021 in relation to CIMIC's off-market takeover bid for all of the ordinary shares in Devine Limited (ASX:DVN) (**Devine**) that it does not already own.

In accordance with section 647(3)(b)(ii) of the *Corporations Act 2001* (Cth) (**Act**), we enclose a copy of Devine's first supplementary target's statement dated 30 June 2021 (**First Supplementary Target's Statement**).

A copy of the First Supplementary Target's Statement was lodged with the Australian Securities and Investments Commission and served on CRI today pursuant to sections 647(2) and 647(3)(b)(i) of the Act, as modified by ASIC Class Order 13/528.

Yours faithfully

James Mackay, Company Secretary
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

This is an important document and requires your immediate attention.

If you are in doubt as to what you should do, you should consult your legal, tax, financial or other professional adviser as soon as possible.

First Supplementary Target's Statement

This First Supplementary Target's Statement has been issued by Devine Limited (ABN 51 010 769 365) ("**Devine**") in response to the takeover bid made by CIMIC Residential Investments Pty Limited (ABN 97 124 839 069) ("**CRI**"), a wholly owned subsidiary of CIMIC Group Limited (ABN 57 004 482 982) (together for the purposes of this First Supplementary Target's Statement, "**CIMIC**").

The Directors continue to unanimously recommend that you ACCEPT the Offer made by CRI in the absence of a superior proposal.

In considering this recommendation you should note that none of the directors of Devine are independent of CIMIC.

Devine Shareholder Information Line

Devine has established a Shareholder Information Line which Devine Shareholders should call if they have any queries in relation to the Offer. The telephone number for the Shareholder Information Line is:

- 1300 128 974 (within Australia); or
- +61 3 9415 4310 (outside Australia),

and is available Monday to Friday between 8.30am and 5.00pm (AEST).

Important notices

Nature of this document

This document is the first supplementary target's statement ("**First Supplementary Target's Statement**") dated 30 June 2021 issued by Devine Limited (ABN 51 010 769 365) ("**Devine**") under Part 6.5 Division 4 of the Corporations Act. This document is issued in response to the Offer made pursuant to the replacement bidder's statement dated 8 June 2021, which replaced the original bidder's statement dated 31 May 2021, as supplemented by the Second Supplementary Bidder's Statement dated 29 June 2021, and was served by CIMIC Residential Investments Pty Ltd ("**CRI**"), a wholly owned subsidiary of CIMIC Group Limited (together for the purposes of this Target's Statement, "**CIMIC**").

This document supplements, and should be read together with, the Target's Statement lodged with ASIC and provided to ASX on 28 June 2021 ("**Original Target's Statement**").

Devine has become aware of a new circumstance that has arisen since the Original Target's Statement was lodged with ASIC and would have been required by section 638 of the Corporations Act to be included in the Original Target's Statement (if it had arisen before the Original Target's Statement).

This First Supplementary Target's Statement prevails over the Original Target's Statement to the extent of any inconsistency.

Defined terms

Capitalised terms used in this First Supplementary Target's Statement that are not otherwise defined have the meaning given in section 9 of the Original Target's Statement. In addition, unless the contrary intention appears or the context requires otherwise, words and phrases used in this First Supplementary Target's Statement have the same meaning and interpretation as in the Corporations Act.

No account of personal circumstances

This First Supplementary Target's Statement does not take into account the individual investment objectives, financial or tax situation or particular needs of each Devine Shareholder. You may wish to seek independent legal, financial, tax or other professional advice before making a decision whether or not to accept the Offer for your Devine Shares.

ASIC and ASX disclaimer

A copy of this First Supplementary Target's Statement has been lodged with ASIC and sent to ASX. None of ASIC, ASX or any of their respective officers takes any responsibility for the content of this First Supplementary Target's Statement.

Notice to foreign shareholders

The release, publication or distribution of this First Supplementary Target's Statement in jurisdictions other than Australia may be restricted by law or regulation in those jurisdictions and persons who come into possession of it should seek advice and observe any restrictions. Any failure to comply with those restrictions may constitute a violation of applicable laws or regulations. This First Supplementary Target's Statement has been prepared solely in accordance with Australian law and the information contained in this First Supplementary Target's Statement may not be the same as that which would have been disclosed if this First Supplementary Target's Statement had been prepared in accordance with the laws and regulations outside Australia.

1. **OFFER PRICE DECLARED LAST AND FINAL**

CIMIC has stated that the Offer Price of \$0.24 cash per Devine Share is its last and final price. CIMIC has stated that this means that CIMIC's Offer Price will not be increased.

On this basis, Devine Shareholders should not expect any further increase in CIMIC's Offer Price above \$0.24 cash per Devine Share during the Offer Period.

The Directors continue to unanimously recommend that you accept the Offer made by CRI in the absence of a superior proposal, for the reasons set out in section 2.2 of the Original Target's Statement which include the conclusion of the Independent Expert that the offer is fair and reasonable.

However, in considering whether or not to accept the Offer, including the weight to be given to the recommendation of the Directors, Non-Associated Devine Shareholders should have regard to the relationship that each of the Directors have with CIMIC (as further described in section 1.1 of the Original Target's Statement) and that no Director considers himself independent of CIMIC.

2. **CONSENTS**

As permitted by ASIC Class Order CO 13/521, this First Supplementary Target's Statement contains statements which are made by CIMIC or based on statements made by CIMIC, in documents lodged with ASIC or given to the operator of a prescribed financial market in compliance with the listing rules of the prescribed financial market (including the ASX). Pursuant to this Class Order, the consent of CIMIC to which such statements are attributed is not required for the inclusion of these statements in this First Supplementary Target's Statement.

3. **AUTHORISATION**

This First Supplementary Target's Statement has been approved by a resolution passed by the Directors on 30 June 2021.

Signed for and on behalf of Devine by:

A handwritten signature in dark ink, appearing to be 'DR', with a horizontal line extending to the right.

Mr David Robinson
Chairman

Date: 30 June 2021