

THIS DOCUMENT IS A SUPPLEMENTARY BIDDER'S STATEMENT UNDER SECTION 643 OF THE CORPORATIONS ACT 2001 (CTH). IT IS THE FOURTH SUPPLEMENTARY BIDDER'S STATEMENT (**FOURTH SUPPLEMENTARY BIDDER'S STATEMENT**) ISSUED BY CIMIC RESIDENTIAL INVESTMENTS PTY LIMITED ACN 124 839 069 (**CRI**) IN RELATION TO ITS OFF-MARKET TAKEOVER BID FOR ALL OF THE ORDINARY SHARES IN DEVINE LIMITED ACN 010 769 365 (**DEVINE**) THAT CRI DOES NOT ALREADY OWN. THIS FOURTH SUPPLEMENTARY BIDDER'S STATEMENT SHOULD BE READ TOGETHER WITH CRI'S THIRD SUPPLEMENTARY BIDDER'S STATEMENT DATED 2 JULY 2021, CRI'S SECOND SUPPLEMENTARY BIDDER'S STATEMENT DATED 29 JUNE 2021 (**SECOND SUPPLEMENTARY BIDDER'S STATEMENT**), CRI'S FIRST SUPPLEMENTARY BIDDER'S STATEMENT DATED 8 JUNE 2021 (**FIRST SUPPLEMENTARY BIDDER'S STATEMENT**) AND CRI'S REPLACEMENT BIDDER'S STATEMENT DATED 8 JUNE 2021 (**REPLACEMENT BIDDER'S STATEMENT**) WHICH REPLACED CRI'S BIDDER'S STATEMENT DATED 31 MAY 2021.

UNLESS THE CONTEXT OTHERWISE REQUIRES, TERMS DEFINED IN THE REPLACEMENT BIDDER'S STATEMENT HAVE THE SAME MEANING WHEN USED IN THIS FOURTH SUPPLEMENTARY BIDDER'S STATEMENT.

THIS FOURTH SUPPLEMENTARY BIDDER'S STATEMENT PREVAILS TO THE EXTENT OF ANY INCONSISTENCY WITH THE THIRD SUPPLEMENTARY BIDDER'S STATEMENT, SECOND SUPPLEMENTARY BIDDER'S STATEMENT, FIRST SUPPLEMENTARY BIDDER'S STATEMENT AND REPLACEMENT BIDDER'S STATEMENT.

A COPY OF THIS FOURTH SUPPLEMENTARY BIDDER'S STATEMENT HAS BEEN LODGED WITH ASIC. NEITHER ASIC NOR ANY OF ITS OFFICERS TAKE ANY RESPONSIBILITY FOR ITS CONTENTS.

**This Fourth Supplementary Bidder's Statement provides important information relevant to Devine Shareholders in their consideration of the Offer.**

**7 JULY 2021**

**CONDITION FULFILLED, OFFER UNCONDITIONAL, OFFER  
CLOSES 7.00PM (SYDNEY TIME) 15 JULY 2021**

In relation to its off-market takeover bid for all the ordinary shares in Devine that it does not already own (**Offer**), CRI, a wholly owned subsidiary of CIMIC Group Limited (CIMIC), has:

- received valid acceptances in respect of at least 75% (by number) of the Non-Associated Shares; and
- a Relevant Interest in at least 90% (by number) of the Devine Shares on issue.

**Accordingly, the "minimum acceptance" condition to the Offer has been fulfilled, and the Offer is now unconditional.**

As the Offer is now unconditional, Devine Shareholders whose valid acceptances have already been received by CRI will be paid their consideration under the Offer by 7 business days after today's date.

All other Devine Shareholders who accept the Offer before the end of the Offer Period will be paid the consideration under the Offer by 7 business days after receipt of their valid acceptance.

As the "minimum acceptance" condition to the Offer has been fulfilled, CRI is entitled to proceed to compulsorily acquire Devine Shares not acquired under its Offer. Devine Shareholders who have their shares compulsorily required will only be paid the offer consideration following the end of the compulsory acquisition process. Devine Shareholders who wish to be paid sooner should accept CRI's Offer before the Offer closes.

CRI has declared its Offer, at \$0.24 cash per Devine share, to be its **last and final** Offer Price, the Offer Price will not be increased. The Offer is at a 100% premium to the last closing price of Devine Shares prior to the Announcement Date of 12 cents per share.

As set out in Devine's Target's Statement dated 28 June 2021, the independent expert appointed by the Devine Board has concluded that the Offer is **fair and reasonable**, and the directors of Devine have unanimously recommended that its shareholders **accept** the offer in the absence of a superior proposal. As noted in Devine's Target's Statement, none of the directors of Devine are independent of CIMIC.

Enclosed with this Fourth Supplementary Bidder's Statement in accordance with section 630(5)(b) of the Corporations Act are:

- a notice under section 630(4) of the Corporations Act that the condition to the Offer has been fulfilled; and
- a notice under section 630(3) of the Corporations Act of the status of the condition.

## **TIMETABLE AND PROCESS**

The Offer is scheduled to close at **7.00pm** (Sydney time) on **15 July 2021**, unless it is extended or withdrawn by CRI in accordance with the Corporation Act.

Devine Shareholders should read this document, the Third Supplementary Bidder's Statement, Second Supplementary Bidder's Statement, First Supplementary Bidder's Statement, the Replacement Bidder's Statement and Devine's Target's Statement and First Supplementary Target's Statement in their entirety.

If in any doubt as to how to deal with the Offer or this document, Devine Shareholders should consult their legal, financial or other professional advisers as soon as possible. If Devine Shareholders have any queries about the Offer, they may also call the CIMIC Offer Information Line on **1300 560 339** (for calls made within Australia) or **+61 2 8011 0354** (for calls made from outside Australia) between 9.00am and 5.00pm (AEST) Monday to Friday.

This Fourth Supplementary Bidder's Statement has been approved by a resolution passed by the directors of CRI.

Signed for and on behalf of

**CIMIC Residential Investments Pty Ltd**

by



**Robert Cotterill**

Director

ENDS

**Issued by** CIMIC Group Limited ABN 57 004 482 982 [www.cimic.com.au](http://www.cimic.com.au)

**Authorised by** the CIMIC Group Continuous Disclosure Committee

#### **Contacts**

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CIMIC Group (ASX:CIM) is an engineering-led construction, mining, services and public private partnerships leader working across the lifecycle of assets, infrastructure and resources projects. CIMIC Group comprises our construction businesses CPB Contractors, Leighton Asia and Broad, our mining and mineral processing companies Thiess (joint control) and Sedgman, our services specialist UGL and our public private partnerships arm Pacific Partnerships – all supported by our in-house engineering consultancy EIC Activities. Our mission is to generate sustainable shareholder returns by delivering innovative and competitive solutions for clients and safe, fulfilling careers for our people. With a history since 1899, and around 32,000 people in 20 countries, we strive to be known for our principles of Integrity, Accountability, Innovation and Delivery, underpinned by Safety. CIMIC is a member of the S&P/ASX 200 index, the Dow Jones Sustainability Australia Index and FTSE4Good.

*CRI has relied on the modification to Section 636(3) of the Corporations Act set out in paragraph 5(d) of ASIC Class Order 13/521 "Takeover Bids" to include references to certain statements which are made or based on statements made in Devine's Target's Statement lodged with ASIC or ASX on 28 June 2021. As required by Class Order 13/521, CRI will make available a copy of Devine's Target's Statement free of charge to Devine Shareholders who request it during the Offer Period. To obtain a copy of Devine's Target's Statement (or the relevant extracts), you may telephone the CIMIC Offer Information Line on 1300 560 339 (for calls made within Australia) or +61 2 8011 0354 (for calls made from outside Australia) from Monday to Friday between 9.00am and 5.00pm (AEST).*



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**CIMIC Residential Investments Pty Ltd ACN 124 839 069**  
**Takeover offer for Devine Limited ACN 010 769 365**

**Notice that defeating condition to takeover bid fulfilled**

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To: Devine Limited ACN 010 769 365 (**Devine**)

ASX Limited

For the purposes of section 630(4) of the Corporations Act 2001 (Cth), CIMIC Residential Investments Pty Ltd, a wholly owned subsidiary of CIMIC Group Limited, gives notice declaring that the “minimum acceptance” condition to its takeover offers for all the ordinary shares in Devine (**Offers**), set out in section 9.9 of its replacement bidder’s statement dated 8 June 2021 has been fulfilled (so that the Offers have become free of that condition).

As this was the only condition to the Offers, the Offers have now become wholly unconditional.

DATED: 7 July 2021

Signed for and on behalf of  
CIMIC Residential Investments Pty Ltd

A handwritten signature in black ink, appearing to read "Robert Cotterill", written over a horizontal line.

Robert Cotterill  
Director



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**CIMIC Residential Investments Pty Ltd ACN 124 839 069**  
**Takeover offer for Devine Limited ACN 010 769 365**

## Notice of status of defeating condition

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To: Devine Limited (**Devine**)

ASX Limited

CIMIC Residential Investments Pty Ltd (CRI), a wholly owned subsidiary of CIMIC Group Limited, has made offers under an off-market takeover bid for all the ordinary securities in Devine (**Offers**). The Offers are contained in its replacement bidder's statement dated 8 June 2021 (**Bidder's Statement**).

For the purposes of section 630(3) of the *Corporations Act 2001* (Cth), CRI gives notice that, as at the date of this notice:

- 1 by notice under s630(4) of the Corporations Act dated 7 July 2021, the "minimum acceptance" condition to the Offers in section 9.9 of the Bidder's Statement has been fulfilled;
- 2 in light of the matters referred to in paragraphs 1 above, the Offers are wholly unconditional; and
- 3 its voting power in Devine is 90.12%.

DATED: 7 July 2021

Signed for and on behalf of  
CIMIC Residential Investments Pty Ltd

A handwritten signature in black ink, appearing to read "Robert Cotterill", written over a horizontal line.

Robert Cotterill  
Director