

9 JULY 2021**COMPULSORY ACQUISITION OF SHARES IN DEVINE**

CIMIC Residential Investments Pty Ltd (**CRI**), a wholly owned subsidiary of CIMIC Group Limited, is pleased to announce that it has a relevant interest in 91.61% of Devine Limited's (**Devine**) shares.

As a result of having a relevant interest in greater than 90% of Devine's shares, and as set out in CRI's fourth supplementary bidder's statement dated 7 July 2021, CRI has the right to compulsorily acquire all the remaining Devine shares.

Compulsory acquisition notices and related correspondence will be dispatched to all Devine shareholders who have not accepted CRI's offer. A copy of that correspondence is attached to this announcement. A copy of the compulsory acquisition notice is included by way of service pursuant to s661B(1)(d) of the Corporations Act 2001 (Cth).

Devine shareholders who have not accepted CRI's offer may still do so up until 7.00pm (Sydney time) on 15 July 2021.

If Devine shareholders have any queries in relation to this announcement or any other matter relating to the takeover bid, please call 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) if you require assistance with your acceptance. Alternatively, contact the chat line at <http://chat4.shareholdersfirst.com.au/>

ENDS

Issued by CIMIC Group Limited ABN 57 004 482 982 www.cimic.com.au

Authorised by the CIMIC Group Continuous Disclosure Committee

Contacts

Mr Justin Grogan, Investor Relations T+61 2 9925 6628

Ms Fiona Tyndall, Communications T+61 2 9925 6188

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.



CIMIC Group Limited
ABN 57 004 482 982

Level 25, 177 Pacific Highway
North Sydney, NSW 2060 Australia
PO Box 1002
Crows Nest, NSW 1585 Australia
T +61 2 9925 6666
F +61 2 9925 6000
cimic.com.au

9 July 2021

Dear Devine Limited Shareholder

Compulsory acquisition of shares in Devine Limited

As you may be aware, CIMIC Residential Investments Pty Ltd (**CRI**), a wholly owned subsidiary of CIMIC Group Limited, has a relevant interest in more than 90% of the shares in Devine Limited (**Devine**) as a result of its takeover offer.

Accordingly, CRI will now exercise its right to acquire the remaining shares under the compulsory acquisition provisions of the Corporations Act 2001 (Cth) (**Corporations Act**). The compulsory acquisition will be on the same terms as the offer (ie consideration of \$0.24 per Devine share).

If you have accepted CRI's takeover offer, you can disregard this letter.

Shareholders who have not accepted CRI's offer may still do so up to 7.00pm (Sydney time) on 15 July 2021. Shareholders who accept the offer by this date will receive the consideration to which they are entitled for their Devine shares sooner than they will if they wait for those shares to be compulsorily acquired.

On completion of the compulsory acquisition process, CRI will pay to you the consideration for the Devine shares that it compulsorily acquires. Shareholders whose shares are compulsorily acquired will be sent a claim form advising them how to claim the consideration to which they are entitled.

Devine will give notice to shareholders once it has received the consideration and advise as to how you may claim the consideration. Subject to the Corporations Act, this is expected to occur 5 to 6 weeks after the date of this letter.

See also the enclosed copy of ASIC Form 6021 – Notice of compulsory acquisition following takeover bid, which sets out further information on the compulsory acquisition process.

Yours faithfully

A handwritten signature in black ink, appearing to read "Robert Cotterill", with a stylized flourish at the end.

Robert Cotterill

CIMIC Residential Investments Pty Ltd

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates.

To each holder of:

fully paid ordinary shares

('Bid class Securities')

In

Name of target company

Name ('the Company')

DEVINE LIMITED

ACN/ARBN/ARSN

010769365

Tick applicable box(es)

- ☐ and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- ☐ and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

1. Under a takeover bid offers were made by

Name of bidder

CIMIC Residential Investments Pty Limited

in respect of the acquisition of Bid Class Securities in the company.

Tick one box

The offers

- ☐ closed
- ☒ Are scheduled to close

Date offers closed or are scheduled to close on

Date

15/07/2021

[DD/MM/YY]

2. You are, as at the date of this notice, the holder of one or more of the following

Tick applicable box(es).
(See subsection 661A(4) and 4A))

- ☒ securities in respect of which the takeover offer was made but have not accepted the offer, (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice— the bidder will acquire your securities under the offer,)
- ☐ securities to which the bid related issued after the end of the offer period and before the date of this notice
- ☐ securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- ☐ securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

- ☐ The following securities in the bid class in which the bidder has a relevant interest

Description of securities

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

Tick one box

- ☒ 661 A(1)
- ☐ 661 A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities.

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Date of lodgement

This notice was lodged with ASIC on

Date

09/07/2021

[DD/MM/YY]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms.

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.
6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- ☒ this notice was given.
- ☐ the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

Name of person signing

L Nikolopoulos

Capacity

On behalf of the Regulated Entity named in this document as a secretary of that entity

Signature

L Nikolopoulos

Date signed

09-Jul-2021 09:14

Privacy

The information provided to ASIC in this form may include personal information. Please refer to our privacy policy (www.asic.gov.au/privacy) for information about how we handle your personal information, your rights to seek access to and correct personal information and to complain about breaches of your privacy,